

UNION ELECTRIC MEMBERSHIP CORPORATION

Monroe, North Carolina
Minutes of Board of Directors Meeting
June 10, 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 June 10, 2023, starting at 9:00 a.m., at the Cooperative's headquarters facility.

All Directors were present, with the exception of Mr. Porter. Also present were Greg Andress, Executive Vice President and General Manager; Aaron Christensen, General Counsel; and Theresa Blackwell, Vice President of Finance and Accounting. Jeremy Black, Vice President of Information Services, attended portions of the meeting.

With President Kirk presiding, the following proceedings were held:

Invocation

1. Mr. Kirk gave the invocation.

Approval of Minutes of Board Meeting

2. On MOTION and second, the minutes of the April 15, 2023, Meeting were approved.

New Member Applications

3. A total of 1,132 new members applied for service during the period of April 1, 2023, through May 31, 2023, and those new members are now actively receiving electric service from the Cooperative. A total of 757 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.

Cyber Security Update

4. Mr. Black provided a detailed cyber security update, addressing a variety of risks and security strategies.

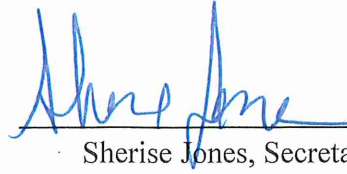
Finance and Audit Committee Report

5. 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	6.	Ms. Blackwell presented the Financial Report, highlighting the Statement of Operations, Balance Sheet, and the Statement of Cash Flows as of April 30, 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.
Review and Assignment of Capital Credits	7.	Ms. Blackwell addressed matters relating to the allocation of capital credits. On MOTION and second, the Board approved allocation of 3.326% of cooperative-sourced gross margins and 1.946% of generation and transmission gross margins.
Appointment of Nominating Committees	8.	On MOTION and second, with incumbent directors having recused themselves from the vote the Board appointed members to the Nominating Committee, as follows: Jimmy D. Carver, Brian Baucom, Greg Rushing, Gary Bostian, Mike Easley, Hilton Hinson, Peter Harden, IV, and Kathy C. O'Dell.
Appointment of C&E Committee	9.	On MOTION and second, with incumbent directors having recused themselves from the vote, 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.
Confidential Legal Report	10.	Mr. Christensen reported on Cooperative legal matters and other regional and national developments affecting the cooperative industry.
Executive Session	11.	The Board entered an executive session. No official actions were taken.
General Manager's Update	12.	Mr. Andress presented the General Manager's update.
Write-offs and Delinquent Accounts	13.	Mr. Andress reported on net write-offs of delinquent accounts.
Safety Reports	14.	Mr. Andress presented the Safety Report, reviewing safety performance measures on a monthly and year-to-date basis.

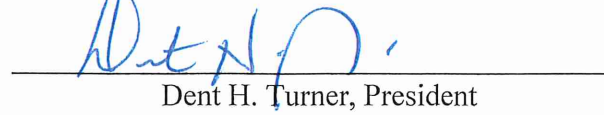
There being no further business, and on MOTION and second, the meeting was adjourned at 12:00 p.m.

Respectfully submitted this 10th day of June 2023.

A handwritten signature in blue ink, appearing to read "Sherise Jones", written over a horizontal line.

Sherise Jones, Secretary-Treasurer

Approved:

A handwritten signature in blue ink, appearing to read "Dent H. Turner", written over a horizontal line.

Dent H. Turner, President

UNION ELECTRIC MEMBERSHIP CORPORATION

Monroe, North Carolina
Minutes of Board of Directors Meeting
August 12, 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 August 12, 2023, 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; Theresa Conyers Blackwell, Vice President - Finance & Accounting; and Aaron Christensen, General Counsel.

