

LA PLATA ELECTRIC ASSOCIATION, INC.
Board of Directors Meeting Minutes
<https://lpea.coop/lpea-board-directors-resources>
Wednesday, April 12, 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, April 12, 2023, In-person at LPEA Headquarters with an Electronic Attendance Option. President Witchel called the meeting to order at 9:02 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
	Sue McWilliams, Treasurer	John Witchel, President

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, Eric Hittle, David Luschen, Nicole Pitcher, Elizabeth Romere, and Lori Schell

IN-PERSON ATTENDEES

None

APPROVAL OF AGENDA (9:03 a.m.)

President Witchel addressed the April 12, 2023, LPEA board meeting agenda.

Motion: Director McInnis moved to approve April 12, 2023, LPEA board meeting agenda as amended by adding a discussion on scholarships and adding Resolution 2023 – 05; Canceling Elections in Districts 1, 2, and 3. Motion seconded and carried without dissent.

MEMBER COMMENTS AND CONCERNS (9:05 a.m.)

Attorney Smith gave an overview of the ground rules for public commentary. There was no public comment.

CONSENT BOARD ITEMS (9:06 a.m.)

President Witchel addressed the Consent Board Items.

Motion: Director Lee moved to approve the Consent Board Items: the March Board of Directors 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, Resolution 2023 – 03; Bylaw Amendment to Article XV, Resolution 2023 – 04; Delegating Authority to CEO for Proposed Property Lease for CNL Fiber Hut, and Resolution 2023 – 05; Canceling Elections in Districts 1, 2, and 3. Motion seconded and carried without dissent.

CEO AND STAFF REPORTS

DIVISION DASHBOARDS (9:07 a.m.)

CEO (Chief Executive Officer) Matlock reported the monthly board dashboard. The dashboard reports on progress in meeting the targets listed in the [2023 Operational Plan](#). VP Sutherlin gave an update on SADI/SAFI graphs and outage map systems. The dashboard was made public prior to the board meeting. VP Ramsey gave a verbal update on the March preliminary financials, with all of the board's financial goals being met for the month. CEO Matlock and staff members took questions and suggestions about the discussed topics in the dashboard and appendix reports.

AUDIT PRESENTATION (10:02 a.m.)

Tammy Totzke Managing Director, Forvis gave an overview of LPEA's financial audit. There were no findings that were required to be communicated with those charged with governance. Patronage allocations/refunds from investments, property taxes, and equity in earnings of FastTrack Communications have adjusted audit entries. Balance sheet graph highlights were presented on cash and cash equivalents, plant additions, debt, and Capital Credit allocations and refunds. The Statement of Margins was also presented with highlights on operating revenues and net margins. Totzke spoke about other financial topics and took questions from board members.

ATTORNEY UPDATE ON FERC ACTIONS (10:56 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 (10:59 a.m.)

President Witchel requested a motion to move into an executive session to discuss attorney updates of FERC actions.

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

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

The board remained in executive session from 10:59 a.m. to 12:46 p.m.

BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (12:46 p.m.)

None

COMMITTEE ON POLICIES UPDATE (12:49 p.m.)

Committee Chair Compton addressed his written report and gave an update on the committee's proposed amendments to Series 100 Policies, Bylaw changes, and Policy 215.

Motion: Director Compton moved to approve the recommended changes to Policy [215](#) as presented in the board packet.

Motion Amended: Director McInnis moved to amend the motion by striking C.1.A in Policy 215. Motion seconded and carried 8 – 1 with Directors Compton, Huntington, Lee, Lewandowski, Metzler, McInnis, Skeeahan, and Witchel in favor and Director McWilliams opposed. Directors Lynch and Wheeler abstained from the vote.

Motion Resumed: Director Compton moved to resume the motion as amended. Motion seconded and carried 8 -3 with Directors Compton, Huntington, Lee, Lewandowski, Metzler, McInnis, McWilliams, and Witchel in favor and Directors Lynch, Skeeahan, and Wheeler opposed.

FINANCE AND AUDIT COMMITTEE UPDATE (1:10 p.m.)

Committee Chair McWilliams did not have a written or verbal update since the FAC meeting will be taking place a day after the April board meeting.

SCHOLARSHIP UPDATE (1:11 p.m.)

Director McWilliams, CEO Matlock, and Attorney Smith addressed the LPEA Lineworker Scholarship policy, specifically the requirement that a recipient graduate from a high school or GED program within LPEA's service territory. Given LPEA's error in granting and then rescinding a lineworker scholarship to Mr. Lopez, who has a home in LPEA's service territory but will not graduate from a school in LPEA's service territory, a discussion was held about how to correct this. LPEA staff recommended that the board approve, per [Policy 203](#), a reallocation of Unclaimed Capital Credit funds as an educational grant for Mr. Lopez.

Motion: Director McInnis moved to reallocate the Unclaimed Capital Credit funds to grant Mr. Lopez an educational grant, as allowable under Policy 203. Motion seconded and carried without dissent.

REPORTS

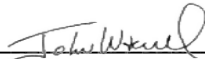
DIRECTOR REPORTS (1:23 p.m.)

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


ADJOURN (1:58 p.m.)

There being no further business, the LPEA Board of Directors' meeting adjourned at 1:58 p.m.

Recorded by J.P. Thunstrom and approved by:



John Witchel, President



Dan Huntington, Secretary