

**MINUTES OF THE REGULAR MEETING OF
THE BOARD OF DIRECTORS OF UNITED POWER, INC.
WEDNESDAY, OCTOBER 23, 2024**

GENERAL/ROLL CALL

Chair Ursula Morgan called the regular Board meeting of the United Power Board of Directors to order at 9:00 a.m. on October 23, 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, James Vigesaa, Paige Wagner-Maul, Tamra Waltemath, and Steve Whiteside.

President & Chief Executive Officer Mark A. Gabriel, Chief Financial Officer Laurie Burkhart, Chief Legal Officer Robin Meidhof, Chief Information Officer Alie Beauchamp, Chief Marketing Officer Trista Fugate, Chief Operating Officer Jan Kulmann, Chief Human Resource Officer Erin Hane, Director of Government Relations & Deputy General Counsel Susan Aldridge, VP of Environmental, Health, Safety, & Risk Jenna Hirsch, VP of Asset Management & Supply Chain Curtis Subia, Assistant Controller Carmen Lozano, Corporate Administrative Assistant Ana Pollack, and Executive Office & Board Governance Manager Cheri Simmons were also present.

INVOCATION & PLEDGE OF ALLEGIANCE

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

DONATION FOR HURRICANE AFFECTED COOPS

A motion was made, seconded, and carried to donate \$20,000 to the Cooperative Development Foundation for REC disaster recovery efforts coordinated through NRECA.

AGENDA

There were no revisions to the agenda.

SAFETY

VPEHS&F Hirsh gave the safety briefing to meeting participants. She left the meeting at 9:10 a.m.

MINUTES

There were no corrections to the September 18, 2024 regular Board meeting minutes.

FIRE STATION MICROGRID GRANT MCRG-FFC001

A motion was made, seconded, and carried to accept the Fire Station Microgrid Grant MCRG-FFC001 and approve the supplemental capital budget request of \$275,000.

FORT LUPTON GRANT DE-CD0000066

A motion was made, seconded, and carried to accept the Fort Lupton Grant DE-CD0000066 and approve the supplemental capital budget request of \$1,900,000.

VP of AS&SC Subia left the meeting at 9:41 a.m.

RATIFY BYLAW REVISIONS

A motion was made and seconded to adopt the Resolution to Ratify 2024 Amendment of Bylaws as presented.

EXECUTIVE SESSION

Before the vote was called, a motion was made, seconded, and carried to enter Executive Session for governance discussions at 9:58 a.m. All staff was excused except President & CEO Gabriel.

At 10:07 a.m., a motion was made, seconded, and carried to end Executive Session.

A brief recess was called at 10:08 a.m.; the meeting reconvened at 10:16 a.m.; all Staff members returned at this time.

RATIFY BYLAW REVISIONS

The previous vote regarding the bylaw revisions was called and passed. The following resolution was adopted as presented.

RESOLUTION TO RATIFY 2024 AMENDMENT OF BYLAWS

WHEREAS, the Bylaws of United Power, Inc. (Bylaws) were last revised in 2024; and

WHEREAS, the Bylaws were reviewed and discussed during 2024 strategic planning sessions; and

WHEREAS, Staff and outside legal counsel proposed additional revisions regarding Director candidate qualifications; and

WHEREAS, a July 22, 2024 workshop was held with the Board and Staff to finalize amendments to the Bylaws; and

WHEREAS, the Board of Directors of United Power, at a regularly scheduled meeting on Wednesday, July 24, 2024, accepted all Bylaws amendments and directed Staff to proceed with sending a notice to the Membership pursuant to Article 10, Section 2 of the current Bylaws, informing the Membership of the proposed amendments; and

WHEREAS, written notice of such proposed amendments was provided to each member in the September/October 2024 United Newline print newsletter, posted on the United Power website, and noticed in the Denver Post and Brighton Blade newspapers; and

WHEREAS, no valid member petitions objecting to the proposed Bylaws revisions were received.

NOW THEREFORE BE IT RESOLVED, the Board of Directors of United Power, at a regularly scheduled meeting on Wednesday, October 23, 2024, ratified the revisions to the Bylaws of United Power, Inc.

QUALIFICATIONS AND ELECTION OVERSIGHT COMMITTEE

A motion was made, seconded, and carried to adopt the following resolution as presented.

**RESOLUTION APPOINTING QUALIFICATIONS
AND ELECTION OVERSIGHT COMMITTEE**

WHEREAS, the Annual Business Meeting of Members will be held Wednesday, April 16, 2025;
and

WHEREAS, it is important that the cooperative’s Qualifications and Election Oversight
Committee be assembled to consider Director candidate applications, oversee the election process,
and supervise the on-site balloting and registration activities; and

WHEREAS, the Qualifications and Election Oversight Committee is also charged with overseeing
the ballot counting process and settling related disputes.

NOW, THEREFORE, BE IT RESOLVED, that the following members of United Power, upon
their acceptance, are hereby appointed to serve on the Qualifications and Election Oversight
Committee with the duties and authority set forth above.

<u>Name</u>	<u>District</u>
Lisa Hough	North
James Long	North
Dale McCall	North
Karrie Fair	Central
Simone Jones	Central
Heather LaCruce	South
Rachel Munoz	South
Linda Young	South

POLICY REVIEW

A motion was made, seconded, and carried to adopt the proposed revisions to policy C-21
Director Candidate Contribution Reporting Requirements as presented.

EXECUTIVE SESSION

A motion was made, seconded, and carried to enter Executive Session at 10:24 a.m. for power
supply and contract updates. No one was excused from the meeting at this time.

A motion was made, seconded, and carried to end Executive Session at 11:31 a.m.

EXECUTIVE SESSION

A motion was made, seconded, and carried to enter Executive Session at 11:45 a.m. for budget
forecast discussions. No one was excused from the meeting at this time.

The meeting recessed for lunch at 12:12 p.m., and reconvened into Executive Session at 1:01 p.m.

A motion was made, seconded, and carried to end Executive Session at 1:14 p.m.

Contracts Manager & Regulatory Compliance Counsel Andre Kaiser joined the meeting at 1:37 p.m.

EXECUTIVE SESSION

A motion was made, seconded, and carried to enter Executive Session at 1:38 p.m. for legal discussions. No one was excused from the meeting at this time.

A motion was made, seconded, and carried to end Executive Session at 2:38 p.m.; CM&RCC Kaiser left the meeting at this time.

A brief recess was called at 2:39 p.m.; the meeting reconvened at 2:51 p.m. Director Whiteside did not return to the meeting.

President & CEO Gabriel left the meeting at 3:08 p.m. and did not return.

All Staff members were excused from the meeting at 3:26 p.m.

EXECUTIVE SESSION

A motion was made, seconded, and carried to enter Executive Session to discuss governance matters. All Directors were present except Director Whiteside.

A motion was made, seconded, and carried to end Executive Session at 5:00 p.m.

ADJOURNMENT

Chair Morgan adjourned the meeting at 5:15 p.m.



Cheri Simmons, Recording Secretary

The next regular Board meeting is scheduled Wednesday, November 20, 2024, at 9:00 a.m., at United Power Headquarters, 500 Cooperative Way, Brighton, CO.