



**MINUTES OF A SPECIAL MEETINGS OF THE
DELTA-MONTROSE ELECTRIC ASSOCIATION
BOARD OF DIRECTORS**

February 13, 2024

3:00 p.m.

Special Board Session. On February 13, 2024, the Board of Directors of Delta-Montrose Electric Association (DMEA) met for a Special Meeting at the cooperative's headquarters located at 11925 6300 Rd., Montrose, CO 81401.

During its special meeting, the DMEA Board:

- 1.** Held an Executive Session to discuss the CEO evaluation and compensation and to address confidential corporate, regulatory, and litigation matters.
- 2.** Adopted the 2023 written CEO review and authorized: a discretionary one-time bonus of \$50,000; a change in the CEO base salary to \$375,000 in 2024 retroactive to January 1, 2024; and a change in the CEO car allowance to \$14,400 annually retroactive to January 1, 2024, while establishing a targeted bonus of \$50,000 for outstanding performance in leading DMEA and Elevate to meet key performance and strategic objectives, with the actual bonus amount varying above or below that targeted amount depending on satisfaction of agreed upon metrics for 2024.

Special Board Session

- I. Call Meeting to Order.** President Cannon called the meeting to order at 3:01 p.m.
 - **Directors present:** Stacia Cannon (President) (via Team's), Damon Lockhart (via Team's) (left at 5:00 p.m. during V-Executive Session), Enno Heuscher, Jock Fleming (Vice-President), Steve Metheny, Kevin

Williams (Secretary/Treasurer), Jacob Gray (Assistant Secretary/Treasurer) (via Team's), Bill Patterson (left at 4:45 p.m. during V-Executive Session), Emily Sanchez

- **Directors absent:** None
- **DMEA staff present:** Jack Johnston (CEO)
- **Others present:** Sarah Abbott (Attorney)

- II. **Pledge of Allegiance** was led by Director Sanchez.
- III. **Determination of a quorum.** President Cannon confirmed the presence of a quorum to conduct business.
- IV. **Approval of the agenda.** The Board, without objection, determined to amend the agenda to add an item in V-Executive Session to address confidential corporate, regulatory, and litigation matters.
- V. **Executive Session.** At 3:04 p.m., upon motion from Director Patterson, seconded by Director Fleming, the Board unanimously entered Executive Session to address the CEO evaluation and compensation and confidential corporate, regulatory, and litigation matters. CEO Johnston excused himself during portions of Executive Session where the Board needed to discuss specific CEO compensation and evaluation matters with Counsel Abbott. Upon motion from Director Williams, seconded by Director Heuscher, the Board unanimously exited Executive Session at 5:45 p.m.
- VI. **Items from Executive Session.** Upon motion from Director Sanchez, seconded by Director Metheny, the Board unanimously adopted the 2023 written CEO review and authorized: a discretionary one-time bonus of \$50,000; a change in the CEO base salary to \$375,000 in 2024 retroactive to January 1, 2024; and a change in the CEO car allowance to \$14,400 annually retroactive to January 1, 2024, while establishing a targeted bonus of \$50,000 for

outstanding performance in leading DMEA and Elevate to meet key performance and strategic objectives, with the actual bonus amount varying above or below that targeted amount depending on satisfaction of agreed upon metrics for 2024.

- VII. **Adjournment.** Having no further business to conduct, the Board adjourned its regular meeting at 5:46 p.m.

A handwritten signature in cursive script that reads "Kevin Williams". The signature is written in black ink and is positioned above a horizontal line.

Kevin Williams, Secretary/Treasurer

