

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

April 27, 2020

The meeting of the Fall River Rural Electric Cooperative, Inc. Board of Directors was held on Monday, April 27, 2020, by webinar/teleconference. Having determined a quorum was present, President Doug Schmier called the meeting to order at 10:00 a.m. The invocation was given by CEO Bryan Case. The Pledge of Allegiance was recited. The minutes were recorded by Executive Assistant Joni Amen.

ATTENDING OFFICERS BY WEBINAR/TELECONFERENCE

President Doug Schmier, Vice President Brent Robson, Secretary/Treasurer Husk Crowther, and Past President Jay Hanson

DIRECTORS PRESENT BY WEBINAR/TELECONFERENCE

Dede Draper, Jeff Keay, Anna Lindstedt, Jodi Stiehl, and Georg Behrens

DIRECTORS ABSENT - NONE

OTHERS PRESENT BY WEBINAR/TELECONFERENCE

CEO/General Manager Bryan Case, Legal Counsel Attorney Jerry Rigby, CFO Linden Barney, Engineering Manager Dave Peterson, Mike Burton and Louis Brandley of DeCoria & Company PC, Public Power Commission Executive Director Scott Simms, GM JT Hill, Candidates Rod Gust, Bob Stantus, Nolan Boyle, and Executive Assistant Joni Amen

APPROVAL OF AGENDA

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

EXPENSE VOUCHERS

**Secretary Crowther made a motion to accept and approve expense vouchers. Director Hanson seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

APPROVAL OF MINUTES

**Director Hanson made a motion to approve the March 23, 2020, Board Minutes as corrected, changing the words “oil field” to “coal mines”. Director Crowther seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

**Director Behrens made a motion to approve the March 19, 2020, Board Minutes as presented. Director Hanson seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

CONSENT AGENDA

**Vice President Robson made a motion to approve the Consent Agenda. Secretary Crowther seconded the motion which included new memberships, purchase of power agreements, check register, safety report, and the discounted patronage capital refunds report. CEO Case brought the Board’s attention to one member who**

**requested a refund of discounted patronage capital due to financial hardship.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

#### COOPERATIVE REPORTS

Director Stiehl reported that Idaho schools have officially been canceled for the rest of the year.

Director Behrens reported that he has attended many Idaho Consumer-Owned Utilities Association (ICUA) conference calls and he has sent along those reports to the other Directors.

Director Hanson reported that he has sat in on the ICUA meetings as well. He noted that the upcoming National Rural Utilities Cooperative Finance Corporation (CFC) meetings have been canceled for May and June.

Director Draper reported that she attended the Propane Board Meeting.

Director Robson reported that he has received many positive member comments on the Environmental Impact Statement (EIS) issue.

President Schmier reported that Northwest Public Power Association (NWPPA) will conduct their annual meeting remotely.

#### MEMBER COMMENTS

CEO Case reported that the Board was presented with member comments regarding the EIS email sent. Members have been impressed with Fall River's operations during the pandemic. Member Services response time in answering phones and responding to member needs have been going well, despite working from home. CEO Case said he has not had any complaints regarding our response times.

Crews have been working hard and getting a lot of work done in the field. The 500 HP air blower has been installed at the Island Park Hydro. There are still several new services being installed, and planned construction projects are being completed.

Director Stiehl reported that she received a few calls from members who were initially upset over the EIS email. She said most of them understood Fall River's stance after she discussed the reasons why hydro generation is so important.

Director Lindstedt reported that she had additional comments regarding the EIS email that she would like to discuss later in the agenda.

#### FINANCIAL REPORTS - MARCH 2020

CEO Case discussed Grand Targhee's early shut down. The year-to-date kWh sales are down about 4% from the month of March last year. It was noted that, so far, delinquent account balances are less than what they were last year at this time.

CFO Barney reported margins of \$740K are ahead of expectations. This is partially due to a drop in anticipated expenses; the hydro's maintenance scheduled for January was instead incurred and paid for in December of 2019. Controllable expenses are 7% under expectations. Interest paid, tax expenses and other expected expenditures have not been made, mainly due to the timing of actual vs. budget. The cashflow report shows a balance of \$7.4M available and an equity ratio of 44%. During the recession in 2009, the financial impacts were delayed about a year. That being said, we will likely see the pandemic's financial impact later in the year.

## ANNUAL AUDIT REPORT –MIKE BURTON AND LEWIS BRANDLEY

The report of the independent audit was presented by Mike Burton. He explained management's responsibility and stated that he very much appreciates the diligence of Fall River's management team in providing excellent financial statements and audit work.

