

RECORD OF MINUTES

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

March 31, 2020

Chair Steven D. Anderson called the meeting to order at 9:00 a.m. by hosting a Zoom electronic voice meeting room. All the nine directors were present on the conference call, being Steven D. Anderson, Rickey D. Johnson, James F. Fender, Ronald G. Sutherland, Jack R. Schneider, Thaine J. Michie, Peter C. Hyland, Jan K. Peterson, and Bryan D. Ehrlich. Also attending on the conference call were President and CEO Jeffrey Wadsworth, Vice President, CFO and Treasurer Lisa Wright, Vice President and COO John Bowerfind, Vice President of Member and Government Relations David White, Vice President of Technology and Energy Resources Josh Noel, and General Legal Counsel Randolph W. Starr and Michael A. Westbrook. Guests on the conference call were Adam Pydrowski and Steve Szabo.

As a result of the novel coronavirus COVID-19, a state of emergency has been declared by Colorado's Governor and the President of the United States. A notice of this meeting was issued and provision was made for electronic participation in the meeting as required by law of members, consumers and news media.

Agenda Item 1—Call the Meeting to Order: Chair Anderson called the March 31, 2020, Board meeting to order.

Agenda Item 2—Roll Call. Each board member answered the roll call, and a quorum was present on the teleconference. [09:00]

Agenda Item 3—Additions to Agenda: Additional subject matters were added to the agenda. None. [09:00]

Agenda Item 4—Public Participation: Chair Anderson and CEO Wadsworth detailed any comments made by members that had been received prior to the meeting, and there were none. Steven Szabo was on the conference call. [09:04]

Agenda Item 5—2019 Audit Report Presentation: At this time Mr. Adam Pydrowski of CliftonLarsonAllen LLP gave an oral report to the Board about the 2019 financial audit conducted by him for the Association. A copy of the audit report was provided to the Board prior to the meeting. Questions about the report were asked by board members and responses were given by Mr. Pydrowski. Mr. Wadsworth made additional comments about the audit report. Upon motion duly made, seconded and unanimously carried the audit report was accepted. [09:27] Mr. Pydrowski left the conference call.

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 February 25, 2020.
- B. Estate capital credits Retirements: discounted payment for February 2020 in the total amount of \$ 6,418.18.
- C. Allocation of 2019 Capital Credits. Capital Credit Allocation-PVREA* \$5,556,686; Capital Credit Allocation-G&T \$3,694,077 Capital Credit Allocation-Total \$ 9,250,763; *Does not include any unbilled revenue. [9:28]

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

- A. **Safety Report:** President and CEO Wadsworth reviewed the contents of the February 26, 2020 safety report in detail. The written safety report had been sent to the Board prior to the meeting. Vice President Bowerfind presented additional comments about the report. Upon motion duly made, seconded and unanimously carried the safety report was accepted. [09:44]
- 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. [10:00]
 - b. Vice President, CFO and Treasurer Wright gave a verbal update to her written presentation that had been sent to the Board prior to the meeting. [10:02]
 - c. Vice President and COO Bowerfind gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:08]
 - d. Vice President Noel gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:10]
 - e. Vice President White gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [10:20]

Upon motion duly made, seconded and unanimously carried the staff reports were accepted. [10:20]
- C. **Financial Report:** Vice President, CFO and Treasurer Wright gave a brief verbal report on financial matters for February 2020. Upon motion duly made, seconded and unanimously carried the financial report was accepted. [10:28]

A short break was taken. [10:28 to 10:40]

Agenda Item 8—Attorney Report: Mr. Starr discussed the status of the motion to intervene in the PUC Docket complaint of La Plata Electric and United Power against Tri-State regarding an exit fee for Poudre Valley with the Colorado Public Utilities Commission. He also discussed the PUC and FERC proceedings of Tri-State on rates. [10:44]

Agenda Item 9—Director Reports / Items:

- A. **Western United Report:** Director Fender reported on WUESC matters. A written report on WUESC had been distributed prior to the meeting. [10:49]
- B. **Tri-State Report:** Director Michie, with input by President and CEO Wadsworth, reported on Tri-State matters. A written report on Tri-State had been distributed prior to the meeting. [11:11]
- C. **CREA Report:** Director Schneider reported on CREA matters. A written report on CREA had been distributed prior to the meeting. [11:18]

- D. Discuss NRECA Annual Meeting:** Board members [Michie, Schneider, Peterson, Ehrlich and President and CEO Wadsworth] discussed the NRECA Annual Meeting. [11:30]

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

- A. Member Correspondence and General Correspondence.
- B. Other. [11:32].

Agenda Item 11—Review Upcoming Events/Meeting Dates:

- A. PVREA Annual Member Meeting April 4.—virtual
- B. NRECA Director Conference April 4-7, 2020, in Kansas City.—canceled
- C. Tri-State Annual Meeting April 7-8 in Denver. —postponed
- D. PVREA Board Meeting April 21, 2020.—TBD
- E. NRECA Legislative Conference April 26-28, 2020 in Washington, D.C.—canceled
- F. PVREA Board Meeting May 26, 2020.—TBD
- G. NRUCFC Forum June 15-17, in Salt Lake City.
- H. CoBank Energy Directors Conference July 13-15, 2020 in Colorado Springs.
- I. NRECA Region VII/IX September 29-October 1, 2020 in Omaha.
- J. CREA Fall Member Meeting October 10-13, 2020 in Denver. [11:32]

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. [11:39]

Agenda Item 13—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 Board matters. Mr. Wadsworth remained on the conference call. Staff and Mr. Szabo were not on the conference call. 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. [11:45]

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, April 21, 2020. Depending on the status of the COVID-19 public health orders in effect at the time, then a virtual meeting may be held.** [11:45]



James F. Fender, Secretary