

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

July 25, 2022

The meeting of the Fall River Rural Electric Cooperative, Inc. Board of Directors was held on Monday, July 25, 2022, virtually and at the main office of Fall River Rural Electric in Ashton, Idaho. Having determined a quorum was present, President Draper called the meeting to order at 9:45: a.m. Executive Assistant Angie Haws recorded the minutes. The invocation was given by Doug Schmier. The Pledge of Allegiance was recited.

ATTENDING OFFICERS

President Dede Draper, Vice President Georg Behrens, Secretary/Treasurer Jodi Stiehl

DIRECTORS PRESENT

Husk Crowther, Jay Hanson, Anna Lindstedt, Brent Robson, Doug Schmier, and Jeff Keay

DIRECTORS ABSENT

None

OTHERS

CEO/General Manager Bryan Case, Attorney Jerry Rigby, CFO Linden Barney, Engineering Manager Dave Peterson, Operations Assistant Suzelle Burch, HR Manager Clint Washburn, Guest Eran Greenburg FR member, and Nick Josten with Geo Sense LLC, and Executive Assistant Angie Haws.

APPROVAL OF AGENDA

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

APPROVAL OF MINUTES

Director Robson made a motion to approve the June 11, 2022, Board Meeting Minutes as presented. Director Schmier seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

REVIEW MINUTES FOR ENERGY EXPO BUSINESS MEETING TO BE APPROVED
BY THE MEMBERSHIP IN 2023

Included in the board packet.

MEMBER COMMENTS

CEO Case stated the member comments were included in the packet for the board members to review.

MR. CORMIER – THANK YOU

JIM WINN – ENERGY EXPO

MERRELL – QUESTIONS ON VOTING ONLY BY DISTRICT

FINANCIAL & STATISTICAL REPORT

JUNE 30, 2022, FINANCIAL REPORTS

CFO Barney reported on the financials for June stating the net margins YTD were 3.6M which were \$1.3M above budget. The major driver for increased margins is revenue net of power cost. The biggest reason for the variance is growth in new services. The budget was based on 2 to 3% growth, and our annual growth rate is at 3.7%. Other budget variances are mainly due to timing of actual expenses versus when they were budgeted. We paid \$1.6M in principal payments on long-term debt and received \$8.9M from additional long-term debt. There has been just over \$3.8M generated from operations YTD, and we have invested \$2.9M in plant and materials. We are just over 50% through the capital budget, including items carried over from last year.

TEN YEAR FINANCIAL FORECAST

Included in the board packet.

Director Hanson made a motion to approve the current rate structure and leave it in place as presented. Director Robson seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

COST OF SERVICE REVIEW

Included in the board packet.

POWER VISION LOAN

CEO Case stated all of the loan documents were included in the board packet for review. **Vice President Behrens made a motion to approve the preapproval, and at a future date, take out the Power Vision Loan and loan terms will be reviewed at that time, Director Crowther seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

COOPERATIVE BUSINESS

2022 ENERGY EXPO & ANNUAL MEETING RECAP

EXECUTIVE SUMMARY OF THE 2022 ENERGY EXPO

RECAP OF VOTING TO INCLUDE SBS REPORT, MULTI-YEAR COMPARISON, ETC.

MEMBER SURVEY ON ANNUAL MEETING COMMENTS

Distributed at board meeting.

PROPOSED 85TH ENERGY EXPO & ANNUAL MEETING SATURDAY JUNE 17, 2023, NORTH FREMONT HS

ICE HARBOR DAM REPORT FROM ATTENDEES

ICE HARBOR DAM INFORMATION

Included in the board packet.

METSPPOOL DOCUMENTS MECA

Included in the board packet.

RETIREMENT PLAN BOARD RESOLUTION RESTATEMENT

Director Hanson made a motion to approve the restatement of the NRECA retirement plan as presented. Director Robson seconded. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

NRECA REGIONAL MEETINGS VOTING DELEGATE AND ALTERNATE

Director Hanson made a motion to approve Jodi Stiehl as NRECA voting delegate and Anna Lindstedt as alternate voting delegate. The motion was seconded. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

BPA INDEPENDENT E3 STUDY CONFIRMS EIS RESULTS BUT SILENCED BY CEQ

PPC LETTER TO DOE

Included in the board packet.

SENATOR RISCH'S RESPONSE

Included in the board packet.

LSRD TALKING POINTS

Included in the board packet.

LSRD LETTER TO SENATOR TESTER

Included in the board packet.

LSRD POWER COST REPLACEMENT STUDY

Included in the board packet.

NWRP PRESENTATION – ANALYSIS

Included in the board packet.

SEATTLE TIMES ON HIGH SALMON RETURNS

Included in the board packet.

