

**MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF UNITED POWER, INC.
WEDNESDAY, AUGUST 25, 2021**

GENERAL

Chairman Ursula Morgan called the regular meeting of the United Power Board of Directors to order at 9:00 a.m. on August 25, 2021. The meeting was held at United Power's Carbon Valley Service Center in Longmont, CO and via Zoom teleconference. Present were Directors Ginny Buczek, Brad Case, Tim Erickson, Brian McCormick, Ursula Morgan, Dave Rose and Tamra Waltemath. Director Keith Alquist, Beth Martin, Steve Whiteside were present via teleconference. Director James Vigesaa was absent.

President & Chief Executive Officer Mark Gabriel, Chief Operating Officer Bryant Robbins, Chief Financial Officer Laurie Burkhart, Chief Energy Resource Officer Dean Hubbuck, Governmental & Regulatory Relations Officer Troy Whitmore, Human Resources Director Erin Hane, Risk & Compliance Director Ken McFadden, Engineering Director Robert Maxwell, Controller Sarah Herman, Executive Administrative Assistant Cheri Simmons and Corporate Administrative Assistant Ana Pollack were also present. Information Services Director Alie Beauchamp 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

Community Affairs Representative Brian Blehm, Energy Systems Specialist William Thomas, Member Service Representatives Jakayla Romero and Tanaya Sandoval, and IT User Experience Manager Vyncent Beasley were introduced to the Board, via photograph.

CONSENT AGENDA

The following items were listed on the consent agenda

- Approval of Agenda
- Approve July 28, 2021 Regular Board Meeting Minutes

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

EXECUTIVE SESSION

Director Buczek made a motion, which was seconded, and carried, to enter Executive Session at 9:11 a.m. to review legal interpretation with the entire Board and Staff present. **Director Waltemath made a motion**, which was seconded, and carried, to end Executive Session at 9:33 a.m.

STAFF REPORTS

The following reports were discussed and updated by President & CEO Gabriel and Staff

- President & Chief Executive Officer
- Chief Financial Officer

A brief recess was called at 10:45 a.m., with the meeting reconvening at 11:05 a.m.

- Chief Operating Officer
- Governmental & Regulatory Relations Officer

The Board recessed for lunch at 12:07 p.m., reconvening at 1:00 p.m.

At this time, Marketing & Communications Manager Heidi Storz arrived in person to join the meeting and Member Steve Douglas joined the meeting via teleconference. Member Douglas entered the meeting room and exited the teleconference at 1:13 p.m.

STAFF REPORTS continued

- Chief Energy Resource Officer
- Risk & Safety
- Human Resources
- Information Services

BOARD MEETING PROCEDURES AND PRACTICES

Director Erickson made a motion, which was seconded, and carried to adopt the following resolution.

AUTHORIZING CHANGES TO BOARD MEETING PROCEDURES AND PRACTICES

WHEREAS, in an ongoing effort to support existing transparency efforts at meetings of the Board of Directors, as well as those outlined in §§ 40-9.5-108, C.R.S., United Power, Inc. will maintain the following practices;

WHEREAS, members of the Cooperative shall continue to be allowed five (5) minutes at the start of the Board meeting to make any public statements; and

WHEREAS, the Board may, at its discretion, extend the time allotted; and

WHEREAS, the Board may, at its discretion, allow for viewing of the meetings via alternative means such as teleconference; and

WHEREAS, United Power shall continue to post the Meeting Agenda on the Cooperative's website a minimum of ten (10) Days in advance of the Board meeting; and

WHEREAS, United Power shall verify the most recent version of the Meeting Agenda is posted on the Cooperative's website before Board Meeting convenes; and

WHEREAS, United Power shall note, in real time, Executive Session start times on the Cooperative's website; and

WHEREAS, United Power shall note, in real time, Executive Session end times on the Cooperative's website.

WHEREAS, photography, video and audio recordings of any kind are prohibited; and

WHEREAS, Minutes of the Board meeting will continue to be made available on the Cooperative's website after approval by the Board of Directors, no later than the following meeting.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of United Power, Inc. here by authorizes the President and Chief Executive Officer take all steps necessary to effectuate and support said practices and procedures.

ANNUAL MEETING VOTING METHODS

Following discussion, **Director Waltemath made a motion**, which was seconded, and carried, to accept Staff's recommendations that will allow members to vote by electronic ballot, mail-in and drop-off ballots for the 2022 Annual Meeting of Members. Director Buczek abstained from the vote.

