

**MINUTES OF THE SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF
UNITED POWER, INC.
WEDNESDAY, MARCH 18, 2020**

GENERAL

Chairman James Vigesaa called the Special Meeting of the United Power Board of Directors to order at 9:04 a.m. on March 18, 2020. Present, via teleconference, 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. Also present Acting Chief Executive Officer Bryant Robbins, Government & Regulatory Relations Officer Troy Whitmore, Chief Energy Resource Officer Dean Hubbuck, and Executive Administrative Assistant Cheri Simmons. Chief Financial Officer Laurie Burkhart, Human Resources Director Erin Hane and Information Services Director Alie Beauchamp were present via teleconference.

INVOCATION/PLEDGE

GRRO Whitmore gave the invocation and led in the Pledge of Allegiance.

APPROVE AGENDA

At 9:08 a.m. **Director Buczek made a motion**, which was seconded and carried, to approve the agenda as presented.

COVID-19

Acting CEO Robbins and Staff gave an in-depth update to the Board regarding how COVID-19 has affected daily operations and the plan to operate as efficiently and effectively as possible, providing service to United Power members. Following discussion, the Board agreed to hold the March 24, 2020 Audit Committee meeting and the March 25, 2020 Regular Board meeting by Zoom video conference call.

Following discussion, **Director Morgan made a motion**, which was seconded and carried, to adopt the resolution to hold the 2020 Annual Meeting by virtual town hall.

**RESOLUTION CONCERNING HOLDING THE
2020 ANNUAL BUSINESS MEETING VIA ELECTRONIC MEANS**

WHEREAS, a unique public health emergency has impacted our ability to hold an “in-person” annual meeting, it is necessary and in the best interests of UNITED POWER, INC. that the Board move to hold a virtual meeting of the members, and determine the procedures which United Power must follow for its 2020 Annual Meeting of Members to be held April 15, 2020 at 6:30 p.m., and in accordance with Colorado law and United Power’s Bylaws.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby determines that, pursuant to United Power’s Bylaws and the applicable statutes, the following rules, regulations and

procedures must and will be followed in connection with United Power's 2020 Annual Meeting of Members:

1. Introduction - These rules, regulations and procedures, to be followed in the 2020 Annual Meeting of Members, take into account statutory requirements and United Power Bylaws. The subject matter is subdivided into general procedures, receipt and collection of ballots, the meeting, counting procedures, and close vote margins requiring a recount.
2. General Procedures - The following general procedures will apply:
 - a. Eligibility to Vote in the 2020 Annual Meeting of Members: In order to receive a mail ballot to vote, a person must be a member of United Power and such membership must be valid as of 12:01 a.m. March 2, 2020. Any person who becomes a member between 12:02 a.m. March 2, 2020 and 12:00 p.m. (noon) April 10, 2020, and whose membership is valid on April 10, 2020, may request a ballot from the balloting company to be returned via mail. No person who becomes a member after 12:00 p.m. (noon) April 10, 2020 will be entitled to vote. Pursuant to Section 40-9.5-110 (2), C.R.S. and Section 3.07 of the Bylaws, each eligible member of United Power will receive a ballot in order to vote in the director election or concerning any other lawful matter which is properly noticed and brought before the membership for vote at the meeting.
 - b. Proxy and Cumulative Voting: Pursuant to Section 40-9.5-110 (3), C.R.S. and Section 3.08 of the Bylaws, no proxy (by spouse or any other person) or cumulative voting will be permitted. Neither votes by proxy nor power of attorney will be considered valid and, therefore, will not be accepted.
 - c. Write-in Candidates: Because it is not permitted in the Bylaws of the corporation, write-in candidates will not be accepted.
 - d. Mail Ballots: To receive a mail ballot a person must be a member of United Power and such membership must be valid as of 12:01 a.m. March 2, 2020. No person who becomes a member thereafter will receive a mail ballot. United Power will mail ballots to its members at least twenty-three (23) days prior to the meeting. All eligible members will be mailed a ballot. There will be no in-person balloting. Only one vote per member will be valid and counted.
 - e. Voting by Mail: Members must vote by return mail using their mail ballot sent to them by United Power or a replacement ballot issued by United Power. The ballot will be voted by the member, placed in a secrecy envelope (optional), deposited in a separate return envelope which must be properly signed by the voting member, in accordance with the instructions thereon, and mailed to the independent third party United Power has retained: Survey and Ballot Systems (SBS), 7653 Anagram Drive, Eden Prairie, MN, 55344, to collect, store and count ballots.

To be valid, a ballot must be received at SBS's post office box in Eden Prairie, MN in a properly signed ballot envelope enclosing the ballot by 12:00 p.m. April 14, 2020.

