

**ARKANSAS RIVER POWER AUTHORITY**  
**Board of Directors Meeting Minutes**  
April 29, 2021

The Board of Directors of the Arkansas River Power Authority (ARPA) met by GoToMeeting and Conference Call on Thursday, April 29, 2021. Following appropriate notice, Vice President Sutherland called the meeting to order at 9:07 AM.

ARPA Board Members present:

HOLLY: \*Calvin Melcher

LA JUNTA: Gary Cranson  
P. Lorenz Sutherland

LAMAR: Houssin Hourieh (also a member of the Operating Committee)  
Roger Stagner<sup>1</sup>

LAS ANIMAS: \*Ron Clodfelter (also a member of the Operating Committee)

SPRINGFIELD: Darwin Hansen  
Jay Suhler

TRINIDAD: Mike Valentine

ARPA Staff present:

\*Rick Rigel, General Manager

\*Arvenia Morris, Office Manager

\*Aarin Ritter, Manager of Finance and Accounting

ARPA Legal Counsel present:

Peter Edwards, Director-Fairfield and Woods, PC

Others (guests) present:

Heath Piper, Electric Superintendent, Town of Springfield, Operating Committee member

\*Dustin Ramsey, Meter Technician, City of Las Animas

Bill Jackson, Assistant City Manager, City of La Junta, Operating Committee member<sup>2</sup>

Ed Vela, City Council, City of La Junta<sup>3</sup>

Rick Klein, City Manager, City of La Junta<sup>4</sup>

John Krajewski, JK Energy Consulting, Lincoln, NE<sup>5</sup>

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<sup>1</sup> Joined the GoToMeeting power point presentation

<sup>2</sup> Left the meeting at 10:37 AM

<sup>3</sup> Left the meeting at 10:36 AM

<sup>4</sup> Attended the meeting from 9:17 AM - 10:07 AM

<sup>5</sup> Attended the meeting from 10:00 AM – 10:36 AM

\*Attended from the ARPA Office

**QUORUM:** A quorum of the Board was present and voting at the meeting.

**ROLL CALL:** Vice President Sutherland called the meeting to order at 9:07 AM. Roll call was taken. Guests were those listed on page 1. Board President Stwalley, and Members Lopez and Tanner were absent.

**APPROVAL OF AGENDA:** A revised agenda was provided to the Board prior to the meeting and approved as presented.

**APPROVAL OF THE MINUTES of the MARCH 25, 2021 MEETING:** The minutes of the March 25, 2021 regular meeting was unanimously approved by motion from Board Member Melcher, second by Board Member Hourieh.

**PUBLIC COMMENT:** None.

**ELECTION OF OFFICERS: a. Resolution No. 05-21.**

Nominations for officers were submitted at the March 25 meeting of the Board. Nominations include: President, Lorenz Sutherland; Vice President, Calvin Melcher; Treasurer, Gary Cranson; and Secretary, Arvenia Morris. Vice President Sutherland inquired if there were any additional nominations from the floor for any board position; none were stated. Board Member Houssin Hourieh moved to adopt Resolution 05-21 to elect the nominees as presented, seconded by Board Member Clodfelter, passed unanimously.

**RESOLVED, that the following are hereby elected officers of the Arkansas River Power Authority for the period April 2021 to April 2022: Lorenz Sutherland, President; Calvin Melcher, Vice President; Gary Cranson, Treasurer; Arvenia Morris, Secretary.**

**FINANCIAL COMPLIANCE REPORT.** Finance Manager Aarin Ritter presented a report reviewing the bond covenants as required in the official bond statements. ARPA is in compliance with all its financial bond covenants. The *Bond Compliance and Management Policy* is attached to and made a permanent part of these official minutes.

**FINANCIAL REPORT AND APPROVAL OF OUTSTANDING BILLS: a. March 2021 Financial Statement.** Finance Manager Ritter presented the March 2021 financial statement. Board Member Clodfelter moved, seconded by Board Member Melcher, and approved unanimously to accept the March financial statement and pay outstanding bills.

**OPERATING REPORT:** The Board received the Operating Report for March 2021. **a. Wind Report.** The Board received the wind generation report for March 2021. General Manager Rigel briefed the Board on a sales opportunity for which ARPA was recently approached regarding Renewable Energy Credits (RECs) for its wind renewable attributes. RECs are registered and transferred through the Western Renewable Energy Generation Information System (WREGIS), a tracking system for RECs within the Western Electricity Coordinating Council (WECC). If ARPA were to proceed with becoming a member of WECC and getting a WREGIS account in order to market its RECs, it would need to engage a Qualified Reporting Entity (QRE). Staff is currently reviewing its options for a QRE.

**GENERAL MANAGER REPORT:** A written and verbal report was provided to the Board. **a. Update on the Demolition of the LRP.** The General Manager updated the Board on the demolition work currently underway at the LRP site. The demolition is on schedule and

demobilization should occur in early to mid June, 2021. **b. Miscellaneous.** *Administrative Law Judge (ALJ) rules in LUB's favor in territorial dispute.* In the dispute centered around electric service to water wells for the May Valley Water Association, the General Manager reported the ALJ from the Colorado PUC ordered Southeast Colorado Power Association (SECPA) to stop serving May Valley water wells and restored Lamar as the public utility provider. LUB and SECPA have 20 days to file for reconsideration of the decision. **Legislative Matters.** The General Manager briefed the Board on bills that CAMU is tracking. Those are *SB21-200, Reduce Greenhouse Gases Increase Environmental Justice; HB21-1284. Limit Fee Install Active Solar Energy System; HB21-1286. Energy Performance for Buildings; and SB21-246, Electric Utility Promote Beneficial Electrification.*

**NEW BUSINESS:** None.

**PLANNING AND COMMUNICATION:** None.

**MEMBER CITIES' REPORTS:** *Lamar.* Houssin Hourieh reported Lamar Utilities Board just completed repairs on its 69kV line in Bent County following a fire and the loss of 5 structures.