Mr. Burton said consistency is the norm in auditing records from year to year. The change in cash reserves was noticeable, and he explained the reasons for the increase over last year. One contributing factor was the outcome of the Chester settlement. Further explanations of the balance sheet were given. Increases in revenue for power were offset by increased expenses in purchased power, as expected.

Mr. Burton said that they found a significant deficiency in the segregation of duties. Fall River is small and does not have enough staff to split out duties as a large utility would be able to. The existing staff handles those duties very well. The Board reviews monthly, detailed financials and expense reports. The CFO conducts internal audits and reports his findings to the CEO, and CEO Case reviews all accounts payable and expenditures for the Cooperative thoroughly each month. These efforts have mitigated any deficiency.

The DeCoria team rotates their duties often during the physical field audit so that there are fresh eyes on each area. The auditors expressed appreciation for the professionalism of the Fall River Staff. Mike Burton noted that the other utilities they audit take a lot longer to close out, and he, again, praised the efficiency of our staff.

CEO Case expressed appreciation for the way DeCoria handles our audits. He said that rotating their auditing emphasis each year helps to identify areas the Cooperative can improve, such as material and inventory perpetual accounting processes.

Director Draper asked about the check register and if there is any other information that the Board should be reviewing to fulfill fiduciary responsibilities. Mr. Burton stated he and his firm were impressed with the level of review and scrutiny Fall River currently has in place, and that the consistent actions of the Board and management suggest Fall River takes their fiduciary responsibilities very seriously.

CEO Case appreciates the staff's hard work and DeCoria's openness. He reported that they have no reservations in bringing any concerns that they may have to the management's attention.

## COOPERATIVE BUSINESS

### PUBLIC POWER COMMISSION (PPC) EXECUTIVE DIRECTOR SCOTT SIMMS REPORTING ON COLUMBIA RIVER SYSTEM OPERATIONS DRAFT ENVIRONMENTAL IMPACT STATEMENT (CRSO) (EIS)

Mr. Simms reported that he would love to attend a Board meeting in person, and hopes to be able to come to Fall River in the future. He said that there are 21 members of the Public Power Commission Executive Committee, and Bryan Case is an integral participant. He very much appreciates his commitment in traveling to Portland every month to attend and actively participate in their meetings. He said that the COVID19 pandemic is affecting all members. They are crunching the data, but he has not seen a huge impact yet. He thinks that after more billing cycles the impacts will become apparent.

Mr. Simms said the stewardship and preservation of our assets is imperative. He explained that we also have to acknowledge the diversity of the large body of members served. PPC is nonpartisan, and they need to focus on the cost components of their decisions, not on

politics. He explained that we are responsible for public power's ability to handle its expenses without taking on the added costs of broader social and economic causes that may benefit the region.

The National Environmental Policy Act (NEPA) process is complex with many competing interests. The preferred alternative is the recommendation of experts who are tasked with looking at the whole picture and not just one component. The unknowns include how to improve ocean conditions, what an increased spill regime looks like and what the data indicates the benefit is to salmon. Scott suggested there is a need to study the impacts of spill using statistically meaningful results within a reasonable timeline, and to show that the increased spills provide for safe and efficient fish passage up and down the Columbia. Adapting to change will require fluid management based on the data being analyzed and understood. How juvenile salmon production adapts to spill needs to be studied and better understood. Salmon mortality by predation needs to be identified, as estimates show this is becoming an increasing impactful component to overall salmon survival rates. Pelicans have arrived on the Columbia and, while they are not native to the Northwest, are doing some massive damage to salmon populations. Detailed understanding of mortality rates is imperative, and the final EIS needs to have those numbers documented. Mr. Simms said the government needs to have all the information when making a final decision on the EIS and preferred alternative decision.

Mr. Simms expressed appreciation for the comments from the Fall River Board and members regarding the draft EIS.

Attorney Rigby introduced himself as the attorney for multiple cooperatives and water users up and down the valley. He appreciates the comments and stated that it is very political. Mr. Simms acknowledged that it was, and that he has been with PPC for 8 long months which felt like 8 years at times. There is greater understanding that needs to be reached in regard to habitat, harvest, hatcheries and hydroelectric generation.

Mr. Simms is asking for government transparency in the details of their measures and their evaluation of the data. When the final EIS comes out this fall, the new operation plan will be set in motion in the spring of next year. At that time, he would prefer to see a report on the outcome of spill and the preferred alternative, immediately.

