

**MINUTES OF THE REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF UNITED POWER, INC.  
FRIDAY, APRIL 26, 2024**

**GENERAL/ROLL CALL**

Chairman Beth Martin called the regular Board meeting of the United Power Board of Directors to order at 9:30 a.m. on April 26, 2024. The meeting was held at United Power Headquarters, 500 Cooperative, Brighton, CO. Present were Directors Keith Alquist, Ginny Buczek, Brad Case, Steve Douglas, Beth Martin, Brian McCormick, Ursula Morgan, Paige Wagner-Maul, Tamra Waltemath, and Steve Whiteside.

President & Chief Executive Officer Mark Gabriel, Corporate Administrative Assistant Ana Pollack, and Executive Office Manager Cheri Simmons were also present.

**INVOCATION & PLEDGE OF ALLEGIANCE**

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

**APPROVE CONSENT AGENDA**

The following items were on the Consent Agenda for approval:

- Approval of Agenda
- March 27, 2024 Regular Board Meeting Minutes
- April 17, 2024 Annual Meeting Minutes
- April 18, 2024 Regulatory Board Meeting Minutes
- April 18, 2024 Special Board Meeting Minutes

Director McCormick pulled the April 18, 2024 Regulatory Board Meeting Minutes from the Consent Agenda. Following discussion, **Director Buczek made a motion**, which was seconded, and carried to approve the April 18, 2024 Regulatory Meeting Minutes as amended.

**Director Buczek made a motion**, which was seconded, to approve the Consent Agenda as amended.

Director Vigesaa joined the meeting via telephone at 9:44 a.m.

**ELECTION OF OFFICERS**

Following completion of the nomination and election of officers by secret ballot, **a motion was made by Director Case**, which was seconded, and carried, to adopt the following resolution.

**RESOLUTION ELECTING OFFICERS OF UNITED POWER, INC.**

WHEREAS, the bylaws of United Power, Inc. require that officers shall be elected by ballot annually by the Board of Directors at the first meeting of the Board held after each annual meeting of members, or as soon thereafter as convenient; and

WHEREAS, the United Power Board met and elected officers by ballot according to the bylaws.

NOW, THEREFORE, BE IT RESOLVED, that the following officers shall serve United Power until a new slate of officers is elected or until such time as they are no longer eligible to serve in that capacity, whichever comes first:

Chairman	Ursula Morgan
Vice-Chairman	Brian McCormick
Secretary	Stephen Whiteside
Treasurer	Keith Alquist
Assistant Secretary/Treasurer	Tamra Waltemath

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**CREA BOARD MEMBER ELECTION**

Following completion of the nomination and election of officers by secret ballot, **a motion was made by Director Case**, which was seconded, and carried, to adopt the following resolution.

**RESOLUTION DESIGNATING REPRESENTATIVE TO BOARD OF COLORADO RURAL ELECTRIC ASSOCIATION, INC.**

WHEREAS, United Power, Inc. is entitled to designate a representative to serve on the Board of Directors of the Colorado Rural Electric Association, Inc., in accordance with the bylaws of said organization.

NOW, THEREFORE, BE IT RESOLVED, that United Power, Inc., Brighton, Colorado, hereby designates Ginny Buczek to serve on the Board of Directors of Colorado Rural Electric Association, Inc. and Tamra Waltemath to serve as Alternate Director, effective immediately.

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**WUE BOARD MEMBER ELECTION**

Following completion of the nomination and election of officers by secret ballot, **a motion was made by Director Case**, which was seconded, and carried, to adopt the following resolution.

**RESOLUTION DESIGNATING REPRESENTATIVE TO BOARD OF WESTERN UNITED ELECTRIC SUPPLY CORPORATION**

WHEREAS, United Power, Inc. is entitled to designate a representative to serve on the Board of Directors of the Western United Electric Supply Corporation, in accordance with the bylaws of said organization.

NOW, THEREFORE, BE IT RESOLVED, that United Power, Inc., Brighton, Colorado, hereby designates Keith Alquist to serve on the Board of Directors of Western United Electric Supply Corporation, and Brad Case to serve as Alternate Director, effective immediately.

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**DESIGNATE REPRESENTATIVES TO ASSOCIATED ORGANIZATIONS**

Following review and discussion of Board member interest in serving, **a motion was made by Director Martin**, which was seconded, and carried, to adopt the following resolution.

**RESOLUTION NAMING REPRESENTATIVES TO ASSOCIATED ORGANIZATIONS**

WHEREAS, United Power, Inc.’s official representatives and alternates to associated organizations shall be selected by the Board of Directors at the first regular meeting of the Board following the annual meeting of members; and

WHEREAS, the PUC (Public Utilities Commission) representative and alternate seat will be filled by the CEO and/or his/her delegate; and

WHEREAS, other associated organizations require delegates to represent a region or district and said delegates may in turn be authorized by United Power to serve.

