

UNITED POWER, INC
Brighton, Colorado

**RESOLUTION CONCERNING RULES, REGULATIONS AND OTHER
PROCEDURES OF VOTING FOR THE 2019 ANNUAL BUSINESS MEETING**

WHEREAS, it is necessary and in the best interests of UNITED POWER, INC. that the Board determine the procedures which United Power must follow for its 2019 Annual Meeting of Members to be held April 17, 2019 at 6:30 p.m. at the Adams County Fairgrounds, Brighton, Colorado, and in accordance with Colorado law and United Power's Bylaws.

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors hereby determines that, pursuant to United Power's Bylaws and the applicable statutes, the following rules, regulations and procedures must and will be followed in connection with United Power's 2019 Annual Meeting of Members:

1. Introduction - These rules, regulations and procedures, to be followed in the 2019 Annual Meeting of Members, take into account statutory requirements and United Power Bylaws. The subject matter is subdivided into general procedures, receipt and collection of ballots, the meeting, counting procedures, and close vote margins requiring a recount.
2. General Procedures - The following general procedures will apply:
 - a. Eligibility to Vote in the 2019 Annual Meeting of Members: In order to receive a mail ballot to vote, a person must be a member of United Power and such membership must be valid as of 12:01 a.m. March 1, 2019. Any person who becomes a member between 12:02 a.m. March 1, 2019 and 12:00 p.m. (noon) April 12, 2019, and whose membership is valid as of 4:29 p.m. April 17, 2019, may vote in person at the Annual Meeting of Members. No person who becomes a member after 12:00 p.m. (noon) April 12, 2019 will be entitled to vote. Pursuant to Section 40-9.5-110 (2), C.R.S. and Section 3.07 of the Bylaws, each eligible member of United Power will receive a ballot in order to vote in the director election or concerning any other lawful matter which is properly noticed and brought before the membership for vote at the meeting.
 - b. Proxy and Cumulative Voting: Pursuant to Section 40-9.5-110 (3), C.R.S. and Section 3.08 of the Bylaws, no proxy (by spouse or any other person) or cumulative voting will be permitted. Neither votes by proxy nor power of attorney will be considered valid and, therefore, will not be accepted.
 - c. Write-in Candidates: Because it is not permitted in the Bylaws of the corporation, write-in candidates will not be accepted.
 - d. Mail Ballots: To receive a mail ballot a person must be a member of United Power and such membership must be valid as of 12:01 a.m. March 1, 2019. No person who becomes

a member thereafter will receive a mail ballot. United Power will mail ballots to its members at least twenty-three (23) days prior to the meeting. All eligible members will be mailed a ballot. A member who has voted by mail will not be entitled to vote at the meeting. Only one vote per member will be valid and counted.

- e. Voting by Mail: Members choosing to vote by return mail will use their mail ballot sent to them by United Power or a replacement ballot issued by United Power. The ballot will be voted by the member, placed in a secrecy envelope (optional), deposited in a separate return envelope which must be properly signed by the voting member, in accordance with the instructions thereon, and mailed to the independent third party United Power has retained: Survey and Ballot Systems (SBS), 7653 Anagram Drive, Eden Prairie, MN, 55344, to collect, store and count ballots.

To be valid, a ballot must be received at SBS's post office box in Eden Prairie, MN in a properly signed ballot envelope enclosing the ballot by 12:00 p.m. April 15, 2019. If a member has voted by mail, the member cannot vote again at the Annual Meeting of Members.

- f. Voting (In-Person) Prior to the Annual Meeting: Sealed ballot boxes will be available for member use at all three United Power office lobbies until 2:00 p.m. on April 17, 2019, and at the Annual Meeting location from 12:00 p.m. until 4:00 p.m. Members eligible to receive a mail ballot and choosing to vote in person at designated facilities will use their mail ballot sent to them by United Power or a replacement ballot issued by United Power. The ballot will be voted by the member, placed in a secrecy envelope (optional), enclosed in the separate return envelope, which must be properly signed by the voting member, in accordance with the instructions thereon, and deposited in the sealed ballot box. If a member has voted at a designated facility, the member cannot vote again at the Annual Meeting of Members.
- g. Voting (In-Person) at Annual Meeting of Members: Members eligible to receive a mail ballot and choosing to vote in person at the Annual Meeting of Members will present and use their mail ballot sent to them by United Power or a replacement ballot issued by United Power. Any person not eligible to receive a mail ballot, and who became a member between 12:02 a.m. March 1, 2019 and 12:00 p.m. (noon) April 12, 2019, and whose membership is valid as of 4:29 p.m. April 17, 2019 may vote in person at the Annual Meeting of Members using a ballot issued by United Power. Members wishing to vote at the Annual Meeting of Members must register. After registration, members are eligible to vote until the polls are declared closed. Members choosing to vote in person at the meeting will vote their ballot, place it in a secrecy envelope (optional), and deposit it in the ballot box at the Annual Meeting of Members. The signed return envelope will be submitted as part of the registration process described above. Members attending the Annual Meeting of Members are urged to register so they can be counted toward the quorum whether or not they vote at the event.

- h. Lost or Misplaced Mail Ballots: Upon receiving notification from a member that his/her mail ballot was not received, was lost, or was misplaced, a replacement ballot may be issued in one of three ways:
1. If United Power is notified prior to April 12, 2019, SBS will mail a replacement ballot to the requesting member at the direction of United Power staff.
 2. If United Power is notified between April 12, 2019 and April 17, 2019 at 2:00 p.m., the member must complete an affidavit, in person, at one of the three United Power offices, attesting that a replacement ballot is needed by the member. A replacement ballot will then be issued by United Power staff.
 3. If United Power is notified at the Annual Meeting registration, the requesting member will be issued a replacement ballot upon verification that a ballot has not already been received from that member.

