

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

June 21, 2025

The meeting of the Fall River Rural Electric Cooperative, Inc. Board of Directors was held on Saturday, June 21, 2025, at North Fremont High School, Ashton, Idaho. Having determined a quorum was present, President Behrens called the meeting to order at 7:34 a.m. Executive Assistant, Angie Haws recorded the minutes. The invocation was given by Brent Robson. The Pledge of Allegiance was recited.

ATTENDING OFFICERS

President Georg Behrens, Vice President Brent “Husk” Crowther, and Secretary/Treasurer Jodi Stiehl

DIRECTORS PRESENT

Jeff Keay, Brent Robson, Travis Markegard and Doug Schmier.

DIRECTORS ABSENT

Dede Draper and Anna Lindstedt

OTHERS

CEO/General Manager Bryan Case, Attorney Jerry Rigby, Guests District #4 Candidate Delwyn Jensen, Mark Lambrecht MECA CEO, and Executive Assistant Angie Haws.

APPROVAL OF AGENDA

**Director Robson made a motion to approve the agenda as presented. Vice President Crowther seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

APPROVAL OF MINUTES FOR MAY 19, 2025

**Director Robson made a motion to approve the minutes from the May 19, 2025, Board Meeting as presented. Director Keay seconded.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

CONSENT AGENDA

Board and CEO expense reports, New Memberships, Purchase of Power Agreements, Check Report, and Safety Report, Early Retirement of Patronage Capital were reviewed by all Board Members in Board Package prior to meeting. The membership report was updated through June 20<sup>th</sup> and was provided to the Board for review and approval at the meeting.

**Vice President Crowther made a motion to approve the consent agenda as discussed. Director Robson seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

## ENERGY EXPO & ANNUAL MEETING INFORMATION

The Board reviewed the schedule for the day and reviewed board assignments, the location of member registration, electrical safety demo, booths, children play area and auditorium for the member annual meeting.

### DOOR PRIZE AWARDS – BOARD VOLUNTEERS TO DRAW AND ANNOUNCE DOOR PRIZE WINNERS

Director Doug Schmier and Vice President Crowther will announce the names drawn for door prizes at the expo.

### RECESSED FOR ENERGY EXPO

President Behrens recessed the Board meeting at 7:45 am.

### RECONVENE WITH LIGHT LUNCH

President Behrens reconvened the Board meeting at 11:23 am.

## MARK LAMBRECHT -MECA NEW CEO

Mr. Lambrecht updated the Board on Montana Wildfire Legislation and compliance, MECA's future focus and next steps, data centers and legislation, and the MECA NRECA International Guatemala Project.

## FINANCIAL & STATISTICAL REPORTS

### MAY 31, 2025, FINANCIAL REPORTS

CEO Case reported the net margins for May are \$2M ahead of budget. The budget revenue is almost 5 % above budget due mainly to new services growth that is higher than budgeted. The calculation used to forecast new services was based on a 2.5% growth factor. The actual growth in new services is just over 4%. The cost of purchased power is slightly lower than budget, COSA projections for the budget and actual increases were not as high as projected. Labor and overhead are also under budget YTD, but we anticipate these costs will get closer to budget as the year progresses. The Cooperative's equity ratio is just under 55%. Fall River generated just over \$6M from operations, \$3.1M was invested in plant and materials and just under \$1.7M of principal on long-term-debt was paid down. FR has spent 55% of the capital budget YTD which includes carryover items from last year.

CEO Case stated Fall River is starting to work on the 10-year financial forecast and COSA which is scheduled to be presented to the board at our October Board Meetings.

## MEMBER COMMENTS

The board reviewed member comments and communications.

## SCHOLARSHIP THANK YOU – THE MARTINS

Included in the board packet.

TETON HS THANK YOU – MR. TIBBITS  
Included in the board packet.

#### IP FACEBOOK COMMENTS – OSPREY

CEO Case noted a member incorrectly stated that Fall River removed an Osprey nest in the Island Park area and posted this incorrect information on social media. Staff replied to and corrected the post with pictures of the Fall River constructed Osprey nest with Ospreys residing in the nest. The member was contacted and informed that the Osprey nest is still there and Fall River staff did not remove it. She replied she didn't see the nest as she left the area.

