

**MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF SOUTH CENTRAL INDIANA
RURAL ELECTRIC MEMBERSHIP CORPORATION
HELD JANUARY 27, 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 via Zoom on Thursday, January 27, 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 Michael Schultz, General Counsel; James Tanneberger, President & CEO; Tim LeMere, VP of Distribution Services; Randy Elliott, VP of Finance and Member Services; Jerry Haver, Manager of Fiber Strategy and Business Development; and Stacey Sauer, Executive Assistant.

Director Heather Mollo 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 December 16, 2021. Ms. Mollo noted a correction. Thereafter, Ms. Prosser made a motion to approve the minutes as amended. The motion was seconded by Mr. Alden and passed.

The Board considered the minutes of the December 28, 2021, Special Board Meeting. Following discussion, Ms. Prosser made a motion to approve the minutes as presented. The motion was seconded by Mr. Renner and passed with Ms. Mollo and Mr. Smith abstaining as they were not present at the meeting.

Staff Report: Mr. LeMere gave the staff report for the month discussing Infrastructure Bill and how SCI could benefit from such grant opportunities. He further discussed other grant opportunities and answered the Directors' questions.

Safety Report: Mr. Tanneberger reviewed the Safety Report for the month and answered the Directors' questions. Mr. Smith asked for clarification of the OSHA reportable incident numbers. Following discussion, Ms. Mollo made a motion to accept the Safety Report. The motion was seconded by Mr. Alden and passed.

Financial Reports: The Board reviewed the preliminary financial reports for December 2021. Mr. Elliott discussed changes in the Hoosier Energy tracker and its impact on SCI's budget. Following discussion and questions, Ms. Prosser made a motion to accept the preliminary financial reports and write-offs to bad debt for December 2021 as presented. The motion was seconded by Mr. Smith and passed.

SCI Fiber: Mr. Tanneberger discussed the SCI fiber project reporting on in-home installations, the fiber network, staffing, system maintenance, collaboration with other providers, development of the middle mile fiber network, grant opportunities, and smart grid deployment.

Mr. Tanneberger further discussed the establishment of Accord Fiber and the role of the entity in the development of the fiber transport network.

Committee Reports:

Audit Committee: Mr. Pheifer reported that the Audit Committee met on January 26, 2022, to review the second half of 2021 expenses for the Board, CEO and Department Vice Presidents. Following the review, it was reported all was found to be in order.

Unfinished Business: Mr. Tanneberger reviewed the CEO Goals for 2021 and progress of the strategic planning goals.

He further reported that the CEO Goals for 2022 will be included in next month's Board Report.

New Business: The Board considered the nomination of the Hoosier Energy Director. Directors Jerry Pheifer and Lisa Prosser expressed their interest in being considered as a nominee. Thereafter, the Board voted via secret ballot (text message to Attorney). With a majority of votes, Mr. Pheifer was named the nominee for the Hoosier Energy Board of Directors.

The Voting Delegate for the Hoosier Energy Annual Meeting to be held April 7, 2022, was then considered by the Board. Ms. Prosser made a motion to appoint Heather Mollo as the Hoosier Energy Voting Delegate. The motion was seconded by Mr. Pheifer and approved.

The Board was reminded to complete and submit their 990 questionnaires for 2021 including their total hours spent on SCI business.

It was reported that the 2022 standard IRS mileage reimbursement will be 58.5¢.

The 2022 Director Conference will be held April 2-5, 2022, in Austin, Texas. Directors who plan to attend were encouraged to let Ms. Sauer know as soon as possible.

Attorney: 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. He further reported that SCI continues to take measures to assure the health and safety of employees and members with regards to Covid.

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

Hoosier Energy: Upon reconvening the Regular Meeting, Mr. Pheifer reported on the recent meeting of the Hoosier Energy Board of Directors and answered the Directors' questions.

With there being no further business to come before the Board, the meeting was adjourned.

Bruce Hamlin, Chairman

ATTEST:

Jerry W. Pheifer, Secretary