

**REA ENERGY COOPERATIVE, INC.**  
**SUMMARY MINUTES OF REGULAR BOARD MEETING**  
**February 25, 2020**

The regular meeting of the Board of Directors of REA Energy Cooperative, Inc. (the “Cooperative”) was held Tuesday, February 25, 2020, immediately following the REA Energy Services regular Board Meeting in the boardroom of the Cooperative’s headquarters office located at 75 Airport Road in Indiana, Pennsylvania.

**Call to Order**

Board Chairman called the meeting to order at 5:33 p.m.

*Roll Call*

Board of Directors were present, including President & CEO, the Cooperative’s attorney, and Executive Assistant.

*Reading Coop Core Values*

Management read aloud Coop Core Value #5.

*Approval of Minutes*

A motion was made and seconded to approve the minutes of the January 28, 2020 regular Board meeting. Motion carried.

*Additions to Agenda*

Continuing Business:      Escheats Committee

A motion was made and seconded to approve the revised agenda as amended. Motion carried.

**New Business**

*Annual Meeting Speaker*

Discussion was held on options for guest speakers for this year’s Annual Meeting.

A motion was made and seconded to ask Steve Brame to be the speaker at the Cooperative’s Annual Meeting. Motion carried.

*Annual Identify Theft & Red Flag Policy*

The Cooperative’s President & CEO explained Policy I-1 and spoke about past incidents and how they were handled.

*April’s Board Meeting*

A motion was made and seconded to move April’s Board Meeting to Thursday, April 23<sup>rd</sup>. Motion carried.

*Committee Update – Policy Committee*

A Board of Director spoke about the last Policy Committee meeting and the specific policies that were reviewed. Discussion was also held about the change to a Bylaw about Director vacancies.

A motion was made and seconded to change Bylaw Article III, section 4 as discussed. Motion carried.

*District 1 Board Appointment*

The Cooperative's President & CEO announced there are four members interested in applying for the District 1 Board position. Discussion followed on the requirements to appoint an applicant for a vacancy on the Board.

*Truck Bid update*

The Cooperative's President & CEO reviewed bids received for the purchase of new trucks for the Operations department. He answered questions from the Board of Directors.

A motion was made and seconded to purchase the Altec and Versalift trucks as discussed. Motion carried.

**Legal Update**

The Cooperative's attorney reviewed a Right-of-Way complaint the Cooperative received.

**President & CEO Report**

The Cooperative's President & CEO spoke about the tabletop hotline demo donated to the Coop from Adam's Electric Cooperative. It will be a useful tool for future trainings and possible school visits. Board Chairman would like to invite Township Supervisors to the Area Meeting or have additional meetings at the Cooperative for training. The Board of Directors would like to extend the invitation to police departments, fire companies, EMTs, fire schools and the Emergency Management office for a tour of the Cooperative, high voltage demo and education.

The Cooperative's President & CEO has been in contact with PREA and others concerning Broadband. He spoke about Pennsylvania legislation working on state funding, he presented a Broadband timeline and reviewed where the Coop is in the process. Discussion continued concerning feasibility studies, engineering studies and grant writing.

Board Chairman declared a brief break at 7:12 p.m. The meeting reconvened at 7:30 p.m.

## **Continuing Business**

### *Memberships*

A motion was made and seconded to accept 58 new members for the month of January 2020. Motion carried.

### *Secretary / Treasurer's Report*

The Board Secretary reviewed the Secretary / Treasurer's report.

### *Area Meeting Details*

The Cooperative's President & CEO reviewed the dates and locations of the Area Meetings in March. The meetings will start at 5:30 p.m. and it will be a townhall format.

### *Coordinated Protection Update*

The Cooperative's President & CEO gave an update on the coordinated protection project and answered questions from the Board.

### *Escheats Committee*

A Board of Director presented requests the Escheats Committee received. Four requests were approved by the Board.

## **Reports**

The Board heard and discussed various business and activity reports.

A motion was made and seconded to accept the reports as presented. Motion carried.

## **Miscellaneous**

The following were reviewed by the Board of Directors:

In Memory: Sam Eckenrod – PREA News Magazine

ACRE Corner

NRECA – 5-Star Coop letter & certificate

PREA Memo – 2020 PREA Legislative Event

## **Adjourn**

A motion was made and seconded to adjourn the meeting. Motion carried.

Board Chairman adjourned the meeting at 8:00 p.m.

**REA ENERGY COOPERATIVE, INC.**  
**MINUTES OF REGULAR BOARD MEETING**  
**March 24, 2020**

The regular meeting of the Board of Directors of REA Energy Cooperative, Inc. (the “Cooperative”) was held on Tuesday, March 24, 2020. Due to government orders for social distancing during the coronavirus pandemic, the meeting was held via teleconference in the boardroom of the Cooperative’s headquarters office located at 75 Airport Road in Indiana, Pennsylvania.

**Call to Order**

Board Chairman called the meeting to order at 5:30 p.m. A moment of silence was held to pray for the victims of the coronavirus pandemic.

*Roll Call*

Board of Directors were present, including President & CEO, the Cooperative’s attorney and Executive Assistant.

*Approval of Minutes*

A motion was made and seconded to approve the minutes of the February 25, 2020 regular Board meeting. Motion carried.

*Additions to Agenda*

None.

**New Business**

*COVID-19*

The Cooperative’s President & CEO spoke about the Business Continuity Plan recently put into place. He reviewed the work he and the staff have done to create a safer work environment. Those employees who can work from home are doing so and non-emergency work is on hold. The Cooperative has been providing up-to-date communication to our members through social media.

*Temporary Policy Suspensions*

The Cooperative’s President & CEO reviewed Policies B-11, C-4, D-23 and D-31. He explained that due to the COVID-19 outbreak these policies need to be temporarily suspended. He also reviewed Policy C-13 and how monies from Members Sharing with Members and Act 187 will be put into the “helping members” category. The matching requirement will temporarily be relaxed. Later, the normal matching requirement can be reinstated and the allocations can be changed back to include community assistance and scholarship programs.

Lastly, federal law changes with the Family Medical Leave Act were discussed.

A motion was made and seconded to temporarily suspend policies B-11, C-4, D-23 and D-31, and to make changes to Policy C-13 as discussed. Motion carried.

#### *Loan Authorization*

The Cooperative's President & CEO spoke about the Cooperative's finances, revenue impact and collection issues. He recommended drawing down more funds from RUS. He answered questions about the Cooperative's Tier rating.

A motion was made and seconded to pull down requested amount from RUS. Motion carried.

#### *Right-of-Way Restoration*

The Cooperative's President & CEO spoke about the 2021 Right-of-Way bids. PennLines submitted a bid to cut the Right-of-Way for Reese Wilmore, Belsano, Ambry and Smithport substations. He reviewed the costs from previous years and the current bid submitted.

A motion was made and seconded to approve the bid from PennLines and keep PennLines as the Cooperative's Right-of-Way contractor. Motion carried.

#### *Pole inspection bids*

The Cooperative's President & CEO announced that Osmose and American Energy Services were the only two companies to submit bids for pole inspections. He reviewed the difference in the bids and answered questions from the Board.

A motion was made and seconded to approve American Energy Service as the pole inspection contractor. Motion carried.

### **Legal Update**

The current Cooperative's attorney announced he is not renewing his contract with Leventry, Haschak & Rodkey law firm. The new attorney for the REA Energy Cooperative will be the managing partner at Leventry, Haschak & Rodkey law firm.

