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

APPROVED MINUTES

May 26, 2026

As required under the VEC Bylaws, notice of this meeting was sent to each director on May 20, 2025, 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), George Lague (Second Vice President), Jody Dunklee (Secretary), Charlie Van Winkle (Treasurer), Tom Bailey, Ken Hoeppner, Bonnie Pratt, Mark Woodward, Jeffrey Wilson, William Gilbert, and Brian Cook.
Staff Present:	Rebecca Towne (CEO), Peter Rossi (Chief Operating Officer), Caroline Mashia (Chief Financial Officer), Andrea Cohen (Manager of Government Affairs and Member Relations), Lisa Lubas (People and Culture Leader), and Thea Schwartz (Corporate Counsel). Zach Traficanti (Manager of Safety, Security, and Facilities) attended the portion of the meeting regarding Agenda Item #9 Enterprise Risk Management.

AGENDA ITEM #1 -- CALL TO ORDER
First Vice President Lambert called the meeting to order at 12 pm.

AGENDA ITEM #2 – MEMBER INPUT
There was no member input.

AGENDA ITEM #3 – SAFETY DRILL
Mark Woodward cautioned to be careful about giving massages when not trained and to use a flashing light when biking.

AGENDA ITEM #4 – REVIEW BOARD MEETING AND ANNUAL MEETING MINUTES

1. <u>April Board Meeting Minutes</u>
   Jeff Wilson moved and George Lague seconded that the minutes of the Regular Board meeting held in April 2026 be approved. The minutes were approved by unanimous vote.

2. <u>Board Organizational Meeting Minutes</u>
   Bonnie Pratt moved and Mark Woodward seconded that the minutes of the Board Organizational meeting held in May 2026 be approved. The minutes were approved by unanimous vote.

3. <u>Annual Meeting Minutes</u>
   Charlie Van Winkle moved and Jeff Wilson seconded that the Board recommend to the membership approval of the minutes of the May 2026 Annual Meeting. The recommendation was approved by unanimous vote.

AGENDA ITEM #5 – REVIEW COMMUNICATIONS COMMITTEE MEETING MINUTES

Mark Woodward moved and George Lague seconded that the minutes of the Communications Committee meeting held in April 2026 be approved. The minutes were approved by unanimous vote.

AGENDA ITEM #6 – BOARD COMMITTEE ASSIGNMENTS

President Goggin asked the current Board Committee chairs if they would like to continue in their positions and they indicated that they would. Paul Lambert moved and Bonnie Pratt seconded that current Board Committee chairs would continue in their positions. The Board approved by unanimous vote.

Finance Committee	Charlie Van Winkle
Communications Committee	Bonnie Pratt
Power Supply Committee	George Lague
Governance Committee	Bill Gilbert

AGENDA ITEM #7 – FINANCE COMMITTEE RECOMMENDATIONS

Charlie Van Winkle informed the Board that there were two recommendations from the May 26, 2026 Finance Committee meeting, held earlier in the day, for the Board to consider for approval.

1. Paul Lambert moved and Bill Gilbert seconded the following motion:

Member Patronage Capital Retirement
Approval of the 2026 Member Capital Retirement up to $1,100,000 applied 100% to the 1998 Member Patronage Capital Allocation.

The Board voted unanimously to approve the motion.

2. George Lague moved and Jeff Wilson seconded the following motion:

   TRANSCO Stock Investments
   Approval for the purchase of TRANSCO Stock shares in 2026 including any available over subscription shares not to exceed $7 million in total.

The Board voted unanimously to approve the motion.

AGENDA ITEM #8 – BOARD ROUNDTABLE WITH NEW MEMBER

Directors took turns introducing themselves to new Director Cook. Director Cook then did a brief introduction, augmenting his earlier introduction at the May 9, 2026 Board Organizational Meeting.

AGENDA ITEM #9 – ENTERPRISE RISK MANAGEMENT

Corporate Counsel Thea Schwartz made a presentation on Enterprise Risk Management or "ERM." She explained that ERM is "a methodology and ongoing process to strategically assess and mitigate risks that pose significant organization-wide exposure" and walked through the annual cycle of risk identification, assessment, treatment, monitoring, and reporting. Schwartz then described each of the top risks that the Senior Leadership Team identified for 2026, noting the changes from 2025 and the direction that each risk is trending (decreasing, steady, increasing, steeply increasing). For each risk, Senior Leaders highlighted mitigation activities that VEC has taken and plans to take. The 2026 top risks include:

- Safety – Catastrophic Injury
- Reliability – Extreme Storms
- Revenue Risks
- Increasing Costs
- Load Growth and Unpredictability
- Capital Demands – Prioritization of Infrastructure Investments
- Power Supply – Balancing Sustainability and Affordability
- Workforce and Knowledge Continuity
- Cyber Security
- Political and Regulatory Impacts

Schwartz asked that the Board keep in mind ERM and these top risks during its work. The Board gave feedback and asked questions to which members of the Senior Leadership Team and Schwartz responded.

AGENDA ITEM #11 – SAFETY AND FACILITIES: MEET AND GREET

Agenda Item #11 was addressed prior to the break as Safety and Facilities Manager Zach Traficanti was already at the meeting for the ERM presentation. Traficanti introduced himself and answered Directors' questions.

AGENDA ITEM #10 – BREAK

First Vice President Lambert called for a break at 2:09 pm. Meeting resumed at 2:24 pm.

AGENDA ITEM #12 – MANAGERS' REPORTS

CEO Rebecca Towne presented the CEO report. Members of the Senior Leadership Team were present to answer questions from Directors about details in the written managers' reports.

The Board entered executive session at 2:45 pm to discuss CEO Goals Update.

AGENDA ITEM #13 – 2026 CEO GOALS UPDATE

The Board with CEO Rebecca Towne addressed this topic in executive session.

The Board exited executive session at 3:20 pm.

AGENDA ITEM #14 ANY OTHER BUSINESS

AGENDA ITEM #15– ADJOURN

George Lague moved and Bill Gilbert seconded to adjourn the meeting. The Board voted unanimously to adjourn the meeting. The meeting adjourned at 3:21 pm.

Respectfully submitted:

Jody Dunklee, Secretary	Rich Goggin, President