SYNDICATED LINE OF CREDIT INCREASE

CFO Burkhart reviewed the proposed Syndicated Line of Credit Increase Agreement and addressed Board questions. **A motion was made by Director Martin**, which was seconded, and carried, to approve the agreement by Resolution.

MORTGAGE DEBT LIMIT INCREASE

Director Buczek made a motion, which was seconded, and carried to adopt the following resolution as presented.

RESOLUTION AUTHORIZING INCREASE TO MORTGAGE DEBT LIMIT

WHEREAS, United Power, Inc., has previously established a mortgage debt limit and authorized borrowing from the National Rural Utilities Cooperative Finance Corporation ("CFC") in the aggregate amount of Three Hundred Fifty Million Dollars (\$350,000,000); and

WHEREAS, United Power, Inc., is experiencing a high growth rate and finds it necessary to increase its mortgage debt limit to accommodate this growth.

NOW THEREFORE BE IT RESOLVED, that Officers of United Power, Inc., be and are hereby authorized to increase the aggregate amount of said mortgage debt limit to Five Hundred Million Dollars (\$500,000,000), and to execute such documents as CFC may require to affect the increase; and

BE IT FURTHER RESOLVED, that all other terms, conditions and provisions of the previously executed mortgage debt agreement shall remain in full force and effect, and the same are hereby ratified and confirmed as valid and binding agreements between CFC and United Power, Inc., enforceable in accordance with their terms; and

BE IT FURTHER RESOLVED, that the appropriate officers are authorized to take all other actions they deem advisable to carry out the purpose of these resolutions.

AMI METER DEPRECIATION RATE

Director Waltemath made a motion, which was seconded, and carried to adopt the following resolution as presented.

AUTHORIZATION FOR CHANGE IN AMI METER DEPRECIATION RATE

WHEREAS, United Power, Inc. completed the transition to Advanced Metering Infrastructure (AMI) meters and set the depreciation rate for AMI meters at thirty-three (33) years; and

WHEREAS, the depreciation rate for AMI meters with radio technology was later updated to accelerate depreciation from thirty-three (33) years to ten (10) years due to certain functional components having a shorter useful life; and

WHEREAS, as staff has continued to monitor recent historical data, trending, and future reporting needs and, based on this information, recommends the depreciation rate for AMI meters with radio technology be decelerated from ten (10) years to twenty (20) years.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes and directs the Chief Financial Officer to change the depreciation rate for the AMI meters with radio technology to correspond with a twenty (20) year life effective January 1, 2021.

CREA REPORT

Directors Buczek updated the Board on CREA activities.

WUE REPORT

Director Alquist updated the Board on WUE activities.

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.

A brief recess was called at 2:37 p.m., with the meeting reconvening at 2:55 p.m. GRRO Whitmore, CFO Burkhart, Controller Herman, HR Director Hane, Engineering Director Maxwell, Marketing & Communications Manager Storz and Member Douglas left the meeting at this time.

LITIGATION/EXECUTIVE SESSION

Director Buczek made a motion, which was seconded, and carried, to enter Executive Session at 2:55 p.m. to discuss legal matters. Director McCormick was excused, and Risk & Compliance Director McFadden left the meeting at 3:02 p.m.

Director Case made a motion, which was seconded, and carried, to end Executive Session at 3:45 p.m.

A brief recess was called at 3:46 p.m., with the meeting reconvening at 3:54 p.m.

EXECUTIVE SESSION

Director Case made a motion, which was seconded, and carried, to enter Executive Session at 3:55 p.m. to discuss legal matters. Director McCormick returned to the meeting and Staff was excused, with the exception of President & CEO Gabriel.

Director McCormick left the meeting at 4:44 p.m. **Director Rose made a motion**, which was seconded, and carried, to end Executive Session at 4:46 p.m. Member Douglas returned to the meeting at 4:47 p.m. via teleconference.

ADJOURNMENT

Chairman Morgan declared the meeting adjourned at 4:53 p.m.

MEETING SCHEDULE

The next regular Board meeting is scheduled Wednesday, October 27, 2021 at 9:00 a.m. at United Power's Carbon Valley Service Center, 9586 E I-25 Frontage Road, Longmont, CO.



Cheri Simmons, Recording Secretary