The Cooperative's attorney gave an update on work he is doing with a Right-of-Way complaint and issue with retiring inactive utility lines.

### **President & CEO Report**

The Cooperative's President & CEO reminded the Board to gather information for the Credentials and Elections Committee. Discussion followed about District 1 candidate interviews.

Statewide will reduce load control and we may miss some peak time. They are planning to keep shut off time at no more than three hours at a time. The Cooperative's President & CEO answered questions about Broadband and spoke about the latest feasibility study.

## **Continuing Business**

### *Policy changes*

Discussion was held on temporary changes made to Policies B-25, B-36, C-8, C-13, C-14, D-23 and to Bylaw III, section 4.

A motion was made and seconded to approve all Policies and Bylaw changes as presented. Motion carried.

### *Memberships*

A motion was made and seconded to accept 35 new members for the month of February 2020. Motion carried.

### *Secretary/Treasurer's Report*

The Secretary / Treasurer's report was reviewed by the Board.

### *Area Meeting Update – Districts 3 & 4*

The Cooperative's President & CEO has suspended the Area Meetings. If they are to be held, they will be rescheduled for the end of May. He will keep the Board informed.

## **Reports**

The Board heard and discussed various business and activity reports.

A motion was made and seconded to accept the reports as presented. Motion carried.

## **Miscellaneous**

None.

## **Adjourn**

A motion was made and seconded to adjourn the meeting. Motion carried. Board Chairman adjourned the meeting at 6:38 p.m.

**REA ENERGY COOPERATIVE, INC.**  
**SUMMARY MINUTES OF REGULAR BOARD MEETING**  
**April 23, 2020**

The regular meeting of the Board of Directors of REA Energy Cooperative, Inc. (the “Cooperative”) was held on Thursday, April 23, 2020. Due to government orders for social distancing during the coronavirus pandemic, the meeting was held via teleconference in the boardroom of the Cooperative’s headquarters office located at 75 Airport Road in Indiana, Pennsylvania.

**Call to Order**

Board Chairman called the meeting to order at 5:28 p.m. An invocation was given and the Board said the Pledge of Allegiance.

*Roll Call*

Board of Directors joined the meeting via telephone. The Cooperative’s attorney also attended via telephone. The President & CEO, Secretary & Treasurer of the Board and the Executive Assistant were present in the boardroom.

*Approval of Minutes*

A motion was made and seconded to approve the minutes of the March 24, 2020 regular Board meeting. Motion carried.

*Additions to Agenda*

There were no additions to the Agenda.

**New Business**

*Strategic Planning*

The Cooperative’s President & CEO proposed scheduling a meeting with company representatives and employees who are assisting with Broadband service studies and development.

*Annual Meeting Speaker*

Discussion was held on possible candidates for the Annual Meeting speaker. If the Annual Meeting can still be held, the Cooperative’s President & CEO will ask Matt Leonard to speak. If he is unavailable, the Cooperative’s President & CEO will ask Pete Fitzgerald.

*Resolution for use of stamp or electronic signatures*

The Cooperative’s President & CEO would like to establish a procedure to get documents signed electronically or by using a stamp signatures during times of emergency. Electronic signatures will be explored, and more information will be shared with the Board as it becomes available. The Cooperative’s attorney also spoke about electronic signatures.

A motion was made and seconded to approve using stamped signatures in lieu of actual signature during a declared emergency when Board members are unable to come to the office. The process would include requiring approval verification via e-mail. Motion carried.

*President & CEO contingency & mitigation authority*

The Cooperative's President & CEO spoke about recent federal laws enacted to financially help small businesses. He explained the Cares Act and Payroll Protection Plan. The Cooperative's President & CEO plans to work with the Policy Committee to create a policy to cover circumstances that we are currently facing. Discussion followed on whether or not to put a loan amount limit on this request. Questions were answered and discussion continued.

A motion was made and seconded to give the Cooperative's President & CEO temporary permission, as long as the COVID-19 emergency is declared, to make decisions that will benefit the Cooperative without first seeking Board approval with certain limitations established. Motion carried.

*Youth Tour Scholarships*

The Cooperative's President & CEO spoke about the Youth Tour cancelation. He and the Communications Supervisor considered having a different trip later in the summer to another location. In lieu of a trip, the Cooperative's President & CEO had asked for approval of awarding a \$1,000 scholarship to each student who was selected to attend the Youth Tour. If approved, a letter would be sent to each student.

A motion was made and seconded to approve giving each student chosen to attend the Youth Tour a \$1,000 scholarship. Motion carried.

*Conflict of Interest & Disclosure Forms*

The Chairman of the Board reminded the Directors to turn in their Conflict of Interest forms.

*Audit Committee update*

The Cooperative's President & CEO announced that the Audit Committee will meet on Tuesday, April 28<sup>th</sup>. There will be an Audit presentation in May, which is a month later than normal. The delay is due the COVID-19 pandemic.

*Loans*

The Cooperative's President & CEO spoke about RUS loans and their low rates. He said the Cooperative doesn't need to borrow money at this time, but will get set up and ready if a loan is necessary.

**Legal Update**

The Cooperative's attorney gave an update about two Right-of-Way issues. He also spoke again about electronic signatures and how they are being used more due to the pandemic. He answered questions from the Directors.

## **President & CEO Report**

The Cooperative's President & CEO spoke about the audit from BWB. He explained that due to the COVID-19 pandemic, the Cooperative will not be required to meet Tier this year. He gave an update on Broadband. He talked about having a consortium with other Coops to help obtain funding from the FCC.

The Cooperative's President & CEO gave an update on the cleaning and disinfecting procedures of buildings and company vehicles. Some employees are still on a rotation schedule. This will continue until at least May 8<sup>th</sup>. He also spoke about measures being taken to keep employees healthy. He thanked all Directors, members and employees for being cooperative and understanding during this time.

## **Continuing Business**

### *Memberships*

A motion was made and seconded to accept 59 new members for the month of March 2020. Motion carried.

### *Secretary/Treasurer's Report*

The Board Secretary reviewed the Secretary / Treasurer's report.

### *PREA Board Meeting Report*

An update was given on the PREA Board Meeting. The meeting was held via teleconference. Topics discussed included broadband, COVID-19 action plan, events which have been cancelled and planning for future events.

### *Allegheny Board Meeting Report*

An update on the Allegheny Board meeting was given. That meeting was also held via teleconference. The Allegheny audit was approved. Other topics discussed were approval for Frank Betley to make changes to investments, future power supply at Susquehanna and events that have been cancelled.

### *Area Meeting Update – Districts 3 & 4*

The Cooperative's President & CEO proposed cancelling the Area Meetings. They were to be held at the end of May. At this point, there is not enough time to get the meetings organized. The Board of Directors agreed.

### *District 1 Appointment*

The candidate interviews for District 1 have been cancelled due to COVID-19. After May 8<sup>th</sup>, the Cooperative's President & CEO will look at possible interview times. He asked the Board if they want to schedule the interviews later than May or wait for the election. The Board of Directors agreed the election process should be the deciding factor if the interviews cannot be held by the first week of June. The Cooperative's President & CEO also announced if the KCAC isn't holding meetings by the time of the Annual Meeting on September 10<sup>th</sup>, we will offer a virtual meeting. This year may start the practice of having both a physical meeting and a virtual meeting.

## **Reports**

The Board heard and discussed various business and activity reports.

A motion was made and seconded to accept the reports as presented. Motion carried.

## **Miscellaneous**

The following were reviewed by the Board of Directors: NRECA letter  
Thank you card from a member

## **Adjourn**

A motion was made and seconded to adjourn the meeting. Motion carried. Board Chairman adjourned the meeting at 6:42 p.m.

