

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

WHITE RIVER ELECTRIC ASSOCIATION, INC.

March 20, 2025

The meeting of the Board of Directors of White River Electric Association, Inc. (WREA) was held on March 20, 2025, at 1:30 P.M. with the following Directors present:

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

Directors Absent: None

President Pearce called the meeting to order and presided throughout.

Kari Matrisciano was appointed as Recording Secretary.

Guests Visitors included General Manager Alan Michalewicz, Staff Members Kari Matrisciano, Chris Reidinger, J.H. Sheridan, and Attorney Kobi Webb.

Agenda The Directors reviewed the March 2025 agenda as presented. Upon motion by Director Dearman, seconded by Director Hilkey the agenda was approved as presented.

Public Comment None.

Minutes The minutes of the regular meeting of February 20, 2025, were posted to BoardEffect for review. Upon motion, by Director Sheridan, seconded by Director Rogers, the Directors adopted the meeting minutes as presented.

Bills & Checks The bills and checks for the month of February 2025 were reviewed by the Directors. Upon motion, by Director Hilkey, seconded by Director Dearman February bills and checks were approved, with Director Ducey abstaining.

Current bank balances and investments were reviewed by the Directors including a new \$100,000 CD that was opened with the Rio Blanco Schools Credit Union.

Safety/Outages General Manager Michalewicz presented the Safety Report. The Directors reviewed the minutes from the Safety Committee meeting on March 12, 2025 which included progress on the wildfire mitigation plan, security upgrades to the front office, safety statistics year to date and noted that mandatory employee training on *Appropriate Workplace Conduct* was scheduled for March 27, 2025.

Engineering Manager Reidinger reported that there were zero outages for February. Upon motion by Director Phelan, seconded by Director Dearman, the Safety and Outage Reports were approved unanimously.

Donations Upon motion by Director Phelan, seconded by Director Sheridan the Board unanimously approved a \$2,500 co-sponsorship of the Mountain Valley Bank Summer Festival.

Membership Cert. The Directors reviewed the membership jurisdictions for certification. Following the review, it was determined that the present Board representation of four (4) Town of Meeker District Directors and three (3) Rural District Directors is appropriate. Upon motion by Director Dearman, seconded by Director Rogers, the annual membership certification was unanimously approved.

GM Review The annual General Manager review will take place on Tuesday, July 15, 2025 at 10:30 am, prior to the regularly scheduled WREA Board Meeting.

Fleet A quote for a replacement dump truck was presented by WREA mechanic, Mike Seely and Equipment Operator, Bud Ridings. Seely and Ridings reported that the current dump truck has reached weigh capacity in towing WREA's TracDigger and presented specifications for a 2024 Ford F550 which would be capable of towing larger equipment. The existing dump truck and snowplow attachment would be sold in silent auction to offset some of the cost of the replacement truck. Upon motion by Director Rogers, seconded by Director Ducey, the purchase of the replacement dump truck was unanimously approved.

Equipment General Manager Michalewicz presented options for an upgraded skid steer and attachment options for brush cutting which would assist with right-of-way clearing during wildfire mitigation efforts. Upon motion by Director Dearman, seconded by Director Ducey a \$200,000 budget was unanimously allocated to purchase the equipment and associated attachments.

On-Bill Repayment Member Relations Matrisciano presented follow-up to questions raised in February regarding the OBR Program. Upon motion by Director Phelan, seconded by Director Dearman, it was unanimously approved to engage in the On-Bill Repayment program and include it as one of WREA's additional "Products & Services" offerings to the WREA membership.

- HQ Remodel** Upon motion by Director Rogers, seconded by Director Dearman the Board approved the construction of a secondary point of egress joining the engineering wing and the executive wing by adding a doorway between the two upstairs areas. Additionally, a cap of \$40,000 was granted for the expansion of the boardroom to make best use of unused office space. Director Ducey abstained due to a disclosed conflict-of-interest and Director Hilkey abstained.
- Strategic Session** A date for a strategic session was discussed. Staff will work with NRECA consultants to settle on a date in September during which NRECA can join in the session. Staff will report back with a confirmed date at the April board meeting.

