

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, August 16, 2023  
In-person with Electronic Attendance Option  
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, August 16, 2023, in person at LPEA Headquarters with an Electronic Attendance Option. President Compton called the meeting to order at 9:02 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 (Virtual)  
John Witchel (Joined at 11:39 a.m.)

**LPEA STAFF**

Jessica Matlock, Chief Executive Officer  
Dan Harms, Executive VP of Grid Solutions and Special Projects  
Elizabeth Howe, VP of Business Services  
Graham Smith, General Counsel  
Jerry Sutherlin, VP of Operations  
Janelle Thunstrom, Executive Assistant  
Drew Timmerman, VP of Information Technology

**EXCUSED ABSENCE**

None

**WEBINAR ATTENDEES**

Emelie Frojen, Elizabeth Romere, Lori Schell, and Bill Woods  
  
Karl Ramsey, Financial Consultant

**IN-PERSON ATTENDEES**

None

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

President Compton addressed the August 16, 2023, LPEA board meeting agenda.

**Motion:** Director McInnis moved to approve the August 16, 2023, LPEA board meeting agenda as amended to swap Section 5.V. with the Board Action Agenda to shift reports up and to have a broadband partnership discussion in the executive session. Motion seconded and carried without dissent.

## **MEMBER COMMENTS AND CONCERNS (9:07 a.m.)**

Attorney Smith gave an overview of the ground rules for public commentary. There was no public comment.

## **CONSENT BOARD ITEMS (9:09 a.m.)**

President Compton addressed the Consent Board Items. Director Lewandowski removed capital credits (Section III., C). Director Skeehan removed Director Expenses (Section III., F).

**Motion:** Director Lewandowski moved to approve the Consent Board Items: the July Board of Directors minutes as presented, accepting new members, the retirement of monthly write-offs, director travel, and training requests, and director expenditures. Motion seconded and carried without dissent.

**Motion:** Director Lewandowski moved to approve Capital Credits to estates as presented after further explanation from Financial Consultant, Ramsey. Motion seconded and carried without dissent.

**Motion:** Director Skeehan moved to approve the Director Expenses as presented after further discussion on the annual meeting attendance. Motion seconded and carried without dissent.

## **CEO AND STAFF REPORTS**

### **DIVISION DASHBOARDS (9:19 a.m.)**

VP Howe and VP Harms gave a brief introduction to our LPEA summer interns. Directors thanked LPEA staff for their commitment to the interns and for collaborating with the community.

Chief Executive Officer (CEO) Matlock reported the monthly board dashboard and gave an overview of LPEA's 2023 Health & Safety Day. The dashboard reports on progress in meeting the targets listed in the [2023 Operational Plan](#).

Financial Consultant Ramsey reported that all key performance indicators besides the cash reserves were met for the month of July. The cash reserves were below the board's target, due to a quarterly and semi-annual debt repayment. We were above the cash reserves 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.

## **REPORTS**

### **ATTORNEY REPORT (10:25 a.m.)**

Referring to the written report in the board packet, Attorney Smith highlighted the work done for LPEA staff and board members since the July meeting. Attorney Smith gave an update on the Small Claims Court case which was ruled in LPEA's favor. Attorney Smith took questions regarding both reports.

### **ATTORNEY UPDATE ON FERC ACTIONS (10:30 a.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). Larson stated there have been several movements on the legal front related to cases at FERC and Adams County.

Adams County Judge granted summary judgment on several of the claims that were pending between United Power and Tri-State. Tri-State has filed an interlocutory appeal of the summary judgment decision, but the rules of procedure make a hearing of that appeal unlikely at this time. If the interlocutory appeal is denied, the case will likely go to trial this fall.

There is still no CTP decision from FERC, and it is expected to take some time.

Finally, FERC ruled on the four reserved issues from the Stated Rate Case.

Attorney Larson took all questions from board members.

#### **EXECUTIVE SESSION (10:41 a.m.)**

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

**Motion:** Director Lee moved to enter an executive session to discuss an update on FERC actions, an employee matter, and discuss broadband partnerships. 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 10:41 a.m. to 2:00 p.m.

#### **BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (2:01 p.m.)**

**Motion:** Director Skeeahan moved to approve the salary and bonus structure as discussed in the executive session for the CEO. Motion seconded and carried 11-1 with Directors Compton, Huntington, Landis, Lee, Lewandowski, Luschen, Metzler, Pitcher, Skeeahan, Wheeler, and Witchel in favor and Director McInnis opposed.

#### **BOARD ACTION AGENDA (2:03 p.m.)**

#### **FINANCE AND AUDIT COMMITTEE UPDATE (2:03 p.m.)**

Committee Chair Wheeler addressed his written FAC report. Committee Chair Wheeler, EVP Harms, and Attorney Smith took all questions regarding the NM (Net Metering) and QF (Qualifying Facilities) Tariffs as explained by EVP Harms. Attorney Smith gave an overview of the comment posting period. The effective date would be November 1, 2023, once approved by the board.

**Motion:** Director Wheeler moved to direct staff to post LPEA's proposed Net Metering and Qualifying Facilities rate tariffs for a 30-day public comment period in accordance with Policy 364. Motion seconded and carried without dissent.

#### **COMMITTEE ON POLICIES UPDATE (2:12 p.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 was sent to the full board for review prior to the board meeting. Discussion ensued on CEO and director expenses and director education. Committee Chair Lee and Attorney Smith took all questions and suggestions.

**Motion:** Director Lewandowski moved to approve the final, red-lined draft version of [Policy 109](#).

**Motion**

**Withdrawn:** Director Lewandowski withdrew his motion.

**Motion:** Director McInnis moved to approve the final, red-lined draft version of [Policy 109](#). Motion seconded.

**Previous**

**Question:** Director Huntington moved the previous question. The motion was seconded and passed unanimously.

**Main  
Motion**

**Resumed:** The main motion was resumed and carried 8-3 with Directors Compton, Huntington, Lewandoski, Lee, Luschen, Metzler, McInnis, and Witchel in favor and Directors Pitcher, Skeeahan, and Wheeler opposed. Director Landis was not present for the vote.

**APPOINT DELEGATE/ALTERNATE TO NRECA REGIONAL MEETING (2:37 p.m.)**

President Compton requested a motion for the appointment of the delegate/alternate to the NRECA Regional Meeting.

Director Skeeahan nominated herself as the meeting delegate.

**Motion:** Director Huntington moved to nominate Director Skeeahan as the NRECA regional meeting delegate and CEO Matlock as the alternate. Motion seconded and carried without dissent.

**REPORTS**

**DIRECTOR REPORTS (2:39 p.m.)**

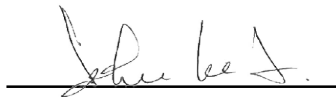
Directors referred to written and verbal reports in the board packet and took questions and suggestions from board members and staff.

**ADJOURN (2:57 p.m.)**

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:



Ted Compton, President



John Lee, Jr., Secretary