

**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 June 24, 2020, beginning at approximately 8:30 A.M., at VEA’s headquarters in Pahrump, Nevada. The meeting was held in person for VEA Board Members and staff. The meeting was also held via Zoom for members to participate and allow for responsible social distancing.

Ms. Keyes commenced the meeting and appointed Mr. Sweetin as Parliamentarian. Ms. Keyes called the roll of Directors present: Michelle Caird, Terrie D’Antonio, Bonnie Groenert, and Paul Healey were all present. Rob. Shirley attended the meeting via Zoom.

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, 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; Cassy Potter, IT Help Desk Technician; Amber Crotty, Administrative Assistant; and Bob Sweetin, Davison Van Cleve, General Counsel; Members: Surely Karganilla, Bruce Holden, Robin Barber.

Ms. Keyes called the meeting to order 8:30 a.m., Pledge of Allegiance, followed by a moment of silence. Ms. Keyes requested Legal Counsel to give a summary of the Officer Election results:

Presented: Michelle Caird- President; Rob Shirley- Vice-President; Bonnie Groenert- Secretary; Paul Healy- Treasurer. All votes were unanimous and took place in the June 24, 2020 8:00AM Executive Session. After announcement, Ms. Caird presided over balance of meeting.

1. Approval of the Agenda. Ms. Keyes **moved** to approve agenda. Mr. Shirley **seconded** the motion. No comments. The motion was **approved** unanimously.
2. Member Comments. No Comments.
3. Director Comments. Ms. Caird thanked President Keyes for her service
4. Approval of Minutes from May 27, 2020 Regular Board meeting. Mr. Shirley **moved** to approve minutes as amended. Ms. Groenert **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. Groenert **seconded** the motion. No further comment. The motion was **approved** unanimously.

6. Unfinished Business. None.

7. New Business.

a. Capital Credit Retirements. Total \$34,010.40 from ten estates. Net Present Value \$20,264.53. Total \$13,745.53. Ms. Groenert **moved** to approve. Ms. D'Antonio **seconded** the motion. No further comment. The motion was **approved** unanimously.

b. Board Committee Reports.

i. Charitable Committee Report (Provided by Ms. D'Antonio). Next meeting will be on June 5, 2020. Reported there is about \$38,000 in charitable funds.

ii. Finance Committee Report (Provided by Ms. Caird). Spoke about Al Parker's passing and his commitment and contributions will be missed. Reported on review of meter turn-offs during COVID-19 and continuing pandemic, that finance committee recommended to Mr. Morrison to follow lead of NV Energy on that front.

iii. Member Liaison Committee (Provided by Ms. Caird) stated that the committee hoped to hold a meeting in July to continue reviewing the bylaws.

iv. Policy Committee Report (Provided by Ms. Caird) met on and reviewed two policies. Kathy Mattocks has reviewed, edited and clarified all policies. President Caird explained the process that was used to get to draft policies.

8. CEO and Staff Reports.

a. CEO Report. Presented by Mr. Stallons consistent with submitted report. Ms. Groenert expressed appreciation about all the work that has been done and looking forward to afternoon staff presentations.

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. Presented consistent with written report. Spoke about program where phone calls can be returned rather than have customers wait on the phone to speak with a representative (as part of new phone system install). Mr. Shirley raised discussion on payment of bills and regulation under PUCN.

- e. Power Resource Report. Presentation by Mr. Maughan consistent with written report.
- f. Engineering, Operations and Projects Reports. Presented by Mr. Andresen, consistent with pre-submitted written report. Discussion on regulatory authorities overseeing transmission operations.
- g. VCA/Broadband Report. Presented by Mr. Johnson, consistent with pre-submitted report. Broadband techs have returned to getting back into homes and businesses.

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

The Directors recessed at 10:14 AM from Regular Session. To resume at 10:30 into Executive Session.

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 June 2020 Regular Board Meeting were adjourned at 4:45 P.M.

DATED this 29th day of July, 2020.

Michelle Caird, President

Bonnie Groenert, Secretary