

LA PLATA ELECTRIC ASSOCIATION, INC.
Board of Directors' Minutes of Meeting
Wednesday, March 10, 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, March 10, 2021 via webinar. President Bassett called the meeting to order at 9:01 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
Dominic May, Energy Resource Program Architect
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
Brad Fuqua, LPEA Engineering IT Specialist
Jenny Taylor, LPEA Visual Communications Specialist

WEBINAR ATTENDEES:

Ted Compton, Deborah Shisler, Nancy Van Dover, and William Waters

APPROVAL OF AGENDA

President Bassett addressed the March 10, 2021 LPEA board meeting agenda.

Motion: Director McInnis moved to approve the March 10, 2021 LPEA board meeting agenda. Motion seconded and carried without dissent.

MEMBER COMMENTS AND CONCERNS

President Bassett addressed and responded to members' comments and concerns.

CONSENT BOARD ITEMS

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

Motion: Director Landis moved to approve the Consent Board Items: February 17, 2021 Board of Directors' meeting minutes with modifications, accepting new members, Capital Credits, and monthly write-offs. Motion seconded and carried without dissent.

CEO AND STAFF REPORTS

DIVISION DASHBOARDS

CEO Matlock 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 gave a brief update on February 2021 financials and highlights. The board's financial goals have been met. The operating margin is over budget. Cash is around 18%. Overdue and past due accounts are still lower than the same period in 2019. Audit results do not show anything concerning. BKD will present the final audited financial statements for board approval at the April board meeting.

BOARD ACTION AGENDA

BROADBAND COMMITTEE UPDATE

Committee Chair Skeeahan gave an update on the Broadband Committee meeting that took place on March 9th. The Committee's focus this past month has been on the Rural Electric Cooperative Consortium, the major winner of the Rural Digital Opportunity Fund (RDOF) auction in our service area. Director Skeeahan and CEO Matlock took board member questions and concerns.

Motion: Director Landis moved to amend the March 10, 2021 LPEA board meeting agenda to add a discussion about broadband in the executive session. Motion seconded and carried without dissent.

COMMITTEE ON POLICIES UPDATE

Committee Chair McWilliams and Attorney Smith addressed a prepared memo regarding the Remote Meeting Bylaw amendment. Attorney Smith addressed Resolution 2021-03; Proposed Bylaw amendment under Article II, Section 1 – Annual Meeting which will allow LPEA's Annual Meeting to be held electronically or in person as determined by the board and under Article IV, Section 6 – Attendance by Electronic Means.

Motion: Director Wheeler moved to approve Resolution 2021-03 as amended, which would cause this text to be included on the ballot so members would vote on this Bylaw amendment. Motion seconded and carried without dissent.

BOARD RETREAT UPDATE

Committee Chair Landis updated the board regarding the signed contract. The contract sets the terms of work with CDR Associates on the topic of power supply. Tabor and Jonathan will be doing individual calls and will package all findings and suggestions together for a final review. Director Landis took board member questions and concerns.

UNCLAIMED CAPITAL CREDIT DISPOSITION REVIEW/GRANT CYCLE

VP Finance Ramsey addressed the balance of funds available in the Unclaimed Capital Credits Fund and discussed the grant request cycle that will open in the fall. Discussion ensued on allocation of the funds.

Motion: Director Witchel moved to approve column 2021 as presented. Motion seconded.

Motion

To Amend: Director Landis moved to amend the motion to shift \$50,000 out of the Rate Stabilization Fund and towards COVID relief, and to have CERF allocate the funds on behalf of LPEA.

Amendment

Resolved: The Amendment carried 7 to 5, with Directors Bassett, Landis, Lewandowski, McInnis, McWilliams, Skeeahan Wheeler in favor; Directors Huntington, Metzler, Lee, Lynch, and Witchel opposed.

