

LA PLATA ELECTRIC ASSOCIATION, INC.  
Durango, Colorado

A special board meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday March 11, 2015, in the headquarters building in Durango, Colorado President Rendon called the meeting to order at 9:07 A.M. with the following present:

LPEA

Heather Erb	Jeff Berman	Britt Bassett
Mark Garcia	Tom Compton	Bob Lynch
Jack Turner	Michael Rendon	

Absent

Robert Formwalt	Jerry McCaw
Joe Wheeling	Davin Montoya

Also present were:

Mike Dreyspring, Chief Executive Officer  
Shay Denning, Attorney  
Laura Rome, Executive Assistant

Attorney Denning reviewed the correct process for holding meetings when it was not possible to follow the regular ten day notice procedures and included discussion of the Colorado State Statutes and open meetings law as it applies to electric co-ops, and LPEA bylaw and policy requirements. She reviewed LPEA bylaws which allow the LPEA President or three directors to request a special meeting. The bylaws state attending directors waive notice by their attendance unless they are attending to specifically object to the notice. She asked all that were present if all were waiving the notice and not objecting. It was determined that all Directors present acknowledged they were not objecting to the notice. It was also noted that although Director Montoya was not present, he objected to the notice. Attorney Denning reviewed the background leading up to the request for a special meeting. She detailed communications held with a representative from Empire Electric and CEO Dreyspring. Based on the information with the recommendation from Attorney Bill McEwan it was determined to hold the special meeting. She took questions on the DMEA /FERC case.

**DMEA/FERC CASE INTERVENTION**

The LPEA Board went into executive session at 9:22 A.M.

**Motion:** Director Turner moved for the LPEA board to go into executive session to discuss the attorney consultation on the DMEA/FERC case; motion seconded and passed without dissent.

The LPEA Board came out of executive session at 10:43 A.M.

Discussion ensued on a potential placeholder motion.

**Motion:** Director Bassett moved to instruct LPEA's legal counsel to file a placeholder motion in the DMEA case filed at FERC to preserve LPEA's rights as an interested party; motion seconded and passed without dissent.

Director Compton noted for the previous motion to include the CEO and council being involved in the process. Discussion continued with a request to staff for their feedback on the DMEA FERC filing. Attorney Denning requested approval for staff and legal counsel to work together. It was approved.

With no further business, the meeting adjourned at 11:05 A.M.

Recorded by: Laura Rome

Approved by:

  
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Michael Rendon, President

  
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Jeff Berman, Secretary