

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

May 18, 2026

The meeting of the Fall River Rural Electric Cooperative, Inc. Board of Directors was held on Monday, May 18, 2026, at the Ashton, ID district office. Having determined a quorum was present, President Brent “Husk” Crowther called the meeting to order at 10:00 a.m. Executive Assistant Angie Haws recorded the minutes. The invocation was given by Jerry Rigby. The Pledge of Allegiance was recited.

ATTENDING OFFICERS

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

DIRECTORS PRESENT

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

DIRECTORS ABSENT

None

OTHERS

CEO/General Manager Bryan Case, Guests Attorney Hyrum Erickson, IT Manager Shannon Hill, IT Specialist Jacob Corn, Engineering Service Representative Jeremy Banta, Board Candidate Paul McLean, CFO Linden Barney, Operations Manager Randy Wakefield, Engineering Manager Dave Peterson, Engineering Manager Jeff Miller, Executive Assistant Angie Haws, Attorney Anna Trentadue, and a few FR owner members from the Teton County area. Attorney Jerry Rigby attended the meeting virtually.

APPROVAL OF AGENDA

Director Markegard made a motion to approve the agenda as amended.

Director Robson seconded the motion. A voice vote was taken; THE MOTION CARRIED UNANIMOUSLY.

APPROVAL OF MINUTES FOR APRIL 20, 2026

Director Robson made a motion to approve the minutes from the April 20, 2026, Board Meeting as presented. Secretary Keay seconded the motion. A voice vote was taken; THE MOTION CARRIED UNANIMOUSLY.

MEMBER COMMENTS

President Crowther took a moment for introductions of the FR Board members, staff and guests attending the meeting. He explained FR Board Members are also owner members in their district and noted that member comments are discussed each month at the board meeting.

MIDWAY SUBSTATION – ANNA TRENTADUE/MEMBERS

President Crowther welcomed Ms. Trentadue and noted the proposed Midway Substation has been placed on the meeting agenda to hear any concerns from the FR owner members.

Ms. Trentadue addressed the Board members and presented her client's concerns stating she is representing two owner members who live near the proposed location sited for the Midway Substation in Teton County. Owner members in attendance had the opportunity to make statements about any concerns. The Board thanked participants for coming to the meeting.

SCHOLARSHIP REPORT – MARK WILLIAMS

Fall River scholarship recipient Mark Williams reported on the impact of the scholarship, current field of study, and his future career goals and aspirations.

Board members shared comments they received on outages, and the proposed Midway Substation. CEO Case reported he received a note complimenting the Island Park line crew on their professionalism and great job on outages.

FINANCIAL & STATISTICAL REPORTS

APRIL 30, 2026, FINANCIAL REPORTS

CFO Barney reported on the April financials stating the YTD Margins are \$344k, which are \$589k above budget as a loss was anticipated through April. Revenue net of power costs account for just over \$300k of the higher than budgeted margins. Retail kWh sales are nearly 9% under the anticipated budgeted amount due to warmer weather. Although purchased power costs are 17% above last year, they are close to 20% lower than anticipated in the budget. Labor and overhead charged to Operations and out of pocket hydro repair and maintenance costs are also under budget but are likely to get closer to budget as the year progresses. Through April \$551k cash has been generated through operations and \$3.2M has been spent on plant and materials. FR has paid \$1.2M of principal on long term debt and we have borrowed \$1.9M in credit. We anticipate the need to draw on long term debt this summer or early in the fall due to capital spending.

The Cooperative's equity ratio is currently over 53%. As shown in the 10-year financial forecast, it is anticipated that the equity ratio will be close to 48% by year end and that \$20M will be added to long term debt.

At the close of April's financials FR is 26% through the capital budget which includes carryover items from last year. The growth rate in new services is 3.2%.

CFC AND COBANK LINE BALANCES AND ADVANCES

CFO Barney reported on CFC and CoBank loans noting FR borrowed \$1.9M in April and borrowed an additional \$1M in May. He noted in May FR will bill irrigation accounts for the irrigation horsepower, which is billed on an annual basis.

COOPERATIVE BUSINESS

STRATEGIC DISCUSSION ON AI NEXT STEPS

CEO Case and IT Manager Shannon Hill reported on a potential research partnership with the INL on a project focused on grid planning and analysis. This opportunity is contingent upon the INL securing federal funding. Case reviewed FR's potential role in the partnership as well as resource impacts, considerations, and value. Staff recommends proceeding with engagement, contingent upon the grant award.

