MINUTES OF THE VLCT PROPERTY AND CASUALTY INTERMUNICIPAL FUND, INC. BOARD OF DIRECTORS MEETING
VLCT OFFICE, MONTPELIER, VT and VIA ZOOM
FRIDAY, SEPTEMBER 11, 2026

Directors Present: Aaron Frank, Bryan Young (remote), Todd Odit, Rob Gaiotti, Jon Potter, Chris Taylor, Bruce Urie (remote), Judy Frazier (remote) and Karen Barber (remote)

Staff Present: Phil Latvis, Seth Abbene, Ted Brady, Phil Woodward, Fred Satink, Michael Gilbar, Kelley Avery, Meredith Dolan (remote) and Russel Young

President Frank called the meeting to order at 9:02 a.m. and asked for introductions from both board members and staff.

President Frank asked for a motion to approve the agenda with amendments to remove the Q2 Financials and add Item 9a, Banking Resolution.

> **Upon motion (Gaiotti/Odit), duly adopted, the board voted unanimously to approve the agenda as amended.**

President Frank asked for a motion to approve the consent agenda.

> **Upon motion (Gaiotti/Odit), duly adopted, the board voted unanimously to approve the consent agenda as presented.**

President Frank requested a motion to enter into executive session.

Todd Odit moved that the board finds that premature general public knowledge of contract negotiations between PACIF and VLCT regarding the Administrative Services Agreement would clearly place PACIF at a substantial disadvantage and further moved that the PACIF board go into executive session to discuss contractual negotiations between VLCT and PACIF and additionally moved to include Fred Satink, Phil Latvis, Phil Woodward, Michael Gilbar, Meredith Dolan and Russell Young. **The motions were seconded by Rob Gaiotti and the board entered into executive session (9:06 a.m.).**

Director Barber left the meeting after briefly attending Executive Session.

At 11:02 the board returned to open meeting. Staff not in attendance of Executive Session and Director Barber rejoined the meeting.

Risk Management Director Phil Latvis briefly reviewed the draft Articles of Incorporation Review Policy with the board. During the AGRiP Recognition review process, AGRiP identified the lack of such a policy and recommended one be adopted by PACIF. This draft policy was reviewed by staff, PACIF corporate counsel and PACIF general counsel and deemed appropriate for this purpose.

> **Upon motion (Urie/Odit), duly adopted, the board voted unanimously to approve and adopt the Articles of Incorporation Review Policy as presented.**

Executive Secretary Fred Satink reviewed the draft revisions to the PACIF Investment Policy. The board asked staff at its May meeting to work with non-conflicted staff, general counsel and the PACIF investment advisors, Strategic Asset Alliance, to revise this policy in an effort to ensure investment liquidity and security in investments, DFR compliance, remove references to local investments and clarify annual review requirements. These revisions have been made along with changing the term “Trustees” to “Directors” in the policy and some other minor grammatical corrections and changes which do not impact the overall policy intent.

> **Upon motion (Odit/Frazier), duly adopted, the board voted unanimously to approve the revised PACIF Investment Policy as presented.**

The board discussed the Annual Meeting of the PACIF membership. Todd Odit read a Resolution which is attached to these minutes. The resolution proposed holding the PACIF Annual Meeting of the Membership on Wednesday, November 18, 2026, at 10:00 a.m. at College Hall, 36 College Street, Montpelier, Vermont, that ballots be sent to each PACIF member and that ballots be returned by October 14, 2026.

> **Upon motion (Odit/Urie), the board voted unanimously to approve the Resolution to hold the PACIF Annual Meeting of the Membership on November 18, 2026 at College Hall at 36 College Street in Montpelier, Vermont.**

Director Barber noted this will be a change to annual meetings and noted clear communication would be necessary. President Frank noted that the meetings had veered away from insurance and that holding an annual meeting about PACIF could improve understanding.

Risk Management Director Phil Latvis noted the PACIF Strategic Plan was adopted at last month’s meeting, and that the PACIF Board would like a compensation and benefits study of RMS/Finance staff positions considering comparables from the insurance industry in order to be an employer of choice for municipal insurance and risk management. Mr. Latvis noted that VLCT conducts such a study every three years and provided background and information on the VLCT process.

> **Upon motion (Odit/Gaiotti), the board unanimously approved adding a component to its Strategic Plan, adopted August 7, 2026, after item 3, to conduct a Compensation and Benefits Study in 2027 for RMS and/or PACIF staff to have information in time for consideration in budgeting for 2028 and directed PACIF staff to identify a consultant capable of conducting a Compensation and Benefits Study in 2027 for RMS and/or PACIF staff, to recommend such a consultant to the Board for PACIF to contract with directly, and to have information provided to the PACIF Board in time for consideration in budgeting for 2028.**

Under information items, Phil Latvis included a brief reinsurance renewal update along with his organizational update. The emphasis for the 2027 renewal will be on cyber coverage and exploring alternatives. Origami Policy system work is nearly complete while the Origami Claims system has a tentative go-live date set for Mid-November, but this may be delayed. Mr. Latvis will provide an update to the board on system progress at its next meeting. Transition to the new

Medical Bill Review provider has been going relatively smoothly with a few minor issues. Mr. Latvis also provided a brief update regarding activities among the various RMS departments.

