

RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

May 30, 2017

Chair Rickey D. Johnson called the meeting to order at 8:56 a.m. in the Board Room. Eight of the nine directors were present in person, being Rickey D. Johnson, Georglyn L. Diehl, James F. Fender, Thaine J. Michie, Ronald G. Sutherland, Roger F. Alexander, Jack R. Schneider, Jan K. Peterson; and Steven D. Anderson was absent. Also attending were President and CEO Jeffrey Wadsworth, CFO Lisa Wright, COO John Bowerfind, Member Relations Manager David White, IT / Strategy Manager Joshua Noel, and Ben Ludington, Safety Director; and General Legal Counsel Randolph W. Starr and Michael A. Westbrook.

Agenda Item 1—Call the Meeting to Order: Chair Johnson called the May 30, 2017, Board meeting to order.

Agenda Item 2—Pledge of Allegiance: Director Michie led the pledge of allegiance to the flag. [08:57]

Agenda Item 3—Additions to Agenda: Additional subject matters were added to the agenda. None. [08:57]

Agenda Item 4—Public Participation: Chair Johnson asked for comment from the public. As there were no members present there were no comments. [08:57]

Agenda Item 5—Items for Review and Consideration of Approval: Upon motion duly made, seconded and unanimously carried, the following matters were adopted and approved by the Board:

- A. Minutes of the Board Meeting on April 20, 2017.
- B. Completed Work Orders (April 2017) in the amount of \$ 167,128.89.
- C. Estate capital credits discounted payment for April, 2017 in the total amount of: \$ 1,939.42.
- D. Accounts listed on the attached sheet (February, 2017) in the total amount of \$ 1,015.33 were declared as uncollectible and will be deducted from the accounts receivable of the Association in accordance with Board policy.
- E. 2018 Annual Meeting Date—April 7, 2018.
- F. CoBank / CFC Lender Documents. [08:58]

Agenda Item 6—Staff Reports / Presentations: Staff reports were presented as follows:

A. Safety Report: President and CEO Wadsworth reviewed the contents of the April 26, 2017, safety report in detail. The written safety report had been sent to

the Board prior to the meeting. Upon motion duly made, seconded and unanimously carried the safety report was accepted. [09:11]

B. Safety Director—Job Inspections: Ben Ludington gave a verbal and PowerPoint® report on a day in the life of a safety guy. [09:31]

C. President~CEO and Staff Written Reports:

President and CEO Wadsworth gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:00]

A short break was taken. [10:00-10:09]

CFO Wright gave a verbal update to her written presentation that had been sent to the Board prior to the meeting. [10:15]

COO Bowerfind gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:35]

Manager Noel gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:36]

Manager White gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [11:07]

Upon motion duly made, seconded and unanimously carried the staff reports were accepted. [11:07]

D. Financial Report: CFO Wright gave a verbal and PowerPoint® report on various financial matters for March, 2017. Upon motion duly made, seconded and unanimously carried the report was accepted. [11:14]

E. iPad User Tips: IT / Strategy Manager Joshua Noel highlighted on iPad user tips. [11:34]

Agenda Item 7—Attorney Report: A report was given about the CREA Attorneys seminar on May 19. [11:38]

Agenda Item 8—Director Reports / Items:

A. Western United Report: Director Fender reported on WUESC matters. A written report on WUESC had been distributed prior to the meeting. [11:45]

B. Tri-State Report: Director Michie reported on Tri-State matters. A written report on Tri-State had been distributed prior to the meeting. President and CEO Wadsworth made additional comments. [12:08]

A lunch break was taken. Linemen Corey Haugo, Dane Hanson and Clay Sharp joined the Board for lunch and they made a presentation to the Board regarding their trip to Haiti for three weeks to participate with the NRECA International Foundation. In addition, Amy Blunck, Communications Director was recognized for the 2017 Excellence In Newsletters, 1st Place, Division 3, co-ops with more than 25,000 meters for Best Safety Article “A Foundation of Safety”, and Jessica Johnson, Community Relations Specialist was recognized for the

2017 Excellence In Newsletters, 2nd Place, Division 3, co-ops with more than 25,000 meters for best story on a community program “Sponsoring the Future Generation”. [12:08; reconvene 13:16] All staff members left the Board room.

C. CREA Report: Director Schneider reported on CREA matters. A written report on CREA had been distributed prior to the meeting. [13:31]

D. Discuss NRECA Legislative Conference: Director Schneider and Director Alexander gave a verbal recount of the NRECA Legislative Conference. [13:37]

E. Review Board Policies—Article 1: General Overview: CEO Wadsworth presented revised proposed changes to Board Policy 1.01 to 1.03—“General / Overview” that contained minor changes. The Board discussed the proposed changes as presented by CEO Wadsworth. Upon motion duly made, seconded and unanimously carried, the changes to Policy 1.01 to 1.03—“General / Overview” were approved as presented by CEO Wadsworth and sent to the Board prior to the meeting. [13:38]

Agenda Item 9—Discussion of Utility Industry and PVREA Topics if Needed:

- A. Member Correspondence and General Correspondence.
 - i. various correspondence was sent to the Board prior to the meeting.
- B. Board Tour on July 26.
- C. Other. [13:47]

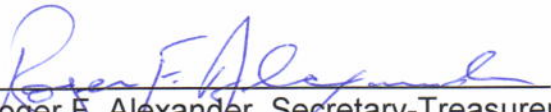
Agenda Item 10—Review Upcoming Events/Meeting Dates:

- A. PVREA Scholarship Dinner June 7, 2017 at the headquarters.
- B. CFC Forum June 11 to June 14, 2017, at JW Marriott San Antonio Hill Country, San Antonio, TX.
- C. PVREA Board Meeting on Thursday, June 22, 2017.
- D. CoBank Energy Conference June 27 to June 29, 2017, at The Broadmoor, Colorado Springs, Colorado.
- E. Board Tour on Wednesday, July 26.
- F. PVREA Board Meeting on Thursday, July 27.
- G. Member Appreciation BBQs August 22 to August 24, 2017.
- H. PVREA Board Meeting on Tuesday, August 29.
- I. Strategic Planning Session Tuesday, September 5, 2017 at Primrose Studio, 4300 West County Road 50, Fort Collins, CO 80521. [14:00]

Agenda Item 11—Consider Board, Attorney and President~CEO’s Expenses: Each of the Board members, legal counsel and the President and CEO reported on the contents of their respective expense billing sheets as reported. Upon motion duly made, seconded and unanimously carried, the director, President and CEO and legal expense reports were approved. [14:02]

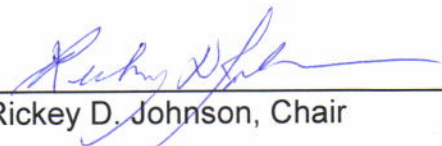
Agenda Item 12—Executive Session if Needed: Upon motion duly made, seconded and unanimously carried the Board entered executive session to consider documents or testimony given in confidence generally relating to litigation matters. No action was taken by the Board to make final policy decisions or adopt or approve any resolution, rule, regulation, or formal action, any contract, or any action calling for the payment of money. A motion was made to exit the executive session and it was seconded and unanimously carried. [14:22]

Agenda Item 13—Adjourn: There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was adjourned. The next regular Board meeting will be held on **June 22, 2017**. [14:23]



Roger F. Alexander, Secretary-Treasurer

ATTEST:



Rickey D. Johnson, Chair

NOTE: The 2017 Board meeting dates have been set as follows: June 22, 2017, July 27, 2017, August 29, 2017, September 26, 2017, October 24, 2017, November 28, 2017, and December 21, 2017.