

# RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

June 26, 2018

Chair Steven D. Anderson called the meeting to order at 9:00 a.m. in the Board Room. All nine directors were present in person, being Steven D. Anderson, Rickey D. Johnson, James F. Fender, Georglyn L. Diehl, Bryan D. Ehrlich, Thaine J. Michie, Jan K. Peterson, Jack R. Schneider, 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, and Vice President of Member Relations David White; and General Legal Counsel Randolph W. Starr and Michael A. Westbrook. Steve Szabo and Karen Conduff were also present.

**Agenda Item 1—Call the Meeting to Order:** Chair Anderson called the June 26, 2018, Board meeting to order.

**Agenda Item 2—Pledge of Allegiance:** Director Michie led the pledge of allegiance to the flag. [09:00]

**Agenda Item 3—Additions to Agenda:** Additional subject matters were added to the agenda. None. [09:00]

**Agenda Item 4—Public Participation:** Chair Anderson asked for comment from the public. Comments were made by Ms. Conduff regarding Tri-State Generation and Transmission Association. [09:05] Comments were made by Mr. Szabo regarding Platte River Power Authority and Tri State. [09:08]

**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 May 29, 2018.
- B. Estate capital credits discounted payment for April 2018 in the total amount of: \$ 8,900.19.  
Director Johnson asked for staff presentation about the following items C and D. President and CEO Wadsworth and Vice President of Member Relations White responded to the request for an explanation of item C.
- C. Proposed Changes to Rules and Regulations as set forth in the Board materials.  
President and CEO Wadsworth and Vice President and CFO Wright responded to the request for an explanation of item D.

- D. Capital Credit Retirement as set forth in the Board materials. The PVREA retirement will total \$1,400,000 and the Tri-State retirement will total \$1,600,000 with the total retirement being \$3,000,000. [09:21]

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

- A. **Safety Report:** President and CEO Wadsworth and Vice President and COO Bowerfind reviewed the contents of the May 30, 2018, 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. [09:28]

**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. [09:52]

Vice President and CFO Wright gave a verbal update to her written presentation that had been sent to the Board prior to the meeting. [09:52]

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

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

Vice President White gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:07]

Upon motion duly made, seconded and unanimously carried the staff reports were accepted. [10:07]

- C. **Financial Report:** Vice President and CFO Wright gave a verbal and PowerPoint® report on various financial matters for May 2018. Upon motion duly made, seconded and unanimously carried the report was accepted. [10:15] A short break was taken. Ms. Conduff left the Board room. [10:26]

- D. **Rate Comparison.** Vice President and CFO Wright reviewed the rate comparison that has been completed by Poudre Valley's staff for electric rates of other utilities in Colorado. [10:40]

**Agenda Item 7—Attorney Report:** Attorneys Starr and Westbrook had no report. Discussion about an informal complaint by a member occurred. [10:49]

**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. [10:54]

- B. **Tri-State Report:** Director Michie and President and CEO Wadsworth reported on Tri-State matters. A written report on Tri-State had been distributed prior to the meeting. [11:20]

- C. **CREA Report:** Director Schneider reported on CREA matters. A written report on CREA had been distributed prior to the meeting. Staff members left the room. [11:22]
- D. **Review Board Policies – Article 4 Board Matters (4.01-4.11).** Proposed changes to the Article 4 Board Matters Policies 4.01 to 4.11 of the Association had been sent to the Board prior to the meeting for review. The consensus of the board was to accept the changes as presented. [11:40]
- E. **Board Credential Status.** President and CEO Wadsworth gave a visual and verbal presentation about the status of Board members achievement under the NRECA Credential process. Questions posed by Board members were answered and discussion ensued. [11:43]
- F. **Board Replacement Committee.** Directors Anderson, Schneider, Sutherland and Peterson gave a report on the status of the action for replacement of Director Diehl and the Committee has accepted applications for replacement and reviewed the candidates. Interviews of candidates will be conducted.  
**Upon motion duly made, seconded and unanimously carried the September Board meeting is changed to September 19, 2018, at 9:00 a.m. at the Association’s headquarters.** Appointment of a replacement will be expected to occur on September 19 with the beginning of the term at the October 26 Board meeting. [11:53]

A break for lunch was taken. Mr. Szabo left the Board room. [11:53-12:39]

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

- A. Member Correspondence and General Correspondence. Various correspondence was sent to the Board prior to the meeting. [12:46]
- B. Boulder, Larimer, Weld County Livestock Sales Information. Board members volunteered for appearance at each auction. [12:49]
- C. Other. [12:49]

**Agenda Item 10—Review Upcoming Events/Meeting Dates:**

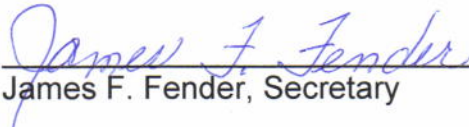
- A. CoBank Energy Conference July 10 to July 12, 2018 in Colorado Springs.
- B. PVREA Board Meeting July 31, 2018.
- C. Tri-State Orientation & Meeting August 2, 2018 at Tri-State.
- D. Member Appreciation BBQs August 21, 22 and 23.
- E. PVREA Board Meeting August 28, 2018.
- F. PVREA Strategic Day September 12, 2018.
- G. PVREA Board Meeting September 19, 2018. **[NOTE: change in date.]**
- H. NRECA Region 7/9 Meeting on September 25 to 27 in Anchorage, Alaska.

- I. Distributed Energy Conference on October 15 to 17 in Denver Marriott West, Golden, Colorado.
- J. CREA Fall Meeting on October 27 to 30 in Denver at the Westin Downtown. [12:56]


**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. [12:57] Director Schneider left the Board room.

**Agenda Item 12—Executive Session if Needed:** None.

**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 **July 31, 2018**. [12:57]

  
James F. Fender, Secretary

ATTEST:

  
Steven D. Anderson, Chair

NOTE: The 2018 Board meeting dates have been set as follows: July 31, 2018, August 28, 2018, [Board Strategic Planning and Tour September 12], **September 19, 2018**, October 26, 2018, November 27, 2018, and December 20, 2018.

The 2019 Annual Meeting of Members is Saturday, April 6, 2019, at the Embassy Suites in Loveland.