

MINUTE RECORD – BOARD OF DIRECTORS – GRAND VALLEY RURAL POWER LINES, INC.

Regular Meeting

March 20, 2024

The Board of Directors of Grand Valley Rural Power Lines, Inc., met in regular session on Wednesday, March, 20, 2024 at 845 22 Road, Grand Junction, Colorado. President VanWinkle called the meeting to order at 9:00 a.m. Attendees recited The Pledge of Allegiance.

ROLL CALL:	
Joe Burtard	present
Kyle Coltrinari	present
Gary DeYoung	present
Joe Landini	present
Jesse Mease	present
Bill Rooks	present
Carolyn Sandeen-Hall	present
Janie VanWinkle	present
Brian Woods	present

Others present: Tom Walch, CEO; Derek Elder, CAO; Joseph Michalewicz, CFO; Karen Allen, Information Technology Manager; Walter Fees, Engineering Supervisor; Destry Smith, Energy Services Administrator; Tanya Marchun, Communications Specialist; Sarah Abbott, Attorney.

MOTION: Motion by Sandeen-Hall second by Mease to approve the minutes of the February 21, 2024, regular meeting; motion carried, Burtard abstained.

Janie VanWinkle noted that a couple of directors have previous commitments at 2:30 and asked the board to consider moving the Executive Session to 11:00 to give all directors the chance to participate in the Executive Session. Discussion ensued.

MOTION: Motion by Woods second by Sandeen-Hall to approve the amended agenda, moving the Executive Session to 11:00 a.m.; unanimously carried.

I. Guests and Public Comments

Walch welcomed former Director, Public Relations Manager, and GVP member Bill Byers. Byers shared his family ties and service to GVP. Byer's historical presentation focused on the strong community presence of individuals who served on the GVP board of directors. He noted that his father, William A. Byers, served as president of the GVP board, president of the Colorado Rural Electric Association board, as a member of the NRECA board, and as one of the charter directors of the National Rural Utilities Cooperative Finance Corporation. Walch and the board expressed appreciation for the presentation, noting that Byers' report and news clippings will be valuable archival documents to help preserve GVP's history.

Walch presented the NRECA Board Leadership Certificate (BLC) to Janie VanWinkle. The Board Leadership Certificate recognizes individuals who continue their professional development after becoming a Credentialed Cooperative Director. Directors who have attained the BLC have completed 10 credits in advanced, issues-oriented courses.

Walch noted that Customer Support Representative Laurie Miles will be retiring on April 2 and thanked

her for her service and dedication to Grand Valley Power and its members.

II. Staff Reports

Communications – Marchun reported that Laurie Miles retirement party is scheduled for April 2 at 11:00 at GVP’s headquarters. All directors were invited to attend. Marchun informed the board that the Scholarship Selection Committee met last week to pick the scholarship recipients. Marchun presented the recipients of the scholarships and noted that the communications department will be identifying the high school awards ceremony dates to be shared with directors at next month’s board meeting.

Walch shared that GVP did not receive an application for GVP’s CMU Tech scholarship. Walch noted that the Scholarship Selection Committee felt the first alternate selection for the GVP Scholarship is deserving and asked the board to consider awarding the CMU Tech scholarship to the alternate selection for the GVP Scholarship. Discussion ensued.

MOTION: Motion by Landini second by Rooks to follow the recommendation of the Scholarship Selection Committee and award the CMU Tech scholarship to the alternate selection of the GVP Scholarship; unanimously carried.

Member Services – Smith reported that GVP will have over 1,200 interconnected distributed generation systems tied into the grid by the end of April. Smith provided an update on GVP’s Preferred Solar Installer program.

Information Technology – Allen indicated that the IT staff has completed its implementation of the multi-factor authentication program DUO. Allen noted a recent report of known attempts from foreign countries to infiltrate networks in the United States. Allen provided an overview of GVP’s secure network, focusing on the growing complexity required to guard against cybersecurity threats.

Operations – reporting for Bill Barlow, Walch indicated that GVP construction crews are wrapping up a large project near Molina. Walch noted that historically, projects of this magnitude were constructed using contractors. Walch shared appreciation for the operations department and their ability to complete larger projects while still maintaining the continuity of its day-to-day operations.

