



BOARD MEETING

Thursday, May 28, 2026 at 9 am ET

In-person and via Zoom

[Recording Link](#)

DRAFT MEETING MINUTES

Board Members Present	Fritz Burkhardt Anita Bourgeois Ken Linsley Mario Hankerson Neal Robinson Nick Kramer (as Designee for Secretary Clark) Scott Baker (as Designee for Treasurer Pieciak)
Board Members Absent	Sean Cousino (as Designee for Secretary Saunders) Peter Moino (as Designee for Secretary Samuelson)
Staff Participating	Michael Gaughan Elizabeth King Nick Koleszar
Guests	Andrew Estrada - PFM Financial Advisors Matt Hughey – Norton Rose as Bond Counsel Cameron Ferrante – Preti as General Counsel Mike Peller - Vermont Academy Michelle LaMarre - Vermont Academy Anita Flagg - North Country Hospital

The meeting was called to order by Mr. Burkhardt. He confirmed that the meeting was being recorded and reviewed the agenda. Mr. Gaughan noted that Vermont Academy would be taken up first and that representatives from North Country Hospital were expected to join later in the meeting.

Administrative

Motion: Ken Linsley moved; Anita Bourgeois seconded a motion to approve the minutes of the March 26, 2026 meeting. The motion passed unanimously.

Vermont Academy

Mr. Gaughan introduced Vermont Academy's application and explained that the matter was being presented as a two-step process. He stated that the Board was being asked to



consider an inducement resolution while tax diligence continued, with a follow-up meeting to consider the final resolution once outstanding matters were resolved.

Mike Peller, Head of School, described Vermont Academy's strategic direction and the proposed use of proceeds. He stated that the financing would support refinancing existing obligations and a series of capital improvements, including dormitory upgrades, heating system improvements, infrastructure work, and certain athletic facility investments. He described the financing as a catalyst for a broader capital campaign and stated that the school was seeking to strengthen its long-term financial and environmental sustainability.

Andrew Estrada of PFM reviewed the proposed not-to-exceed financing of \$9.6 million and summarized the two-part structure, including a fixed-rate facility and a drawdown bridge facility tied to fundraising proceeds. He reviewed the intended uses of proceeds, security package, reserve requirements, and covenant structure, including a minimum debt service coverage ratio beginning in fiscal year 2027 and a minimum liquidity requirement tested quarterly.

Board members asked questions regarding projected financial performance, depreciation assumptions, liquidity, enrollment strategy, and tuition discounting. Mr. Peller discussed the Academy's focus on differentiated programming, including mountain sports and soccer, and its efforts to improve enrollment quality and reduce tuition discounting over time. Mr. Estrada and Mr. Peller also responded to questions concerning the Academy's financial projections and balance sheet trends.

Mr. Hughey reviewed the legal posture of the transaction and explained that the proposed resolution was intended to authorize continued diligence and document preparation pending completion of tax review and final transaction terms. He noted that a further Board action would be required before final approval.

Motion: Ken Linsley moved; Neal Robinson seconded a motion to approve the attached resolution for Vermont Academy. The motion passed unanimously.

North Country Hospital

Mr. Gaughan introduced North Country Hospital's request as an amendment and extension of an existing facility with the same lender, M&T Bank. He noted that the request did not involve new money and was intended to extend the existing financing at a new rate in the current interest rate environment.



Mr. Estrada presented PFM's review of the proposed amendment to the prior bank placement. He explained that the proposed transaction would extend the commitment period through maturity, maintain the existing banking relationship, and rely largely on existing documentation with necessary amendments for the revised rate and term. He also reviewed the health system's recent operating performance, covenant history, and balance sheet measures.

Board members asked questions regarding the hospital's prior electronic medical record implementation and the basis for management's confidence in future operations. Anita Flagg, Chief Financial Officer, stated that the prior implementation had been unsuccessful and that the hospital was now transitioning to a new system. She further explained that a recent covenant issue was tied to legal expenses.