**EXECUTIVE SESSION CRS § 24-6-402 (4)(b) and (e): a. Power Supply Contract Negotiations. b. FERC Settlement Update.** The Authority's General Counsel stated that the matters to be discussed in Executive Session would include Power Supply Contract Negotiations and FERC Settlement Update. The specific subsections of CRS § 24-6-402(4) authorizing this matter to be conducted in Executive Session are as follows:

- subsection (b), conferences with the General Counsel of the Authority for the purpose of receiving legal advice on specific legal questions; and
- subsection (e), determining positions relative to matters that may be subject to negotiations; developing strategy for negotiations; and instructing negotiators.

At 10:05 AM Board Member Hourieh moved, seconded by Board Member Melcher, and approved unanimously to go into Executive Session to discuss the topics as stated. The General Counsel of the Authority stated that the discussion in Executive Session pertaining to the FERC Settlement would include privileged attorney-client communications and should not be recorded. He recommended that no record be kept of the discussion constituting privileged attorney-client communications. Accordingly, based on the foregoing advice of counsel, the electronic recording device was turned off at 10:37 AM prior to the discussion pertaining to the FERC Settlement. All guests were excused from the meeting for the discussion in Executive Session regarding the FERC Settlement; only members of the Board, Outside Counsel Edwards and ARPA Staff were in attendance. The Executive Session was concluded at 11:07 AM.

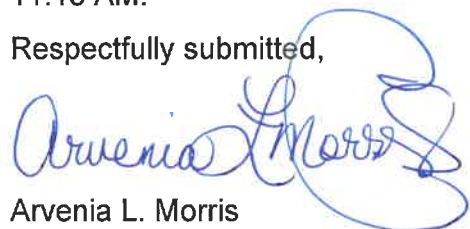
**UNFINISHED BUSINESS: a. Authorize GM to Continue Negotiations on FERC Settlement.** Board Member Hourieh moved, seconded by Board Member Melcher, and approved unanimously to authorize the General Manager to continue negotiations on the FERC Settlement under the guidelines as discussed in Executive Session. **b. Authorize GM to Negotiate a Power Supply Contract.** Board Member Melcher moved, seconded by Board

Member Suhler, and approved unanimously to authorize the General Manager to negotiate a power supply contract under the guidelines as discussed in Executive Session.

**NEXT MEETING DATE – MAY 27, 2021:** The next regular meeting of the Board of Directors will be April 29, 2021 by GoToMeeting and Conference Call.

**ADJOURN:** The March 25, 2021 meeting of the Board of Directors was adjourned at 11:13 AM.

Respectfully submitted,

A handwritten signature in blue ink that reads "Arvenia L. Morris". The signature is written in a cursive style with a large, decorative flourish at the end.

Arvenia L. Morris  
Secretary

**ANNUAL COMPLIANCE REPORT RE:  
BOND COMPLIANCE AND MANAGEMENT POLICY**

To: Board of Directors of the Authority

Pursuant to its responsibilities as set forth in the Authority's internal Bond Compliance Policy (the "*Policy*"), Management has conducted the annual review required by the Policy and has prepared this report to determine whether the Bonds (as defined in the Policy) comply with covenants and other ongoing requirements applicable to each issue of Bonds. The following sets forth a summary demonstrating the Authority's compliance with such covenants and requirements.

RECORDS

The Authority has all of the records required under the Policy.

TAX COMPLIANCE

(a) *Arbitrage Rebate Liability.* At this time, the Authority does not have any rebate liability to the U.S. Treasury.

(b) *Contract Review.* The Authority has reviewed copies of all contracts and agreements of the Authority, including any leases, with respect to the use of any property owned by the Authority and acquired, constructed, or otherwise financed or refinanced with the proceeds of the Bonds and other records. At this time, each issue of the Bonds complies with the federal tax requirements applicable to such issue, including restrictions on private business use and private loans.

(c) *IRS Examinations or Inquiries.* The Internal Revenue Service (the "*IRS*") has not commenced an examination of any issue of the Bonds. The IRS has not requested a response to a compliance checklist, questionnaire, or other inquiry.

CONTINUING DISCLOSURE

(a) Management has reviewed the agreements of the Authority with respect to each issue of Bonds to determine whether the Annual Financial Information and Audited Financial Statements were filed in a timely manner. All such information was filed within the times required by all Undertakings.

(b) Management has conducted a review of all Material Events and Reportable Events, and has determined that.

No Event Disclosure has been required.

#### OTHER COVENANTS AND REQUIREMENTS

All issues of Bonds are in compliance with all other covenants and other ongoing requirements applicable to each such issue under the related Bond documents.

Based upon the foregoing, Management believes that no further action is necessary at this time.

#### COMPLIANCE WITH POLICY

All issues of Bonds are in compliance with all requirements of the Policy applicable to each such issue.

Based upon the foregoing, Management believes that no further action is necessary at this time.

#### TRAINING

Management has reviewed the requirements of the Best Practices – Training section of the Policy, and has participated in such periodic training as it has deemed necessary or appropriate to promote its compliance with the requirements of the Policy.

#### DELIVERY OF THIS REPORT

This report will be entered into the records of the Authority.

Submitted this 29th day of April, 2021.

GENERAL MANAGER

By 