June 22, 2023

The Annual Meeting of Blue Ridge Electric Membership Corporation was held Thursday, June 22, 2023,

at the Corporate Office in Lenoir, North Carolina. This was the 86th annual meeting (87th year) of the Cooperative that was incorporated September 19, 1936. (See minutes book for detailed agenda.)

Call to Order President Joines called the 2023 Annual Meeting to order at 4:05 p.m.

Welcome Members President Joines welcomed members to the 2023 Annual Meeting.

 President Joines asked the audience to stand for the Pledge of Allegiance to the flag and the singing of the National Anthem performed by Diana Wilcox.

 The invocation was given by Vice President Johnny Wishon.

Special Guest President Joines welcomed Frances Liles, Director of NCREA, and Bo Lewis, Director of Marketing and Technical Services – TEMA, to the meeting.

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Business Session President Joines stated the business meeting was now in session and appointed Lisa Bryant, Executive Office Manager, as Recording Secretary for the meeting. He appointed Debbie Harden, General Counsel for the Cooperative, as Parliamentarian.

Quorum Declared President Joines announced that approximately 5,769 members had registered either in person or by proxy and declared a quorum (400 registered members) was met in accordance with the certification of quorum by the Credentials and Election Committee.

Notice of Meeting President Joines stated the Notice of Annual Meeting had been mailed or emailed, if authorized to all members in late April 2023. He then called for the reading of the Notice of Annual Meeting or a motion to dispense with such reading.

 A MOTION was duly made, seconded, and unanimously adopted to dispense with the reading of the Notice of Annual Meeting.

Minutes of 2022 President Joines called for a motion requesting the Board be authorized to

Annual Meeting approve the minutes of the June 23, 2022, Annual Meeting at their next regular meeting, which was scheduled for that evening, and to dispense with the reading of the minutes.

 A MOTION was duly made, seconded, and unanimously adopted to dispense with the reading of the 2022 Annual Meeting minutes and to authorize the Board of Directors to review and approve these minutes at the next regular meeting of the Board to be held on Thursday evening, June 22, 2023.

Business Session Rules President Joines referred to the "Rules for Annual Meeting of Members," which were in the June edition of the Carolina Country. He stated the rules were approved by the Board of Directors.

Review Voting Process President Joines relinquished the chair to Attorney Harden to serve as

for Election of Directors temporary chairman for the purpose of reviewing the voting process for the election of directors.

Director Nomination Chairman Harden explained the voting options for this year’s director elections to the members. Chairman Harden explained director candidates were nominated by either petition of any twenty members (five per district) filed by the first business day in April or by the Nominating Committee. She informed the membership that there were no nominations by petition this year.

Directors Term Expiring Chairman Harden recognized those directors whose terms were expiring at this annual meeting as follows:

 Caldwell District: David Eggers

 Watauga District: Tom Trexler

 Ashe District: David Boone

 Alleghany District: Johnny Wishon

Nominating Committee Chairman Harden then recognized members of the Nominating Committee. She stated the Nominating Committee met on March 9 and nominated a slate of five candidates for four open board seats.

Introduction of She then asked the director candidates (Caldwell – Kim Cobb and David

Director Candidates Eggers, Watauga – Tom Trexler; Ashe – David Boone; and Alleghany – Johnny Wishon) who were nominated by the Nominating Committee to stand and be recognized.

Qualifications of Chairman Harden stated candidates for director must meet qualifications as set

Director Candidates forth in Section 3.02 of the Bylaws, and that these candidates met those qualifications.

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Opening and Chairman Harden opened the polls at 4:24 p.m. for the election of directors for

Closing of Polls any members who had not voted and wished to vote, or desired to change their previously submitted vote by proxy. Chairman Harden noted that two members wished to vote by ballot. Chairman Harden announced that the polls would be closed at 4:35 p.m. She then returned the chair to President Joines.

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President's Report President Joines stated the next order of business was reports from the President, Secretary-Treasurer, Chief Financial Officer, and Chief Executive Officer. He proceeded to give the President's report. (Copy in minutes book.)

Secretary-Treasurer's Secretary-Treasurer Kelly Melton presented the Secretary-Treasurer’s report.

Report (Copy in minutes book.)

Financial Report CFO Katie Woodle presented the financial report. (Copy in minutes book.)

Chief Executive CEO Doug Johnson presented the report of the Chief Executive Officer. (Copy

Officer's Report in minutes book.)

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Update on the Election President Joines relinquished the chair to Attorney Harden to serve as temporary

of Directors chair for the purpose of providing an update on the election of directors.

 Chairman Harden explained the role of the third party, independent elections vendor, Survey and Balloting Systems (“SBS”). She stated that no Blue Ridge director or employee had access to the member voting designations on the ballots or proxies, which were received and maintained by SBS.

 Chairman Harden then explained the role of the Credentials and Election Committee in the director elections process and thanked the members of the Credentials and Election Committee for their work.

Credentials and Election Chairman Harden recognized members of the Credentials and Election

Committee Recognized Committee as follows:

 Caldwell District: Robert Marshall (Chairman) and Joan Miller

 Watauga District: Angie Gregg

 Ashe District: Marty Norris

 Alleghany District: Dwayne Bright

Recognition of Attorney Harden recognized Dwayne Bright, vice-chairman of the Credentials

C&E Chair and Election Committee, to give the Committee’s report.

Director Election Dwayne Bright, Vice-Chairman of the Credentials and Election Committee,

Results reported on the certified results of the 2023 director election. Newly elected directors are Caldwell District – David Eggers, Watauga District – Tom Trexler, Ashe District – David Boone, and Alleghany District – Johnny Wishon.

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Member Questions President Joines opened the meeting for questions or comments from

and Comments members. No questions or comments were voiced.

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New Business President Joines asked if there was any further business to come before the meeting. No new business was mentioned.

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Close Business Session President Joines declared the business session adjourned at 4:53 p.m.

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Active membership of the Cooperative as of record date, the close of business on June 15, was 61,991.

Two members registered and voted by ballot at the Annual Meeting. 5,769 members voted by either electronic proxy, mail-in proxy, or by ballot. (List in minutes book.)

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 Secretary-Treasurer