

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, September 21, 2022  
Zoom Webinar

**CALL TO ORDER**

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, September 21, 2022, 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	Kohler McInnis	Tim Wheeler, Vice President
Rachel Landis	Sue McWilliams, Treasurer	John Witchel, President

**LPEA STAFF PANELISTS**

Jessica Matlock, Chief Executive Officer  
Garrett Hammer, Pagosa District Manager  
Dan Harms, Executive VP of Grid Solutions and Special Projects  
Elizabeth Howe, VP of Administrative Services  
Hillary Knox, VP of Member Experience  
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 (9:05 a.m.)**

President Witchel addressed the September 21, 2022, LPEA board meeting agenda.

**Motion:** Director Landis moved to approve the September 21, 2022, LPEA board meeting agenda as amended.  
Motion seconded and carried without dissent.

**MEMBER COMMENTS AND CONCERNS (9:05 a.m.)**

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

There was no public comment.

## **CONSENT BOARD ITEMS (9:06 a.m.)**

President Witchel addressed the Consent Board Items.

Director McInnis moved to approve the Consent Board Items: The August Board of Directors meeting minutes as presented, accepting new members, the retirement of Capital Credits to estates, 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 (9:08 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 within the report.

### **FINANCE REPORT UPDATE (9:26 a.m.)**

VP of Finance Ramsey addressed the August 2022 financials. The financial results met all the board's approved goals. The operating margin in August was \$52k below forecast and the total operating costs were \$35k over forecast. VP Ramsey took questions from board members on the financial report.

### **TRI-STATE RATE DESIGN COMMITTEE REPORT (9:38 a.m.)**

Director Skeehan referred to her written report in the board packet and took questions and suggestions from board members and staff regarding tilt impacts and rate scenarios. The board asked staff to assist with LPEA's tilt position.

### **FINANCE AND AUDIT COMMITTEE UPDATE (10:02 a.m.)**

Committee Chair McWilliams gave a verbal overview of the FAC meeting held on Thursday, September 15, 2022. The draft 2023 budget will be presented at the next FAC meeting in October. Committee Chair McWilliams and VP Ramsey took questions from board members regarding budgets.

### **COMMITTEE ON POLICIES UPDATE (10:06 a.m.)**

Committee Chair Compton gave a verbal update on the committee's recommendations for proposed amendments to Policies 303 and 304 and proposed Policy 111. Committee Chair Compton took questions from other directors regarding his verbal report.

### **2023 BOARD MEETING SCHEDULE (10:15 a.m.)**

VP of Member Experience Knox gave an overview of the proposed 2023 LPEA director election timeline and board meeting dates.

**Motion:** Director Landis moved to approve the 2023 LPEA board of directors' election timeline as presented separately from the proposed board meeting dates. Motion seconded and carried without dissent.

Discussion ensued on board meetings being held virtual or in-person and who can authorize the change in location.

**Motion:** Director Wheeler moved to approve Resolution 2022-09; 2023 LPEA Board of Directors' Meeting Dates modifying the delegation to the LPEA CEO, in consultation with the President of the Board of Directors, the authority to convert any meeting to virtual or in person as circumstances may warrant. Motion seconded.

**Motion**

**Amended:** Director McInnis moved to amend the motion to change the meeting sequence to meet in person every other month instead of once a quarter starting in February. Motion seconded and carried 8-3 with Directors Landis, Lee, Lynch, Metzler, McInnis, McWilliams, Skeehan, and Wheeler in favor and Directors Compton, Lewandowski, and Witchel opposed. Director Huntington abstained.

**Call to**

**Question:** Director Lee moved to call to question. Motion seconded and carried without dissent.

**Main Motion**

**Resumed:** The main motion as amended- [Resolution 2022-09; 2023 LPEA Board of Directors' Meeting Dates](#) with modifying the delegation to the LPEA CEO, in consultation with the President of the Board of Directors, the authority to convert any meeting to virtual or in person as circumstances may warrant and to meet in person every other month starting in February 2023- was resumed. Motion seconded and carried without dissent.

**EXECUTIVE SESSION (11:01 a.m.)**

President Witchel requested a motion to move into an executive session to discuss FastTrack and an employee matter.

**Motion:** Director Compton moved to enter an executive session to discuss FastTrack and an employee matter. Motion seconded and carried without dissent.

The board remained in executive session from 11:01 a.m. to 12:15 p.m.

**BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (12:15 p.m.)**

There were no direct actions related to the executive session. The minutes shall reflect there was a brief discussion on confidential procedural matters with FERC (Federal Energy Regulatory Commission) in the executive session that was not listed under the original executive session motion.

**APPOINTMENT OF VOTING PROXY TO FASTTRACK ANNUAL MEETING (12:15 p.m.)**

President Witchel addressed nominations for the LPEA Director representatives to appoint a voting proxy to the FastTrack annual meeting.

**Motion:** Director Lewandowski moved to appoint Director Compton as the voting proxy to the FastTrack annual meeting. Motion seconded and carried without dissent. Due to an excused absence, Director Lee was not present during the vote.

**REPORTS**

**ATTORNEY REPORT (12:45 p.m.)**

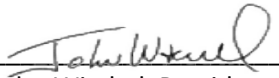
Referring to the written report included in the board packet, General Counsel Smith highlighted work done for LPEA staff and board members since the August meeting.

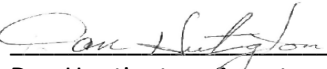
**DIRECTOR REPORTS (12:54 p.m.)**

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

**ADJOURN (1:16 p.m.)**

There being no further business, the LPEA Board of Directors' meeting adjourned at 1:16 p.m.  
Recorded by J.P. Thunstrom and approved by:

  
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John Witchel, President

  
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Dan Huntington, Secretary