

LA PLATA ELECTRIC ASSOCIATION, INC.
Board of Directors Meeting Minutes
<https://lpea.coop/lpea-board-directors-resources>
Wednesday, November 19, 2025
In-Person with Electronic Attendance Option
LPEA Headquarters | Durango, Colorado

CALL TO ORDER (9:03 a.m.)

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc., was held in person, with an electronic attendance option, on Wednesday, November 19, 2025. President Pitcher called the meeting to order at 9:03 a.m. and noted the attendance of the following directors.

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

LPEA STAFF

Amanda Anderson, Strategic Communications Officer (Virtual)
Patrick Berry, Chief Financial Officer (CFO)
Jessica Dunbar, Administrative Assistant
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
Drew Timmerman, Vice President of Information Technology

EXCUSED ABSENCE

NONE

WEBINAR ATTENDEES

Diana Boudreaux, Chris Cotrell, Kelly Hegarty, Patrick Hegarty, Holly Metzler, Mark Pearson, and John Purser

IN PERSON ATTENDEES

Emily Frojen, William Hutchins, and Laura Moorefield

APPROVAL OF THE AGENDA (9:04 a.m.)

President Pitcher addressed the agenda for the LPEA board meeting on November 19, 2025.

Motion

To Amend: Director McInnis moved to amend the agenda to discuss the Archuleta County Right-of-Way Legal Proceedings during the Executive Session. Motion seconded and carried without dissent.

Motion: Director McInnis moved to approve the agenda as amended. Motion seconded and carried without dissent (Director Mars abstained due to connectivity difficulties). Director Mars abstained.

Elizabeth Howe provided a safety moment.

Director Skeehan provided a board education moment.

MEMBER COMMENTS (9:11 a.m.)

Attorney Smith outlined the ground rules for public commentary.

Comments were received from members attending in person and electronically.

President Pitcher addressed members' questions and concerns regarding [Policy 129](#) (Code of Ethics and Conduct), LPEA's Communications Budget, the Tri-State Contract Termination Payment, and the cost of solar power compared to natural gas.

CONSENT BOARD ITEMS (9:32 a.m.)

President Pitcher addressed the Consent Board Items.

Motion: Director Landis moved to approve the following consent board items: Approval of October 15, 2025, Board Minutes, Approval of October 13, 2025, COW Minutes, Accept New Member List, Capital Credit Payments to Estates, and Monthly Write-Off, minus Consent Board Item F- Director Travel and Training Requests. Motion seconded and carried without dissent.

**Motion to
Postpone**

Definitely: After discussion, Director Lee moved to table Consent Board Item F - Director and Travel Training Requests to next month's Board meeting. Motion seconded and carried 11-1-1 with Directors Blake, Compton, Landis, Lee, Luschen, McInnis, Pitcher, Skeehan, Wheeler, and Witchel in favor. Director Lewandowski opposed, and Director Mars abstained.

CEO AND STAFF REPORTS**DIVISION DASHBOARDS (9:43 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 October and outlined progress toward the goals set in the [2025 Operational Plan](#).

ATTORNEY UPDATE ON FERC ACTIONS (10:22 a.m.)

Matthew Larson, Outside Counsel for LPEA, provided a detailed update on the status of ongoing legal and regulatory proceedings before the Federal Energy Regulatory Commission (FERC) and the U.S. Court of Appeals for the Tenth Circuit.

Mr. Larson reported that Tri-State's Rate Case settlement agreement has been formally filed with FERC and is now awaiting FERC approval. No further action is required from LPEA at this stage, and the parties are in a holding pattern while FERC completes its review.

In the Tenth Circuit, the appeals related to FERC's Contract Termination Payment (CTP) Order are advancing to oral arguments. Multiple appeals were filed initially:

- Tri-State's appeal challenging the entirety of FERC's CTP order, and
- United Power's appeal challenges only the transmission-credit portion of the order.

Mr. Larson explained that United Power has since withdrawn its appeal in light of FERC's revisions to the transmission-credit portion of the CTP structure, leaving Tri-State's appeal as the sole case moving forward.

The Tenth Circuit has scheduled oral argument for January 23rd in Denver, and counsel for the various intervening cooperatives—including LPEA—are coordinating in preparation. The group anticipates identifying one lead counsel to present the unified position, with all intervenors continuing to support the case based on a jointly developed briefing.

Mr. Larson concluded that these items represent the full scope of public updates available at this time and invited any questions from the Board.

EXECUTIVE SESSION (10:26 a.m.)

President Pitcher requested a motion to enter an executive session to receive confidential updates on FERC proceedings and related actions, Power Supply Progress, Policy 108 (Disclosure of Cooperative Information) Request Evaluation, Transmission Asset Discussion, 2026 Budget Discussion, and Archuleta County Right-of-Way Legal Proceedings.

Motion: Director Wheeler moved to enter an executive session to receive confidential updates on FERC proceedings and related actions, Power Supply Progress, Policy 108 Request Evaluation, Transmission Asset Discussion, 2026 Budget Discussion, and Archuleta County Right-of-Way Legal Proceedings. Motion seconded and carried without dissent. Director Mars abstained due to connectivity difficulties.

The board entered the executive session at 10:26 a.m. and returned to the public session at 1:58 p.m.

BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (2:00 p.m.)

