

**MINUTES OF THE REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF UNITED POWER, INC.  
WEDNESDAY, AUGUST 23, 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 Aug. 23, 2023. Present were Directors Keith Alquist, Ginny Buczek, Brad Case, Tim Erickson, Steve Douglas, Beth Martin, Brian McCormick, Ursula Morgan, and Steve Whiteside. Director James Vigasaa joined the meeting via teleconference. Director Tamra Waltemath was absent.

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, Chief Legal Counsel Robin Meidhof, Public Affairs Officer Troy Whitmore, Energy Programs Director Joel Danforth, and Executive Office Manager Cheri Simmons were also present.

Director Whiteside read the Board's values statement.

**INVOCATION & PLEDGE OF ALLEGIANCE**

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

**SAFETY UPDATE**

Safety & Facilities Director Ken McFadden provided an update on United Power's safety activities. He left the meeting at 9:10 a.m.

**APPROVE CONSENT AGENDA**

The following items were on the Consent Agenda for approval:

- Approval of Agenda
- July 26, 2023 Regular Board Meeting Minutes
- Acceptance of Wildfire Mitigation Plan

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

**TACTICAL OPPORTUNITIES & UPDATES**

Meeting attendees were briefed on the following topics: power supply, new system peak, Basin Electric annual meeting, state net metering meetings, state legislative affairs, and recent FERC, Adams County, and Tri-State updates.

A brief recess was called at 10:18 a.m., with the meeting reconvening at 10:30 a.m.

## **EXECUTIVE SESSION**

**Director Erickson made a motion**, which was seconded, and carried, to enter Executive Session at 10:31 a.m., for legal and contract matters. Director Douglas, CIO Beauchamp, VPHR Hane, and EPD Danforth were excused from the meeting at this time.

Note: Director Vigasaa lost and regained connection via teleconference several times throughout the day, starting at 10:54 a.m.

**Director Buczek made a motion**, which was seconded, and carried, to exit Executive Session at 12:08 p.m. Director Douglas, CIO Beauchamp, and VPHR Hane returned at this time.

The meeting recessed for lunch at 12:09 p.m.; the meeting reconvened at 12:45 p.m.

Assistant Controller Carmen Lozano joined the meeting at 12:52 p.m.

## **STRATEGIC ITEMS**

**Director Morgan made a motion**, which was seconded, and carried, to acknowledge the presentation and direct Staff to proceed as recommended. Director Douglas abstained.

## **SPP MARKET PARTICIPATION**

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

### **RESOLUTION AUTHORIZING UNITED POWER TO BECOME A MARKET PARTICIPANT IN THE SOUTHWEST POWER POOL WESTERN ENERGY IMBALANCE SERVICE**

WHEREAS, United Power, Inc. is departing as a member of Tri-State Generation & Transmission Association, Inc., effective May 1, 2024; and

WHEREAS, United Power, Inc. will be responsible for their own delivery of wholesale power and energy beginning May 1, 2024; and

WHEREAS, United Power, Inc. is a member of the Southwest Power Pool as a Public Interest Organization; and

WHEREAS, with United Power, Inc.'s departure from Tri-State Generation & Transmission Association, Inc., the membership status in the Southwest Power Pool needs to be modified to a Market Participant in the Western Energy Imbalance Service; and

NOW, THEREFORE, BE IT RESOLVED that United Power, Inc. is hereby authorized to submit applications and pay the appropriate fees and deposits to modify membership status from Public Interest Organization to Market Participant in the Southwest Power Pool Western Energy Imbalance Service; and

BE IT FURTHER RESOLVED, that the Board of Directors of United Power, Inc. authorizes the President and Chief Executive Officer to execute and deliver all such necessary contracts and agreements deemed necessary when in acceptable form as determined by management and legal counsel.

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### **BYLAW REVISIONS**

Staff and Legal Counsel recommends adding the following language to Article 4.00 of the 2023 phase one bylaw revisions:

**4.06.01 Campaign Contribution Reporting:** All candidates running for election to the Board of Directors shall disclose monetary and in-kind contributions to the Director candidate's campaign. The Board of Directors shall establish a policy setting forth rules for reporting campaign contributions consistent with this provision.

Following review and discussion, **Director Morgan made a motion**, which was seconded, to adopt the proposed language addition regarding campaign contribution reporting and proceed with the Notice to the Membership pursuant to Article 10, Section 2 of the Bylaws last revised on July 25, 2018. Director McCormick voted no.

EPD Danforth rejoined the meeting at 1:12 p.m.

**Director Morgan made a motion**, which was seconded, and carried, to add the word "potential" to the third bullet point in the 2023 Bylaw Changes Legal Notice to the United Power Membership so that the language reads as:

- Removes the descriptions of director district boundaries and replaces it with guidelines and procedures for potential redistricting as outlined.

Directors Erickson and McCormick opposed the motion and voted no.

### **OUT OF BUDGET CYCLE REQUESTS – LEGAL EXPENSES**

**Director Morgan made a motion** to approve an additional \$5.5M in deferred legal expenses related to the Tri-State exit.

### **EXECUTIVE SESSION**

**Director McCormick made a motion**, which was seconded, and carried, to enter Executive Session at 1:14 p.m., for legal/governance discussion. Director Douglas, CIO Beauchamp, VPHR Hane, and EPD Danforth were excused from the meeting at this time.

