

RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

March 28, 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 David Pierson.

Agenda Item 1—Call the Meeting to Order: Chair Johnson called the March 28, 2017, Board meeting to order.

Agenda Item 2—Pledge of Allegiance: Chair Johnson led the pledge of allegiance to the flag. [09:00]

Agenda Item 3—Additions to Agenda: Additional subject matters were added to the agenda. The audit report will be deferred to the April Board meeting. [09:01]

Agenda Item 4—Public Participation: Chair Johnson asked for comment from the public. Mr. Pierson made brief comments. [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 February 22, 2017.
- B. Completed Work Orders (Feb 2017) in the amount of \$ 158,509.09.
- C. Estate capital credits discounted payment for February, 2017 in the total amount of: \$ 2,169.82.
- D. Accounts listed on the attached sheet (December, 2016) in the total amount of \$ 2,624.47 were declared as uncollectible and will be deducted from the accounts receivable of the Association in accordance with Board policy.
- E. Changes to Rules and Regulations—Discussion about the proposed changes was requested, and Mr. Bowerfind gave a verbal explanation of the changes regarding pole attachments. During the discussion, Director Peterson entered the Board Room. Proposed changes are attached to the Minutes and were posted on the website prior to the meeting. The Pole Attachment fee schedule was approved as presented. [09:06]

Agenda Item 6—2016 Audit Report Presentation: The audit report will be deferred for action at the April Board meeting.

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

A. Safety Report: President and CEO Wadsworth reviewed the contents of the March 2, 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. [09:19]

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. [09:51]

CFO Wright gave a verbal update to her written presentation that had been sent to the Board prior to the meeting. [09:53]

COO Bowerfind gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:01]

Manager Noel gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:11]

Manager White gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:19]

Upon motion duly made, seconded and unanimously carried the staff reports were accepted. [10:19]

A short break was taken. [10:19 to 10:28]

C. Financial Report: CFO Wright gave a verbal and PowerPoint® report on various financial matters for February, 2017. Upon motion duly made, seconded and unanimously carried the report was accepted. [10:34]

D. Associated Organizations: President and CEO Wadsworth gave a verbal and visual instructional seminar on the associated organizations in which the association holds membership and ownership including: RUS, Tri-State, Basin, WAPA, Midwest Electric Consumers Association, NRECA, Touchstone Energy, NRTC, NRUCFC, CoBank, Federated, NiSC, CRC, CREA, Western United, and RMEL. [11:19]

Agenda Item 8—Attorney Report: Attorney Starr reported on a damage claim filed in Weld County District Court that will be handled by Federated. [11:20]

Agenda Item 9—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. [11:27]

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. [11:47]

A lunch break was taken. Mr. Pierson, Mr. White and Mr. Noel left the Board room. [11:47; reconvene 12:26]

C. CREA Report: Director Schneider reported on CREA matters. A written report on CREA had been distributed prior to the meeting. [12:31]

D. Discuss NRECA Annual Meeting: NRECA’s Annual Meeting was held February 26 to March 1 in San Diego. The Directors who attended along with CEO Wadsworth reviewed the meeting. [12:49]

Agenda Item 10—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. [12:50]

Agenda Item 11—Review Upcoming Events/Meeting Dates:

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

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

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

D. PVREA Board Meeting March 28, 2017

E. NRECA Legislative Conference April 23-26 in Washington, D.C.

F. Jim Park Hydro Tour May 24, 2017 east of Kersey.

G. PVREA Scholarship Dinner June 7, 2017 at the headquarters.

H. CFC Forum June 11 to June 14, 2017, at JW Marriott San Antonio Hill Country, San Antonio, TX.

I. CoBank Energy Conference June 27 to June 29, 2017, at The Broadmoor, Colorado Springs, Colorado. [12:55]

Agenda Item 12—Consideration of Delegate Designations: Upon motion duly made, seconded and carried, the following delegate and alternate designations were approved:

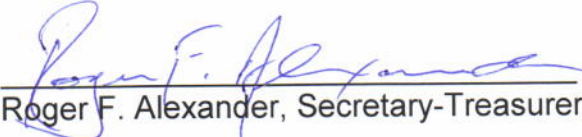
Meeting	Delegate	Alternate
CRC Annual Member Meeting—6/12	Wadsworth	
NSCS Annual Meeting—6/13	Wadsworth	

[12:57]

Agenda Item 13—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. [13:01]

Agenda Item 14—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 employee matters. 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. Staff members Wright and Bowerfind remained in the Board room. A motion was made to exit the executive session and it was seconded and unanimously carried. [13:20]

Agenda Item 15—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 8, 2017 (annual reorganization board meeting), and then April 20, 2017.** [13:20]


Roger F. Alexander, Secretary-Treasurer

ATTEST:


Rickey D. Johnson, Chair

NOTE: The 2017 Board meeting dates have been set as follows: 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.