

LA PLATA ELECTRIC ASSOCIATION, INC.
Board of Directors' Minutes of Meeting
Wednesday, April 15, 2020
Livestream <https://livestream.com/LaPlataElectric>

CALL TO ORDER

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, April 15, 2020 via livestream webinar in compliance with the Governor's orders against in-person gatherings of more than 10 people. President Lynch called the meeting to order at 9:00 a.m., with the following directors present:

Britt Bassett, Vice President	Bob Lynch, President	Kirsten Skeehan
Dan Huntington	Kohler McInnis	Jack Turner
Rachel Landis	Holly Metzler	Guinn Unger, Secretary
Joe Lewandowski	Davin Montoya	Tim Wheeler, Treasurer

LPEA STAFF:

Jessica Matlock, Chief Executive Officer
Karl Ramsey, Vice President of Finance
Garrett Hammer, Pagosa Springs District Manager
Justin Talbot, Vice President of Operations
Dan Harms, Vice President of Grid Solutions
Drew Timmerman, Vice President of IT
Hillary Knox, Vice President of Community and Member Relations
Nadine Ontiveros, Vice President of People and Culture
Danielle Coronado, Safety and Business Continuity Specialist
C. E. Charistopoulos, Executive Assistant
Shay Denning, LPEA General Counsel

EXCUSED ABSENCE: None.

GUESTS: Livestream audience.

APPROVAL OF AGENDA

President Lynch addressed the April 15, 2020 board meeting agenda, and advised that the executive session to discuss the FERC-CoPUC Update would take place at 11:30 a.m.

Motion: Director Landis moved to approve the April 15, 2020 board meeting agenda as presented. Motion seconded and carried without dissent.

MEMBER COMMENTS

No member comments were given.

CONSENT BOARD ITEMS.

President Lynch addressed the Consent Board Items.

Motion: Director McInnis moved to approve the Consent Board Items: capital credit payments to estates, monthly write-offs, and minutes for the March 25, 2020 LPEA Board of Directors meeting. Motion seconded, and carried without dissent.

CEO AND STAFF REPORTS

DIVISION DASHBOARDS AND QUARTERLY REPORTS – CEO Matlock and VP People and Culture Ontiveros gave an overview of new graphs on the Division Dashboards and staff took questions on the written reports in the board packet. VP Operations Talbot, Business and Continuity Specialist Coronado, and Pagosa Springs District Manager Hammer summarized the Quarterly Safety Report and took questions. VP Finance Ramsey summarized the Financial Report and took questions.

BOARD AGENDA AND POSSIBLE ACTION

FINANCE AND AUDIT COMMITTEE – Committee Chairman Wheeler addressed the written report on the April 9 meeting that was included in the board packet and took questions.

POLICY COMMITTEE – Committee Chair Unger advised that a meeting is planned for May, and that no date has been set.

BROADBAND COMMITTEE – Committee Co-Chair Unger advised that due to the current COVID - 19 restrictions on public gatherings, meetings for the Broadband Committee (BBC) will be postponed indefinitely. Discussion took place on extending the expiration date of BBC from June 30 to December 31, 2020 in order for the committee to complete its work.

Motion: Director Wheeler moved to extend the expiration date of Broadband Committee to December 31, 2020. Motion seconded and carried without dissent.

MISCELLANEOUS BOARD ITEMS

DISCUSS COLORADO HOUSE BILL 20-1064 – There was consensus among the Board that a discussion of this item was not needed.

RESOLUTION 2020-08 ALLOCATION OF PREVIOUS YEAR'S MARGINS – This item was postponed to a later date.

ACCEPT MINUTES FOR 2018 ANNUAL MEETING OF MEMBERS FOR MEMBER

APPROVAL – This item was postponed to a later date. Attorney Denning advised that, because these minutes are approved by the members at the Annual Meeting, it was acceptable for Directors to provide redline changes and comments offline in a draft placed on the shared drive, and that no further action was required.

ANNUAL MEETING AND ELECTION UPDATE – Attorney Denning advised that there were no updates to report.

DIRECTOR TRAVEL REQUESTS – President Lynch addressed upcoming external travel requests; no travel requests were made.

DIRECTOR EXPENSE APPROVAL – Director Wheeler reported on the March 2020 Director Expenses. There was consensus among the Board that per diem would be allowable for the March 23 Zoom training for Directors who submitted an online request to the Executive Assistant.

LPEA Mileage Reimbursements

Britt Bassett	\$00.00	Holly Metzler	\$00.00
Dan Huntington	\$00.00	Davin Montoya	\$00.00
Rachel Landis	\$00.00	Kirsten Skeeahan	\$00.00
Joe Lewandowski	\$00.00	Jack Turner	\$00.00
Bob Lynch	\$00.00	Guinn Unger	\$00.00
Kohler McInnis	\$00.00	Tim Wheeler	\$00.00

LPEA Board and Committee Meetings

Britt Bassett	\$1325.00	Holly Metzler	\$1325.00
Dan Huntington	\$1450.00	Davin Montoya	\$1325.00
Rachel Landis	\$1450.00	Kirsten Skeeahan	\$1200.00
Joe Lewandowski	\$1325.00	Jack Turner	\$1400.00
Bob Lynch	\$1200.00	Guinn Unger	\$1325.00
Kohler McInnis	\$1200.00	Tim Wheeler	\$1325.00

Other External Meetings

Britt Bassett	\$00.00	Holly Metzler	\$00.00
Dan Huntington	\$00.00	Davin Montoya	\$00.00
Rachel Landis	\$00.00	Kirsten Skeeahan	\$00.00
Joe Lewandowski	\$00.00	Jack Turner	\$00.00
Bob Lynch	\$00.00	Guinn Unger	\$00.00
Kohler McInnis	\$00.00	Tim Wheeler	\$00.00

Motion: Director Unger moved to approve Director Expenses as presented; as well as, electronic submittals from Directors Turner and Landis when received. Motion seconded and carried without dissent.