Mr. Hughey explained that, because the modifications were significant for tax purposes, the matter was before the Board for approval. He stated that the action would authorize an omnibus amendment to the existing financing documents and delivery of a replacement bond reflecting the new terms.

Motion: Scott Baker moved; Anita Bourgeois seconded a motion to approve the attached resolution related to North Country Hospital. The motion passed unanimously.

Middlebury College Consent

Mr. Gaughan described Middlebury College's request for agency consent in connection with the proposed sale of the Middlebury Institute for International Studies at Monterey campus. He stated that, under the applicable bond documents, agency consent was required for a material disposition of this nature. He further stated that the Monterey campus had generated recurring annual losses and that disposition of the asset was expected to improve the position of bondholders.

Counsel noted that bondholders had previously been on notice regarding Middlebury's intention to dispose of the campus and that the transaction would not adversely affect the security position under the Vermont financing documents.

Motion: Neal Robinson moved; Ken Linsley seconded a motion to consent to the proposed sale by the President and Fellows of Middlebury College of the property and assets of the Middlebury Institute for International Studies at Monterey, in accordance with the loan agreements entered into by the Agency and Middlebury College, and to authorize the Executive Director to execute and deliver any



requested written confirmation of the Agency's consent. The motion passed unanimously.

Other Business

Mr. Gaughan informed the Board that Ken Gibbons had resigned from the Board due to health issues. He noted that the Board now had three vacancies and invited suggestions for prospective members, particularly individuals with hospital-related experience. He stated that he had notified the administration regarding the open seats and was also pursuing potential candidates directly.

Mr. Gaughan stated that a fuller review of distressed borrowers would be provided at the next meeting, but noted that the Board had effectively received an update through the day's discussion of Gifford. He also referenced a recent further downgrade of St. Michael's College by Moody's.

Adjournment

Motion: Nick Kramer moved; Mario Hankerson seconded a motion to adjourn. The motion passed unanimously.

The meeting adjourned at approximately 3:01 p.m.

These Minutes were approved by the Board of Directors at a duly warned meeting

_____.

A RESOLUTION OF VERMONT EDUCATIONAL AND HEALTH BUILDINGS FINANCING AGENCY EXPRESSING ITS INTENT TO ISSUE TAX EXEMPT DEBT FOR THE BENEFIT OF THE VERMONT ACADEMY TO PROVIDE FOR THE FINANCING OR REFINANCING OF THE COST OF ACQUISITION, CONSTRUCTION, EQUIPPING AND IMPROVEMENT OF EDUCATIONAL FACILITIES AND TO TAKE RELATED ACTIONS

WHEREAS, Vermont Educational and Health Buildings Financing Agency (the “Agency”) is authorized by Title 16, Chapter 131, Sections 3851-3862, Vermont Statutes Annotated, as amended (the “Act”), to issue and sell revenue bonds for the purpose of making loans to provide financing and refinancing for the acquisition, construction, equipping and improvement by “eligible institutions” of “facilities” (as such terms are defined in the Act) located within the State of Vermont (the “State”); and

WHEREAS, The Vermont Academy (the “Corporation”), a private, not-for-profit corporation duly organized and validly existing under and by virtue of the laws of the State of Vermont and an eligible institution, has requested the Agency issue revenue bonds (the “2026 Bonds”) the proceeds of which will be lent to the Corporation to provide the Corporation with sufficient funds, together with other available funds, to (i) retire certain outstanding taxable indebtedness of the Corporation that was used to pay for prior capital expenditures of the Corporation, (ii) pay, or reimburse itself for paying, a portion of the cost of the acquisition, construction and equipping of capital projects at the Corporation’s campus in Saxtons River, Vermont, including, but not limited to, purchase and installation of new chiller for its hockey rink, construction and reconstruction of the Corporation’s on-campus mountain biking trails, renovations to Alumni Dorm and Fuller Hall, a heating infrastructure project, renovations to Shepardson Dining Hall, equipment to support its freestyle skiing program, and the installation of a turf field (collectively with clause (i), the “Project”), (iii) fund a debt service reserve for the Bonds, and (iv) pay a portion of certain expenses incurred in connection with the issuance of the Bonds; and

