

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, May 21, 2025  
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. convened in person with an electronic attendance option on Wednesday, May 21, 2025. President Compton called the meeting to order at 9:01 a.m. and noted the attendance of the following directors:

Ted Compton, President	David Luschen	Nicole Pitcher, Secretary
Dan Huntington	Joe Lewandowski	Kirsten Skeeahan
Rachel Landis, Vice President	Kohler McInnis	Tim Wheeler, Treasurer
John Lee, Jr.	Holly Metzler	John Witchel

**LPEA STAFF**

Chris Hansen, Chief Executive Officer  
Amanda Anderson, Strategic Communications Officer  
Garrett Hammer, Pagosa District Manager  
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 and Mark Pearson

**IN-PERSON ATTENDEES**

None

**APPROVAL OF THE AGENDA (9:02 a.m.)**

President Compton addressed the agenda for the LPEA board meeting on May 21, 2025.

**Motion:** Director McInnis moved to approve the presented agenda for the May 21, 2025, board meeting. Motion was seconded and carried without dissent.

President Compton provided a safety moment.

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

No comments were received from members attending electronically, and no members were present in person.

## **CONSENT BOARD ITEMS (9:03 a.m.)**

President Compton addressed the Consent Board Items.

**Motion:** Director Wheeler moved to approve the following consent board items: April Board of Directors Minutes, Accepting New Members lists, Capital Credits to Estates, Monthly Write-offs, and Director Travel and Training Requests. Motion seconded and carried without dissent.

**Motion:** Director Wheeler moved to approve amendments to Policy 112 to align the petition deadline with the amended Bylaws. Motion seconded and carried without dissent.

## **CEO AND STAFF REPORTS**

### **DIVISION DASHBOARDS (9:07 a.m.)**

CEO Hansen reviewed the monthly board dashboard, which had been made publicly available prior to the meeting. The report summarized operational, safety, and financial highlights for April and outlined progress toward the goals set in the [2025 Operational Plan](#).

Staff addressed questions from board members.

## **BOARD ACTION AGENDA (9:45 a.m.)**

### **COMMITTEE ON POLICIES UPDATE (9:45 a.m.)**

Committee Chair Pitcher provided an update on the Committee on Policies (COP), which included her written report, and presented the committee's recommendations regarding the member-proposed bylaw amendments and amendments to Policy 102.

**Motion:** Director Pitcher, as chair of the COP, moved to recommend that the full board not advance the proposed bylaw amendments to a membership vote. Motion carried 8 – 4 with Directors Compton, Landis, Lewandowski, Luschen, Pitcher, Metzler, Wheeler, and Witchel in favor, and Directors Huntington, Lee, McInnis, and Skeehan opposed.

**Motion:** Director Pitcher, as chair of the COP, recommends that the full Board approve the Amendments to Policy 102 (Functions of the Board of Directors).

#### **Motion**

**To Amend:** Director Wheeler moved to amend the motion to add to Policy 102 the function of the board for dismissal of the CEO when needed. Motion seconded.

#### **Motion to Postpone**

**Definitely:** Director Skeehan moved to postpone consideration of the motion until the June 2025 regular board meeting. Motion seconded and carried without dissent.

**Motion:** Director Wheeler moved to publicize the entire set of working documents with relevant information for the member-proposed Bylaw amendments. Motion seconded and carried without dissent.

## **FINANCE AND AUDIT COMMITTEE UPDATE (10:14 a.m.)**

Committee Chair Wheeler provided an update on the Finance and Audit Committee (FAC) report and summarized proposed policy revisions.

**Motion:** Director Wheeler, as chair of the FAC, moved to approve Amendments to Policy 103, Section II.C.4.c (Delegations of Authority from Board of Directors to Chief Executive Officer) as presented.

### **Motion to Postpone**

**Definitely:** Director Skeehan moved to postpone consideration of the motion until the June 2025 regular board meeting. Motion seconded and carried 7 – 5 with Directors Compton, Huntington, Lee, Lewandowski, Luschen, McInnis, and Skeehan in favor and Directors Landis, Metzler, Pitcher, Wheeler, and Witchel opposed.

**Motion:** Director Wheeler, as chair of the FAC, moved to approve Resolution 2025-08: Extension of the Waste Heat Generation Power Purchase Agreement. Motion seconded and carried without dissent.

## **ATTORNEY UPDATE ON FERC ACTIONS (10:35 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.

He reported that the proceedings concerning Tri-State's 2023 and 2024 rate filings are now fully briefed and awaiting decisions. Larson noted that a ruling on the 2023 rate filing is expected soon. He also highlighted that the formula rate protocols case has been remanded by FERC back to the administrative law judge for further proceedings, signaling extended timelines for resolution. Additionally, Larson advised that while the exit fee case remains pending, the risk of a rehearing has diminished, providing greater clarity for LPEA's planning purposes.

Larson concluded his remarks by offering to address questions or provide further details during the executive session if needed.

## **EXECUTIVE SESSION (10:39 a.m.)**

President Compton requested a motion to enter executive session to receive confidential updates from legal counsel on FERC proceedings and related actions, ongoing power supply negotiations, and real estate matters.

**Motion:** Director McInnis moved to enter an executive session to receive confidential updates from legal counsel on FERC proceedings and related actions, ongoing power supply negotiations, and real estate matters. Motion seconded and carried without dissent.

The board entered the executive session at 10:40 a.m. and returned to the public session at 11:40 a.m.

## **BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (11:40 a.m.)**

Following the executive session, there was action.

**Motion:** Director Skeehan moved to re-examine the security, safety, and functionality of the LPEA facilities. Motion seconded and carried without dissent.

## **REPORTS (11:42 a.m.)**

**ATTORNEY REPORT (11:42 a.m.)**

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

**DIRECTOR REPORTS (11:43 a.m.)**


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

**ADJOURNMENT (11:51 a.m.)**

There being no further business, the meeting of the LPEA Board of Directors adjourned at 11:51 a.m.

Recorded by J.P. Thunstrom and approved by:

  
Ted Compton, President

  
Nicole Pitcher, Secretary