

**MINUTES OF THE REGULAR MEETING OF THE  
BOARD OF DIRECTORS OF SOUTH CENTRAL INDIANA  
RURAL ELECTRIC MEMBERSHIP CORPORATION  
HELD NOVEMBER 18, 2021**

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, November 18, 2021, at 5:30 p.m.

The following Directors were present: Mark Smith, Jerry Pheifer, Brad Shields, Lisa Prosser, Rex Franklin, Larry Alden, Don Renner, Heather Mollo, and Bruce Hamlin. Others in attendance were Michael Schultz, General Counsel; James Tanneberger, President & CEO; and Stacey Sauer, Executive Assistant.

Director Rex Franklin 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 October 28, 2021. There were no amendments or corrections. Ms. Mollo made a motion to approve the minutes as presented. The motion was seconded by Mr. Shields and passed.

Safety Report: Mr. Tanneberger reviewed the Safety Report for the month and answered the Directors' questions. Following discussion, Ms. Prosser made a motion to accept the Safety Report. The motion was seconded by Mr. Renner and approved.

Financial Reports: The Board reviewed the financial reports for October 2021. Following discussion and questions, Mr. Pheifer made a motion to accept the financial reports and write-offs to bad debt for October 2021 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 (projecting 7,000 users by year-end), the fiber network, staffing, system maintenance, collaboration with other cooperatives and entities, and smart grid.

Mr. Tanneberger also discussed the recent fiber outages reporting that we have discovered what was causing the outages and have taken corrective measures to address the problem.

Committee Reports:

**Budget and Work Plan Committee:** It was reported that information regarding the 2022 budget was uploaded in Boardbooks including the following consolidated reports (Electric and Fiber):

Consolidated Ratios Report  
Revenue and Power Cost  
Major Accounts  
Balance Sheet

**Finance Committee:** It was reported that the IRS Form 990 has been filed.

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

The Board was reminded of the need to appoint three Operation RoundUp Board Members. Mr. Hamlin recommended the appointment of Sally Burkes-Hardy. Following discussion, the Board approve the appointment of Ms. Burkes-Hardy to the RoundUp Board of Trustees.

New Business: The Board was reminded of the FORE / ACRE Pac contributions that can still be made by the end of 2021.

Due to there not being any business conducted through SCI Services, LLC with the transition of vegetation management to the REMC, it was recommended to amend and restate the Operating Agreement of the Company. Following discussion, Mr. Pheifer made a motion to

approve the following resolution. The motion was seconded by Ms. Mollo and passed unanimously.

The undersigned sole member and Board of Managers of SCI Services, LLC, an Indiana limited liability company (the “Company”) hereby consent to the adoption of the following actions without a meeting for the purpose of amending and restating the Operating Agreement of the Company:

BE IT RESOLVED, upon effective upon passage of this Resolution the following persons are elected to serve as the Board of Managers until their successors are duly elected and qualified:

Lisa Prosser  
James M. Tanneberger

BE IT FURTHER RESOLVED, that the following are elected to serve as officers on the Board of Managers:

James M. Tanneberger- President  
Lisa Prosser- Secretary/Treasurer

This Resolution is hereby approved, submitted, and made a part of the Company’s permanent records.

Such actions are taken in accordance with the Indiana Flexibility Act, along with the Company’s Operating Agreement, all with like effect and validity as though they were duly taken by unanimous action by the sole member at a special meeting thereof duly called and legally held.

Chairman Hamlin reported new Board committee assignments were included in the Board Report.

The December 16<sup>th</sup> Board meeting was changed from 9:00 am to 5:30 pm as there would not be an employee luncheon due to Covid.

Attorney: Mr. Schultz reviewed board policies as follows:

Board Policy No 4-20 – Energy Efficiency Program – Following discussion of the policy and proposed change (typographical error), Mr. Smith made a motion to approve the policy as amended. The motion was seconded by Ms. Prosser and approved.

Board Policy 4-21 – Installation of Standby Generators – Following discussion of the policy, there were no recommended changes.

Board Policy 4-22 – Electric Service Standards – Following discussion of the policy, there were no recommended changes.

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 with the recent spike in 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 Ms. Mollo and approved.

Operation RoundUp: The Board reviewed the recap of the Operation RoundUp Meeting held November 10, 2021.

Hoosier Energy: 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