

MINUTES OF THE ANNUAL MEETING
OF MEMBERS OF
FALL RIVER RURAL ELECTRIC COOPERATIVE, INC.

June 15, 2019

Fall River Rural Electric Cooperative, Inc. held the Annual Membership Meeting on Saturday, June 15, 2019, at North Fremont High School, 3581 E 1300 N, Ashton, Idaho.

CALL TO ORDER

Board President Doug Schmier called the annual meeting of the members to order at 10 a.m. and Executive Assistant Joni Amen recorded the minutes.

PLEDGE OF ALLEGIANCE

Ashton Troop #85 of the Boy Scouts of America Posted the Colors and led the audience in the Pledge of Allegiance.

NATIONAL ANTHEM

North Fremont Choir Director Karoline Braten sang the National Anthem.

INVOCATION

The invocation was given by Mr. Brody Harshbarger.

WELCOME & INTRODUCTIONS

President Doug Schmier welcomed the members in attendance as well as special guests including retired NWPPA Executive Director Anita Decker, Legal Counsel Jerry Rigby, Auditor Mike Burton, Montana Electric Co-op Administration Representative Lea Potoczny, Idaho State Representative Rod Furniss, and Raft River Electric Interim CEO/GM Chad Black, former Board members Clyde Seely, Boyd Bowles, Marv Hill, and former employees were welcomed.

The appointment of the election judges, parliamentarian, and the sergeants of arms were announced. Those appointed were: Chief Election Judge Patricia Sturm, Election judges were Bonnie Reece, Gary Henrie, Lynette Turner, Grant Kent and Randall Foster. Parliamentarian Attorney Jerry Rigby, and Sergeants of Arms Tim Jenkins and Randy Wakefield.

DETERMINATION OF A QUORUM

Chief Election Judge Patricia Sturm reported a quorum was constituted with over 150 voting members. The Cooperative has a total of 13,239 members, 629 electronic and 1,348 mail in votes.

READING OF THE ANNUAL MEETING NOTICE & MINUTES

Board of Directors' Secretary/Treasurer, Dede Draper, read the certificate of mailing and then entertained a motion to abstain from the reading of the minutes from last year's annual meeting held June 16, 2018. **A motion was made from the floor to dispense with the reading of the minutes, and the motion was seconded.** A VOICE VOTE WAS TAKEN; THE MOTION CARRIED BY UNANIMOUS VOTE.

NOMINATIONS COMMITTEE REPORT

The Nominating Committee Secretary, Bonnie Reece, explained the objectives and process of the Member Nomination Committee. She reported that the Nominating Committee meeting was held March 20th, 2019, at Fall River Electric Co-op's main office in Ashton, Idaho. The purpose of the meeting was to nominate prospective candidates from the membership to run for the three director positions up for election this year. Members of the Nominating Committee included Sara Bowersox, Paul Dye, Randall Foster, Ron Hansen, Gary Henrie, Rocky Hermanson, Grant Kent, Andrea Marion, Gene Ransom, Bonnie Reece, and Kathy Rinaldi. The committee completed their

duty by nominating candidates to run in the three districts up for election. Brett Whitaker excused himself as there were more than 11 members.

INTRODUCTION OF CANDIDATES

President Doug Schmier introduced the candidates and incumbents from each district, asking each of them to give a brief speech. Speaking from East Driggs, District 4 were Candidates Kelly Circle, Kyle Cooke, Mark Hansen, Delwyn Jensen, & Anna Lindstedt. President Schmier introduced those speaking from South Island Park, District 7 who were Bruce Ard, Mark Gerber, Jodi Stiehl, and Allan Webb. Speaking from West Yellowstone/Montana, District 9 was Doug Schmier.

The speeches were interesting with candidates giving a brief background and reasons why they were interested in running for the Board of Directors.

President Schmier thanked Ron Dye and Debbie Smith for their years of service.

ELECTION

Chief Election Judge Patricia Sturm called for the members to vote and then asked for the judges to begin collecting the ballots. The judges collected the ballots and declared that the voting was closed. Judges retired to count the ballots.

BUSINESS REPORTS

Mike Burton of DM&T gave the annual financial audit report. He explained the audit process. This independent audit found that the consolidated financial statements were audited, and an unmodified opinion was given. This is the best opinion an audit firm can declare for an organization. It means that Fall River's consolidated financials fairly represent the financial activity for the year that ended December 31, 2018. He said his audit went extremely well.

