

ANNUAL MEETING & DIRECTOR ELECTION

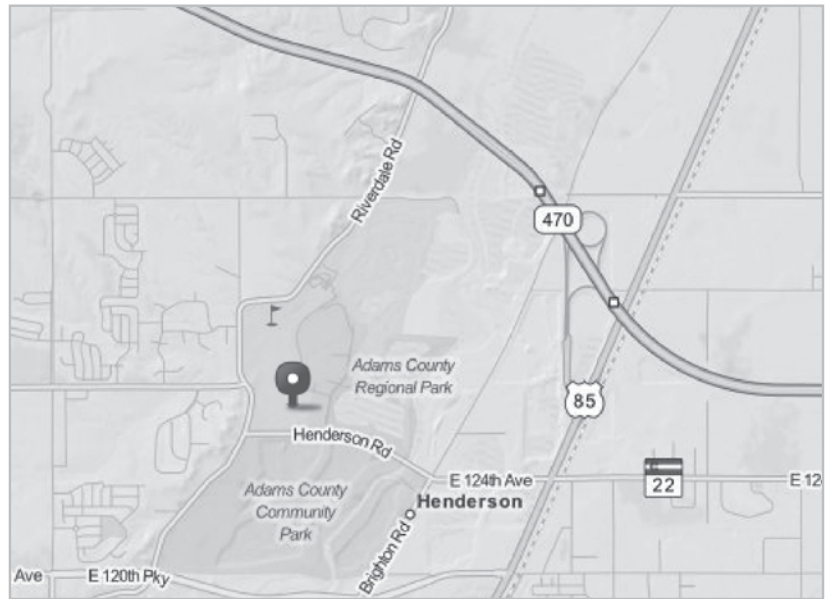
**WEDNESDAY
APRIL 17, 2019**

ADAMS COUNTY FAIRGROUNDS
9755 Henderson Road
Brighton, CO 80601

**> ENTER AT THE EXHIBIT HALL
FOR REGISTRATION & DINNER**

4:30 - 6:30 pm
EXHIBIT HALL
Registration
Balloting
Dinner
Entertainment

6:30 - 8:00 pm
WAYMIRE DOME
Business Meeting
Co-op Update
Election Results
Door Prizes!



Información de La Junta Anual de Miembros De United Power

La Junta Anual de Miembros de United Power será el miércoles, 17 de abril del año 2019, y se llevara a cabo en la Adams County Fairgrounds en la 9755 Henderson Road en Brighton, Colorado. La registraci3n comenzara a las 4:30 p.m. y la junta comenzara a las 6:30 p.m.

Informaci3n general de votaci3n

Incluido es su voto oficial y los sobres de votaci3n para elegir a los miembros de la mesa directiva. Usted esta invitado a la junta y votar en persona o enviar su voto por correo. Si gustar3a atender, traiga todos estos materiales el d3a de la junta. La registraci3n comenzara a las 4:30 p.m. Podr3 votar en cualquier momento despu3s de la registraci3n hasta que se cierren los lugares de votaci3n.

Si no puede atender a la junta, puede enviar su voto por correo. Los votos deben ser recibidos en una de las oficinas de United Power antes del miércoles, 17 de abril del año 2019.

Elecci3n de directores

Las elecciones ser3n llevadas a cabo en los siguientes distritos: Oeste, Este y Sur. Aunque los directores de United Power sirven en distritos geogr3ficos, son elegidos basados en los votos generales. Lo m3s importante es que todos los miembros voten en cada distrito. El mandato de los directores ser3 por tres a3os. Para mas informaci3n por favor comun3quese al 303-637-1300, y pregunte por un representante que habla espa3ol.

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DIRECTOR CANDIDATE PROFILES

There are three director seats up for election at the 2019 Annual Meeting. Director positions in the East, West and South districts are up for three-year terms. Be sure to read about each of the candidates before casting your ballot. **United Power directors serve in geographic districts, but they are elected on an at-large basis. Please vote for one candidate in each director district.**

2019 Director Candidates

East
Elizabeth Martin

West
Ursula J. Morgan

South
Keith E. Alquist, II
Bradley J. Case

The following statements are those of the candidates and have not been verified by United Power.

