

Yampa Valley Electric Association, Inc.
Regular Meeting of Board of Directors
Tuesday, August 25, 2020
2211 Elk River Road
Steamboat Springs, Colorado

Chairman Tom Fox called the meeting to order at 10:00 a.m.

1. Call to Order

Upon calling roll, it was reported that the following were present at the Steamboat Springs office: Directors Tom Fox, Dean Brosious, Scott McGill, Jean Stetson, Ken Rogers, Patrick Delaney, Larry Ellgen, Glynda Sheehan, General Manager Steve Johnson, and Board Secretary Larissa Rock. The following were present via video conference: Director Sonja Macys and General Counsel Levi Williamson.

Mr. Johnson offered an update on COVID-19 protocol as followed by YVEA staff and encouraged directors to continue to submit their health screen forms via the COVID-19 Health Screen form that staff currently utilizes.

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 COVID-19 response and business continuity; potential renewable energy and broadband asset acquisitions; broadband construction update, operations update, grant opportunities, and personnel matters; and the 2020 Annual Meeting. Directors, General Manager, Board Secretary, and General Counsel were in attendance during such executive session. Broadband Manager Chris MacIntyre was present for the portion of the meeting regarding Luminare Broadband personnel update. 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 12:05 p.m.

Finance Manager, Amy Mahon; Engineering Manager, Benj Hoffner; IT Manager, Kelli Root; Operations Manager, John Cromer; Member Services Supervisor, Kelli Richers; and HR Manager, Randi Owens entered the meeting via video conference.

3. Approval of Minutes

The board reviewed the minutes from the July 28, 2020 regular monthly board meeting.

A motion approving the minutes from July 28, 2020, amended to correct a typo, was made by Ms. Sheehan, duly seconded by Ms. Stetson, and passed unanimously.

4. Member-owner Comment

There were no member-owners present.

5. Director Comments

Mr. Delaney noted that he is excited that Luminare Broadband is available in the Hayden area, and is continuing to build in the area. Mr. Delaney also noted that he recently

enrolled both his residence and his business in the Green Choice program, adding that it was easy to apply and get on the program. Mr. Fox encouraged all directors to participate in the program.

Ms. Sheehan noted that she received a YVEA ballot and proposed bylaw amendment information packet in the mail. Ms. Sheehan also offered her appreciation to Tammi Strickland, Communications Specialist, for posting relevant messages and information on YVEA's website.

Ms. Macys noted that she received a sponsored add from Xcel Energy advertising incentives to residents who install rooftop solar on their homes, adding that after a quick investigation, the offer applies to residents in the YVEA territory. Ms. Macys noted that she will continue to research the offer and will update the board when she receives more information.

Mr. Fox noted that YVEA director candidates have been invited to a town hall on the evening of Thursday, August 27, 2020. Mr. Fox also noted that CREA is offering a free ground source, air source, and cold climate heat pumps webinar Thursday, August 27, 2020.

INFORMATION ITEMS

6. General Manager's Report

Mr. Johnson noted that his report was given in executive session with no additional items to report.

7. Staff Reports

The Finance, Facilities, and Warehouse Report as prepared by Amy Mahon was reviewed and discussed. Board members and staff discussed the progress of the Steamboat campus warehouse construction project.

The Customer Service and Energy Solutions Report as prepared by Kathy Bertrand was presented by Kelli Richers. The report was reviewed and discussed. Board members and staff discussed a recent outage near the Steamboat campus. A contractor working with a local company struck a utility pole, affecting power as well as traffic in the west Steamboat area. Mr. Johnson noted that YVEA will work with the company's insurance provider to recover costs resulting from the incident.

The Workforce Report as prepared by Randi Owens was reviewed and discussed. Ms. Stetson noted that she appreciates staff's decision to review childcare needs on a case-by-case basis.

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

The Operations, Safety, and Fleet Report as prepared by John Cromer was reviewed and discussed. Mr. Cromer noted that YVEA's SAIDI trend is favorable in comparison to previous years.

The Information Technology Report as prepared by Kelli Root was reviewed and discussed. Board members and staff discussed the cyber security training recently attended remotely by staff. Ms. Root noted that the training consisted of a large amount of lab work. Upcoming training will include real-life scenario training within the IT department.

8. CREA

Mr. McGill noted that there was no CREA board meeting.

9. Western United

Mr. McGill noted that there was no Western United board meeting.

ACTION AND DISCUSSION ITEMS

10. Acceptance of the Financial and Statistical Reports for July 2020

Board members and staff reviewed the unaudited financial and statistical reports from the month of July 2020, for YVEA. The board also reviewed the unaudited financial highlights for Luminate Broadband LLC.

Board members and Ms. Mahon discussed the financial reporting structure between YVEA and Luminate Broadband.

A motion approving the unaudited financial and statistical reports for the month of July 2020, was made by Mr. Brosious, duly seconded by Mr. Ellgen, and the motion passed unanimously.

11. Assignability of Capital Credits

Board members discussed with Mr. Williamson the creation of a policy that would define the process for transfer of capital credits upon dissolution of a business. Mr. Williamson will work with Mr. Johnson and Ms. Mahon to draft a recommended policy for board review and discussion at September's regular monthly board meeting.

12. YVSC Memo Regarding the YVEA Energy Hero Program

Board members and staff reviewed and discussed memos submitted by Ms. Suzi Romig and Ms. Michelle Stewart from Yampa Valley Sustainability Council.

Board members and Mr. Johnson discussed Beneficial Electrification and YVEA's internal Electrify Everything campaign. Mr. Johnson noted that staff utilizes the term "Electrify Everything" synonymously with "Beneficial Electrification". The board will continue to discuss the topic.

13. 2020 Annual Meeting

There was no discussion.

14. CO1701-A65 ReCONNECT Program Grant and Security Agreement

Board members reviewed and discussed the ReCONNECT Program Grant and Security Agreement. A motion authorizing the general manager and president to accept the CO1701-A65 ReCONNECT Program Grant and Security Agreement as presented to the board was made by Mr. Brosious, duly seconded by Mr. Rogers, and the motion passed unanimously.

15. Property Transactions

There were no transactions.

COMMITTEE REPORTS

16. Policy Committee

There was no report.

17. Finance Committee

There was no report.

OTHER ITEMS

18. Upcoming Meetings

There was no discussion.

19. Unfinished Business

Board members and staff discussed a solar project in process in Wyoming. Mr. Johnson noted that unfortunately the project and services will not be accessible by YVEA.

20. New Business

There was no discussion.

General Counsel, Levi Williamson; Board Secretary, Larissa Rock; Finance Manager, Amy Mahon; Engineering Manager, Benj Hoffner; IT Manager, Kelli Root; Operations Manager, John Cromer; Member Services Supervisor, Kelli Richers; and HR Manager, Randi Owens left the meeting.

Board members took a short break and returned to the meeting.

Ms. Sheehan left the meeting.

21. 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 General Manager’s annual review. Directors and General Manager were in attendance during such executive session. Director Sheehan was not present for such executive session. Such executive session convened at approximately 2:30 p.m.

A motion was made, duly seconded, and passed unanimously that the board of directors exit executive session and return to open session at approximately 4:45 p.m.

A motion approving a pay adjustment for the general manager on the terms discussed in executive session was made by Mr. Brosious, duly seconded by Mr. Rogers, and the motion passed with seven in favor and one opposed.

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 5:00 p.m.

Chairman of the Board

Dated: September 22, 2020

Secretary of the Board

Dated: September 22, 2020