ATTORNEY REPORT

Referring to the written report included in the board packet, Attorney Denning highlighted work done for LPEA and took all questions. Denning advised that a discussion of the legal risk associated with postponement of the 2020 Annual Meeting of the members would need to take place in executive session.

Motion: Director Unger moved to enter into executive session to discuss the legal risk associated with postponement of the 2020 Annual Meeting of the Members. Motion seconded and carried without dissent.

The board remained in executive session from 2:55 p.m. to 4:15 p.m.

Motion: Director Bassett moved that, because of the COVID-19 pandemic, LPEA have a virtual meeting on May 16, 2020 solely for the purpose of electing and seating directors. Ballot boxes for this election will be closed at 4:00 p.m. Friday, May 15. Motion seconded and carried without dissent.

VP Community and Member Relations Knox advised that a full communications campaign to address 2020 Annual Meeting and director election details, FAQs, and official talking points will be deployed to keep the members informed and up to date on all issues.

Motion: Director Turner moved to delay the business portion of the 2020 Annual Meeting of the Members to take place on a date to be determined. Motion seconded and carried without dissent.

Motion: Director Bassett moved that, for the LPEA virtual meeting to be held on May 16, 2020 that LPEA accept emailed questions until 4:00 p.m. Friday, May 15 that will be answered online at that meeting. Motion seconded.

Discussion ensued on the nature of questions that will be addressed during the virtual Director Election Meeting held on May 16, and posting the Q&As on the LPEA website.

Motion

To Amend: Director Unger moved to amend the motion to limit questions to matters directly related to the director elections. Motion to amend seconded and failed 8 to 4, with Directors Bassett, Landis, Lewandowski, Lynch, Metzler, Skeehan, Turner, and Wheeler opposed.

Discussion ensued on the importance of providing a forum for member engagement during the virtual Director Election Meeting, filtering questions based on “the business at hand” being director elections, combining questions, and designating respondents for specific topics.

Motion

Resumed: The original motion carried 8 to 4 with Directors Huntington, McInnis, Montoya, and Unger opposed.

Motion: Director Montoya moved to publish the May 16 Q&A on the LPEA website and in the Colorado Country Life magazine for members who are unable to access the virtual Director Election Meeting. Motion seconded.

Discussion ensued on publishing a Q&A summary article in the Colorado Country Life magazine (rather than duplicate the longform Q&A published on the LPEA website), and to include a reference for access to the longform Q&A published on the LPEA website.

Motion

To Amend: Director Bassett moved to amend the motion to provide a Q&A summary article in the Colorado Country Life magazine, and to include a reference for access to the longform Q&A published on the LPEA website. Motion to amend seconded and carried without dissent.

Amended

Motion: The motion as amended carried without dissent.

Denning advised that it will be necessary to hold a virtual Special Meeting to Approve New Members on May 16 at a time just prior to the virtual Director Election Meeting, and that she will work with staff and the Board President on the logistics of approving new members to vote in the May 16 director elections. On a separate matter, the Board affirmed that no director per diems will be paid for the May 16 meetings.

DIRECTOR REPORTS

Directors referred to written reports in the board packet and took questions.

ROUND UP FOUNDATION REPORT – Director Lewandowski reported that the remote RUF Board meeting took place by Zoom video conference on Monday, March 30.

CREA LEGISLATIVE UPDATE – Director Turner reported that the Governor’s office has invited LPEA to submit comments to the Emergency Economic Advisory Committee.

Directors acknowledged that this would be the last Board Meeting for Director Montoya, who is retiring after 30 years on the LPEA Board of Directors, and thanked him for his dedication and service to the members of LPEA.

EXECUTIVE SESSION

An executive session took place following the CEO Report to accommodate the availability of the attorneys.

Motion: Director Bassett moved to enter into executive session to discuss FERC-CoPUC Updates. Motion seconded and carried without dissent.

Directors were advised to preserve the confidentiality of the remote Executive Session by securely sequestering themselves in their individual remote work locations. Director Skeehan and Attorney Denning were recused from the discussion on FERC-CoPUC Updates. The board remained in executive session from 11:40 a.m. to 1:10 p.m.

ADJOURN

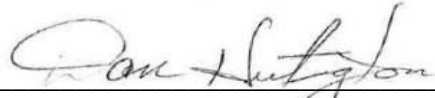
There being no further business, the LPEA Board of Directors meeting adjourned at 5:10 p.m.

These minutes were approved at the May 20, 2020 LPEA Board meeting in which Britt Bassett was elected Board President, and Dan Huntington was elected Board Secretary.

Recorded by C.E. Charistopoulos, and approved by:



Britt Bassett, Board President



Dan Huntington, Board Secretary