

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

WHITE RIVER ELECTRIC ASSOCIATION, INC.

April 15, 2025

The meeting of the Board of Directors of White River Electric Association, Inc. (WREA) was held on April 15, 2025, at 1:00 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, Brett Berthelson, Mike Dinwiddie, and Attorney Kobi Webb.
Agenda	The Directors reviewed the April 2025 agenda as presented. One item was added to <i>Other Items of Emergency Nature</i> to discuss the FEMA grant. Upon motion by Director Dearman, seconded by Director Hilkey the agenda was approved as revised.
Public Comment	None.
Minutes	The minutes of the regular meeting of March 20, 2025, were posted to BoardEffect for review. Upon motion, by Director Phelan, seconded by Director Dearman, the Directors adopted the meeting minutes as presented.
Bills & Checks	<p>The bills and checks for the month of March 2025 were reviewed by the Directors. Upon motion, by Director Hilkey, seconded by Director Dearman, March bills and checks were approved, with Director Ducey abstaining.</p> <p>Current bank balances and investments were reviewed by the Directors.</p>
Safety/Outages	<p>Operations Manager Berthelson presented the Safety Report. The Directors reviewed the minutes from the Safety Committee meeting on April 9, 2025 which included the announcement of CREA's JT&S hire, Marv Powell; an update that rubber goods, sticks and grounds testing with Western United is being organized by employee Clayton Shonk; wildfire mitigation plan is ready for Board presentation and approval; and mandatory employee training on <i>Appropriate Workplace Conduct</i> was completed on March 27, 2025.</p> <p>Berthelson presented an in-depth near miss briefing that occurred on March 26, 2025 while crews were replacing reject poles. No injuries were reported but there was some minor property damage to a WREA vehicle.</p> <p>Engineering Manager Reidinger reported that there was one outage in March. Upon motion by Director Rogers, seconded by Director Dearman, the Safety and Outage Reports were approved unanimously.</p>
Donations	Upon motion by Director Dearman, seconded by Director Rogers the Board unanimously approved a \$5,000 contribution to Energy Outreach Colorado and a \$500 sponsorship of the Rio Blanco Stockgrowers annual banquet.
Nomination	Nominating petitions for WREA Director Election will be available on Thursday, April 17, 2025. Petitions will be available for both the Town of Meeker District (one seat) and Rural District (two seats).
COI	The Board reviewed conflict of interest statements completed by staff and all members of the Board of Directors for 2025. No conflicts were identified as requiring Board action.
Wildfire Mitigation	Engineering Manager Reidinger and Operations Manager Berthelson presented the Wildfire Mitigation Plan. The plan addresses potential risk areas within WREA's service territory, normal recloser operation versus high-risk or fire-setting operation, fuse protections, system inspections, vegetation management, emerging technologies and emergency management. Upon motion by Director Dearman, seconded by Director Hilkey, the Wildfire Mitigation Plan was unanimously approved.
Network	IT Administrator Dinwiddie, presented a quote for a network penetration test and a contract for enhanced security management. Upon motion by Director Rogers, seconded by Director Dearman, both quotes were unanimously approved.

Management Reports

Cyber	IT Administrator Dinwiddie, updated the Board on his continuing involvement with Project Guardian with NRECA and noted that he will likely be a presenter at the Cybertech conference in June.
Power Bill	Manager Michalewicz reported on the operations of WREA for March 2025. The power bill for the month of March was \$3,112,139.87. There were 44,755,150 worth of kWh purchased, the demand was 64,630 kW, the cost per kilowatt-hour was 69.54 mills per kWh. The member system load factor was 93.20. The Directors reviewed the statistical information for the month of February.

Other Management Reports

Fiber	An update was given to the Board regarding the upriver fiber and pending contract terms with RBC. Upon motion by Director Rogers, seconded by Director Ducey, authorization was given for Manager Michalewicz to sign the contract as discussed once finalized by RBC.
MHS Awards	Directors Sheridan and Phelan volunteered to present scholarship and youth leadership awards to students at the May 7, 2025 Meeker High School awards assembly.
Strategic Session	A strategic session will be held on September 15, 2025 with representatives from NRECA to discuss the process for executive management searches. Another agenda item will include an analysis of KRTAs.
Silent Auction	Bidding for the silent auction of the 1999 Ford Dumptruck will close on April 23, 2025. Notice for the silent auction was posted in the legal section of the RBHT, Facebook, and bidding is open to the general public.
Annual Mtg. & Director Election	Member Relations Manager Matrisciano reported that each WREA member was mailed a "How to Become a Director" letter in March to notify the membership of the upcoming election and associated dates. Public notice was published in the RBHT and is on wrea.org. The 2025 Member Appreciation event will kick off a two-week Ride and Drive event for Tri-State's Chevy Silverado EV where members can test drive the vehicle with a signed waiver.
Thank You's	There were several thank you notes for the Board to review.
Attorney	Attorney Webb provided a final draft of the shared services agreement between White River Electric and White River Energy. Upon motion by Director Ducey, seconded by Director Dearman, it was unanimously approved to proceed with the shared services agreement.
Executive	<p>Upon motion by Director Dearman, seconded by Director Rogers the Board approved entering Executive Session at 3:15 p.m. to discuss confidential and legal matters related to FERC, WESC, and transfer of facilities.</p> <p>Upon motion by Director Dearman, seconded by Director Phelan, the Board unanimously approved reconvening the public portion of the meeting at 4:10 p.m.</p>
Executive Action	Upon motion by Director Hilkey, seconded by Director Rogers it was unanimously approved to sign the WESC contract extension with Tri-State G&T.
Travel	RSVPs were collected for attendance to the CFC Forum in July.
Other/FEMA	Manager Michalewicz reported that the FEMA has notified WREA that the grant previously approved in 2022 has additional funding available for previously approved grant applicants. Acceptance of the increased funding requires that WREA increase its match funding accordingly. Upon motion by Director Phelan, seconded by Director Dearman, it was unanimously approved for Manager Michalewicz to commit up to \$400k in WREA match funding to best utilize the additional funding available from FEMA for wildfire mitigation and vegetation management.
Associated	<p>Director Rogers gave an update on CREA and the minutes of the April CREA meeting were uploaded to BoardEffect. Rogers reported that CREA toured the building that could be a potential new headquarters for CREA. CREA will know more in May if the real estate is available for negotiation. CREA's regulatory staff continues to work at the state capital and the CREA Board discussed membership fees and voting rights for co-op associate members and non-coop associate members.</p> <p>Director Rogers also gave an update on Western United Electric Supply. The organization's monthly financials were made available on BoardEffect.</p> <p>Director Hilkey reported that Tri-State discussed its audit report, Policy 115 changes, and did a review of the annual meeting during which they encouraged the feedback from member co-ops.</p> <p>With no further business appearing before the Board, the meeting was adjourned at 4:40 p.m.</p>



Bryce R. Ducey, Secretary