

**TRAPP FAMILY COOPERATIVE HOUSING, INC.**

**TRAPP FAMILY COOPERATIVE HOUSING TWO, INC.**

**Minutes of Annual Joint Meeting of Boards of Directors**

**April 27, 2026**

Pursuant to the notice of the annual joint meeting of the Directors included with the notice of the annual meeting of the Shareholders, the annual meeting of the Board of Directors of Trapp Family Cooperative Housing, Inc. ("Coop One") and the annual meeting of the Board of Directors of Trapp Family Cooperative Housing Two, Inc. ("Coop Two") were held as a joint meeting on April 27, 2026 at the Trapp Family Lodge in Stowe, Vermont, commencing at 10:40 A.M. (Coop One and Coop Two are sometimes individually referred to as a "Coop" and collectively as the "Coops").

Vincent J. DeBaggis Jr., Kenneth Przysiecki, Mark Goudreau, Tara Dowd, and Kevin Browne, all the Directors of Coop One, were present in person, and constituted a quorum of the Coop One Directors.

Roy Sokoloski, Patricia Moran, Betsy Hoffman, Jane Griffith, and Beth Smith, all the Directors of Coop Two, were present in person, and constituted a quorum of the Coop Two Directors.

Also present during the meeting were Ryan Diller of Owner Services and Pamela Towne, the Treasurer of Coop One and Coop Two. Treg Boerger and Lisa Ecker from the Coop Manager were also present after the lunch break. Nominees to the Board for next year, Mark Fontanella and Pam Farrell were also in attendance.

Vincent J. DeBaggis Jr, the President of Coop One, presided except as to those matters affecting only Coop Two, in which event Roy Sokoloski presided. Arline Duffy, the Corporate Counsel of each Coop, recorded the minutes on behalf of the Secretary.

Prior to commencement of official business, Roy Sokoloski and Vince DeBaggis expressed their disappointment to Pamela Towne and Ryan Diller as management representatives that Walter Frame, both as manager overseeing operations and as an officer of the Corporations, was not in attendance and that this was not the first time Board and Shareholder meetings were missed.

Approval of the minutes of the last meeting of the Directors was the first order of business. Upon motion duly made and seconded, with the Directors of both Coops voting on behalf of their respective Coops, it was passed unanimously.

**RESOLVED:** That the minutes of the meeting of the Directors held October 27, 2025, be, and they hereby are, approved.

The election of the officers of both Coops for the ensuing year was the next matter to come before the meeting. Upon motion duly made and seconded, the Directors of Coop One unanimously approved the motion.

**RESOLVED:** That the following persons be, and they hereby are, elected to the indicated offices of Coop One, to hold said offices until their successors are elected and qualified:

President  
Vice President  
Vice President  
Treasurer  
Secretary

Vincent J. DeBaggis Jr.  
Walter Frame  
Mark Goudreau  
Pamela Towne  
Jane Griffith

Upon motion duly made and seconded, the Directors of Coop Two unanimously approved the following motion.

**RESOLVED:** That the following persons be, and they hereby are, elected to the indicated offices of Coop Two, to hold said offices until their successors are elected and qualified:

President  
Vice President  
Vice President  
Treasurer  
Secretary

Roy Sokoloski  
Walter Frame  
Patricia Moran  
Pamela Towne  
Jane Griffith

The next matter considered was the appointment of Katie Anderson of Nikola Yester for the preparation of the 2026 audit.

**RESOLVED:** That Katie Anderson of Nikola Yester be, and hereby is, appointed as auditor for 2026 for the Coops.

Upon motion duly made and seconded, with the Directors of both Coops voting on behalf of their respective Coops, it was unanimously approved.

For the Finance update, Ken Przysiecki provided an update on the audit results. He emphasized his confidence in the strength of the Corporations' balance sheets. He reported that Pam Farrell who is a nominee to join the Coop Two Board next year will be taking over the Finance Task Group lead role, and they are currently working together to begin that transition. He observed that the annual maintenance fee increases have held steady at 3-5% over the years, which, given the rate of inflation, are well-managed increases. He will be further exploring the source of the overages to determine whether they will impact 2026 budget numbers. Pam Towne offered that for the maintenance and repairs overage, there were installation and repair of boilers, installation of new handrails, water heater repairs, wallpaper repairs, and other items that contributed to the overage.

