

Yampa Valley Electric Association, Inc.
Regular Meeting of the Board of Directors
Tuesday, November 24, 2020
2211 Elk River Road
Steamboat Springs, CO 80487

Chairman Tom Fox called the meeting to order at 10:05 a.m.

1. Call to Order

Upon calling roll, it was reported that the following were present at the Steamboat Springs office: Director Tom Fox, General Manager Steve Johnson, and Board Secretary Larissa Rock. The following were present via video conference: Directors Dean Brosious, Scott McGill, Jean Stetson, Ken Rogers, Patrick Delaney, Debbie Cook, Glynda Sheehan, and Sonja Macys; and General Counsel Bryson Fredregill. There were no members present via conference call.

Mr. Johnson provided an update on the Association's COVID-19 response and business continuity plans. Mr. Johnson noted that in response to Routt County's restrictions increasing from the orange to red status, all YVEA and Luminare offices are closed to the public. Mr. Johnson added that YVEA is in compliance with applicable guidelines and noted that staff with the ability to work from home is working all or partly from home. Staff in the office is maintaining safe social separation, wearing masks, and utilizing a wipe in/wipe out procedure for common areas.

2. Executive Session

A motion was made, duly seconded, and passed unanimously that the board of directors go into an executive session to consider documents and testimony given in confidence, and the general topics of such executive session will be to discuss and consider the items listed under "Section 2. Executive Session" of the November Regular Meeting Agenda posted on the YVEA website and in the YVEA offices on November 13, 2020. Said topics include YVEA and Luminare COVID-19 response plans; YVEA personnel matters; broadband construction update, operations update, grant opportunities, personnel matters, and asset acquisitions; Association-owned property matters; and potential litigation items. Directors, General Manager, Board Secretary, and General Counsel were in attendance during such executive session. Engineering Manager, Benj Hoffner was in attendance for the portion of executive session regarding Association-owned property matters. Energy Solutions Manager Megan Moore-Kemp was in attendance for the portion of executive session regarding grant opportunities. Mr. Fredregill was not present for a brief portion of the meeting regarding personnel matters. Such executive session convened at approximately 10:15 a.m.

A motion was made, duly seconded, and passed unanimously that the board of directors exit executive session, take a brief recess, and return to open session at approximately 12:00 p.m.

Finance Manager Amy Mahon; Engineering Manager Benj Hoffner; Member Services Manager Kelli Richers; IT Manager Kelli Root; Operations Manager John Cromer; Human Resources Manager Randi Owens; Energy Solutions Manager Megan Moore-Kemp; and Luminare Broadband VPO Chris MacIntyre joined the meeting via video conference. Member-owner Catherine Carson joined the meeting via conference call.

3. Approval of Minutes

The board reviewed the minutes from the October 27, 2020 regular monthly board meeting.

A motion approving the minutes from October 27, 2020 as presented was made by Ms. Macys, duly seconded by Mr. Rogers, and passed unanimously.

4. Member-owner Comment

Member-owner Catherine Carson addressed the board with comments regarding an unfavorable customer service experience during a recent outage. Mr. Fox and Mr. Johnson addressed Ms. Carson's comments, noting that they were aware of the experience, adding that the customer service representative is not an employee of YVEA, rather an employee of the vendor contracted to handle rollover outage calls, Cooperative Response Center. Mr. Johnson noted that the recorded call will be used as a training mechanism between YVEA and CRC.

5. Director Comments

Mr. Rogers provided a brief overview of the recent Operation Round Up board meeting.

Mr. Delaney noted that he is impressed with his Luminate service.

Board members and Mr. Johnson discussed outage response processes and outage communication processes. Mr. Johnson noted that all calls received through CRC's call center are recorded. These recorded calls can be used as training tools for the CRC call center. Mr. Johnson suggested that members should always report outages by phone, online, or by using the SmartHub application.

INFORMATION ITEMS

6. General Manager's Report

Mr. Johnson provided a recap of Association COVID-19 business continuity plans, adding that the pandemic has caused delays in equipment procurement. Mr. Johnson noted that the Association is rolling out a Buy Local program in Steamboat and Craig.

7. Staff Reports

The Finance, Facilities, and Warehouse Report as prepared by Amy Mahon was reviewed and discussed. Board members and Ms. Mahon discussed various projects at both Steamboat and Craig campuses.

The Customer Service Report as prepared by Kelli Richers was reviewed and discussed. Board members and staff discussed the transition of the scholarship program from the Member Outreach team to the Member Services team.

The Workforce Report as prepared by Randi Owens was reviewed and discussed. Board members and Ms. Owens discussed various open positions within the company.

The Engineering Report as prepared by Benj Hoffner was reviewed and discussed. Board members and staff discussed the status of various projects throughout the territory.