**REA ENERGY COOPERATIVE, INC.**  
**SUMMARY MINUTES OF REGULAR BOARD MEETING**  
**May 26, 2020**

The regular meeting of the Board of Directors of REA Energy Cooperative, Inc. (the “Cooperative”) was Tuesday, May 26, 2020, immediately following the REA Energy Services regular Board Meeting in the conference room at the Hilton Garden Inn hotel at 714 Pratt Drive in Indiana, Pennsylvania.

**Call to Order**

Board Chairman called the meeting to order at 5:35 p.m. An invocation was given and the Board said the Pledge of Allegiance.

*Roll Call*

Board of Directors were present including the Cooperative’s President & CEO and Executive Assistant. The Cooperative’s attorney and Accounting & Finance Manager attended via teleconference.

*Reading Coop Core Values*

The Cooperative’s President & CEO read aloud Coop Core Value #8.

*Approval of Minutes*

A motion was made and seconded to approve the minutes of the April 23, 2020 regular Board meeting. Motion carried.

*Additions to Agenda*

None.

**New Business**

*Broadband Meeting dates*

The Cooperative’s President & CEO spoke about holding a two-day meeting and meet with representatives from various Broadband-related companies. Exact dates to be determined. The President & CEO answered questions from the Board.

*Oath of Office for District 1 Appointed Member*

The newly appointed Board of Director for District 1 took the Oath of Office before the start of the REA Services Board meeting.

*Easements: Condemnation*

The Cooperative’s President & CEO updated the Board about two Right-of-Way issues. He has been working with the members and trying to come to an agreement. He asked for preapproval for condemnation if needed. He answered questions from the Board.

A motion was made and seconded to give the President & CEO preapproval for condemnation of property discussed if necessary. Motion carried.

### *Supply Chain Concerns*

The Cooperative's President & CEO explained that due to COVID-19, supplies of some materials are low. The Cooperative's Purchasing Manager has been in contact with our suppliers and has reached out to other vendors as well.

### *Work Plan Vendor: Engineering*

The Cooperative's management is working to choose an engineering firm for the next Work Plan.

### *Audit Committee Report*

The minutes and information from the Audit Committee meeting was reviewed. The Audit Committee made a motion and is asking for a second to approve the Audit Report.

A motion was made and seconded to approve the Audit Report as presented. Motion carried.

### *Form 990*

The Cooperative's President & CEO explained the Form 990. The Cooperative's Accounting & Finance Manager highlighted some of the financials on the report.

A motion was made and seconded to approve the Form 990 as presented. Motion carried.

The Accounting & Finance Manager was dismissed and ended her conference call at 5:57 p.m.

### *Online training from NRECA*

The Cooperative's President & CEO told the Board about more online training being offered due to COVID-19. One Board of Director spoke about recent classes he attended online. Discussion continued about the cost difference from attending classes in-person or online.

### *Board Districts 1, 3 & 4 elections*

The Cooperative's President & CEO reviewed the dates and times of upcoming meetings for elections for Board Districts 1, 3 and 4. The deadline for petitions is June 12<sup>th</sup>. The Credentials and Elections Committee meeting is on June 16<sup>th</sup> at 3:00 p.m. Votes are due by September 7<sup>th</sup>. The results of the elections will be announced at the Annual Meeting on September 10<sup>th</sup>.

## **Legal Update**

The Cooperative's attorney gave an update on a Right-of-Way issue with a member that was resolved. He is working on another Right-of-Way issue. A letter was sent to that member. The Cooperative's attorney will work with the member and management and will keep the Board of Directors informed on the outcome.

## **President & CEO Report**

The Cooperative's President & CEO spoke about a possible new service for a mine in Indiana County. He told the Board about recent sales of a few Cooperative used trucks. There was discussion about future truck purchases.

The Cooperative's President & CEO gave an update on the reintegration program and measures being taken to protect employees and members from COVID-19. The lobbies at both offices will remain closed. He also spoke about the Payroll Protection Plan.

The Cooperative's President & CEO talked about Broadband and working with additional Pennsylvania electric Cooperatives to build a Broadband business plan. He reminded the Board about the current timeline of events and answered questions.

## **Continuing Business**

### *Credentials & Election Committee meeting*

The Credentials and Elections Committee meeting will be held on Tuesday, June 16 and 3:00 p.m.

### *ACRE*

All Board of Directors have signed up for ACRE.

### *Secretary / Treasurer's Report*

The Secretary and Treasurer's report was reviewed.

### *Memberships*

A motion was made and seconded to accept 39 new members for the month of April 2020. Motion carried.

## **Reports**

The Board heard and discussed various business and activity reports.

A motion was made and seconded to accept the reports as presented. Motion carried.

## **Miscellaneous**

The following were reviewed by the Board of Directors:

- Letters from three members
- Thank you e-mails from Youth Tour students
- ERMCO letter
- Thank you letter from Forest Hills School District
- PREA Summer Meeting

ACRE Corner newsletter  
Thank you letter from Cambria Heights Elementary School

**Adjourn**

A motion was made and seconded to adjourn the meeting. Motion carried. Board Chairman adjourned the meeting at 6:40 p.m.

**REA ENERGY COOPERATIVE, INC.**  
**SUMMARY MINUTES OF REGULAR BOARD MEETING**  
**June 23, 2020**

The regular meeting of the Board of Directors of REA Energy Cooperative, Inc. (the “Cooperative”) was held Tuesday, June 23, 2020, in the Team Building room of the Cooperative’s headquarters office located at 75 Airport Road in Indiana, Pennsylvania.

**Call to Order**

Board Chairman called the meeting to order at 4:58 p.m. An invocation was given and the Board said the Pledge of Allegiance.

*Roll Call*

Board of Directors were present including the Cooperative’s President & CEO, the Cooperative’s attorney and the Executive Assistant.

*Reading of Cooperative Core Value*

The Cooperative’s President & CEO read aloud Cooperative Core Value #9.

*Approval of Minutes*

A motion was made and seconded to approve the minutes of the May 26, 2020 regular board meeting. Motion carried.

*Additions to Agenda*

There were no additions to the Agenda.

**New Business**

*District Elections*

The Credentials and Elections Committee met with the candidates for the upcoming Board of Director elections. All candidates are qualified. Voting ballots will be mailed to members on August 4<sup>th</sup>. The results will be given to the Cooperative’s attorney. He will announce the results at the Annual Meeting on September 10<sup>th</sup>, 2020.

*Budget Adjustment – Truck*

The Cooperative’s President & CEO spoke about negotiating better prices on the trucks for the Line, Engineering and Reliability departments. He gave the Board a spreadsheet showing past purchases and the current negotiated prices. He also spoke about the costs for necessary repairs to a truck that is scheduled to be replaced next year. He asked if the Board would approve the purchase of a ¾ ton truck. The Cooperative’s President & CEO answered questions from the Board.

A motion was made and seconded to approve the change to the budget for new trucks. Motion carried.

### *COVID-19 re-opening*

The Cooperative's President & CEO announced the lobbies at the Indiana and Ebensburg offices have reopened. If members don't have a mask they are asked to use the drive thru. All employees, but one, have returned to working at the offices. Contractors are back to work as well. All employees and contractors have been asked to follow social distancing recommendations.

### *Broadband Legislation*

The Cooperative's President & CEO spoke about three Broadband bills being considered by the Pennsylvania House and Senate. These bills may be passed in the next couple of months. A cable company is trying to stop these from going through. A funding bill at the state level is needed to receive possible federal funding. The Cooperative's President & CEO answered a few questions from the Board.

