

**MINUTES OF THE REGULAR MEETING
THE BOARD OF DIRECTORS
UNITED POWER, INC.
FRIDAY, NOVEMBER 22, 2019**

GENERAL

Chairman James Vigesaa called the regular meeting of the United Power Board of Directors to order at 9:00 a.m. on November 22, 2019. The meeting was held at United Power Headquarters in Brighton, Colorado. Present were Directors Keith Alquist, Ginny Buczek, Tim Erickson, Brian McCormick, Ursula Morgan, Rick Newman, Dave Rose, James Vigesaa and Tamra Waltemath. Directors Elizabeth Martin and Susan Petrocco were absent.

Chief Executive Officer John D. Parker, Chief Financial Officer Laurie Burkhart, Chief Operating Officer Bryant Robbins, Governmental & Regulatory Relations Officer Troy Whitmore, Member Engagement Officer Meghan Dewey and Executive Administrator Michele Sack were also present.

Others present for the meeting were staff members Erin Hane, Dean Hubuck, Robert Maxwell, and Ken McFadden.

INVOCATION/PLEDGE

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

SAFETY MINUTE

Risk and Compliance Director, Ken McFadden, provided an update on safety activities throughout United Power. He also discussed taking extra safety precautions during the holidays.

NEW EMPLOYEES

The following new employees were introduced:

- Kristopher Desraviles – Apprentice Lineworker
- Elena Montoya – Member Services Representative

CONSENT AGENDA

The following items were listed on the consent agenda:

- Approval of Agenda
- Approve October 23, 2019 Regular Meeting Minutes
- Approve November 8, 2019 Regulatory Board Meeting Minutes
- Approve November 8, 2019 Emergency Board Meeting Minutes

Chairman Vigesaa requested the Tri-State representative action item, under the consent agenda, be moved to Executive Session. **Director McCormick** requested the November 8, 2019 Regulatory Board Meeting Minutes be pulled from the consent agenda. **Director Alquist made a motion**, which was seconded and carried, to approve the consent agenda as modified.

Director McCormick asked, for consistency, if the November 8, 2019 Regulatory Board Minutes should be approved during the next Regulatory Board meeting. Following discussion, it was agreed that these minutes would be approved during this Board meeting, and then included in the next Regulatory Board book as a refresher. **Director Morgan made a motion**, which was seconded and carried, to approve the November 8, 2019 Regulatory Board minutes as presented. **Director Buczek abstained.**

BOARD SECRETARY APPOINTMENT

Due to the absence of Secretary Martin, President James Vigesaa noted paragraph 6.13 in United Power's Bylaws, which states "6.13 Delegation of Duties. Election of Assistants: In case of absence of any officer or for any other reason that the Board may deem sufficient, the Board may delegate the powers and duties of any such officer to any other officer or director or may appoint a director as an assistant to any such officer to exercise the powers and duties thereof." Vice-Chairman Ursula Morgan will be appointed to fill the role of Secretary for the Regular Board Meeting being held on November 22, 2019.

Following this motion and discussion, **Director Rose made a motion**, which was seconded and carried, to create the Assistant Secretary/Treasurer Officer position. This will be filled by Director Waltemath, and this position will be included in the officer elections held in April of each year.

APPROVE 2020 BUDGET

CFO Burkhart presented the final proposed Operating and Capital Budgets for 2020 which were included in the Board packet. The proposed budgets had been reviewed and discussed by the Board at both the September and October Board meetings. **Director Morgan made a motion**, which was seconded and carried, to adopt the following Resolution approving the 2020 Operating and Capital Budgets.

RESOLUTION APPROVING 2020 OPERATING AND CAPITAL BUDGETS

WHEREAS, the Chief Executive Officer and his CEO Staff have developed and proposed an Operating and Capital Budgets for calendar year 2020; and

WHEREAS, over the course of several months, the Board of Directors has reviewed said Operating and Capital Budgets and has determined that they represent a realistic appraisal of work that should be accomplished in 2020, and

WHEREAS, the proposed Operating Budget requirements include a general retail rate decrease of approximately .25% for 2020, as previously approved by the Board at the Regulatory Board Meeting on November 8, 2019, and

NOW, THEREFORE, BE IT RESOLVED that said 2020 Operating and Capital Budgets are hereby approved by the Board of Directors, and the Chief Executive Officer and his staff are authorized to carry out said Budgets within the budgetary guidelines contained therein.

The Board recessed for a break at 10:37 am and reconvened at 10:50 am.

