

LA PLATA ELECTRIC ASSOCIATION, INC.
Board of Directors Meeting Minutes
<https://lpea.coop/lpea-board-directors-resources>
Wednesday, February 18, 2026
In-person with Electronic Attendance Option
LPEA Headquarters | Durango, Colorado

CALL TO ORDER (9:01 a.m.)

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc., was held in person, with an electronic attendance option, on Wednesday, February 18, 2026. Vice President Compton called the meeting to order at 9:01 a.m. and noted the attendance of the following directors.

Brad Blake	Joe Lewandowski	Nicole Pitcher, President
Ted Compton, Vice President	David Luschen - (Virtual)	Tim Wheeler, Treasurer - (Virtual)
Rachel Landis	Dusty Mars - (Virtual)	John Witchel, Secretary
John Lee, Jr. - (Virtual)	Kohler McInnis	Kirsten Skeeahan

LPEA STAFF

Jessica Dunbar, Administrative Assistant
Chris Hansen, Chief Executive Officer (CEO)
Dan Harms, Chief Operating Officer (COO)
Monica Rodriguez, Controller/Interim Chief Financial Officer
Graham Smith, General Counsel
Jerry Sutherlin, Vice President of Distribution
Drew Timmerman, Vice President of Information Technology
Janelle Thunstrom, Executive Office & Board Governance Manager

EXCUSED ABSENCE

NONE

WEBINAR ATTENDEES

Greg Barber, Dan Boudreaux, Sue McWilliams, Dianne Pauls, Jane Pearson, Mark Pearson, Dave Peters, John Purser, John Ranson, and Deborah Shisler

IN-PERSON ATTENDEES

NONE

APPROVAL OF THE AGENDA (9:01 a.m.)

Vice President Compton addressed the agenda for the LPEA board meeting on February 18, 2026.

Motion: Director Landis moved to approve the presented agenda with amendments to add a Finance and Audit Committee (FAC) update during executive session and remove item VII. B. Sunnyside II Construction Contract approval from the agenda, for the February 18, 2026, Board Meeting. Motion seconded and carried without dissent.

VP Sutherlin provided a safety moment.

Director Skeehan provided a board education moment.

President Nicole Pitcher arrived at 9:08 a.m.

MEMBER COMMENTS (9:15 a.m.)

Attorney Smith outlined the ground rules for public commentary.

Comments were received from members attending electronically.

CONSENT BOARD ITEMS (9:29 a.m.)

President Pitcher addressed the Consent Board Items.

Motion: Director Witchel moved to approve the following consent board items: Approval of January 21, 2026, Board Minutes, Accept New Member List, Capital Credit Payments to Estates, Monthly Write-Offs, and Director Travel and Training Requests. Motion carried with Directors Blake, Compton, Landis, Lewandowski, Luschen, McInnis, Pitcher, Skeehan, Wheeler, and Witchel in favor. Directors Lee and Mars abstained.

CEO AND STAFF REPORTS (9:32 a.m.)

DIVISION DASHBOARDS (9:32 a.m.)

CEO Hansen reviewed the new monthly board dashboard, which had been made publicly available prior to the meeting. The report summarized operational, safety, and financial highlights for January, and outlined progress toward the goals set in the [2026-2030 Mission, Vision, Plan](#).

ATTORNEY UPDATE ON FERC ACTIONS (10:06 a.m.)

Attorney Smith provided a detailed update on the status of ongoing legal and regulatory proceedings before the Federal Energy Regulatory Commission (FERC). The oral argument for the 10th Circuit took place at the end of January. The U.S. Attorney spoke on behalf of FERC. The court has the discretion to issue the decision when they are ready.

EXECUTIVE SESSION (10:10 a.m.)

President Pitcher requested a motion to enter an executive session to receive confidential updates on FERC proceedings and related actions, Power Supply progress, Sunnyside II Construction Contract, Transmission Asset discussion, Data Center Market update, Policy 108 (Disclosure of Cooperative Information) discussion, and a Finance and Audit Committee (FAC) update.