EAST DISTRICT



Elizabeth Martin

Real Estate Broker-State of Colorado
Co-owner and CBW (Chief Bottle Washer) -Pepper Pod Restaurant, Hudson-since 1977 BA -CU Boulder
United Power Director -since 2010
Secretary of the Board for United Power-2018-19
Secretary/Treasurer of the Board-2012-2018
Assistant Secretary-Treasurer of the Board-United Power-2011-12
Mayor pro tem of Hudson, CO -1988-90
Finance and Administration Officer -Town of Hudson -1988-90

National Association of Realtors-Member
Colorado Association of Realtors-Member
Past President Brighton Kiwanis
Past Board Secretary-KidzQuiltz
Founding Member/Director -Hudson Centennial Harvest Festival Celebration

Certificates and Designations:
*Five Star Professional Award Winner-2013-Present
*Master Certified Negotiation Expert
*Credentialed Cooperative Director-NRECA-since 2011

*Board Leadership -NRECA-since 2011
*Gold Designation-NRECA
*CRS (Certified Residential Specialist
*Designation -Council of Residential Specialists
*GRI -Graduate Realtor Institute Graduate-NAR
*ePRO Designation-NAR

I truly love the Co-op business model and celebrate how fortunate we are to be served by a local, truly "not for profit", member owned cooperative. We all have both a voice and a vote. I believe my commitment, vigilance, integrity, sound judgement, communication, problem solving skills and leadership are uniquely valuable in my role on the Board. I remain committed to providing us with safe, reliable power utilizing the most cost effective and efficient manner possible with as much diversity of renewable options as is prudent and allowable per the contract with Tristate. I pledge to remain fully engaged and committed to ensure United Power serves her members energy needs, while being the best steward of our resources-both natural and human in this time of dynamic change. BethMartin@BethsRedShoes.com

WEST DISTRICT



Ursula J. Morgan

Ursula J. Morgan is running for re-election to United Power's Board of Directors representing the West District. She has been a member of United Power since 1995. At United Power, Morgan serves as Treasurer. Morgan is a wife and mother of two and has worked as a real estate appraiser and in e-commerce. She attended the University of Northern Colorado and completed the National Rural Electric Cooperative Association's Director Gold Program, Board Leadership Program and the Credentialed Cooperative Director Training Program. Morgan has also completed the Elected Officials' Training and the Advanced Training programs through the Colorado Municipal League. She is a volunteer for The Children's Hospital Foundation, Make-A-Wish Foundation, and The Children's Miracle Network.

Morgan currently serves on United Power's Audit Committee. She also serves as the representative for United Power to the Federated Rural Electric Insurance Exchange, National Information Solutions Cooperative, the National Rural Telecommunications Council, and the South Eastern Data Corporation. In the past, she has served as the Assistant Secretary-Assistant Treasurer and as a representative for United Power at the National Cooperative (Financial) Services Corporation.

Previously, Morgan served on the Board of Trustees for the Town of Mead (Mayor Pro Tem) and as a Planning and Zoning Commissioner. Morgan also served on the Board of Directors for the Denver Regional Council of Governments (DRCOG), as a Policy Setting Committee Member with the Colorado Municipal League, and on the Transportation and Air Quality Planning Councils for the Upper Front Range and North Front Range of Colorado.

"It is a privilege to serve as your Director. I am seeking re-election because I am committed to our co-op and our community. My priority is direct and open communication with you, our member-owners. My focus remains financially responsible production and distribution of reliable, safe, and affordable power. This includes maximizing existing generation sources as well as continuing to support the development of new technologies and environmentally sound resources. I hope to continue building your trust through accountability, fairness, and integrity. As always, I am available to respond to questions or concerns at ursula@ursulajmorgan.com, you can find me on Facebook, or you may call me directly at (303)709-4523."

SOUTH DISTRICT



Keith E. Alquist, II

Hi, I'm Keith Alquist and I am currently one of your directors from the South District. I have represented all of the members of United Power for the last year and an half and I want to continue to represent you for this next term. These are exciting and changing times but the electric business is

serious business. Our expanding communities require and demand reliable service at affordable rates. I ask for your support and vote to continue representing you, our member owners, for this next term.

