

**MINUTES OF THE REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF  
UNITED POWER, INC.  
FRIDAY, OCTOBER 21, 2016**

**GENERAL**

President Brian McCormick called the regular meeting of the United Power Board of Directors to order at 9:00 a.m. on October 21, 2016. The meeting was held at United Power Headquarters in Brighton, Colorado. Present were Directors Ginny Buczek, Tim Erickson, Robert Grant, Beth Martin, Brian McCormick, Ursula Morgan, Rick Newman, Susan Petrocco, Douglas Pryce, Dave Rose and James Vigesaa. Chief Executive Officer Darryl Schriver and Executive Administrator Michele Sack were also present.

Others present for the meeting were staff members Bryant Robbins, Dean Hubuck, Delaine Orendorff, John Parker, Mitzi Rea, Antelia Salazar-Ball, and Troy Whitmore.

**INVOCATION/PLEDGE**

Director Martin gave the invocation and led in the Pledge of Allegiance.

**AGENDA APPROVED**

**A motion was made by Director Buczek**, which was seconded and carried, to approve the agenda as presented by President McCormick.

**ACTION ITEMS/SPECIAL REPORTS**

The September 14, 2016 Special Board meeting minutes and the September 16, 2016 Regular Board meeting minutes were included in the Board packet for review. **A motion was made by Director Rose**, which was seconded and carried, to approve the September 14, 2016 Special Board Meeting Minutes, as presented. **A motion was made by Director Martin**, which was seconded and carried, to approve the September 16, 2016, Regular Board Meeting minutes, as presented.

**Policy C-09 – Corporate Attorney – Legal Counsel**

The Board reviewed the plan and schedule for updating United Power's Corporate Policies. This is one of the key responsibilities of the Board. Currently, the Corporate Policies are scheduled for review on a biennial basis. Policy C-09 - Corporate Attorney – Legal Counsel was reviewed by the Board of Directors on November 21, 2014. Following discussion, **Director Grant made a motion**, which was seconded and carried, to adopt Policy C-09 - Corporate Attorney – Legal Counsel, as presented with no changes. This policy will be reviewed again in two years.

Accounting Supervisor, Ellen Judish, joined the meeting at 9:25 a.m.

## **CEO REPORT**

CEO Schriver reviewed his October 14, 2016 written report which was included in the Board packet. The following topics were discussed and updated by CEO Schriver, CFO John Parker, the Executive Leadership Team and various staff:

- Safety
- Review Debt/Maturities/Interest Rates
- Financial Report
- Review of September 14, 2016 Board Minutes

Director McCormick discussed the September 14, 2016 Regular Board Meeting minutes which were approved earlier in the meeting. Following review and discussion, the wording and timing of the Executive Session was corrected. **Director Grant made a motion**, which was seconded and carried, to amend the September 14, 2016, Regular Board meeting minutes to reflect Board changes.

The Board recessed for break at 10:20 a.m. and reconvened at 10:30 a.m.

CEO Schriver and CFO Parker continued the review of the October 14, 2016 written report:

- 2<sup>nd</sup> Review O&M Budgets

The Board recessed for lunch at 12:00 p.m. and reconvened at 1:00 p.m.

Following lunch, CEO Schriver and CFO Parker continued the review of the 2nd written report:

- 2<sup>nd</sup> Review O&M Budgets

Director Rose left the meeting at 1:30 p.m.

- Status Report – 2016 Strategic Plan
- 3<sup>rd</sup> Quarter Accomplishments
- Pilot – Residential Demand Rate

Following the CEO report at 2:15 p.m., staff consisting of Bryant Robbins, Dean Hubback, Delaine Orendorff, John Parker, Mitzi Rea, Antelia Salazar-Ball, and Troy Whitmore left the meeting.

## **ASSOCIATED ORGANIZATIONS**

Board President McCormick discussed the upcoming Basin Electric Annual Meeting which will be held in Bismarck, North Dakota, November 9-11, 2016. This meeting will be attended by various Directors and staff.

Director Rose returned to the meeting at 2:22 p.m.

## **ROSE HONORED**

Director Rose was recognized for receiving his National Rural Electric Cooperative Association Credentialed Cooperative Director Certificate.

## **TRI-STATE REPORT**

Director Newman reviewed his written Tri-State Board Report for October 2016 and also discussed the Tri-State Rate Committee. Director Buczek discussed the Tri-State Contract Committee.

## **CREA REPORT**

Director Buczek will report on the CREA report following the next CREA meeting which is scheduled October 27-28, 2016.

## **WUE REPORT**

Director Rose reviewed the Western United Electric report and addressed Board questions.

The Board recessed for break at 3:15 p.m. and reconvened at 3:23 p.m.

## **EXECUTIVE SESSION**

**Director Pryce made a motion** that the Board goes into Executive Session to discuss organizational changes. The motion was seconded and carried.

The Board went into Executive session at 3:24 p.m. Attending were Directors Buczek, Erickson, Grant, Martin, McCormick, Morgan, Newman, Petrocco, Pryce, Rose and Vigasaa. Also in attendance were CEO Schriver and Executive Administrator Michele Sack.

The Executive Session ended at 3:55 p.m. and the Board reconvened into regular session.

Director Petrocco left the Board meeting at 3:56 p.m.

## **BOARD DISCUSSIONS**

**Director Newman** requested the Board discuss the allocation for Board President Brian McCormick. President McCormick turned the gavel over to Secretary/Treasurer Beth Martin for the purpose of making comments. President McCormick resumed the chair after the discussion. Following discussion of President McCormick's per diem, **Director Rose made a motion**, which was seconded, to increase President McCormick's per diem for 2016 by \$250 per month for a total of \$3,000. **Director Vigesaa made a motion** to amend Director Rose's motion, which was seconded, to postpone this discussion to a future Board meeting so that an informed decision can be made. This motion failed. **Director Rose** withdrew his initial motion and the 2<sup>nd</sup> concurred.

## **ROUND-UP FOUNDATION**

The Round-Up Foundation October Update and Year-to-Date Summary by Director District were included in the Board packet for review and discussion.

## **WRITTEN REPORTS**

The following written reports were included in the Board packet for review and discussion.

Absences and Regular Hours Worked

New Memberships by District

Report on Collection Activities

## **MEETING SCHEDULE**

The next Regular Board Meeting is scheduled for Friday, November 18, 2016 at 9:00 a.m. at Brighton Headquarters, 500 Cooperative Way, Brighton, CO 80601

## **ADJOURNMENT**

President Brian McCormick declared the meeting adjourned at 5:13 p.m.



Michele Sack, Recording Secretary