

MEETING MINUTES
Board of Directors - Regular Meeting
5496 N. U.S. Highway 85
Sedalia, Colorado
October 26, 2023

Call to Order

President Tim White called a regular meeting of the Board of Directors ("the Board") of CORE Electric Cooperative ("CORE") at 9:30 a.m. on October 26, 2023.

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

Agenda Approval

Upon motion by Mr. Graf, seconded by Mr. Sperry, 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 September 21, 2023, Regular Meeting

Upon motion by Mr. Anest, seconded by Mr. Kilgore, the Board of Directors unanimously approved the September 21, 2023, meeting minutes, as presented.

Approval of Write-Offs

Mr. Kilgore and Mr. Kempe requested additional information regarding certain write-offs. Following discussion and upon motion by Mr. Shea, seconded by Mr. Sperry, the Board unanimously approved September write-offs for \$210,408.

Audit Committee Report

Mr. Graf presented the Audit Committee (the Committee) Report, summarizing the regular quarterly meeting on October 25, 2023.

The Committee received and reviewed the quarterly oversight report from the Cooperative's Chief Financial Officer, Dede Jones, confirming that applicable accounting policies and internal control measures were adequate for compliance with existing loan covenants and financial reporting.

The Committee discussed a resolved red flag incident that occurred.

The Committee met virtually with Julie Desimone of Moss Adams, who reviewed the scope of the 2023 audit.

Presentation: Proposed Amendments to Rates & Regulations

Mr. Hildred, CORE's Power Supply Director, made a presentation to the Board on proposed amendments to the Rates and Regulations. Discussion followed.

Mr. White called for a break at 11:18 a.m.

Presentation: Retirement Plans

Ms. Solano, CORE's CAO, made a presentation to the Board regarding CORE's retirement plans. Discussion followed.

Approval of Resolution BR23-31: Proposed Amendments to 401(k) Plan

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

Board Resolution BR23-31

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; and

CORE's Investment Committee has determined that it would be in the best interests of CORE and its employees to calculate the safe harbor matching contribution on an annual basis and clarify the definition of compensation used to calculate matching contributions and has apprised the Board of Directors of their recommendation to amend the Plan accordingly; 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.

Approval of Resolution BR23-32: Restatement of Union Pension Plan

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

Board Resolution BR23-32

WHEREAS,

CORE Electric Cooperative ("CORE"), formerly known as the Intermountain Rural Electric Association, heretofore adopted and currently maintains the Intermountain Rural Electric Association Pension Plan (the "Plan") for the benefit of certain of its employees;

The Plan is being administered using an Internal Revenue Service ("IRS") approved Volume Submitter Plan Document, which the IRS has mandated be amended and restated for certain required law changes no later than March 31, 2025, and CORE's Investment Committee has determined it is in the best interest of CORE to amend and restate the Plan in accordance with such IRS mandate as well as to update the Plan's name to reflect CORE's sponsorship; and

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

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

Approves the Investment Committee's recommendation to amend and restate the Plan; 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 BR23-33: Proposed Amendments to Bylaws

Ms. Jones made a presentation to the Board regarding proposed amendments to CORE's Bylaws. Discussion followed.

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

Board Resolution BR23-33

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 BD23-9 and BD23-10, respectively);

WHEREAS, it is proposed that the Bylaws be amended to:

1. ARTICLE I – THE COOPERATIVE

- Remove the reference to tax status.

2. ARTICLE II – DEFINITIONS (Member and Patron)

- Edit the definition of Member to reference a Patron.
- Edit the definition of Patron to specify purchased energy will be for their own use (not for re-sale).

3. ARTICLE III – MEMBERSHIP, Section 1 (Requirements for Membership)

- Change reference from electric energy to electric service.
- Specify that purchase is for the members' own use (not for re-sale).

4. ARTICLE VIII – NONPROFIT OPERATION AND CAPITAL CREDITS, Section 2 (Allocation of Patronage Capital)

- Specify that patronage allocation will be based on energy purchases Patrons have made for their own use (not for re-sale).
- Add language which give the Board of Directors authority to address the allocation of a net loss.

WHEREAS, 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 BD23-9 (redlined) and BD23-10 (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 BD23-9 and BD23-10 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 be sent to each Member of the Cooperative by mail or electronically.

Quarterly Scorecard Review

The executive team reviewed the 2023 CORE Organization Scorecard and the performance results for Q3 with the Board. Directors asked questions and received answers from members of the executive team.

Ms. Solano introduced a new staff member, Morgan Biddison, CORE's Government Affairs and Grants Program Manager, to the Board.

Director Updates

Mr. Shea requested and received information regarding electrification requirements.

Mr. Graf and Mr. Kilgore requested and received information regarding the check list.

Executive Session: Confidential Matters

Mr. White called for an executive session to discuss confidential matters. Upon motion by Mr. Kilgore, seconded by Mr. Graf, and carried unanimously, the Board of Directors approved an executive session. The Board convened in executive session at 12:20 p.m. with Mr. Baudier, staff members, and Perry Glantz, legal counsel.

There being no further business to discuss, President Tim White adjourned the meeting. The next regular meeting will be held on November 16, 2023.