

**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 Wednesday May 27, 2020, beginning at approximately 8:30 A.M., at VEA’s headquarters in Pahrump, Nevada. The meeting was held via Zoom, pursuant to Governor Sisolak’s Emergency Directives, COVID-19, and in light of social distancing concerns.

Ms. Keyes presiding as President, appointed Mr. Sweetin as Parliamentarian. Ms. Keyes called the roll of Directors present: Kathleen Keyes, President; Michelle Caird, Vice-President (“VP”); Terrie D’Antonio, Secretary; Rob Shirley, Treasurer; Bonnie Groenert; and Robin Barber.

Also present via Zoom were: Mark Stallons, Chief Executive Officer (“CEO”); Steve Morrison, Chief Financial Officer (“CFO”); James Andresen, Director of Engineering & Operations; Nate Johnson, Executive Vice President, Broadband; Stacy Pung, Human Resources Business Partner; Kathy Mattocks, Organizational Development & Special Projects Coordinator; Doug Maughan, Manager of Power Resources; Amy Carlson, Executive Assistant; Bill Perna, Manager of Customer Service; Joe Fieldsted, Manager of Safety; Jack Venezio, Manager of Network Operations; Cassy Potter, IT Help Desk Technician; Amber Crotty, Administrative Assistant; and Bob Sweetin, Davison Van Cleve, General Counsel; Members: Surely Karganilla.

Ms. Keyes called the meeting to order 8:30 a.m., Pledge of Allegiance, followed by a moment of silence.

1. Approval of the Agenda. Ms. Groenert **moved** to approve the agenda. Ms. Caird **seconded** the motion. No comments. The motion was **approved** unanimously.
2. Member Comments. No Comments.
3. Director Comments. Ms. Caird thanked Robin Barber for her service to the members of her district; Ms. Groenert also thanked Ms. Barber; Mr. Shirley thanks Ms. Barber; Ms. Keyes thanked Ms. Barber, also mentioned that she took an NRECA training this month via webinar, also reported on distribution of food for community members; Ms. D’Antonio thanked Ms. Barber for her service and thanked her for continuing to serve on the members liaison and charitable foundation, also spoke to food distribution, expressed hope to be back to in person Board meetings for June meeting; Ms. Barber thanked the Board and staff, and “everyone” expressed appreciation for all the work and leadership from VEA. And passed along her confidence in the success of VEA.
4. Approval of Minutes from April 29, 2020 Regular Board meeting. Ms. Barber **moved** to approve minutes as amended. Ms. Caird **seconded** the motion. No further discussion. The motion was **approved** unanimously.

5. Presentation of Financial and Statistical Report. Presented by Mr. Morrison, consistent with provided back-up materials.

Ms. D’Antonio **moved** to approve and accept the presentation. Ms. Barber **seconded** the motion. No further comment. The motion was **approved** unanimously.

6. Unfinished Business. None.

7. New Business.

- a. Capital Credit Retirements. Total \$25,380.26 from five estates. Net Present Value \$15,195.14. Total \$10,185.12. Ms. Caird **moved** to approve. Ms. D’Antonio **seconded** the motion. No further comment. The motion was **approved** unanimously.

- b. Board Resolution 2020-04, certifying the Director elections. Ms. D’Antonio elected to District 5, Mr. Healy to District 6. Ms. Barber made a **motion** to approve. Ms. Caird **seconded** the motion. No further comment. The motion was **approved** unanimously.

8. Board Committee Reports.

- a. Charitable Committee Report (Provided by Ms. D’Antonio). Reported on charitable giving and distributions of food. Stated that committee would like to meet in June.

- b. Finance Committee Report (Provided by Ms. Caird) met on Tuesday, May 26, 2020. Reported that the committee spoke about COVID-19 and the impact COVID has had on cooperative finances. Further discussion on review of accounts that are overdue and how those will be handled as we return to normal.

- c. Member Liaison Committee (Provided by Ms. Caird) stated that hoped to hold a meeting in June.

- d. Policy Committee Report (Provided by Ms. Caird) met on May 8, 2020. Reported on how policies are being reviewed and moving forward. Expressed hope that by June 12, 2020 committee would meet to review policies and that after review, all relevant parties would have time to review by end of year.

9. Nye County Community Center. Presentation from Tim Sutton, County Manager, consistent with presentation in Board packet. Discussion on community review prior to ultimate approval from VEA. Discussion between Board Members about who has been involved from the Community and how their involvement has formed the presentation Board is currently receiving. Phase I, “shovel ready” is hopefully by Aug 1; Phase 2 is hopefully a few months after Phase I. Discussion from Contractor about building process. Discussion from Board on timeframe and moving forward. Mr. Stallons stated that another group does have interest in the community center process and will be discussed in executive

session. Mr. Stallons recommended taking the presentation we've heard today, look at it in context of the other group's presentation in Executive Session without taking action today. Discussion on community center budget, provided in Board information packet. Further discussion on access to Community Center. Mr. Sutton expressed that he would prefer not to move forward until there is approval from VEA. Ms. Keyes responded that she would prefer the County approve operating fund allocations before VEA approves anything. Mr. Stallons thanked Mr. Sutton for the presentation and that sentiment was echoed by the Board.

10. CEO and Staff Reports.

- a. CEO Report. Presented by Mr. Stallons, consistent with submitted report. No questions from the Board.
- b. Safety Report. Presented by Mr. Fieldsted, consistent with previously submitted report. No questions from the Board.
- c. Human Resources Report. Stacy Pung presented the report consistent with previously submitted information.
- d. Accounting, Customer Service and Fleet Report. Presentation consistent with written report.
- e. Power Resource Report. Presented by Mr. Maughan consistent with written report.

Board took a break at 10:25 A.M., reconvened at 10:40 A.M.

- f. Engineering, Operations and Projects Reports. Presented by Mr. Andresen, consistent with pre-submitted written report. Outages have been due to bird's nesting (ravens). Reviewing productivity numbers pre and post COVID. Discussion from Board about communicating outages to members and reason for outages.
- g. VCA/Broadband Report. Presented by Mr. Johnson, consistent with pre-submitted report. Noted significant increase in broadband applications. Reported on efforts to provide broadband and technology to all schools within VEA's territory.

Ms. Caird **moved** to approve; Ms. Groenert **seconded**. No further discussion. All department reports **approved** unanimously.

The Directors recessed at 11:20 AM from Regular Session and Executive Session reconvened at 12:20 p.m.

There being no further matters to discuss, Ms. Caird **moved** to adjourn the meeting. Mr. Shirley **seconded** the motion. The motion was **approved** unanimously. The Executive Session and May 2020 Regular Board Meeting were adjourned at 4:59 P.M.

DATED this 24 th day of June, 2020.



Michelle Caird, President



Bonnie Groenert, Secretary