

**MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF UNITED POWER, INC.
WEDNESDAY, OCTOBER 28, 2020**

GENERAL

Chairman Ursula Morgan called the regular meeting of the United Power Board of Directors to order at 9:02 a.m. on October 28, 2020. The meeting was held at United Power's Carbon Valley Service Center in Longmont, CO and via Zoom teleconference. Present were Directors Keith Alquist, Ginny Buczek, Tim Erickson, Brian McCormick, Ursula Morgan, Susan Petrocco, Dave Rose, James Vigesaa and Tamra Waltemath. Directors Elizabeth Martin and Rick Newman joined the meeting via teleconference.

Acting Chief Executive Officer Bryant Robbins, Chief Financial Officer Laurie Burkhart, Government & Regulatory Relations Officer Troy Whitmore, Chief Energy Resource Officer Dean Hubbeck, Human Resources Director Erin Hane, Engineering Director Robert Maxwell, Risk & Compliance Director Ken McFadden, and Executive Administrative Assistant Cheri Simmons were also present at the Longmont location; all abided by the Colorado Department of Health's social distance guidelines.

INVOCATION/PLEDGE

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

SAFETY MINUTE

Risk & Compliance Director McFadden provided an update on United Power's safety activities.

NEW EMPLOYEES

HR Director Hane introduced Senior Right of Way Agent Mark Alessi, Project Coordinator II Michael Neu and Journey Lineworker Kyle Garcia to the Board via photographs.

CONSENT AGENDA

The following items were listed on the consent agenda

- Approval of Agenda
- Approve September 23, 2020 Regular Board Meeting Minutes

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

STAFF REPORTS

The following reports were discussed and updated by Acting CEO Robbins and Staff

- Chief Executive Officer
- Chief Financial Officer

A brief recess was called at 11:11 a.m., with the meeting reconvening at 11:22 a.m.

STAFF REPORTS CON'T.

- Chief Operating Officer
- Human Resources
- Governmental & Regulatory Relations Officer

Following discussion, a **motion was made by Director Buczek**, which was seconded, and carried, to co-sponsor the city of Brighton’s new pre-lit Christmas tree in the amount of \$10,000. The new tree replaces the live tree that was recently lost during a storm.

- Chief Energy Resource Officer
- Risk & Safety

The Board recessed for lunch at 12:32 p.m., reconvening at 1:01 p.m.

ANNUAL EMPLOYEE BONUS

Following a brief discussion, **Director Buczek made a motion**, which was seconded, and carried, to adopt the following resolution:

RESOLUTION AUTHORIZING ANNUAL EMPLOYEE BONUS

WHEREAS, the Board of Directors of United Power, Inc. recognizes employees for their outstanding dedication and commitment to our mission over the past year; and

WHEREAS, the Board of Directors of United Power, Inc. recognizes the workforce on an annual basis in the form of an annual bonus;

BE IT RESOLVED, the Board of Directors authorizes the Chief Executive Officer to render payment of an annual bonus to United Power’s employees in the manner that the CEO deem appropriate for each employee working at United Power in a full time or part time capacity; and

BE IT FURTHER RESOLVED, that the Board of Directors authorizes a bonus up to \$750 for all employees as determined by the Chief Executive Officer, of United Power.

APPROVE 2021 BOARD MEETING DATES

Following discussion, a **motion was made by Director Vigesaa**, which was seconded and carried, to adopt the following as amended:

RESOLUTION ESTABLISHING BOARD MEETING DATES FOR 2021

WHEREAS, United Power’s Bylaws, (Article 5.00, section 5.01), 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, United Power’s Bylaws (Article 5.00, section 5.07), allow participation by means of telephone or video conference; 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, the Board wishes to set aside the following dates, times, and places for the 2021 Board Meetings:

