

ENERGYUNITED ELECTRIC MEMBERSHIP CORPORATION
Minutes of Regular Meeting of the Board of Directors
February 16, 2023

Pursuant to due notice thereof, a regular meeting of the Board of Directors of EnergyUnited Electric Membership Corporation was held at the Cooperative Headquarters in Statesville, North Carolina, beginning at approximately 1:00 p.m., on Thursday, February 16, 2023. With Board President Max Walser presiding, the following proceedings were held (action being by unanimous or without dissenting vote or abstention unless otherwise stated):

1. CALL TO ORDER

President Walser called the meeting to order.

President Walser recognized Director Craig Black for obtaining Director Gold Credentials. President Walser also recognized Director Cheryl Wright for being selected to serve on the NRECA Director Advisory Group.

2. INVOCATION

Director Edgar Cartner gave the invocation.

3. ROLL CALL

Upon calling the roll, all directors were present, except for Ann Eller. Also present were Chief Executive Officer Thomas Golden, Chief Operating Officer Brett Alkins, Chief Financial Officer Alec Natt, Vice President of Human Resources Pam Britt, Vice President of Energy Services and Corporate Communications Laquisha Parks, Vice President of Information Technology Gaudy Jandron, Vice President of Energy Delivery Steve McCachern, Corporate Attorney Roy McDonald, Auditor Eddie Carrick, and Executive Assistant Shamica Butts-Young.

4. APPROVAL OF AGENDA

A request was made to remove item 4(g) Wholesale Power Supply Report from the consent agenda.

*Upon motion duly made and seconded, it was **RESOLVED**, that remainder of the January 19, 2023, Regular Meeting of the Board of Directors Agenda be **ADOPTED**.*

4(g) WHOLESALE POWER SUPPLY REPORT

CFO Natt reported that the reason the cooperative was reporting a WPCA overcollection and is not reporting a WCPA under collection is fluctuations in the price of natural gas. The cost of natural gas was high and was projected to remain high. Prices have dropped. If they continue to drop or remain low recommendations will be made. The cooperative is conservative concerning

changes in WPCA because it does not want members to be negatively affected by constantly fluctuating energy costs.

No action was taken on this item.

5. EXECUTIVE COMMITTEE REPORT

Executive Committee Chairman Brian Sisson recommended that the board accept the CEO performance goals previously shared with the board.

Upon motion duly made and seconded, the CEO goals previously shared with the board were ACCEPTED.

6. DECEMBER 2022 FINANCIAL STATEMENT UPDATE

CFO Natt reported that December 2022 financials had been adjusted to reflect an increase in margins.

No action was taken on this item.

7. PRESENTATION OF 2022 FINANCIAL AUDIT

Mr. Carrick presented the 2022 financial audit report. Mr. Carrick had no concerns or issues to report and was very complementary of the cooperative, its management, and its employees. Mr. Carrick was particularly complementary of CFO Natt and his staff.

Staff was excused from the meeting. Mr. Carrick met privately with the board and corporate counsel. Mr. Carrick answered questions from the board and corporate counsel. Staff was then invited to return to the meeting.

No action was taken on this item.

8. CONSIDERATION FOR MANAGEMENT TO NEGOTIATE A LETTER OF INTENT AND SOLAR PURCHASE POWER AGREEMENT WITH SOLAMERICA ENERGY, LLC

CFO Natt and COO Alkins reported that the cooperative conducted a study to identify the best locations for solar development within the cooperative's service area. The results of this study were shared with solar developers. One of the locations identified by the study has been purchased by SolAmerica, an Atlanta-based solar developer. The property is located adjacent to the Badin Substation. Management requested the authority to prepare a letter of intent and begin negotiating the terms of a purchase power agreement with SolAmerica.

*Upon motion duly made and seconded, the following resolutions was **ADOPTED**:*

RESOLVED, Staff shall negotiate a purchase power agreement with SolAmercia, the final terms of which shall be subject to board approval.

9. CONSIDERATION OF APPROVAL FOR THE 2023 ELT/MLT INCENTIVE PLAN

CEO Golden reviewed the 2022 ELT/MLT incentive plan and presented the proposed 2023 ELT/MLT incentive plan. The 2023 ELT/MLT incentive plan is based on overall performance of the cooperative and ELT/MLT performance in specific, defined, and measurable goals in the following areas: safety, controllable expenses, system improvement, reliability, customer satisfaction, culture, and technology.

*Upon motion duly made and seconded, the following resolutions was **ADOPTED**:*

RESOLVED, That the Proposed 2023 EnergyUnited Leadership Team Incentive Plan, be approved, as presented.

10. PHISHING TRAINING

VP Jandron provided board training on how to recognize and avoid phishing and how to respond if you are victimized. VP Jandron also provided the board with a laminated handout with helpful tips on how to recognize phishing attempts. The cooperative regularly sends directors and employees mock phishing emails to identify opportunities for additional training.

No action was taken on this item.

11. OVERVIEW OF ANNUAL MEETING AND BOARD ELECTION PROCESS

Attorney McDonald presented a review of the director election process, the director election timeline, and the many decisions the board will make in the coming months regarding director elections and the annual meeting.

No action was taken on this item.

12. CHIEF EXECUTIVE OFFICER REPORT

VP Britt reported on the success of the High School Ride Along Program. CFO Natt reported on the results of the recent RUS audit. CEO Golden reported on the results of the recent OSHA audit and the North Carolina Legislature's efforts to pass new laws to increase the penalties associated with damaging a substation. COO Alkins reported on expansion of Avgol in Mocksville. CEO Golden advise that board photographs will be taken at the March board meeting. EA Butts-Young reported on the upcoming Directors Day. VP McCachern provided an update on the Cornelius property. EA Butts-Young reported on upcoming director training, conferences, and meetings.

13. EXECUTIVE SESSION

The board determined that there was no business that required an executive session.

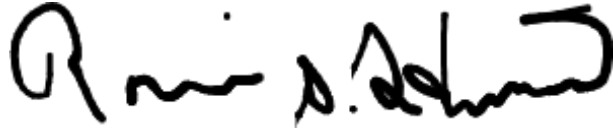
14. OTHER ITEMS

President Walser conducted the business intended for this item at the beginning of the meeting.

15. ADJOURN

*Where upon there being no further business to be taken, upon motion duly made, seconded, and **APPROVED**, the meeting adjourned at approximately 3:10 p.m.*

I, the duly elected and qualified Secretary of EnergyUnited Electric Membership Corporation, do hereby certify that the foregoing actions were taken by the directors of the corporation at a meeting duly noticed and held February 16, 2023.



Ronnie Harrison
Secretary

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VIEWED

04 / 12 / 2023
19:52:36 UTC

Viewed by Ronnie Harrison (ronnie.harrison@energyunited.com)
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