

**MINUTES OF THE REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF  
UNITED POWER, INC.  
FRIDAY, JANUARY 19, 2018**

**GENERAL**

President James Vigesaa called the regular meeting of the United Power Board of Directors to order at 9:00 a.m. on January 19, 2018. The meeting was held at United Power Headquarters in Brighton, Colorado. Present were Directors Keith Alquist, Ginny Buczek, Tim Erickson, Elizabeth Martin, Brian McCormick (tele-conference), Ursula Morgan, Rick Newman, Dave Rose, Susan Petrocco, James Vigesaa and Tamra Waltemath. Chief Executive Officer John D. Parker and Executive Administrator Michele Sack were also present.

Others present for the meeting were staff members Dean Hubbeck, Jerry Marizza, Ken McFadden, Bryant Robbins, Laurie Rydwell, and Troy Whitmore.

**INVOCATION/PLEDGE**

**Director Whitmore** 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 amended.

**NEW EMPLOYEES**

The following new employees were introduced:

- Vanessa Estrada – Billing and Collections Manager
- Laura Baker – Support Manager
- Marissa Miell – Member Service Representative
- Samantha Riblett – Member Service Representative

**ACTION ITEMS/SPECIAL REPORTS**

The December 20, 2017 Regular Board meeting minutes was included in the Board packet for review. **A motion was made by Director Newman**, which was seconded and carried, to approve the December 20, 2017, Regular Board meeting minutes as amended.

### **APPOINT TRI-STATE BOARD MEMBER**

Annually an election is held to nominate a Board Member to represent United Power on the Tri-State Board of Directors. Following discussion, **Director Petrocco made a motion**, which was seconded and carried, to table the Tri-State election to the end of the meeting.

### **CAST BALLOTS IN ROUND-UP DIRECTOR ELECTION**

The Annual Meeting of the Round-Up Foundation will be held Friday, January 19, 2018 at 4:00 p.m. at United Power Headquarters. Per the Round-Up Bylaws, Directors are elected at the annual meeting to represent each United Power member district. Round-Up Directors from the East, West, and South Districts were up for election for three year terms. Additionally, three alternate directors at-large are elected for a one year term. After discussion, **Director Buczek made a motion**, which was seconded and carried, to adopt the following Resolution Authorizing Vote in Election of Directors for the Round-Up Foundation's Annual Meeting of Members.

#### **RESOLUTION AUTHORIZING VOTE IN ELECTION OF DIRECTORS FOR THE ROUNDUP FOUNDATION'S ANNUAL MEETING OF MEMBERS**

WHEREAS, the annual meeting of members of the Roundup Foundation is scheduled January 19, 2018, at 4:00 p.m.; and

WHEREAS, the principal purpose of said annual meeting is to elect Directors in Districts E, W, and S Districts; and to elect three alternate at-large members to the Board; and

WHEREAS, United Power, Inc. is the sole member of the United Power Roundup Foundation; and

WHEREAS, three incumbent Directors have indicated they would like to continue to serve on the Board; and

WHEREAS, Ken Fisher, Mary Zink, and Larry Trudell are interested in serving as Alternate Directors at large.

NOW, THEREFORE, BE IT RESOLVED, that United Power, Inc., cast a unanimous ballot for the following directors to the Roundup Foundation Board:

District E:	Wendee Dietrich	(three-year term)
District W:	Jim Long	(three-year term)
District S:	Bill Alsdorf	(three-year term)

Alternate Members at large:

Mary Zink (one-year term)  
Ken Fisher (one-year term)  
Larry Trudell (one-year term)

BE IT FURTHER RESOLVED, that United Power's presiding officer is hereby authorized and directed to take all steps necessary to effectuate said vote on behalf of United Power, Inc.

**RESOLUTION AUTHORIZING UNITED POWER TO BUY REAL ESTATE**

During the October 2017 Board meeting, a resolution was adopted to purchase land located at 500 Cooperative Way, Brighton, however the dollar amount on the resolution was incorrect. Following review of the new resolution, which was included in the Board packet, **a motion was made by Director Newman**, to adopt the Resolution Authorizing Officer of United Power to Buy Real Estate located at 500 Cooperative Way, Brighton, Colorado.

**RESOLUTION AUTHORIZING OFFICER OF UNITED POWER TO BUY REAL ESTATE LOCATED AT 500 COOPERATIVE WAY, BRIGHTON, CO**

**RESOLVED**, that the Board of Directors have been fully advised and provided with information related to the proposed acquisition of the land, consisting of approximately 0.582 acres, located at 500 Cooperative Way, Brighton, Colorado, described as Lot 1, Block 3, Bromley Park Filing No. 101, Second Amendment Subdivision Plat for a purchase price of \$53,225.00 and has determined that it is in the best interests of the cooperative to proceed with the proposed transaction; and

**RESOLVED**, that the following Officer John D. Parker, acting alone, is hereby authorized and directed to execute on behalf of the cooperative a Contract to Buy Real Estate to acquire the property and to take any action reasonably related thereto to perform such contract including engaging third party inspectors to investigate the condition of the property:

John D. Parker, Chief Executive Officer

**MOTION AFFIRMING PUC ALTERNATE REPRESENTATIVE**

Director Alquist was appointed to the United Power Board of Directors on October 26, 2017 to fill the vacant Director seat in the South District. When this seat in the South District was vacant, thereto was the alternate representative for the PUC (Public Utilities Commission) organization. Following discussion, **Director Morgan made a motion**, which was seconded and carried, to appoint Director Alquist as the alternate to the PUC organization.

