



Regular Board of Directors
Meeting Minutes
December 3, 2025

Board of Directors:

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

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

Alternate Directors present:

Penny Jones, Morrisville (X)	Abbey Miller, Enosburg (P)
Caroline Newman, Stowe ()	Amanda Pike, Jacksonville (P)
Lynn Paradis, VPPSA (P)	Erica Welton, Lyndon (X)

Others present:

Ken Nolan, VPPSA (X)	Grace Sawyer, VPPSA (X)	Per Satterberg, VPPSA (P)
Amber O'Neill, VPPSA (P)	Morgan Williams, VPPSA (X)	James Jack, VPPSA (P)
Steve Farman, VPPSA (P)	Sanjana Venkatraman, VPPSA (P)	Heather D'Arcy, VPPSA (X)
John Abbott, VPPSA (X)	Amanda Simard, VPPSA (P)	Josh Bancroft, VPPSA (P)
Kylie Bray, VPPSA (P)	Indraneel Bhunia (P)	Amy Parah, VPPSA (X)
Michael Gadway, Guest (P)	Ken Mason, Guest (X)	
Ismael Tejada (P)		

Numbers in bold type correspond with agenda item numbers:

- Chairman Fitzhugh called the meeting to order at 9:30 a.m.
- Chairman Fitzhugh asked if there were requests for changes and or/modifications to the current agenda. There were no changes.
- Chairman Fitzhugh asked if there were public comments and/or individuals who would like to address the Board. There was no public comment.
- Director Weber made a motion to accept the minutes of the Board of Directors meeting held November 5, 2025. The motion was seconded by Director Lyon. The motion was approved.
- Director Sheets made a motion to approve the Monthly Financial reports for the period ending October 31, 2025. The motion was seconded by Director Johnstone.



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Ms. Sawyer, VPPSA's Controller, provided a summary of the operational revenue vs expenses for the period ending October 31st, 2025. Ms. Sawyer summarized the budget to actual variance of the various projects. There was a brief discussion. Motion was approved.

6. The General Manager asked the Board to consider waiving VPPSA's vacation accrual cap for Kim Harris who was unable to adhere to the policy due to staff leaving, hiring 2 new employees and diligently attempting to do so.

Director Johnstone made a motion to waive VPPSA's vacation accrual cap for Kim Harris for 2025 allowing her to carry any unused vacation time over to 2026. The motion was seconded by Director Recchia. After brief discussion Director Johnstone proposed an amendment to authorize the General Manager to negotiate with Kim Harris a mutually acceptable resolution regarding her accrued vacation time exceeding the rollover cap, allowing for a maximum payout of 100% of the excess. The amendment was seconded by Director Recchia. The amendment was approved. The board then voted on the amended Motion. The motion was approved.

7. Ms. Sawyer, VPPSA's Controller, presented the final FY26 Budget for Board approval. There was a significant change to the McNeil budget to account for replacement of the heat sink material in the RSCR which increased the final McNeil project budget by roughly \$200,000. There were no other changes from the draft presented in November, except for the movement of the \$100,000 Project 10 reserve fund contribution to a \$100,000 addition to VPPSA's general outside services to cover the EEU assessment and SCADA RFP efforts. The budget still includes onboarding an in-house attorney and one additional FTE to-be-determined. The apples-to-apples comparison of 2025 to 2026, with the AMI project excluded, shows that VPPSA's overall budget across general operations and all of the projects is up \$303,332, or 2%. After carryforward credits are applied, the same apples-to-apples comparison, less AMI, reflects a \$51,287 decrease, or a 0.33% reduction. Discussion ensued.

Director Johnstone made a motion to approve the FY 2026 operating and project budgets as revised. The motion was seconded by Director Weber. The motion was approved.

8. James Weber, Manager of Jacksonville Electric reminded the Board that a replacement to the VELCO Board needs to be selected within the next month or two. He is coordinating this effort and will be gathering votes. A brief discussion ensued about the current nominees. Nominations are due by Friday, December 5th. The VPPSA Board plans on having the nominees attend the next Board meeting for a question and answer session.

9. Heather D'Arcy, VPPSA's Manager of Power Resources, gave an overview of the actual and future electricity prices and CDA variances by member. A brief discussion ensued.

10. Heather D'Arcy, VPPSA's Manager of Power Resources, reviewed the Flatland Solar project reminding the Board that this is located on Beebe Hill Road in Swanton. VPPSA is looking to structure an arrangement with other members as Swanton does not require the output. Ms. D'Arcy provided the proposed MWh and gross dollar cost for each member. VPPSA is seeking initial commitments from participating members so Bill Ellis can begin drafting PSA's. The General Manager mentioned the VRG project as the only other project on the horizon. A brief discussion ensued.

11. Heather D'Arcy, VPPSA's Manager of Power Resources, reviewed the power budget status and highlighted items of note for individual member budgets. Discussion ensued about assumptions that are driving this year's budgets.

