

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, January 17, 2024  
Zoom Webinar  
LPEA Headquarters | Durango, Colorado

**CALL TO ORDER (9:02 a.m.)**

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, January 17, 2024, via Zoom Webinar. 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 Skeehan, Vice President  
Tim Wheeler, Treasurer  
John Witchel

**LPEA STAFF**

Amanda Anderson, Strategic Communications Officer  
Patrick Berry, VP of Finance  
Dan Harms, Executive VP of Grid Solutions and Special Projects  
Elizabeth Howe, VP of Business Services  
Jessica Matlock, Chief Executive Officer  
Graham Smith, General Counsel  
Jerry Sutherlin, VP of Operations  
Janelle Thunstrom, Executive Assistant

**EXCUSED ABSENCE**

None

**WEBINAR ATTENDEES**

Andrew Allport, Emelie Frojen, Gail Harriss, Werner Heiber, Karen Pontius, Elizabeth Romere, Terri Oliger, and Guinn Unger

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

President Compton addressed the agenda for the LPEA board meeting on January 17, 2024.

**Motion:** Director Landis moved to approve the January 17, 2024, LPEA board meeting agenda as presented.  
Motion seconded and carried without dissent.

**MEMBER COMMENTS AND CONCERNS (9:03 a.m.)**

CEO Matlock gave an overview of the ground rules for public commentary. There was public comment.

## **CONSENT BOARD ITEMS (9:17 a.m.)**

President Compton addressed the Consent Board Items.

Director McInnis pulled out director travel and training requests. Discussion ensued on Director Skeeahan's education goals and budget informational report.

**Motion:** Director Landis moved to approve Consent Board Items: the December Board of Directors minutes as presented, accepting new members, Capital Credits to estates, the retirement of monthly write-offs, renomination of existing ESC members, and ratification conversion of motion to Resolution 2023 – 16 by executive committee. Motion seconded and carried without dissent.

**Motion:** Director McInnis moved to approve the director's travel and training requests as amended regarding the discretionary or mandatory section not being finalized. Motion seconded and carried without dissent. Director Wheeler abstained.

## **CEO AND STAFF REPORTS**

### **DIVISION DASHBOARDS (9:31 a.m.)**

Chief Executive Officer (CEO) Matlock reported on the monthly board dashboard. The dashboard reports progress in meeting the targets listed in the [2023 Operational Plan](#). The dashboard was made public prior to the board meeting. CEO Matlock reported all key performance indicators besides the SAIDI (System Average Interruption Duration Index) were met. SAIDI has surpassed our end-of-year goal of not exceeding 60 minutes out of power per member. This is due to increased member-caused outages, increased planned outages associated with increased capital project work, and the initial spike due to winter storms that did not meet MED (Major Event Day) criteria. The SAIDI and SAIFI goals were met for the month of December. The SAIDI goal is being adjusted for 2024 to 100 minutes. The national average is 120 minutes.

VP Berry gave an update on the cooperative's finances. All board financial goals were met for December. Strong revenue kept the December operating margin healthy for the month at 7.2%. The approved transfer of funds into the rate stabilization reduced the YTD margin to the Board target of 2.0% for the year. VP Berry took all financial questions.

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

### **2023 MEMBER SURVEY (10:02 a.m.)**

CEO Matlock and VP Howe discussed key factors from the 2023-member survey. Overall satisfaction with LPEA is very good, with a mean rating of 8.79. This is consistent with the studies since March 2017 but lower than the Co-op Norms mean rating of 8.91. Ratings of the other American Customer Satisfaction Index (ACSI) measures are also good, although meeting expectations and comparison to the ideal utility are lower than the Co-op Norms. Conversely, the likelihood of choosing LPEA if given a choice is higher than the Co-op Norms. CEO Matlock and VP Howe took all questions from board members.

### **REVIEW OF THE 2024 OPERATIONAL PLAN (10:30 a.m.)**

CEO Matlock introduced the new [2024 Operational Plan](#). The dashboard will report progress in meeting the targets listed in the 2024 Operational Plan. The 2024 Operational Plan was made public prior to the board meeting. CEO Matlock and staff members took questions and suggestions about the topics discussed within the reports.

### **ATTORNEY UPDATE ON FERC ACTIONS (10:59 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) and related matters. Working through the Contract Termination Payment (CTP), Tri-State's first compliance filing, to provide the members that provided unconditional notices of intent to withdraw, was given an extension to January 25, 2024.

FERC found Tri-State's rate filing deficient and ordered them to address several questions in response to a deficiency letter. Tri-State's rates are not in effect until responses to the deficiency letter have been addressed. Once the deficiency letter is cured, the rate will go into effect, and it can be backdated to January 1, 2024. Due to the timing of the filing, legal counsel has not fully digested what is being said and its impacts.