Other FR pilot programs incorporating AI for efficiency were also discussed. Currently staff is working with an AI team to automate bank reconciliation for Fall River Propane.

NISC CONVERSION UPDATE AND RECOMMEND DELAY TO 2027

IT Manager Shannon Hill provided an update to the software conversion noting some concerns with the GIS Mapping and Staking functionality of the new software noting it would likely not be ready when FR was scheduled to convert. CEO Case thanked Hill for his diligence in seeking solutions. A software company merger was announced recently which will address these areas of concerns.

NRECA LEGISLATIVE RALLY REPORTS

Director Behrens, Director Schmier, and Vice President Stiehl attended the NRECA Legislative Rally and provided reports on the event. Mr. Behrens noted the value of attending these meetings, addressing important issues with our Representatives that affect the Cooperative and FR owner members.

ENERGY EXPO/ANNUAL MEETING REVIEW

CEO Case reviewed the events scheduled for the upcoming FR Energy Expo and Annual Meeting that will be held Saturday, June 13, 2026, at Teton High School in Driggs, ID. The Board will meet prior to the Expo and resume the board meeting once the Member Business Meeting concludes. Districts 2, 3, and 8 are up for director elections this year. There will also be a vote on the ballot for a proposed bylaw change.

PROCESS FOR OFFICER ELECTIONS

President Crowther reviewed the officer election process noting it would take place at the July board meeting.

BOARD OFFICER DUTIES AND RESPONSIBILITIES

The information outlining specific duties and responsibilities for each officer role was included in the board material for review.

REVIEW OF MEMBER COMPENSATION COMMITTEE RECOMMENDATION & EXPENSE FORM

CEO Case noted there were no additional changes and that the documents were provided in the board material as a review. Case stated the expense forms will be updated annually with the new IRS per diem and mileage amounts.

President Crowther stated there was a question regarding meeting fees that was discussed recently in both the Executive Committee and Policy Committee meeting which addressed unusual circumstances such as directors serving on a committee or in a capacity where they are tasked with an assignment that may take a considerable amount of time and warrant an additional meeting fee to be paid. This will be considered on a case-by-case basis by the Board President

POWER SUPPLY UPDATES

CEO Case reported on legislation that affects hydros, updates on the selection of the new BPA Administrator, generation and transmission markets, BLM meetings, and progress on the White Pine Power CCCT project.

CFC ANNUAL MEETING DELEGATE AND ALTERNATE

The Board discussed this topic, but no motion was made. It was determined that FR staff will represent as the CFC voting delegate and alternate.

COOPERATIVE REPORTS

BOARD REPORTS

Vice President Stiehl reported on the MECA meetings she attended, she previously reported on NRECA Legislative Conference.

Secretary Key reported on the FR Propane meeting he attended.

Director Behrens reported on ICUA meetings he attended.

CONSENT AGENDA

Board and CEO expense reports, New Memberships, Purchase of Power Agreements, Check Report, Safety Report, Early Retirement of Patronage Capital were reviewed by all Board Members in the Board Package prior to meeting. The Board discussed the safety report and Chester Hydro.

Director Robson made a motion to approve the consent agenda.

Secretary Key seconded the motion. A voice vote was taken; **THE MOTION CARRIED UNANIMOUSLY.**

EXECUTIVE SESSION

Director Robson made a motion to go into Executive Session at 1:02 p.m.

Director Markegard seconded the motion. A voice vote was taken; THE MOTION CARRIED UNANIMOUSLY.

Director Behrens made a motion to exit Executive Session at 2:36 p.m.

Director Robson seconded the motion. A voice vote was taken; THE MOTION CARRIED UNANIMOUSLY.

MANAGEMENT DISCUSSION ITEMS

LETTERS OF SUPPORT IDAHO/MONTANA COUNCIL MEMBERS

CEO Case noted the letters that were submitted to Idaho and Montana Council members in appreciation of their support representing the needs of their communities regarding the 2026 Fish and Wildlife Program and hydro system operations, spill, and their potential impacts.

CONSERVATION PROGRAM

2025 HISTORICAL RECAP

CEO Case reported in 2025, FR conservation programs delivered measurable energy savings across agricultural, commercial, residential, and utility sectors while advancing affordability, system reliability, and long-term efficiency. Through a combination of customer incentives, infrastructure improvements, and targeted equity-focused initiatives, these efforts reduced overall electricity demand and supported responsible use of conservation funding.

