

UNION ELECTRIC MEMBERSHIP CORPORATION

Monroe, North Carolina

Minutes of Board of Directors Meeting

June 11, 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 June 11, 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, attended portions of the meeting.

With President Kirk presiding, the following proceedings were held:

Invocation

1. Mr. Porter gave the invocation.

Approval of Minutes of Board Meeting

2. On MOTION and second, the minutes of the April 9, 2022, Meeting were approved.

New Member Applications

3. A total of 1,107 new members made application for service during the period of April 1, 2022, through May 31, 2022, and those new members are now actively receiving electric service from the Cooperative. A total of 888 members resigned their membership during this same time 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

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 April 30, 2022. On MOTION and second, the Board accepted the Financial Report. Ms. Blackwell further reported on the balance

sheet and other metrics for Union Services. On MOTION and second, the Board accepted the financial report.

Resolution on Sale of Land

6. Mr. Andress reported on the proposed sale of land. Thereafter, on MOTION and second the Board passed a resolution providing and confirming the following executive authorities and directives:

All authorities necessary to negotiate and consummate a prompt and timely sale of the Tracts, including signing all documents on behalf of the Cooperative, are delegated to the Executive Vice President and General Manager; and

The Executive Vice President and General Manager is responsible for assigning appropriate staff to effectively implement this delegation of authority.

Review and Assignment of Capital Credits

7. Ms. Blackwell addressed matters relating to the allocation of capital credits. By virtue of having received revenues in excess of expenses for the year ended December 31, 2021, it is calculated that each member of the Cooperative during the year 2021 should be credited with having furnished the Cooperative capital in an amount equal to 5.718% of each member's patronage during that year for cooperative-sourced allocable margins and 1.992% of each member's patronage during that year for generation and transmission sourced allocable margins. On MOTION and second, the Board approved assignment of allocable margins for the year ended December 31, 2021, as calculated.

Appointment of Nominating Committees

8. On MOTION and second, the Board appointed members to the Nominating Committee, as follows: Kathy C. Odell, Jimmy D. Carver, Brian Baucom, Greg Rushing, Gary Bostian, Mike Easley, Hilton Hinson, and Peter Harden, IV.

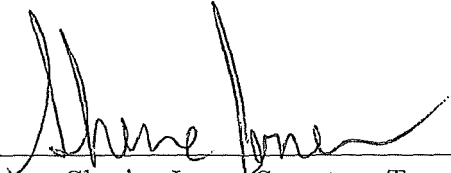
Appointment of C&E Committee

9. On MOTION and second, the Board appointed members to the Credentials and Elections Committee, as follows: Rebecca Sistare, Donald S. Robinson, Steve Griffin, Eric B. Leonard, and Gene Wilson.

Resolution on RS and 401(k) Plans	10.	Mr. Andress reported on proposed resolutions to authorize amendment and re-statement of the RS and 401(k) Plans to provide necessary updates to the Plan documents, incorporating Plan design changes from the prior five years. On MOTION and second, the Board approved the resolution, a copy of which is incorporated in the official records of the Cooperative.
Service Rules and Regulations	11.	Ms. Blackwell reported on updates to the Service Rules & Regulations as part of the Cooperative's initiative to review its governing documents. On MOTION and second, the Board adopted the updates to the Service Rules.
Cost Allocation Manual	12.	Ms. Blackwell presented updates to the cost allocation manual for subsidiary business activities, prepared in accordance with N.C. Gen. Stat. Section 117-18.1. On MOTION and second, the Board adopted the updated cost allocation manual.
Cash Management Update	13.	Mr. Andress reported on cash management strategies and practices. On MOTION and second, the Board authorized and directed management to invest available cash in short term investment grade corporate debt securities with First Citizens Investor Services, laddered for an average portfolio maturity not to exceed 18 months.
Confidential Legal Report	14.	Mr. Christensen reported on regional and national matters affecting the cooperative industry and provided other confidential guidance.
General Manager's Update	15.	Mr. Andress presented the General Manager's update.
Write-offs and Delinquent Accounts	16.	Mr. Andress reported on net write-offs of delinquent accounts.
Safety Reports	17.	Mr. Andress presented the Safety Report, reviewing safety performance measures on a monthly and year-to-date basis.

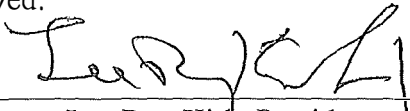
There being no further business, and on MOTION and second, the meeting was adjourned at 12:00 p.m.

Respectfully submitted this 11th day of June 2022.



Sherise Jones, Secretary-Treasurer

Approved:



Lee Roy Kirk, President