

**VALLEY ELECTRIC ASSOCIATION, INC.  
REGULAR MEETING  
OF THE  
BOARD OF DIRECTORS**

A regular meeting of the Board of Directors of Valley Electric Association, Inc. (“VEA”) was held on Thursday, February 27th, 2020, beginning at approximately 8:40 a.m., at VEA’s headquarters in Pahrump, Nevada. The meeting was held in the Valley Conference Center (“VCC”).

Ms. Keyes presiding as President, appointed Mr. Sweetin and Mr. Ledford as Parliamentarians. Ms. Keyes called the roll of Directors present: Kathy Keyes, President; Michelle Caird, Vice-President Terrie D’Antonio, Secretary; Rob Shirley, Treasurer; Bonnie Groenert; and Robin Barber.

Also present were: Mark Stallons, Chief Executive Officer (“CEO”); Steve Morrison, Chief Financial Officer (“CFO”); James Andresen, Director of Engineering & Operations; Nate Johnson, Executive Vice President of Broadband; Doug Maughan, Manager of Power Supply; Amy Carlson, Executive Assistant; Bill Perna, Manager of Customer Service; Joe Fieldsted, Manager of Safety; Jack Venezia, Manager of Network Operations; Stacy Pung, HR Business Partner; Cassy Potter, IT Help Desk Technician; and Robert Sweetin and Curt R. Ledford, Davison Van Cleve PC, General Counsel. Community Members: Jodie Pierce, Frank Bonesteel, Surely Karganilla, Ann Herget, Greg Dann, Ken Brady, Judy Brady, Bruce Holden, Paula Rooks, Dwight Lilly, Robyn Gibbons, Larry Blatchford.

Ms. Keyes called the meeting to order 8:40 a.m., Pledge of Allegiance, followed by a moment of silence.

1. Approval of the Agenda. Ms. Caird **moved** to approve agenda as amended. Ms. D’Antonio **seconded** the motion. No comments. The motion was **approved** unanimously.
2. Member Comments. Mr. Holden commented that the long-term debt is too high. No further member comments.
3. Director Comments. Ms. Barber reminded members of upcoming elections for district directors and encouraged members to vote. Ms. Groenert commented on development occurring in Amargosa Valley. Ms. D’Antonio thanked the Board, staff, and Mr. Stallons for the strategic planning meeting. Ms. Caird also expressed thanks for the strategic planning meeting.
4. Approval of Minutes from January 29, 2020 Regular Board meeting. Ms. Caird commented that Ms. Karganilla’s name is misspelled, noted item 7 numbering, and provided grammatical edits. Ms. Caird **moved** to approve minutes as amended. Ms. Barber **seconded** the motion. The motion was **approved** unanimously.
5. Presentation of Financial and Statistical Report. Presented by Mr. Morrison.

Ms. Caird **moved** to approve. Mr. Shirley **seconded** the motion. No further comment. The motion was **approved** unanimously.

6. Unfinished Business. Ms. Caird **moved** to remove the WDAT revisions. Ms. D'Antonio **seconded**. The motion was **approved** unanimously.
7. New Business.
  - a. Capital Credit Retirements. Ms. Caird **moved** to approve. Mr. Shirley **seconded** the motion. No further comment. The motion was **approved** unanimously.
  - b. 2020 Voting Delegates for CRC and Arizona G&T Meeting. Mr. Stallons to be the representative. Ms. Caird **moved** to approved Mr. Stallons to be the delegate. Ms. D'Antonio **seconded** the motion. The motion was **approved** unanimously.
  - c. Charitable Contributions. There were none, no vote took place.
8. Board Committee Reports.
  - a. Member Liaison Committee. Ms. Caird provided the report.
  - b. Finance Committee. Ms. Caird provided the report.
  - c. Policy Committee. Ms. Caird provided the report.
  - d. Charitable Foundation Committee. Ms. D'Antonio provided the report

Board took a break at 9:37 A.M. Meeting called back to order at 9:48 A.M.

9. CEO and Staff Reports.
  - a. CEO Report. Presented by Mr. Stallons. Addressed GridLiance meetings. HR strategy. Work on new phone system. Key account visits in Amargosa Valley. Member engagement and satisfaction surveys. Power supply costs discussion. Expressed confidence in Power Supply agreements. Distributed energy resource team- reviewing how to meet the needs of distributed energy resource customers. Broadband strategy meeting. Meeting with local legislators. Spoke on budget review and concerns and developments regarding the finance committee and their efforts
  - b. Safety Report. Presented by Mr. Fieldsted. Consistent with submitted written report. Mr. Fieldsted also reported on new law changes pertaining to CDL (Commercial Driver's License) reporting. No comments from the Board.
  - c. Human Resources Report. Mr. Pung provided the Human Resources Report consistent with monthly written report. No comments from the Board.

Ms. D'Antonio inquired about the number of interns that are working for VEA. Mr. Pung indicated that there are currently three interns at VEA. Ms. Groenert inquired about including the outer districts in the intern program.

- d. CFO Report/Accounting Report Presented by Mr. Morrison. No questions from the Board.
- e. Corporate Communications and Government Affairs, Community Relations and Key Accounts. No questions from the Board.
- f. Power Resource Report. Presented by Mr. Maughan consistent with written report. Mr. Maughan discussed peak loading for VEA and California Independent System Operator, as well as current lake levels. No questions from the Board.
- g. Engineering/Operations Report and Projects. Presented by Mr. Andresen in summary fashion based on pre-submitted written report. Mr. Andresen described new WECC CIP (Western Electricity Coordinating Council Compliance & Critical Infrastructure Protection) procedures that are required by NERC, and a transmission system protection study that is ongoing. New construction is at a higher level than the past few years, and line crews are busy.

Question from Ms. D'Antonio about GridLiance relationship with VEA. No further questions from the Board.

- h. VCA/Broadband Report. Mr. Johnson did not have any updates to the report. No questions from the Board.

There being no further matters to discuss, Ms. Caird **moved** to adjourn the meeting. Ms. D'Antonio **seconded** the motion. The motion was **approved** unanimously. The regular session of the meeting was adjourned at 10:10 A.M.

DATED this 25th day of March, 2020.



Kathleen Keyes, President



Terrie D'Antonio, Secretary