La Plata County Litigation – Tri-State motioned to dismiss on January 10<sup>th</sup>, and Counsel will respond by January 30<sup>th</sup>. This is actively being worked on.

Colorado PUC – LPEA filed an intervention in the Tri-State Electric Resource Plan (ERP). The filing was done jointly with Mountain Parks. An ERP allows Tri-State to plan its system out over a particular horizon. In the early 2030s, they will assess the necessary resources to acquire and define the components, establishing assumptions for conducting a competitive solicitation in this scenario. This case has been referred by the PUC to an administrative law judge. Once a procedural schedule is set, it will be updated in the public forum.

Attorney Larson took all questions from board members.

### **EXECUTIVE SESSION (11:03 a.m.)**

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

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

The board remained in executive session from 11:04 a.m. to 1:05 p.m.

### **BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (1:06 p.m.)**

**Motion:** Director Wheeler moved to approve the CEO Contract, as discussed in the executive session. Motion seconded and carried without dissent. Director Lee was not present for the vote due to technical difficulties.

### **BOARD ACTION AGENDA (1:07 p.m.)**

### **FINANCE AND AUDIT COMMITTEE UPDATE (1:07 p.m.)**

Committee Chair Wheeler addressed his written FAC report, which included a review of the December financials, preliminary YTD results, and options for the Sunnyside Community Solar Garden. Committee Chair Wheeler took all questions.

### **CREA AND WESTERN UNITED ANNUAL MEETING (1:13 p.m.)**

Attorney Smith requested a motion from the board to appoint delegates and alternate representatives for the CREA (Colorado Rural Electric Association) and Western United Electric Supply Corporation (WUE) annual meetings on February 1.

Director Wheeler nominated Director Luschen as the WUE annual meeting delegate. Director Luschen accepted the nomination.

Director Metzler nominated Director Landis as the CREA annual meeting delegate. Director Landis accepted the nomination.

Director Huntington moved to appoint the following delegates: CREA annual meeting: Director Landis as delegate, Director Luschen as the alternate, and Western United annual meeting: Director Luschen delegate, Director Landis as the alternate.

Director Skeehan would like to nominate herself for both alternate positions.

**Vote:** Director Landis was elected as CREA delegate and Western United Alternate. Director Luschen was elected as the Western United delegate and the CREA alternate.

### **COMMITTEE ON POLICIES UPDATE (1:28 p.m.)**

Attorney Smith gave a verbal update. The Committee on Policies reviewed Policy 110 (Committees of the Board of Directors). A red-lined draft version was sent to the board for review before the next COP meeting.

**Motion:** Director Wheeler moved to approve the amendments to Policy 110 as presented. Motion seconded and carried without dissent.

### **RESOLUTION 2024-01; CEO AUTHORIZATION TO JOIN AND RENEW MEMBERSHIPS (1:30 p.m.)**

Attorney Smith addressed the written memo regarding Resolution 2024-01, CEO Authorization to Join and Renew Memberships. Attorney Smith and CEO Matlock took questions and suggestions related to the resolution.

**Motion:** Director Wheeler moved to approve Resolution 2024-01, CEO Authorization to Join and Renew Memberships—as presented. Motion seconded and carried without dissent.

### **REVIEW VOTING DISTRICT BOUNDARIES (1:34 p.m.)**

Attorney Smith addressed the written memo regarding the review of current voting district boundaries. Article III, Section 3 of the Bylaws states that Districts are to be reviewed and revised, if necessary, not less than sixty (60) days before any meeting of the members at which directors are to be elected. An equal number of directors shall represent each district. Current data from LPEA shows all districts are within 1% of each other. Attorney Smith took questions from board members. The Board reviewed the current boundaries as required by Article III, Section 3 of the Bylaws. No revision was necessary.

## **REPORTS**

### **ATTORNEY REPORT (1:36 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 December meeting.

### **DIRECTOR REPORTS (1:37 p.m.)**

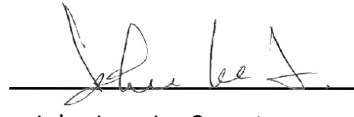
Directors referred to written and verbal reports in the board packet and took questions from board members and staff.

**ADJOURN (1:57 p.m.)**

There being no further business, the LPEA Board of Directors' meeting adjourned at 1:57 p.m.  
Recorded by J.P. Thunstrom and approved by:

A handwritten signature in cursive script, appearing to read "Ted Compton", written over a horizontal line.

Ted Compton, President

A handwritten signature in cursive script, appearing to read "John Lee, Jr.", written over a horizontal line.

John Lee, Jr., Secretary