

# RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

December 16, 2021

Chair Steven D. Anderson called the meeting to order at 8:54 a.m. Seven of the nine directors were present in the J. Arthur Anderson Room of the Association's headquarters, being Steven D. Anderson, Rickey D. Johnson, Thaine J. Michie, Jack R. Schneider, Peter C. Hyland, Bryan D. Ehrlich, and Jan K. Peterson. Sheryl Dryer Henderson and Ron Sutherland attended via teleconference. Also attending in person were President and CEO Jeffrey C. Wadsworth; Vice President, CFO and Treasurer Lisa Wright; Vice President, COO John Bowerfind; Vice President, Member and Government Relations Amy Rosier; and Vice President, Technology and Energy Resources Josh Noel; along with General Legal Counsel Randolph W. Starr and Michael A. Westbrook. Notice of this meeting was issued as required by law and the bylaws.

**Agenda Item 1—Call the Meeting to Order:** Chair Anderson called the December 16, 2021, Board meeting to order.

**Agenda Item 2—Roll Call.** Each Board member answered the roll call, and a quorum was present in person. [08:55]

**Agenda Item 3—Pledge of Allegiance:** Director Hyland led the Pledge of Allegiance. [8:55]

**Agenda Item 4—Additions to Agenda:** Additional subject matters were added to the agenda. None. [08:55]

**Agenda Item 5—Public Participation:** Chair Anderson and President and CEO Wadsworth had received no written comments made by members prior to the meeting. No members or others were present in person. [08:56]

**Agenda Item 6—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 November 30, 2021.
- B. Estate Capital Credits Retirements: discounted payment for November 2021 in the total amount of \$ 9,085.53.
- C. 2022 Budget: As presented by staff.
- D. Appointment of Independent Third Party to Oversee the Receiving, Storage and Counting of Director Election Ballots: Survey & Ballot Systems.

- E. Appointment of an Election Supervisory Committee to Oversee the Director Election and Voting Process: Matt Fiala, Survey & Ballot Systems, Mike Westbrook, Starr & Westbrook, and Amy Rosier, Vice President Member and Government Relations. [08:57]

**Agenda Item 7—Staff Reports / Presentations:** Staff reports were presented as follows:

- A. **Safety Report:** Safety Director Ben Ludington was on annual leave, and Vice President Bowerfind reviewed the contents of the December 1, 2021, safety report in detail. The written safety report had been sent to the Board prior to the meeting. Questions from the Board members were addressed and answered by Mr. Bowerfind with input by President and CEO Wadsworth. Upon motion duly made, seconded, and unanimously carried the safety report was accepted. [08:58]

**B. President~CEO and Staff Written Reports:**

- a. President and CEO Wadsworth gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [09:06]
- b. Vice President, CFO and Treasurer Wright, with input by President and CEO Wadsworth, gave a verbal update to her written presentation that had been sent to the Board prior to the meeting. [09:10]
- c. Vice President, COO Bowerfind gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. Mr. Bowerfind also updated the Board on the damage caused by the extreme windstorm that hit the area yesterday. [09:18]
- d. Vice President, Technology and Energy Services Noel, with input by President and CEO Wadsworth, gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [09:23]
- e. Vice President, Member and Government Relations Rosier, with input by President and CEO Wadsworth, gave a verbal update to her written presentation that had been sent to the Board prior to the meeting. Upon motion duly made, seconded, and unanimously carried the Annual Meeting on April 2, 2022, will be held in a virtual format and not at the Embassy Suites. [09:39]

Questions from the Board members were addressed and answered by staff. Upon motion duly made, seconded, and unanimously carried the staff reports were accepted. [09:39]

- C. **Financial Report:** Vice President, CFO and Treasurer Wright gave a verbal update to her report on financial matters for November 2021. Questions posed by Board members were answered by Vice President Wright with input by President and CEO Wadsworth. Upon motion duly made, seconded, and unanimously carried the financial report was accepted. [09:49]
- D. **Annual Report on Record Management:** President and CEO Wadsworth presented the annual report on record management that was distributed to the Board prior to the meeting. Upon motion duly made, seconded, and unanimously carried the record management report was accepted. [09:50]

**Agenda Item 8—Attorney Report:** No Report. [09:51] A break was taken. [09:51 to 10:01]

**Agenda Item 9—Director Reports / Items:**

- A. Western United Report:** Director Hyland reported on Western United matters. President and CEO Wadsworth and Vice President Bowerfind made additional comments, and they responded to questions from the Board members. A written report on WUESC had been distributed prior to the meeting. [10:09]
- B. Tri-State Report:** Director Michie reported on Tri-State matters. President and CEO Wadsworth gave additional comments and input. A written report on Tri-State had been distributed prior to the meeting. [10:52]
- C. CREA Report:** Director Schneider along with comments by President and CEO Wadsworth reported on CREA matters. A written report on CREA had been distributed prior to the meeting. [11:01]
- D. Audit Committee:** The Audit Committee (the whole Board) gave a report on the action of the Committee prior to the Board meeting. [11:01] Staff members, except Vice President Noel, left the Board room.
- E. Mid-West Electric Annual Meeting:** Directors Schneider and Ehrlich who attended the meeting gave a report and answered questions from Board members. [11:21]

**Agenda Item 10—Discussion of Utility Industry and PVREA Topics if Needed:**

- A.** Member Correspondence and General Correspondence.
- B.** Other. [11:21]

**Agenda Item 11—Review Upcoming Events/Meeting Dates:**

- A.** PVREA Board Meeting January 25, 2022.
- B.** CREA Annual Meeting February 12-15, Grand Hyatt Hotel, 1750 Welton Street, Denver, CO.
- C.** WUESC Annual Meeting February 14, 2022, Grand Hyatt Hotel, 1750 Welton Street, Denver, CO.
- D.** PVREA Board Meeting February 22, 2022.
- E.** NRECA PowerXchange on March 6-9, 2022, Music City Center, 201 Rep. John Lewis Way South, Nashville, TN .
- F.** PVREA Board Meeting March 29, 2022.
- G.** PVREA Annual Meeting April 2, 2022, Virtual.
- H.** NRECA Legislative Conference on May 1-4, 2022, tentatively at Hyatt Regency Hotel Conference Center, 400 New Jersey Ave NW, Washington, DC. [11:26]

**Agenda Item 12—Consideration of Delegate Designation:** Upon motion duly made, seconded, and unanimously carried, the following delegates and alternates to the following meetings were approved:

MEETING	DELEGATE	ALTERNATE
NRECA Annual Meeting	Ehrlich	Dryer Henderson
NISC Annual Meeting	Ehrlich	Dryer Henderson