

ENERGYUNITED ELECTRIC MEMBERSHIP CORPORATION

Minutes of Regular Meeting of the Board of Directors

March 21, 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, March 21, 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, Corporate Attorney Roy McDonald, and Executive Assistant Shamica Butts-Young.

4. APPROVAL OF AGENDA

- a. A requested was made to remove the February EMC Financial Highlights & Reports from the consent agenda.

*Upon motion duly made and seconded, the remainder of the March 21, 2024 Regular Meeting of the Board of Directors agenda was **ADOPTED**.*

- b. CFO Alec Natt was asked to explain why the Cooperative's margins were different compared to those reported last year. CFO Natt reported that expenses are higher this year across the board, but the Cooperative was still on track to meet its margin goals.

No action was requested.

5. ACTION ITEMS

- a. BOARD ELECTION PROCESS

Corporate Attorney Roy McDonald provided a review of the membership of the Nominating Committee and the Credentials and Election Committee. Attorney McDonald proposed that EnergyUnited's bylaws be revised to allow a limited number of Entity Members to serve as members of the committees.

*Upon motion duly made and seconded, it was **RESOLVED** that Section 4.4-Director Nominations, of EnergyUnited's bylaws be revised to contain the following language: "A designated representative of an Entity Member may serve on the Nominating Committee. No more than one member of the Nominating Committee may be a designee of an Entity Member."*

*Upon motion duly made and seconded, it was **RESOLVED** that Section 3.14-Credentials and Election Committee, of EnergyUnited's bylaws be revised to contain the following language: "A designated representative of an Entity Member may serve on the Credentials and Election Committee. No more than one member of the Credentials and Election Committee may be a designee of an Entity Member."*

Attorney McDonald proposed that Section 4.1-Director Districts, be revised to eliminate the requirement that notice to Members affected by a change in the Cooperative's Districts be in writing.

*Upon motion duly made and seconded, it was **RESOLVED** that Section 4.1-Director Districts, of EnergyUnited's bylaws be revised to include the following language: "Within 30 days following a Director District revision, and at least 30 days before the next Annual Member Meeting, the Cooperative must notify Members affected by the Director District revision."*

Chief Executive Officer Thomas Golden reported that the Cooperative had reviewed Director Districts and presented the Cooperative's findings and recommendations on revisions to the Cooperative's Director Districts to ensure they equitably represented the Membership.

*Upon motion duly made and seconded, it was **RESOLVED** that the proposed Director Districts equitably represent the Cooperative's Membership and are hereby **ADOPTED**.*

Attorney McDonald requested that the board set the 2024 Annual Meeting date, time, and place.

*Upon motion duly made and seconded, it was **RESOLVED** that that the 2024 Annual Meeting shall be conducted at the Cooperative Headquarters in Statesville, North Carolina, on Thursday, September 19, 2024, at 4:00 p.m.*

Attorney McDonald requested that the board set the Annual Meeting method of voting.

*Upon motion duly made and seconded, it was **RESOLVED** that all voting at the 2024 Annual Meeting shall be conducted by electronic or mail ballot.*

Attorney McDonald requested that the board set the date, time, and place of the Nominating Committee meeting.

*Upon motion duly made and seconded, it was **RESOLVED** that the Nominating Committee Meeting shall occur on Tuesday, June 11, 2024, at 6:00 p.m., at the Mocksville Education Center, in Mocksville, North Carolina.*

Attorney McDonald requested the board set the date, time, and place of the Credentials and Election Committee meeting.

*Upon motion duly made and seconded, it was **RESOLVED** that the Credentials and Election Committee Meeting shall occur on Thursday, September 19, 2024, at 3:00 p.m., at the Cooperative's Headquarters in Statesville, North Carolina.*

Attorney McDonald reported that the terms of three Nominating Committee members had expired and that a seat representing District 3 had become vacant.

*Upon motion duly made and seconded, it was **RESOLVED**, that Denise Hendrix (District 1), Neal Motsinger (District 2), Steve Somloi (District 3), and Rob Kidwell (District 3) are each appointed to the Nominating Committee for a three-year term.*

Attorney McDonald reported that the terms of two Credentials and Election Committee members had expired and that a seat representing District 2 and a seat representing District 3 had become vacant.

*Upon motion duly made and seconded, it was **RESOLVED**, that Kenneth Mason (District 1), Arlene Arciero (District 3), and Matt Peterson (District 3) are each appointed to the Credentials and Election Committee for a three-year term.*

Attorney McDonald reported that Director Independence Surveys were due on or before May 1, 2024. Attorney McDonald also reviewed upcoming events on the 2024 Board of Directors Election calendar.

