

RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

August 29, 2017

Chair Rickey D. Johnson called the meeting to order at 8:55 a.m. in the Board Room. All the nine directors were present in person, being Rickey D. Johnson, Georglyn L. Diehl, James F. Fender, Thaine J. Michie, Roger F. Alexander, Jack R. Schneider, Steven D. Anderson, Jan K. Peterson, and Ronald G. Sutherland. Also attending were President and CEO Jeffrey Wadsworth, CFO Lisa Wright, COO John Bowerfind, Member Relations Manager David White, IT / Strategy Manager Joshua Noel; and General Legal Counsel Randolph W. Starr and Michael A. Westbrook.

Agenda Item 1—Call the Meeting to Order: Chair Johnson called the August 29, 2017, Board meeting to order.

Agenda Item 2—Pledge of Allegiance: Director Fender led the pledge of allegiance to the flag. [08:57]

Agenda Item 3—Additions to Agenda: Additional subject matters were added to the agenda. None. [08:57]

Agenda Item 4—Public Participation: Chair Johnson asked for comment from the public. No comments were made. [08:56]

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 July 27, 2017.
 - B. Completed Work Orders (July 2017) in the amount of \$ 354,256.10.
 - C. Estate capital credits discounted payment for July 2017 in the total amount of: \$ 2,685.17.
 - D. Accounts listed on the attached sheet (May 2017) in the total amount of \$1,288.88 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. Amend Section 11 to set the Net-Metering Application Fee at \$ 100.
- [08:56]

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

A. Safety Report: President and CEO Wadsworth reviewed the contents of the July 31, 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. [09:15]

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. A short break was taken. [10:40]

CFO Wright gave a verbal update to her written presentation that had been sent to the Board prior to the meeting.

COO Bowerfind gave a verbal update to his written presentation that had been sent to the Board prior to the meeting.

Manager Noel gave a verbal update to his written presentation that had been sent to the Board prior to the meeting.

Manager White gave a verbal update to his written presentation that had been sent to the Board prior to the meeting.

Upon motion duly made, seconded and unanimously carried the staff reports were accepted. [11:23]

C. Financial Report: CFO Wright gave a verbal and PowerPoint® report on various financial matters for July 2017. Upon motion duly made, seconded and unanimously carried the report was accepted. [11:32]

D. KRTA Review: President and CEO Wadsworth and CFO Wright reviewed the KRTA report issued by NRUCFC that had been sent to the Board prior to the meeting. [11:59]

A lunch break was taken. CFO Wright left the Board meeting. [11:59 to 12:35]

E. SCADA Overview: A verbal and visual presentation was made by Manager Noel about the SCADA system of the Association. Questions were asked by Board members and Mr. Noel and Mr. Wadsworth responded to the questions. [12:54]

Agenda Item 13—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. All staff members except Mr. Wadsworth left the Board room. During the session Mr. Wadsworth left 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. Upon motion duly made, seconded and unanimously carried the compensation for Jeffrey C. Wadsworth was set as provided in the compensation form signed by the Chair. [13:26]

Agenda Item 7—Attorney Report: Attorney Starr had no report. [13:26]

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. [13:34]

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. During the report Director Fender left the Board room. [14:01]

C. CREA Report: Director Schneider reported on CREA matters. A written report on CREA had been distributed prior to the meeting. [14:22]

D. Discuss Community Solar Farm Dedication: The members of the Board who attended gave a verbal recount of the Dedication. [14:23]

E. Discuss Member Appreciation BBQs: Those directors who attended the BBQs described the events. [14:26]

F. Boulder, Larimer, Weld County Livestock Sales: The directors who purchased livestock at the county 4-H livestock sales each gave a report. A written report of the purchases had been given to the Board prior to the meeting. [14:28]

G. ACRE – Fiscal Year Change: President and CEO Wadsworth presented written and verbal explanation of the changes to the ACRE fiscal year and fund raising. [14:33]

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. [14:38]

Agenda Item 10—Review Upcoming Events/Meeting Dates:

- A. Strategic Planning Session Tuesday, September 5, 2017 at Sylvan Dale Ranch, 2939 North County Rd 31D, Loveland, CO 80538.
- B. PVREA Board Meeting September 26, 2017.
- C. NRECA Region 7 & 9 Meeting on October 16 to October 18 at Sheraton Denver Downtown Hotel, 1550 Court Place, Denver.
- D. PVREA Board Meeting October 24, 2017.
- E. CREA Energy Innovations Summit and Fall Meeting on October 28 to October 31 at the Denver Downtown Westin Hotel, 1672 Lawrence Street, Denver, CO, 80202 [14:42]

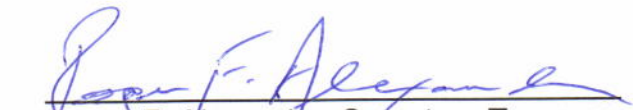
Agenda Item 11—Consideration of Delegate Designations: Upon motion duly made, seconded and carried, the following delegate and alternate designations were approved:

Meeting	Delegate	Alternate
NRECA Colorado meeting on October 16 to 18 in Denver	Johnson	Anderson


[14:43]

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. [14:48]

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. The next regular Board meeting will be held on **September 26, 2017**, with the strategic planning meeting on September 5, 2017. [14:48]


 Roger F. Alexander, Secretary-Treasurer

ATTEST:


 Rickey D. Johnson, Chair

NOTE: The 2017 Board meeting dates have been set as follows: September 5, 2017 [strategic planning], September 26, 2017, October 24, 2017, November 28, 2017, and December 21, 2017.

The 2018 Annual Meeting of Members is Saturday, April 7, 2018, at the Embassy Suites in Loveland.