SBS and United Power staff will thoroughly monitor the process to ensure that no duplicate ballots are counted. In the unlikely event that duplicate ballots are received, the first ballot received will be processed as a legitimate ballot. The duplicate ballot will be handled pursuant to section 5.c. of this document.

3. Receipt and Collection of Ballots:

- a. SBS is hereby appointed as the responsible entity for the receipt and collection of the mailed return envelopes and the secrecy envelopes containing the ballots as hereafter provided. SBS will ensure that all mail ballots received were continuously in its possession or control. A procedure for security will be established by SBS whereby all mailed envelopes and their contents received are maintained in a secure place, preferably under lock. No person, other than authorized SBS personnel, will be permitted access to the ballots.
- b. All returned ballot envelopes received at United Power offices will remain in sealed ballot boxes and will not be opened before the Annual Meeting of Members day. All three ballot boxes located at United Power offices will be removed from those facilities at 2:00 p.m. on April 17, 2019 and promptly delivered, unopened, to Election and Credentials Committee at the Annual Meeting of Members site. The ballot box located at the Annual Meeting site will be closed at 4:00 p.m.
- c. The last day and time to receive mail ballot returns by SBS will be 12:00 p.m. on April 15, 2019 at its post office box in Eden Prairie, MN. The last day and time to receive hand-delivered returns at United Power facilities will be 2:00 p.m. on April 17, 2019, or at the Annual Meeting site on the day of the meeting from 12:00 p.m. to 4:00 p.m.
- d. SBS must maintain control of all returns in its possession until they are delivered to United Power's Election and Credentials Committee on the day of the Annual Meeting of Members at the Annual Meeting of Members site.

e. On the day of the meeting, SBS will sort the unopened return envelopes, with their contents, into three (3) separate categories for submission to the Election and Credentials Committee:

1. Returns apparently valid and timely received.
2. Any return which is questionable on its face.
3. All late returns.

4. The Meeting:

- a. Registration will begin at 4:30 p.m. on April 17, 2019. Members of the Election and Credentials Committee and United Power employees who are working at the Annual Meeting of Members will be allowed to register prior to the opening to allow them to promptly and efficiently attend to their election duties.
- b. Balloting will be permitted any time after registration begins and until the polls are declared closed. All persons in line at the time the polls are declared closed will be permitted to register and vote.
- c. Registrants who have already voted will not be entitled to vote again at the meeting.
- d. All member registrants appearing in person at the Annual Meeting of Members will be counted toward the quorum regardless of whether they voted by mail, in person, or not at all.
- e. Pursuant to Section 3.06 of the Bylaws, the lesser of five percent (5%) or fifty (50) members present in person will constitute a quorum for the transaction of all business at the Annual Meeting of Members.

5. Counting Procedures:

- a. The Election and Credentials Committee, appointed by the Board, in advance of the meeting, will be responsible for opening the returns and counting all ballots, whether voted by mail, at the meeting, or delivered and placed in a secured ballot box. However, the Committee will be assisted by representatives of SBS and United Power, under the supervision and guidance of United Power's legal counsel.
- b. All valid return envelopes will be opened and to the extent reasonably practicable, the secrecy envelope and ballot removed and separated from the return envelope in such a manner as to avoid association of the vote on the ballot and the name on the return envelope.

- c. All questionable ballots and questionable return envelopes should be kept separated as counting progresses. The validity of questionable ballots or returns will be ruled upon by the Election and Credentials Committee, on advice of legal counsel. Possible invalidities could include, but are not limited to:
 1. Unsigned return envelope.
 2. Duplications.
 3. Apparently improper signature on the return envelope.
 4. Failure to provide title or representative capacity on the return envelope, if voting for a business organization, trust, or estate of a deceased person.
 5. Any condition noted on the ballot or other improper vote (e.g. vote for two (2) candidates in the same district; write in for individual not nominated).
- d. All return envelopes and ballots will be separately tabulated, sealed and stored by the following categories and maintained in a secure location for at least one year:
 1. Valid return envelopes for members voting by mail or at United Power facilities.
 2. Valid ballots.
 3. Invalid ballots.
 4. Invalid return envelopes together with their contents.
 5. Undeliverable return envelopes together with their contents.
 6. Late return envelopes together with their contents.
 7. In-person return envelopes for members voting in-person at the Annual Meeting of Members.
- e. The Election and Credentials Committee will prepare a written report to include the following:
 1. Result of the elections by director district from the ballots determined to be valid.
 2. A tabulation of the return envelopes and ballots as follows:
 - a) Ballots received
 1. Invalid ballots
 2. Valid ballots
 - b) In-person return envelopes for members that voted in-person at the Annual Meeting of Members

3. A tabulation of members registered for Annual Meeting of Members counting towards a quorum.
- f. SBS will continue to collect and secure late returns delivered after April 17, 2019 and until May 17, 2019, and make the late return count available upon request.
6. Close Vote Requiring a Recount – A recount of any election contest in a particular district or districts will be held if the difference between the highest number of votes cast in the election contest and the next highest number of votes cast in that contest is less than or equal to one-half of one percent of the highest vote cast in that election contest. The recount will commence within two business days of the election and will be conducted under the supervision of the Election and Credentials Committee, with the advice of the United Power’s legal counsel.

CERTIFICATE

I do hereby certify that I am Secretary of United Power, Inc., and that the foregoing resolution was adopted at a meeting of the Board of Directors held Wednesday, October 24, 2018, at which a quorum was present.

UNITED POWER, INC.

Secretary