

**BEFORE THE PUBLIC UTILITIES COMMISSION
OF THE STATE OF COLORADO**

**IN THE MATTER OF THE APPLICATION OF)
TRI-STATE GENERATION AND TRANSMISSION)
ASSOCIATION, INC. FOR A CERTIFICATE OF)
PUBLIC CONVENIENCE AND NECESSITY FOR)
THE SAN LUIS VALLEY-CALUMET-COMANCHE)
TRANSMISSION PROJECT)**

DOCKET NO. _____

APPLICATION

Tri-State Generation and Transmission Association, Inc. ("Tri-State"), by and through its attorneys, and in accordance with the Colorado Public Utilities Law (Colorado Revised Statute § 40-5-101, et. seq.) and Rules 1303 and 3102 of the Commission's Rules of Practice and Procedure, respectfully requests that the Commission issue a Certificate of Public Convenience and Necessity ("CPCN") for the proposed San Luis Valley – Calumet – Comanche Transmission Project (the "Project").

I. Introduction

Prior to 2003, Tri-State in conjunction with its member cooperative San Luis Valley Rural Electric Cooperative agreed to pursue construction of a new transmission line due to increased electric loads in the San Luis Valley and to address concerns related to voltage collapse when the demand for energy in the San Luis Valley is high. As a result, Tri-State began development of the San Luis Valley Electric System Improvement Project ("SLVESIP"). The SLVESIP involved the construction of a single circuit 230 kV transmission line between substations located near the towns of Walsenburg and Mosca, Colorado. As originally

conceived, the SLVESIP was intended to improve system reliability and help prevent voltage collapse under peak loads in the San Luis Valley, and provide additional transmission capacity to facilitate renewable energy development in the area. The SLVESIP would also reinforce the transmission system for Tri-State's member San Isabel Electric Association ("SIEA") with the connection in the Walsenburg area. The SLVESIP was originally included in Tri-State's April 30, 2003 Rule 18 filing with the Commission, and most recently in Tri-State's April 30, 2008 Rule 3206 filing.

As a separate project, Tri-State also proposed the Boone-Comanche-Stem Beach-Walsenburg 230 kV Line Project. This project was intended to improve the reliability of the transmission system and Tri-State's ability to serve loads between Pueblo, Colorado and northeastern New Mexico. Those loads are currently served by Tri-State's members SIEA, Southwestern Electrical Cooperative, Springer Electric Cooperative, and Tri-State's Network Service Customer, Public Service Company of New Mexico. The proposed project involved the construction of a 230 kV transmission line from the Pueblo area to Walsenburg. As originally planned, the line would also eliminate an existing remedial action scheme that tripped the Walsenburg-Gladstone 230 kV line for an n-1 condition loss of the Comanche-Walsenburg 230 kV line. The line would also provide additional transmission capacity to facilitate renewable energy development in the area. The project was most recently included in Tri-State's April 30, 2008 Rule 3206 filing with the Commission as the Boone-Comanche-Stem Beach-Walsenburg 230 kV Line.

On October 9, 2008, Tri-State and Public Service Company of Colorado ("Public Service") entered into a Memorandum of Understanding for Joint

Participation in the Southern Colorado Transmission Addition Projects (the "MOU")(Exhibit A). The MOU identified certain transmission projects being undertaken or considered by Tri-State as well as possible alternatives thereto in which Tri-State and Public Service might jointly participate. The projects under consideration spanned from the San Luis Valley to Walsenburg and Pueblo County, from Pueblo County to Prowers County in southeastern Colorado, and from Prowers County into eastern Colorado and the Front Range. Through such joint participation Tri-State and Public Service sought to advance the development of a coordinated transmission network as identified through their participation in the Colorado Long Range Transmission Planning Group.

Tri-State's SLVESIP in conjunction with additional transmission from the Walsenburg area up to the Pueblo area was identified in the MOU as one of the possibilities for joint participation. With Public Service's participation, the SLVESIP and the proposed Boone-Comanche-Stem Beach-Walsenburg 230 kV Line Project would be combined and modified to support development of renewable energy resources in both the San Luis Valley and the Walsenburg region, thereby helping Public Service meet its SB07-100 obligations. At the same time, the new combined project would still accomplish Tri-State's original objectives of improving reliability and supporting projected load growth on the transmission system in the San Luis Valley, and improving reliability and supporting load growth in the area south of Pueblo and into northeast New Mexico.

II. Description of the Proposed Project

Tri-State and Public Service have entered into a Term Sheet for Joint Participation in the Project (See Term Sheet attached as **Exhibit B**). The Term Sheet builds on the MOU and outlines the scope of the Project and the respective ownership and participation of Tri-State and Public Service. The Project is comprised of the following four components:

- San Luis Valley – Calumet transmission section: The first transmission component consists of approximately 95 miles of new double circuit 230 kV transmission line between the San Luis Valley Substation and the new Calumet Substation;
- Calumet – Comanche transmission section: The second transmission component consists of approximately 45 miles of new double circuit 345 kV transmission line between the Calumet Substation and the existing Comanche Substation near Pueblo, Colorado;
- Calumet Substation: A new substation will be located approximately six miles north of the Walsenburg Substation; and
- Calumet – Walsenburg transmission section: The final component consists of approximately six miles of new 230 kV transmission line that will be constructed between the Calumet Substation and the Walsenburg Substation. (See Project Map attached as **Exhibit C**).

As presently envisioned, Tri-State will have primary responsibility for development and construction of the San Luis Valley – Calumet and Calumet – Walsenburg segments of the Project, and Public Service will have primary responsibility for development and construction of the Calumet – Comanche

segment of the Project. The two utilities' respective responsibilities with regard to the Project and their respective ownership and capacity rights therein are discussed in greater detail in the Direct Testimony of Tri-State witness Joel Bladow which accompanies this Application. As explained in Mr. Bladow's testimony, it is possible that the companies' respective ownership and capacity shares and responsibilities for each Project segment may change as the Project is defined in greater detail. If so, these changes will be reflected in the companies' final participation agreement for the Project. Tri-State requests that the Commission's CPCN allow such changes as may be identified during the development of the Project.

While Tri-State and Public Service propose to develop, construct, own, and operate the Project jointly, Tri-State and Public Service are filing separate CPCN Applications for their respective participation in the Project. Consistent with the Term Sheet, Tri-State and Public Service are coordinating and cooperating in their respective CPCN Applications as illustrated by the common witness testimony submitted in support of each Application. In the event that the Commission deems it necessary to conduct one or more hearings in connection with the CPCN Applications, Tri-State and Public Service anticipate discussing with the Commission the merits of coordinated, joint hearings on the CPCN Applications.

III. Testimony and Exhibits Supporting this Application

Tri-State is submitting the testimony and exhibits of its own witnesses, and it is also endorsing the testimony of the Public Service witnesses in this case:

- a. Joel Bladow. Mr. Bladow is Tri-State's Senior Vice President for Transmission and is Tri-State's lead witness in the case. Mr. Bladow will describe

Tri-State and its operations, the purpose of and need for the Project, Tri-State's cooperation with Public Service in connection with the Project, Project timing, and Tri-State's estimated costs.

b. Gerry Stellern. Mr. Stellern is Public Service's Manager of Transmission Asset Management. Mr. Stellern will describe the joint efforts between Tri-State and Public Service as they relate to transmission system improvements in Southern Colorado and specifically to the Project. Mr. Stellern will also describe Public Service's SB07-100 process and its relationship to the Project. Finally, he will describe the Project schedule and estimated costs including the expected cost sharing between Tri-State and Public Service.

c. Stephen Mundorff. Mr. Mundorff is Tri-State's Senior Manager for Transmission Engineering. Mr. Mundorff will describe in more detail the technical aspects of the Project, including the general design of the San Luis Valley – Calumet 230 kV and the Calumet – Walsenburg 115/230 kV segments of the Project, the materials and techniques that Tri-State will use in construction, and the Project schedule and estimated costs.

d. Thomas Green. Mr. Green is an electrical engineer employed by Public Service who specializes in transmission planning. Mr. Green will describe in more detail the need for the Project, the study process and evaluation of system alternatives, and why the Project is the best alternative.

e. Robert Pearson. Mr. Pearson is a consultant retained by Tri-State to provide analysis concerning EMF and noise issues. He will address the prudent avoidance techniques that will be employed to minimize EMF levels associated with

the Project's San Luis Valley – Calumet and Calumet – Walsenburg transmission line segments and the techniques that will be used to mitigate audible noise from these segments.

f. Danny Pearson. Mr. Pearson is Public Service's Principal Transmission Design Engineer assigned to the Project. Mr. Pearson will address the technical aspects of the Project, including the general design of the Calumet – Comanche 345 kV transmission segment and the materials and techniques Public Service will use in its construction. He will also discuss the prudent avoidance techniques that will be employed to minimize EMF levels associated with the Calumet – Comanche 345 kV segment of the Project and the techniques that will be used to mitigate audible noise from this segment.

g. Mark Murray. Mr. Murray is Tri-State's Permitting and Land Rights Manager. Mr. Murray will describe the siting, permitting, and land rights status for the San Luis Valley – Calumet and Calumet – Walsenburg 230 kV segments of the Project.

h. Rick Thompson. Mr. Thompson is Public Service's Supervisor, Siting and Land Rights. He will describe the siting, permitting, and land rights status of the Calumet – Comanche 345 kV segment of the Project.

i. Andrew Leoni. Mr. Leoni is Tri-State's Senior Manager, Power System Planning. Mr. Leoni will discuss the purpose and need for the Project. He will also describe the components of the Project and how the Project addresses two of Tri-State's previously planned reliability and load serving projects. Mr. Leoni will also

describe the system studies that have been performed and the evaluation of system alternatives.

j. Joseph Taylor. Mr. Taylor is Public Service's Manager for Transmission Access. He will explain how the Project will help the Public Service meet its renewable energy resource requirements as well as the process used by the Public Service to determine that the Project will accommodate a significant amount of new generation resources from Energy Resource Zones 4 and 5.

