

**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 March 25th, 2020, beginning at approximately 8:40 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 concerns related to social distancing.

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; Bonnie Groenert; and Robin Barber. Rob Shirley absent.

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; 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 and Linda Levasseur.

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. D’Antonio **moved** to approve agenda. Ms. Caird **seconded** the motion. No comments. The motion was **approved** unanimously.
2. Member Comments. Linda Levasseur: Thanked Board for public access to webinar zoom meeting.
3. Director Comments. Ms. Caird thanked all those who were willing to strive for normalcy; Ms. Keyes thanked team at VEA for making zoom meeting happen; Ms. Barber thanked Board and members for all they do and encouraged all to stay in a positive frame of mind.
4. Approval of Minutes from February 27, 2020 Regular Board meeting. 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. Ms. Barber **seconded** the motion. No further comment. The motion was **approved** unanimously.

6. Unfinished Business. None.
7. New Business.
 - a. Capital Credit Retirements. Ms. Caird **moved** to approve. Ms. Barber **seconded** the motion. No further comment. The motion was **approved** unanimously.
8. Board Committee Reports.
 - a. No Meetings for Finance or Policy Committee because of COVID-19; Similarly, Charitable Committee did not meet because of COVID-19.
 - b. Ms. Caird stated there was a member liaison committee meeting after last month's Board meeting. Stated she toured Fish Lake and Amargosa Valley for their District Meetings and encouraged members to vote on bylaw amendments. Mr. Stallons also spoke to positive changes and support from members for change.
9. 2020 Budget Presentation
 - a. Mr. Morrison reviewed three proposed budgets based on prior month's discussion. Mr. Morrison stated that there is not enough data to present anything related to an impact from COVID-19. Asked approval of Budget proposal 2, aimed at moderate growth, based on presentation from February 2020 Board meeting. Mr. Morrison stated that if COVID-19 continues to impact economy, it may adjust budget strategy. Ms. Caird expressed her agreement with Mr. Morrison's comments. Moved by Ms. Caird **moved** to approve, Ms. D'Antonio **seconded**. No further discussion. The motion was **approved** unanimously.
10. CEO and Staff Reports.
 - a. CEO Report. Presented by Mr. Stallons. Spoke about meetings he has attended in the last month. Spoke on development of COVID-19 team. Reviewed projects and accomplishments over the last month. Spoke to distributed energy resource team. Along with numerous other accomplishments and advancements.
 - b. Safety Report. Presented by Mr. Fieldsted consistent with written report.
 - c. Human Resources Report. Mr. Thurgood spoke to dealing with COVID-19 and employee communication and response. Ms. Groenert asked about long-term effects of emergency FMLA bill.
 - d. Power Resource Report. Presented by Mr. Maughan consistent with written report. No questions from the Board on this.
 - e. Engineering Report/Operations and Projects. Presented by Mr. Andresen in summary fashion based on pre-submitted written report. Mr. Andresen did comment that line crews are taking available trucks home to assist with outage

response time and social distancing. Stated that N2S2 is closed for 30 days.

- f. VCA/Broadband Report. Mr. Johnson stated Broadband will be dispatched from home. Department meetings occur in the morning over Zoom. Noted that installers are not going into the residence to do work on the equipment- rather work is being done on the equipment outside or working through a door or window. Avoiding entering the home wherever possible. No questions from the Board.

Ms. D'Antonio **moved** to approve staff reports. Ms. Caird **seconded the motion**. No further discussion. The motion was **approved** unanimously.

Zoom Meeting terminated at 9:50 a.m. with no further question. Executive session to reconvene at 10:30 a.m.

There being no further matters to discuss, Ms. Caird **moved** to adjourn the meeting. Ms. Barber **seconded** the motion. The motion was **approved** unanimously. The March 2020 meeting of the Board of Directors was adjourned at 1:15 p.m.

DATED this 29th day of April, 2020.

Kathleen Keyes, President

Terrie D'Antonio, Secretary