

MINUTES OF REGULAR MEETING BOARD OF DIRECTORS

OF

WHITE RIVER ELECTRIC ASSOCIATION, INC.

January 17, 2023

The meeting of the Board of Directors of White River Electric Association, Inc of White River Electric Association, Inc. on January 17, 2023, at 1:30 P.M. with the following Directors present:

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

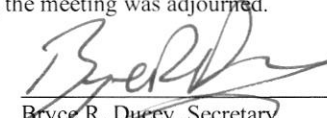
Directors Absent: None

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, Reidinger, and Attorney Jeff Hurd.
- 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.
- 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 discuss new General Counsel for White River Electric and White River Energy.
- Upon motion by Director Hilkey, seconded by Director Dearman, and passed by all directors present it was approved to reconvene the regular meeting.
- Upon motion by Director Rogers, seconded by Director Hilkey, and passed by all directors present it was approved to hire Jeff Hurd of Ireland, Stapleton law firm as the General Counsel for White River Electric and White River Energy.
- Bills and Checks The bills and checks for the month of December 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.
- Safety Operations Manager Berthelson presented the Safety Report. The Directors reviewed the upcoming RESAP, Emergency Recovery Plan, Fire alarm tests, Rubber gloves, and Training. Upon motion by Director Dearman, seconded by Director Rogers, and passed by all directors present, the safety report was approved.
- Donations There were several donations for the board to consider.
- Meeker Summer Rodeo - \$750 and apply for Basin Match
  - Meeker Classic Sheepdog Championship - \$1,500 and apply for Basin Match
  - Meeker Education Foundation - \$5,000 and apply for Basin Match
  - Meeker Mustang Makeover - \$1,000 and apply for Basin Match
- Upon motion by Director Rogers, seconded by Director Dearman, and passed by all directors present it was approved to contribute at the listed amounts.
- A review of the Charity fund donations for 2022 was done and discussed.
- Annual Mtg The Member Appreciation Dinner and Annual meeting was discussed. It was consensus of the board to hold the Annual Meeting at the Member Appreciation at 5:00 p.m.
- Delegate It was consensus of the board that Director Ducey represent White River Electric as the voting delegate for NRECA/NRTC/CFC/NISC at the NRECA Annual meetings.
- It was consensus of the board that Director Rogers be the delegate, and President Pearce be the alternate for White River Electric at the CREA and WUESC annual meeting.
- Meeker Chamber Upon motion by Director Sheridan, seconded by Director Dearman, and passed by all directors present it was approved to join the Meeker Chamber of Commerce at the Platinum Level.
- Check Signers It was consensus of the board to allow Christopher Reidinger and Brett Berthelson to be added as check signers for White River Electric.

- Audit Agreement The Board reviewed the Audit Agreement for 2023-2024 as submitted by Kelso-Lynch CPA's. Upon motion by Director Dearman, seconded by Director Rogers, and passed by all directors present it was approved to accept the proposal as auditors for the 2023 and 2024 Audits.
- Manager's**  
Cyber A cyber update was presented to the board with goals for 2023 discussed. A quote for the ARTIC Wolf risk and protection services was presented to the board in the amount of \$43,966.32. Upon motion by Director Dearman, seconded by Director Rogers, and passed by all directors present it was approved to accept the proposal.
- Power Bill Manager Michalewicz reported on the operations of the Association for the month of December 2022. The power bill for the month of December was \$2,804,527.54 there was 38,548,453 worth of kWh purchased, the demand was 72,063 the cost per kilowatt-hour was 72.7533 and the member system billing load factor was 102.686. The Directors reviewed the statistical information for the month of November.
- Other Manager Michalewicz briefly reported on discussions being held with Rio Blanco County regarding the upriver fiber.
- Thank You's Several thank you notes were passed around for the Directors to review.
- Attorney Report Upon motion by Director Hilkey, seconded by Director Rogers, and passed by all directors present it was approved to go into executive session to discuss new FERC and Rate issues.
- Upon motion by Director Dearman, seconded by Director Hilkey, and passed by all directors present it was approved to reconvene the regular meeting.
- Travel Two travel requests were presented to the board. One for employee to attend the NRECA Cyber Tech Conference in Kansas City in May, and the other for an employee to be Chaperone for the Washington D.C. Youth Tour in June. Upon motion by Director Dearman, seconded by Director Hilkey, and passed by all directors, travel was approved.
- 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.
- No further business appearing before the board, the meeting was adjourned.

  
Bryce R. Ducey, Secretary