

LA PLATA ELECTRIC ASSOCIATION, INC.
Board of Directors' Meeting Minutes
<https://lpea.coop/lpea-board-directors-resources>
Wednesday, July 20, 2022
Zoom Webinar

CALL TO ORDER

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, July 20, 2022, 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	Kohler McInnis	Tim Wheeler, Vice President
Rachel Landis	Sue McWilliams, Treasurer	John Witchel, President

LPEA STAFF PANELISTS

Garrett Hammer, Pagosa District Manager
Dan Harms, Executive VP of Grid Solutions and Special Projects
Elizabeth Howe, VP of Administrative Services
Hillary Knox, VP of Member Experience
Jessica Matlock, Chief Executive Officer
Karl Ramsey, VP of Finance
Graham Smith, General Counsel
Jerry Sutherlin, VP of Operations
Janelle Thunstrom, Executive Assistant
Drew Timmerman, VP of Information Technology

EXCUSED ABSENCE

None

WEBINAR ATTENDEES

Elizabeth Romere, Lori Schell, Joe Wheeling

APPROVAL OF AGENDA (9:07 a.m.)

President Witchel addressed the July 20, 2022, LPEA board meeting agenda.

Motion: Director Wheeler moved to approve the July 20, 2022, LPEA board meeting agenda as amended to review and possibly approve three ESC Engineering contracts and to meet in executive session with Joe Wheeling, Board Chair for the LPEA subsidiary FastTrack Communications, Inc., to discuss a confidential business matter. Motion seconded and carried without dissent.

MEMBER COMMENTS AND CONCERNS (9:09 a.m.)

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

There was no public comment.

CONSENT BOARD ITEMS (9:10 a.m.)

President Witchel addressed the Consent Board Items.

Director McInnis moved to approve the Consent Board Items: The June Board of Directors' meeting minutes as amended, accepting new members, retirement of Capital Credits to estates, monthly write-offs, director travel and training requests, director expenses, and director expenditures. Motion seconded and carried without dissent.

CEO AND STAFF REPORTS

DIVISION DASHBOARDS (9:12 a.m.)

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 the discussed topics within the report.

FINANCE REPORT UPDATE (9:49 a.m.)

VP of Finance Ramsey addressed the June 2022 financials. The financial results met all the board's approved goals. The gross margin was \$300k above forecast driven by revenues that were \$739k higher than forecast, whilst total operating costs were \$136k below forecast. VP Ramsey took questions from board members on the financial report.

REPORTS

ATTORNEY REPORT (10:00 a.m.)

Referring to the written report included in the board packet, General Counsel Smith highlighted work done for LPEA staff and board members since the June meeting.

DIRECTOR REPORTS – ROUNDUP, TRI-STATE (10:02 a.m.)

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

ATTORNEY UPDATE OF FERC, ADAMS COUNTY, AND COPUC ACTIONS (10:30 a.m.)

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. Counsel Larson took all questions from board members.

EXECUTIVE SESSION (10:41 a.m.)

President Witchel requested a motion to move into an executive session to discuss litigation matters, employee annual review update, and a discussion with FastTrack.

Motion: Director Landis moved to enter an executive session to discuss litigation matters, employee annual review update, and a discussion with FastTrack.

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

The board remained in executive session from 10:41 a.m. to 12:29 p.m.

Directors Dan Huntington, Rachel Landis, and Bob Lynch, who all had previously scheduled conflicts, were excused from and left the meeting during the executive session.

BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (12:29 p.m.)

There was no action from the executive session.

ESC ENGINEERING CONTRACTS (12:30 p.m.)

Motion: Director Compton moved to approve the three ESC Engineering contracts as presented. Motion seconded and carried without dissent.

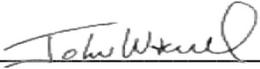
REPORTS (12:43 p.m.)

DIRECTOR REPORTS – TRI-STATE CONT., FASTTRACK, CREA, WESTERN UNITED, TRI-STATE RATE DESIGN COMMITTEE (12:43 p.m.)

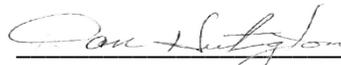
Directors referred to written and verbal reports in the board packet and took questions and suggestions from board members and staff.

ADJOURN (1:07 p.m.)

There being no further business, the LPEA Board of Directors' meeting adjourned at 1:07 p.m.
Recorded by J.P. Thunstrom and approved by:



John Witchel, President



Dan Huntington, Secretary