

2026 ANNUAL MEETING & DIRECTOR ELECTION

ANNUAL MEETING

WEDNESDAY, APRIL 15

United Power hosts its Annual Meeting of Members to conduct the business of the cooperative, provide an annual update, and certify the results of the annual Director Election. We invite our members to attend their cooperative's Annual Meeting on Wednesday, April 15.

Members in attendance will be treated to dinner and a member gift, and be entered into a door prize drawing.



IN-PERSON MEETING

Riverdale Regional Park & Fairgrounds
9755 Henderson Road, Brighton, CO 80601

4:30 p.m. Registration, Balloting, Dinner, & Exhibit Booths

6:30 p.m. Business Meeting, Election Results, & Door Prizes



VIRTUAL MEETING

Visit our website at 6:30 p.m. to view the livestream
www.unitedpower.com/annual-meeting

CO-OP ELECTION

As a co-op member, you automatically receive the benefits all other members share, including the right to vote for board representation and other business matters that are presented to the membership.

United Power encourages all members to cast their votes in the 2026 Director Election. Voting is conducted electronically through your United Power online account or via mail ballot. Please follow balloting instructions carefully and return your ballot by the deadline. Election results will be announced at the Annual Meeting.



DIRECTOR CANDIDATES

A written statement provided by each candidate is included inside this booklet. Candidate statements are not altered or verified by United Power.



BALLOT QUESTION

A question to approve proposed amendments to the cooperative's Articles of Incorporation will appear on ballots this year. The proposed amendments to the Articles are listed inside this booklet.



www.unitedpower.com

303-637-1300

**UNITED
POWER**
The Power of Local

2026 CO-OP ELECTION

2026 CO-OP BALLOT

United Power's members elect directors to the Board by secret ballot. Occasionally, ballot questions regarding cooperative business or policies may also be presented to the members for consideration.

The 2026 ballot includes the election of a candidate to the Board of Directors in each director district and a ballot question proposing amendments to the cooperative's Articles of Incorporation.

○ 2026 DIRECTOR CANDIDATES

There are four seats up for election to the United Power Board of Directors this year. One position in the North, Central, South, and Mountain director districts is up for a four-year term. Candidate statements are included in this ballot package.

NORTH	Phil Tiffany Virginia A. "Ginny" Buczek (Incumbent)
CENTRAL	Vicki Erickson Lisa Hough
SOUTH	Steven Douglas (Incumbent)
MOUNTAIN	Tamra K. Waltemath (Incumbent)

○ BALLOT QUESTION

A question on the 2026 ballot asks members to approve proposed amendments to the cooperative's Articles of Incorporation. The proposed amendments can be found inside this ballot package for review.



DIRECTOR DISTRICTS

United Power's Board is comprised of eleven member-elected directors serving four geographic districts: North, Central, South, and Mountain. Directors serve from geographic districts to ensure equitable representation of United Power's member base in the cooperative's governing body. Members can find their director district printed in the upper right corner of their most recent billing statement.



ELECTED AT-LARGE

United Power Directors are elected on an "at-large" basis, meaning all members have the right to vote in every director district race. This election policy is in place because directors represent all members as well as the overall welfare of the cooperative.



CAMPAIGN CONTRIBUTIONS

Candidates running for the Board are required to disclose any monetary or in-kind campaign contributions in accordance with the cooperative's election policy. Director Candidate Contribution Reports can be viewed at www.unitedpower.com/annual-meeting.



ONE BALLOT PER MEMBER

Unlike governmental elections, not all registered voters in the household can vote in co-op elections. Co-op members receive one vote for each membership with United Power, and only a person whose name is on the United Power account is eligible to complete the ballot. State law requires a signature on the ballot envelope and the appropriate title, where applicable, to consider a ballot valid. Members should refer to the enclosed ballot signature instructions to ensure their vote is counted.

HOW TO RETURN YOUR CO-OP BALLOT

The 2026 Director Election will be conducted by mail ballot, electronically, and in person at the Annual Meeting.



VOTE ONLINE

Log in to your United Power online account at www.unitedpower.com or via the mobile app to securely submit your electronic ballot.

**Online balloting will close
at 11:59 a.m. on Tuesday, April 14.**



VOTE BY MAIL

Return your mail ballot via U.S. Mail in the postage-paid envelope included in your ballot packet.