### *Annual Meeting – Virtual*

The Cooperative's President & CEO announced that four Pennsylvania electric cooperatives have cancelled their Annual Meetings for this year. He asked the Board to consider having a virtual Annual Meeting. Door prizes would still be offered even with a virtual meeting. Members who log in for the meeting would be entered into prize drawings. He answered questions. More details need to be worked out. The Policy Committee will meet in July to write a policy about virtual meetings. Discussion followed.

### *Policy Meeting dates – Annual Meeting changes*

The Policy Committee will meet at the Indiana office on Tuesday, July 14<sup>th</sup> at 4:00 p.m. A reminder will be sent to committee members closer to that date.

### *BWB Contract*

A letter from BWB was reviewed by the Board. The Cooperative's President & CEO explained our auditor BWB has a three-year contract with a two-year contract to renew. He asked if the Board would like to renew the contract for two years.

A motion was made and seconded to extend the two-year option with auditors BWB. Motion carried.

## **Legal Update**

The Cooperative's attorney reviewed the standings and work he has been doing to handle on-going and recent easement complaints. He also spoke about a non-party subpoena REA Energy received. That subpoena was not properly filed so the cooperative will wait to comply after the new subpoena is filed. Lastly, he spoke about changes needed to a current policy about Board of Director candidates requesting member information from the cooperative. The existing policy requires candidates to pay a \$200 fee if they violate terms of the policy. The Cooperative's attorney feels a confidentiality agreement that contains confession judgement language be added to the policy along with an increased fee of \$5,000 to \$10,000 if the terms of the policy are violated. Discussion continued.

A motion was made and seconded to set the fee at \$10,000 in the revised policy. Motion carried.

### **President & CEO Report**

The Cooperative's President & CEO spoke about plans to work with Annex to inventory our supplies and stock supplies as needed. This will create more space in the warehouse, make Operations more efficient and cut costs.

Tree trimming complaints have increased now that crews have moved into areas that were not cut properly in the past. This year's NRECA Safety Summit meeting is a virtual meeting. More employees will be able to attend because the meeting is online.

Coordinated Protection was delayed due to COVID-19 but the program is ready to begin with the inventory at the office and employees are back to work. The Cooperative's President & CEO spoke about the 4-Year Work Plan. The goal is to rebuild as much of copperweld lines as possible.

The Cooperative's President & CEO announced that SEDC bought ATS and are merging their systems. There will be a reimplementations in the future. Lastly, he told the Board about the upcoming Broadband Meeting in July. Details of that meeting were discussed.

### **Continuing Business**

#### *Secretary/Treasurer Report*

The Board Secretary reviewed the Secretary/Treasurer's Report.

#### *Memberships*

A motion was made and seconded to accept 55 new members for the month of May 2020. Motion carried.

#### *Broadband Meeting*

The Cooperative's President & CEO has set a meeting with agencies and employees involved with the Broadband. A meeting with agencies, employees and Board of Directors will be held at the Hilton Garden Inn on July 22<sup>nd</sup> and 23<sup>rd</sup>. Board of Directors will need to arrive by 9:00 a.m. both days.

### **Reports**

The Board heard and discussed various business and activity reports.

A motion was made and seconded to eliminate the Members who left our lines report. Motion carried.

A motion was made and seconded to approve the reports as presented. Motion carried.

## **Miscellaneous**

The following were reviewed by the Board of Directors:

Thank you letter

Federated letter

## **Adjourn**

A motion was made and seconded to adjourn the meeting. Motion carried.

Board Chairman adjourned the meeting at 5:52 p.m.

**REA ENERGY COOPERATIVE, INC.**  
**SUMMARY MINUTES OF REGULAR BOARD MEETING**  
**July 28, 2020**

The regular meeting of the Board of Directors of REA Energy Cooperative, Inc. (the “Cooperative”) was held on Tuesday, July 28, 2020. Due to social distancing during the coronavirus pandemic, the meeting was held via teleconference in the boardroom of the Cooperative’s headquarters office located at 75 Airport Road in Indiana, Pennsylvania.

**Call to Order**

Board Chairman called the meeting to order at 5:29 p.m. An invocation was given and the Board said the Pledge of Allegiance.

*Roll Call*

Board of Directors were present, including President & CEO, the Cooperative’s attorney and Executive Assistant.

*Reading of Cooperative Core Value*

The Cooperative’s President & CEO read aloud Cooperative Core Value #10.

*Approval of Minutes*

A motion was made and seconded to approve the minutes of the June 23, 2020 regular Board meeting. Motion carried.

*Additions to Agenda*

There were no additions to the Agenda.

**New Business**

*Policy Committee Activity*

A review of the Policy Committee meeting on July 14<sup>th</sup>, 2020 was given. There was discussion on recommended changes to policies B-26, F-3, C-8 and Article II of the Cooperative bylaws because of the increase of virtual meetings and an increase in use of technology due to the Coronavirus.

A motion was made and seconded to accept the changes to Article II of the Cooperative’s bylaws. Motion carried.

*Policy B-26*

Discussion continued about online training, Director per diem and Director training. The cost difference between attending training in-person or attending online classes was presented. The Cooperative’s President & CEO answered questions from the Board.

A motion was made and seconded to accept the changes to policy B-26. Motion carried.

*Policy F-3*

Suggested changes to policy F-3 for voting and campaigning procedures were reviewed by the Board.

A motion was made and seconded to approve changes made to policy F-3. Motion carried.

*Policy C-8*

Discussion was held on the suggested change to policy C-8 that would allow an approved vendor to print labels of member's addresses. This policy will not be presented for voting until the September Board meeting. Directors were asked to submit any suggestions on this policy to a member of the Policy Committee.

*COVID-19 Update*

The Cooperative's President & CEO gave an update on the Cooperative's status on Covid-19 and what safety protocols are in place.

*Board Devices*

The Cooperative's President & CEO spoke about the need for new devices for Board of Directors to improve file accessibility and holding online meetings.

**Continuing Business**

*Secretary/Treasurer Report*

The Board Secretary reviewed the Secretary/Treasurer's Report.

*Memberships*

A motion was made and seconded to accept 70 new members for the month of June 2020. Motion carried.

*Election Update*

Employees are working with the Cooperative's vendor to get election ballots printed and mailed by August 4<sup>th</sup>. Results will go to the Cooperative's Attorney September 8<sup>th</sup> and he will announce the results at the Annual Meeting on September 10<sup>th</sup>. Profiles of candidates were printed just as they were written and signed off by each candidate.

*Training*

The Cooperative's President & CEO spoke about the cancellation of in-state classes for the Board of Directors. Online training will be reviewed.

*PREA Board Meeting Report*

An update of the PREA Board Meeting was given.

*Allegheny Board Meeting Report*

A review of the Allegheny Board meeting was given.

## **Legal Update**

The Cooperative's attorney worked on Right-of-Way issues. In the first case, it was determined their claim is barred by statute of limitations. In the second case, the member has filed suit against REA Energy for alleged damage done by tree crews. The Cooperative's attorney will keep the Cooperative's President & CEO and the Board of Directors updated. He answered some questions from Directors.

## **President & CEO Report**

The Cooperative's President & CEO highlighted an article about a power supplier and alleged bribery to lawmakers. He spoke about the Payroll Protection Program and the Rural America Act that NRECA is promoting. With the flexible financing from that Act, it would allow Cooperatives to refinance and lower their percentage rates without penalty.

