

RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

December 15, 2022

Chair Steven D. Anderson called the meeting to order at 9:39 a.m. All the nine directors were present in the J. Arthur Anderson Room of the Association's headquarters, being Steven D. Anderson, Rick D. Johnson, Ronald G. Sutherland, Thaine J. Michie, Jack R. Schneider, Peter C. Hyland, 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; 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 Anderson called the December 15, 2022, Board meeting to order.

Agenda Item 2—Roll Call. Each Board member answered the roll call, and a quorum was present in person. [09:39]

Agenda Item 3—Pledge of Allegiance: Director Ehrlich led the Pledge of Allegiance. [09:39]

Agenda Item 4—Additions to Agenda: Additional subject matters were added to the agenda. None. [09:39]

Agenda Item 5—Public Participation: Chair Anderson 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. [09:39]

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 Board Meeting on November 29, 2022.
- B. Estate capital credits Retirements: discounted payment for November 2022 in the total amount of \$ 16,362.31.
- C. 2023 Budget: As presented by staff. [09:40]

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 December 5, 2022, safety report in detail. The written safety report had been sent to the Board prior to the meeting. Questions from the Board members were addressed and answered by Vice President Ludington. Upon motion duly made, seconded, and unanimously carried the safety report was accepted. [9:42]
- 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. [10:30]
 - b. Vice President, COO Bowerfind gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:34]
 - c. Vice President, Technology and Energy Services Noel gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:39]
 - 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. [10:42]
 - 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. [10:45]
- Questions from the Board members were addressed and answered by staff. Upon motion duly made, seconded, and unanimously carried the staff reports were accepted. [10:45] A break was taken. [10:45 to 10:55]
- 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 November 2022. Questions posed by Board members were answered by Vice President Mahon. Upon motion duly made, seconded, and unanimously carried the financial report was accepted. [10:57]
- D. 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. Questions posed by Board members were answered by staff. Upon motion duly made, seconded, and unanimously carried the record management report was accepted. [11:01]
- E. Proposed Changes to Rules and Regulations – see www.pvrea.coop or copies at the Association’s office for changes to be considered.** Vice President, COO Bowerfind gave a visual and verbal presentation about the proposed changes to the Rules and Regulations of the Association. Questions by the Board were responded to by Vice President, COO Bowerfind. The final proposed changes to the Rules and Regulations as presented by staff will be proposed for action at the January 2023 Board meeting. [11:24]

Agenda Item 8—Attorney Report: No Report. [11:24]

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. [11:25]
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. [12:04] A break for lunch was taken. [12:04 to 12:37]
- B. CREA Report:** Director Schneider along with comments by President and CEO Wadsworth reported on CREA matters and responded to questions from the Board members. A written report on CREA had been distributed prior to the meeting. Staff members left the room. [12:52]
- C. Mid-West Electric Annual Meeting:** Directors Ehrlich and Peterson gave a report and answered questions from Board members. [13:03]

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

- A. Member Correspondence and General Correspondence.**
- B. Other.** [13:03]

Agenda Item 11—Review Upcoming Events/Meeting Dates:

- A. NRECA Directors Conference, February 4 - 7, 2023**
- B. CREA Annual Meeting, February 22-25, 2023**
- C. NRECA PowerXchange, March 5 – 8, 2023.** [13:03]

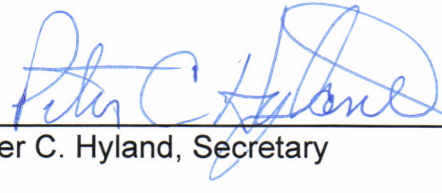
Agenda Item 12—Consideration of Delegate Designation: Upon motion duly made, seconded, and unanimously carried, the following delegates and alternates to the following meetings were approved:


MEETING	DELEGATE	ALTERNATE
NRECA Annual Meeting	Ehrlich	Dryer Henderson
NISC Annual Meeting	Ehrlich	Dryer Henderson
NRTC Annual Meeting	Ehrlich	Dryer Henderson
CFC Annual Meeting	Dryer Henderson	Ehrlich
Federated Rural Electric Annual Meeting	Dryer Henderson	Ehrlich
CREA Annual Meeting	Anderson	Hyland
Western United Annual Meeting	Hyland	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. [13:08]

Agenda Item 14—Executive Session if Needed: None. [13:10]

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, January 31, 2023, at 9:00 a.m.** [13:10]


Peter C. Hyland, Secretary

ATTEST:

Steven D. Anderson, Chair

Poudre Valley REA Board Meeting Schedule for 2023
January 31, 2023—Tuesday
February 21, 2023—Tuesday
March 28, 2023—Tuesday
April 1, 2023—Saturday - reorganization meeting after the Annual Meeting
April 20, 2023—Thursday
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