

**MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF SOUTH CENTRAL INDIANA
RURAL ELECTRIC MEMBERSHIP CORPORATION
HELD OCTOBER 28, 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 at the principal office of the Cooperative, 300 Morton Avenue, Martinsville, Indiana on Thursday, October 28, 2021, at 5:30 p.m.

The following Directors were present: Mark Smith (virtual), Jerry Pheifer, Brad Shields, Lisa Prosser, Rex Franklin, Larry Alden, Don Renner (virtual), Heather Mollo, and Bruce Hamlin. Others in attendance were Michael Schultz, General Counsel; James Tanneberger, President & CEO; Tim LeMere (virtual), VP of Distribution Services; Marilou Idland (virtual), VP of Human Resources; Randy Elliott, VP of Finance and Member Services; Tammy Haenlein, Member Services Manager; Dayana Sanchez, Member Services and Design Specialist; and Stacey Sauer, Executive Assistant.

Director Mark Smith opened the meeting with prayer and newly elected directors Brad Shields and Don Renner were welcomed to the Board. Chairman Hamlin then asked if there were any amendments or corrections to the minutes of the Regular Board of Directors' Meeting held September 23, 2021. There were no amendments or corrections. Ms. Prosser made a motion to approve the minutes as presented. The motion was seconded by Mr. Franklin and passed.

Staff Report: Ms. Haenlein and Ms. Sanchez gave the staff report reviewing highlights from 2021 including safety communications, website experience, the member newsletter, press

events, employee communications, and in person member outreach. They further discussed the recent annual meeting and the 2022 communication plan and goals.

Several directors were then presented director certifications as follows:

Heather Mollo, Board Leadership Certification
Lisa Prosser, Director Gold Certification
Rex Franklin, Director Gold Certification
Bruce Hamlin, Director Gold Certification

Certifications are earned by directors completing required courses through the National Rural Electric Cooperative Association.

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

Financial Reports: The Board reviewed the financial reports for September 2021. Following discussion and questions, Ms. Mollo made a motion to accept the financial reports and write-offs to bad debt for September 2021 as presented. The motion was seconded by Ms. Prosser and passed.

SCI Fiber: Mr. Tanneberger discussed the SCI fiber project reporting on in-home installations (projecting 7,000 by year-end), the fiber network, staffing, system maintenance, collaboration with other cooperatives and entities, and smart grid.

Committee Reports:

Budget and Workplan: The Budget and Workplan Committee will meet virtually on Tuesday, November 9 at 3:00 p.m.

Finance Committee: The Finance Committee will be meeting with the accountant to review the Form 990 prior to its submission in mid-November.

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

New Business: The Board was reminded of the 2021 Indiana Electric Cooperatives' Annual Meeting to be held in December and any director planning to attend should let Ms. Sauer know as soon as possible.

It was reported that three RoundUp Trustees will need to be replaced in 2022 as they have completed their second term. Directors were asked to consider recommendations for possible candidates who will need to be appointed by January 2022.

NRECA Director Courses to be held at Indiana Electric Cooperatives in 2022 were included in the Board Report.

The proposed 2022 Board Meeting and Holiday Schedules were then considered. There were no recommended changes to the dates.

As a matter of recordkeeping, the Board approved the transfer of funds from the RUS Trustee account to the Cooperative's General Fund for approved construction costs included in the FFB/RUS bank loan.

Mr. Schultz then conducted the Election of Officers. Following voting by secret ballot with election by majority vote, the 2021 -2022 officers are as follows:

Bruce Hamlin, Chairman
Heather Mollo, Vice Chairman
Jerry Pheifer, Secretary-Treasurer

Mr. Schultz then administered the directors' oath of office.

Attorney: Mr. Schultz 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 the Executive Staff is working with a consultant on succession planning and the organizational structure.

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

Miscellaneous: In regards to the recent large transmission line outage, the Board discussed home generators and SCI's role in educating members of the pros and cons of residential backup generators.

Hoosier Energy: Mr. Pheifer reported on the recent meeting of the Hoosier Energy Board of Directors reporting on the continued increase of the cost of natural gas and shortage of coal.

Indiana Electric Cooperatives: For the benefit of the new SCI Directors, Mr. Hamlin discussed IEC's representation of Indiana Cooperatives.

With there being no further business to come before the Board, Mr. Hamlin closed with prayer for two contractor employees facing serious health issues.

Bruce Hamlin, Chairman

ATTEST:

Jerry W. Pheifer, Secretary