

TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.

Minutes of Regular Board Meeting

Westminster, Colorado – Headquarters Building

May 8, 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; Chief Operating Officer Barry Ingold; 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 Russell Waldner (Carbon); Robert Castillo (Continental); Molly Lynn (Garland); Darick Eisenbraun (High Plains); Jared Routh (High West); David Churchwell (K.C. Electric); Patrick Berry, Kirsten Skeehan and Graham Smith (La Plata); Jayson Bishop (Midwest); Shawna Glendy (Niobrara); Mario Romero (Otero); AJ Kuxhausen (Roosevelt); Ryan Elarton (San Isabel); Brad Zaporski and Lance Lehigh (San Miguel); Denise Barrera (Sierra); David Spradlin (Springer); Jason Wright (Wheatland); Ryan Schilreff (Wyrulec) and Trent Loutensock (Y-W). 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. He then recognized crews and staff throughout the association that helped restore power for several member systems after the blizzard in April. Next, he shared a safety moment on preparedness for natural disasters. Mr. Rabon reported this would be Mr. Ingold’s last board meeting and thanked him for his years of service at Tri-State and wished him well on his upcoming retirement. Finally, he requested everyone stand for the pledge of allegiance.

MEMBER/CONSUMER COMMENTS

None.

ACTION ON AGENDA

Mr. Rabon presented the Agenda and asked if there were any changes. There were none.

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

ACTION ON CONSENT AGENDA

Mr. Rabon presented the Consent Agenda and asked if there were any changes or if any items needed to be removed. There were none.

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

The Consent Agenda included:

a. April 3, 2024 Board Meeting Minutes

b. Resolutions

- Iron Mountain 15-12.47 kV Delivery Point – Transformer Procurement Contract Authorization

The Board approved the necessary contract(s) for the procurement of a transformer to be delivered to the Iron Mountain Substation.

- Lost Creek T1 115-12.47 kV, 10/12 MVA - Transformer Procurement Contract Authorization

The Board approved the necessary contract(s) for the procurement of a transformer to be delivered to the Lost Creek Substation is approved.

- Axial Basin Solar Facility Purchase – Owners Engineer/Owners Manager Contract Authorization

The Board approved the necessary contract(s) to provide manager and engineering review services during the execution phase of the Axial Basin Solar project.

- Axial Basin Solar Facility Purchase – Inspection Services Contract Authorization

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

- Dolores Canyon Solar Facility Purchase – Owners Engineer/Owners Manager Contract Authorization

The Board approved the necessary contract(s) to provide manager and engineering review services during the execution phase of the Dolores Canyon Solar project.

- Pyramid Spare Generator Step-Up Transformer Contract Authorization

The Board approved the necessary contract(s) for the procurement of a replacement generator step-up transformer to be delivered to Pyramid Generation Station.

- Mountain View Electric Association Policy #115 and Policy #117 Contract Authorization

The Board approved a new Member Project Contract and a new Renewable Energy Credit Purchase Contract between Tri-State Generation and Transmission Association, Inc. and Mountain View Electric Association, Inc. with terms of twenty (20) years and ten (10) years, respectively, for the Eagle Rock Solar Project.

- CFTC End-User Exception Authorization

The Board approved entering into one or more swap transactions that qualify for exception from the clearing and trade execution requirements under the end-user Commodity Exchange Act subject to the conditions set forth in the Commodity Futures Trading Commission regulations.

- Rural Energy Savings Program Authorization (RESP)

The Board approved borrowing an aggregate principal amount not to exceed \$75 million from the United States of America, acting through the Administrator of Rural Utilities Service (“RUS”), at zero interest with a final maturity date of twenty years to be used for an on-bill repayment program related to energy efficiency, renewable energy, and electrification for rural areas or other purposes set forth in an implementation workplan submitted to RUS.

