

MINUTES OF REGULAR MEETING BOARD OF DIRECTORS

OF

WHITE RIVER ELECTRIC ASSOCIATION, INC.

December 21, 2022

The meeting of the Board of Directors of White River Electric Association, Inc of White River Electric Association, Inc. was held video on December 21, 2022, at 1:30 P.M. with the following Directors present:

Pearce, Dearman, Ducey, Rogers, Hilkey, and Phelan.

Directors Absent: Sheridan

President Pearce called the meeting to order.

Dale Dunbar was appointed as recording secretary.

- Agenda It was regularly moved, seconded, and passed to approve the agenda as presented.
- Public Comment None
- Guests Visitors present included Manager Michalewicz, and Staff Members Dunbar, Tupy, Zagar-Brown, Berthelson, and Reidinger.
- Minutes The minutes of the Regular Meeting, and the PURPA Hearing of November 16, 2022, 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 2022 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.
- Executive Session Upon motion by Director Dearman, seconded by Director Hilkey, and passed by all directors present it was approved to go into executive session to review the attorney.
- Upon motion by Director Hilkey, seconded by Director Rogers, and passed by all directors present it was approved to reconvene the regular meeting.
- Attorney Zagar-Brown announced her resignation and informed the board that she has accepted a full time position with Holy Cross Electric in Glenwood Springs.
- Safety Operations Manager Berthelson presented the Safety Report. The Directors reviewed the upcoming RESAP and discussed the upcoming Safety Improvement Plan. The Safety Data was reviewed by the board. Upon motion by Director Ducey, seconded by Director Dearman, and passed by all directors present, the safety report was approved.
- Donations The annual 2022 donations were recapped.
- Member Apprec. Annual Meeting Upon motion by Director Dearman, seconded by Director Rogers, and passed by all directors present it was approved to hold the annual members appreciation day and Annual Meeting Upon motion by Director Ducey, seconded by Director Dearman, and passed by all directors present on July 21, 2023 with ballots due by noon on July 20, 2023.
- Cowboy Shootout The board heard a recap of the 2022 Men's and Women's Cowboy Shootout Basketball Tournaments. Upon motion by Director Rogers, seconded by Director Hilkey, and passed by all directors present it was approved to sponsor the 2023 WREA Cowboy Shootout Basketball Tournament.
- Audit Report The annual audit report was presented by Kevin Kelso, and Robert Lang of Kelso Lynch, P.C., P.A. Mr. Kelso & Mr. Lang joined the board meeting via Teams and presented the annual audit to the board via a PowerPoint display. They explained the process of combined balance sheets, Journal Entries, and financial statements. Mr. Kelso noted that this was a clean audit. Upon motion by Director Hilkey, seconded by Director Rogers, and passed by all directors present, the 2022 audit was approved.
- Truck Operations Manager Berthelson presented a request for two new replacement trucks. A 2023 GMC 3500HD, and a 2023 GMC 2500HD. After review and upon motion by Director Rogers, seconded by Director Dearman, and passed by all directors present, the request for the purchase was approved as presented with a cost of \$133,000 total.
- Budget The board reviewed the 2023 operating budget as prepared by staff. Noting how large power that White River Electric is, and how volatile the oil and gas industry can be on sales, staff led the board through the calculations, and how the budget numbers were derived. Upon motion by Director Rogers, seconded by Director Hilkey, and passed by all directors present, the 2023 operating budget was approved.

Estate Ret. 4 requests for early retirement were presented to the board. Total amount of the requests for checks were \$10,466.68. It was regularly moved, seconded, and passed, to approve the checks.

**Manager's**  
Cyber A brief update on cyber was given to the board with nothing to act upon.

Power Bill Manager Michalewicz reported on the operations of the Association for the month of November 2022. The power bill for the month of November was \$3,287,353.41 there was 49,905,237 worth of kWh purchased, the demand was 73,415 the cost per kilowatt-hour was 65.8719 and the member system billing load factor was 91.6546. The Directors reviewed the statistical information for the month of October.

Other Manager Michalewicz briefly reported on the following:

- Caerus Oil and gas discussions
- Sulphur Creek delivery and line
- Motor Testing rates
- Letter of Support for ROW.

Christmas Upon motion by Director Ducey, seconded by Director Dearman, and passed by all directors present it was approved to give all employees a \$500 Christmas Bonus.

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

Attorney Report Attorney Zagar-Brown reviewed the remainder of the Board Policies with the Board. Upon motion by Director Phelan, seconded by Director Dearman, and passed by all directors present the Board Policy Book was approved.

Purpa Hearing Attorney Zagar-Brown gave a review of the recently held PURPA hearing. Upon motion by Director Dearman, seconded by Director Rogers, and passed by all directors present the review and subsequent findings were approved.

Business The 2023 Business Continuity plan was presented to the Board for approval. Upon motion by Director Dearman, seconded by Director Phelan, and passed by all directors present it was approved, and will be reviewed by the WREA Safety Committee.

Travel There was no additional travel for consideration.

Youth The Youth Tour and Steamboat Youth Camp Essay winners were announced.

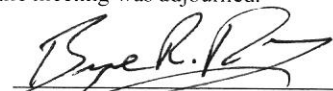
Associated Director Rogers reported on CREA and provided written materials in Boardpaq.

Director Rogers also reported on Western United.

Director Hilkey reported on items of interest regarding Tri-State.

Discussion was held briefly on the process of appointing counsel for the Cooperative.

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

  
Bryce R. Ducey, Secretary