### Management Reports

- Cyber** Engineering Manager Reidinger reported that the IT Administrator was nearing completion of the cyber upgrade and beginning to deploy replacement computers. In addition, WREA is working to secure backup for WREA's IT Administrator through a shared-services agreement with a western slope cooperative. Reidinger warned that malware attacks are on the rise though infected links and advised all to remain cautious and proactive when clicking links received in emails.
- Power Bill** Manager Michalewicz reported on the operations of WREA for February 2025. The power bill for the month of February was \$3,275,886.56. There were 41,348,304 worth of kWh purchased, the demand was 76,398 kW, the cost per kilowatt-hour was 79.23 mills per kWh. The member system load factor was 80.54. The Directors reviewed the statistical information for the month of January and the year-end Form 7 for 2024 which resulted in \$1.9M in margins to be allocated to WREA members in May.

### Other Management Reports

- Fiber** An update was given to the Board regarding the upriver fiber and any pending contracts with RBC.
- Meeker Hydro** RBC Water Commissioners, Betty Kracht, met with the Board to discuss the State of Colorado's January 16, 2024 water measurement rules which say that a measurement device-like a flume or headgate- must be installed to maintain active water rights on 75cfs owned by WREA. After thorough discussion and upon motion by Director Phelan, seconded by Director Dearman, it was unanimously approved to move WREA's water right for 75cfs to the State of Colorado's inactive list.
- REDLG** Manager Michalewicz presented an opportunity for WREA to participate in the Rural Economic Development Loan & Grant Program (REDLG). After further discussion, the Board determined that participation in the program was not an ideal fit for the cooperative at this time.
- Thank You's** There were several thank you notes for the Board to review.
- Executive** Upon motion by Director Dearman, seconded by Director Hilkey the Board approved entering into Executive Session at 4:38 p.m. to discuss confidential and legal matters related to WREA Board Policy 103, Director Scholarship Fund, employment matters, FERC, WESC, and 138kV.
- Upon motion by Director Rogers, seconded by Director Hilkey, the Board unanimously approved reconvening the public portion of the meeting at 5:26 p.m.
- Executive Action** Upon motion by Director Dearman, seconded by Director Rogers it was unanimously approved to increase the privately funded Director Scholarship contribution to \$60 per director each month effective April.
- Attorney** Attorney Webb did not have any items for discussion outside those previously discussed in the executive session.
- Travel** RSVPs were submitted by the Board for attendance at specific events hosted by CREA and NRECA during the NRECA Legislative Conference in April.
- Other** Due to a scheduling conflict it was agreed to move the May regularly scheduled Board meeting to May 22, 2025.
- Manager of Finance, Sheridan, presented a quote from All Copy to replace WREA's primary Konica-Minolta copier due to replacement parts becoming obsolete. Upon motion by Director Phelan, seconded by Director Rogers, the Board unanimously approved the purchase of a replacement copier.
- Associated** Director Rogers gave an update on CREA and the minutes of the March CREA meeting were uploaded to BoardEffect. Rogers reported that CREA is still exploring new office location options and will tour a potential facility on March 26<sup>th</sup>. CREA remains active in the legislative process and is monitoring a few potential bills closely.
- Director Rogers also gave an update on Western United Electric Supply. The Tucson warehouse continues to do well and has nine new members in that area which will continue to grow. The organization's monthly financials were made available on BoardEffect.

Director Hilkey reported that the March Tri-State meeting had a special guest speaker and focused discussions on financial terms/interest, patronage capital allocations and the Bring Your Own Resource (BYOR) program. The Tri-State March Board Report was made available on BoardEffect.

With no further business appearing before the Board, the meeting was adjourned at 6:00 p.m.



Bryce R. Ducey, Secretary