

MINUTES OF THE REGULAR MEETING OF THE BOARD OF DIRECTORS

OF

WHITE RIVER ELECTRIC ASSOCIATION, INC.

February 20, 2025

The meeting of the Board of Directors of White River Electric Association, Inc. (WREA) was held on February 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 Matriciano was appointed as Recording Secretary.

- Guests Visitors included General Manager Alan Michalewicz, Staff Members Kari Matriciano, Brett Berthelson, Chris Reidinger, J.H. Sheridan, and Attorney Kobi Webb.
- Agenda The Directors reviewed the February 2025 agenda as presented. Upon motion by Director Rogers, seconded by Director Dearman the agenda was approved as presented.
- Public Comment None.
- Minutes The minutes of the regular meeting of January 16, 2025, were posted to BoardEffect for review. Upon motion, by Director Dearman, seconded by Director Sheridan, the Directors adopted the meeting minutes as presented.
- Bills & Checks The bills and checks for the month of January 2025 were reviewed by the Directors. Upon motion, by Director Dearman, seconded by Director Hilkey, January bills and checks were approved, with Director Ducey abstaining.
- Current bank balances and investments were reviewed by the Directors.
- Safety/Outages Operations Manager Berthelson presented the Safety Report. The Directors reviewed the minutes from the Safety Committee meeting on February 3, 2025 which included a correction to previously reported lost time statistics for 2024; safety improvement plan initiatives for both indoor and outdoor staff - including fire mitigation plans and new office safety measures; and noted that the hazard recognition class scheduled for all employees in February will take place at a later date. Operations Manager Berthelson clarified that the February safety minutes included a line indicating that close calls and near misses from Federated were reported for December, but that should be listed as January.
- Engineering Manager Reidinger presented monthly outage reports which indicated that the electric system continues to perform well. WREA system availability rating was at 99.91% for January. Upon motion by Director Dearman, seconded by Director Hilkey, the Safety and Outage Reports were approved unanimously.
- Donations No donation or sponsorship requests were presented for Board consideration.
- Tri-State Delegate Director Sheridan was appointed to be the voting Delegate for the Tri-State Annual Meeting. Director Ducey was appointed as Alternate.
- Tri-State Rep. Upon motion by Director Dearman, seconded by Director Ducey, the Board unanimously approved Director Hilkey as the WREA representative on the Tri-State Board of Directors.
- CREA & WUESC Upon motion by Director Ducey, seconded by Director Dearman, the Board unanimously approved Director Rogers as the WREA representative for the Colorado Rural Electric Association and Western United Electric Supply Board of Directors.
- Scholarships Scholarship applications were reviewed by the Board on February 13, 2025 and subsequent in-person interviews were held on February 19, 2025 with application finalists. Upon motion by Director Phelan, seconded by Director Hilkey, the Board unanimously approved the following scholarship winners.
- Reese Clatterbaugh- \$1,000 Dean Parr Memorial Renewable Scholarship
 - Landin Lopez- \$1,000 Gary Dunham Memorial Renewable Scholarship
 - Adison Selle- \$1,000 William H. Jordan Renewable Scholarship
 - Aaliyah Castillo- \$1,500 One-time Scholarship
 - Samuel Hightower- \$1,500 One-time Scholarship
 - Charlie Rogers- \$1,500 One-time Scholarship
 - Alejandro Garcia- \$1,000 Basin Electric Nonrenewable Scholarship
 - Taylor Garcia- \$500 Tri-State G&T Nonrenewable Scholarship
 - Finley Deming- \$500 Tri-State G&T Nonrenewable Scholarship

- 138kV ROW Engineering Manager Reidinger presented quotations for Cultural & Environmental Studies required for the 138kV right-of-way clearing. Upon motion by Director Rogers, seconded by Director Dearman, the Board unanimously approved both the cultural and environmental/biological quotations for the historical preservation studies.
- Shop Roof Repair Upon motion by Director Sheridan, seconded by Director Hilkey, the Board unanimously approved a bid from American Dream Roofing, LLC to restore and waterproof the leaking roof at the 668 Market Street crew shop.
- Bids for potential HQ improvements discussed in January to help make better use of empty space are still being acquired.
- Director's Scholar. Upon motion by Director Dearman, seconded by Director Phelan, the Board adopted a February 20, 2025 WREA Resolution to change bank signatories on the Director Scholarship Fund account to: Hal W. Pearce, Mark A Rogers, James H. Sheridan and Alan J. Michalewicz.
- Bank Signers

