

**MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF UNITED POWER, INC.
FRIDAY, NOVEMBER 20, 2020**

GENERAL

Chairman Ursula Morgan called the regular meeting of the United Power Board of Directors to order at 9:04 a.m. on November 20, 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 and Ursula Morgan. Directors Elizabeth Martin, Brian McCormick, Rick Newman, Susan Petrocco, Dave Rose, and Tamra Waltemath joined the meeting via teleconference. Director Vigesaa was absent.

Acting Chief Executive Officer Bryant Robbins, Chief Energy Resource Officer Dean Hubbuck 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. Chief Financial Officer Laurie Burkhart, Government & Regulatory Relations Officer Troy Whitmore, Human Resources Director Erin Hane, Engineering Director Robert Maxwell, Risk & Compliance Director Ken McFadden joined the meeting via teleconference.

INVOCATION/PLEDGE

Director Buczek 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 Electronic Technician Santos Flores and Journey Lineworker Matthew Alves via photographs.

CONSENT AGENDA

The following items were listed on the consent agenda

- Approval of Agenda
- Approve October 28, 2020 Regular Board Meeting Minutes
- Approve November 5, 2020 Special Board Meeting Minutes

Director Buczek 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

CFO Burkhart asked the Board for permission to continue the Community Choice Grants Program into 2021; the Board approved via unanimous consent.

Director Morgan left the meeting at 9:31 a.m., returning at 9:33 a.m.

STAFF REPORTS CONTINUED

- Chief Operating Officer
- Human Resources
- Governmental & Regulatory Relations Officer
- Chief Energy Resource Officer
- Risk & Safety

A brief recess was called at 10:26 a.m., with the meeting reconvening at 10:43 a.m.

APPROVE LOBBYING AGREEMENT

Director Martin made a motion, which was seconded, and carried, to adopt the following resolution:

RESOLUTION APPROVING LOBBYING AGREEMENT

WHEREAS, it is essential that United Power’s voice be heard at the State Legislature and the Governor’s office as issues arise which could impact United Power and its member-owners; and

WHEREAS, issues such as cooperative governance, wildfire mitigation, community choice aggregation, energy efficiency mandates, retail choice, net metering issues, utility regulation amendments, and a variety of other issues may impact the members of United Power, Inc.; and

WHEREAS, the Lobbying firm of Rees Consulting and Public Affairs, Inc. has a proven track record of providing excellent lobbying services for United Power for more than a decade; and

WHEREAS, it is the Board’s desire that United Power continue to retain this lobbying firm to represent it during the upcoming legislative session.

NOW THEREFORE, BE IT RESOLVED that the Board of Directors of United Power, Inc. hereby authorizes the Chief Executive Officer to sign a lobbying Agreement with Rees Consulting and Public Affairs, Inc. for period December 1, 2020 through November 30, 2021.

2019 KRTA REVIEW

Controller Sarah Herman joined the meeting at 10:42 a.m. to present the 2019 KRTA review to the Board and answer questions. She left the meeting at 11:31 a.m.

APPROVE 2021 BUDGET

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

RESOLUTION APPROVING 2021 OPERATING AND CAPITAL BUDGETS

WHEREAS, the Chief Executive Officer and his CEO Staff have developed and proposed Operating and Capital Budgets for calendar year 2021; and

WHEREAS, over the course of four months, the Board of Directors has reviewed said Operating and Capital Budgets and has determined that they represent a realistic appraisal of work that should be accomplished in 2021, and

WHEREAS, the proposed Operating Budget requirements indicate no increase in retail electric service rates for 2021 is necessary at this time, and

NOW, THEREFORE, BE IT RESOLVED that said 2021 Operating and Capital Budgets are hereby approved by the Board of Directors, and the Chief Executive Officer and his staff are authorized to carry out said Budgets within the budgetary guidelines contained therein.

NOVINIUM SERVICE CONTRACT EXTENSION

Acting CEO Robbins requested permission from the Board to extend the Novinium Service Contract. Following discussion, **Director Newman made a motion**, which was seconded, and carried to extend the contract as recommended.

APPROVE 5MW COLFER SOLAR PROJECT

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

Director Erickson opposed the vote, with prejudice.

RESOLUTION AUTHORIZING EXECUTION OF A POWER PURCHASE AGREEMENT FOR 5 MW OF SOLAR GENERATION

WHEREAS, Tri-State Generation & Transmission Association, Inc. is United Power's supplier of wholesale power and energy pursuant to the Wholesale Electric Service Contract (WESC), effective July 1, 2007; and

WHEREAS, the WESC allows Member Systems to acquire 5% of its capacity and energy requirements from distributed or renewable generation owned or controlled by the Member; and

WHEREAS, Tri-State has an approved Board of Directors Policy 115, Member System Distributed Resource Policy, which implements this provision of the WESC; and

WHEREAS, Tri-State has an approved Board of Directors Policy 117, Member System Local Renewable Energy Credit Purchase Policy, which describes payment for renewable energy credits; and

WHEREAS, United Power, Inc. has an interest in the development of a 5 MW distributed renewable generation project under Tri-State's Policy 115 and Policy 117; and

NOW, THEREFORE, BE IT RESOLVED that United Power is hereby authorized to submit a Policy 115 and Policy 117 application to Tri-State G&T for a 5 MW of solar power generation project; and

BE IT FURTHER RESOLVED that upon approval of the Policy 115 and Policy 117 applications by Tri-State G&T, United Power is hereby authorized to negotiate and enter into a Power Purchase Agreement for a 5 MW solar renewable energy generation project with OneEnergy Renewables; and

BE IT FURTHER RESOLVED, that the Chief Executive Officer, is hereby authorized in the name and on behalf of United Power to execute and deliver all such documents and instruments deemed necessary to complete the addition of 5 MW's of solar powered generation when in a form acceptable to management and legal counsel.

The Board recessed for lunch at 12:14 p.m., reconvening at 1:03 p.m.

PILOT EV CHARGING PROGRAM

Energy Programs and New Business Director Joel Danforth joined the meeting via teleconference at 1:00 p.m. and shared the pilot EV Charging Program with the Board and answered questions. He left the meeting at 2:40 p.m.

A brief recess was called at 2:40 p.m.; HR Director Hane and Risk & Compliance Director McFadden left the meeting at this time. The meeting reconvened at 2:55 p.m.

CREA REPORT

Director Buczek updated the Board on CREA activities.

WUE REPORT

Director Alquist updated the Board on WUE activities.

TRI-STATE REPORTS

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

LITIGATION/EXECUTIVE SESSION

Director Alquist made a motion, which was seconded, and carried, to enter Litigation/Executive Session at 3:36 p.m. to discuss contract issues. Director McCormick was excused from the meeting at this time.

Director Petrocco made a motion, which was seconded, and carried, to end Executive/Litigation Session at 4:08 p.m. Director McCormick returned to the meeting at this time.

EXECUTIVE SESSION

Director Martin made a motion, which was seconded, and carried to enter Executive Session at 4:11 p.m. to discuss the CEO search. Staff left the meeting at this time.

Director Alquist made a motion, which was seconded, and carried to end Executive Session at 4:28 p.m., with the meeting reconvening into regular session. EEA Simmons returned to the meeting at this time.

MEETING SCHEDULE

The next regular Board meeting is scheduled Friday, December 18, 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 4:29 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