

**MINUTES OF THE 78th ANNUAL MEETING OF MEMBERS
OF UNITED POWER, INC.
TUESDAY, APRIL 18, 2017**

GENERAL

The 78th Annual Meeting of Members of United Power, Inc. was held Thursday, April 18, 2017 in the Waymire Dome at the Adams County Fairgrounds. Registration began at 4:30 p.m. and the meeting began at 6:30 p.m.

INVOCATION/NATIONAL ANTHEM

External Affairs Director Troy Whitmore introduced Susan Petrocco, Vice President of the Board of Directors, who gave the invocation, and then Troy introduced Lauren Rocha to sing the National Anthem.

PRESENTATION OF THE COLORS AND THE PLEDGE OF ALLEGIANCE

The Brighton Fire Department Honor Guard did a Presentation of the Colors and the Pledge of Allegiance was recited.

OPENING REMARKS AND ANNOUNCEMENTS

Mr. Whitmore welcomed everyone to the meeting and stated that the theme of the meeting was “Building Tomorrow’s Cooperative”. He briefly reviewed the agenda for the meeting and pointed out that registration had closed at 6:30 p.m. He announced that question and comment cards were available at the back of dome and at the VIP table in the Exhibit Hall, and should be submitted to United Power if members have any specific comments or questions. He also noted that there will be an open member forum following the meeting.

INTRODUCTION OF PRESIDENT

Board President Brian McCormick was next introduced by Mr. Whitmore.

PRESIDENT’S WELCOME

Board President McCormick shared that United Power relies on the members to provide an active voice regarding our operations and that their attendance tonight is appreciated.

INTRODUCTION OF DIRECTORS & MANAGEMENT

President McCormick introduced the following Board Members who were present at the meeting: Vice President Susan Petrocco, Assistant Secretary-Treasurer Ursula Morgan and Directors Ginny Buczek, Tim Erickson, Robert Grant, Richard Newman, Doug Pryce, Dave Rose and James Vigesaa. President McCormick then introduced Chief Executive Officer Darryl Schriver, Legal Counsel Mark Williams, Parliamentarian Gayla Stone, and Executive Administrator Michele Sack. President McCormick also introduced the rest of the Executive Leadership Team.

INTRODUCTION OF SPECIAL GUESTS

President McCormick introduced Vice President Susan Petrocco who recognized special guests in attendance at the meeting, including legislators, representatives from other cooperatives and associated organizations including Tri-State G & T and the Colorado Rural Electric Association, city and county officials, past directors, and Round-Up Foundation Board Members.

SPECIAL PRESENTATION

External Affairs Director Troy Whitmore asked retiring Director Doug Pryce and his wife Mia Pryce to the podium. Doug has served on the United Power Board for 27 years joining the Board in March of 1990. During his tenure he has served with 27 difference Board members and worked with four different CEO's. He also served on various committees including Tri-State Generation & Transmission and the Colorado Rural Electrical Association.

CALL TO ORDER

The 78th United Power Annual Business Meeting was called to order at 6:56 p.m. President Brian McCormick announced that the current edition of *Robert's Rules of Order Newly Revised* shall govern the meeting unless it is inconsistent with United Power's bylaws, Articles of Incorporation, or federal or state laws.

CALL OF THE ROLL

President McCormick introduced the Election/Credentials Committee members who are responsible for determination of a proper quorum and supervision of the election. Dale McCall, Election and Credentials Committee Chair, reported that 424 members had officially registered their meeting attendance. He then moved that the call of the roll be waived and that the roll of members as registered be the official roll of the voting members of this meeting. The motion carried.

QUORUM FOR TRANSACTION OF BUSINESS

President McCormick declared a quorum present, in accordance with United Power bylaws (Section 3.06) which provide that the lesser of five percent (5%) or 50 members be present in person for the transaction of business.

APPROVAL OF AGENDA

There being no objection, the agenda was accepted as presented.

NOTICE REQUIREMENTS

President McCormick announced that a notice of the annual meeting appeared in the March issue of United Newslines which was mailed to all members of record. He also noted that notices were published in the Brighton Standard Blade, Ft. Lupton Press, Commerce City Sentinel Express and the Longmont Daily Times Call on March 29, 2017. Since there were no objections, the reading of the notice was waived.

MINUTES OF LAST MEETING

President McCormick noted that the minutes of the 77th Annual Meeting of Members held Wednesday, April 13, 2016 were accepted by the Board and a copy of the minutes are included with your Annual Report. He stated that, if there is no objection, the same procedure will be followed this year. There was no objection.

ELECTION PROCEEDINGS

President McCormick announced that Article 4, Section 6 of United Power's bylaws provide that nominations may be made by petition signed by 15 or more members. This year four petitions were received resulting in nomination of the following director candidates.