ERAN GREENBURG – CRYPTO PRESENTATION

Eran Greenburg, a FR member gave a presentation on crypto mining and crypto currency. He offered his insight, opinions, and an overview of the actual process.

COOPERATIVE REPORTS

Secretary Treasurer Stiehl reported on MECA meetings attended.

Director Hanson reported on an E3 session he attended.

President Draper reported on CFC meetings attended.

CONSENT AGENDA

Director Hanson made a motion to approve the consent agenda. Director Robson seconded the motion which included expense vouchers, new memberships, purchase of power agreements, check register, safety report, and discounted patronage capital refunds report. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE

EXECUTIVE SESSION

Director Hanson made a motion to go into Executive Session at 1:07 p.m. Director Robson seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

A motion was made to go out of Executive Session at 2:00 p.m. and seconded. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

MANAGEMENT DISCUSSION ITEMS

2022 OPERATIONAL UPDATES EXECUTIVE SUMMARY

TRANSMISSION UPGRADE UPDATE

EMPLOYEE HOUSING
Included in the board packet.

RED FLAG WARNING FOR FIRES AND FIRE MITIGATION MEASURES

LINE LOCATING & DELAYS

MATERIAL PURCHASES & AVAILABILITY

LONG RANGE TECHNOLOGY PLAN POSTPONED TO 2023 WORK PLAN

PNGC

WHOLESALE POWER TIER 2 DISCUSSION POST OCT 2023 OPTIONS

POST 2028 PNGC AGREEMENT DISCUSSIONS & TIMELINE
Included in the board packet.

PNGC POWER

STRATEGIC PLANNING SUMMARY

Included in the board packet.

GOAL AND WORK PLAN PROGRESS 2ND QUARTER

Included in the board packet.

SUMMER PARTY INVITATION

Included in the board packet.

HYDRO FACILITIES UPDATE

Island Park and Buffalo and Chester hydros generated a total of 3,567,464 kWh in June. This amounts to 10.3% of all the kWh billed by PNGC in June, and 11.4% of all kWh sold and used by Fall River in June.

Felt hydro produced 1,690,000 kWh in June. When this is included with Island Park, Buffalo, and Chester it amounts to 15.1% of all the kWh billed by PNGC in June, and 16.9% of all kWh sold and used by Fall River in June.

ISLAND PARK

Island Park hydro produced 2,366,597 kWh during the month of June.

BUFFALO

Buffalo hydro produced 157,802 kWh during the month of June.

FELT

Felt hydro produced 1,690,000 kWh during the month of June.

CHESTER

Chester hydro produced 1,043,085 kWh in June.

DONATIONS

Included in the board packet.

FALL RIVER'S MANAGEMENT REPORT

Included in the board packet.

REPORTS

EXECUTIVE COMMITTEE

Nothing to report.

ADMINISTRATIVE COMMITTEE

Nothing to report.

ENGINEERING & OPERATIONS COMMITTEE

Nothing to report.

FINANCE COMMITTEE

Nothing to report.

POLICY COMMITTEE

Chairman Schmier reported that the Policy Committee met today and will be recommending policies to the full board next month. The next policy committee meeting will be in September.

ATTORNEY REPORT

Attorney Rigby discussed water rights and current issues pertinent to the cooperative.

OFFICER ELECTIONS-JERRY RIGBY TO CONDUCT

Attorney Rigby reviewed the election process. The nomination process was turned over to Past President Doug Schmier to present nominations and invite any additional nominations from the floor.

The nominations for officers are as follows:

PRESIDENT NOMINATIONS

Georg Behrens

Brent Robson

Director Hanson made a motion for nominations for Board President to cease and Director Schmier seconded. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

VICE PRESIDENT NOMINATION

Brent "Husk" Crowther

Director Hanson made a motion for nominations for Board Vice President to cease and Director Robson seconded. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

SECRETARY/TREASURER NOMINATION

Jodi Stiehl

A motion was made for nominations for Board Secretary/Treasurer to cease and it was seconded. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

2022 Officers elected:

Attorney Jerry Rigby facilitated the board officer election process in accordance to the bylaws and presented the results of the votes which were cast by secret ballot.

President – Georg Behrens

Vice President – Brent "Husk" Crowther

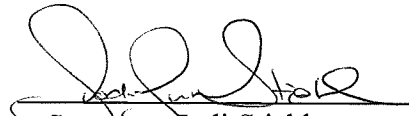
Secretary/Treasurer – Jodi Stiehl

ADJOURNMENT

There being no further business, **Director Hanson made a motion to adjourn. Director Robson**

seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE. The meeting was adjourned at 2:56 p.m.

DATE APPROVED: August 22, 2022



Secretary Jodi Stiehl