

LA PLATA ELECTRIC ASSOCIATION, INC.
Board of Directors Meeting Minutes
<https://lpea.coop/lpea-board-directors-resources>
Wednesday, January 18, 2023
Zoom Webinar

CALL TO ORDER

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, January 18, 2023, via Zoom webinar. Vice President Wheeler called the meeting to order at 9:01 a.m. with the following directors present:

Ted Compton	John Lee	Holly Metzler
Dan Huntington, Secretary	Joe Lewandowski	Kirsten Skeeahan
Bob Lynch	Kohler McInnis	Tim Wheeler, Vice President
	Sue McWilliams, Treasurer	John Witchel, President (Joined at 9:30 am)

LPEA STAFF

Jessica Matlock, Chief Executive Officer
Dan Harms, Executive VP of Grid Solutions and Special Projects
Elizabeth Howe, VP of Administrative Services
Hillary Knox, VP of Member Experience
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

Director Rachel Landis

WEBINAR ATTENDEES

Emelie Frojen, Elizabeth Romere, Lori Schell

APPROVAL OF AGENDA (9:02 a.m.)

Vice President Wheeler addressed the January 18, 2023, LPEA board meeting agenda.

Motion: Director McInnis moved to approve the January 18, 2023, LPEA board meeting agenda as presented. Motion seconded and carried without dissent.

MEMBER COMMENTS AND CONCERNS (9:03 a.m.)

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

Vice President Wheeler addressed members' comments. Public comment was given.

CONSENT BOARD ITEMS (9:05 a.m.)

Vice President Wheeler addressed the Consent Board Items. Director Lewandowski asked to withdraw director travel and training requests for directors to attend the CREA conference in February.

Motion: Director McInnis moved to approve the Consent Board Items: the December Board of Directors minutes as presented, accepting new members, the retirement of Capital Credits to estates, monthly write-offs, director expenses, and director expenditures. Motion seconded and carried without dissent.

Motion: Director Skeehan moved to allow herself, Director Lewandowski, Director Metzler, and Director McWilliams, to attend the CREA conference. Motion seconded and carried without dissent.

CEO AND STAFF REPORTS

DIVISION DASHBOARDS (9:13 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 Dashboard and appendix reports.

FINANCE REPORT UPDATE (9:50 a.m.)¹

VP of Finance Ramsey addressed the December 2022 and YTD financials. All the board's financial goals were met in December. YTD operating costs were \$1.1m below forecast. This negative operating margin and variance were caused by the \$2.75m increase to the rate stabilization fund that was approved at the December board meeting.

FINANCE AND AUDIT COMMITTEE UPDATE (9:55 a.m.)

Committee Chair McWilliams addressed her written report. The next FAC committee meeting will be in March.

COMMITTEE ON POLICIES UPDATE (9:57 a.m.)

Committee Chair Compton gave an update on the committee's proposed amendments to the [Line Extension Policy](#).

Motion: Director Compton moved that the Board approve the proposed Line Extension Policy as presented by Attorney Smith to the full board on January 17, 2023, via email. Motion seconded and carried without dissent.

2023 ROUND UP FOUNDATION DIRECTOR APPOINTMENTS (10:02 a.m.)

Attorney Graham Smith addressed the written memo for the 2023 Round Up Foundation Director Appointments. The Round Up Foundation board directors are appointed by the LPEA Board of Directors to serve up to two consecutive two-year terms. When a Round Up Foundation director completes their term, LPEA directors in that district must nominate a replacement. There are four vacant seats on the Round Up Foundation Board that need to be filled before the first Round Up Foundation meeting on January 30, 2023. LPEA staff solicited applications through LPEA's website and received 22 applications. District Directors made their nominations from the applications submitted.

¹ President Witchel joined the meeting at 9:30 a.m. and assumed the duties of Chair.

Motion: Director Wheeler moved to appoint the director nominees for the 2023 Round Up Foundation board as follows: Sheryl Ayers for District 2, Alison Hillis and Lindsey Nicholson for District 3, and Jane Dunn for District 4. Motion seconded and carried without dissent.

REVIEW VOTING DISTRICT BOUNDARIES (10:06 a.m.)

Attorney Smith addressed the written memo regarding the review of current voting district boundaries. Article III, Section 3 of the Bylaws states that Districts are to be reviewed and revised, if necessary, not less than sixty (60) days prior to any meeting of the members at which directors are to be elected. Each district shall be represented by an equal number of directors. Current data from LPEA shows all districts are within 0.25% of each other. Attorney Smith and VP of Information Technology Drew Timmerman took questions from board members.

The Board reviewed the current boundaries as required by Article III, Section 3 of the Bylaws. No revision was necessary.

CREA NRECA AND WESTERN UNITED ANNUAL MEETINGS (10:09 a.m.)

Attorney Smith requested a motion from the board to appoint delegates and alternate representatives for the NRECA meeting on March 7, 2022, in Nashville, and the CREA and Western United (WU) annual meetings on February 22, 2022, and February 25, 2022.

Unanimous

Consent: By unanimous consent the LPEA Board of Directors appointed the following delegates:
CREA annual meeting: Director McWilliams as delegate, Director Skeeahan as the alternate
Western United annual meeting: Director Skeeahan as delegate, Director McWilliams as the alternate
NRECA annual meeting: Director Skeeahan as delegate, CEO Matlock as the alternate

RESOLUTION 2023-01; CEO AUTHORIZATION TO JOIN AND RENEW MEMBERSHIPS (10:18 a.m.)

Attorney Smith addressed the written memo regarding Resolution 2023-01; CEO Authorization to Join and Renew Memberships. Attorney Smith and CEO Matlock took questions and suggestions related to the resolution.

Motion: Director Wheeler moves to approve Resolution 2023-01—CEO Authorization to Join and Renew Memberships—as presented. Motion seconded and carried without dissent².

ATTORNEY UPDATE ON FERC ACTIONS (10:42 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). Attorney Larson took all questions from board members.

EXECUTIVE SESSION (10:55 a.m.)

President Witchel requested a motion to move into an executive session to discuss attorney updates of FERC actions and a Tri-State rate discussion.

Motion: Director Compton moved to enter an executive session to discuss attorney updates of FERC actions and a Tri-State rate discussion. Motion seconded and carried without dissent.³

² Director Lee was excused to attend to a personal matter and was not present for this vote.

³ Director Lee was excused to attend to a personal matter and was not present for this vote.

Director McInnis recused himself from part of the FERC attorney update 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 10:56 a.m. to 11:57 a.m.

BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (11:57 a.m.)

None

REPORTS

ATTORNEY REPORT (12:05 p.m.)

Referring to the written report in the board packet, Attorney Smith highlighted the work done for LPEA staff and board members since the December meeting. Attorney Smith took questions from board members.

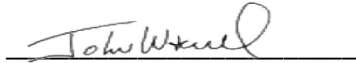
DIRECTOR REPORTS – (12:07 p.m.)

Directors referred to written and verbal reports in the board packet and took questions and suggestions from board members and staff. Director Skeeahan presented a slide presentation on the activity at Tri-State's Rate Design Committee.

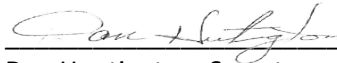
ADJOURN (12:55 p.m.)

There being no further business, the LPEA Board of Directors' meeting adjourned at 12:55 p.m.

Recorded by J.P. Thunstrom and approved by:



John Witchel, President



Dan Huntington, Secretary