Motion: Director McInnis moved to enter an executive session to receive confidential updates on FERC proceedings and related actions, Power Supply progress, Sunnyside II Construction Contract, Transmission Asset discussion, Data Center Market update, Policy 108 (Disclosure of Cooperative Information) discussion, and a Finance and Audit Committee (FAC) update. Motion carried with Directors

Blake, Compton, Landis, Lewandowski, Luschen, McInnis, Pitcher, Skeehan, Wheeler, and Witchel in favor. Directors Lee and Mars abstained.

The board entered the executive session at 10:10 a.m. and returned to the public session at 1:41 p.m.

BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (1:41 p.m.)

Following the executive session, action was taken on a member's request for information under Policy 108.

Motion: Director Skeehan moved that the cooperative provide existing records used by management, the budget committee, or the Board of Directors in developing, reviewing, and approving the 2024 operating budget of LPEA, including but not limited to: 1. Operating budget schedules or reports showing operating expenses by recognized categories, department, or function, 2. Administrative and General (A&G) expense schedules, including legal, consulting, and communications expenses, and 3. Budget-to-actual or budget-to-projected operating expense reports for 2024. Motion seconded and carried 9-3 with Directors Blake, Landis, Lee, Luschen, Mars, McInnis, Pitcher, Skeehan, and Wheeler in favor and Directors Compton, Lewandowski, and Witchel opposed.

BOARD ACTION AGENDA (1:46 p.m.)

COMMITTEE ON POLICIES UPDATE (1:46 p.m.)

Committee Chair Witchel provided a verbal update on the Committee on Policies (COP). He reported that the COP recommends Board approval of Policy 108 (Disclosure of Cooperative Information), Policy 109 (Director Education and Compensation, Insurance and Travel), Add Record Date Amendments to Bylaws and Annual Meeting ballot (Resolution 2026-03), approval of retiring Policy 366 (Community Solar Garden program), and Policy 102 (Functions of the Board of Directors).

POLICY 108 (DISCLOSURE OF COOPERATIVE INFORMATION)

Motion: Director Witchel, as chair of the Committee on Policies (COP), recommends that the full Board approve Policy 108 as presented.

Motion

To Amend: Director Skeehan moved to move A.2. in Policy 108, into category A.1. items already on the website. Motion seconded and carried 11-1, with Directors Blake, Landis, Lee, Lewandowski, Luschen, Mars, McInnis, Pitcher, Skeehan, Wheeler, and Witchel in favor and Director Compton opposed.

Main

Motion

Resumed: Motion to approve Policy 108 as modified.

Motion

To Amend: Director Wheeler moved to include reference of redactions in section II.B.1. with redactions as necessary to protect information listed in Sections C and D below. Motion seconded and carried without dissent.

Main

Motion

Resumed: Motion to approve Policy 108 as modified carried without dissent.

POLICY 109 (DIRECTOR EDUCATION AND COMPENSATION, INSURANCE AND TRAVEL)

Motion: Director Witchel, as chair of the Committee on Policies (COP), recommends that the full Board approve Policy 109 as presented.

Motion

To Amend: Director McInnis moved to amend II.B.3. to remove “however, no pre-authorization is required” to read “Board pre-authorization is required” and leave II.C.3. “the CEO or delegated staff should review” in the policy and add that Directors are able to receive authorization between Board Meetings. Motion seconded and failed 5-6-1 with Directors Blake, Landis, McInnis, Pitcher, and Wheeler in favor and Directors Compton, Lee, Lewandowski, Luschen, Skeeahan, and Witchel opposed. Director Mars abstained.

Motion

To Amend

The Amendment: Director Skeeahan moved to change pre-authorization to pre-notification. Motion failed for lack of second.

Main

Motion

Resumed: Motion to approve Policy 109 as presented.

Motion

To Amend: Director Landis moved to amend E.2.f. and leave it as originally written. Motion seconded and carried 7-3-2 with Directors Blake, Landis, Lewandowski, McInnis, Pitcher, Skeeahan, and Wheeler in favor and Directors Compton, Luschen, and Witchel opposed. Directors Lee and Mars abstained.

Main

Motion

Resumed: Motion to approve Policy 109 as amended carried 9-1-2 with Directors Blake, Compton, Landis, Lewandowski, Luschen, Pitcher, Skeeahan, Witchel, and Wheeler in favor and Director McInnis opposed. Directors Lee and Mars abstained.

