

UNION ELECTRIC MEMBERSHIP CORPORATION

Monroe, North Carolina
Minutes of Board of Directors Meeting
April 9, 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 April 9, 2022, starting at 9:00 a.m., at the Cooperative’s headquarters facility.

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; and John Cheatham, Partner with the audit firm of Adams, Jenkins and Cheatham, 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 February 12, 2022, Meeting were approved. |
| New Member Applications | 3. | <p>A total of 1,011 new members made application for service during the period of February 1, 2022, through March 31, 2022, and those new members are now actively receiving electric service from the Cooperative. A total of 704 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 Financial Report, highlighting the Statement of Operations, Balance Sheet, and the Statement of Cash Flows as of February 28, 2022. On MOTION and second, the Board accepted the |

Financial Report. Ms. Blackwell further reported on the balance sheet and other metrics for Union Service. On MOTION and second, the Board accepted the financial report.

Audit Report

6. Mr. Cheatham provided all required ethics disclosures and then presented the 2021 Audit Report, expressing an unmodified or “clean” opinion. He further highlighted the Consolidated Financial Statements, including the Balance Sheets, Statements of Operations and Comprehensive Income, Statements of Equities, Statements of Cash Flow, and other supplemental information and matters. On MOTION and second, the Board accepted the Audit Report.

Union Power Charitable Foundation – Bylaws and Directors

7. Ms. Blackwell presented proposed Bylaws for Union Power Charitable Foundation and provided an overview of planning for the organization. Recognizing the Foundation’s significant business value in furthering cooperative principles and promoting the vitality of the communities served by the Cooperative, and on MOTION and second, the Board adopted Bylaws for the Foundation and appointed the following persons to the Board of Directors: Theresa Blackwell, Luanne Sherron, Carrie Stroud, Numa Robertson and David Gross. The Board appointed Mr. Andress to serve as the President and to participate on the Board as an ex officio director.

On further MOTION and second, the Board directed staff to establish a voluntary “round up” program for charitable fundraising.

Executive Session

8. The Board entered an Executive Session. No official actions were taken.

Wage and Salary

9. On MOTION and second, the Board affirmed authority of Mr. Andress to implement an annual wage and salary adjustments within the scope of established budgets.

Confidential Legal Update

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

Director Benefits

11. Mr. Address addressed insurance and benefit design strategies, observing among other points that no Directors participate in the Cooperative's health insurance plan. On MOTION and second, the Board eliminated continuing eligibility of Directors to participate in any employee benefit plan, subject to a transition period for any participants paying their own premiums in dental and prescription plans.

General Manager's Update

12. Mr. Address presented the General Manager's update.

Write-offs and Delinquent Accounts

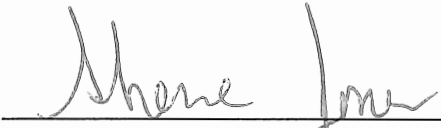
13. Mr. Address reported on net write-offs of delinquent accounts.

Safety Reports

14. Mr. Address 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 12:00 p.m.

Respectfully submitted this 9th day of April 2022.



Sherise Jones, Secretary-Treasurer

Approved:



Lee Roy Kirk, President