

MINUTES OF REGULAR MEETING BOARD OF DIRECTORS

OF

WHITE RIVER ELECTRIC ASSOCIATION, INC.

December 15, 2021

The meeting of the Board of Directors of White River Electric Association, Inc was held at the Headquarters of White River Electric Association, Inc. on December 15, 2021, at 9:30 A.M. with the following Directors present:

Pearce, Parr, Dearman, Jordan, Hilkey, Ducey, Rogers, and Jordan.

Directors Absent: None

President Pearce called the meeting to order and presided throughout.

Dale Dunbar was appointed as recording secretary.

Agenda	It was regularly moved, seconded, and passed to approve the agenda.
Public Comment	None
Guests	Visitors present included Manager Michalewicz, and Staff Members Dunbar, Tupy, Sampson, and Zagar-Brown. Later on there would be a phone call regarding IT, and a Teams/PowerPoint presentation for the audit.
Minutes	The minutes of the Regular Meeting of November 17, 2021, had been deposited in Boardpaq. It was regularly moved, seconded, and passed, to approve the minutes as presented.
Bills and Checks	The bills and checks for the month of November 2021 were reviewed by the Directors. It was regularly moved, seconded, and passed, to approve the checks. The bank balances and investments were also reviewed by the directors.
Safety	The board reviewed the safety committee minutes from December 6, 2021. Items discussed included, Covid, Switchman's training, Safety Improvement Plan, RESAP, and MSHA refresher. Upon motion by Director Jordan, seconded by Director Rogers, and passed by all directors present, the safety report was approved.
Donations	Attorney Zagar-Brown reported the latest requests for donations. Upon motion by Director Parr, seconded by Director Rogers, and passed by all directors present, a donation in the amount of \$1,000 was approved for the Pioneers Health Foundation. Upon motion by Director Rogers, seconded by Director Parr, and passed by all directors present, a donation of \$1,000 was approved for Horizons.
Shootout	A report on the annual Cowboy Shootout was listened to. 16 varsity teams took part in this year's tournament with nine of the teams staying in local hotels for two nights. It was reported as another successful tournament. Upon motion by Director Jordan, seconded by Director Ducey, and passed by all directors present, it was approved to sponsor the 2022 Annual White River Electric Cowboy Shootout basketball tournament.
Chamber	Upon motion by Director Rogers, seconded by Director Ducey, and passed by all directors present, the annual membership in the Meeker Chamber of Commerce was approved at the platinum level of \$4,400.
Manager's	
Fiber	An update was presented regarding the fiber projects to the board.
Power Bill	Manager Michalewicz reported on the operations of the Association for the month of November 2021. The power bill for the month of November was \$3,048,948.35 there was 50,302,612 worth of kWh purchased, the demand was 73,891 the cost per kilowatt-hour was 60.6121 and the member system billing load factor was 86.846. The Directors reviewed the statistical information for the month of October.
Cyber	Director Hilkey excused himself for this portion of the meeting.
Executive Sess.	Upon motion by Director Dearman, seconded by Director Rogers, and passed by all directors present, it was approved to go into executive session to discuss legal issues. Upon motion by Director Parr, seconded by Director Rogers, and passed by all directors present, it was approved to come out of executive session and reconvene the regular meeting.
Penetration Test for IT	The board joined a Teams presentation on the recent Penetration Test performed on the WREA IT system by Mr. Gordon Matlock of Blackbriar. Mr. Matlock, reported on the findings and results. Staff reported on procedures that were acceptable, and ones that have been improved upon since the testing. Overall, a good report on the IT operations.

Thank You's Several thank you notes were passed around for the Directors to review.

Break The board recessed the meeting for lunch at 12 noon and reconvened at 12:50 p.m.

Audit The annual audit report was presented by Kevin Kelso, Managing Principal of Kelso Lynch, P.C., P.A. Mr. Kelso joined the board meeting via Teams and presented the annual audit to the board via a PowerPoint display. Mr. Kelso explained the process of combined balance sheets, and financial statements. Mr. Kelso noted that this was a clean audit. Upon motion by Director Pearce, seconded by Director Hilkey, and passed by all directors present, the 2021 audit was approved.

Attorney Report

Board Policy The attorney reviewed the Board Policy Handbook for the directors. After review, and upon motion by Director Dearman, seconded by Director Rogers, and passed by all directors present, the Policy Book was approved.

Employee Handbook The attorney reviewed the Employee Handbook for the directors. After review, and upon motion by Director Jordan, seconded by Director Ducey, and passed by all directors present, the Handbook was approved.

FERC Manager Michalewicz, and Attorney Zagar-Brown updated the board on recent FERC meetings and hearings.

By-Law Addition Attorney Zagar-Brown informed the board of an administrative addition to the by-laws that needed to be included into the current printing that involved operational losses and how the board deals with such. Upon motion by Director Dearman, seconded by Director Parr, and passed by all directors present, the additions were approved.

Hydro Upon motion by Director Dearman, seconded by Director Parr, and passed by all directors present it was approved to authorize staff to send a letter regarding removing the water rights off the abandon list with the state water engineer. *RIGHTS*

Travel No additional travel was presented to the board.

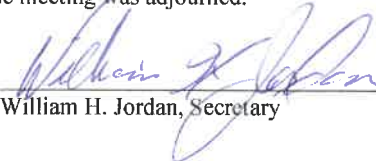
Other Items

Related Organizations Director Rogers briefly gave a CREA meeting report. In it were topics the board discussed including "issues that keep you up at night", Accepting change, and Senator Rankin spoke to the group.

Director Rogers also reported on Western United.

Director Hilkey reported on Tri-State.

No further business appearing before the board, the meeting was adjourned.


 William H. Jordan, Secretary