Total verified savings for the year were approximately 1.8 million kilowatt-hours (kWh). To achieve these results, the organization invested approximately \$639,000 in conservation incentives and reimbursements.

EARTH DAY PARTICIPATION SUMMARY

CEO Case reported that Member Services Manager Clint Washburn and Conservation Specialist Cliff Nanney attended the Earth Day event in Driggs handing out 120 tree seeds, they also handed out emergency preparedness booklets, energy efficiency magnets and over 100 coloring books to participants. They received inquiries regarding FR conservation rebate programs and FR Helping Hands assistance for low-income families.

HYDRO ELEMENTARY STUDENT TOUR

The Chester Hydro Facility hosted an educational tour for approximately 160 fourth-grade students from Rendezvous Elementary School on May 5. Tours were conducted by Fall River Hydro Manager Chad Johnson, Operators Stacy Beard, and Traven Mitchell and provided students with an engaging overview of how hydroelectric generation converts the natural flow of water into reliable electric power for the communities we serve. Students also learned about the surrounding landscape, hydro infrastructure, and the important role renewable hydropower plays in the region's energy portfolio.

The Chester Hydro Facility continues to serve as both a valuable generation asset and an important educational resource, helping connect younger generations to the Cooperative's commitment to reliability, stewardship, and community engagement.

SEVERAL UPDATES/ADDITIONS HAVE BEEN MADE TO THE FRE WEBSITE

CEO Case stated the recent FR website updates are as follows:

- Information on preparing for extended wintertime power outages
- Adding reference to the wildfire plan page
- Updated home improvement rebate forms

Case noted additional updates to the website are planned and he will report those changes to the Board.

HYDRO FACILITIES UPDATE

Island Park, Buffalo and Chester generated a total of 1,385,042 kWh in April. This amounts to 4.6% of all the kWh billed by PNGC in April and 4.8% of all kWh sold and used by Fall River in April.

Felt Hydro produced 1,814,259 kWh in April. When this is included with Island Park, Buffalo and Chester, it amounts to 10.6% of all the kWh billed by PNGC in April and 11.1% of all kWh sold and used by Fall River in April.

ISLAND PARK

Island Park Hydro produced 566,843 kWh during the month of April.

BUFFALO

Buffalo Hydro generated 65,584 kWh during the month of April.

FELT

Felt Hydro produced 1,814, kWh during the month of April.

CHESTER

Chester Hydro produced 752,615 kWh in the month of April.

DONATIONS

The donations report was included in the board material for review. There was no discussion held.

FALL RIVER MANAGEMENT REPORT

The management report was provided. It included association, industry, and legislative updates, management team reports and summaries of upcoming projects and calendar items.

COMMITTEE REPORTS

EXECUTIVE COMMITTEE

Chairman Crowther reported the Committee met last month.

ADMINISTRATIVE COMMITTEE

Chairman Stiehl reported the Committee met last month and confirmed with Committee members the assignments to present FR scholarship certificates to recipients at their scheduled high school award ceremonies.

ENGINEERING & OPERATIONS COMMITTEE

Nothing to report.

FINANCE COMMITTEE

Nothing to report.

POLICY COMMITTEE

Chairman Keay reported that the Policy Committee met today prior to board meeting and will present several general policies to the Board to review and approve next month.

The Committee would like to recommend to the board a change in process regarding the FR Service and New Member Agreements. Currently the Board President and Secretary/Treasurer sign these agreements monthly. The proposed process change would allow the CEO to delegate to staff to sign these documents going forward. This change is intended to improve efficiency and would not require a policy or bylaw change. The Board would maintain oversight through the review of monthly reports approved by board motion under the consent agenda.

The Board discussed the proposed process, member relationships, and efficiencies gained.

Secretary Keay made a motion to approve the Member and New Service Agreement process change, assigning staff to sign the agreements as discussed. Director Draper seconded the motion. A voice vote was taken; THE MOTION CARRIED.

ATTORNEY REPORT

Attorney Rigby had nothing to report.

CALENDAR

President Crowther highlighted upcoming meeting dates on the calendar.

ADJOURNMENT

Director Markegard made a motion to adjourn the meeting at 2:59 p.m.

Director Behrens seconded the motion. A voice vote was taken; THE MOTION CARRIED UNANIMOUSLY.

DATE APPROVED: June 13, 2026


Secretary Jeff Keay