

**MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF UNITED POWER, INC.
WEDNESDAY, JANUARY 27, 2021**

GENERAL

Chairman Ursula Morgan called the regular meeting of the United Power Board of Directors to order at 9:00 a.m. on January 27, 2021. The meeting was held at United Power's Carbon Valley Service Center in Longmont, CO and via Zoom teleconference. Present were Directors Keith Alquist, Ginny Buczek, Tim Erickson, Elizabeth Martin, Brian McCormick, Ursula Morgan, Rick Newman, Susan Petrocco, Dave Rose and Tamra Waltemath. Director James Vigesaa joined the meeting via teleconference.

Acting Chief Executive Officer Bryant Robbins, Chief Financial Officer Laurie Burkhart, Chief Energy Resource Officer Dean Hubbuck, Government & Regulatory Relations Officer Troy Whitmore, Risk & Compliance Director Ken McFadden, Engineering Director Robert Maxwell and Executive Administrative Assistant Cheri Simmons were also present at the Longmont location; all abided by the Colorado Department of Health's social distance guidelines. Human Resources Director Erin Hane joined the meeting via teleconference.

INVOCATION/PLEDGE

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

SAFETY MINUTE

Risk & Compliance Director McFadden provided an update on United Power's safety activities.

NEW EMPLOYEES

HR Director Hane introduced IT Coordinator II Jennifer Mobley, Special Equipment Repairer Christopher Pachek and Member Service Representatives Shantae Medina and Yadira Angel Garcia via photograph.

CONSENT AGENDA

The following items were listed on the consent agenda

- Approval of Agenda
- Approve December 18, 2020 Regular Board Meeting Minutes

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

EXECUTIVE SESSION

Director Erickson made a motion, which was seconded, and carried to enter Executive Session at 9:11 a.m. to discuss contract negotiations. Director McCormick was excused at this time.

Executive Session ended at 9:18 a.m., with Director McCormick returning to the meeting.

STAFF REPORTS

The following reports were discussed and updated by Acting CEO Robbins and Staff

- Chief Executive Officer
- Chief Financial Officer

Following discussion, **Director Newman made a motion**, which was seconded, and carried, to approve the write-off of the 2020 uncollectible accounts in the total amount of \$584,905.

- Chief Operating Officer
- Governmental & Regulatory Relations Officer
- Chief Energy Resource Officer

A brief recess was called at 10:49 a.m., with the meeting reconvening at 11:00 a.m.

STAFF REPORTS CONTINUED

- Risk & Safety
- Human Resources

At 11:25 a.m. Marketing & Communications Manager Heidi Storz joined the meeting in the Prairie Room.

BASIN ELECTRIC MEMBERSHIP

Following discussion, Director Buczek made a motion, which was seconded, and carried, to continue United Power’s Class C membership with Basin Electric for the remainder of 2021.

ELECT TRI-STATE BOARD MEMBER

Following nomination and election by secret ballot for the Tri-State Board Member position, **a motion was made by Director Buczek**, which was seconded and carried, to adopt the following resolution:

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 Brian McCormick for the Board of Directors of Tri-State Generation and Transmission Association, Inc., effective as of January 27, 2021, 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.

ANNUAL ELECTION OF ROUND-UP DIRECTORS

The Round-Up Foundation’s Annual Meeting will be held Wednesday, January 27, 2021 at 4:00 p.m. at United Power’s Carbon Valley Service Center. Directors are elected at the annual meeting, per the Round-Up Foundation bylaws, 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 this year. Additionally, a new alternate director at-large was elected for a one-year term.

Director McCormick made a motion, which was seconded and carried, to adopt the following resolution:

**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 27, 2021, at 4:00 p.m.; and

WHEREAS, the principal purpose of said annual meeting is to elect Directors in Districts East, West and South; and to elect one alternate at-large member 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, Alternate Director Mary Zink has expressed her desire to retire from the United Power Round-Up Foundation Board; and

WHEREAS, Ken Kreutzer is interested in serving as Alternate Director 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: | Joan Kniss | (three-year term) |
| District W: | Jim Long | (three-year term) |
| District S: | Bill Alsdorf | (three-year term) |
| Alternate Member at large: | Ken Kreutzer | (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.

RETIRING ROUND-UP DIRECTOR ROGERS HONORED

Director Martin made a motion, which was seconded, and carried, to adopt the following resolution:

RESOLUTION HONORING BARBARA ROGERS FOR HER YEARS OF DEDICATED SERVICE ON THE UNITED POWER ROUND-UP FOUNDATION BOARD

WHEREAS, Barbara Rogers has been a member of United Power, a Colorado electric cooperative that is owned by the members that are served by the cooperative for many years; and

WHEREAS, Barbara Rogers has served as Director on the United Power Round-Up Foundation Board of Directors, which is dedicated to manage the Round-Up funds that members contribute monthly to assist other members, communities and the quality of life since January 2014; and

WHEREAS, Barbara Rogers has dedicated a part of her active day to be a vocal and involved member of the community and an active advocate for those in need; and

