

**MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF UNITED POWER, INC.
WEDNESDAY, MARCH 23, 2022**

GENERAL

Chairman Ursula Morgan called the regular meeting of the United Power Board of Directors to order at 9:01 a.m. on March 23, 2022. The meeting was held at United Power's Headquarters in Brighton, CO and via teleconference. Present were Directors Keith Alquist, Ginny Buczek, Brad Case, Tim Erickson, Beth Martin, Brian McCormick, Ursula Morgan, Dave Rose, Tamra Waltemath, and Steve Whiteside.

President & Chief Executive Officer Mark Gabriel, Chief Operating Officer Bryant Robbins, Chief Financial Officer Laurie Burkhart, Governmental & Regulatory Relations Officer Troy Whitmore, Chief Marketing Officer Trista Fugate, Human Resources Director Erin Hane, Engineering Director Robert Maxwell, Risk & Compliance Director Ken McFadden, Corporate Administrative Assistant Ana Pollack, and Executive Administrative Assistant Cheri Simmons were also present. Chief Energy Resource Officer Dean Hubbuck and Chief Information Officer Alie Beauchamp joined the meeting via teleconference.

Guests in attendance were member Victor Bentley, guest Debra Bentley, 2022 Director Candidate Steve Douglas, and a Brighton Police Officer; Attorney Mark Williams, representing Sherman & Howard also joined the meeting via teleconference.

INVOCATION/PLEDGE

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

Director James Vigesaa joined the meeting at 9:08 a.m.

INTRODUCTION OF DIRECTOR CANDIDATES

Chairman Morgan introduced Steve Douglas.

PUBLIC COMMENT

Member Bentley addressed the Board.

Legal Counsel Williams left the meeting, via teleconference, at 9:11 a.m.

SAFETY MINUTE

R&CD McFadden provided an update on United Power's safety activities.

NEW EMPLOYEES

HRD Hane introduced Right of Way Agent Don Evans via photograph.

CONSENT AGENDA

The following items were listed on the consent agenda:

- Approval of Agenda
- Approve February 23, 2022 Regular Board Meeting Minutes

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

A brief recess was called by Chairman Morgan at 9:14 a.m.; the meeting reconvened at 9:35 a.m.

STAFF REPORTS

The following reports were discussed and updated by President & CEO Gabriel and Staff.

- President & Chief Executive Officer
- Chief Financial Officer
- Chief Operating Officer
- Governmental & Regulatory Relations Officer
- Chief Energy Resource Officer
- Chief Information Officer
- Chief Marketing Officer
- Risk & Compliance Director
- Human Resources Director

A brief recess was called at 10:46 a.m.; CERO Hubbuck left the meeting at this time. The meeting reconvened at 10:56 a.m. Supply Chain and Facilities Director Curtis Subia joined the meeting at this time.

ELECTION AND CREDENTIALS COMMITTEE ADDRESSES

Following a brief discussion, **Director Vigesaa made a motion**, which was seconded, and carried, to approve Staff's recommendation that committee member addresses no longer appear in the annual resolution appointing the Election and Credentials Committee.

IRBY CONTRACT

Following discussion, and questions answered by Supply Chain and Facilities Director Subia, **Director Martin made a motion**, which was seconded, and carried, to approve Staff's recommendation to execute the Irby contract that is anticipated to exceed \$1M annually which required Board of Directors approval per Policy C-10 Approval and Execution of Contracts, Agreements, and Other Instruments.

AUDIT FIRM AGREEMENT

Following the Audit Committee's recommendation, **Director Martin made a motion**, which was seconded, and carried, to adopt the following resolution:

RESOLUTION APPROVING RENEWAL OF AUDIT AND TAX ENGAGEMENT

WHEREAS, United Power, Inc. is required to provide audited financial statements to interested parties including lenders and financial institutions, as well as, our members and requires the timely completion of annual tax returns; and

WHEREAS, the contract for such services with the current auditing firm has come to an end; and

WHEREAS, United Power, Inc. Audit Committee and Staff wish to renew the engagement for audit and tax services with the current firm, Jackson Thornton, LLP.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of United Power, Inc. hereby authorizes the President & Chief Executive Office and Chief Financial Officer to sign an engagement letter for tax and audit services for a three (3) year period for the years ending December 31, 2022, 2023, and 2024 with the public accounting firm of Jackson Thornton, LLP.

2021 YEAR END CAPITAL REPORT

CFO Burkhart presented the 2021 Year End Capital Report to the Board and answered Directors' questions.

2021 SPS FOLLOW UP

COO Robbins gave the Board a brief update on the DSO Committee discussions.

CREA REPORT

Director Buczek recapped CREA activities for the Board and Staff.

WUE REPORT

Director Alquist recapped WUE activities for the Board and Staff.

DIRECTOR CONFERENCES & MEETINGS

Director Alquist gave a brief update on NRECA's annual meeting.

DIRECTOR GOLD STATUS RECOGNITION

Chairman Morgan presented Director Vigesaa with NRECA's Director Gold Certificate recently renewed by Director Vigesaa.