The Cooperative's President & CEO spoke about construction costs for solar panel services and if there is assistance to help members.

The Cooperative's President & CEO mentioned that the plan to have city sewage installed at the Indiana office has been delayed. Vehicles ordered earlier this year will be delivered soon. He presented an overview of an online program, Docusign, that may be used in a month or two. Also, there will be no Employee Day this year due to COVID-19. Another outside activity may be considered. Lastly, the Cooperative's President & CEO spoke about PREA's political endorsements.

### *Annual Meeting*

The Cooperative's President & CEO gave a presentation about this year's Annual Meeting. He provided a slide show of the proposed plan and layout of the meeting. He answered questions from the Board.

A motion was made and seconded to approve having a remote communication only Annual Meeting. Motion carried.

## **Reports**

The Board heard and discussed various business and activity reports.

A motion was made and seconded to approve the Summary minutes of the April 23, 2020 Board meeting. Motion carried.

A motion was made and seconded to table the motion to approve summary minutes of May 26 Board meeting. An error was found in the minutes. This motion will be presented at the next Board meeting.

A motion was made and seconded to approve the reports as presented. Motion carried.

## **Miscellaneous**

The following were reviewed by the Board of Directors:

Thank you note from Cambria County Food Pantry  
Article about First Energy

The Cooperative's President & CEO announced the Broadband meeting in July is cancelled due to COVID-19. The Business Plan was sent, and the format of the meeting has changed. The next tentative date for the Broadband meeting will be Tuesday, August 18<sup>th</sup> and Wednesday, August 19<sup>th</sup>. More information will be sent as it becomes available.

## **Adjourn**

A motion was made and seconded to adjourn the meeting. Motion carried.

Board Chairman adjourned the meeting at 6:48 p.m.

**REA ENERGY COOPERATIVE, INC.**  
**SUMMARY MINUTES OF REGULAR BOARD MEETING**  
**August 25, 2020**

The regular meeting of the Board of Directors of REA Energy Cooperative, Inc. (the “Cooperative”) was held Tuesday, August 25, 2020, immediately following the REA Energy Services regular Board Meeting in the Team Building room of the Cooperative’s headquarters office located at 75 Airport Road in Indiana, Pennsylvania.

**Call to Order**

Board Chairman called the meeting to order at 5:19 p.m. An invocation was given and the Board said the Pledge of Allegiance.

*Roll Call*

Board of Directors were present, including President & CEO, the Cooperative’s attorney, HR Administrator and Executive Assistant.

*Reading of Cooperative’s Vision Statement*

The Cooperative’s President & CEO read aloud the Cooperative’s Vision Statement.

*Approval of Minutes*

A motion was made and seconded to approve the minutes of the July 28, 2020 regular board meeting. Motion carried.

*Additions to Agenda*

There were no additions to the Agenda.

**Special Presentations**

*Board Training Update*

Director training was reviewed by the Cooperative’s HR Administrator. She provided each Director with a report of classes completed and what is needed to achieve their CCD, BLC or Gold certificates. She answered questions from the Board. She also announced that there was full Board participation with ACRE this year.

The HR Administrator was dismissed from the meeting at 5:33 p.m.

**New Business**

*Annual Meeting Review*

The Cooperative’s President & CEO talked about the format of the Cooperative’s first online Annual Meeting. The meeting will be held virtually on September 10<sup>th</sup>. The presentations for this year’s Annual Meeting will be pre-recorded. Chad answered questions from the Board.

*Member concern*

The Cooperative's President & CEO told the Board of Directors about a recent Right-of-Way complaint and how it was handled.

*Compensation Committee*

The Compensation Committee, which consists of the members from the Executive Committee, will meet on Thursday, September 3<sup>rd</sup> at 3:00 p.m.

*Broadband – fiber ring*

Board Chairman commented that the Broadband Meeting was very informative, and all involved did a great job. He said that due to the cost to build a Broadband network, a fiber ring is being considered first. Questions were asked and lengthy discussion continued. Assets, funding, business plans, maintenance and timelines were considered.

A vote was held to approve installing, depending on total costs, the fiber ring as discussed.

*Latimer Substation*

The Cooperative's President & CEO spoke about the need to upgrade transformers in the Latimer substation. He talked about the costs and going out for bid. He answered questions.

*Budget change*

The Cooperative's President & CEO reviewed the budget and with margins good, he asked for a change to the budget for Right-of-Way cutting on Smithport, Amsbry, Reese and Wilmore substations. Completing Right-of-Ways on those substations will complete the tree trimming cycle. There are still 20 miles on Smithport substation and another 20 miles on Amsbry substation.

A motion was made and seconded to approve a budget change for tree trimming on the mentioned substations. Motion carried.

*Educational video*

Due to a letter sent to members by a Board candidate, the Cooperative's President & CEO created an education video about the Cooperative's service charges, rates and compared our distribution charge to other electric utilities' charges. This will be shared with members on social media.

*Disconnects*

The Cooperative's President & CEO spoke about the moratorium put into place by Governor Wolf and how some members haven't paid their electric bill since the end of 2019. Disconnects may be permitted starting after Labor Day. The Cooperative's President & CEO explained the disconnection process. He answered some questions.

*Youth Tour*

The Cooperative's President & CEO shared new plans for the 2021 Youth Tour. Because of the proposed format, the trip may cost more and the Cooperative may have to reduce the

number of students who are selected to attend. He will keep the Board informed.

#### *PREA Online training*

The Cooperative's President & CEO spoke with the Board about a recent Policy passed that limits Directors to two courses within 12 months. To achieve Gold status, Directors need to take three courses. The Cooperative's President & CEO asked the Board how they want to proceed now that more classes are being taken online. He talked about the cost difference between attending classes in-person or taking classes online. PREA is hosting classes at no extra cost during this time. Discussion followed on possible policy changes.

A motion was made and seconded to approve Directors to take three courses online. Motion carried.

#### *Federated election*

Voting in this year's election for Federated will be held online. The Cooperative's President & CEO asked the Board who they would like to appoint the voting delegate.

A motion was made and seconded to appoint the Cooperative's President & CEO as the delegate for voting. Motion carried.

#### *New devices*

The Cooperative's President & CEO announced Board of Directors will receive new tablets. Training will be held in groups of three with each session lasting two to three hours. He answered a few questions from the Board.

The Board Chairman declared a brief break at 6:59 p.m. The meeting reconvened at 7:15 p.m.

### **Legal Update**

The Cooperative's attorney an update on a Right-of-Way case. He said this will take months to get to a resolution.

### **President & CEO Report**

The Cooperative's President & CEO spoke about PREA and NRECA in-person meetings have been cancelled and moved to online only. He said storms have happened later this year . Some supply chains haven had issues with inventory, but the Cooperative had increased orders at the start of the COVID-19 outbreak so we are okay with inventory items.

The Cooperative's President & CEO will give a presentation on KRTA's as soon as they're available. He announced that Employee Day will be different this year. There will not be group activities & individual lunches will be provided.

Lastly, the Cooperative's President & CEO gave an update on the work done at St Augustine substation. Access and parking have been moved and swale work is complete. The only work remaining is to raise the height of the fence.

## **Continuing Business**

### *Memberships*

A motion was made and seconded to accept 76 new members for the month of July 2020. Motion carried.

### *Secretary/Treasurer Report*

Board Secretary reviewed the Secretary/Treasurer's Report.

### *Pandemic Update*

The Cooperative's President & CEO gave an update on the status of employees and how the integration process is going. He answered a few questions.

