

EMPIRE ELECTRIC ASSOCIATION, INC.
MINUTES OF THE REGULAR MEETING
OF THE BOARD OF DIRECTORS
December 12, 2025

Regular meeting of the Board of Directors of Empire Electric Association, Inc. was held Friday, December 12, 2025, with the following directors present: David Sitton, Kent Lindsay, Bob Barry, Larry Archibeque, Corey Robinson, Bill Mollenkopf, and Doug Sparks. Others present: General Manager Josh Dellinger, Executive Secretary / HR Representative Shawna McLaughlin, Member Engagement Manager Andy Carter, and System Engineer Dalton Randolph. Appearing by web conference: Attorney Shay Denning, Business Services Manager Chris Snyder, and Financial Manager Ginny Johnson. Absent was Operations and Engineering Manager Ken Tarr.

Others present by web conference:

President Sitton called the meeting to order at 8:30 a.m.

Approve Consent Agenda:

Action Item: Mollenkopf moved to approve the consent agenda as presented, seconded by Robinson. Motion carried.

Membership Input: None

Monthly Safety Report: Dellinger stated that the safety report is in the board packet. We had no personal injuries or property damages in November. He mentioned that we updated our emergency action plan to reflect us combining campuses. We also are working on getting some all employee safety trainings scheduled and an employee safety survey completed.

Correspondence:

1. Federated Member Update – November 2025
2. Federated Report from the Board – November 2025

Policy Review/Action:

Action Item: Policy 17: Donations and Sponsorships (08-09-2024): Dellinger stated that our address needed to be changed in this policy. Lindsay moved to approve Policy 17 with the address change, seconded by Sparks. Motion carried.

Action Item: Policy 51: Information Disclosure (10-10-2025): Dellinger stated that our address needed to be changed in this policy. Lindsay moved to approve Policy 51 with the address change, seconded by Sparks. Motion carried.

Action Item: Policy 56: Interconnection of Distributed Energy Resources (12-08-2023): Dellinger explained that a few minor edits were made to the way we referenced the state law. The board recommended spelling out the Colorado Revised Statutes (C.R.S.) and then using C.R.S through the remainder of the policy. Robinson moved to approve Policy 56 as amended, seconded by Archibeque. Motion carried.

Policy 1: Code of Ethics (12-08-2023): Dellinger stated that staff and legal reviewed this policy and no edits were suggested.

December 12, 2025

Page | 1

General Manager Report:

Consider the 2026 Board District Compositions: Dellinger stated that Article III, Section 3 of the Bylaws requires the Board to review the compositions of Board districts for equality at least 120 days prior to a board election. The Board typically reviews district composition in December. The average number of members per district is 1,931. The district with the most members is 2.23% above the average while the district with the least members is 2.02% below the average. It seems our members are reasonably spread out among the districts and staff do not recommend any changes. The board concurred.

Action Item: Consider the 2026 Consumer Deposit Interest Rate: Dellinger explained that our annual survey of local bank interest rates is included in the board packet. The average interest rate among the banks surveyed was 0.185%, which is the same as the 2025 rate. Staff recommend using 0.185% as our 2026 consumer deposit interest rate. Robinson moved to approve the 2026 Consumer Deposit Interest Rate of 0.185%, seconded by Sparks. Motion carried.

Action Item: Consider the 2026 Rebate Program: Dellinger mentioned that Tri-State has proposed its 2026 rebate program. Tri-State's program, as well as our recommendations for EEA's 2026 rebate program, are in the packet for board review. Staff recommends following Tri-State's program. Carter explained the changes based on this recommendation. Mollenkopf moved to approve the 2026 Rebate Program as presented, seconded by Lindsay. Motion carried.

Action Item: Consider the Information Disclosure Request from Mancos Conservation District: Dellinger stated that the Mancos Conservation District has contacted us about obtaining GIS data for their Wildfire Ready Action Plan (WRAP) project. The goal of this project is to find areas and infrastructure that are most vulnerable to flooding, debris flow, and other post-fire hazards in the event of a severe wildfire in order to design and prioritize funding. They are looking for GIS data related to major electrical infrastructure within the Mancos watershed. Discussion was had about what information is already out there with the county, and that this information needs to be in one location where it can be obtained by different organizations. Mollenkopf moved to deny the Mancos Conservation District request, seconded by Archibeque. Motion carried. Robinson voted against the motion. Board is declining this request due to the information already being public through Montezuma County. A discussion was had about amending our board policy to allow scrubbed GIS data to be released without having to obtain board approval. Dellinger will look at this policy and bring back recommendations to next month's meeting. Lindsay will also invite Jim Spratlin with the county to the next board meeting to talk about what information they have and if it can be obtained by other entities.

Financials: Johnson reported on October's financials. She stated that the October financials are very good and our margin has significantly recovered. She spoke about the budget variances and what is causing them.

Miscellaneous: Dellinger stated that the Engineering department is finishing up a power factor sheet to give out to our large power members. This will help us do a better job of explaining the various billing components of the large power tariff and will hopefully spur conversation and questions from the members that we can get answered at the front end of projects, which should lead to improved customer service.

