

Minutes of Regular Board Meeting

Virtual Meeting

January 5, 2022

Chairman and President Tim Rabon called the meeting to order at 8:30 a.m. All directors were present for all or a portion of the Meeting except Phil Zochol (Panhandle). Also present for all or a portion of the Meeting were the following management personnel: Chief Executive Officer Duane Highley; Senior Vice President (Generation) Barry Ingold; Senior Vice President (General Counsel) Ken Reif; Senior Vice President (Transmission) Joel Bladow; Senior Vice President (Chief Financial Officer) Pat Bridges; Senior Vice President (Energy Management) Brad Nebergall; Senior Vice President (Policy & Compliance/Chief Compliance Officer) Barbara Walz; Senior Vice President (CTO and Member Relations) Jennifer Goss; and Senior Vice President (People and Culture/CHRO) Elda de la Pena. Also present were Mike McBride (Gunnison); Dennis Herman (Highline); David Churchwell (K.C.); Jayson Bishop (Midwest); David Frick (Morgan County); Chance Briscoe (Northwest Rural); Jeff Wadsworth (Poudre); Mark Gabriel and Dean Hubbuck (United); Ryan Schilreff (Wyrulec) and Trent Loutensock (Y-W). Also present was the following Member of a Member System: Joe Smyth (Mountain Parks). Also present for the meeting was the following guest, Kent Singer from Colorado Rural Electric Association. Also present were several Tri-State staff personnel, including Pam Schroeder who recorded these Minutes at the request of Secretary Julie Kilty.

COVID-19 UPDATE

Mr. Ingold reported the COVID-19 risk mitigation level remains at the Moderate Risk Level throughout all Tri-State facilities and will remain so through at least February 4, 2022.

INTRODUCTION OF GUESTS AND VISITORS

Mr. Rabon welcomed guests and visitors in attendance.

MEMBER/CONSUMER COMMENTS

None.

ACTION ON AGENDA

Mr. Rabon asked if there were any changes or if any items needed to be removed from the Agenda, there were none.

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

CONSENT AGENDA

Mr. Rabon presented the Consent Agenda and reported the Eastern Colorado Transmission Expansion Budget Amendment resolution will be removed from the Consent Agenda and discussed and voted on in Executive Session, due to confidential financial information.

Action: Upon motion and second, the Board unanimously accepted the Consent Agenda as presented, with the Eastern Colorado Transmission Expansion Budget Amendment resolution removed.

The Consent Agenda included:

a. December 8, 2021 Regular Board Meeting Minutes.

b. Board Policy #320 - Director Onboard Process
(Note. This is a new Board Policy.)

c. Resolutions:

- Axial Basin Coal Company - White River Electric Association Easement Authorization

RESOLVED, by the Board of Directors of TRI-STATE GENERATION And TRANSMISSION ASSOCIATION, INC., that an easement to White River Electric Association, Inc. for power facilities on property owned by Axial Basin Coal Company and leased by Colowyo Coal Company L.P., located along Moffat County Road 51 commencing in the South line of said Lot 4 of Section 32, T4N, R93W and terminating in the South line of said Lot 4, whence the South Quarter Corner of said Section 28, T3N, R93W of the 6th P.M., Moffat County, Colorado, is hereby approved, and that the Chief Executive Officer or the Senior Vice President - Generation is hereby authorized to execute,

subject to legal review, the easement and any related documents and agreements.

- Empire Electric Association Policy #115 Contract Authorizations

RESOLVED, by the Board of Directors of TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC., that a Member Project Contract between Tri-State Generation and Transmission Association, Inc. and Empire Electric Association, Inc. related to the output of the 2.0 MW (AC) Rocky Ford Solar Project is approved, and that the Chief Executive Officer is hereby authorized to execute the contract, subject to legal and technical review, for a twenty (20) year term, and that the contract may be subject to FERC acceptance and approval.

AND

RESOLVED, by the Board of Directors of TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC., that a Member Project Contract between Tri-State Generation and Transmission Association, Inc. and Empire Electric Association, Inc. related to the output of the 5.0 MW (AC) Montezuma Solar Project is approved, and that the Chief Executive Officer is hereby authorized to execute the contract, subject to legal and technical review, for a twenty (20) year term, and that the contract may be subject to FERC acceptance and approval.

- Stagecoach Surplus Property - Proposed Land Sale

RESOLVED, by the Board of Directors of TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC., that the sale of Lot 9, South Shore at Stagecoach in Section 32, Township 4 North, Range 84 West of the 6th Principal Meridian, Routt County, Colorado ("Stagecoach Lot") is hereby approved, and the Chief Executive Officer is hereby authorized to execute, subject to legal review, any and all documents necessary to conclude the transaction; and

FURTHER RESOLVED, that the Chairman and President or the Vice-Chairman of the Board of Directors and the Chief Executive Officer are hereby authorized to execute and deliver a Company Order to the Tri-State Indenture Trustee for the Stagecoach Lot to be released from the lien of the Tri-State Indenture.

- Agreement for Design and Construction of the Fox Run Delivery Point Substation with Mountain View Electric Association, Inc.