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12. 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 PUC Investigations & working group updates, NV5 EEU feasibility research, GRID grant updates, and the Annual Emergency prep meeting. Mr. Abbott also mentioned he received the 2026 R&D project portfolio from VEIC. Discussion ensued.

The General Manager gave an overview of the Legislative landscape and anticipated issues; a brief discussion ensued.

13. Chairman Fitzhugh opened the floor to allow VPPSA representatives from the Vermont System Planning Committee (VSPPC) updates. Scott Johnstone was not at the meeting but John Abbott and Jackie Pratt were and there was nothing to report, the meeting was just a recap of ongoing initiatives. Scott Johnstone mentioned there is increasing discussion at the Operating Committee related to load impacts of behind the meter resources. The General Manager feels VPPSA should take the lead on this issue because it is the load asset at ISO NE and any resolution will involve how to adjust load assets.

14. The General Manager updated the Board on the AMI status. Allen Stamp and Per Satterberg are working with various members to solidify "final" meter orders by the deadline of December 15th. An issue has surfaced with regard to ownership of various equipment with regard to what VPPSA's grant agreement says versus what our intent has been, and how the various auditors are interpreting the proper treatment on each parties financial statements. Discussion ensued.

15. The General Manager updated the Board on the status of Hyde Park. VPPSA and Morrisville are fully engaged in Hyde Park, with Scott Johnstone handling field operations, and acting as interim village manager, and Grace Sawyer continuing to work out of Hyde Park's offices and guiding the office staff. The 2024 audit has nearly been closed. VPPSA is just waiting for the Trustees to accept the Audit at their meeting later this week. The 20.1% Phase 1 rate increase has been filed, and public notice has gone out. Revenues should start arriving by February 1st. The office operations continue to be a day-to-day struggle. VPPSA is working on developing a financial plan. VPPSA will be submitting interim reports to the PUC, likely the financial statements with a 1-2 page narrative. Discussion ensued.

Chair Fitzhugh recessed the meeting for lunch @ 12:30
The meeting reconvened at 12:56

16. The General Manager updated the Board on the VPPSA efforts with Global Foundries. VPPSA has had several meetings trying to develop the separation of duties. Heather D'Arcy and Chris Cole from GFPower are now in routine contact and VPPSA has completed two power procurements on GFPower's behalf with delivery in late 2026 and 2027. Ms. D'Arcy has also been working with Mr. Cole to identify GFPower's REC needs. VPPSA will be working over the next several months setting up GF Power inside VPPSA's ISO settlement and getting into a regular routine. A brief discussion ensued.

17. The following are Board member updates:
Director Fitzhugh and Director Recchia both mentioned they were pleased with their rate case increase and the work VPPSA provided. Director Recchia asked about ownership of the AMI DCU's and leasing the FCC from VPPSA to facilitate member DCU ownership. Director Johnstone mentioned Hardwick will be posting the Controller position and they are also sending Consolidated monthly invoices and trying to follow the 1980's contract. James Weber mentioned Jacksonville's rate case public hearing on 12/4 and that even with the rate increase they are still short on cash and were denied a line of credit. They will be presenting another rate case on July 1st. Gina Lyon informed the Board that Barton didn't get the full amount of their rate case. Ken Mason, voiced his concern that Lyndon Electric Department hasn't received a 5- year financial forecast from VPPSA despite his requesting one several times. A brief discussion ensued about VPPSA role in financial forecasting, whether members could utilize the 5-year power budget supplemented by their own operating cost forecast to prepare an overall financial forecast, and past challenges VPPSA has experienced with obtaining accurate capital budgets when financial forecasts were prepared in the past. Director Recchia informed the Board that Brent Sanderson was appointed alternate VPPSA Director at Ludlow Electric's last Commission meeting.

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Executive Session:

Director Recchia made a motion to enter Executive Session, under the provisions of 1 V.S.A §313(a)(1)(B) and (E) to discuss personnel issues and contractual negotiations regarding the McNeil generating station under the provisions of V.S.A Title 1 §313(a)(1)(A). The motion was seconded by Director Weber. The motion was approved.

The Board entered Executive Session @ 1:25 pm.

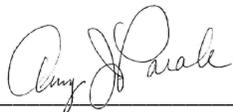
Director Johnstone made a motion to return to the Regular Session, seconded by Director Weber. The motion was approved. The Board returned to open session at 1:52 pm.

18. Other business: Director Gibbons brought up that there have been several cyber security issues coming up. Recently BED received multiple emails from a compromised member email account and was curious of the steps being taken to prevent such issues. A brief discussion ensued about the various security issues that have come up in the last few weeks including both VPPSA transitioning Proofpoint for email security and quarantine and cyber security training.

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

The meeting was adjourned at 2:05 p.m.

Respectfully submitted,



Amy Parah, Assistant Secretary