

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors' Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, January 19, 2022  
Zoom Webinar

**CALL TO ORDER**

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, January 19, 2022, via Zoom webinar. President Witchel called the meeting to order at 9:04 a.m. with the following directors present:

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

**LPEA STAFF PANELISTS**

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

**EXCUSED ABSENCE**

None

**WEBINAR ATTENDEES**

Thomas Compton, Dante DiBattista, Emelie Frojen, Mark Pearson, Elizabeth Romere, and Lori Schell

**APPROVAL OF AGENDA (9:05am)**

President Witchel addressed the January 19, 2022, LPEA board meeting agenda.

**Motion:** Director Compton moved to approve the January 19, 2022, LPEA board meeting agenda as amended; removing the Round Up Governance (Section V.E) topic and adding a real estate topic to the Executive Session. Motion seconded and carried without dissent.

**MEMBER COMMENTS AND CONCERNS (9:07am)**

Attorney Smith gave an overview of the ground rules for public commentary.

President Witchel addressed and responded to member comments and concerns.

## **CONSENT BOARD ITEMS (9:13am)**

President Witchel addressed the Consent Board Items.

Director Skeehan asked to remove Resolution 2022-1; CEO Authorization to Join and Renew Memberships from consent board items for further discussion.

**Motion:** Director Lee moved to approve the remaining Consent Board Items: The December Board of Directors' meeting minutes, accepting new members, Capital Credits, monthly write-offs, director travel and training requests, director expenses, and director expenditures. Motion seconded and carried without dissent.

**Motion:** Director Lynch moved to approve Resolution 2022-1; CEO Authorization to Join and Renew Memberships. Discussion ensued on CEO authorizations, delegations in LPEA's Bylaws, and removing Resolutions from consent board items going forth. Motion seconded and carried without dissent.

## **CEO AND STAFF REPORTS**

### **DIVISION DASHBOARDS (9:21am)**

CEO Matlock reported on key performance indicators for safety, reliability, finance, communications and outreach, beneficial electrification, and information technology. The division dashboard was made public prior to the board meeting. CEO Matlock and staff members took questions and suggestions related to discussed topics.

### **STORM UPDATE (9:42am)**

VP of Operations Sutherlin presented a detailed report on the December 2021 storms. The report showed overall statistics, which included comprehensive graphs that detailed causes and SAIDI (System Average Interruption Duration Index) numbers. Crews had many accomplishments to acknowledge as well as ways to improve. VP Sutherlin also discussed things that are out of our control during a storm and how this can impede assistance. VP Sutherlin took questions from board members.

### **FINANCE REPORT UPDATE (9:57am)**

VP of Finance Ramsey addressed the December 2021 and year end financials. All financial goals were met, although it was noted that equity percentage was higher than the board approved goal of 45-50%. This target range will be reviewed and will most likely change later this year after review by the Finance and Audit Committee (FAC). VP Ramsey took questions from board members.

## **BOARD ACTION AGENDA**

### **2021 MEMBER SURVEY RESULTS (10:12am)**

VP Knox gave an overview of the 2021 LPEA membership satisfaction survey results and the 2021 Tri-State survey results. The presentation included details about the survey methodology, which changed this year and impacted overall scores. VP Knox addressed board member questions and concerns throughout the presentation.

### **FINANCE AND AUDIT COMMITTEE UPDATE (11:20am)**

Referring to the written FAC report, Committee Chair Lynch gave a brief update. Committee Chair Lynch gave an update on the COSA (Cost of Service Analysis) as conducted by EES Consulting. The full COSA report will be provided to the board at the March meeting. The LPEA Audit will be taking place onsite at the end of January by BKD. Committee Chair Lynch took questions from board members.

### **COMMITTEE ON POLICIES UPDATE (11:25am)**

Referring to the Committee on Policies (COP) report, Committee Chair Compton gave a brief update which included the upcoming schedule and policy review sequence that will take place at each meeting. Committee Chair Compton gave an overview of Policy 108 – Disclosure of Personnel Records. The Committee made a unanimous decision not to change Policy 108 as it currently stands. Committee Chair Compton and Attorney Smith took questions and suggestions regarding the current COP report.

### **APPOINT DELEGATE AND ALTERNATE TO NRECA, CREA, AND WU ANNUAL MEETINGS (11:38am)**

Attorney Smith requested a motion from the board to appoint a delegate and alternate representative for the NRECA meeting on March 6 in Nashville (or via Zoom), and the CREA and Western United (WU) annual meetings on Feb. 14.

**Motion:** Director McWilliams moved to appoint Director Skeehan as the delegate NRECA representative and Director Metzler as the delegate alternate representative for the CREA, and WU annual meetings.

#### **Motion**

**Amended:** Director Skeehan moved to appoint Director Metzler as the delegate NRECA representative and Director Lee as the delegate representative for the CREA and WU annual meetings.

#### **Motion**

**Resumed:** Director McInnis moved to appoint Director Lee as the alternate NRECA representative and Director Metzler as the alternate representative for the CREA and WU annual meetings. Motion seconded and carried without dissent.

### **ELECTION SUPERVISORY COMMITTEE APPOINTMENTS (11:50am)**

Attorney Smith requested a motion from the board to appoint the Election Supervisory Committee for 2022.

Mason Carpenter	District 1
Sheryl Ayers	District 2
Ross Park	District 3
Bill Green	District 4

**Motion:** Director Huntington moved to reappoint the current Election Supervisory Committee members. Motion seconded and carried without dissent.

### **REPORTS**

#### **ATTORNEY REPORT (11:53am)**

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

**DIRECTOR REPORTS – (12:04pm)**

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

**ROUNDUP GOVERNANCE DISCUSSION AND POSSIBLE ACTION (ITEM REMOVED FROM AMENDED AGENDA)**

**ATTORNEY UPDATE OF FERC, ADAMS COUNTY, AND COPUC ACTIONS (1:02pm)**

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 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 real estate issue.

**Motion:** Director Wheeler moved to enter executive session to discuss PUC litigation matters at FERC and a real estate matter. Motion seconded and carried without dissent.

Director McInnis recused himself from part of the Tri-State litigation strategy discussion during executive session because of possible conflict with his role as a Tri-State board representative.

The board remained in executive session from 1:10 p.m. – 2:26 p.m.

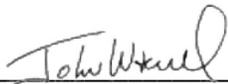
**BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (2:26 pm)**

**Motion:** Director Huntington moved to switch line items in the capital projects budget to affect the purchase of property and authorize staff to execute the contract to purchase. Motion seconded and carried without dissent. President Witchel abstained.

**ADJOURN**

There being no further business, the LPEA Board of Directors' meeting adjourned at 2:34 p.m.

Recorded by J.P. Thunstrom and approved by:



John Witchel, President



Dan Huntington, Secretary