

**MINUTES OF THE REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF UNITED POWER, INC.  
WEDNESDAY, DEC. 15, 2022**

**GENERAL**

Chairman Beth Martin called the regular meeting of the United Power Board of Directors to order at 9 a.m. on Dec. 15, 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, and Steve Whiteside. James Vigesaa was absent.

President & Chief Executive Officer Mark Gabriel, Chief Operating Officer Bryant Robbins, Chief Financial Officer Laurie Burkhart, Chief Energy Resource Officer Dean Hubuck, 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, and Executive Administrative Assistant Cheri Simmons were also present. Vice President of Engineering Robert Maxwell joined via teleconference. Corporate Administrative Assistant Ana Pollack was absent.

**INVOCATION & PLEDGE OF ALLEGIANCE**

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

**CHAIRMAN'S ANNOUNCEMENTS**

The date of Feb. 19, 2023 was selected as the date for a Special Board meeting and power supply workshop to be held at United Power headquarters in Brighton, CO.

**SAFETY UPDATE**

S&FD McFadden provided an update on United Power's safety activities. S&FD McFadden left the meeting following the update, at 9:17 a.m. VPHRS&F Hane left the Board room and joined the meeting via teleconference at this time.

**NEW EMPLOYEES**

Member Service Representative Brittany Lawryonicz was introduced to the Board via photograph.

**CONSENT AGENDA**

The following items were listed on the consent agenda:

- Approval of Agenda
- Approve Nov. 16, 2022 Regular Board Meeting Minutes

Director Morgan requested to pull the Nov. 16, 2022 Regular Board meeting minutes from the consent agenda as they were not included in the Board's meeting book. The January 18, 2023 agenda will include the Nov. 16, 2022 Regular Board meeting minutes for review and approval.

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

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

Attendees were briefed on the following topics: CEO Gabriel’s appointment as GridWise Alliance Board Member, Tri-State, our culture work, and federal grant opportunities. The Mead solar project was also discussed; Director Morgan requested a letter of support for the project.

**REVISIT 2023 BOARD MEETING DATES**

**Director McCormick made a motion**, which was seconded, and carried, to adopt the following resolution as presented; Director Morgan voted against the motion.

**RESOLUTION TO AMEND FEBRUARY 2023 BOARD MEETING DATE**

WHEREAS, United Power’s Bylaws 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, 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 set all 2023 Regular Board meeting dates at the Oct. 26, 2022 Board meeting by resolution; and

WHEREAS, the United Power Board selected Feb. 22, 2023 as the date of one of the 2023 Regular Board meeting dates; and

WHEREAS, on Nov. 22, 2022, United Power received notice that Colorado Rural Electric Association (CREA) set their 2023 annual meeting dates to include Feb. 22, 2023; and

WHEREAS, United Power recognizes CREA as an important associated organization and apportions priority for United Power Directors and Senior Staff to attend the CREA annual meetings; and

WHEREAS, the Board wishes to set aside the following dates, times, and places for the 2023 Board Meetings, thereby amending the February 2023 Board meeting date:

Wednesday, January 18, 2023, 9:00 a.m.	Carbon Valley Service Center
Tuesday, February 21, 2023, 9:00 a.m.	Brighton Headquarters
Wednesday, March 22, 2023, 9:00 a.m.	Brighton Headquarters
Wednesday, April 26, 2023, 9:00 a.m.	Carbon Valley Service Center
Wednesday, May 24, 2023, 9:00 a.m.	Brighton Headquarters
Wednesday, June 28, 2023, 9:00 a.m.	Mountain Area (CCCIA Hall)
Wednesday, July 26, 2023, 9:00 a.m.	Carbon Valley Service Center
Wednesday, August 23, 2023, 9:00 a.m.	Brighton Headquarters
Thursday, September 21, 2023, 9:00 a.m.	Brighton Headquarters
Wednesday, October 25, 2023, 9:00 a.m.	Carbon Valley Service Center
Wednesday, November 15, 2023, 9:00 a.m.	Brighton Headquarters

Wednesday, December 20, 2023, 9:00 a.m.

Brighton Headquarters

NOW, THEREFORE, BE IT RESOLVED by motion adopting this resolution, that the Board meeting dates, times, and places for 2023 are hereby established as set forth herein.

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A brief recess was called at 10:19 a.m., with the meeting reconvening at 10:30 a.m.

Director of System Design Diedre Gregg-Donovan and Senior Planning Engineer Jared Weeks joined the meeting to present the annual load growth reports and answer the Board's questions. They left the meeting at 11:06 a.m.

### **2023 SPS LOCATION**

Following discussion, the Board opted to let Staff choose the location for the 2023 strategic planning session meetings.

### **POLICY C-31 DIRECTOR USE OF COMPANY OWNED COMPUTER TECHNOLOGY**

**Director Buczek made a motion**, which was seconded, and carried, to adopt Policy C-31 as presented.

### **REMOTE MEMBER PARTICIPATION DURING ANNUAL MEETINGS**

Due to the pandemic, United Power held the 2020 Annual Meeting of Members virtually. Since then, United Power has held a hybrid version of the annual meeting with both in person and remote participation options. There are a few instances during the meeting when members are asked to vote from the floor; however, there is nothing in State statutes, United Power Bylaws, or the cooperative's policies that require these actions to be taken. **Director Morgan made a motion**, which was seconded, and carried, to remove the following: 1) Election and Credentials Committee Chair moves that the call of the roll be waived and that the roll of members as registered be the official roll of the voting members; 2) United Power Board Chairman asks if there are any objections to the agenda posted to the United Power website; and 3) Board Chairman asks whether there is any objection to waiving the reading of the notice of meeting.

### **STAFF REPORTS**

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

The meeting recessed for lunch at 11:45 p.m. and reconvened at 12:31 p.m.

### **EXECUTIVE SESSION**

**Director Buczek made a motion**, which was seconded, and carried, to enter Executive Session at 12:32 p.m. for the purposes of substation properties review, contract/legal briefing, and a risk assessment update. Directors Case and Rose were excused from the meeting at this time. CMO Fugate and PAO Whitmore did not return to the meeting at this time.

At 1:26 p.m., **Director Morgan made a motion**, which was seconded, and carried, to end Executive Session. Directors Case and Rose returned to the meeting at this time.

**SUBSTATION PROPERTIES**

**Director Morgan made a motion**, which was seconded, and carried, to give CEO Gabriel and Staff the authority to continue to move forward with and execute the appropriate documents regarding current property purchase negotiations. Directors Case and Rose abstained.

**EXTERNAL REPORTS**

Director Buczek briefed the meeting attendees on recent CREA activities; Director Erickson briefed the meeting attendees with recent webinar information; Director Alquist briefed the meeting attendees on WUE activities; and Director McCormick briefed the attendees on Tri-State activities.

**ADJOURNMENT**

Chairman Martin declared the meeting adjourned at 2:11 p.m.

**MEETING SCHEDULE**

The next Regular Board meeting is scheduled Wednesday, Jan. 18, 2022, at 9 a.m., at United Power's Carbon Valley Service Center, 9586 E I-25 Frontage Rd, Longmont, CO.

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

Cheri Simmons, Recording Secretary