

**MINUTES OF THE
SEVENTIETH ANNUAL MEETING
OF THE MEMBERS OF
TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.
Westminster, Colorado - Westin Westminster Hotel
April 6, 2022**

CALL TO ORDER

The meeting was called to order at 8:33 a.m. by Chairman and President, Tim Rabon (Otero). Thaine Michie (Poudre) gave the invocation and Charlie Abel (Sangre de Cristo) lead the pledge of allegiance. Pam Schroeder recorded these minutes at the request of Secretary, Julie Kilty (Wyrulec).

ROLL CALL

Upon calling the roll, Ms. Kilty reported that the following Tri-State Members were present:

- Big Horn Rural Electric Company
- Carbon Power & Light, Inc.
- Central New Mexico Electric Cooperative, Inc.
- Chimney Rock Public Power District
- Columbus Electric Cooperative, Inc.
- Continental Divide Electric Cooperative, Inc.
- Empire Electric Association, Inc.
- Garland Light & Power Company
- The Gunnison County Electric Association, Inc.
- High Plains Power, Inc.
- High West Energy, Inc.
- Highline Electric Association
- Jemez Mountains Electric Cooperative, Inc.
- K.C. Electric Association
- La Plata Electric Association, Inc.
- MIECO, Inc.
- The Midwest Electric Cooperative Corporation
- Mora-San Miguel Electric Cooperative, Inc.
- Morgan County Rural Electric Association

- Mountain Parks Electric, Inc.
- Mountain View Electric Association, Inc.
- Niobrara Electric Association, Inc.
- Northern Rio Arriba Electric Cooperative, Inc.
- Northwest Rural Public Power District
- Otero County Electric Cooperative, Inc.
- Panhandle Rural Electric Membership Association
- Poudre Valley Rural Electric Association, Inc.
- Roosevelt Public Power District
- San Isabel Electric Association
- San Luis Valley Rural Electric Cooperative, Inc.
- San Miguel Power Association, Inc.
- Sangre de Cristo Electric Association, Inc.
- Sierra Electric Cooperative, Inc.
- The Socorro Electric Cooperative, Inc.
- Southeast Colorado Power Association
- Southwestern Electric Cooperative, Inc.
- Springer Electric Cooperative, Inc.
- United Power, Inc.
- Wheat Belt Public Power District
- Wheatland Rural Electric Association
- White River Electric Association, Inc.
- Wyrulec Company
- Y-W Electric Association, Inc.

Ellgen Ranch Company and Olson's Greenhouse of Colorado, LLC were not present.

With Delegates from 43 Members in attendance, a quorum was declared.

NOTICE OF THIS MEETING AND MINUTES OF PREVIOUS MEETINGS

Ms. Kilty announced that she was prepared to read the Notice of this Meeting, copies of which had been electronically mailed to all Member Systems on February 14, 2022. She also announced that Proof of Due Electronic Mailing to Member Systems of the Association was executed. Ms. Kilty asked if there was any objection to dispense with the reading of the Notice of this Meeting and Proof of Due Electronic Mailing to Member Systems of the Association and there was none.

Ms. Kilty also announced that the Minutes of the Sixty-Ninth Annual Meeting (held August 5, 2021) had been electronically mailed in advance of this Meeting to all Member Systems. She asked if there was any objection to dispense with the reading of the minutes and there was none.

Upon motion and second, the Membership unanimously approved the Minutes of the Sixty-Ninth Annual Meeting of the Member Systems held on August 5, 2021, as distributed.

INTRODUCTION OF BOARD OF DIRECTORS

Mr. Rabon formally introduced the Board of Directors, including those who were unable to attend. He expressed his appreciation to them for their service to Tri-State and its Member Systems.

