

**Vermont Electric Cooperative, Inc.**

**FINANCIAL STATEMENTS**

**December 31, 2009**

Vermont Electric Cooperative, Inc.  
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December 31, 2009

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INDEPENDENT AUDITOR'S REPORT

To the Board of Directors  
Vermont Electric Cooperative, Inc.  
Johnson, Vermont

We have audited the accompanying financial statements of the Vermont Electric Cooperative, Inc. as of December 31, 2009 and 2008, and the related statements of operations, equities, and cash flows for the years then ended. These financial statements are the responsibility of the Cooperative's management. Our responsibility is to express an opinion on these financial statements based on our audit.

We conducted our audit in accordance with auditing standards generally accepted in the United States of America. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audit provides a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the financial position of the Vermont Electric Cooperative, Inc. as of December 31, 2009 and 2008, and the results of its operations and its cash flows for the years then ended in conformity with accounting principles generally accepted in the United States of America.

*Kittell Branagan & Sargent*

St. Albans, Vermont  
February 22, 2010

Vermont Electric Cooperative, Inc.  
BALANCE SHEETS  
December 31,

<u>ASSETS</u>	<u>2009</u>	<u>2008</u>
ELECTRIC PLANT, at cost	\$ 101,390,389	\$ 91,491,706
Less accumulated depreciation	<u>(26,135,936)</u>	<u>(25,033,192)</u>
Electric plant in service, net	75,254,453	66,458,514
Construction work in progress	<u>3,172,549</u>	<u>2,426,157</u>
TOTAL ELECTRIC PLANT, net	<u>78,427,002</u>	<u>68,884,671</u>
 CURRENT ASSETS		
Cash	285,571	1,190,253
Notes receivable	1,915	6,388
Accounts receivable, net of allowance of \$203,379 and \$176,574 at December 31, 2009 and 2008, respectively	5,562,649	5,768,188
Unbilled revenue	4,357,090	3,942,020
Inventories	2,599,232	2,343,274
Prepaid expenses	<u>340,175</u>	<u>203,712</u>
TOTAL CURRENT ASSETS	<u>13,146,632</u>	<u>13,453,835</u>
 OTHER ASSETS		
Nonutility property	65,697	65,697
Other investments	9,805,627	9,639,813
Deferred charges	<u>648,227</u>	<u>1,082,862</u>
TOTAL OTHER ASSETS	<u>10,519,551</u>	<u>10,788,372</u>
 TOTAL ASSETS	 <u>\$ 102,093,185</u>	 <u>\$ 93,126,878</u>

LIABILITIES AND EQUITY

	<u>2009</u>	<u>2008</u>
<b>EQUITIES</b>		
Patronage capital assignable	\$ 20,325,111	\$ 16,635,201
Other equities	2,499,414	2,499,384
Contributions in aid of construction	<u>16,357,441</u>	<u>15,664,271</u>
 <b>NET EQUITY</b>	 <u>39,181,966</u>	 <u>34,798,856</u>
 <b>LONG-TERM DEBT</b>	 <u>49,047,218</u>	 <u>45,115,376</u>
 <b>OBLIGATIONS UNDER CAPITAL LEASE</b>	 <u>308,693</u>	 <u>324,135</u>
 <b>CURRENT LIABILITIES</b>		
Current portion of long-term debt	2,068,158	1,902,573
Current portion of capital lease obligations	15,443	29,581
Revolving debt	3,400,000	2,549,942
Accounts payable	5,506,673	5,424,099
Customer deposits	239,460	103,359
Deferred credits	319,810	541,042
Other accrued expenses	<u>2,005,764</u>	<u>2,337,915</u>
 <b>TOTAL CURRENT LIABILITIES</b>	 <u>13,555,308</u>	 <u>12,888,511</u>
  <b>TOTAL LIABILITIES AND EQUITY</b>	  <u>\$ 102,093,185</u>	  <u>\$ 93,126,878</u>

See Accompanying Notes to Financial Statements

Vermont Electric Cooperative, Inc.  
**STATEMENTS OF OPERATIONS**  
For the Years Ended December 31,

