

**MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
UNITED POWER, INC.
WEDNESDAY, FEBRUARY 27, 2019**

GENERAL

Chairman James Vigessaa called the regular meeting of the United Power Board of Directors to order at 9:00 a.m. on February 27, 2019. The meeting was held at United Power Headquarters in Brighton, Colorado. Present were Directors Keith Alquist, Ginny Buczek, Tim Erickson, Elizabeth Martin, Brian McCormick, Ursula Morgan, Rick Newman, Susan Petrocco, Dave Rose, James Vigessaa and Tamra Waltemath. Chief Executive Officer John D. Parker, Chief Operating Officer Bryant Robbins, Chief Financial Officer Laurie Rydwell, Public Affairs Officer Troy Whitmore and Executive Administrator Michele Sack were also present.

Others present for the meeting were staff members Erin Hane, Dean Hubuck, Jerry Marizza, Robert Maxwell, and Ken McFadden.

INVOCATION/PLEDGE

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

NEW EMPLOYEES

The following new employees were introduced:

- Alyssia Padilla– Right of Way Agent

SAFETY MINUTE

Risk and Compliance Director, Ken McFadden, provided an update on safety activities throughout United Power. He also shared a new safety program, Commitment to Zero, which will be implemented, at United Power, in the coming weeks.

CONSENT AGENDA

The following items were listed on the consent agenda:

- Approval of Agenda
- Approve January 23, 2019 Regular Meeting Minutes
- Appoint Election Credentials Committee

RESOLUTION APPOINTING ELECTION AND CREDENTIALS COMMITTEE

WHEREAS, the Annual Meeting of Members will be held Wednesday, April 17, 2019; and

WHEREAS, it is important that our Election and Credentials Committee be assembled to supervise registration procedures and to resolve any dispute regarding said registration; and

WHEREAS, the Election and Credentials Committee is also charged with overseeing the ballot counting process and settling related disputes.

NOW, THEREFORE, BE IT RESOLVED, that the following members of United Power, upon their acceptance, are hereby appointed to serve on the Election and Credentials Committee with the duties and authority set forth above.

<u>Name</u>	<u>Address</u>	<u>District</u>	
Bill Alsdorf	1311 Strong Street, Brighton 80601		South
Carol Criswell	195 Valle Drive, Fort Lupton, 80621		East
Frank Howell	204 South 5 th Street, Brighton, 80601		South
James Long	8069 Morning Harvest Drive, Frederick 80504		West
Dale McCall	11274 County Road 17, Longmont, 80504		West
Troy Norby	251 Donna Street, Fort Lupton, 80621		East
Connie Sassé-Price	P.O. Box 326, Rollinsville, 80474		Mtn.
Mary Zink	160 South 17 th Avenue Drive, Brighton, 80601		South

Director Petrocco made a motion, which was seconded and carried, to approve the consent agenda as presented.

25 YEAR EMPLOYEE RECOGNITION

A motion was made by Director Martin, which was seconded and carried, to adopt the following Resolution honoring William (Bill) Hottel for his 25 years of Dedicated Service to United Power.

RESOLUTION HONORING WILLIAM (BILL) HOTTEL
FOR 25 YEARS OF SERVICE

WHEREAS, William (Bill) Hottel completed 25 years of regular service with United Power, Inc., as of the 1st day of January 2019; and

WHEREAS, United Power's Board of Directors wishes to show its appreciation to Bill for his many years of service (including 2 additional years as a temporary employee).

NOW, THEREFORE, BE IT RESOLVED that Bill Hottel is hereby awarded a check equal to \$1,500.00 as an expression of United Power's gratitude for his many years of faithful service.

IN WITNESS WHEREOF, the said Corporation has caused this Resolution to be signed by the Officers and Directors of the Board and to be sealed with the seal of the Corporation this 27th day of February 2019.

ACKNOWLEDGEMENT OF FREDERICK WAPA ALLOCATIONS

The purchase of Frederick Power and Light was completed on January 17, 2019. As part of this purchase the Town has agreed to work with United Power to assign their Western Area Power Administration (“WAPA”) allocation to United Power.

In addition, WAPA has asked for an acknowledgment in the form of a Resolution from United Power’s Board of Directors in agreement.

This was tabled until the afternoon session to allow for discussions and clarification in Executive Session.

Director of Information Services, Alie Beauchamp, joined the meeting at 9:25 a.m.

POLICY C-11 DISCLOSURE OF INFORMATION

CFO Rydwell discussed her memo, which was included in the Board packet, regarding Policy C-11 - Disclosure of Information. This policy was scheduled for review by the Board in December of 2018. Staff previously requested that the Board allow time to review and potentially update this policy to ensure there is consistent and non-conflicting language across all policies.

Upon further review, staff has determined there are five additional policies which will need to be further examined to ensure consistency along with two new policies to provide definitions and support for Policy C-11. These revisions and new policies will be ready for review during the April 2019 Board meeting.