Dellinger mentioned that Greenbacker no longer owns the solar projects. They are now owned by Altus Power. Dellinger had a meeting with Kaeden Kulow the manager of the City of Monticello regarding the franchise agreement. They have some items they would like to change and will be sending a redline copy for us to consider.

A letter agreement was signed with the Ute Mountain Ute Tribe to allow them to take down their old Cable TV attachments and replace them with fiber. The UMUT has received grant funding for building out fiber on the

reservation. Since fiber is lighter than Cable TV, and since they will be using the same attachment points, they shouldn't have to do any pole replacements to accommodate the new fiber. This will streamline their installation process. They are very appreciative of our thinking outside the box and willingness to work with them to help expedite this project.

Kinder Morgan has expressed interest in Tri-State's Commercial and Industrial demand response program. We are in the process of reviewing that program and the agreements necessary to implement the program.

With our change of address, we need to update our Articles of Incorporation which will require a vote from the members. If we have a contested election this year, then we will present the article changes on the ballot at that time. If not we will wait until next year to put it on the ballot. Also, Denning found some inconsistencies in Articles 55 and 56 of C.R.S. Title 7 regarding how minor changes to governing documents can be made. There may be a legislative fix that could allow us to make minor corrections without a vote of the membership. She will reach out to CREA to see if they have interest in exploring what should be a non-controversial bill that could also give CREA a chance to tell our story to legislators.

Dellinger stated that the union asked to change our Christmas Holiday Schedule for 2025 and we accommodated the request. Instead of closing the office December 24 and 25 (Wednesday and Thursday), we will close December 25 and 26 (Thursday and Friday). We will be open a half day on December 24, which is our normal Friday schedule..

Director Larry Archibeque has earned his Director Gold Certificate from NRECA.

Robinson asked Dellinger about the Valley Range Solar Project as a BYOR and Dellinger reported on the status of this potential project.

Director Roundtable: Archibeque mentioned that he would like to discuss the Scholarship Policy in next month's meeting. He spoke about the purpose of this review.

Mollenkopf stated that he is enjoying the new building. Robinson also congratulated EEA staff on the building and getting it built on time and under budget.

Attorney: Attorney Shay Denning stated that her written report is in the board packet. She stated that she will be in person at next month's meeting.

Tri-State: Robinson reported on the Tri-State meeting. He gave an updated on the 202c order which is the emergency order to keep power plants from closing. They expect to get that order for the Craig station soon. The Colorado PUC gave unanimous approval for Tri-State to join the Southwest Power Pool. This will happen on April 1, 2026. They had a great education session regarding the SPP from the transmission and generation staff. A new board policy 307 relating to anti – trust was put into place. There have been a handful of Nebraska members that have announced their intent to depart from Tri-State in 2027.

CREA: Archibeque reported on the CREA meeting. He stated that Colorado is still trying to move forward with wildfire legislation. They are trying to build a bipartisan coalition for this effort. Archibeque also noted that we are expecting another clean energy bill in 2026. He also discussed how CREA is expecting Xcel to ask for an exemption from the state's RTO requirements. Archibeque also discussed a possible ROBIN alerts bill and how this would affect the cooperative. CREA is beginning to use a new board meeting software called Call to Order. The CREA Annual meeting is February 7 to February 10, 2026. Curt Graham, the new Director of Safety and Loss Control is planning on meeting with all cooperatives in 2026.

Western United: Barry reported that there was no meeting in November. The December meeting will be held next week. They are looking to expand into Kansas, Nebraska, and Idaho. They are also considering developing a subsidiary company so that they can do business with entities that have SBA loans.

Utah Rural Electric Cooperatives Association: Barry did not attend the URECA meeting. Dellinger stated that he attended the meeting and there was an update on the Pheasant Hunt fundraiser and they passed the budget.

Committees: The Bylaw Committee met and discussed the Election Campaign Contribution Policy. They elected to recommend not making any changes to the Bylaws regarding the campaign contributions. Dellinger stated that there may be a couple small changes that need to be cleaned up if we have a contested election and decide to pose Articles changes to the members.

Per request from the Donation Committee, McLaughlin put a list of the ongoing donation recipients that have turned in all the requested information. Below is a list of this month's letters.


- UMR
- Board of Realtors – Dean Hanson Golf Tournament
- Wildfire Adapted Partnership
- Dolores County CSU Extension Office – Dolores County Livestock Program
- Egnar – Slickrock Fire Protection District
- Dolores County Fair Board
- Galloping Goose
- VFW – Stand Down for Veterans
- Community Connections
- Mancos High School
- Southwest Open High School
- Imagination Library
- Dove Creek Volunteer Fire District
- The Bridge
- Monticello Fire Department
- The Salvation Army
- ROCK – Reaching Out to the Community and Kids
- Stuff the Bus
- Dolores Fire Protection District
- Crow Canyon
- STUD
- Mancos Public Library

Executive Session: Robinson moved to go into executive session to discuss Tri-State, receive legal advice, CREA, and a personnel matter, seconded by Archibeque. Motion carried. Went into executive session at 10:58 a.m. Came out of executive session at 12:05 p.m.

Adjournment: Meeting adjourned at 12:05 p.m.



Bob Barry, Secretary / Treasurer



David Sitton, President

December 12, 2025

Page | 4