

MINUTES OF THE BOARD MEETING
OF THE BOARD OF DIRECTORS
OF
FALL RIVER RURAL ELECTRIC COOPERATIVE, INC.

March 23, 2026

The meeting of the Fall River Rural Electric Cooperative, Inc. Board of Directors was held on Monday, March 23, 2026, at the Ashton, ID district office. Having determined a quorum was present, President Brent “Husk” Crowther called the meeting to order at 10:01a.m. Executive Assistant Angie Haws recorded the minutes. The invocation was given by Georg Behrens. The Pledge of Allegiance was recited.

ATTENDING OFFICERS

President Brent “Husk” Crowther, Vice President Jodi Stiehl and Secretary/Treasurer Jeff Keay

DIRECTORS PRESENT

Georg Behrens, Dede Draper, Brent Robson, Travis Markegard, and Anna Lindstedt.
Doug Schmier attended virtually.

DIRECTORS ABSENT

None

OTHERS

CEO/General Manager Bryan Case, Attorney Jerry Rigby, IT Manager Shannon Hill, Executive Assistant Angie Haws, Guests: PNGC Chief Legal Officer Rich Stover, FR Meter Supervisor Dustin Bowersox and Line crew Foreman Hank Mackert

APPROVAL OF AGENDA

Director Robson made a motion to approve the agenda as presented. Director Markegard seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

APPROVAL OF MINUTES FOR FEBRUARY 23, 2026

Director Robson made a motion to approve the minutes from the February 23, 2026, Board Meeting as presented. Vice President Stiehl seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

EXECUTIVE SESSION

Director Markegard made a motion to go into Executive Session at 10:15. Director Robson seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

Director Robson made a motion to go out of Executive Session at 11:27. Director Markegard seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

MEMBER COMMENTS

CEO Case reported on member comments and correspondence received.

JACK BAIRD

Mr. Baird communicated appreciation for FR's reliable and affordable electric service and complimented the leadership.

TETON SCHOOL THANK YOU

Thank you email received from a Teton Valley school for providing a FR safety demonstration for their students.

SCHOLARSHIP REPORTS

Fall River scholarship recipients are required to report in their final year of receiving the FR scholarship. Students are asked to report on the impact of the scholarship, their current field of study, and their future career goals and aspirations.

- AARON KINGHORN
- ASHLYN FILLMORE
- SAVANNAH BLACK

FINANCIAL & STATISTICAL REPORTS

FINANCIAL REPORTS including year-end financial updates along with the January and February 2026 financials.

CEO Case reported on the core financial statements for January and February year to date information. Staff is fine tuning some of the supplemental financial details due to the software conversion. Case provided the following details for the Cooperative's financials. The December 2025 financial statements have been revised to include the income from Propane. Net margins through February are \$1.4 million and within 2% of the 2025 net margins. Budgeted net margins were only \$33k. The biggest difference driving net margins is lower than expected purchased power costs which was \$978k less than budgeted. Lower demand and tier 2 power costs account for most of this variance. The 2026 budget is based on the COSA with costs allocated by month based on the spread of historical kwh sales. Other significant variances include lower than budgeted repair and maintenance costs for the hydros and under-budget labor and overhead, which is expected to get closer to budget as the year progresses. In February, \$497k of cash was generated from operations and \$508k was invested in plant and materials. As of

February, 21% of the capital budget has been used, which includes carryover items from previous years.

The board discussed budgets, unseasonable weather, check register reporting, and new services.

COOPERATIVE BUSINESS

STRATEGIC DISCUSSION ON IT DEPARTMENT, AI AND FALL RIVER'S VISION FOR SCALING

CEO Case and IT Manager Shannon Hill led a discussion on the FR vision on scaling technology for increased efficiency and innovation, while over time safely incorporating artificial intelligence into the Cooperative staff's processes and various tasks using guardrails while maintaining staffs' oversight and critical thinking. The board provided support for a strategic direction for the exploration of potential AI solutions. With this direction, the management team will further refine a long-range technology component addressing the Cooperative's step to advance the use of AI at Fall River.

401(K) RESOLUTION

CEO Case reviewed the recommended Amendments to the 401(k) Pension plan with the board, answered questions and the board discussed. discussed.

