

LA PLATA ELECTRIC ASSOCIATION, INC.
Board of Directors' Minutes of Meeting
<https://lpea.coop/lpea-board-directors-resources>
Wednesday, July 21, 2021
LPEA Multipurpose Room

CALL TO ORDER

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, July 21, 2021, in the LPEA Multipurpose Room. Vice President Lynch, as acting President under Article V, Section 6 of the Bylaws, called the meeting to order at 9:01 a.m. with the following directors present:

Dan Huntington, Secretary
Bob Lynch, Vice President
Rachel Landis
John Lee

Joe Lewandowski
Kirsten Skeeahan
Kohler McInnis
Sue McWilliams

Holly Metzler
Tim Wheeler, Treasurer
John Witchel

LPEA STAFF

Garrett Hammer, Pagosa Springs District Manager
Dan Harms, VP of Grid Solutions
Hillary Knox, VP of Member Experience
Jessica Matlock, Chief Executive Officer
Karl Ramsey, VP of Finance
Graham Smith, Staff Attorney & Board Attorney
Jerry Sutherlin, VP of Operations
Janelle Thunstrom, Executive Assistant

EXCUSED ABSENCE

Director Ted Compton

GUESTS (from sign-in sheet)

Sheryl Ayers, Emelie Frojen, Werner Heiber, and Betsy Romere

WEBINAR ATTENDEES

William Luthy, John Purser, Deborah Shisler, Guinn Unger, and Ann Wheeler

APPROVAL OF AGENDA

Vice President Lynch addressed the July 21, 2021, LPEA board meeting agenda.

Motion: Director Wheeler moved to approve the July 21, 2021; LPEA board meeting agenda as presented. Motion seconded and carried without dissent.

MEMBER COMMENTS AND CONCERNS

Vice President Lynch addressed and responded to member comments and concerns.

Committee Chair Cheryl Ayers gave an update on the Election Supervisory Committee.

CONSENT BOARD ITEMS

Vice President Lynch addressed the Consent Board Items. Modifications were noted to the minutes.

Motion: Director McInnis moved to approve the Consent Board Items: June 16, 2021 Board of Directors' meeting minutes as amended, accepting new members, Capital Credits, and monthly write-offs. Discussion ensued on documentation on resolutions within the meeting minutes that will include a hyperlink. Motion seconded and carried without dissent.

ELECTION

ELECTION OF OFFICERS

Attorney Smith apprised the board of the policies and procedures for nominating and electing officers. Attorney Smith accepted oral nominations for executive officers. Directors discussed each position and nominee, and nominees spoke to their desire and qualifications to hold the position prior to voting.

Attorney Smith accepted and counted handwritten votes with Executive Assistant Thunstrom, via secret ballot for President, Vice President, Secretary, and Treasurer per the closed nominations.

Executive Officer Nominees:

President: John Witchel

Vice President: Sue McWilliams and Tim Wheeler

Secretary: Dan Huntington

Treasurer: Bob Lynch and Sue McWilliams

Director Witchel was elected by majority vote (10 – 1) to the office of Board President; Director Wheeler was elected by majority vote (6 – 5) to the office of Board Vice President; Director Huntington was elected by majority vote (10 – 1) to office of Board Secretary; and Director Lynch was elected by majority vote (6 – 5) to the office of Board Treasurer.

ELECTION OF LPEA REPRESENTATIVES TO FASTTRACK COMMUNICATIONS

President Witchel accepted oral nominations for the LPEA Director representative to FastTrack Communications.

Director Lynch moved to elect Director Wheeler as the LPEA Director representative to the FastTrack Communications Board of Directors.

Acclamation

Vote: President Witchel requested an acclamation vote to accept Director Wheeler as the FastTrack representative. Vote carried with all in favor.

ELECTION OF LPEA REPRESENTATIVES TO ROUND UP BOARD

President Witchel accepted oral nominations for two LPEA Director representatives to the Round-Up Foundation.

Director Skeehan moved to elect Director Compton as one of the LPEA Director representatives to the Round-Up Board.

Director Lewandowski moved to elect Director Landis as one of the LPEA Director representatives to the Round-Up Board.

Acclamation

Vote: President Witchel requested an acclamation vote to accept Director Compton as elected representative to the Round-Up Foundation. Vote seconded and carried without dissent.

Acclamation

Vote: President Witchel requested an acclamation vote to accept Director Landis as elected representatives to the Round-Up Foundation. Vote seconded and carried without dissent.

ELECTION OF LPEA REPRESENTATIVES TO TRI-STATE, CREA, AND WESTERN UNITED

President Witchel accepted oral nominations for LPEA Director representatives to Tri-State, CREA, and Western United. Directors discussed each position and nominee, and nominees spoke to their desire and qualifications to potentially hold the position prior to voting.