	<u>2009</u>	<u>2008</u>
<b>OPERATING REVENUE</b>	<u>\$ 70,038,174</u>	<u>\$ 67,892,653</u>
<b>OPERATING EXPENSES</b>		
Purchased power	39,326,007	41,117,742
Transmission:		
Operations	7,091,847	6,164,152
Maintenance	549,126	311,983
Distribution:		
Operations, including vehicle depreciation expense of \$44,193 and \$42,334 in 2009 and 2008, respectively	4,359,764	3,985,725
Maintenance	3,936,756	3,738,576
Customer accounts	2,126,221	2,399,429
Administrative and general	2,804,775	2,796,191
General plant maintenance	131,922	115,813
Depreciation	3,122,694	2,921,328
Amortization	421,913	1,185,954
Taxes	666,857	628,480
Other deductions, net	25,331	12,300
<b>TOTAL OPERATING EXPENSES</b>	<u>64,563,213</u>	<u>65,377,673</u>
<b>INCOME FROM OPERATIONS</b>	<u>5,474,961</u>	<u>2,514,980</u>
<b>OTHER INCOME (EXPENSES)</b>		
Gain (loss) on sale of fixed assets	(91,519)	8,020
Other income (expenses)	(13,894)	96,921
Interest and dividend income	1,001,905	1,423,764
Other capital credits & dividends	268,786	277,007
<b>TOTAL OTHER INCOME</b>	<u>1,165,278</u>	<u>1,805,712</u>
<b>NET INCOME BEFORE INTEREST CHARGES</b>	<u>6,640,239</u>	<u>4,320,692</u>
<b>INTEREST CHARGES</b>		
Interest on long-term debt	2,792,052	2,749,715
Other interest	158,277	159,211
<b>TOTAL INTEREST CHARGES</b>	<u>2,950,329</u>	<u>2,908,926</u>
<b>NET INCOME</b>	<u>\$ 3,689,910</u>	<u>\$ 1,411,766</u>

See Accompanying Notes to Financial Statements

Vermont Electric Cooperative, Inc.  
 STATEMENTS OF EQUITIES  
 For the Years Ended December 31,

	Issued and Subscribed	Capital Assignable	Other Equities (Deficits)				In Aid of Construction	Total
			Capital Credits	Gains and Losses	Donated Capital	Earnings (Losses)		
BALANCE, at December 31, 2007	\$ -	\$ 15,223,435	\$ 12,212	\$ 9,798	\$ 214,324	\$ 2,263,043	\$ 15,413,272	\$ 33,136,084
Donated capital	-	-	-	-	7	-	-	7
Net income for the year	-	-	-	-	-	1,411,766	-	1,411,766
Transfer to patronage capital assignable	-	1,411,766	-	-	-	(1,411,766)	-	-
New contributions in aid of construction	-	-	-	-	-	-	250,999	250,999
BALANCE, at December 31, 2008	-	16,635,201	12,212	9,798	214,331	2,263,043	15,664,271	34,798,856
Donated capital	-	-	-	-	30	-	-	30
Net income for the year	-	-	-	-	-	3,689,910	-	3,689,910
Transfer to patronage capital assignable	-	3,689,910	-	-	-	(3,689,910)	-	-
New contributions in aid of construction	-	-	-	-	-	-	693,170	693,170
BALANCE, at December 31, 2009	\$ -	\$ 20,325,111	\$ 12,212	\$ 9,798	\$ 214,361	\$ 2,263,043	\$ 16,357,441	\$ 39,181,966

See Accompanying Notes to Financial Statements

Vermont Electric Cooperative, Inc.  
**STATEMENTS OF CASH FLOWS**  
For the Years Ended December 31,

	<u>2009</u>	<u>2008</u>
<b>CASH FLOWS FROM OPERATING ACTIVITIES</b>		
Net income	\$ 3,689,910	\$ 1,411,766
Noncash expenses (income) included in earnings:		
Depreciation	3,122,694	2,921,328
Amortization	421,913	1,185,954
(Gain) loss on sale of fixed assets	91,519	(8,020)
Hydro Quebec disallowance	(344,704)	(451,800)
Changes in assets and liabilities:		
Decrease in notes receivable	4,473	13,889
Increase in accounts receivable	(209,531)	207,872
Increase in inventories	(255,958)	(640,984)
Increase in prepaid expenses	(136,463)	208,101
Decrease in accounts payable	82,573	417,695
Decrease in customer deposits	136,101	(845)
Decrease in accrued expenses	(332,151)	(156,169)
Decrease in deferred credits	(221,232)	(760,204)
<b>NET CASH PROVIDED BY OPERATING ACTIVITIES</b>	<u>6,049,144</u>	<u>4,348,583</u>
<b>CASH FLOWS FROM INVESTING ACTIVITIES</b>		
Additions to electric plant in service and construction work in progress	(12,449,912)	(7,786,300)
Proceeds from sale of electric plant in service	38,076	25,432
(Increase) decrease in deferred charges	12,719	(831,478)
Purchase of investments	(198,932)	(288,049)
Proceeds from return of capital	33,118	28,186
<b>NET CASH USED IN INVESTING ACTIVITIES</b>	<u>(12,564,931)</u>	<u>(8,852,209)</u>
<b>CASH FLOWS FROM FINANCING ACTIVITIES</b>		
Proceeds from long-term borrowings	6,000,000	14,658,750
Principal payments to creditors related to long-term borrowings	(1,902,573)	(12,205,332)
Net borrowing (payment) on line of credit	850,058	1,150,108
Increase in contributions in aid of construction	693,170	250,999
Additions to donated capital, net	30	14
Principal payments under capital lease obligations	(29,580)	(27,795)
<b>NET CASH PROVIDED BY FINANCING ACTIVITIES</b>	<u>5,611,105</u>	<u>3,826,744</u>
<b>NET DECREASE IN CASH</b>	(904,682)	(676,882)
<b>CASH - Beginning of Year</b>	<u>1,190,253</u>	<u>1,867,135</u>
<b>CASH - End of Year</b>	<u>\$ 285,571</u>	<u>\$ 1,190,253</u>

