

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

July 28, 2025

The meeting of the Fall River Rural Electric Cooperative, Inc. Board of Directors was held on Monday, July 28, 2025, at Ashton, Idaho. Having determined a quorum was present, President Behrens called the meeting to order at 9:58 a.m. Executive Assistant, Angie Haws recorded the minutes. The invocation was given by Jeff Keay. The Pledge of Allegiance was recited.

ATTENDING OFFICERS

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

DIRECTORS PRESENT

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

DIRECTORS ABSENT

None

OTHERS

CEO/General Manager Bryan Case, Attorney Jerry Rigby, Guests Cary Fry CoBank, Cache Davis IT Specialist, Diana Merriman Member Service Representative, Linden Barney CFO, Shannon Hill IT Manager, Clint Washburn Member Service Manager, Dave Peterson Engineering Manager, Randy Wakefield Operations Manager, and Executive Assistant Angie Haws.

APPROVAL OF AGENDA

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

APPROVAL OF MINUTES FOR JUNE 21, 2025

Director Robson made a motion to approve the minutes from the June 21, 2025, Board Meeting as amended. Director Markegard seconded. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

GUEST -CARY FRY COBANK

Cary Fry, CoBank representative provided an overview of CoBank Cooperative as a lender to rural America and rural communities. Fry presented a \$15,000.00 check to Fall River Electric Helping Hands through the CoBank's Sharing Success Program which matches donation funds up to \$15,000.00.

Fall River's Helping Hands program helps eligible low-income individuals in FR service area that may be struggling to pay for electricity, propane, wood, or heating oil.

MEMBER COMMENTS

The board reviewed member comments and communications.

SCHOLARSHIP REPORTS

PENTZ

Included in the board packet.

SHAFFER

Included in the board packet.

DRIGGS FACEBOOK-MOU 12/14 REVERSAL

CEO Case summarized member comments and discussed Fall River's social media policy.

DRIGGS FACEBOOK-OWL IN TREE SLATED FOR REMOVAL

CEO Case commended Fall River Operation Manager for taking additional steps to talk with Idaho Fish and Game to ensure there were no owls nesting in the tree.

The trees in question were a danger to a major feeder in the area. The owners asked for help in removing them and Fall River did remove the trees.

MEMBER QUESTIONED THE ACCESS FEE ON SECOND HOME IN IP

Staff discussed a member's question on Fall River's access fee for a summer cabin which is not used often. The access fee is a fair and equitable way to ensure all members pay an appropriate share of the cost to provide basic electric service to members.

Board members also reported appreciative sentiments from members to pass along to the Cooperative staff.

President Behrens noted the passing of Fred Brog, a Lower Valley Energy Board member and his positive example and contributions of service to the Cooperative.

FINANCIAL & STATISTICAL REPORTS

JUNE 30, 2025, FINANCIAL REPORTS

CFO Linden Barney reported the net margins for June are \$1.5M ahead of budget. The budget revenue is almost 5% above budget due mainly to new services growth and higher usage per meter, both were 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 \$7.8M from operations, \$3.8M was invested in plant and materials and \$1.7M of principal on long-term-debt was paid down. FR has spent 58% of the capital budget YTD which includes carryover items from last year.

UPCOMING REQUEST FOR LONG TERM DEBT FROM PROPANE-VERBAL
CEO Case noted FR Propane will likely present a long-term financing request at next month's board meeting.

COOPERATIVE BUSINESS

QUARTERLY PROPANE UPDATE

CEO Case and Director Keay reported on FR Enterprises Propane Quarterly Update. FR Enterprises is doing well and was above the budgeted gallons sold set at 2,765,461 with the actual gallons sold YTD coming in at 2,933,809. The YTD actual net income after taxes was \$217,100.00 above what was budgeted. The equity ratio YTD is approximately 40%. The Board discussed strategic planning topics, supply, propane storage, successful propane promotions, propane distribution and taxes.

