

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

WHITE RIVER ELECTRIC ASSOCIATION, INC.

December 18, 2025

The meeting of the Board of Directors ("Board") of White River Electric Association, Inc. ("WREA") was held on December 18, 2025 at 1:30 P.M. with the following Directors present:

Rogers, Hilkey, Ducey, Dearman, Phelan, Sheridan, and Pearce ("Directors")

Directors Absent: None

President Pearce called the meeting to order and presided throughout.

Kari Matrisciano was appointed as Recording Secretary.

**Guests** Business meeting visitors included General Manager Alan Michalewicz, Staff Members Kari Matrisciano, JH Sheridan, Brett Berthelson, Chris Reidinger and Attorney Kobi Webb.

**Agenda** The Directors reviewed the December 2025 agenda as presented. Upon motion by Director Dearman, seconded by Director Sheridan, the agenda was approved.

**Public Comment** None

**Minutes** The minutes of the regular meeting on November 20, 2025 were posted to BoardEffect for review. Upon motion by Director Phelan, seconded by Director Dearman, the minutes were approved as presented.

**Bills & Checks** The bills and checks for the month of November 2025 were reviewed by the Directors. Finance Manager, JH Sheridan, reported that some of the significant November expenses related to right-of-way clearing and underground distribution improvements contained in WREA's work plan. Sheridan reported that WREA will likely need to draw on the emergency line of credit by the end of the year as bills for transmission reconstruction and mutual aid provided during the Elk/Lee fires are beginning to present for payment.

Current bank balances and investments were reviewed by the Directors. Upon motion by Director Dearman, seconded by Director Hilkey, the financial reports were unanimously approved.

**Safety/Outages** Operations Manager Berthelson reported on the safety meeting held on December 9, 2025. Items of discussion included that the Colorado chain law is in effect, motor vehicle records are coming due for all WREA drivers, safety of field crews in rough terrain, requesting bids on automatic doors for the headquarters building, and work continues on the 2026 safety improvement plan with a review of the 2025 goals.

Engineering Manager Reidinger reported on November outages during which two (2) unique outages were recorded. WREA reports a 99.979% reliability metric for November. Upon motion by Director Rogers, seconded by Director Dearman, the Safety and Outage Reports were unanimously approved.

**Donations** The Board reviewed the 2026 Meeker Chamber of Commerce membership renewal which supports local business and provides community event support. Upon motion by Director Phelan, seconded by Director Sheridan, the Board approved renewing the company's membership at the \$4,400 Platinum level.

A request to sponsor a local photography website that provides community photo downloads at no charge to the community was presented for consideration. Upon motion by Director Sheridan, seconded by Director Dearman, a \$500 sponsorship was approved to Bobbyg's Memories.

**Cowboy Shootout** The 2025 WREA Cowboy Shootout was reviewed. Another successful tournament was held and Meeker High School staff reported that the tournament continues to be a valuable and fun asset to the school and within the community. Upon motion by Director Phelan, seconded by Director Rogers, continuation with a 2026 WREA Cowboy Shootout was unanimously approved as presented.

**Audit Report** Kevin Kelso of Kelso, Lynch, P.C. joined for a virtual presentation of the 2025 audit report during which a clean audit was recorded for WREA as well as its wholly owned subsidiary, White River Energy Company. Upon motion by Director Dearman, seconded by Director Hilkey, the audit report was approved as presented.

**Deferred Revenue** Upon motion by Director Rogers, seconded by Director Dearman, a continuing resolution of the Board of Directors was unanimously approved to direct the WREA current deferred revenue funds into the year 2026 in the interest of further rate stability.

**Management Reports**

**Cyber** Engineering Manager Reidinger reported that cyber security practices are being followed by staff. A penetration test is scheduled in December and results are anticipated to be presented in January. Reidinger also reported that management is working with a neighboring cooperative to secure IT backup staff on a contract basis.

**Power Bill** Manager Michalewicz reported on the operations of WREA for November 2025. The power bill for the month of November was \$3,168,725.74. There were 44,879,347 worth of kWh purchased, the demand was 66,628 kW, the cost per kilowatt-hour was 70.61 mills per kWh. The member system load factor was 93.42. The Directors reviewed the statistical information for the month of October.