See Accompanying Notes to Financial Statements

Vermont Electric Cooperative, Inc.  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2009

NOTE 1 SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Regulatory Jurisdictions

The Cooperative is a distribution cooperative, providing residential and commercial electrical service to members in the State of Vermont.

The operations of the Vermont Electric Cooperative, Inc. (the Cooperative) are under the jurisdiction of the Vermont Public Service Board (PSB). The PSB has the primary responsibility for regulating the Cooperative's rates. The Cooperative utilizes the Uniform System of Accounts established by the Rural Utilities Service (RUS), except where the PSB has prescribed other treatment. As described in Note 9, certain adjustments have been made to the accompanying financial statements for presentation under Generally Accepted Accounting Principles (GAAP). In accordance with Statement of Financial Accounting Standards No. 71, Accounting for the Effects of Certain Types of Regulation, the Cooperative records certain assets and liabilities in accordance with the economic effects of the rate making process.

Revenue Recognition

The Cooperative recognizes revenue for electric service in the month that service is rendered. This method of recognizing operating revenue is consistent with industry practice.

Unbilled Revenue

The Cooperative records unbilled revenue for the amount of electricity consumed from the last meter reading date to the last day of the year.

Electric Plant

Electric plant is stated at cost. The Cooperative employs the straight-line and straight-line composite methods for determining the annual charge for depreciation. Under RUS accounting, a portion of depreciation expense on transportation equipment is allocated to transmission and distribution expense.

Maintenance and repairs are charged to expense as incurred. When assets are retired or otherwise disposed of, the costs are removed from plant, and such costs, plus removal costs, less salvage, are charged to accumulated depreciation.

Investments

Investments in stock of associated companies and other investments are stated at cost. Because these investments are not publicly traded, market values are not readily determinable.

Inventories

Inventories are stated at the lower of cost or market, cost is determined on a rolling average basis.

Amortization

The Cooperative follows the policy of charging to operating expenses annual amounts of amortization which allocate the cost of various deferred charges over periods established by management for rate-making purposes. The Cooperative employs the straight-line method for determining the annual charge for amortization.

Vermont Electric Cooperative, Inc.  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2009

NOTE 1      SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (continued)

Contributions in Aid of Construction

As explained in note 1 above, the Cooperative follows RUS accounting guidelines, except as otherwise prescribed or allowed by its state regulator, the PSB. In accordance with state regulatory requirements, contributions in aid of construction are accounted for as a component of members' equity rather than as a reduction of electric plant in service. All contributions in aid of construction come from members of the Cooperative. During 2009 and 2008, the Cooperative received \$693,170 and \$250,999, respectively, in contributions in aid of construction.

Corporate Structure and Income Taxes

The Cooperative is a nonprofit and non-stock membership corporation organized under provisions of the Electric Cooperative Act of Vermont. The Cooperative is an organization described in Section 501 (c)(12) of the Internal Revenue Code, and has been recognized by the Internal Revenue Service as an organization exempt from taxes on related income under Section 501(a).

Taxes

The Cooperative pays property, gross revenue and gross receipts taxes on a yearly basis. Gross revenue taxes are paid to the State of Vermont annually. During 2009 and 2008, the Cooperative paid \$2,091,346 and \$1,878,687 for property taxes, \$336,334 and \$316,864 for gross revenue taxes and \$330,523 and \$311,616 respectively, for gross receipt taxes. In accordance with RUS accounting guidelines, the property tax payments are allocated to various other accounts. Gross receipts taxes are paid to the State of Vermont on a quarterly basis as a percentage of sales.

Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements, and the reported amounts of revenues and expenses during the reporting period. Actual results could differ from those estimates.

NOTE 2      ELECTRIC PLANT IN SERVICE

An analysis of electric plant in service at December 31, 2009 is as follows:

	<u>Depreciable Life/Rate Per Year</u>	
Production Plant	5.00%	\$ 591,129
Transmission Plant	2.75%	7,304,170
Distribution Plant	3.00%	88,268,303
Buildings and Structures	3.00%	1,816,843
Transportation Equipment	15-50	686,288
General Plant	4-22	3,723,504
Hydro Quebec Disallowance	3-10	<u>(999,848)</u>
		<u>\$ 101,390,389</u>

Vermont Electric Cooperative, Inc.  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2009

NOTE 2      ELECTRIC PLANT IN SERVICE (continued)

An analysis of electric plant in service at December 31, 2008 is as follows:

	Depreciable Life/Rate Per Year		
Production Plant	5.00%	\$	591,129
Transmission Plant	2.75%		5,082,705
Distribution Plant	3.00%		80,993,399
Buildings and Structures	3.00%		2,001,459
Transportation Equipment	15-50		741,761
General Plant	4-22		3,425,805
Hydro Quebec Disallowance	3-10		<u>(1,344,552)</u>
		<b>\$</b>	<b><u>91,491,706</u></b>

Depreciation of electric plant in service totaled \$3,122,694 and \$2,921,328 in 2009 and 2008, respectively.

- Reduction in power supply costs for 2009 and 2008 was \$344,704 and \$451,800, respectively. The remaining disallowance will be amortized over the remaining life of the Hydro-Quebec Participation Agreement.

NOTE 3      OTHER INVESTMENTS

Other investments for which there is no active market and stated at cost are as follows December 31,:

	2009	2008
<b>Investments in associated organizations</b>		
National Rural Utilities Cooperative Finance Corporation (CFC) membership	\$ 2,303,694	\$ 2,148,137
<b>Other investments</b>		
Southeastern Data Cooperative capital credit	\$ 28,860	\$ 28,860
CoBank capital credit	246,278	211,343
Cooperative Response Center	10,000	10,000
Vermont Electric Power Company common stock	1,691,775	1,691,774
Vermont Transco, LLC Stock	5,128,750	5,128,750

Vermont Electric Cooperative, Inc.  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2009

NOTE 3 OTHER INVESTMENTS (continued)

	<u>2009</u>	<u>2008</u>
New England Hydro-Transmission Corporation Common Stock	349,871	382,988
Other	46,399	37,961
	<u>7,501,933</u>	<u>7,491,676</u>
<b>TOTAL OTHER INVESTMENTS</b>	<b><u>\$ 9,805,627</u></b>	<b><u>\$ 9,639,813</u></b>

NOTE 4 DEFERRED CHARGES

Deferred charges at December 31, included:

	<u>2009</u>	<u>2008</u>
1997 Series Debt Issuance Costs	\$ -	\$ -
NRECA liability	10,084	20,169
2008 Series A Debt Issuance Costs	463,156	497,464
Acquisition of Citizens (VED)	-	237,899
Automated Meter Info System	(3,495)	14,887
Business Process Review Audit	135,084	270,169
Other deferred charges	43,398	42,274
	<u>\$ 648,227</u>	<u>\$ 1,082,862</u>

NRECA Liability

This liability was incurred as a result of retirement service cost in 1990 and is recoverable through rates through December 31, 2010. Amortization charged to pension expense was \$10,085 for the years ended December 31, 2009 and 2008.

2008 Series A Debt Issuance Costs

Debt issuance costs were incurred to issue a series of first mortgage bonds in 2008 and are recoverable in rates through June 30, 2023. Amortization was \$34,308 and \$17,050 for the years ended December 31, 2009 and 2008.

Acquisition of Citizens Communication Corporation (Vermont Electric Division)

The Cooperative purchased the assets of Citizens Communication Corporation (Vermont Electric Division) on April 1, 2005. Costs incurred in the acquisition of the assets and regulatory costs assumed in the purchase are included in this amount. These amounts will be recoverable in rates over a period of 40 to 60 months. Amortization was \$237,899 and \$713,700 for the years ended December 31, 2009 and 2008, respectively.

