

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, March 25, 2026  
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., was held via Zoom webinar, on Wednesday, March 25, 2026. President Pitcher called the meeting to order at 9:01 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	John Witchel, Secretary
John Lee, Jr.	Kohler McInnis	Kirsten Skeeahan

**LPEA STAFF**

Jessica Dunbar, Administrative Assistant  
Chris Hansen, Chief Executive Officer (CEO)  
Dan Harms, Chief Operating Officer (COO)  
Monica Rodriguez, Controller/Interim Chief Financial Officer  
Graham Smith, General Counsel  
Jerry Sutherlin, Vice President of Distribution  
Drew Timmerman, Vice President of Information Technology  
Janelle Thunstrom, Executive Office & Board Governance Manager

**EXCUSED ABSENCE**

NONE

**WEBINAR ATTENDEES**

Greg Barber, Maria Barton, Diana Boudreaux, Kelly Hegarty, Sheryl Hunter, James Lane, Jane Pearson, Mark Pearson, Dave Peters, Karen Pontius, John Purser, Brian Rogers, Chris Yeargin, and Jodi Zuber

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

President Pitcher addressed the agenda for the LPEA board meeting on March 25, 2026.

**Motion:** Director Compton moved to approve the presented agenda with amendments to add approval of Resolution 2026-05; Ratification of Actions by Executive Committee to the Board Action Agenda. Motion seconded and carried without dissent.

Vice President of Distribution Jerry Sutherlin provided a safety moment.

Director Skeeahan provided a board education moment.

## **MEMBER COMMENTS (9:10 a.m.)**

Attorney Smith outlined the ground rules for public commentary.

Comments were received from members attending electronically.

President Pitcher recapped the public comments and addressed comments and concerns.

## **CONSENT BOARD ITEMS (9:29 a.m.)**

President Pitcher addressed the Consent Board Items.

**Motion:** Director Landis moved to approve the following consent board items: Approval of February 18, 2026, Board Minutes, Accept New Member List, Capital Credit Payments to Estates, Monthly Write-Off, and Director Travel & Training Requests. Motion seconded and carried without dissent.

## **CEO AND STAFF REPORTS (9:30 a.m.)**

### **DIVISION DASHBOARDS (9:30 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 February, and outlined progress toward the goals set in the [2026-2030 Mission, Vision, Plan](#).

**Motion:** Director Landis moved to add Board Led Member Engagement KPI metric to the monthly dashboard. Motion seconded.

### **Motion to Postpone**

**Definitely:** Director Wheeler moved to continue consideration of the motion until the April regular board meeting. Motion seconded. Motion passed 11-1 with Directors Blake, Compton, Landis, Lee, Lewandowski, Luschen, McInnis, Pitcher, Skeehan, Wheeler, and Witchel in favor and Director Mars opposed.

## **ATTORNEY UPDATE ON FERC ACTIONS (10:23 a.m.)**

Graham Smith, General Counsel for LPEA, provided a detailed update on the status of ongoing legal and regulatory proceedings before the Federal Energy Regulatory Commission (FERC). All of the final approvals for any of our FERC-related withdrawal documents for Tri-State have been received, and everything is official. The Tenth Circuit Court of Appeals issued its decision, affirming the contract termination payment rate that was filed with FERC. It was unanimously determined that the lost-revenues approach was inappropriate, that the balance-sheet approach was appropriate, and that the calculations were just and reasonable.

## **EXECUTIVE SESSION (10:42 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, Transmission Asset discussion, and an update on Storage Strategy.

**Motion:** Director Compton moved to enter an executive session to receive confidential updates on FERC proceedings and related actions, Power Supply progress, Transmission Asset discussion, and Storage Strategy. Motion seconded and carried without dissent.

The board entered the executive session at 10:42 a.m. and returned to the public session at 12:51 p.m.

