

**Yampa Valley Electric Association, Inc.**  
Special Meeting of the Board of Directors  
Wednesday, September 22, 2021  
2211 Elk River Road  
Steamboat Springs, CO 80487

Chairman Tom Fox called the meeting to order at 1:08 p.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, Board Secretary Larissa Rock. The following were present via video conference: Directors Dean Brosious, Scott McGill, Sasha Nelson, Ken Rogers, Debbie Cook, Glynda Sheehan, and Sonja Macys; General Counsel Levi Williamson and Bryson Fredregill; Tom Dougherty and Dietrich Hoefner from Lewis Rocha Rothgerber Christie, LLP; and Rich Macke from Power System Engineering, Inc. There were no members present.

**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 to receive privileged legal advice, with the general topics of such executive session being consideration of the items listed under “Section 2. Executive Session” of the September 22, 2021 Special Meeting Agenda posted on the YVEA website and in the YVEA offices on September 17, 2021. The topics listed under “Section 2. Executive Session” of the agenda included the following: confidential member matters and potential litigation matters. Directors, General Manager, Board Secretary, General Counsel, Tom Dougherty, and Dietrich Hoefner were in attendance during such executive session. Rich Macke was present only for the portion of executive session where confidential member matters was discussed. Such executive session convened at approximately 1:10 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 4:00 p.m.

**3. Open Session**

There was no discussion.

**4. 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 4:00 p.m.

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Chairman of the Board

Dated: September 28, 2021

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Secretary of the Board

Dated: September 28, 2021