

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, July 16, 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 on Wednesday, July 16, 2025. President Pitcher called the meeting to order at 9:01 a.m. and noted the attendance of the following directors. Former Director Metzler was recognized for her service.

Brad Blake	Joe Lewandowski	Nicole Pitcher, President
Ted Compton, Vice President	David Luschen	Kirsten Skeeahan
Rachel Landis	Dusty Mars	Tim Wheeler, Treasurer
John Lee, Jr.	Kohler McInnis	John Witchel, Secretary

**LPEA STAFF**

Amanda Anderson, Strategic Communications Officer  
Patrick Berry, Chief Financial Officer (CFO)  
Dan Harms, Chief Strategy Officer (CSO)  
Chris Hansen, Chief Executive Officer (CEO)  
Elizabeth Howe, Chief Operating Officer (COO)  
Graham Smith, General Counsel  
Jerry Sutherlin, Vice President of Distribution  
Janelle Thunstrom, Executive Office & Board Governance Manager

**EXCUSED ABSENCE**

None

**WEBINAR ATTENDEES**

Diana Boudreaux, Gerry Cuca, Emelie Frojen, Kelly Hegarty, Renee Parsons, Dave Peters, Dale Ruggles, Lucy Rushfeldt, Ellen Schmidt, Lori Schell, Deborah Shisler, Bode Wolin

**APPROVAL OF THE AGENDA (9:06 a.m.)**

President Pitcher addressed the agenda for the LPEA board meeting on July 16, 2025.

**Motion:** Director McInnis moved to approve the amended agenda for the July 16, 2025, board meeting to include a briefing on the Finance and Audit Committee (FAC) executive session during the board's executive session. Motion was seconded and carried without dissent.

Vice President of Distribution Sutherlin provided a safety moment.

Director Skeeahan provided a board education moment.

## **MEMBER COMMENTS AND CONCERNS (9:09 a.m.)**

Attorney Smith outlined the ground rules for public commentary.

Comments were received from members attending electronically.

CEO Hansen responded to member comments regarding the email newsletter opt-in list, financials, and the Round Up program.

## **CONSENT BOARD ITEMS (9:36 a.m.)**

President Pitcher addressed the Consent Board Items.

**Motion:** Director Wheeler moved to approve the following consent board items: June 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.

## **CEO AND STAFF REPORTS**

### **DIVISION DASHBOARDS (9:37 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 June, outlining progress toward the goals set in the [2025 Operational Plan](#).

CFO Berry provided an update on LPEA's June 2025 financials. He reported that year-to-date margins remained ahead of budget, with revenues exceeding expectations due to higher residential revenue. The combined variance between small and large commercial sales was flat. He noted that wholesale power costs were also tracking above budget, driven by increased usage. Despite those cost increases, operating margins remained strong, and LPEA's equity position had risen slightly to 56%, a temporary overage above the board's target threshold of 55%. Berry acknowledged the need to monitor equity levels and confirmed that upcoming capital projects and potential debt issuances were expected to bring that ratio back in line.

Staff addressed board member questions regarding cost drivers, equity trends, and energy sales forecasts.

## **BOARD ACTION AGENDA**

### **COMMITTEE ON POLICIES UPDATE (11:15 a.m.)**

Committee Chair Witchel provided an update on the Committee on Policies (COP). He shared that the committee is composed of Directors Witchel (Ex Officio Chair), Lewandowski, and Luschen. The committee had limited time during its last meeting, but received a brief presentation on Public Safety Power Shutoffs (PSPS) from VP Sutherlin. Committee Chair Witchel noted that PSPS would return as an agenda item at the next COP meeting for further discussion. The committee also reviewed draft redlines to Policy 105, with additional edits expected.

### **FINANCE AND AUDIT COMMITTEE UPDATE (11:17 a.m.)**

Committee Chair Wheeler provided an update on the Finance and Audit Committee (FAC). He addressed the restatement of May financials and advised that revised May financials were available in the FAC Google Drive. He also stated that the committee reviewed LPEA's preliminary June financials, which reflected favorable margins and strong revenue performance. The committee also discussed early planning for future rate scenarios and the financial implications of upcoming capital projects. Committee Chair Wheeler noted that a more detailed rate forecast would be presented later in the year.

Committee Chair Wheeler and CFO Berry answered board questions regarding the cooperative's financial trends, year-over-year cost comparisons, and the use of short-term borrowing to manage capital expenditures.

#### **FORECASTED EMISSIONS UPDATE (11:21 a.m.)**

CSO Harms provided an update on forecasted emissions for LPEA's power supply. He explained how LPEA's projected mix of renewable and market purchases would affect its overall carbon emissions through 2030. Harms noted that the data will continue to be refined as more information becomes available regarding future contracts and member usage patterns. Directors asked questions regarding the data sources, assumptions, and modeling techniques used.

#### **APPOINT LA PLATA COUNTY AND ARCHULETA COUNTY FAIR DELEGATES (11:37 a.m.)**

President Pitcher addressed the appointment of delegates to the La Plata and Archuleta County fairs and requested nominations.

Director Wheeler self-nominated for the La Plata County fair delegate.

Director McInnis nominated Director Blake as the La Plata County fair delegate.

Director McInnis nominated Director Mars as the Archuleta County fair delegate.

