

**MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF UNITED POWER, INC.
WEDNESDAY, JAN. 17, 2024**

GENERAL/ROLL CALL

Secretary Waltemath called the regular Board meeting of the United Power Board of Directors to order at 9:00 a.m. on Jan. 17, 2024. The meeting was held at United Power Headquarters, 500 Cooperative, Brighton, CO. Present were Directors Keith Alquist, Ginny Buczek, Brad Case, Steve Douglas, Tim Erickson, Brian McCormick, Ursula Morgan, Tamra Waltemath, and Steve Whiteside. Directors Beth Martin and James Vigesaa attended via teleconference.

President & Chief Executive Officer Mark Gabriel, Chief Financial Officer Laurie Burkhart, Chief Energy Resource Officer Dean Hubbuck, Chief Legal Counsel Robin Meidhof, Chief Marketing Officer Trista Fugate, Public Affairs Officer Troy Whitmore, Chief Operating Officer Jan Kulmann, VP of Human Resources, Safety, & Facilities Erin Hane, Safety & Facilities Director Ken McFadden, Sr. Communications Specialist Laurel Eller, and Corporate Administrative Assistant Ana Pollack were also present. Executive Office Manager Cheri Simmons joined the meeting via teleconference.

Chief Information Officer Alie Beauchamp entered the meeting room at 9:04 a.m.

INVOCATION & PLEDGE OF ALLEGIANCE

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

SAFETY UPDATE

S&FD McFadden provided an update on United Power's safety activities and recent training efforts. He left the meeting at 9:06 a.m. VPHRS&F Hane left the meeting room and joined the meeting via teleconference at this time.

APPROVE CONSENT AGENDA

The following items were on the Consent Agenda for approval:

- Approval of Agenda
- Dec. 13, 2023 Regular Board Meeting Minutes
- Dec. 19, 2023 Special Board Meeting Minutes
- Adopt Resolution for Mountain District Round Up Director
- Appoint Members to Round Up Board

Director Erickson made a motion, which was seconded, to approve the Consent Agenda as presented.

Director McCormick requested the Dec. 19, 2023 Special Board Meeting Minutes be pulled from the Consent Agenda.

Communications Director Heidi Storz joined the meeting via zoom at 9:09 a.m.

Following discussion, **Director Erickson made a motion**, which was seconded, and carried, to approve the Dec. 19, 2023 Special Meeting Minutes as presented. Director McCormick voted no.

Secretary Waltemath called for the motion on the floor, which was to adopt the Consent Agenda as amended. The motion passed.

TACTICAL & STRATEGIC UPDATES

Meeting attendees were briefed on the following topics by CEO Gabriel and Staff: 2023 United Power year in review highlights, power supply, Tri-State, and FERC updates.

Senior Communications Specialist Laurel Eller briefed meeting attendees on planned events for United Power's 85th anniversary year and annual meeting. SCS Eller and CD Storz left the meeting via teleconference at 9:22 a.m.

VPHRS&F Hane re-entered the meeting room at 10:00 a.m.; leaving at 10:13 a.m. and rejoined the meeting via teleconference at that time.

A brief recess was called at 10:31 a.m.; the meeting reconvened at 10:45 a.m.

LITIGATION/EXECUTIVE SESSION

Director Alquist made a motion, which was seconded, and carried, to enter Executive Session at 11:19 a.m. for power supply and litigation matters. The entire Board and all Staff were present.

Director McCormick made a motion, which was seconded, and carried, to end Executive Session at 12:08 p.m. Director Douglas left the meeting at this time.

The meeting was recessed for lunch at 12:08 p.m. and reconvened at 12:57 p.m. VPHRS&F Hane re-entered the meeting room at this time.

Director Douglas joined the meeting via teleconference at 1:00 p.m.

CLO Meidhof left the meeting room at 1:24 p.m.; returning at 1:28 p.m.

Heidrick Consulting's Ed Manfre joined the meeting via teleconference at 12:57 p.m.; he left the meeting at 1:34 p.m. VPHRS&F Hane left the meeting room and rejoined the meeting via teleconference at this time.

TRIMBLE eBUILDER CONTRACT

VP of Asset Management and Supply Chain Curtis Subia joined the meeting at 1:38 p.m. to answer the Board's questions. Following discussion, **Director Morgan made a motion**, which was seconded, and carried, to approve the Trimble eBuilder contract as presented. VPAM&SC Subia left the meeting at 1:42 p.m.

POLICY C-19 DIRECTORS' PER DIEM AND EXPENSES

EXECUTIVE SESSION

Director Morgan made a motion, which was seconded, and carried, to enter Executive Session at 1:43 p.m. for governance discussions. All Staff members were excused at this time; the entire Board was present.

At 2:40 p.m., **Director Buczek made a motion**, which was seconded, and carried, to end Executive Session.

A brief recess was called at 2:40 p.m.; the meeting reconvened into open session at 2:54 p.m. All Staff returned to the meeting at this time except PAO Whitmore.

POLICY C-19 DIRECTORS' PER DIEM AND EXPENSES, continued

Director Vigesaa made a motion, which was seconded, to revise Policy C-19 to update the consumer price index (CPI) each year for expenses and per diem, and update the expenses to what it would have been if the CPI had been applied each year.

Before the vote was called, **Director Morgan made a motion**, which was seconded, and carried, to direct Staff to bring Policy C-19 before the Board again with specific edits to Policy C-19 at the Feb. 21, 2024 Regular Board meeting.

Following the vote, CFO Burkhart was directed by the Board to make specific edits to Policy C-19.

2023 WRITE-OFFS, UNCOLLECTABLE ACCOUNTS

Director McCormick made a motion, which was seconded, and carried, to approve the write off of 2023 uncollectable accounts in the total amount of \$286,867, as presented by CFO Burkhart.

ANNUAL RED FLAG REPORT

CFO Burkhart answered the Board's questions regarding the annual red flag report.

GRIDEX EXERCISE UPDATE

CIO Beauchamp briefed the Board and answered questions regarding the recent GridEx Exercise.

INTERNAL REPORTS

CEO Gabriel and Staff answered the Board's questions.

EXTERNAL REPORTS

Director Buczek briefed meeting attendees on CREA activities; Director Alquist briefed meeting attendees on WUE financial reports.

CEO Gabriel excused all remaining Staff at 3:52 p.m., except EOM Simmons and CAA Pollack.

ADJOURNMENT

Secretary Waltemath declared the meeting adjourned at 3:56 p.m.

MEETING SCHEDULE

The next regular Board meeting is scheduled Wednesday, Feb. 21, 2024, at 9:00 a.m., at United Power Headquarters, 500 Cooperative Way, Brighton, CO.



Cheri Simmons, Recording Secretary