

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors' Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, May 18, 2022  
Zoom Webinar

**CALL TO ORDER**

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, May 18, 2022, via Zoom webinar. President Witchel called the meeting to order at 9:05 a.m. with the following directors present:

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

**LPEA STAFF PANELISTS**

Garrett Hammer, Pagosa District Manager  
Dan Harms, Executive VP of Grid Solutions and Special Projects  
Elizabeth Howe, VP of Admin Services  
Hillary Knox, VP of Member Experience  
Jessica Matlock, Chief Executive Officer  
Karl Ramsey, VP of Finance  
Graham Smith, General Counsel  
Jerry Sutherlin, VP of Operations  
Janelle Thunstrom, Executive Assistant  
Drew Timmerman, VP of Information Technology

**EXCUSED ABSENCE**

None

**WEBINAR ATTENDEES**

Elizabeth Romere

**APPROVAL OF AGENDA (9:06 a.m.)**

President Witchel addressed the May 18, 2022, LPEA board meeting agenda.

**Motion:** Director Lee moved to approve the May 18, 2022, LPEA board meeting agenda as amended to include an appointment for the Tri-State rate committee. Motion seconded.

**Motion**

**Amended:** Director Lee moved to amend the amended agenda to move the consent board items to after the election. Motion seconded and carried without dissent.

## **MEMBER COMMENTS AND CONCERNS (9:11 a.m.)**

General Counsel Smith gave an overview of the ground rules for public commentary.

There was no public comment.

## **ELECTION**

### **ELECTION OF OFFICERS (9:13 a.m.)**

General Counsel Smith apprised the board of the policies and procedures for nominating and electing officers. General Counsel Smith accepted oral nominations for executive officers. Directors discussed each position and nominee, and nominees spoke about their desire and qualifications to hold the position prior to voting. General Counsel Smith accepted secret ballots for President, Vice President, Secretary, and Treasurer per the closed nominations through DirectorPoint.

#### **Executive Officer Nominees**

President: John Witchel

Vice President: Tim Wheeler

Secretary: Dan Huntington

Treasurer: Kirsten Skeeahan and Sue McWilliams

Director Witchel was elected by majority vote (11 – 1) to the office of Board President; Director Wheeler was elected by majority vote (11 – 1) to the office of Board Vice President; Director Huntington was elected by majority vote (10 – 2) to the office of Board Secretary, and Director McWilliams was elected by majority vote (7 – 5) to the office of Board Treasurer.<sup>1</sup>

### **ELECTION OF LPEA REPRESENTATIVES TO FASTTRACK COMMUNICATIONS (9:42 a.m.)**

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 TRI-STATE, CREA, AND WESTERN UNITED (9:44 a.m.)**

President Witchel accepted oral nominations for the CREA representative. Director Lee moved to elect Director Metzler as the CREA Director representative.

#### **Acclamation**

**Vote:** President Witchel requested an acclamation vote to accept Director Metzler as the CREA representative and Director McWilliams as the alternate. Vote carried with all in favor.

President Witchel accepted oral nominations for the Western United Director representative. Director Huntington moved to elect Director Lee as the Western United Director representative.

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<sup>1</sup> All directors were provided with a digital ballot containing the names of all directors. In the case where a sole nominee was not unanimously elected, the other vote(s) were cast in favor of a write-in candidate.

**Acclamation**

**Vote:** President Witchel requested an acclamation vote to accept Director Lee as the Western United representative and Director Skeehan as the alternate. Vote carried with all in favor.

President Witchel accepted oral nominations for the Tri-State representative.  
Director Lewandowski moved to elect Director McInnis as the Tri-State representative.

**Acclamation**

**Vote:** President Witchel requested an acclamation vote to accept Director McInnis as the Tri-State representative. Vote carried with all in favor.

**ELECTION OF LPEA REPRESENTATIVES TO ROUND UP BOARD (9:54 a.m.)**

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

Director Lewandowski moved to nominate Director McWilliams as one of the LPEA Director representatives to the Round Up Board. Director Wheeler moved to nominate Director Landis as one of the LPEA Director representatives to the Round Up Board. Director McWilliams moved to nominate Director Lee as one of the Director representatives to the Round Up Board. Director Landis moved to nominate Director Skeehan the LPEA Director representative to the Round-Up Board.

Director Landis nominated Director Metzler, who respectfully declined the nomination.  
Director Skeehan nominated Director Lynch, who respectfully declined the nomination.  
Director Wheeler nominated Director Lewandowski, who respectfully declined the nomination.  
Director Huntington nominated Director Compton, who respectfully declined the nomination.

**Motion:** Director Compton moved to accept a plurality instead of a majority vote for both Round-Up representatives. Motion seconded and carried with none opposed and Director Wheeler abstaining.

Director Landis was elected by majority vote to the Round-Up Board and Director Skeehan was elected by secondary majority vote to the Round-Up Board.

**APPOINT VOTING PROXY TO FASTTRACK COMMUNICATIONS SHAREHOLDER MEETING (10:10 a.m.)**

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

**Motion:** Director Compton moved to table this appointment until the date of the FastTrack shareholder meeting has been determined. Motion seconded and carried without dissent.