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 June 10, 2023, Board Meeting were approved. |
| New Member Applications – June 1, 2023, through July 31, 2023 | 3. | <p>A total of 1,333 new members made application for service during the period of June 1, 2023, through July 31, 2023, and those new members are now actively receiving electric service from the Cooperative. A total of 996 members resigned their membership during this 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 are 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> |
| Acceptance of Board of Directors and EVP General Manager's Expense Reports | 4. | Mr. Kirk reported that the Executive Committee had reviewed and approved all expenses for the Board of Directors and for the Executive Vice President and General Manager. On MOTION and second, the Board accepted the Expense Reports. |
| Financial Report – Union Power | 5. | Ms. Blackwell provided the financial report for Union Power, including a review of the Statement of Operations, the Balance Sheet, and various year-to-date statistics. On MOTION and second, the Board accepted the Financial Report. |

2023 Capital Credits Presentation and Recommendation	6.	Ms. Blackwell presented the 2023 capital credits report. On MOTION and second, the Board approved fully retiring capital credits allocated for 2005 and partially retiring capital credits allocated for 2006, totaling \$34,024,311 for the retirements from both years.
Union Services Update	7.	Ms. Blackwell reported on wind down of Union Services and the corresponding liquidation of the subsidiary's assets.
Safety Report	8.	Mr. Address presented the Safety Report for June and July 2023.
PURPA Hearing – EV Charging Programs	9.	Mr. Christensen convened the PURPA hearing on EV charging programs, providing background on the legal requirements and noting developments to date. Mr. Address reported that no public comments had been received on the topic and then provided a detailed analysis of the PURPA requirements, UPC's consideration of standards, and staff's recommendations. Thereafter, upon due consideration, and on MOTION and second, the Board adopted the staff's recommendation that the Cooperative was taking all appropriate actions and that no further adjustments or initiatives were necessary at this time. On further MOTION and second, the hearing was adjourned.
PURPA Hearing - Demand Response Practices	10.	Mr. Christensen convened the PURPA hearing on demand response (DR) practices, providing background on the legal requirements and noting developments to date. Mr. Address reported that no public comments had been received on the topic and then provided a detailed analysis of the PURPA requirements, UPC's consideration of standards, and staff's recommendations. Thereafter, upon due consideration, and on MOTION and second, the Board adopted the staff's recommendation that the Cooperative was taking all appropriate actions and that no further adjustments or initiatives were necessary at this time. On further MOTION and second, the hearing was adjourned.
Confidential Legal Report	11.	The Board entered an executive session for the purpose of receiving Mr. Christensen's confidential legal report.

Report of the Executive Committee

12. On behalf of the Executive Committee, Mr. Kirk reported that the Committee had received and carefully evaluated the performance reviews for Mr. Andress; carefully studied the wage and salary consultant's report and corresponding data; reviewed market data and trends within the industry, state, and region; and considered competitive employment opportunities in the greater Charlotte metro area. Mr. Kirk further discussed the impacts of inflation on executive compensation and Mr. Andress' favorable performance on business, management, and leadership matters. Thereafter, following extended discussion by the entire Board, and on MOTION and second, the Board approved an increase in Mr. Andress' annual salary, retroactive to his anniversary date in his role as Executive Vice President & General Manager.

Manager's Report

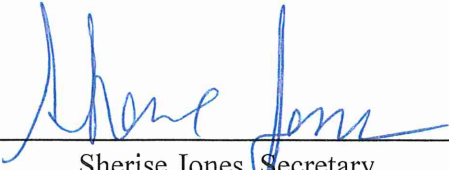
13. Mr. Andress reported on recent storm outages and recovery efforts, industrial loads, grid security, system expansion, EV programs, outage restoration technology, Director education and certification, state and national meetings, annual meeting planning, and various personnel initiatives and developments.

Write-off Report

14. Mr. Andress reported on year-to-date net write-offs in the amount of \$48,887.57, or 0.6% of total revenues.


There being no further business, on MOTION and second, the meeting was adjourned at 11:45 a.m.

Respectfully submitted this 12th day of August 2023.



Sherise Jones, Secretary

Approved:



Dent H. Turner, President