POLICY C-31 – DIRECTOR USE OF COMPANY OWNED COMPUTER TECHNOLOGY

This policy was reviewed by the Board in December 2018 and February 2019. Following discussion and recommendations with staff and Director of Information Services, Alie Beauchamp, a committee will be formed to move forward with Policy C-31. The committee will consist of CFO Laurie Rydwell, Director of Information Services Alie Beauchamp, Executive Administrator Michele Sack, and Board of Directors Keith Alquist, Elizabeth Martin and Ursula Morgan.

The Board recessed for a break at 10:00 a.m. and reconvened at 10:14 a.m.

EXECUTIVE SESSION

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

The Board went into Executive session at 10:14 a.m. with the Board, CEO Parker, Legal Counsel Mark Williams, and staff present.

Director Newman left Executive session at 12:10 p.m. The Board recessed for lunch at 12:25 p.m. and reconvened into Executive session at 1:15 p.m. with all present except for legal Counsel Mark Williams.

Director Newman left Executive session at 1:36 p.m.

The Board recessed for a break at 2:43 p.m. and reconvened into Executive Session at 2:55 p.m. with the entire Board and CEO Parker present.

The Executive Session ended at 3:35 p.m. and reconvened into regular session with staff returning to the meeting.

ACKNOWLEDGEMENT OF FREDERICK WAPA ALLOCATIONS (cont.)

The discussion of the Frederick WAPA Allocations continued from the morning session. Following review, **Director Buczek made a motion**, which was seconded and carried, to adopt the following Resolution of Acknowledgement of Frederick WAPA Allocations. **Director Erickson opposed this resolution.**

**RESOLUTION ACKNOWLEDGEMENT OF TOWN OF FREDERICK WESTERN AREA
POWER ADMINISTRATION ALLOCATIONS**

WHEREAS, United Power, Inc. recognizes that the Town of Frederick operated a Municipal utility, Frederick Power and Light Electrical System; and

WHEREAS, the Board of Directors of United Power, Inc. approved the Purchase of Frederick Power and Light Electrical System on April 25, 2018 by Board Resolution authorizing the Chief Executive Officer to negotiate and execute any documents and other items to consummate and complete the purchase of the assets; and

WHEREAS, the closing of the purchase of the assets of Frederick Power and Light Electrical System by United Power, Inc. occurred on January 17, 2019; and

WHEREAS, it is recognized that the Town of Frederick had Western Area Power Administration providing firm electric service from both the Loveland Area Projects and Salt Lake City Area Integrated Projects; and

WHEREAS, it is recognized that The Town of Frederick will no longer be an eligible entity under the Western Area Power Administration contracts and the contracts will be terminated; and

WHEREAS, Tri-State Generation & Transmission Association, Inc. is the wholesale provider to United Power, Inc.; and

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of United Power, Inc. hereby acknowledges the request to Western Area Power Administration to approve the assignment of allocations to Tri-State Generation & Transmission Association, Inc.

CEO REPORT

CEO John Parker reviewed his February 2019 CEO report, Wholesale Power Costs and the Cooperative Leadership Network.

Director of Purchasing, Curtis Subia, joined the Board meeting at 4:00 p.m. and left at 4:10 p.m. following his west building update.

The following reports were discussed and updated by CEO Staff:

- Chief Financial Officer
 - West Building Update
 - Quarterly Financial Review
 - Debt Service Reserve Account
- Chief Operating Officer
- Public Affairs Officer
 - Annual Meeting Agenda
- Power Supply & Rates
- New Business
- Risk and Safety
- Human Resources

BOARD DISCUSSIONS

- Tri-State Special Meeting 03.06.2019

The Board recessed for a break at 5:05 p.m. and reconvened at 5:10 p.m.

- Tri-State Representative

Director Rose made a motion, which was seconded and carried, to open nominations for the United Power representative on the Tri-State Board of Directors with the term beginning April 1, 2019. Following nominations and a vote by secret ballot, Director Vigesaa will be appointed as the United Power representative to the Tri-State Board effective April 1, 2019. A resolution for the Boards review will be presented during the March 2019 United Power Board meeting.

- Director Districts, Terms, Board Size
- SPS Agenda 2019

TRI-STATE REPORT

Director Newman reviewed his written Tri-State Board report for February 2019 and addressed Board questions.

CREA REPORT

Director Buczek reviewed the January 2019 CREA Board of Directors minutes and addressed Board questions.

WUE REPORT

Director McCormick reviewed the January 2019 Western United financial reports and addressed Board questions.

MEETING SCHEDULE

The next Regular Board Meeting is scheduled for Wednesday, March 27, 2019 at 9:00 a.m. at Brighton Headquarters, 500 Cooperative Way, Brighton, CO 80601.

ADJOURNMENT

Chairman James Vigesaa declared the meeting adjourned at 6:15 p.m.



Michele Sack, Recording Secretary