

**ENERGYUNITED ELECTRIC MEMBERSHIP CORPORATION**  
**Minutes of Regular Meeting of the Board of Directors**  
**January 18, 2024**

Pursuant to due notice thereof, a regular meeting of the Board of Directors of EnergyUnited Electric Membership Corporation was held at the Cooperative's Headquarters in Statesville, North Carolina, at 1:00 p.m. on Thursday, January 18, 2024. 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.

**2. INVOCATION**

Craig Black gave the invocation.

**3. ROLL CALL**

Upon calling the roll, all directors were present. Also present were Chief Executive Officer Thomas Golden, Chief Operating Officer Brett Alkins, Chief Financial Officer Alec Natt, Chief Human Resources Officer Pam Britt, Vice President of Energy Delivery Steve McCachern, Vice President of Energy Services and Corporate Communications LaQuisha Parks, Vice President of Information Technology Ryan Gardner, Manager of Business Transformation Leon Powers, Corporate Attorney Roy McDonald, and Executive Assistant Shamica Butts-Young.

**4. APPROVAL OF AGENDA**

*Upon motion duly made and seconded, the January 18, 2024 Regular Meeting of the Board of Directors agenda was **ADOPTED**.*

**5. ACTION ITEMS**

**a. BOARD POLICIES DIVISION AND PUBLISHING**

Attorney McDonald reported that division of the former "Board Policies" into a "Board Policy Manual" containing all policies regulating the Board of Directors; an "Operational and Management Policy Manual" containing all policies regulating the operation and management of the Cooperative; a "Finance and Accounting Policy Manual" containing all policies regulating finance and accounting practices of the Cooperative; a "Membership Policy Manual" containing all policies regulating the Membership; and

incorporation of all policies affecting employees into the Cooperative's employee policies, had been completed, as directed by the board following its review of NRECA's Governance Task Force Report.

The Cooperative will be publishing the four new policy manuals on its website.

Attorney McDonald reviewed the contents of each policy manual.

Attorney McDonald reminded the board that board approval of the new policy manuals was not required because the former "Board Policies" contained a provision allowing the CEO and Corporate Attorney to make administrative corrections and non-substantive modifications to board policies without board approval. Administrative corrections and non-substantive modifications are defined in the provision to include, but not limited to, format changes, spelling corrections, style modifications, numbering changes, etc.

Attorney McDonald presented the following substantive changes to former "Board Policies" as reorganized into the four new policy manuals:

Eliminate the following language from the former Board Policy 1-01B, Section II, paragraph C:

~~"These policies are for informational purposes and not conditions of employment. It is not the board's intent to establish a contract of employment with any employee based on these policies. The Cooperative reserves the right to control and supervise the operation of the Cooperative, to direct its work force, and to determine job requirements and personnel needs. The Cooperative also reserves the right to employ, discharge, transfer, promote, demote, and discipline employees as appropriate."~~

Revise language from the former Board Policy 1-01B, Section II, paragraph B:

~~"Policies will be developed and placed in written form. All board approved policies shall be placed in a policy manual that is available to the board and responsible personnel employed by the Cooperative members, board of directors ("board"), Chief Executive Officer ("CEO"), management, employees, contractors, and other persons and entities in furtherance of the purposes, objectives, plans, viewpoints, and operational requirements of the Cooperative."~~

*Upon motion duly made and seconded, it was **RESOLVED** that:*

*NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of EnergyUnited directs the board policy manual, operation and management policy manual, finance and accounting policy manual, and membership policy manual be amended to reflect the*

*board's intent to make such policy manuals available to members, board of directors ("board"), Chief Executive Officer ("CEO"), management, employees, contractors, and other persons and entities in furtherance of the purposes, objectives, plans, viewpoints, and operational requirements of the Cooperative.*

**b. CONSIDERATION OF MODIFICATION TO BOARD POLICY 3-34B REIMBURSEMENT OF EMPLOYEE TRAVEL EXPENSES**

CFO Natt proposed the following changes to update the Cooperative's policy on reimbursement of employee travel expenses:

Eliminate written approval for travel more than \$100.00.

Modify reimbursable travel to follow the "IRS mileage rate" in lieu of board approval.

Eliminate need for supervisor/VP approval for using a personal vehicle for company business.

Modify cash advances approval from CEO to supervisor.

*Upon motion duly made and seconded, it was **RESOLVED** that:*

*NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of EnergyUnited approves the changes to Board Policy 3-34B Reimbursement of Employee Travel Expenses as presented in redline copy attached to the informational section of Call to Order.*

**c. CONSIDERATION OF APPROVAL TO UPDATE THE COOPERATIVE'S AVOIDED COST**

CFO Natt reviewed the three options for residential members who desire to sell excess solar energy to the Cooperative:

Option A (286 members) - Charge member a standby charge of \$2.70/KW, credit member energy at EU's residential rate (currently \$.0767/\$.0696).  
2023 Standby Charges \$53K, credits \$80K.

Option B (425 members) - Credit energy at avoided cost (\$.0334 for 2024).  
2023 Credits \$163K.

Buy all-sell all (11 members) - Credit energy at avoided cost  
2023 Credits \$4K.

Option A presents a challenge because the Cooperative should be increasing the standby charge to maintain parity between the two programs.

*Upon motion duly made and seconded, it was **RESOLVED** that:*

*NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of EnergyUnited approves the closing of Option A of Net Metering Rider-Residential (NM-R) for new solar systems effective 4/1/24.*

**d. IMPROVING COLLECTIONS WITH ONLINE UTILITY EXCHANGE**

VP Parks proposed adding Online Utility Exchange (OUE) to the Cooperative's processes to improve collections. OUE reports write-offs to TransUnion, Experian, and Equifax. Data shows the success rate for collection with credit bureau reporting is around 30% and 20% without. VP Parks reviewed the Cooperative's current and proposed billing cycle timeline.

*Upon motion duly made and seconded, it was **RESOLVED** that:*

*NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of EnergyUnited hereby directs staff to report member non-payment to credit bureaus.*

**6. INFORMATIONAL ITEMS**

**a. QUARTERLY STRATEGY UPDATE**

Manager Powers presented a demonstration of the Strategy Roadmap Dashboard that is being integrated into the Call to Order Informational Section and available to Directors via iPad.

*No action was requested.*

**b. CHIEF EXECUTIVE OFFICER REPORT**

CEO Golden reported on (i) March 27, 2024 and March 28, 2024 as proposed dates for Rowan Plant tour; (ii) integration of the Top Workplaces logo on member bills; (iii) director training; (iv) rescheduling the July 2024 board meeting date to July 25, 2024; (v) board web page clicks; and (vi) Winter Storm Finn response.

Executive Assistant Butts-Young reported on upcoming director training, conferences, and meetings.

*No action was requested.*

7. **EXECUTIVE SESSION**

*Upon motion duly made and seconded, the board went into executive session at approximately 2:15 p.m. and President Walser declared the board in open session at approximately 3:00 p.m.*

*All matters set out in the agenda for presentation and discussion in executive session were presented and discussed. See the Minutes of Board of Directors Meeting – Executive Session dated January 18, 2024, prepared by Attorney McDonald.*

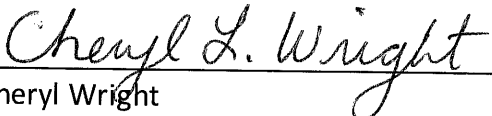
8. **OTHER ITEMS**

No other items were presented or discussed.

9. **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 January 18, 2024.

  
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Cheryl Wright  
Secretary