

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, June 14, 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, June 14, 2023, In-person at LPEA Headquarters with an Electronic Attendance Option. Vice President Wheeler called the meeting to order at 9:05 a.m. with the following directors present:

Ted Compton, President	Joe Lewandowski	
Dan Huntington	David Luschen	Kirsten Skeehan, Vice President
Rachel Landis	Kohler McInnis	Tim Wheeler, Treasurer
John Lee, Jr., Secretary	Holly Metzler	John Witchel (Joined in person at 9:34 a.m.)

**LPEA STAFF**

Jessica Matlock, Chief Executive Officer  
Dan Harms, Executive VP of Grid Solutions and Special Projects  
Elizabeth Howe, VP of Administrative Services  
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 Nicole Pitcher

**WEBINAR ATTENDEES**

Sue McWilliams and Betsy Romere

**IN-PERSON ATTENDEES**

None

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

Vice President Wheeler addressed the June 14, 2023, LPEA board meeting agenda.

**Motion:** Director McInnis moved to approve the amended May 14, 2023, LPEA board meeting agenda to give an update on the broadband partnership during the executive session. 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 (9:06 a.m.)**

Vice President Wheeler addressed the Consent Board Items.

**Motion:** Director Lewandowski moved to approve the Consent Board Items: May Board of Directors minutes as presented, accepting new members, the retirement of Capital Credits to estates, and director expenditures. Motion seconded and carried without dissent.

Director Skeeahan removed director travel and training requests, and director expenses. Director Skeeahan expressed her opinion on the benefits of director training. CEO Matlock discussed our membership with the NWPPA (Northwest Public Power Association) and the education courses they offer.

Director Metzler clarified her travel and training request regarding her budget for higher education opportunities. Director Metzler also advocated for new Director Luschen to attend director training courses that are being offered by NRECA (National Rural Electric Cooperative Association). Director Compton offered to delegate his budget to allow Director Metzler to attend training.

**Motion:** Director Lewandowski moved to approve the travel and training requests and to move the budget of other directors to directors for them to attend training. Motion seconded.

### **Motion**

**Amended:** Director Skeeahan amended the motion to allow Director Metzler and Director Pitcher to attend the NRECA training in Santa Fe. Motion seconded and carried without dissent. Director Metzler abstained.

Director McInnis removed the monthly write-offs. He asked for clarity on the account number and the \$2.64 charge. VP Ramsey clarified that the final column is what goes to the collection agency. If under \$5, we don't report it to the collection agency.

**Motion:** Direction McInnis moved to approve the monthly write-offs. Motion seconded and carried without dissent.

## **CEO AND STAFF REPORTS**

### **DIVISION DASHBOARDS (9:24 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](#). BE (Beneficial Electrification) sales billing cycle has a yellow check mark due to a lag in verification of heat pump rebate reporting; next month is anticipated to have a green check mark. The dashboard was made public prior to the board meeting.

VP Ramsey gave an update on the April financials, with all the board's financial goals being met for the month. VP Ramsey took questions from board members. Discussion ensued on electric rates increasing across multiple states.

CEO Matlock and staff members took questions and suggestions about the discussed topics in the dashboard and appendix reports.

## **ELECTION**

### **ELECTION OF OFFICERS (9:55 a.m.)**

Attorney Smith apprised the board of the policies and procedures for nominating and electing officers. Attorney Smith accepted oral nominations for executive officers. Directors discussed each position and nominee, and nominees spoke about their desire and qualifications to hold the position prior to voting. Attorney Smith accepted secret ballots for President, Vice President, Secretary, and Treasurer per LPEA's bylaw. When there are three or more candidates for a position, the lowest candidate will be dropped from running if no candidate gets a majority of the votes.

#### **Executive Officer Nominees**

President: Director Compton

Vice President: Director Skeehan, Director Lee, Director Pitcher

Treasurer: Director Wheeler

Secretary: Director Luschen, Director Lee

Director Compton was elected by majority vote (11 – 0) to the office of Board President; Director Skeehan was elected by majority vote (6 – 5) to the office of Board Vice President; Director Wheeler was elected by majority vote (11–0) to the office of Board Treasurer. Director Lee was elected by a majority vote (9 –2) to the office of Board Secretary.

### **ELECTION OF OFFICERS & REPRESENTATIVES FROM LPEA BOARD TO FTC (FASTTRACK COMMUNICATIONS) AND ROUNDUP BOARD (10:14 a.m.)**

Attorney Smith accepted oral nominations for the LPEA Director representative to FastTrack Communications.

Director Metzler moved to elect Director Wheeler as the LPEA Director representative to the FastTrack Communications Board of Directors. Director Wheeler accepted the nomination.

#### **Acclamation**

**Vote:** Attorney Smith requested an acclamation vote to accept Director Wheeler as the FastTrack representative. Vote carried with all in favor.

Attorney Smith accepted oral nominations for the LPEA Director representatives to the Roundup Board.