Vermont Electric Cooperative, Inc.  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2009

NOTE 4 DEFERRED CHARGES (continued)

Automated Meter Information System (AMI)

These charges represent the deferred labor component of meter installs yet to be performed, and offset the capitalized component. The charge is reduced as labor is incurred on the install.

Business Process Review

The Cooperative incurred costs related to the implementations of a Business Process Review Audit. A system assessment was completed during 2008 highlighting areas of attention for VEC to address as part of the Cooperative's long term capital plan. VEC received regulatory approval to defer the costs associated with the implementation and to recover the costs over a twenty-four month period beginning January, 2009.

Other

These charges represent the costs of preliminary construction surveys that will be expensed or capitalized upon completion of studies. Also included are costs of plans developed that are recoverable through rates. Amortization charged to purchased power was \$2,500 for the years ended December 31, 2009 and 2008.

NOTE 5 LONG-TERM DEBT

Long-term debt consists of the following at December 31,

	<u>2009</u>	<u>2008</u>
2001 Series A bonds, 6.35%, due through 2011	\$ 639,507	\$ 969,292
2002 Series A bonds, 5.70%, due through 2027	1,556,174	1,610,878
2003 Series A bonds, 6.64%, due through 2028	1,330,473	1,376,908
2003 Series B bonds, 6.60%, due through 2023	383,936	404,501
2004 Series A bonds, as elected, due through 2034	19,671,115	20,000,473
2005 Series A bonds, as elected, due through 2034	3,387,668	3,539,291
2006 Series A bonds, 6.85%, due through 2035	4,052,299	4,109,909
2008 Series A bonds, as elected, due through 2023	9,142,875	9,820,125
2008 Series B bonds, 5.94%, due through 2038	4,348,739	4,500,000
2009 Series A bonds, 4.17%, due through 2039	6,000,000	-
Prior Service Cost, NRECA Retirement Loan, 6.45%, due through 2015	<u>602,590</u>	<u>686,572</u>
	51,115,376	47,017,949
Less: Current installments of long-term debt	<u>(2,068,158)</u>	<u>(1,902,573)</u>
 TOTAL LONG-TERM DEBT	 <u>\$ 49,047,218</u>	 <u>\$ 45,115,376</u>

Vermont Electric Cooperative, Inc.  
 NOTES TO FINANCIAL STATEMENTS  
 December 31, 2009

NOTE 5      LONG-TERM DEBT (continued)

2001 Bonds

On April 1, 2001, the Cooperative issued \$2,750,000 of First Mortgage Bonds, the proceeds of which were used to fund capital expenditures and for general operating purposes. The bonds have a term of 10 years and interest at 6.35%, with interest and principal payable quarterly.

2002 Bonds

On October 1, 2002, the Cooperative issued \$1,900,000 of First Mortgage Bonds, the proceeds of which were used to fund capital expenditures. The bonds have a term of 25 years and bear interest at 5.70%, with varying quarterly interest and principal payments.

2003 Bonds, Series A

On May 1, 2003, the Cooperative issued \$1,600,000 of First Mortgage Bonds, the proceeds of which were used to fund capital expenditures. The bonds have a term of 25 years and bear interest at 6.64% at December 31, 2009, with interest and principal payable quarterly.

2003 Bonds, Series B

On November 1, 2003, the Cooperative issued \$500,000 of First Mortgage Bonds, the proceeds of which were used to fund a warehouse addition. The bonds have a term of 20 years and bear a variable rate of interest, which was 6.60% at December 31, 2009, with interest and principal payable quarterly.

2004 Bonds, Series A

On April 1, 2004 the Cooperative issued \$21,337,226 of First Mortgage Bonds, the proceeds were used to purchase the Vermont assets of Citizens Communication Corporation (Vermont Electric Division). The bonds were advanced in various denominations, management has elected to group the 2005 Bonds, Series A into six separate agreements with various variable and fixed rate options. The 2005 Bonds, Series A have a term of 30 years. The interest rates, fixed rate terms and debt consist of the following at December 31,:

	<u>2009</u>	<u>2008</u>
VT0079024008 - 6.70% Fixed 23 Years	\$ 2,063,389	\$ 2,096,474
VT0079024002 - 6.30% Fixed 26 Years	3,902,395	3,965,550
VT0079024003 - 5.50% Fixed 11 Years	1,957,449	1,993,746
VT0079024004 - 5.65% Fixed 14 Years	3,923,162	3,994,274
VT0079024005 - 6.40% Fixed 25 Years	1,981,121	2,013,133
VT0079024006 - 6.45% Fixed 30 Years	3,964,714	4,028,285
VT0079024007 - 6.45% Fixed 25 Years	<u>1,878,885</u>	<u>1,909,011</u>
	<u>\$ 19,671,115</u>	<u>\$ 20,000,473</u>

Vermont Electric Cooperative, Inc.  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2009

NOTE 5 LONG-TERM DEBT (continued)

2005 Bonds Series A

On January 5, 2005, the Cooperative issued \$4,237,752 of First Mortgage Bonds, the proceeds of which were used to refinance the line of credit. The bonds have a term of 30 years at various fixed rate options, paying from 5.75% to 6.90% at December 31, 2009.

