



La Plata Electric Association, Inc.

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RESOLUTION

2013-18

WHEREAS, the La Plata Electric Association, Inc. (“LPEA”), is the sole shareholder of Western Energy Services of Durango, Inc. (“WESODI”) and,

WHEREAS, the Board of Directors of WESODI have adopted a proposal to dissolve WESODI as a Colorado corporation, and

WHEREAS, the Board of Directors of WESODI recommends to the Board of Directors of LPEA that it adopt the proposal to dissolve the WESODI corporation,

NOW THEREFORE BE IT RESOLVED by the Board of Directors of La Plata Electric Association, Inc. that the proposal by the Board of Directors of WESODI to dissolve the WESODI corporation is hereby approved and WESODI is instructed to promptly comply with all requirements to properly dissolve the corporation .

I, Ken Fox, Secretary of La Plata Electric Association, Inc., do hereby certify that the above and foregoing is true and correct copy of a resolution adopted by the Board of Directors of La Plata Electric Association, Inc., at a regular meeting held in Durango, Colorado on September 18, 2013, at which meeting a quorum of Directors was present and voting.

A handwritten signature in blue ink that reads 'Ken Fox'.

Ken Fox, Secretary

Dated at Durango, Colorado this 18th day of September, 2013