

UNION ELECTRIC MEMBERSHIP CORPORATION

Monroe, North Carolina
Minutes of Board of Directors Meeting
June 13, 2020

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 June 13, 2020, at 9:00 a.m., via electronic conference.

All Directors were present. Also present were Greg Andress, Executive Vice President and General Manager; Aaron Christensen, General Counsel; and Numa Robertson, Vice President of Corporate Services. Theresa Blackwell, Vice President of Finance and Accounting; attended portions of the meeting.

With President Kirk presiding, the following proceedings were held:

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| Invocation | 1. | Mr. Starnes gave the invocation. |
| Approval of Minutes of Board Meeting | 2. | On MOTION and second, the minutes of the April 18; 2020 Board Meeting were approved. |
| New Member Applications – April 1, 2020, through May 31, 2020 | 3. | A total of 999 new members made application for service during the period of April 1, 2020, through May 31, 2020 and those new members are now actively receiving electric service from the Cooperative. A total of 682 members resigned their membership during this period. Thereafter, on MOTION and second, 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.

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| Financial Report – Union Power | 4. | On MOTION and second, the Board accepted the Financial Report. |
| Financial Report – Union Services | 5. | On MOTION and second, the Board accepted the Financial Report for Union Services. |
| COVID-19 Update | 6. | Mr. Andress presented an update on the impacts of the COVID-19 pandemic, including an extension of the Governor's moratorium on disconnections, strategies for |

working with members in economic distress, plans for collection of payments in arrears, return to work strategies, and contact tracing protocols. Ms. Blackwell reported on the pandemic's impacts on Accounts Receivable and anticipated revenue trends.

Acceptance of Board of Directors and EVP General Manager's Expense Reports

7. Mr. Kirk reported that the Executive Committee had reviewed and approved all expenses for the Board of Directors and the Executive Vice President and General Manager for the period of February through May 2020. On MOTION and second, the Board accepted the Expense Reports.

Resolution on Emergency Bylaw Provisions

8. On MOTION and second, the Board unanimously adopted the Resolution on Emergency Bylaw Provisions for Promoting Member and Employee Safety During the 2020 Annual Meeting and Election of Directors. A copy of the Resolution is attached hereto and incorporated as if the same were fully restated.

Legal Report

9. Mr. Christensen presented the legal report, commenting on governance, pandemic, employment, and member issues.

Executive Session

10. The Board entered an Executive session. No Board vote or other official actions were taken during the session. The regular meeting resumed thereafter.

Manager's Report

11. Mr. Andress presented the General Manager's report, commenting on state and federal political developments and various statewide initiatives.

New Construction Contract

12. Mr. Andress reported on execution of a contract with Lee Electrical Construction Inc. to upgrade a transmission line and a contract with Sumpter Utilities, Inc. for upgrade of a substation. Both of the selected contractors were lowest bidders and both projects are within the current budget and workplan.

Write-off Report

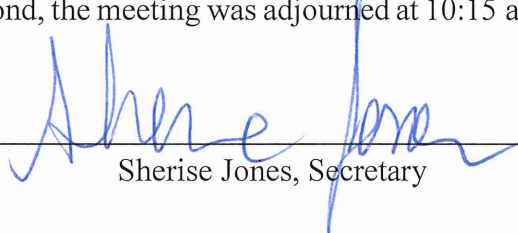
13. Mr. Andress reported on net write-off for the period of January 2020, through April 20, 2020, in the amount of .03% of revenues, provided a general overview of recoupment strategies, and commented on the anticipated

impacts of the Governor's Executive Order establishing a moratorium on cut offs.

Safety Report

14. Mr. Address presented the Safety Report for April and May 2020, commenting on the occurrence of one OSHA-recordable incident during the time period but no lost-time incidents. Mr. Address further commented on employee efforts to work safely through the pandemic.

There being no further business, on MOTION and second, the meeting was adjourned at 10:15 a.m.
Respectfully submitted this 13th day of June 2020.



Sherise Jones, Secretary

Approved:



Lee Roy Kirk, President