

**MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF SOUTH CENTRAL INDIANA
RURAL ELECTRIC MEMBERSHIP CORPORATION
HELD DECEMBER 18, 2025**

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, December 18, 2025, at 9:00 a.m.

The following Directors were present: Mark Smith, Jerry Pheifer, Brad Shields, Lisa Prosser, Rex Franklin, Ken Sebastian, Bruce Hamlin, Mike Witte, and Don Renner. Others in attendance were Jim Buddenbaum, General Counsel; James Tanneberger, President & CEO; Randy Elliott, Chief Operating Officer; Scott Perry, Chief Operating Officer; Tammy Haenlein, VP of Member Services; Gregg Hopsicker, VP of Distribution Services; Marilou Idland, VP of Human Resources; Charity Coffman, VP of Finance; Micah Buchanan, VP of Fiber; Haley Wright, Communication Specialist; and Stacey Sauer, Executive Assistant.

Mr. Elliott opened the meeting with prayer. Chairman Hamlin asked if there were any amendments or corrections to the minutes of the Regular Board of Directors' Meeting held November 20, 2025. Hearing none, Mr. Renner made a motion to approve the minutes as presented. The motion was seconded by Mr. Witte and approved.

Safety and Cybersecurity Report: Mr. Tanneberger reviewed the Safety and Cybersecurity Reports for the month. Mr. Perry gave an update on the recent Safety Assessment and discussed areas to be addressed in 2026. Following discussion, Mr.

Franklin made a motion to accept the Safety and Cybersecurity Reports. The motion was seconded by Mr. Sebastian and passed.

Staff Report: Mrs. Wright, Communications Specialist, gave the staff report reviewing communication highlights from 2025 including communication improvements, community engagement, and reviewed the 2025 Annual Meeting. She further discussed the 2026 communication plan and goals focusing on email communications, enhancing internal expertise, and in-house membership survey. Lastly, the Cooperative Insights Member Satisfaction Survey was reviewed with the Board.

Financial Reports: The Board reviewed the financial reports for November 2025. Following discussion, Mr. Witte made a motion to accept the financial reports and write-offs to bad debt for November 2025 as presented. The motion was seconded by Ms. Prosser and passed unanimously.

Committee Meetings

Audit Committee: A meeting of the Audit Committee was scheduled for Thursday, January 22, 2026, at 3:00 pm to review the second half of 2025 expenses for the Directors and Staff.

SCI Fiber: Mr. Tanneberger reported that SCI Fiber continues to be a great asset to our membership and participation continues to increase. The fiber area is focusing on member services and process improvement. There are currently 12,225 fiber subscribers.

Mr. Tanneberger next brought the Board up to date on recent activities of Accord Telecommunications Collaborative and answered the Directors' questions.

Unfinished Business: Mr. Tanneberger reviewed the updated President/CEO goals for 2025.

The Board was reminded an Operation RoundUp Trustee would need to be appointed by January. Mr. Hamlin recommended appointing Todd Anderson of Owen County to fill the open seat. Following discussion, Mr. Witte made a motion to appoint Todd Anderson to the Operation RoundUp Board of Trustees. The motion was seconded by Mr. Smith and approved.

Directors were reminded of the upcoming PowerXchange Conference to be held in March 2026.

New Business: The Board reviewed a proposed amendment to Article XVI (Check Signing) of the bylaws of the SCI Membership Community Fund (Operation RoundUp) as follows:

Any and all checks issued by the Fund, for any purpose shall be signed by ~~two (2) officers or one (1) officer and such other person(s) as may be~~ an individual designated by the Board of Trustees as having check signing authority.

The Board will consider the amendment at the January Board Meeting.

Mr. Perry discussed the current Community Room rental rates and a proposal to increase the rental rates beginning in January 2026. Following discussion, Mr. Shields made a motion to approve the proposed member/employee rental rate of \$250.00 and non-member rate of \$500.00. The motion was seconded by Mr. Renner and approved. It was noted that the current deposit requirement and audio visual equipment rental rate will remain the same.

The Board considered a resolution authorizing the President/CEO to execute necessary documents to take any and all further actions necessary to carry out the amendment to the Executive Compensation 457(b) Plan for Employees to comply with changes made to the Internal Revenue Code by the SECURE Act and SECURE 2.0 Act. Following discussion, Mr. Smith made a motion to adopt the resolution as presented.

The motion was seconded by Mr. Pheifer and approved. A copy of the resolution is attached.

A contribution request from the NRECA International Program was deferred to Staff.

The Board considered the Voting Delegate and Alternate Delegate to the PowerXchange Conference to be held in March. Mr. Pheifer made a motion to appoint Mr. Franklin as the Voting Delegate and Mr. Hamlin as the Alternate Voting Delegate to the PowerXchange meeting. The motion was seconded by Mr. Smith and approved.

As a matter of record keeping, 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.

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

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

Bruce Hamlin, Chairman

ATTEST:

Jerry W. Pheifer, Secretary