Roy Sokoloski raised the question of switching the order of future Board meetings, so that the Facilities meeting would occur on a Sunday before the Shareholder and Board meetings. Information from that meeting, particularly during the fall budget preparation is better to have prior to finalizing the budget presented to shareholders. There was a prolonged discussion about changing the meeting order and the group agreed to adjust the schedule so that the Facilities meeting could occur prior to the Shareholder meeting instead of the day after the Shareholder meeting.

On the topic of Administration, Roy Sokoloski raised the issue of housekeeping. The Board had hoped to have a housekeeping representative present for extensive discussion, but none was available. Ryan Diller did confirm that the concerns about mold are currently being addressed by Puroclean. Ryan also confirmed that there is a separate team that cleans the Coops, a combination of Trapp staff and contractors. Pam Towne confirmed that they are recruiting to replace the prior head of housekeeping and that the position is currently vacant.

Pam Towne suggested that the head of housekeeping be included in every Board Facilities meeting, meaning that the request for attendance needs to be made much sooner in advance.

Vince DeBaggis reported that he has begun a discussion with Walter Frame and the Coops' insurer to review coverage limits for the buildings to ensure sufficient coverage for renovated buildings and to be in compliance with current loan documents.

Mark Goudreau asked about any efficiencies that occur with the repeated phases of the refurbishment. Kevin explained that while they are moving faster, it does not mean that additional units can be added to a phase, but they will be turned back over to Owner Services earlier. Ryan Diller reported that any units delivered early will be put back into rentals once they are clean.

The Board adjourned the meeting at 12:12 PM for lunch and reconvened at 1:10 P.M. to continue the agenda.

Treg Boerger joined to provide updates on sales. Renovations have added a challenge to sales with additional fees. The Boards have given Treg some discretion on setting the price of a week being sold by the Coop in a way that addresses concerns from buyers. Roy Sokoloski asked whether the renovations have helped in sales. Treg confirmed it helps, but the more units that are renovated the more helpful it will be.

There was a brief discussion about the relationship with Interval. Treg reported that although there have been occasional hiccups, the relationship has been good. He also shared a long-term idea that once there are more units available post renovation, Interval could be a platform to market and rent weeks through Interval with points. There was a discussion about Interval and RCI and whether both options should be made available to owners. Treg observed that not a lot of owners utilize the option so perhaps having two trade options is overly complex.

Mark Goudreau asked Treg for feedback on the auction sale. Mark observed there were fewer options this year, and it was challenging to get potential buyers to follow through. On the positive side, more float weeks were sold than ever. Treg agreed with Mark's suggestion that the Coops take a break from the auction for this year.

Roy Sokoloski asked if there were any updates on communications. Trish Moran and Ryan Diller shared that an email version of the newsletter is much easier to manage than the print version. The sales and marketing team do separate communications to owners that are not included in the newsletter. Mark asked whether there is a way to coordinate with sales and marketing. Ryan reported that it is a rarity that there is a mailing only to Coop owners. Ryan shared that the system can track whether email newsletters are opened by owners, and it was generally agreed it would be good to track this kind of data.

The Boards then discussed the annual transfer of money from the operating accounts to the reserve funds based on the amount identified in the annual maintenance fee as reserve funds.

Upon motion duly made and seconded, the Directors of Coop One unanimously approved the motion.

**RESOLVED**, that Pamela Towne, as Treasurer of Coop One, is authorized to transfer excess funds, as determined in her discretion, in the Corporation's operating account to the Corporation's reserve fund, provided that no transfer reduces the operating account below \$200,000.

Upon motion duly made and seconded, the Directors of Coop Two unanimously approved the motion.

**RESOLVED**, that Pamela Towne, as Treasurer of Coop Two, is authorized to transfer excess funds, as determined in her discretion, in the Corporation's operating account to the Corporation's reserve fund, provided that no transfer reduces the operating account below \$200,000.