**Mail ballots must be received
by no later than 11:59 a.m. on
Tuesday, April 14.**



VOTE IN PERSON

Members are invited to vote in person at the Annual Meeting where votes will be cast using a streamlined digital voting system. If you mail your ballot or vote online, you will not be permitted to vote at the Annual Meeting.

**In-person voting will be open on
April 15 from 4:30 - 6:30 p.m.**

DIRECTOR CANDIDATE STATEMENTS

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

NORTH DISTRICT



Phil Tiffany

My name is Philip Tiffany, and I am seeking election to the United Power Board of Directors in 2026. I am a lifelong resident of Fort Lupton and have dedicated my career to public service and community leadership.

I was employed as a Probation Officer with the Adams County Probation Department from 1997 to 2004. I then served the Fort Lupton community for more than 38 years with the Fort Lupton Fire Protection District, including 17 years as a volunteer. In 2004, I became the District's first career Fire Chief, a position I held for 22 years until my retirement in October 2025.

During my tenure, I led the District's transition from an all-volunteer organization to a fully staffed agency operating three fire stations and two ambulances. Under my leadership, the District remained fiscally responsible, and at the time of my retirement, it carried no financial indebtedness. These experiences required long-term planning, transparent governance, and accountability to the community we served.

My wife, RaJean (Gabel) Tiffany, is a Career and Technical Education (CTE) engineering teacher at Brighton High School. We have three children: Sarah is a microbiologist, Shawn attends the Colorado School of Mines, and Katy attends the University of Northern Colorado. Both will graduate in May.

My education includes an Associate of Arts degree from Aims Community College, a Bachelor of Arts in Criminal Justice from the University of Northern Colorado, and

a Master's degree in Emergency Services Management from Columbia Southern University. I also completed the four-year Executive Fire Officer Program at the National Fire Academy in Emmitsburg, Maryland, which focuses on organizational leadership, resilience, and future-focused decision making.

My community involvement includes service on numerous boards and advisory committees, including the Fort Lupton Chamber of Commerce, Fort Lupton Housing Authority Board, Weld County E-911 Authority Board, Weld County Public Safety Communications Advisory Board, Aims Fire Science and EMS Advisory Boards, and as a U.S. Forest Service Volunteer Host at the Deadman Fire Watch Tower. I was also appointed by the Governor to serve on the Colorado Fire and Training Certifications Board.

As a United Power Director, I would advocate for strong member engagement, transparent two-way communication, employee and community safety, fiscal responsibility, and long-term energy resiliency that ensures affordability and sustainability for future generations.

I would be honored to continue serving the community and United Power as a member of the Board of Directors. I believe my leadership experience, education, and lifelong commitment to the community would provide a valuable perspective to the Board.

NORTH DISTRICT



Virginia A. "Ginny" Buczek (Incumbent)

Virginia "Ginny" Buczek is the incumbent director in the North District. She has 13 years private sector managerial work experience and studied business management at Red Rocks Community College. Buczek earned her CCD, Board Leadership and Gold Leadership certifications from the National Rural Electric Cooperative Association (NRECA). During her tenure she has served as the President, Vice-President, Secretary/Treasurer, and Chair of the Audit Committee. Buczek is United Power's director on the Colorado Rural Electric Association Board (CREA). She is currently Past President of the CREA Board, serves on CREA's Executive, Legislative, and Policy Committees. She has served as CREA's President, Vice President, Secretary, Treasurer and the Budget and Finance Chair. Ginny currently serves on the NRECA Regulation Policy Committee representing the four states of Region 7.

Ginny's elected and appointed experience includes Weld County Council, Southwest Weld Technical Committee and Tri-area Ambulance Board of Directors. She has been active in her hometown, on the Firestone Planning Commission, Firestone Board of Trustees, and Park Commission, receiving the Colorado State Parks' Conservation Hero Award, 2006. She served on the Board of the United Power Round-Up Foundation. She has been active in many civic groups including 4-H, Girl Scouts, Neighborhood Watch, and Frederick High School

Booster Club. Ginny is a member of Colorado West Point Parents Club, has served on Congressional and Senatorial Military Academy Appointment Boards and as member of Weld County's Bright Futures Advisory Board.