6. INFORMATIONAL ITEMS

a. eConnect Status

Vice President of Energy Services and Corporate Communications LaQuisha Parks presented eConnect statistics. These statistics show the program has been a success.

No action was requested.

b. NEW MEMBER GUIDE

Vice President of Energy Services and Corporate Communications LaQuisha Parks provided a demonstration of the Cooperative's new digital Membership Guide. The new Guide includes links, language translation, and other user-friendly features.

No action was requested.

c. HOMESERVE PARTNERSHIP SUMMARY

Chief Operating Officer Brett Alkins and Vice President of Energy Services and Corporate Communications LaQuisha Parks reported that the Cooperative had reviewed its partnership with Homeserve a home warranty provider. The Cooperative has concluded that the partnership is good for Members, particularly those who have limited resources. The Cooperative will continue to monitor feedback from Members regarding Homeserve's performance.

No action was requested.

d. SOLAR DECOMMISSIONING

CEO Golden reported on the Cooperative's efforts to address exposure associated with future decommissioning of solar farms. The Cooperative is including language to minimize such exposure in its purchase power agreements. A material safety data report was provided to directors.

No action was requested.

e. GENERATOR FUEL LINE BUDGET VARIANCE

Vice President of Energy Delivery Steve McCachern reported that a small leak had been discovered in the fuel line that services the Cooperative's generator. The Cooperative already had a plan in place to replace and upgrade the line. This will accelerate the costs associated with the replacement and upgrade, but it is not an added cost. The Cooperative has shared its plan to address the small leak with the State of North Carolina. The Cooperative's plan is acceptable to the State.

No action was requested.

f. LATE INVOICING FOR AUGUST 2023 STORM WORK

Vice President of Energy Delivery Steve McCachern reported that the Cooperative had learned that it never received an invoice from Williams Electric for work it did to help restore power after a storm in August of 2023. Williams Electric sent the invoice to an incorrect email address. The invoice totaled \$51,229.25. The Cooperative is adding steps to its procedures to follow up with vendors to ensure all invoices are promptly sent.

No action was requested.

g. SMART METERS

CEO Golden provided a detailed review of the safety of smart meters and advised the board that, despite their safety, a very small number of people still decline to have smart meters installed, even if it means paying a fee. Some of these individuals claim they have a health condition that is worsened by the signals emitted by smart meters. The Cooperative has implemented a medical fee waiver to address such concerns. This waiver is consistent with those offered by other electric utilities.

No action was requested.

h. GOVERNANCE TALK

Directors watched the NRECA board education video "Governance Talk: What a Board Needs to Consider in Setting Rates."

No action was requested.

7. CHIEF EXECUTIVE OFFICER REPORT

CEO Golden reported:

- i. The Cooperative had been nominated but did not receive the Statesville Area Growth & Excellence (SAGE Awards) Business of the Year award; however, the nomination itself was an honor.
- ii. The 2024 NRECA Legislative Conference.
- iii. Favorable changes to the EPA Greenhouse Gas Rules.
- iv. A decision by the North Carolina Utilities Commission in response to the Pork Council's efforts to force utilities to comply with renewable energy credit purchase requirements. Pork waste RECS are much more expensive than other RECS. In its decision, the Commission declined to force utilities to buy swine waste RECS at any price.

- v. Questions relating to multifactor authentication for member interface at the last board meeting. This is not currently available to the Cooperative.

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

No action was requested.

8. EXECUTIVE SESSION

Upon motion duly made and seconded, the board went into executive session at approximately 3:10 p.m. and President Walser declared the board in open session at approximately 4:35 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 March 21, 2024, prepared by Attorney McDonald.

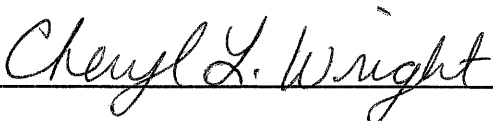
9. OTHER ITEMS

Director Ann Eller announced her retirement from the board, effective immediately. President Walser offered his thanks to Ms. Eller on behalf of the Cooperative for her many years of loyal and selfless service.

10. ADJOURN

*Where upon there being no further business to be taken, upon motion duly made, seconded, and **APPROVED**, the meeting adjourned at approximately 4:35 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 March 21, 2024.



Cheryl Wright

Secretary