

LA PLATA ELECTRIC ASSOCIATION, INC.
Board of Directors' Meeting Minutes
<https://lpea.coop/lpea-board-directors-resources>
Wednesday, September 15th, 2021
Zoom Webinar

CALL TO ORDER

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, September 15, 2021, via Zoom webinar. President Witchel called the meeting to order at 9:06 a.m. with the following directors present:

Ted Compton	John Lee	Holly Metzler
Dan Huntington, Secretary	Joe Lewandowski	Kirsten Skeehan
Bob Lynch, Treasurer	Kohler McInnis	Tim Wheeler, Vice President
Rachel Landis	Sue McWilliams	John Witchel, President

LPEA STAFF

Garrett Hammer, Pagosa Springs District Manager
Dan Harms, VP of Grid Solutions
Hillary Knox, VP of Member Experience
Jessica Matlock, Chief Executive Officer
Karl Ramsey, VP of Finance
Darrick Robinson, System Operations Manager
Graham Smith, Staff & Board Attorney
Janelle Thunstrom, Executive Assistant
Drew Timmerman, VP of Information Technology

EXCUSED ABSENCE

None

WEBINAR ATTENDEES

Emelie Frojen, Elizabeth Romere, Kent Singer, and Ben Snieckus

APPROVAL OF AGENDA

President Witchel addressed the September 15, 2021, LPEA board meeting agenda.

Motion: Director McInnis moved to approve the September 15, 2021, LPEA board meeting agenda as amended to remove Section V.f.1. Motion seconded and carried without dissent.

MEMBER COMMENTS AND CONCERNS (9:08am)

There was no public commentary.

CONSENT BOARD ITEMS (9:09am)

President Witchel addressed the Consent Board Items. Modifications were noted to the August 25, 2021, meeting minutes.

Motion: Director Huntington moved to approve the Consent Board Items: August 25, 2021, Board of Directors' meeting minutes, BBC COW minutes as amended, accepting new members, Capital Credits, monthly write-offs, director travel and training requests, director expense approval, and resolution 2021-13. Motion seconded and discussion ensued on removing director travel and training requests as requested by Director Landis and removing Resolution 2021-13 as requested by Director Skeeahan. Consent board items a, b, c, d, e, and g were seconded and carried without dissent.

RESOLUTION 2021-13, SECTION III.,h. (9:18am)

President Witchel addressed Resolution 2021-13 Civil Unions Bylaw Amendment.

Motion: Director Skeeahan moved to adopt [Resolution 2021-13](#); Civil Unions Bylaw Amendment. Motion seconded and carried without dissent.

CEO AND STAFF REPORTS (9:20am)

DIVISION DASHBOARDS

CEO Matlock reported on key performance indicators for safety, reliability, finance, communications and outreach, beneficial electrification, and information technology. CEO Matlock and staff members took questions and suggestions related to discussed topics.

FINANCE REPORT UPDATE (9:44am)

VP of Finance Ramsey addressed the August 2021 financials. All financial goals were met in August. VP Ramsey took questions from board members.

BOARD ACTION AGENDA

2022 LPEA DIRECTOR ELECTION TIMELINE PROPOSAL (10:11am)

VP of Member Experience Knox proposed the LPEA director election timeline for 2022. The elections will be held in May 2022 as requested by the La Plata County Clerk. VP Knox proposed the passing of Resolution 2021-14 to help support the election timeline.

RESOLUTION 2021-14 2022 LPEA BOARD OF DIRECTORS' MEETING DATES (10:14am)

President Witchel addressed Resolution 2021-14 2022 LPEA Board of Directors meeting dates.

Motion: Director Wheeler moved to adopt [Resolution 2021-14](#); 2022 LPEA Board of Director's meeting dates. Motion seconded and carried without dissent.

COMMITTEE ON POLICIES UPDATE (10:20am)

Committee on Policies Chair Compton gave an update and provided a summary of the process for commenting on the draft policies for the next Committee on Policies meeting. The committee will be reviewing 400 Series Policies (Guiding LPEA's Employee Relations) to make them consistent, concise, and placed in the proper locations in cooperative documents. The committee's intent is to bring a proposal and resolution on the 400 Series Policies to the next board meeting in October. Chair Compton and Attorney Smith took questions and suggestions from board members.

FINANCE AND AUDIT COMMITTEE UPDATE (10:45am)

Finance and Audit Committee (FAC) Chair Lynch gave an update on the Finance and Audit Committee. Future dates are being decided for the remainder of the year and into 2022. The 2022 income statement forecast will be presented at the next board meeting in October. The FAC received an update on negotiations with Tri-State regarding the BDP (Buy Down Payment) formula during executive session.

RESOLUTION 2021-15 CAPITAL CREDIT RETIREMENTS (10:50am)

President Witchel addressed Resolution 2021-15 Capital Credit retirements. VP Ramsey took questions from board members.

Motion: Director Lee moved to adopt Resolution 2021-15 [Resolution 2021-15](#); Capital credit retirements.

Previous

Question: Director Wheeler moved the previous question. Motion seconded and carried 11-1 with Directors Compton, Huntington, Landis, Lee, Lewandowski, Lynch, McInnis, McWilliams, Metzler, Wheeler and Witchel in favor and Director Skeeahan opposed.

Motion

Resumed: Motion seconded and carried without dissent.

COMMITTEE OF THE WHOLE – PARTIAL REQUIREMENTS (RESOLUTION WAS REMOVED FROM AMENDED AGENDA) (11:05am)

Members are to attend our Town Hall meetings in October to obtain more information regarding this topic.

REPORTS

ATTORNEY REPORT (11:12am)

Referring to the written report included in the board packet, Attorney Smith highlighted work done for LPEA staff and board members after the August meeting. Attorney Smith took questions and suggestions from board members regarding legal matters as noted in his report.

DIRECTOR REPORTS (11:19am)

Directors referred to drafted reports in the board packet and took questions from board members and staff.

DIRECTOR TRAVEL AND TRAINING REQUESTS, SECTION III., f (12:51pm)

President Witchel addressed director travel and training requests.

Motion: Director McInnis moved to approve director travel and training requests.
Motion seconded and carried without dissent.

ATTORNEY UPDATE OF FERC, ADAMS COUNTY, AND COPUC ACTIONS (1:06 PM)

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), the Colorado Public Utilities Commission (CoPUC), and Adams County District Court. Attorney Larson took questions from board members.

EXECUTIVE SESSION (1:08pm)

President Witchel requested a motion to move into executive session to discuss litigation matters and a director question about a large industrial member.

Director McInnis was excused from the Tri-State portion of the executive session due to being a member of Tri-State's Board of Directors.

Motion: Director Lynch moved to enter executive session. Motion seconded and carried without dissent.

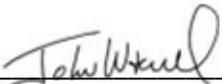
The board remained in executive session from 1:09 p.m. – 2:14 p.m.

BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION

There were no board actions resulting from the executive session.

ADJOURN

There being no further business, the LPEA Board of Directors' meeting adjourned at 2:19 p.m.
Recorded by J.P. Thunstrom, and approved by:



John Witchel, President



Dan Huntington, Secretary