**APPOINT REPLACEMENT DISTRICT 4 REPRESENTATIVE TO ROUND UP BOARD (10:11 a.m.)**

President Witchel, in his capacity as a District four director, recommended Jillian Barkley as a replacement for the unexpired term of the District four director on the Round-Up board.

**Motion:** Director Compton moved to appoint Jillian Barkley as the District four director for the Round-Up board as recommended by the district four directors. Discussion ensued for the Policy Committee to review how replacements are determined for the Round-Up board. Motion seconded and carried without dissent.

### **TRI-STATE RATE COMMITTEE (10:20 a.m.)**

President Witchel accepted oral nominations for the Tri-State Rate Committee. CEO Matlock is the current representative, but due to the increased workload, she asked for a replacement.

Director Metzler nominated Kirsten Skeeahan as the Tri-State Rate Committee representative.

**Motion:** Director Compton moved to appoint Kirsten Skeeahan as the Tri-State Rate Committee representative. Motion seconded and carried without dissent.

**Motion:** Director McInnis moved to approve General Counsel Smith's request to destroy all digital ballot votes. Motion seconded and carried without dissent. All digital ballots were destroyed at this time.

President Witchel will appoint directors to the two standing committees before the next meeting.

### **CONSENT BOARD ITEMS (10:46 a.m.)**

President Witchel addressed the Consent Board Items.

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

### **CEO AND STAFF REPORTS**

#### **DIVISION DASHBOARDS (10:47 a.m.)**

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 the discussed topics.

#### **FINANCE REPORT UPDATE (11:00 a.m.)**

VP of Finance Ramsey addressed the April 2022 financials. Although the equity percentage was higher than the board-approved goal of 45-50%, most financial goals were met. Cash reserves are at 14.3% of operating costs, which is also not within the board-approved range of 16 to 20%. VP Ramsey took questions from board members regarding the financial report.

### **BOARD ACTION AGENDA**

#### **FINANCE AND AUDIT COMMITTEE (FAC) UPDATE (11:09 a.m.)**

Committee Chair Lynch gave a verbal FAC update on the board-approved goals as discussed in the FAC meeting last Thursday. VP Ramsey reported on the proposed summary of board-approved goals, including adjusting cash goals to 12 - 20% and adjusting the equity goal to 40 - 55%. These proposed changes reflect current realities and industry standards. Committee Chair Lynch and VP Ramsey took questions.

**Motion:** Director Wheeler moved to adopt the revised goals and to adjust Policy 201 accordingly. Motion seconded and carried without dissent.

**Motion:** Director McInnis moved to approve [Resolution 2022-07; Allocation of Patronage Capital](#) as amended with spelling and grammar corrections. Motion seconded and carried without dissent.

**Motion:** Director Lee moved to approve [Resolution 2022-08; Retirement of Capital Credits](#). Motion seconded and carried without dissent.

### **COMMITTEE ON POLICIES UPDATE (11:39 a.m.)**

Committee Chair Compton gave an update on the committee's recommendations for proposed amendments to the 300 Series Policies.

**Motion:** Director Landis moved to accept the proposed amendments to the 300 Series Policies. Discussion ensued on Director Wheeler's questions regarding policy changes. Motion seconded and carried without dissent.

### **REPORTS**

#### **ATTORNEY REPORT (11:54 a.m.)**

Referring to the written report included in the board packet, General Counsel Smith highlighted work done for LPEA staff and board members since the April meeting. General Counsel Smith and other staff members took questions from board members.

#### **ATTORNEY UPDATE OF FERC, ADAMS COUNTY, AND COPUC ACTIONS (12:32 p.m.)**

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.

#### **EXECUTIVE SESSION (12:33 p.m.)**

President Witchel requested a motion to move into an executive session to discuss litigation matters.

**Motion:** Director Landis moved to enter an executive session to discuss litigation matters. Motion seconded and carried without dissent.

Director McInnis recused himself from part of the Tri-State litigation strategy discussion during the executive session because of a possible conflict with his role as a Tri-State board representative.

The board remained in executive session from 12:37 p.m. to 1:16 p.m.

#### **BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (1:17 p.m.)**

There was no action from the executive session.

### **REPORTS (Continued)**

#### **ATTORNEY REPORT (1:19 p.m.)**

General Counsel Smith continued to highlight his work and take all questions from board members regarding his written report.

**DIRECTOR REPORTS (1:35 p.m.)**

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

**SECOND EXECUTIVE SESSION (2:10 p.m.)**

President Witchel requested a motion to move into an executive session to discuss a possible business opportunity that had been presented in confidence.

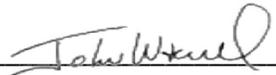
**Motion:** Director Lee moved to enter the executive session to discuss a possible business opportunity that had been presented in confidence. Motion seconded and carried without dissent.

**BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (2:24 p.m.)**

There was no action from the executive session.

**ADJOURN**

There being no further business, the LPEA Board of Directors' meeting adjourned at 2:24 p.m.  
Recorded by J.P. Thunstrom and approved by:

  
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John Witchel, President

  
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Dan Huntington, Secretary