SCHOLARSHIP PRESENTATION

Administrative Committee Chairperson Ron Dye announced the scholarship recipients for 2019 and asked those present to come to the front and wave when their names were called. Fall River awarded 30 scholarships to very deserving students. Scholarship winners were Haley Ayers, Cameron Birch, Ella Hundere Dahlgren, Kelby Dye, Alexis Garner, Eden Griffith, Sofie Graupner, Claudia James, Saylor Jeppesen, Abby Kinghorn, Andrew Hill, Hayden Hill, Braden Loomis, Kyler Miller, Alexis Mitic, Austin Mitic, Jade Moosman, Joni Moyer, Janie Nelson, Blake Oberhansley, Taryn Paradis, Rhett Potter, Myra Rudolph, Heidi Schmier, Kody Smoot, Sophia Sperber, Hannah Steele, Jake Thueson, Hannah Wilson, and the Lineman Scholarship to Taylor Detienne. It was noted that we have one more Lineman Scholarship to give. Applications are welcome.

A drawing for the new Energy Partner Scholarship, valued at \$1,000, was held and Bracken Dye of North Fremont was the winner. This scholarship was personally funded by CEO Bryan Case.

SPECIAL GUEST SPEAKER

Fall River was honored to welcome retired NWPPA Executive Director Anita Decker to join us. Her resume was very impressive. Mrs. Decker recently retired and has been on a 36 day road trip with her husband and granddaughter ending the trip at our Annual Meeting. She applauded Fall River for the scholarship program and encouraged students to pursue careers in the electric industry. Her favorite and most rewarding positions she has held has been in public power. The topic of her speech was the value of service to our communities and the importance of the commitment of those providing services. The power of service is strongest when reciprocal.

CEO/GENERAL MANAGER REPORT

CEO Case thanked Mrs. Decker and said he worked with her years ago and he appreciated her wisdom and said she was a mentor to him.

CEO Case then thanked Ron Dye and Debbie Smith for their service to the Fall River Board.

He gave a special tribute to Ray Rigby, who passed away this week. It was an emotional tribute for Ray and the audience gave a round of applause in remembrance of this fine man.

The interactive questions program was explained. He then asked everyone to log on to the pollev.com/fallriver and to answer questions. The purpose of this exercise was to help determine the direction Fall River takes in strategic planning. This was a very interesting program.

CEO Case explained the sources of the power that Fall River uses. Fall River is for the most part carbon-free! He has heard from his friends in the industry who are pledging to become non carbon emitting in the next 30 years, and they ask about Fall River and he is proud to tell them that we are already there for the most part.

CEO Case reported that BPA has announced that there will be no rate increase for power, but they may have a small raise, of around 3%, in Transmission rates. This is great news for Fall River Members. He then asked staff to stand and he expressed his appreciation for their hard work.

RESULTS OF THE ELECTIONS:

Chief Election Judge Patricia Sturm took the floor and announced that the elections results are as follows:

District 4 – East Driggs:

Kelly Circle -----	134
Kyle Cooke-----	648
Mark Hansen-----	450
Delwyn Jensen-----	214
Anna Lindstedt -----	673

District 7: South Island Park

Bruce Ard -----	669
Mark Gerber -----	406
Jodi Stiehl -----	716
Allan Webb -----	238

District 9 – West Yellowstone/Montana:

Doug Schmier-----	1767
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The first By-Law change for a former employee or Board member to become eligible: ARTICLE IV: Directors, Section 3. Qualifications-. Any person shall be eligible to become or remain a board member of the Cooperative or eligible to be employed by the Cooperative who: is not currently, nor has been an employee of the Cooperative within the past three (3) years and will not apply or be considered for employment at the Cooperative for three (3) years after serving as a Board of Director for the Cooperative. The measure passed with a vote of 1823 votes in favor and 148 against.

The second By-Law change was Section 13. Number of Terms. The duty and obligation to elect qualified directors is shared by all members. From and after the Director's election of 2013, no director shall be elected to more than five (5) consecutive terms. However, term limits may be extended by one additional term (not to exceed (6) consecutive terms overall) if an existing Fall River board member is serving as a board member of a regional or national industry organization

at the end of his/her fifth term and if the Fall River membership re-elects him/her through the Fall River election process. The measure passed by 1589 votes in favor and 365 against.

ADJOURNMENT

There being no other business, the Fall River Annual Membership Meeting was adjourned at 12:15 p.m.

DRAWING OF DOOR PRIZES –Directors Jeff Keay and Georg Behrens drew the names of the many prize winners. Fall River Electric’s scholarship recipients helped with the distribution of the prizes, which was very much appreciated. The grand prize winner of a \$1,000 energy credit was Lon Hill.

DATE APPROVED: June 19, 2021


Secretary Brent Crowther