## **Reports**

The Board heard and discussed various business and activity reports.

A motion was made and seconded to approve summary minutes of the May 26 Board meeting. Motion carried.

A motion was made and seconded to approve summary minutes of the June 23 Board meeting. Motion carried.

A motion was made and seconded to approve the reports as presented. Motion carried.

## **Miscellaneous**

The following were reviewed by the Board of Directors:

NRECA Online Regional Week

Thank you letter UUS letter

## **Adjourn**

A motion was made and seconded to adjourn the meeting. Motion carried. Board Chairman adjourned the meeting at 7:33 p.m.

**REA ENERGY COOPERATIVE, INC.**  
**SUMMARY of MINUTES OF REGULAR BOARD MEETING**  
**September 29, 2020**

The regular meeting of the Board of Directors of REA Energy Cooperative, Inc. (the “Cooperative”) was held Tuesday, September 29, 2020, in the Team Building room of the Cooperative’s headquarters office located at 75 Airport Road in Indiana, Pennsylvania.

**Call to Order**

Board Chairman called the meeting to order at 5:20 p.m. An invocation was given and the Board said the Pledge of Allegiance.

*Roll Call*

Board of Directors were present, including President & CEO, the Cooperative’s attorney, HR Administrator and Executive Assistant.

*Reading of Cooperative’s Vision Statement*

The Cooperative’s President & CEO read aloud the Cooperative’s Vision Statement.

*Approval of Minutes*

A motion was made and seconded to approve the minutes of the August 25, 2020 regular board meeting. Motion carried.

A correction to last month’s Board meeting was mentioned. At August’s Board meeting, a motion should have been made before a vote was held on Broadband. The motion was amended, and a Director seconded that amendment. Discussion was held on the need for a motion to move forward on research to build a Broadband network.

A motion was made and seconded to approve moving forward with exploring options to build and provide Broadband service. Motion carried.

*Additions to Agenda*

New Business: 7. Committee sheets

A motion was made and seconded to approve the revised agenda as amended. Motion carried.

**NOTE:** An addition to the Agenda was made to add a Standing Committee Agenda item. It was later realized there was an Agenda item for Standing Committees and the addition to the Agenda was not needed.

## **Special Presentations**

### *Capital Credits*

The Cooperative's President & CEO spoke about the Capital Credits plan, Cash Flow plan and Debt plan created from the last Strategic Planning session. The Cooperative's Financial Analyst presented various options at the Strategic Planning session and the Board decided on a 40-year cycle. The Cooperative's President & CEO explained Capital Credits and how they are retired.

A motion was made and seconded to continue the 40-year cycle to retire Capital Credits. Motion carried.

A motion was made and seconded to retire 1980 Capital Credits. Motion carried.

### *Compensation Committee*

The Cooperative's HR Administrator spoke about compensation, job evaluations and performance reviews. The current payroll budget was reviewed, and the proposed payroll amount was presented to the Board of Directors.

A motion was made and seconded to approve the proposed payroll for inside employees. Motion carried.

The HR Administrator was dismissed from the meeting at 5:48 p.m.

## **Executive Session**

Board Chairman called for an Executive Session at 5:48 p.m.

Motion was made and seconded to go into Executive Session. Motion carried.

Executive Session ended at 7:07 p.m.

Motion was made and seconded to come out of Executive Session. Motion carried.

Board Chairman declared a brief break at 7:07 p.m. The meeting reconvened at 7:18 p.m.

## **New Business**

### *Compensation package*

A motion was made and seconded to approve the Compensation package as discussed in the Executive Session. Motion carried.

*Establish standing committees*

Discussion was held on filling positions for Committees. A list of Committees were given to Directors along with volunteer forms. Directors are to turn in the forms and the Board Chairman will appoint Board Members to the various Committees.

A motion was made and seconded to keep the standing committees. Motion carried.

*Wreaths for Veterans*

The Board of Directors agreed to donate money once again this year to the Wreaths for Indiana County Veterans program.

A motion was made and seconded to donate to the Indiana County Veterans Committee for their Wreath for Veterans program. Motion carried.

*Compensation error*

The Cooperative's President and CEO explained an error that occurred in the processing of Board of Director compensations. The error was corrected.

*Statewide emergency contact form*

The Cooperative's President & CEO provided all Directors a copy of the Emergency Contact form for PREA and Allegheny to be filled out and submitted.

**Legal Update**

The Cooperative's attorney gave an update on two Right-of-Way cases. He also spoke about attending the Annual Meeting.

**Continuing Business**

*Memberships*

A motion was made and seconded to accept 74 new members for the month of August 2020. Motion carried.

*Secretary/Treasurer Report*

The Secretary and Treasurer's Report was reviewed.

*Annual Meeting Follow-up*

The Cooperative's President & CEO presented feedback from members about the Annual Meeting. He reviewed some recommendations made by the members. Because of the positive feedback and increased numbers in attendees, next year's Annual Meeting will likely include an online option again.

### *Pandemic Update*

The Cooperative's President & CEO gave an update on the status of employees. The lobby at the Ebensburg office will reopen soon. With October being Cooperative month, we will give gifts to members who could not attend the online Annual Meeting. He answered a few questions.

### *Policy C-8*

Discussion was held on Policy C-8. We will work with an approved printing company to handle mailings for future Board of Directors candidates.

A motion was made and seconded to approve Policy C-8. Motion carried.

### *Latimer Substation*

The Cooperative's President & CEO explained the need to upgrade transformers at the Latimer Substation. New transformers have been ordered.

## **President & CEO Report**

The Cooperative's President & CEO encouraged the Board of Directors to practice using their new Surface tablets. Any issues or questions can be directed to the IT Department. He spoke about a new bucket truck recently ordered for the Line Department.

Dates were considered for the 2021 Annual Meeting. The first date chosen is Thursday, September 16, with the backup date being Thursday, September 23. The meeting will be held at the KCAC.

Lastly, it was announced one lineman will be retiring in January 2021. The Cooperative's President & CEO also congratulated a Director who recently earned his BLC.

## **Reports**

The Board heard and discussed various business and activity reports.

A motion was made and seconded to approve summary minutes of the September 10, Reorganization meeting. Motion carried.

A motion was made and seconded to approve summary minutes of the July 28 Board meeting. Motion carried.

A motion was made and seconded to approve the reports as presented. Motion carried.

### **Miscellaneous**

The following were reviewed by the Board of Directors:

CFC Patronage letter & Capital Account Information

ACRE letter

CFC District 1 Meeting information

Youth Tour information

### **Adjourn**

A motion was made and seconded to adjourn the meeting. Motion carried.

Board Chairman adjourned the meeting at 7:47 p.m.

**REA ENERGY COOPERATIVE, INC.**  
**SUMMARY of MINUTES OF REGULAR BOARD MEETING**  
**October 27, 2020**

The regular meeting of the Board of Directors of REA Energy Cooperative, Inc. (the “Cooperative”) was held Tuesday, October 27, 2020, in the Team Building room of the Cooperative’s headquarters office located at 75 Airport Road in Indiana, Pennsylvania.

**Call to Order**

Board Chairman called the meeting to order at 5:12 p.m. An invocation was given and the Board said the Pledge of Allegiance.

*Roll Call*

Board of Directors were present, including President & CEO, the Cooperative’s attorney, Financial Analyst and Executive Assistant.

*Reading of Cooperative’s Core Values*

The Cooperative’s President & CEO read aloud number five of the Cooperative’s Core Values.

