

**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.