



**MINUTES OF THE REGULAR MEETING OF THE
DELTA-MONTROSE ELECTRIC ASSOCIATION
BOARD OF DIRECTORS
June 24, 2025**

Regular Board Session. On June 24, 2025, the Board of Directors of Delta-Montrose Electric Association (DMEA) met for a Regular Meeting at the cooperative's headquarters located at 11925 6300 Rd. Montrose, CO 81401.

During its regular meeting, the DMEA Board:	
1.	Accepted the results of the 2025 Board Election Report.
2.	Elected the organization's officers: Board President, Vice-President, Secretary/Treasurer, and Assistant Secretary/Treasurer
3.	Appointed financial signatories via resolution 2024-4.
4.	Appointed organizational representatives to partner organizations including the Western United Electric Supply (WUES) and Colorado Rural Electric Association (CREA) via resolutions 2024-6 and 2024-5, respectively.
5.	Reviewed Board members on committees and committee chairs.
6.	Approved the May 2025 membership/meter report and adopted the May 2025 Regular Board Meeting minutes and June 2025 Annual Meeting of Members minutes as presented.
7.	Addressed Board Committees.
8.	Received a CEO report.
9.	Received representative reports from WUES and the CREA as well as reports from other Directors on attendances at conferences, webinars, and meetings.

10.	Reviewed proposed updates to the Bylaws.
11.	Appointed Directors as the Junior Livestock Auction bidders for the Montrose and Delta County Fairs.
12.	Listened to member comments.
13.	Reviewed future meetings.
14.	Entered Executive Session to receive a confidential corporate, litigation, and regulatory update including a review of a capital budget amendment; review proposed updates to Board Policies 101 (Director Responsibilities, Duties, and Standards of Conduct), 103 (Conflicts of Interest), and 104 (Board Relationship to CEO & CEO Authority); and discuss confidential board governance matters.
15.	Approved a capital budget amendment for an asset purchase.
16.	Approved updates to Board Policies 101 (Director Responsibilities, Duties, and Standards of Conduct), 103 (Conflicts of Interest), and 104 (Board Relationship to CEO & CEO Authority).

Regular Board Session

I. Call Meeting to Order. President Cannon called the meeting to order at 3:01 p.m.

- **Directors present:** Stacia Cannon, Ken Norris, Kevin Williams, Jacob Gray, Enno Heuscher, Ryan Sedgeley, Steve Metheny, Damon Lockhart, Emily Sanchez
- **Directors absent:** None
- **DMEA staff present:** Jack Johnston (CEO), Bob Farmer (CFO), Mateusz Pena (Chief Engineering & Energy Resources Officer), Kent Blackwell (CAO), Sarah Abbott (General Counsel & Chief Compliance Officer), Cody Carver (COO), Jay Suckey (CIO), Kevin Martins (Digital

Communications & Marketing Specialist), Katie Yergensen (Marketing & Communication Director), Amy Taylor (CoS), Chad Stickler (Safety Director), Paige Berry (Community Engagement & Marketing Specialist), Arayah Mora (Administrative & Safety Intern)

**All staff sans Johnston, Abbott, Taylor, Stickler, Carver, Farmer, Suckey, Blackwell, and Pena left prior to XII-Executive Session.*

- **Others present:** Gail Marvel (member, reporter for *The Montrose Mirror*) (left prior to XII-Executive Session), Joseph McGill (member) (via Team's) (left prior to XII-Executive Session), Carole London (member, representative from Electrify Montrose) (left prior to XII-Executive Session), Tony Hoag (member, representative from The Citizen's Climate Lobby) (left prior to XII-Executive Session)

II. Pledge of Allegiance. The Board of Directors, staff, and guests present said the Pledge of Allegiance.

III. Determination of a Quorum. President Cannon confirmed the presence of a quorum to conduct business.

IV. Approval of the Agenda. Upon motion from Director Gray, seconded by Director Lockhart, the Board unanimously accepted the agenda posted on June 13, 2025.