"The electric industry is rapidly changing, presenting new opportunities and challenges requiring experienced, knowledgeable leadership. It is the responsibility of Directors to contribute to decisions resulting in a focused plan to maximize and leverage opportunities, mitigate risk and maintain a quality workforce. Ensuring safe, reliable, cost-efficient electrical power, financial stability, while maintaining quality service for all United Power members. Making the hard decisions to position the Cooperative to provide the future needs of our communities are fundamental Board duties. I have been a committed member of the United Power community for thirty-four years and remain focused on the families and businesses of our community. I thank you for the investment you have made in me as one of your United Power Directors. That investment has provided hundreds of hours of Electric Cooperative education. Using my electric director's education, coop experience and the input you, the member/owners, provide, I will continue to work for the best interests of the members. Thank you, for your continued support and interest in Your Co-Op. I would be honored to serve you, the members, for another term."

DIRECTOR CANDIDATE STATEMENTS

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

CENTRAL DISTRICT



Vicki Erickson

My Fellow co-op members, my name is Vicki Erickson, and I am running for the United Power Board. By being a stay-at-home mom for over forty years, I have learned to live on a tight budget.

Growing up and living my life in agriculture, from my family homestead farm in Platteville to working with my husband on the farm outside of Fort Lupton, where I was active in my community. I understand how every family is affected by the choices of our Co-Op. We have continued to see rates increase over the last several years. A change is needed for common sense, not just business sense, to be used in decisions affecting everyone, obtaining power from our electrical co-op. If the board can build on its community relationships and its commitment to the membership, it will take all of us, not just the business-minded, to make the difference. With my willingness to grow and learn, along with my background, I feel I am the right person to bring that change to the board and keep us grounded in the needs of the membership.

CENTRAL DISTRICT



Lisa Hough

I am running for the United Power Board of Directors because our cooperative is at an important moment in its history, and I want to ensure its future focus remains on providing reliable, affordable, and member-focused service. I also want to represent

a fast-growing part of the United Power service territory and bring a community-centered perspective to the Board.

I currently serve as President/CEO of the Adams County Regional Economic Partnership, a regional chamber of commerce that is the voice of business and community leaders who are working to strengthen economic vitality. My role brings me together with local governments, businesses, education, and nonprofits to plan for the future, advocate for smart policies, and make sure infrastructure investments keep pace with regional needs.

I moved to Colorado to study at the University of Denver, College of Law, where I focused on natural resources law and environmental policy. After graduation, I served first as a federal law clerk and then as Special Assistant to the President of the New Jersey Board of Public Utilities. I focused on telecommunications and energy policy issues and supported the agency's collaboration with the National Association of Regulatory Utility Commissioners, including its staff electricity committee. That experience gave me a strong background in regulation, consumer protection, and the importance of balancing innovation with reliability.

But my heart was in Colorado, so I returned to the Rocky Mountains. Over the past twenty-five years, I have worked in roles across energy, technology, and public policy. Most relevant to my experience in serving as your Director, I represented BP America's external affairs in the region, working with natural gas, wind, and solar operations and managing our community investment programs. I later joined an energy startup focused on energy efficiency software. We partnered with electricity providers nationwide to deploy new technologies and customer-focused solutions. In addition to my professional background, I have served on numerous nonprofit and public boards, including the Colorado Utility Consumers Board, workforce and transportation boards, and regional community organizations. These roles reinforced the importance of fiduciary responsibility, transparency, and thoughtful long-term decision-making skills.

As a United Power Director, I want to help guide responsible growth, grid modernization, and emerging energy technologies while keeping members at the center of every decision. I support United Power's Roadmap and believe my experience allows me to ask good questions, listen carefully, and help make balanced choices. United Power is strongest when members feel heard and informed, and I am eager to provide steady leadership, positive energy, and a deep appreciation for this cooperative and its future. I would be honored to serve United Power's members and our communities.

SOUTH DISTRICT



Steven Douglas (Incumbent)

It has been an honor to serve in my first term as a board member for United Power and I'm excited to run again to continue the important work that this board has begun with so much more to accomplish moving forward.

In taking on my responsibilities as an elected United Power Board Director, education became paramount and after only 18 months, my goal of completing the NRECA certification at all three levels was met, achieving the Gold Program Director status. In addition, I have also been actively engaged in addressing complex issues, including energy transition strategies and effective board leadership.