The meeting recessed for lunch at 12:02 p.m., reconvening at 1:00 p.m. CMO Fugate, HRD Hane, and R&CD McFadden did not return to the meeting.

EXECUTIVE SESSION/ANNUAL AUDIT

At 1:02 p.m., **Director Martin made a motion**, which was seconded, and carried, to enter Executive Session to review the audit; Interim Assistant Controller Carmen Lozano joined the meeting, Jackson Thornton CPA Woody Trimble also joined the meeting via teleconference at this time.

At 1:32 p.m., **Director Rose made a motion**, which was seconded, and carried, to exit Executive Session; CPA Trimble and Interim Assistant Controller Lozano left the meeting at this time.

EXECUTIVE SESSION

At 1:35 p.m., **Director Martin made a motion**, which was seconded, and carried, to enter Executive Session to revisit the audit. All Staff members were excused at this time.

Director McCormick made a motion, which was seconded, and carried to end Executive Session at 1:37 p.m. President & CEO Gabriel, COO Robbins, CFO Burkhart, GRRO Whitmore, ED Maxwell, and EAA Simmons returned to the meeting.

Following the Audit Committee's recommendation, **Director Alquist made a motion**, which was seconded, and carried, to adopt the following resolution:

RESOLUTION ACCEPTING THE 2021 ANNUAL AUDIT REPORT

WHEREAS, an examination of the financial statements of United Power Inc. and its wholly owned subsidiary, Consumer Services Association, was completed by Jackson Thornton & CO., P.C., as of December 31, 2021; and

WHEREAS, Jackson Thornton & CO., P.C. has issued an unqualified opinion dated March 9, 2022 on the Consolidated Financial Statements of United Power, Inc., for the year ending December 31, 2021; and

WHEREAS, the duly appointed Audit Committee of United Power's Board of Directors has reviewed the Audit Report and recommends acceptance.

NOW THEREFORE, BE IT RESOLVED that said audit report on the audited financial statements for the period January 1, 2021 through December 31, 2021, prepared by Jackson Thornton & CO., P.C., is hereby accepted.

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TRI-STATE REPORTS

Director McCormick recapped Tri-State activities for the Board and Staff.

A brief recess was called at 1:52 p.m., with the meeting reconvening at 2:00 p.m.

LITIGATION/EXECUTIVE SESSION

Director Alquist made a motion, which was seconded, and carried, to enter Executive Session at 2:00 p.m. to discuss contract negotiations. The entire Board, President & CEO Gabriel, CFO Burkhart, COO Robbins, GRRO Whitmore, ED Maxwell, and EAA Simmons were present with CIO Beauchamp joining via teleconference. Director McCormick was excused from the meeting at this time. Attorney Charles Patrizia, representing Paul Hastings, joined the meeting, via teleconference, at this time.

Attorney Patrizia disconnected from the meeting at 2:21 p.m.

All Staff members were excused from the meeting at 3:05 p.m.

Director Case made a motion, which was seconded, and carried, to end Executive Session at 3:10 p.m.

A brief recess was called at 3:11 p.m., with the meeting reconvening at 3:22 p.m.

EXECUTIVE SESSION

At 3:22 p.m., **Director Waltemath made a motion**, which was seconded, and carried to enter Executive Session to discuss cybersecurity. The entire Board returned to the meeting except Director McCormick. President & CEO Gabriel, CFO Burkhart, COO Robbins, GRRO Whitmore, ED Maxwell, and EAA Simmons rejoined the meeting with CIO Beauchamp joining via teleconference.

At 3:29 p.m., Director Rose made a motion, which was seconded, and carried, to end Executive Session.

EXECUTIVE SESSION

At 3:30 p.m., **Director Whiteside made a motion**, which was seconded, and carried, to enter Executive Session to discuss legal issues. All Directors except Director McCormick were present. President & CEO Gabriel, CFO Burkhart, COO Robbins, GRRO Whitmore, ED Maxwell, and EAA Simmons were also present.

At 3:35 p.m., **Director Martin made a motion**, which was seconded, and carried, to end Executive Session.

EXECUTIVE SESSION

At 3:36 p.m., **Director Rose made a motion**, which was seconded, and carried, to enter Executive Session to discuss personnel matters. All Directors were present and Staff members were excused. Legal Counsel Mark Williams joined the meeting, in person, at this time.

Attorney Williams left the meeting at 4:52 p.m.

A brief recess was called at 5:50 p.m., with the meeting reconvening into Executive Session at 6:02 p.m., with only the Directors in attendance.

At 6:34 p.m., **Director Alquist made a motion**, which was seconded, and carried, to end Executive Session.

ADJOURNMENT

Chairman Morgan declared the meeting adjourned at 6:35 p.m.

MEETING SCHEDULE

The next regular Board meeting is scheduled Wednesday, April 27, 2022, at 9:00 a.m. at United Power Headquarters, 500 Cooperative Way, Brighton, CO.



Cheri Simmons, Recording Secretary