## **BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (12:53 p.m.)**

Following the executive session, no action was taken. The following topics were discussed during the executive session:

FERC Attorney Update- 36 minutes  
Power Supply Progress- 38 minutes  
Transmission Asset Discussion- 4 minutes  
Storage Strategy- 12 minutes

## **BOARD ACTION AGENDA (12:53 p.m.)**

### **FINANCE AND AUDIT COMMITTEE UPDATE (12:54 p.m.)**

Committee Chair Wheeler referred to his written Finance and Audit Committee (FAC) report. He reported that the FAC recommends Board approval of the Energy Risk Management Policy and Resolution 2026-03; Harvest Waste Heat Recovery PPA (Power Purchase Agreement).

### **RESOLUTION 2026-06; ENERGY RISK MANAGEMENT POLICY (12:54 p.m.)**

**Motion:** Director Wheeler, as chair of the Finance and Audit Committee (FAC), moved that the full board approve Resolution 2026-06; Energy Risk Management Policy. Motion seconded and carried without dissent.

### **RESOLUTION 2026-03; HARVEST WASTE HEAT RECOVERY PPA (POWER PURCHASE AGREEMENT) (1:03 p.m.)**

**Motion:** Director Wheeler, as chair of the Finance and Audit Committee (FAC), moved that the full board approve Resolution 2026-03; Harvest Waste Heat Recovery PPA. Motion carried without dissent.

### **ROUND UP FOUNDATION DIRECTOR REAPPOINTMENT (1:06 p.m.)**

**Motion:** Director Landis moved to appoint Melanie McKinney-Gonzales for the Round Up Foundation District 3. Motion seconded and carried without dissent.

## **ELECTION (1:07 P.M.)**

### **Resolution 2026-04; Add Record Date Amendments to Bylaws and Annual Meeting Ballot (1:07 p.m.)**

**Motion:** Director McInnis moved to approve Resolution 2026-04; Add Record Date Amendments to Bylaws and Annual Meeting ballot. Motion seconded.

#### **Motion**

**To Amend:** Director McInnis moved to amend Resolution 2026-04, Article II, Section 7- Record Date, first paragraph to make the annual and special meetings the record date. Remove the reference to annual meeting in paragraph A, and insert ballot after electronic, remove "at such meeting," and remove all of C. Motion seconded.

#### **Motion to Lay**

**on the Table:** Director Wheeler moved to table Resolution 2026-04 until later in the meeting after edits have been made. Motion seconded and carried without dissent.

**REPORTS (1:28 p.m.)**

**ATTORNEY REPORT (1:28 p.m.)**

Attorney Smith referenced the written report in the board packet and answered board member questions.

**DIRECTOR REPORTS (1:29 p.m.)**

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

**RESUMED - RESOLUTION 2026-04; ADD RECORD DATE AMENDMENTS TO BYLAWS AND ANNUAL MEETING BALLOT (1:39 p.m.)**

**Motion**

**To Amend**

**Resumed:** After edits being made, the motion to amend resumed. Motion seconded and carried without dissent.

**Main**

**Motion**

**Resumed:** Motion to adopt Resolution 2026-04; Add Record Date Amendments to Bylaws and Annual Meeting Ballot with amendments carried without dissent.

**RESOLUTION 2026-07; CANCELING ELECTIONS IN DISTRICT 2 (1:40 p.m.)**

**Motion:** Director Lewandowski moved to approve Resolution 2026-07; Canceling Elections in District 2. Motion seconded and carried without dissent.


**EXECUTIVE COMMITTEE (1:41 p.m.)**

**RESOLUTION 2026-05; RATIFICATION OF ACTIONS TAKEN BY THE EXECUTIVE COMMITTEE (1:41 p.m.)**

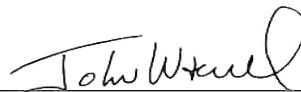
**Motion:** Director Landis moved to approve Resolution 2026-05; Ratification of Actions by Executive Committee. Motion seconded and carried without dissent.

**ADJOURN (1:49 p.m.)**

There being no further business, the meeting of the LPEA Board of Directors adjourned at 1:49 p.m. Recorded by J. Dunbar and approved by:



Nicole Pitcher, President



John Witchel, Secretary