I have attended every board meeting and regulatory meeting since I was appointed by the board of directors of United Power to fill the vacant directorship left when the previous director in the South District resigned in 2017. I have put all of my energy into fulfilling my responsibility as a director to do my duty to contribute to the governance of United Power.

This past year I completed my Credentialed Cooperative Director Certificate that is required by every board member during their first 3 year term. By the time of this election, I will have almost completed the second level of director training, the Board Leadership Certificate. I am currently a member of the National Society of Accountants for Cooperatives and have been for 27 years. I have used this experience to be an active member on the audit committee.

My wife, Julie, and I have lived in Brighton for over 26 years and we raised our four children here. Previous to being semi-retired, I was the Vice President and CFO of American Pride Co-op for 20 years until it was merged into Agfinity Inc in 2012. I am an active member of the Rotary Club of Brighton and am involved in a number of projects helping the community, especially the dictionary project for 900 third grade students and the U.S. Constitution project for almost 1000 fifth grade students in Brighton and Henderson.

Many exciting changes have been completed in the last few years that are positioning United Power to continue to serve its members to the highest level possible. AMI meters, solar farms, residential solar, net metering and the Tesla battery project for peak shaving to help save members money are all great projects.

The world of generation is changing from carbon based to more renewable sources like solar, wind and hydro. So we must keep ahead of governmental mandates and keep up to date in using the changes in technology to best serve you, our member, owners.

I want United Power to continue to be a strong and nationally respected leader in electric cooperatives.

I respectfully ask for your vote to continue to do so.



Bradley J. Case

I have been a resident of Brighton, Colorado my entire life. My father retired from Xcel Energy with over 40 years of service, so I've had the opportunity to learn about electricity first hand, by an experienced lineman. My family was also responsible for helping manage the Case farm while I was

growing up. On the farm, I learned about the power and dedication of hard work. I have supported the Brighton community by volunteering my time and efforts. I believe I would be a valuable member on the United Power Board. I would enjoy the opportunity to help grow and develop the cooperative electrical company and give back to the community I love. I believe in the cooperative and underlying fundamentals of giving back to United Power's customers in diligent management of our energy resources. I could offer United Power my extensive management experience to help educate customers in home energy efficiency, auditing, and new opportunities to engage in sustainable renewable energy.

I worked at Majestic Metals, a precision manufacturing shop, for 34 years. I have managed anywhere from 40 to 80 employees. I have personally managed, organized, and monitored million-dollar projects. These projects have included wind and solar projects; which I have completed in an organized and productive schedule. I have just started a new business, Case Powdercoating and Case Tractor Service, which enables me to offer a flexible schedule to dedicate my services to United Power.

I graduated with a degree in Computer Science from the Denver Institute of Technology; I served seven years on the Brighton Police Department as a volunteer reserve officer, where I quickly made the rank of lieutenant. During that voluntary work, I actively served the community and managed twelve volunteer reserve officers. I have coached various youth soccer and football clubs in Brighton.

My greatest accomplishment however, is my long-term marriage of 26 years to my wife, Deborah Case. She is a special education teacher at Southeast Elementary for sixteen years. My oldest son is Kyle who has completed six years of service in the United States Air Force and received a bachelor's degree in Business Administration and Entrepreneurship from the University of Wyoming. Lastly, my youngest son Erick, is currently a senior at Colorado State University in Fort Collins. He is also a reserve fire fighter for Windsor Fire Department. My family has strong beliefs in serving our community and helping others. I am very family oriented and enjoy camping, snowmobiling, and fishing during family vacations.

I would love the opportunity to serve as a board member. I believe my enthusiasm, education, experience and commitment would help me to contribute and benefit United Power's interests and goals.

MEET THE CANDIDATES

Attend a Meet the Candidate forum to learn more about each of the candidates vying to serve on the Board of Directors. The following events are free to members. Light refreshments will be served. RSVPs are not required.



MONDAY, MARCH 18, 2019 | 6:30 p.m.

Adams County Fairgrounds – Waymire Dome
9755 Henderson Road
Brighton, CO 80601

THURSDAY, MARCH 21, 2019 | 7:30 a.m.

Coal Creek Canyon Community Center
31528 Highway 72
Golden, CO 80403

TUESDAY, MARCH 19, 2019 | 7:30 a.m.

