

**MINUTES OF THE SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF
UNITED POWER, INC.
TUESDAY, APRIL 7, 2020**

GENERAL

Chairman James Vigesaa called the Special Meeting of the United Power Board of Directors to order at 2:12 p.m. on April 7, 2020. The meeting was held at United Power's Headquarters in Brighton, Colorado and via Zoom Video/Teleconference. Present, via teleconference, were Directors Keith Alquist, Ginny Buczek, Tim Erickson, Elizabeth Martin, Brian McCormick, Ursula Morgan, Susan Petrocco, Dave Rose, James Vigesaa and Tamra Waltemath. Also present, in the Board room, 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 was present via teleconference. Director Newman was absent.

WAIVER OF NOTICE

The meeting notice was waived in accordance with United Power Bylaws, sections 5.02 and 5.03.

INVOCATION/PLEDGE

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

ADDITIONS TO AGENDA

Director Buczek requested an open session added to the agenda to discuss contract issues immediately following Executive Session.

APPROVE AGENDA

At 2:15 p.m. **Director Martin made a motion**, which was seconded and carried, to approve the agenda as amended.

LITIGATION/EXECUTIVE SESSION

Director Rose made a motion, which was seconded and carried, that the Board go into litigation/executive session to discuss contract issues. The Board entered into litigation/executive session at 2:19 p.m. with the Board and staff present. Director McCormick excused himself and left the meeting 2:18 p.m.

Director Waltemath made a motion, which was seconded and carried, to come out of litigation/executive session. Litigation/executive session ended at 2:59 p.m. and reconvened into regular session. Director McCormick rejoined the meeting at 3:01 p.m.

Contract issues were discussed during open session.

Following discussion, **Director Waltemath made a motion**, which was seconded and carried, to adopt the resolution to amend 2020 Board meeting locations.

RESOLUTION TO AMEND 2020 BOARD MEETING LOCATIONS

WHEREAS, United Power’s Bylaws require that at least one Regular Board Meeting shall be held each month within the service area of the Cooperative at such time and place as the Board may provide by motion; and

WHEREAS, it has been customary for the Board to establish the Board Meeting dates annually in advance so that all Board Members can plan their schedules accordingly; and

WHEREAS, due to the COVID-19 virus and social distancing requirements established by the Colorado Department of Health, the Board wishes to add an additional meeting location option for the remainder of the 2020 Board Meetings:

Wednesday, January 22, 2020, 9:00 a.m.	Brighton Headquarters Office
Friday, February 21, 2020, 9:00 a.m.	Brighton Headquarters Office
Wednesday, March 25, 2020, 9:00 a.m.	Brighton Headquarters Office and/or via video/teleconference
Wednesday, April 22, 2020, 9:00 a.m.	Brighton Headquarters Office and/or via video/teleconference
Wednesday, May 27, 2020, 9:00 a.m.	Brighton Headquarters Office and/or via video/teleconference
Wednesday, June 24, 2020, 9:00 a.m.	Brighton Headquarters Office and/or via video/teleconference
Wednesday, July 22, 2020, 9:00 a.m.	Brighton Headquarters Office and/or via video/teleconference
Wednesday, August 26, 2020, 9:00 a.m.	Brighton Headquarters Office and/or via video/teleconference
Wednesday, September 23, 2020, 9:00 a.m.	Brighton Headquarters Office and/or via video/teleconference
Wednesday, October 28, 2020, 9:00 a.m.	Brighton Headquarters Office and via video/teleconference
Friday, November 20, 2020, 9:00 a.m.	Brighton Headquarters Office and via video/teleconference
Friday, December 18, 2020, 9:00 a.m.	Brighton Headquarters Office and via video/teleconference

NOW, THEREFORE, BE IT RESOLVED by motion adopting this resolution, that the remaining Board meeting locations for 2020 are hereby amended as set forth herein.

Following discussion, **Director McCormick made a motion**, which was seconded and carried, to adopt the resolution authorizing retirement of patronage capital.

RESOLUTION AUTHORIZING RETIREMENT OF PATRONAGE CAPITAL

WHEREAS, it is the goal and stated policy of United Power, Inc., to make general retirements of patronage capital each year; and

WHEREAS, all lender and mortgage covenants were satisfied in 2019; and

WHEREAS, the Board of Directors has determined that the financial condition of United Power will not be impaired by a general retirement of patronage capital furnished by patrons.