Amended

Motion

Resolved: President Bassett restated the amended motion to accept the \$50,000 change from the Rate Stabilization Fund on the Capital Credits allocation. Motion carried 10 to 2, with Directors Bassett, Huntington, Landis, Lewandowski, McInnis, Metzler, Lynch, Skeeahan, Wheeler, Witchel in favor; Directors Lee and McWilliams opposed.

DIRECTOR TRAVEL AND TRAINING REQUESTS

President Bassett addressed requests for director travel and trainings. Director Skeeahan requested to attend NRECA training courses. Director Metzler requested to attend NRECA training courses without per diem.

Motion: Director Lewandowski moved to approve the training requests. Motion seconded and carried 11 to 1 with Directors Bassett, Huntington, Lee, Lewandowski, Lynch, McInnis, McWilliams, Metzler, Skeeahan, Wheeler, Witchel in favor; Director Landis abstaining.

No travel requests were presented to the board.

DIRECTOR EXPENSE APPROVAL

Treasurer Wheeler reported on the March 2021 director expenses.

All 12 directors are present for this board meeting. Dan Huntington received half day per-diem for this 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

Britt Bassett	\$1200.00	Kohler McInnis	\$1200.00
Dan Huntington	\$1125.00	Sue McWilliams	\$1200.00
Rachel Landis	\$1200.00	Holly Metzler	\$1450.00
John Lee	\$1200.00	Kirsten Skeehan	\$1450.00
Joe Lewandowski	\$1325.00	Tim Wheeler	\$1325.00
Bob Lynch	\$1200.00	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	\$00.00	Holly Metzler	\$325.00
John Lee	\$00.00	Kirsten Skeehan	\$00.00
Joe Lewandowski	\$00.00	Tim Wheeler	\$00.00
Bob Lynch	\$00.00	John Witchel	\$00.00

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

TOWN OF PAGOSA SPRINGS FRANCHISE AGREEMENT RESOLUTION 2021-04

Attorney Smith gave an overview of Resolution 2021-04, Town of Pagosa Springs Franchise. The resolution empowers the CEO to execute such a franchise agreement and other necessary and related documents on behalf of the Association and empowers the Secretary of the Association to attest to the same.

Motion: Director McInnis moved to adopt Resolution 2021-04, Town of Pagosa Springs Franchise. Motion seconded and carried without dissent.

RESOLUTION DELEGATING CONTRACT APPROVAL AUTHORITY 2021-05

Attorney Smith gave an overview of Resolution 2021-05, Delegation of Contract Approval Authority. The resolution delegates to the CEO the authority to approve and execute the referenced contracts, so long as such contracts conform with the line items allocated to such projects by the Board in the 2021 Capital Projects Budget. Redundancies will be reviewed by the Committee on Policies.

Motion: Director Lee moved to adopt Resolution 2021-05 Delegation of Contract Approval Authority. Motion seconded and carried without dissent.

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.

EXECUTIVE SESSION

President Bassett requested a motion to move into executive session to discuss litigation matters, broadband, and cyber security. Director McInnis was excused from the Tri-State discussion due to being the Tri-State Representative.

Motion: Director Wheeler moved to enter executive session to discuss litigation matters, broadband, and cyber security. Motion seconded and carried without dissent.

The board remained in executive session from 1:12 p.m. – 2:55 p.m.

BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION

None

REPORTS

ATTORNEY REPORT

Attorney Smith gave a summary report update with highlights on current staff projects and showed new formatting on his report. Attorney Smith took suggestions, concerns, and questions from board members.

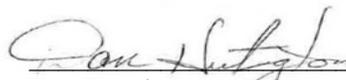
DIRECTOR REPORTS

Directors referred to drafted reports in the board packet and took questions.

ADJOURN

There being no further business, the LPEA Board of Directors' meeting adjourned at 4:39 p.m.
Recorded by J.P. Thunstrom, and approved by:


Britt Bassett, President


Dan Huntington, Secretary