

RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

April 23, 2019

Chair Steven D. Anderson called the meeting to order at 8:58 a.m. in the Board Room. All 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, Thaine J. Michie, and Jan K. Peterson. Also attending were President and CEO Jeffrey Wadsworth, Vice President, CFO and Treasurer Lisa Wright, 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. Kate Ellard and Desirae Larson were guests.

Agenda Item 1—Call the Meeting to Order: Chair Anderson called the April 23, 2019, Board meeting to order.

Agenda Item 2—Pledge of Allegiance: Director Michie 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. [09:00]

Agenda Item 4—Public Participation: Chair Anderson asked for comment from the public. Comments were made by Ms. Larson. [09:02]

Agenda Item 5—2018 Audit Report Presentation: At this time Mr. Adam Pydrowski of CliftonLarsonAllen LLP entered the Board room and Mr. Craig Popenhagen was called by speaker phone into the Board room and they gave an oral report to the Board about the 2018 financial audit conducted by them for the Association. A copy of the audit report was provided to the Board prior to the meeting. Vice President, CFO and Treasurer Lisa Wright made brief comments. Questions about the report were asked by board members and by President and CEO Wadsworth and responses were given by Mr. Pydrowski, Mr. Popenhagen, and Ms. Wright. Upon motion duly made, seconded and unanimously carried the audit report was accepted. Additional discussion among board members occurred. [09:28]

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 March 26, 2019.
- B. Minutes of the April 6, 2019, Annual Membership Meeting.
- C. Minutes of the April 6, 2019, Annual Board Business Meeting.

- D. Estate capital credits discounted payment for March 2019 in the total amount of: \$ 9,433.97.
- E. Allocation of 2018 Capital Credits. Capital Credit Allocation-PVREA* \$2,665,749; Capital Credit Allocation-G&T \$3,542,528; Capital Credit Allocation-Total \$ 6,208,277; *Does not include any revenue deferral. [09:28]

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

A. Safety Report: President and CEO Wadsworth reviewed the contents of the April 1, 2019, safety report in detail with input from Mr. Bowerfind. 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. [09:34]

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. [09:49]

Vice President, CFO and Treasurer Wright gave a verbal update to her written presentation that had been sent to the Board prior to the meeting. [09:52]

Vice President and COO Bowerfind gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:00]

Vice President Noel gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:03]

Vice President White gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:06]

Upon motion duly made, seconded and unanimously carried the staff reports were accepted. [10:06]

A short break was taken. [10:06 to 10:14]

Agenda Item 7—Staff Reports / Presentations: (continued)

C. Financial Report: Vice President, CFO and Treasurer Wright gave a brief verbal report on financial matters for March 2019. Upon motion duly made, seconded and unanimously carried the financial report was accepted. [10:23]

D. Strategic Map Update: President and CEO Wadsworth, Vice President and COO Bowerfind, Vice President, CFO and Treasurer Wright, Vice President Noel, and Vice President White gave an update on the status of the extensive list of items in the Strategy Map that had been sent to the Board prior to the meeting. [10:58]

Agenda Item 8—Attorney Report: Attorneys Starr and Westbrook had no report. [10:58]

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. [11:01]

- 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. [11:29]
- C. CREA Report:** Director Schneider and President and CEO Wadsworth reported on CREA matters. A written report on CREA had been distributed prior to the meeting. [11:52]

A break for lunch was taken. [11:52-12:26]

- D. PVREA Annual Meeting Debrief:** Vice President White gave a verbal presentation with input from President and CEO Wadsworth, along with various board members, discussed the Annual Membership Meeting. [12:36]
- E. Discuss Tri-State Annual Meeting:** Directors and President and CEO Wadsworth, who attended the Tri-State Annual Meeting on April 3-4, 2019 in Broomfield, discussed the meeting. [12:37]
- F. Director Emergency Contact Information:** The Board members updated their emergency contact information. [12:37] Staff members left the room.

Agenda Item 10—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. [12:37]
- B. Other.** [12:37]

Agenda Item 10—Review Upcoming Events/Meeting Dates:

- A. NRECA Legislative Conference** April 28-May 1, 2019, in Washington, D.C.
- B. PVREA Board Meeting** May 28, 2019.
- C. PVREA Scholarship Dinner** June 5, 2019.
- D. PVREA Board Territory Tour** June 12, 2019. Will be cancelled and rescheduled due to CREA and TSGT seminar on Beneficial Electrification.
- E. PVREA Board Meeting** June 25, 2019. Attorney Starr will be absent.
- F. CFC Forum** July 1-3 in New York, NY.
- G. CoBank Energy Conference** July 16-18 in Asheville, NC.
- H. PVREA Board Strategic Planning & Territory Tour** September 11, 2019.
- I. NRECA Region 7 & 9 Meeting** September 24-26, 2019, in Spokane, WA.
- J. CREA Semi-annual Meeting and Energy Innovations** October 26-30, 2019, Denver, CO. [12:42]

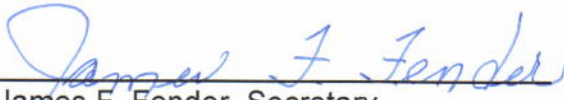
Agenda Item 12—Consideration of Delegate Designations: CRC and NCSC; deferred to action at the next board meeting. [12:42]

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. [12:45]


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 power supply and litigation matters. Mr. Wadsworth 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. [13:20]

Agenda Item 12—Consideration of Delegate Designations [added]: Upon motion duly made, seconded and unanimously carried Director Peterson was designated as delegate to the CFC meeting. [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 **May 28, 2019**. [13:21]


James F. Fender, Secretary

ATTEST:


Steven D. Anderson, Chair

NOTE: The 2019 Board meeting dates have been set as follows: 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 2020 Annual Meeting of Members is tentatively planned for Saturday, April 4, 2020, at the Embassy Suites in Loveland.