

**APPROVED**



Regular Board of Directors  
Meeting Minutes  
August 6, 2025

**Board of Directors:**

X	Gina Lyon, Barton	X	Jason Lefebvre, Lyndon
X	John Dasaro, Enosburg	X	Scott Johnstone, Morrisville
X	Sarah Braese, Hardwick	X	Stephen Fitzhugh, Northfield
X	James Weber, Jacksonville	X	John Morley, Orleans
X	Erik Bailey, Johnson	X	Bill Sheets, Swanton
P	Chris Recchia, Ludlow	X	James Gibbons, BED
X	Jackie Pratt, Stowe		

*X indicates attendance in person, P indicates attendance by phone.*

**Alternate Directors present:**

Penny Jones, Morrisville (P)	Amanda Pike, Jacksonville (P)
Lynn Paradis, Enosburg (P)	

**Others present:**

Ken Nolan, VPPSA (X)	Grace Sawyer, VPPSA (X)	Per Satterberg, VPPSA (P)
Amber O'Neill, VPPSA (X)	Morgan Williams, VPPSA (X)	James Jack, VPPSA (P)
Steve Farman, VPPSA (P)	Sanjana Venkatraman, VPPSA (X)	Heather D'Arcy, VPPSA (X)
John Abbott, VPPSA (X)	Amy Parah, VPPSA (X)	Josh Bancroft, VPPSA (P)
Kylie Bray, VPPSA (P)	Ismael Tejada, VPPSA (P)	Kim Harris, VPPSA (X)
Garth Dunkel, VPPSA (P)	Michael Gadway, Guest (P)	Michele Nelson, VELCO (X)
Tom Dunn, VELCO (X)		

**Numbers in bold type correspond with agenda item numbers:**

1. Chairman Fitzhugh called the meeting to order at 9:30 a.m.
2. Chairman Fitzhugh asked if there were requests for changes and or/modifications to the current agenda. Director Gibbons requested that agenda item #9 be moved to executive session.
3. Chairman Fitzhugh asked if there were public comments and/or individuals who would like to address the Board. There was no public comment.
4. Director Sheets made a motion to accept the minutes of the Board of Directors meeting held July 2, 2025. The motion was seconded by Director Weber. The motion was approved.
5. Director Braese made a motion to accept the minutes of the Special Board of Directors meeting held July 15, 2025. The motion was seconded by Director Dasaro. Director Bailey abstained. The motion was approved.



## APPROVED

**6.** Director Bailey made a motion to approve the Monthly Financial reports for the period ending June 30, 2025. The motion was seconded by Director Johnstone.

Ms. Sawyer, VPPSA's Controller, provided a summary of the operational revenue vs expenses for the period ending June 30th, 2025. Ms. Sawyer summarized the budget to actual variance of the various projects. There was a brief discussion. Motion was approved.

**7.** The General Manager gave an overview of the status of Jacksonville's past due balance to VPPSA. He noted all the steps that Jacksonville has taken to mitigate and cure the outstanding balance including, but not limited to, seeking a loan or Line of Credit from their primary bank. A discussion ensued.

Whereas Jacksonville has demonstrated to the VPPSA board that they have no other recourse, Director Johnstone made a motion to authorize the General Manager to enter a repayment agreement with Jacksonville within the parameters discussed during this meeting, and further to waive Jacksonville's finance charges for 60 days to allow the repayment agreement to be implemented, at which time any amounts covered by the repayment agreement will be considered fully paid for purposes of VPPSA's F4 Policy. The motion was seconded by Director Sheets. Director Weber abstained. The motion was approved.

**8.** The Chairman introduced Tom Dunn & Michele Nelson from VELCO. Michele Nelson gave a presentation about VT Transco LLC revenue and tariff structure. A discussion on VELCO's capital plans and future equity calls ensued.

**9.** This item was moved to Executive session below.

**10.** Kim Harris, VPPSA's Information Technology Manager, provided a brief overview of the VPPSA website transition to WordPress and how it affected the member section. Discussion ensued as to how each member was utilizing the information and various alternative options. A quote for transitioning the member section to WordPress was also reviewed.

**11.** The General Manager provided a written overview of the status of the AMI project and gave a high-level review including an update on the training opportunities that are coming up. A detailed discussion ensued. Amber O'Neill, VPPSA's Staff Accountant, led a discussion on the grant reimbursement and the billing process. The discussion continued. Members expressed a desire for more detailed agendas for Aclara trainings occurring in August/September.

**12.** The General Manager gave a brief update on the status of negotiations with Consolidated Communications (CCI) and conversations with the DPS. He also presented a suggested two-step approach to continue moving forward with negotiations. Next steps and a detailed discussed ensued.

**13.** Morgan Williams, VPPSA's Power Analyst, gave an overview of the power supply markets, the primary driving factors related to power costs, actual and future energy prices, and the budget vs actual variances for each member. A brief discussion ensued.

**14.** John Abbott, VPPSA's Regulatory Specialist, provided the Board with a brief review of the Regulatory Landscape. Core areas of the presentation and discussion included the Grid Resiliency Working Group, Low Income Energy Burden Reduction, creation of an EEU, and the Vermont Long Range Transmission Plan. Discussion ensued. There was a question about how the EV Rate Pilot was going to roll out and the discussion continued.

**15.** Chairman Fitzhugh opened the floor to allow VPPSA representatives from both the Vermont System Planning Committee (VSPC) and the VELCO Operating Committee (Ops) to brief the Board of Directors on items of interest and receive feedback on general VPPSA positions. There were no updates

## **APPROVED**

**16.** The General Manager briefed the Board on the results from the 2025 Strategic Retreat. This included but was not limited to feedback from both the Board Members and the Staff, the top goals identified, and deliverables added to the backlog. A brief discussion ensued.

**17.** The EMS backlog review was postponed to the next regularly scheduled meeting.

Chair Fitzhugh recessed the meeting for lunch @ 12:51 pm

The meeting was reconvened at 1:14pm

**18.** Board member updates: N/A

**19.** Executive Session:

Director Bailey made a motion to enter Executive Session, under the provisions of 1 V.S.A. §313(a) to discuss legal strategy under the provisions of 1 V.S.A §313(b) pertaining to BED's Moduly Pilot program and related matters. The motion was seconded by Director Braese. The motion was approved

The Board entered Executive Session @ 1:14 pm

Director Weber made a motion to return to the Regular Session, seconded by Director Morley. The motion was approved. The Board returned to open session @ 2:09.

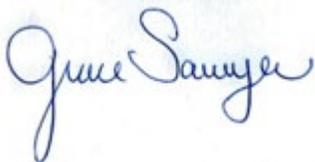
No action was taken.

**20.** Other business: N/A

Director Weber made a motion to adjourn the meeting. The motion was seconded by Director Lyon. Motion approved.

The meeting was adjourned at 2:09 p.m.

Respectfully submitted,



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Grace Sawyer, Secretary