If there is a delay beyond the election cycle, it would be detrimental with many added costs. He said he hates to think of a delay. The co-agencies have received numerous public comments. Holding the public meetings virtually provided an opportunity for greater participation. Individuals could attend without worry of travel costs or significant time commitments.

The 2028 contracts and expectations for those BPA contracts are on hold until the Draft EIS process is passed. Both PPC and members have capacity limits with existing staff. PPC will be jumping in to engage in discussion with PPC members after the effects of the pandemic have passed. CEO Case said that during PPC's board strategic planning, the issue of contracts was discussed. Fall River's early discussions of some of the terms we would be looking for were shared with PPC.

#### **COVID-19 BUSINESS OPERATIONS**

CEO Case reported how proud he was of the Fall River staff and how well they have stepped up during the pandemic.

#### **Resources for Members & Businesses**

CEO Case said that as he spoke with key accounts and other Fall River commercial members, it was apparent many did not understand the help that was made available through the Coronavirus Aid, Relief, and Economic Security Act (CARES). Staff quickly compiled a toolkit with resources, including helpful financial information for business and resources for individuals impacted by layoffs. A letter containing this toolkit was mailed to our commercial members. The resource list contained links to the Small Business Administration (SBA) as well as information for grants, the Paycheck Protection Program, unemployment, energy assistance and food banks.

### **Financial Impacts of the Pandemic**

CEO Case reviewed the Cooperative's strong financial status as well as the Board and management's goals for increasing the Cooperative's equity ratio, paying down long-term debt, and cash reserves.

Director Robson reported that there will be a large negative impact on the agricultural industry. Malt barley contracts are nonexistent. Reinke Grain has announced that storage is limited and advised growers to not plant more than they can store. Potato growers are seeing zero movement in the markets. Large contracts have been reduced, and seed purchases are way down. Last year's crops are sitting in storage. This is the makings of a major disaster.

President Schmier reported that West Yellowstone is mostly tourism-driven. There are a lot of folks who are without a job. Financially, his businesses are running further in the red than normal. He feels the impacts of the pandemic in West Yellowstone and Island Park are going to be large. The full impacts are probably going to be felt later in the year.

Staff prepared an analysis of possible impacts to cash flow or a "cash burn rate" from the pandemic. The analysis looks at expected cash flow from budgeted net margins adjusted for potential impacts to revenue, segregated by revenue streams.

**A Possible Worst-Case Scenario** – Assuming the worst, this scenario represents what staff believes could be the remainder of 2020. The assumption is a reduction in the collection of budgeted revenue by 25% residential, 50% commercial, and 10% irrigation. **Under this scenario, the expected negative cash flow from operations through the remainder of the year is \$1.3M.** This is a \$6.9M swing from expected positive cash flow of \$5.6M from Fall River's 2020 budgeted operations. **In the worst case we would expect a net loss of slightly over \$3M.**

**Fall River's Expected Case** – Thoughtful contemplation was given to the service territory's economic activity, including tourism-driven businesses that survive on short seasons, fishing guides, park visitations and outdoor recreation, ongoing and robust residential and commercial construction, and staple businesses like grocery stores, hardware stores, banks, schools, local government, utilities, and others who are maintaining their services as directed under the Governor's orders. With that information in mind, staff hypothesized what is likely to happen for the remainder of 2020. The assumptions under this scenario show the following reductions in the collection of budgeted revenue: 25% residential, 25% commercial, and 5% irrigation, with similar adjustments to the associated late and interest fees. **Under this scenario, the expected cash flow from operations is a \$5.3M reduction compared to budgeted increases in cash, but leaves \$350,000 in cash available at the end of the year.** The Cooperative would end the year with an **expected net loss of \$1.3M.**

### **EARLY RETIREMENT OF PATRONAGE CAPITAL**

Discussion was held on the possibility of increasing the budget for early discounted retirement of patronage capital due to extreme financial need during the COVID-19 pandemic. Depending on the impact, it may be necessary to increase the budget. The Directors indicated that they supported the approach of approving retirements on a case-by-case and month-by-month basis. CEO Case said that we will watch the budget each month. He stated the Board can halt the early retirement of patronage capital if the Cooperative's financials show equity dropping below 40%. If the Cooperative drops below 40% equity, interest costs on our CFC long-term debt go up.