WHEREAS, United’s official representatives and alternates to associated organizations shall be selected by the Board of Directors at the first regular meeting of the Board following the annual meeting of members; and

WHEREAS, other associated organizations require delegates to represent a region or district, and said delegates may in turn be authorized by United Power to serve.

NOW, THEREFORE, BE IT RESOLVED that the following persons are hereby designated to associated organizations as follows:

<u>Name of Organization</u>	<u>Representative</u>	<u>Alternate</u>
Basin Electric Power Cooperative	Elizabeth Martin	Tamra Waltemath
CFC - National Rural Utilities Cooperative Finance Corp	Rick Newman	Brian McCormick
CREA - Colorado Rural Electric Association	Tim Erickson	Tamra Waltemath
Federated Rural Electric Insurance Exchange	Ursula Morgan	Tamra Waltemath
Mid-West Electric Consumer Association	Tim Erickson	Brian McCormick
NCSC – National Cooperative Services Corp.	Ursula Morgan	Tamra Waltemath
NISC – National Information Solutions Cooperative	Ursula Morgan	Tamra Waltemath
NRECA - National Rural Electric Cooperative Association	Elizabeth Martin	Susan Petrocco
NRTC - National Rural Telecommunications Council	Rick Newman	Ursula Morgan
PUC - Public Utilities Commission	Dave Rose	Keith Alquist
SEDC – South Eastern Data Corporation	Dave Rose	Ginny Buczek
Tri-State G & T Association	Brian McCormick	Ginny Buczek
WUE - Western United Electric Supply Corporation	James Vigesaa	Rick Newman

**CEO REPORT**

CEO John Parker reviewed his January 2018 CEO written report which was included in the Board packet. The following topics were discussed and updated by CEO Parker and CEO Staff:

- Chief Operations Officer
  - 2017 Major Accomplishments
  - Internal Controls Audit

The Board recessed for a break at 10:34 a.m. and reconvened at 10:50 a.m.

- Chief Financial Officer
- Public Affairs Officer
- Power Supply & Rates
- New Business
- Risk and Safety

The Board recessed for lunch at 12:10 p.m. and reconvened at 1:00 p.m.

### **BOARD DISCUSSIONS**

- Board Strategy Workshop
- Boardvantage

### **EXECUTIVE SESSION**

**Director Newman made a motion** that the Board go into Executive Session to discuss personnel and contract issues. The motion was seconded and carried.

The Board went into Executive session at 1:20 p.m. with the Board, CEO Parker, Michele Sack, Troy Whitmore and Dean Hubbuck present.

Troy Whitmore and Dean Hubbuck left Executive Session at 1:56 p.m.

The Executive Session ended at 2:38 p.m. and the Board reconvened into regular session.

The Board recessed for a break at 2:39 p.m. and reconvened at 2:54 p.m.

### **APPOINT TRI-STATE BOARD MEMBER**

**Director Martin made a motion**, which was seconded, to postpone the Tri-State election until the February Board meeting to allow time for discussion with legal counsel. This motion failed. Following nominations and voting by secret ballot, **Director McCormick made a motion**, which was seconded and carried, to adopt by acclamation the following Resolution Electing Richard Newman to the Tri-State Board.

### **RESOLUTION ELECTING MEMBER TO THE TRI-STATE BOARD**

WHEREAS, the bylaws of Tri-State Generation and Transmission Association, Inc., provide that, “Each Class A member shall elect one of its Directors or its Manager to serve on the Board of Directors of the (Tri-State) Association from that Class A member.”

NOW, THEREFORE, BE IT RESOLVED that United Power, Inc., hereby elects Richard Newman for the Board of Directors of Tri-State Generation and Transmission Association, Inc., effective as of Tri-State's 2018 Annual Meeting, to serve until such time as a successor shall have been elected and certified in writing to Tri-State, or until his/her term is otherwise concluded in accordance with Tri-State's bylaws.

**ASSOCIATED ORGANIZATIONS**

CREA (Colorado Rural Electric Association) will be holding their annual meeting February 10-13, 2018 in Denver, Colorado.

**TRI-STATE REPORT**

Director Newman reviewed his written Tri-State Board report for January 2018 and addressed Board questions.

Board President James Vigesaa left the Board meeting at 3:24 p.m. Vice-President Susan Petrocco presided over the remainder of the meeting.

**CREA REPORT**

There was no CREA meeting held since the last Board meeting.

**WUE REPORT**

Director McCormick reviewed the Western United Electric approved meeting minutes from November 2017 and addressed Board questions.

**ROUND-UP FOUNDATION**

The Round-Up Foundation December 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 Wednesday, February 21, 2018 at 9:00 a.m. at Brighton Headquarters, 500 Cooperative Way, Brighton, CO 80601.

## **ADJOURNMENT**

Vice-President Susan Petrocco declared the meeting adjourned at 3:44 p.m.



Michele Sack, Recording Secretary