Director Robson made a motion to approve the Amended 401(k) Pension Plan Resolution #661 as presented. Director Behrens seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

FALL RIVER HELPING HANDS

CEO Case stated that the Helping Hands organization is a 501(c) (3) and was founded in 2010 to provide energy assistance to FR low-income members in need. The Helping Hands board is currently comprised of FR electric and propane staff and one FR Electric board member. Case reviewed the application process, guidelines, eligibility, and additional conservation efforts within the program.

FALL RIVER ENERGY EXPO AND ANNUAL MEETING PREPARATION NOMINATING COMMITTEE MEETING RECAP & RECOMMENDATIONS

President Crowther and CEO Case reported the Nominating Committee met March 18th at 6 p.m. at the FR Ashton district office. Committee members came prepared with names for the board districts up for election in 2026. The following individuals were nominated at the meeting:

District #2

Travis Markegard (Incumbent)

David Wooley

District #3

Georg Behrens (Incumbent)

Billy Siddoway

District #8

Sam Febres

Greg Johnson

Paul McLean

Lynette Tingey

NRECA ANNUAL MEETING RECAP

Director Markegard reported on three director classes he attended as well as several general sessions addressing some of the following industry topics:

AI Futures

Future of Demand and Load Growth

Data Centers – What Are They and Why Do They Matter

Leading Through Succession Planning

AI Making the Business Case

Economic Outlook

CEO Case reported that he fulfilled his duties as the Idaho Representative on the NRECA board with his final board meeting on March 8th. The NRECA board is comprised of quality professionals from across the U.S. and the NRECA staff is likewise filled with exceptional professionals. Case articulated the positive impact NRECA has had on his leadership, the members, and the industry as a whole. Case expressed his gratitude to the Board of Fall River for the opportunity to engage and participate and to FR staff for their support.

Board members and staff who attended reported on the NRECA Power Xchange and Tech Advantage Conference noting the many industry topics presented and the overall value of attending.

NWPPA VOTING DELEGATE AND ALTERNATE

Vice President Stiehl made a motion to approve Doug Schmier as the NWPPA Voting Delegate and Georg Behrens as the Alternate Voting Delegate. Director Behrens seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

LEGAL COUNSEL APPRAISAL

President Crowther stated the FR legal counsel appraisal will be taking place in April. CEO Case reviewed the appraisal process.

PUBLIC POWER COMMENTS ON CRSO LITIGATION PPC REACTION TO CRSO

Public Power Council press release statement following the US District Court for Oregon granted a preliminary injunction affecting operations of the federal Columbia River system, expresses disappointment that the courts adopted a sweeping operational limit. The statement notes this ruling will have significant impact on BPA wholesale rates and elevates the reliability concerns we have in the greater NW.

MECA OPPOSES COLUMBIA RIVER DECISION

The statement released by MECA condemns the ruling that upholds operational changes at federal dams on the Columbia and Snake Rivers. The order directs expanded spill and operational adjustments that are expected to reduce hydropower generation from the Federal Columbia River Power System (FCRPS) beginning this year. MECA noted that further legal proceedings, including potential appellate review, are likely.

NORTHWEST POWER AND CONSERVATION COUNCIL FISH AND WILDLIFE PROPOSAL

Northwest Requirements Utilities and PPC communications regarding the draft 2026 Fish and Wildlife program were included in the board materials.

INSTANT OWNER REBATE

CEO Case reported the FR owner members received \$1.5M in an Instant Owner Rebate for 2025 net margins due to the Cooperative's excellent financial condition. The rebate was issued as a billing statement credit in March.

COOPERATIVE REPORTS

Director Lindstedt reported on CFC webinars she attended.

Director Draper reported on PPC meetings she attended.

Director Markegard previously reported.

Director Behrens reported on ICUA meetings he attended.

Director Schmier reported on NWPPA meetings he attended.

Director Keay reported on Fall River Propane meeting he attended.

Director Jodi Stiehl reported on the PPC meeting she participated in.

President Crowther reported on Fall River Nominating Committee Meeting he attended and the upcoming Ad Hoc Committee Meeting he will attend.

CEO Case stated the members that participate in committees such as the Nominating Committee are currently compensated mileage (IRS per diem determined annually) to and from their home and a \$50.00 stipend to attend the meeting. Case stated the meeting compensation amount has not changed for many years and inquired if the board would like to consider increasing the amount. The board discussed meeting attendance, recommendations, and member engagement.

