

TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.

Minutes of Regular Board Meeting

Westminster, Colorado – Headquarters Building

August 7, 2024

Chairman and President Tim Rabon called the meeting to order at 8:00 a.m. All directors were present for all or a portion of the meeting. La Plata Electric Association, Inc., Mountain Parks Electric, Inc., and Northwest Rural Public Power District have elected to not have a director serving on the Board. Also present for all or a portion of the meeting were the following management personnel: Chief Executive Officer Duane Highley; Senior Vice President (General Counsel) Jay Sturhahn; Senior Vice President (Chief Financial Officer) Todd Telesz; Chief Administrative Officer (CAO/CHRO) Elda de la Peña; Chief Energy Innovations Officer Reg Rudolph; Chief of Staff Bob Frankmore; Chief Auditor John O’Flannigan; Senior Vice President Energy Management Lisa Tiffin; and Senior Vice President Operations Chris Pink. Also present were Shannon Nunn (Columbus); Robert Castillo (Continental Divide); Josh Dellinger and Ginny Johnson (Empire); Molly Lynn (Garland); Mike McBride (Gunnison); Darick Eisenbraun (High Plains); Jared Routh (High West); Dennis Herman (Highline); David Churchwell (K.C. Electric); Graham Smith (La Plata); David Frick (Morgan County); Ruth Marks (Mountain View); Virginia Harman (Mountain Parks); Mario Romero (Otero); Jeff Wadsworth (Poudre); Ryan Elarton (San Isabel); Brad Zavorski (San Miguel); Joseph Herrera (Socorro); David Spradlin (Springer); Jason Wright (Wheatland); and Alan Michalewicz (White River). Also present were several Tri-State staff personnel, including Pam Schroeder who recorded these Minutes at the request of Secretary Julie Kilty.

INTRODUCTION OF GUESTS

Mr. Rabon welcomed all in attendance and especially welcomed new Board Director Corey Robinson from Empire Electric Association, Inc. He then shared safety tips regarding cybersecurity. Next, he requested everyone stand for the Pledge of Allegiance.

MEMBER/CONSUMER COMMENTS

None.

ACTION ON AGENDA

Mr. Rabon noted the Mountain Parks Electric, Inc. Purchase and Sale Contract Authorization was pulled from the consent agenda. He asked if there were any additional changes to the Agenda. There were none.

Action: Upon motion and second, the Board unanimously adopted the Order of Business, as presented, with the change referenced above.

ACTION ON CONSENT AGENDA

Mr. Rabon presented the Consent Agenda and asked if there were any additional changes, besides the Mountain Parks Electric, Inc. Purchase and Sale Contract Authorization being removed. There were none.

Action: Upon motion and second, the Board unanimously approved the Consent Agenda, as presented, with the change referenced above.

The Consent Agenda included:

- a. July 10, 2024 Regular Board Meeting Minutes
- b. June 25, 2024 Special Board Meeting Minutes
- c. Board Policies:
 - 103 Member System Communications
 - 108 Reward for Information on Vandalism and Theft (fka Reward for Information Pertaining to Damage to Tri-State or Member System Facilities and Equipment Policy)
 - 302 Board of Directors – Chief Executive Officer Relationship
 - 308 Tri-State Member System CEO Committee
 - 320 Director Onboard Process

(Note. The policies were revised upon recommendation of the Board Policy Review Committee to include updated verbiage and new formatting).

d. Resolutions

- Burro Bridge-Silverton Tap-Molas Tap 115 kV Transmission Line: Vegetation Management Contract Authorization

The Board approved the necessary contract(s) for vegetation management on the Burro Bridge-Silverton Tap-Molas Tap 115 kV Transmission Line through December 2024.

- CO2 Loop 115 kV Transmission Lines: Vegetation Management Contract Authorization

The Board approved the necessary contract(s) for vegetation management on the CO2 Loop 115 kV network of transmission lines.

- Dolores Canyon Solar Facility Purchase: Inspection Services Contract Authorization

The Board approved the necessary contract(s) for the inspection services during the execution phase of the Dolores Canyon Solar project.

- Security Services Contract Authorization

The Board approved the necessary contract(s) for security services at Headquarters, Craig Station, and Colowyo Mine facilities for a three-year term, with an option to extend the contract annual for three one-year periods under similar terms.