#### OTHER COMMUNITY ASSISTANCE DISCUSSIONS

A motion was entertained to move the savings of approximately \$30K (garnered by holding a virtual annual meeting) to Fall River Helping Hands in order to assist those impacted by the pandemic.

**Vice President Robson made a motion to donate \$30,000 from the costs savings of holding a virtual annual meeting to the Helping Hands Fund in order to assist members in need due to the pandemic, as recommended by Director Draper last month. Director Hanson seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

A motion was entertained to donate \$5K to each of our local Food Banks, totaling \$20K.

**Director Hanson made a motion to donate \$20,000 to the local food banks to assist members in need due to the pandemic. Vice President Robson seconded the motion.** A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

#### PLANS TO DELIVER LUNCH TO FRONT LINE ER MEDICAL PERSONNEL

Discussion was held on having our linemen provide medical staff with lunch. The idea was encouraged.

#### DISCUSS MOVING THE PLANNED PATRONAGE CAPITAL RETIREMENT FROM DECEMBER 2020 TO MAY 2020

**Director Draper made a motion to move the distribution of payout earlier in the year. The motion was seconded by Director Behrens.** Discussion ensued on waiting to move normal payout date, just in case something happened later in the year and we needed the money. Director Hanson made a motion to table the original motion. Director Draper then withdrew the original motion and Director Behrens withdrew the second to that motion. The issue will be revisited later in the year.

#### STIMULUS APPLICATION FOR FALL RIVER ELECTRIC

CEO Case reported on the different agencies working on the pandemic relief loan. The SBA Payroll Protection Program (PPP) loan may be forgiven as a grant, but there are no guarantees. If Fall River is awarded this loan, management and counsel would review the terms and then decide whether to accept it or not. The Board would come back together for a special meeting for approval to proceed.

#### COVID-19 OPERATIONAL PLANS TO RETURN TO WORK – PHASE 4 AND 5

The plan for returning to work on May 1<sup>st</sup> was reviewed. Barriers have been installed for the reception areas in the offices. Crews will remain in small groups. Returning to work as usual will be Phase 5. Montana Cooperatives supplied a survey and Fall River's approach is similar to efforts taken by other cooperatives.

## ANNUAL MEETING PREPARATION

A virtual annual meeting will be held this year. The decision was not made lightly. The bylaws, as well as a document produced by NRECA, were reviewed by Attorney Rigby. The draft agenda was reviewed.

The Nominating Committee met and made recommendations for candidates. There have been no nominations by petition turned in. The ballot will be mailed out by May 14<sup>th</sup>. We are encouraging members to use the electronic voting and mail-in ballot options this year. In-person voting will be made available curbside at the Fall River offices on June 13<sup>th</sup>.

A regular virtual Board meeting will be held to approve any new memberships and address any new business on June 13<sup>th</sup> at 9:00 a.m.

Attorney Rigby reported that he attended a remote meeting by NRECA. It was determined that there is precedence that under these dire circumstances, it is acceptable to just do the best we can based upon an emergency temporary modification to the historical reading of bylaws and policies as adopted by the Board. That is what we are doing, and he feels that the plans are solid.

CEO Case explained that we will ask the membership to approve the 2019 minutes at the 2021 Annual Meeting.

The timeline and draft agenda were discussed further and there were concerns expressed on putting scholarship winners' pictures and names out on the internet without permission. Staff committed to secure permission from guardians prior to posting scholarship pictures.

## PNUCC –

Reports were provided in the Board packet on how the region's retirement of coal plants will require flexible hydro generation to back up other renewable generation to ensure system reliability.

## DRAFT EIS LETTER AND RESPONSES

CEO Case reported on the Fall River email blast that was sent out. It was reported there was a 70% email open rate. Many reported the Fall River email went to their junk folders. Most folks were appreciative of Fall River's stance on preserving the dams. Of those replying to the email, 70% expressed appreciation and indicated they had sent comments in support of the proposed alternative. About 30% of the replies expressed disappointment in Fall River's support of the experts' preferred alternative.

Discussion was held on the member comments. Members of the Idaho Conservation League had reached out to a few of Fall River's Directors.

Director Robson reported he had received many comments in the past couple of weeks from the agricultural arena expressing their support of the preferred alternative. They stressed the importance of reliability and the efficiency of hydro, contrasting the inefficiency of other methods of generating power. Most expressed concerns of the absolute tragedy it would be to remove the dams. Most also indicated that facts are important when debating this issue, and they have trust in Fall River.

