

Y-W ELECTRIC ASSOCIATION, INC.
REGULAR MEETING OF THE BOARD OF DIRECTORS
April 16, 2019

A regular meeting of the Board of Directors of Y-W Electric Association, Inc. was held at the office of the Association in Akron, Colorado at 1:00 p.m. on April 16, 2019.

ROLL CALL

President Roger Schenk called the meeting to order. Directors present were:

Robert Bledsoe	Joneal Young
Larry Winger	Chet Gebauer
Roger Schenk	Steven Schoenfeld
Jim Soehner	Craig Lambley

Manager Loutensock and Attorney Fredregill were also present. Director Stuart Travis was absent. Attorney Fredregill recorded the minutes of the meeting.

AGENDA APPROVED

It was properly moved, seconded, and carried that the agenda be approved as presented.

OFFICER ELECTION

The Board held an election for officers by secret ballot. The following directors were elected officers:

President:	Roger Schenk
Vice President:	Craig Lambley
Secretary:	Joneal Young
Treasurer:	Steve Schoenfeld

PUBLIC COMMENT

There was no public comment.

APPROVAL OF MINUTES

It was properly moved, seconded and carried that the minutes of the regular meeting for the Board of Directors of March 19, 2019 be approved as presented.

It was properly moved, seconded and carried that the minutes of the regular meeting for the Board of Directors of March 21, 2019 be approved as presented.

REVIEW BILLS

The list of bills paid by the Association in the month of March 2019 was reviewed and discussed.

APPROVE NEW MEMBERS

It was properly moved, seconded and carried that the following persons be accepted into full membership in Y-W Electric Association, Inc.:

48 Farms Inc
Beam, Vicki L
Baker, Rick
Buchanan, Richard
Caldwell, Jennifer
Cervantes, Domingo & Hanson, Jennifer
David, Linda
Eckley Community Center
Filson, Rick A & Catherine A
Good Earth Farms Inc
Lehman Farms LLC
Sarmiento, Benigna
Stubborn Mule
Talbert, Preston J
Weaver, Sam & Jordan

FINANCIAL REPORT

Manager Loutensock presented the Financial and Operating Report through February 2019, and the Statement of Operations, Operating Forecast, Consumer Sales & Revenue, Income Statement, Balance Sheet, and Cash Flow Statement for March 2019. Loutensock presented the March Tri-State bill. He also reviewed graphs of demand, energy, and cost per kWh through March 2019.

OPERATIONS AND SAFETY REPORT

Rod Dunker presented the first quarter Operations and Safety report. There were no lost-time accidents in the first quarter. Dunker reported on employee safety training, CDOT inspections, and outages. Dunker updated the board on the effects of the March and April bomb cyclone storms.

IT REPORT

Steve Marshall gave the first quarter IT Report. He reported on network upgrades and computer updates. He reported on his investigation into changing Y-W's phone system to a more reliable and cost-effective system. He presented a couple of options for the new system. Marshall discussed battery backup options for the new headquarters.

MEMBER SERVICES REPORT

Andy Molt gave the first quarter Member Services report. He reported on energy audits performed, rebates given, renewable energy program, scholarships, energy camp, and youth tour.

ANNUAL MEETING REVIEW

Andy Molt reported on the annual meeting. Just over 9% of the membership attended. He reported on correspondence with the membership as to how the meeting could be improved. The board discussed potential modifications to the election process. President Schenk recessed the meeting at 3:33 p.m. and reconvened at 3:49. Director Schoenfeld exited the meeting.

POLICY 2-3

Manager Loutensock presented a revised Policy 2-3. It was properly moved, seconded, and carried to approve the policy as presented.

POLICY 2-3, Appendix A-1

Manager Loutensock presented Appendix A-1 to Policy 2-3. It was properly moved, seconded, and carried to approve the appendix as presented.

POLICY 2-4

Manager Loutensock presented a revised Policy 2-4. It was properly moved, seconded and carried to approve the policy as presented.

POLICY 2-5

Manager Loutensock presented Policy 2-5. It was properly moved, seconded, and carried to approve the policy as presented.

POLICY 2-5, Appendix A-1

Manager Loutensock presented Appendix A-1 to Policy 2-5. It was properly moved, seconded, and carried to approve the appendix as presented.

The board discussed how to approach cost of living adjustments to wages.

DISCUSSION OF DIRECTOR LATE CANCELLATION FEES

The board discussed responsibility for cancellation fees associated with director attendance at events and meetings on behalf of Y-W. The consensus of the board was that directors shall be personally responsible for reimbursing Y-W for said cancellation fees.

APPROVE BANK AUTHORIZATION RESOLUTIONS

Manager Loutensock presented the following resolutions:

