

**MINUTES OF THE REGULAR MEETING OF  
THE BOARD OF DIRECTORS OF  
UNITED POWER, INC.  
WEDNESDAY, APRIL 24, 2019**

**GENERAL**

Chairman James Vigesaa called the regular meeting of the United Power Board of Directors to order at 9:00 a.m. on April 24, 2019. The meeting was held at United Power Headquarters in Brighton, Colorado. Present were Directors Keith Alquist, Ginny Buczek, Tim Erickson, Elizabeth Martin, Brian McCormick, Ursula Morgan, Rick Newman, Susan Petrocco, Dave Rose, James Vigesaa and Tamra Waltemath. Chief Executive Officer John D. Parker, Chief Operating Officer Bryant Robbins, Chief Financial Officer Laurie Rydwell, Governmental & Regulatory Relations Officer Troy Whitmore and Executive Administrator Michele Sack were also present.

Others present for the meeting were staff members Erin Hane, Dean Hubbuck, Jerry Marizza, Robert Maxwell and Ken McFadden.

**INVOCATION/PLEDGE**

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

**SAFETY MINUTE**

Risk and Compliance Director, Ken McFadden, provided an update on safety activities throughout United Power. He also shared that as of Monday, April 22, 2019, United Power has hit the 2-year mark without a lost time injury.

**CONSENT AGENDA**

The following items were listed on the consent agenda:

- Approval of Agenda
- Approve March 27, 2019 Regular Meeting Minutes

Director Martin requested an executive session prior to the action items portion of the agenda for a personnel matter. **Director Morgan made a motion**, which was seconded and carried, to approve the consent agenda as amended.

## **EXECUTIVE SESSION**

**Director Petrocco made a motion** that the Board go into Executive Session to discuss personnel matters. The Board went into Executive session at 9:11 am with the entire Board present.

The Executive Session ended at 9:35 a.m. and reconvened into regular session with staff returning to the meeting.

Following Executive Session, Board elections were moved to the end of the agenda to optimize staff time.

## **UNCOMMITTED LINE OF CREDIT**

CFO Rydwell updated the Board on the status of the uncommitted line of credit and the resolution, which were included in the Board packet for review. Following discussion, **Director Buczek made a motion**, which was seconded and carried, to adopt the Amendment to the as-offered Uncommitted Line of Credit Agreement.

## **POLICY C-11 – DISCLOSURE OF INFORMATION**

Director of Information Services, Alie Beauchamp, joined the meeting to discuss Policy C-11. Included in the Board packet were recommended changes made by staff. Following review and staff addressing questions by the Board, **Director Martin made a motion**, which was seconded and carried, to accept Policy C-11 – Disclosure of Information as revised by staff.

## **POLICY C-19 DIRECTORS' PER DIEM AND EXPENSES**

Policy C-19 was last reviewed during the September 2018 Board meeting. At that time, the Board directed this policy be reviewed again in 2019 after a full 12 months of expenses have occurred. Included in the Board packet were recommended changes by staff which included increasing the fixed sum reimbursement limitation by an amount equivalent to the annual percentage change in the consumer price index (CPI-U) during the prior year. Following review, **Director Newman made a motion**, which was seconded and carried, to approve Policy C-19 as revised by staff.

Director of Member Services, Francis Ashu, joined the meeting at 10:34 am for staff reports and left the meeting at 11:50 am.

## **STAFF REPORTS**

The following reports were discussed and updated by CEO Parker and staff:

### Joint Tri-State Report

Following the Joint TS report, the Board recessed for a break at 11:00 am and reconvened with staff reports at 11:10 am.

- Chief Executive Officer
- Chief Financial Officer
- Chief Operating Officer

Following the COO report, the Board recessed for lunch at noon and reconvened with staff reports at 12:45. Curtis Subia joined the meeting at 12:45 pm to provide the West Building update and left at 12:55 pm.

- West Building Update
- Government and Regulatory Relations Officer
- Power Supply & Rates
- New Business
- Risk and Safety
- Human Resources

## **EXECUTIVE SESSION**

**Director Morgan made a motion** that the Board go into Executive Session to discuss legal and contract issues. The Board went into Executive session at 1:29 p.m. with the entire Board and select staff present.

The Executive Session ended at 2:35 and recessed for a break until 2:46 p.m. Following break the board reconvened into regular session.

## **ELECTION OF OFFICERS**

Following completion of the nomination and election of officers by secret ballot, **a motion was made by Director Petrocco**, which was seconded and carried, to adopt the following Resolution Designating Officers of United Power Inc.

### **RESOLUTION DESIGNATING 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 has 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 they are no longer eligible to serve in that capacity, whichever comes first:

Chairman	James Vigesaa
Vice Chairman	Ursula Morgan
Secretary	Elizabeth Martin
Treasurer	Keith Alquist

**CREA BOARD MEMBER ELECTION**

The Board conducted nominations and election by secret ballot for the Colorado Rural Electric Association Board and Alternate Board positions. Following nomination and election by secret ballot for the CREA Board and Alternate Board positions, **a motion was made by Director Martin**, which was seconded and carried, to adopt the following Resolution Designating Representatives to the Board of Colorado Rural Electric Association, Inc.

**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 Virginia “Ginny” Buczek to serve on the Board of Directors of Colorado Rural Electric Association, Inc. and Tim Erickson to serve as Alternate Director, effective immediately.