The loan agreements allow management the ability to set the terms of the fixed rate bonds (Conversion Request). At the end of each fixed rate period management needs to convert to a new term and reprice the fixed rate or the bond will revert to the Variable Rate Option. The interest rate will be paid in accordance with the interest rate options for Fixed and Variable Rates as outlined in the loan agreements.

2006 Series A Bonds

On January 1, 2006, the Cooperative issued \$4,250,000 of First Mortgage Bonds, the proceeds of which were to refinance the line of credit and fund the Cooperative's plant additions. The bonds have 30 year terms and bear interest at 6.50% and 6.85%, with interest and principal payments payable quarterly.

2008 Series A Bonds

On June 30, 2008, the Cooperative issued \$10,158,750 of First Mortgage Bonds, the proceeds of which were to refinance the 1997 First Mortgage Bonds. The bonds have 15 year terms and bear interest at 5.69% and 4.45%, with interest and principal payments payable quarterly.

2008 Series B Bonds

On December 1, 2008, the Cooperative issued \$4,500,000 of First Mortgage Bonds, the proceeds of which were to refinance the line of credit and fund the Cooperative's plant additions. The bonds have 30 year terms and bear interest at 5.94%, with interest and principal payments payable quarterly.

2009 Series A Bonds

On October 1, 2009, the Cooperative issued \$6,000,000 of First Mortgage Bonds, the proceeds of which were to refinance the line of credit and fund the Cooperative's plant additions. The bonds have 30 year terms and bear interest at 4.17%, with interest and principal payments payable quarterly.

Security for First Mortgage Bonds

As security for the mortgage bonds, the Cooperative has pledged substantially all net electric plant assets. In addition, the Mortgage Indentures obligate the Cooperative to meet certain rate and financial covenants. Additionally, the Cooperative must achieve and sustain various equity levels per loan agreement.

Vermont Electric Cooperative, Inc.  
 NOTES TO FINANCIAL STATEMENTS  
 December 31, 2009

NOTE 5 LONG-TERM DEBT (continued)

NRECA Loans

NRECA Retirement & Security program loan represents amounts due for employee benefit prior service costs. The loans have a term of 10 years and bear interest at 6.45% with quarterly installments paid in March, June, September and December of each year.

The maturities of long-term debt for the next five years and thereafter are as follows:

December,	
2010	\$ 2,068,158
2011	2,041,222
2012	1,803,616
2013	1,853,130
2014	1,905,662
Thereafter	41,443,588
	\$ 51,115,376

The Cooperative's short term credit facility consists of a revolving line of credit agreement and security agreement provide for a short term credit facility that can provide for up to twenty million in short term loans or issuance of letters of credit on VEC's behalf as long as the total outstanding principal short term loan does not exceed ten million in aggregate. The Cooperative had drawn short term loans of \$3,400,000 and \$2,549,942, as of December 31, 2009 and 2008, respectively. Advances under this line of credit bear a variable rate of interest, which was 3.64% at December 31, 2009. The revolving line of credit matures July 1, 2010, and the letters of credit are set to expire March 31 2011.

NOTE 6 LEASES

Capital Leases

Leases that meet the criteria of capital leases have been capitalized and the related assets are included in electric plant in service as follows:

	2009	2008
General Plant	\$ 635,893	\$ 635,893
Less: Accumulated Amortization	339,618	316,555
	\$ 296,275	\$ 319,338

Vermont Electric Cooperative, Inc.  
 NOTES TO FINANCIAL STATEMENTS  
 December 31, 2009

NOTE 6      LEASES (continued)

Future minimum lease payments under the capital lease, together with present value of the net minimum lease payments, as of December 31, 2009 are as follows:

