

RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

August 25, 2026

Chair Peter C. Hyland called the meeting to order at 9:02 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, Rick D. Johnson, Thaine J. Michie, Steven D. Anderson, Bryan D. Ehrlich, Sheryl Dryer Henderson, Jan K. Peterson, and Terry J. Willis. 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; and Vice President, Member and Government Relations Amy Rosier, along with General Legal Counsel Michael Westbrook. Member Dale Karlin was also in attendance. 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 25, 2026 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: Member Dale Karlin led the Pledge of Allegiance. [9:02]

Agenda Item 4—Additions to Agenda: Additional subject matters were added to the agenda. None. [9:02]

Agenda Item 5—Public Participation: Chair Hyland and President and CEO Wadsworth had received no written comments made by members prior to the meeting. Dale Karlin did not provide any comments and no other 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 28, 2026 Board Meeting.
- B.** Estate Capital Credit Retirements: discounted payment for June 2026 in the total amount of \$933.69.
- C.** CFC One Card Program Resolution.
RESOLVED, that the Cooperative establish or continue its participation in a corporate credit card program under the terms, conditions and provisions of the One Card Program Reimbursement Agreement (the "Agreement"), and to reimburse

CFC, together with interest, for any amounts that CFC is required to pay U.S. BANK on behalf of the Cooperative pursuant to the terms of the Agreement; and, **RESOLVED**, that the President and Chief Executive Officer of the Cooperative be and is hereby authorized to execute the Agreement on behalf of the Cooperative, to execute any future amendments to said Agreement as such individual may deem appropriate, and to execute such further documents as may be necessary or appropriate in order to comply with CFC's or U.S. Bank's requirements; and, **RESOLVED**, that it is the intent of the Board that upon execution and delivery of the Agreement to CFC, and when executed by CFC, the Agreement shall constitute a valid and binding agreement between CFC and the Cooperative, enforceable in accordance with its terms; and **RESOLVED**, that the appropriate officers are authorized to take all other actions they deem advisable to carry out the purpose of these resolutions.
[9:04]

Director Peterson made brief comments. [9:05]

Agenda Item 7—Bylaw Review and Update – Articles 1 through 15:

President and CEO Wadsworth reviewed Articles 1 through 15 of the Bylaws with the Board. The Board discussed the Bylaws and possible amendments to Articles 1 through 15 as discussed by the Board at previous 2026 Board meetings. Questions from the Board members were addressed and answered by Mr. Wadsworth and Attorney Westbrook. Director Peterson made a motion for approval of proposed changes to Article 5 as detailed in a written handout that he provided to the Board during a previous board meeting. Director Peterson withdrew his motion after discussion. Additional comments were provided by Directors Michie, Peterson, Dryer Henderson, Ehrlich, and Hyland. [10:04]

Agenda Item 8—Staff Reports / Presentations: Staff reports were presented as follows:

A. Safety Report: Vice President, Operations Ludington reviewed the contents of the July 30, 2026, safety report with the Board. Upon motion duly made, seconded, and unanimously carried, the safety report was accepted. [10:07]

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 made by Mr. Wadsworth about safety, various meetings, franchise matters, Tri-State matters, power supply matters, and NRECA matters. Director Michie provided additional comments regarding Tri-State. [10:35]
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. [10:37]
3. Vice President, Operations Ludington gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. Upon motion duly made, seconded, and unanimously carried, an increase in the 2026 budget in the amount of \$123,000 was approved for two miles of easement and right of way maintenance and clearing of trees in the Pingree Park area. [10:44]

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. [10:46]
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. [10:48]
6. Vice President, CFO Mahon gave a verbal update to her written presentation that had been sent to the Board prior to the meeting. [10:49]

Questions from the Board members were addressed and answered by staff. Upon motion duly made, seconded, and unanimously carried, the staff reports were accepted. [10:49]

- C. Financial Report:** Vice President, CFO Mahon gave a verbal update to her report on financial matters for July 2026. Questions posed by Board members were answered by Vice President Mahon with input from President and CEO Wadsworth. Upon motion duly made, seconded, and unanimously carried, the financial report was accepted. [11:02] A break was taken. [11:02 –11:18]

- 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.

