

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, February 15, 2023  
In-person with Electronic Attendance Option  
LPEA Headquarters

**CALL TO ORDER**

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, February 15, 2023, at LPEA Headquarters with a Zoom webinar attendance option pursuant to Article IV, Section 6 of LPEA's Bylaws and LPEA Policy 111. President Witchel called the meeting to order at 9:04 a.m. with the following directors present (the bylaw and policy cited above consider all directors to be "present in person" regardless of their means of attendance):

Ted Compton (virtual)	John Lee (virtual)	Holly Metzler (virtual)
Dan Huntington, Secretary (in-person)	Joe Lewandowski (virtual)	Kirsten Skeehan (virtual)
Rachel Landis (virtual)	Kohler McInnis (virtual)	Tim Wheeler, Vice President (virtual)
Bob Lynch (virtual)		John Witchel, President (virtual)

**LPEA STAFF**

Jessica Matlock, Chief Executive Officer (in-person)  
Dan Harms, Executive VP of Grid Solutions and Special Projects (in-person)  
Elizabeth Howe, VP of Administrative Services (in-person)  
Hillary Knox, VP of Member Experience (virtual)  
Karl Ramsey, VP of Finance (in-person)  
Graham Smith, General Counsel (in-person)  
Jerry Sutherlin, VP of Operations (in-person)  
Janelle Thunstrom, Executive Assistant (virtual)  
Drew Timmerman, VP of Information Technology (in-person)

**EXCUSED ABSENCE**

Director Sue McWilliams

**IN-PERSON ATTENDEES**

Emelie Frojen and David Luschen

**WEBINAR ATTENDEES**

Nicole Pitcher, Elizabeth Romere, Lori Schell, and Guinn Unger

**APPROVAL OF AGENDA (9:05 a.m.)**

President Witchel addressed the February 15, 2023, LPEA board meeting agenda.

**Motion:** Director Wheeler moved to approve the February 15, 2023, LPEA board meeting agenda as amended. Motion seconded and carried without dissent.

### **MEMBER COMMENTS AND CONCERNS (9:06 a.m.)**

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

There was no public comment.

### **CONSENT BOARD ITEMS (9:08 a.m.)**

President Witchel addressed the Consent Board Items.

**Motion:** Director Lee moved to approve the Consent Board Items: the January Board of Directors minutes as presented, the January Committee of the Whole minutes as presented, accepting new members, the retirement of Capital Credits to estates, monthly write-offs, director travel and training requests, director expenses, director expenditures, the reappointment of the existing Election Supervisory Committee members, and approval of the changes to Policies 207 and 211 to conform to current law and job titles. Motion seconded and carried without dissent.

### **DIVISION DASHBOARDS (9:10 a.m.)**

CEO (Chief Executive Officer) Matlock introduced the new 2023 Operational Plan and reported on the new look of the monthly board dashboards. The improved dashboard will report on progress in meeting the targets listed in the 2023 Operational Plan. The dashboard and the 2023 Operational Plan were made public prior to the board meeting. CEO Matlock and staff members took questions and suggestions related to the discussed topics within the reports.

### **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 the exit fee at the Federal Energy Regulatory Commission (FERC). Attorney Larson took all questions from board members.

### **EXECUTIVE SESSION (10:44 a.m.)**

President Witchel requested a motion to move into an executive session to discuss an update on FERC (Federal Energy Regulatory Commission) actions.

**Motion:** Director Wheeler moved to enter an executive session to discuss an attorney update of FERC actions. Motion seconded and carried without dissent.

The board remained in executive session from 10:45 a.m. to 12:43 p.m. Lunch break was taken during the executive session.

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.

### **COMMITTEE ON POLICIES UPDATE (12:44 p.m.)**

Committee Chair Compton addressed his written report. The committee reviewed the Series 200 policies at the last meeting and will take a deeper dive at the next COP meeting. Changes to financial policies will be reviewed by the Finance & Audit Committee. Committee Chair Compton and staff members took questions related to the Series 200 policies.

**FINANCE AND AUDIT COMMITTEE UPDATE (12:51 p.m.)**

Since there was no Finance and Audit committee meeting in February, VP Ramsey addressed the Disposition of Unclaimed Capital Credits memorandum.

**Motion:** Director Wheeler moved to approve the presented Disposition of Unclaimed Capital Credits. Motion seconded and carried without dissent.

**TRI-STATE ANNUAL MEETING – APRIL 4 – 5, 2023, WESTMINSTER (1:00 p.m.)**

Attorney Smith addressed the written memorandum regarding the Tri-State Annual meeting.

**Motion:** Director McInnis moved to nominate Director Lee as LPEA’s delegate and Director Skeeahan as LPEA’s alternate delegate to the Tri-State Annual Meeting. Motion seconded and carried without dissent.

**RESOLUTION 2023-02; BYLAW AMENDMENT TO ARTICLE II (1:02 p.m.)**

Attorney Smith addressed the written, proposed red-lined memo regarding Resolution 2023-02; Bylaw Amendment to Article II. Attorney Smith took questions from board members regarding the proposed changes.

**Motion:** Director Landis moved to approve Resolution 2023-02; Proposed Bylaw Amendments to Article II. Motion seconded and carried without dissent.

**BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (1:11 p.m.)**

None

**REPORTS**

**ATTORNEY REPORT (1:11 p.m.)**

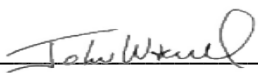
Referring to the written report in the board packet, Attorney Smith highlighted the work done for LPEA staff and board members since the January meeting. Attorney Smith took questions from board members.

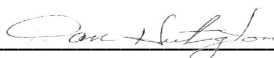
**DIRECTOR REPORTS (1:11 p.m.)**

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

**ADJOURN (1:51 p.m.)**

There being no further business, the LPEA Board of Directors’ meeting adjourned at 1:51 p.m.  
Recorded by J.P. Thunstrom and approved by:

  
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John Witchel, President

  
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Dan Huntington, Secretary