

**MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF UNITED POWER, INC.
WEDNESDAY, JAN. 18, 2023**

GENERAL

Chairman Beth Martin called the regular meeting of the United Power Board of Directors to order at 9:00 a.m. on Jan. 18, 2023. Due to a winter storm, the meeting was held via teleconference. Present were Directors Keith Alquist, Ginny Buczek, Brad Case, Tim Erickson, Beth Martin, Brian McCormick, Ursula Morgan, Dave Rose, James Vigesaa, Tamra Waltemath, 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, and Executive Administrative Assistant Cheri Simmons were also present. Corporate Administrative Assistant Ana Pollack was absent.

INVOCATION & PLEDGE OF ALLEGIANCE

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

ADDITIONS/DELETIONS TO THE AGENDA

Director Morgan made a motion, which was seconded, and carried, to remove the discussion regarding a rebate philosophy and add it to the 2023 SPS agenda.

PUBLIC COMMENT

Member Steve Douglas addressed the Board via teleconference.

SAFETY UPDATE

S&FD McFadden provided an update on United Power's safety activities. S&FD McFadden left the meeting following the update, at 9:18 a.m.

NEW EMPLOYEES

Journey Lineworker Matt Bruner 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
- Approve Dec. 15, 2022 Regular Board Meeting Minutes

Director Buczek made a motion, which was seconded, and carried, to approve the consent agenda as amended, and approve the Nov. 16, 2022 Regular Board Meeting Minutes as presented.

Director Morgan made a motion, which was seconded, and carried, to approve the Dec. 15, 2022 Regular Board Meeting Minutes. Director Vigesaa abstained as he was not present for the December 2022 meeting.

CRITICAL UPDATES, STRATEGIC ISSUES, AND OPEN DISCUSSION

Attendees were briefed on the following topics: federal grants, NRECA’s CEO conference, recent RDC meetings, Mountain Park’s announcement to depart with Tri-State, ACSI score and results, legislative matters, and CREA’s legislative committee activities.

ELECT MEMBER TO TRI-STATE BOARD

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

RESOLUTION ELECTING MEMBER TO THE TRI-STATE BOARD

WHEREAS, the bylaws of Tri-State Generation and Transmission Association, Inc., provide that, “Each Class A member shall elect one of its Directors or its Manager to serve on the Board of Directors of the (Tri-State) Association from that Class A member.”

NOW, THEREFORE, BE IT RESOLVED that United Power, Inc., hereby elects Brian McCormick for the Board of Directors of Tri-State Generation and Transmission Association, Inc., effective as of January 18, 2023, to serve until such time as a successor shall have been elected and certified in writing to Tri-State, or until his/her term is otherwise concluded in accordance with Tri-State’s bylaws.

A brief recess was called at 10:30 a.m., with the meeting reconvening at 10:40 a.m.

2022 YEAR IN REVIEW

President & CEO Gabriel and COO Robbins led the Directors through 2022 highlights and answered the Board’s questions.

2022 WRITE-OFFS

Following a brief review of 2022 write-offs by CFO Burkhart, **Director McCormick made a motion**, which was seconded, and carried, to approve 2022 write-offs in the amount of \$294,507 as recommended by Staff.

ANNUAL RED FLAG REPORT

CFO Burkhart presented the annual red flag report to the Board, noting no known incidents in 2022.

ANNUAL ELECTION OF ROUND UP DIRECTORS

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

RESOLUTION AUTHORIZING VOTE IN ELECTION OF DIRECTORS

FOR THE ROUNDUP FOUNDATION’S ANNUAL MEETING

WHEREAS, the annual meeting of the United Power Round Up Foundation is scheduled to take place on January 18, 2023, at 4:10 p.m.; and

WHEREAS, the principal purpose of said annual meeting is to elect Directors in Districts East, West, Mountain, and South; and to elect one alternate director from the membership at-large to the Board; and

WHEREAS, United Power, Inc. is the sole member of the United Power Round Up Foundation; and

WHEREAS, three incumbent Directors have indicated they wish to continue to serve on the Board; and

WHEREAS, Ursula Treves, representing the Mountain District does not wish to seek reappointment; and

WHEREAS, Staff will bring forward the appropriate candidate(s) for the Mountain District at a future Board meeting; and

WHEREAS, Ken Kreutzer wishes to continue to serve as Alternate Director at-large.

NOW, THEREFORE, BE IT RESOLVED, that United Power, Inc., casts a unanimous ballot for the following directors to the Round Up Foundation Board:

| | | |
|------------------------------|-------------------|-------------------|
| District East: | Paige Wagner-Maul | (three-year term) |
| District West: | Dale McCall | (three-year term) |
| District South: | Kevin Kildow | (three-year term) |
| Alternate Director at-large: | Ken Kreutzer | (one-year term) |

BE IT FURTHER RESOLVED, that United Power’s presiding officer is hereby authorized and directed to take all steps necessary to effectuate said vote on behalf of United Power, Inc.

EXECUTIVE SESSION

Director Alquist made a motion, which was seconded, and carried, to enter Executive Session at 11:21 a.m. for the purposes of governance and contract/legal matters. Directors Case and Rose, all Staff members, and guests were removed from the virtual meeting at this time and placed in the teleconference waiting room.

The meeting recessed for lunch at 12:11 p.m. and reconvened back into Executive Session at 12:40 p.m. Staff returned to the virtual meeting at this time.

At 1:16 p.m., **Director Morgan made a motion**, which was seconded, and carried, to end Executive Session.

A brief recess was called at 1:22 p.m., with the meeting reconvening into regular session at 1:30 p.m. Guests and Directors Case and Rose were removed from the virtual waiting room and admitted back into the virtual meeting at this time.

A STATEMENT OF RESOLUTION CONCERNING DIRECTOR CASE

Director Vigesaa made a motion, which was seconded, and carried, to adopt the following simple statement of resolution:

“After exhaustive investigation of a complaint against Director Brad Case, the Board finds no factual merit whatsoever to the complaint and it is dismissed.”

STAFF REPORTS

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

EXTERNAL REPORTS

Director Buczek briefed the meeting attendees on recent CREA activities; 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 2:24 p.m.

MEETING SCHEDULE

The next Regular Board meeting is scheduled Tuesday, Feb. 21, 2023, at 9 a.m., at United Power Headquarters, 500 Cooperative Way, Brighton, CO.



Cheri Simmons, Recording Secretary