**Director Morgan made a motion**, which was seconded, and carried, to exit Executive Session at 1:35 p.m. Director Douglas and EPD Danforth returned at this time.

### **OUT OF BUDGET CYCLE REQUESTS – LEGAL EXPENSES, CONTINUED**

The vote was called for the motion on the floor and passed at 1:36 p.m. Director Douglas abstained.

## **OUT OF BUDGET CYCLE REQUESTS – POWER SUPPLY INFRASTRUCTURE**

**Director Morgan made a motion**, which was seconded, and carried, to approve the Power Supply Infrastructure Improvement Project as requested.

## **EV PILOT PROGRAM**

CMO Fugate and EPD Danforth briefed the Board on the current state of United Power's EV Pilot Program and answered the Board's questions. Following in-depth discussion, **Director McCormick made a motion**, which was seconded, and carried, to adopt the following resolution:

### **RESOLUTION APPROVING UNITED EV PILOT PROGRAM EXTENSION**

WHEREAS, the United Power, Inc. (United Power) Board of Directors approved the United EV Charging as a Service Pilot Program for up to 50 enrollments in April 2022 and it was subsequently launched in July 2022; and

WHEREAS, there are presently 44 members, with a total of 45 electric vehicle chargers, enrolled in the pilot program; and

WHEREAS, the number of participants is quickly approaching the pilot program's cap of 50 enrollments; and

WHEREAS, United Power desires to manage and control charging events and times for the electric vehicles on its system; and

WHEREAS, Staff wishes to extend the pilot program so that additional residential members may participate; and

WHEREAS, Staff will begin planning a second commercial phase of the pilot program for multifamily, workplace, and fleet electric vehicle applications to be presented to the Board in 2024.

NOW THEREFORE, BE IT RESOLVED, that the Board of Directors of United Power, Inc. hereby approves the United EV Pilot Program extension from 50 to 100 enrollments and the associated out-of-cycle capital budget request of \$12,450 to cover expenditures for the remainder of the year.

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## **SPECIAL REPORTS**

Chairman Martin pulled the following special reports from the meeting agenda and made the request to add them to the September 2023 Board agenda: KRTA Overview and 2024 Residential Rebate Program Review

## **EXECUTIVE SESSION**

**Director Buczek made a motion**, which was seconded, and carried, to enter Executive Session at 1:53 p.m., for budget assumptions discussion. EPD Danforth and VPHR Hane were excused from the meeting at this time.

At 2:44 p.m., **Director Alquist made a motion**, which was seconded, and carried, to exit Executive Session. Staff returned to the meeting at this time. Guests did not return to the meeting.

#### **2024 BUDGET ASSUMPTIONS AND CAPITAL PROJECTS REQUESTS**

**Director Buczek made a motion**, which was seconded, and carried, to grant contingent approval of the 2024 capital budget.

A brief recess was called at 2:46 p.m., with the meeting reconvening at 2:59 p.m. AC Lozano left the meeting at this time.

#### **ANNUAL INSURANCE REVIEW**

Contracts Manager Andre Kaiser joined the meeting at 3:02 p.m. to present the annual insurance review and answer the Board's questions. He left the meeting at 3:30 p.m.

#### **PROCESS IMPROVEMENTS – MEMBER SERVICES**

Vice President of Member Services Francis Ashutambong joined the meeting at 3:30 p.m. to present a new member satisfaction measurement product and process and answer the Board's questions. He left the meeting at 3:57 p.m.

#### **STAFF REPORTS, CHIEF LEGAL COUNSEL**

CLC Meidhof briefed the Board on current legal matters and 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 Douglas briefed meeting attendees on Tri-State activities.

Outside Legal Counsel Sherman and Howard Attorney Mark Williams joined the meeting at 4:15 p.m.

#### **EXECUTIVE SESSION**

**Director Morgan made a motion**, which was seconded, and carried, to enter Executive Session at 4:18 p.m. for governance matters. The entire Board, Attorney Williams, CEO Gabriel, CLC Meidhof, and EOM Simmons were present; all others were excused at this time.

Director Douglas was excused from the meeting at 5:05 p.m. He rejoined the meeting, which was still in Executive Session, at 6:16 p.m.

Director Vigesaa left the meeting, via teleconference at 5:45 p.m.

At 6:22 p.m., **Director Morgan made a motion**, which was seconded, and carried, to end Executive Session. No additional Staff members rejoined the meeting.

#### **TRI-STATE BOARD REPRESENTATIVE**

At 6:24 p.m., **Director Morgan made a motion**, which was seconded, and carried, resolving that the United Power Board no longer have a Board Member representative to the Tri-State Board because of United Power's concerns with Tri-State's governance and positions and actions taken in pending litigation matters between the parties. Director Douglas abstained.

#### **ADJOURNMENT**

Chairman Martin declared the meeting adjourned at 6:28 p.m.

#### **MEETING SCHEDULE**

The next regular Board Meeting is scheduled Thursday, September 21, 2023, at 9:00 a.m., at United Power Headquarters, 500 Cooperative Way, Brighton, CO.

A handwritten signature in black ink, appearing to read 'CSim', with a long, sweeping horizontal line extending to the right.

Cheri Simmons, Recording Secretary