

**MINUTES OF THE REGULAR MEETING
THE BOARD OF DIRECTORS
UNITED POWER, INC.
FRIDAY, DECEMBER 20, 2019**

GENERAL

Chairman James Vigesaa called the regular meeting of the United Power Board of Directors to order at 9:00 a.m. on December 20, 2019. 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 Burkhart, Chief Operating Officer Bryant Robbins, Governmental & Regulatory Relations Officer Troy Whitmore, and Executive Administrator Michele Sack were also present.

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

INVOCATION/PLEDGE

Director Rose 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 shared that United Power is now up to 129 days without a safety incident.

NEW EMPLOYEES

The following new employees were introduced:

- Jake Woodside – 2nd Step Apprentice
- Felicia Severns – Member Services Representative

CONSENT AGENDA

The following items were listed on the consent agenda:

- Approval of Agenda
- Approve November 22, 2019 Regular Meeting Minutes
- Resolution Honoring Round-Up Director

Chairman Vigesaa requested an Executive Session be added to the agenda at 9:30 am and again at 1:00 pm. **Director McCormick** requested Policy C-31, Director Use of Company Technology, be removed from the consent agenda. Per Chairman Vigesaa, Policy C-31 will be discussed prior to staff reports. **Director McCormick made a motion**, which was seconded and carried, to approve the consent agenda as modified.

Diedre Gregg-Donovan joined the meeting, at 9:07 am, for the Growth Report.

GROWTH REPORT

COO Bryant Robbins provided an update on the current growth United Power is experiencing in residential, commercial and oil and gas. He addressed Board questions and shared what has been requested of United Power, in all three areas, over the next 18 months.

EXECUTIVE SESSION

Director Petrocco made a motion that the Board go into Executive Session to discuss personnel issues. The Board went into Executive session at 9:30 am with the Board, CEO Parker and Director of Human Resources, Erin Hane, present.

Executive session ended at 10:15 am.

The Board recessed for a break at 10:15 am and reconvened into regular session 10:30 am.

HARASSMENT PREVENTION TRAINING

Kimberly Searfoorce, with Employers Council, joined the meeting to provide harassment prevention training to the Board of Directors. This training is required for all United Power employees annually and was extended to the Board of Directors.

The Board recessed for lunch at noon and reconvened at 1:00 pm.

EXECUTIVE SESSION

Director Morgan made a motion that the Board go into Executive Session to discuss personnel issues. The Board went into Executive session at 1:00 pm with the Board present and legal counsel Mark Williams joining by tele-conference. CEO Parker joined Executive Session at 1:45 pm.

Executive session ended at 2:05 pm.

The Board recessed for a break at 2:05 pm and reconvened into regular session 2:15 pm.

POLICY C-31 – DIRECTOR USE OF COMPANY TECHNOLOGY

Director of Information Services, Alie Beauchamp, joined the meeting to discuss Policy C-31. This policy was up for review by the Board of Directors in February 2019. Following this first review, a committee was formed to take into consideration the suggestions from staff and the Board. The committee met twice during 2019 and the revised policy was included in the Board packet for review. Following discussion, **a motion was made by Director Martin**, which was seconded and carried, to approve Policy C-31 – Director Use of Company Technology as modified by the Board.

STAFF REPORTS

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

- Chief Executive Officer
- Chief Financial Officer
- Chief Operating Officer
- Government and Regulatory Relations Officer
- Member Engagement Officer
- Power Supply and Rates
- New Business
- Human Resources

Following staff reports Erin Hane and Ken McFadden left the Board meeting.

EXECUTIVE SESSION

Director Buczek made a motion that the Board go into Executive Session to discuss contract issues. The Board went into Executive session at 3:25 pm with the Board and select staff present. Director Erickson was excused from Executive Session at 3:35 pm.

The Board recessed at 5:03 pm and returned to Executive Session at 5:07 pm with Director Erickson returning to the meeting.

Executive session ended at 5:08 pm and reconvened into regular session.

BOARD DISCUSSIONS

- Strategic Issues
- Committee Updates

CREA REPORT

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

WUE REPORT

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

MEETING SCHEDULE

The next Regular Board Meeting is scheduled for Wednesday, January 22, 2020 at 9:00 a.m. at Brighton Headquarters, 500 Cooperative Way, Brighton, CO 80601.

ADJOURNMENT

Chairman James Vigesaa declared the meeting adjourned at 5:19 pm.



Michele Sack, Recording Secretary