

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, December 19, 2019, beginning at approximately 8:30 a.m., at VEA’s headquarters in Pahrump, Nevada. Meeting was held in the Valley Conference Center (“VCC”).

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

Also present were: Mark Stallons, CEO (effective January 6, 2020); Steve Morrison, Chief Financial Officer; Bart Thurgood, Chief People Officer; Mike Hengel, Executive Vice President (“EVP”), Communications; Jeff Holley, System Engineer; Nate Johnson Executive Vice President, Broadband; Amy Carlson, Executive Assistant; Bill Perna, Manager of Customer Service; Jack Venezia, Manager of Network Operations; Cassy Potter, IT Help Desk Technician; and Bob Sweetin, Davison Van Cleve, General Counsel. Community Members: Jeff Meehan, PVT; Frank Bonesteel, Ann Herget, Jim Rowan, and James Williamson

Ms. Keyes called the meeting to order 8:34 a.m., Pledge of Allegiance, followed by a moment of silence.

1. Approval of the Agenda. Amendment made to remove 10(a) Nye County proposal for community Center. Ms. Caird **moved** to approve agenda as amended. Ms. D’Antonio **seconded** the motion. No comments. The motion was **approved** unanimously in favor of the agenda as amended.
 - a. Approval of the Appointment of Ms. Barber (resolution 2019-021). Ms. D’Antonio **moved** to approve Ms. Barber (resolution 2019-021). Ms. Caird **seconded** the motion. No comments. The motion was **approved** unanimously to appoint Ms. Barber. Ms. Barber thanked the Board and expressed her excitement in serving.
2. Member Comments. Bruce Holden- Raised issue of re-districting and that it be raised at the annual meeting. Re-emphasized desire that during the annual meeting bylaw changes be presented. Frank Bonsteel- asked a question related to representation of board members. Robyn Gibbons- Stated agreement with Bruce and requested that re-districting be included with bylaw changes in April. After responsive comments, Ms. D’Antonio deferred to Mr. Hengel regarding redistricting issues. Member comment regarding new Board and new CEO, asked that things not be mired in the past and that VEA move forward and the membership support moving forward. James Williamson- expressed best wishes to Board in 2020, but raised the issue of being forthcoming with information and expressed concerns

about inequities in assessments of net metering (specifically, that the new fees and expenses assessed to members are inappropriate and discouraged at least one member from transitioning to solar). Response from Mr. Andresen regarding notice that was provided to net metering customers. Ms. D'Antonio introduced the new CEO. Referred transparency question to Mr. Stallons. Mr. Stallons made a few comments regarding thoughts on transparency. Jim Rowan- spoke to need for open, direct communication with members. Mr. Stallons wished all a happy holidays and expressed excitement at starting at VEA in the coming weeks.

3. Director Comments. Ms. Keyes spoke to her experience at NRECA winter school. Ms. D'Antonio spoke to process of nominating committees and thanked them for their service. Thanked the Board and staff for her experience as interim CEO. Ms. Caird presented a gift to Ms. D'Antonio to thank her for her time as interim CEO, and thanked the nominating committee. Mr. Shirley commented on process of being responsive to board members during comment. Spoke to being involved in the community and his role as a member of the Beatty Township Advisory Board and their requests to hear from VEA. Ms. Groenert spoke to solar issue and helpfulness of VEA staff in understanding the cost-benefit on

The Board took a break at 9:20 and the meeting resumed at 9:43 a.m.

4. Approval of Minutes from Tuesday, November 21, 2019. Ms. D'Antonio **moved** to approve minutes as amended. Ms. Caird **seconded** the motion. The motion was **approved** unanimously.
5. Presentation of Financial and Statistical Report. Presented by Mr. Morrison consistent with the report provided in Board back-up materials.

Ms. Caird **moved** to approve. Ms. D'Antonio **seconded** the motion. No further comment. The motion was **approved** unanimously.
6. Unfinished Business. Item (a) WDAT, was tabled. No other unfinished business.
7. New Business.
 - a. Estate Capital Credit Retirements. Ms. Keyes sought a motion. Ms. Caird **moved** and Mr. Shirley **seconded** the motion. No further discussion. The motion was **approved** unanimously.
 - b. Monthly Contribution Report: Presented by Mr. Hengel. Recommendations proposed consistent with written proposal. Mr. Hengel asked for discussion on the amount of the Oasis Outreach donation. No further discussion.

Ms. D'Antonio **moved** to approve for \$2,000 to Oasis Outreach and \$1,000 to Sandy Mesquite. Ms. Caird **seconded** the motion. No further comment. The motion was **approved** unanimously. Comment from Ms. D'Antonio about Mr. Hengel retiring.

- c. Board Policy 104. Ms. Keyes stated that the matter is not ready for approval. Policy will be discussed in executive session with legal, to be brought back in the January meeting. Matter was tabled. Ms. Caird made a **motion** to place the item on the executive session agenda and then to be calendared on the January board meeting for final approval. **Second**, Ms. Barber. No further comment. Unanimous approval.
- d. Board Committee Reports.
 - 1. Charitable Foundation Committee. Committee has met and will be forwarding bylaws for legal review.
 - 2. Finance Committee. Ms. Caird provided the report. Stated that policies have been submitted to legal for review and there will be additional amendments and proposals as the committees continue to meet and work.
 - 3. Member Liaison Committee. Ms. Caird provided the report. Nominating committees have met and decided on names for nominating committee. Ms. D'Antonio is the only name for Sandy Valley. District 6 has several candidates. Redistricting to be discussed at the next bylaws committee meeting.
 - 4. Policy Committee. Ms. Caird provided the report. Stated that she will mee with Kathy Maddox and go over a comprehensive plan for a review of the policies.

11. CEO and Staff Reports.

- a. CEO Report. Presented by *pro bono* interim CEO Ms. D'Antonio. Thanked Board and Staff for their support and help during her time as CEO.

No comments from the Board.

- b. Human Resources Report. Mr. Thurgood provided the Human Resources Report consistent with monthly written report December 2019. Mr. Thurgood spoke to the benefits of the JAG program.

No other comments from the Board.

- c. CFO Report/Accounting Report Presented by Mr. Morrison. Asked if there were any questions related to the report.

No further comments.

- d. Power Resource Report. Presented by Mr. Morrison consistent with written report. Spoke to process of allocating power and which power is used under which circumstances in response to Board questions.

No further questions.

- e. Corporate Communications and Government Affairs, Community Relations and Key Accounts. Presented by Mr. Hengel. No further questions.
- f. Engineering Report/Operations and Projects. Presented by Mr. Andresen in summary fashion based on pre-submitted written report. No questions.
- g. Safety Report. Presented by Mr. Fieldsted. Consistent with submitted written report.
- h. VCA/Broadband Report. Provided by Mr. Johnson consistent with written report. Asked for questions. None from the Board. Mr. Johnson spoke to efforts in restoration of service and statistical tracking of traffic and where traffic is coming from.

Mr. Shirley **moved** to accept the Staff reports. Ms. Barber **seconded** the motion. The motion was **approved** unanimously.

The Board took a break at 11:14 a.m. and reconvened in Executive Session at 12:45.

There being no further matters to discuss, Ms. Caird **moved** to adjourn the meeting. Ms. Groenert **seconded** the motion. The motion was **approved** unanimously. The regular session of the meeting was adjourned at 3:13 p.m.

DATED this 29th day of January, 2020.

Kathleen Keyes, President

Terrie D'Antonio, Secretary