

RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

August 26, 2025

Chair Peter C. Hyland called the meeting to order at 9:02 a.m. Eight of the nine directors were present in the J. Arthur Anderson Room of the Association's headquarters, being Peter C. Hyland, Jack R. Schneider, Rick D. Johnson, Thaine J. Michie, Steven D. Anderson, 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; Executive Vice President, Engineering and Grid Advancement John Bowerfind; Vice President, Operations Ben Ludington; Vice President, CFO Amy Mahon; Vice President, Technology and Energy Resources Josh Noel; Vice President, Safety and Human Resources Michelle Perzee; and Vice President, Member and Government Relations Amy Rosier, along with General Legal Counsel Michael Westbrook. Notice of this meeting was issued as required by law and the bylaws.

Agenda Item 1—Call the Meeting to Order: Chair Hyland called the August 26, 2025, Board meeting to order.

Agenda Item 2—Roll Call. Each Board member answered the roll call, and a quorum was present in person. [9:02]

Agenda Item 3—Pledge of Allegiance: Director Schneider led the Pledge of Allegiance. [9:02]

Agenda Item 4—Additions to Agenda: Additional subject matters were added to the agenda. None. [9:03]

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 members were present in person. [9:03]

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 July 24, 2025 Board Meeting.
- B. Estate Capital Credit Retirements: discounted payment for July 2025 in the total amount of \$-0-.
- C. Proposed Bylaw Changes on Board of Directors District Representatives (*proposed changes were available for review on www.pvrea.coop*) [9:04]

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

A. Safety Report: Vice President, Safety and Human Resources Perzee, with input from Vice President, Operations Ben Ludington, reviewed the contents of the August 13, 2025, safety report with the Board. Upon motion duly made, seconded, and unanimously carried, the safety report was accepted. [9:15]

B. President~CEO and Staff Written Reports:

1. 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 safety and cyber performance matters, banking matters with input from Vice President, CFO Mahon, service project matters, FERC matters, Tri-State matters, BYOR matters, franchise matters, Western United matters, RTO matters, legislative matters, employee matters, and grant matters also with input from Vice President Mahon. [10:00]
2. 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. [10:03]
3. Vice President, Operations Ludington gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:06]
4. 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 [10:08]
5. 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. [10:10]
6. Vice President, CFO Mahon gave a verbal update to her written presentation that had been sent to the Board prior to the meeting. [10:11]

Questions from the Board members were addressed and answered by staff. Upon motion duly made, seconded, and unanimously carried, the staff reports were accepted. [10:11]

C. Financial Report: Vice President, CFO Mahon gave a verbal update to her report on financial matters for July 2025. Questions posed by Board members were answered by Vice President Mahon. Upon motion duly made, seconded, and unanimously carried, the financial report was accepted. [10:19]

D. KRTA Review: Vice President, CFO Mahon gave a visual and verbal report on selected ratios from the CFC's Key Ratio Trend Analysis (KRTA) that had been furnished to the Board prior to the meeting.

- KRTA is a diagnostic tool developed by CFC in 1975.
 - Designed specifically for electric Distribution cooperatives
 - Evaluates financial and operational performance through trend analysis
 - Compares performance against industry peers
 - Is used to help leadership and board members comprehend a complete picture of our system's performance.

- Why use KRTAs.
 - Comprehensive picture of our system’s financial and operational health
 - Benchmarking against national cooperative standards
 - Helps identify areas of strength and concern
 - Tracks performance trends over time
- Strategic Value of KRTAs.
 - Supports strategic decision-making
 - Reinforces financial transparency and accountability
 - Aids in setting realistic goals and targets
 - Provides a framework for predicting future performance
- What do KRTAs Measure?
 - System Operations (Members per Employee, Miles per Member, etc.)
 - Revenue & Expense Trends (O&M per member, Cost per kWh)
 - Margins & Equity
 - Asset Management (Plant Growth, Depreciation, Debt per member)
 - Debt Service, Interest Rates, and Liquidity
 - Member Equity & Capital Credits
- How Leadership Can Use KRTAs.
 - Gauge performance of past initiatives
 - Identify trends that may impact rate setting and capital planning
 - Use as a communication tool with our membership
 - Track Organization health metrics year-over-year
- Measured against Median of Five Peer Groups:
 - US Median (815 coops) - distribution cooperatives nationally and gives the “big picture” of how we compare nationally
 - State (22 coops) - distribution cooperatives in Colorado
 - Consumer Size (59 coops) - distribution cooperatives nationally in a similar consumer size group
 - Power Supply (42 coops) - distribution cooperatives that are served by Tri-State
 - Plant Growth (119 coops) - distribution cooperatives in the nation with a similar six-year rate of growth in total utility plant (2019-2024)