<u>Year Ending December 31,:</u>		
2009	\$	34,391
2010		31,259
2011		31,259
2012		31,259
2013		31,259
Thereafter		<u>343,851</u>
Total minimum lease payments		503,278
Less amount representing interest		<u>(179,142)</u>
Present value of the minimum lease payments		324,136
Less current installments		<u>(15,443)</u>
Capital lease obligations, excluding current installments		<u>\$ 308,693</u>

Operating Leases

The Cooperative has several noncancelable operating leases for vehicles and equipment. The future minimum lease payments under these noncancelable operating leases as of December 31, are as follows:

<u>Year Ending December 31,</u>		
2010	\$	945,755
2011		907,246
2012		761,625
2013		456,275
2014		299,012
Thereafter		<u>476,135</u>
		<u>\$ 3,846,048</u>

Total operating lease expense for 2009 and 2008 was \$870,757 and \$812,069, respectively.

Vermont Electric Cooperative, Inc.  
NOTES TO FINANCIAL STATEMENTS  
December 31, 2009

NOTE 7 PENSION PLAN

All employees of the Cooperative participate in the National Rural Electric Cooperative Association (NRECA) Retirement and Security Program, a defined benefit pension plan qualified under Section 401 and tax-exempt under Section 501(a) of the Internal Revenue Code. In this multiemployer plan, which is available to all member cooperatives of NRECA, the accumulated benefits and plan assets are not determined or allocated separately by individual employer. The Cooperative makes annual contributions to the plan equal to the amounts accrued for pension expense. Contributions to this plan totaled \$887,289 and \$765,721 for 2009 and 2008, respectively.

NOTE 8 COMMITMENTS AND CONTINGENCIES

Power Contracts

In 2009, the Cooperative has entered into contracts with Morgan Stanley and Merrill Lynch to replace expiring contracts covering from one year to three years based on forecasted power usage.

The Cooperative entered into a contract in the first quarter of 2009 with First Wind Energy for 20 MW of nameplate capacity for a wind farm to be located in Sheffield, Vermont. The contract covers a period of twenty years and includes a portion of the MW at a predetermined fixed price and a portion at a variable market rate.

The Cooperative entered into a contract for a peaking generating unit with Vermont Public Power Supply Authority (VPPSA) in the second quarter of 2009 to provide for some peaking energy, capacity and ancillary services over the life of the facility estimated to be twenty years. The project is expected to be on-line the first quarter of 2010.

As a result of the acquisition of Citizens Vermont Electric Division, power supply contracts serving the Citizens customers were assigned to Vermont Electric Cooperative, Inc. These contracts included a long term power supply agreement with Hydro Quebec.

All power contracts serve the entire load of the Cooperative, net of required purchases from independent power producers and the State of Vermont.

Power purchased in excess of usage is resold on the spot market and power purchased through the contracts that is less than usage requires the Cooperative to purchase the difference on the spot market.

Other Legal and Regulatory Matters

In 1987, the Village of Derby filed a petition with the PSB to create its own municipal utility and acquire the assets of the Cooperative in the village, under PSB Docket No. 5213 and No. 5246. During 1999, the Cooperative's board of trustees and the Trustees of the Village agreed to the following: (a) a single \$75,000 cash payment by the Cooperative to the Village; and (b) provision by the Cooperative of credit on the Village's municipal electric account in the amount equal to the electric usage charges billed for the Village's own municipal account for a period of ten (10) years. As of December 31, 2009, the credits are being recovered from the Cooperative's other rate payers.

Vermont Electric Cooperative, Inc.  
 NOTES TO FINANCIAL STATEMENTS  
 December 31, 2009

**NOTE 8      COMMITMENTS AND CONTINGENCIES (continued)**

The Cooperative is exposed to various risks of loss related to torts; theft of, damage to an destruction of assets; errors and omissions; injuries to employees; stray voltage and natural disasters. The Cooperative manages these risks through commercial insurance packages purchased in the name of the Cooperative. The Cooperative has transferred the risk of loss to the commercial insurance carrier. Insurance settlements have not exceeded insurance coverage for any of the past five fiscal years.

Letter of Credit

The Cooperative can issue letters of credit through National Rural Utilities Cooperative Finance Corporation using the short term credit facility. The purpose of letters of credit is to allow the availability of credit for power suppliers and other vendors. The Cooperative had used \$1,250,000 and \$1,250,000 of the total letter of credit at December 31, 2009 and 2008, respectively.

**NOTE 9      POSTRETIREMENT MEDICAL AND LIFE PLAN**

The plan was acquired on April 1, 2004 as part of the acquisition of Citizens Communication Corporation (Vermont Electric Division).

