

**MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF SOUTH CENTRAL INDIANA
RURAL ELECTRIC MEMBERSHIP CORPORATION
HELD APRIL 28, 2022**

The Regular Meeting of the Board of Directors of South Central Indiana Rural Electric Membership Corporation was held pursuant to notice as required by the Bylaws at the principal office of the Cooperative, 300 Morton Avenue, Martinsville, Indiana on Thursday, April 28, 2022, at 5:30 p.m.

The following Directors were present: Mark Smith, Jerry Pheifer, Lisa Prosser, Rex Franklin, Larry Alden, Don Renner, Heather Mollo, and Bruce Hamlin. Director Brad Shields was absent. Others in attendance were Jim Buddenbaum, General Counsel; James Tanneberger, President & CEO; Earl Ridlen, London Witte Group; Randy Elliott, VP of Finance and Member Services; Charity Coffman, Controller; Elisha Coffey, Accounting Specialist; and Stacey Sauer, Executive Assistant.

Mr. Tanneberger opened the meeting with prayer. Chairman Hamlin then asked if there were any amendments or corrections to the minutes of the Regular Board of Directors' Meeting held March 31, 2022. Mr. Franklin noted that District 5 was included as being up for election this year. This should read District 6. Thereafter, Ms. Mollo made a motion to approve the minutes as amended. The motion was seconded by Mr. Alden and passed.

Audit Report: Earl Ridlen with London Witte Group discussed the audited financial statements of the Cooperative for the period ending December 2021. He indicated that the financial books were in appropriate order and asked if the Board had any questions or concerns they would like to have addressed. The Board then went into an executive session.

Safety Report: Upon reconvening the Regular Board Meeting, Mr. Tanneberger reviewed the Safety Report for the month and answered the Directors' questions. Following discussion, Ms. Mollo made a motion to accept the Safety Report. The motion was seconded by Mr. Renner and passed.

Financial Reports: The Board reviewed the financial reports for March 2022. Following discussion and questions, Ms. Prosser made a motion to accept the financial reports and write-offs to bad debt for March 2022 as presented. The motion was seconded by Mr. Franklin and passed.

SCI Fiber: Mr. Tanneberger discussed the SCI fiber project reporting on in-home installations which should be complete by year-end, material delays, the fiber network, collaboration with other providers, development of the middle mile fiber network, and grants. He further discussed smart grid deployment which includes completed installation of seventy online remotely-controlled, protective electric switching devices to date.

Mr. Tanneberger further discussed the establishment of Accord Telecommunication Collaborative and the role of the entity in the development of the fiber transport network throughout Indiana. He reported the entity continues to grow with members and associate members.

Committee Reports:

Personnel Committee: A meeting of the Personnel Committee was scheduled for May 19, 2022, at 9:00 am at the REMC office. The purpose of the meeting is to discuss the non-union wage and salary plan and the CEO's annual review.

Unfinished Business: Mr. Tanneberger reviewed the CEO Goals for 2022 and progress of the strategic planning goals.

New Business: The Board considered the NCSC Director Ballot. By consensus of the Board, Mr. Smith will cast the ballot for SCI.

Mr. Tanneberger reported that SCI had received correspondence from CFC regarding SCI's contribution to the Cooperative System Integrity Fund. SCI currently contributes five percent of the annual patronage capital credit retirement. This will continue annually until SCI notifies CFC otherwise. The Board approved continuing the contribution.

The Board discussed adding an email link to SCI's website for members to contact directors. The emails will come into the office and be dispersed to the appropriate director according to the member's district.

The Board considered proposed bylaw amendments to the CoBank Capitalization and Governance Bylaws. Following discussion, Ms. Prosser made a motion to approve the bylaw amendments as presented. The motion was seconded by Mr. Renner and passed.

Attorney: Mr. Buddenbaum discussed Board Policy No. 4-26 – Cyber Security. Following discussion of the policy and suggested amendments, Ms. Mollo made a motion to approve the policy as amended. The motion was seconded by Mr. Pheifer and passed.

Mr. Schultz further reported on several ongoing projects and answered the Directors' questions.

President/CEO Report: Mr. Tanneberger reported he continues to communicate SCI's strategic vision, mission statement and internal vision to employees to ensure all are working toward the same goal.

Mr. Tanneberger then asked if there were any questions regarding the President/CEO's monthly written report. Following questions, Mr. Pheifer made a motion to accept the President/CEO's report. The motion was seconded by Mr. Franklin and approved.

Indiana Electric Cooperatives: Mr. Hamlin discussed the recent meeting of the Indiana Electric Cooperatives' Board of Directors and answered the Directors' questions.

Mr. Franklin reported on the NRECA Directors' Conference he recently attended.

There being no further business to come before the Board, the meeting was duly adjourned.

Bruce Hamlin, Chairman

ATTEST:

Jerry W. Pheifer, Secretary