There was discussion about the owner space-available rental rates for a reservation within 21 days of arrival (last minute travel). Ryan Diller indicated that it has been set at \$225 nightly with a 2-night minimum for some time. Jane Griffith and Mark Goudreau advocated increasing the amount to \$250 nightly with a 2-night minimum and there was general discussion about the same.

Upon motions duly made and seconded, with the Directors of both Coops voting on behalf of their respective Coops, approved the following resolution:

**RESOLVED:** That the owner, space available rental rate (booking within 21 days of arrival) in the Coops be, and hereby is, increased to \$250 per night with a 2-night minimum.

Next, there was extended discussion about the Shareholder meeting lacking a quorum and no elections. Options are a new election by ballot without a meeting or waiting until the next annual meeting. The general consensus was that because the current sitting directors were running unopposed and each Corporation's Bylaws permit them to continue until their successor is elected, the best option is to wait until the next annual meeting. No further action was needed by the Boards.

Arline Duffy made a presentation to the Boards about the potential to offer owners a simple estate planning tool that would allow shares of the Coop to transfer upon the death of a sole owner or sole surviving owner. Vermont law has transfer on death statute specifically for stocks and other securities option. The process would be similar to how a person can name a beneficiary on a bank account so that the money transfers immediately upon death. Lisa Ecker and Treg Boerger participated in the discussion to share their experiences with the many requests coming to the manager for assistance with transfer of shares from one generation of a family to the next.

Upon motions duly made and seconded, with the Directors of both Coops voting on behalf of their respective Coops, approved the following resolution:

**RESOLVED:** That Corporation Counsel shall work with the Coop Manager to implement a system so that Shareholders can have the option to transfer their shares in a Coop by naming a beneficiary upon the death of a sole owner, pursuant to Vermont law.

Arline Duffy and Lisa Ecker also made a presentation to the Boards concerning how best to address a list of deceased and/or non-responsive owners using the default and termination provisions in the lease. The process is similar to what the lease permits in the event an owner does not pay their maintenance fee in a timely fashion. In those cases, there is a tension between being too aggressive in collection and not collecting sufficient fees to meet the budget, which is less relevant when a shareholder is deceased. Nevertheless, Board members felt that terminating rights of deceased shareholders requires some sensitivity. The sense of the Board was also that collection efforts for non-payment should be focused on (living) owners who have not paid for two consecutive years, so that collection efforts commence in the third year of non-payment.

Roy Sokoloski shared that the term of the current Management Agreement expires on January 1, 2027, and each party must confirm to the other their intent to renew by the end of June 2026. Roy and Vin have been discussing potential changes to the Management Agreement and indicated that six months might be a very tight window to get terms renegotiated. They proposed to the Boards that a potential solution is to agree to a one-year extension of the current agreement while also entering into negotiations concerning a new agreement. After brief discussion, upon motions duly made and seconded by each Coop, the Directors of both Coops voting on behalf of their respective Coops, approved the following resolution:

**RESOLVED,** that the Presidents of the Coops shall offer to the Manager to extend the current management agreement for year to expire on January 1, 2028 to allow time for negotiation of a new management agreement to be effective starting in 2028.

Future meetings were scheduled as follows:

October 27, 2026 – Directors (preparation of budgets)  
November 23, 2026 – Shareholders (adopt budgets)  
April 27, 2027 – Annual meetings  
October 26, 2027 – Directors (preparation of budgets)

There being no further business to come before the meeting, upon motion duly made and seconded, it was unanimously resolved to adjourn the meeting at 2:45 P.M.

Respectfully submitted,



Jane Griffith, Secretary

## **TRAPP FAMILY COOPERATIVE HOUSING, INC.**

## **TRAPP FAMILY COOPERATIVE HOUSING TWO, INC.**

### **Information Session of Shareholders**

**April 27, 2026**

Pursuant to the Notice of the Annual Meeting of the Shareholders of Trapp Family Cooperative Housing, Inc. ("Coop One") dated March 13, 2026 and the Notice of the Annual Meeting of the Shareholders of Trapp Family Cooperative Housing Two, Inc. ("Coop Two") dated March 13, 2026, the annual meetings of Coop One and Coop Two (collectively, the "Coops") were to be held as a joint meeting at Trapp Family Lodge in Stowe, Vermont on April 27, 2026 convening at 9:00 A.M.