- IRA Authorized Representative Authorization (New ERA)

The Board approved that Duane Highley, Chief Executive Officer, be assigned the Representative-Signature-Certify security role on behalf of Tri-State, who shall be responsible for submitting and certifying to the Rural Utilities Service, an agency of the United States Department of Agriculture, any and all data required to submit an application for funding under the Empowering Rural America Program under the Inflation Reduction Act.

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; March 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 May 1, 2024.

NMRECA Voting Representative Authorization

Mr. Rabon reported that the Board needs to elect Tri-State's director/representative and alternate director/representative to the New Mexico Rural Electric Cooperative Association (NMRECA) Board, currently held by Mr. Connell and Mr. Baca, respectively. Following Board Policy 311 (Election and Voting Procedures) nominations were cast using secret ballots. Mr. Connell was nominated as Tri-State's NMRECA director/representative and Mr. Baca was nominated as Tri-State's NMRECA alternate director/representative. The two gentlemen were the only nominations received and were elected by acclamation. Mr. Rabon then requested approval of the following resolution authorizing the positions.

Action: Upon motion and second the Board unanimously approved Wayne Connell as director and Robert Baca as alternate director to represent Tri-State Generation and Transmission Association, Inc. on the Board of Directors of the New Mexico Rural Electric Cooperative Association for the 2024-2025 term, and Mr. Connell as Tri-State's voting representative and Mr. Baca as the alternate voting representative for all meetings of the members of NMRECA for said term.

CHIEF EXECUTIVE OFFICER'S REPORT

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

RTO Update

Mr. Highley reported utilities in the west have shown strong interest in Southwest Power Pool's ("SPP") Markets+.

IT Report

Ms. de la Peña referred to the slide presentation “*Project Update: Oracle System Implementation*” as she discussed the continuing project.

Member CEO Committee Update

Jayson Bishop, General Manager of The Midwest Electric Cooperative Corporation and Chair of the Member CEO Committee, reported the committee continues to discuss options to gather and show Member support for the rate re-filing process at FERC.

STANDING COMMITTEE UPDATES

Mr. Rabon reported that a reorganization of the committees occurred, and the incumbents were re-elected for each committee.

Engineering and Operations Committee

Mr. Turner, Chairman of Tri-State’s Engineering and Operations Committee, reviewed highlights of the Committee Meeting, including election of officers and recommendation to approve several resolutions 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 election of officers and recommendation to approve a resolution for the IRA Authorized Representative Authorization. The Committee also heard the departmental 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 election of officers and presentation of the 2024 Q1 Financial Reports and Review Results. The committee also heard a variety of reports including a Sarbanes Oxley (SOX) Controls Update; Insurance Review; Energy Risk Management Update; Finance Update; Investment Report; and FERC Form 1. The Committee also reviewed and recommended approval of a variety of resolutions that were on the Board Consent Agenda.

GENERAL COUNSEL REPORT

Mr. Sturhahn noted the report would be given in Executive Session.

UNFINISHED BUSINESS

None.

NEW BUSINESS

Several Directors thanked staff for attending their local board meetings and a discussion occurred regarding the Stegall DC Tie.

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 9:31 a.m. and adjourned at 2:26 p.m. Open Session resumed thereafter.

OPEN SESSION

Mr. Rabon reported that during Executive Session the Board received updates on ERP proceedings, gas plant sites, 2024 budget, and legal updates on FERC filings, the rate re-filing, and the Basin litigation. The Board also approved the Bring Your Own Resource Program, a Palo Alto contract, supplemental budget equipment replacement, amended budget for the SPP Regional Transmission Organization (“RTO”) West market, and consulting services for the SPP RTO West implementation.

Finally, Mr. Rabon reported that a virtual Special Board Meeting is planned before the end of the month to approve the rate re-filing at FERC. The meeting is anticipated to occur on May 31, 2024 at 9:00 a.m. Notice will be sent prior to the meeting when planning is finalized.

ADJOURNMENT

Action: It being 2:30 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 June 5, 2024.


Secretary

APPROVED:


Chairman and President