III. Information Required by Rule 3002(b)

a. Name and Address of Applicant. The Applicant is Tri-State Generation and Transmission Association, Inc. Tri-State's principal office is located at 1100 W. 116th Avenue, Westminster, Colorado, 80234-2814. Tri-State's mailing address is: Tri-State Generation and Transmission Association, Inc., P.O. Box 33695, Denver, CO 80233-0695.

b. Name Under Which Applicant Will Provide Service in Colorado. Tri-State conducts operations under its corporate name. Tri-State is a corporation incorporated under the laws of the State of Colorado.

c. Representatives to Whom Inquiries Concerning the Application Should Be Made. Copies of all notices, other correspondence, and all inquiries concerning this Application should be sent to:

Thomas J. Dougherty
Rothgerber Johnson & Lyons LLP
1200 17th Street, Suite 3000
Denver, Colorado 80202
(303) 623-9000
(303) 623-9222 (fax)
tdougherty@rothgerber.com

and

Kent L. Singer
1801 Broadway, Suite 1100
Denver, Colorado 80202
303-292-0110
303-292-0522 (fax)
kentsinger@aol.com

d. Agreement to Comply with 4 CCR 723-3002 (b)(IV)-(VI). Tri-State has read, and agrees to abide by, the provisions of subparagraphs (b)(IV) through (b)(VI) of Rule 3002 of the Electric Rules.

e. Description of Existing Operations and General Colorado Service Area. Tri-State is engaged in the generation, transmission, and sale of electric energy and capacity to its members within the states of Colorado, New Mexico, Wyoming, and Nebraska. Tri-State owns interests in electric generating facilities in the states of Colorado, Wyoming, New Mexico, and Arizona, and it owns transmission facilities in the states of Colorado, New Mexico, Wyoming, and Nebraska. As a provider of wholesale generation and transmission services, Tri-State does not have certificated service territory in Colorado.

f. Balance Sheet and Income Statement. A copy of Tri-State's 2008 Operating Report – Financial (which includes a balance sheet and cash flow and operations statements) is attached hereto and incorporated herein as **Exhibit D**.

g. Location of Hearing. If the application is set for hearing, Tri-State prefers that the hearing be held in Denver, Colorado; however, if no interventions are filed, Tri-State requests that this Application be processed by the Commission as expeditiously as possible.

h. Acknowledgment. Tri-State has read and agrees to abide by the provisions of subparagraphs (b)(XI)(A) through (C) of Rule 3002 of the Electric Rules.

i. Statement Under Oath. This application is verified by Tri-State's Corporate Counsel, as evidenced by the Certification attached hereto as **Exhibit E**.

IV. Information Required by Rule 3002(c)

a. A copy of Tri-State's Articles of Incorporation, with all amendments to date, is attached hereto and incorporated herein as **Exhibit F**.

b. The names of Tri-State's directors, officers, and Colorado agent for service are set forth on the list attached hereto and incorporated herein as **Exhibit G**.

c. The names and addresses of Tri-State's members are shown on the list attached hereto and incorporated herein as **Exhibit H**. The service territories of Tri-State's members are shown on the map attached hereto and incorporated herein as **Exhibit I**.

V. Information Required by Rule 3102

a. Facts Relied Upon to Show the Public Convenience and Necessity Require Granting this Application. As discussed in greater detail in Tri-State's and Public Service's direct testimony and exhibits filed in support of this Application, the purpose of the Project is to improve system reliability and increase the capacity of the existing electric transmission system in the San Luis Valley and Walsenburg areas. In addition, the Project will provide transmission capacity for renewable energy development and will provide improved transmission support to the

surrounding region. Tri-State's members San Luis Valley Rural Electric Cooperative and San Isabel Electric Association provide retail service to end-use consumers in the Project area.

b. Description of the Proposed Facilities to Be Constructed. The Project involves the construction of: certain upgrades to Tri-State's existing San Luis Valley Substation; a double circuit 230 kV transmission line from the San Luis Valley Substation to a new Calumet substation located north of Walsenburg, Colorado; a new 230/345 kV Calumet Substation; a double circuit 345 kV transmission line from the Calumet Substation to the Comanche Substation; certain additions to Public Service's existing Comanche Substation; a single circuit 230 kV transmission line from the new Calumet Substation to Tri-State's existing Walsenburg Substation; and certain additions to the Walsenburg Substation. Tri-State and Public Service will share ownership of and capacity in the transmission and substation improvements to be constructed. More details regarding the Project are set forth in Tri-State's and Public Service's direct testimony and exhibits that are filed contemporaneously with this Application.

c. Project Cost. Tri-State's share of the total Project cost is approximately \$75,000,000. This cost is an estimate and may be revised as the Project is developed.

d. Construction Schedule. Tri-State anticipates an in-service date for the Project of May 31, 2013.

e. Project Map and Electric One-Line Diagrams. Maps showing the location of the Project, population centers, major highways, and county and state

boundaries as well as electric one-line diagrams are attached as **Exhibit C** and to the Direct Testimony of Stephen Mundorff.

f. Alternatives Studied. The system alternatives that have been studied and information related thereto is discussed in the Direct Testimony of Tri-State witness Andrew Leoni and Public Service witness Thomas Green.

g. Prudent Avoidance of EMF and Mitigation of Audible Noise. Tri-State witness Robert Pearson and Public Service witness Danny Pearson will address the prudent avoidance and mitigation measures proposed to be employed with respect to EMF and audible noise associated with the Project's three transmission line segments.

VI. Conclusion

Tri-State submits that the testimony and exhibits submitted with this Application satisfy the requirements of the applicable statutes and the Commission's rules, and support issuance of a CPCN for Tri-State's participation in the Project.

WHEREFORE, Tri-State respectfully requests that:

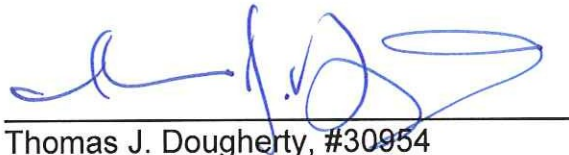
- (a) the Commission grant it a CPCN for its participation in the Project;
- (b) if no interventions are filed in connection with this Application, that this Application be processed by the Commission as expeditiously as possible;
- (c) in the event that the Commission deems it necessary to conduct one or more hearings in connection with this Application, that such hearing(s) be coordinated and held jointly with any such hearings held in connection with Public Service's CPCN Application for its participation in the Project;

(d) given that this is a joint project with Public Service and Public Service is filing its CPCN Application in support of its SB07-100 obligations, although Tri-State is not subject to SB07-100, Tri-State requests that, to the extent possible, the Commission consider Tri-State's CPCN Application on the same 180 day schedule applicable to Public Service's Application; and

(e) the Commission make specific findings that the projected noise levels for all segments of the Project are reasonable and make specific findings establishing a reasonableness level of 150 mG for EMF exposure for all segments of the Project.

Submitted this 14TH day of May, 2009.

By:



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**Attorneys for Applicant Tri-State Generation and
Transmission Association, Inc.**

EXHIBIT A

EXHIBIT A

(Tri-State Contract No. TS-08-0069)
MEMORANDUM OF UNDERSTANDING
FOR JOINT PARTICIPATION
IN THE
SOUTHERN COLORADO TRANSMISSION ADDITION PROJECTS

This *Memorandum Of Understanding for Joint Participation in the Southern Colorado Transmission Addition Projects* (Tri-State Contract No. TS-08-0069) ("MOU"), dated the 9th day of October, 2008, is entered into by and between TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC. ("Tri-State"), a Colorado cooperative corporation, and PUBLIC SERVICE COMPANY OF COLORADO ("PSCo"), a Colorado corporation acting in its regulated transmission function and a wholly owned subsidiary of Xcel Energy Inc. Tri-State and PSCo are collectively the "Parties" and each individually a "Party".

Tri-State has undertaken the San Luis Valley Electric System Improvement Project to construct a single circuit 230 kV transmission line to connect the Walsenburg Substation to the San Luis Valley Substation ("Tri-State's Original Project"). Tri-State has completed, submitted to the Rural Utilities Service ("RUS"), and provided PSCo a copy of, an Alternative Evaluation and Macro Corridor Study for Tri-State's Original Project, which is a set of preliminary planning documents required by the RUS. Tri-State has also proposed to construct, with others, as a component of the Eastern Plains Transmission Project ("EPTP"), a 500 kV transmission line from the Boone Substation to the proposed Energy Center Substation ("Boone-Energy Center Project").

The Parties are conducting technical transmission studies to determine the feasibility of joint participation in the construction of new transmission facilities in southern Colorado as alternatives to Tri-State's Original Project and the Boone-Energy Center Project. These studies include additional transmission from the vicinity of the San Luis Valley Substation to the vicinity of the Walsenburg Substation and up to the vicinity of Comanche Switchyard and Boone Substation, additional transmission from the Comanche Switchyard to the Lamar Energy Center Substation, and additional transmission from the vicinity of the Lamar Energy Center to the Denver Load Center (the "SLV-Boone Double Circuit 230 kV Project", the "Comanche -Energy Center 500 kV Project" and the "Lamar Energy Center to the Denver Load Center" respectively, and collectively the "Projects").

PSCo is obligated under state statute CRS (SB-100 citation) to determine energy zones that have a potential for renewable resources. PSCo has identified 5 zones in the state of Colorado. Energy Zones 3, 4, and 5 cover the southern part of the state, the area in which the Projects are located. PSCo is obligated to develop transmission plans for these energy zones and bring those plans to the Colorado Public Utilities Commission ("CPUC") to determine if the projects should be built. Both Parties have transmission assets and resources, load serving responsibilities, shared transmission assets, and mutually seek to support projected load growth, voltage and load on the transmission system in the San Luis Valley.

This MOU represents a mutual commitment and sets forth a process for jointly participating in technical studies to determine the feasibility of transmission projects in Southern Colorado, which may lead to the ultimate configuration of the Projects and subsequent negotiations of a joint project participation agreement between the Parties. As studies are completed and the Parties agree on details, the Parties may, in their individual sole discretion, enter into one or more definitive joint project participation agreements, but until then, no binding agreement will exist between them relating to the construction of any of the projects addressed herein. The parties are free to elect not to consummate an agreement. Nothing in this MOU shall prevent a Party from negotiating with or entering into arrangements relating to the projects with any other person or entity without prior notice to the other Party.

Now therefore, by execution of this MOU, the following provisions will constitute the agreement of the Parties.

