

TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.

Minutes of Regular Board Meeting

Westminster, Colorado - Westin Westminster Hotel

April 5, 2023

Chairman and President Tim Rabon called the meeting to order at 1:30 p.m. All directors were present for all or a portion of the meeting except Matt Brown (High Plains). 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) Pat Bridges; Senior Vice President (Policy & Compliance/Chief Compliance Officer) Barbara Walz; Chief Administrative Officer (CAO/CHRO) Elda de la Peña; Chief Energy Innovations Officer Reg Rudolph; and Chief of Staff Bob Frankmore. Also present were several staff from our Member Systems and members of our Member Systems. Also present for the meeting were the following guests, Kristen Gottschalk from the Nebraska Power Review Board and Eileen Yarborough from the Cibola Communities Economic Development Foundation. 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 guests in attendance.

MEMBER/CONSUMER COMMENTS

None.

ACTION ON AGENDA

Mr. Rabon asked if there were any changes to the Agenda, there were none.

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

ACTION ON BOARD MINUTES

Mr. Rabon presented the March 1, 2023 Regular Board Meeting Minutes and asked if there were any additions and/or changes, there were none.

Action: Upon motion and second, the Board unanimously approved the March 1, 2023 Regular Board Meeting Minutes, as presented.

PRESIDENT'S REPORT

Mr. Rabon presented the President's Report.

Executive Committee Report

Mr. Rabon reviewed highlights of the April Meeting of the Committee, including Chairman's Update; Consideration of Agendas; Chief Executive Officer's Report; February 2023 Financial Report; Legal Report and review of Credit Card Statements and Directors Expense Vouchers.

Rate Design Committee Update

Mr. Keairns discussed topics to be covered at the Rate Design Committee meeting scheduled for April 12, 2023. Discussion followed.

Internal Auditor's Report

Internal Auditor John O'Flannigan reviewed copies of the written Audit Report dated March 30, 2023.

Membership and Annual Meeting Review

Mr. Rabon thanked all for their attendance and participation at the Membership and Annual Meetings and especially thanked staff for their hard work in planning and executing the meetings. He requested that any comments or notes for improvements be sent directly to him. Discussion followed.

Mr. Rabon announced Mr. Hilyard would be retiring from the Tri-State Board and recognized Mr. Hilyard for his years of service. Discussion followed.

CHIEF EXECUTIVE OFFICER'S REPORT

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

### IT Report

Mark Weiss, Vice President IT/CIO, referred to the slide presentation "Project Update: Oracle System Implementation" as he discussed the overall program schedule, the progress made since the March Board Meeting, and next steps to be taken. Discussion followed.

### RTO Update

Mr. Highley reported on a recent Western Energy Leaders meeting in which RTOs and resource adequacy were discussed. Discussion followed.

### COMMITTEE UPDATES

Mr. Rabon reported the committees did not meet this month, due to the Membership and Annual Meetings, but the departmental reports are available on the iPads.

### GENERAL COUNSEL REPORT

Mr. Sturhahn reported the annual Contract Termination Payment numbers, along with the inputs that go into each Member's number, will be distributed shortly. He noted the legal report would be given in Executive Session.

### ACTION ITEM

#### Ogallala Transformer Contract Authorization

Action: Following a presentation by Chris Pink, Vice President Transmission Engineering, and discussion, and upon motion and second, the Board unanimously approved a resolution as follows:

RESOLVED, that the contract or contracts with Prolec-GE Waukesha, Inc. for the procurement of one (1) transformer in an amount not to exceed \$1,668,716.00, plus any applicable taxes, to be installed at the Ogallala Substation is approved, and the Chief Executive Officer is authorized to execute, subject to legal review, said contract(s).

### UNFINISHED BUSINESS

None.

NEW BUSINESS

Several Directors thanked staff for attending their local Board Meetings and Annual Meetings. Mr. Schenck suggested the Tri-State Headquarters tour be extended to local county officials in Tri-State's service territory.

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.

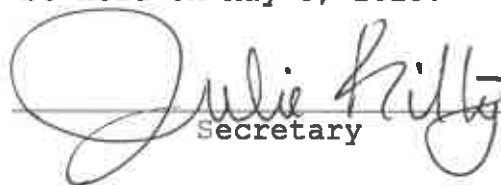
The Executive Session commenced at 3:03 p.m. and adjourned at 5:48 p.m.

OPEN SESSION RESUMED


Mr. Rabon reported during Executive Session the Board approved the Ojo-Caliente Tap-Hernandez Right-of-Way Renewal Authorization. He also reported the board reorganization was completed and Mr. Michie was elected as an Assistant Secretary and Mr. Abel was elected to an at-large position on the Executive Committee. The other Board Officers and Executive Committee Members remain the same.

ADJOURNMENT

Action: It being 5:50 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 May 3, 2023.

  
Secretary

APPROVED:

  
Chairman and President