

UNITED POWER, INC
Brighton, Colorado

**RESOLUTION CONCERNING RULES, REGULATIONS AND OTHER
PROCEDURES OF VOTING FOR THE 2021 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 2021 Annual Meeting of Members to be held April 14, 2021 at 6:30 p.m. at the Adams County Fairgrounds, Brighton, Colorado and virtually, 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 2021 Annual Meeting of Members:

1. **Introduction** - These rules, regulations and procedures, to be followed in the 2021 Annual Meeting of Members, are designed to meet statutory requirements and United Power Bylaws. The subject matter is subdivided into general procedures, receipt and collection of ballots, counting procedures, and close vote margins requiring a recount.
2. **General Procedures** - The following general procedures will apply:
 - a. **Eligibility to Vote in the 2021 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, 2021. Any person who becomes a member between 12:02 a.m. March 1, 2021 and 12:00 p.m. (noon) April 1, 2021, may request a ballot be sent via mail by calling United Power. The ballot must be requested by April 1, 2021. No ballots will be mailed after this date. No person who becomes a member after 12:01 p.m. April 1, 2021 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, 2021. 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. Only one vote per member will be valid and counted.

Anyone who becomes a member after March 1, 2021, and prior to 12:01 p.m. April 1, 2021 may request a replacement ballot through United Power, and it will be mailed by SBS to the member.

3. **Voting by Mail:** Members can only vote by return mail using their mail ballot sent to them by United Power, or if they meet the requirements outlined in 2.a. (*Eligibility to Vote in the 2021 Annual Meeting of Members*) a replacement ballot mailed to them from SBS at their request. No ballot drop boxes will be provided before or on the day of the meeting. 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 12:01 p.m. April 14, 2021.

4. **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 re-issued. The member must notify United Power prior to April 1, 2021 and SBS will mail a replacement ballot to the requesting member at the direction of United Power staff.

SBS 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 6. ii. of this document.

5. **Receipt and Collection of Ballots:** 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.

The last day and time to receive mail ballot returns by SBS will be 12:01 p.m. on April 14, 2021 at its post office box in Eden Prairie, MN.

- a. SBS will sort the unopened return envelopes, with their contents, into three (3) separate categories:
 - i. Returns apparently valid and timely received.
 - ii. Any return which is questionable on its face.
 - iii. All late returns.

6. **Counting Procedures:** The Election and Credentials Committee, appointed by the Board in advance of the meeting, will be responsible for reviewing any questionable ballots. They will meet remotely according to a schedule determined by the committee with representatives of SBS and under the supervision and guidance of United Power's legal counsel. 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:
 - i. Unsigned return envelope.
 - ii. Duplications.
 - iii. Apparently improper signature on the return envelope.
 - iv. Failure to provide title or representative capacity on the return envelope, if voting for a business organization, trust, or estate of a deceased person.
 - v. 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).

- b. 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:
 - i. Valid return envelopes for members voting by mail.
 - ii. Valid ballots.
 - iii. Invalid ballots.
 - iv. Invalid return envelopes together with their contents.
 - v. Undeliverable return envelopes together with their contents.
 - vi. Late return envelopes together with their contents.

- c. The Election and Credentials Committee will prepare a written report to include the following:

- i. Result of the elections by director district from the ballots determined to be valid.
- ii. A tabulation of the return envelopes and ballots as follows:
 1. Ballots received
 2. Invalid ballots
 3. Valid ballots

- d. SBS will continue to collect and secure late returns delivered after April 14, 2021 and until May 14, 2021 and make the late return count available upon request.
7. **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.

SBS will conduct the recount and will coordinate with the 28 and Credentials committee to allow any candidates of said race to watch the recount process remotely.

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 28, 2020, at which a quorum was present.

UNITED POWER, INC.

Secretary