

RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

June 25, 2024

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

Agenda Item 1—Call the Meeting to Order: Chair Hyland called the June 25, 2024, 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 Johnson led the Pledge of Allegiance. [09:00]

Agenda Item 4—Additions to Agenda: Additional subject matters were added to the agenda. President and CEO Wadsworth indicated that an executive session will be necessary during Staff Reports/Presentations to discuss power supply matters and negotiation matters. [09:00]

Agenda Item 5—Public Participation: Chair Hyland and President and CEO Wadsworth had received no written comments made by members prior to the meeting. No comments were made by Eli Baier. [09:01]

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 May 28, 2024 Board Meeting.
- B. Estate Capital Credit Retirements: discounted payment for May 2024 in the total amount of \$ -0-.

- C. SCADA System Upgrade Budget Request: A budget amount of \$1,236,000 was approved to upgrade and implement the SCADA system as outlined and presented at the May 28, 2024 Board Meeting.
- D. Capital Credit Retirement: Consistent with Board direction, staff recommended retiring member capital credits on a 50/50 basis of first-in-first-out and last-in-first-out in the total amount of **\$2,000,000.00**. The PVREA retirement will total \$1,100,000, and the Tri-State retirement will total \$900,000 (approximate amount retired by Tri-State). This means the 2005 PVREA remaining allocation of \$362,349 will be reduced by \$362,349, the 2006 PVREA remaining allocation of \$2,279,959 will be reduced by \$187,651, and the 2023 PVREA allocation of \$4,116,611 will be reduced by \$550,000. The 1994 Tri-State remaining allocation of \$736,218 will be reduced by \$450,000, and the 2023 Tri-State allocation of \$862,388 will be reduced by \$450,000. [09:02] Director Johnson made comments about the appreciation for staff regarding the PACE program award. [09:03].

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

- A. **Safety Report:** Vice President, Operations Ben Ludington reviewed the contents of the May 30, 2024, safety report with the Board. Upon motion duly made, seconded, and unanimously carried, the safety report was accepted. [9:10]
- 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. Comments were given by Mr. Wadsworth about net metering matters and the PACE program award. [09:38] A break was taken. [09:38-09:42] Mr. Baier left the room.

Addition to Agenda—Executive Session: 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 matters and negotiation matters. President and CEO Wadsworth and staff remained in the room. Direction was given to staff in negotiations. 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. [10:25]

- b. Executive Vice President, Engineering and Grid Advancement Bowerfind gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:27]
- c. Vice President, Operations Ludington gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:30]
- d. 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. [10:34]

e. 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. [10:37]

f. Vice President, CFO and Treasurer Mahon's written presentation had been sent to the Board prior to the meeting. [10:37]

Questions from the Board members were addressed and answered by staff. Upon motion duly made, seconded, and unanimously carried, the staff reports were accepted. [10:38]

C. Financial Report: President and CEO Wadsworth gave a verbal update to the report on financial matters for May 2024. Questions posed by Board members were answered by President and CEO Wadsworth. Upon motion duly made, seconded, and unanimously carried, the financial report was accepted. [10:50]

D. PVREA Distributed Generation Assets: Vice President, Technology and Energy Resources Noel gave a verbal report to supplement the written presentation on PVREA distributed generation assets that had been sent to the Board prior to the meeting. Questions posed by Board members were answered by Mr. Noel and President and CEO Wadsworth. [11:12]

Agenda Item 8—Attorney Report: Attorney Westbrook's report was covered during the executive session. [11:12] A break was taken [11:12-11:22]

Agenda Item 9—Director Reports / Items:

A. Western United Report: Chair Hyland reported on WUESC matters. A written report on WUESC was distributed prior to the meeting. [11:25]

B. Tri-State Report: Director Michie reported on Tri-State matters, and he responded to questions from the Board members. A written report on Tri-State had been distributed prior to the meeting. [11:28]

C. CREA Report: Director Schneider reported on CREA matters. The regular June meeting will be held on June 28, 2024. [11:30]

D. Review Board Policies – Article 4 Board Matters (4.01 – 4.13): President and CEO Wadsworth gave a written and verbal presentation on proposed changes to Article 3 Board Matters (4.01 – 4.13) of the Board Policies.

Board Policy 4.01 – Director Duties, Responsibilities, Standards of Conduct and Professional Development

- Update Revised/Reaffirmed Date: 06/25/2024
- General formatting updates
- Revise III. Responsibility – update language and formatting for consistency

Board Policy 4.02 – Roles and Responsibilities of the President and CEO

- Update Revised/Reaffirmed Date: 06/25/2024
- General formatting updates
- Revise II. Policy, Section 1.05.08 – Removed responsibility language as it will be covered in III. Responsibility. Language regarding delegation is covered in Section 1.03.01.

