



Regular Board of Directors
Meeting Minutes
May 6, 2026

Board of Directors:

P	Gina Lyon, Barton	P	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
	Erik Bailey, Johnson	X	Bill Sheets, Swanton
X	Chris Recchia, Ludlow	X	James Gibbons, BED
X	Jackie Pratt, Stowe	X	Sue Trainor, Hyde Park

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

Alternate Directors present:

Penny Jones, Morrisville (P)	Renae DiGregorio, Hardwick (P)
Lynn Paradis, VPPSA (P)	Ken Mason, Orleans (P)
Emily Stebbins-Wheelock, BED (P)	Amanda Pike, Jacksonville (P)

Others present:

Ken Nolan, VPPSA (X)	Grace Sawyer, VPPSA (X)	Per Satterberg, VPPSA (X)
Maya Karosas, VPPSA (X)	Morgan Williams, VPPSA (X)	Bill Ellis, VPPSA (P)
Steve Farman, VPPSA (P)	Sanjana Venkatraman, VPPSA (X)	Heather D’Arcy, VPPSA (X)
John Abbott, VPPSA (X)	Josh Bancroft, VPPSA (P)	Amanda Simard, VPPSA (P)
Ian Burke, VPPSA (X)	Amber O’Neill, VPPSA (P)	Ismael Tejada, VPPSA (P)
Kylie Bray, VPPSA (P)	Jack Vaughan, VPPSA (P)	Jay Brauch, VPPSA (P)
Michael Gadway, Guest (P)	Paul Beckhusen, Guest (P)	Robbie Tugwell, Guest (P)

Numbers in bold type correspond with agenda item numbers:

- Chairman Fitzhugh called the meeting to order at 9:31 a.m.
- Chairman Fitzhugh asked if there were requests for changes and/or modifications to the current agenda. Director Weber requested that meeting be recorded. Introductions were made.
- Chairman Fitzhugh asked if there were public comments and/or individuals who would like to address the Board. There was no public comment.
- Director Sheets made a motion to accept the minutes of the Board of Directors meeting held April 1, 2026. The motion was seconded by Director Dasaro. The motion was approved.
- Director Johnstone made a motion to approve the Monthly Financial reports for the period ending March 31, 2026. The motion was seconded by Director Weber.



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Ms. Sawyer, VPPSA's Assistant GM & CFO, provided a summary of the operational revenue vs expenses for the period ending March 31st, 2026. Ms. Sawyer summarized the budget to actual variance of the various projects. Motion was approved. Ms. Sawyer also presented the 2025 Annual Report highlighting the new agreement with GF Power LLC., the VPPSA membership, VPPSA staff promotions and new hires, the 2025 Condensed Financial results, and the operational statistics for the Project 10 and the McNeil generating plants.

6. Ms. Sawyer, VPPSA's Assistant GM & CFO, presented the 2024 VT Transco equity purchase and 2026 additional equity participation. As a strategic partner VPPSA has the option to include the Village of Hyde Park's deferred 2024 share, but the Village will need to amend their subscription agreement and assign the shares to VPPSA. Staff's preferred structure is a 15-year term loan with an interest rate swap, with issuance costs capitalized and projected debt service coverage within VPPSA's target range, providing predictable long-term payments and an expected net settlement credit beginning in year one. Discussion ensued around the evolving equity need situation and the staff recommended not approving the proposed resolution instead scheduling a special board meeting once final terms and rate lock are secured.

The General Manager briefed the board on the recent FERC opinion order no. 594. The recently issued a final decision on long-running transmission return-on-equity ("ROE") cases affecting transmission owners across New England, including VT Transco resolved complaints that had been filed in 2011. FERC granted Complaint 1, lowering base ROE from the 10.57% established in Order No. 531-A to 9.57% and ordered refunds for the statutory 15-month refund window from October 1, 2011 through December 31, 2012. FERC dismissed Complaints 2 through 4, with no refunds ordered for the applicable 15-month refund period associated with those proceedings. Additional discussion ensued regarding but not limited to the motions for rehearing, VELCO's motion for reconsideration, the §205 filing, and the refund dynamics.

No action was taken.

7. The General Manager introduced Robbie Tugwell, of Power Secure, a Hometown Connections partner and Southern Company subsidiary, which develops turnkey microgrids for municipal utilities. Mr. Tugwell gave a presentation on site selections, permitting, construction, and operations to support peak shaving and reliability. Mr. Beckhusen, of AMP, gave a brief overview of a couple of community projects that are in their territory. Discussion ensued.