V. Introductions. Board Directors, staff, and guests introduced themselves.

VI. Organizational Business.

- 1. 2025 Board Election Report.** The Board reviewed the 2025 Election Report prepared by Survey & Ballot Systems (SBS), which pursuant to C.R.S. § 40-9.5-110(2)(c) served as the independent third party

overseeing the storage and counting of ballots. In addition to the election results, the SBS report provided information on the total number of eligible voters, total paper ballots cast via U.S. mail, total electronic ballots received, and total ballots cast at the Annual Meeting. There were more electronic ballots than paper. General Counsel & Chief Compliance Officer Abbott highlighted there were 95 ballots that, in previous years would not have been counted, but were this year due to more explicit direction that those signing on behalf of an entity needed to sign their name and provide their title with the entity.

President Cannon expressed thanks on behalf of the Board for all the candidates who ran for the Board this year. She congratulated Directors Gray and Sanchez on their re-election and welcomed Director Norris back to the DMEA Board of Directors having previously served several years ago, highlighting his historical knowledge. Cannon also thanked Jock Fleming for his service on the DMEA Board of Directors since 2019 and the organizational accomplishments of which he was an instrumental contributor.

The election results are as follows:

For the South Region, there were 4,734 valid ballots cast. Of the valid ballots, 2,254 (47.6%) were cast in favor of candidate Ken Norris, 1,280 (27%) were cast in favor of incumbent Jock Fleming, and 1,200 (25.3%) were cast in favor of candidate Joseph (Joe) Simo. Norris was elected to a three-year term representing the South Region.

In District 3, there were 4,802 valid ballots cast. Of the valid ballots, 3,362 (70%) were cast in favor of incumbent Jacob Gray, 1,031 (21.5%) were cast in favor of candidate Gary Hubbell, and 409 (8.5%) were cast in

favor of candidate Demitri Stelter. Gray was re-elected to a three-year term representing District 3.

In District 4, there were 4,678 valid ballots cast. Of the valid ballots, 3,107 (66.4%) were cast in favor of incumbent Emily Sanchez, 1,215 (26%) were cast in favor of candidate Robert (Jeff) Hubbard, and 356 (7.6%) were cast in favor of candidate Shelley Kelly. Sanchez was re-elected to a three-year term representing District 4.

Upon motion from Director Metheny, seconded by Director Williams, the Board unanimously voted to accept the election results as presented in the report from SBS.

1. Elect Board Officers. The DMEA Board elects its officers at a meeting following the Annual Meeting which can be the next scheduled Regular Board Meeting. The officer election process as outlined in the DMEA's Bylaws, including the nomination, secret ballot voting procedures, and the process for foregoing the secret ballot process and determining an officer by acclamation were reviewed.

a. President. Nominations were solicited for Board President. Director Metheny nominated Director Cannon. With no other nominations having been made, Director Metheny moved to dispense with the secret ballot and to elect Director Cannon as President by acclamation. Director Sedgely seconded the motion, and it was carried unanimously.

b. Vice-President. President Cannon then solicited nominations for Board Vice-President. President Cannon nominated Director Williams. With no other nominations having been made, President

Cannon moved to dispense with the secret ballot and to elect Director Williams as Vice-President by acclamation. Director Metheny seconded the motion, and it was carried unanimously.

- c. Secretary/Treasurer.** President Cannon then solicited nominations for Board Secretary/Treasurer. It was noted the Bylaws list the Secretary and Treasurer positions separately but allow the same individual to serve as both, and another Director can serve as the Assistant Secretary/Treasurer. The Board discussed the potential of keeping them separate but agreed to continue with past practice of having a Secretary/Treasurer and an Assistant Secretary/Treasurer for succession purposes.

Director Williams nominated Director Gray. With no other nominations having been made, Director Williams moved to dispense with the secret ballot and to elect Director Gray as Secretary/Treasurer by acclamation. Director Lockhart seconded the motion, and it was carried unanimously.

