

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, July 19, 2023  
Zoom Webinar  
LPEA Headquarters | Durango, Colorado

**CALL TO ORDER**

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, July 19, 2023, via Zoom webinar. President Compton called the meeting to order at 9:03 a.m. with the following directors present:

Ted Compton, President  
Dan Huntington  
Rachel Landis  
John Lee, Jr., Secretary

Joe Lewandowski  
David Luschen  
Kohler McInnis  
Holly Metzler

Nicole Pitcher  
Kirsten Skeeahan, Vice President  
Tim Wheeler, Treasurer  
John Witchel

**LPEA STAFF**

Jessica Matlock, Chief Executive Officer  
Dan Harms, Executive VP of Grid Solutions and Special Projects  
Elizabeth Howe, VP of Administrative Services  
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**

Patrick Berry, Emelie Frojen, Eugenia Miller, Betsy Romere, and Bill Woods

**APPROVAL OF AGENDA (9:03 a.m.)**

President Compton addressed the July 19, 2023, LPEA board meeting agenda.

**Motion:** Director McInnis moved to approve the July 19, 2023, LPEA board meeting agenda with an additional discussion about community broadband partnership in the executive session. Motion seconded and carried without dissent.

**MEMBER COMMENTS AND CONCERNS (9:04 a.m.)**

Attorney Smith gave an overview of the ground rules for public commentary. There was no public comment. Director Huntington made a statement to address a member's concern about his comments at the June meeting about members opposing developments.

## **CONSENT BOARD ITEMS (9:07 a.m.)**

President Compton addressed the Consent Board Items. Director Landis removed the director's training requests.

**Motion:** Director McInnis moved to approve the remaining Consent Board Items: the June Board of Directors minutes as presented, accepting new members, the retirement of Capital Credits to estates, monthly write-offs, director expenses, and director expenditures. Motion seconded and carried without dissent.

**Motion:** Director Wheeler moved to approve the director's Landis Electric Vehicle training requests offered by NRECA in August.

### **Motion**

**Amended:** Director Wheeler moved to amend the motion to approve Director Landis' training budget to take an Electric Vehicle course up to \$690. Motion seconded and carried without dissent.

## **CEO AND STAFF REPORTS**

### **DIVISION DASHBOARDS (9:14 a.m.)**

Chief Executive Officer (CEO) Matlock reported the monthly board dashboard. The dashboard reports on progress in meeting the targets listed in the [2023 Operational Plan](#). All-key performance indicators besides the cash reserves were met for the month of June. The cash reserves were below the board's target, due to the timing of the retirement of capital credits but were above the target by the time of the board meeting; next month it is anticipated to have a green check mark. The dashboard was made public prior to the board meeting.

CEO Matlock and staff members took questions and suggestions about the discussed topics in the dashboard and appendix reports.

### **BOARD ACTION AGENDA (10:21 a.m.)**

### **FINANCE AND AUDIT COMMITTEE UPDATE (10:22 a.m.)**

Committee Chair Wheeler addressed his written FAC report. Committee Chair Wheeler and EVP Harms took all questions.

### **COMMITTEE ON POLICIES UPDATE (10:26 a.m.)**

Committee Chair Lee gave a verbal update on [Policy 109](#) (Director Education and Compensation, Insurance, and Travel of Directors) which was discussed at the last committee meeting. A final, red-lined draft version will be sent to the full board and then presented at next month's board meeting.

### **ATTORNEY UPDATE ON FERC ACTIONS (10:39 a.m.)**

Matthew Larson, Outside Counsel for LPEA, advised on the status of litigation at the Federal Energy Regulatory Commission (FERC) since the last board meeting.

Tri-State has made their comeback rate filing which is required by the settlement that we reached in the prior rate case. That case is now pending before FERC. LPEA has intervened in that case, along with numerous other member cooperatives. The FERC must act by August 15, which is the 60-day mark from the filing date.

With regard to the Buydown Payment (BDP), Tri-State has filed a motion, which LPEA supported, to withdraw the BDP Tariff that is currently pending before FERC. While that withdrawal motion is pending, the Administrative Law Judge (ALJ) has suspended the hearing schedule that was on a litigation track while FERC considers whether to allow Tri-State to withdraw the BDP Tariff.

Currently awaiting Contract Termination Payment (CTP) decisions, which are essentially administrative appeals to the agency, have been filed and FERC is considering all of those along with the FERC ALJ order adopting a modified version of the FERC trial staff's CTP methodology.

### **EXECUTIVE SESSION (10:45 a.m.)**

President Compton requested a motion to move into an executive session to discuss an update on FERC actions, an employee matter, and an update on broadband partnerships.

**Motion:** Director Lee moved to enter an executive session to discuss an update on FERC actions, an employee matter, and an update on the broadband partnership. Motion seconded and carried without dissent.

Director McInnis recused himself from the portion of the executive session addressing the FERC actions because of a possible conflict with his role as a Tri-State board representative but joined after this conversation.

The board remained in executive session from 10:46 a.m. to 12:19 p.m.

Lunch break was from 12:20 p.m. to 12:50 p.m.

### **BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (12:52 p.m.)**

None

### **REPORTS**

#### **ATTORNEY REPORT (12:52 p.m.)**

Referring to the written report in the board packet, Attorney Smith highlighted the work done for LPEA staff and board members since the June meeting. Attorney Smith also addressed the Election Supervisory Committee (ESC) 2023 Annual Meeting Report. Attorney Smith took questions regarding both reports.

#### **DIRECTOR REPORTS (12:55 p.m.)**

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

#### **ADJOURN (1:38 p.m.)**

There being no further business, the LPEA Board of Directors' meeting adjourned at 1:38 p.m.  
Recorded by J.P. Thunstrom and approved by:

  
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Ted Compton, President

  
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John Lee, Jr., Secretary