

**MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF
UNITED POWER, INC.
WEDNESDAY, JUNE 27, 2018**

GENERAL

President James Vigesaa called the regular meeting of the United Power Board of Directors to order at 9:00 a.m. on June 27, 2018. 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 Vigesaa and Tamra Waltemath. Chief Executive Officer John D. Parker, Chief Financial Officer Laurie Rydwell, Chief Operating Officer Bryant Robbins, Public Affairs Officer Troy Whitmore and Executive Administrator Michele Sack were also present.

Others present for the meeting were staff members Francis Ashu, Erin Hane, Sarah Herman, Dean Hubbuck, 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:

- Sarah Herman – Controller
- Francis Ashu – Member Services Director

CONSENT AGENDA

The following items were listed on the Consent Agenda:

- Approval of June 27, 2018 Agenda
- Approve May 23, 2018 Regular Meeting Minutes
- Policy Review C-08 Responsibilities of the CEO
- Policy Review C-28 Financial Goals

Director Erickson requested Policy C-08 be removed from the consent agenda. **Director McCormick** requested Policy C-28 be removed from the consent agenda. **Director Buczek made a motion**, which was seconded and carried, to approve the consent agenda which consisted of the June 27, 2018 agenda and the May 23, 2018 regular meeting minutes. **Director Martin voted against the June 27, 2018 agenda.**

DIRECTORS & OFFICERS INSURANCE PRESENTATION

United Power's Directors and Officers liability policy is issued through IMA. Prior to the policy renewal in September of 2018, a presentation was shared by IMA explaining the current plan and coverages. The renewal policy, addressing the Board questions, will be discussed at the September Board meeting.

BYLAW REVISIONS AND TITLE CHANGES

The Bylaws of United Power were last revised April 17, 2013. Proposed changes to the Bylaws, Section 4.12 Removal of Directors, were included in the Board packet for review. CEO Parker also requested two title changes on the Board – President to Chairman and Vice President to Vice Chairman. These title changes would also need to be modified in the Bylaws. Following review, **a motion was made by Director Morgan**, which was seconded, to adopt the proposed changes to the Bylaws. This motion failed. **Director McCormick made a motion**, which was seconded and carried, to table this discussion to later in the agenda to allow modifications to the proposed changes.

LOAD GROWTH

COO Bryant Robbins and Engineering Director Robert Maxwell discussed the new load growth being presented to United Power. They addressed Board questions including the necessary steps to provide for the new growth.

The Board recessed for a break at 10:53 a.m. and reconvened at 11:10 a.m.

POLICY C-08 RESPONSIBILITIES OF THE CEO

Policy C-08 was included in the Board packet for review with no proposed changes from staff.

Following review and discussion, **Director Newman made a motion**, which was seconded and carried, to adopt policy C-08 as presented. This policy will be reviewed again in three years.

POLICY C-28 FINANCIAL GOALS

Policy C-28 was included in the Board packet for review with proposed changes from staff.

Following review and discussion of the proposed changes, **a motion was made by Director Martin**, which was seconded and carried, to adopt Policy C-28 as presented by staff. **Director McCormick voted against this motion.**

CEO REPORT

CEO John Parker reviewed his June 2018 CEO written report which was included in the Board packet.

The following topics were discussed and updated by CEO Staff:

- Chief Financial Officer
 - 2019 Budget Schedule
- Chief Operating Officer
- Public Affairs Officer
- Power Supply & Rates
- New Business
- Risk and Safety
- Human Resources

The Board recessed for lunch at 12:15 p.m. and reconvened at 1:15 p.m.

BOARD DISCUSSIONS

- Frederick Election Results
- DMEA Policy 316 Complaint

EXECUTIVE SESSION

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

The Board went into Executive session at 1:45 p.m. with the Board, John Parker, Laurie Rydwell, Bryant Robbins, Michele Sack, Dean Hubbuck and Robert Maxwell present.

The Executive Session ended at 2:52 p.m. and following a short recess, the Board reconvened into regular session at 3:05 p.m. with the entire Board, John Parker and Michele Sack present.

Following Executive Session, **Director Morgan made a motion**, which was seconded and carried, to direct staff to send a letter, to Tri-State Generation and Transmission, in support of the DMEA Policy 316 complaint.

REMOVAL OF DIRECTORS BYLAW REVISION (cont.)

Director McCormick made a motion, which was seconded and carried, to take the discussion of Bylaw Revisions from the table. Following review by the Board, this will be postponed until the July Board meeting to allow legal counsel to review the proposed changes.

TRI-STATE REPORT

Director Newman reviewed his written Tri-State Board report for June 2018 and addressed Board questions.

CREA REPORT

Director Buczek reviewed the CREA Board report for May 2018 and addressed Board questions.

WUE REPORT

There was no WUE Board meeting held since the last United Board meeting however Director McCormick addressed Board questions.

MEETING SCHEDULE

The next Regular Board Meeting is scheduled for Wednesday, July 25, 2018 at 9:00 a.m. at Brighton Headquarters, 500 Cooperative Way, Brighton, CO 80601.

ADJOURNMENT

President James Vigesaa declared the meeting adjourned at 4:30 p.m.



Michele Sack, Recording Secretary