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

APPROVED MINUTES

April 28, 2026

VEC Johnson, VT

As required under the VEC Bylaws, notice of this meeting was sent to each director on April 21, 2026, either via US Mail or by electronic means for those directors requesting such delivery.

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), Dan Potter (Senior Power Supply Analyst), and Thea Schwartz (Corporate Counsel).

AGENDA ITEM #1 – CALL TO ORDER

President Goggin called the meeting to order at 12:01 pm.

AGENDA ITEM #2 – SAFETY DRILL

Jeff Wilson shared that it is important to always be cautious when dealing with horned animals, even around a 25-pound goat. He advised approaching slowly and to not reach out for their heads. He explained that if one chooses, there are several options for removing horns.

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

Bonnie Pratt moved and Jeff Wilson seconded that the minutes of the regular monthly Board of Directors meeting held March 31, 2026 be approved as presented. There was no discussion, and the minutes were approved by unanimous vote.

AGENDA ITEM #4 – REVIEW MARCH 2026 SPECIAL MEETING MINUTES

Tom Bailey moved and Bill Gilbert seconded that the minutes of the Special Meeting held March 17, 2026 be approved as presented. There was no discussion, and the minutes were approved by unanimous vote.

AGENDA ITEM #5 – REVIEW MARCH 2026 GOVERNANCE COMMITTEE MEETING MINUTES

Jeff Wilson moved and Mark Woodward seconded that the minutes of the March 31, 2026 Governance Committee be approved as presented. There was no discussion, and the minutes were approved by unanimous vote.

AGENDA ITEM #6 –FINANCIAL UPDATE AND REVIEW FORM 990

CFO Caroline Mashia presented on IRS Form 990. She explained that it is for informational and compliance purposes only and there is no tax associated with it. A Director asked if the treasurer position is considered an "officer of the company" and Mashia said she would follow-up on this potential change on the form. Mashia asked the Board to approve the form, with the noted potential change.

Mashia and CEO Rebecca Towne answered the Directors' questions.

Bonnie Pratt moved and Tom Bailey seconded that the Form 990 with the potential change be approved. There was no discussion, and the form with the potential change was approved by unanimous vote.

The Board entered executive session to discuss a Financial Matter at 12:12 pm and exited executive session at 12:42 pm.

Towne joined Mashia in presenting on the recent ruling by FERC requiring Return of Equity (ROE). They answered Directors' questions on its ramifications.

The Board decided that it did not need a break at the time and chose to discuss Agenda Item #9.

AGENDA ITEM #9 – REVIEW NRECA INTERNATIONAL VIDEO

Directors watched and discussed the video on NRECA's efforts to assist communities outside of the United States that Jeff Wilson brought to their attention at the March 2026 Regular Board meeting. The Board discussed possible ways in which VEC and/or its members could be involved in these efforts. President Goggin thanked Wilson for initiating the Board learning about NRECA's international efforts.

AGENDA ITEM #7 – BREAK

There was a break in the meeting at 1:14 pm and the meeting resumed at 1:27 pm.

AGENDA ITEM #8 – 100% RENEWABLE POWER SUPPLY FINANCIAL IMPACTS

Dan Potter made a presentation entitled "Power Supply Portfolio Goals & Requirements." The presentation had five areas of focus: Regulatory Context, Power Supply + Renewable Energy Certificates (REC) at VEC, Carbon Free Results & Costs, 100% Renewable in 2030, and Decisions & Q&A.

Potter began with an explanation of what carbon free and renewable means in practice. He described the Vermont Renewable Energy Standard (RES), updated by Act 179, which establishes a five-tier compliance framework. He noted that Tier I, which is the existing renewable energy requirement, ramps up to 100% by 2030. Potter recounted the separate but aligned VEC Board Resolutions of 100% Carbon Free starting in 2023 and 100% Renewable starting 2030, noting that both these resolutions have set the context for procurement decisions. He discussed Alternative Compliance Payments or "ACP" of the RES, which is a statutory compliance payment option that sets a ceiling on cost exposure for each of the five tiers, and explained why this is relevant for the Board. He reminded the Board that VEC does not own generation, and instead it manages a portfolio of bilateral contracts and market purchases to serve member load. He explained that meeting the Board's carbon-free goal requires fulfilling two distinct layers, RES Baseline (meeting Tier 1, which is mandatory for all Vermont utilities, and currently requires that 63% of retail load is renewable, ramping to 100% in 2030 for VEC) and Incremental Carbon Free (retiring additional attributes to meet the Board's 100% carbon-free goal, which covers the remaining retail load, and drives incremental costs). He noted that VEC's quarterly reporting tracks the incremental cost above RES, and gave the example of 2024 estimated cost of $967,000 to cover 189,352 MWh, with an effective attribute cost of approximately $5.10/MWh for the incremental carbon-free procurement. This is well below the Tier I Alternative Compliance Payment of $13.13, therefore not causing excessive rate impact. He said that VEC has met the 100% carbon-free status each year since 2023, and that the rate impact has consistently come in near or below 1% of revenue requirements. This 1% is consistent with the original forecasts of the cost of a carbon free portfolio that was reviewed by the Board at the time of their 100% carbon-free commitment. He explained that cost variability is driven by REC and attribute market price movements and not operational factors.

Potter explained that meeting the 2030 challenge requires bridging a gap between projected renewable supply and forecasted retail load, with the gap growing due to contract roll-offs, load growth, attribute eligibility tightening, and the attribute market tightening. He talked about resource options – solar PV, wind (onshore/offshore), hydro, and biomass, and recent challenges associated with obtaining these resources at previously estimated costs. He asked the Board for procurement guidance regarding nuclear in thepower supply portfolio to shape the 2026-2030 procurement program, noting that the 100% renewable requirement of the RES and the Board resolutions could still be met using REC procurements and that it may provide opportunities to control costs. It was also noted that VEC's current portfolio includes about 15% nuclear power and that it provides reliable baseload power. There was discussion of what the guidance should be and the possible wording of a resolution.

Jeff Wilson moved and Tom Bailey seconded that the Board vote on adopting the following resolution:

> The VEC Board recognizes that regional energy market conditions, regulatory frameworks, and resource risk profiles continue to evolve and that nuclear generation operates within the regional power system as a baseload carbon-free resource, therefore the Board authorizes VEC staff to gather information about this resource and, if viable, to include it in its procurement program for up to a maximum of 25% of its total portfolio.

The Board voted unanimously to vote on the resolution. Carol Maroni moved and Mark Woodward seconded that a vote on this resolution be done by roll call, and the Board unanimously voted to do so. Rich Goggin, Tom Bailey, George Lague, Ken Hoeppner, Paul Lambert, Bonnie Pratt, Jody Dunklee, Jeff Wilson, and Bill Gilbert voted for the resolution. Carol Maroni, Mark Woodward, and Charlie Van Winkle voted against the resolution. The resolution was adopted by a 9/3 vote.

AGENDA ITEM #10 – VIDEO CONFERENCING CHANGES

Towne explained the transition of Board virtual meetings from ZOOM to Teams and offered that VEC will assist Directors with any questions that they may have.

AGENDA ITEM #11 – MANAGERS' REPORTS

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

AGENDA ITEM #12 – OTHER BUSINESS

There was no other business.

AGENDA ITEM #13 – ADJOURN

Tom Bailey moved and Bill Gilbert seconded to adjourn. By unanimous vote, the meeting adjourned at 3:36 p.m.

Respectfully submitted:

Jody Dunklee

Jody Dunklee, Secretary

Rich Goggin

Rich Goggin, President