The table below presents in accordance with professional accounting standards and details about the Cooperatives Plan, including its funded status, components of net periodic benefit cost, and certain assumptions used in determining the funded status and cost at December 31, 2009:

<b>Change in benefit obligation:</b>	
Benefit obligation at beginning of year	\$ 159,653
Interest cost	-
Actuarial (gain) loss	28,054
Benefits paid	<u>(42,292)</u>
Benefit obligation at end of year	<u>\$ 145,415</u>
 <b>Change in plan assets:</b>	
Employer contribution	\$ 42,292
Benefits paid	<u>(42,292)</u>
Fair value of plan assets at end of year	<u>\$ -</u>

Expected future benefit payments for each of the next four fiscal years and in the aggregate for the following five years are as follows:

2010	\$	13,819
2011		13,460
2012		13,816
2013-2017		70,793

Vermont Electric Cooperative, Inc.  
NOTES TO FINANCIAL STATEMENTS  
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NOTE 9 POSTRETIREMENT MEDICAL AND LIFE PLAN (continued)

Assumptions

Weighted average assumptions used to determine the benefit obligation as of December 31, 2009 and the periodic benefit cost for the fiscal year then ended are as follows:

Discount rate	5.75%
Expected long-term return on plan assets	N/A
Rate of compensation increase	N/A

NOTE 10 SALE-LEASE BACK AGREEMENT

On December 28, 2005, the Cooperative entered into a sale-leaseback agreement for a portion of a property sale of land and buildings. Under the agreement the Cooperative has conveyed title to the land and buildings, however, will leaseback a warehouse and the portion of land where the warehouse is located under a capital lease transaction.

The Cooperative will lease the warehouse facility for \$45,000 per year for a period of 20 years, which consists of an initial 5 year term and three subsequent 5 year renewal periods. The Cooperatives obligations are disclosed as part of the Note 6 – Leases.

The portion of the gain on sale of assets for the warehouse was deferred and is being amortized over the term of the lease agreement. The Cooperative had a deferred gain of \$101,696 and \$108,056, as of December 31, 2009 and 2008, respectively.

NOTE 11 ACQUISITION OF ASSETS OF VERMONT ELECTRIC DIVISION OF CITIZENS COMMUNICATIONS CORPORATION

On April 1, 2004, the Cooperative purchased the Vermont assets of Citizens Communication Corporation, (Vermont Electric Division). The assets purchased consisted of VED's distribution assets, a portion of VED's transmission assets, regulatory assets, VELCO stock and other investments and receivables.

As a condition of the sale the Cooperative entered into a Memorandum of Understanding (MOU) with the PSB. The MOU places restrictions on rates and potential financial penalties to certain individuals within the organization if various conditions are not met.

At closing, Citizens provided a credit to the Cooperative in the amount of \$2,900,000 to reduce the amount of cash payable by the Cooperative, but not as a reduction of the purchase price or the amount financed by the Cooperative. The \$2,900,000 is to be used as follows: a) The Cooperative established a reserve of \$1,200,000 to be used exclusively for vegetation management, b) The Cooperative established a reserve in the amount of \$1,200,000 to be used exclusively for purchase power costs and, c) The Cooperative established a reserve in the amount of \$500,000 to mitigate costs to maintain certain debt covenants during the five-year period that rates are to remain constant.

Vermont Electric Cooperative, Inc.  
NOTES TO FINANCIAL STATEMENTS  
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NOTE 11 ACQUISITION OF ASSETS OF VERMONT ELECTRIC DIVISION OF CITIZENS  
COMMUNICATIONS CORPORATION (continued)

During 2005, the Cooperative consumed the entire \$1,200,000 reserve established for Purchase Power Costs. During 2009, the Cooperative consumed \$300,000 to offset tree trimming costs. As of December 31, 2009, the Cooperative had exhausted the reserve.

NOTE 12 SUPPLEMENTAL CASH FLOW INFORMATION

	<u>2009</u>	<u>2008</u>
Cash paid during the year for interest	<u>\$ 2,920,903</u>	<u>\$ 3,073,636</u>

NOTE 13 SUBSEQUENT EVENT

Subsequent to year end the Cooperative closed on the donation of a property located in Johnson, VT. The transaction resulted in a loss of \$129,529 which has been recognized in the gain (loss) on sales of assets at December 31, 2009.

In accordance with FASB Accounting Standards Codification Topic 855, *Subsequent Events*, the Company has evaluated subsequent events through REPORT DATE, which is the date these financial statements were issued. All subsequent events requiring recognition as of December 31, 2009, have been incorporated into these financial statements.