

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

January 20, 2026

The meeting of the Fall River Rural Electric Cooperative, Inc. Board of Directors was held on Tuesday, January 20, 2026, at the Ashton, ID. district office. Having determined a quorum was present, President Crowther called the meeting to order at 10:00 a.m. Executive Assistant, Angie Haws recorded the minutes. The invocation was given by Jodi Stiehl. The Pledge of Allegiance was recited.

ATTENDING OFFICERS

President Brent “Husk” Crowther, Vice President Jodi Stiehl and Secretary/Treasurer Jeff Keay

DIRECTORS PRESENT

Georg Behrens, Dede Draper, Brent Robson, Travis Markegard, and Doug Schmier.  
Anna Lindstedt attended virtually.

DIRECTORS ABSENT

None

OTHERS

CEO/General Manager Bryan Case, Attorney Hyrum Erikson, Guests, Linden Barney CFO, Dave Peterson Engineering Manager, Jessica Matlock CEO at PNGC, Chris Allen PNGC, and Executive Assistant Angie Haws.

APPROVAL OF AGENDA

**Director Robson made a motion to approve the agenda as presented. Director Markegard seconded.**

**Director Robson amended the original motion to approve the amended agenda and include the changes as discussed. Director Stiehl seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

APPROVAL OF MINUTES FOR DECEMBER 22, 2025

**Director Markegard made a motion to approve the minutes from the December 22, 2025, Board Meeting as presented. Director Robson seconded.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

EXECUTIVE SESSION

**Director Robson made a motion to go into Executive Session at 10:04 a.m. Director Schmier 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 11:40 a.m. Secretary Key seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE**

#### MEMBER COMMENTS

The board reviewed member comments and communications.

#### RANDY WORRALL – OUTAGE CONCERNS

CEO Case reviewed a member concern regarding an outage. Case reviewed the outage protocols noting opportunities to improve communications. Case also highlighted the online tools available to the members such as the FR outage map, which is helpful, but he emphasized the importance of members contacting the FR office to confirm their location is documented in the FR outage system, ensure FR crews are aware of their outage, and service at their location can be restored as quickly as possible.

#### DESIREE DENNIS – SCHOLARSHIP REPORT

Included in the board packet.

Vice President Stiehl passed along a local organization inquiry.

#### FINANCIAL & STATISTICAL REPORTS

##### DECEMBER 31, 2025, FINANCIAL REPORTS

CFO Barney reported due to the software conversion and the 2025 year-end process; the December financial reports will be delayed slightly. It is anticipated they will be available in two weeks and will be sent out to the board for review.

Barney anticipates a 5% dip in kWh sales for the month due to the unseasonably warm weather this year. He also noted the PURPA revenue was higher than anticipated for the month of December.

#### COOPERATIVE BUSINESS

#### COSA AND RATE DESIGN DISCUSSION

##### STAFF PROPOSED RECOMMENDATION

CEO Case stated Staff recommends and supports the Board of Directors directive to not implement a general retail rate increase. Staff also recommends not modifying the current retail rate structure at this time and instead maintain existing rates.

The recently completed Cost of Service Analysis (COSA) demonstrates that Fall River's existing retail rate structure is reasonably aligned with cost causation principles, and that only modest, incremental rate design adjustments would be warranted if the Cooperative were pursuing structural refinement.

Fall River's financial condition is currently strong. The Cooperative recently:

- Retired \$1.8 million in patronage capital, and
- Approved an instant owner rebate of \$1.5 million,

both of which were made possible by a high equity ratio and solid cash position.

These actions demonstrate that the Cooperative is meeting its financial objectives and providing tangible value back to owner-members without placing upward pressure on

retail rates. Implementing a rate increase under these conditions would be inconsistent with the Cooperative's current financial performance and recent member refunds.

Staff will continue to monitor:

- Wholesale power cost trends (including BPA and PNGC impacts),
- Load growth and demand characteristics, and
- Financial performance and equity metrics.

Should conditions materially change, staff can bring forward updated recommendations informed by refreshed COSA data and post-conversion operational capacity.

OPTIONS FOR CONSIDERING INCLUDING NO RATE INCREASE, REVENUE NEUTRAL, AND RETAIL RATE ADJUSTMENT OPTIONS FOR CONSIDERATION  
Included in the board packet.

MOST RECENT COSA AND RETAIL RATE OPTIONS PRESENTATION  
Included in the board packet.

**Secretary Key made a motion to accept staff's recommendation of no retail rate increase and no change to the current rate structure at this time.** Director Schmier seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

The board noted that while a formal motion was not required, the rate discussion and board direction is significant and notable to document in the Cooperative's minutes.

#### ANNUAL MEETING PREPARATIONS NOMINATING COMMITTEE LIST

CEO Case stated the Nominating Committee list was included in the board packet for review and additions. There were no additional names proposed to add to the list or remove.