East District	James Vigesaa
South District	Keith E. Alquist, II David Rose
West District	Virginia "Ginny" Buczek
Mountain District	Tamra K. Waltemath

YOUTH REPORT

Troy Whitmore discussed how United Power strives to invest in our leaders of tomorrow by sponsoring attendance to the National Youth Tour, the Statewide Youth Camp and through funding of several scholarships. This year United Power awarded a total of \$18,500 in scholarships to outstanding students in our service territory. Students are selected for these awards based on academic performance, extracurricular activities and a written essay.

PRESIDENT'S REPORT

President McCormick reported on the changes and challenges United Power has addressed over the past 10 years and what we see into the next 10 years. He shared the significant growth of over 15,000 new meters or a 26% increase over the past 10 years, and the required construction, operation and maintenance of significant new infrastructure to support this growth. He also shared the "big picture plan" of United Power, which despite the tremendous growth that has occurred, is simply continuing to keep you, our members, at the center of all we do. We will also continue to communicate and engage our members, our community and our government at all levels to help craft policies, laws and regulation which are reasonable, achievable and affordable. He also discussed United Power's vision and mission statements and these guide all we do at United Power. He reminded the members that the Board is always here to listen to suggestions and answer any concerns.

SECRETARY-TREASURER'S REPORT

Assistant Secretary-Treasurer Ursula Morgan reported that operating revenues in 2016 were \$219.9 million dollars, an increase of more than \$11 million from 2015. Most of this increase was from higher kWh sales. Energy sales increased more than 9%, due mostly to new large oil and gas related loads.

Operating expenses totaled \$212.3 million in 2016, an increase of \$13 million, mostly due to higher purchased power costs, which represent over 76% of our operating costs.

Net margins in 2016 were \$13.7 million dollars, reflecting strong operating results. In 2016, United Power retired over \$4.3 million of capital credits to our members.

At year-end, assets totaled more than \$387 million dollars. Outstanding debt at year-end totaled \$183 million and patronage capital and other equities totaled over \$175 million.

UNITED POWER AND THE COMMUNITY

External Affairs Director Troy Whitmore shared a short video sharing how technology is helping United Power provide the member's better tools to manage energy use, providing enhanced tools to monitor our power system, while helping United Power become more efficient in many of our day-to-day tasks.

CEO REPORT

Chief Executive Officer Darryl Schriver took a moment to introduce himself and his family and reflected on the last year in which he was given the opportunity to lead the cooperative. He shared that United Power has been working hard to build the cooperative in preparation for the future. Strategically United Power stands in a unique position that enables us to serve our members with reliable, cost-based electricity. He discussed the growth which is occurring in our service territories and in particular the commercial growth. With this new load, additional infrastructure necessary to deliver the power, so United Power is working hard to build and plan substations, acquire right-of-ways, and invest in adequate equipment to carry the electric load we have today and the load we anticipate tomorrow. He also discussed in the coming year, he is challenging United Power employees in every operational area to look at the way they serve the members. He wants them to explore ways to streamline, improve and leverage technology to provide a better experience for our members.

In closing, Mr. Schriver shared a special thank you with the United Power Board for entrusting him with the operation of the cooperative. He also expressed a heartfelt thank you to the hard working United Power employees who work around the clock to keep the lights on and serve our members.

ACCEPTANCE OF REPORTS

President McCormick announced that the minutes will reflect the acceptance of the following reports: President, Secretary-Treasurer, CEO and Youth Reports.

UNFINISHED BUSINESS

None.

NEW BUSINESS

None.

MEMBER FORUM

During the registration process, members were given the opportunity to leave questions for the CEO and Board President to be addressed during the Member Forum portion of the meeting. Collected questions of general interest were asked by the Board of Directors on behalf of the members.

ELECTION RESULTS

Election-Credentials Committee Chair, Dale McCall, announced the following election results:

East District	James Vigesaa	5,065
South District	Keith E. Alquist, II David Rose	2,209 3,393
West District	Virginia “Ginny” Buczek	5,102
Mountain District	Tamra K. Waltemath	5,093

James Vigesaa, David Rose, Virginia “Ginny” Buczek and Tamra K. Waltemath were declared the winners in their respective districts.

COMMENTS AND QUESTIONS

President McCormick announced an opportunity to provide comments and ask additional questions is planned after the adjournment of this meeting. He invited those members who would like to share a concern or question to remain after the door prize selections.

ADJOURNMENT

The meeting was declared adjourned at 8:00 p.m.

DOOR PRIZE GIVEAWAYS

A drawing was held for door prizes donated by suppliers and business friends of United Power.