

**MEETING MINUTES  
Board of Directors - Regular Meeting  
5496 N. U.S. Highway 85  
Sedalia, Colorado  
November 17, 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 November 17, 2022.

The following Directors were present in person: Tim White, Bruff Shea, Jim Anest, Bob Graf, Mike Kempe, Mike Sperry, and Ron Kilgore. 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**

Upon motion by Mr. Shea, seconded by Mr. Kilgore, the Board of Directors unanimously approved the agenda as presented.

**Public Comment**

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

**Approval of Minutes of October 20, 2022, Regular Meeting**

Upon motion by Mr. Anest, seconded by Mr. Sperry, the Board of Directors unanimously approved the minutes of the October 20, 2022, regular meeting, as presented.

**Approval of Write-Offs**

Mr. Kempe requested and received information regarding write-off amounts. Upon motion by Mr. Shea, seconded by Mr. Anest, the Board unanimously approved October write-offs for \$141,724.

**Presentation: 2023 Draft Budget**

Mr. Baudier and CORE staff presented a summary to the Board of the 2023 proposed operating and departmental capital budgets and answered questions from directors. Discussion ensued.

No Board action is required at this time. The final 2022 Budget will be on the agenda for approval at the December 15 board meeting.

**Presentation for Resolutions BR22-26 and BR22-27**

Ms. Jones presented a summary to the Board related to Board Resolutions BR22-26: New Non-Union Pension Plan and BR22-27: Proposed Amendments to 401(k) Plan and answered questions from directors. Discussion ensued.

**Approval of Resolution BR22-25: 2023-2025 IBEW Local No. 111 Agreement**

Upon motion by Mr. Graf, seconded by Mr. Kilgore, the Board of Directors unanimously approved the following resolution:

**BOARD RESOLUTION BR22-25**

WHEREAS,

CORE Electric Cooperative (“CORE”) has been operating under a collective bargaining agreement (“CBA”) with Local Union 111, International Brotherhood of Electrical Workers, AFL-CIO (the “Union”); and

The current CBA expires on December 31, 2022; and

CORE’s management has negotiated and reached a tentative agreement with the Union for a new CBA for the period January 1, 2023, through December 31, 2025; and

The new CBA has a Wage and Benefit Reopener where CORE and Local Union 111 agree to reopen negotiations on Article 19 – Wages, Article 27 – Medical and Dental Insurance, and Article 28 – Life and Disability Insurance, for the third year (2025) of the agreement ninety (90) days prior to the end of the preceding year, and

The Union has ratified the tentative agreement, and CORE staff has presented the proposed CBA to the Board (Board Document BD22-12) for approval; and

The Board has been advised by Staff regarding the proposed CBA and has considered the provisions of Board Document BD22-12; and

The Board has determined that it is in the best interests of CORE and its members to approve a CBA substantially in the form of Board Document BD22-12.

Now, therefore, be it resolved that the Board of Directors authorizes CORE's Chief Executive Officer to execute a Collective Bargaining Agreement for the period of January 1, 2023, through December 31, 2025, in substantially the form as Board Document BD22-12 and to take such other steps as may be necessary to implement the agreement negotiated by the parties.

#### **Approval of Resolution BR22-26: New Non-Union Pension Plan**

Upon motion by Mr. Shea, seconded by Mr. Sperry, the Board of Directors unanimously approved the following resolution:

#### **BOARD RESOLUTION BR22-26**

WHEREAS,

CORE Electric Cooperative ("CORE") f/k/a The Intermountain Rural Electric Association heretofore ceased future benefit accruals for its non-collectively bargained employees under the Intermountain Rural Electric Association Fully Insured (Non-Union) Defined Benefit Plan;

CORE's Investment Committee, with the knowledge and support of the Board of Directors, heretofore initiated a process to investigate the implementation of a new defined benefit retirement plan for the benefit of its non-collectively bargained employees;

CORE's Investment Committee has reviewed and analyzed various defined benefit plan designs and design options provided by its actuary and retirement plan consultant, the USI Consulting Group ("USI");

CORE's Investment Committee has determined that it is in the best interests of CORE to adopt the "CORE Electric Cooperative Variable Annuity Defined Benefit Plan" (the "Plan"), a copy of which is annexed hereto;

CORE's Investment Committee have apprised the Board of Directors of their recommendation and the expected costs of adopting the aforesaid Plan; and

The Board of Directors has determined that such recommendation is in the best interests of CORE and its employees.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby:

Approves the Investment Committee's recommendation to adopt the Plan, in the form annexed hereto, and hereby adopts the aforesaid Plan for the benefit of the non-collectively bargained employees of CORE;

Authorizes the Investment Committee to proceed with the implementation and administration of the Plan in accordance with the relevant provisions of the Internal Revenue Code and the Employee Retirement Income & Security Act of 1974 ("ERISA"); and

Authorizes and directs the Chief Executive Officer and/or his or her designee to execute, certify, deliver and file all such further certificates, instruments, and documents, in the name of, and on behalf of, CORE and to do all such further acts

and things as in their discretion they shall deem necessary, advisable, proper or convenient to carry out the purposes and intent of the foregoing resolutions.

**Approval of Resolution BR22-27: Proposed Amendments to 401(k) Plan**

Upon motion by Mr. Anest, seconded by Mr. Graf, the Board of Directors unanimously approved the following resolution:

**BOARD RESOLUTION BR22-27**

WHEREAS,

CORE Electric Cooperative ("CORE") heretofore adopted and currently maintains the CORE Electric Cooperative 401(k) Plan (the "Plan") for the benefit of its employees;

In order to automatically satisfy the Plan's non-discrimination (ADP and ACP) testing, the Plan currently provides for a safe harbor matching contribution that is calculated on a payroll basis;

CORE's Investment Committee has determined that it would be in the best interest of CORE and its employees to calculate the safe harbor matching contribution on an annual basis and to do a year-end matching contribution true-up with respect to the elective deferral contributions made by participants into the Plan each year;

CORE's Investment Committee has apprised the Board of Directors of its recommendation and the expected costs incident to amending the Plan to calculate the safe harbor matching contribution on an annual basis and to add the year-end true-up feature; and

The Board of Directors has determined that such recommendation is in the best interests of CORE and its employees.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby:

Approves the Investment Committee's recommendation to amend the Plan to calculate the safe harbor matching contribution on an annual basis; and Authorizes and directs the Chief Executive Officer and/or his or her designee to execute, certify, deliver and file all such further certificates, instruments, and documents, in the name of, and on behalf of, CORE and to do all such further acts and things as in their discretion they shall deem necessary, advisable, proper or convenient to carry out the purposes and intent of the foregoing resolutions.

### **Director Updates**

Mr. Kilgore remarked how receptive members, who attended his luncheon and a presentation at a local town hall, were to information about CORE's advanced system, reliability, and fire mitigation processes.

### **Executive Session: Confidential Matters**

Mr. White called for an executive session to discuss confidential matters. Upon motion by Mr. Kilgore, seconded by Mr. Kempe, 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 and Jim Bertrand, legal counsel.

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

The next regular meeting will be held on December 15, 2022.