

**MINUTES OF THE SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF
UNITED POWER, INC.
MONDAY, SEPTEMBER 14 AND TUESDAY SEPTEMBER 15, 2020**

GENERAL

Chairman Ursula Morgan called the Special Meeting of the United Power Board of Directors to order at 9:01 a.m., on September 14, 2020. The meeting was held at United Power's Carbon Valley Service Center in Longmont, Colorado and via Zoom Video/Teleconference. Directors Keith Alquist, Ginny Buczek, Tim Erickson, Elizabeth Martin, Ursula Morgan, Rick Newman, Susan Petrocco, Dave Rose, James Vigessaa and Tamra Waltemath. Acting Chief Executive Officer Bryant Robbins, Chief Energy Resource Officer Dean Hubbuck, Chief Financial Officer Laurie Burkhart, Governmental and Regulatory Relations Officer Troy Whitmore, Executive Administrative Assistant Cheri Simmons, Wheeler Trigg O'Donnell's Peter Herzog and Joel Neckers were also present; all abided by the Colorado Department of Health's social distance guidelines. Director McCormick was excused.

Paul Hastings' Charles Patrizia, Enervision's Carter Babbit, and JW Rayder were present via teleconference.

INVOCATION/PLEDGE

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

APPROVE AGENDA

Director Buczek made a motion, which was seconded and carried, to approve the agenda as presented.

EXECUTIVE/LITIGATION SESSION

Director Martin made a motion, which was seconded and carried, that the Board enter executive session to discuss contract issues. The Board entered executive session at 9:12 a.m. with the Board, Officers, named guests and EAA Simmons present.

A brief recess was called at 10:05 a.m.; the meeting reconvened into executive session at 10:20 a.m.

NERA's Sandy Ringlestetter-Ennis joined the meeting at this time.

Staff and guests, both present in person and via teleconference, were excused from the meeting at 12:32 p.m.

The meeting recessed for lunch at 12:50 p.m., with the meeting reconvening into executive session at 1:20 p.m.

Enervision's Ingmar Sterzing joined the meeting via teleconference at 1:28 p.m.

A brief recess was called at 2:38 p.m.; the meeting reconvened into executive session at 2:53 p.m.

At 5:14 p.m., **Director Martin made a motion**, which was seconded, and carried to recess the meeting until Tuesday morning, September 15, 2020 at 9:00 a.m.

At 9:03 a.m. on September 15, 2020 the meeting reconvened into Executive/Litigation Session.

Directors Keith Alquist, Ginny Buczek, Tim Erickson, Elizabeth Martin, Ursula Morgan, Rick Newman, Susan Petrocco, Dave Rose, James Vigesaa and Tamra Waltemath. Acting Chief Executive Officer Bryant Robbins, Chief Energy Resource Officer Dean Hubbeck, Chief Financial Officer Laurie Burkhart, Governmental and Regulatory Relations Officer Troy Whitmore, Executive Administrative Assistant Cheri Simmons were also present; all abided by the Colorado Department of Health's social distance guidelines. Director McCormick was excused.

Enervision's Carter Babbit, Ingmar Sterzing and JW Rayder were present via teleconference.

A brief recess was called at 10:21 a.m.; the meeting reconvened into executive session at 10:37 a.m.

The meeting recessed for lunch at 12:13 p.m., Enervision's representatives left the teleconference at this time and did not return to the meeting. The meeting reconvened into executive session at 12:58 p.m.

Kit Carson Electric Cooperative's Chief Executive Officer Luis Reyes, Jr. joined the meeting via teleconference at this time. CEO Reyes left the meeting at 2:10 p.m.

A brief recess was called at 2:11 p.m.; the meeting reconvened into executive session at 2:30 p.m.

A motion was made by Director Alquist, which was seconded, and carried to end executive session at 5:05 p.m.

ADJOURNMENT

Chairman Morgan declared the meeting adjourned at 5:05 p.m.

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

Cheri Simmons, Recording Secretary