Following the executive session, action was taken on [Policy 108](#).

Motion: Director Wheeler moved to deny the first request under Policy 108 because it seeks Confidential attorney-client communication. Motion seconded and carried without dissent. Director Mars abstained.

Motion: Director Wheeler moved to deny the second request under Policy 108, as it seeks confidential attorney-client communications. Motion seconded and carried without dissent. Director Mars abstained.

Motion: Director Wheeler moved to deny the third request under Policy 108, as it requests unavailable or confidential Election Supervisory Committee reports. Motion seconded and carried without dissent. Director Mars abstained.

Motion: Director Wheeler moved to inform the requesting members, regarding requests 5 and 6, that the videos are not currently maintained, and to refer the matter to the Committee on Policies to review Policy 108 for possible amendment to ensure that public committee meeting videos are retained in the future. Motion seconded and carried without dissent. Director Mars abstained.

No further action was taken on the issues discussed in the Executive Session.

BOARD ACTION AGENDA

COMMITTEE ON POLICIES UPDATE (2:05 p.m.)

Committee Chair Witchel provided a verbal update on the Committee on Policies (COP). He reported that the COP recommends Board approval of Policies 303 (Local Energy Action Funds), 105 (Elections and Voting Procedures), and 107 (Campaign Finance Reporting Requirements).

POLICY 303 (LOCAL ENERGY ACTION FUNDS)

Motion: Director Witchel, as chair of the COP, recommends that the full Board approve Policy 303 as presented. Motion seconded and carried with 10-1-1, with Directors Blake, Compton, Lee, Lewandowski, Luschen, McInnis, Pitcher, Skeeahan, Wheeler, and Witchel in favor and Director Landis opposed. Director Mars abstained.

POLICY 105 (ELECTIONS AND VOTING PROCEDURES)

Motion: Director Witchel, as chair of the COP, recommends that the full Board approve Policy 105 as presented. Motion seconded and carried with 10-1-1, with Directors Landis, Compton, Lee, Lewandowski, Luschen, McInnis, Pitcher, Skeeahan, Wheeler, and Witchel in favor, and Director Blake opposed. Director Mars abstained.

POLICY 107 (CAMPAIGN FINANCE REPORTING REQUIREMENTS)

Motion: Director Witchel, as chair of the COP, recommends that the full Board approve Policy 107 as presented.

Motion

To Amend: Director Wheeler moved to amend the proposed policy to remove the sentence, “any contribution in excess of \$1,000, either monetary or in-kind, shall be reported within 24 hours of receipt.” Motion seconded and carried 10-2, with Directors Blake, Compton, Landis, Lee, Lewandowski, McInnis, Pitcher, Skeeahan, Wheeler, and Mars in favor and Directors Witchel and Luschen opposed.

Main

Motion

Resumed: Motion to approve Policy 107 as modified, carried 9-1-1 with Directors McInnis, Wheeler, Pitcher, Landis, Lewandowski, Skeeahan, Lee, Witchel, and Luschen in favor. Director Blake opposed, and Director Mars abstained. Director Compton was absent from the vote and excused from the remainder of the meeting.

FINANCE AND AUDIT COMMITTEE UPDATE (2:34 p.m.)

Committee Chair Wheeler referred to his written Finance and Audit Committee (FAC) report, included in the Board packet. He reported that the FAC recommends Board approval of Resolution 2025-19; 2026 Budget and Approve Posting of the Wheeling Tariff and Opt-In renewable Rider Tariff.

Motion: Director Wheeler, as chair of the FAC, moved that the full Board approve Resolution [2025-19; 2026 Budget](#) as presented. Motion carried without dissent. Director Compton was not present for the vote.

Motion: Director Wheeler, as chair of the FAC, moved that the full Board approve posting the Wheeling Tariff and Renewable Rider Tariff. Motion carried without dissent. Director Mars abstained. Director Compton was not present for the vote.

EXECUTIVE COMMITTEE UPDATE

CREDIT RATING PUBLIC RELEASE (2:42 p.m.)

Attorney Smith referenced [Policy 110](#) (Committees of the Board of Directors) and stated that the Executive Committee may make binding decisions on behalf of the board when the board does not have time to meet in between, but it is obligated to report those actions at the next regular board meeting. The Executive Committee noted that it voted unanimously to release the LPEA Credit Rating to the public.

NEW LPEA BOARD COMMITMENT (2:46 p.m.)

Motion: President Pitcher moved to adopt the new LPEA Board Commitment.

As Directors of the Board of La Plata Electric Association, we come prepared to lead with integrity, govern with respect, and uphold the trust placed in us as stewards of LPEA's future.

Motion seconded and carried 9-1-1, with Directors Luschen, Skeeahan, Lewandowski, Landis, Pitcher, Blake, McInnis, Witchel, and Wheeler in favor and Director Lee opposed. Director Mars abstained.

REPORTS

ATTORNEY REPORT (2:51 p.m.)


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

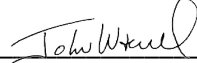
DIRECTOR REPORTS (2:56 p.m.)

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

ADJOURN (3:21 p.m.)

There being no further business, the meeting of the LPEA Board of Directors adjourned at 3:21 p.m.
Recorded by J. Dunbar and approved by:


Nicole Pitcher, President


John Witchel, Secretary