



**Board of Directors Special Meeting Minutes**  
**September 15, 2025**

Pursuant to the Touchstone Energy Cooperative, Inc. (“Touchstone Energy”) Bylaws, the Virginia Cooperative Associations Act, and the Virginia Nonstock Corporation Act (collectively, “Acts”), the Board of Directors (“Board”) held a special meeting (“Meeting”) on September 15, 2025, solely by electronic means of communication in which all members of the Board (“Directors”) participating could simultaneously hear and speak to one another.

Pursuant to the Acts, a member of the Board (“Director”) who is present at the Meeting when action is taken is deemed to have assented to the action unless: (1) the Director objects at the beginning of the Meeting, promptly upon his or her arrival, to holding it or transacting specified business at the Meeting; or (2) he or she votes against, or abstains from, the action taken. Unless otherwise noted below, neither the Meeting’s presiding officer nor Touchstone Energy received notice of a Director’s dissent or abstention from an action taken during the Meeting. No Director objected to holding the Meeting, transacting business during the Meeting, or considering an item during the Meeting. Pursuant to the Touchstone Energy bylaws and the Acts, therefore, all Directors present at the Meeting waived notice of the Meeting. Also pursuant to the Acts, a Director participating by electronic means of communication is deemed to be present in person at the meeting.

The following individuals were present in person at the beginning of the Meeting: Touchstone Energy Executive Director Jana Adams; Touchstone Energy Assistant Secretary and NRECA Deputy General Counsel Jessica Healy; NRECA Senior Accountant Karen Wong; and Touchstone Energy Program Manager of Member Experience and Organizational Effect Adriene Montalto.

Unless otherwise noted below, the Board received as information the reports and other documents attached to these Minutes, and did not approve any report or other document attached to these Minutes.

1. Call to Order. At approximately 1:00 p.m., President Tim Street called the Meeting to order.
2. Roll Call and Quorum. Secretary-Treasurer Amy Rosier called the roll of Directors. The following Directors were present: President Street, Vice President Marty Lasure, Secretary-Treasurer Rosier, At-Large Officer Jeremy Richert, Jack Bragg, Bill Conley, Ryan Craig, Chad Kinsley, Brian Mills, Van O’Cain, Chris Parr, Doug Tracy, and Mike Wilson. Unless otherwise noted below, all Directors answering present remained present during the Meeting.

President Street declared that a quorum of Directors was present.

3. Appointment of Parliamentarian. Without objection, ***the Board appointed Ms. Healy as parliamentarian.***
4. 2024 Financial Audit Presentation. Marie Caputo and Patricia Fernando from the auditing firm CliftonLarsonAllen LLP (collectively, “Auditor”) reviewed with the Board the required audit communications for the Touchstone Energy audited financial statements for the year ended December 31, 2024. The Auditor reported there were no significant or unusual transactions, no material weakness deficiencies in internal control, no audit adjustments and no material uncorrected misstatements, no disagreements with management, no difficulties with management, and that management’s accounting policies and estimation processes appear reasonable. The Auditor reported that Touchstone Energy’s audited financial statements received an unmodified audit opinion, the report of which audit is attached as ***Attachment A.***

The Auditor discussed plans for, and answered questions about, the upcoming audit of Touchstone Energy financial statements for the year ended December 31, 2025, including: (1) the scope of services and deliverables; (2) auditors’ responsibilities; (3) the audit plan overview; and (4) risk-based approach.

Throughout the presentation, Directors had the opportunity to comment and ask questions.

At approximately 1:15 p.m., without objection, the Board entered executive session. All staff left the Meeting. The Auditor was present. At approximately 1:30 p.m., without objection, the Board exited executive session with no items to report, and the Auditor left the Meeting.


Upon motion by Mr. Mills, second, after discussion or opportunity for discussion, and vote, ***the Board accepted the auditor’s report for the year ending December 31, 2024.***

Upon motion by Mr. Kinsley, second, after discussion or opportunity for discussion, and vote, ***the Board selected CliftonLarsonAllen, LLP to audit the Touchstone Energy Cooperative, Inc. financial statements for the year ending December 31, 2025, and approved the proposed audit scope and approach, including audit fees.***

Mr. Bragg left the Meeting.

5. Election Update. Ms. Adams reported on, and answered questions about, the November 19, 2025 Touchstone Energy Member Meeting and director election process and timeline.
6. Future Meetings. Ms. Montalto reported on the Board’s November 4, 2025 and March 8, 2026 meetings.

7. Adjourn. Without objection, the Meeting adjourned at approximately 1:45 p.m.

  
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Jessica Healy  
Assistant Secretary

September 15, 2025  
Date

Approved: \_\_\_\_\_  
Jessica Healy  
Assistant Secretary

\_\_\_\_\_  
Date