

LA PLATA ELECTRIC ASSOCIATION, INC.
Board of Directors Meeting Minutes
<https://lpea.coop/lpea-board-directors-resources>
Wednesday, November 15, 2023
Zoom Webinar
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 Wednesday, November 15, 2023, via Zoom Webinar. President Compton called the meeting to order at 9:01 a.m. with the following directors present:

Ted Compton, President
Dan Huntington
Rachel Landis
John Lee, Jr., Secretary

Joe Lewandowski
David Luschen
Kohler McInnis
Holly Metzler

Nicole Pitcher
Kirsten Skeehan, Vice President
Tim Wheeler, Treasurer
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

None

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

President Compton addressed the agenda for the LPEA board meeting on November 15, 2023.

Motion: Director McInnis moved to approve the November 15, 2023, LPEA board meeting amended agenda to include CREA (Colorado Rural Electric Association) discussion in the executive session and swapping the order of sub-sections one and two in section V.A. 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 (9:08 a.m.)

President Compton addressed the Consent Board Items.

Motion: Director Wheeler moved to approve Consent Board Items: the October Board of Directors minutes as amended, November COW minutes as presented, accepting new members, Capital Credits to estates, the retirement of monthly write-offs, director travel and training requests, director expense approval, and director expenditures. Motion seconded and carried without dissent.

CEO AND STAFF REPORTS

DIVISION DASHBOARDS (9:10 a.m.)

Chief Executive Officer (CEO) Matlock reported on the monthly board dashboard. The dashboard reports on the progress in meeting the targets listed in the [2023 Operational Plan](#). The dashboard was made public prior to the board meeting.

CEO Matlock reported that all key performance indicators besides the SAIDI (System Average Interruption Duration Index) were met for October. SAIDI has surpassed our end-of-year goal of 60 minutes out of power per member. This is due to increased member-caused outages, increased planned outages associated with increased capital project work, and the initial spike due to winter storms that did not meet MED (Major Event Day) criteria.

VP Berry gave a brief update on the cooperative's finances. All board financial goals were met for the month of October.

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

BOARD ACTION AGENDA (9:34 a.m.)

FINANCE AND AUDIT COMMITTEE UPDATE (9:35 a.m.)

Committee Chair Wheeler addressed his written FAC report, which included a review of the preliminary financials YTD through October. The FAC recommended approval of the 2024 Budget and the proposed Tri-State passthrough rate increase, which were also discussed in the Committee of the Whole on November 13, 2023.

Motion: Director Wheeler moved to approve [Resolution 2023 – 14; 2024 Budget](#). Motion carried without dissent.

Motion: Director Wheeler moved that we direct staff to post LPEA's proposed 2024 rate tariffs, to accommodate the Tri-State rate increase, as presented in LPEA's November Committee of the Whole, for a 30-day public comment period in accordance with Policy 364. Motion carried without dissent.

COMMITTEE ON POLICIES UPDATE (9:41 a.m.)

Committee Chair Lee gave a verbal update. The Committee on Policies reviewed Policies [108](#) (Disclosure of Cooperative Information) and [109](#) (Director Education and Compensation, Insurance and Travel of Directors). A red-lined draft version was sent to the board for review prior to the next COP meeting.

Motion: Director Wheeler moved to approve the amendments to Policy 108 as presented. Motion seconded and carried without dissent.

Motion: Director Landis moved to approve the amendments to Policy 109. Motion seconded. Discussion ensued on clarity and grammar.

Motion to

Amended: Director Skeeahan moved to approve the amendments to Policy 109 as specified by Attorney Smith. Motion seconded and carried without dissent.

**Main
Motion**

Resumed: The main motion was resumed and carried 11 -1 with Directors Compton, Huntington, Landis, Lee, Lewandowski, Luschen, McInnis, Metzler, Pitcher, Wheeler, and Witchel in favor and Director Skeeahan opposed.

RESOLUTION 2023-15; PACE AUTHORIZATION (10:12 a.m.)

VP Harms addressed the PACE Board Authorized Rep Resolution. The Powering Affordable Clean Energy (PACE) program is part of the [Inflation Reduction Act](#).

Motion: Director Lee moved to approve [Resolution 2023 – 15; Pace Authorization](#). Motion seconded and carried without dissent.

ATTORNEY UPDATE ON FERC ACTIONS (10:25 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.

Attorney Larson updated the board on the status of the Adams County litigation between United Power and Tri-State, which has reached a tentative settlement.

There are two ongoing cases at FERC that relate to the Contract Termination Payment (CTP).

Tri-State has appealed FERC's rejection of their proposed Withdrawal Agreement to the Court of Appeals for the D.C. Circuit. That appeal is pending. Tri-State also filed a motion for reconsideration of the issue at FERC. That motion was denied, so only the appeal is still pending.

Attorney Larson took all questions from board members.

EXECUTIVE SESSION (10:31 a.m.)

President Compton requested a motion to move into an executive session to discuss an update on FERC actions, broadband partnerships, and CREA (Colorado Rural Electric Association).

Motion: Director Landis moved to enter an executive session to discuss an update on FERC actions, broadband partnerships, and CREA. Motion seconded and carried without dissent.

Director McInnis recused himself from the portion of the executive session addressing the FERC actions because of a possible conflict with his role as a Tri-State board representative but joined after these conversations.

The board remained in executive session from 10:32 a.m. to 12:37 p.m.

BOARD ACTIONS RESULTING FROM EXECUTIVE SESSION (12:37 p.m.)

No action was taken.

REPORTS

ATTORNEY REPORT (1:02 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 October meeting.

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 (1:57 p.m.)

There being no further business, the LPEA Board of Directors' meeting adjourned at 1:57 p.m.
Recorded by J.P. Thunstrom and approved by:



Ted Compton, President



John Lee, Jr., Secretary