Director Lindstedt expressed disappointment at not knowing the email was going to go out. In the future, she would like to have a heads up so they are not blindsided. The tone of the letter was disappointing to her as well. CEO Case said that he would do better on notifying the Board before messages like these go out.

Fall River's stance was communicated in the letter on Draft EIS by stating that we deeply value all aspects of the Columbia River Operations Systems. Likewise, we appreciate the consideration of all stakeholders' priorities, including environmental stewardship, tribal treaties, irrigation and agriculture, flood control, economic growth and prosperity, and affordable, reliable and carbon-free hydroelectric generation. Fall River is interested in preserving access to carbon-free, reliable, and historically low-cost, federal hydropower generation. Fall River supports the Preferred Alternative (PA) as recommended by the experts and contained in the Draft EIS.

A summary was presented on member comments regarding the email that went out and other correspondence provided:

- BPA – Correcting the Record on Lower Snake River Dams
- NRECA Draft EIS Letter
- APPA Draft EIS Letter
- PNGC Draft EIS Letter
- ICUA Draft EIS Letter
- NWRP's Draft EIS Letter
- PPC CRSO Draft EIS Letter

#### SCHOLARSHIP RECOMMENDATION TO THE BOARD – JEFF KEAY, CHAIRPERSON OF ADMINISTRATIVE COMMITTEE

Chair Key provided the list of the recommendations from the Administrative/Scholarship Committee; he said the applicants were all spectacular and the Committee had a difficult decision in the selection process. The winners are:

- **Sugar-Salem/Madison HS:** Kilee Stocking and Mark Williams (Energy Partner Scholarship)
- **North Fremont HS:** Dakotah Dexter, Madison Marsden, Ellise Miller, Paul Morrison, Cole Searle, and Hayden Simpson
- **South Fremont HS:** Marissa Bischoff
- **Teton HS:** Carson Reiley, Verence Bocardo, Adele Moulton, Dexton Maw, Annalea Brown, Hunter Wade, Mariana Hernandez, Amy Perez, James Fullmer, Sara Olerud, and Macey Roberts
- **Teton/Wyoming HS:** Amelia Wilson
- **West Yellowstone HS:** Mac Hauck, Sam Coffin, Julia Everest, and Kyle Watt
- **At Large:** Koby Williams and Jarom Jenkins
- **Helping Hands:** Jared Williams, John Lewis, and Tristen Burden
- **Rigby/Ririe HS:** None

**Director Key made a motion to approve the Scholarship recommendations as presented by the Administrative Committee. Director Behrens seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.**

#### POLICY COMMITTEE REVIEW – CHAIRPERSON DEDE DRAPER

Director Draper led a discussion on the proposed changes and a review of the general policies presented to the Board for consideration.

**Director Hanson made a motion to approve the updates to General Policy #301 “Financial Practices”, General Policy #305 “Retention, Maintenance, Disposition of**

**Records”, and General Policy #306 “Consumer Accounting Practices”, as recommended by the Policy Committee. Director Robson seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.**

#### INL TOUR POSTPONED UNTIL AFTER PANDEMIC

#### QUARTERLY FALL RIVER PROPANE UPDATE

GM JT Hill gave the report to the Board on the first quarter business of Fall River Propane. Gross margins are up, and net income is over expectations. We have delivered 40K more gallons than expected. JT is anticipating propane shortages this fall because the refineries are shutting down due to the collapse of oil prices. He said the new software conversion is going very well. New tank sets have been higher than normal, even over the winter months.

#### LEGAL COUNSEL ANNUAL REVIEW

Survey Link: <https://www.surveymonkey.com/r/HPCK2TZ>

The Directors were advised to do the survey and come back ready to discuss next month.

#### EXECUTIVE SESSION

There was nothing to discuss, so the Board dispensed the executive session until next month.

#### MANAGEMENT DISCUSSION

##### PNGC BOARD MEETING AND MATERIAL

A report was provided in the Board packet.

##### COOPERATIVE GOALS AND WORK PLANS YEAR TO DATE

Discussion on the goals and work plans was held. The pandemic has altered some of the plans from earlier this year, including our plans for Annual Meeting.

##### PATRONAGE CAPITAL NEW DISCOUNT RATE

The discount rate for early retirement of patronage capital was set at 7.46%.