1. PARTICIPATION:

- 1.1 Tri-State's Original Project and the Boone-Energy Center Project have progressed beyond various preliminary stages of development. PSCo agrees that nothing in this MOU, nor PSCo activities related to the Projects, shall in any way infringe upon Tri-State's right at any time to proceed with development of Tri-State's Original Project. Unless otherwise directed by the PUC, PSCo's participation in the SLV-Boone Double Circuit 230 kV Project will be given first priority by the Parties over the Comanche-Energy Center 500 kV Project, and the Lamar Energy Center to the Denver Load Center Project with respect to completion of schedules for design, construction, and energization of SLV-Boone Double Circuit 230 kV Project and negotiation of a joint project participation agreement pertaining thereto.
- 1.2 The Parties anticipate that the CPUC will require Certificate(s) of Public Convenience and Necessity ("CPCN") for the Projects. Therefore, the Parties shall reasonably cooperate in the preparation and submittal to the CPUC of the information necessary for issuance of the required CPCN(s), to the extent they pursue joint projects. The cost for such shall be accumulated by each Party and their ultimate disposition shall be as agreed between the Parties in a joint project participation agreement. Absent such agreement, each Party shall bear its own costs relating to any of the projects.
- 1.3 Because Tri-State's Original Project has been underway by Tri-State and has progressed beyond various preliminary stages of development, including corridor studies, route identification, public presentations, and local government engagement, Tri-State shall continue to be the lead organization, with PSCo assistance and cooperation as reasonably directed by Tri-State, for communications, public and government relations activities, and for all siting and permitting activities associated with any projects that may be developed hereunder that benefit, as mutually agreed, from such preliminary activities. Tri-State and PSCo further agree to coordinate the activities listed in this section for

the Comanche to Lamar Energy Center and from the Lamar Energy Center to the Denver Load Center

- 1.4 The Parties may at some future date enter into a joint project participation agreement for the construction of a project that benefits from Tri-State's costs incurred prior to the date of execution of such an agreement for system planning, report preparation, public relations, engineering, permitting, right-of-way acquisition, and environmental studies associated with Tri-State's Original Project, then in such case such costs shall be shared by the Parties as mutually agreed therein. Likewise, in the case of costs incurred by PSCo in projects with respect to which it has incurred costs prior to the date of an agreement, and which such costs shall be shared by the Parties as mutually agreed therein.
- 1.5 Upon determination by the Parties that they will undertake to jointly construct one or more of the Projects, the Parties agree to promptly, diligently, and reasonably undertake the development, including the negotiation, drafting, and execution of the appropriate joint project participation agreement, without being obligated to enter there into.
- 1.6 Notwithstanding the joint planning processes agreed to herein, neither Party shall have a binding obligation to participate in any of the Projects or to execute any project participation agreements relating to the Projects.
- 1.7 Any new facilities constructed or installed at the Boone and San Luis Valley Substations will become part of and subject to the Utilities Services Agreement ("USA"), Contract No. TS-91-0012 (PSCO No. 115996). Under the USA, Tri-State shall be the Operations Agent, SCADA Agent, and Maintenance Agent for any facilities constructed or installed at the Boone and San Luis Valley Substations. These terminal facilities are in the PSCo Balancing Authority.
- 1.8 In connection with the joint consideration and review of the Projects provided for herein, each Party will share such technical studies and other information regarding a Project that it would reasonably expect the other Party would need in order to make an appropriate and informed evaluation of such Project. The Party receiving such studies and information will hold such studies and information in confidence if requested to do so by the Party providing the studies and information, and if such studies and information are marked confidential.

2. RELATIONSHIP BETWEEN PARTIES:

- 2.1 Nothing herein shall be construed to create an association, a legal partnership, joint venture or trust, or impose a trust or any of the duties, obligations, or liabilities associated with an association, partnership, joint venture, or trust on or with regard to any of the Parties, or to create a relationship of principal and agent between the Parties. No Party shall be under the control of or shall be deemed to control any other Party or the Parties as a group.

2.2 Each Party shall promptly appoint, maintain, and give written notice to the other of the designated representative that acts on behalf of that Party in each of the following responsibility areas, as a minimum:

- project scope and system planning
- project management, including cost, schedule, resource, budget, and other business matters
- contract matters
- permitting and land rights
- public and government relations, regulatory, and communications
- such other material, necessary, and relevant matters that may arise

A Party shall also designate at least one alternate to act as a designated representative in the absence of the regular designated representative or to act on specified occasions with respect to specified matters.

3. **GOVERNING LAW:** This MOU shall be governed by and construed in accordance with Colorado law; provided that, to the extent any term or condition contained in this MOU is declared to be invalid or unenforceable according to Colorado law, such portion of such term or condition be so modified or severed to the extent necessary to be valid and enforceable, and shall not affect the remaining portions of such term or condition and other provisions of this MOU, which otherwise shall remain in full force and effect.

4. **TERMINATION:** This MOU may be terminated at any time upon ten (10) days advance written notice of any Party to the other.

5. **PUBLICITY:**

5.1 The Parties shall jointly agree on all affected stakeholder involvement; provided, however, the extent of involvement by affected Tri-State member cooperatives shall not require PSCo approval or agreement, nor shall Tri-State be required to perform or agree in a manner that adversely affects said member cooperatives.

5.2 The Parties shall jointly agree on any media strategy and public announcements relating to the Parties' potential participation in the Projects. All media releases and public announcements by either Party relating to this MOU, its subject matter, must be in written form agreed to by both Parties prior to the release or announcement.

5.3 Each Party, prior to making an announcement or report relating to the Projects, will notify each applicable designated representative of such pending action and will provide such material to each designated representative as soon as practical.

6. **SUCCESSORS AND ASSIGNS:** This MOU shall be binding upon and inure to the benefit of the Parties and their respective permitted successors, assigns, and legal representatives. Each Party shall have the right at any time to mortgage, create, or provide for a security interest in, or convey in trust all or part of its interest in this MOU under deeds of trust, mortgages, indentures, or security agreements, as security for its present or future bonds or obligations or security, without the consent of the other Party. Either Party, without the consent of the other Party, may assign its rights and obligations under this MOU to any person or entity: (i) into which a Party is merged or consolidated, (ii) to which a Party sells, transfers or assigns all or substantially all of its transmission assets, (iii) that is a wholly owned subsidiary of a Party, so long as the survivor in any such merger or consolidation, or the purchaser, transferee, or assignee of such assets, provides to the non-assigning Party a valid and binding written agreement expressly assuming and agreeing to be bound by all obligations of the assigning Party under this MOU. Except as provided herein, no Party shall assign its interest in this MOU in whole or in part without the prior written consent of the other Parties, which consent will not be unreasonably withheld.

7. **EXECUTION BY COUNTERPARTS:** This MOU may be executed in one or more counterparts, each of which shall be deemed an original, and all of which together shall constitute one and the same instrument.

TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.

By: Ken Reif
Name: KEN REIF
Title: Acting E.V.P. & G.M.

PUBLIC SERVICE COMPANY OF COLORADO

By: Greg Chamberlain
Name: GREG CHAMBERLAIN
Title: DIR. PORTFOLIO DELIVERY INTEGRATION

EXHIBIT B

EXHIBIT B DRAFT TERM SHEET (04-16-09)
SAN LUIS VALLEY-CALUMET-COMANCHE TRANSMISSION PROJECT
OWNERSHIP, OPERATIONS, MAINTENANCE, CAPACITY, DESIGN/ENGINEERING, CONSTRUCTION, SITING, LANDRIGHTS/ROW, PERMITTING, COST AND FINANCIAL RESPONSIBILITIES

	OWNERSHIP	OPERATION	MAINTENANCE AND REPLACEMENT	CAPACITY RIGHTS & CONTRACT PATH	DESIGN AND ENGINEERING	CONSTRUCTION	SITING/ENVIRONMENTAL PERMITTING	
							LAND RIGHTS AND ROW	LAND USE PERMITTING
SLV 230 kV Sub Upgrades	Responsibility	TS=40%, PSCo=60%	TS		TS	TS	TS Lead	TS Lead
	Costs	TS=40%, PSCo=60%		TS=40%, PSCo=60%			PSCo Support	PSCo Support
Calumet-SLV 230 kV double circuit line	Responsibility	TS=40%, PSCo=60%	TS		TS	TS	TS Lead	TS Lead
	Costs	TS=40%, PSCo=60%		TS=40%, PSCo=60%			PSCo Support	PSCo Support
Calumet Substation including two (2) 345/230 kV 560 MVA autotransformers	Responsibility	TS=40%, PSCo=60%	Joint PSCo 345 yard TSG&T 230 yard PSCo operate 345 and TSG&T operate 230 kV.		TS	TS	TS Lead	TS Lead
	Costs	TS=40%, PSCo=60%					PSCo Support	PSCo Support
Calumet-Comanche 345 kV double circuit line	Responsibility	TS=40%, PSCo=60%	PSCo		PSCo	PSCo	TS Lead	PSCo Lead
	Costs	TS=40%, PSCo=60%		TS=40%, PSCo=60%			PSCo Support	TS Support
Comanche 345 kV Project Additions	Responsibility	TS=40%, PSCo=60%	PSCo		PSCo	PSCo	PSCo Lead	PSCo Lead
	Costs	TS=40%, PSCo=60%		TS=40%, PSCo=60%			TS Support	TS Support
Calumet-Walsenburg 230 kV line	Responsibility	TS=80% PSCo=20 %	TS		TS	TS	TS Lead	TS Lead
	Costs	TS=80% PSCo=20 %		TS=80% PSCo 20 %			PSCo Support	PSCo Support
Walsenburg Substation Additions	Responsibility	TS=80% PSCo=20 %	TS		TS	TS	TS	TS
	Costs	TS=80% PSCo=20 %		TS=80% PSCo 20 %				

EXHIBIT B

EXHIBIT C

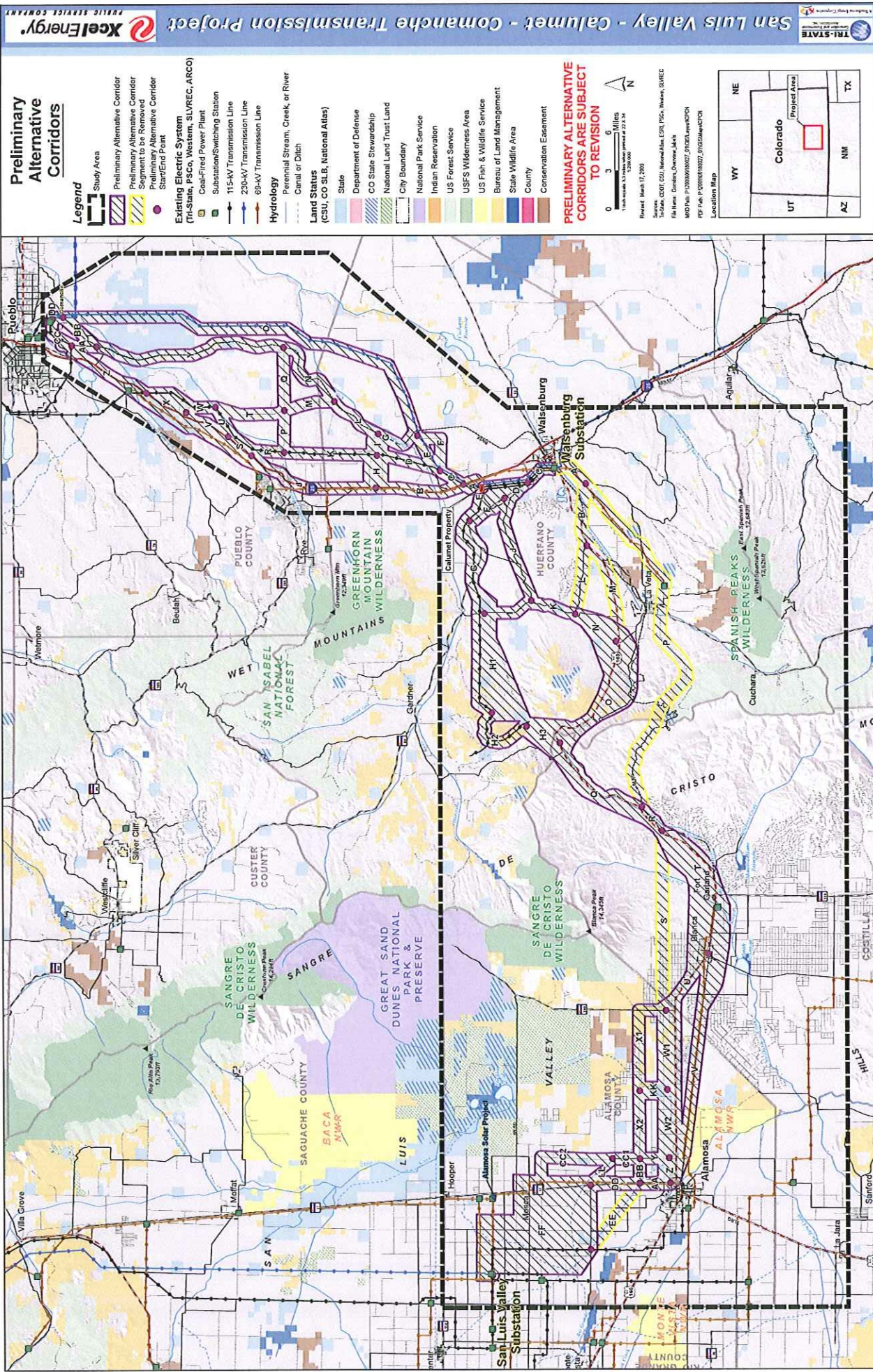


EXHIBIT C

EXHIBIT C



TRI-STATE
Generation and Transmission
Association, Inc.