**WESTERN UNITED BOARD MEMBER ELECTIONS**

Following nomination and election by secret ballot for the Western United Electric Board and Alternate Board positions, **a motion was made by Director Martin**, which was seconded and carried, to adopt the following Resolution Designating Representatives to the Board of Western United Electric Supply Corporation. **Director Erickson voted against this 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 Brian McCormick to serve on the Board of Directors of Western United Electric Supply Corporation, and Keith Alquist to serve as Alternate Director, effective immediately.

**DESIGNATE REPRESENTATIVES TO ASSOCIATED ORGANIZATIONS**

Following review and discussion of Board member interest in serving as United Power’s representative or alternate to various association organizations, **a motion was made by Director Morgan**, which was seconded and carried, to adopt the following Resolution Naming Representatives to Associated Organizations.

**RESOLUTION NAMING REPRESENTATIVES TO ASSOCIATED  
ORGANIZATIONS**

WHEREAS, United’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	Elizabeth Martin	Tamra Waltemath
CFC - National Rural Utilities Cooperative Finance Corp	Brian McCormick	Keith Alquist
CRC – Cooperative Response Center, Inc.	Tim Erickson	Brian McCormick
CREA - Colorado Rural Electric Association	Tamra Waltemath	Dave Rose
Federated Rural Electric Insurance Exchange	Ursula Morgan	Tamra Waltemath
Mid-West Electric Consumer Association	Rick Newman	Tim Erickson
NCSC – National Cooperative Services Corp.	Ursula Morgan	Keith Alquist
NISC – National Information Solutions Cooperative	Ursula Morgan	Keith Alquist
NRECA - National Rural Electric Cooperative Association	Elizabeth Martin	Susan Petrocco
NRTC - National Rural Telecommunications Council	Ursula Morgan	Ginny Buczek
SEDC – South Eastern Data Corporation	Ursula Morgan	Ginny Buczek
Tri-State G & T Association	Brian McCormick	Ginny Buczek
WUE - Western United Electric Supply Corporation	Dave Rose	Rick Newman

## **RESOLUTION TO 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 for Constitution of Audit Committee:

### **BOARD RESOLUTION FOR CONSTITUTION OF AUDIT COMMITTEE**

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

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

FURTHER RESOLVED, the members of the committee shall elect a Chairperson amongst themselves; and

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

- Keith Alquist
- Ginny Buczek
- Ursula Morgan
- Beth Martin
- Susan Petrocco
- Brian McCormick
- Tim Erickson
- Dave Rose

## **AUTHORIZE SIGNATURES ON BANK ACCOUNTS FOR NEW OFFICERS**

A **motion was made by Director Morgan**, which was seconded and carried, to adopt the following Resolution Authorizing Signatures on the Citywide Banks and TBK Bank accounts:

### **RESOLUTION REGARDING SIGNATURES ON ACCOUNTS AT CITYWIDE BANKS AND TBK BANK**

WHEREAS, United Power, Inc., ("Company") wishes to affirm its banking relationships with Citywide Banks of Thornton, Colorado, and TBK Bank of Brighton, Colorado.

NOW THEREFORE BE IT RESOLVED, that Citywide Banks of Thornton, Colorado, and TBK Bank of Brighton, Colorado ("Banks") are designated as depositories for the funds of the Company for the following accounts:

Citywide Banks

General Fund Account;  
Accounts Payable Account;  
AP Customer Refunds  
Account; Payroll Account;  
Finance EFT Account;  
Capital Credits Account  
CIS Electric Payments  
Account.

TBK Bank

General Fund

BE IT FURTHER RESOLVED that checks, drafts, or other orders for payment, transfer, or withdrawal of any of the Company's funds or property on deposit with the Banks in said account shall be binding upon the Company 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 Banks by the Secretary or other officer of the Company, by any two of the following officers of the Company:

CHAIRMAN

VICE CHAIRMAN

SECRETARY

TREASURER

CHIEF EXECUTIVE OFFICER

CHIEF FINANCIAL OFFICER

James Vigesaa

Ursula Morgan

Elizabeth Martin

Keith E. Alquist, II

John D. Parker

Laurie Rydwell

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

BE IT FURTHER RESOLVED, that all resolutions heretofore adopted by the Company with regard to said Banks which are inconsistent with this Resolution are void and of no further effect, provided, however, that all actions by the Banks 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 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 Banks with a copy of this Resolution; and

BE IT FURTHER RESOLVED, the Company'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.

### **BOARD DISCUSSIONS**

- 2019 Strategic Plan Agenda
- Committee Updates

### **CREA REPORT**

Director Buczek reviewed the March 2019 CREA Board of Directors minutes and addressed Board questions.

### **WUE REPORT**

Director McCormick reviewed the March 2019 Western United financial reports and addressed Board questions.

### **MEETING SCHEDULE**

Strategic Planning Session for the Board and staff will be held May 15-17, 2019 at The Lodge at Flying Horse in Colorado Springs beginning at 9:00 a.m. each day. The next Regular Board Meeting is scheduled for Wednesday, May 22, 2019 at 9:00 a.m. at Brighton Headquarters, 500 Cooperative Way, Brighton, CO 80601.

### **ADJOURNMENT**

Chairman James Vigesaa declared the meeting adjourned at 4:45 p.m.



Michele Sack, Recording Secretary