VERMONT ELECTRIC COOPERATIVE, INC.
REGULAR MEETING OF THE BOARD OF DIRECTORS

APPROVED MINUTES

March 31, 2026

VEC Johnson, VT

As required under the VEC Bylaws, notice of this meeting was sent to each director on March 25, 2026, either via US Mail or by electronic means for those directors requesting such delivery.

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| Board Members Present: | Rich Goggin (President), Paul Lambert (First Vice President), Carol Maroni (Second Vice President), Jody Dunklee (Secretary), Charlie Van Winkle (Treasurer), Tom Bailey, George Lague, Ken Hoeppner, Bonnie Pratt, Jeffrey Wilson, Bill Gilbert, and Mark Woodward |
| Staff Present: | Rebecca Towne (CEO), Peter Rossi (Chief Operating Officer), Caroline Mashia (Chief Financial Officer), Andrea Cohen (Manager of Government Affairs and Member Relations), Sue Bernier (Manager of Member Services), Kayleigh Clough (Accounting Manager), and Thea Schwartz (Corporate Counsel). |
| Guests: | Bill Keyser and Mark Meyer of KBS joined for the first portion of the meeting. |

## AGENDA ITEM #1 – CALL TO ORDER

President Goggin called the meeting to order at 12:02 pm.

## AGENDA ITEM #2 – SAFETY DRILL

Charlie Van Winkle shared information from OSHA about office workstation safety. He noted the importance of adjustable desks and chairs and the importance of conducting ergonomic assessments and following their recommendations to reduce repetitive strain injuries.

## AGENDA ITEM #3 – REVIEW FEBRUARY 2026 REGULAR BOARD MEETING MINUTES

Jeff Wilson moved and Bill Gilbert seconded that the minutes of the regular monthly Board of Directors meeting held February 24, 2026 be approved as presented. There was no discussion, and the minutes were approved by unanimous vote.

### AGENDA ITEM #4 – REVIEW POWER SUPPLY & OPERATIONS COMMITTEE MEETING MINUTES

Ken Hoeppner moved and Tom Bailey seconded that the minutes of Power Supply and Operation Committee meeting held February 24, 2026 be approved as presented. It was noted that the date of the meeting listed in the minutes needed to be corrected, and the minutes with the date corrected were approved by unanimous vote.

### AGENDA ITEM #5 – REVIEW THE FINAL 2025 FINANCIAL AUDIT REPORT

Mark Mayer and Bill Keyser, both from KBS, VEC's auditing firm, introduced themselves. Keyser noted the importance of the audit and explained the findings of the audit, that in the opinion of KBS, VEC financial statements that it audited present fairly the financial position of VEC and the changes in its net assets and its cash flow in accordance with generally accepted accounting principles. He explained that audit work began with a physical inventory visit and included field work. He explained that KBS has issued an unqualified opinion with no audit adjustments recommended or made. He said there were no significant deficiencies. He noted that the audit included a "single audit" due to FEMA funds. He said that VEC has had three single audits in a row. He reviewed the 2024 and 2025 rate increases, storm costs, the maintaining of the equity ratio, and TRANSCO stock. There were questions from Directors during and at the conclusion of the presentation. Keyser and Mayer answered the questions.

President Goggin asked the Senior Leadership Team (SLT) and other VEC staff to step out of the meeting so that the Board could discuss the audit report with the auditors without them present. The Board entered into executive session and exited it upon their conclusion of the discussion.

Mark Meyer, Bill Keyse, and Kayleigh Clough left at the completion of the auditors/Board one-on-one time.

### AGENDA ITEM #6 – CAPITAL FINANCIAL UPDATE

Caroline Mashia requested that the Board approve a carryover of capital funds from 2025 to 2026. She explained that Management recommends and requests that the Board authorize a carryover of $523,896 from 2025 to 2026 to fund future fleet and AMI purchases, both of which were under budget in 2025. The Board approved the following resolution:

The Board of Directors authorizes a carryover of the 2025 Capital Budget underspend of $523,896 to 2026 to fund fleet of $399,704 and AMI of $124,192. The 2026 Capital Budget will increase from $14,621,422 to $15,145,318.

### AGENDA ITEM #7 – EXECUTIVE SESSION PURPOSE AND TOPICS

President Goggin led the Board in a discussion of the purposes of executive session. The Board decided that it wants to include in the minutes the purpose for entering executive session. The Board decided upon a listing of general purposes to use and to note in the minutes. The general reasons are: Legal Matter, Member Matter, Personnel Matter, Financial Matter, Major Business Transaction, Board Governance or Self-Management, Risk Management, CEO Performance and Compensation, Succession Planning, Strategic Planning, and Crisis or Emergency Management.

### AGENDA ITEM #8– BREAK

There was a break in the meeting at 1:23 pm and the meeting resumed at 1:45 pm.

### AGENDA ITEM #9 – DISCONNECTION PROCESS

Manager of Member Services Sue Bernier presented on the VEC disconnection process. Sue explained that statutes and rules govern this process. She said that VEC bills members monthly for past power usage, payment is due 30 days after the bill is issued, on day 35 a disconnection notice is sent if payment is not received, and the first date that a member can be disconnected is 14 days from the date of the disconnection notice. She said, however, that VEC must follow the winter rules and its high heat procedures for disconnection, and these affect the actual date of disconnection. She noted the numerous touchpoints that VEC has with members, and that members can make payment arrangements at any point in the process. She stated that on average 3,955 disconnection notices are mailed each month, that the actual percentage of disconnection notice recipients that get disconnected is less than 3% (99 monthly average), and that 90% of these disconnections are reconnected within one day.

### AGENDA ITEM #10 – 2026 BOARD TRAINING SELECTION

CEO Rebecca Towne thanked Directors for filling out the Board training survey and said that the results were very helpful. She said the top vote for a training topic is rate-making strategy and decision-making, and that the survey showed Directors are in favor of full-day training. There was a request to have the training focus on ratemaking specifically for VEC and not at a general co-op level. There was agreement that the training should include setting goals for rate-making, discussion of the types of rates VEC might like to explore, and the process for the Board, regulators and members to consider rate changes. There was also discussion of a field trip later, including the suggestion of visiting the VELCO Highgate converter replacement.

### AGENDA ITEM #11 – MANAGERS' REPORTS

CEO Rebecca Towne presented the CEO report. The Directors asked questions about details in the managers' reports. Peter Rossi, Caroline Mashia, Andrea Cohen, and Thea Schwartz were all present to answer the questions.

### AGENDA ITEM #12 – OTHER BUSINESS

Jeff Wilson shared information about NRECA fund-raising efforts for supporting oversees programs and NRECA youth group and camp programs that he obtained as a representative at the NRECA March 2026 conference. He asked the Board to consider in future discussions whether VEC would like to participate in funding such opportunities.

### AGENDA ITEM #14 – ADJOURN

George Lague moved and Bonnie Pratt seconded to adjourn. By unanimous vote, the meeting adjourned at 4:02 p.m.

Respectfully submitted:

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| ______________________________ | ______________________________ |
| Jody Dunklee, Secretary | Rich Goggin, President |