Director McWilliams moved to keep Director McInnis as the LPEA Director representative for the Tri-State Board.

Acclamation

Vote: President Witchel requested an acclamation vote to keep Director McInnis as the LPEA Director representatives for the Tri-State Board. Vote seconded and carried without dissent.

Director Wheeler moved to keep Director Metzler as the LPEA Director representative for the CREA Board.

Acclamation

Vote: President Witchel requested an acclamation vote to keep Director Metzler as the representative to the CREA Board. Vote seconded and carried without dissent.

Director Wheeler moved to elect Director Skeehan as the LPEA Director representative for the Western United Board.

Director Lee moved to elect himself as the LPEA Director representative for the Western United Board.

Nominees spoke to their desire and qualifications to potentially hold the position prior to voting. Attorney Smith accepted and counted handwritten votes with Executive Assistant Thunstrom, via secret ballot for the Western United Board representative.

Director Skeehan was elected by majority vote (6 – 5) to the Western United Board.

Alternate representatives for CREA and Western United were tabled until a later date.

APPOINT VOTING PROXY TO FASTTRACK COMMUNICATIONS SHAREHOLDER MEETING

President Witchel accepted oral nominations for LPEA Director representatives to appoint a voting proxy to FastTrack communications shareholder meeting.

Director Skeehan moved to nominate herself as the voting proxy for the FastTrack communications shareholder meeting

Acclamation

Vote: President Witchel requested an acclamation vote to elect Director Skeehan as the voting proxy for the FastTrack communications shareholder meeting. Vote seconded and carried without dissent.

DELEGATE FOR TRISTATE ANNUAL MEETING – AUG 4TH

President Witchel accepted oral nominations for the LPEA Director representatives for delegate and alternate for the Tri-State meeting. Nominees spoke to their desire and qualifications to potentially hold the position prior to voting.

Motion: Director Wheeler moved to nominate Director Skeehan as the delegate for the Tri-State meeting. Director McInnis moved to nominate Director Lee as the delegate for the Tri-State meeting.

Motion to Amend:

Director Wheeler amended the motion to nominate Director Skeehan as the delegate and Director Lee as the alternate. Motion failed for lack of a second.

Motion

Resumed: Attorney Smith accepted and counted handwritten votes with Executive Assistant Thunstrom, via secret ballot for the Delegate for Tri-State meeting.

Director Lee was elected by majority vote (9 – 2) as the delegate for the Tri-State meeting.

President Witchel requested an acclamation vote to elect Director Skeehan as the alternate Tri-State meeting. Vote seconded and carried without dissent.

CEO AND STAFF REPORTS

DIVISION DASHBOARDS

CEO Matlock reported on key performance indicators for safety, reliability, finance, communications and outreach, beneficial electrification, and information technology. CEO Matlock and staff members took questions and suggestions related to discussed topics.

FINANCE REPORT UPDATE

VP of Finance Ramsey addressed the June 2021 financials. All financial goals were met in June. YTD Total operating costs are \$1.35 million below forecast with labor costs for June being almost exactly at the

budgeted level. Delinquent accounts are at their lowest in 21st century. YTD operating margins are \$2.3 million over forecast. VP Ramsey took questions from board members.

2021 ANNUAL MEETING PROPOSAL

VP of Member Services Knox gave an overview of the 2021 annual meeting proposal, which proposed to move LPEA's annual meetings to a virtual format to broaden participation, increase simplicity, and save roughly \$35,000 which could be used for other, more engaging, types of in-person events or initiatives. VP Knox confirmed that member appreciation lunches would be resumed in September in Durango and Pagosa Springs. Town Hall meetings could also be held in person in each district in the future when it is safe to do so, to ensure LPEA is still meeting members face-to-face. VP Knox took questions and suggestions from board members.

Motion: Director McWilliams moved to reject this proposal in favor of having the 2021 annual meeting in person instead of going virtual. Motion seconded. Discussion ensued on trying this for a year to see how the community responds so we have data to compare.

Motion to Amend: Director McWilliams moved to take this proposal back and readdress this motion to give more of a hybrid model as well as considering last year's requests. Discussion ensued on member appreciation lunches and what would work best for our members.

Motion: Director Landis moved the previous question. Motion seconded and carried without dissent.

Motion Resumed: President Witchel proceeded to call the vote on the original motion as made by Director McWilliams. Motion failed 6 to 5 with Directors Lee, McInnis, Huntington, McWilliams and Skeehan in favor and Directors Metzler, Lynch, Landis, Wheeler, Lewandowski, and Witchel opposed.