Director Wheeler moved to elect Director Skeehan and Director Landis as the LPEA Director representative to the RoundUp Board of Directors. Both directors declined the nomination.

Director Metzler nominated Director Luschen and Director Pitcher to the Roundup Board. Director Luschen accepted the nomination.

#### **Acclamation**

**Vote:** Attorney Smith requested an acclamation vote to accept Directors Luschen and Pitcher as the RoundUp board representatives. Vote carried with all in favor.

### **ELECTION OF LPEA REPRESENTATIVES TO TRI-STATE, CREA, AND WESTERN UNITED (10:27 a.m.)**

Attorney Smith accepted oral nominations for the LPEA Tri-State Director representative.

Director Huntington nominated Director McInnis to the Tri-State board. Director McInnis accepted the nomination.

#### **Acclamation**

**Vote:** Attorney Smith requested an acclamation vote to accept Director McInnis as the Tri-State representative. Vote carried with all in favor.

Attorney Smith accepted oral nominations for the Colorado Rural Electric Association (CREA) representative.

Director Landis nominated Director Metzler as the CREA Director representative. Director Metzler accepted her nomination.

**Acclamation**

**Vote:** Attorney Smith requested an acclamation vote to accept Director Metzler as the CREA representative. Vote carried with all in favor.

Attorney Smith accepted oral nominations for the Western United Director representative.

Director Skeeahan nominated Director Lee as the Western United Director representative. Director Lee accepted his nomination.

Director Compton nominated Director Luschen as the Western United Director representative. Director Luschen accepted his nomination.

**Motion:** Director Wheeler moved to vote by written ballot for Western United representative. Motion seconded and carried without dissent.

Director Luschen was elected by majority vote (7 – 4) as the Western United representative.

**APPOINT 2023 COUNTY FAIR DELEGATES (10:47 a.m.)**

Attorney Smith entertained appointments to represent LPEA at the 2023 Archuleta County and La Plata County Fairs.

Director Huntington nominated Director Lee for the La Plata County fair and Director Skeeahan for the Archuleta County fair representatives.

Director Metzler nominated Director Skeeahan as Archuleta Fair representative and Director Landis for La Plata County.

**Acclamation**

**Vote:** Attorney Smith requested an acclamation vote to accept Director Skeeahan as the Archuleta Fair representative. Vote carried with all in favor.

Director Metzler nominated Director Landis as the La Plata County Fair representative.

Director Huntington nominated Director Lee and Director McInnis as the La Plata County fair representatives. Director McInnis declined the nomination.

**Motion:** Director Wheeler moved to vote by written ballot for the La Plata County fair representative. Motion seconded and carried without dissent.

Director Lee was elected by majority vote (6 – 5) as the La Plata County Fair representative.

**Motion:** Director McInnis moved that the CREA director serve as the alternate director for Western United and vice versa. Motion seconded and carried without dissent.

**BOARD ACTION AGENDA (11:00 a.m.)****FINANCE AND AUDIT COMMITTEE UPDATE (11:00 a.m.)**

Committee Chair McWilliams is no longer on the LPEA board of directors. Committee Chair McWilliams did provide a written update on the last meeting and President Compton addressed the written report along with VP Harms.

**COMMITTEE ON POLICIES UPDATE (11:02 a.m.)**

Committee Chair Compton gave an update on [Policy 109](#) (Director Education and Compensation, Insurance, and Travel of Directors) which was discussed at the last committee meeting. A final, red-lined draft version will be sent to the full board and then presented at next month's board meeting.

**REVIEW POLICY 129 CONFLICT OF INTEREST DISCLOSURE FORMS (11:04 a.m.)**

President Compton addressed the director's conflict of interest forms. Directors are expected to update the forms at least annually. If any matters of concern arise based on these forms, a discussion can be placed on a future agenda.

**EXECUTIVE SESSION (11:13 a.m.)**

President Compton requested a motion to move into an executive session to discuss an update on FERC actions and broadband partnership.

**Motion:** Director Lee moved to enter an executive session to discuss an update on FERC actions and broadband partnership. 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 11:13 a.m. to 12:30 p.m.

**LUNCH BREAK – BROWN BAG UPDATE FROM DIRECTOR METZLER (12:31 p.m.)**

Director Metzler reported on her Gettysburg Leadership Experience attendance and leadership lessons that transcended time. Metzler explained "transactional" and "transformative" leadership and gave examples.

**BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (1:00 p.m.)**

None

**REPORTS**

**ATTORNEY REPORT (1:00 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 May meeting. Director McInnis requested a supplementary gift be sent to the Election Supervisory Committee for their hard work during the Director Elections. There was no objection.

**DIRECTOR REPORTS (1:04 p.m.)**

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

**ADJOURN (1:24 p.m.)**

There being no further business, the LPEA Board of Directors' meeting adjourned at 1:24 p.m.  
Recorded by J.P. Thunstrom and approved by:



Ted Compton, President



John Lee, Jr., Secretary