Walch provided a summary of a recent theft of wire from a substation and shared that GVP’s losses are approximately \$3,500. Walch noted that GVP will be installing cameras as part of a pilot project to test the effectiveness of remote substation monitoring.

Finance – Michalewicz provided a summary of the monthly financials and reported on the disconnects and write-offs. Michalewicz shared that GVP will draw down the remaining balance of the CFC Power Vision loan signed in 2018. Michalewicz stated that the auditors have been working with staff to gather information and documentation for the 2023 audit which should wrap up in the coming weeks.

III. CEO Report

Legislative Update – Walch shared that a legislative summary was provided in the board materials. Walch noted that CREA and Colorado cooperatives continue to work with the Colorado Energy Office on the target dates for emissions reduction targets.

MOTION: Motion by Sandeen-Hall second by Mease to approve the CEO report; unanimously carried.

IV. Consent Agenda

MOTION: Motion by DeYoung second by Woods to approve the consent agenda; unanimously carried.

V. Executive Session – Power Supply, Legal Update, Personnel Matters

MOTION: Motion by Mease second by Sandeen-Hall to convene an executive session for the purpose of receiving a power supply RFP update, receiving a privileged legal update, and discussing personnel matters to include the CEO performance review; unanimously carried.

Executive session convened at 11:02 a.m.

Regular session reconvened at 1:26 p.m.

MOTION: Motion by Sandeen-Hall second by Woods to authorize GVP management staff to work with Xcel Energy to ensure that they will act as the responsible party to file Grand Valley Power's Resource Adequacy Annual Report for the period of January 1, 2025, through May 31, 2028; unanimously carried.

MOTION: Motion by Sandeen-Hall second by Woods to designate Guzman Energy as the agent to file Grand Valley Power's Resource Adequacy Annual Report for the period of June 1, 2028, through December 31, 2029; unanimously carried.

MOTION: Motion by Landini second by DeYoung to authorize the board president to finalize and deliver the CEO evaluation consistent with the board's discussion in executive session; unanimously carried.

MOTION: Motion by Mease second by Woods to establish a board committee to examine GVP's CEO evaluation process and present recommendations to the board at the August board meeting; unanimously carried.

The board committee will consist of Carolyn Sandeen-Hall, Kyle Coltrinari, Jesse Mease, and Brian Woods. VanWinkle appointed Sandeen-Hall to serve as chair of the committee.

VI. Strategic Planning Preview

Walch discussed Grand Valley Power's mission statement and guiding principles and asked for director input. The consensus of the board was that GVP's mission statement and guiding principles are a good statement of GVP's mission and values and should not require amendment or revision in the upcoming strategic planning session.

Walch asked directors to take some time to respond to the strategic planning survey to prepare for the strategic planning session and to help streamline the discussion. Walch noted that the survey was sent to executive staff members along with directors and legal counsel. Walch shared the expected schedule that begins on April 16 and runs through April 17. Walch noted that the regularly scheduled April board meeting will be called to order at 9:00 a.m. on April 17 with the strategic planning session to resume in executive session during the meeting.

Walch noted that staff will work with the auditors to complete the audit and schedule a meeting with the Audit and Finance Committee on or before April 15.

VII. Attorney's Report

Abbott reported that they are working with staff to review HR policies relating to work from home, paid time off, and an employee handbook.

VIII. CREA Report

Woods noted that the CREA board voted to oppose proposed legislation restricting oil and gas development by a 17-3 vote. The board vote was significant because the CREA Legislative committee was deadlocked 3-3 on a vote to oppose.

Walch reminded directors that the May CREA meeting will be held at GVP on May 6-7. Walch provided an overview of the scheduled agenda.

Walch noted that he has invited CREA Executive Director Kent Singer to attend the GVP board meeting on June 26.

IX. WUE Report

Mease noted that the Western United board material was included in the board report. Mease shared that sales continue to remain steady while the order backlog continues to grow.

X. Continuing Business

None.

XI. New Business

VanWinkle shared that the Colorado River District will be attending the May board meeting to discuss the current state of the Shoshone Water Plant.

MOTION: Motion by DeYoung second by Landini to adjourn; unanimously carried.

Meeting adjourned at 2:00 p.m.

Derek Elder, Acting Assistant Secretary

Janie VanWinkle, President