1. a resolution requesting one of the banks where Y-W has accounts to honor, execute, and process Y-W's telephonic, oral, and/or any requests pursuant to the PinnBank Agreement; authorizing Trent Loutensock, Brandee Bullard, and Marjie Hottinger to execute agreements, orders for the payment of money, and wire transfers on behalf of Y-W; and to authorize Trent Loutensock, Brandee Bullard, and Marjie Hottinger to transact any other business pursuant to the PinnBank Agreement on behalf of Y-W;
2. a resolution making Trent Loutensock and Brandee Bullard responsible for one of Y-W's bank accounts and authorizing said individuals to conduct banking transactions associated with said account;
3. a resolution making Trent Loutensock and Brandee Bullard responsible for another of Y-W's bank accounts and authorizing said individuals to conduct banking transactions associated with said account;
4. a resolution making Trent Loutensock, Brandee Bullard, Roger Schenk, and Stuart Travis responsible for another one of Y-W's bank accounts and authorizing said individuals to conduct banking transactions associated with said account;
5. a resolution making Trent Loutensock, Brandee Bullard, Marjie Hottinger, Roger Schenk, and Stuart Travis responsible for another one of Y-W's bank accounts and authorizing said individuals to conduct banking transactions associated with said account;
6. a resolution authorizing Trent Loutensock, Brandee Bullard, Marjie Hottinger, Stuart Travis, Larry Winger, Roger Schenk, Chester W. Gebauer, Robert E. Bledsoe, and Craig Lambley to sign checks associated with another one of Y-W's accounts;
7. a resolution authorizing Trent Loutensock, Brandee Bullard, Roger Schenk, Joneal Young, Chester W. Gebauer, Craig Lambley, Steven

Schoenfeld, and Robert E. Bledsoe sign checks associated with another one of Y-W's accounts;

8. a resolution requiring that any transfer of funds from one of Y-W's accounts be authorized with an Interoffice Notice of Transfer form bearing the signature of any two of the following: Trent Loutensock, Brandee Bullard, Stuart Travis, Chester Gebauer, and Roger Schenk;
9. a resolution making Trent Loutensock and Brandee Bullard responsible for another one of Y-W's bank accounts and authorizing said individuals to conduct banking transactions associated with said account;
- 10.a resolution making Trent Loutensock and Brandee Bullard responsible for another one of Y-W's bank accounts and authorizing said individuals to conduct banking transactions associated with said account;
- 11.a resolution authorizing Stuart Travis, Robert E. Bledsoe, Chester Gebauer, Trent Loutensock, Larry Winger, Roger Schenk, Craig Lambley, and Brandee Bullard to complete NISC laser signature forms for capital credits; and also authorizing Stuart Travis, Robert E. Bledsoe, Chester Gebauer, Trent Loutensock, Marjie Hottinger, Larry Winger, Roger Schenk, Craig Lambley, and Brandee Bullard to complete NISC laser signature forms for general fund; and also authorizing Stuart Travis, Trent Loutensock, Roger Schenk, Marjie Hottinger, and Brandee Bullard to complete NISC laser signature forms for payroll operations; and
- 12.a resolution authorizing Trent Loutensock, Brandee Bullard, Roger Schenk, Joneal Young, Chester W. Gebauer, Craig Lambley, Steven Schoenfeld, Larry Winger, Charles Soehner, Stuart Travis, and Robert E. Bledsoe sign checks associated with another one of Y-W's accounts.

It was properly moved, seconded, and carried to approve each of the foregoing resolutions as presented.

MANAGER EVALUATION

The board reviewed the goals and objectives it established for Manager Loutensock and upon which he will be evaluated at year end. Manager Loutensock provided the board with an update on the AMI project.

DONATION REQUEST

Manager Loutensock presented a donation request for the USDA-ARS Field Day. It was properly moved, seconded, and carried to donate \$100.00 to the USDA-ARS Field Day.

Manager Loutensock presented a membership renewal request from the Worker's Compensation Coalition. It was properly moved, seconded, and carried to renew Y-W's membership in the Worker's Compensation Coalition for \$300.00.

Manager Loutensock presented a donation request from NRECA International. The board took no action.

Manager Loutensock presented a donation request for a fundraiser for the benefit of Greg Campbell. The board took no action.

HEADQUARTERS REPORT

It was properly moved, seconded, and carried to go into executive session to discuss a confidential business opportunity and to receive attorney-client privileged advice regarding a legal matter with the following in attendance: All directors present at the meeting, Loutensock, and Attorney Fredregill. It was properly moved, seconded, and carried to exit executive session.

Manager Loutensock updated the board on the status of construction of the new Y-W Headquarters building.

WRAY WIND REPORT

Manager Loutensock presented the March Wray Wind Report. Director Gebauer exited the meeting.

WESTERN UNITED REPORT

There was no Western United Report as Director Travis was not in attendance.

CREA REPORT

There was no CREA Report as Director Travis was not in attendance.

TRI-STATE REPORT

Director Soehner reported on his attendance at the regular meeting of the Tri-State Board of Directors and the annual meeting of members. He reported on the new General Manager. He announced his retirement from the Tri-State Board of Directors. It was properly moved, seconded, and carried to appoint Roger Schenk as Y-W's representative on the Tri-State Board of Directors.

PLAINS COOPERATIVE ANNUAL MEETING

Manager Loutensock presented the notice of the Plains Cooperative Telephone Annual Meeting. It was properly moved, seconded, and carried to appoint Manager Loutensock as the delegate to the annual meeting to vote for Shane Weaver.

MANAGER'S REPORT

Manager Loutensock reviewed the delinquent accounts. He presented thank you notes. He presented Construction Work Plan targets and discussed plans to seek financing from RUS. He discussed the effect that said financing will have on interest rates and the debt limit.

CAPITAL CREDIT REFUNDS AND ASSIGNMENTS

After consideration of the financial condition of the Cooperative, it was properly moved, seconded and carried that the board authorize assignment and the refunding of capital credits for the following deceased members:

Call, Glenn L	\$545.19
E M V Oil Company	Assignment Only

ADJOURNMENT

There being no further business to come before the meeting, the meeting was adjourned at 5:26 p.m.

SECRETARY

PRESIDENT