Vice President Stiehl made a motion to increase the member committee stipend to \$75.00 for committee meeting attendance. Director Behrens seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

CONSENT AGENDA

Board and CEO expense reports, New Memberships, Purchase of Power Agreements, Check Report, Safety Report, Early Retirement of Patronage Capital were reviewed by all Board Members in Board Package prior to meeting.

Director Robson made a motion to approve the consent agenda. Vice President Stiehl seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

EXECUTIVE SESSION

Director Behrens made a motion to go into Executive Session at 1:38 p.m. Director Keay seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

Director Robson made a motion to go out of Executive Session at 1:56 p.m. Director Markegard seconded the motion. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

NISC ENTERPRISE SOFTWARE CONVERSION UPDATE CONVERSATIONS WITH NISC CHIEF SOLUTIONS OFFICER

CEO Case reported staff is resilient and have taken many phone calls. It was mentioned that some members had experienced difficulties with the conversion and set up process. He recounted the many communication efforts over the past several months to inform members who are set up

on autopay and to acclimate members to the SmartHub application account sign up. Case also reported on responsive NISC communications addressing conversion challenges and next steps.

2025 FALL RIVER COOPERATIVE GOAL ACCOMPLISHMENTS

CEO Case reviewed the final 2025 goal accomplishments for Fall River Electric and praised staff for a job well done.

MIDWAY SUBSTATION UPDATE

CEO Case reported on the proposed Midway Substation site meetings.

Case stated this proposed infrastructure is essential to meet the growing demand in Teton County. The substation is critical to maintaining reliable, resilient power delivery for FRREC members as the population between Driggs and Victor grows, and energy demands increase. This infrastructure upgrade is part of a long-term effort to modernize electrical service and ensure system stability, especially during peak usage periods. Case reviewed key considerations when selecting a substation site.

- Integration with existing infrastructure
- Community impact
- Site Selection and transparency
- Property acquisition
- Environmental and residential compatibility
- Zoning, land use, and policy alignment
- Construction impacts and operations

Management discussed next steps, options, weather events, member communication, and education. The board was reminded that this could be an extended process, requiring additional applications and may take a year or more to accomplish.

FACILITIES UPDATE

CEO Case reported on FR facilities projects in progress at each FR location.

FEDERATED SAFETY REPORT

CEO Case stated the Federated report was included in the board packet for review and noted increases to costs.

FELT LAND PURCHASE

CEO Case stated FR purchased a parcel of land in Felt situated between two previously purchased parcels. Preliminary paperwork was included in the board material.

HYDRO FACILITIES UPDATE

Island Park, Buffalo and Chester generated a total of 834,952 kWh in February. This amounts to 2.2% of all the kWh billed by PNGC in February and 2.3% of all kWh sold and used by Fall River in February.

Felt Hydro produced 1,610,667 kWh in February. When this is included with Island Park, Buffalo and Chester, it amounts to 6.6% of all the kWh billed by PNGC in February and 6.6% of all kWh sold and used by Fall River in February.

ISLAND PARK

Island Park Hydro produced 457,195 kWh during the month of February.

BUFFALO

Buffalo Hydro generated 134,872 kWh during the month of February.

FELT

Felt Hydro produced 1,610,667 kWh during the month of February.

CHESTER

Chester Hydro produced 243,885 kWh in the month of February.

DONATIONS

The donation report was included in the board materials for review. There were no additional comments.

FALL RIVER MANAGEMENT REPORT

The management report was included in the board packet providing detail on Fall River's monthly activities, statistics, and accomplishments in each department.

REPORTS

EXECUTIVE COMMITTEE

Chairman Crowther noted the Committee will likely meet in the next month or two.

ADMINISTRATIVE COMMITTEE

Chairman Stiehl reported the Committee will meet in April. She stated the scholarship deadline for applications has closed and the packet should be available for committee review in the next two weeks.

ENGINEERING & OPERATIONS COMMITTEE

Nothing to report.

FINANCE COMMITTEE

Nothing to report.

POLICY COMMITTEE

Chairman Keay reported the Committee will meet in May.

ATTORNEY RIGBY'S REPORT

Attorney Rigby reported on industry related topics.

ADJOURNMENT

Vice President Stiehl made a motion to adjourn the meeting at 2:38.

Director Robson seconded. A voice vote was taken; THE MOTION CARRIED BY UNANIMOUS VOTE.

DATE APPROVED: April 20, 2026


Secretary Jeff Keay