Wednesday, January 27, 2021, 9:00 a.m.	Carbon Valley Service Center
Wednesday, February 24, 2021, 9:00 a.m.	Carbon Valley Service Center
Wednesday, March 24, 2021, 9:00 a.m.	Carbon Valley Service Center
Wednesday, April 28, 2021, 9:00 a.m.	Carbon Valley Service Center
Wednesday, May 26, 2021, 9:00 a.m.	Carbon Valley Service Center
Wednesday, June 23, 2021, 9:00 a.m.	Carbon Valley Service Center
Wednesday, July 28, 2021, 9:00 a.m.	Carbon Valley Service Center
Wednesday, August 25, 2021, 9:00 a.m.	Carbon Valley Service Center
Wednesday, September 22, 2021, 9:00 a.m.	Carbon Valley Service Center
Wednesday, October 27, 2021, 9:00 a.m.	Carbon Valley Service Center
Wednesday, November 17, 2021, 9:00 a.m.	Carbon Valley Service Center
Wednesday, December 22, 2021, 9:00 a.m.	Carbon Valley Service Center

NOW, THEREFORE, BE IT RESOLVED by motion adopting this resolution, that the Board meeting dates, times, and places for 2021 are hereby established as set forth herein.

2021 MEET THE CANDIDATE FORUM DATES

Following discussion, a **motion was made by Director McCormick**, which was seconded and carried, to adopt the following schedule:

<p>South District Thursday, March 18, 2021 - 6:30 p.m. Adams County Fairgrounds Rendezvous Room located in the Waymire Dome 9755 Henderson Road Brighton, CO 80601</p>	<p>Mountain District Friday, March 19, 2021 - 7:30 a.m. Coal Creek Canyon Community Center 31528 Highway 72 Golden, CO 80403</p>
<p>West District Monday, March 29, 2021 - 6:30 p.m. Carbon Valley Service Center 9586 E. I-25 Frontage Road Longmont, CO 80504</p>	<p>East District Tuesday, March 30, 2021 – 7:30 a.m. Fort Lupton Recreation Center Multi-Purpose Room 3 203 S. Harrison Ave. Fort Lupton, CO 80621</p>

ADOPT RULES & REGULATIONS OF 2021 ANNUAL MEETING VOTING & OTHER PROCEDURES

A motion was made by Director Petrocco, which was seconded and carried, to adopt the following as presented:

RESOLUTION CONCERNING RULES, REGULATIONS AND OTHER PROCEDURES OF VOTING FOR THE 2021 ANNUAL BUSINESS MEETING

WHEREAS, it is necessary and in the best interests of UNITED POWER, INC. that the Board determine the procedures which United Power must follow for its 2021 Annual Meeting of Members to be held April 14, 2021 at 6:30 p.m. at the Adams County Fairgrounds, Brighton, Colorado and virtually, 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 2021 Annual Meeting of Members:

1. **Introduction** - These rules, regulations and procedures, to be followed in the 2021 Annual Meeting of Members, are designed to meet statutory requirements and United Power Bylaws. The subject matter is subdivided into general procedures, receipt and collection of ballots, counting procedures, and close vote margins requiring a recount.
2. **General Procedures** - The following general procedures will apply:
 - a. **Eligibility to Vote in the 2021 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 1, 2021. Any person who becomes a member between 12:02 a.m. March 1, 2021 and 12:00 p.m. (noon) April 1, 2021, may request a ballot be sent via mail by calling United Power. The ballot must be requested by April 1, 2021. No ballots will be mailed after this date. No person who becomes a member after 12:01 p.m. April 1, 2021 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 1, 2021. 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. Only one vote per member will be valid and counted.

Anyone who becomes a member after March 1, 2021, and prior to 12:01 p.m. April 1, 2021 may request a replacement ballot through United Power, and it will be mailed by SBS to the member.

3. **Voting by Mail:** Members can only vote by return mail using their mail ballot sent to them by United Power, or if they meet the requirements outlined in 2.a. (*Eligibility to Vote in the 2021 Annual Meeting of Members*) a replacement ballot mailed to them from SBS at their request. No ballot drop boxes will be provided before or on the day of the meeting. 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 12:01 p.m. April 14, 2021.

4. **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 re-issued. The member must notify United Power prior to April 1, 2021 and SBS will mail a replacement ballot to the requesting member at the direction of United Power staff.

SBS 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 6. ii. of this document.

5. **Receipt and Collection of Ballots:** 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.

The last day and time to receive mail ballot returns by SBS will be 12:01 p.m. on April 14, 2021 at its post office box in Eden Prairie, MN.

