



## MINUTES OF THE SPECIAL MEETING OF THE BOARD OF DIRECTORS

March 23, 2018

Location: Montrose Headquarters Building

11925 6300 Rd, Montrose CO 81401

**3:00 p.m.**

**Special Board Session.** The Board of Directors of the Delta-Montrose Electric Association met for a special board meeting at the office of the cooperative in Montrose, Colorado, on Friday, March 23, 2018.

<b>During their special meeting, the Directors:</b>
1. Approved a letter of resignation from Director Jim Elder.
2. Discussed the process and procedures for appointing a new Director to District 4.

**I. Call Meeting to Order.** At 3:02 p.m., the Board convened and the special meeting was called to order.

- **Directors Present:** Bill Patterson (*President*), Mark Eckhart (*Vice-President*), Brad Harding (*Secretary/Treasurer*), Marshall Collins (*Assistant Secretary/Treasurer*), Kyle Martinez, Jim Elder (left the meeting at 3:03 p.m. during agenda item III), Damon Lockhart, John Gavan, Tony Prendergast

- **Directors Absent:** None

- **DMEA Staff Present:** Jasen Bronec, Amy Taylor

- **Others Present:** Jeffrey Hurd (*General Counsel*) (by phone), Sarah Benedict (*DMEA legal counsel*) (by phone)

**II. Determination of Quorum.** President Patterson determined there was a quorum.

**III. Approval of Agenda.** President Patterson asked the Board if there were any proposed changes to agenda. At this time, Director Elder asked to submit his letter of resignation as a Board Director of DMEA and as Operating Manager of DMEA Utilities Services, LLC (DMEAUS), effective immediately. Elder provided the letter to President Patterson and exited the meeting. In light of the letter, the Board elected to suspend the proposed agenda and to address the resignation and next steps.

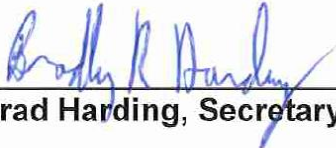
**IV. Acceptance of Resignation and Process for Replacing the District 4**

**Director.** President Patterson read Director Elder's resignation letter to the Board. The Board discussed Director Elder's letter. Upon motion from Director Gavan, seconded by Director Prendergast, the Board approved the resignation of Jim Elder as a Board Director of DMEA (and DMEAUS Operating Manager), effective immediately.

The Board then discussed the policies and procedures for filling the now-vacant District 4 director position. The Board will move forward with a formal replacement process in the near future pursuant to DMEA Bylaws, and noted that current directors whose districts encompass Montrose County would take a lead in identifying qualified replacements.

**V. Other Business.** None.

**VI. Adjournment.** The special meeting was adjourned at 3:20 p.m.



**Brad Harding, Secretary/Treasurer**