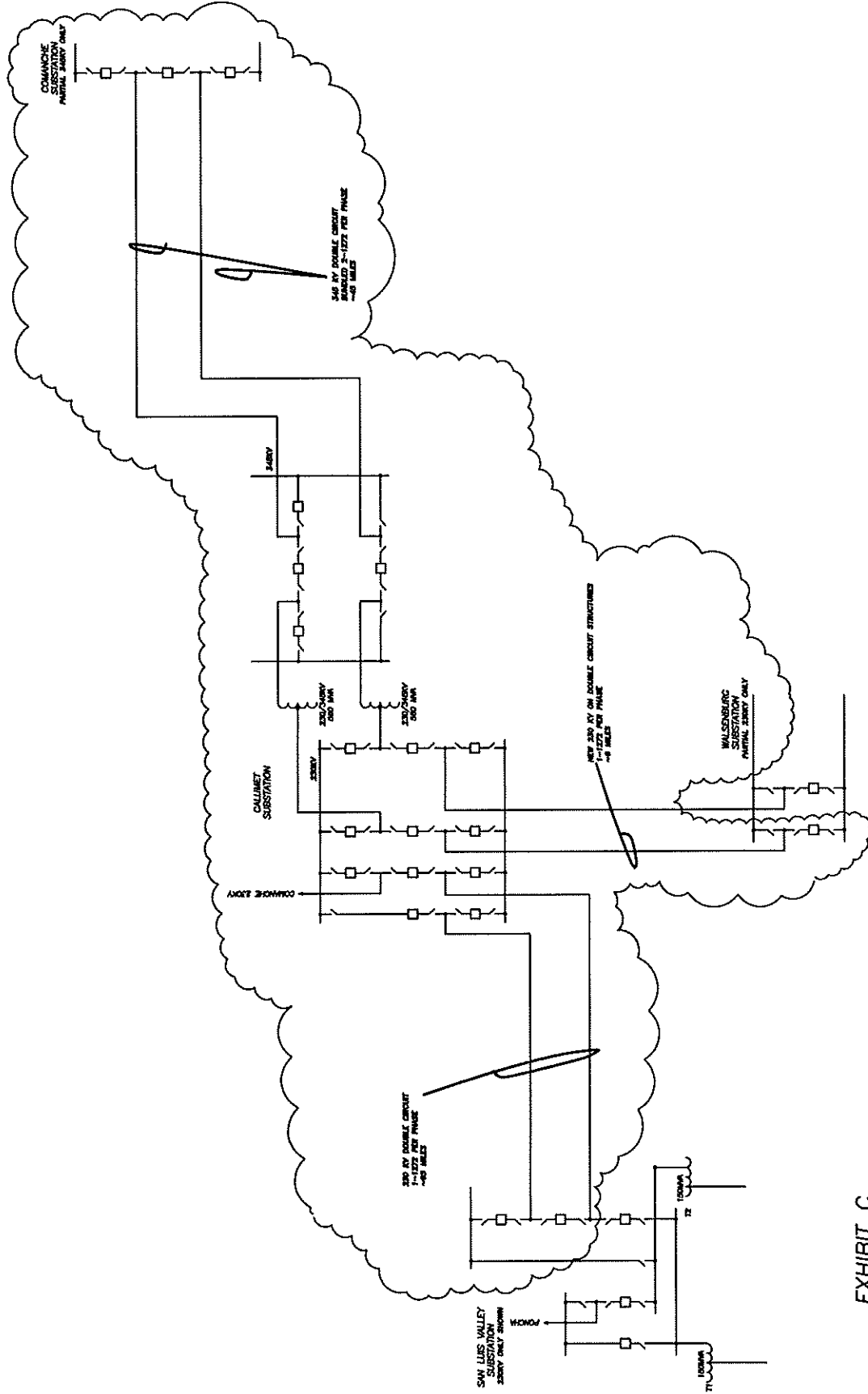


EXHIBIT C

PROJECT SLV-CALLUMET-COMANCHE TRANSMISSION PROJECT

REV. NO. DATE 03/02/09

REVISION

SCALE N.T.S.

DRAWN

APPROVED

EXHIBIT D



TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.

HEADQUARTERS: P.O. BOX 33695 DENVER, COLORADO 80233-0695 303-452-6111


RUS FORM 12 REPORTS

December 31, 2008

The information provided on Forms 12bSE (Sales of Electricity), Form 12b PP (Purchased Power), Forms 12d, 12f IC and 12f ICC (Operating Reports – Plants) includes data that may be used by industry competitors. As a result, Tri-State Generation & Transmission Association, Inc. requests that the detailed information on these forms be kept confidential.

EXHIBIT D

AN EQUAL OPPORTUNITY / AFFIRMATIVE ACTION EMPLOYER

A Touchstone Energy Cooperative 

CRAIG STATION
P.O. BOX 1307
CRAIG, CO 81626-1307
970-824-4411

ESCALANTE STATION
P.O. BOX 577
PREWITT, NM 87045
505-876-2271

NUCLA STATION
P.O. BOX 698
NUCLA, CO 81424-0698
970-864-7316

According to the Paperwork Reduction Act of 1995, an agency may not conduct or sponsor, and a person is not required to respond to, a collection of information unless it displays a valid OMB control number. The valid OMB control number for this information collection is 0572-0032. The time required to complete this information collection is estimated to average 25 hours per response, including the time for reviewing instructions, searching existing data sources, gathering and maintaining the data needed, and completing and reviewing the collection of information.

UNITED STATES DEPARTMENT OF AGRICULTURE
RURAL UTILITIES SERVICE

BORROWER DESIGNATION C00047

OPERATING REPORT - FINANCIAL

PERIOD ENDED
December, 2008 (Prepared with Audited Data)

INSTRUCTIONS - Submit an original and two copies to RUS or file electronically.
For detailed instructions, see RUS Bulletin 1717B-3.

BORROWER NAME

This data will be used by RUS to review your financial situation. Your response is required (7 U.S.C. 901 et. seq.) and may be confidential.

Tri-State Generation and Transmission Association, Inc.

CERTIFICATION

We recognize that statements contained herein concern a matter within the jurisdiction of an agency of the United States and the making of a false, fictitious or fraudulent statement may render the maker subject to prosecution under Title 18, United States Code Section 1001.

We hereby certify that the entries in this report are in accordance with the accounts and other records of the system and reflect the status of the system to the best of our knowledge and belief.

ALL INSURANCE REQUIRED BY PART 1788 OF 7 CFR CHAPTER XVII, RUS, WAS IN FORCE DURING THE REPORTING PERIOD AND RENEWALS HAVE BEEN OBTAINED FOR ALL POLICIES.

DURING THE PERIOD COVERED BY THIS REPORT PURSUANT TO PART 1718 OF 7 CFR CHAPTER XVII
(check one of the following)

☒ All of the obligations under the RUS loan documents have been fulfilled in all material respects.

☐ There has been a default in the fulfillment of the obligations under the RUS loan documents. Said default(s) is/are specifically described in Form 12a Section C of this report.

Kenneth Anderson

3/12/2009
DATE

UNITED STATES DEPARTMENT OF AGRICULTURE RURAL UTILITIES SERVICE		BORROWER DESIGNATION CO0047		
OPERATING REPORT - FINANCIAL		PERIOD ENDED December, 2008		
INSTRUCTIONS - Submit an original and two copies to RUS or file electronically. For detailed instructions, see RUS Bulletin 1717B-3.		This data will be used by RUS to review your financial situation. Your response is required (7 U.S.C. 901 et. seq.) and may be confidential.		
SECTION A. STATEMENT OF OPERATIONS				
ITEM	YEAR-TO-DATE			THIS MONTH (d)
	LAST YEAR (a)	THIS YEAR (b)	BUDGET (c)	
1. Electric Energy Revenues	1,011,011,789	1,127,796,786	1,224,585,133	64,804,010
2. Income From Leased Property (Net)	0			
3. Other Operating Revenue and Income	7,633,712	32,840,481	7,722,250	25,087,125
4. TOTAL OPER. REVENUES & PATRONAGE CAPITAL (1 thru 3)	1,018,645,501	1,160,637,267	1,232,307,383	89,891,135
5. Operating Expense - Production - Excluding Fuel	141,261,849	158,760,007	150,383,222	19,194,433
6. Operating Expense - Production - Fuel	235,535,201	249,724,312	233,814,110	27,830,752
7. Operating Expense - Other Power Supply	194,979,253	279,132,181	346,336,738	14,225,500
8. Operating Expense - Transmission	79,526,858	87,983,248	90,942,763	7,266,957
9. Operating Expense - Distribution	17,050	745,548	2,429,428	114,071
10. Operating Expense - Customer Accounts	347,207	340,669	41,064	31,327
11. Operating Expense - Customer Service & Information	1,769,326	1,898,602	2,274,796	213,248
12. Operating Expense - Sales	429,994	305,457	457,360	(8,553)
13. Operating Expense - Administrative & General	2,872,728	5,420,172	7,128,036	1,209,377
14. TOTAL OPERATION EXPENSE (5 thru 13)	656,739,466	784,310,196	833,807,517	70,077,112
15. Maintenance Expense - Production	59,507,020	83,906,705	81,807,926	4,893,068
16. Maintenance Expense - Transmission	16,359,166	17,712,226	21,688,913	1,802,391
17. Maintenance Expense - Distribution	111,465	137,133	1,284,024	2,916
18. Maintenance Expense - General Plant	3,807,226	3,624,031	3,543,756	287,755
19. TOTAL MAINTENANCE EXPENSE (15 thru 18)	79,784,877	105,380,095	108,324,619	6,986,130
20. Depreciation and Amortization Expense	95,157,623	98,936,168	100,262,712	9,029,027
21. Taxes	2,274,968	2,007,606	260,594	643,782
22. Interest on Long-Term Debt	106,316,947	101,253,040	134,062,037	8,509,757
23. Interest Charged to Construction - Credit	(2,664,826)	(3,632,543)	(29,957,000)	(315,348)
24. Other Interest Expense	1,037,418	449,378	836,842	75,478
25. Asset Retirement Obligations	8,602	9,594	0	1,274
26. Other Deductions	2,470,497	5,029,394	2,494,257	2,580,797
27. TOTAL COST OF ELECTRIC SERVICE (14 + 19 thru 26)	941,125,572	1,093,742,928	1,150,091,578	97,588,009
28. OPERATING MARGINS (4 less 27)	77,519,929	66,894,339	82,215,805	(7,696,874)
29. Interest Income	12,641,179	10,058,499	11,532,110	920,475
30. Allowance For Funds Used During Construction	2,272,673	3,442,639	3,753,727	403,711
31. Income (Loss) from Equity Investments	475,516	2,817,554	135,828	2,584,285
32. Other Non-operating Income (Net)	4,710,559	3,983,199	2,892,810	383,989
33. Generation & Transmission Capital Credits	1,194,762	13,448,849	5,023,000	13,332,888
34. Other Capital Credits and Patronage Dividends	4,192,710	5,803,554	3,395,996	725,809
35. Extraordinary Items		0	0	0
36. NET PATRONAGE CAPITAL OR MARGINS (28 thru 35)	103,007,328	106,448,633	108,949,276	10,654,283

