

UNION ELECTRIC MEMBERSHIP CORPORATION

Monroe, North Carolina
Minutes of Board of Directors Meeting
December 11, 2021

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 December 11, 2021, at 9:00 am, via electronic conference.

All Directors were present. Also present were Greg Andress, Executive Vice President and General Manager, and Aaron Christensen, General Counsel. 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. Porter gave the invocation. |
| Approval of Minutes of Board Meeting | 2. | On MOTION and second, the minutes of the October 9, 2021, Board Meeting were approved. |
| New Member Applications | 3. | A total of 1,119 new members made application for service during the period of October 1, 2021, through November 30, 2021, and those new members are now actively receiving electric service from the Cooperative. A total of 893 members resigned their membership during this same 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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| Finance and Audit Committee Report | 4. | Mr. Kirk presented the Finance and Audit Committee Report, indicating the Committee reviewed and approved all expenses for the Executive Vice President and General Manager. On MOTION and second, the Board accepted the Expense Reports. |
| Financial Reports | 5. | Ms. Blackwell presented the Financial Reports for Union Power and Union Services, highlighting the balance sheet, statement of operations, and key financial ratios, all as of October 31, 2021. On MOTION and second, the Board accepted the Financial Reports. |

**2022 Operating &
Capital Budget**

6. Ms. Blackwell presented the 2022 Operating and Capital Budget, highlighting the projected statement of operations, comparisons to prior projections and actual expenses, controllable expenses, and other related matters. On MOTION and second, the Board approved the 2022 Operating and Capital Budget.

**Resolution Extending
Authorization to Sell
Tract**

7. On MOTION and second, the Board extended Mr. Andress' authority to consummate the sale of the land adjacent to the Larkhaven substation, as follows:

RESOLVED,

1. All authorities necessary to negotiate and consummate a prompt and timely sale of the Tract, including signing all documents on behalf of the Cooperative, are delegated to the Executive Vice President and General Manager;
2. The Executive Vice President and General Manager is responsible for assigning appropriate staff to effectively implement this delegation of authority; and
3. The Executive Vice President and General Manager is responsible for ensuring that any sales transaction reserves an appropriate easement for future electric system needs.

The Resolution shall remain effective through consummation of the sale.

**Resolution for 2022
Board Meeting Dates**

8. On MOTION and second, the Board resolved that the 2022 schedule for Regular Board Meetings is as follows:
- February 12, 2022
 - April 9, 2022
 - June 11, 2022
 - August 13, 2022
 - October 8, 2022
 - December 10, 2022

2022 NRECA Annual Meeting Delegates

9. On MOTION and second, the following voting delegates for NRECA and CFC at the 2022 NRECA Virtual Annual Meeting, scheduled for February 22 - March 4, 2022, were approved:

NRECA	CFC	NRTC
Delegate	Delegate	Delegate
Mr. Andress	Mr. Andress	Mr. Andress
Alternate	Alternate	Alternate
Mr. Robertson	Mr. Robertson	Mr. Robertson

Executive Session

10. The Board entered a brief Executive Session. No action was taken.

RUS Loan Closing

11. Mr. Christensen reviewed the process for Union Power to close on an RUS loan, including presentation and discussion of the RUS loan contract, and the corresponding FFB Note, Reimbursement Note, and Mortgage. On MOTION and second, the Board passed a resolution authorizing execution of the loan documents and directed that the formal resolution be maintained with the Cooperative's loan records.

Confidential Legal Report

12. Mr. Christensen provided a confidential legal report.

Executive Session

13. A brief executive session was held. No action was taken.

General Manager's Statewide, National and Local Updates

14. Mr. Andress presented statewide, national and local updates, commenting on solar facilities and related strategic initiatives for the overall wholesale power portfolio, construction progress, potential meeting date conflicts, general business developments, and other financial matters.

Write-offs and Delinquent Accounts

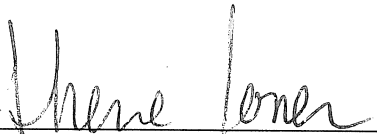
15. Mr. Andress reported on net write offs of delinquent accounts, the economic impact of COVID-19 on members, expected transition to normal operations and payment plans for delinquent accounts.

Safety Reports

16. Mr. Andress presented the Safety Report, reviewing safety performance measures on a monthly and year-to-date basis and reporting that there have been no safety incidents in the last two months.


There being no further business, on MOTION and second, the meeting was adjourned at 11:15 am.

Respectfully submitted this 11th day of December 2021.



Sherise Jones, Secretary-Treasurer

Approved:



Lee Roy Kirk, President