As a board, our priority is finding the right balance between reliable energy production and responsible efficiency. I support an all-of-the-above energy strategy which includes cutting-edge storage solutions — one that maintains reliability and affordability while responsibly meeting environmental, State and Federal regulations.

As United Power's service territory continues to grow, that growth must be supported through smart, hyper-localized infrastructure investments that strengthen the system without overwhelming local capacity. My mindset is focused on ensuring that United Power not only succeeds today, but continues to thrive well into the future. Our policies must reflect the real needs of our member-owned cooperative and anticipate what lies ahead. That means future-proofing our cooperative by prioritizing resilience, adaptability, and energy redundancy in an evolving energy landscape.

Understanding the upcoming rate increase, there is a need to continue to work on strong planning for reassurance. When rate adjustments become necessary, they should reflect true long-term needs and be implemented in smaller, more manageable increments rather than sudden increases. Careful governance today protects members from volatility tomorrow. And as large hyperscaler users enter our service territory, we must ensure that the costs they create are borne by those causer's—not passed on through higher rates.

As of 2024, I retired from King Soopers following 47 years of service as a UFCW Local #7 union member, and now have the time and availability to fully dedicate myself to public service. My experience as a United Power South Director, former Tri-State Director, Mayor of Commerce City, E-470 Board Member, former City Council-member and Planning Commissioner has strengthened my ability to lead collaboratively, manage risk, and advocate effectively for our cooperative. I bring more than 22 years of public leadership experience along with deep institutional knowledge to the board, and have the commitment, perspective, and capability to continue serving thoughtfully and responsibly.

I will always remember that United Power is owned by you, its members and respectfully ask for your support for my re-election. Together, we can continue building a secure, stable, and resilient future for United Power.

Thank you,
— Steven Douglas
stevesrjm@gmail.com

MOUNTAIN DISTRICT



Tamra K. Waltemath (Incumbent)

My name is Tamra (Tami) Waltemath and I am currently on the Board of Directors at United Power, for the Mountain District, which is where I live, in Coal Creek Canyon. I have served as a director for 9 years and I am asking for your vote so I may continue to serve you, the members of United Power. In my nine years as a director, I have worked hard to keep rates down and keep your power reliable. I have served on the board as the assistant Secretary/Treasurer, and Board Secretary and I currently am Vice Chair of the board.

I have a good background to be your director. I am an attorney with my own practice in Westminster, Colorado. As an attorney I have experience in operating a business. I understand contracts and contractual relationships, and I understand the fiduciary duties required of a director. I am comfortable with making daily decisions as well as planning for long range goals. Participating on a board requires engaging in a group collaborative process, a skill I have found necessary to be a good attorney.

I have taken many classes to educate myself about the electric industry, and I have achieved a Credentialed Cooperative Director designation and a Board Leadership certificate from the National Rural Electric Cooperative Association (NRECA), as well as a Director Gold certificate. This education is very important to understand the mechanics of how energy is produced, generated and

transported to your home or business. Technology in the electric industry has drastically changed in the last 10 years. As a director, it is important to understand how renewable resources and new technology will help to keep United Power a reliable energy provider. United Power is a leader in the move toward battery storage, community solar, and micro-grids. New technologies are challenging the electric industry to be cleaner, cheaper and more dependable.

United Power is a cooperative, and follows cooperative principles which include supporting the communities it serves. I will continue to be a director who encourages the efforts of United Power to actively engage its members to be involved in their communities by sponsoring events. I feel proud to be a director of a corporation that supports its communities. As a United Power member, I am a consumer, like you. As a United Power director, I promise to work hard to keep rates down, keep your lights on and make United Power the best electricity provider in the State of Colorado. I will listen to the concerns and needs of all our members, because it is the members I serve as a director and I would be honored to serve you for another term.

BALLOT QUESTION

BALLOT QUESTION

Articles of Incorporation – Proposed Amendments

The Board of Directors recommends that the membership approve the following amendments to the Articles of Incorporation. If approved, the organization will file these amendments with the State.

These amendments will ensure the cooperative's Articles of Incorporation are clear, transparent, and consistent with current state laws and the cooperative's Bylaws. Specifically, the proposed amendments remove duplicative and outdated language and add clarifying language where necessary.