ENERGY EXPO AND MEMBER ANNUAL MEETING

CEO Case reviewed highlights from the Energy Expo held on June 21, 2025, at North Fremont High School. Case noted the good member turnout with several young families also in attendance. A free breakfast was served to the members by FR staff and as members registered for the event, they were given gift bags with an extension cord, conservation kit, and information about the Cooperative. Activities to educate, entertain, and engage the youth included bucket truck rides, bounce house, rock climbing wall, STEM activities, scavenger hunt - backpack giveaway, drone and robotics demonstrations. Vendor booths and FR Electric and Propane booths provided opportunities for members to ask questions and get additional information about member programs, tools, safety, and conservation. Tesla test drives were available to members and the line crews conducted three Safety demonstrations throughout the morning. There was good voter turnout with 11.8% of the membership voting either in person, by mail, or electronically. Case stated the staff reviewed and identified the areas of success as well as areas to improve. The Energy Expo member survey results will be updated and presented at the August Board meeting.

ENERGY EXPO SUMMARY

Included in the board packet.

ENERGY EXPO & ANNUAL MEETING MEMBER SURVEY VOTING AND ATTENDANCE RECAP

The Board reviewed the Energy Expo and Annual Member Business Meeting voting and attendance numbers, ensuring the voting is representative of the membership and meets the bylaw requirements as constituted.

2025 ANNUAL MEMBER MEETING MINUTES FOR REVIEW

Included in the board packet.

DETERMINATION OF QUORUM & JUDGE VOTE COUNT

Included in the board packet.

SBS ELECTION REPORT
Included in the board packet

2026 ENERGY EXPO-JUNE AT TETON HIGH SCHOOL DRIGGS – FORMAT
DISCUSSION

Director Robson made a motion to hold the 2026 Energy Expo and Annual Member Business Meeting at Teton High School in Driggs, ID as discussed. Director Keay seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

PROPOSED BYLAW LANGUAGE FOR 2026 UPDATED BASED ON DISCUSSIONS
CEO Case brought back the proposed Draft Bylaw language for discussion under Article XI-Disposition of Property noting minor changes made to the draft. The draft bylaw changes address and clarify the timeline in which to provide members with adequate details of the proposed disposition of property and the required percentage of members voting constituting an affirmative vote.

The Board discussed various applications of the bylaw, voting majority representative of the membership, possible outcomes, member surveys, member needs, and education.

DRAFT BYLAW LANGUAGE FOR DISCUSSION

Director Keay made a motion to present the proposed bylaw change as discussed to the members at the 2026 annual member meeting. Vice President Crowther seconded the motion. A voice vote was taken; THE MOTION CARRIED.

CHAT GPT ACTING AS AN EXPERT STATISTICIAN
Included in the board packet.

VOTING AND ATTENDANCE RECAP
Included in the board packet.

ANNUAL REVIEW OF GENERAL POLICIES

Attorney Rigby guided the board through an annual review of critical Cooperative policies. The Board suggested a minor change to GP# 420. Staff will review and or revise the policy with the suggested change at the next FR Managers meeting.

GP# 102 DIRECTORS GUIDE TO DUTIES
Included in the board packet.

GP# 309 ALLOCATION RETIREMENT OF PATRONAGE CAPITAL
Included in the board packet.

GP# 314 RETIREMENT OF DECEDENTS PATRONAGE CAPITAL
Included in the board packet.

GP# 420 PURCHASE & WHEELING OF POWER FROM SMALL GENERATORS

Included in the board packet.

GP# 502 MEMBER DATA PRIVACY

Included in the board packet.

GP# 625 ANTI-HARASSMENT SEXUAL HARASSMENT

Included in the board packet.

GP# 603 EQUAL EMP AFFIRMATIVE ACTION PLAN

Included in the board packet.

PNGC ACTIVITIES

PNGC, BPA, PPC & NRU DEFENDING AND PRESERVING JOE RIGHTS

Included in the board packet.

