

LA PLATA ELECTRIC ASSOCIATION, INC.  
Board of Directors Meeting Minutes  
<https://lpea.coop/lpea-board-directors-resources>  
Wednesday, March 13, 2024  
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 on Wednesday, March 13, 2024, with an electronic attendance option. President Compton called the meeting to order at 9:01 a.m. with the following directors present:

Ted Compton, President	Joe Lewandowski	Nicole Pitcher
Dan Huntington	David Luschen	Kirsten Skeeahan, Vice President
Rachel Landis	Kohler McInnis	Tim Wheeler, Treasurer
John Lee, Jr., Secretary	Holly Metzler	John Witchel

**LPEA STAFF**

Amanda Anderson, Strategic Communications Officer  
Patrick Berry, VP of Finance  
Dan Harms, Executive VP of Grid Solutions and Special Projects  
Elizabeth Howe, VP of Business Services  
Jessica Matlock, Chief Executive Officer  
Graham Smith, General Counsel  
Jerry Sutherlin, VP of Operations  
Janelle Thunstrom, Executive Assistant  
Drew Timmerman, VP of Information Technology

**EXCUSED ABSENCE**

None

**WEBINAR ATTENDEES**

Michael Drake, Trevor Ehlers, Travis Kimmel, TJ McNichols, and Reuben Schafir

**IN-PERSON ATTENDEES**

Tom Compton, Emelie Frojen, Liv Morgan, Shannon Smith, Jeff Vierling, Jasmine Wilson, Romeo Wilson, Melissa Youssef, and Karen Zink

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

President Compton addressed the agenda for the LPEA board meeting on March 13, 2024.

**Motion:** Director Witchel moved to approve the amended March 13, 2024, LPEA board meeting agenda by adding election date change and related topics, section V. C. Motion seconded and carried without dissent.

## **MEMBER COMMENTS AND CONCERNS (9:02 a.m.)**

Attorney Smith gave an overview of the ground rules for public commentary. There were public comments in person and electronically.

## **CONSENT BOARD ITEMS (9:38 a.m.)**

President Compton addressed the Consent Board Items.

**Motion:** Director McInnis moved to approve Consent Board Items: the February Board of Directors minutes as presented, accepting new members, Capital Credits to estates, the retirement of monthly write-offs with a name clarification, director travel, and training requests, and ratifying the action of the Executive Committee selecting the Interim CEO and approval of employment agreement with the Interim CEO. Motion seconded and carried without dissent.

## **CEO AND STAFF REPORTS**

### **DIVISION DASHBOARDS (9:43 a.m.)**

Chief Executive Officer (CEO) Matlock reported on the monthly board dashboard, which was made public prior to the board meeting, and reports progress in meeting the targets listed in the 2024 Operational Plan. The financial reports were not yet accessible due to an early board meeting. CEO Matlock and staff members answered questions about the topics discussed in the dashboard and appendix reports.

### **ATTORNEY UPDATE ON FERC ACTIONS (10:22 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) and related matters.

The Motion to Dismiss in the La Plata County case has been fully briefed before the judge, with no significant updates. Attorney Larson summarized the numerous FERC filings across various cases from multiple parties, but FERC has not taken specific actions. The Tri-State formula rate case is still pending, with FERC issuing a notice of deficiency. LPEA and other parties have responded, with FERC's likely next step being either submission to a settlement judge or rejection. There are significant disparities in the calculation of exit charges between United Power and Tri-State, with no action from FERC. However, by April 1, 2024, the Contract Termination Payment (CTP) amount must be provided to all Tri-State members under FERC's CTP Order.

Attorney Larson took all questions from board members.

### **EXECUTIVE SESSION (10:28 a.m.)**

President Compton requested a motion to move into an executive session to discuss an update on FERC and related actions and a power supply update.

**Motion:** Director Landis moved to enter an executive session to discuss an update on FERC and related actions and a power supply update. Motion seconded and carried without dissent.

The board remained in executive session from 10:28 a.m. to 3:22 p.m.

### **BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (3:22 p.m.)**

None

**BOARD ACTION AGENDA (3:23 p.m.)**

**FINANCE AND AUDIT COMMITTEE UPDATE (3:23 p.m.)**

Committee Chair Wheeler addressed his written Finance and Audit Committee (FAC) report.

**COMMITTEE ON POLICIES UPDATE (3:24 p.m.)**

Committee Chair Lee provided a verbal report regarding the Committee on Policies meeting held on February 26, 2024. Committee Chair Lee took all questions.

**RESOLUTION 2024 – 02; CONTINUE 2024 LPEA ANNUAL MEETING (3:25 p.m.)**

President Compton addressed [Resolution 2024-02; Continue 2024 LPEA Annual Meeting](#).

**Motion:** Director Wheeler moved to adopt Resolution 2024- 02; Continue 2024 LPEA Annual Meeting. Motion seconded and carried without dissent.

**Motion:** Director Wheeler moved to post the proposed changes to the LPEA Bylaws for 30 days, strike the first paragraph in Article 3 Section 4, and amend Article 3 Section 5. Motion was seconded and carried without dissent.

**REPORTS**

**ATTORNEY REPORT (3:41 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 February meeting and took all questions.

**DIRECTOR REPORTS (3:43 p.m.)**

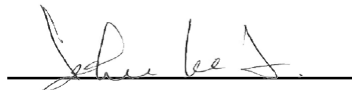
Directors referred to written and verbal reports in the board packet and took questions from board members and staff.

**ADJOURN (3:54 p.m.)**

There being no further business, the LPEA Board of Directors’ meeting adjourned at 3:54 p.m. Recorded by J.P. Thunstrom and approved by:



Ted Compton, President



John Lee, Jr., Secretary