8. Per Satterberg, VPPSA's Project Manager gave an overview of the Energy Storage Access Program (ESAP) a three-part grant funded initiative developed in partnership with Burlington Electric Department (BED) and Washington Electric Cooperative (WEC) to deploy residential and municipal battery storage across participating utility territories. VPPSA is finalizing an installation contract with Green Mountain Solar to deploy Tesla Powerwall 3 systems. The grant requirement is to install municipal battery systems in each of VPPSA's 11 member territories. Installations are on a tight schedule with completion needed by September 2026. Discussion ensued.

9. The General Manager gave an overview to the Board on the PUC Resiliency Case. Director Pratt began discussions with the National Renewable Energy Lab (NREL) to develop a municipal-focused cost/benefit framework that would apply to all utilities. After several months and multiple iterations, the group has refined a limited proposal and NREL (now the National Lab of the Rockies) indicated that if a lead Vermont utility submitted a request for technical assistance with the Department of Energy (DOE) then the effort could be fully funded with grant funds that NLR would manage, with no utility reporting requirements. Discussion ensued.

10. The General Manager updated the Board on the status of Hyde Park. The key areas of update included but were not limited to the transformer being deemed safe and re-energized, the §108 petition filing, and the Phase II Rate case status, the recent community forum and the Village Annual Meeting. Director Johnstone and Director Trainor added some additional details regarding the status. Discussion ensued.

Chair Fitzhugh recessed the meeting for lunch at 12:03 pm

The meeting was reconvened at 12:35 pm



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- 11.** Morgan Williams, VPPSA's Power Analyst, gave an overview of the natural gas price trends, actual and future electricity prices and CDA variances by member, day ahead ancillary prices, and a net metering reminder. Heather D'Arcy, VPPSA's Manger of Power Resources, gave an overview of the forward purchases and the proposed diversification for the upcoming long term purchase options. The General Manager provided a status update on the Reservoir Rd solar project. Discussion ensued.
- 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 but were not limited to recent PUC orders, 25-1094-INV Improvement of EEU & RES Tier III Program efficiency, VSPC quarterly proceedings, NV5 EEU feasibility research, GRID grant updates, and upcoming meetings. A brief discussion ensued.
- 13.** The General Manager gave an overview of the Legislative landscape and upcoming items. The core areas of the presentation and discussion included but were not limited to bills that are moving forward after cross-over, portable solar, single plant, disconnections & consumer protections, Public Water Systems Smart Meters, Labor employment practices and Data Centers. A discussion ensued regarding disconnects and doctor notes.
- 14.** Chairman Fitzhugh opened the floor to allow VPPSA representatives from the Vermont System Planning Committee (VSPC) and VELCO Operating Committee updates. Director Johnstone noted that there were no updates to relay.
- 15.** The General Manager updated the Board on the status of the AMI project. Key items of the presentation included, but not limited to implementation updates, Sanders CDS funding, DCU commissioning, a technician to manage the DCU's, various CIS integration status updates, and AclaraOne software issues. Discussion ensued.
- 16.** The following are Board member updates: Director Sheets noted that they have broken ground on their new building. Director Pratt noted that they are trying to get a Vermont User Group together for those who are using NISC. She also noted that her regulatory person had given their notice and were leaving for Energy New England. Director Johnstone noted that the Hyde Park transformer was back up and running safely. He also noted that the three phases were now considered balanced and have brought online a new answering service. Director Recchia noted that Ludlow had applied for their next rate case at 7.2%. Director Weber noted that the timeline for their rate case filing may be pushed out causing a delay on starting to pay down the long-term payable to VPPSA. Director Fitzhugh noted that Northfield has a new town manager and he will remain as Director for the foreseeable future.
- 17.** Other business: N/A

Executive Session:

Director Recchia made a motion to find that premature public knowledge regarding legal litigation surrounding the FERC Order 594 would place VPPSA at a substantial disadvantage. The motion was seconded by Director Weber. Motion was approved.

Director Recchia made a motion to enter Executive Session, under the provisions of 1 V.S.A §313(a)(1)(E) to discuss pending litigation, and that VPPSA and Member staff in attendance be authorized to participate. The motion was seconded by Director Weber. The motion was approved.

The Board entered executive session at 1:46 pm.

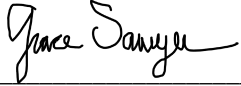
Director Recchia made a motion to return to the Regular Session, seconded by Director Weber. The motion was approved. The Board returned to open session at 2:04 pm.

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

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

Respectfully submitted,



Grace Sawyer, Assistant Secretary