

**MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF UNITED POWER, INC.
WEDNESDAY, MAY 24, 2023**

GENERAL

Chairman Beth Martin called the regular Board Meeting of the United Power Board of Directors to order at 9:00 a.m. on May 24, 2023. Present were Directors Keith Alquist, Ginny Buczek, Brad Case, Tim Erickson, Steve Douglas, Beth Martin, Brian McCormick, Ursula Morgan, Tamra Waltemath, and Steve Whiteside. Director James Vigasaa joined the meeting via teleconference.

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

INVOCATION & PLEDGE OF ALLEGIANCE

Director Alquist 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 9:09 a.m.

NEW EMPLOYEES

Planning Engineer Intern Anthony Conte, Journey Lineworker Zachary Reynold, and System Operator Joseph Gregory were introduced to the Board via photograph.

Director Buczek made a motion, which was seconded, and carried, to pull the May 9-11, 2023 Special Board Meeting Minutes from the consent agenda.

APPROVE CONSENT AGENDA

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

CRITICAL UPDATES, STRATEGIC ISSUES, AND OPEN DISCUSSION

Meeting attendees were briefed on the following topics: SPP summer resources; a recently cut three phase pole in Brighton; culture work; substation security; and Tri-State's published operating budget.

EXECUTIVE SESSION

Director Morgan made a motion, which was seconded, and carried, to enter Executive Session at 9:35 a.m., for governance matters. The entire Board and Staff were present.

Director Buczek made a motion, which was seconded, and carried, to exit Executive Session at 10:30 a.m.

A brief recess was called at 10:30 a.m., with the meeting reconvening at 10:45 a.m.

REMAINING 2023 BOARD MEETING DATES AND LOCATIONS

Following discussion, **Director Buczek made a motion**, which was seconded, and carried, to amend the June Board meeting location to the mountain district and the July and October Board meetings to Carbon Valley as well as change the December Board meeting date from Dec. 20 to Dec. 13.

Following review of the resolution, **Director Waltemath made a motion**, which was seconded, and carried, to adopt the following resolution.

RESOLUTION TO AMEND REMAINING 2023 BOARD MEETING DATES AND LOCATIONS

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, at the end of the Jan. 19 Special Meeting of the Board of Directors, a motion was made, seconded, and carried, to change the location of the 2023 Regular Board meetings to the Brighton office until such time that it was practical to hold them at alternate locations; and

WHEREAS, challenges related to logistics and resource availability have been resolved; and

WHEREAS, as a result of a scheduling conflict for the Chairman of the Board, the December 2023 Board meeting date will be moved up one week, to the date of Dec. 13, 2023; and

WHEREAS, the Board wishes to revert to the originally agreed upon meeting locations for the remainder of the 2023 Board Meetings, and thereby sets the remainder of the 2023 Regular Board meetings as follows:

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 13, 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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REGULATORY MEETING DATE

Following discussion and calendar review, **Director Morgan made a motion**, which was seconded, and carried, to reserve the date of Oct. 24, 2023 for the Regulatory Meeting. The Audit Committee Meeting will begin after the Regulatory Meeting adjourns.

SCHEDULE ANNUAL ATTORNEY REVIEW

Due to an unforeseen schedule conflict, the Board's annual attorney evaluation will be moved from the June regular Board Meeting agenda to the July agenda.

SET 2024 ANNUAL MEETING OF MEMBERS

Director Morgan made a motion, which was seconded, and carried, to adopt the following resolution.

RESOLUTION SETTING 2024 ANNUAL MEETING OF MEMBERS

WHEREAS, Article 3.00 of the Bylaws of United Power, Inc. (United Power) provides the Annual Meeting of Members shall be held before May 1 each year on a date and place fixed by the Board within the Cooperative's service territory; and

WHEREAS, Colorado statutes and United Power's bylaws require at least a six-month notification of the Cooperative's annual meeting to the membership; and

WHEREAS, United Power is desirous of holding a successful 85th Annual Meeting of Members.

NOW, THEREFORE, BE IT RESOLVED, that the 2024 Annual Meeting of Members of United Power shall be held at 6:30 p.m. on Wednesday, April 17, 2024, at the Waymire Dome and Exhibit Hall at the Adams County Fairgrounds.

The meeting recessed for lunch at 11:54 a.m. and reconvened at 1:00 p.m. CAA Pollack did not return to the meeting.

CMO Fugate reviewed the 2023 Annual Meeting of Members statistics with the Board and answered questions.

DISCOUNTING OF GENERAL RETIREMENT OF PATRONAGE CAPITAL

Following discussion, **Director Erickson made a motion**, which was seconded, and carried, to adopt the following resolution. Directors Alquist and McCormick opposed the motion.

