

RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

February 22, 2017

Chair Rickey D. Johnson called the meeting to order at 9:00 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, Steven D. Anderson, Ronald G. Sutherland, Roger Alexander, and Jack R. Schneider, and Jan K. Peterson was absent. Also attending were President and CEO Jeffrey Wadsworth, CFO Lisa Wright, COO John Bowerfind, Member Relations Manager David White and IT / Strategy Manager Joshua Noel; and General Legal Counsel Randolph W. Starr and Michael A. Westbrook. Also present was Steve Szabo.

Agenda Item 1—Call the Meeting to Order: Chair Johnson called the February 22, 2017, Board meeting to order.

Agenda Item 2—Pledge of Allegiance: Director Anderson 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. [09:01]

Agenda Item 4—Public Participation: Chair Johnson asked for comment from the public. Mr. Szabo made brief comments and distributed a document to the board. During the presentation director Peterson entered the Board room. [09:03]

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 January 31, 2017.
- B. Completed Work Orders (Jan 2017) in the amount of \$ 299,446.63.
- C. Estate capital credits discounted payment for January, 2017 in the total amount of: \$ 1,822.90.
- D. Accounts listed on the attached sheet (November, 2016) in the total amount of \$ 1,867.25 were declared as uncollectible and will be deducted from the accounts receivable of the Association in accordance with Board policy. [09:04]

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 1, 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. [09:18]

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. [09:47]

CFO Wright gave a verbal update to her written presentation that had been sent to the Board prior to the meeting. [09:54]

COO Bowerfind gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:14]

A short break was taken. [10:14 to 10:26]

Manager Noel gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:26]

Manager White gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:43]

Upon motion duly made, seconded and unanimously carried the staff reports were accepted. [10:43]

C. Financial Report: CFO Wright gave a verbal and PowerPoint® report on various financial matters for January, 2017. Upon motion duly made, seconded and unanimously carried the report was accepted. [10:56]

D. IRS Form 990 Board Questionnaire: CFO Wright presented the questionnaire from the Association's auditor that precedes the completion of the IRS Form 990 for the Association. The questionnaire had been sent to the Board prior to the meeting. Each Board member filled out the form. [11:04]

Agenda Item 7—Attorney Report: Attorney Starr and Westbrook had no report. [11:04]

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. [11:05]

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. [11:54]

A lunch break was taken. [11:54; reconvene 12:32]

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 Board room. [12:36]

D. Discuss CREA Annual Meeting: CREA's Annual Meeting was held February 11 – 14 in Denver at the Brown Palace Hotel. All Directors along with CEO Wadsworth attended the meeting. A review of the meeting occurred. [12:51]

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. [13:00]

Agenda Item 10—Review Upcoming Events/Meeting Dates:

A. NRECA Annual Meeting on February 26 to March 1 in San Diego.

B. PVREA Board Meeting March 28, 2017.

C. NRECA Directors Conference on April 1-4 in Tampa.

D. Tri-State Annual Meeting April 5-6 in Denver.

E. PVREA Annual Meeting April 8 at Embassy Suites in Loveland.

F. NRECA Legislative Conference April 23-26 in Washington, D.C. [13:02]

Agenda Item 11—Consideration of Delegate Designations: Upon motion duly made, seconded and carried, the following delegate and alternate designations were approved:

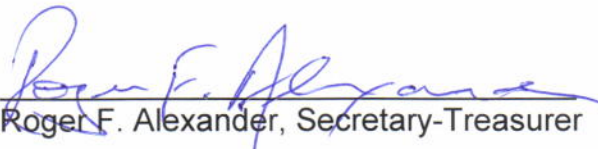
Meeting	Delegate	Alternate
Tri-State Generation and Transmission Association Annual Member Meeting	Johnson	Fender

[13:03]


Agenda Item 12—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. [13:13]

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

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, and the next regular Board meeting will be held on **March 28, 2017**. [13:13]


Roger F. Alexander, Secretary-Treasurer

ATTEST:



Rickey D. Johnson, Chair

NOTE: The 2017 Board meeting dates have been set as follows: March 28, 2017, April 8 reorganization meeting after the Annual Meeting, April 20, 2017, May 30, 2017, June 22, 2017, July 27, 2017, August 29, 2017, September 26, 2017, October 24, 2017, November 28, 2017, and December 21, 2017. The 2017 Annual Meeting of Members is Saturday, April 8, 2017, at the Embassy Suites in Loveland.