RESOLVED, by the Board of Directors of TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC., that the Fox Run Interconnection Project of which Tri-State Generation and Transmission Association Inc.'s share is estimated to be \$12,621,000.00, is approved, and that the Chief Executive Officer is hereby authorized to execute, subject to legal review, the agreement(s) necessary between Tri-State Generation and Transmission Association, Inc. and Mountain View Electric Association, Inc. for Fox Run Interconnection Project, and that the agreement(s) may be subject to FERC acceptance and approval.

- Vollmer Deliver Point Substation Contract

RESOLVED, by the Board of Directors of TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC., that the necessary contract(s) with Highmark Erectors, Inc. for the construction of substation work at the Vollmer Substation is approved, and that the Chief Executive Officer is hereby authorized to execute, subject to legal review, said contract(s) in the amount of \$1,494,949.49, plus any applicable taxes.

- Director Independence

RESOLVED, by the Board of Directors of TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC., that using the NASDAQ independence definition it determines that all directors are independent and that Tri-State disclose in its 2021 Annual Report such director independence for Securities and Exchange Commission reporting purposes.

- Financial Expert

RESOLVED, by the Board of Directors of TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC., that it determines that no individual director of the Finance and Audit Committee is designated as an audit committee financial expert and that Tri-State disclose in its 2021 Annual Report that it does not have an audit committee financial expert for Securities and Exchange Commission reporting purposes.

PRESIDENT'S REPORT

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

Executive Committee Report

Mr. Rabon reviewed highlights of the January 3, 2022, Meeting of the Committee, including Policy Review; Chairman's Update; Consideration of Agendas; CEO's Report; November 2021 Financial Report; Legal Report; Review of Credit Card Statements and Directors' Expense Vouchers and General Corporate Matters.

Internal Auditor's Report

Internal Auditor John O'Flannigan furnished to and reviewed copies of the written Audit Report dated December 29, 2021.

CHIEF EXECUTIVE OFFICER'S REPORT

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

Ms. Goss provided the Oracle Cloud Update presentation. Discussion followed.

Ms. Goss provide a presentation on the Extension on the Initial Partial Requirements Open Season. Discussion followed.

Action: Upon motion and second, the Board unanimously approved a resolution as follows, with Mr. Bledsoe dissenting.

RESOLVED, by the Board of Directors of TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.,

that pursuant to Board Policy No. 124, the Board hereby approves an Extended Initial Partial Requirements Open Season on the same terms and conditions as the original Initial Partial Requirements Open Season held in 2021 to offer the remaining 97 MW of 300 MW available capacity to Members who did not participate in 2021; and

FURTHER RESOLVED, that the Chief Executive Officer is authorized to perform all acts to enter into and deliver all documents to effect the contemplated transactions and regulatory filings as may be required, appropriate, or desirable and in the best interests of Tri-State Generation and Transmission Association, Inc. to effectuate the Extended Initial Partial Requirements Open Season.

COMMITTEE REPORTS

External Affairs/Member Relations Committee

Mr. Michie, Chairman of Tri-State's External Affairs and Member Relations Committee, reviewed highlights of the January 4, 2022, Meeting of the Committee, including Policy Review and Statewide Meetings Reports, he then called upon staff to provide additional reports.

Ms. Walz presented the Safety Report, Environmental and Regulatory Activities Report and Government Relations Report.

Ms. Goss presented the Member Relations Report and Communications Report.

Finance and Audit Committee

Mr. Brekel, Chairman of Tri-State's Finance and Audit Committee, reviewed highlights of the January 4, 2022 Meeting of the Committee, including Policy Review; Action on Director Independence, Financial Expert and the 2022 Internal Audit Plan; November 2021 Financial Statements; Finance Update; Investment Report; Energy Risk Management Update; Load Development Rate Contract; and Other Business.

Mr. Rabon noted that discussion on the Load Development Rate Contract would occur in Executive Session, due to confidential financial information.

Engineering and Operations Committee

Mr. Turner, as Chairman of Tri-State's Engineering and Operations Committee, reviewed highlights of the January 4, 2022, Meeting of the Committee, including review and recommendation on these matters: Axial Basin Coal Company - White River Electric Easement Authorization; Empire Electric Association Policy #115 Contracts Authorization; Stagecoach Surplus Property - Proposed Land Sale; Agreement for Design and Construction of the Fox Run Delivery Point Substation with Mountain View Electric Association, Inc.; Vollmer Delivery Point Substation Contract and the Eastern Colorado Transmission Expansion Budget Amendment. The committee also heard Affiliated Organization reports and departmental reports.

GENERAL COUNSEL REPORT

Mr. Reif advised the General Counsel Report would occur in Executive Session due to confidential information.

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. Discussion followed.

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

The Executive Session commenced at 10:45 a.m. and adjourned at 1:50 p.m.

OPEN SESSION RESUMED

Mr. Rabon reported that during Executive Session the Board unanimously approved the Eastern Colorado Transmission Expansion Budget Amendment resolution.

ADJOURNMENT

Action: It being 1:52 p.m. and there being no further business to transact, it was the consensus of the Directors that the Meeting should be adjourned and the next Regular Meeting of the Board is scheduled to be held on February 2, 2022.


Secretary

APPROVED:


Chairman and President