



**MINUTES OF THE REGULAR MEETING OF THE
DELTA-MONTROSE ELECTRIC ASSOCIATION
BOARD OF DIRECTORS
March 24, 2026**

Regular Board Session. On March 24, 2026, 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.	Approved the February 2026 membership/meter report & adopted the February 2026 Regular Board Meeting minutes as presented.
2.	Addressed Board Committees and received Board Committee reports.
3.	Received a CEO report.
4.	Recognized President Cannon on obtaining her Director Gold Certification from the National Rural Electric Cooperative Association (NRECA).
5.	Received representative reports from WUES and the CREA as well as from Directors and staff who attended other training courses, meetings, and conferences.
6.	Adopted resolution 2026-3 re: loan agreement between DMEA & DMEAUS.
7.	Adopted resolution 2026-4 re: adoption of the 2025 revenue deferral plan.
8.	Approved a maximum debt limit increase to \$300,000,000.
9.	Recognized an Operation Round Up trustee on their service.

10.	Approved updates to Board Policy 112 with a few additional amendments.
11.	Approved updates to Board Policy 201 with one additional amendment.
12.	Approved updates to Board Policy 301 as presented.
13.	Reviewed Board Policy 203.
14.	Reviewed future meeting dates.
15.	Reviewed an unclaimed capital credit fund donation request from a representative from Olathe Middle High School for its eSports Program.
16.	Entered Executive Session to receive a privileged CEO report; to discuss power supply; to review confidential corporate, litigation, and regulatory matters; to discuss the Olathe Middle High School unclaimed capital credit fund request; to discuss amendments to the Articles of Incorporation; and to address confidential board governance matters.
17.	Approved a \$20,000 unclaimed capital credit fund donation to the Olathe Middle High School eSports program.
18.	Approved adding proposed amendments to the Articles of Incorporation to the ballot, alongside the 2026 Board Election, for membership vote to change Director term limits to 4, 4-year terms with a 4-year waiting period between term limits.

Regular Board Session

I. Call Meeting to Order. President Cannon called the meeting to order at 3:03 p.m.

- **Directors present:** Stacia Cannon (President), Kevin Williams (Vice-President), Jacob Gray (Secretary/Treasurer), Steve Metheny

(Assistant Secretary/Treasurer), Ken Norris, Ryan Sedgeley, Damon Lockhart, Enno Heuscher, Emily Sanchez

- **Directors absent:** None
- **DMEA staff present:** Jack Johnston (Chief Executive Officer), Bob Farmer (Chief Financial Officer), Mateusz Pena (Chief Technical Officer), Sarah Abbott (Chief Relations Officer & General Counsel), Cody Carver (Chief Operations Officer), Jay Suckey (Chief Service Officer), Amy Gavell (Chief of Staff), Kevin Martins (Digital Communications & Marketing Specialist), Katie Yergensen (Marketing & Communication Director), Paige Berry (Community Relations & Engagement Specialist), Chad Stickler (Chief Safety Officer), Jessica Forrest (Finance & Accounting Director), James Benton (Vegetation Superintendent)

**All staff sans Pena, Yergensen, Stickler, Gavell, Johnston, Carver, Suckey, Farmer, and Abbott left prior to XI-Executive Session.*

- **Others present:** Joseph McGill (member) (via Teams) (left prior to XI-Executive Session), Randall Spaur (representative from Olathe Middle High School) (via Teams) (in 5:56 p.m. during IX – Member Comments left at 6:14 p.m. prior to XI-Executive Session), Alan Harrington (Contractor, Representative from ARX Systems) (left prior to XI-Executive Session), Isaac Ketcham (Representative from Atlasta Solar Center) (via Teams) (in & out periodically during public session prior to XI-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 Metheny, seconded by Director Heuscher, the Board unanimously accepted the agenda posted on March 13, 2026, with the following amendments: move review of Board Policies 112, 201, 301 and 203 from XI-Executive Session to VI-General Business, 7-Action Item: Other Items.

Director Sedgeley inquired about adding an emergency action item regarding the use of unclaimed capital credit funding for those members on heat pumps using air conditioning sooner than expected; it was noted this would be addressed at the Energy Services Committee Meeting on Thursday.

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

VI. General Business.

1. Consent Agenda. Upon motion from Director Williams, seconded by Director Metheny, the Board approved the February 2026 membership/meter report and adopted the February 2026 Regular Board Meeting 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. Energy Services. It was reported the committee had not met since the last Regular Board Meeting. There will be a meeting on March 26, 2026, to receive presentations on geothermal & coalbed methane.

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. There will be a meeting on March 26, 2026, to discuss strategy. There will be additional meetings on March 31, April 9, and April 24, 2026, to discuss CEO evaluation and compensation as well as address Board self-evaluations.

3. CEO Report. CEO Johnston presented the CEO report. System reliability through February 2026 is consistent with prior years; however, the surge in extraordinary warm weather as well as spring burning will show an impact to the SAIDI in March. It was noted that some cooperatives have already entered their fire mitigation system plan due to this warmer weather.

The sectionalizing study was highlighted with it noted this study will help with reliability and quicker outage detection. Director Sedgeley inquired about net metering trends since the program's inception at DMEA, with staff noting it would bring that information to the next Energy Services Committee Meeting for review.

Operation maintenance projects and high voltage demonstrations at the recent 811 meeting and local high school career days were highlighted. Call answers rates have been showing consistent improvement. The upcoming election was highlighted in addition to sponsorships and events. It was noted the scholarship window has closed. DMEA saw fewer applications than in prior years. Director Metheny noted this may be in part due to the Colorado Promise program. New Montrose headquarters office hours were highlighted.

