

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, April 17, 2024  
In-person with Electronic Attendance Option  
LPEA Headquarters | Durango, Colorado

**CALL TO ORDER (9:01 a.m.)**

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held in person on Wednesday, April 17, 2024, with an electronic attendance option. President Compton called the meeting to order at 9:01 a.m. with the following directors present:

Ted Compton, President	Joe Lewandowski	Nicole Pitcher
Dan Huntington (Electronic)	David Luschen	Kirsten Skeehan, Vice President (Electronic)
Rachel Landis (Electronic)	Kohler McInnis	Tim Wheeler, Treasurer
John Lee, Jr., Secretary	Holly Metzler	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  
Graham Smith, Interim CEO and General Counsel  
Jerry Sutherlin, VP of Operations  
Janelle Thunstrom, Executive Assistant  
Drew Timmerman, VP of Information Technology

**EXCUSED ABSENCE**

None

**WEBINAR ATTENDEES**

Lori Bryan, Brian Rogers, Elizabeth Romere, Jenny Hill, Thomas Polich

**IN-PERSON ATTENDEES**

Emilie Frojen, Mark Pearson, Dick Reitz

**APPROVAL OF THE AGENDA (9:01 a.m.)**

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

**Motion:** Director Lee moved to approve the amended April 17, 2024, LPEA board meeting agenda to add a staff update on the Contract Termination Payment (CTP) in the executive session. Motion seconded and carried without dissent.

## **MEMBER COMMENTS AND CONCERNS (9:02 a.m.)**

Attorney Smith gave an overview of the ground rules for public commentary. There were public comments in person and electronically.

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

President Compton addressed the Consent Board Items.

**Motion:** Director McInnis moved to approve the following Consent Board Items: March Board of Directors minutes as amended, March Special Board minutes as presented, accepting new members, Capital Credits to estates, the retirement of monthly write-offs with clarification, and director travel and training requests. Motion was seconded and carried without dissent.

## **CEO AND STAFF REPORTS**

### **DIVISION DASHBOARDS (9:21 a.m.)**

Interim Chief Executive Officer Smith reported on the monthly board dashboard, which was made public prior to the board meeting. The dashboard reports progress in meeting the targets listed in the 2024 Operational Plan.

VP Berry provided an overview of March's financial performance. All financial objectives set by the board were successfully achieved during this period. Budget variances represent timing discrepancies between planned and actual financial outcomes, serving as crucial indicators of financial performance and potential areas for improvement.

Interim CEO Smith and staff members answered questions about the topics discussed in the dashboard and appendix reports.

### **BOARD ACTION AGENDA (10:09 a.m.)**

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

Committee Chair Wheeler addressed his written Finance and Audit Committee (FAC) report.

Committee Chair Wheeler and VP Harms fielded inquiries from board members concerning the Sunnyside Community Solar Program.

**MOTION:** Director Wheeler moved to approve LPEA's Sunnyside Community Solar Program as recommended by the Finance and Audit Committee and outlined in the program documentation. The motion was seconded and carried 11 -1, with Directors Compton, Huntington, Landis, Lewandowski, Luschen, Metzler, McInnis, Pitcher, Skeehan, Wheeler, and Witcher in favor and Director Lee opposed.

#### **COMMITTEE ON POLICIES UPDATE (10:42 a.m.)**

Committee Chair Lee provided a verbal report regarding the Committee on Policies (COP) meeting held on March 25, 2024. Committee Chair Lee discussed [Policy 203](#) and welcomed contributions from board members for review during the upcoming COP meeting.

**MOTION:** Director Wheeler moved to approve the changes to [Policy 105](#) as presented. Motion seconded and carried without dissent.

### **BYLAW AMENDMENT (10:51 a.m.)**

Interim CEO Smith addressed the Bylaw Amendment.

**MOTION:** The board moved to approve the amendment to LPEA’s Bylaws to comply with Colorado law, as the same has been posted on LPEA’s website. Motion seconded and carried without dissent.

### **APPROVAL OF NEW THIRD-PARTY ELECTION FACILITATOR (10:57 a.m.)**

Strategic Communications Officer Anderson addressed the Approval of the New Third-Party Election facilitator. LPEA’s usual independent third party, La Plata County Clerk and Recorder Tiffany Lee, cannot facilitate the 2024 election due to the general election’s early voting period. Therefore, LPEA must select a new independent third party to facilitate its election. Anderson and Interim CEO Smith took all questions from Board members.