**Vote:** President Pitcher called for a vote. Director Blake received 8 votes (Blake, Landis, Lee, Lewandowski, Mars, McInnis, Skeehan, Witchel); Director Wheeler received 4 votes (Compton, Luschen, Pitcher, Wheeler). Director Blake was appointed as the La Plata County Fair delegate. Motion seconded and carried without dissent.

#### **Acclamation**

**Vote:** President Pitcher requested an acclamation vote to accept Director Mars as the Archuleta County Fair representative for LPEA. The vote carried with all in favor.

#### **VERIFY OR CERTIFY A VOTING DELEGATE FOR THE 2025 NRECA REGION 7 BUSINESS MEETING October 6 - 8, 2025 | Bellevue, WA (11:47 a.m.)**

President Pitcher addressed the appointment of the NRECA Regional Meeting in October and accepted nominations for the delegate and the alternate.

**Motion:** Director Wheeler moved not to send a representative from LPEA. Motion seconded and carried 9 – 2 with Directors Compton, Landis, Lewandowski, Luschen, Mars, McInnis, Pitcher, Wheeler, and Witchel in favor and Directors Lee and Skeehan opposed. Director Blake abstained.

#### **POLICY 108 RECORDS REQUEST (12:02 p.m.)**

President Pitcher addressed a member's records request under Policy 108. Attorney Smith provided legal guidance, referencing both Colorado State Law and Robert's Rules of Order, and emphasized the importance of privacy considerations in releasing member voting data.

**Motion:** Director Landis moved to grant the member's request for the percentage of members voting electronically in each district, but to deny the request for a list of LPEA members who voted in the 2025 LPEA election in each district due to privacy concerns. Motion seconded.

#### **Bifurcated**

**Motion:** Upon discussion, the motion was bifurcated by unanimous consent.

**Motion:** Director Landis moved to grant the members' request for the percentage of members voting electronically in each district.

**Motion**

**Amended:** Director Landis moved to grant the members' request for the percentage of members voting electronically in each district and to make it public. Motion carried unanimously.

**Motion:** Director Compton moved to deny the request for a list of LPEA members who voted in the 2025 LPEA election in each district due to privacy concerns. Motion carried 9 – 3 with Directors Compton, Landis, Lewandowski, Luschen, Mars, Pitcher, Skeehan, Wheeler, and Witchel in favor and Directors Blake, Lee, and McInnis opposed.

**ATTORNEY UPDATE ON FERC ACTIONS (12:30 p.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.

Larson reported that the case concerning the Contract Termination Payment (CTP) is currently in the initial briefing stage, with LPEA and other parties submitting comments challenging the justness and reasonableness of Tri-State's proposed calculations.

As for the Tri-State's Formula Rate proceeding, Larson stated that Tri-State had made multiple filings, including updates related to cost allocation and transmission planning. He explained that the procedural schedule remains fluid, but a FERC ruling on the wholesale rate case could be issued later this year, while the exit fee docket may take longer depending on motions and the need for further evidence.

Larson also addressed recent developments regarding transmission access, particularly the interplay between Tri-State's Open Access Transmission Tariff (OATT) and LPEA's future ability to secure non-discriminatory transmission service. Larson cautioned that these issues remain complex and are subject to evolving regulatory interpretation.

Board members asked about FERC's jurisdiction in these matters, whether settlement discussions could occur privately, and when to expect formal decisions. Larson advised that while settlement talks are not precluded, they must adhere to FERC's confidentiality rules. He also noted that FERC typically takes several months after final filings to issue decisions, and parties must be prepared for follow-up proceedings depending on the outcomes.

**EXECUTIVE SESSION (12:33 p.m.)**

President Pitcher requested a motion to enter an executive session to receive confidential updates on FERC proceedings and related actions, ongoing progress on power supply, real estate matters, and to discuss details of the FAC executive session.

**Motion:** Director Wheeler moved to enter an executive session to receive confidential updates on FERC proceedings and related actions, ongoing progress on power supply, real estate matters, and to discuss details of the FAC executive session. Motion seconded and carried without dissent.

The board entered the executive session at 12:34 p.m. and returned to the public session at 2:47 p.m.

## **BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (2:49 p.m.)**

Following the executive session, no action was taken.

## **REPORTS (2:49 p.m.)**

### **ATTORNEY REPORT (2:49 p.m.)**

Attorney Smith referred the Board to his written Attorney Report and the Election Supervisory Committee (ESC) report, which are included in the board packet. He invited questions from directors regarding legal matters or the ESC report covering the 2025 election process.

Directors raised questions regarding the ESC's recommendations for clarifying Policy 105, specifically related to voting procedures and electronic balloting. Attorney Smith responded to questions regarding voter anonymity protections, how election data is handled under cooperative policy and Colorado law, and what procedural improvements may be considered for the next election cycle. He also provided legal context on the ESC's role, statutory obligations, and enforcement limitations.

Smith confirmed that ESC's final report would inform proposed revisions to Policy 105 scheduled for review at an upcoming COP meeting.

Director Landis was excused from the board meeting at 2:55 p.m.

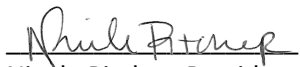
### **DIRECTOR REPORTS (3:15 p.m.)**

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

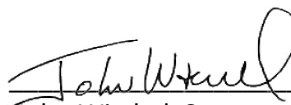
### **ADJOURN (3:31 p.m.)**

There being no further business, the meeting of the LPEA Board of Directors adjourned at 3:31 p.m.

Recorded by J.P. Thunstrom and approved by:



Nicole Pitcher, President



John Witchel, Secretary