ADD RECORD DATE AMENDMENTS TO BYLAWS AND ANNUAL MEETING BALLOT (RESOLUTION 2026-03)

Motion: Director Witchel, as chair of the Committee on Policies (COP), recommends that the full Board approve Add Record Date Amendments to Bylaws and Annual Meeting Ballot (Resolution 2026-03) as presented.

Motion

To Postpone: Director Landis made the motion to postpone the action to Add Record Date Amendments to Bylaws and Annual Meeting Ballot (Resolution 2026-03), to next months regular board meeting. Motion seconded and carried without dissent.

POLICY 366 (COMMUNITY SOLAR GARDEN PROGRAM)

Motion: Director Witchel, as chair of the Committee on Policies (COP), recommends that the full Board approve the retiring of Policy 366 (Community Solar Garden Program). Motion carried 9-0-3 with Directors Blake, Compton, Landis, Lewandowski, Luschen, McInnis, Pitcher, Skeeahan, and Witchel in favor. Directors Lee, Mars, and Wheeler abstained.

POLICY 102 (FUNCTIONS OF THE BOARD OF DIRECTORS)

Motion: Director Witchel, as chair of the Committee on Policies (COP), recommends that the full Board approve Policy 102 (Functions of the Board of Directors) as presented.

Motion

To Amend: Director Landis moved to amend the proposed policy to remove the word “periodically” from section II.A.2 and replace it with “annually.” Motion seconded and carried 9-0-3 with Directors Blake, Compton, Landis, Lewandowski, Luschen, McInnis, Pitcher, Skeehan, and Witchel in favor. Directors Lee, Mars, and Wheeler abstained.

Main

Motion

Resumed: Motion to approve Policy 102 as modified, carried without dissent.

FINANCE AND AUDIT COMMITTEE UPDATE (2:50 p.m.)

Committee Chair Wheeler provided a verbal Finance and Audit Committee (FAC) report. He reported that the FAC recommends Board approval of the changes to Policy 201 (Financial Management and Goals), Policy 205 (Allocation & Retirement of Patronage Capital), and Resolution 2026-02; Capital Projects and Items Budget Variance.

POLICY 201 (FINANCIAL MANAGEMENT AND GOALS)

Motion: Director Wheeler, as chair of the Finance and Audit Committee (FAC), moved that the full board approve the changes to Policy 201 (Financial Management and Goals). Motion carried without dissent.

POLICY 205 (ALLOCATION & RETIREMENT OF PATRONAGE CAPITAL)

Motion: Director Wheeler, as chair of the Finance and Audit Committee (FAC), moved that the full board approve the changes to Policy 205 (Allocation & Retirement of Patronage Capital). Motion carried without dissent.

RESOLUTION 2026-02; CAPITAL PROJECTS AND ITEMS BUDGET VARIANCE

Motion: Director Wheeler, as chair of the Finance and Audit Committee (FAC), moved that the full board approve Capital Projects and Items Budget Variance ([Resolution 2026-02](#)). Motion carried without dissent.

CONSIDERATION OF PROPOSED BYLAW AMENDMENTS (2:57 p.m.)

Motion: Director Wheeler moved that the board does not advance any of the 4 recommended bylaw amendments to the consideration of the membership in the upcoming annual meeting. Motion seconded and carried, 7-2-1-1, with Directors Compton, Landis, Lewandowski, Luschen, Pitcher Wheeler and Witchel in favor and Directors Blake and McInnis opposed. Director Mars abstained and Director Skeehan recused with a conflict of interest.

REPORTS (3:09 p.m.)

ATTORNEY REPORT (3:09 p.m.)

Attorney Smith referenced the written report in the board packet and answered board member questions.

DIRECTOR REPORTS (3:10 p.m.)

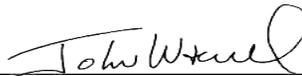
Directors referred to written and verbal reports in the board packet and took questions and suggestions from board members and staff.

ADJOURN (3:29 p.m.)

There being no further business, the meeting of the LPEA Board of Directors adjourned at 3:29 p.m.
Recorded by J. Dunbar and approved by:



Nicole Pitcher, President



John Witchel, Secretary