Ms. Mahon responded to questions from the Board members. Mr. Wadsworth made additional comments. [10:47] A break was taken. [10:47–11:00]

E. Wildfire Mitigation Update: Vice President, Operations Ludington presented a verbal report and update on wildfire mitigation. Questions posed by Board members were answered by Mr. Ludington. [11:13]

Agenda Item 8—Attorney Report Attorney Westbrook attended the NRECA Legal Seminar 65. [11:15]

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. [11:16]
- B. Tri-State Report:** Director Michie reported on Tri-State matters, and he responded to questions. A written report on Tri-State had been distributed prior to the meeting. [11:31]
- C. CREA Report:** Director Ehrlich reported on CREA matters, and he responded to questions. A written report on CREA was distributed prior to the meeting. [11:37]

D. Boulder, Larimer, Weld County Livestock Sales:

Boulder County (Director Sutherland):

Saturday, August 9, 2025 @ 1:00 pm
Boulder County Fair Office
9595 Nelson Road, Longmont, CO 80501

Larimer County (Director Ehrlich):

Wednesday, August 6, 2025 @ 1:00 pm
The Ranch Events Complex
5280 Arena Circle, Loveland, CO 80538

Weld County (Director Hyland):

Monday, July 28, 2025 @ 3:00 pm
Island Grove Regional Park Event Center
525 N. 15th Avenue, Greeley, CO 80631

Scheduled Primary Purchase Rotation: Beef-2025, Sheep-2026, Swine-2027

Secondary Animals: Goat, Chicken, Lamb, Goose, Turkey and Rabbit [11:42]

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

- A. Member Correspondence and General Correspondence.
- B. Other. [11:42]

Agenda Item 11—Review Upcoming Events/Meeting Dates:

- A. PVREA Board Strategic Planning Meeting – September 24-25, 2025
- B. PVREA Board Meeting – September 30, 2025
- C. NRECA Region 7/9 Meeting – October 6-8, 2025
- D. CREA Fall Meeting – November 1-4, 2025
- E. Mid-West Electric Annual Meeting – December 9-11, 2025 [11:44]

Agenda Item 12—Consideration of Delegate Designations:

- A. NRECA Colorado Meeting [11:45]

MEETING	DELEGATE	ALTERNATE
NRECA Colorado Meeting	Ehrlich	Dryer Henderson

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. [11:48] A break was taken for lunch. [11:48 –12:19] All staff left the Board room.

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 Chief Executive Officer evaluation and compensation. President and CEO Wadsworth left the meeting. 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 revised compensation amount for Jeffrey C. Wadsworth as Chief Executive Officer was approved, and compensation was set as provided in the compensation form signed by the Chair. Mr. Wadsworth returned to the Board room. [12:55]

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 **PVREA Strategic Planning Meeting will be held Wednesday - Thursday, September 24 - 25, 2025.** The next regular Board meeting will be held on **Tuesday, September 30, 2025, at 9:00 a.m.** [12:55]



Thaine J. Michie, Secretary

ATTEST:



Peter C. Hyland, Chair

Poudre Valley REA Board Meeting Schedule for 2025
September 24-25, 2025 – Wednesday-Thursday, Strategic Planning Meeting
September 30, 2025 – Tuesday
October 28, 2025 – Tuesday
November 20, 2025 – Thursday
December 18, 2025 – Thursday