

TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.

Minutes of Regular Board Meeting

Westminster, Colorado - Headquarters Building

November 1, 2023

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 except Matt Brown (High Plains). Mountain Parks Electric, Inc. and United Power, Inc. 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) Pat Bridges; Chief Administrative Officer (CAO/CHRO) Elda de la Peña; Chief Energy Innovations Officer Reg Rudolph; and Chief of Staff Bob Frankmore. Also present were Curtis Kayton (Chimney Rock); Josh Dellinger (Empire); Morgan Weinberg (Gunnison); Darick Eisenbraun and Jon Mayes (High Plains); Dennis Herman (Highline); David Churchwell (K.C. Electric); Patrick Berry (La Plata); Jayson Bishop (Midwest); David Frick (Morgan County); Virginia Harman and Liz McIntyre (Mountain Parks); Ruth Marks (Mountain View); Shawna Glendy (Niobrara); Chance Briscoe (Northwest); Mario Romero (Otero); Zac Bryant (Panhandle); Jeff Wadsworth (Poudre); AJ Kuxhausen (Roosevelt); Brad Zavorski (San Miguel); David Spradlin (Springer); Dean Hubbuck (United); Lacey Gulbranson (Wheat Belt); Alan Michalewicz (White River); and Ryan Schilreff (Wyrulec). Also present were guests Jack Surdoval and Matt Tanner from the Berkley Research Group. 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 for today's safety moment he discussed steps to take to help avoid slips, trips, and falls, especially during inclement weather. He then requested all 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, there were none.

Action: Upon motion and second, the Board approved the Consent Agenda, as presented, with Mr. Bledsoe dissenting on approval of Board Policy #515 Contract Execution Authority.

The Consent Agenda included:

a. October 4, 2023 Board Meeting Minutes

b. Board Policies

- #301 Directors Education
- #515 Contract Execution Authority

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

c. Resolution

- Member Billing System Software Contract Amendment Ratification

Upon motion and second the Board unanimously approved ratifying a contract change order in the amount of \$45,000.00 to implement changes to the member billing system software.

PRESIDENT' S REPORT

Mr. Rabon began by announcing that Ms. Walz will retire in December 2023, after a twenty-six-year career at Tri-State. He

noted her numerous accomplishments within the electric cooperative industry and at Tri-State and wished her well in her retirement. Mr. Rabon then presented the President's Report.

Executive Committee Report

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

Lee Boughey, Vice President Communications, provided training regarding accessing the 2024 board calendar and emails through the Outlook application. Discussion followed.

Board Member Fiduciary Duty and Wholesale Electric Service Contract Training

Mr. Sturhahn provided the Board Member Fiduciary Duty Training followed by the Wholesale Electric Service Contract Training. Discussion followed.

Internal Auditor's Report

Internal Auditor John O'Flannigan reviewed copies of the written Audit Report dated October 26, 2023. Discussion followed.

CHIEF EXECUTIVE OFFICER'S REPORT

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

RTO Update

Mr. Highley noted that Southwest Power Pool ("SPP") continues their work on the SPP West RTO with a go-live date scheduled for the first quarter of 2026. Discussion followed.

Partial Requirements Update

Mr. Rudolph discussed steps that have been taken since FERC's initial rejection of the buy down payment. He noted that staff is actively engaged in finding a solution for the members interested in partial requirements that creates value and

flexibility, keeps the remaining members whole, is replicable, and also meets FERC requirements. Due to technical difficulties Mr. Rudolph was not able to display the slide presentation "*Chronology of Partial Requirements*" during his report, however, following his presentation it was made available to the Board Directors and Member CEOs through Diligent and the Member Information Center, respectively. Discussion followed.

IT Report

Mark Weiss, Vice President IT/CIO, referred to the slide presentation "*Project Update: Oracle System Implementation*" as he discussed the overall program revised schedule, progress made since the October board meeting, critical issues for go-live approval, and next steps to be taken. Discussion followed.

COMMITTEE UPDATES

Engineering and Operations Committee

Mr. Turner, Chairman of Tri-State's Engineering and Operations Committee, reviewed highlights of the November Meeting of the Committee, including review and recommendation of the Member Billing System Software Contract Amendment Ratification and changes to Board Policy #515 Contract Execution Authority. The Committee also heard Affiliated Organization and departmental reports. Discussion followed.

External Affairs/Member Relations Committee

Mr. Baca, Chairman of Tri-State's External Affairs and Member Relations Committee, reviewed highlights of the November Meeting of the Committee, including review and recommendation of changes to Board Policy #301 Director Education. The Committee also heard the Safety Report; Environmental and Regulatory Activities; Legislative Update Federal Activities; Communications and Energy Services/Member Relations Reports; and Statewide Meetings and Affiliated Organizations Reports and Presentations.

Finance and Audit Committee

Mr. Schenk, Chairman of Tri-State's Finance and Audit Committee, reviewed highlights of the November Meeting of the Committee, including September Financial Statements; Finance Update; Investment Report; and Energy Risk Management Update.

The Committee also reviewed and recommended approval of the Deferred Revenue for the third quarter of 2023.

GENERAL COUNSEL REPORT

Mr. Sturhahn reported Tri-State recently had a call with FERC staff regarding Tri-State's new rate filing. He noted that a supplemental filing will be made which unbundles charges and also addresses direct assignment of radial assets. Mr. Sturhahn then gave an update on the Basin rate case at FERC noting that Tri-State presented its issues to the court and the case should conclude shortly. The Administrative Law Judge will then take it under review for decision and issue an order. Discussion followed.

Ratification of Bylaws and NUMs Membership Agreements

Mr. Sturhahn provided a review of the Adams County order that stated the admission of the Non-Utility Members ("NUMs") was inconsistent with Tri-States Articles of Incorporation. He then gave a chronology of the amendments to Tri-State's Articles of Incorporation and Bylaws and admittance of the NUMs. Discussion followed.

Action: Upon motion and second, the Board unanimously approved a resolution that verifies and ratifies the bylaws as they exist today, cures any argument that earlier bylaws were not approved or accepted, confirms membership of the Non-Utility Members ("NUMs") and ratifies acts taken to have NUMs join Tri-State, and permits amendment of the NUMs agreements to verify that NUMs do not have a seat on the Tri-State board.

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 10:35 a.m. and adjourned at 12:48 p.m. After a short break Open Session resumed at 12:55 p.m.


OPEN SESSION

Mr. Rabon reported that during Executive Session the Board approved the recognition of Deferred Revenue and an amendment to the Renewable PPA for solar projects. They also heard results of the October Member CEO Workshops, received the quarterly financial forecast, an update on Tri-State's reverse RFP for sale of capacity and energy, and a legal report.

Mr. Rabon also reported there would be a Special Board Meeting immediately following conclusion of this meeting to discuss a time sensitive matter.

ADJOURNMENT

Action: It being 12:57 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 December 6, 2023.


Secretary

APPROVED:


Chairman and President