**Director Schmier made a motion to accept the Nominating Committee list as presented. Director Behrens seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

MARKETING PLAN FOR ENERGY EXPO AND PROPOSED BYLAW CHANGE  
Included in the board packet.

BOARD APPROVED BYLAW LANGUAGE TO BE INCLUDED ON THE BALLOT  
CEO Case recapped the Bylaw Language to be included on the 2026 Annual Meeting ballot. The board discussed the verbiage on the ballot and talking points to ensure clear communication to the members regarding the proposed bylaw change. CEO Case will take the board recommendations and apply them to the talking points. The proposed updated ballot language will be reviewed at the next board meeting for approval.

#### ICUA LEGISLATIVE CONFERENCE REPORTS

Board members who attended the ICUA Legislative Conference provided a verbal summary of the event.

## NRTC VOTING DELEGATE

**Vice President Stiehl made a motion to nominate Travis Markegard as the Voting Delegate for NRTC and Bryan Case as Alternate. Director Robson seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

## PAC (ACRE) CONTRIBUTIONS

Link included in the board packet.

## PRE-AUDIT CONFERENCE CALL REVIEW – FINANCE COMMITTEE

Chairman Lindstedt reported the pre-audit call went as expected noting Louis Brandley will be conducting the audit on site in February. Lindstedt stated the audit firm is going to focus on the software conversion for the deeper dive portion of the audit and they are experienced in this area.

## FACILITIES REPORT AND ASSESSMENT NEXT STEPS

### PROPOSED FACILITIES NEXT STEPS

CBS concluded that Fall River's existing facilities are adequate for current operational needs, while providing valuable insight for long-term planning and risk awareness. Management concurs with this conclusion and recommends a phased, conservative approach.

#### Summary Recommendation to the Board

- Affirm CBS's conclusion that facilities meet current needs.
- Approve low-cost, high-impact improvements (West Yellowstone, Island Park).
- Defer major investments at Ashton pending Highway 20 clarity.
- Authorize Staff to engage in a formal land-search and regulatory vetting process in Driggs / Teton County for future needs.
- Revisit facility expansion decisions as:
  - Rate outlook improves,
  - AI impacts are clearer,
  - Growth materially exceeds current capacity.

This approach demonstrates prudence, foresight, and member-focused stewardship while keeping Fall River well-positioned for long-term operational success.

The board accepted staff's recommendations.

### CBS FACILITIES REPORT

Included in the board packet.

## COOPERATIVE REPORTS

Director Schmier reported on NWPPA meetings he attended.

Director Markegard reported on PNGC meetings he attended and the pre-audit finance meeting he attended.

Director Behrens reported on ICUA meetings that he attended, and community meetings attended.

Director Draper reported on PPC and ICUA meetings she attended. She also noted plans to attend the NRECA Director's Conference.

Vice President Stiehl reported on PPC and ICUA meetings she attended. She also noted plans to attend upcoming MECA meetings and the NRECA Director's Conference.

President Crowther reported on ICUA meetings he attended and the pre-audit conference call.

#### 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. Secretary Key seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

#### EXECUTIVE SESSION

**Director Robson made a motion to go into Executive Session at 1:43 p.m. Director Markegard 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 2:10 p.m. Secretary Key seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE

#### MANAGEMENT DISCUSSION ITEMS

##### 2025 ACCOMPLISHMENTS

CEO Case reported a list of 2025 accomplishments were included in the board packet for review. Some 2025 accomplishment highlights were;

- The highest equity ratio and strongest financial position in the Cooperatives 87 years of existence.
- Engineering, Operations and Member Services connected over 600 new services.
- Fall River participated in and influenced the creation of the new BPA Provider of Choice agreement which ensures Fall River will have access to transmission and low cost, carbon free wholesale power from BPA through 2044.
- Fall River, through PNGC, is a participant in over 3 MWs of a Stateline wind project with fixed prices for 10 years and is a participant in over 3 MWs of Ponderosa Solar with fixed prices for 20 years.
- Enterprise software solutions evaluation and selection; initiating the extensive process of conversion and have successfully cut over the accounting functions to the new

system with major work completed for the upcoming go live date with the Member Services applications.

- Significant progress on SCADA with two significant pilot tests of remote operations.
- Won the NWPPA Paul Raver Community Service Award for the Food Drive and Senior Class Food Challenge
- Developed lock out tag out procedures for remote system operations through Fall River's safety compliance committee.

#### 2025 WORKPLAN QUARTERLY UPDATE

CEO Case reported that most of the 2025 work plan items were accomplished noting there were a few that have been moved back to 2026. The board discussed the many objectives and accomplishments praising management and staff for a job well done. CEO Case will pass along the board's congratulations.

#### 2025 WYOMING PSC INSPECTION REPORT

Included in the board packet.

