

TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.

Minutes of Regular Board Meeting

Virtual Meeting

September 7, 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. Mountain Parks Electric, Inc. and United Power, Inc. have elected to not have a director serve 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; 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 Curtis Kayton (Chimney Rock); Molly Lynn (Garland); Morgan Weinberg (Gunnison); Darick Eisenbraun and Jon Mayes (High Plains); Jared Routh (High West); Dennis Herman (Highline); David Churchwell (K.C. Electric); David Frick (Morgan County); Virginia Harman (Mountain Parks); Ruth Marks (Mountain View); Shawna Glendy (Niobrara); Chance Briscoe (Northwest); Jeff Wadsworth (Poudre); Ryan Elarton (San Isabel); Mark Gabriel and Dean Hubbuck (United); Lacey Gulbranson (Wheat Belt); Alan Michalewicz (White River); and Trent Loutensock (Y-W). Also present was Member of a Member System, Joe Smyth (Mountain Parks), and guest, Jack Surdoval from Berkeley 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 noted going forward he will start each meeting with a safety moment, as safety is a core value of Tri-State, and as a reminder of how critical it is to attend to safety before all other priorities. He reported that today's safety moment is being mindful not to drive distracted. Mr. Rabon then paid respect to a past Tri-State Director, Bill Wright (Southeast Colorado Power Association), who recently passed away. Next, he welcomed Elias Coriz, who is the new director on the Board from Jemez Mountain Electric Cooperative, Inc. He also reported that notice was

received from United Power, Inc. that they will no longer have a board member representative assigned to the Tri-State Board. Lastly, he requested all stand for the pledge of allegiance.

#### MEMBER/CONSUMER COMMENTS

None.

#### ACTION ON AGENDA

Mr. Rabon reported there are two changes to the Executive Session portion of the Agenda, the Microsoft Enterprise Agreement Amendment Authorization is being pulled and a New ERA Q&A is being added. He asked if there were any additional changes to the Agenda. There were none.

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

#### ACTION ON MINUTES

Mr. Rabon presented the August 9, 2023 Board Meeting Minutes and asked if there were any changes. It was noted that Ms. Lynn's first name, Molly, needed to be added to page 8213 and the spelling of Mr. Anaya's name needed to be corrected on page 8217.

Action: Upon motion and second, the Board unanimously approved the August 9, 2023 Board Meeting Minutes, as presented with the changes referenced above.

#### PRESIDENT'S REPORT

Mr. Rabon presented the President's Report. He also advised that per Board Policy #403 (Personal Business Relationship and Potential Claims Disclosure Policy) each Director must complete and submit the business relationship disclosure form.

#### NRECA Region 8/10 Delegate Certification

Mr. Rabon reported that he is currently the Tri-State voting delegate and Mr. Keairns is the alternate delegate for the 2023 NRECA Region 8/10 Meeting and unless there are any requested changes the Board needs to reaffirm the certification. There were no changes.

Action: Upon motion and second, the Board unanimously reaffirmed Mr. Rabon as the voting delegate and Mr. Keairns as the alternate delegate for the 2023 NRECA Region 8/10 Meeting.

#### Internal Auditor's Report

Internal Auditor John O'Flannigan reviewed copies of the written Audit Report dated September 1, 2023.

#### Review of Credit Card Statements and Directors Expense Vouchers

Mr. Rabon reported the credit card statements and Directors' expense vouchers, along with a summary of expenses, are available for review on the iPads.

#### CHIEF EXECUTIVE OFFICER'S REPORT

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

#### RTO Update

Mr. Highley noted he has nothing new to report regarding an RTO update, as Southwest Power Pool ("SPP") is still waiting for decisions from Basin Electric Power Cooperative and Western Area Power Administration on whether they plan to join SPP. 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 schedule, progress made since the August board meeting, and next steps to be taken. Discussion followed.

#### COMMITTEE UPDATES

Mr. Rabon reported the committees did not meet this month, but the departmental reports are available on the iPads.

#### GENERAL COUNSEL REPORT

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

#### ACTION ITEMS

### Craig Station Industrial Cleaning Contract Authorization

Action: Following a presentation by Tim Osborn, Vice President Generation, and discussion, and upon motion and second, the Board unanimously approved a resolution as follows:

RESOLVED, that a contract with DC Power Industrial Projects, LLC, in the amount not to exceed \$4,809,732.06, plus any applicable taxes, of which \$2,470,173.05 is Tri-State's share, for industrial plant cleaning services for a three-year term at Craig Station is approved, and the Chief Executive Officer is authorized to execute, subject to legal review, said contract.

### Reunion Transformer Contract Change Order Authorization

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

RESOLVED, that the commodity price increase of the contract with Prolec-GE Waukesha, Inc. (as successor to SPX Transformer Solutions, Inc.) in the amount of \$164,340.00, for a total contract value of \$1,891,796.00, plus applicable taxes, for the procurement of a transformer for the Reunion Substation is approved, and the Chief Executive Officer is authorized to execute, subject to legal review, any necessary amendments.

### Western States Power Corporation Funding Authorization

Action: Following a presentation by Rick Hillis, Vice President Transmission Systems Support, and discussion, and upon motion and second, the Board unanimously approved a resolution as follows:

RESOLVED, that participation in non-federal funding of U.S. Government projects through Western States Power Corporation for the U.S.

Bureau of Reclamation-Missouri Basin Region and Western Area Power Administration-Rocky Mountain Region, of which Tri-State's share is estimated to be \$22,871,417.30 for the U.S. Government 2024 fiscal year beginning October 1, 2023 and will be reimbursed prior to the end of the 2024 U.S. Government fiscal year, is approved, and that the Chief Executive Officer or Chief Operating Officer is hereby authorized to execute, subject to legal review, any related agreements and documents.

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 9:21 a.m. and adjourned at 12:30 p.m. Open Session resumed at 12:31 p.m.

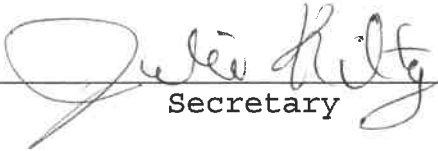
OPEN SESSION

Mr. Rabon reported that during Executive Session the Board approved the 2024 Capital Budget and the Oracle System Implementation Contract Amendment Authorization.

ADJOURNMENT

Action: It being 12:34 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 October 4, 2023.

  
Secretary

APPROVED:

  
Chairman and President