

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors' Minutes of Meeting  
Wednesday, May 19, 2021  
Webinar <https://www.lpea.coop>

**CALL TO ORDER**

The regular monthly meeting of the Board of Directors of La Plata Electric Association, Inc. was held Wednesday, May 19, 2021, via webinar. President Bassett called the meeting to order at 9:02 a.m. with the following directors present:

Britt Bassett, President  
Dan Huntington, Secretary  
Rachel Landis  
John Lee

Joe Lewandowski  
Bob Lynch, VP  
Kohler McInnis  
Sue McWilliams

Holly Metzler  
Kirsten Skeeahan  
Tim Wheeler, Treasurer  
John Witchel

**LPEA STAFF:**

Garrett Hammer, Pagosa Springs District Manager  
Dan Harms, VP of Grid Solutions  
Hillary Knox, VP of Member Experience  
Jessica Matlock, Chief Executive Officer  
Nadine Ontiveros, VP of People and Culture  
Karl Ramsey, VP of Finance  
Graham Smith, Staff Attorney & Board Attorney  
Jerry Sutherlin, VP of Operations  
Janelle Thunstrom, Executive Assistant  
Drew Timmerman, VP of Information Technology

**EXCUSED ABSENCE:**

None

**GUESTS:**

Matthew Larson, Outside Counsel for LPEA  
Jenny Taylor, LPEA Visual Communications Specialist

**WEBINAR ATTENDEES:**

Patrick Armijo, Amelia Burns, Kathleen Curran, Betsy Lovelace, Mark Pearson, Dave Peters, John Purser, Dale Ruggles, Deborah Shisler, Brice Simpson, Guinn Unger, Tyler VanGemert, Mark Walsler, and Bill Waters

**APPROVAL OF AGENDA**

President Bassett addressed the May 19, 2021, LPEA board meeting agenda.

**Motion:** Director McInnis moved to approve the May 19, 2021, LPEA board meeting agenda as modified, adding an item on next month's meeting. Motion seconded and carried without dissent.

## **MEMBER COMMENTS AND CONCERNS**

President Bassett addressed and responded to member comments and concerns.

## **CONSENT BOARD ITEMS**

President Bassett addressed the Consent Board Items. Modifications were noted to the minutes.

**Motion:** Director McInnis moved to approve the Consent Board Items: April 21, 2021 Board of Directors' meeting minutes as modified, accepting new members, Capital Credits, and monthly write-offs. Motion seconded and carried without dissent.

## **CEO AND STAFF REPORTS**

### **DIVISION DASHBOARDS**

CEO Matlock and LPEA staff members reported on key performance indicators for safety, reliability, finance, beneficial electrification, and information technology. Staff highlighted key items within each division and took questions.

### **FINANCE REPORT UPDATE**

VP of Finance Ramsey addressed the April 2021 financials. The cash reserves were slightly under the board's goal range due to a quarterly debt payment to CFC. YTD operating costs are \$1.5 million below forecast. Delinquent accounts are less than the same time in 2019 and 2020. LPEA peak power usage outside of the TSGT (Tri-State Generation and Transmission Association) peak period, saved LPEA money in April. Expenses for April were as budgeted and LPEA expects to see this for the rest of the year. YTD operating margins are \$1.82 million over forecast. Ramsey took questions.

### **FIRE MITIGATION PRESENTATION**

VP of Operations Sutherlin presented an overview of LPEA's fire mitigation process. Sutherlin spoke about a three-prong approach: Prevention, Protection, & Restoration. Prevention and protection reduce fire risks while improving reliability. Sutherlin took questions from board members.

### **BOARD ACTION AGENDA**

### **BROADBAND COMMITTEE UPDATE**

Committee Chair Skeehan gave a brief overview on the Broadband Committee meeting that took place on May 4<sup>th</sup>. Magellan advisors presented their plan on the feasibility study and mentioned that things are moving forward as planned. Committee recommendations will come in August. Committee Chair Skeehan and Director Wheeler took questions.

### **FINANCE AND AUDIT COMMITTEE UPDATE**

Committee Chair Wheeler gave an update on the Finance and Audit Committee. Committee Chair Wheeler referred to the drafted FAC report in the board packet.

## **PROPOSED TRISTATE RATE REDUCTION SETTLEMENT PRESENTATION**

VP of Finance Ramsey presented and discussed the Tri-State Rate Reduction Settlement as recommended by the Finance and Audit Committee (FAC). The presentation gave three options on how best to allocate the Tri-State rate decrease directly to LPEA members. Each possibility was examined in the context of the board's strategic priorities. The FAC recommended option two, a special Capital Credit retirement which would give cash to all LPEA members as quickly as possible. VP of Finance Ramsey and VP of Grid Solutions Harms took questions.

## **RESOLUTION 2021-09 SPECIAL CAPITAL CREDIT RETIREMENT**

President Bassett addressed Resolution 2021-09 Special Capital Credit Retirement of \$1.5 Million. Discussion ensued on the proposed resolution.

**Motion:** Director McInnis moved to adopt Resolution 2021-09 Special Capital Credit Retirement. Motion seconded and carried 11- 1 with Directors Bassett, Huntington, Landis, Lewandowski, Lynch, McInnis, Metzler, McWilliams, Skeehan, Wheeler and Witchel in favor; Director Lee opposed.

## **BOARD RETREAT UPDATE**

Committee Chair Landis gave an update on the Board Retreat. The Committee had a debrief meeting to discuss the next steps with Taber and Jonathan from CDR Associates. Committee Chair Landis discussed four topics for the next meeting: Board Culture, Power Supply Decision Support, New Director Orientation and Meeting Effectiveness.