- d. Assistant Secretary/Treasurer.** President Cannon then solicited nominations for Board Assistant Secretary/Treasurer. President Cannon nominated Director Metheny. With no other nominations having been made, President Cannon moved to dispense with the secret ballot and to elect Director Metheny as Assistant Secretary/Treasurer by acclamation. Director Williams seconded the motion, and it was carried unanimously.

- 2. Establish Financial Signatories.** Upon motion from Director Gray, seconded by Director Sanchez, via resolution 2025-4, the financial signatories for DMEA banking will be as follows: Stacia Cannon as Board

President, Kevin Williams as Board Vice-President, Jack Johnston as CEO, and Bob Farmer as CFO and it passed unanimously.

3. Appoint Organizational Board Representation.

a. Western United Electric Supply Organization (WUES).

President Cannon then solicited nominations for the DMEA representative to the WUES Board of Directors. It was noted that, in the past, the Board has determined the WUES Director representative would serve as an alternate to the CREA Board of Directors, and vice-versa. The Board agreed to continue with this practice.

It was also noted that the representative to WUES and the alternate to CREA does not have to be a Board Director but can be the CEO of a member organization.

Director Metheny nominated CEO Johnston as the WUES representative. With no other nominations having been made, Director Metheny moved to dispense with the secret ballot and to elect CEO Johnston as the WUES representative by acclamation. Director Lockhart seconded the motion, and it was carried unanimously.

b. Colorado Rural Electric Association (CREA). President Cannon then solicited nominations for the DMEA representative to the CREA Board of Directors. Director Williams nominated Director Lockhart. With no other nominations having been made, Director Williams moved to dispense with the secret ballot and to elect Director

Lockhart as the CREA representative by acclamation. Director Metheny seconded the motion, and it was carried unanimously.

- 4. Assign Committee Members & Chairs.** President reviewed the different committees including committee structures, the process for scheduling meetings, meeting attendance rules, etc. The updated committee structures are as follows: President Cannon and Directors Lockhart and Gray will serve on the Finance, Audit, and Rate committee with Director Lockhart acting as Chair; Directors Williams, Sanchez, and Norris will serve on the Member Relations committee with Director Williams acting as Chair; and Directors Heuscher, Sedgely, and Metheny will serve on the Engineering, Construction, and Energy Services committee with Director Heuscher acting as Chair. President Cannon and Directors Williams, Gray, and Metheny will service on the Executive committee in their capacity as elected Board officers with President Cannon as committee Chair.

VII. General Business.

- 1. Consent Agenda.** Upon motion from Director Sanchez, seconded by Director Sedgely, the Board approved the May 2025 membership/meter report and adopted the May 2025 Regular Board Meeting minutes and June 2025 Annual Meeting of Members minutes as presented.

2. Committee Chair Reports.

- a. Finance, Audit & Rates.** It was reported the committee had not met since the last Regular Board Meeting.

- b. Engineering, Construction & Energy Services.** It was reported the committee had not met since the last Regular Board Meeting.
- c. Member Relations Committee.** It was reported the committee had not met since the last Regular Board Meeting.
- d. Executive Committee.** It was reported the committee had not met since the last Regular Board Meeting

- 3. CEO Report.** Johnston presented the CEO report. He highlighted physical and cyber security training. Reliability data through June was addressed; it was noted that a recent bought of vehicles hitting poles and inclement weather will have an impact on the July reporting.

DMEA conducted helicopter patrols of 46 and 115 kV lines to identify areas of repair. Linemen participation at Mesa Hotline School along with scholarship awards were highlighted. There was a review of the Annual Meeting of Members which went well overall.

There was a review of general subsidiary information including continued transition activities related to the TDS acquisition. There was a discussion on DMEA's participation in the latest phase of the Light Up Navajo Project including costs. Cash and depreciation expenses were also discussed along with a patronage check DMEA received from Western United Electric Supply (WUES).

4. Director Reports.

- a. Western United Electric Supply (WUES) Report.** The next meeting will be in August.