##### AVOIDED COST OF POWER – NET METERING RATE FR BUYS POWER FOR

The current rate for avoided cost of power is .0380. The rate is calculated and updated annually. The Wyoming Public Service Commission (PSC) will meet, and staff needs to present the update at that time. The policy and tariff for net metering accounts was established nearly ten years ago and both have been reviewed regularly. The avoided cost, Fall River’s wholesale power cost, is set as the rate Fall River pays for excess power generated by members who have solar, wind, and micro hydro facilities.

##### ICUA YOUTH RALLY 2020 TRIP HAS BEEN CANCELED

Though the trip was canceled due to the pandemic, the following students will receive a \$500 certificate for a scholarship when they graduate. Everyone who applied and qualified was granted a scholarship. There were two Sophomores who withdrew their applications, so they have a chance to attend the ICUA rally next year. Those earning the scholarship are:

- Sheylaci Gunnell, North Fremont HS
- Kenadee Bohn, North Fremont HS
- Gibson Moseley, Jackson Hole Community
- Amelia Sperber, Teton HS

- Gavin Behrens, Teton HS
- Katerina Lindstrom, West Yellowstone HS
- Ashley Baldwin, Madison HS

#### BAD DEBT WRITE-OFF

The report was included in the packet.

#### HYDRO OPERATIONS

CEO Case reported on Fall River Electric's hydroelectric facilities as follows:

**Chester Hydro:** Two turbines have been running.

**Island Park:** Had power issue and shut down a turbine this week.

**Buffalo:** Running very well.

**Felt:** trapping and tagging fish is ongoing to collect data for relicensing.

#### PNGC BOARD RECAP

##### NRECA SILVER – SPOTLIGHT IN EXCELLENCE AWARD

Fall River Electric won an award for a Linemen Appreciation advertisement with over 600 applicants nationwide. CEO Case was very proud of the work by Marketing Manager Ted Austin. Congratulations, Ted!

#### DONATION REPORT

Was provided in the Board packet.

#### WYOMING PSC LETTER COMPLETING FACILITIES INSPECTION

Small system deficiencies were identified by Engineering Manager Peterson and Wyoming PSC staff during a recent inspection of the Cooperative's facilities in Wyoming. Corrections were made by the line crews, and a letter of confirmation was received that the facilities had passed the inspection process.

#### IMPROMPTU EMPLOYEE SURVEY RESULTS

CEO Case reported that he is pleased with the IT staff who quickly worked to allow operations to be conducted remotely from home offices. There were some efficiency nuggets gleaned from an impromptu survey with staff. There have been some advantages to working at home. Employees were pleased by the quick action, ensuring and caring for their safety and increased communication efforts. Areas for improvement the next time we go through and emergency have also been identified. The employee survey was good and CEO Case expressed appreciation for Joni Amen and Clint Washburn's help in assembling the survey.

#### REPORTS

##### BOARD COMMITTEE REPORTS.

Executive Committee Chairman Doug Schmier said he had nothing to report.

Administrative Committee Chairman Jeff Keay thanked the Committee members and was proud of the thoughtful, well-done work choosing the scholarship recipients.

Engineering & Operations Chairman Brent Robson had nothing to report.

Finance Committee Chairman Jay Hanson had nothing to report.

Policy Committee Chairperson Dede Draper reported that the next meeting will be on May

26<sup>th</sup>.

#### ATTORNEY REPORT

Attorney Rigby continued his report on the meeting with NRECA and how interesting these times are. Many cooperatives are reviewing their bylaws. He said almost every issue brought up by other cooperatives are exactly what Fall River is facing. He will watch the suggestions made by others and pass on the good ideas.

He said EIS is interesting in that there are so many different opinions. The Yellow Billed Cuckoo bird's habitat affects us, and the birds are very rarely this far north, yet they try to control our diversions and use of our water rights through this issue. The importance of flows being covered was refreshing to listen to as all sides locally, including the NGOs, have collaborated to work together. The local control of flows in Idaho is important.

The Board expressed appreciation for staff and their hard work. CEO Case extended his appreciation of the Board and their thoughtful leadership. The flexibility Fall River has been able to have is because of their diligence in placing the Cooperative in a good financial position.

MANAGEMENT REPORT WAS PROVIDED

#### ADJOURNMENT

There being no further business, **Director Hanson made a motion to adjourn. Vice President Robson seconded the motion.** A voice vote was taken; **THE MOTION CARRIED BY UNANIMOUS VOTE.** The meeting was adjourned at 2:50 p.m.

DATE APPROVED: May 26, 2020

  
Secretary/Treasurer Brent "Husk" Crowther