#### COOPERATIVE BUSINESS

##### EXPO/ANNUAL MTG RECAP

The Board discussed the areas of success and possible changes or improvements for future Expo events. The Board acknowledged and appreciated staff's efforts.

##### MECA VOTING DELEGATE AND BOARD CERTIFICATION

**Vice President Crowther made a motion to approve the MECA Voting Delegate as Georg Behrens and Alternate Voting Delegate Clint Washburn. Director Robson seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

**Director Keay made a motion to approve Jodi Stiehl as the MECA Board Representative and Husk Crowther as Alternate. Vice Director Robson seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

#### GENERAL POLICIES FOR REVIEW/APPROVAL

##### GP #203 DIRECTORS FEES AND EXPENSES

Included in the board packet.

##### GP #101 COOPERATIVE POLICIES AND PROCEDURES

Included in the board packet.

##### GP #201 FUNCTIONS OF THE BOARD OF DIRECTORS

Included in the board packet.

##### GP #205 SERVICES OF CONSULTANTS

Included in the board packet.

##### GP #207 MEMBERSHIP IN ORGANIZATIONS

Included in the board packet.

##### GP #508 BOARD OF DIRECTORS MEETINGS

Included in the board packet.

**Vice President Crowther made a motion to approve the group of General Policies GP #203 “Directors fees and Expenses, GP #101 “Cooperative Policies and Procedures, GP # 201 “Functions of the Board of Directors”, GP #205 “Services of Consultants”, GP # 207 “Membership in Organizations”, GP #508 “Board of Directors Meetings” as presented. Director Robson seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.**

#### MECA-NRECA PROJECT FOR GUATEMALA

Secretary Stiehl reported on the project. The Board discussed the project and its overall goal to establish a sustainable utility that offers reliable electric service at reasonable prices to Guatemalan communities which supports better healthcare, improved education, economic growth, and safer communities. The board supports staff’s recommendation to make a donation of \$2,000 toward the project.

#### NRECA VOTING DELEGATE

**Director Keay made a motion to approve Georg Behrens as NRECA Voting Delegate and Bryan Case as Alternate Voting Delegate. Vice President Crowther seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.**

#### NEW LARGE / INDUSTRIAL LOAD

CEO Case reviewed the new large/industrial load discussion from the previous board meeting highlighting the discussion regarding risk and member equity in the context of current policy and proposed language to address any concerns.

#### DRAFT RETAIL RATE POLICY CHANGE FOR DISCUSSION

The Retail Rates policy addresses New Large Service Loads (>2MW) as follows:

The CEO/General Manager is authorized to develop, implement, and administer a cost-based retail rate for any proposed new service of 2 MW or more, ensuring such rates are fair, equitable, and non-subsidizing to existing members upon receiving board approval. This includes rates which reflect:

1. Cost of service as determined through detailed analysis.
2. Prevailing market prices or the applicable High Water Mark for wholesale power used to serve the load.
3. Any incremental costs required for power supply, delivery, and infrastructure.

B. Prior to commitment of service, the Cooperative shall conduct a cost-of service analysis to determine the appropriate retail rate, capital investment, and power supply needs. The cost of conducting this analysis shall be borne by the applicant requesting service.

C. All large loads shall be subject to cost recovery for interconnection and required infrastructure upgrades:

1. A non-refundable interconnection study fee, paid in advance, to determine system impact and required improvements.
2. Upfront payment for all infrastructure upgrades, including substations, transformers, transmission, and distribution assets required to serve the new load.
3. A construction deposit and cost reconciliation mechanism which will include covering the actual costs.

D. To mitigate the risk of stranded investments, the Cooperative may require one or more of the following as a condition of service:

1. An irrevocable letter of credit or bond.
2. An escrowed security deposit.
3. A prepayment of capital recovery over a defined term.
4. A service agreement outlining minimum billing demand or take-or pay provisions.