- b. Colorado Rural Electric Association (CREA) Report.** Director Lockhart provided highlights from his attendance at the May meeting at Highline Electric Association in Holyoak. The two major items for the Board at present continue to be a new building purchase and filing the Executive Director position.
- c. Conference, Webinars, & Meetings.** President Cannon addressed her attendance at two CFC webinars and at the ribbon cutting for the North Fork Miners Trail. Director Sedgeley noted a conference he attended highlighting the topic of thermal energy networks.

5. Other Informational Items.

- a. Bylaws.** The DMEA Bylaws have not been reviewed since August of 2021. The goal is to get the Bylaws on a two-year review cycle in the future. Abbott highlighted the primary objectives for reviewing the Bylaws and noted key substantive proposed changes. The proposed updates will be reviewed again at the July Regular Board Meeting with action at the August Regular Board Meeting. The proposed changes will be part of the June and July public board meeting packet posted to Smart Hub; attached to the June, July, and August meeting agendas when posted; and addressed in the July member newsletter.

6. Other Action Items.

- a. Montrose & Delta County Fairs Junior Livestock Auction.**
Directors Sanchez, Metheny, and Williams will be the DMEA auction bidders at the Montrose County Fair. Director Lockhart and President

Cannon will be the DMEA auction bidders at the Delta County Fair.

VIII. Future Meetings. The Board reviewed future meetings.

IX. Recess/Form Reconciliation. The Board took a brief recess at 4:53 p.m. The meeting resumed at 5:09 p.m.

X. Member Comments. The Board and staff listened to member comments. Carole London, representative of Electrify Montrose, noted her attendance at The Forum in Montrose where CEO Johnston presented at in May. She inquired about re-launching energy efficiency rebates that DMEA had when it was with previous power-supplier Tri-State Generation & Transmission.

Tony Hoag from the Citizen Climate Lobby addressed a group petition that has been started for the Montrose County Commissioners to address renewable energy resource regulations. Mr. Hoag also addressed roof top solar and net metering.

Member Joseph McGill, online via Team's, also addressed renewable resources.

XI. Dinner. The Board broke for dinner at the conclusion of the meeting.

XII. Executive Session. At 5:09 p.m., upon motion from Director Metheny, seconded by Director Gray, the Board unanimously entered Executive Session to receive a confidential corporate, litigation, and regulatory update including a review of a capital budget amendment; review proposed updates to Board Policies 101 (Director Responsibilities, Duties, and Standards of Conduct), 103 (Conflicts of Interest), and 104 (Board Relationship to CEO & CEO Authority), and discuss confidential board governance matters. At 7:20 p.m., upon

motion from Director Sanchez, seconded by Director Metheny, the Board unanimously exited Executive Session.

XIII. Reconvened Regular Meeting.

1. Board Policy Updates. The Board chose to act on Board Policies 101 and 103 in addition to 104 after review in Executive Session.

a. Capital Budget Amendment. Upon motion from Director Heuscher, seconded by Director Sanchez, the Board unanimously approved a capital budget amendment for an asset purchase.

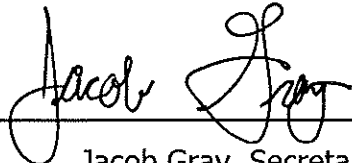
b. 101: Director Responsibilities, Duties, and Standards of Conduct. Upon motion from Director Lockhart, seconded by Director Sanchez, the Board unanimously approved updates to Board Policy 101.

c. 103: Conflicts of Interest. Upon motion from Director Heuscher, seconded by Director Williams, the Board unanimously approved updates to Board Policy 103.

d. 104: Board Relationship to CEO & CEO Authority. Upon motion from Director Norris, seconded by Director Williams, the Board unanimously approved updates to Board Policy 104.

2. Other Executive Session Items (if required). There were no additional items to address.

XIV. Adjournment. Having no further business to conduct, the Board adjourned its Regular Meeting at 7:22 p.m.



Jacob Gray, Secretary/Treasurer