

RESOLUTION

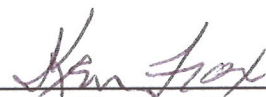
2013- 17

WHEREAS, proposed changes to the Bylaws of Tri-State Generation and Transmission Association, Inc. ["Tri-State"] have been circulated for review by each of the members of Tri-State [a copy of the proposed changes is appended to this Resolution]; and

WHEREAS, the La Plata Electric Association's Board believes that the Bylaws of Tri-State should be changed to reflect the goals set forth in the text of the proposed changes, and that the proposed changes to the Bylaws will accomplish those goals;

NOW THEREFORE IT IS RESOLVED, that La Plata Electric Association, Inc., as a member of Tri-State Generation and Transmission Association, Inc. supports the immediate passage of the proposed changes to the Bylaws by the Board of Directors of Tri-State; and

FURTHER RESOLVED, that under the provisions of Article XII of the Bylaws of Tri-State that this Resolution of cooperative members be considered by Tri-State as a written resolution [to be filed with the Secretary of Tri-State] that proposes an alteration, amendment or repeal of the Tri-State Bylaws, so that upon the filing of this Resolution that the proposed alteration, amendment or repeal shall be placed upon the agenda of the next regular meeting of the Board of Directors of Tri-State for consideration and determination by the Board of Directors of Tri-State in the manner described in Article XII of the Bylaws of Tri-State.



Ken Fox, Secretary

Dated at Durango, Colorado this 18th day of September, 2013.

(Corporate Seal)