

Record of Minutes

Colorado 31 Larimer

Poudre Valley Rural Electric Association, Inc.

January 25, 2011

President Jack R. Schneider called the meeting to order at 9:00 a.m. All [ten] directors were present. Also attending were CEO Robert B. Gaskill, Chief Financial/Operating Officer Jeff Wadsworth, Human Resources and Safety Services Manager Duane Ziller, Member Services and External Affairs Manager Myles Jensen, and Attorney Randolph Starr and Attorney Westbrook. Guest present was Kenton Brunner.

There being no further business to come before the December 21, 2010, meeting of the Board, upon motion duly made, seconded and unanimously carried the meeting was adjourned.

President Schneider called the regular January Board meeting to order.

Changes to the Agenda were made by President Schneider as follows: Add 17B consideration of Western United Electric Supply Corporation annual meeting delegate and alternate designation and add 17C consideration of Tri-State annual meeting delegate and alternate designation. [09:03]

President Schneider asked for comment from the public, Mr. Brunner made short comments. [09:02]

Upon motion duly made, seconded and unanimously carried, the following matters were adopted and approved by the Board:

1. Minutes of the Board Meeting on December 21, 2010.
2. Work Order Form 219 (#806-12-10) in the amount of \$172,973.23.
3. Construction contracts for December 2010 on the list given to the Board prior to the meeting.
4. Estate capital credits discounted payment for December in the amount of: \$2,736.49 on the list given to the Board prior to the meeting. [09:02]

Additional information was distributed by CEO Gaskill. [09:05]

CF/OO Wadsworth gave a verbal and PowerPoint® report on various financial matters. During the report Pat Plank entered the board room. Questions were asked by members of the Board and answered by Mr. Wadsworth. Upon motion duly made, seconded and unanimously carried the financial report was accepted. [09:28]

Mr. Plank gave a verbal and PowerPoint® report on the status of the Lyons Jr/Sr High School solar project and education curriculum. [9:54] At the conclusion of his report Mr. Plank left the Board room.

CF/OO Wadsworth gave a report on a prepaid metering rate proposal. A motion was made and seconded to accept the recommendation of management to develop a new prepaid metering rate for residential class of service as presented. After discussion the motion passed on a majority vote. Mr. Wadsworth also reported on a proposed plug in electric vehicle rate pilot program. [10:37]

CEO Gaskill reviewed with the Board a proposed annual calendar listing upcoming activities, events and meetings of the board. [10:45] During his report Operation Services Manager Glen Livengood entered the Board room.

CEO Gaskill gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [11:11]

CF/OO Wadsworth gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [11:13]

Manager Ziller gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [11:14]

Manager Jensen gave a verbal update to his written presentation that had been sent to the Board prior to the meeting. [11:20]

Upon motion duly made, seconded and unanimously carried the management reports were accepted. [11:20]

The written safety report of January 11, 2011, had been sent to the Board prior to the meeting. CEO Gaskill reviewed the contents of the report. Operation Services Manager Glen Livengood reported on two near miss incidents shown on the report. Upon motion duly made, seconded and unanimously carried, the safety report was accepted. [11:36] At the conclusion of his report Mr. Livengood left the Board room. At this time Mr. Brunner left the Board room.

At this time the regular luncheon break was taken. [reconvene at 13:10]

CEO Gaskill reported on the status of (Agenda Item 12): A) 2011 rate design / member information meetings~with input by Manager Jensen [13:19; B) update on the Association's AMI project~with input by Manager Jensen [13:24]; C) update on large projects and inquiries by CF/OO Wadsworth [13:40]; D) Update on annual member meeting arrangements by Manager Jensen [13:45]; E) review of new administrative and team member policies~with input by Manager Ziller. [13:48]

Upon motion duly made, seconded and unanimously carried, the following resolution was adopted:

A) SAFETY

WHEREAS, Poudre Valley Rural Electric Association, Inc, (PVREA) believes in ensuring that its team members are working, and member/owners are living, in a safe environment and;

WHEREAS, the Board of Directors believes that being proactive in all actions having to do with safety will help improve PVREA's safety performance;

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors hereby adopts a leadership commitment to the Rural Electric Safety Achievement Program.

BE IT FURTHER RESOLVED, that the officers of PVREA are authorized and directed to take any and all actions required to ensure that safety at PVREA is of the utmost importance and that guidelines are followed strictly.

[13:50] At this time members of management left the Board room.

B) Appointment to Board of Directors:

Discussion ensued about appointment of a replacement to the vacancy created by the resignation of director Hole District 3, Position L, Larimer County. Two applications were received. The Board considered the credentials of each candidate. Upon motion duly made, seconded and carried on a majority vote James Fender was appointed as the replacement for the current vacancy in the Board. [14:06] At this time Attorney Westbrook left the Board room. At this time director Sutherland left the Board room.

Director Lock reported on WUESC matters. A written report on WUESC had been distributed prior to the meeting. [14:07]

President Schneider reported on CREA matters. A written report on CREA had been distributed prior to the meeting. [14:11]

Director Michie reported on Tri-State matters. A written report on Tri-State had been distributed prior to the meeting. [14:17]

Upon motion duly made, seconded and carried the following delegates and alternates was named:

At CREA Annual Meeting; NRECA Colorado Annual Meeting: President as delegate and Secretary as alternate.

WUESC Annual Meeting: President as delegate and Secretary as alternate.

Tri-State Annual Meeting: President as delegate and Secretary as alternate. [14:18]

Other past and upcoming meetings were discussed: NRECA Director Conference in San Antonio January 31 to February 1; PVREA Board Meeting February 22; CREA Annual Meeting in Denver February 26 to March 1, and NRECA Annual Member meeting March 7 to 9 in Orlando. [14:24]

Each of the Board members, the CEO and the attorney reported on the contents of their respective expense billing sheets. Upon motion duly made, seconded and unanimously carried, the director and CEO reports were approved. [14:27]

Discussion of member correspondence distributed by CEO Gaskill ensued. [14:27]


A discussion continued from the December Board meeting about who may speak on behalf of the cooperative. Discussion was held on the informal policy of having the President be the spokesperson for the Board on matters relating to the association. Board Policy 1.03~Communications was reviewed. It was the consensus of the Board that no change in Policy 1.03 was necessary. [14:47]

A discussion ensued about whether to form a member advisory committee for the association. During the discussion director Anderson left the Board room. [14:52]

CEO Gaskill reviewed the plans for the upcoming Agriculture Hall of Fame Banquet (Denver) on Thursday, February 24. [14:56]

Member annual meeting election matters were discussed. [15:05]

There being no further business to come before the meeting, upon motion duly made, seconded and unanimously carried, the meeting was recessed until the regular Board meeting on **February 22, 2011**. [15:05]

  
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Robert A. Lock – Secretary

ATTEST:

  
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Jack R. Schneider – President

NOTE: The 2011 Board meeting dates have been set as follows: February 22, 2011, March 26, 2011 (reorganization only), March 29, 2011, April 26, 2011, May 31, 2011, June 28, 2011, July 26, 2011, August 30, 2011, September 27, 2011, October 25, 2011, November 29, 2011, and December 20, 2011. The Annual

Meeting of members of the Association has been set for Saturday, March 26, 2011, at the Embassy Suites in Loveland [registration starts at 7:30 a.m.].