E. These provisions are established to ensure that new large loads are not subsidized by the general membership and that existing members are protected from:

1. Rate increases caused by marginal or speculative loads.
2. Power supply volatility.
3. Infrastructure stranded costs

**Vice President Crowther made a motion to approve General Policy #304 Retail Rates with large load changes as discussed. Director Keay seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

FALL RIVER METER AND LOAD GRAPHS  
Included in the board packet.

PNGC STRATEGIC PLANNING SUMMARY  
Included in the board packet.

#### PNGC JOE, BPA AND PUBLIC POWER SETTLEMENT

CEO Case reviewed the settlement discussions on the PRDM-26, treatment of a JOE. BPA staff are looking for consensus and clarity. Consensus among public power and rate case parties regarding whether to adopt an alternative path for addressing treatment of the JOE under the PRDM as a matter of settlement. Ultimately, any change will result in a cost-shift among Public Power. As such, BPA is looking for a consensus among the customers to determine if this is agreeable. Clarity as to whether public power and rate case parties oppose/support a settlement within the sideboards presented by BPA staff.

BPA PRDM-26-JOE SETTLEMENT PRESENTATION  
Included in the packet.

WRIGHT – HAIRISTON LETTER  
Included in the board packet.

BPA JOE QUESTION AND ANSWER – AGGREGATION RIGHTS  
AFFIRMED  
Included in the board packet.

MOTION TO SUPPLEMENT THE PRDM RECORD  
Included in the board packet.

LETTER TO PNGC BOARD ON JOE RIGHTS  
Included in the packet.

PNGC'S REQUEST FOR A BPA PROVIDER OF CHOICE CONTRACT ON  
BEHALF OF MEMBERS  
Included in the packet.

#### PPC PRESS RELEASE ON US GOVERNMENT ANNOUNCED WITHDRAWAL FOR 12/14 AGREEMENT

PPC's press release noting the significance and impact on public power customers and communities they serve stating the withdrawal from this 12/14 agreement presents an opportunity to forge a responsible and balanced approach to energy and environmental planning in the years ahead. This includes proper and appropriate engagement of Northwest utilities, Treaty Tribes and other relevant stakeholders. To that end, PPC is grateful for the Department of Energy's leadership and commitment to prioritizing energy security and grid reliability – core benefits of the FCRPS that serve the long-term energy needs of the Pacific Northwest. The FCRPS is the backbone of the region's power supply, providing affordable and dependable electricity to millions of Americans. PPC and its member utilities stand ready to contribute technical expertise and leadership to ensure the FCRPS continues to serve the Pacific Northwest while upholding federal commitments and maximizing the system's full potential noting PPC is open to realistic, workable solutions in this arena that can put an end to the continued cycle of litigation that only creates more uncertainty for our entire region.

#### WILDFIRE LEGISLATION FOR IDAHO AND MONTANA

CEO Case noted Fall River Electric's Wildfire Mitigation Plan has been reviewed by the US Forest Service and in addition FR's Wildfire mitigation plan will also be presented at public meetings held at each of the district offices in August with a comment period, and those comments will be considered.

IDAHO SUMMARY AND TIMELINE  
Included in the board packet.

MONTANA LEGISLATION WILDFIRE PROCESS  
Included in the board packet.

FALL RIVER WILDFIRE TOOLKIT INFORMATION

Protecting the power grid of Fall River Electric Cooperative from wildfire damage is a priority of the Co-op but more importantly protecting the lives and property of our owner/members is of paramount importance. Fall River Electric Cooperative's wildfire plan is a comprehensive strategy aimed at educating members on steps Fall River is taking to prevent wildfires and preparedness actions members can take. The plan encompasses several key initiatives. Wildfire Mitigation plan details, information, and toolkit are available on Fall River Electric's website.

OFFICER ELECTION GUIDELINES – OFFICER ELECTIONS SLATED FOR  
JULY 28<sup>TH</sup>  
Included in the board packet.

