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

APPROVED MINUTES

December 16, 2025

VEC Johnson, VT

As required under the VEC Bylaws, notice of this meeting was sent to each director on December 9, 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), 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), John Varney (Manager of Safety, Security, and Facilities), Laura Kinney (Project Planner), Lisa Lubas (People and Culture Leader), Cyril Brunner (Innovation and Technology Leader), and Thea Schwartz (Corporate Counsel). Jake Brown (Communications and Engagement Specialist, Community Fund Committee Secretary) and Laurie Pavlovich (System Administrator-GIS, Community Fund Committee Chair) joined the meeting for Agenda Item #7.
Guests:	Gabrielle Malina (Government Relations Specialist) and Patti Komline (Government Relations Manager) from Downs Rachlin Martin

AGENDA ITEM #1 – CALL TO ORDER

President Goggin called the meeting to order at 12:03 pm.

AGENDA ITEM #2 – SAFETY DRILL

George Lague presented several safety tips. He explained that it is important to be careful while using a snowblower particularly when clearing a jam and to be careful when using holiday lights with extension cords. He also said that December is the month that has the highest number of fires caused by the use of candles.

AGENDA ITEM #3 – REVIEW NOVEMBER 2025 REGULAR BOARD MEETING MINUTES

Carol Maroni moved and George Lague seconded that the minutes of the regular monthly Board of Directors meeting held November 24, 2025 be approved as presented.

There was no discussion, and the minutes were approved by unanimous vote.

AGENDA ITEM #4 – LEGISLATIVE UPDATE

Andrea Cohen introduced DRM's Patti Komline and Gabrielle Malina. Komline described her background in government relations work and the current make-up of the DRM Government Relation's team. She addressed how committee work has changed over time in the Vermont Legislature. She gave an overview of subject matters that will likely be considered in the upcoming legislative session and explained how they may relate to VEC. These topics include education, housing, data privacy, property tax, and health insurance. Malina then presented on topics focused on energy, including energy efficiency charges, permitting for renewable energy projects, and EV adoption. Komline and Malina answered questions from Directors throughout their presentation.

Komline and Malina left the meeting when they finished their presentation.

AGENDA ITEM #5 – EDGE ZERO

Cyril Brunner and Peter Rossi presented on VEC's Edge Zero Sensors Pilot. They explained that VEC is partnering with Edge Zero to help VEC deploy and use sensors to get real time voltage data. This data allows distribution operators to be proactive to help to avoid issues with distribution. Edge Zero benefits from the pilot because it gets to do more testing and development of its product. VEC purchased 45 total sensors and Edge Zero is providing free sensor deployments, installation and maintenance. The pilot started with small scale deployment, focusing on the islands, with the intent for it to lead to full deployment. The next step is to deploy an additional 40 sensors by the end of 2026 (2 to 3 sensors per feeder), the cost of which is fully covered by the UVM EnergySheds Grant, with the intention to eventually add 100 more sensors, 50% cost matched through MAPLE ROOT DOE Grant with VELCO. They explained how the sensors communicate through cell service and a mesh network. They gave examples of how the sensors are providing value by identifying voltage challenges and opportunities in South Hero, South Alburg, and North Hero. They said that AI virtual data will be used, allowing for interpolation of data between EdgeZero sensors and AMI which will give real visibility to distribution operators. They also said that the intent is to integrate the sensors with Camus, which will allow operators to get a high-level overview of voltage with the ability to also zoom into meters to see specific challenging locations.

Brunner and Rossi fielded numerous questions from Directors.

AGENDA ITEM #6 – BREAK

There was a break in the meeting at 2:09 pm and the meeting resumed at 2:27 pm.

AGENDA ITEM #7– ANNUAL COMMUNITY FUND REPORT

Laurie Pavlovich and Jake Brown joined the meeting and presented on the work of VEC's Community Fund Committee. They described the makeup of the committee, with Pavlovich as chair, and the process and guidelines it uses to disperse funds to community non-profit organizations. They explained that the application to receive a grant is simple and that the committee considers applications on a rolling basis, meeting quarterly to review them.

They said that the Fund has collected $205,809 in voluntary contributions from members since its inception in 2014, and it has dispersed $194,327 through 273 logged donations over the lifetime of the fund. They noted that for 2025, 2,244 members have participated, across all but two towns, with an average donation of $6.68 with 514 members donating member capital. They said the fund gave out 63 grants this year, with the average grant being $725.

They shared the fund's balance sheet as of November 25, 2025.

Ending Balance as of 12/31/24	$ 27,368.16
Round Up as of 11/25/25	$ 14,987.14
Donated Member Credits as of 11/25/25	$ 16,209.84
Grant Awards as of 11/25/25	$ (45,674.00)
Ending Balance as of 11/25/25	$ 12,891.14

They explained that looking forward, the committee will focus on the continued growth of member participation and grant applications, continuous improvement of the award process, change to eligibility (six month to one year), and outreach.

The Directors expressed their appreciation for the work done by the committee.

AGENDA ITEM #9 – MANAGERS' REPORTS

CEO Rebecca Towne presented the CEO report. There were questions from the Directors about details in the managers' reports. Peter Rossi, Caroline Mashia, Andrea Cohen, Lisa Lubas, Cyril Brunner, John Varney, and Thea Schwartz were all present to answer the Directors' questions.

AGENDA ITEM #10 – OTHER BUSINESS

Jeff Wilson made a motion for Directors to read Board Policy 18 Anti-Bullying and gave each Director a copy of the policy. Wilson also made a motion for Directors to sign the policy after reading it. Mark Woodward seconded the motion for Directors to read Board Policy 18. After discussion, President Goggin noted that he will consider Wilson's concern under the process outlined by Policy 18. Wilson retracted his motion.

The Board went into executive session at 3:24 pm and exited at 4:30 pm.

AGENDA ITEM #11 – ADJOURN

Ken Hoeppner moved and Bill Gilbert seconded to adjourn. By unanimous vote, the meeting adjourned at 4:30 p.m.

AGENDA ITEM #12 – OTHER ITEMS

Respectfully submitted:

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Jody Dunklee, Secretary	Rich Goggin, President