RESOLUTION AUTHORIZING DISCOUNTING OF GENERAL RETIREMENT OF PATRONAGE CAPITAL

WHEREAS, it is the goal and stated policy of United Power, Inc., (United Power) to make general retirements of patronage capital each year; and

WHEREAS, United Power uses a hybrid method of retirement fully retiring the oldest FIFO (First In, First Out) layer of the members' patronage capital balances and also retiring a small percentage of each of the intervening years as described in Policy C-18, Patronage Capital; and

WHEREAS, the Board of Directors finds that it is fair and equitable to recognize the time value of money by discounting the intervening years which are being retired prior to being held to the full term of the normal retirement cycle; and

WHEREAS, the Bylaws of United Power, Inc., allow for the use of discounting in section 8.03(i) and, in section 8.03(d), designate the Board's responsibility for determining the method, basis, priority, and order of general retirements of patronage capital each year.

NOW THEREFORE, BE IT RESOLVED, that the intervening years of the general retirement under the hybrid method will be discounted according to the discounting method set forth in Policy C-18, Patronage Capital, in recognition of the time value of money and the length of time patronage capital furnished by patrons has been held.

GENERAL RETIREMENT OF PATRONAGE CAPITAL

Director McCormick made a motion, which was seconded, that from here on forward, general retirement of United Power capital credits will be conducted by the first in first out (FIFO) method. The motion failed.

At 1:20 p.m., VP of Member Services Francis Ashutambong and Member Services QA Supervisor Andrea Robertson joined the meeting.

BILLING ACCURACY

MSQAS Robertson briefed the Board on current billing processes and answered the Board's questions.

VPMS Ashutambong and MSQAS Robertson left the meeting at 2:10 p.m.

A brief recess was called at 2:11 p.m., with the meeting reconvening at 2:21 p.m.

VP of Asset Management and Supply Chain Curtis Subia joined the meeting at 2:11 p.m.

ASSET MANAGEMENT

VPAM&SC Subia briefed the Board on asset management processes and answered the Board's questions. He left the meeting at 2:33 p.m.

Energy Programs Director Joel Danforth joined the meeting at 2:33 p.m. to present the battery pilot program and answer the Board's questions.

BATTERY PILOT PROGRAM

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

RESOLUTION APPROVING BATTERY PILOT PROGRAM

WHEREAS, the United Power Board of Directors finalized and approved Our Cooperative Roadmap (Roadmap) at a Special Board Meeting on Feb. 4, 2022; and

WHEREAS, in support of the Roadmap, the Energy Programs department has designed a battery pilot program for certain residential and commercial batteries as presented to the Board of Directors during the Feb. 21, 2023 Board Meeting; and

WHEREAS, there are approximately 200 residential batteries in the United Power service territory and United Power would like to offer a pilot program and service to address this growing trend within the market; and

WHEREAS, United Power desires to incentivize the collection of data and the issuing of control signals for charging and discharging residential and commercial batteries on its system; and

WHEREAS, the Energy Programs department included within the 2023 capital budget \$250,000 for the purchase and ownership of batteries which budget amount will no longer be required; and

WHEREAS, in lieu of a capital budget amount for battery purchases, the Energy Programs department proposes increasing the 2023 expense budget by \$22,791 for participant incentives and other program costs.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of United Power, Inc. hereby approves the battery pilot program as presented at the May 2023 Board Meeting, up to 25 units, for a period not to exceed five years.

EPD Danforth left the meeting at 3:50 p.m.

A brief recess was called at 3:51 p.m., with the meeting reconvening at 3:59 p.m.

EXECUTIVE/LITIGATION SESSION

Director Whiteside made a motion, which was seconded, and carried, to enter executive Session at 4:00 p.m., for contract/legal and cybersecurity matters. VPHRS&F Hane was excused from the meeting at this time.

Director Vigesaa left the meeting, via teleconference, at 5:00 p.m.

At 5:17 p.m., **Director Buczek made a motion**, which was seconded, and carried, to end Executive Session.

STAFF REPORTS

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

EXECUTIVE SESSION

Director Alquist made a motion, which was seconded, and carried, to enter Executive Session at 5:28 p.m., for cybersecurity matters. COO Robbins, PAO Whitmore, and CFO Burkhart were excused at this time.

At 6:08 p.m., CIO Beauchamp, CMO Fugate, and CERO Hubbuck were excused from the meeting.

At 6:39 p.m., **Director Buczek made a motion**, which was seconded, and carried, to end Executive Session.

MEMBER REPRESENTATION ON THE TRI-STATE BOARD

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

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 Steven J. Douglas for the Board of Directors of Tri-State Generation and Transmission Association, Inc., effective as of May 24, 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.

EXTERNAL REPORTS

Director Buczek briefed the meeting attendees on recent CREA activities and Director Alquist briefed the meeting attendees on WUE activities.

ADJOURNMENT

Chairman Martin declared the meeting adjourned at 6:45 p.m.

MEETING SCHEDULE

The next regular Board Meeting is scheduled Wednesday, June 28, 2023, at 9:00 a.m., at the Coal Creek Canyon Improvement Association Hall, 31528 Highway 72, Golden, CO.



Cheri Simmons, Recording Secretary