- Revise III. Responsibility – update language and formatting for consistency
- Board Policy 4.03 – Statement of Function for Association’s Corporate Counsel
- Update Revised/Reaffirmed Date: 06/25/2024
 - General formatting updates
 - Revise III. Responsibility – update language and formatting for consistency
- Board Policy 4.04 – Financial Oversight and Reporting
- Update Revised/Reaffirmed Date: 06/25/2024
 - General formatting updates
 - Revise III. Responsibility – update language and formatting for consistency
- Board Policy 4.05 – Records Management
- Update Revised/Reaffirmed Date: 06/25/2024
 - Revise III. Responsibility – update language and formatting for consistency
- Board Policy 4.06 – Conflict of Interest
- Update Revised/Reaffirmed Date: 06/25/2024
 - General formatting updates
 - Revise III. Responsibility – update language and formatting for consistency
- Board Policy 4.07 – Committees of the Board of Directors
- Update Revised/Reaffirmed Date: 06/25/2024
 - Revise III. Responsibility – update language and formatting for consistency
- Board Policy 4.08 – Meetings of the Board of Directors
- Update Revised/Reaffirmed Date: 06/25/2024
 - Revise III. Responsibility – update language and formatting for consistency
- Board Policy 4.09 – Officers Election
- Update Revised/Reaffirmed Date: 06/25/2024
 - General formatting updates
 - Revise III. Responsibility – update language and formatting for consistency
- Board Policy 4.10 – Voting and Elections
- Update Revised/Reaffirmed Date: 06/25/2024
 - General formatting updates
 - Revise II. Policy, Sections 3.03, 5.0, 7.0 and 8.0 – consistency with PVREA Bylaws and CO law regarding mail ballots and secrecy envelopes
 - Revise III. Responsibility – update language and formatting for consistency
- Board Policy 4.11 – Director Fees and Expenses
- Update Revised/Reaffirmed Date: 06/25/2024
 - General formatting updates
 - Add language in II. Policy, Section 1.03 – allow per diem payment for PVREA sponsored events

- Revise III. Responsibility – update language and formatting for consistency
- Board Policy 4.12 – Director Emeritus
- Update Revised/Reaffirmed Date: 06/25/2024
 - General formatting updates
 - Revise III. Responsibility – update language and formatting for consistency
- Board Policy 4.13 – Tablets
- Update Revised/Reaffirmed Date: 06/25/2024
 - General formatting updates
 - Revise III. Responsibility – update language and formatting for consistency

After discussion by the Board, upon motion duly made, seconded, and unanimously carried, the modifications to Board Policies – Article 4 Board Matters (4.01 to 4.13) proposed by staff, as amended by the Board during the meeting regarding removal of the responsibility sections from all policies and adding and clarifying in Section 3.02 of Board Policy 4.10 that the envelope containing the annual meeting ballot shall clearly be marked that a ballot is enclosed, were adopted and approved by the Board. [11:55]

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

- A. Member Correspondence and General Correspondence.
- B. Boulder, Larimer, Weld County Livestock Sales
 - Boulder County (Ron Sutherland):**
Saturday, August 10, 2024 @ 1:00 pm
Boulder County Fair Office
9595 Nelson Road, Longmont, CO 80501
 - Larimer County (Bryan Ehrlich):**
Wednesday, August 7, 2024 @ 4:30 pm
MAC Equipment Arena, The Ranch Events Complex
5280 Arena Circle, Loveland, CO 80538
 - Weld County (Peter Hyland):**
Monday, July 29, 2024 @ 3:00 pm
Island Grove Regional Park Event Center
525 N. 15th Avenue, Greeley, CO 80631
 - Scheduled Primary Purchase Rotation:** Swine-2024, Beef-2025, Sheep-2026
 - Secondary Animals:** Goat, Chicken, Lamb, Goose, Turkey and Rabbit
 - Total Budget:** \$15,000 (\$5,000 per county).
- C. Other. [12:00]

Agenda Item 11—Review Upcoming Events/Meeting Dates:

- A. CoBank Directors Conference – July 17-19, 2024.
- B. PVREA Board Meeting – July 30, 2024.
- C. Basin Electric Annual Meeting – August 13-15, 2024.

- D. PVREA Board Tour – August 20, 2024.
- E. PVREA Board Governance/Strategic Planning – September 18, 2024.
- F. NRECA Region 7/9 Meeting – September 24-26, 2024. [12:04]

MEETING	DELEGATE	ALTERNATE
NRECA Region 7/9 Meeting	Ehrlich	Peterson

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. [12:06]

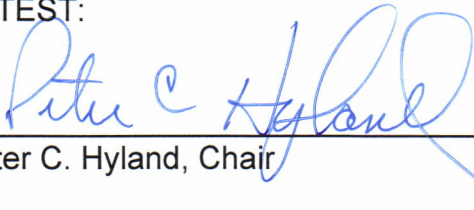
Agenda Item 13—Executive Session if Needed: Held earlier during the meeting. [12:06]

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, July 30, 2024, at 9:00 a.m.** [12:06]



Thaine J. Michie, Secretary

ATTEST:



Peter C. Hyland, Chair

Poudre Valley REA Board Meeting Schedule for 2024
July 30, 2024 – Tuesday
August 20, 2024 – Tuesday – Board Tour
August 27, 2024 – Tuesday
September 18, 2024 – Wednesday – Board Governance/Strategic Planning
September 19, 2024 – Thursday
October 23, 2024 – Wednesday
November 21, 2024 – Thursday
December 19, 2024 – Thursday