Ft. Lupton Recreation Center
203 S. Harrison Ave.
Ft. Lupton, CO 80621

FRIDAY, MARCH 22, 2019 | 7:30 a.m.

E.L.F. Grill
108 8th Street
Dacono, CO 80514

VOTING YOUR BALLOT

Make Sure Your Vote Counts

Colorado state law is very specific in regard to what constitutes a valid ballot, and we want to make sure we can help every member submit a valid ballot. Here are a few things to remember:

- **YOUR BALLOT MUST ONLY HAVE ONE CANDIDATE SELECTED IN EACH DISTRICT.** If you select more than one candidate in each district, it will invalidate your vote in that district. You can only select one candidate in each district. If you choose not to vote in any district, your vote in the other districts will still be valid.
- **YOUR WHITE RETURN ENVELOPE MUST BE PROPERLY SIGNED.** If you are an individual you must sign your name, if you are with a company or representing a corporation, you must include your title. Specific instructions for all situations are illustrated below. If the white return envelope is unsigned, your ballot will be considered invalid.

A YELLOW SECRECY ENVELOPE IS PROVIDED AS A COURTESY. As an added layer of privacy, United Power provides a yellow secrecy envelope with your ballot package. If you choose to use this envelope, vote your ballot and seal it inside the yellow secrecy envelope, and then place it inside the white return postage paid envelope. Do not forget to sign the white return envelope.



DON'T FORGET!
SIGN YOUR BALLOT ENVELOPE

How to Vote Your Mail Ballot

If you cannot attend the Annual Meeting, please vote by return mail. To vote by mail, vote your ballot card, place it in the yellow secrecy envelope, place the yellow secrecy envelope in the white return envelope, **sign the back of the white return envelope** (State law requires the member's signature), and mail the ballot postpaid.

Signing Your Ballot

When signing your ballot envelope, please follow these instructions carefully:

- If the membership is owned by a person, that person should sign his or her name on the signature line as it appears on the mailing label.
- If the membership is owned jointly/by two or more persons, only one of the joint owners needs to sign.
- If the membership is owned by a corporation, partnership, or other legal entity, including the estate of a deceased person, the person signing must place his or her signature on the signature line and indicate his or her title or lawful representative capacity on the title line. For example:
 - a person signing for a partnership should sign "John Doe" on the signature line and "Partner" on the title line.
 - a person signing for a corporation should sign "John Doe" on the signature line and "President" (or other office) on the title line;
 - a person signing for a trade name should sign "John Doe" on the signature line, and "Owner" on the title line;
 - if the member is deceased, the personal representative of the estate should sign his or her name on the signature line, and state "Jane Doe, Personal Representative of the estate of John Doe," on the title line;
 - if a person is unable to write a signature, his or her mark will be accepted if a witness is present and signs "John Doe is unable to sign, but made his or her mark as his or her intended signature in my presence. Jane Doe, witness."

Mailing Your Ballot

Ballots are mailed directly to Survey & Ballot Systems' post office box. To be valid, mail ballots must be received at the Survey & Ballot Systems post office box no later than 6:30 a.m. on Monday, April 15, 2019. Proxy voting is not permitted.

Ballot Boxes

For members who would like to hand deliver their ballots, ballot drop-boxes will be available at each United Power office until 2 p.m. on April 17th. A ballot drop-box will also be available at the Annual Meeting location from Noon - 4 p.m. on April 17th.

Vote in Person

Members who wish to attend the Annual Meeting and vote in person can begin voting at 4:30 p.m. when registration opens. Balloting at the Annual Meeting will cease at 6:30 p.m. when ballot boxes will close for counting. **Please do not submit a mail ballot if you plan to vote in person at the Annual Meeting—ballots are non-revocable. Bring this ballot packet with you to the Annual Meeting if you plan to vote in person.**

Ballot Counting

To protect the confidentiality of your vote, the white ballot return envelope will remain sealed until the Annual Meeting when it will be opened. Ballot counting will be overseen by the Election/Credentials Committee. Survey & Ballot Systems, a reputable election organization and verification service, will be tabulating all ballots.

For More Information or Assistance

If you need clarification on balloting procedures please contact United Power at 303-659-0551 or 1-800-468-8809 or visit www.unitedpower.com for a list of frequently asked questions and more information. We are here to serve you!