- f. Voting (In-Person) Prior to or at the Annual Meeting: Due to the closure of the United Power offices and other extraordinary circumstances in the community, United Power will not conduct in-person balloting prior to the meeting or during the virtual member meeting.
- g. Lost or Misplaced Mail Ballots: Upon receiving notification from a member that his/her mail ballot was not received, was lost, or was misplaced, a replacement ballot may be issued in one of three ways:

- 1. If United Power is notified prior to April 10, 2020, SBS will mail a replacement ballot to the requesting member at the direction of United Power staff.

SBS and United Power staff will thoroughly monitor the process to ensure that no duplicate ballots are counted. In the unlikely event that duplicate ballots are received, the first ballot received will be processed as a legitimate ballot. The duplicate ballot will be handled pursuant to section 5.c. of this document.

3. Receipt and Collection of Ballots:

- a. SBS is hereby appointed as the responsible entity for the receipt and collection of the mailed return envelopes and the secrecy envelopes containing the ballots as hereafter provided. SBS will ensure that all mail ballots received were continuously in its possession or control. A procedure for security will be established by SBS whereby all mailed envelopes and their contents received are maintained in a secure place, preferably under lock. No person, other than authorized SBS personnel, will be permitted access to the ballots.
- b. The last day and time to receive mail ballot returns by SBS will be 12:00 p.m. on April 14, 2020 at its post office box in Eden Prairie, MN.
- c. SBS must maintain control of all returns in its possession until the day of the Annual Meeting of Members on April 15, 2020.
- d. United Power will coordinate a virtual meeting(s) of the Election and Credentials committee prior to the meeting to rule on ballots considered questionable. To facilitate this process SBS will sort the unopened return envelopes, with their contents, into three (3) separate categories for submission to the Election and Credentials Committee:
 - 1. Returns apparently valid and timely received.
 - 2. Any return which is questionable on its face.
 - 3. All late returns.

4. The Meeting:

- a. All member registrants participating in the virtual Annual Meeting of Members will be counted toward the quorum regardless of whether they voted by mail, or not at all.

- b. Pursuant to Section 3.06 of the Bylaws, the lesser of five percent (5%) or fifty (50) members present will constitute a quorum for the transaction of all business at the Annual Meeting of Members.

5. Counting Procedures:

- a. The Election and Credentials Committee, appointed by the Board, in advance of the meeting, will be responsible for ruling on questionable ballots. However, the Committee will be assisted by representatives of SBS and United Power, under the supervision and guidance of United Power's legal counsel.
- b. All valid return envelopes will be opened and to the extent reasonably practicable, the secrecy envelope and ballot removed and separated from the return envelope in such a manner as to avoid association of the vote on the ballot and the name on the return envelope.
- c. All questionable ballots and questionable return envelopes should be kept separated as prior to commencing the counting process. Possible invalidities could include, but are not limited to:
 - 1. Unsigned return envelope.
 - 2. Duplications.
 - 3. Apparently improper signature on the return envelope.
 - 4. Failure to provide title or representative capacity on the return envelope, if voting for a business organization, trust, or estate of a deceased person.
 - 5. Any condition noted on the ballot or other improper vote (e.g. vote for two (2) candidates in the same district; write in for individual not nominated).
- d. All return envelopes and ballots will be separately tabulated, sealed and stored by the following categories and maintained in a secure location for at least one year:
 - 1. Valid return envelopes for members voting by mail or at United Power facilities.
 - 2. Valid ballots.
 - 3. Invalid ballots.
 - 4. Invalid return envelopes together with their contents.
 - 5. Undeliverable return envelopes together with their contents.
 - 6. Late return envelopes together with their contents.

- e. The Election and Credentials Committee will present a written report to include the following:
 - 1. Result of the elections by director district from the ballots determined to be valid.
 - 2. A tabulation of the return envelopes and ballots as follows:
 - a) Ballots received
 - 1. Invalid ballots
 - 2. Valid ballots
 - 3. A tabulation of members registered for Annual Meeting of Members counting towards a quorum.
 - f. SBS will continue to collect and secure late returns delivered after April 14, 2020 and until May 15, 2020 and make the late return count available upon request.
6. Close Vote Requiring a Recount – A recount of any election contest in a particular district or districts will be held if the difference between the highest number of votes cast in the election contest and the next highest number of votes cast in that contest is less than or equal to one-half of one percent of the highest vote cast in that election contest. The recount will commence within two business days of the election and will be conducted under the supervision of the Election and Credentials Committee, with the advice of the United Power’s legal counsel.

Following discussion, the Board directed Staff to cancel the contract with The Lodge at Flying Horse, using the Force Majeure contract clause. If deemed necessary, Board and Staff will hold open the May 2020 dates if needed to discuss SPS topics.

ADJOURNMENT

Chairman James Vigesaa declared the meeting adjourned at 10:21 a.m.



Cheri Simmons, Recording Secretary