

LA PLATA ELECTRIC ASSOCIATION, INC.
Board of Directors' Meeting Minutes
<https://lpea.coop/lpea-board-directors-resources>
Wednesday, November 17, 2021
Zoom Webinar

CALL TO ORDER

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, November 17, 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 Skeehan
Bob Lynch, Treasurer	Kohler McInnis	Tim Wheeler, Vice President
Rachel Landis	Sue McWilliams	John Witchel, President

LPEA STAFF PANELISTS

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 & Board Attorney
Jerry Sutherlin, VP of Operations
Janelle Thunstrom, Executive Assistant
Drew Timmerman, VP of Information Technology

EXCUSED ABSENCE

None

WEBINAR ATTENDEES

Jennifer Chesnulovitch, Thomas Compton, Emelie Frojen, Eric Hittle, John Purser, and Betsy Romere

APPROVAL OF AGENDA

President Witchel addressed the November 17, 2021, LPEA board meeting agenda.

Motion: Director Lynch moved to approve the November 17, 2021 - LPEA board meeting agenda as presented.
Motion seconded and carried without dissent.

MEMBER COMMENTS AND CONCERNS

President Witchel addressed and responded to member comments and concerns.

CONSENT BOARD ITEMS (9:13am)

President Witchel addressed the Consent Board Items.

Motion: Director McInnis moved to approve the Consent Board Items: The October Board of Directors' meeting minutes, accepting new members, Capital Credits, monthly write-offs, director travel and training requests, and director expense approval. Motion seconded and carried without dissent.

CEO AND STAFF REPORTS

DIVISION DASHBOARDS (9:14am)

CEO Matlock reported on key performance indicators for safety, reliability, finance, communications and outreach, beneficial electrification, and information technology. The division dashboard was made public prior to the board meeting. CEO Matlock and staff members took questions and suggestions related to discussed topics.

FINANCE REPORT UPDATE (9:49am)

VP of Finance Ramsey addressed the October 2021 financials. All financial goals were met in October except for cash reserves, which were at 14.5%, lower than the board approved range of 16-20% due to the quarterly debt payment to CFC and Capital Credit retirements. It was noted that equity percentage was higher than the board approved goal of 45-50% and that this target range will be reviewed and most likely changed in 2022. VP Ramsey took questions from board members.

BOARD ACTION AGENDA

SB19-107 (10:20am)

Attorney Smith addressed the SB19-107 Act. In 2019 the Colorado General Assembly enacted SB19-107 (Act), which allowed cooperative electric associations to expand their existing electrical rights-of-way to include commercial broadband communication through a statutorily described process. LPEA's rights under this Act would support LPEA's Broadband Communications Strategic Goal. Attorney Smith took all questions from board members.

Motion: Director Skeehan moved to approve [Resolution 2021-19; SB19-107 Authorization](#). Motion seconded. Discussion ensued on the blanket motion and deadlines.

Previous

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

Motion

Resumed: Motion carried 11-1 with Directors Compton, Huntington, Landis, Lee, Lewandowski, Lynch, Metzler, McInnis, Skeehan, Wheeler, and Witchel in favor and Director McWilliams opposed.

ROUND UP FOUNDATION DIRECTOR RECOMMENDATIONS (11:11am)

VP of Member Experience Knox addressed the Round Up Foundation director appointments for 2022. President Witchel and Director Landis recused themselves due to personal conflicts.

Motion: Director Wheeler moved to reappoint Cara Cropp, Naomi Dobbs, Betsy Romere, and Jessica Wheeler to the Round Up Foundation Board and to appoint Leonard Martinez in place of Kristi Smith for District 1. Motion seconded and carried 9-0. Directors Landis and Witchel recused themselves from the vote. Director McWilliams was not present for the vote.

FINANCE AND AUDIT COMMITTEE UPDATE (11:17am)

Referring to the written Finance and Audit Committee (FAC) report, Committee Chair Lynch gave a brief update on the Finance and Audit Committee.

2022 BUDGETED FINANCIAL STATEMENTS REVIEW (11:18am)

VP Ramsey presented on the 2022 budgeted financial statements review. The 2022 budget meets the board's approved financial goals. VP Ramsey discussed 2022 budget highlights and 2022 budget board actions. The 2022 budgeted operating expenses are within 1% of the 2021 budget, and capital expenditures are 6% lower than the 2021 budget. VP Ramsey took questions and suggestions from board members.

2022 CAPITAL WORK PLAN REVIEW (11:34am)

VP Ramsey and VP Harms addressed the 2022 Capital Work Plan Review. VP Ramsey and VP Harms took questions and suggestions from board members regarding the 2022 Capital Work Plan.

RESOLUTION 2021-20; 2022 BUDGET (11:47am)

President Witchel addressed Resolution 2021-20; 2022 Budget. VP Harms answered pre-submitted questions from Director Skeehan and other board members.

Motion: Director Lynch moved to adopt [Resolution 2021-20; 2022 Budget](#) as presented. Motion seconded and carried without dissent. Director McWilliams was not present to vote.

ATTORNEY UPDATE OF FER, ADAMS COUNTY, AND COPUC ACTIONS (12:30 PM)

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. Attorney Larson took questions from board members.

EXECUTIVE SESSION (12:35pm)

President Witchel requested a motion to move into executive session to discuss litigation matters with legal counsel.

Director McInnis was recused from the Tri-State discussion during the executive session due to being a member of Tri-State's Board of Directors.

Motion: Director Compton moved to enter executive session to discuss an attorney update of FER, Adams County, and CoPUC Actions. Motion seconded and carried without dissent. Director McWilliams was not present to vote.

The board remained in executive session from 12:35 p.m. – 1:29 p.m.

BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (1:30pm)

No action was taken.

REPORTS

ATTORNEY REPORTS (1:30pm)

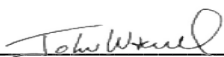
Referring to the written report included in the board packet, Attorney Smith highlighted work done for LPEA staff and board members after the October meeting. Attorney Smith reported on the status of the district boundaries and the board decided to take no action since the distribution is roughly the same as last year and all districts are within 1% of having an even quarter of the membership. Attorney Smith took questions and suggestions from board members regarding legal matters as noted in his reports.

DIRECTOR REPORTS (1:38pm)

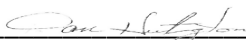
Directors referred to written and verbal reports in the board packet and took questions from board members and staff.

ADJOURN

There being no further business, the LPEA Board of Directors' meeting adjourned at 2:28 p.m.
Recorded by J.P. Thunstrom, and approved by:



John Witchel, President



Dan Huntington, Secretary