

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, January 22, 2025  
Zoom Webinar  
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. convened via Zoom Webinar on Wednesday, January 22, 2025. President Compton called the meeting to order at 9:01 a.m., beginning with a safety moment and noting the attendance of the following directors:

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

David Luschen  
Joe Lewandowski  
Kohler McInnis  
Holly Metzler

Nicole Pitcher, Secretary  
Kirsten Skeeahan  
Tim Wheeler, Treasurer

**LPEA STAFF**

Chris Hansen, Chief Executive Officer  
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, General Counsel  
Janelle Thunstrom, Executive Assistant  
Drew Timmerman, VP of Information Technology

**EXCUSED ABSENCE**

Director John Witchel

**WEBINAR GUESTS**

Sandhya Atkinson, Sagebrush Ltd., Consultant

Adrea Bogle, Sagebrush Ltd., Consultant

**WEBINAR ATTENDEES**

Brad Blake, Brigid Walsh, Dave Peters, Deborah Shisler, Diana Boudreaux, Emelie Frojen, Linda Odell, Lori Lazzeri, Terri Oliger, Travis Oliger, Veronica L., and Zack Riley

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

President Compton addressed the agenda for the LPEA board meeting on January 22, 2025.

**Motion:** Director McInnis moved to approve the amended agenda for the January 22, 2025, LPEA board meeting, incorporating an additional section in the executive session to address the FAC executive session summary. Motion was seconded and passed unanimously.

#### **MEMBER COMMENTS AND CONCERNS (9:06 a.m.)**

Attorney Smith outlined the ground rules for public commentary. Comments were made by members attending electronically.

#### **CONSENT BOARD ITEMS (9:18 a.m.)**

President Compton addressed the Consent Board Items.

**Motion:** Director Skeeahan moved to approve the following Consent Board Items: December Board of Directors minutes, Accepting new members, Capital Credits to estates, current and previous monthly write-offs, and director travel and training requests. Motion seconded and carried 10 – 1 with Directors Compton, Landis, Lee, Lewandowski, Luschen, Metzler, McInnis, Pitcher, Skeeahan, and Wheeler in favor and Director Huntington opposed.

#### **CEO AND STAFF REPORTS**

##### **DIVISION DASHBOARDS (9:23 a.m.)**

CEO Hansen 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 update on LPEA's December financials. LPEA maintained a healthy balance sheet, meeting all financial goals except the cash reserves target, which was approximately \$1.5M below the desired level due to spending on capital projects.

CEO Hansen and staff members answered questions about the topics discussed in the dashboard.

##### **2024 MEMBER SURVEY (9:35 a.m.)**

Strategic Communication Officer Anderson introduced Sandhya Atkinson and Adrea Bogle, Consultants with Sagebrush Ltd., for the 2024 Member Focus Group Presentation. In October 2024, LPEA held a series of member focus groups facilitated by this third-party organization. These sessions aimed to gather input on the future of the cooperative's power supply, ensuring diverse member perspectives were documented and considered in the decision-making process. Key objectives included collecting stories to understand member perspectives better, providing a platform for members to express their views on LPEA's energy future, and fostering trust through a transparent and comprehensive process. Additionally, the focus groups aimed to make members feel their voices were valued while supporting strategic, forward-thinking decisions for the cooperative.

Ms. Atkinson and Ms. Bogle took questions from the board members.

##### **REVIEW OF THE 2025 OPERATIONAL PLAN (10:08 a.m.)**

CEO Hansen introduced the new 2025 Operational Plan. The [2025 Operational Plan](#) outlines key initiatives and priorities as LPEA prepares for a transformative year in its energy transition. The plan emphasizes securing a diversified and sustainable energy portfolio to meet future demands, ensuring grid reliability and resilience, advancing beneficial electrification, and enhancing cooperative growth. Key focus areas include completing power purchase agreements, implementing wildfire mitigation strategies, modernizing infrastructure, and maintaining strong financial health.

Additionally, LPEA aims to strengthen member engagement, improve communication channels, and expand community partnerships. The plan reaffirms LPEA's commitment to safety, sustainability, and innovation while positioning the cooperative as a leader in the clean energy transition.

#### **ATTORNEY UPDATE ON FERC ACTIONS (11:12 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.

First, the sleeving matter which is currently before the settlement judge, appears to be moving toward resolution. Further details on LPEA's role in this case will be addressed during the executive session. Second, the rate case continues to progress, with a series of intervenor meetings with Tri-State scheduled in the coming weeks, though no formal dates are currently set. This case involves Tri-State's transition from a stated rate structure to a formula rate methodology, which adjusts annually. The outcome of this change could affect Tri-State's members, including LPEA, which will remain a transmission customer following its withdrawal. LPEA is closely monitoring this case to assess potential impacts.

Mr. Larson responded to board members' questions, and additional discussions took place during the executive session.

#### **EXECUTIVE SESSION (11:14 a.m.)**

President Compton requested a motion to move into an executive session to discuss an update on FERC and related actions, power supply progress, a demonstration of vegetation management software, and an update on the FAC executive session summary.

**Motion:** Director Lewandowski moved to enter an executive session to discuss an update on FERC and related actions, power supply progress, a demonstration of vegetation management software, and a review of the FAC executive session summary. Motion seconded and carried without dissent.

