

# RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

March 26, 2019

Chair Steven D. Anderson called the meeting to order at 9:00 a.m. in the Board Room. Eight of the nine directors were present in person, being Steven D. Anderson, Rickey D. Johnson, James F. Fender, Bryan D. Ehrlich, Peter C. Hyland, Ronald G. Sutherland, Jack R. Schneider, and Thaine J. Michie; and Jan K. Peterson was absent. Also attending were President and CEO Jeffrey Wadsworth, 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.

**Agenda Item 1—Call the Meeting to Order:** Chair Anderson called the March 26, 2019, Board meeting to order.

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

**Agenda Item 3—Additions to Agenda:** Additional subject matters were added to the agenda. Add Item 5C. [09:00]

**Agenda Item 4—Public Participation:** Chair Anderson asked for comment from the public. No comments were made as no members of the public were present. [09:00]

**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 February 26, 2019.
- B. Estate capital credits discounted payment for February 2019 in the total amount of: \$ 6,344.58.
- C. Upon motion duly made, seconded and carried unanimously, the following resolution was adopted:

UNANIMOUS RESOLUTION OF THE BOARD OF DIRECTORS OF  
POUDRE VALLEY RURAL ELECTRIC ASSOCIATION, INC. MARCH 26,  
2019

**WHEREAS**, Poudre Valley Rural Electric Association, Inc. (PVREA) employees leave their families and put their lives on the line every day to keep the power on across our service territory; and

**WHEREAS**, PVREA employees work 365 days a year under dangerous conditions and in all types of weather to build, maintain and repair our electric infrastructure; and

**WHEREAS**, PVREA employees are first responders of our electric cooperative family, restoring power and making things safe for all after storms and accidents.

**THEREFORE, BE IT RESOLVED** that the Poudre Valley Rural Electric Association Board of Directors recognizes the contributions of all the valuable women and men of the PVREA team in response to restoring power related to outages. [09:01]

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

**A. Safety Report:** President and CEO Wadsworth reviewed the contents of the February 27, 2019, safety report in detail with input from Mr. Bowerfind and Mr. Noel. During the report Director Peterson, Rebecca Henderson and Desirae Larson entered the board room. 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. [09:13]

**Agenda Item 4—Public Participation [recalled]:** Chair Anderson asked for comment from the public. Comments were made by Rebecca Henderson and Desirae Larson. [09:18]

**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. [09:34]

President and CEO Wadsworth, because of Vice President and CFO Wright's absence, gave a verbal update to the written presentation that had been sent to the Board prior to the meeting. [09:45]

Vice President and COO Bowerfind gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [09:50]

Vice President Noel gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [09:52]

Vice President 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 short break was taken. [10:02 to 10:12]

**Agenda Item 6—Staff Reports / Presentations: (continued)**

**C. Financial Report:** President and CEO Wadsworth gave a brief verbal report on financial matters for February 2019. Upon motion duly made, seconded and unanimously carried the financial report was accepted. [10:22]

**D. American Customer Satisfaction Index (ACSI):** Vice President of Member Relations White, with input by President and CEO Wadsworth, gave a verbal

presentation about the written report provided to the Board prior to the meeting about the result of the ACSI survey about the association. [10:35]

**Agenda Item 7—Attorney Report:** Attorneys Starr and Westbrook had no report. [10:35]

**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. [10:38]
- 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. [10:51]
- C. CREA Report:** President and CEO Wadsworth and Director Schneider reported on CREA matters. A written report on CREA had been distributed prior to the meeting. [11:04]
- D. Discuss Tri-State Membership Meeting:** President and CEO Wadsworth, along with various board members, discussed the Tri-State Membership Meeting. [11:05]
- E. Discuss NRECA Annual Meeting:** Directors and President and CEO Wadsworth, who attended the NRECA Annual Meeting on March 10-13, 2019 in Orlando, discussed the meeting. During the discussion Ms. Henderson and Ms. Larson left the board room. [11:40]

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

- A.** Tri-State Annual Meeting April 3-4, 2019 in Broomfield at the Omni Hotel.
- B.** PVREA Annual Meeting April 6, 2019, at The Embassy Suites in Loveland.
- C.** PVREA Board Meeting April 23, 2019.
- D.** NRECA Legislative Conference April 28-May 1, 2019, in Washington, D.C.
- E.** PVREA Board Territory Tour June 12, 2019.
- F.** PVREA Board Strategic Planning & Territory Tour September 11, 2019.
- G.** NRECA Region 7 & 9 Meeting September 24-26, 2019, in Spokane.
- H.** CREA Semi-annual Meeting and Energy Innovations October 26-30, 2019, Denver. [11:40] Staff members left the room.  
A break for lunch was taken. New employees were introduced. [11:40-12:23]


**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. [12:24]
- B.** Other. [12:24]


**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. [12:28]

**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. Mr. Wadsworth and Bowerfind remained in the board room. 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. [13:06]

**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 **April 23, 2019**. [13:06]

  
James F. Fender, Secretary

ATTEST:

  
Steven D. Anderson, Chair

NOTE: The 2019 Board meeting dates have been set as follows: April 6 reorganization meeting after the Annual Meeting, April 23, 2019, May 28, 2019, [Scholarship Dinner June 5], June 25, 2019, July 30, 2019, August 27, 2019, [Board Strategic Planning and Tour September 11], September 23, 2019, October 24, 2019, November 21, 2019, and December 19, 2019.

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