Motion: Director Lynch moved to have the 2021 business portion of the annual meeting virtually for this year only and to refine the proposal for the future. Discussion ensued on last year's motion and the value of in-person meetings. Motion seconded and carried 6 to 4 with Directors Landis, Wheeler, Lewandowski, Metzler and Witchel in favor and Directors McWilliams, McInnis, Skeehan, and Huntington opposed. Director Lee abstained from the motion.

BOARD ACTION AGENDA

BROADBAND COMMITTEE UPDATE

Committee Chair Skeehan gave an update on the Broadband Committee. The committee met last week with Magellan Advisors, LLC and discussed the feasibility study. Committee of the Whole will take place on August 23rd.

FINANCE AND AUDIT COMMITTEE UPDATE

Committee Chair Wheeler gave an update on the Finance and Audit Committee. Committee Chair Wheeler referred to the drafted FAC report in the board packet. The new committee chair will set the future dates. The committee reviewed Broadband financials. Power supply Requests for Proposals (RFPs) were reviewed at a high-level.

Committee appointments will be made by President Witchel at a future date.

COMMITTEE ON POLICIES UPDATE

Committee appointments will be made by President Witchel at a future date and at that time the next meeting date will be set.

RESOLUTION 2021-11 RATIFICATION OF ACTIONS TAKEN AT REMOTE BOARD MEETING

Attorney Smith gave an overview on Resolution 2021-11, ratifying everything the board did in remote session during the COVID-19 pandemic.

Motion: Director Wheeler moved to adopt Resolution 2021-11 ([Resolution 2021-11 Ratification of Actions](#)). Motion seconded and carried without dissent.

DIRECTOR EXPENSE APPROVAL

Treasurer Wheeler reported on the July 2021 director expenses.

11 directors were present for this board meeting; Director Compton was absent.

LPEA Mileage Reimbursements

Ted Compton	\$00.00	Kohler McInnis	\$8.96
Dan Huntington	\$26.88	Sue McWilliams	\$11.20
Rachel Landis	\$00.00	Holly Metzler	\$00.00
John Lee	\$17.92	Kirsten Skeeahan	\$156.80
Joe Lewandowski	\$00.00	Tim Wheeler	\$00.00
Bob Lynch	\$134.40	John Witchel	\$00.00

LPEA Board and Committee Meetings

Ted Compton	\$1000.00	Kohler McInnis	\$1200.00
Dan Huntington	\$1200.00	Sue McWilliams	\$1200.00
Rachel Landis	\$1200.00	Holly Metzler	\$1450.00
John Lee	\$1200.00	Kirsten Skeeahan	\$1400.00
Joe Lewandowski	\$1325.00	Tim Wheeler	\$1400.00
Bob Lynch	\$1325.00	John Witchel	\$1200.00 (Round-Up)

Other External Meetings

Ted Compton	\$00.00	Kohler McInnis	\$00.00
Dan Huntington	\$00.00	Sue McWilliams	\$00.00
Rachel Landis	\$00.00	Holly Metzler	\$00.00
John Lee	\$00.00	Kirsten Skeeahan	\$00.00
Joe Lewandowski	\$00.00	Tim Wheeler	\$00.00
Bob Lynch	\$00.00	John Witchel	\$00.00 (Round-Up)

Motion: Director Wheeler moved to approve director expenses as amended. Motion seconded and carried without dissent.

DIRECTOR TRAVEL AND TRAINING REQUESTS

President Witchel addressed requests for director travel and trainings. Discussion ensued on training opportunities.

No travel requests were presented to the board.

ATTORNEY UPDATE OF FERC, ADAMS COUNTY, AND COPUC ACTIONS

Matthew Larson, Outside Counsel for LPEA, advised on the status of the cases related to Tri-State's wholesale electric rates and exit fee at the Federal Energy Regulatory Commission (FERC), the Colorado Public Utilities Commission (CoPUC), and Adams County District Court. Larson took questions from board members.

EXECUTIVE SESSION

Director McInnis was excused from the Tri-State portion of the executive session due to being the Tri-State Representative.

Motion: Director Wheeler moved to enter executive session to discuss pending legal matters with Attorney Larson. Motion seconded and carried without dissent.

The board remained in executive session from 1:01 p.m. – 1:58 p.m.

BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION

There were no board actions resulting from the Executive Session.

REPORTS

ATTORNEY REPORT


Referring to the written report included in the board packet, Attorney Smith highlighted work done for LPEA staff and board members in July. Attorney Smith took questions from board members regarding legal matters as noted on his report.

DIRECTOR REPORTS


Directors referred to drafted reports in the board packet and took questions from board members and staff.

ADJOURN

There being no further business, the LPEA Board of Directors' meeting adjourned at 2:23 p.m.
Recorded by J.P. Thunstrom, and approved by:



Tim Wheeler, Vice President



Dan Huntington, Secretary