

**MINUTES OF THE SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF UNITED POWER, INC.
MONDAY, DEC. 30, 2024**

GENERAL

Chair Ursula Morgan called the special meeting of the United Power Board of Directors to order at 9:01 a.m. on Dec. 30, 2024. Directors Keith Alquist, Beth Martin, Ursula Morgan, Paige Wagner-Maul, and Steve Whiteside were present. Director Brad Case called in via telephone; Directors Ginny Buczek, Steve Douglas, Brian McCormick, James Vigesaa, and Tamra Waltemath joined the meeting via teleconference.

Also present were President & Chief Executive Officer Mark Gabriel, Chief Legal Officer Robin Meidhof, Chief Marketing Officer Trista Fugate, Director of Government Relations & Deputy General Counsel Susan Aldridge, and Executive Office & Board Governance Manager Cheri Simmons; Chief Energy Resource Officer Dean Hubuck attended the meeting via teleconference.

WAIVER OF NOTICE

The meeting notice was waived in accordance with United Power Bylaws, Sections 5.02 and 5.03.

ROLL CALL/QUORUM

Chair Morgan declared a quorum present, in accordance with United Power Bylaws, Section 5.05.

AUTHORIZE CEO TO EXECUTE COMMITMENT LETTER FOR NEW ERA APPLICATION

A made a motion, which was seconded, and carried to adopt the following resolution.

**RESOLUTION AUTHORIZING CHIEF EXECUTIVE OFFICER TO EXECUTE COMMITMENT LETTER
FOR NEW ERA APPLICATION**

WHEREAS, United Power was announced as a finalist for the Empowering Rural America (New ERA) Program in connection with the preparation and delivery of United Power's submission of its Greenhouse Gas Reduction and Reliability Revolution (GGRRR Application) to the Rural Utilities Service (RUS). The GGRRR Application is a portfolio of seven strategic power purchase agreements for renewable energy generation; and

The GGRRR Application requires the execution of a letter of commitment (Commitment Letter) to obligate funds; and

United Power desires to execute the Commitment Letter in order to proceed in the New ERA funding process.

NOW, THEREFORE, BE IT RESOLVED that the United Power Board of Directors (Board) authorizes and directs the Board Chair or the Chief Executive Officer to agree to and execute the terms and conditions of the Commitment Letter on behalf of United Power.

BE IT FURTHER RESOLVED that the Board hereby authorizes and directs the Board Chair or the Chief Executive Officer to sign, execute, certify to, verify, acknowledge, deliver, accept, file, record and do or cause to be done all such acts and things, to cause to be paid all such costs and expenses, to obtain all such consents and/or waivers from third parties and to execute and deliver for and on behalf of United Power and in its name, the foregoing documents and instruments, and such other documents, instruments, certificates and agreements (and to make any changes, amendments, modifications or waivers thereto), all as the Board Chair or the Chief Executive Officer may in their discretion deem necessary, advisable, proper, or appropriate to carry out and comply with the purposes and intent of this Resolution.

ADJOURNMENT

Chair Morgan declared the meeting adjourned at 9:43 a.m.

A handwritten signature in black ink, appearing to read 'CSim', with a long, sweeping horizontal flourish extending to the right.

Cheri Simmons, Recording Secretary