

# **UNION ELECTRIC MEMBERSHIP CORPORATION**

Monroe, North Carolina  
Minutes of Board of Directors Meeting  
February 9, 2019

Pursuant to due notice thereof, a regular meeting of the Board of Directors of Union Electric Membership Corporation (hereinafter called the "Cooperative") was held on February 9, 2019 at 9:00 AM, at the Cooperative's headquarters office in Monroe, North Carolina.

All Directors were present. Also present were Greg Andress, Executive Vice President and General Manager, and Aaron Christensen, General Counsel.

With President Kirk presiding, the following proceedings were held:

## **Invocation**

1. Mr. Starnes gave the invocation.

## **Oaths of Office**

2. The full Board joined Ms. Sue B. Threatt in affirming their oaths. Thereafter Ms. Threatt assumed her duties and responsibilities as a Director of Union Electric Membership Corporation.

## **Gold Certificate for NRECA Training**

3. Mr. Kirk presented the Gold Certificate to Mr. Turner for his accomplishments in NRECA training.

## **Approval of Minutes of December Board Meeting and January Special Board Meeting**

4. On MOTION by Mr. Starnes, seconded by Mr. Porter, the minutes of the December 8, 2018 Board Meeting and the minutes of the January 14, 2019 Special Board Meeting were approved.

## **New Member Applications**

5. 924 new members made application for service and those new members are now actively receiving electric service from the Cooperative. 707 members resigned their membership. Thereafter, on MOTION by Mr. Starnes, seconded by Mr. Porter, the following resolution was approved:

**RESOLVED**, the resignations and/or disconnections of resigning members is hereby accepted and approved. The applications of new members are hereby accepted and approved. A list of resigning members and new members is hereby directed to be filed in the official records of the Cooperative.

## **Finance and Audit Committee Report**

6. Mr. Kirk presented the Finance and Audit Committee Report, indicating the Committee reviewed and approved all expenses for the Board of Directors and the Executive Vice-President and General Manager. On MOTION by

Mr. Turner, seconded by Mr. Caudle, the Board accepted the Expense Reports.

**Financial Report**

7. Mr. Andress presented the Financial Report, including the Balance Sheet, Statement of Operations, and Key Financial Ratios as of December 31, 2018. On MOTION by Mr. Porter, seconded by Mr. Starnes, the Board accepted the Financial Report, a copy of which is attached to the minutes.

**Proposed Change in Personnel Policy 302, Work Rules and Termination of Personnel**

8. Mr. Andress presented a proposed change in Personnel Policy 302, Work Rules and Termination of Personnel, to reconcile policy rules concerning the use of electronic devices while driving. On MOTION by Mr. Turner, seconded by Mr. Porter, the Board accepted the change to Personnel Policy 302.

**2019 Statewide Board/Delegate Certifications**

9. On MOTION by Mr. Turner, seconded by Mr. Starnes, the following Board/Delegate designations were made:

<u>Entity</u>	<u>Board Members &amp; Voting Delegates</u>
NCEMC	Mr. Andress and Mr. Kirk
NCAEC	Mr. Andress and Mr. Kirk
TEMA	<u>Voting Delegates</u> Mr. Andress and Mr. Kirk

**Legal Report**

10. Mr. Christensen presented the Legal Report, commenting on the variety of legal matters before the Cooperative.

**Statewide, National and Local Updates**

11. Mr. Andress provided an update of local, state and national matters, including statewide recognition of Mr. Starnes' years of service and the upcoming "Rally in Raleigh."

**Headquarters Building Project Update**

12. Mr. Andress provided an update on the progress of the headquarters construction, including weather, General Contractor performance, DOT and sidewalk issues, budget performance, and construction status.

**Chestnut Property Update**

13. Mr. Andress provided an update on the Chestnut property, including zoning status and the anticipated closing.

**Union Services  
Financial Reports**

14. Mr. Andress reported on financial performance metrics for Union Services.

**Write-Off Summary of  
Delinquent Accounts**

15. Mr. Andress presented a summary of write offs for delinquent accounts.


**Safety Reports**

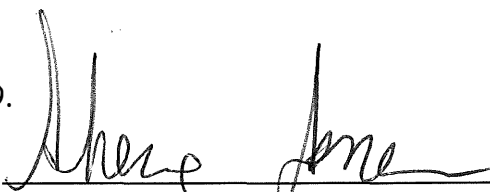
16. Mr. Andress presented the Safety Report.

There being no further business, on MOTION by Mr. Turner, seconded by Mr. Porter, the meeting was adjourned at 11:30 AM.

Respectfully submitted this 9<sup>th</sup> day of February 2019.

Approved:

  
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Lee Roy Kirk, President

  
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Sherise Jones, Secretary