The Operations, Safety, and Fleet Report as prepared by John Cromer was reviewed and discussed. Board members and staff discussed work that is completed by vegetation management crews around the territory during the snowy months of the year. Mr. Cromer noted that crews move to areas throughout the territory where there is less snow.

The Information Technology Report as prepared by Kelli Root was reviewed and discussed. Board members and Ms. Root discussed various IT projects completed and in process.

The Energy Solutions Report as prepared by Megan Moore-Kemp was reviewed and discussed. Board members and Ms. Moore-Kemp discussed a recent home evaluation that was conducted virtually via FaceTime. Ms. Moore-Kemp said the evaluation was a success.

The Luminate Broadband Report as prepared by Chris MacIntyre was reviewed and discussed. Mr. MacIntyre provided an explanation of mesh WiFi as well as construction progress to date.

8. CREA

Mr. McGill gave a comprehensive overview of the business conducted at the regular CREA board meeting

9. Western United

Mr. McGill noted that there was no meeting.

10. Purchased Power Update

There was no discussion.

ACTION AND DISCUSSION ITEMS

11. Acceptance of the Financial and Statistical Reports for October 2020

Board members and staff reviewed and discussed the unaudited financial and statistical reports from the month of September 2020, for YVEA. The board also reviewed the unaudited financial highlights for Luminate Broadband LLC. Ms. Mahon noted that estimating cost of power charges is often difficult due to timing of Xcel invoicing.

A motion approving the unaudited financial and statistical reports for the month of September 2020, was made by Ms. Stetson, duly seconded by Ms. Macys, and the motion passed unanimously.

12. Approval of Proposed Amendments to OP 215 Changes to Association Rates and Fees

This item was tabled until the December regular meeting.

13. Approval of Advice Letter No. 59: Proposed Rate Changes

This item was tabled until the December regular meeting.

14. Resolution 20-10: Approval of Luminate Signing Authority

The board reviewed and discussed Resolution 20-10, authorizing the manager of Luminate Fiber, LLC. to delegate signing authority to any employee of Luminate. Mr. Johnson explained that as Luminate continues to grow, the delegation will allow for more efficient operation. Mr. Fredregill added that Mr. Johnson remains the board appointed manager of the company and this delegation will not alter the limitations on authority contained in the original operating agreement. The board requested that Mr. Fredregill provide a list of limitations that would apply to the signing authority.

A motion approving Resolution 20-10 as presented and with the addition of the limitations as defined in the operating agreement was made by Mr. Brosious, duly seconded by Mr. McGill, and the motion passed unanimously.

15. 2021 Preliminary Budget Review

The board reviewed and discussed the proposed budget for 2021. Mr. Johnson noted that anticipated grant dollars are not reflected in the budget. Mr. Johnson added that the budget will be presented for approval at December's regular monthly board meeting.

COMMITTEE REPORTS

16. Policy Committee

The board reviewed Board Policy 1-7 Director Expenses and Reimbursements. The board discussed revisions to the policy that would allow for flexibility for meetings that fall under tier 3 and include language for attendance at virtual meetings and trainings. A motion approving Board Policy 1-7 as revised was made by Ms. Stetson, duly seconded by Ms. Macys, and the motion passed with a unanimous vote.

17. Finance Committee

The Finance Committee will meet to discuss the role and duties of the Treasurer.

OTHER ITEMS

18. Upcoming Meetings

There was no discussion.

19. Unfinished Business

There was no discussion.

20. New Business

Mr. Fox appointed the following directors to the Policy Committee: Tom Fox, Ken Rogers, Glynda Sheehan, Sonja Macys, and Scott McGill as Chair of the committee.

Mr. Fox appointed the following directors to the Finance Committee: Tom Fox, Dean Brosious, Patrick Delaney, and Jean Stetson as Chair of the committee.

Board members and Mr. Fredregill discussed the effect of open sessions reference to items discussed in executive session.

Board members and Mr. Johnson discussed the process for responding to comments made by members during or outside of regular board meetings. Board members agreed to forward member inquiries to the general manager for a coordinated response. Mr. McGill noted that per board policy 2-1 with regard to public comment during board meetings, that the board is not obligated to respond or take action at that meeting. Mr. Johnson noted that prior member comments have been addressed, and that Ms. Carson's comments will be addressed with a coordinated response.

21. Executive Session

There was no additional executive session.

22. Adjournment

A motion to adjourn this meeting of the directors of Yampa Valley Electric Association, Inc., was made, duly seconded, and passed unanimously. Chairman Tom Fox then declared this regular meeting adjourned at 3:30 p.m.

Chairman of the Board

Dated: December 22, 2020

Secretary of the Board

Dated: December 22, 2020

