

**RESOLUTION**

**2013-10**

**RESOLUTION OF THE BOARD OF DIRECTORS  
LA PLATA ELECTRIC ASSOCIATION, INC. (“LPEA”)**

WHEREAS, LPEA is a member-owner of Tri-State Generation and Transmission Association, Inc. (“Tri-State”); and

WHEREAS, Joe Wheeling is a member of LPEA’s board of directors; and

WHEREAS, Tri-State is governed by a forty-four member board of directors, with one director elected by each Tri-State member system; and

WHEREAS, LPEA’s board of directors has elected Mr. Wheeling to serve on Tri-State’s board of directors; and

WHEREAS, under Tri-State’s bylaws, a nine member Executive Committee of the board of directors (the “Executive Committee”) has power to act for and in the place of the board when action is necessary before a meeting of the full board can be called; and

WHEREAS, Tri-State’s board from time to time also authorizes the Executive Committee to act in its stead in connection with certain matters, including the direction of Tri-State’s management and legal counsel in connection with pending legal matters; and

WHEREAS, Tri-State’s board has authorized the Executive Committee to act as Tri-State’s litigation and legal advisory committee in connection with a number of legal issues including issues relating to the Complaint filed by LPEA and others at the Colorado Public Utilities Commission (“COPUC”) seeking COPUC regulation of the wholesale electric rates Tri-State charges to LPEA and Tri-State’s other Colorado members; and

WHEREAS, on April 4, 2013, Tri-State’s board of directors elected Mr. Wheeling to serve as a member of the Executive Committee; and

WHEREAS, as a member of their boards of directors, Mr. Wheeling owes fiduciary duties to both LPEA and Tri-State; and

WHEREAS, as a member of the Executive Committee, Mr. Wheeling will in the ordinary course of business receive information about the COPUC Matters that is highly confidential to Tri-State and the disclosure of which would be adverse to Tri-State’s interests; and

WHEREAS, some of the confidential information about the COPUC Matters that Mr. Wheeling will receive as a member of the Executive Committee could be material to LPEA's business; and

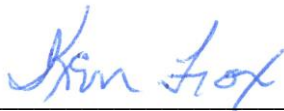
WHEREAS, Mr. Wheeling does not intend to breach his fiduciary duties to Tri-State or LPEA, either by disclosing Tri-State's confidential information about the COPUC Matters to LPEA, or by failing to disclose information about the COPUC Matters that is material to LPEA's business; and

WHEREAS, to avoid breaching his fiduciary duties to LPEA and Tri-State, Mr. Wheeling will not participate in any Executive Committee meeting at which information about the COPUC Matters could come to his attention that bears upon or is material to the interests of LPEA, unless LPEA acknowledges that Mr. Wheeling need not disclose such information to LPEA.

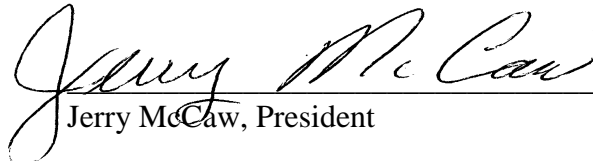
THEREFORE, in light of the foregoing, the board of directors of LPEA hereby resolves as follows:

1. On behalf of LPEA, the board acknowledges that as a member of the Executive Committee, Mr. Wheeling is likely to receive confidential information about the COPUC Matters, the disclosure of which would or could prejudice the interests of Tri-State.
2. On behalf of LPEA, the board acknowledges that some of the confidential information about the COPUC Matters that Mr. Wheeling receives as a member of the Executive Committee could be material to the interests of LPEA.
3. The interests of LPEA and its members will be best served if Mr. Wheeling participates fully and completely as a member of the Executive Committee.
4. On behalf of LPEA, the board acknowledges that Mr. Wheeling will not breach any fiduciary duty he owes to LPEA by not disclosing to LPEA information about the COPUC Matters that comes to his attention as a member of the Executive Committee.
5. On behalf of LPEA, the board waives any claim it might otherwise have against Mr. Wheeling or against Tri-State as a result of Mr. Wheeling not disclosing to LPEA information that comes to his attention as a member of the Executive Committee, limited to COPUC matters.

Dated this 17<sup>th</sup> day of April, 2013



Hollis "Ken" Fox, Secretary

  
Jerry McCaw, President

(Corporate Seal)