The following question will appear on the 2026 ballot:

Shall the membership approve the amendments to the Articles of Incorporation as presented and authorize the Board of Directors to file the approved amendments with the State?

The proposed amendments to the Articles of Incorporation are as follows.

ARTICLES OF INCORPORATION OF UNITED POWER, INC.

United Power, Inc., a Colorado not-for-profit cooperative association (the “CorporationCooperative”) pursuant to Section 7-55-109 of the Colorado Revised Statutes hereby amends and restates its Articles of Incorporation, as the same has been amended from time to time (“Articles of Incorporation”). These Amended and Restated Articles of Incorporation supersede the previously effective Articles of Incorporation, and were approved by vote of the directors and the members of the CorporationCooperative sufficient for approval. Pursuant to the foregoing, the CorporationCooperative hereby amends and restates the Articles of Incorporation to read as follows:

ARTICLE I

The name of the CorporationCooperative is:
UNITED POWER, INC.

ARTICLE II

The objects and purposes for which the CorporationCooperative is formed and its powers are:

(a) To generate, manufacture, purchase, acquire, and accumulate electric energy for its members and customers, and to transmit, distribute, furnish, sell, and dispose of such electric energy to its members and customers, and to construct, erect, purchase, lease as lessee, and in any manner acquire, own, hold, maintain, operate, sell, dispose of, lease as lessor, exchange, and mortgage plants, buildings, works, machinery, supplies, apparatus, equipment, and electric transmission and distribution lines or generation systems necessary, convenient, or useful for carrying out and accomplishing any or all the foregoing purposes;

(b) To acquire, own, hold, use, exercise and, to the extent permitted by law, to sell, mortgage, pledge, hypothecate, and in any manner dispose of franchises, rights, privileges, licenses, rights-of-way, and easements necessary, useful, or appropriate to accomplish any or all of the purposes of the CorporationCooperative;

(c) To purchase, receive, lease as lessee, or in any manner acquire, own, hold, maintain, use, convey, sell, lease as lessor, exchange, mortgage, pledge, or otherwise dispose of any and all real and personal property or any interest therein necessary, useful, or appropriate to enable the CorporationCooperative to accomplish any or all of its purposes;

~~(d) To assist its members and customers to wire their premises and install therein electrical and plumbing appliances, fixtures, machinery, supplies, apparatus, and equipment of any and all kinds and character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and, in connection therewith and for such purposes, to purchase, acquire, lease, sell, distribute, install and repair electrical and plumbing appliances, fixtures, machinery, supplies, apparatus, and equipment of any and all kinds and character (including, without limiting the generality of the foregoing, such as are applicable to water supply and sewage disposal) and to receive, acquire, endorse, pledge, guarantee, hypothecate, transfer, or otherwise dispose of notes and other evidences of indebtedness and all security therefor.~~

~~(e)~~(d) To borrow money, to make and issue bonds, notes, and other evidences of indebtedness, secured or unsecured, for moneys borrowed or in payment for property acquired, or for any of the other objects or purposes of the CorporationCooperative; to secure the payment of such bonds, notes, or other evidences of indebtedness by mortgage or mortgages, or deed or deeds of trust upon, or by the pledge of or other lien upon, any or all of the property, rights, privileges, or permits of the CorporationCooperative, wheresoever situated, acquired or to be acquired;

~~(f)~~(e) To engage or invest in any lawful way in the business of communications in all its phases, including but not by way of limitation, cable television;

~~(g)~~(f) To engage or invest in all other lawful business pursuits not inimical to the purposes above stated;

~~(h)~~(g) In furtherance of all of the foregoing purposes, the CorporationCooperative shall have and may exercise all of the rights, powers, and privileges now or hereafter conferred upon cooperative corporations-associations organized under the laws of Colorado.

ARTICLE III

Section 1. The CorporationCooperative is formed without any purpose of direct gain to itself; and the members shall not have a direct right to the profits or assets of the CorporationCooperative, but rather such profits and assets shall belong to the members in proportion to their purchases from the CorporationCooperative, as the bylaws may provide. No member shall have more than one membership at any time and no member shall ever have in his or her own name more than one vote at any meeting. There shall be no limit on the number of members of the CorporationCooperative. The membership and voting rights of the members shall be set forth in the CorporationCooperative's bylaws.

