

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors' Minutes of Meeting  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, August 25<sup>th</sup>, 2021  
Zoom Webinar

**CALL TO ORDER**

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, August 25, 2021, via Zoom webinar. President Witchel called the meeting to order at 9:04 a.m. with the following directors present:

Ted Compton	John Lee	Holly Metzler
Dan Huntington, Secretary	Joe Lewandowski	Kirsten Skeeahan
Bob Lynch, Treasurer	Kohler McInnis	Tim Wheeler, Vice President
Rachel Landis	Sue McWilliams	John Witchel, President

**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  
Drew Timmerman, VP of Information Technology

**EXCUSED ABSENCE**

None

**WEBINAR ATTENDEES**

Kyle Amstadter, Danah Barlow, Emelie Frojen, Ron Margolis, Elizabeth Romere, Nancy Van Dover, and Susie Wise

**APPROVAL OF AGENDA**

President Witchel addressed the August 25, 2021, LPEA board meeting agenda.

**Motion:** Director Lynch moved to approve the August 25, 2021 LPEA board meeting agenda as presented.  
Motion seconded and carried without dissent.

**MEMBER COMMENTS AND CONCERNS (9:05am)**

President Witchel addressed and responded to member comments and concerns.

## **CONSENT BOARD ITEMS (9:13am)**

President Witchel addressed the Consent Board Items. Modifications were noted to the July 2021 meeting minutes.

**Motion:** Director Lynch moved to approve the Consent Board Items: July 21, 2021, Board of Directors' meeting minutes as amended, accepting new members, Capital Credits, monthly write-offs, director travel and training requests, and director expense approval. Motion seconded and discussion ensued on removing director travel and training requests and director expense approval as requested by Director Wheeler. Consent board items A-D were seconded and carried without dissent.

## **DIRECTOR TRAVEL AND TRAINING REQUESTS & DIRECTOR EXPENSE APPROVAL: (9:20am)**

Directors commented on having the director expense approvals and the director travel and training requests as consent board items. Director Metzler will include a list of the director training classes from CREA for the board to review. Attorney Smith gave an update on Policy 109. President Witchel determined this will continue for at least another month for board efficiencies.

**Motion:** Director McInnis moved to approve director travel and training requests and director expenses. Motion seconded and carried without dissent.

## **CEO AND STAFF REPORTS (9:36am)**

### **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 (10:14am)**

VP of Finance Ramsey addressed the July 2021 financials. All financial goals were met in July. YTD total operating costs are \$1.4 million below forecast with labor costs for July being almost exactly at the budgeted level. Delinquent accounts are at 0.04% of total accounts receivable. YTD operating margins are \$2.2 million over forecast. VP Ramsey took questions from board members.

### **BOARD ACTION AGENDA**

### **BROADBAND COMMITTEE UPDATE & DISCUSS RECOMMENDATION (10:34am)**

Broadband Committee Chair Skeeahan gave an update on the Broadband Committee and the Committee of the Whole meetings. The Broadband Committee developed a resolution with a strategic goal for the board to adopt, and the Committee of the Whole suggested modifications to that resolution. Discussion ensued about the resolution. Chair Skeeahan, VP Harms and CEO Matlock took questions from board members.

**Motion:** Director Landis moved to approve Resolution 2021-12, Broadband Communication Strategic Goal. Motion seconded and carried 11-1 with Directors Compton, Huntington, Landis, Lee, Lewandowski, Lynch, McInnis, Metzler, Skeeahan, Wheeler, and Witchel in favor and Director McWilliams opposed.

Note: During discussion of the motion, Directors Compton and Wheeler disclosed their status as directors for FastTrack Communications, Inc. and informed the board of the basis for their conclusion that there was no conflict of interest in their participation in this vote. No disinterested director took any action to recuse either Director Compton or Director Wheeler under Policy 129(II)(E)(4).

#### **FINANCE AND AUDIT COMMITTEE UPDATE (11:00am)**

Finance and Audit Committee (FAC) Chair Lynch gave an update on the Finance and Audit Committee. Chair Lynch referred to the drafted FAC report in the board packet. The committee reviewed financials and asked committee members to have preliminary financials sent to board members prior to the meeting. Financial goals are to be viewed every two years; as part of this, the financial goals will be reviewed in 2022. Staff are working on the beginning of the budgeting process. Power supply Requests for Proposals (RFPs) were reviewed during the committee's executive session. The power supply Committee of the Whole will be in a workshop format on September 13, 2021. It was suggested that the Board use talking points from, and refer members to, LPEA's newsletter regarding the RFP and the three-prong power supply strategy.

#### **BYLAW AMENDMENT UPDATE (11:19am)**

Attorney Smith gave an update on a proposed bylaw amendment resolution to be considered at the September board meeting regarding our joint memberships conforming with civil union laws. Attorney Smith took questions from board members.

#### **REPORTS (11:33am)**

##### **ATTORNEY REPORT**

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

##### **DIRECTOR REPORTS (11:43am)**

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

#### **ATTORNEY UPDATE OF FERC, ADAMS COUNTY, AND COPUC ACTIONS (12:30PM)**

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**

President Witchel requested a motion to move into executive session to discuss litigation matters, an update on partial contract negotiations, and an employee annual review update. Director McInnis was excused from the Tri-State discussion due to being a member of Tri-State's Board of Directors.

**Motion:** Director Wheeler moved to enter executive session. Motion seconded and carried without dissent.

The board remained in executive session from 12:39 p.m. – 2:17 p.m.

**BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION**

There were no board actions resulting from the Executive Session.

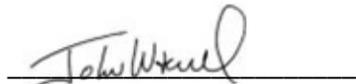
**DIRECTOR REPORTS CONTINUED (2:26pm)**

Directors referred to drafted reports in the board packet and took questions from board members and staff. Director Lee gave a verbal update on the county fairs (Archuleta & La Plata County) as the LPEA representative.

**ADJOURN**

There being no further business, the LPEA Board of Directors' meeting adjourned at 2:57 p.m.

Recorded by J.P. Thunstrom, and approved by:



John Witchel, President



Dan Huntington, Secretary