WHEREAS, the Board of the Agency (the “Board”) anticipates that, following completion of diligence relating to the Project undertaken by the Agency’s counsel, it will consider a resolution authorizing the issuance of the Bonds; and

NOW THEREFORE, THE BOARD DOES HEREBY RESOLVE, ORDER AND DETERMINE AS FOLLOWS:

Section 1. The Board, following completion of the diligence process described above, will consider a resolution authorizing the issuance of the Bonds in a principal amount not to exceed \$9,600,000 for the purpose of paying the costs of financing the acquisition, construction, equipping and improvement of the Project.

Section 2. The Executive Director of the Agency and such other officers of the Agency are hereby authorized to take all actions necessary or desirable to carry out, give effect to and comply with the terms of this Resolution. Any actions heretofore taken by such officers in

connection with the other provisions of this Resolution are hereby ratified, confirmed and approved.

Section 3. This Resolution will take effect immediately upon its adoption.

RESOLUTION RELATING TO MODIFICATIONS TO
AND DEEMED REISSUANCE OF
VERMONT EDUCATIONAL AND HEALTH BUILDINGS
FINANCING AGENCY REVENUE BOND
(NORTH COUNTRY HOSPITAL PROJECT) 2016 SERIES A

WHEREAS, North Country Hospital and Health Care, Inc. (the “Corporation”), is a private, not-for-profit hospital duly organized and validly existing under and by virtue of the laws of the State of Vermont and is an eligible institution within the meaning of such term as used in the Act (as hereinafter defined); and

WHEREAS, Vermont Educational and Health Buildings Financing Agency (hereinafter sometimes called the “Agency”) has previously issued its Revenue Bond (North Country Hospital Project) 2016 Series A (the “Bond”) at the request and for the benefit of the Corporation to provide funds (i) to refinance the Agency’s Variable Rate Demand Revenue Bonds (North Country Hospital Project) 2007 Series A (the “Refunded Bonds”); and (ii) pay a portion of the of certain expenses incurred in connection with the issuance of the Bond; and

WHEREAS, the Agency loaned the proceeds of the Bond to the Corporation pursuant to the terms of a Loan Agreement, dated as of June 1, 2016 (as heretofore amended and supplemented, the “Loan Agreement”), between the Agency and the Corporation; and

WHEREAS, the Bond was purchased by People’s United Muni Finance Corp. (233 Genesee Street Corporation as successor holder of the Bond, the “Purchaser”) pursuant to the terms and conditions of a Bond Purchase Agreement, dated as of June 1, 2016 (as heretofore amended and supplemented, the “Bond Purchase Agreement”), among the Purchaser, the Agency and the Corporation; and

WHEREAS, the Bond is subject to mandatory tender for purchase or redemption, as the case may be, on June 1, 2026; and

WHEREAS, the Purchaser and Corporation have agreed to make modifications to the Bond Purchase Agreement and the Bond (such modifications being collectively referred herein as the “Modifications”), subject to the consent and approval of the Agency, including, but not limited to, eliminating the optional tender for redemption and changing the interest rate payable on the Bond; and

WHEREAS, the Modifications are sufficiently material that the Bond will be deemed reissued for federal income tax purposes on the effective date of the Modifications; and

WHEREAS, the Corporation has made application to the Agency for assistance under Title 16, Chapter 131, Sections 3851-3862, Vermont Statutes Annotated, as amended (the “Act”), and for its consent to the Modifications; and

WHEREAS, the Agency has considered such application of the Corporation and all other pertinent information, data and materials respecting the need for, and the feasibility and the desirability of the Modifications and deemed reissuance of the Bond and has determined that such

is necessary and desirable and will effectuate the purposes of the Act and otherwise serve the public interest; and

WHEREAS, there have previously been presented to the staff of the Agency copies of forms (or in the case of (b) and (c) below, the executed copies) of the following documents relating to the issuance of the Bond and the Modifications:

- (a) the Omnibus Amendment to Bond Purchase Agreement and Loan Agreement (the “Omnibus Amendment”), among the Agency, the Corporation and the Purchaser;
- (b) the Master Trust Indenture (the “Master Indenture”), dated as of May 1, 2007, as amended and supplemented, between the Corporation, on behalf of itself and the other Members of the Obligated Group (as therein defined), and Chittenden Trust Company, as master trustee (U.S. Bank Trust Company, National Association as successor to Chittenden Trust Company, the “Master Trustee”); and
- (c) Supplemental Indenture for Obligation No. 3 (“Supplemental Indenture No. 3”), between the Corporation and the Master Trustee, which provided for the issuance of Obligation No. 3 under the Master Indenture (“Obligation No. 3”); and

WHEREAS, the Agency is not obligated to pay the principal of and redemption premium, if any, and interest on the Bond except from the revenues and funds derived from the Loan Agreement or Obligation No. 3, and neither the faith and credit nor the taxing power of the State of Vermont or of any political subdivision thereof is pledged as security for the payment of the principal or tender purchase price of and redemption premium, if any, and the interest on the Bond; and

WHEREAS, the Agency has determined that the Corporation is financially responsible and capable of fulfilling its obligations under the agreements referred to above to which it is a party;

NOW, THEREFORE, THE BOARD OF VERMONT EDUCATIONAL AND HEALTH BUILDINGS FINANCING AGENCY HEREBY RESOLVES, as follows:

Section 1. Capitalized words and terms used in this Resolution and not defined herein shall have the same meanings in this Resolution as such words and terms are given in the Bond Purchase Agreement or the Loan Agreement, as the case may be and, in each case, as amended by the Omnibus Amendment.

Section 2. The form, terms and provisions of the Omnibus Amendment are hereby approved in all respects, and each of the Chairman, the Secretary and the Executive Director of the Agency (each, a “Delegate” and together, the “Delegates”) is hereby authorized and directed to execute and deliver the Omnibus Amendment in substantially the form presented to this meeting together with such changes, modifications and deletions as they, with the advice of counsel, may deem necessary and appropriate; such execution and delivery to be conclusive evidence of the approval and authorization thereof by the Agency.

Section 3. The form of the Bond, as amended by the Omnibus Amendment, is hereby approved in all respects, and the Chairman and the Secretary or Executive Director are hereby

authorized and directed to execute, by facsimile or manual signature, the Bond in definitive form, which shall be in substantially the form presented to this meeting together with such changes, modifications and deletions as they, with the advice of counsel, may deem necessary and appropriate and consistent with the Omnibus Amendment; such execution and delivery to be conclusive evidence of the approval and authorization thereof by the Agency.

Section 4. The Chairman, the Secretary and the Executive Director are each hereby appointed Agency Representatives, as that term is defined in the Bond Purchase Agreement and the Loan Agreement, with full power to carry out the duties set forth therein.

Section 5. The Delegates are authorized and directed (without limitation except as may be expressly set forth herein) to take such action (including the holding of one or more public hearings in connection with the deemed reissuance of the Bond as may be required by applicable law) and to execute and deliver any such documents, certificates, undertakings, agreements or other instruments as they, with the advice of counsel, may deem necessary or appropriate to effect the transactions contemplated by the Omnibus Amendment. Any such action taken prior to the date hereof is hereby ratified, approved and confirmed.

Section 6. This Resolution shall take effect immediately upon its passage.

RESOLUTION APPROVING CERTIFICATION TO THE GOVERNOR

WHEREAS, the Board of Vermont Educational and Health Buildings Financing Agency (herein sometimes called the “Agency”) has adopted a resolution authorizing, among other things, modifications (the “Modifications”) to be made to the terms of its Vermont Educational and Health Buildings Financing Agency Revenue Bond (North Country Hospital Project) 2016 Series A (the “Bond”); and

WHEREAS, the Agency has been advised by counsel that the Modifications will result in a deemed reissuance of the Bond for federal income tax purposes; and