Management Reports

- Cyber WREA's IT Administrator, Mike Dinwiddie joined the meeting to provide a cyber update which included a discussion on exploring a change in cyber-security contractors, penetration tests, multifactor authentication, a discussion on NRECA's cyber goals and the need for new server software licensing. Upon motion by Director Rogers, seconded by Director Dearman the Board allotted up to \$10,000 to be used towards the new server software licensing as needed & under the discretion of management.
- Engineering Manager Reidinger added that he will be doing a technology plan in conjunction with his Management Internship Project which would look at past technology expenses and help project expenses to better annualize technology projects in the future.
- Power Bill Manager Michalewicz reported on the operations of WREA for the month of January 2025. The power bill for the month of January was \$3,589,974.96. There were 45,987,749 worth of kWh purchased, the demand was 82,613 Kw, the cost per kilowatt-hour was 78.06 mills per kWh. The member system load factor was 74.82. The Directors reviewed the statistical information for the month of December.

Other

- Fiber An update was given to the Board regarding the upriver fiber and any pending contracts with RBC.
- Weatherization & OBR Manager of Member Relations Matrisciano gave an update to the Board regarding Tri-State G&T's On-Bill Repayment (OBR) and Weatherization Assistance Program. Matrisciano reported that the weatherization piece is moving forward in our service territory and four (4) income qualified homes within our service territory will be weatherized by the Northwest Colorado Council of Governments (NWCCOG) in the coming months complements of Tri-State G&T. The OBR contract is pending a meeting with Tri-State during which follow-up questions can be addressed and discussed. WREA staff will provide a follow-up to the WREA Board next month.
- 80th Anniversary A discussion was held regarding WREA's 80th Annual Meeting and Member Appreciation Event which included a discussion on tent options and the need to acquire a tent for shade and seating after learning that a tent previously rented from the Eastern Rio Blanco Recreation District was no longer a viable option since it is in need of repair. The Board directed that WREA explore acquiring and repairing ERBM's tent to be used at future WREA events only. Upon motion by Director Ducey, seconded by Director Dearman the Board unanimously approved a \$50,000 budget for WREA's 80th Anniversary Annual Meeting and Member Appreciation Event.
- Director Credentials The Board recognized Director Sheridan for having achieved his Credentialed Cooperative Director (CCD) Certificate through NRECA.
- Thank You's There were several thank you notes for the Board to review.
- Attorney Attorney Webb presented a Board Resolution for adoptions as a follow up to the Board's January 16, 2025 motion to update bank signatories on WREA's general fund account and to update its AR process. Upon motion by Director Phelan, seconded by Director Dearman, the Board approved the February 20, 2025 Resolution as presented.
- Attorney Webb presented updates for grammatical changes and an update to sick leave policy language to be included in the 2025 Employee Handbook, which will be disseminated to all employees in late February. Upon motion by Director Phelan, seconded by Director Dearman, the 2025 Employee Handbook was unanimously approved with the suggested changes.
- Executive Upon motion by Director Dearman, seconded by Director Rogers, the Board unanimously approved entering Executive Session at 4:07 p.m. to discuss confidential and legal matters related to WESC, FERC, 138kV Transmission and WREA personnel.
- Upon motion by Director Dearman, seconded by Director Sheridan, the Board unanimously approved reconvening the public portion of the regular meeting at 4:42 p.m.

No action items were required as a result of the Executive Session.

- Travel RSVPs were submitted by the Board for attendance to the Tri-State Annual Meeting on April 1-2 and the NRECA Legislative Conference on April 27-30. Upon motion by Director Rogers, seconded by Director Sheridan it was unanimously approved to send WREA's Staking Tech to the ESRI Conference in San Diego for training in July.
- Associated Director Rogers gave an update on CREA and the minutes of the January CREA meeting were uploaded to BoardEffect. Rogers reported that CREA hired a new JT&S position that will begin working with WREA in February. CREA is still exploring new office location options and youth tour and youth leadership camp attendance is up from previous years.
- Director Rogers also gave an update on Western United Electric Supply. The Tuscon warehouse went live on January 27th and is currently shipping material. The organization's monthly financials were made available on BoardEffect.
- Director Hilkey reported that the February Tri-State meeting focused a lot on demand response discussion and shared with the WREA Board details of the Tri-State Annual Meeting planning. The Tri-State February Board Report was made available on BoardEffect.
- Directors Conf. Attendees of the NRECA Director's Conference reported that the event provided good discussions on the advancement of Artificial Intelligence (AI) and the increase in data center building and associated electric loads.
- CARE/ACRE CARE/ACRE is looking for new board member to replace a recent retiree from the CARE/ACRE Board. The committee is looking for western slope representation and has asked WREA to consider participating. Director Sheridan expressed an interest in serving on the committee and President Pearce will submit Director Sheridan's name to the CARE/ACRE committee for consideration.

With no further business appearing before the Board, the meeting was adjourned at 5:34 p.m.



Bryce R. Ducey, Secretary