NOW, THEREFORE, BE IT RESOLVED that the following persons are hereby designated to associated organizations as follows:

<u>Name of Organization</u>	<u>Representative</u>	<u>Alternate</u>
Basin Electric Power Cooperative	Beth Martin	Ursula Morgan
CFC – National Rural Utilities Cooperative Finance Corp	Brian McCormick	Keith Alquist
CRC – Cooperative Response Center, Inc.	Ursula Morgan	Steven Douglas
CREA – Colorado Rural Electric Association	Tamra Waltemath	Ursula Morgan
Federated Rural Electric Insurance Exchange	Ursula Morgan	Stephen Whiteside
Meridian Cooperative (formerly SEDC)	Ursula Morgan	Brad Case
Mid-West Electric Consumer Association	Brad Case	Paige Wagner-Maul
NCSC – National Cooperative Services Corp.	Paige Wagner-Maul	Ursula Morgan
NISC – National Information Solutions Cooperative	Ginny Buczek	Ursula Morgan
NRECA – National Rural Electric Cooperative Association	Ursula Morgan	Steven Douglas
NRTC – National Rural Telecommunications Council	Ursula Morgan	Ginny Buczek
Touchstone Energy	Ursula Morgan	Ginny Buczek
WUE – Western United Electric Supply Corporation	Brad Case	Paige Wagner-Maul

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**APPOINT AUDIT COMMITTEE**

Following review and discussion of Board member interest in serving as United Power’s Audit Committee **a motion was made by Director Morgan**, which was seconded, and carried, to adopt the following resolution.

**RESOLUTION TO APPOINT AUDIT COMMITTEE**

WHEREAS, the United Power Board of Directors appoints Directors to serve on the Audit Committee (Committee) of United Power, Inc; and

WHEREAS, as stated in the Charter of the Committee, the purpose of the Committee is to recommend the appointment, retention, and terminations of an external audit firm; assess the audit firm’s independence; establish the terms of any audit engagement and the scope of the audit to be

conducted; and evaluate and assess the quality and sufficiency of the external auditor's performance, communications with the Committee, and reports prepared by the audit firm.

NOW, THEREFORE, BE IT RESOLVED, the following constitute a Committee of the Board in the name of Audit Committee:

1. Beth Martin
2. Brad Case
3. Brian McCormick
4. Keith Alquist
5. Ginny Buczek
6. Paige Wagner-Maul
7. Stephen Whiteside
8. Steven Douglas
9. Ursula Morgan; and

BE IT FURTHER RESOLVED, any member of the Committee may be removed or replaced at any time by the Board. Any member of the Committee ceasing to be a Director shall cease to be a member of the Committee; and

BE IT FURTHER RESOLVED, the members of the Committee shall elect a Chairperson among themselves at the first meeting of the Committee to convene following the April Regular Board meeting.

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**AUTHORIZE SIGNATURES ON BANK ACCOUNTS**

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

**RESOLUTION REGARDING SIGNATURES  
ON ACCOUNTS AT INBANK**

WHEREAS, United Power, Inc., ("Cooperative") wishes to affirm its banking relationships with InBank of Boulder, Colorado.

NOW THEREFORE BE IT RESOLVED, that InBank of Boulder, Colorado, ("Bank") is designated as depository for the funds of the Cooperative for the following accounts:

- InBank
- General Fund Account;
- Insured Cash Sweep;
- Accounts Payable Account;
- Electronic Deposits Account;
- EFT Account
- Capital Credits Account; and
- SPP Settlements Account

BE IT FURTHER RESOLVED that checks, drafts, or other orders for payment, transfer, or withdrawal of any of the Cooperative's funds or property on deposit with the Bank in said account shall be binding upon the Cooperative when signed, manually or by use of facsimile or mechanical signatures, regardless of by whom or by what means the actual or purported facsimiles or mechanical signatures may have been placed thereon, so long as they resemble the facsimile specimens from time-to-time filed with the Bank by the Secretary or other officer of the Cooperative, by any two of the following officers of the Cooperative:

CHAIR	Ursula Morgan
VICE CHAIR	Brian McCormick
SECRETARY	Stephen Whiteside
TREASURER	Keith Alquist
CHIEF EXECUTIVE OFFICER	Mark A. Gabriel
CHIEF FINANCIAL OFFICER	Laurie Burkhart

BE IT FURTHER RESOLVED, that the Bank is authorized to accept and receive at any time for the Cooperative's credit in such account, deposits made of funds, checks, and other evidence of indebtedness of monies payable to the order of the Cooperative and other property in whatever form or manner transferred or endorsed and, if required by the Bank, to accept such deposits when endorsed and delivered on behalf of the Cooperative by any one of the above officers of the Cooperative; and

BE IT FURTHER RESOLVED, that all resolutions heretofore adopted by the Cooperative with regard to said Bank which are inconsistent with this Resolution are void and of no further effect, provided, however, that all actions by the Bank pursuant to and in reliance upon said prior resolutions, before receipt of this Resolution, are hereby ratified and confirmed; and

BE IT FURTHER RESOLVED, that all of the powers conferred by the foregoing Resolution shall continue until notice in writing of change or termination of such authority shall be served upon the Bank with a copy of this Resolution; and

BE IT FURTHER RESOLVED, the Cooperative's Accounting Manager will be the account administrator, but not an authorized signer on the account. The administrator's duties will include ability to access all account information including, but not limited to, checking balances, account transfers, wire transfer transactions, and other normal operating activities.

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**ADJOURNMENT**

Chairman Martin declared the meeting adjourned at 10:36 a.m.

**MEETING SCHEDULE**

The next regular Board meeting is scheduled Wednesday, May 22, 2024, at 9:00 a.m., at United Power Headquarters, 500 Cooperative Way, Brighton, CO.



Cheri Simmons, Recording Secretary