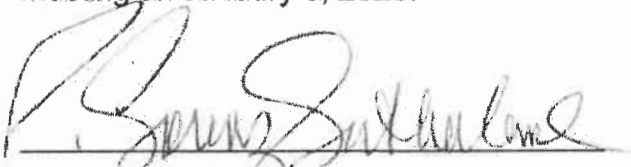


Pursuant to Section 2.5.9 of the ARPA Organic Contract, I am exercising the discretion granted to the President of the Arkansas River Power Authority (ARPA) by calling a special meeting of the Board of Directors by ZOOM commencing at 11:00 AM on Wednesday, January 8, 2025, originating from its offices at 3409 South Main Street, Lamar, CO., 81052. The principal purpose will be to receive an update on power purchase agreement negotiations. An executive session will be held for determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and/or instructing negotiators, under C.R.S. Section 24-6-402(4)(e).

A copy of the agenda will be distributed to the Board in advance of the special meeting on January 8, 2025.

A handwritten signature in black ink, appearing to read "P. Lorenz Sutherland", written over a horizontal line.

P. Lorenz Sutherland

President, Board of Directors Arkansas River Power Authority

ARKANSAS RIVER POWER AUTHORITY
Board of Directors Meeting Minutes
January 8, 2025

The Board of Directors of the Arkansas River Power Authority (ARPA) met by ZOOM on Wednesday, January 8, 2025. Following appropriate notice, President Sutherland called the meeting to order at 11:00 AM.

ARPA Board Members present:

HOLLY: Randy Holland
Blaine Ice

LA JUNTA: Gary Cranson
P. Lorenz Sutherland

LAMAR: Houssin Hourieh
Jay Brooke

LAS ANIMAS: Ron Clodfelter

SPRINGFIELD: Heath Piper

TRINIDAD: Linda Vigil

ARPA Staff present:

Rick Rigel, General Manager
Aarin Ritter, Finance/Accounting Manager
Arvenia Morris, Office Manager

ARPA Legal Counsel present:

Brandon Dittman, Wilson Williams Fellman Dittman

Others (guests) present:

Bill Jackson, Utility Director, City of La Junta
Dave Bachicha, Director of Power and Light, City of Trinidad
Lynn Wright, Electric Superintendent, City of Las Animas
Chris Arguello, Line Superintendent, City of La Junta
John Krajewski, JK Energy Consulting

NOTICE OF SPECIAL MEETING: Pursuant to Section 2.5.9 of the ARPA Organic Contract, I am exercising the discretion granted to the President of the Arkansas River Power Authority (ARPA) by calling a special meeting of the Board of Directors by ZOOM commencing at 11:00 AM on Wednesday, January 8, 2025, originating from its offices at 3409 South Main Street, Lamar, CO., 81052. The principal purpose will be to receive an update on power purchase agreement negotiations. An executive session will be held for determining positions relative to matters that may be subject to negotiations, developing strategy for negotiations, and/or instructing negotiators, under C.R.S. Section 24-6-402(4)(e).

ROLL CALL: President Sutherland called the meeting to order at 11:00 AM. Roll call was taken by Secretary Morris. Board Members Stwalley, Shew and Suhler were absent.

QUORUM: A quorum of the Board was present and voting at the meeting.

APPROVAL OF AGENDA: The agenda was approved as presented. President Sutherland had technical difficulties on ZOOM and Vice President Clodfelter chaired the meeting beginning at 11:10 AM. Vice President Clodfelter relinquished control back to President Sutherland at 11:18 AM.

EXECUTIVE SESSION CRS § 24-6-402(4)(e). Vice President Clodfelter announced that the matters to be discussed in Executive Session would include Power Purchase Agreement Negotiations. The specific subsections of CRS § 24-6-402(4) authorizing this matter to be conducted in Executive Session are as follows:

- Under subsection (e), for determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators.

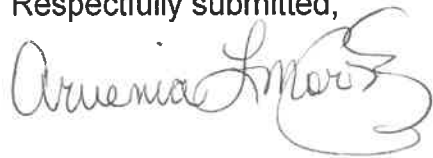
At 11:12 AM Board Member Brooke moved to go into Executive Session to discuss the topic as stated, seconded by Board Member Vigil. The motion was approved unanimously. The Executive Session concluded at 11:53 AM. In lieu of any written minutes, to satisfy the recording requirements of the Open Meetings Law, the executive session was electronically recorded and will be kept for a period of 90 days. No person who participated in the executive session stated any concerns that any discussion of any matters not included in the motion to go into the executive session occurred during the executive session. No formal action occurred in the executive session.

CONSIDER APPROVAL OF POWER PURCHASE AGREEMENT WITH CLAY CREEK, LLC (Sandhills Energy) for Solar Developments. Board Member Hourieh moved to approve the power purchase agreement with Clay Creek, LLC as presented. Motion was seconded by Board Member Brooke and passed unanimously by those in attendance.

NEXT MEETING DATE: The next regularly scheduled meeting of the Board of Directors is February 27, 2025, in La Junta at the Otero College Student Center.

ADJOURN: The meeting of the Board of Directors was adjourned at 11:57 AM.

Respectfully submitted,

A handwritten signature in cursive script that reads "Arvenia L. Morris". The signature is written in black ink and is positioned to the right of the typed name.

Arvenia L. Morris
Secretary