At the opening of the meeting, President and a Director of Coop One, Vincent J. DeBaggis Jr. reported that an insufficient number of proxies and/or attendees in person were present for Coop One to constitute a quorum. Therefore, a meeting could not be officially opened and held. Instead, information would be provided to shareholders, but no official business or vote could occur. Also present at the information session on behalf of Coop One were Kenneth Przysiecki, Mark Goudreau, Tara Dowd, and Kevin Browne, Directors of Coop One; Pamela Towne, the Treasurer of Coop One and Coop Two, Ryan Diller, the Director of Owner Services and Kristina von Trapp Frame, Executive Vice President of von Trapp Family Lodge & Resort, the Coop manager.

President and Director of Coop Two, Roy Sokoloski, also reported that an insufficient number of proxies and/or attendees in person were present for Coop Two to constitute a quorum. A meeting could not be officially opened and held. Instead, information would be provided to shareholders, but no official business or vote could occur. Also present at the information session on behalf of Coop Two were Patricia Moran, Betsy Hoffman, Jane Griffith and Beth Smith, Directors of Coop Two; and Pamela Towne, Kristina von Trapp Frame, and Ryan Diller representing the manager.

The information session began with an introduction of Mark Fontennella (Coop One) and Pam Farrell (Coop Two) as nominees for Director seats for next year's election.

Ken Przywiecki then provided a financial update. After conversion of the GAAP financials to a cash basis to see the true cash flow, last year's financials reveal a \$232,000 loss due to cost overruns in operating budget. There was a surplus of over \$200,000 in the prior year, so this is not a concerning deficit. Four drivers of the 2025 overage: 1) laundry and linens, which was expected due to the refurbishment; 2) repairs and maintenance, which is difficult to predict from year to year; 3) telecommunications and internet; and 4) \$32,000 in additional snow removal.

Katie Anderson, the auditor of Nicola and Yester, joined the meeting via Zoom to discuss the results of last year's audit. She reported that the audited financial statements of the Coops are in order and accurately reflect the financial condition of the Coops.

Roy Sokoloski and Kevin Browne provided an update on facilities. Roy spoke about the status of the interior refurbishment which is continuing at pace. Very positive feedback has been received from units that have been updated. Kevin Browne discussed wood stove replacement and the installation of new smart TVs. Summer plans include continuing with the patio

replacement project and finishing the stabilization of AC condensers through ground mounting.

Tara Dowd provided updates on owner/visitor surveys, encouraging owners to take the time to fill out surveys. The comments, particularly owner comments, drive how money is spent.

Mark Goudreau and Trish Moran provided an update on sales and marketing. The main focus is trying to drive down inventory numbers from peak numbers during COVID. Trish also spoke about the monthly newsletter and solicited ideas for stories from owners. Treg Boerger provided additional information on sales. The second year of auction weeks resulted in fewer sales than the previous years. He is working on a number of ideas to market the Coops post refurbishment. One idea is to enhance the rental program because rentals seem key to successful sales.

Ryan Diller provided an Owner Services update. All owners who paid their special assessment early have been contacted for scheduling their complimentary week. Booking is through 2029 at this point. A few owners have not yet responded to their offer. He also announced that the Resort will have a new computer system which will result a new owner portal starting this summer.

Kristina Von Trapp Frame provided an update on the resort operations. More renovations are happening all over the property. Occupancy has been strong and the snowy winter was good for the business.

Beth Smith reported that the photo contest was very successful again this year and the winners were revealed.

General comments were made, and questions asked by the Shareholders attending the meeting regarding a variety of matters, including the order of buildings to be renovated, appreciation of the refurbished units, and the improved access due to the bridge project. There were also questions about resort amenities, not owned by the Coops. Corporation counsel explained that leases are no longer being recorded in the Stowe Land Records, and that this change has no impact on what owners have purchased, which is stock in the respective Coop corporation, which in turn provides a right to a leased week.