

MINUTES OF THE SPECIAL BOARD MEETING
OF THE BOARD OF DIRECTORS
OF
FALL RIVER RURAL ELECTRIC COOPERATIVE, INC.

March 19, 2020

A Special meeting of the Fall River Rural Electric Cooperative, Inc. Board of Directors was held on Thursday, March 19, 2020, via webinar & teleconference. Having determined a quorum was present, President Doug Schmier called the meeting to order at 12:00 pm. The invocation was given by Director Crowther. Executive Assistant Joni Amen recorded the minutes.

ATTENDING OFFICERS

President Doug Schmier, Vice President Brent Robson, Secretary/Treasurer Husk Crowther, and former President Jay Hanson

DIRECTORS PRESENT

Dede Draper, Jeff Keay, Anna Lindstedt, Jodi Stiehl, and Georg Behrens

DIRECTORS ABSENT - NONE

OTHERS PRESENT

CEO/General Manager Bryan Case, IT Manager Shannon Hill, and Executive Assistant Joni Amen

CEO Case discussed the protocol on how to interact while attending a webinar meeting.

APPROVAL OF AGENDA

Director Hanson made a motion to approve the agenda as presented. Director Stiehl seconded. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

COOPERATIVE BUSINESS

COVID-19 STATUS UPDATE

CEO Case said the plan may seem to be over-cautious, but Fall River provides essential services, so he feels that we need to take special care. The confirmed cases in Eastern Idaho are reason to pause and take this seriously. We have staff who have recently returned from traveling and they are all self-quarantining. We are moving on to phase three of the plan as the pandemic is moving rapidly. A staff meeting will be held later today to discuss the changes to Fall River operations.

FALL RIVER COVID-19 PLAN

CEO Case went over the basics of the plan, including Fall River's commitment to continue providing reliable energy, propane and exceptional member services. Changes in operations will be made to protect the members and staff during this pandemic. The staking engineers will still need to go out while staking jobs. The linemen may have brief interactions with members while keeping the power on. We will practice social distancing as outlined by Governor Little and other federal, state and local authorities.

Fall River's efforts are supportive of local recommendations to minimize the spread and impact of COVID-19. We aren't sure how long this may go on, but we are prepared to operate in the described fashion for an extended period of time. The front door will be

locked and closed to the public, but we will keep the offices staffed at this point. We have required staff to stay home if they are sick, even if they would have normally come to work pre-pandemic. Employees may still take vacation, but if they leave the service area by more than 200 miles, they must self-quarantine for 5 days.

Fall River is financially prepared and has a committed staff and board to see us through this pandemic. We fully anticipate being able to continue serving our members. Staff discussed implementation of the plan.

The supply chain was discussed. If the pandemic is drawn out, we may run into issues; but if only a few months, we should be fine. Internally, we have sufficient supplies, including toilet paper. As the situation is fluid and changing rapidly, we may have to make alterations to the plan over time.

Director Keay feels that the plan is good, and we need to really try to protect ourselves by strongly advising that staff abide by the CDC guidelines. Social distancing needs to be taken seriously by our employees and directors. CEO Case reported that the staff are taking this seriously. Linemen will have to ride together in a pickup, but, for the most part, we are subscribing to the recommendations.

CEO Case said we will have an employee meeting this afternoon to discuss the changes in operations and he will answer any questions that may arise.

Director Robson is completely behind this plan. He said this is a real scare and he wants to do everything in our power to protect our staff. He thanked Bryan for his comprehensive work on the plan.

CEO Case said that we do have backup for in-house linemen. Our mutual aid agreements with neighboring utilities would provide access to additional line crews. Fall River has, likewise, expressed a willingness to help others as needed.

REVIEW TALKING POINTS

The internal talking points were discussed.

METHODS TO GET THE WORD OUT

We are using many methods to communicate the office closure. An Interactive Voice Response (IVR) message will be sent to a targeted audience living nearby, for those who may be more inclined to visit our offices. Staff will use email, Facebook, local papers, and an IVR to spread the word.

FALL RIVER NEWS RELEASE

CEO Case talked about the meeting with his colleagues and Governor Little yesterday. He said Governor Little understands that electric and propane providers are essential services and Fall River's plan falls in line with state recommendations. The suspension of all delinquent disconnects was an issue that utilities pushed back on, and Fall River has concerns, but we will suspend disconnects as requested by Governor Little.

Director Lindstedt recommended some additions to the press release, including Helping Hands information.

Staff is asking the Board to provide the CEO with latitude to suspend and/or modify operations related to General Policies #621 "Sick Leave", #308 "Collection and Disconnection Practices", and #607 "Work Practices" (in order to work from home).

Director Hanson made a motion to give CEO Case the latitude to suspend the

General Policies as needed and to allow for alterations in operations and work practices as needed, until further notice. Director Behrens seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

CEO Case thanked the directors for their willingness to take the time to meet. He greatly appreciates the Board's desire to work hard for Fall River.

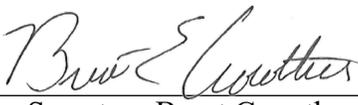
President Schmier turned the time over to IT Manager Shannon Hill to discuss cybersecurity and, specifically, clicking on links in emails. Mr. Hill said that it is of utmost importance to pay special attention to the threats that are rampant now. He feels that we could so easily get a virus on the system and he has asked that no one click on any links during this time.

A question was raised about handling expense reports electronically. CEO Case said to email the expense reports to Joni, Secretary Crowther and himself, and to add an electronic signature. A copy may also be printed to take a picture of and sent that way.

ADJOURNMENT

There being no further business, **Director Hanson made a motion to adjourn. V.P. Robson seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE. The meeting was adjourned at 1:00 p.m.

DATE APPROVED: April 27, 2020


Secretary Brent Crowther