UNITED STATES DEPARTMENT OF AGRICULTURE RURAL UTILITIES SERVICE		BORROWER DESIGNATION C00047	
OPERATING REPORT - FINANCIAL		PERIOD ENDED December, 2008	
INSTRUCTIONS - Submit an original and two copies to RUS or file electronically. For detailed instructions, see RUS Bulletin 1717B-3.		This data will be used by RUS to review your financial situation. Your response is required (7 U.S.C. 901 et. seq.) and may be confidential.	
SECTION B. BALANCE SHEET			
ASSETS AND OTHER DEBITS		LIABILITIES AND OTHER CREDITS	
1. Total Utility Plant in Service	3,036,172,109	32. Memberships	220
2. Construction Work in Progress	143,860,980	33. Patronage Capital	
3. TOTAL UTILITY PLANT (1 + 2)	3,180,033,089	a Assigned and Assignable	663,515,296
4. Accum. Provision for Depreciation and Amort.	1,439,833,122	b Retired This year	20,000,000
5. NET UTILITY PLANT (3 - 4)	1,740,199,967	c Retired Prior years	191,998,336
6. Non-Utility Property (Net)	6,138,530	d Net Patronage Capital	451,516,960
7. Investments in Subsidiary Companies	14,885,149	34. Operating Margins - Prior Years	
8. Invest. in Assoc. Org. - Patronage Capital	80,801,168	35. Operating Margin - Current Year	66,894,339
9. Invest. in Assoc. Org. - Other - General Funds	1,486,550	36. Non-Operating Margins	39,554,294
10. Invest. in Assoc. Org. - Other - Nongeneral Funds	38,926,478	37. Other Margins and Equities	(478,176)
11. Investments in Economic Development Projects	0	38. TOTAL MARGINS & EQUITIES (32 + 33d thru 37)	557,487,637
12. Other Investments	31,875,633	39. Long-Term Debt - RUS (Net)	14,221,775
13. Special Funds	2,420,058	40. Long-Term Debt - FFB - RUS Guaranteed	1,036,069,382
14. TOTAL OTHER PROPERTY AND INVESTMENTS (6 thru 13)	176,533,566	41. Long-Term Debt - Other - RUS Guaranteed	0
15. Cash - General Funds	6,387,115	42. Long-Term Debt - Other (Net)	522,186,945
16. Cash - Construction Funds - Trustee	1	43. Long-Term Debt - RUS - Econ. Devel. (Net)	0
17. Special Deposits	126,724	44. Payments - Unapplied	
18. Temporary Investments	84,592,841	45. TOTAL LONG-TERM DEBT (39 thru 43 - 44)	1,572,478,102
19. Notes Receivable (Net)	281,449	46. Obligations Under Capital Leases - Noncurrent	
20. Accounts Receivable - Sales of Energy (Net)	96,619,586	47. Accumulated Operating Provisions and Asset Retirement Obligations	19,784,972
21. Accounts Receivable - Other (Net)	5,439,199	48. TOTAL OTHER NONCURRENT LIABILITIES (46 + 47)	19,784,972
22. Fuel Stock	29,153,598	49. Notes Payable	
23. Materials and Supplies - Other	45,410,097	50. Accounts Payable	88,096,027
24. Prepayments	6,669,780	51. Current Maturities Long-Term Debt	135,044,108
25. Other Current and Accrued Assets	20,504,835	52. Current Maturities Long-Term Debt - Rural Development	
26. TOTAL CURRENT AND ACCRUED ASSETS (15 thru 25)	295,185,225	53. Current Maturities Capital Leases	
27. Unamortized Debt Discount & Extraor. Prop. Losses	1,050,531	54. Taxes Accrued	19,900,584
28. Regulatory Assets	93,525,501	55. Interest Accrued	7,302,937
29. Other Deferred Debits	204,007,595	56. Other Current and Accrued Liabilities	20,593,529
30. Accumulated Deferred Income Taxes	90,674,731	57. TOTAL CURRENT & ACCRUED LIABILITIES (49 thru 56)	270,937,185
31. TOTAL ASSETS AND OTHER DEBITS (5 + 14 + 26 thru 30)	2,601,177,116	58. Deferred Credits	64,064,520
		59. Accumulated Deferred Income Taxes	116,424,700
		60. TOTAL LIABILITIES AND OTHER CREDITS (38 + 45 + 48 + 57 thru 59)	2,601,177,116

UNITED STATES DEPARTMENT OF AGRICULTURE RURAL UTILITIES SERVICE		BORROWER DESIGNATION CO0047				
OPERATING REPORT - ANNUAL SUPPLEMENT		PERIOD ENDED December, 2008				
INSTRUCTIONS - Submit an original and two copies to RUS or file electronically. For detailed instructions, see Bulletin 1717B-3		This data will be used to determine your financial situation. Your response is required (7 U.S.C 901 et seq.) and may be confidential.				
SECTION A. UTILITY PLANT						
ITEM	BALANCE BEGINNING OF YEAR (a)	ADDITIONS (b)	RETIREMENTS (c)	ADJUSTMENTS AND TRANSFERS (d)	BALANCE END OF YEAR (e)	
1. Total Intangible Plant (301 thru 303)	84,831,937	2,465,221			87,297,158	
2. Total Steam Production Plant (310 thru 317)	1,614,072,003	10,132,640	1,805,954	(182,233)	1,622,216,456	
3. Total Nuclear Production Plant (320 thru 326)	0				0	
4. Total Hydro Production Plant (330 thru 337)	0				0	
5. Total Other Production Plant (340 thru 347)	267,174,265	1,334,034	193,601	(503,356)	267,811,342	
6. Total Production Plant (2 thru 5)	1,881,246,268	11,466,674	1,999,555	(685,589)	1,890,027,798	
7. Land and Land Rights (350)	26,830,529	8,051,822			34,882,351	
8. Structures and Improvements (352)	13,022,119	3,269,787	18,847		16,273,059	
9. Station Equipment (353)	246,056,109	36,081,622	1,580,933	34,344	280,592,142	
10. Other Transmission Plant (354 thru 359.1)	273,306,119	34,569,130	448,628	(4,477)	307,422,144	
11. Total Transmission Plant (7 thru 10)	559,214,876	81,972,361	2,048,408	29,867	639,168,696	
12. Land and Land Rights (360)	173,946	0			173,946	
13. Structures and Improvements (361)	1,928,341	0			1,928,341	
14. Station Equipment (362)	50,896,374	40,437	223,198	(34,964)	50,678,649	
15. Other Distribution Plant (363 thru 374)	0				0	
16. Total Distribution Plant (12 thru 15)	52,998,661	40,437	223,198	(34,964)	52,780,936	
17. Total General Plant (389 thru 399.1)	224,876,238	16,735,209	3,871,774	150,807	237,890,480	
18. Electric Plant in Service (1 + 6 + 11 + 16 + 17)	2,803,167,980	112,679,902	8,142,935	(539,879)	2,907,165,068	
19. Electric Plant Purchased or Sold (102)	0				0	
20. Electric Plant Leased to Others (104)	0	0			0	
21. Electric Plant Held for Future Use (105)	4,729,709	0			4,729,709	
22. Completed Construction Not Classified (106)	120,153,815	(28,343,670)	491,898	539,879	91,858,126	
23. Acquisition Adjustments (114)	32,419,206	0			32,419,206	
24. Other Utility Plant (118)	0	0			0	
25. Nuclear Fuel Assemblies (120.1 thru 120.4)	0				0	
26. Total Utility Plant in Service (18 thru 25)	2,960,470,710	84,336,232	8,634,833	0	3,036,172,109	
27. Construction Work in Progress (107)	107,408,273	36,452,707			143,860,980	
28. Total Utility Plant (26 + 27)	3,067,878,983	120,788,939	8,634,833	0	3,180,033,089	
SECTION B. ACCUMULATED PROVISION FOR DEPRECIATION AND AMORTIZATION - UTILITY PLANT						
ITEM	COMP. RATE (%) (a)	BALANCE BEGINNING OF YEAR (b)	ANNUAL ACCRUALS (c)	RETIREMENTS LESS NET SALVAGE (d)	ADJUSTMENTS AND TRANSFERS (e)	BALANCE END OF YEAR (f)
1. Depr. of Steam Prod. Plant (108.1)	2.97	786,769,977	48,646,158	1,581,453		833,834,682
2. Depr. of Nuclear Prod. Plant (108.2)		0				0
3. Depr. of Hydraulic Prod. Plant (108.3)		0				0
4. Depr. of Other Prod. Plant (108.4)	3.06	53,020,677	8,203,883	233,601		60,990,959
5. Depr. of Transmission Plant (108.5)	2.70	267,066,369	17,296,477	2,694,413	8,833	281,677,266
6. Depr. of Distribution Plant (108.6)	2.88	27,118,924	1,500,540	223,405	(8,833)	28,387,226
7. Depr. of General Plant (108.7)		140,858,173	15,405,448	2,886,128		153,377,493
8. Retirement Work in Progress (108.8)		(349,610)			121,898	(227,712)
9. Total Depr. for Elec. Plant in Serv. (1-8)		1,274,484,510			121,898	1,358,039,914
10. Depr. of Plant Leased to Others (109)		0				0
11. Depr. of Plant Held for Future Use (110)		0				0
12. Amort. of Elec. Plant in Service (111)		55,287,674	2,357,809			57,645,483
13. Amort. of Leased Plant (112)		0				0
14. Amort. of Plant Held for Future Use		0				0
15. Amort. of Acquisition Adj. (115)		23,266,844	880,881			24,147,725
16. Depr. & Amort. Other Plant (119)		0				0
17. Amort. of Nuclear Fuel (120.5)		0				0
18. Total Prov. for Depr. & Amort. (9 - 17)		1,353,039,028	94,291,196	7,619,000	121,898	1,439,833,122