WHEREAS, the core strength of the United Power Round-Up Foundation is the caliber of community members who can understand, empathize, and prioritize the needs of groups, individuals and families seeking assistance in our community; and

WHEREAS, Barbara Rogers has been a responsible steward of these Round-Up funds donated by the members of United Power for a such a worthy cause,

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of United Power, Inc. does hereby extend this Resolution of appreciation to Barbara Rogers for her years of official and loyal service to United Power, the United Power Round-Up Foundation and the United Power organization employees,

AND BE IT FURTHER RESOLVED, that the United Power Board of Directors hereby wishes Barbara Rogers well in the many years of happiness in her future while expressing appreciation to her for her service,

AND BE IT FURTHER RESOLVED, that on this day of the United Power Board of Directors regularly scheduled Board meeting, that the Board adjourn their meeting this day in grateful appreciation to Barbara Rogers and her family,

AND BE IT FURTHER RESOLVED, that a copy of this Resolution be prepared for Barbara Rogers in appreciation to her service as an official record of the United Power Board of Directors.

RETIRING ROUND-UP ALTERNATE DIRECTOR ZINK HONORED

Director Petrocco made a motion, which was seconded, and carried, to adopt the following resolution:

RESOLUTION HONORING MARY ZINK FOR HER YEARS OF DEDICATED SERVICE ON THE UNITED POWER ROUND-UP FOUNDATION BOARD

WHEREAS, Mary Zink has been a member of United Power, a Colorado electric cooperative that is owned by the members that are served by the cooperative for many years; and

WHEREAS, Mary Zink has served as Director and Alternate Director At Large on the United Power Round-Up Foundation Board of Directors, which is dedicated to manage the Round-Up funds that members contribute monthly to assist other members, communities and the quality of life since September 1997; and

WHEREAS, Mary Zink has dedicated a part of her active day to be a vocal and involved member of the community and an active advocate for those in need; and

WHEREAS, the core strength of the United Power Round-Up Foundation is the caliber of community members who can understand, empathize, and prioritize the needs of groups, individuals and families seeking assistance in our community; and

WHEREAS, Mary Zink has been a responsible steward of these Round-Up funds donated by the members of United Power for a such a worthy cause,

NOW, THEREFORE, BE IT RESOLVED, that the Board of Directors of United Power, Inc. does hereby extend this Resolution of appreciation to Mary Zink for her years of official and loyal service to United Power, the United Power Round-Up Foundation and the United Power organization employees,

AND BE IT FURTHER RESOLVED, that the United Power Board of Directors hereby wishes Mary Zink well in the many years of happiness in her future while expressing appreciation to her for her service,

AND BE IT FURTHER RESOLVED, that on this day of the United Power Board of Directors regularly scheduled Board meeting, that the Board adjourn their meeting this day in grateful appreciation to Mary Zink and her family,

AND BE IT FURTHER RESOLVED, that a copy of this Resolution be prepared for Mary Zink in appreciation to her service as an official record of the United Power Board of Directors.

UNITED POWER ANNUAL MEETING FORMAT

Following discussion, **Director Alquist made a motion**, which was seconded, and carried, to hold United Power's 2021 Annual Meeting virtually and offer a \$10 bill credit to attending members.

WUE REPORT

Director Alquist updated the Board on WUE activities.

The Board recessed for lunch at 12:04 p.m., reconvening at 12:45 p.m. Marketing & Communications Manager Storz left the meeting at this time.

TRI-STATE REPORTS

Director McCormick recapped his Tri-State report and answered the Board's questions, followed by Chief Energy Resource Officer Hubbuck's Tri-State recap.

LITIGATION/EXECUTIVE SESSION

Director Buczek made a motion, which was seconded, and carried, to enter Litigation/Executive Session at 1:50 p.m. to discuss contract issues. Director McCormick was excused from the meeting at this time. HR Director Hane and Risk & Compliance Director McFadden also left the meeting.

Executive/Litigation Session ended at 2:44 p.m., returning to regular session. Director McCormick returned to the meeting at this time. A brief recessed was called, which ended at 3:00 p.m.

Tri-State Generation & Transmission's CEO Duane Highley and Board Chairman Rick Gordon joined the meeting at 3:00 p.m. at United Power's Carbon Valley Service Center.

EXECUTIVE SESSION

Director Buczek made a motion, which was seconded, and carried to enter Executive Session at 3:02 p.m. The entire Board, CEO Staff plus Tri-State's Highley and Gordon were present.

Director Buczek made a motion, which was seconded, and carried, to end Executive Session at 3:44 p.m., with the meeting reconvening into regular session.

ADJOURNMENT

Chairman Morgan declared the meeting adjourned at 3:45 p.m.

MEETING SCHEDULE

The next regular Board meeting is scheduled Wednesday, February 24, 2021 at 9:00 a.m. and will be held at United Power's Carbon Valley Service Center, 9586 E I-25 Frontage Road, Longmont, CO and via teleconference to observe the State's current health guidelines.



Cheri Simmons, Recording Secretary