

# RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

August 27, 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; Vice President, CFO and Treasurer Amy Mahon; 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; Vice President, Operations Ben Ludington, and Vice President, Safety and Human Resources Michelle Perzee 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 Hyland called the August 27, 2024, Board meeting to order.

**Agenda Item 2—Roll Call.** Each Board member answered the roll call, and a quorum was present in person. [9:00]

**Agenda Item 3—Pledge of Allegiance:** Vice President, Safety and Human Resources Michelle Perzee led the Pledge of Allegiance. [9:00]

**Agenda Item 4—Additions to Agenda:** Additional subject matters were added to the agenda. A tutorial regarding Zoom meetings will be provided by Vice President, Technology and Energy Resources Josh Noel. An executive session will be held later in the meeting. [9:01]

**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 or others were present in person [9:01]

**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 July 30, 2024 Board Meeting.
- B. Estate Capital Credit Retirements: discounted payment for July 2024 in the total amount of \$6,799.86. [9:02]

**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 August 8, 2024, safety report with the Board. Upon motion duly made, seconded, and unanimously carried, the safety report was accepted. [9:06]

**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 cyber performance, wildfire legislation, Tri-State matters and employment matters. [9:49]
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. [9:55]
3. Vice President, Operations Ludington gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [9:56]
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. [9:58]
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. [10:03]
6. 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. [10:04]

Questions from the Board members were addressed and answered by staff. Upon motion duly made, seconded, and unanimously carried, the staff reports were accepted. [10:04]

President and CEO Wadsworth provided an update on the wildfire in Weld County that occurred on August 24, 2024. [10:07]

**C. Financial Report:** Vice President, CFO and Treasurer Mahon gave a verbal update to her report on financial matters for July 2024. 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. [10:21] A break was taken. [10:21-10:37]

**D. KRTA Review:** Vice President, CFO and Treasurer 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 tool to help leadership and board members comprehend a complete picture of their system's performance.
- ☐ CFC developed the KRTA in 1975 to analyze distribution systems.
  - Operations
  - Highlight strengths and weaknesses
  - Help gauge past and present performance
  - Support predictions of future performance
- ☐ Measured against Median of Five Peer Groups:
  - US Median (812 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 (41 coops) - distribution cooperatives that are served by Tri-State
- Plant Growth (46 coops) - distribution cooperatives in the nation with a similar five-year rate of growth in total utility plant

Ms. Mahon responded to questions from the Board members. Mr. Wadsworth made additional comments. [11:22]

- E. Wildfire Mitigation Overview:** Vice President, Operations Ludington presented a verbal report and overview on wildfire mitigation. Questions posed by Board members were answered by Mr. Ludington. [11:34]

**Agenda Item 8—Attorney Report:** No report. [11:34]

**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. [11:35]
- B. Tri-State Report:** Director Michie reported on Tri-State matters, and he responded to questions from the Board members. President and CEO Wadsworth provided additional comments. A written report on Tri-State had been distributed prior to the meeting. [11:58]
- C. CREA Report:** Director Schneider reported on CREA matters. A written report on CREA was distributed prior to the meeting. [12:00]
- D. Basin Electric Annual Meeting:** Chair Hyland attended and he provided a report. [12:05]
- E. Board Tour Recap:** A recap of the Board tour was given by Board members. [12:07]

**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. [12:10] A break for lunch was taken. [12:10-12:42]

Vice President, Technology and Energy Resources Josh Noel presented a tutorial on Zoom meetings. [12:52] Staff members left the Board room.

**Agenda Item 11—Review Upcoming Events/Meeting Dates:**

- A. PVREA Board Governance/Strategic Planning – September 18, 2024.
- B. PVREA Board Meeting – September 19, 2024. **Upon motion duly made, seconded and unanimously carried the September Board meeting is changed to September 23, 2024, at 9:00 a.m. at the Association's headquarters.**
- C. NRECA Region 7/9 Meeting – September 24 to September 26, 2024.
- D. CREA Fall Meeting – October 26 to October 29, 2024.
- E. Mid-West Electric Annual Meeting – November 10 to November 12, 2024.
- F. NRECA Directors Conference – January 25 to January 28, 2025 [12:59]

**Agenda Item 12—Consideration of Delegate Designations**

- A. NRECA, Colorado Meeting at Region 7/9 Meeting:

MEETING	DELEGATE	ALTERNATE
NRECA Colorado Meeting	Schneider	Hyland

[12:59]

**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. [13:03]

**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. During the session Mr. Wadsworth returned to 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. Upon motion duly made, seconded, and unanimously carried the revised compensation amount for Jeffrey C. Wadsworth as President and Chief Executive Officer was approved, and compensation was set as provided in the compensation form signed by the Chair. [13:25]

**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 **Monday, September 23, 2024, at 9:00 a.m.** [13:25]

ATTEST:

  
Peter C. Hyland, Chair

  
Thaine J. Michie, Secretary

<b>Poudre Valley REA Board Meeting Schedule for 2024</b>
September 18, 2024 – Wednesday – Board Governance/Strategic Planning
September 23, 2024 – Monday <b>[NOTE change in date.]</b>
October 23, 2024 – Wednesday
November 21, 2024 – Thursday
December 19, 2024 – Thursday