UNITED STATES DEPARTMENT OF AGRICULTURE RURAL UTILITIES SERVICE		BORROWER DESIGNATION CO0047				
OPERATING REPORT - ANNUAL SUPPLEMENT		PERIOD ENDED December, 2008				
INSTRUCTIONS - Submit an original and two copies to RUS or file electronically. For detailed instructions, see Bulletin 1717B-3		This data will be used to determine your financial situation. Your response is required (7 U.S.C 901 et seq.) and may be confidential.				
SECTION B. ACCUMULATED PROVISION FOR DEPRECIATION AND AMORTIZATION - UTILITY PLANT (Continued)						
19. Amount of Annual Accrual Charged to Expense \$ 98,935,721	20. Amount of Annual Accrual Charged to Other Accounts \$ (4,644,527)	21. Book Cost of Property Retired \$ 9,649,564				
22. Removal Cost of Property Retired \$ 918,245	23. Salvage Material from Property Retired \$ 1,448,887	24. Renewal and Replacement Cost \$ 78,569,423				
SECTION C. NONUTILITY PLANT						
ITEM	BALANCE BEGINNING OF YEAR (a)	ADDITIONS (b)	RETIREMENTS (c)	ADJUSTMENTS AND TRANSFERS (d)	BALANCE END OF YEAR (e)	
1. NONUTILITY PROPERTY (121)	10,158,314				10,158,314	
2. PROVISION FOR DEPR. & AMORT. (122)	3,751,052	268,732			4,019,784	
SECTION D. DEMAND AND ENERGY AT POWER SOURCES						
MONTH	PEAK DEMAND (MW) (a)	MONTHLY PEAKS			ENERGY OUTPUT (MWh) (e)	
		DATE (b)	TIME (c)	TYPE OF READING (d)		
1. JANUARY	1,828	01/16/2008	19	Coincident	1,775,045	
2. FEBRUARY	2,434	02/04/2008	19	Coincident	1,536,576	
3. MARCH	2,607	03/06/2008	19	Coincident	1,549,140	
4. APRIL	2,202	04/09/2008	20	Coincident	1,457,947	
5. MAY	1,962	05/20/2008	21	Coincident	1,473,071	
6. JUNE	2,258	06/30/2008	17	Coincident	1,606,896	
7. JULY	2,469	07/31/2008	17	Coincident	1,992,725	
8. AUGUST	2,482	08/01/2008	18	Coincident	1,932,792	
9. SEPTEMBER	2,222	09/01/2008	20	Coincident	1,596,177	
10. OCTOBER	2,234	10/23/2008	7	Coincident	1,645,155	
11. NOVEMBER	2,320	11/30/2008	18	Coincident	1,557,399	
12. DECEMBER	2,579	12/15/2008	18	Coincident	1,580,409	
13. ANNUAL PEAK	2,607			ANNUAL TOTAL	19,703,332	
SECTION E. DEMAND AND ENERGY AT DELIVERY POINTS						
MONTH	DELIVERED TO RUS BORROWERS		DELIVERED TO OTHERS		TOTAL DELIVERED	
	DEMAND (MW) (a)	ENERGY (MWh) (b)	DEMAND (MW) (c)	ENERGY (MWh) (d)	DEMAND (MW) (e)	ENERGY (MWh) (f)
1. JANUARY	1,915	1,034,060	2,098	678,219	4,013	1,712,279
2. FEBRUARY	1,828	923,493	1,956	558,299	3,784	1,481,792
3. MARCH	1,757	930,493	2,414	578,035	4,171	1,508,528
4. APRIL	1,775	879,410	1,957	508,387	3,732	1,387,797
5. MAY	1,923	938,290	2,235	458,680	4,158	1,396,970
6. JUNE	2,186	1,006,584	2,276	565,932	4,462	1,572,516
7. JULY	2,425	1,287,200	1,890	627,546	4,315	1,914,746
8. AUGUST	2,404	1,159,770	2,565	697,205	4,969	1,856,975
9. SEPTEMBER	1,937	879,694	2,322	654,621	4,259	1,534,315
10. OCTOBER	1,692	873,137	2,127	695,911	3,819	1,569,048
11. NOVEMBER	1,875	907,067	2,012	594,328	3,887	1,501,395
12. DECEMBER	1,989	1,032,020	1,684	540,187	3,673	1,572,207
13. PEAK OR TOTAL	2,425	11,951,218	2,565	7,157,350	4,969	19,008,568

USDA-RUS

FINANCIAL AND STATISTICAL REPORT

INSTRUCTIONS - See RUS Bulletin 1717B-3

BORROWER DESIGNATION

CO0047

PERIOD ENDED

December, 2008

SECTION F: Part I. INVESTMENTS

No	DESCRIPTION (a)	INCLUDED (\$) (b)	EXCLUDED (\$) (c)	INCOME OR LOSS (\$) (d)	RURAL DEVELOPMENT (e)
1	Non-Utility Property (NET)				
	Land, Equipment	6,138,530			
	Totals	6,138,530			
2	Investments in Associated Organizations				
	Investment in Subsidiary Companies		14,885,149	2,817,554	
	Patronage Capital		80,801,168	2,409,034	
	Other Investments		1,486,550		
	Membership Certificates - NRUCFC		38,926,478		
	Totals		136,099,345	5,226,588	
4	Other Investments				
	Safe Harbor Lease - Deferred Equity Note		9,052,741		
	Other Investments	1,967,642	20,855,000		
	CoBank Stock		250		
	Totals	1,967,642	29,907,991		
5	Special Funds				
	Other Investments		2,420,058		
	Totals		2,420,058		
6	Cash - General				
	Wells Fargo Bank Northglenn		3,372		
	Working Funds		6,383,743		
	Totals		6,387,115		
7	Special Deposits				
	Other Investments	12,628	113,623		
	City of Gallup Bonds		473		
	Totals	12,628	114,096		
8	Temporary Investments				
	NRUCFC Investments		84,592,841		
	Totals		84,592,841		
9	Accounts and Notes Receivable - NET				
	Notes Receivable	281,449			
	Accounts Receivable	5,439,199			
	Totals	5,720,648			
11	TOTAL INVESTMENTS (1 thru 10)	13,839,448	259,521,446	5,226,588	

USDA-RUS

FINANCIAL AND STATISTICAL REPORT

INSTRUCTIONS - See RUS Bulletin 1717B-3

BORROWER DESIGNATION

CO0047

PERIOD ENDED

December, 2008

SECTION F: PART II. LOAN GUARANTEES

No	ORGANIZATION (a)	MATURITY DATE (b)	ORIGINAL AMOUNT (\$) (c)	LOAN BALANCE (\$) (d)	RURAL DEVELOPMENT (e)
	Total				
	TOTAL (Included Loan Guarantees Only)				

USDA-RUS FINANCIAL AND STATISTICAL REPORT <i>INSTRUCTIONS - See RUS Bulletin 1717B-3</i>				BORROWER DESIGNATION CO0047 PERIOD ENDED December, 2008	
SECTION F: Part III. RATIO					
RATIO OF INVESTMENTS AND LOAN GUARANTEES TO UTILITY PLANT <i>[Total Of Included Investments (Part I, 11b) and Loan Guarantees - Loan Balance (Part II, 5d) to Total Utility Plant (Form 12a, Section 8, Line 3)]</i>					.43 %
SECTION F: PART IV. LOANS					
No	ORGANIZATION (a)	MATURITY DATE (b)	ORIGINAL AMOUNT (\$) (c)	LOAN BALANCE (\$) (d)	RURAL DEVELOPMENT (e)
	Total				

UNITED STATES DEPARTMENT OF AGRICULTURE RURAL UTILITIES SERVICE		BORROWER DESIGNATION C00047		
OPERATING REPORT - ANNUAL SUPPLEMENT		PERIOD ENDED December, 2008		
INSTRUCTIONS - Submit an original and two copies to RUS or file electronically. For detailed instructions, see Bulletin 1717B-3.		This data will be used to determine your financial situation. Your response is required (7 U.S.C 901 et seq.) and may be confidential.		
SECTION G. MATERIALS AND SUPPLIES INVENTORY				
ITEM	BALANCE BEGINNING OF YEAR (a)	PURCHASED & SALVAGED (b)	USED & SOLD (c)	BALANCE END OF YEAR (d)
1. Coal	17,971,636	330,803,404	324,218,318	24,556,722
2. Other Fuel	3,742,260	8,249,129	7,394,514	4,596,875
3. Production Plant Parts and Supplies	25,393,758	12,126,970	9,588,638	27,932,090
4. Station Transformers and Equipment	11,707,587	8,503,397	6,808,664	13,402,320
5. Line Materials and Supplies	3,560,314	2,585,910	2,070,536	4,075,688
6. Other Materials and Supplies	0	9,273,958	9,273,958	0
7. TOTAL (Sum of lines 1 thru 6)	62,375,555	371,542,768	359,354,628	74,563,695

RUS Form 12h

USDA-RUS FINANCIAL AND STATISTICAL REPORT INSTRUCTIONS - See RUS Bulletin 1717B-3				BORROWER DESIGNATION CO0047 PERIOD ENDED December, 2008	
SECTION H. LONG-TERM DEBT AND DEBT SERVICE REQUIREMENTS					
No	ITEM	BALANCE END OF YEAR (a)	INTEREST (Billed This Year) (b)	PRINCIPAL (Billed This Year) (c)	TOTAL (Billed This Year) (d)
1	RUS (Excludes RUS - Economic Development Loans)	20,135,859	1,205,168	5,871,837	7,077,005
2	National Rural Utilities Cooperative Finance Corporation	204,230,163	16,606,219	14,794,640	31,400,859
3	Bank for Cooperatives	91,552,605	6,025,291	3,536,468	9,561,759
4	Federal Financing Bank	1,116,782,658	67,642,346	74,384,358	142,028,704
5	RUS - Economic Development Loans				
6	Payments Unapplied				
7	Other	103,736,498	3,849,150	43,931	3,893,081
8	Pollution Control Bonds	138,424,427	5,589,657	24,275,971	29,865,628
9	Grantor Trust Obligations	32,660,000	1,349,344	2,180,000	3,529,344
	Total	1,707,522,210	102,267,175	125,087,205	227,354,380