VLCT Executive Director Ted Brady provided a brief organizational update noting impacts of VLCT's extended negotiations for a service agreement with PACIF including lease, budget, staff, and services.

President Frank noted that PACIF achieved AGRiP Recognition and thanked board and staff for their contributions and efforts in once again achieving this goal.

Director Odit read a proposed PACIF Banking Resolution as follows:

Whereas The Property and Casualty Intermunicipal Fund (PACIF) board in an effort to improve transparency and assign financial authority in a manner in better compliance with the fiduciary duties of the board to its members at its duly held meeting on September 11, 2026 hereby resolves that:

> **1) The PACIF Assistant Treasurer, and the Chief Financial Officer of VLCT or PACIF are authorized officers and can execute banking agreements to conduct the financial operations of PACIF. This includes opening and closing bank accounts, executing signature cards, and executing service agreements.**
>
> **2) The following VLCT or PACIF positions may be designated as authorized signers on PACIF bank accounts at the discretion of the PACIF Board Treasurer or the PACIF Assistant Treasurer:**
> **a. Chief Financial Officer**
> **b. Deputy Chief Financial Officer**
> **c. Director, Risk Management Services**
> **d. Manager, Property and Casualty Claims**
>
> **3) The PACIF Assistant Treasurer, and the Chief Financial Officer of VLCT or PACIF are authorized to execute wire transfer and ACH agreements and to update wire and ACH limits as necessary for VLCT operations.**
>
> **4) Any transactions where PACIF is paying VLCT shall be approved by at least two PACIF board members and any payment for management services shall be approved by the PACIF Board**

The undersigned Secretary of the PACIF Board confirms the adoption of the above resolutions as of the date set forth above.

President Frank requested a motion to approve the Banking Resolution.

> **Upon motion (Odit/Gaiotti), duly adopted), the board voted to approve the Banking Resolution.** Director Barber abstained from this vote and noted she did not see a need for the resolution.

President Frank requested Phil Latvis provide a copy of the PACIF Board Banking Resolution to the Board Secretary/Treasurer, Erik Wells, for his signature.

There was no other business

Upon motion (Odit/Frazier), duly adopted, the board voted unanimously to adjourn the meeting (11:37 a.m.).

Respectfully submitted,

Kelley Avery
Assistant Secretary
Link to meeting recording here

VLCT PROPERTY AND CASUALTY INTERMUNICIPAL FUND, INC.
(the "Company")
DRAFT RESOLUTIONS TO BE CONSIDERED FOR ADOPTION
AT THE
SEPTEMBER 11, 2026 BOARD MEETING

RESOLVED: That the Annual Meeting of the Members of the Company shall be held at College Hall, 36 College Street, in Montpelier, Vermont, on November 18, 2026, commencing at 10:00 a.m. EDT; and

FURTHER
RESOLVED: That 5:00 p.m. EDT on September 10, 2026, is hereby established as the record date for the determination of Members entitled to vote on the nominees recommended for appointment in the 2026 Board Appointment Ballot in the form attached hereto; and

FURTHER
RESOLVED: That the 2026 Board Appointment Ballot dated September 11, 2026 be sent to each Member of the Company so it is signed, dated and returned (not postmarked) to the designated address by 5:00 p.m. EDT October 14, 2026, is hereby approved in the form attached hereto; and

FURTHER
RESOLVED: That the Officers of the Company are hereby authorized and directed to do any and all acts, expend any and all sums of money, and execute any and all documents, that they deem necessary or appropriate in order to implement the foregoing resolutions.

VLCT PROPERTY AND CASUALTY INTERMUNICIPAL FUND, INC. (“PACIF”)
IMPORTANT: Below is your 2026 OFFICIAL BALLOT.

Four (4) Directors of VLCT Property and Casualty Intermunicipal Fund, Inc. (“PACIF”) are to be appointed. The individuals listed on this ballot have been duly nominated as candidates for appointment.

Register your vote by marking an “X” in the square box preceding each candidates’ name.

Please cast your vote and sign, date and return this Ballot so it is received (not postmarked) at the designated address by 5:00 p.m. EDT October 14, 2026. A postage-paid envelope is enclosed for your convenience. Signed Ballots can also be emailed to info@vtpacif.org. Remember, you may vote for a total of no more than Four (4) Directors. A vote box not checked will be deemed to be a vote

Vote for a Total of No More Than Four (4) Directors

FOR | AGAINST
☐ ☐ **Charles Safford** (Town Manager – Stowe) -- term expiring 12/31/29
☐ ☐ **Aaron Frank** (Town Manager – Colchester) -- term expiring 12/31/29
☐ ☐ **Erik Wells** (Town Manager – Williston) -- term expiring 12/31/29
☐ ☐ **Bruce Urie** (Selectboard Chair – Craftsbury Common) -- term expiring 12/31/29
☐ **ABSTAIN**

The individual executing this Ballot on behalf of **[Member Name]** is duly authorized to do so by its legislative body or other appropriate authority

SIGNER NAME: ___________________________________
SIGNATURE: **X** ____
TITLE: ____
DATE: ____