WHEREAS, Section 147(f) of the Internal Revenue Code of 1986, as amended (the “Code”), provides that, under such circumstances, approval of an “applicable elected representative” following a duly noticed public hearing must be obtained prior to the issuance or reissuance of obligations, such as the Bond, if such obligations are to be treated as qualified bonds for purposes of the Code; and

WHEREAS, the Agency has been further advised by counsel that a consequence of the deemed reissuance of the Bond as a result of the Modifications is that the Agency should hold a duly noticed public hearing relating to the deemed reissuance of the Bond; and

WHEREAS, in light of such advice, the Agency has determined to and has conducted a duly noticed public hearing relating to the deemed reissuance of the Bond; and

WHEREAS, the Governor is the “applicable elected representative” for purposes of Section 147(f)(2)(C) of the Code; and

WHEREAS, there has been prepared and submitted to the Board a form of certification to the Governor required by the Code; and

WHEREAS, the Board has examined and considered said form of certification; now, therefore,

BE IT RESOLVED, by the Board of Vermont Educational and Health Buildings Financing Agency that the certification in connection with the Modifications to and deemed reissuance of its Vermont Educational and Health Buildings Financing Agency Revenue Bond (North Country Hospital Project) 2016 Series A is hereby approved in substantially the form presented at this meeting, with such changes, insertions and omissions as may be approved by the Chairman, Secretary or Executive Director of the Agency, his signing of such certification to be conclusive evidence of his approval of any such changes, insertions and omissions, and said Chairman, Secretary or Executive Director is hereby authorized and directed to sign said certification in the name of and on behalf of the Agency and to deliver or cause to be delivered said certification to the Governor of the State of Vermont.

_____, 2026

Honorable Philip B. Scott
Governor, State of Vermont
Pavilion Office Building
109 State Street
Montpelier, Vermont 05602

Re: MODIFICATIONS TO AND DEEMED REISSUANCE OF VERMONT
EDUCATIONAL AND HEALTH BUILDINGS FINANCING AGENCY
REVENUE BOND (NORTH COUNTRY HOSPITAL PROJECT) 2016 SERIES A

Dear Governor Scott:

233 Genesee Street Corporation, the current holder of the Bond described below, and North Country Hospital and Health Care, Inc. (the “Corporation”) have negotiated certain modifications to be made (the “Modifications”) to the terms of that certain Revenue Bond (North Country Hospital Project) 2016 Series A (the “Bond”) issued by Vermont Educational and Health Buildings Financing Agency on behalf of the Corporation, a private, nonprofit corporation incorporated and existing under the laws of the State of Vermont, and an eligible institution within the meaning of said term as defined in Section 3851 of Title 16, Vermont Statutes Annotated, as amended.

The Agency has been advised by counsel that the Modifications to be made to the Bond will result in a deemed reissuance of the Bond for federal income tax purposes.

The Agency has previously entered into a Loan Agreement with the Corporation providing for the loan of the proceeds of the Bond to the Corporation, which Loan Agreement requires the Corporation, among other things, to make payments sufficient to pay the principal of and premium, if any, and interest on the Bond, as modified by the Modifications and as the same become due and payable. The Corporation will bear all costs incurred in connection with, and will pay certain costs and expenses of the Agency relating to, the Modifications and the deemed reissuance of the Bond.

The members of the Agency have considered pertinent information, data and material respecting the need for and the feasibility and desirability of the Modifications and reissuance of the Bond. 233 Genesee Street Corporation will continue to hold the Bond following such Modifications and deemed reissuance.

Based on the foregoing and, among other things, the commitment of 233 Genesee Street Corporation to continue to hold, upon satisfaction of certain conditions, the Bond after the Modifications, and in compliance with the provisions of Chapter 131 of Title 16, Vermont Statutes Annotated, as amended, the Agency hereby certifies that it has conducted a duly noticed public hearing in accordance with Section 147(f) of the Internal Revenue Code of 1986, and respectfully requests your approval, as applicable elected representative, of the deemed reissuance of the Bond as a result of the Modifications.

Vermont Educational and Health
Buildings Financing Agency

Executive Director