## Other Management Reports

FEMA	Manager Michalewicz reported that the American Petroleum Industry contacted WREA to see how they could assist in support of the pending FEMA disaster declaration claim which is still awaiting a final determination at the federal level.
Transmission Reconstruction	Engineering Manager Reidinger reported that contract crews have begun construction on the east side of the 345 kV transmission line with completion of the 345 kV transmission anticipated in late April, 2026.
Holiday	Upon motion by Director Ducey, seconded by Director Phelan, a \$500 Christmas bonus was unanimously awarded to all employees. Additionally, the Board acknowledged abbreviated work hours on Christmas Eve and New Years Eve.
2025 Margins	Manager Michalewicz reported that 2025 margins are projected to be higher than anticipated due to an increase in demand, particularly within the Large Power Transmission (L6) rate class. Upon motion by Director Ducey, seconded by Director Dearman, it was unanimously approved to return unanticipated demand revenue in the form of a power rebate to all members within the L6 rate class in December.
Substation Upgrades	Engineering Manager Reidinger reported that WREA, in coordination with contracted line crews from Tri-State Generation and Transmission, facilitated substation upgrades to the Piceance Substation in early December. The upgrades will allow WREA to better isolate the transmission system and improve reliability for industrial consumers.
R.O.W Maintenance	Operations Manager Berthelson reported that contracted crews are making great progress with right-of-way clearing from Magnolia substation to Piceance substation; Piceance substation to Black Sulfur substation; and Magnolia substation to McBryde substations.
Thank You's	Thank you notes were passed around the room for review.
Attorney	Attorney Webb reported that the White River Electric Association board policies and employee handbook are being reviewed and updated and proposed changes may be reviewed during the January 2026 meeting.
Executive	Upon motion by Director Dearman, seconded by Director Rogers, the Board approved entering Executive Session at 4:26 p.m. to discuss confidential and legal matters related to the transfer of transmission facilities, the Sulphur Creek Transmission Project and privileged legal matters.
	Upon motion by Director Dearman, seconded by Director Rogers, the Board unanimously approved reconvening the public portion of the meeting at 4:38 p.m.
Transmission Easement Comm.	<p>The Transmission Easement Committee provided the following report to the full WREA Board of Directors:</p> <p>As background, WREA intends to construct a new transmission line along the east side of Sulphur Creek Road and determined that it will need to acquire transmission easements from neighboring private property owners in order to construct and access the line and related facilities. Director Sheridan and employee J. H. Sheridan disclosed a potential conflict of interest with the cooperative under WREA Policy No. 101. Specifically, the Sheridan family owns and has an interest in two parcels of land along Sulphur Creek Road that will be subject to a WREA easement for the transmission project. Attorney Webb determined that the circumstances created a potential conflicting interest transaction, and it was necessary for the disinterested directors to examine the proposed transaction(s), including for alternatives and/or to determine fairness to the cooperative and its members.</p> <p>The Transmission Easement Committee was formed on November 20<sup>th</sup>, comprised of all the disinterested directors. Committee members conducted a site visit, examined alternatives, reviewed WREA's historic transmission easement data, conferred with staff, reviewed third-party opinions of market value, consulted with General Counsel, consulted with the Sheridans and conducted a work session on December 10.</p> <p>The committee took no action but recommends today that the Board obtain transmission easements from each of the impacted property owners along Sulphur Creek Road on the terms and conditions discussed during executive session. The committee and General Counsel determined that the terms are accompanied by full and fair disclosure of the material facts and are fair and in the best interest of the cooperative and its members.</p>
Executive Action	Upon motion by Director Dearman, seconded by Director Rogers, the Board approved to accept the Committee's recommendations and obtain easements from property owners on the terms and conditions discussed during executive session. Director Sheridan abstained.
Travel	There were no staff or Board travel requests presented for consideration by the Board.
<b>Other Action:</b>	
Delegates	Upon motion by Director Sheridan, seconded by Director Dearman, the Board appointed Engineering Manager Chris Reidinger to act as delegate for the NRECA and NISC annual meetings to be held in March 2026.
	Director Rogers and Director Sheridan will continue to act as voting delegates and alternate delegates, respectively, for the CREA Annual Meeting to be held in February 2026.

**Director Reports:**

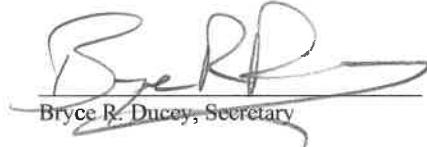
**Associated  
Organizations**

Director Rogers gave an update on CREA. Rogers reported that the December meeting was held in conjunction with the Colorado manager's meeting and the group discussed 2026 legislative itinerary items, during which it was announced that a pending wildfire bill would not be pursued. Rogers reported that four (4) new associate members joined CREA.

Director Rogers reported that the financials for Western United Electric Supply had been uploaded to BoardEffect for review.

Director Hilkey reported on behalf of the Tri-State Board meeting held on December 2, 2025, which Hilkey attended virtually. The meeting included discussions regarding the pending FEMA disaster declaration, providing mutual aid to cooperatives in Wyoming and South Dakota following a significant storm, cybersecurity, A-31 rate discussions, renewable generation updates from the Axial and Doloros Canyon solar arrays, notices to withdraw were received by several Nebraska cooperatives and new site locations are still being explored for relocation of the Tri-State headquarters building.

With no further business appearing before the Board, the meeting was adjourned at 5:15 p.m.



Bryce R. Ducey, Secretary