

**MINUTES OF THE REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF UNITED POWER, INC.  
WEDNESDAY, NOV. 16, 2022**

**GENERAL**

Chairman Beth Martin called the regular meeting of the United Power Board of Directors to order at 9 a.m. on Nov. 16, 2022. The meeting was held at United Power's headquarters in Brighton, CO. Present were Directors Keith Alquist, Ginny Buczek, Brad Case, Tim Erickson, Beth Martin, Brian McCormick, Ursula Morgan, Dave Rose, Tamra Waltemath, James Vigesaa, and Steve Whiteside.

President & Chief Executive Officer Mark Gabriel, Chief Operating Officer Bryant Robbins, Chief Financial Officer Laurie Burkhart, Chief Energy Resource Officer Dean Hubbeck, Public Affairs Officer Troy Whitmore, Chief Marketing Officer Trista Fugate, Chief Information Officer Alie Beauchamp, VP of Human Resources, Safety, and Facilities Erin Hane, Safety and Facilities Director Ken McFadden, Corporate Administrative Assistant Ana Pollack, and Executive Administrative Assistant Cheri Simmons were also present. Vice President of Engineering Robert Maxwell joined via teleconference.

**INVOCATION & PLEDGE OF ALLEGIANCE**

PAO Whitmore gave the invocation and led in the Pledge of Allegiance.

**SAFETY UPDATE**

S&FD McFadden provided an update on United Power's safety activities. S&FD McFadden left the meeting following the update, at 9:13 a.m. VPHRS&F Hane left the Board room and joined the meeting via teleconference at this time.

**NEW EMPLOYEES**

IT End User Support Technician Paul Douglas and Journey Lineworker Andrew Hallmark were introduced to the Board via photograph.

**CONSENT AGENDA**

The following items were listed on the consent agenda:

- Approval of Agenda
- Approve Oct. 26, 2022 Regulatory Board Meeting Minutes
- Approve Oct. 26, 2022 Regular Board Meeting Minutes

Director McCormick requested to pull the Oct. 26, 2022 Regulatory Board meeting minutes from the consent agenda.

**Director Vigesaa made a motion**, which was seconded, and carried, to approve the consent agenda as amended.

**Director McCormick made a motion**, which was seconded, and carried, to approve the Oct. 26, 2022 Regulatory Board Meeting minutes as amended.

## **CRITICAL UPDATES, STRATEGIC ISSUES, AND OPEN DISCUSSION**

Attendees were briefed on the following topics: Basin Electric's annual meeting, RDC meeting, Tri-State, key accounts staffing realignment, design projects update, offers to purchase substation land, interest in a Mead area solar project, the CREA Energy Summit, United Power e-newsletter's EV article, 2022 midterm election results recap, and Colorado's EV education awareness campaign.

## **EXECUTIVE SESSION**

At 10:12 a.m., **Director Whiteside made a motion**, which was seconded, and carried, to enter Executive Session to review the 2023 budget. Directors Case and Rose were excused from the meeting at this time. Assistant Controller Carmen Lozano joined the meeting at this time.

A brief recess was called at 10:13 a.m., with the meeting returning into Executive Session at 10:23 a.m.

CAA Pollack left the meeting at 10:49 a.m.

**Director Alquist made a motion**, which was seconded, and carried, to end Executive Session at 11:09 a.m. Directors Case and Rose and CAA Pollack returned to the meeting at this time.

## **DEBT MATURITIES AND INTEREST RATES REVIEW**

CFO Burkhart answered the Board's questions; no action was required or taken.

AC Lozano left the meeting at 11:25 a.m.

## **ANNUAL LOBBYIST AGREEMENT REVIEW**

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

### **RESOLUTION APPROVING LOBBYIST 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 the Agreement with Rees Consulting and Public Affairs, Inc. for the period December 1, 2022 through November 30, 2023.

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**STAFF REPORTS**

President & CEO Gabriel and Staff answered the Board’s questions.

The meeting recessed for lunch at 11:55 p.m.

The meeting reconvened in the Board room at 1:21 p.m. following a market update presentation by Steve Johnson, Southwest Power Pool’s Director of Markets Administration.

**EXECUTIVE SESSION**

**Director Morgan made a motion**, which was seconded, and carried, to enter Executive Session at 1:22 p.m. for the purposes of the annual IT review, contract/legal briefing, and a risk assessment update. Directors Case and Rose were excused from the meeting at this time.

Director McCormick was excused from the meeting at 1:54 p.m.; CMO Fugate, PAO Whitmore, CIO Beauchamp, VPHRS&F Hane, and VPE Maxwell were also excused from the meeting at this time.

Director McCormick returned to the meeting at 2:32 p.m.

At 2:50 p.m., all remaining Staff members were excused from the meeting.

At 2:56 p.m., **Director Alquist made a motion**, which was seconded, and carried, to end Executive Session. CEO Gabriel, COO Robbins, CFO Burkhart, CERO Hubbuck, CAA Pollack, and EAA Simmons rejoined the meeting, and VPHRS&F Hane rejoined via teleconference. CMO Fugate, PAO Whitmore, CIO Beauchamp, and VPE Maxwell did not return to the meeting.

A brief recess was called at 2:57 p.m., with the meeting reconvening at 3:05 p.m.

**APPROVE 2023 BUDGET**

**Director McCormick made a motion**, which was seconded, and carried, to adopt the following resolution as amended; Directors Case and Rose abstained.

**RESOLUTION APPROVING 2023 OPERATING AND CAPITAL BUDGETS**

WHEREAS, the President & Chief Executive Officer and his staff have developed and proposed Operating and Capital Budgets for calendar year 2023; and

WHEREAS, 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 2023, and

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

NOW, THEREFORE, BE IT RESOLVED that said 2023 Operating and Capital Budgets are hereby approved by the Board of Directors, and the President & Chief Executive Officer and his staff are authorized to carry out said Budgets within the budgetary guidelines contained therein.

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CEO Gabriel left the meeting at 3:15 p.m. and did not return.

**BYLAWS REVIEW COMMITTEE**

Following discussion, the Board decided to reconvene the Bylaw Review Committee during the first morning of the 2023 Strategic Planning Session in May.

VPHRS&F Hane and CAA Pollack left the meeting at 3:45 p.m.

**EXTERNAL REPORTS**

Director Buczek briefed the meeting attendees on recent CREA activities; Director Alquist briefed the meeting attendees on WUE activities; and Director McCormick and CERO Hubbuck briefed the attendees on Tri-State activities.

**ADJOURNMENT**

Chairman Martin declared the meeting adjourned at 4:05 p.m.

**MEETING SCHEDULE**

The next Regular Board meeting is scheduled Thursday, Dec. 15, 2022, at 9 a.m., at United Power Headquarters, 500 Cooperative Way, Brighton, CO.



Cheri Simmons, Recording Secretary