

RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

April 20, 2023

Chair Jack R. Schneider called the meeting to order at 9:00 a.m. Eight of nine directors were present in the J. Arthur Anderson Room of the Association's headquarters, being Jack R. Schneider, Rick D. Johnson, Thaine J. Michie, Steven D. Anderson, Peter C. Hyland, Bryan D. Ehrlich, Sheryl Dryer Henderson, and Jan K. Peterson. Ronald G. Sutherland was absent. Also attending in person were President and CEO Jeffrey C. Wadsworth; Vice President, CFO and Treasurer Amy Mahon; Vice President, COO John Bowerfind; Vice President, Member and Government Relations Amy Rosier; Vice President, Technology and Energy Resources Josh Noel; and Vice President, Safety and Human Resources Ben Ludington; along with General Legal Counsel Michael A. Westbrook. Notice of this meeting was issued as required by law and the bylaws.

Agenda Item 1—Call the Meeting to Order: Chair Schneider called the April 20, 2023, Board meeting to order.

Agenda Item 2—Roll Call. Each Board member answered the roll call, and a quorum was present in person. [09:00]

Agenda Item 3—Pledge of Allegiance: Director Anderson led the Pledge of Allegiance. [09:00]

Agenda Item 4—Additions to Agenda: Additional subject matters were added to the agenda. None. [09:00]

Agenda Item 5—Public Participation: Chair Schneider and President and CEO Wadsworth had received no written comments made by members prior to the meeting. No members or others were present in person. [09:00]

Agenda Item 6—Items for Review and Consideration of Approval: After questions were responded to by President and CEO Wadsworth, 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 28, 2023.
- B. Minutes of the April 1, 2023 Annual Membership Meeting.
- C. Minutes of the April 1, 2023 Annual Board Business Meeting.
- D. Estate Capital Credits Retirements: discounted payment for March 2023 in the total amount of \$25,540.37.

- E. 2024 Annual Meeting Date and Location: Saturday – April 6, 2024, Embassy Suites Hotel Conference Center, 4705 Clydesdale Parkway, Loveland, CO 80538 [09:01]

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

- A. **Safety Report:** Vice President, Safety and Human Resources Ben Ludington reviewed the contents of the April 4, 2023, safety report with the Board. Questions from the Board members were addressed and answered by Mr. Ludington [9:11] Upon motion duly made, seconded, and unanimously carried the safety report was accepted. [9:11]
- 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. [10:10] A break was taken. [10:10 to 10:20]
 - b. Vice President, COO Bowerfind gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:28]
 - c. Vice President, Technology and Energy Resources Noel gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:44]
 - d. Vice President, Member and Government Relations Rosier gave a verbal update to her written presentation that had been sent to the Board prior to the meeting. [10:52]
 - e. Vice President, CFO and Treasurer Mahon gave a verbal update to her written presentation that had been sent to the Board prior to the meeting. [10:53]
- Questions from the Board members were addressed and answered by staff. Upon motion duly made, seconded, and unanimously carried the staff reports were accepted. [10:53]
- C. **Financial Report:** Vice President, CFO and Treasurer Mahon with input by President and CEO Wadsworth, gave a verbal update to her report on financial matters for March 2023. Questions posed by Board members were answered by Vice President Mahon and President and CEO Wadsworth. Upon motion duly made, seconded, and unanimously carried the financial report was accepted. [11:00]
- D. **Strategy Map Update:** President and CEO Wadsworth and other staff members presented a verbal report updating the 2021-2023 Strategy Map. Questions posed by Board members were answered by Mr. Wadsworth and staff members. [11:45] A break for lunch was taken. [11:45-12:17]

Agenda Item 8—Attorney Report: No report. [12:17]

Agenda Item 9—Director Reports / Items:

- A. **Western United Report:** Director Hyland reported on WUESC matters. A written report on WUESC had been distributed prior to the meeting. [12:19]

- B. Tri-State Report:** Director Michie reported on Tri-State matters, and he responded to questions from the Board members. President and CEO Wadsworth gave additional comments and input. A written report on Tri-State had been distributed prior to the meeting. [12:35]
- C. CREA Report:** Chair Schneider, with input from President and CEO Wadsworth, reported on CREA matters and they responded to questions from Board members. A written report on CREA had been distributed prior to the meeting. [12:43]
- D. PVREA Annual Meeting:** President and CEO Wadsworth gave a verbal presentation with input from Vice President, Member and Government Relations Rosier on the 2023 Annual Membership Meeting. Board members discussed the Annual Membership Meeting. [12:50]
- E. Tri-State Annual Meeting:** Board members who attended the meeting relayed their impressions about the meeting. [12:52]
- F. NRECA Legislative Conference:** Director Peterson and Director Michie who attended the conference reported on the information received. [13:02]
- G. Director Emergency Contact Information:** The Board members updated their emergency contact information. [13:02]

Agenda Item 10—Discussion of Utility Industry and PVREA Topics if Needed:

- A.** Member Correspondence and General Correspondence. Discussion ensued.
- B.** Other. [13:11] Staff members left the room.

Agenda Item 11—Review Upcoming Events/Meeting Dates:

- A.** PVREA Board Meeting, May 30, 2023.
- B.** NRUCFC Forum, June 19 – 21, 2023.
- C.** CoBank Directors Conference, July 24 – 26, 2023.
- D.** PVREA Strategic Planning, August 22 – 23, 2023. [13:29]

Agenda Item 12—Consider Delegates:

Meeting	Delegate	Alternate
CFC Annual Meeting	Wadsworth	Anderson
CRC Annual Meeting	Wadsworth	Anderson
NCSC Annual Meeting	Wadsworth	Anderson


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 directors, President and CEO and legal expense reports were approved. [13:32]

Agenda Item 14—Executive Session if Needed: None. [13:33]

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 **Tuesday, May 30, 2023, at 9:00 a.m.** [13:34]


Bryan D. Ehrlich, Secretary

ATTEST:


Jack R. Schneider, Chair

Poudre Valley REA Board Meeting Schedule for 2023
May 30, 2023—Tuesday
June 27, 2023—Tuesday
July 20, 2023—Thursday
August 22 & 23, 2023—Tuesday/Wednesday-Strategic Planning
August 29, 2023—Tuesday
September 21, 2023—Thursday
October 26, 2023—Thursday
November 28, 2023—Tuesday
December 14, 2023—Thursday