

**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 July 29, 2020, beginning at approximately 1:00 P.M., at VEA’s headquarters in Pahrump, Nevada. The meeting was held in person for VEA staff. The meeting was also held via Zoom for the Board of Directors and members to participate and allow for responsible social distancing.

Ms. Caird commenced the meeting and appointed Mr. Sweetin as Parliamentarian. Ms. Caird called the roll of Directors present: Ms. Keyes, Ms. D’Antonio, Ms. Groenert, Mr. Healey, and Mr. Shirley all present.

Also present via Zoom were: Mark Stallons, Chief Executive Officer (“CEO”); Steve Morrison, Chief Financial Officer (“CFO”); Bart Thurgood, Chief People Strategist; 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;; Amy Carlson, Executive Assistant; Bill Perna, Manager of Customer Service; Joe Fieldsted, Manager of Safety; Cassy Potter, IT Help Desk Technician; Amber Crotty, Administrative Assistant; and Bob Sweetin, Davison Van Cleve, General Counsel; Members: No Members were present.

Ms. Caird called the meeting to order 1:00 P.M., Pledge of Allegiance, followed by a moment of silence.

1. Approval of the Agenda. Ms. Groenert **moved** to approve the agenda. Ms. D’Antonio **seconded** the motion. No further discussion. The motion was **approved** unanimously.
2. Member Comments. No Comments.
3. Director Comments. No Comments.
4. Approval of Minutes from the June 24, 2020 Regular Board meeting. Mr. Shirley **moved** to approve minutes. Ms. Groenert **seconded** the motion. No further discussion. The motion was **approved** unanimously.
5. Unfinished Business: None.
6. New Business
 - a. 2nd Quarter Bad Debt Write Off: 93 Accounts unable to collect. Write-off’s total \$27,866.09 between VEA and VCA, after recovery through future capital credit retirements (\$14,529.70) for a net write-off of \$13,336.39. Ms. D’Antonio **moved** to

approve the write-off. Mr. Shirley **seconded** the motion. No further discussion. The motion was **approved** unanimously.

b. Early Capital Credit Retirement: Total requested from nine estates for \$46,385.25. Net Present Value \$29,482.85. Estimated Difference, \$16,902.40. Mr. Shirley **moved** to approve. Ms. Groenert **seconded** the motion. No further discussion. The motion was **approved** unanimously.

c. Board Committee Reports:

i. Finance Committee: Presented by Mr. Healey. Update on replacement of members and review of finances with staff.

ii. Member Liaison Committee: Presented by Ms. D'Antonio. A meeting will be held July 30, 2020. An update will be given and then a plan to move forward will be drafted.

iii. Policy Committee: Presented by Mr. Shirley. Continuing to draft and review policies.

iv. Charitable Foundation Committee: Presented by Ms. Groenert. Committee met on July 16, 2020.

d. Policy Review

i. Policy 136: Mr. Morrison presented on the written presentation, meetings and explanations previously provided to members of the Board. Mr. Morrison provided a summary of how the policy was created and stated that the policy is a well thought-out compromise that helps VEA protect non-solar members from a subsidy while presenting a pro-solar position industry-wide. Mr. Shirley **moved** to approve the policy. Ms. Groenert **seconded** the motion. The motion was unanimously **approved**.

ii. Policy 138: Mr. Morrison echoed similar comments as those provided under Policy 136 while explaining substantive differences. Specifically, while Policy 136 addresses residential, Policy 138 addresses larger business-to-business solar projects. Mr. Shirley **moved** to approve. Ms. Groenert **seconded** the motion. The motion was unanimously **approved**.

e. Other Business

i. SolPower: Mr. Morrison presented on VEA's solar offering, SolPower, which would be a market competitor in the rooftop/small commercial solar industry. Ms. D'Antonio **moved** to approve the formation of SolPower. Mr. Healey **seconded** the motion. The motion was approved with 5 votes in favor (Mr. Shirley, Ms. Caird, Mr. Healey, Ms. D'Antonio and Ms. Groenert) and 1 against (Ms. Keyes).

7. Staff Reports

- a. CEO Report: It was stated that all employees are COVID-free, and everyone is working to maintain that. Employee meeting last month on the strategic plan. Presented additional information consistent with previously provided backup materials.
- b. CFO Report: Presentation consistent with previously provided backup material. Mr. Morrison also shared the Power Resource and Customer Service reports.
- c. Departmental Reports:
 - i. Safety Report: Presented by Mr. Fieldsted and consistent with previously provided backup materials.
 - ii. HR Report: Presented by Mr. Thurgood. Mr. Thurgood discussed annual compensation review, COVID protection, and other issues as previously presented in backup materials.
 - iii. Engineering, Operations and Projects Reports: Presented by Mr. Andresen, consistent with previously provided backup materials.
 - iv. VCA/Broadband Report: Provided by Mr. Johnson, presentation was consistent with backup materials.

Ms. Groenert **moved** to approve the presentations. Ms. D'Antonio **seconded** the motion. The motion was unanimously **approved**.

There being no further matters to discuss, Ms. Groenert moved to adjourn the meeting. Mr. Shirley **seconded** the motion. The motion was **approved** unanimously.

The Executive Session and July 2020 Regular Board Meeting were adjourned at 2:21 P.M.

DATED this 26th day of August, 2020.

Michelle Caird, President

Bonnie Groenert, Secretary