Section 2. The bylaws of the CorporationCooperative may define and fix the duties and responsibilities of the members, and may prescribe the terms and conditions upon which members may be admitted to and may retain membership in the corporationCooperative. The bylaws may provide for the furnishing and sale of electrical energy to the public, to the members of the CorporationCooperative, and to persons who do not desire to become members of the CorporationCooperative.

Section 3. The private property of the members of the CorporationCooperative shall not be subject to the payment of, and no member shall be individually responsible for, corporate debts to any extent whatever, provided however, the bylaws of the CorporationCooperative may provide that a member's or patron's unclaimed property held by the CorporationCooperative may be applied by the corporationCooperative for the benefit of the CorporationCooperative or for some charitable or public purpose.

ARTICLE IV

The term of existence of the CorporationCooperative shall be perpetual.

ARTICLE V

~~The CorporationCooperative's bylaws shall have no less than three (3) and no more than eleven (11) directors, as determined by the Corporation's bylaws, whose terms of office shall be three (3) years or until their successors shall have been elected and qualified. Members shall elect directors at the Corporation's annual meeting. The Bylaws may provide that not all director terms expire in the same year so that directors are elected on a staggered basis and that some or all be elected from particular, defined districts within the Corporation's service territory. establish the number of directors, director districts, term or length of service, and director qualifications.~~

ARTICLE VI

~~The operations of the Corporation shall be carried on in the Counties of Adams, Boulder, Gilpin, Broomfield, Jefferson and Weld, and in such other counties in the State of Colorado and in the United States, as the board of directors may from time to time decide.~~ The principal office and place of business of the CorporationCooperative and such other offices as may be necessary shall be located at such place or places in the State of Colorado and in the United States as the board of directors may from time to time decide. The current principal office and principal place of business of the CorporationCooperative is 500 Cooperative Way, Brighton, Colorado 80603.

ARTICLE VII

~~Section 1. The Cooperative's bylaws shall establish the procedures and processes by which of the CorporationCooperative's bylaws may be altered, amended, or repealed by the members at any regular or special meeting, provided the notice of any such meeting contains a copy of the proposed alterations, amendment, or repeal. The bylaws of the Corporation may also be altered, amended or repealed by the board of directors at any regular or special meeting of said board provided that written notice of the proposed alterations, amendment, or repeal shall be mailed to each member, at the member's last known address, not less than thirty (30) days before the date of such meeting. At any time prior to the date of such meeting, the lesser of five percent (5%) or fifty (50) or more members may file a written petition with the Secretary of the Corporation in protest of the proposed alterations, amendments, or repeal of the bylaws and said alterations, amendments, or repeal shall thereupon be of no validity unless approved by the members of the Corporation as heretofore provided.~~

~~Section 2. The board of directors shall have power to make and adopt such rules, regulations, policies, and tariffs not inconsistent with these Amended and Restated Articles of Incorporation or the bylaws of the CorporationCooperative, as it may deem advisable for the management, administration and regulation of the business and affairs of the CorporationCooperative.~~

ARTICLE VIII

Cumulative voting shall not be permitted in the election of directors.

ARTICLE IX

The CorporationCooperative may amend, alter, change, or repeal any provision contained in these Amended and Restated Articles of Incorporation in the manner now or hereafter provided by law.

ARTICLE X

~~A quorum for all purposes at member meetings shall be lesser of five percent (5%) or fifty (50) members, present in person, unless is defined by the Cooperative's Bbylaws provide for a greater quorum for any or all purposes, to the extent permitted by law.~~

ARTICLE XI

No director or officer of the CorporationCooperative shall be personally liable to the CorporationCooperative or to its members for

monetary damages for breach of fiduciary duty as a director or officer, except that this provision shall not eliminate or limit the liability of a director to the CorporationCooperative or to its members for acts, breaches, or transactions described in Section 7-108-402(1) of the Colorado Business Corporation Act, as amended.

