

RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

October 24, 2017

Chair Rickey D. Johnson called the meeting to order at 8:58 a.m. in the Board Room. All nine of the directors were present in person, being Rickey D. Johnson, Georglyn L. Diehl, James F. Fender, Thaine J. Michie, Roger F. Alexander, Jack R. Schneider, Steven D. Anderson, Jan K. Peterson, and Ronald G. Sutherland. Also attending were President and CEO Jeffrey Wadsworth, Vice President and CFO Lisa Wright, Vice President and COO John Bowerfind, Vice President of Technology and Strategy Joshua Noel, Vice President of Member Relations David White; and General Legal Counsel Randolph W. Starr and Michael A. Westbrook.

Agenda Item 1—Call the Meeting to Order: Chair Johnson called the October 24, 2017, Board meeting to order.

Agenda Item 2—Pledge of Allegiance: Attorney Starr led the pledge of allegiance to the flag. [08:59]

Agenda Item 3—Additions to Agenda: Additional subject matters were added to the agenda. None. [08:59]

Agenda Item 4—Public Participation: Chair Johnson asked for comment from the public. No comments were made. [08:59]

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 September 26, 2017.
 - B. Completed Work Orders (September 2017) in the amount of \$ 307,705.38.
 - C. Estate capital credits discounted payment for September 2017 in the total amount of: \$ 3,536.64.
 - D. Accounts listed on the attached sheet (July 2017) in the total amount of \$ 1,127.93 were declared as uncollectible and will be deducted from the accounts receivable of the Association in accordance with Board policy.
- [08:59]

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

A. Safety Report: President and CEO Wadsworth reviewed the contents of the October 2, 2017, safety report in detail with input by Vice President and COO Bowerfind. 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. [09:14]

B. 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. [09:32]

Vice President and CFO Wright gave a verbal update to her written presentation that had been sent to the Board prior to the meeting. [09:40]

Vice President and COO Bowerfind gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [09:44]

Vice President of Technology and Strategy Noel gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [09:48]

Vice President of Member Relations White gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:02]

Upon motion duly made, seconded and unanimously carried the staff reports were accepted. [10:02] A break was taken. [10:02 to 10:13] Mr. Bowerfind and Mr. White left the meeting.

C. Financial Report: Vice President and CFO Wright gave a verbal and PowerPoint® report on various financial matters for September 2017. Upon motion duly made, seconded and unanimously carried the report was accepted. [10:22]

D. Strategic Map Update: President and CEO Wadsworth reviewed the strategic map that had been sent to the Board prior to the meeting. [10:32]

E. Debt Refinancing: A verbal and visual presentation was made by President and CEO Wadsworth and Vice President and CFO Wright about the proposal to refinance all of the FFB debt of Poudre Valley with the Rural Utilities Service using NRUCFC financing. Questions were asked by Board members and Ms. Wright and Mr. Wadsworth responded to the questions. Upon motion duly made, seconded and carried on a majority vote with director Peterson dissenting, staff of Poudre Valley is authorized and directed to move forward with refinancing of the RUS FFB debt based on final competitive pricing, and staff will work to refinance in the coming months. [11:09]

Agenda Item 7—Attorney Report: Attorney Starr and Attorney Westbrook reported on the Colorado REA attorneys meeting on October 13. [11:24]

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. [11:26]

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. [11:37]

C. CREA Report: Director Schneider reported on CREA matters. A written report on CREA had been distributed prior to the meeting. [11:48]

A break for lunch was taken [11:48 to 12:34].

D. NRECA Region 7/9. Directors Alexander, Anderson, Diehl, Fender, Johnson, and Schneider along with President and CEO Wadsworth discussed the results of the NRECA Region 7 & 9 Meeting on October 16 to October 18 in Denver. [12:49]

E. PVREA Board of Directors Audit Committee. PVREA Audit Committee [Anderson, Peterson, Sutherland, and Johnson] will meet December 21, 2017 at 8:15 a.m. [12:52] Staff members left the room.

F. 2018 Meeting Schedule. President and CEO Wadsworth reviewed the proposed schedule of Board meetings for 2018. Upon motion duly made, seconded and unanimously carried the proposed schedule was adopted. [12:56]

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. Other. [13:02]

Agenda Item 10—Review Upcoming Events/Meeting Dates:

- A. CREA Energy Innovations Summit and Fall Meeting on October 28 to October 31 at the Denver Downtown Westin Hotel, 1672 Lawrence Street, Denver, CO, 80202.
- B. Basin Electric Power Association Annual Member Meeting on November 8 to November 9 in Bismarck, ND.
- C. PVREA Board Meeting November 28, 2017.
- D. Mid-West Electric Consumers Association Annual Meeting on December 11 to December 14 in Denver.
- E. PVREA Audit Committee [Anderson, Peterson, Sutherland, and Johnson] Meeting December 21, 2017 at 8:15 a.m.
- F. PVREA Board Meeting December 21, 2017.
- G. PVREA Board Meeting January 30, 2018. [13:07]

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. [13:11]

Agenda Item 12—Executive Session if Needed: None. [13:11]

Agenda Item 14—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 **November 28, 2017**. [13:11]



Roger F. Alexander, Secretary-Treasurer

ATTEST:



Rickey D. Johnson, Chair

NOTE: The 2017 Board meeting dates have been set as follows: November 28, 2017, and December 21, 2017. The 2018 Board meeting dates have been set as follows: January 30, 2018, February 21, 2018, March 23, 2018, April 7 reorganization meeting after the Annual Meeting, April 24, 2018, May 29, 2018, [Scholarship Dinner June 6], June 26, 2018, July 31, 2018, August 28, 2018, [Board Strategic Planning and Tour September 12], September 21, 2018, October 26, 2018, November 27, 2018, and December 20, 2018.

The 2018 Annual Meeting of Members is Saturday, April 7, 2018, at the Embassy Suites in Loveland.