

**MEETING MINUTES**  
**Board of Directors - Regular Meeting**  
**5496 N. US Highway 85**  
**Sedalia, Colorado**  
**September 26, 2024**

**Call to Order**

President Tim White called a regular meeting of the Board of Directors ("the Board") of CORE Electric Cooperative ("CORE") at 9:33 a.m. on September 26, 2024.

The following Directors were present in person: Tim White, Bruff Shea, Jim Anest, Mike Sperry, Mike Kempe, and Ron Gilgore. Bob Graf joined remotely beginning with Agenda Item 4., Approval of Write-Offs. A quorum was deemed present. CEO Pam Feuerstein and CORE staff were also present. President Tim White called the meeting to order and presided.

**Agenda Approval**

Upon motion by Mr. Kilgore, seconded by Mr. Sperry, the Board 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 August 15, 2024, Regular Meeting**

Upon motion by Mr. Anest, seconded by Mr. Shea, the Board unanimously approved the August 15, 2024, meeting minutes, as presented.

**Approval of Write-Offs**

Upon motion by Mr. Anest, seconded by Mr. Kilgore, the Board unanimously approved August write-offs for \$56,472. Discussion followed.

### **Approval of Audit Committee's Recommendation of Chief Audit Executive**

Mr. Anest reported on the Audit Committee's recommendation for the Chief Audit Executive. Discussion followed. Upon motion by Mr. Kempe, seconded by Mr. Sperry, the Board unanimously approved the Audit Committee's recommendation for Wade Pynes as Chief Audit Executive with the recommended salary to be effective as of the next pay period. Mr. Pynes' start date will be deferred until such time a Chief Financial Officer has been instituted.

### **Presentation: Parker Substation Modification Construction Contract**

Mark Jurgemeyer, Chief Operating Officer, presented proposed recommendation for award of the Parker Substation Modification Construction Contract. Discussion followed.

### **Approval of Resolution BR24-29: Parker Substation Modification Construction Contract**

Upon motion by Mr. Kilgore, seconded by Mr. Anest, the Board unanimously adopted the following resolution:

#### **Board Resolution BR24-29**

The Board of Directors (the "Board") of CORE Electric Cooperative, a Colorado cooperative association ("CORE"), hereby takes the following actions and adopts the following recitals and resolutions upon a favorable vote at its duly called Board meeting held today, September 26, 2024.

WHEREAS,

CORE Electric Cooperative ("CORE") intends to upgrade the Parker Substation to add capacity and support load growth in the area; and

CORE solicited and received proposals for construction of the Parker Substation Modification on August 26<sup>th</sup>, 2024, from four (4) prequalified contractors: Colorado Powerline, Inc.; Foothills Energy Services, Inc.; Great Southwestern Construction, Inc.; and Ward Electric Company; and

CORE's engineering staff and outside consultant have reviewed the technical requirements, schedules, and pricing of all bids received (Board Document BD24-11 Contract Bid Evaluation and Recommendations Parker Substation Modification Construction Contract); and

The proposal selected was submitted by Colorado Powerline, Inc. in the amount of Three Million, Three Hundred Twenty-One Thousand, One Hundred Fifty Dollars and Thirty-Two Cents (\$3,321,150.32); and

CORE's engineering staff recommends a construction contract be awarded to Colorado Powerline, Inc. for the Parker Substation Modification.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors authorizes CORE's Chief Executive Officer to award a contract to Colorado Powerline, Inc. for the construction of the Parker Substation Modification in the amount of Three Million, Three Hundred Twenty-One Thousand, One Hundred Fifty Dollars and Thirty-Two Cents (\$3,321,150.32), and such additional amounts not to exceed fifteen percent (15%), if any, as may be reasonably necessary to complete the construction of the Parker Substation Modification consistent with such contract, and further authorizes the Chief Executive Officer to execute on behalf of CORE any documents necessary to effectuate such conveyance.

### **Presentation: Hedging and Trading Authority Policies**

Amanda Hall, Enterprise Risk Management Director, and Chris Hildred, Power Supply Director, made a presentation to the Board with regard to the new Hedging Policy and revisions to the Trading Authority Policy. Discussion followed.

### **Approval of Resolution BR24-30: Hedging Policy**

Upon motion by Mr. Shea, seconded by Mr. Sperry, the Board unanimously adopted the following resolution:

### **Board Resolution BR24-30**

The Board of Directors (the “Board”) of CORE Electric Cooperative, a Colorado cooperative association (“CORE”), hereby takes the following actions and adopts the following recitals and resolutions upon a favorable vote at its duly called Board meeting held today, September 26, 2024.

WHEREAS,

CORE has determined it to be prudent and necessary to implement a new policy in conjunction with the established Energy Risk Management Policies to guide the disciplined hedging of forward power supply portfolio components; and

The new policy that CORE desires to implement is the Hedging Policy, which includes criteria and processes CORE will employ to manage and mitigate energy supply risks and parameters for physical and financial hedging transactions, as shown in Board Document BD24-12; and

CORE desires to implement the Hedging Policy effective immediately.

NOW, THEREFORE, BE IT RESOLVED, that based upon the presentation made to the Board at this meeting and upon such other matters as were deemed relevant by the Board, the Board (a) finds that the Hedging Policy is appropriate and is in the best interests of CORE, its members, as well as its other constituencies, and (b) hereby approves and adopts the Hedging Policy; and

BE IT RESOLVED FURTHER, that the Chief Executive Officer of CORE (“Authorized Officer”) is authorized, for and on behalf of CORE, to (a) implement the Hedging Policy, and (b) take all such other actions as the Authorized Officer may deem necessary or advisable in connection with the Hedging Policy, and the taking of any such actions shall be deemed conclusive evidence that the Board has authorized such actions.