*Approval of Minutes*

A motion was made and seconded to approve the minutes of the September 29, 2020 regular board meeting. Motion carried.

*Additions to Agenda*

New Business: 4. December’s Board Meeting date 5. Executive Committee

A motion was made and seconded to approve the revised agenda as amended. Motion carried.

**Special Presentations**

*Draft Budget*

The Cooperative’s Financial Analyst presented the Draft Budget for 2021. He reviewed the Income Statement, Operating costs, Maintenance expenses and loan rates, among other categories. He answered questions from the Board of Directors. A final Budget will be presented at November’s Board Meeting and a vote will be held whether to approve the Budget or not.

The Financial Analyst was dismissed from the meeting at 5:53 p.m.

*KRTA Presentation*

The Cooperative’s President & CEO explained the Key Ratio Trend Analysis the Cooperative receives from CFC. He also spoke about CFC. He highlighted some of the charts and showed how REA Energy compares to other Pennsylvania Cooperatives and Cooperatives

nationwide. He answered a few questions from the Board.

### **Legal Update**

The Cooperative's attorney updated the Board about an on-going Right-of-Way case. He answered questions from the Board of Directors.

### **President & CEO Report**

The Cooperative's President & CEO announced the work to replace Versatecs is still underway. The water heater program at the Cooperative is under review to be sure the program is still beneficial.

The Cooperative's President & CEO spoke about work that was done to resolve high voltage issues. He also spoke about healthcare costs and options available.

Federated visited the Ebensburg office for inspections. They observed the Ebensburg line crew working at a job site. The linemen did a great job. The Cooperative's President & CEO told the new Directors about the Eaton Experience. He would like to organize a visit to their facility when Eaton reopens.

The Cooperative's President & CEO announced disconnects of delinquent accounts will begin around November 7<sup>th</sup>. The Billing department has been trying to work with members and offer assistance from various agencies. Load limiting will continue through the winter months.

Lastly, The Cooperative's President & CEO answered a question about Broadband. He spoke about new legislation recently passed that will allow the Cooperative to run Broadband equipment on existing easements. He will be meeting with representatives from In the Stix for more discussion on Broadband.

### **New Business**

#### *Board Political Aspirations*

The Cooperative's President & CEO presented information on a political campaign involving a former REA Board of Directors. A mailer and social media posts were shown to the Board. The campaigning materials are inaccurate and paint a negative image of the former Director, the rest of the Board and the Cooperative. Discussion continued about if a new policy is needed to limit or restrict Board of Directors from running for political office. The Cooperative's President & CEO reached out to other Cooperatives and have examples of their policies. Board of Directors agree there needs to be a policy created. More information will be presented as it becomes available.

*R/W complaint letter*

The Cooperative's President & CEO aloud a complaint letter received from a member about Right-of-Way cutting. After he investigated this matter, he found that tree crews were threatened by the property owner. Furthermore, the trees being cut were on property owned by the Army Corps of Engineers. This property borders the member's property.

*December Board Meeting*

The Cooperative's President & CEO announced the need to move December's Board Meeting.

A motion was made and seconded to approve moving December's Board meeting from December 29<sup>th</sup> to December 22<sup>nd</sup>. Motion carried.

**Continuing Business**

*Memberships*

A motion was made and seconded to accept 70 new members for the month of September 2020. Motion carried.

*Secretary/Treasurer Report*

The Secretary/Treasurer's Report was reviewed.

*Committees*

The Chairman of the Board reviewed the changes to the Committees for 2021. All Directors were given a printed copy of the list of Committees.

**Reports**

The Board heard and discussed various business and activity reports.

A motion was made and seconded to approve summary minutes of the August 25, 2020 Board meeting. Motion carried.

A motion was made and seconded to approve the reports as presented. Motion carried.

**Miscellaneous**

The following were reviewed by the Board of Directors:

- CFC letter
- Tribune Democrat article
- ERMCO letter
- Thank you e-mail

**Adjourn**

A motion was made and seconded to adjourn the meeting. Motion carried.

Board Chairman adjourned the meeting at 7:22 p.m.

**REA ENERGY COOPERATIVE, INC.**  
**SUMMARY of MINUTES OF REGULAR BOARD MEETING**  
**November 24, 2020**

The regular meeting of the Board of Directors of REA Energy Cooperative, Inc. (the “Cooperative”) was held Tuesday, November 24, 2020, immediately following the REA Energy Services regular Board Meeting. The meeting was held via teleconference and via Zoom. A few employees and one Director attended in-person in the Boardroom at the Cooperative’s headquarters office located at 75 Airport Road in Indiana, Pennsylvania.

**Call to Order**

Board Chairman called the meeting to order at 5:49 p.m. An invocation was given and the Board recited the Pledge of Allegiance.

*Roll Call*

Board of Directors were present, including the Cooperative’s attorney, President & CEO, Network and Systems Manager, Financial Analyst and Executive Assistant.

*Reading of Cooperative’s Core Values*

The Cooperative’s President & CEO read aloud number six of the Cooperative’s Core Values.

*Approval of Minutes*

A motion was made and seconded to approve the minutes of the October 27, 2020 regular board meeting. Motion carried.

*Additions to Agenda*

New Business:           5. Discussion – Board Packet

A motion was made and seconded to approve the revised agenda as amended. Motion carried.

**Special Presentations**

*2021 Budget*

The Cooperative’s Financial Analyst presented the final budget. There was one minor change in the IT department’s section of the budget. The Cooperative’s Network and Systems Manager explained that change. The Cooperative’s President & CEO spoke about the cost for health insurance. All Directors had reviewed the proposed Budget for 2021.

A motion was made and seconded to pass the proposed 2021 Budget. Motion carried.

The Cooperative's Financial Analyst and Network Systems Manager were dismissed from the meeting at 5:55 p.m.

### **Legal Update**

The Cooperative's attorney sent the President & CEO a proposed Policy about Directors running for public office. Discussion was held on that topic. The Attorney participated in the NRECA's Zoom meeting. He is also working with Financial Analyst on the application for a loan with RUS for the Cooperative. In December, he will have a resolution for the Board for review and to vote to approve it or not.

### **New Business**

#### *Christmas Greeting*

The Christmas greeting to Cooperative employees was reviewed by the Board of Directors.

A motion was made and seconded to approve the Christmas greeting. Motion carried.

#### *2021 Area Meeting*

The Cooperative's President & CEO told the Board by January a decision needs made on whether or not to have Area Meetings. Currently, numbers of COVID-19 cases are increasing. He will continue to monitor the situation.

#### *Broadband Update*

The Cooperative's President & CEO gave an update on Broadband installation. He has met with representatives from In the Sticks. They want to do a pilot program. He spoke about the costs and plans for that program. He answered questions from the Board.

A motion was made and seconded to approve the pilot program with In the Sticks with a \$50,000 cost limit. Motion carried.

#### *FLEX Software Conversion*

The Cooperative's President & CEO announced that starting the week after Thanksgiving the new FLEX software will be put into use. Training will be provided to staff and staking sheets will be only on the computer. We will start to go paperless.

#### *Board Packets*

A Board of Director asked if anyone else preferred to have a paper copy of the Board Packet. They find it difficult to see the Board Packet when attending a Board Meeting via Zoom. It was recommended to minimize the Zoom window and then the Board Packet can be viewed on the computer screen.

## **President & CEO Report**

The Cooperative's President & CEO announced there will not be a Christmas lunch for employees. An internal control review will be done soon. Operational processes will be evaluated. He spoke about a new program called FLEX that will replace Futura. Currently the staking process is paper intensive and with the new FLEX program, paperwork will be eliminated.