If the Colorado Business Corporation Act is hereafter amended to eliminate or limit further the liability of a director, then, in addition to the elimination and limitation of liability provided by the preceding sentence, the liability of each director shall be eliminated or limited to the fullest extent permitted by the Colorado Business Corporation Act as so amended. Any repeal or modification of this Article XI shall not adversely affect any right or protection of a director of the CorporationCooperative under this Article XI, as in effect immediately prior to such repeal or modification, or with respect to any liability that would have accrued, but for this Article XI, prior to such repeal or modification.

The foregoing provisions of this Article XI shall be deemed to be a contract between the CorporationCooperative and each director and officer who serves in such capacity at any time while this Article is in effect. Any repeal or modification hereof shall not affect the rights or obligations then existing or any action, suit, or proceeding thereafter brought based in whole or in part upon any such stated facts.

ARTICLE XII

The CorporationCooperative shall indemnify any person made a party to a threatened, pending, or completed action, suit, civil, criminal, administrative, or investigative proceeding, whether formal or informal, because such person was or is serving as a director. This indemnity extends to a director upon a determination by the board of directors that the director being indemnified acted in good faith and reasonably believed that his or her conduct was in the best interest of the CorporationCooperative. In a criminal matter the indemnity extends upon a determination by the

board of directors that the director being indemnified had no reasonable cause to believe that his or her action was unlawful. Indemnity does not extend to a director if the director is adjudged liable to the CorporationCooperative or is adjudged liable on the basis of having derived an improper personal benefit.

In addition to the indemnity provided to its directors, the CorporationCooperative shall advance the costs of defense to a director named in a proceeding, provided that the board of directors determines that the facts known to the board do not preclude indemnification and that the director furnishes the CorporationCooperative with a written affirmation that the director has met the standards of conduct required of directors by Colorado law and that the director will repay the advance if it is ultimately determined that the director did not meet the standard of conduct required by Colorado law.

The CorporationCooperative will also indemnify its officers and advance expenses if they are involved in a legal proceeding as a result of their service as an officer upon the same basis as the directors are indemnified.

It is the intent of the provisions of this Article to provide the directors and officers of the CorporationCooperative with (a) limitations of liability to the CorporationCooperative and its members, (b) indemnification, and (c) covenants for the advancement of costs, all to the fullest extent allowed under Colorado law.

IN WITNESS WHEREOF, the undersigned has signed and acknowledged that these Amended and Restated Articles of Incorporation have been approved by the board of directors and members of the CorporationCooperative.

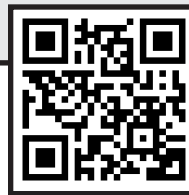
Signed and acknowledged this ___th day of April, 20072026.

VOTING ELECTRONICALLY

1. Log in to your United Power online account at www.unitedpower.com or via the United Power mobile app.
2. Click **"Vote Now"** from the online account home screen.
3. Click **"Go to Ballot"** after reviewing the voting instructions.
4. Vote for one candidate per district and answer all ballot questions.
5. Click **"Go to Ballot Confirmation."**
6. Review your completed ballot. Click **"Change Votes"** to edit, or click **"Submit Ballot"** to complete your vote.
7. Your ballot is now complete. Enter your email address on the final confirmation screen to receive a confirmation email.



Electronic balloting closes on Tuesday, April 14 at 11:59 a.m.



*Vote Online
to Save Time!*

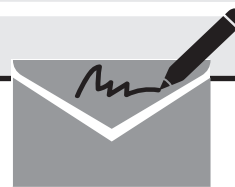
Scan the QR code,
log in, and click
"Vote Now."

VOTING BY MAIL BALLOT

1. Fill in the circle next to your selections. Be sure to vote for one candidate in each district and answer all ballot questions.
2. Place your ballot in the white business reply envelope.
3. Sign the back of the business reply envelope. **State law requires the member's signature for the ballot to be valid.**
4. Mail your ballot postpaid via U.S. Mail.



Mail ballots must arrive at the Survey & Ballot Systems post office box by 11:59 a.m. on Tuesday, April 14.



*Sign Your
Ballot
Envelope!*

State law requires
a signature on the
white return envelope.

SIGNING YOUR MAIL BALLOT

When signing your ballot envelope, please follow these instructions:

- **If the membership is owned by one 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**, 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 membership is owned by a member who is deceased or the member needs assistance**, 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:
 - 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."



For More Information or Assistance
Call United Power at 303-637-1300.

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