## **CONSENT TO RESCHEDULE FASTTRACK ANNUAL MEETING**

President Bassett addressed the consent to reschedule the FastTrack annual meeting. Attorney Smith verified with FastTrack that a Board vote would be sufficient for the rescheduling of their annual meeting.

**Motion:** Director Wheeler moved to provide our consent so that FastTrack can reschedule their annual meeting to be decided sometime this year. Motion seconded and carried without dissent.

## **RESOLUTION 2021-08 ALLOCATION OF PREVIOUS YEAR'S MARGINS**

President Bassett addressed Resolution 2021-08 Allocation of Previous Year's Margins. Discussion ensued on the allocation and Policy 205. VP Ramsey took questions.

**Motion:** Director Huntington moved to adopt Resolution 2021-08 Allocation of Previous Year's Margins. Motion seconded and carried without dissent.

## **DIRECTOR TRAVEL AND TRAINING REQUESTS**

President Bassett addressed requests for director travel and trainings. Director Lee and Director Skeehan requested to attend training courses 2600/2620. Director Metzler requested to attend training course 905; recommended course 975 to other Directors. Refer to monthly budget for training if courses are not covered through CREA (Colorado Rural Electric Association).

**Motion:** Director Landis moved to approve the training requests. Motion seconded and carried without dissent.

No travel requests were presented to the board.

### **DIRECTOR EXPENSE APPROVAL**

Treasurer Wheeler reported on the May 2021 director expenses.

All 12 directors were present for this board meeting.

#### **LPEA Mileage Reimbursements**

Britt Bassett	\$00.00	Kohler McInnis	\$00.00
Dan Huntington	\$00.00	Sue McWilliams	\$00.00
Rachel Landis	\$00.00	Holly Metzler	\$00.00
John Lee	\$00.00	Kirsten Skeeahan	\$00.00
Joe Lewandowski	\$00.00	Tim Wheeler	\$00.00
Bob Lynch	\$00.00	John Witchel	\$00.00

#### **LPEA Board and Committee Meetings**

Britt Bassett	\$1325.00	Kohler McInnis	\$1200.00
Dan Huntington	\$1200.00	Sue McWilliams	\$1200.00
Rachel Landis	\$1200.00	Holly Metzler	\$1450.00
John Lee	\$1200.00	Kirsten Skeeahan	\$1450.00
Joe Lewandowski	\$1325.00	Tim Wheeler	\$1450.00
Bob Lynch	\$1325.00	John Witchel	\$1200.00 (Round-Up)

#### **Other External Meetings**

Britt Bassett	\$00.00	Kohler McInnis	\$00.00
Dan Huntington	\$00.00	Sue McWilliams	\$00.00
Rachel Landis	\$250.00	Holly Metzler	\$250.00
John Lee	\$00.00	Kirsten Skeeahan	\$00.00
Joe Lewandowski	\$250.00	Tim Wheeler	\$125.00
Bob Lynch	\$00.00	John Witchel	\$00.00 (Round-Up)

**Motion:** Director Wheeler moved to approve director expenses as presented. Motion seconded and carried without dissent.

### **ATTORNEY REPORT**

Referring to the written report included in the board packet, Attorney Smith highlighted work done for LPEA and board members which included conducting employee manual orientation meetings. Attorney Smith took questions.

### **EXECUTIVE ATTORNEY UPDATE OF FERC, ADAMS COUNTY, AND COPUC ACTIONS**

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), the Colorado Public Utilities Commission (CoPUC), and Adams County District Court. Larson took questions from board members.

## **EXECUTIVE SESSION**

President Bassett requested a motion to move into executive session to discuss litigation matters and an update on the dark fiber network agreement. Director McInnis was excused from the Tri-State discussion and the dark fiber discussion due to being the Tri-State Representative.

**Motion:** Director Landis moved to enter executive session to discuss litigation matters and an update on the dark fiber network. Motion seconded and carried without dissent.

The board remained in executive session from 1:19 p.m. – 2:15 p.m.

## **BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION**

There were no board actions resulting from the Executive Session.

## **REPORTS**

### **NEXT MONTH'S MEETING (ADDED AGENDA ITEM)**

President Bassett addressed the format of next month's board meeting, and whether it should be held online or in person. VP of People and Culture Ontiveros and CEO Matlock gave a brief update on the LPEA office closure. A decision will be made at the end of this week regarding when LPEA will re-open its building to the public.

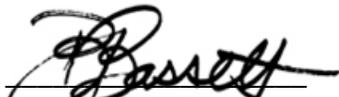
**Motion:** Director Skeeahan moved to hold an in-person meeting for June. Motion was seconded and failed – 3 - 9 with Directors Huntington, McInnis and Skeeahan in favor; Directors Landis, Lee, Lewandowski, Lynch, Metzler, McWilliams, and Wheeler opposed; and Directors Bassett and Witchel abstaining.

## **DIRECTOR REPORTS**

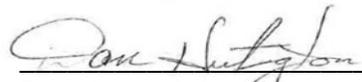
Directors referred to drafted reports in the board packet and took questions. Director Huntington thanked LPEA for the generous donation to the Cattleman's Banquet that was held in Marvel.

## **ADJOURN**

There being no further business, the LPEA Board of Directors' meeting adjourned at 2:58 p.m.  
Recorded by J.P. Thunstrom, and approved by:



Britt Bassett, President



Dan Huntington, Secretary