The Cooperative's President & CEO spoke about this year's margin. He answered a question about possibly doing more tree trimming. He spoke about the increase in our tree trimming already. He spoke about healthcare. The Cooperative's President & CEO also announced that the Cooperative's auditor will do a virtual audit this year due to Covid-19.

The Cooperative's President & CEO spoke about options for members to pay their bills and how the Cooperative will promote the Portal program. Chad reminded the Board of the importance of being aware of suspicious e-mails. He spoke about a recent hack at another cooperative because of an employee's e-mail.

Capital Credit checks will be mailed starting November 30<sup>th</sup>. The Cooperative's President & CEO announced he will be attending classes for Project Management. The NRECA started a similar program and the Cooperative had one employee attend that online training.

The Cooperative's President & CEO answered questions about tree trimming, retired lines, OCRs and switches. He also gave an update on the affect COVID-19 has had and how the employees are handling things. He said due to cross training, the last wind storm was handled very well.

## **Continuing Business**

### *Memberships*

A motion was made and seconded to accept 61 new members for the month of October 2020. Motion carried.

### *Secretary/Treasurer Report*

The Secretary and Treasurer's Report was reviewed.

### *PREA Board Meeting Report*

Topics discussed at the PREA Board Meeting were presented.

### *Allegheny Board Meeting Report*

A recap of the Allegheny Board Meeting was given.

### *COVID Update*

The Cooperative's President & CEO gave an update on the status of employees and COVID-19. Temperature kiosks will be installed. Cleaning well and disinfecting continues.

## **Reports**

The Board heard and discussed various business and activity reports.

A motion was made and seconded to approve summary minutes of the September 29, 2020 Board meeting. Motion carried.

A motion was made and seconded to approve the reports as presented. Motion carried.

## **Miscellaneous**

The following were reviewed by the Board of Directors:

Sell, Neff & Associates letter

Thank you letter

## **Adjourn**

A motion was made and seconded to adjourn the meeting. Motion carried.

Board Chairman adjourned the meeting at 6:42 p.m.

**REA ENERGY COOPERATIVE, INC.**  
**SUMMARY of MINUTES OF REGULAR BOARD MEETING**  
**December 22, 2020**

The regular meeting of the Board of Directors of REA Energy Cooperative, Inc. (the “Cooperative”) was held Tuesday, December 22, 2020, via teleconference and via Zoom. A few employees and one Director attended in-person in the Boardroom at the Cooperative’s headquarters office located at 75 Airport Road in Indiana, Pennsylvania.

**Call to Order**

Board Chairman called the meeting to order at 5:22 p.m. An invocation was given and the Board recited the Pledge of Allegiance.

*Roll Call*

Board of Directors were present, including the Cooperative’s attorney, President & CEO, IT Supervisor, an Electrical Engineer and Executive Assistant.

*Reading of Cooperative’s Core Values*

The Cooperative’s President & CEO read aloud number seven of the Cooperative’s Core Values.

*Approval of Minutes*

A motion was made and seconded to approve the minutes of the November 24, 2020 regular board meeting. Motion carried.

*Additions to Agenda*

There were no additions to the Agenda.

**Special Presentations**

*Distributed Generation*

One of the Cooperative’s Electrical Engineer spoke about the increase in solar panel requests and gave an overview of Distributed Generation. They presented a slide show and the steps it takes to have solar interconnections installed. Discussion continued about costs, reliability, and disposal fees. They also answered questions from the Board.

The Cooperative’s IT Supervisor and Electrical Engineer were dismissed from the meeting at 6:15 p.m.

**Executive Session**

Board Chairman called for an Executive Session at 6:15 p.m.

A motion was made and seconded to go into Executive Session. Motion carried.

A motion was made and seconded to come out of Executive Session. Motion carried. Executive Session ended at 6:43 p.m.

### **Legal Update**

The Cooperative's attorney has been working on Broadband agreements and a service agreement for the trial program. He spoke about the proposed resolution for a loan through RUS. This resolution gives management the ability to drawdown moneys if necessary. The loan may not be needed at all.

### **President & CEO Report**

The Cooperative's President & CEO announced the 2021 Youth Tour has been officially cancelled. Scholarships are being considered again this year. The President & CEO has been named the Chairman of the CEO Committee for PREA and Allegheny. He also will be attending Carlow University beginning January 11<sup>th</sup> to earn a graduate-level certificate. He announced the retirement of one linemen in January 2021 and the resignation of another linemen.

He told the Board about truck bids and tree bids to be sent. Discussion continued on Broadband funding in Pennsylvania. The Cooperative's President & CEO is researching if there will be companies expanding Broadband into REA Energy's service area.

The Cooperative's President & CEO answered questions about the hiring of new linemen and future hires.

### **New Business**

#### *Boardable*

The Cooperative's President & CEO announced the need for a new computer software, called Boardable, for Board meetings. Directors will receive training in January. They can either attend via Zoom or we will host training with small groups, socially distanced in the Teambuilding room. More information will be made available later.

#### *GoEvo App*

The Cooperative's President & CEO told the Board about the new GoEvo App being used at the Cooperative. This helps screen not only employees but also visitors.

#### *Youth Tour*

The Cooperative's President & CEO told the Board about the Youth Tour and that it has been cancelled for a second year. Last year scholarships were given to the students who were chosen for the Youth Tour. The Cooperative's President & CEO proposed creating a Youth Tour Scholarship. It will be advertised and High School guidance counselors will be given the information. Students will apply and be interviewed. Suggestions were given and questions were answered.

A motion was made and seconded to approve a Youth Tour Scholarship for 2021, with moneys awarded the Senior year of the chosen students. Motion carried.

*Official RUS Loan Resolution*

The Cooperative's President & CEO answered some questions about the RUS loan resolution. He spoke about the low interest and the possibility that we will not need the money. This is just to give management the ability to draw down funds if necessary.

A motion was made and seconded to approve the RUS loan resolution, that would either include or exclude a mortgage. Motion carried.

*Load Limiting Policy Review*

The Cooperative's President & CEO reviewed the Load Limiting Policy and answered a few questions from the Board.

*Vaccination Overview*

The Cooperative's President & CEO spoke about where the Cooperative employees rank on the list of those to receive the Coronavirus vaccine. Discussion continued on possible timelines, requirements and possible incentives.

**Continuing Business**

*Memberships*

A motion was made and seconded to accept 76 new members for the month of November 2020. Motion carried.

*Secretary/Treasurer Report*

The Secretary and Treasurer's Report was reviewed.

*Area Meetings*

The Cooperative's President & CEO recommends forgoing the Area Meetings this year. Normally the Area Meetings are held in late March or early April. It is unclear what the COVID-19 numbers will be at that time. The Board agreed.

A motion was made and seconded to cancel the 2021 Area Meetings. Motion carried.

*Christmas Lunch change*

The Cooperative's President & CEO told the Board about the change to this year's Christmas lunch. Instead of meeting in a group, all employees and Board of Directors will receive charcuterie boxes to take home.

## **Reports**

The Board heard and discussed various business and activity reports.

A motion was made and seconded to approve summary minutes of the October 27, 2020 Board meeting. Motion carried.

A motion was made and seconded to approve the reports as presented. Motion carried.

## **Miscellaneous**

The following were reviewed by the Board of Directors:

ERMCO letter

Thank you card

## **Adjourn**

A motion was made and seconded to adjourn the meeting. Motion carried.

Board Chairman adjourned the meeting at 7:25 p.m.