■ Key Ratio Trend Analysis (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
- Used by leadership to better understand how the cooperative has performed historically and compare with other cooperatives across the nation, while seeing 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 (814 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 (124 coops) - distribution cooperatives in the nation with a similar six-year rate of growth in total utility plant (2020-2025)

Ms. Mahon and Mr. Wadsworth responded to questions from the Board members. Mr. Wadsworth made additional comments. [11:59]

- E. Wildfire Mitigation Update:** Vice President, Operations Ludington presented a verbal report and update to his wildfire mitigation written presentation that had been furnished to the Board prior to the meeting. Questions posed by Board members were answered by Mr. Ludington. [12:07]

Member Dale Karlin reported on a wildfire presentation that was recently made by staff of the Association and others at a neighborhood event in Larimer County. [12:12] A break for lunch was taken [12:12 – 12:40]

Agenda Item 9—Attorney Report: Attorney Westbrook provided additional comments on the Bylaws. [12:42]

Agenda Item 10—Director Reports / Items:

- A. 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. President and CEO Wadsworth provided additional comments. [13:08]
- B. CREA Report:** Director Ehrlich reported on CREA matters, and he responded to questions. A written report on CREA was distributed prior to the meeting. [13:12]
- C. Western United Report** Chair Hyland reported on WUESC matters. A written report on WUESC was distributed prior to the meeting. [13:14]
- D. County Livestock Sales:**
- Boulder County (Director Willis):**
Saturday, August 8, 2026 @ 1:00 pm
Boulder County Fair Office
9595 Nelson Road, Longmont, CO 80501
- Larimer County (Director Ehrlich):**
Wednesday, August 5, 2026 @ 1:00 pm
The Ranch Events Complex
5280 Arena Circle, Loveland, CO 80538
- Weld County (Director Hyland):**
Monday, July 27, 2026 @ 3:00 pm
Island Grove Regional Park Event Center
525 N. 15th Avenue, Greeley, CO 80631

Scheduled Primary Purchase Rotation: Sheep-2026, Swine-2027, Beef-2028
Secondary Animals: Goat, Chicken, Lamb, Goose, Turkey and Rabbit
Total Budget: \$30,000 (\$10,000 per county). [13:22]

- E. Basin Electric Annual Meeting** Directors Michie and Peterson attended the Basis Electric Annual Meeting and they provided a report. [13:28]

All staff members left the board room except President and CEO Wadsworth. [13:28]

Agenda Item 11—Discussion of Utility Industry and PVREA Topics if Needed:

- A.** Member Correspondence and General Correspondence
- B.** Other [13:29]

Agenda Item 12—Review Upcoming Events/Meeting Dates:

- A.** PVREA Strategic Workshop – September 16-17, 2026
- B.** PVREA Board Meeting – September 29, 2026
- C.** NRECA Region 7/9 Meeting – October 5-7, 2026
- D.** CREA Fall Meeting – October 31-November 3, 2026
- E.** Mid-West Electric Annual Meeting – December 8-10, 2026 [13:31]

Agenda Item 13— Consideration of Delegate Designations:

Meeting	Delegate	Alternate
A. NRECA Colorado Meeting	Hyland	Ehrlich

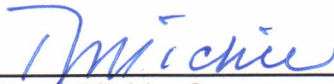
[13:32]

Agenda Item 14—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. [13:35] Dale Karlin left the board room.

Agenda Item 15—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 service matters, member matters, power supply matters, and Chief Executive Officer evaluation and compensation. President and CEO Wadsworth left the meeting during the executive session regarding Chief Executive Officer evaluation and compensation. 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. [14:20]

Agenda Item 16—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, September 29, 2026, at 9:00 a.m.** [14:20]



Thaine J. Michie, Secretary

ATTEST:



Peter C. Hyland, Chair

Poudre Valley REA Board Meeting Schedule for 2026
September 16-17, 2026 Strategic Planning September 29, 2026 – Tuesday
October 27, 2026 - Tuesday
November 19, 2026 – Thursday
December 17, 2026 - Thursday