- a. SBS will sort the unopened return envelopes, with their contents, into three (3) separate categories:
 - i. Returns apparently valid and timely received.
 - ii. Any return which is questionable on its face.
 - iii. All late returns.

6. **Counting Procedures:** The Election and Credentials Committee, appointed by the Board in advance of the meeting, will be responsible for reviewing any questionable ballots. They will meet remotely according to a schedule determined by the committee with representatives of SBS and under the supervision and guidance of United Power's legal counsel. The validity of questionable ballots or returns will be ruled upon by the Election and Credentials Committee, on advice of legal counsel. Possible invalidities could include, but are not limited to:
 - i. Unsigned return envelope.
 - ii. Duplications.
 - iii. Apparently improper signature on the return envelope.
 - iv. Failure to provide title or representative capacity on the return envelope, if voting for a business organization, trust, or estate of a deceased person.
 - v. 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).

- b. 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:
 - i. Valid return envelopes for members voting by mail.
 - ii. Valid ballots.
 - iii. Invalid ballots.
 - iv. Invalid return envelopes together with their contents.
 - v. Undeliverable return envelopes together with their contents.
 - vi. Late return envelopes together with their contents.

- c. The Election and Credentials Committee will prepare a written report to include the following:
 - i. Result of the elections by director district from the ballots determined to be valid.

- ii. A tabulation of the return envelopes and ballots as follows:
 - 1. Ballots received
 - 2. Invalid ballots
 - 3. Valid ballots

d. SBS will continue to collect and secure late returns delivered after April 14, 2021 and until May 14, 2021 and make the late return count available upon request.

7. **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.

SBS will conduct the recount and will coordinate with the 28 and Credentials committee to allow any candidates of said race to watch the recount process remotely.

COVID PAYMENT ASSISTANCE FUND

Following a brief discussion, **Director Erickson made a motion**, which was seconded, and carried, to adopt the following resolution as presented:

RESOLUTION AUTHORIZING THE ACCESS OF ADDITIONAL 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 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

WHEREAS, the impacts of the COVID pandemic continue throughout our territory.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors authorizes the Chief Financial Officer (“CFO”) to redirect an additional \$50,000 for 2020 and \$250,000 for 2021 of “net savings” as defined in the bylaws to fund a COVID payment assistance program from our members.

CYBERSECURITY REVIEW

Information Services Director Alie Beauchamp joined the meeting via teleconference at 1:28 p.m. and briefed the Board on current cybersecurity threats and strategies. She left the meeting at 2:01 p.m.

CREA REPORT

Director Buczek updated the Board on CREA activities.

WUE REPORT

Director Alquist updated the Board on WUE activities.

Wheeler Trigg O'Donnell's legal counsel Peter Herzog joined the meeting via teleconference at 2:19 p.m.

TRI-STATE REPORTS

Director McCormick recapped his Tri-State report, which was followed by Chief Energy Resource Officer Hubbuck's update of Staff's Tri-State report.

A brief recess was called at 3:01 p.m.; HR Director Hane and Risk & Compliance Director McFadden left the meeting at this time. The meeting reconvened at 3:16 p.m.

LITIGATION/EXECUTIVE SESSION

Director Alquist made a motion, which was seconded, and carried, to enter Litigation/Executive Session at 3:17 p.m. to discuss contract issues. Director McCormick was excused from the meeting at this time.

Due to technical difficulties, Director Martin rejoined the meeting via teleconference at 3:20 p.m., left the meeting at 3:41 p.m., and returning at 3:52 p.m.

Director Vigesaa left the meeting at 4:41 p.m., returning at 4:45 p.m.

Litigation/Executive Session ended at 5:23 p.m., with the meeting reconvening into regular session. Legal Counsel Herzog left the meeting, Director McCormick returned to the meeting at this time.

MEETING SCHEDULE

The next regular Board meeting is scheduled Friday, November 20, 2020 at 9:00 a.m. and will be held at United Power's Carbon Valley Service Center, 9586 E I-25 Frontage Road, Longmont, CO and via teleconference to observe the State's current health guidelines.

ADJOURNMENT

Chairman Morgan declared the meeting adjourned at 5:29 p.m.



Cheri Simmons, Recording Secretary