

## Record of Minutes

### Colorado 31 Larimer

#### Poudre Valley Rural Electric Association, Inc.

January 27, 2009

President Keith D. Croonquist called the meeting to order at 9:00 a.m. All Directors were present. Also attending were CEO Brad Gaskill, Engineering Services Manager Jim Byrne, Finance / Corporate Services Manager Mike Johnson, Human Resources and Safety Services Manager Duane Ziller, Member Services Manager Myles Jensen, and Operations Services Manager Tim Stanton and Attorney Randolph Starr and Attorney Michael Westbrook.

There being no further business to come before the December 23, 2008, meeting of the board, upon motion duly made, seconded and carried, the meeting was adjourned.

President Croonquist called the regular January board meeting to order.

Changes to the Agenda were made by President Croonquist to add: #12f concerning approval to sign annexation agreement with Town of Windsor. President Croonquist suggested that the board discussion about the board survey, Loudon Ditch annual meeting, and review of budget matters. (09:02)

President Croonquist asked for comment from the public. There was no comment from the public. (09:02)

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

1. Minutes of the December 23, 2008, board meeting.
2. Work Order Form 219 (#782-12-08) in the amount of \$2,530,689.68.
3. Construction contracts for January, 2009, on the list given to the board prior to the meeting were approved. (09:07)

CEO Gaskill distributed additional documents received since the board packet had been mailed. (09:09)

Manager Johnson gave a verbal and PowerPoint® report on various financial matters. Questions were asked by the board and answered by Manager Johnson and CEO Gaskill. Upon motion duly made, seconded and carried the financial report was accepted. (09:48)

CEO Gaskill reported on the status of: A) Moblesource repayment [emails included in board packet], B) Mr. Byrne and Attorney Starr reported on the status

of the proposed sale of about 1.36 acres to the Windsor-Severance Fire Protection District [10:13], C) the Berthoud Economic Resource Team [10:25], D) Attorney Starr reported on Amendment 54 related to sole source government contracts [copy delivered at the board meeting][10:56], E) Mr. Jensen gave a status update on preparations for the annual member meeting [11:17], and F) new Administrative and Team Member Policies and Procedures [distributed in the board packet]. [11:19]

Director Park reported on CREA matters. A written report on CREA had been distributed prior to the meeting. (11:47)

CEO Gaskill gave his report by printed slides from his PowerPoint® presentation that had been sent to the board prior to the meeting, and then he gave a verbal update to the slides. (12:10)

At this time the luncheon break was taken. (reconvened 12:55) At this time director Park left the board meeting.

CEO Gaskill gave a report on the status of repayment on Moblesource. [12:56]

Manager Ziller gave his report by printed slides from his PowerPoint® presentation that had been sent to the board prior to the meeting, and then he gave a verbal update to the slides. (12:59)

Manager Byrne gave his report by printed slides from his PowerPoint® presentation that had been sent to the board prior to the meeting, and then he gave a verbal update to the slides. (13:03)

Manager Jensen gave his report by printed slides from his PowerPoint® presentation that had been sent to the board prior to the meeting, and then he gave a verbal update to the slides. (13:29)

Manager Johnson gave his report by printed slides from his PowerPoint® presentation that had been sent to the board prior to the meeting, and then he gave a verbal update to the slides. (13:36)

Manager Stanton gave his report by printed slides from his PowerPoint® presentation that had been sent to the board prior to the meeting, and then he gave a verbal update to the slides. (14:02)

Upon motion duly made, seconded and carried the management reports were accepted. (14:02)

The written safety report of January 13, 2009, was sent to the board prior to the meeting. CEO Gaskill reviewed the contents of the report. Upon motion duly made, seconded and carried, the safety report was accepted. (14:15)

Attorneys Starr and Westbrook had no report. (13:03)

CEO Gaskill and Attorney Starr presented the proposed franchise with the Town of Windsor and recommended that it be passed. Upon motion duly made, seconded and carried, the proposed franchise with the Town of Windsor as presented by CEO Gaskill was approved. (14:22)

CEO Gaskill and Attorney Starr presented the proposed Resolution regarding the PURPA implementation required for the association and the proposed Resolution had been sent to the board prior to the meeting in the board packet. Action on the PURPA standards is required prior to December 19, 2009. After discussion by the board, upon motion duly made, seconded and carried the following resolution regarding the association's PURPA requirement was passed and the full Resolution is attached to these minutes. (14:23)

CEO Gaskill presented a request to receive the direction of the board to sell the Goldman Sachs investment portfolio of the association. The motion was defeated on a divided vote. (14:29) At this time Attorney Westbrook left the board room.

CEO Gaskill included in the board packet a letter sent by Tri-State to the Governor's Energy Office regarding the Climate Action Plan proposal. Also a draft of a letter for use by Tri-State's members was included in the board packet. CEO Gaskill suggested that the letter be changed to include the programs that have been adopted and implemented by the association regarding energy efficiency and savings. Upon motion duly made, seconded and carried CEO Gaskill's recommendation was adopted and he is directed to send the letter. (14:40)

CEO Gaskill presented a request from the American Red Cross for a sponsorship request. A copy of the request was included in the board packet. No action was taken. (14:44) At this time the department managers, except Mr. Byrne, left the board room.

Upon motion duly made, seconded and carried CEO Gaskill was authorized to sign any annexation agreement and annexation petition on behalf of the association to facilitate the proposed 1.36 acres sale into the Town of Windsor. (14:45)

Director Hansen reported on Tri-State matters. A written report on Tri-State had been distributed prior to the meeting. (15:12)

Director Diehl reported on WUESC matters. A written report on WUESC had been distributed prior to the meeting. (15:17)

CEO Gaskill reviewed the meeting held with Weld County and his attendance at the CEO Conference in Florida; and he reviewed upcoming events including the February 24, 2009 board meeting, the NRECA Annual meeting (February 15-18, 2009), the CREA Annual member meeting February 28-March 3, 2009, the NRECA Director's Conference (March 22-26, 2009), and the annual member meeting of the association on March 28, 2009. (15:35)

Each of the Board members reported on the contents of their respective board billing sheets. Upon motion duly made, seconded and carried, the reports were approved. Upon motion duly made, seconded and carried, the CEO's expense report was approved. (15:38)

At this time President Croonquist discussed additional items regarding the board survey and participation in the NRECA International program. Manager Byrne discussed his view of continued participation in the program. Mr. Byrne then left the board room. Further discussion ensued. At this time director Anderson left the board room. The Loudon Ditch annual meeting was identified. The contacts from Owens Illinois were discussed. (16:15)

Upon motion duly made, seconded and unanimously carried the board entered executive session to consider documents or testimony given in confidence generally relating to personnel matters. 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 to exit the executive session was made, seconded and carried. (16:38) Discussion about the budget for the association occurred. (16:40)

There being no further business to come before the meeting, upon motion duly made, seconded and carried, the meeting was recessed until February 24, 2009, at 9:00 A.M. [16:40]

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Thaine J. Michie –Secretary

ATTEST:

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Keith D. Croonquist – President

NOTE: The 2009 Board meeting dates have been set as follows: February 24, 2009, March 28 (reorganization + full agenda), 2009, April 22, 2009, May 26, 2009, June 30, 2009, July 28, 2009, August 25, 2009, September 29, 2009, October 27, 2009, November 24, 2009, December 22, 2009. The annual meeting

of members for 2009 will be at the Larimer County Fairgrounds (“The Ranch”) on Saturday, March 28, 2009.