

**MINUTES OF THE REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF  
UNITED POWER, INC.  
FRIDAY, AUGUST 19, 2016**

**GENERAL**

President Brian McCormick called the regular meeting of the United Power Board of Directors to order at 9:00 a.m. on August 19, 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, Douglas Pryce, Dave Rose and James Vigesaa. Chief Executive Officer Darryl Schriver and Executive Administrator Michele Sack were also present. Director Susan Petrocco was absent.

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

**INVOCATION/PLEDGE**

Director of External Affairs Troy Whitmore gave the invocation and led in the Pledge of Allegiance.

**AGENDA APPROVED**

President McCormick mentioned a new agenda item, Miramonte Fire Mitigation Project, has been added to the "Other Action Items" portion of the agenda. **A motion was made by Director Martin**, which was seconded and carried, to approve the agenda as amended by President McCormick.

**INTRODUCTION OF NEW EMPLOYEES**

Chief of Human Resources, Delaine Orendorff, introduced Andy Ross, Project Coordinator I, working in the Engineering & Rates Department, Michelle Supper, Angeline Velasquez and Martha Gonzales working in Member Services as Member Service Representatives.

**CONSENT AGENDA**

The July 15, 2016 Regular Meeting Minutes and the Rules and Regulations of Annual Meeting Voting & Procedures were included in the Board packet for review. **Director Pryce** requested the Rules and Regulations of Annual Meeting Voting & Procedures be pulled from the consent agenda. **A motion was made by Director Buczek**, which was seconded and carried, to approve the July 15, 2016 Regular Meeting Minutes, as corrected.

## **ADOPT RULES AND REGULATIONS OF ANNUAL MEETING VOTING AND PROCEDURES**

CEO Schriver and Mitzi Rea, Manager of Information Services, discussed the Rules and Regulations of Voting for the 2017 Annual Meeting which was included in the Board packet. After further discussion and questions from the Board, **Director Pryce made a motion**, which was seconded, to adopt the Resolution Concerning Rules, Regulations and other Procedures of Voting for the 2017 Annual Business Meeting. This motion failed. **Director Grant made a motion**, which was seconded and carried, to postpone approving this Resolution and this agenda item will be included on the September agenda for review following discussion with legal counsel.

## **2017 BUDGET: SALES FORECAST**

CFO Parker provided details on the 2017 Budget Sales Forecast which was included in the Board packet. Discussion was held regarding residential and small commercial load growth in our service territory. CFO Parker and CEO Schriver addressed Board questions.

## **SECURITY UPDATE; NIST CYBER SECURITY FRAMEWORK**

Mitzi Rea, Manager of Information Services, discussed the National Institute of Standards and Technology (NIST) Cybersecurity Framework (CSF) which was included in the Board packet. The CSF consists of leading cybersecurity practices that have proved to be successful, and also provides United Power an overarching program template, best practices guide, and assessment mechanism to ensure all critical threats are adequately addressed. She addressed Board questions.

## **REVIEW POLICY C-05 – ATTENDANCE & PARTICIPATION AT MEETINGS OF THE BOARD OF DIRECTORS**

Following review and discussion **Director Vigesaa made a motion**, which was seconded, to approve Policy C-05, Attendance & Participation at Meetings of the Board of Directors, as distributed at the meeting. **Director Pryce made a motion**, which was seconded, to postpone the review of this policy until the September 2016 Board meeting to allow legal counsel review. This motion failed. The original motion as made by Director Vigesaa passed.

## **MIRAMONTE FIRE MITIGATION PROJECT**

Director of External Affairs Troy Whitmore discussed the upcoming Miramonte Fire Mitigation Project. This project, working with other Colorado agencies, works to provide fuels reduction along the Right of Way of United Power transmission lines. **Director Newman made a motion**, which was seconded and carried, to approve United Power's contribution of \$5,000 towards the Miramonte Fire Mitigation Project.

At 10:30 a.m. the Board recessed for break. The Board reconvened at 10:45 a.m.

### **CEO REPORT**

CEO Schriver reviewed his August 11, 2016 written report which was included in the Board packet. The following topics were discussed and updated by CEO Schriver, the Executive Leadership Team and various staff:

- Safety
- Round-up Foundation
- Financial Report
- Legislative Activity
- Key Accounts
- Del Camino Substation Fire
- Weld County Road 49 Widening Project
- LED Lighting
- Battery Storage
- Strategic Planning Retreat
- Electronic Board Packet/Cost Analysis

The Board recessed for lunch at 12:28 p.m. and reconvened at 1:15 p.m.

### **DIRECTOR FORUM**

Director Morgan mentioned she recently attended the Boulder County Fair Livestock Auction with Bill Meier, Senior Community Affairs Representative for United Power. The livestock purchased at this auction was donated to several food bank organizations in our service territory. Director Erickson commented that he and several Directors recently attended the Erie Air Fair along with the Mountain View Fire District and assisted with their pancake breakfast. This event was attended by members across our territory.

Director Grant left the Board meeting at 2:30 p.m.

### **ASSOCIATED ORGANIZATIONS**

Director Buczek discussed the upcoming Colorado Rural Electric Association Energy Innovations Meeting which will be held September 10-13, 2016 in Denver, Colorado. She addressed Board questions.

## **EXECUTIVE SESSION**

**Director Vigesaa made a motion** that the Board goes into Executive Session to discuss pending Legal & Regulatory Matters and personnel issues. The motion was seconded and carried.

The Board went into Executive session at 3:07 p.m. Attending were Directors Buczek, Erickson, Grant, Martin, McCormick, Morgan, Newman, Pryce, Rose and Vigesaa. Also in attendance were CEO Schriver, CFO John Parker, Engineering and Rates Manager Dean Hubbuck and Executive Administrator Michele Sack. Legal Counsel Mark Williams attended by tele-conference.

CFO John Parker, Engineering and Rates Manager Dean Hubbuck and Legal Counsel Mark Williams left the Executive Session at 5:02 p.m.

CEO Darryl Schriver and Executive Administrator Michele Sack left Executive Session at 5:10 p.m.

The Executive Session ended at 5:15 p.m. and the Board recessed for break. The Board reconvened into regular session at 5:20 p.m.

## **TRI-STATE REPORT**

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

Director Vigesaa left the Board Meeting at 5:33 p.m.

## **CREA REPORT**

The next CREA Board meeting will be held August 25<sup>th</sup> following the August Board of Directors meeting.

## **WUE REPORT**

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

## **ROUND-UP FOUNDATION**

The Round-Up Foundation July 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, September 16, 2016 at 9:00 a.m. at Brighton Headquarters, 500 Cooperative Way, Brighton, CO 80601

## **ADJOURNMENT**

President Brian McCormick declared the meeting adjourned at 6:10 p.m.



Michele Sack, Recording Secretary