STRATEGIC PLANNING MEETING AUGUST 25<sup>TH</sup> & 26<sup>TH</sup>  
ROOM BLOCK CUTOFF DATE JUNE 25<sup>TH</sup>

COOPERATIVE REPORTS

Secretary Stiehl reported on MECA and PPC meetings she attended. She will attend the CFC meeting next week.

Director Keay reported on the Propane board meeting and a Cybersecurity class he attended.

Director Schmier reported on the NWPPA Annual Meeting he attended.

President Behrens reported on the ICUA board meeting he attended.

EXECUTIVE SESSION

**Director Schmier made a motion to go into Executive Session at 1:16 p.m. Director Robson seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.**

**Director Schmier made a motion to go out of Executive Session at 1:22 p.m. Director Robson seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE**

## MANAGEMENT DISCUSSION ITEMS

### BORDER STATES – MATERIAL REBATE

Included in the board packet.

### FALL RIVER HELPING HANDS HIGHLIGHTS & PROGRAMS

CEO Case stated the purpose of the Helping Hands program, which was established in 2010, is to help those struggling to pay for electric or propane bills (or other energy sources ex. wood, heating oil) due to unforeseen hardships. The program also assists with energy conservation efforts for a longer-term solution. The PowerPoint presentation that was included in the board packet will be reviewed with staff at the next all employee meeting.

### ROADSIDE CLEANUP ISLAND PARK

CEO Case noted staff members volunteered to participate in the adopt a highway program cleaning up trash on a stretch of highway in Island Park, ID.

### TREE CAUSED OUTAGES

Included in the board packet.

### WEST YELLOWSTONE HOUSING & CONDO ROI

CEO Case stated the two houses next to the West Yellowstone office typically have Fall River staff located in them and currently we have one apprentice lineman and a propane delivery driver. The Condo for years was rented out to the Radio station. As the radio station left, Fall River gutted the downstairs and freshened up the upstairs unit. With the work completed both the upstairs and downstairs have been rented out. These are month to month agreements and with the current rent, the Cooperative is getting a 6.4% ROI.

### HYDRO FACILITIES UPDATE

Island Park, Chester, and Buffalo generated a total of 2,740,557 kWh in May. This amounts to 9.4% of all the kWh billed by PNGC in May and 10.4% of all kWh sold and used by Fall River in May.

Felt Hydro produced 3,163,872 kWh in May. When this is included with Island Park, Chester, and Buffalo, it amounts to 20.2% of all the kWh billed by PNGC in May and 22.3% of all kWh sold and used by Fall River in May.

### ISLAND PARK

Island Park hydro produced 1,313,103 kWh during the month of May.

### BUFFALO

Buffalo hydro generated 150,657 kWh during the month of May.



FELT

Felt hydro produced 3,163,872 kWh during the month of May.

CHESTER

Chester Hydro produced 1,276,797 kWh in the month of May.

DONATIONS

Included in the board packet.

FALL RIVER'S MANAGEMENT REPORT

Included in the board packet.

REPORTS BOARD COMMITTEES, MEETINGS, AND MEMBER COMMENTS

EXECUTIVE COMMITTEE

Nothing to report.

ADMINISTRATIVE COMMITTEE

Nothing to report.

ENGINEERING AND OPERATIONS COMMITTEE

Nothing to report.

FINANCE COMMITTEE

Nothing to report.

POLICY COMMITTEE

Nothing to report.

ATTORNEY REPORT

Attorney Rigby reported on the Administration and Executive Orders affecting the utility industry.

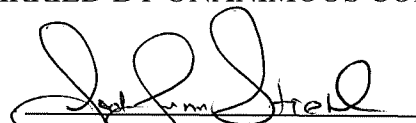
2025 CALENDAR

Included on the board agenda.

ADJOURNMENT

**A motion was made by Secretary Stiehl and seconded by Vice President Crowther to adjourn the meeting at 1:30 p.m. THE MOTION CARRIED BY UNANIMOUS CONSENT.**

DATE APPROVED: July 28, 2025



Secretary Jodi Stiehl