#### INTERNAL AUDIT REPORTS

CEO Case reported that each year two areas of focus are selected to review and conduct an internal financial audit in addition to the annual audit performed by an outside firm. This year fuel cards, and clothing allowances were selected for review. The audit reports were included in the board packet for review with a summary of the findings stating there was no misuse identified and future recommendations for processes.

#### FUEL CARD INTERNAL AUDIT

Included in the board packet.

#### CLOTHING ALLOWANCE USE AND REPORTING

Included in the board packet.

#### NRECA CEO CONFERENCE PRESENTATION

CEO Case reported that FR was invited to participate on a panel at the NRECA CEO Conference addressing the topic Developing an Actionable Strategic Plan.

#### NISC CONVERSION UPDATE

CEO Case reported staff is making progress with the conversion in accounting and preparations for going live with the member services applications. The NISC Accounting application is in place however the conversion has slowed the accounting department's normal efficient processing of daily activities including accounts payable, payroll, accounts receivable, bank reconciliation and billing. Until all applications are in place staff is required to do some manual entering of information. Gearing up for the annual financial audit, which is normally a very busy time, has been hampered by the conversion and learning new systems.

Member Services have multiple trainings, running validation reports, setting up processes,

testing and cleaning up member data and Fall River service orders/work orders. The line crews, inventory personnel and engineering have also been involved in some initial training.

#### 2025 STUFF THE TRAILER FOOD DRIVE

The 2025 food drive consisted of the following dates and locations:

- December 12 at Broulim's in Rexburg to support the Rexburg Food Pantry operated by the Eastern Idaho Community Action Partnership (EICAP). 2575 pounds of food collected.
- December 18 in West Yellowstone at both the Food Roundup Supermarket & the Market Place to benefit the West Yellowstone Food Bank under the direction of the Montana Food Bank Network. 500 pounds of food collected.
- December 19 at Broulim's in Driggs to benefit the Teton Valley Food Pantry. 2,340 pounds of food collected.

Cash donations for 2025 totaled \$7,102 including \$2,000 donated by Fall River Electric Cooperative, \$500 to each food bank/pantry plus individual donations.

A total of 5,415 pounds of food was delivered to our local area food banks/pantries.

#### 2025 Senior Class Food Drive Challenge 3rd Year

Local high school senior classes were invited to compete for a cash prize of \$1,000 by collecting non-perishable food. Drives were conducted from December 1-18 at North Fremont HS, South Fremont HS, and West Yellowstone HS. Teton, Sugar-Salem, and Madison chose not to participate this year.

1. South Fremont HS collected 23.13 pounds per student.
2. North Fremont HS collected 9.65 pounds per student.
3. West Yellowstone HS collected 7.09 pounds per student.

#### YOUTH RALLY VIDEO

Link to the video was included in the board packet.

#### 2026 FALL RIVER SCHOLARSHIP APPLICATIONS OPEN

HIGH SCHOOL SENIOR, HELPING HAND, AT-LARGE APPLICATION  
DEADLINE MARCH 20<sup>TH</sup>

YOUTH RALLY APPLICATION DEADLINE APRIL 17<sup>TH</sup>

MECA MEMORIAL SCHOLARSHIP FR APPLICATION DEADLINE  
FEBRUARY 27<sup>TH</sup>

LINEMAN SCHOLARSHIP OPEN YEAR ROUND

#### HYDRO FACILITIES UPDATE

Island Park, Buffalo and Chester generated a total of 1,167,685 kWh in December. This amounts to 2.8% of all the kWh billed by PNGC in December and 2.9% of all kWh sold and used by Fall River in December.

Felt Hydro produced 1,729,610 kWh in December. When this is included with Buffalo and Chester, it amounts to 7.0% of all the kWh billed by PNGC in December and 7.2% of all kWh sold and used by Fall River in December

#### ISLAND PARK

Island Park Hydro produced 450,686 kWh during the month of December...

#### BUFFALO

Buffalo Hydro generated 151,832 kWh during the month of December.

#### FELT

Felt Hydro produced 1,729,610 kWh during the month of December.

#### CHESTER

Chester Hydro produced 565,167 kWh in the month of December.

#### 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

Chairman Stiehl reported that the committee will meet in February.

##### ENGINEERING AND OPERATIONS COMMITTEE

Nothing to report.

##### FINANCE COMMITTEE

Chairman Lindstedt previously reported on the Pre-Audit conference call.

##### POLICY COMMITTEE

Chairman Keay reported the committee will meet in May.

#### ATTORNEY REPORT


Nothing to report.

2026 CALENDAR  
Included in the board packet.

ADJOURNMENT

**Vice President Stiehl made a motion to adjourn the meeting at 2:40 p.m. Director Behrens seconded the motion. THE MOTION CARRIED BY UNANIMOUS CONSENT.**

DATE APPROVED: February 23, 2026

  
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Secretary Jeff Keay