

**MEETING MINUTES  
Board of Directors - Regular Meeting  
5496 N. U.S. Highway 85  
Sedalia, Colorado  
September 22, 2022**

**Call to Order**

President Tim White called a regular meeting of the Board of Directors (“Board”) of CORE Electric Cooperative (“CORE”) at 9:31 a.m. on September 22, 2022.

The following Directors were present in person: Tim White, Bruff Shea, Jim Anest, Bob Graf, Mike Kempe, and Mike Sperry. Director Ron Kilgore was absent and excused. A quorum was deemed present. CEO Jeff Baudier and CORE staff also were present. President Tim White called the meeting to order and presided.

**Agenda Approval**

Mr. Baudier requested to start the meeting with Executive Session. Upon motion by Mr. Graf, seconded by Mr. Kempe, the Board of Directors unanimously approved the agenda amended as noted.

**Executive Session: Confidential Legal Matters**

Mr. White called for an executive session to discuss confidential matters. Upon motion by Mr. Shea, seconded by Mr. Sperry, and carried unanimously, the Board of Directors approved an executive session. The Board convened in executive session with Mr. Baudier, staff members, and Perry Glantz, legal counsel.

The executive session concluded at 10:05 a.m., and the open session resumed. No action was taken in the executive session.

**Public Comment**

There was no public comment, as no member appeared to address the Board.

### **Approval of Minutes of August 18, 2022, Regular Meeting**

Upon motion by Mr. Sperry, seconded by Mr. Anest, the Board of Directors unanimously approved the August 18, 2022, regular meeting minutes, as presented.

### **Approval of Write-Offs**

Mr. Graf and Mr. Kempe requested additional information on some write-off amounts. Upon motion by Mr. Kempe, seconded by Mr. Sperry, the Board unanimously approved July write-offs for \$154,927.00.

### **Approval of Resolution BR22-20: Bylaws Revision**

Ms. Leshar proposed amendments to CORE's Bylaws that updates language to follow the Colorado Revised Statutes requirements regarding Director Elections Nominations. Discussion followed. Upon motion by Mr. Kempe, seconded by Mr. Sperry, the Board of Directors unanimously approved the following resolution:

### **BOARD RESOLUTION BR22-20**

WHEREAS,

The Board of Directors of CORE Electric Cooperative ("CORE") has been presented with proposed amendments to CORE's Bylaws in redlined and final forms (Board Documents BD22-9 and BD22-10, respectively);

It is proposed that the Bylaws be amended to:

- 1. Article V – BOARD OF DIRECTORS, Section 7 (Nominations):**
  - Make changes that follow statute, including specifying petitions should be filed with the Board of Directors or its designee and clarifying petitions cannot be turned in later than sixty (60) days prior to the election.

Amendments to the Bylaws are effective when adopted by the affirmative vote of two-thirds (2/3) of the Directors seated at any meeting of the Board, with notice of

the amended Bylaws to be sent to each Member within a reasonable time thereafter and copies of the amendment to be posted on the CORE website and made available to Members at each CORE office; and

The Board of Directors finds that the amendments set forth in Board Documents BD22-9 (redlined) and BD22-10 (final) are in the best interest of CORE and its members.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of CORE Electric Cooperative hereby adopts the amendments to the Bylaws as presented in Board Documents BD22-9 and BD22-10 and directs that the amended Bylaws be posted on CORE's website in redlined and final formats and that a written copy of the amended Bylaws is sent to each Member of the Cooperative by mail or electronically.

### **Presentation: Process for Consideration of New PURPA 111(d) Standards**

Chris Hildred, Power Supply Director, presented new PURPA 111(d) federal standards related to electric vehicles and demand response for Board consideration. Discussion ensued. Mr. Hildred stated that a resolution adopting a procedure for hearing would be presented at the October board meeting for approval.

### **Approval of 2023 Board Meeting Dates**

Upon motion by Mr. Graf, seconded by Mr. Anest, the Board approved the following regular board meeting dates for 2023:

January 26th	July 27th
February 16th	August 17th
March 16th	September 28th
April 27th	October 26th
May 18th	November 16th
June 15th	December 21st

### **Director Updates**

Bob Graf noted that Bennett Days was last Saturday, and although it was rainy and cold, it appeared everyone had a great time.

Mike Sperry discussed new building codes for gas and electric.

Bob Graf and Jim Anest asked questions regarding the Charge Ahead Colorado Grant funds that CORE was awarded for electric vehicle public charging stations and the proposed locations. Discussion followed.

Bob Graf asked questions about market interest rates, lines of credit, and the cash flow statement.

There being no further business to discuss, President Tim White adjourned the meeting.

The next regular meeting will be held on October 20, 2022.