APPROVE LOBBYING AGREEMENT

Governmental & Regulatory Relations Officer, Troy Whitmore, presented a summary on the proposed lobbying agreement with the lobbying firm of Rees Consulting and Public Affairs, Inc. Following discussion, a **motion was made by Director Buczek**, which was seconded and carried, to adopt the following Resolution Approving the Lobbying Agreement.

RESOLUTION APPROVING LOBBYING AGREEMENT

WHEREAS, it is essential that United Power's voice be heard at the State Legislature and the Governor's office as issues arise which could impact United Power and its member-owners; and

WHEREAS, issues such as renewable energy mandates, community choice aggregation, energy efficiency mandates, retail choice, net metering issues, utility regulation amendments, and a variety of other issues may impact the members of United Power, Inc.; and

WHEREAS, the Lobbying firm of Rees Consulting and Public Affairs, Inc. has a proven track record of providing excellent lobbying services for United Power for more than a decade; and

WHEREAS, it is the Board's desire that United Power continue to retain this lobbying firm to represent it during the upcoming legislative session.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors of United Power, Inc. hereby authorizes the Chief Executive Officer to sign a lobbying Agreement with Rees Consulting and Public Affairs, Inc. for period December 1, 2019 through November 30, 2020.

ADOPT RESOLUTION/EAST DISTRICT ROUND-UP DIRECTOR

Member Engagement Officer Meghan Dewey discussed the open seat on the United Power Round-Up Foundation Board in the East District and one nomination has been received. Per the Round-Up Bylaws, Directors are seated by the United Power Board of Directors. Joan Kniss has been recommended by the United Power Board of Directors to serve on the Round-Up Foundation Board for the East District. Following discussion, **a motion was made by Director Rose**, which was seconded and carried, to adopt the following Resolution Authorizing the Election of Joan Kniss to fill the open United Power Round-Up Foundation Board Seat in the East District.

**RESOLUTION AUTHORIZING THE ELECTION OF A DIRECTOR TO
CURRENT VACANT SEAT FOR THE ROUNDUP FOUNDATION**

WHEREAS, United Power, Inc. (“United”) is the sole member of the United Power Roundup Foundation; and

WHEREAS, the Foundation Board currently has one open director seat; and

WHEREAS, Joan Kniss in United’s East District has indicated interest in serving as Director.

NOW, THEREFORE, BE IT RESOLVED, that United Power, Inc. has selected the following director to serve the remainder of the open term on the Roundup Foundation Board:

District E: Joan Kniss, serving until January 2021

EXECUTIVE SESSION

Director Alquist made a motion that the Board go into Executive Session to discuss contract issues. The Board went into Executive session at 10:55 am with the Board and select staff present.

The Board recessed for lunch at 11:25 am with the Adams County Commissioners.

The Board and staff reconvened into Executive Session at 1:15 pm.

Executive session ended at 2:15 pm and went back into regular session.

APPOINT TRI-STATE BOARD MEMBER

Following nominations and voting by secret ballot, **Director Rose made a motion**, which was seconded and carried, to appoint Director Tim Erickson as the Tri-State Board member until further notice.

STAFF REPORTS

The following reports were discussed and updated by CEO Parker and staff:

- Chief Executive Officer

The Board recessed for a break at 2:30 pm and reconvened at 3:00 pm.

- Chief Financial Officer
 - Quarterly Financial Review
 - Review Debt/Maturities/Interest Rate
- Chief Operating Officer
- Government and Regulatory Relations Officer
- Member Engagement Officer
- Power Supply and Rates
- New Business
- Human Resources

Following staff reports, at 4:00 pm, staff were excused from the Board meeting.

BOARD DISCUSSIONS

- Strategic Issues
- Committee Updates

CREA REPORT

Director Buczek reviewed the October CREA Board report and addressed Board questions.

WUE REPORT

Director McCormick reviewed the October 2019 Western United financial reports and addressed Board questions.

EXECUTIVE SESSION

Director Newman made a motion that the Board go into Executive Session to discuss personnel matters. The Board went into Executive session at 4:34 pm with the Board and CEO Parker present.

Executive session ended at 5:00 pm and went back into regular session.

MEETING SCHEDULE

The next Regular Board Meeting is scheduled for Friday, December 20, 2019 at 9:00 a.m. at Brighton Headquarters, 500 Cooperative Way, Brighton, CO 80601.

ADJOURNMENT

Chairman James Vigesaa declared the meeting adjourned at 5:05 pm.



Michele Sack, Recording Secretary