

UNION ELECTRIC MEMBERSHIP CORPORATION

Monroe, North Carolina
Minutes of Board of Directors Meeting
April 15, 2023

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 15, 2023, starting at 9:00 a.m., at the Cooperative's headquarters facility.

All Directors were present, with the exception of Ms. Threatt. Also present were Greg Andress, Executive Vice President and General Manager; Aaron Christensen, General Counsel; and Theresa Blackwell, Vice President of Finance and Accounting. John Cheatham and Stephanie Tuck, with the audit firm of Adams, Jenkins and Cheatham, attended portions of the meeting via video conference.

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 Meeting of February 11, 2023, were approved.

New Member Applications

3. A total of 1,023 new members made application for service during the period of February 1, 2023, through March 31, 2023, and those new members are now actively receiving electric service from the Cooperative. A total of 661 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 February 28, 2023.

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 for Union Services.

Audit Report

6. Mr. Cheatham and Ms. Tuck provided all required ethics disclosures and then presented the 2022 Audit Report, expressing an unmodified or “clean” opinion. They 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.

Confidential Legal Report

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

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 annual wage and salary adjustments within the scope of established budgets.

General Manager’s Update

10. Mr. Andress presented the General Manager’s update.

Write-offs and Delinquent Accounts

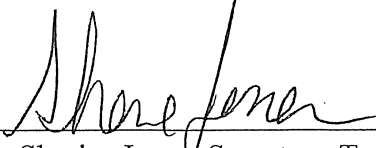
11. Mr. Andress reported on net write-offs of delinquent accounts.

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 11:30 a.m.

Respectfully submitted this 15th day of April 2023.



Sherise Jones, Secretary-Treasurer

Approved:



Lee Roy Kirk, President