### **Approval of Resolution BR24-31: Trading Authority Policy Revisions**

Upon motion by Mr. Shea, seconded by Mr. Kempe, the Board unanimously adopted the following resolution:

**Board Resolution BR24-31**

The Board of Directors (the “Board”) of CORE Electric Cooperative, a Colorado cooperative association (“CORE”), hereby takes the following actions and adopts the following recitals and resolutions upon a favorable vote at its duly called Board meeting held today, September 26, 2024.

WHEREAS,

The Board received a presentation from CORE staff at this meeting on September 26, 2024, outlining proposed updates to CORE’s Trading Authority Policy (“Updates”); and

The proposed Updates, as recommended by CORE’s staff are reflected in Board Document BD24-13, showing changes to the existing Trading Authority Policy; and

CORE’s staff recommends that the proposed Updates become effective immediately.

NOW, THEREFORE, BE IT RESOLVED, that based upon the presentation made to the Board at this meeting, the Board (a) finds that the proposed Updates are appropriate and are in the best interest of CORE and its members, as well as other constituencies, and (b) hereby approves and adopts the proposed Updates to become effective immediately.

**Presentation: WPCA Recovery Modifications and Proposed  
Regulatory Asset Plan**

Wade Pynes, Controller, made a presentation to the Board with regard to modifications to the WPCA recovery/procedure and proposed regulatory asset plan. Discussion followed.

**Approval of Resolution BR24-32: WPCA Recovery Modifications**

After detailed discussion, Mr. Kempe motioned, and Mr. Kilgore seconded a recommendation to amend the Wholesale Power Cost Adjustment Procedure (Board Document BD24-15) with the addition/clarification of “financial goals and requirements”

within the definitions. The Board unanimously accepted the proposed recommended amendment to the procedure.

Upon motion by Mr. Kempe, seconded by Mr. Kilgore, the Board unanimously adopted the following resolution as amended:

**Board Resolution BR24-32**

The Board of Directors (the “Board”) of CORE Electric Cooperative, a Colorado cooperative association (“CORE”), hereby takes the following actions and adopts the following recitals and resolutions upon a favorable vote at its duly called Board meeting held today, September 26, 2024.

WHEREAS,

The Board received a presentation from CORE staff on September 26, 2024, outlining clarifications and updates to CORE's Wholesale Power Cost Adjustment Procedure (the “WPCA Procedure”); and

CORE desires to implement updates to the WPCA Procedure, as recommended by CORE's staff and shown in Board Document BD24-15, a redline (as attached) of the WPCA Procedure, effective immediately.

NOW, THEREFORE, BE IT RESOLVED, that based upon the presentation made to the Board at this meeting, the Board (a) finds that the proposed updates to the WPCA Procedure are appropriate and are in the best interest of CORE and its members, as well as other constituencies, and (b) hereby approves and adopts updates to the WPCA Procedure.

**CEO Report**

Ms. Feuerstein provided an update on various Cooperative and industry items to the Board. Discussion followed.

**Director Updates**

There were no director updates.

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

Mr. White called for an executive session to discuss confidential matters. Upon motion by Mr. Kempe, seconded by Mr. Anest, and carried unanimously, the Board approved an executive session. The Board convened an executive session at 11:47 a.m. with Ms. Feuerstein, CORE staff, and Jim Bertrand, legal counsel.

The executive session concluded at 1:19 p.m., and the open session resumed. No action was taken in the executive session.

### **Approval of Resolution BR24-33: Canyon Peak Reimbursement Agreement**

Upon motion by Mr. Kilgore, seconded by Mr. Anest, the Board unanimously adopted the following resolution:

#### **Board Resolution BR24-33**

The Board of Directors (the “Board”) of CORE Electric Cooperative, a Colorado cooperative association (the “Company”), hereby takes the following actions and adopts the following recitals and resolutions upon a favorable vote at its duly called Board meeting held today, September 26, 2024.

WHEREAS,

CORE Electric Cooperative (“CORE”) is negotiating terms with the developer related to a power purchase agreement (the “PPA”) for new dispatchable capacity required to meet the future power supply needs of CORE’s members; and

The development of the proposed project will require the developer to make non-refundable deposits for certain long lead-time equipment prior to execution of the PPA to meet the desired commercial operation date; and

CORE and developer are negotiating a Term Sheet regarding a Reimbursement Agreement that governs the terms and conditions under which the developer may seek reimbursement for up to Thirteen Million Dollars (\$13,000,000.00) in non-refundable deposits; and

CORE's finance staff has secured a quote for an Irrevocable Letter of Credit at a cost of Eighty-Five basis points per year (0.85%/year); and

The Board received a presentation from CORE staff on September 26, 2024, regarding the negotiated terms for the Reimbursement Agreement and CORE staff recommends that a Reimbursement Agreement be finalized and executed by CORE and the developer and that the financial security outlined be provided to the developer per the terms of the Reimbursement Agreement.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors authorizes CORE's Chief Executive Officer to enter into the Reimbursement Agreement on substantially the terms as presented at this meeting and secure an Irrevocable Letter of Credit in an amount no greater than Thirteen Million Dollars (\$13,000,000), to be maintained as described in the Reimbursement Agreement and further authorizes the Chief Executive Officer to execute on behalf of CORE any documents necessary to effectuate the financial security described in the Reimbursement Agreement.

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

The next regular meeting will be held on October 24, 2024.