**MOTION:** Director Lee moved to approve [Resolution 2024-04; Independent Third Party Appointment](#). Motion seconded.

#### **“Friendly”**

**Amendment:** Director Skeeahan suggested the motion be modified to approve Resolution 2024-04, ‘Independent Third-Party Appointment,’ and to appoint Survey and Ballot Systems to serve as the independent third party to facilitate LPEA’s 2024 Annual Meeting and Election. The amended motion language was adopted by consensus.

#### **MAIN MOTION**

**RESUMED:** Motion seconded and carried 11 – 1 with Directors Compton, Huntington, Landis, Lee, Lewandowski, Luschen, Metzler, McInnis, Skeeahan, Wheeler, and Witcher in favor, and Director Pitcher opposed.

### **ATTORNEY UPDATE ON FERC ACTIONS (11:33 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.

Attorney Larson began by discussing the March 29, 2024, FERC order on Tri-State’s Compliance Filing and the ongoing debates between United Power and Tri-State regarding the Contract Termination Payment (CTP) calculation methodology. Notably, the treatment of assets acquired by United Power from Tri-State was a significant aspect, with Tri-State prevailing on the matter. Consequently, Tri-State was directed to submit an additional compliance filing to update its CTP calculations to align with FERC’s requirements by April 12, 2024, with no anticipated material changes.

Also, regarding CTP, Tri-State and United Power have filed appeals to the 10th Circuit in Denver and the D.C. Circuit in Washington, DC, respectively. The appeals are expected to be consolidated and heard either in the 10th Circuit or the D.C. Circuit.

Following the March 25, 2024, Special Board meeting, the LPEA Board voted to submit its notice of intent to withdraw to Tri-State. Tri-State was notified according to the process identified in the CTP tariff, and a courtesy copy was filed at FERC.

The Tri-State Electric Resource Plan (ERP) is before the Colorado Public Utilities Commission (PUC). Tri-State is scheduled to make a filing on Monday, April 22, 2024, reflecting updates on the USDA funding they are seeking. After this filing, the case is expected to commence in earnest. As a joint intervenor in the case along with Mountain Parks, Attorney Larson will evaluate the joint strategy of the two cooperatives accordingly. Answer testimonies are due by May 22, 2024. The progression of this case hinges on the contents of Tri-State’s supplemental filing at the Colorado PUC.

Attorney Larson took all questions from board members.

### **EXECUTIVE SESSION (11:39 a.m.)**

President Compton requested a motion to move into an executive session to discuss an update on FERC and related actions and a staff update on the CTP.

**Motion:** Director Wheeler moved to enter an executive session to discuss an update on FERC and related actions and a staff update on CTP. Motion seconded and carried without dissent.

The board remained in executive session from 11:39 a.m. to 1:09 p.m.

### **BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (1:09 p.m.)**

None

### **REVIEW POLICY 108 REQUESTS (1:09 p.m.)**

President Compton addressed [Policy 108](#) requests.

**MOTION:** President Compton moved to deny the request to disclose confidential information related to LPEA's PACE Grant Application. Motion seconded and carried without dissent. Director Lewandowski abstained from the vote.

To the extent that the member requested a third-party report reference on February 17, 2024, the Durango Herald article, that information is publicly available on LPEA's website, and no further action is necessary.

### **CEO SELECTION COMMITTEE (1:24 p.m.)**

President Compton addressed the CEO Selection Committee.

**MOTION:** Director Lee moved to approve [Resolution 2024-05; CEO Selection Committee](#) as amended. Motion seconded and carried without dissent.

**MOTION:** Director Wheeler moved to approve the Statement of Functions for the CEO Selection Committee as amended under Sections 2, 3, D, and 6. Motion seconded and carried without dissent.

President Compton appointed Directors Witchel (Chair), Landis, Pitcher, Wheeler, and community member Melissa Youssef to the CEO Selection Committee.

### **REPORTS**

#### **ATTORNEY REPORT (1:37 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 March meeting and took all questions.

#### **DIRECTOR REPORTS (1:39 p.m.)**

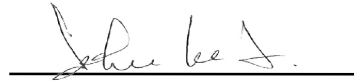
Directors referred to written and verbal reports in the board packet and took questions from board members and staff.

**ADJOURN (2:09 p.m.)**

There being no further business, the LPEA Board of Directors' meeting adjourned at 2:09 p.m. Recorded by J.P. Thunstrom and approved by:

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

Ted Compton, President

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

John Lee, Jr., Secretary