

**Yampa Valley Electric Association, Inc.**  
Conclusion of Recessed Regular Meeting of the Board of Directors from Prior Month  
and Regular Meeting of Board of Directors  
Thursday, May 18, 2017  
2211 Elk River Road  
Steamboat Springs, Colorado

The Board of Directors of Yampa Valley Electric Association, Inc., reconvened at 2211 Elk River Road, Steamboat Springs, Colorado at 10:00 a.m. on May 18, 2017. Chairman Dean Brosious reconvened the recessed meeting of April 18, 2017. Upon calling roll, it was reported that the following Directors were present: Dean Brosious, Larry Ellgen, Pat McClelland, Frank Roitsch, Russell Garrity, Mike Brinks, Scott McGill, Tom Fox and Glynda Sheehan. Also present were General Counsel Bryson Fredregill, and General Manager, Diane Johnson. After the Chairman declared that the Recessed Meeting was reopened, there was no further business. The Chairman declared that all business of the Recessed Meeting was concluded and called for a motion to adjourn. Upon motion being made, duly seconded, and passed unanimously, the Recessed Meeting was adjourned.

**1. Call to Order**

Upon calling roll, it was reported that the following Directors were present: Dean Brosious, Larry Ellgen, Pat McClelland, Frank Roitsch, Russell Garrity, Mike Brinks, Scott McGill, Tom Fox and Glynda Sheehan. Also present were General Counsel, Bryson Fredregill; General Manager, Diane Johnson; Finance Manager, Amy Mahon, Board Secretary, Larissa Wilson; Operations Manager, Steve Johnson; and Member Services Manager, Kathy Bertrand.

**2. Executive Session**

A motion was made, duly seconded, and passed unanimously that the board of directors go immediately into an executive session under “new business” to consider documents and testimony given in confidence, and the general topics of such executive session will be to discuss and consider pending and potential property acquisitions, personnel matters, contract negotiations, pending or threatened litigation, and consultations with special counsel regarding pending member bankruptcies. Board members, General Counsel, and Diane Johnson, General Manager, were in attendance during such executive session. Such executive session convened at approximately 10:00 a.m., and the board ended the executive session and returned to its public meeting session at approximately 12:30 p.m.

**3. Open Director Discussion**

There was no Open Director Discussion.

**4. Approval of Minutes**

A motion approving the minutes from the Recessed Meeting (other than the reconvened portion of such meeting this day) was made, duly seconded, and passed unanimously.

**5. Member-Owner Comments**

There were no member-owners present.

**6. Director Comments**

Directors discussed various upcoming meetings and conferences.

## **INFORMATION ITEMS**

### **7. Staff Reports**

#### **A. Financial Stability**

The Financial Stability report was discussed. Board members reviewed the report and provided their recommendations to staff.

#### **B. Customer Service**

The Customer Service report was discussed. Board members reviewed the report and provided their recommendations to staff.

#### **C. Workforce Planning**

The Workforce Planning report was discussed. Board members reviewed the report and provided their recommendations to staff.

#### **D. Operational Stability**

The Operational Stability report was discussed. Board members reviewed the report and provided their recommendations to staff.

#### **E. Safety**

The Safety report was discussed. Board members reviewed the report and provided their recommendations to staff.

### **8. Review Annual Meeting Format**

The 2017 annual meeting format, director election, and member voting process were discussed.

### **9. CREA**

Mr. McGill provided a comprehensive update of the business conducted at the regular CREA board meeting.

### **10. Western United**

Mr. McGill provided a comprehensive update of the business conducted at the regular Western United board meeting.

## **ACTION ITEMS**

### **11. Acceptance of the Financial and Statistical Reports for April**

Ms. Mahon presented financial highlights from the month of April to the board for approval. A motion accepting financial and statistical reports for April was made by Mr. McClelland, seconded by Mr. Brinks, and carried with a unanimous vote.

## **PENDING APPROVAL ITEMS**

### **12. Line Extension and Upgrade Policy**

The current line extension and upgrade process and policy was reviewed and modifications to the process and policy were discussed. Ms. Mahon provided the board with a presentation and explanation of the recommended line extension and upgrade fee structure.

A motion approving the amended Line Extension and Upgrade Policy, including associated amended and added tariff sheets, as discussed, was made by Mr. McGill, duly seconded by Mr. McClelland, and the motion passed unanimously.

**OTHER ITEMS**

**13. Unfinished Business**

**A. Reliability Report - Updated**

Mr. Johnson noted that after the 2016 reliability report was presented, it was discovered that major event information was not correctly represented. The corrected reliability report was presented to board members.

**14. New Business**

A motion authorizing the General Manager to enter into lease discussions on property that lies in the southwest area of Steamboat Springs, as outlined in Executive Session, was made by Ms. Sheehan, duly seconded by Mr. Ellgen, and the motion passed with a unanimous vote.

A motion authorizing the General Manager to sign a counteroffer on property owned by the Association, according to terms discussed in Executive Session, was made by Mr. McClelland, duly seconded by Mr. McGill, and the motion passed with a unanimous vote.

Ms. Johnson provided an overview of the agenda for the public meeting on irrigation rate adjustments being held on June 5, 2017, at 6:00pm at the Craig Clarion Hotel.

**15. Recess**

A motion to recess this regular meeting of the directors of Yampa Valley Electric Association, Inc., until 10:00 am on Thursday, June 22, 2017 was made, duly seconded, and passed unanimously. The Chairman then declared this regular meeting recessed at 4:00 p.m.

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Chairman of the Board

Dated: June 22, 2017

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Secretary of the Board

Dated: June 22, 2017