NOW THEREFORE, BE IT RESOLVED, that a FIFO retirement of \$1,157,806, representing the year of 1995, that a general retirement of \$4,342,194, and that the total retirement authorized is \$5,500,000 to be distributed to all patrons by the retirement method as described in Policy C-18, Patronage Capital; and

NOW THEREFORE, BE IT RESOLVED, that special retirements to estate and other departed members be limited to a total of \$300,000 (after discounts); and

Following discussion, **Director Alquist made a motion**, which was seconded and carried, to adopt the resolution authorizing changes to retirement of patronage capital process. Director Morgan opposed.

RESOLUTION AUTHORIZING CHANGES TO RETIREMENT OF PATRONAGE CAPITAL PROCESS

WHEREAS, United Power (“the Cooperative”) has a goal and stated policy to make general retirement of patronage capital each year; and

WHEREAS, the Cooperative finds itself in unprecedented circumstances caused by the global pandemic of the COVID-19 virus; and

WHEREAS, the Cooperative desires to uphold the cooperative principle of Concern for Community by easing the burden of our members who may be experiencing dire circumstances caused by the economic impact of the pandemic; and

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the Chief Financial Officer (“CFO”) to accelerate the timing of patronage capital retirements from August to May combining the notification to members of the 2019 allocation and the 2020 retirement into one member communication; and

NOW THEREFORE, BE IT RESOLVED, that the threshold for patronage capital retirement bill credits to active members from \$10 to \$50 in order to facilitate distribution to our members.

Following discussion, **Director McCormick made a motion**, which was seconded and carried, to adopt the resolution authorizing the access of unclaimed capital credits to fund COVID payment assistance program as amended.

**RESOLUTION AUTHORIZING THE ACCESS OF UNCLAIMED CAPITAL CREDITS
TO FUND COVID PAYMENT ASSISTANCE PROGRAM**

WHEREAS, United Power Inc. (“the Cooperative”) has approximately \$5,000,000 available in “net savings” created by the accumulation of unclaimed capital credits; and

WHEREAS, the Cooperative finds itself in unprecedented circumstances caused by the global pandemic of the COVID-19 virus; and

WHEREAS, the Governor of the State of Colorado has issued an executive order stating that utilities “suspend disconnections for delayed or missed payments from residential and small business consumers related to the impacts of COVID-19” and, further “waive reconnection fees and suspend accrual of late payment fees for all residential customers and small business consumers most significantly burdened by the impact of COVID-19 as well as make reasonable efforts to reinstate service for those customers currently disconnected for nonpayment or arrearage related to the impacts of COVID-19” (Executive Order D 2020 012); and

WHEREAS, the Cooperative desires to uphold the cooperative principle of Concern for Community by easing the burden of our members who may be experiencing dire circumstances caused by the economic impact of the pandemic.

WHEREAS, this program expires on December 31, 2020 or when funds have been exhausted.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the Chief Financial Officer (“CFO”) to redirect \$250,000 of “net savings” as defined in the bylaws to fund a COVID payment assistance program from our members.

2020 BUDGET

CFO Burkhart reviewed projected 2020 budget changes with the Board. Following discussion, **Director Vigesaa made a motion**, which was seconded and carried, to reduce total Board expenses by 10% for 2020 with specifics to be determined at a later date.

Acting CEO Robbins left the meeting at 3:57 p.m., returning at 3:59 p.m.

GRRO Whitmore left the meeting at 4:41 p.m.

UNITED POWER STATUS UPDATE

Acting CEO Robbins briefed the Board on current operating procedures and expectations. The Board thanked Staff for their continued efforts to continue daily operations, the health of the Cooperative and member assistance under current COVID-19 conditions.

Acting CEO Robbins and CERO Hubbuck left the meeting at 5:12 p.m.

OFFICER ELECTIONS

At 5:13 p.m., the Board asked EAA Simmons to answer questions regarding current technology and Officer elections. Following discussion, **Director Buczek made a motion**, which was seconded and carried, to postpone Officer elections until such time as convenient.

At 5:22 p.m., **Director Buczek made a motion**, which was seconded and carried, to enter Executive Session to discuss personnel issues. EAA Simmons left the meeting at this time.

Director Alquist made a motion, which was seconded and carried, to end Executive Session at 5:22 p.m., reconvening into regular session. Acting CEO Robbins and EAA Simmons returned to the meeting at 5:45 p.m.

ADJOURNMENT

Chairman James Vigesaa declared the meeting adjourned at 5:45 p.m.

A handwritten signature in black ink, appearing to read 'CSim', with a long, sweeping horizontal line extending to the right.

Cheri Simmons, Recording Secretary