UNITED STATES DEPARTMENT OF AGRICULTURE RURAL UTILITIES SERVICE		BORROWER DESIGNATION CO0047	
OPERATING REPORT - ANNUAL SUPPLEMENT		PERIOD ENDED December, 2008	
INSTRUCTIONS - Submit an original and two copies to RUS or file electronically. For detailed instructions, see Bulletin 1717B-3.		<i>This data will be used to determine your financial situation. Your response is required (7 U.S.C 901 et seq.) and may be confidential.</i>	
SECTION I. ANNUAL MEETING AND BOARD DATA			
1. Date of Last Annual Meeting 4/2/2008	2. Total Number of Members 44	3. Number of Members Present at Meeting 44	4. Was Quorum Present? Yes
5. Number of Members Voting by Proxy or Mail 0	6. Total Number of Board Members 44	7. Total Amount of Fees and Expenses for Board Members \$ 1,711,055	8. Does Manager Have Written Contract? No
SECTION J. MAN-HOUR AND PAYROLL STATISTICS			
1. Number of Full Time Employees 1,137	4. Payroll Expensed 70,827,212		
2. Man-Hours Worked - Regular Time 2,307,668	5. Payroll Capitalized 6,270,543		
3. Man-Hours Worked - Overtime 147,954	6. Payroll Other 13,885,217		

RUS Form 12h

USDA-RUS

FINANCIAL AND STATISTICAL REPORT

INSTRUCTIONS - See RUS Bulletin 1717B-3

BORROWER DESIGNATION

CO0047

PERIOD ENDED

December, 2008

SECTION K. LONG-TERM LEASES

No	NAME OF LESSOR (a)	TYPE OF PROPERTY (b)	RENTAL THIS YEAR (c)
1	Platte River Power Authority	Rawhide Generating Station Tolling Agreement	4,141,383
2	Bank of America Leasing and Capital	Railcars (20)	7,763
3	US Bancorp Leasing and Financial	Railcars (55)	61,367
4	Wilmington Trust Co	Springerville Generating Station	70,344,566
	Total		74,555,079

UNITED STATES DEPARTMENT OF AGRICULTURE RURAL UTILITIES SERVICE				BORROWER DESIGNATION C00047		
OPERATING REPORT - LINES AND STATIONS				PERIOD ENDED December, 2008		
INSTRUCTIONS - Submit an original and two copies to RUS or file electronically. For detailed instructions, see Bulletin 1717B-3.				This data will be used to review your financial situation. Your response is required (7 U.S.C. 901 et. seq.) and may be confidential.		
SECTION A. EXPENSE AND COSTS						
ITEM		ACCOUNT NUMBER	LINES (a)	STATIONS (b)		
TRANSMISSION OPERATION						
1. Supervision and Engineering		560	4,385,190	5,247,593		
2. Load Dispatching		561	6,027,461			
3. Station Expenses		562		7,332,428		
4. Overhead Line Expenses		563	4,097,855			
5. Underground Line Expenses		564				
6. Miscellaneous Expenses		566	4,643,354	10,336,710		
7. SUBTOTAL (1 thru 6)			19,153,860	22,916,731		
8. Transmission of Electricity by Others		565	45,532,525			
9. Rents		567	129,742	250,390		
10. TOTAL TRANSMISSION OPERATION (7 thru 9)			64,816,127	23,167,121		
TRANSMISSION MAINTENANCE						
11. Supervision and Engineering		568	2,382,014	4,877,446		
12. Structures		569				
13. Station Equipment		570		4,032,085		
14. Overhead Lines		571	4,121,773			
15. Underground Lines		572				
16. Miscellaneous Transmission Plant		573	490,884	1,808,024		
17. TOTAL TRANSMISSION MAINTENANCE (11 thru 16)			6,994,671	10,717,555		
18. TOTAL TRANSMISSION EXPENSE (10 + 17)			71,810,798	33,884,676		
19. Distribution Expense - Operation		580-589		745,548		
20. Distribution Expense - Maintenance		590-598		137,133		
21. TOTAL DISTRIBUTION EXPENSE (19 + 20)				882,681		
22. TOTAL OPERATION AND MAINTENANCE (18 + 21)			71,810,798	34,767,357		
FIXED COSTS						
23. Depreciation - Transmission		403.5	8,802,210	8,494,267		
24. Depreciation - Distribution		403.6		1,500,540		
25. Interest - Transmission		427	12,003,715	10,841,450		
26. Interest - Distribution		427		2,093,318		
27. TOTAL TRANSMISSION (18 + 23 + 25)			92,616,723	53,220,393		
28. TOTAL DISTRIBUTION (21 + 24 + 26)				4,476,539		
29. TOTAL LINES AND STATIONS (27 + 28)			92,616,723	57,696,932		
SECTION B. FACILITIES IN SERVICE				SECTION C. LABOR AND MATERIAL SUMMARY		
TRANSMISSION LINES		SUBSTATIONS		1. NUMBER OF EMPLOYEES 191		
VOLTAGE (KV)	MILES	TYPE	CAPACITY (KVA)	ITEM	LINES	STATIONS
1. 115 KV	2,693.00	13. Distr. Lines		2. Oper. Labor	5,205,216	6,460,712
2. 230 KV	1,043.00		0.00	3. Maint. Labor	1,545,369	3,619,244
3. 69 KV	45.00	14. TOTAL (12 + 13)	5,206.00	4. Oper. Material	239,205	833,202
4. 138 KV	220.00	15. Stepup at Generating Plants	5,966,033	5. Maint. Material	716,383	1,567,922
5. 345 KV	1,205.00			SECTION D. OUTAGES		
6.		16. Transmission	10,635,118	1. TOTAL		
7.				2. Avg. No. Dist. Cons. Served		
8.		17. Distribution	468,300	3. Avg. No. Hours Out Per Cons.		
9.		18. TOTAL (15 thru 17)	17,069,451			
10.						
11.						
12. TOTAL (1 thru 11)	5,206.00					

EXHIBIT E

EXHIBIT E

CERTIFICATION

STATE OF COLORADO


)

) SS

CITY AND COUNTY OF DENVER

)

Thomas J. Dougherty, being of lawful age and being first duly sworn, upon his oath, deposes and states as follows: I am Counsel for Tri-State Generation and Transmission Association, Inc. I have read and am familiar with the statements of fact contained in the foregoing Application, as well as the supporting documentation, and said statements and documents, to the best of my information, knowledge, and belief, are true, accurate, and correct.


Thomas J. Dougherty

SWORN TO AND SUBSCRIBED before me this 12TH day of May, 2009.

My Commission Expires:



My Commission Expires 03/10/2013



Notary Public, State of Colorado

EXHIBIT F

EXHIBIT F

AMENDED AND RESTATED ARTICLES OF INCORPORATION OF TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.

ARTICLE I NAME

The name of this Corporation is TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.

ARTICLE II PURPOSES

This Corporation is organized for the purposes of:

- (a) Generating, manufacturing, purchasing, acquiring, and accumulating electric power and energy for its members and transmitting, distributing, furnishing, selling and disposing of such electric power and energy primarily to its members, provided that this Corporation may dispose of its electric power and energy to other than members insofar as it may have excess power and energy which can be disposed of on an interchange or sales basis for the ultimate benefit of its members; and
- (b) Any other lawful purpose.

ARTICLE III DURATION

This Corporation shall have perpetual existence.

ARTICLE IV PRINCIPAL PLACE OF BUSINESS

The principal office of this Corporation shall be 1100 West 116th Avenue, Westminster, Colorado 80234, and this Corporation may maintain offices and operations at such other place or places in the United States as the Board of Directors may from time to time decide.

ARTICLE V MEMBERSHIP AND VOTING

Section 1. Membership. Membership in this Corporation shall be limited to any cooperatively-owned power supplier, public power district or other entity accepted for membership by the Board of Directors of this Corporation in accordance with the Bylaws of this Corporation.

Section 2. Voting. Each member shall be entitled to one (1) vote and no more upon each matter submitted to a vote at a meeting of the members. Proxy voting, voting by mail, and cumulative voting shall not be permitted. At all meetings of the members at which a quorum is present all questions shall be decided by a vote of a majority of the members voting thereon, except as otherwise provided by applicable law, these Articles of Incorporation or the Bylaws of this Corporation.

ARTICLE VI ORGANIZATIONAL STRUCTURE

This Corporation is formed without any purpose of direct gain or profit to itself, and it shall be operated on a cooperative, non-profit basis for the mutual benefit of its members. This Corporation's operations shall be conducted such that all members furnish capital for this Corporation through their patronage. This Corporation shall be obligated to account on a patronage basis to all its members as provided in the Bylaws. In no event shall this Corporation permit non-member sales on a patronage basis. In the event of dissolution, the disposition of the net earnings and the assets of this Corporation shall be as provided in the Bylaws.

ARTICLE VII BOARD OF DIRECTORS

Section 1. Number and Qualifications. The business and affairs of this Corporation shall be managed by a Board of Directors. Except as set forth in Article XIII of the Bylaws, the number of directors shall equal the number of members of this Corporation and one (1) director shall be elected by each member. The names and post office addresses of the current directors of this Corporation, who shall manage the business and affairs of this Corporation until the next annual meeting of members or until their successors shall have been elected and shall have qualified according to law and the Bylaws of this Corporation, are:

Mr. Lyle Adair, Director
P.O. Box 2007
Gallup, NM 87301

Mr. Harold Baca, Director
P.O. Box 1331
Socorro, NM 87801

Mr. Lloyd E. Barling, Director
P.O. Box 5
Meeteetse, WY 82433

Mr. Robert Bledsoe, Director
Box 435
Hugo, CO 80821

Mr. James Boyd Jr., Director
151 State Highway 66
Longmont, CO 80501

Mr. Tony Casados, Director
P.O. Box 186
Tierra Amarilla, NM 87575

Mr. Wayne Child, Director
9816 Child Road
Cheyenne, WY 82009

Mr. Wayne R. Cobb, Director
HCR 75, Box 32
Merriman, NE 69218

Mr. Louis Costello, Director
7780 Highway 135
Gunnison, CO 81230

Mr. Jay W. Cox, Director
P.O. Box 77
Winston, NM 87943

Mr. William W. Dalles, Director
179 Dalles Lane
Laramie, WY 82070-9725

Mr. Bernard Fehringer, Director
631 Road 115
Sidney, NE 69162-4108

Mr. Jack Finnerty, Director
285 Slater Road
Wheatland, WY 82201

Mr. R.W. Gillespie, Director
P.O. Box 218
Springer, NM 87747

Mr. A. W. Gnatkowski, Director
Box 48 Ancho Route
Carrizozo, NM 88301

Mr. Leroy Gonzales, Director
P.O. Box 416
Pefiasco, NM 87553

Mr. Rick L. Gordon, Director
P.O. Box 518
Simla, CO 80835-0518

Mr. Ed Hansen, Director
4554 County Road 74E
Livermore, CO 80536

Mr. Timothy Hoffner, Director
7513 Road 6
Wiggins, CO 80654

Mr. Harold Hopkin, Director
203 Lane 10-1/2
Powell, WY 82435

Mr. Donald Johnson, Director
37488 County Road 18
Holyoke, CO 80734

Mr. James H. Johnson, Director
P.O. Box 3135
Winter Park, CO 80482

Mr. Hal Keeler, Director
4555 Solana Road SE
Deming, NM 88030

Mr. Everett D. Kilmer, Director
Box 714
Lusk, WY 82225

Mr. Gary Kniss, Director
Route 2, Box 336
Bayard, NE 69334

Mr. Gerald W. Lorenz, Director
Route 1, Box 30
San Acacio, CO 81151

Mr. Gary L. Merrifield, Director
Box 152
Buena Vista, CO 81211

Mr. Davin Montoya, Director
7463 Highway 160
Hesperus, CO 81326

Mr. Christopher Moore, Director
P.O. Box 1491
Montrose, CO 81402

Mr. Marcellino Ortiz, Director
P.O. Box 117
Rowe, NM 87562

Mr. David R. Salazar, Director
P.O. Box 1052
Española, NM 87532

Mr. C. Jim Soehner, Director
38566 County Road 13
Wray, CO 80758

Mr. Wid Stevenson, Director
HCR 62, Box 39
Amistad, NM 88410

Mr. Darryl D. Stout, Director
P.O. Box 1056
Meeker, CO 81641

Mr. Harold Thompson, Director
P.O. Box 9
Jeffrey City, WY 82310-0009

Mr. Jerry Underwood, Director
7000 Valley Road
Alliance, NE 69301

Mr. Donald Tripple, Director
250511 County Road S
Gering, NE 69341

Mr. Travis Waller, Director
P.O. Box 7586
Pueblo West, CO 81007

Ms. Kristi Westfall, Director
P.O. Box 212
Ouray, CO 81427

Mr. Gary Wood, Director
P.O. Box 556
Cloudfcroft, NM 88317

Mr. Bill Wright, Director
47818 Road X
Walsh, CO 81090-0267

Mr. Robert Yeik, Director
Route 2, Box 317
Torrington, WY 82240

Mr. Jack N. Young, Director
P.O. Box 443
Monticello, UT 84535

Mr. Terry Zeigler, Director
P.O. Box 618
Grant, NE 69140

Section 2. Director's Terms. Except as hereafter provided, the term of each director shall be from the time he or she is elected by his or her member and the fact of such election is certified to this Corporation by such member, in writing, until his or her member elects some other person to serve and the fact of such election is certified to this Corporation by such member in writing. Notwithstanding the foregoing, a person shall be eligible to be elected a director, and shall be eligible to remain a director, only if he or she has the qualifications set forth in the Bylaws. In addition, a director may be removed from the Board of Directors by the members in the manner provided in the Bylaws.

Section 3. Director Liability. No director of this Corporation shall be personally liable to this Corporation or its members for monetary damages for breach of fiduciary duty as a director, except for liability:

- (a) for a breach of the director's duty of loyalty to this Corporation or its members;
- (b) for acts or omissions not in good faith or which involve intentional misconduct or a knowing violation of law;

- (c) for a transaction from which the director derived an improper personal benefit; or
- (d) for an act or omission occurring prior to the date when the provisions of this Section (or predecessor thereto) became effective.

It is the intention of the members of this Corporation to eliminate or limit the personal liability of the directors of this Corporation to the greatest extent permitted under Colorado law. If amendments to the Colorado Revised Statutes are passed after the effective date of this Section which authorize cooperatives to act to further limit or eliminate the personal liability of directors, then the liability of the directors of this Corporation shall be limited or eliminated to the greatest extent permitted by the Colorado Revised Statutes, as so amended. Any repeal or modification of this Section by the members of this Corporation shall not adversely affect any right of or any protection available to a director of this Corporation which is in existence at the time of such repeal or modification.

Section 4. Indemnification. This Corporation shall indemnify persons who are or were directors and officers, and may indemnify employees and agents, to the full extent allowed by law, as set forth in the Bylaws.

ARTICLE VIII BYLAWS

The Bylaws of this Corporation may be altered, amended or repealed by the members or the directors of this Corporation in the manner specified in the Bylaws.

EXHIBIT G

EXHIBIT G

TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC. BOARD OF DIRECTORS May, 2009

Mr. Harold Thompson Chairman and President (High Plains)	Mr. William Dalles Director (Carbon)	Mr. Robert Bledsoe Director (K.C.)
Mr. Rick Gordon Vice Chairman (Mountain View)	Mr. Wayne Connell Director (Central New Mexico)	Mr. Arthur Rodarte Director (Kit Carson)
Mr. Jim Soehner Secretary (Y-W)	Mr. Kevin Stuart Director (Chimney Rock)	Mr. Harry Goff Director (La Plata)
Mr. Jerry Underwood Treasurer (PREMA)	Mr. Hal Keeler Director (Columbus)	Mr. Ron Hagan Director (Midwest)
Mr. Wayne Child Assistant Secretary (High West)	Mr. Claudio Romero Director (Continental Divide)	Mr. Carlos Lovato Director (Mora-San Miguel)
Mr. Tony Casados Assistant Secretary (Northern Rio Arriba)	Mr. Marshall Collins Director (Delta-Montrose)	Mr. Brian Schlagel Director (Morgan County)
Mr. Bill Bird Executive Committee (Otero County)	Mr. James Lawrence Director (Empire)	Mr. Ross Caldwell Director (Mountain Parks)
Mr. Lou Costello Executive Committee (Gunnison County)	Mr. Jerry Thompson Director (Garland)	Mr. Jack Hammond Director (Niobrara)
Mr. Gary Merrifield Executive Committee (Sangre de Cristo)	Mr. Leo Brekel Director (Highline)	Mr. Wayne Cobb Director (Northwest)
Mr. Charles Monk Director (Big Horn)	Mr. Ralph Garcia Director (Jemez Mountains)	Mr. Thayne Michie Director (Poudre Valley)

Mr. Ralph Hilyard
Director
(Roosevelt)

Mr. Bill Wright
Director
(Southeast)

Mr. J.H. Sheridan
Director
(White River)

Mr. Tom Holgerson
Director
(San Isabel)

Mr. Gary Rinker
Director
(Southwestern)

Mr. F.E. Wolski
Director
(Wyrulec))

Mr. Scott Wolfe
Director
(San Luis Valley)

Mr. Gerald Seward
Director
(Springer)

Mr. Marcus Wilson
Director
(San Miguel)

Mr. Douglas Pryce
Director
(United Power)

Mr. Jimmy Bason
Director
(Sierra)

Mr. Stuart Morgan
Director
(Wheat Belt)

Mr. Juan Gonzales
Director
(Socorro)

Mr. Jack Finnerty
Director
(Wheatland)

ADDRESS FOR ALL DIRECTORS:

P.O. Box 33695
Denver, CO 80233

COLORADO AGENT FOR SERVICE:

Kenneth V. Reif, Esq.
Senior Vice President & General Counsel
1100 W. 116th Avenue
P.O. Box 33695
Denver, CO 80233

EXHIBIT H

EXHIBIT H

TRI-STATE GENERATION AND TRANSMISSION ASSOCIATION, INC.

Member Distribution Systems

July, 2008

Big Horn Rural Electric Company
208 South 5th Street
Basin, Wyoming 82410

Carbon Power & Light, Inc.
110 East Spring Street
Saratoga, Wyoming 82331

Central New Mexico Electric
Cooperative, Inc.
Highway 55
Mountainair, New Mexico 87036

Chimney Rock Public Power District
805 West 8th Street
Bayard, Nebraska 69334

Columbus Electric Cooperative, Inc.
900 N. Gold
Deming, New Mexico 88031

Continental Divide Electric
Cooperative, Inc.
200 E. High Street
Grants, New Mexico 87020

Delta-Montrose Electric Association
11925 6300 Road
Montrose, Colorado 81401

Empire Electric Association, Inc.
801 N. Broadway
Cortez, Colorado 81321

Garland Light & Power Company
755 Highway 14
Powell, Wyoming 82435

Gunnison County Electric Assn. Inc.
37250 West Highway 50
Gunnison, Colorado 81230

High Plains Power, Inc.
230 West Main Street
Riverton, Wyoming 82501

High West Energy
6270 County Road 212
Pine Bluffs, Wyoming 82082

Highline Electric Association
1300 S. Interocean
Holyoke, Colorado 80734

Jemez Mountains Electric Cooperative
Chama Highway
Española, New Mexico 87532

K.C. Electric Association
422 Third Avenue
Hugo, Colorado 80821

Kit Carson Electric Cooperative, Inc.
118 Cruz Alta
Taos, New Mexico 87571

La Plata Electric Association, Inc.
45 Stewart Street
Durango, Colorado 81303

The Midwest Electric Cooperative
Corporation
First and Washington
Grant, Nebraska 69140

Mora-San Miguel Electric Cooperative, Inc.
Main Street
Mora, New Mexico 87732

Morgan County Rural Electric Assn.
20169 Highway 34
Fort Morgan, Colorado 80701-0738

Mountain Parks Electric, Inc.
321 West Agate Avenue
Granby, Colorado 80446

Mountain View Electric Assn., Inc.
1655 5th Street
Limon, Colorado 80828

Niobrara Electric Association, Inc.
3951 W. Highway 20
Lusk, Wyoming 82225

Northern Rio Arriba Electric Cooperative, Inc.
1135 Camino Escondido
Chama, New Mexico 87520

Northwest Rural Public Power District
South Highway 87
Hay Springs, Nebraska 69347

Otero County Electric Cooperative, Inc.
202 Burro Avenue
Cloudcroft, New Mexico 88317

Panhandle Rural Electric Membership Association
251 Brayton Road
Alliance, Nebraska 69301

Poudre Valley Rural Electric Assn., Inc.
7649 REA Parkway
Fort Collins, Colorado 80528

Roosevelt Public Power District
West Highway 26
Scottsbluff, Nebraska 69361

San Isabel Electric Association, Inc.
893 E. Enterprise Drive
Pueblo West, Colorado 81007

San Luis Valley Rural Electric Cooperative, Inc.
3625 West U.S. Highway 160
Monte Vista, Colorado 81144-9356

San Miguel Power Association, Inc.
170 W. 10th Avenue
Nucla, Colorado 81424

Sangre de Cristo Electric Association, Inc.
29780 North U.S. Highway 24
Buena Vista, Colorado 81211

Sierra Electric Cooperative, Inc.
610 Highway 195
Elephant Butte, New Mexico 87935

Socorro Electric Cooperative, Inc.
215 E. Manzanares
Socorro, New Mexico 87801

Southeast Colorado Power Association
901 West Third Street
La Junta, Colorado 81050

Southwestern Electric Cooperative, Inc.
220 Main Street
Clayton, New Mexico 88415

Springer Electric Cooperative, Inc.
408 Maxwell Avenue
Springer, New Mexico 87747

United Power, Inc.
500 Cooperative Way
Brighton, Colorado 80602

Wheat Belt Public Power District
2104 Illinois Street
Sidney, Nebraska 69162

Wheatland Rural Electric Assn., Inc.
2154 South Road
Wheatland, Wyoming 82201

Wyrulec Company
500 Main Street
Lingle, Wyoming 82223

White River Electric Association, Inc.
233 6th Street
Meeker, Colorado 81641

Y-W Electric Association, Inc.
250 Main Street
Akron, Colorado 80720

EXHIBIT I

EXHIBIT I

Tri-State Member Systems and Major Facilities

