

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

Regular Meeting

April 17, 2024

I. Call to Order, Pledge of Allegiance, Roll Call

The Board of Directors of Grand Valley Rural Power Lines, Inc., met in regular session on Wednesday, April 17, 2024 at 845 22 Road, Grand Junction, Colorado. President Janie VanWinkle called the meeting to order at 8:30 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 (virtual)
Carolyn Sandeen-Hall	present
Janie VanWinkle	present
Brian Woods	present

Others present: Tom Walch, CEO; Derek Elder, Chief Administrative Officer; Joseph Michalewicz, Chief Financial Officer; Rita Sanders, Director of Marketing & Communications; Karen Allen, Information Technology Manager; Sarah Wheeler, Controller/Benefits Administrator; Destry Smith, Energy Services Administrator; Walter Fees, Engineering Supervisor; Sarah Abbott, Attorney; Eric Anderson, Regional Vice President, National Rural Utilities Cooperative Finance Corporation; Darrin Lynch, Vice President, National Rural Utilities Cooperative Finance Corporation.

II. Approve Minute Record of March 20 Regular Board Meeting

**MOTION:** Motion by Sandeen-Hall second by Coltrinari to approve the minutes of the March 20, 2024 regular meeting; unanimously carried.

III. Approve Agenda

**MOTION:** Motion by Sandeen-Hall second by Landini to approve the agenda; unanimously carried.

IV. Guests and Public Comments

None.

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

**MOTION:** Motion by Mease second by Coltrinari to convene an executive session for the purpose of strategic planning, and with the acceptance of a friendly amendment to discuss personnel matters, power supply, and rates and to receive a privileged legal update; unanimously carried.

Executive session convened at 8:35 a.m.

Regular session reconvened at 1:50 p.m.

## VI. Staff Reports

Human Resources – Elder reported that Linda Schroder has started training for her role as system operator to replace Cindy Roling, who is retiring. Elder said that he is working with Karen Allen, who is retiring, to draft a job description for a Director of IT position to succeed her. Elder also noted that the GIS analyst position has been filled and the new person will start at the end of the month, and that Foreman Trevor Lettman is pursuing credentials to operate GVP’s unmanned aerial device.

Communications – Sanders asked directors to work with her to schedule director participation at high school awards ceremonies honoring GVP’s scholarship winners. Sanders also noted that GVP will be at the Western Colorado Children’s Water Festival May 13-14 with the 4-H Energy Lab, and that directors are invited to join the fun.

Walch reported that Grand Valley Power is refreshing its hallway with current and updated art and signage. The first piece to arrive is an original painting by Mesa, Colorado resident Gerald Fritzler, a renowned artist who has been a GVP member since 1979.

Engineering – Walch shared that Grand Valley Power has been working on a line extension for a large warehouse in front of Leitner Poma.

Finance – Michalewicz provided a summary of the monthly financials and reported on the disconnects and write-offs, as well as director hours to be reported on the 2023 IRS Form 990. Michalewicz noted a recent incident of check fraud involving a check written to a member that was intercepted and stopped.

## VII. CEO Report

Legislative Report – Walch provided a legislative update on state bills for managing carbon emissions and EV charging. He also provided information about net-metering and efforts to preserve cooperatives’ independence in setting rates that are fair and equitable for all consumers. Walch said that policy makers who rely on a “value of solar” calculation for energy should also consider the value of the reliability, as well as the value of the distribution grid, which has an associated cost to build, maintain and expand.

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

## VIII. Consent Agenda

**MOTION:** Motion by Mease second by DeYoung to approve the consent agenda items; unanimously carried.

## IX. Finance and Audit Committee Report

Woods reported that the auditors Kevin Kelso and George Lynch presented their 2023 Audit Report to the Finance and Audit Committee during a thorough virtual presentation. He relayed his view that the Audit Report was positive, and recommended acceptance by the full board.

**MOTION:** Motion by Woods second by Mease to accept the audit report as presented; unanimously carried.

## X. Attorney’s Report

Abbott reported that key legal issues had been covered in executive session. She said she has been working on a member information disclosure consent report to align with Grand Valley Power policy. The consent form will be used for a low-income apartment development in GVP’s service territory to get the permission of the residents to provide energy consumption information to the state agency providing funding for the

apartments.

XI. Colorado Rural Electric Association Report

Woods reported that CREA has been following net-metering legislative efforts around the state, and the topic will be a key focus of the CREA meetings that Grand Valley Power is hosting in Grand Junction in early May.

Walch noted that the board and staff are invited to attend CREA meeting events.

Sandeen-Hall provided information on CARE, NRECA's PAC, and encouraged board members to contribute to the action committee during this election year. She and Walch said the PAC is one of the few that represents rural households and cooperatives on issues they care about.

Western United Electric Supply Report

Mease reported that Western United logged slightly declining sales over the last year. The supplier has \$162 million in backlogged orders, 40% of which is transformers. He noted that WUE will reconsider a revision of the report it provides on capital credits.

XII. Continuing Business

Walch noted that Woods will represent Grand Valley Power at the Mesa County Cattlemen's Association on Friday and will give a brief update on what is happening at the cooperative. At the May meeting, the board will hear from the Colorado River District about Shoshone water rights.

VanWinkle thanked directors for taking time away from their jobs and families to work on strategic planning. She suggested that at the May meeting the board add an agenda item to consider using the stipend for board work above and beyond normal activities. Sandeen-Hall requested that a recycling receptacle be placed in the boardroom kitchen.

XIII. New Business

None.

XIV. Adjourn

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

Meeting adjourned at 3:01 p.m.

---

Rita Sanders, Assistant Secretary

---

Janie VanWinkle, President