CHAIRMAN'S REPORT - MR. RABON

Mr. Rabon welcomed all to Tri-State's Seventieth Annual Meeting. He discussed how the founding members of Tri-State worked together in the cooperative spirit to overcome challenges and make lasting impacts in the rural communities they served. He noted seventy years later, the challenges are different, but he is confident that by working together in the same cooperative spirit Tri-State will be just as successful for the next seventy years. Mr. Rabon discussed his priorities as Chairman, the challenges Tri-State is facing with its energy transition, and the four pillars of the Tri-State Integrated Strategy Map: reliability, affordability, flexibility, and responsibility, which help guide the Tri-State Board with this transition. He noted, just like the founding members, Tri-State continues to use the cooperative principles to lead us on our journey and if we adhere to them, Tri-State will meet the challenges today, in the future, and deliver on promises for the next generations.

TREASURER'S REPORT - MR. MORGAN

Treasurer, Stuart Morgan (Wheat Belt), reviewed financial highlights of the year, including: 2% Rate Reduction in March 2021; Net Margins of \$26 million; retirement of \$10 million in patronage capital credits; and assets totaling \$4.9 billion as of December 31, 2021.

Mr. Morgan reported that cash and cash equivalents at year-end were at \$101 million, which was sufficient to meet operating expenses and required debt obligations. Mr. Morgan also

reported the Debt Service Ratio and Equity to Capitalization Ratio were both met in 2021.

Mr. Morgan concluded by stating that Tri-State is in the middle of an exciting period of transformation and is still meeting or exceeding its financial goals. The groundwork that Tri-State has built will allow it to continue to progress through this transition.

CHIEF EXECUTIVE OFFICER'S REPORT

Chief Executive Officer, Duane Highley, referred to the presentation "Driving Change" as he delivered his report. He noted "Driving" is the key word, as Tri-State is not reacting to but driving the change and paving a new path. He also referred to the four key pillars of the Tri-State Integrated Strategy Map, noting that reliability is job number one. Mr. Highley reported Tri-State is moving away from a traditional G&T to a GT&S, by bringing forward a host of services for its members. He noted on this journey of change there have been some setbacks and detours like, Winter Storm Uri, asset retirements, inflation, member discord, lawsuits, and the pandemic, but that has not stopped Tri-State from making progress towards its goals of flexibility, competitive rates, expanded transmission, majority renewables, full market, and reliability. Mr. Highley ended by stating Tri-State is making an incredible transition and others are watching to see how it is done. He noted more importantly, however, Tri-State is making a difference for its members to allow them to live full and robust lives.

KEYNOTE SPEAKER - ARSHAD MANSOOR

Arshad Mansoor, President and Chief Executive Office of the Electric Power Research Institute ("EPRI"), reported that EPRI was created fifty years ago to help shape the clean energy future. He advised that Tri-State needs to embrace the transition to clean energy, but to be careful how deep and fast it proceeds. Mr. Mansoor reported the United States has a very ambitious goal for clean energy and the electric sector will be the tip of the spear. He then provided a short video discussing the pace of carbon reduction based on 2030 goals. Mr. Mansoor noted investments in technology need to be made today that will be used in 2030 and beyond. He then discussed readying "the grid" for electric vehicles and renewables, increasing capacity, being a distribution operator, resiliency, hydrogen, and resource adequacy. Mr. Mansoor ended by answering questions from the audience.

LEGAL REPORT

Senior Vice President and General Counsel, Kenneth Reif, reported on the status of various dockets at the Federal Energy Regulatory Commission. He also provided an update on the complaint filed by United Power, Inc. in Adams County District Court.

ADOPTION OF REPORTS

Upon receiving a motion, second, and unanimous support, Mr. Rabon advised that all Reports presented at this Meeting are approved as presented.

DIRECTOR RECOGNITION

Mr. Rabon recognized the following Directors for their years of service milestones: 5-year service awards to Steve Rendon (Northern Rio Arriba) and Peggy Ruble (Garland); 10-year service awards to Don Keairns (San Isabel) and Carl Trick (Mountain Parks); 15-year service award to Stuart Morgan (Wheat Belt); 20-year service award to Ralph Hilyard (Roosevelt); and 25-year service award to Hal Keeler (Columbus).

ADJOURNMENT

It being 11:16 a.m. and there being no further business to come before the delegates, it was the consensus of the delegates that the Meeting be adjourned.

APPROVED:



Chairman and President



Secretary