PNGC ELECTION FOR PROVIDER OF CHOICE, LOAD FOLLOWING PRODUCT – ONE TIME SWITCH

Pacific Northwest Generating Cooperative Power (PNGC Power) requested an extension of time to select a Provider of Choice power sales contract on behalf of its membership. BPA granted the request for an extension to July 11, 2025. PNGC Power membership is formally requesting that BPA prepare and tender a Provider of Choice power sales contract for a Load Following product.

PPC UPDATES FOR THE MONTH

NW POWER AND CONSERVATION COUNCIL COMMENTS ON FISH AND WILDLIFE PROGRAM

Highlights from PPC's Response to Recommendations to Amend the Northwest Power and Conservation Council's 2014 Columbia River Basin Fish and Wildlife Program and its 2020 Addendum.

- PPC Supports Recommendations to Eliminate or Reduce the Program's Numerical Abundance Goal for Adult Salmon and Steelhead Returns.
- The Council Should Not Address Removal of the Four Lower Snake River Dams.
- PPC Opposes Proposed Further Operational Changes to the Hydro system.
- Ensure a Direct Hydro Nexus for Fish and Wildlife Mitigation.
- PPC Opposes Identification of Reserve Distribution Clause (RDC) Funds as a Funding Source in the Program. PPC supports Council's plan to Reorganize the Fish and Wildlife Program Document.

PPC PRESS RELEASE ON FEDERAL GOVERNMENT'S RETURN TO 2020 EIS

PPC applauds federal government return to prevailing 2020 Columbia River Environmental Impact Statement that balances the needs of salmon and hydro.

BPA RESIDENTIAL EXCHANGE

BPA RESIDENTIAL EXCHANGE FACT SHEET

Included in the board packet.

MAY 2025 IUO LETTER TO BPA ADMINISTRATOR

Request for a Post-FY2028 contract for the purchase and sale of power pursuant to Section 5 (c) (1) of the Northwest Power Act.

BPA ADMINISTRATOR RESPONSE LETTER

The REP is currently under the terms of a settlement – the 2012 REP Settlement – which expires on September 30, 2028.

LITIGATION ON BPA SPP+ DECISION

Included in the board packet.

ICL VS BPA RESERVE DISTRIBUTION CLAUSE-USE OF FUNDS \$50 OR 10% WENT TO FISH AND WILDLIFE

CEO Case reported the 9th Circuit issued a decision in the matter of Idaho Conservation League v. BPA.

FALL RIVER PROPANE GENERAL POLICY

CEO Case noted approved changes made to propane policy 1204.0 “General Manager’s Reporting Responsibility”.

NRECA REGIONAL MEETING FOR REGION 7&9 BELLEVUE, WASHINGTON OCT 6-8. SELECT VOTING DELEGATE AND ALTERNATE FOR FALL RIVER

The Board determined to keep the current voting delegate Georg Behrens and alternate Bryan Case in place for the 2025 NRECA Region 7&9 meetings. No motion was necessary.

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.

Director Robson made a motion to approve the consent agenda as discussed.

Director Keay seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

OFFICER ELECTION

Attorney Rigby turned the time to Past President Dede Draper to address nominations of the Fall River Board Officers. Draper stated she had been notified the following individuals names for nomination:

President – Brent “Husk” Crowther

Vice President – Jodi Stiehl

Secretary Treasurer – Jeff Keay

Attorney Rigby inquired if there were any nominations from the floor, there were no new nominations.

Nomination for President

Brent “Husk” Crowther

Director Draper made a motion Brent “Husk” Crowther be elected by acclamation as Board President. Secretary Stiehl seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

Nomination for Vice President

Jodi Stiehl

Director Draper made a motion that Jodi Stiehl be elected by acclamation as Board Vice President. Director Robson seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

Nomination for Secretary Treasurer

Jeff Keay

Director Draper made a motion Jeff Keay be elected by acclamation as Board Secretary Treasurer. Director Robson seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

CEO Case acknowledged and thanked Board Past President Georg Behrens. President Behrens thanked the Board and CEO Case noting it was an honor to serve the FR Board as President.

