

**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.