

# RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

December 19, 2019

Chair Steven D. Anderson called the meeting to order at 8:59 a.m. in the Board Room. Eight of the nine directors were present in person, being Steven D. Anderson, Rickey D. Johnson, James F. Fender, Ronald G. Sutherland, Jack R. Schneider, Thaine J. Michie, Peter C. Hyland, Bryan D. Ehrlich; and Jan K. Peterson appeared by telephone. Also attending were President and CEO Jeffrey Wadsworth, Vice President, CFO and Treasurer Lisa Wright, Vice President and COO John Bowerfind, Vice President of Member and Government Relations David White, Vice President of Technology and Energy Resources Josh Noel, and General Legal Counsel Randolph W. Starr. Guest were Steven Szabo and Maria Miller.

**Agenda Item 1—Call the Meeting to Order:** Chair Anderson called the December 19, 2019, Board meeting to order.

**Agenda Item 2—Pledge of Allegiance:** Director Hyland 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 Mr. Szabo. [09:01]

**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 November 21, 2019.
- B. Estate capital credits discounted payment for November 2019 in the total amount of: \$ 25,007.33.
- C. 2020 Budget.
- D. Appointment of Independent Third Party to Oversee the Receiving, Storage and Counting of Director Election Ballots.
- E. Appointment of an Election Supervisory Committee to Oversee the Director Election and Voting Process. [9:01]

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

- A. **Safety Report:** President and CEO Wadsworth, with input from Vice President Noel and Vice President Bowerfind, reviewed the contents of the December 4, 2019, 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. [09:09]

**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.
- b. 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.
- c. Vice President and COO Bowerfind gave a verbal update to his written presentation that had been sent to the Board prior to the meeting.
- d. Vice President Noel, gave a verbal update to his written presentation that had been sent to the Board prior to the meeting.
- e. Vice President 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. [09:50]

**Financial Report:** Vice President, CFO and Treasurer Wright gave a brief verbal report on financial matters for November 2019. Upon motion duly made, seconded and unanimously carried the financial report was accepted. [10:06]

A short break was taken. [10:06 to 10:17]

- C. 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. [10:20]

**Agenda Item 7—Attorney Report:** Mr. Starr discussed the filing of a motion to intervene in the PUC Docket complaint of La Plata Electric and United Power against Tri-State regarding an exit fee for Poudre Valley with the Colorado Public Utilities Commission. Discussion about filing of the motion ensued. By consensus of the Board the motion was authorized to be filed. [10:45]

**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. [10:47]
- B. Tri-State Report:** Director Michie, with input by President and CEO Wadsworth, reported on Tri-State matters. A written report on Tri-State had been distributed prior to the meeting. [11:14]
- C. CREA Report:** Director Schneider reported on CREA matters. A written report on CREA had been distributed prior to the meeting. [11:28]
- D. Audit Committee Report.** Director Hyland, a member of the Audit Committee, reported on the meeting held before the Board meeting today. [11:33]
- E. Discuss Mid-West Electric Annual Meeting.** Directors Fender, Johnson, and Michie discussed the results of the Mid-West Electric Annual Meeting. [11:40]

A break for lunch was taken. [1140: to 12:15] Mr. Szabo and Ms. Miller left the Board room.

**Agenda Item 10—Review Upcoming Events/Meeting Dates:**

- A. PVREA Board Meeting January 28, 2020.
  - B. CREA Annual Meeting February 8 to February 11 in Denver.
  - C. NRECA Annual Meeting March 1-4, 2020, in New Orleans.
  - D. NRECA Director Conference April 4-7, 2020, in Kansas City.
  - E. NRECA Legislative Conference April 26-28, 2020, in Washington, D.C.
- [12:25]

**Agenda Item 11—Consideration of Delegate Designations:**

Meeting	Delegate	Alternate
CREA Annual Meeting	Johnson	Hyland
Western United Annual Meeting	Johnson	Hyland
NRECA Annual Meeting	Schneider	Michie
NISC Annual Meeting	Schneider	Michie
NRTC Annual Meeting	Schneider	Michie
CFC Annual Meeting	Schneider	Michie
Federated Rural Electric Annual Meeting	Schneider	Michie

**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 directors, President and CEO and legal expense reports were approved. [12:30]

**Agenda Item 13—Executive Session if Needed:** None. [12:30]

**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 **Tuesday, January 28, 2020.** [12:31]

  
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James F. Fender, Secretary

ATTEST:

  
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Steven D. Anderson, Chair

The 2020 Board meeting dates have been set as follows: January Tue – 28, February Tue – 25, March Tue – 31, April Tue – 21, May Tue – 26, June Tue – 30, July Tue – 28, August Tue – 25, September Strategic Planning – 9-10 (W, Th), and September Tue – 22, October Tue – 27, November Thu – 19, December Thu – 17.

The 2020 Annual Meeting of Members is Saturday, April 4, 2020, at the Embassy Suites in Loveland.