

UNION ELECTRIC MEMBERSHIP CORPORATION

Monroe, North Carolina
Minutes of Board of Directors Meeting
February 12, 2022

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 12, 2022, starting at 9:00 a.m., via electronic conference.

All Directors were present. Also present were Greg Andress, Executive Vice President and General Manager; and Aaron Christensen, General Counsel. Additionally, 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 December 11, 2021 Meeting were approved. |
| New Member Applications | 3. | <p>A total of 992 new members made application for service during the period of December 1, 2021, through January 31, 2022, and those new members are now actively receiving electric service from the Cooperative. A total of 756 members resigned their membership during this same time period. Thereafter, on MOTION and second, the following resolution was approved.</p> <p style="margin-left: 40px;">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</p> |
| 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 Report | 5. | Ms. Blackwell presented the preliminary Financial Report, highlighting the 2021 end-of-year statement of operations; various labor, revenue and expense statistics; the balance sheet; other key financial data, and corresponding pandemic impacts. Ms. Blackwell further commented on |

the Cooperative's exceptional growth rate of 2.5% and favorable gross margins over the prior year. Ms. Blackwell further reported on the balance sheet and other metrics for Union Service. On MOTION and second, the Board accepted the financial report.

990 Compliance

6. Ms. Blackwell presented the 990 compliance survey.

**Appointment of Voting
and Alternate Delegates**

7. On MOTION and second, the following board appointments, and voting and alternate delegates, were approved:

North Carolina Electric Membership Corporation – Mr. Kirk and Mr. Andress
North Carolina Association of Electric Cooperatives – Mr. Kirk and Mr. Andress
Tarheel Electric Membership Corporation – Mr. Kirk (voting delegate only) and Mr. Andress

**Confidential Legal
Update**

8. Mr. Christensen reported on regional and national matters affecting the cooperative industry and provided other confidential guidance.

Executive Session

9. On MOTION and second, the Board entered executive session to discuss legal and strategic matters. No actions were taken.

**General Manager's
Update**

10. Mr. Andress presented the General Manager's update, addressing business and strategic priorities and commenting on the proposed 501(c)(3) Union Power Charitable Foundation. The Board reiterated its desire for the Cooperative to proceed with efforts to establish the foundation, including anticipated formation of the non-profit corporation when appropriate.

**Write-offs and
Delinquent Accounts**

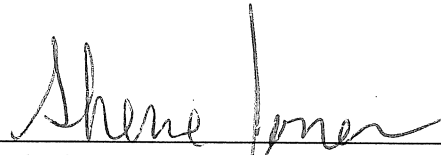
11. Mr. Andress reported on net write-offs of delinquent accounts.

Safety Reports

12. Mr. Andress presented the Safety Report, reviewing safety performance measures on a monthly and year-to-date basis.


There being no further business, and on MOTION and second, the meeting was adjourned at 10:30 a.m.

Respectfully submitted this 12th day of February 2022.



Sherise Jones, Secretary-Treasurer

Approved:



Lee Roy Kirk, President