The board remained in executive session from 11:15 a.m. to 1:13 p.m.

Director Lee had to leave after the Executive Session and was excused.

#### **BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (1:13 p.m.)**

None

#### **BOARD ACTION AGENDA (1:13 p.m.)**

#### **FINANCE AND AUDIT COMMITTEE UPDATE (1:13 p.m.)**

Committee Chair Wheeler addressed his written Finance and Audit Committee (FAC) report, noting that the committee had a recommendation during the Committee meeting. He asked for any questions and directed the board to the shared document repository for further details.

**Motion:** Director Wheeler, as chair of the FAC, recommends to the full board reallocating \$61,290.99 from the Unclaimed Capital Credits General Fund into the Unclaimed Capital Credits Beneficial Electric Rebate Fund as of December 2024. Motion passed unanimously.

#### **COMMITTEE ON POLICIES UPDATE (1:20 p.m.)**

Committee Chair Pitcher gave the board an update based on her written report regarding the Committee on Policies (COP) meeting. She highlighted that the committee reviewed [Policy 103](#) (Delegations of Authority from the Board of Directors to the Chief Executive Officer) and has submitted redlined and clean versions of the policy for approval of the proposed changes.

**Motion:** Director Pitcher, as chair of the COP, recommends that the full Board approve the amendments to Policy 103 (Delegations of Authority from Board of Directors to Chief Executive Officer) as presented.

**Motion to Amend:** Director McInnis moved to adopt the changes to [Policy 103](#) with additional language. Motion seconded and carried without dissent. Director Wheeler abstained.

#### **NRECA ANNUAL MEETING (1:29 p.m.)**

Attorney Smith requested a motion from the board to appoint delegate and alternate representatives for the NRECA (National Rural Electric Cooperative Association) annual meeting on March 11, 2025.

**Motion:** Director Wheeler moved to not send a delegate or an alternate to the NRECA Annual Meeting. Motion seconded.

#### **Motion to Postpone**

**Definitively:** Director Wheeler moved to table the motion until next month. Motion seconded and carried 9- 1 with Directors Compton, Huntington, Landis, Luschen, Metzler, McInnis, Pitcher, Skeehan, and Wheeler in favor and Director Lewandowski opposed.

#### **ELECTION SUPERVISORY COMMITTEE MEMBERS NOMINATIONS (1:48 p.m.)**

Attorney Smith requested a motion from the board to nominate Lisa Self from District 3 and Liz Buras from District 4 to the Election Supervisory Committee.

**Motion:** Director Landis moved to nominate Lisa Self from District 3 and Liz Buras from District 4. Motion was seconded and carried without dissent.

#### **2025 ANNUAL MEETING ONLINE VOTING (1:50 p.m.)**

President Compton requested a motion from the board to approve Resolution 2025 – 02, Authorization of Electronic Ballots for the 2025 Election and Annual Meeting.

**Motion:** Director Wheeler moved to approve Resolution 2025 – 02, Authorization of Electronic Ballots for the 2025 Election and Annual Meeting. Motion seconded.

#### **Motion**

**To Amend:** Director McInnis moved to amend Resolution 2025 – 02, Authorization of Electronic Ballots for the 2025 Election and Annual Meeting to remove 2025 from the title and within the document as to make this a standing Resolution. Motion seconded and failed 4 – 6 with Directors Huntington, Lewandowski, Metzler, and McInnis in favor and Directors Compton, Landis, Luschen, Pitcher, Skeehan, and Wheeler opposed.

**Motion**

**Resumed:** Main motion resumed and passed unanimously.

**RESOLUTION 2025-01; CEO AUTHORIZATION TO JOIN AND RENEW MEMBERSHIPS (2:06 p.m.)**

President Compton addressed Resolution 2025-01, CEO Authorization to Join and Renew Memberships. Attorney Smith and CEO Hansen took questions and suggestions related to the resolution.

**Motion:** Director Wheeler moved to approve Resolution 2025-01, CEO Authorization to Join and Renew Memberships—as presented. Motion seconded.

**Motion**

**To Amend:** Director Lewandowski moved to amend Resolution 2025-01, CEO Authorization to Join and Renew Memberships, to add a sentence stating that the CEO must provide a membership list to the full board. Motion was seconded and carried 9 – 1, with Directors Compton, Landis, Lewandowski, Luschen, Metzler, McInnis, Pitcher, Skeeahan, and Wheeler in favor and Director Huntington opposed.

**Amended**

**Motion:** Main motion resumed as amended and passed unanimously.

**REVIEW VOTING DISTRICT BOUNDARIES (2:21 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 “contain as nearly as possible the same number of members” and 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. 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 and determined that no revision was necessary.

**REPORTS**

**ATTORNEY REPORT (2:22 p.m.)**

Attorney Smith referenced the written report in the board packet and inquired if any board members had questions since the December meeting. No questions were raised.

**DIRECTOR REPORTS (2:23 p.m.)**

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

**ADJOURN (2:31 p.m.)**

There being no further business, the LPEA Board of Directors’ meeting adjourned at 2:31 p.m. Recorded by J.P. Thunstrom and approved by:



Ted Compton, President



Nicole Pitcher, Secretary