

**MINUTES OF THE SPECIAL MEETING OF
THE BOARD OF DIRECTORS OF UNITED POWER, INC.
TUESDAY, JAN. 24, 2023**

GENERAL

Chairman Beth Martin called the special meeting of the United Power Board of Directors to order at 1:00 p.m. on Jan. 24, 2023. Present were Directors Keith Alquist, Ginny Buczek, Brad Case, Tim Erickson, Beth Martin, Brian McCormick, Ursula Morgan, Dave Rose, James Vigesaa, Tamra Waltemath, and Steve Whiteside. Attorney Mark Williams of Sherman & Howard, LLC was also present.

WAIVER OF NOTICE

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

ROLL CALL/QUORUM

Chairman Martin declared a quorum present, in accordance with United Power Bylaws, section 5.05.

EXECUTIVE SESSION

Director Vigesaa made a motion, which was seconded, and carried, to enter Executive Session at 1:02 p.m. for the purposes of legal/governance matters.

Director Rose excused himself from the meeting at 1:38 p.m. and returned to the meeting at 1:42 p.m. The meeting was still in Executive Session at this time.

Director Rose excused himself from the meeting again at 1:44 p.m.

A brief recess was called at 2:45 p.m., with the meeting reconvening into Executive Session at 2:52 p.m.

At 3:47 p.m., Directors Martin, Vigesaa, and Attorney Williams excused themselves from the meeting and the meeting was briefly recessed at this time.

The meeting reconvened into Executive Session at 4:16 p.m. with all Directors and Attorney Williams present.

At 4:30 p.m., **Director Vigesaa made a motion**, which was seconded, and carried, to end Executive Session.

RESOLUTION OF DIRECTOR ROSE PROCEEDING

Director Morgan made a motion, which was seconded, and carried, to adopt the following simple statement of resolution. Director Case abstained.

Pursuant to United Power Bylaw 4.12.01(a)(iii), the following simple resolution of the complaint against Director Rose is as follows:

“The Board was presented with a complaint against Director Rose. Pursuant to Bylaw 4.12.01(a), the Board conducted an exhaustive and thorough investigation of the complaint. After reviewing all of the evidence in Executive Session as required by the Bylaws, and before a decision on the complaint was reached by the Board, Director Rose tendered his resignation dated Jan. 24, 2023 and effective immediately on that date. As such, the Board did not reach any decision of violations of United Power policies by Director Rose at this time, and no further action will be taken by the Board at this time.”

ADJOURNMENT

Chairman Martin declared the meeting adjourned at 4:33 p.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