

**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 cancellation. 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.