- Gunnison County Electric Association Policy #115 Contract Amendment Authorization

The Board approved an amended and restated Member Project Contract with Gunnison County Electric Association for the Taylor River Hydro Project to extend the commercial operation deadline to December 1, 2024.

PRESIDENT’S REPORT

Mr. Rabon presented the President’s Report. Discussion followed.

Executive Committee Report

Mr. Rabon reviewed highlights of the Executive Committee Meeting, including Chairman’s Update; CEO’s Report; June 2024 Financial Report; Legal Report; and review of credit card statements and director expense vouchers.

Internal Auditor’s Report

Internal Auditor John O’Flannigan reviewed copies of the written Audit Report dated August 1, 2024.

CHIEF EXECUTIVE OFFICER’S REPORT

Mr. Highley presented the Chief Executive Officer’s Report. Discussion followed.

RTO Update

Mr. Highley reported Southwest Power Pool (“SPP”) received a deficiency notice from the Federal Energy Regulatory Commission (“FERC”) on their Markets+ tariff filing and awaits action on their tariff filed for the SPP West Regional Transmission Organization (“RTO”). He added that SPP remains on track with the SPP West RTO for the first quarter of 2026.

IT Report

Mark Weiss, Chief Information and Technology Officer, referred to the slide presentation “*Project Update: Oracle System Implementation*” as he discussed the continuing project and reported Oracle went live on August 1, 2024. Discussion followed.

Member CEO Committee Update

Mr. Highley reported there would be no update today because Jayson Bishop, General Manager of The Midwest Electric Cooperative Corporation and Chair of the Member CEO Committee, was attending the Nebraska Rural Electric Association meeting, but an update will be provided next month.

STANDING COMMITTEE UPDATES

Engineering and Operations Committee

Mr. Turner, Chairman of Tri-State’s Engineering and Operations Committee, reviewed highlights of the Committee Meeting, including recommendation to approve several resolutions and changes to a board policy, all which were on the Board Consent Agenda. The Committee also heard departmental and affiliated organization reports.

External Affairs/Member Relations Committee

Mr. Baca, Chairman of Tri-State’s External Affairs and Member Relations Committee, reviewed highlights of the Committee Meeting, including recommendation to approve changes to board policies. The Committee also received departmental, statewide, and affiliated organization reports.

Finance and Audit Committee

Mr. Schenk, Chairman of Tri-State’s Finance and Audit Committee, reviewed highlights of the Committee Meeting, including a variety of updates and reports. The Committee also had an educational session on Gross Margin at Risk.

GENERAL COUNSEL REPORT

Mr. Sturhahn noted the legal report would be given in Executive Session. He then asked Doug Reese, Senior Manager Regulatory Administration, to provide an update on the North American Electric Reliability Corporation (“NERC”) and FERC Audits. Mr. Reese referred to the “*FERC & NERC Audit Presentation*” slides as he discussed the scope, findings, and next steps of the audits. Discussion followed.

UNFINISHED BUSINESS

None.

NEW BUSINESS

None.

EXECUTIVE SESSION

Mr. Rabon informed the Directors of the need to go into Executive Session to consider confidential business matters.

Action: Upon motion and second, the Board unanimously approved going into Executive Session to consider confidential business matters.

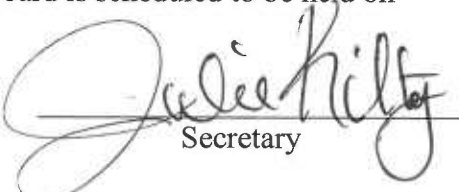
The Executive Session commenced at 9:51 a.m. and adjourned at 2:28 p.m. Open Session resumed at 2:35 p.m.

OPEN SESSION

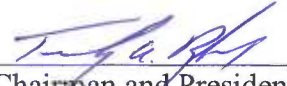
Mr. Rabon reported that during Executive Session the Board approved a long-term capacity and energy sale agreement and heard reports on recent organizational changes and the 2025 budget. The Board also received legal updates on FERC activity and litigation matters. Finally, Mr. Rabon reported the Board discussed a variety of confidential business matters with Mr. Highley.

ADJOURNMENT

Action: It being 2:37 p.m. and there being no further business to transact, it was the consensus of the Directors that the Meeting be adjourned and the next Regular Meeting of the Board is scheduled to be held on September 5, 2024.


Secretary

APPROVED:


Chairman and President