

**MINUTES OF THE REGULAR MEETING OF THE
BOARD OF DIRECTORS OF SOUTH CENTRAL INDIANA
RURAL ELECTRIC MEMBERSHIP CORPORATION
HELD APRIL 30, 2020**

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 video conference on Thursday, April 30, 2020, at 5:30 p.m.

The following Directors were present: Mark Smith, Jerry Pheifer, Jim Cox, Lisa Prosser, Rex Franklin, Stephen Williamson, Jim Koch, Heather Mollo, and Bruce Hamlin. Others in attendance were Michael Schultz, General Counsel; James Tanneberger, President & CEO; and Stacey Sauer, Executive Assistant.

Director Jerry Pheifer opened the meeting with prayer. Mr. Hamlin then asked if there were any amendments or corrections to the minutes of the Regular Board of Directors' Meeting held March 26, 2020. There were no amendments or corrections. Mr. Cox made a motion to approve the minutes as presented. The motion was seconded by Mr. Koch and passed.

Safety Report: Mr. Tanneberger reviewed the Safety Report for the month discussing a recent incident and answering the Directors' questions. Following discussion, Mr. Williamson made a motion to accept the Safety Report. The motion was seconded by Ms. Mollo and approved.

Financial Reports: The Board reviewed available financial reports and discussed the timeline for the annual audit and internal control audit. Following discussion, Mr. Franklin made a motion to accept the available financial reports. The motion was seconded by Mr. Smith and approved.

SCI Fiber: Mr. Tanneberger discussed the SCI fiber project including the sale of one pipe in SCI's Indianapolis-area fiber duct, plans to clean the remaining duct, possible joint ventures, grant applications, and the organizational structure of the Fiber Department.

Committee Reports:

Member Service and Marketing Committee: The Member Service and Marketing Committee met on April 2, 2020, to discuss plans for the 2020 Annual Meeting. Due to the pandemic, alternate meeting formats were discussed versus holding an in-person meeting. The Committee reviewed various formats and is recommending that the 2020 Annual Meeting be held remotely using a method that would be user friendly for all members. Following discussion, Ms. Mollo made a motion to approve the recommendation of the Member Service and Marketing Committee to hold the Annual Meeting remotely with staff researching the best format for hosting the meeting. The motion was seconded by Mr. Pheifer and approved.

The Committee also discussed the director elections which require 30 signatures from members in their district as the nominating process.

Finance Committee: Mr. Smith discussed the Finance Committee meeting held on April 7, 2020. He reviewed the current financial position of SCI versus prior to the pandemic, RUS funding changes allowing for front-end funding, and answered the Directors' questions.

Personnel Committee: The Personnel Committee will meet on Thursday, May 21 at 6:00 p.m.

Unfinished Business: Mr. Tanneberger discussed his goals for 2020 which revolve around safety, satisfaction and strength indicating that updates are noted in red.

The Board was informed that the 2020 ACES Conference to be held at the end of May has been cancelled.

The Board was brought up to date on actions taken for the safety of employees and members during the pandemic.

New Business: The Board then considered SCI's participation in the NRECA Rural Cooperative Cybersecurity Capabilities (RC3) Program. The program is a tool that provides a cooperative an opportunity to identify strengths and weaknesses in its cybersecurity posture and to use those insights to create a cybersecurity action plan or roadmap for improvement.

Following discussion, Mr. Williamson made a motion to approve SCI's participation in the program. The motion was seconded by Mr. Koch and passed with one opposing vote. Mr. Tanneberger will provide additional information regarding the details of the self-assessment.

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.

The Board was informed that CFC will not request contributions to the CFC Integrity Fund this year. CFC also announced cancellation of the 2020 CFC Forum.

Attorney: Mr. Schultz described several ongoing projects including the comprehensive board policy review and ongoing work on Fiber related documents.

President/CEO Report: The President/CEO asked if there were any questions regarding the President/CEO's monthly report. There were no questions. Thereafter, Mr. Pheifer made a motion to accept the CEO report. The motion was seconded by Mr. Williamson and passed.

Operation RoundUp: Mr. Tanneberger asked if there were any questions regarding the recap of the recent meeting of the Operation RoundUp Board of Trustees. There were no questions.

SCI Services, LLC: Ms. Prosser reported on the recent meeting of the LLC discussing future considerations with regard to the LLC. There will be further discussion regarding this at the May REMC Board Meeting.

Hoosier Energy Report: Mr. Pheifer reported that the next Hoosier Energy Board meeting will be held May 11, 2020.

Indiana Electric Cooperatives: Mr. Cox reported that the Indiana Electric Cooperatives Board will meet again in June.

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

Bruce Hamlin, Chairman

ATTEST:

Jerry W. Pheifer, Secretary