Financials were reviewed with it noted that several of the budget variances can be attributed to the warmer than normal weather. The upcoming cost of service study was discussed.

A request for a grant support letter from member, David Moran, was discussed with it noted that Board will take no position or action on this request.

- 4. Board Director Recognition.** President Cannon was recognized for obtaining her Director Gold certification through the National Rural Electric Cooperative Association (NRECA).

5. Affiliated Organizations & Education Reports

- a. Western United Electric Supply (WUES) Report.** CEO Johnston highlighted the next meeting will be in April.
- b. Colorado Rural Electric Association (CREA) Report.** Director Lockhart stated the next meeting would be at the end of this week. There was a discussion on legislative matters.
- c. Conference, Webinars, & Meetings.** Director Williams and Chief Relations Officer Abbott attended the Gunnison Basin Round Table with Director Gray and President Cannon attending the State of the River Meeting.

Directors Williams & Metheny along with Johnston, Abbott, and Marketing & Communication Director Yergensen attended the Montrose Economic Development Corporation (MEDC) Annual Meeting.

Johnston recently completed his term on this Board and Abbott was elected.

Johnston, Yergensen, and Chief of Staff Gavell attended the NRECA Power Xchange/Tech Advantage Conference where Gavell served as DMEA's voting delegate on the NRECA resolutions. Yergensen presented at Tech Advantage. Director Sedgeley noted concern about some of the NRECA resolutions and discussion ensued.

President Cannon noted she met with the auditors and it went well.

6. Other Action Items.

- a. Resolution 2026-3 re: Loan Agreement between DMEA & DMEAUS.** Upon motion from Director Gray, seconded by Director Metheny, the Board unanimously adopted resolution 2026-3 as presented.

- b. Resolution 2026-4 re: Adoption of the 2025 Revenue Deferral Plan.** Upon motion from Director Metheny, seconded by Director Sanchez, the Board unanimously adopted resolution 2026-4 as presented.

- c. DMEA Maximum Debt Limit Increase.** Upon motion from Director Williams, seconded by Director Cannon, the Board approved to increase DMEA's maximum debt limit to \$300,000,000.

- d. Operation Round Up Trustee Recognition.** Upon motion from Director Williams, seconded by Director Lockhart, the Board

unanimously recognized Operation Round Up Trustee, Norma Miller, on her six years of service as a Trustee.

7. Board Policies

- a. 112: Director Education.** Upon motion from Director Norris, seconded by Director Sedgeley, the Board unanimously approved the updates to Board Policy 112 with the following additional amendments: 1) adding the Co-op Innovation Network as a resource for Director Education; 2) state Directors have to have prior approval from the Board President before attending a training, conference, community meeting, etc.); 3) state Directors are encouraged to attend DMEA-sponsored trainings but are not required.
- b. 201: Finance Objectives, Goals, Planning & Forecasting.** Upon motion from Director Sedgeley, seconded by Director Lockhart, the Board unanimously approved the updates to Board Policy 201 with an amendment to add long-term debt as a planning document to review annually.
- c. 301: Disclosure of Cooperative Information.** Upon motion from Director Williams, seconded by Director Heuscher, the Board unanimously approved the updates to Board Policy 301 as presented.
- d. 203: Capital Credits.** Staff had no recommended changes to Board Policy 203 and asked the Board to review the current policy.

VII. Future Meetings. The Board reviewed future meeting dates.

VIII. Recess/Form Reconciliation. The Board took a brief recess to work on forms prior to member comments.

IX. Member Comments.

1. Unclaimed Capital Credit Fund Donation Request. Randall Spaur, representative from Olathe Middle High School, virtually presented his request for \$13,778.96 for an eSports program.

X. Dinner. The Board attended dinner during Executive Session.

XI. Executive Session. At 6:55 p.m., upon motion from Director Lockhart, seconded by Director Metheny, the Board unanimously voted to enter Executive Session to receive a privileged CEO report; to discuss power supply; to review confidential corporate, litigation, and regulatory matters; to discuss the Olathe Middle High School unclaimed capital credit fund request; to discuss amendments to the Articles of Incorporation; and to address confidential board governance matters. At 9:05 p.m., upon motion from Director Williams, seconded by Director Sedgeley, the Board unanimously exited Executive Session.

XII. Reconvened Regular Meeting.

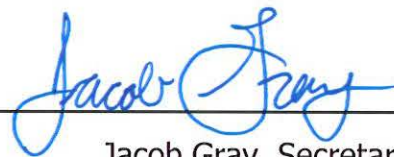
1. Unclaimed Capital Credit Fund Donation Request. Upon motion from Director Sedgeley, seconded by Director Williams, the Board approved an unclaimed capital credit fund donation of \$20,000.00 for an eSports program at Olathe Middle High School as outlined in the donation request form. Director Metheny abstained.

2. Amendments to the Articles of Incorporation. Director Lockhart moved to approve, and to propose to the membership for a vote at the annual member meeting, an amendment to the Articles of Incorporation to change Director term limits from 4, 3-year terms to 5, 3-year terms with a 3-year waiting period between term limits. Director Norris seconded the motion. The motion failed due to lack of a 2/3 vote in favor of the motion.

Director Gray moved to approve, and to propose to the membership for a vote at the annual member meeting, an amendment to the Articles of Incorporation to change Director term limits from 4, 3-year terms with a 2-year waiting period between terms limits to 4, 4-year terms with a 4-year waiting period between term limits. Director Metheny seconded the motion. The motion passed with a 2/3 of Directors in favor. Directors Williams, Sedgeley, and Cannon cast dissenting votes.

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

XIII. Adjournment. With no further business to conduct, the Board adjourned its Regular Meeting at 9:11 p.m.



Jacob Gray, Secretary/Treasurer