EXECUTIVE SESSION

Director Schmier made a motion to go into Executive Session at 1:18 p.m. Vice President Crowther seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

Director Robson made a motion to go out of Executive Session at 2:18 p.m. Director Markegard seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE

MANAGEMENT DISCUSSION ITEMS

NISC CONVERSION IN PROCESS

IT Manager Shannon Hill reported the software conversion is taking significant staff time and currently involves the Accounting and Member Services departments. CEO Case applauded staff for their efforts in this conversion process. Case stated as FR navigates this conversion some internal processes may need to be changed, and he will keep the Board updated.

WILDFIRE-WEBSITE UPDATE

The FR website includes the Wildfire Plan, resources, tools, and information about backup generation. FR Wildfire Mitigation Plan Meetings will be held August 11th at the Ashton

Office, August 12th at the Driggs Office, and August 13th at the West Yellowstone Office. A Public Comment Period will run for 30 days as posted.

QUARTERLY WORK PLAN AND GOAL UPDATE

CEO Case stated the 2025 work plan and goals are on track.

4-H COUNTY FAIRS

ICUA YOUTH RALLY

CEO Case reported the 2025 Youth Rally scholarship recipients who were selected to represent Fall River Electric were Mikell Crowther, Taylor Neppl, Rebekah Bowden, Trey Behrens and returning Director Avery Washburn July 7-11th in Nampa ID. Fall River provides each participant with a \$500 scholarship and covers the cost for the youth to attend the weeklong leadership camp.

TAKE SAFETY HOME

Handed out at the board meeting.

July-Situational Awareness

August-Be Bear Aware

September-National Preparedness Month/Guide for Emergency Alerts and Warnings

HYDRO FACILITIES UPDATE

Island Park, Chester, and Buffalo generated a total of 2,528,878 kWh in June. This amounts to 5.4% of all the kWh billed by PNGC in June and 5.7% of all kWh sold and used by Fall River in June.

Felt Hydro produced 3,633,273 kWh in June. When this is included with Island Park, Chester, and Buffalo, it amounts to 13.1% of all the kWh billed by PNGC in June and 13.8% of all kWh sold and used by Fall River in June.

ISLAND PARK

Island Park hydro produced 1,542,202 kWh during the month of June.

BUFFALO

Buffalo hydro generated 126,103 kWh during the month of June.

FELT

Felt hydro produced 3,363,273 kWh during the month of June.

CHESTER

Chester Hydro produced 860,573 kWh in the month of June.

DONATIONS

Included in the board packet.

FALL RIVER'S MANAGEMENT REPORT
Included in the board packet.

COOPERATIVE REPORTS

Secretary Stiehl reported on MECA board meetings and CFC Forum she attended.

Vice President Crowther reported on the ICUA meetings he attended.

Director Markegard reported on data mining policy.

Director Draper reported on a conservation program.

REPORTS BOARD COMMITTEES, MEETINGS, AND MEMBER COMMENTS
EXECUTIVE COMMITTEE

Nothing to report.

ADMINISTRATIVE COMMITTEE

Nothing to report.

ENGINEERING AND OPERATIONS COMMITTEE

Chairman Robson reported the next meeting is likely to be held in October.

FINANCE COMMITTEE

Nothing to report.

POLICY COMMITTEE

Nothing to report.

ATTORNEY REPORT

None

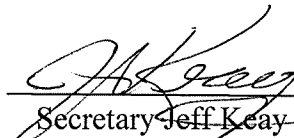
2025 CALENDAR

Included on the board agenda.

ADJOURNMENT

President Behrens adjourned the meeting at 2:45 p.m. THE MOTION CARRIED BY UNANIMOUS CONSENT.

DATE APPROVED: August 25, 2025


Secretary Jeff Keay