

Minutes

VSAC Audit Committee Meeting

September 21, 2026
12:30 p.m. – 2:00 p.m.

Boardroom, VSAC Offices
10 East Allen Street
Winooski, Vermont 05404

Committee Members Present: John McSoley (Chair), Ryan Dulude, David Scherr as Designee for Mike Pieciak

Committee Members Absent: Michael Smith

Other Board Members Present: Dodie Mitchell

VSAC Staff Present: Meghan Metzler, Tom Little, Brad Fallon, Jeffrey Kellar, Kirstin Boehm

External Auditors Present: Jim Piotrowski, *CPA, CGFM, Principal*, Reed Cullen *CPA, Manager* and Julia Daggett, *Senior*, all from CliftonLarsonAllen (CLA)

John McSoley, Chair, called the meeting to order at 12:30 p.m. With a quorum established, the Committee took up the first order of business.

Public Comment

There were no public comments given during the public comment period.

External Auditor FY 2026 Financial Statements and Uniform Guidance Audit Results

Jim Piotrowski and Reed Cullen presented the previously distributed materials on the Fiscal 2026 Audit to the Committee which included: the audit scope, audit opinions and communications, engagement finalization, fiscal statement highlights, and GASB report. CLA highlighted that they were issuing an unqualified audit opinion and that they did not identify any material weaknesses or significant deficiencies. There were also no audit adjustments identified and no management letter to be issued. CLA highlighted that there were no disagreements with VSAC Management and that management provided all of the information timely. CLA entertained questions from the Committee and highlighted that they expected to issue their financial statement audit opinion in the coming days. The single audit report will be issued at a later date after a report is obtained from PHEAA and the federal government releases the compliance supplement.

Upon a motion made by John McSoley and seconded by Ryan Dulude, the Committee voted unanimously to recommend that the Board accept the FY26 financial statement audit as presented by CLA.

Jim Piotrowski, Reed Cullen and Julia Daggett exited the meeting at 1:01 p.m.

Meghan Metzler took the committee through the memo that she had provided to the committee on GASB 103 and the impact on VSAC's financial statements. Meghan responded to questions from the committee.

Executive Session

Upon motion made by John McSoley and seconded by Ryan Dulude, the Committee voted unanimously to enter executive session at 1:03 p.m. in order to (a) receive privileged and confidential advice from legal counsel about pending matters; and (b) receive confidential information regarding contracts under negotiation, the Committee having determined that premature general public knowledge of the confidential contract negotiation discussions would clearly place VSAC at a substantial disadvantage. 1 V.S.A. sec. 313(a)

The following were requested to remain in the meeting, as they have information needed for the executive session: Tom Little, Meghan Metzler, Kirstin Boehm and Jeffrey Kellar.

Having completed its discussions, the Committee exited the executive session at 1:26 p.m.

Internal Audit

Meghan Metzler reviewed the internal audit plan as previously distributed. She discussed her recommendation that internal audit focus on two areas of increased risk this year. The first being the conversion of VSAC's loan system to Helium and the new tuition benefits programs for health care professionals from the Rural Health Transformation funding. The Committee discussed the internal audit plan and Meghan responded to questions.

Upon a motion made by John McSoley and seconded by Ryan Dulude, the Committee voted unanimously to recommend to the Board for approval the Internal Audit plan, as presented.

Risk Management Update

Meghan Metzler updated the Committee that loan volume continues to grow and so too does the risk of fraud. Therefore, Patrick Leduc recently worked with a third-party vendor to evaluate if we have an actual increase in fraudulent activity, and nothing material was found. Finally, VSAC continues to patch IT systems and train staff in cyber security. The Committee engaged in a brief discussion.

2025-2026 Form 990 Review

The Committee reviewed the previously distributed Form 990 and Schedule B, prepared by Jeffrey Kellar. Jeffrey reminded the committee that the form represents only the Vermont Student Development Fund, Inc., a wholly owned subsidiary of VSAC. Jeffrey then responded to member questions.

Upon a motion made by Ryan Dulude and seconded by John McSoley, the Committee voted unanimously to recommend that the Board accept the Form 990 and Schedule B, as presented by Jeffrey Kellar.

Approval of May 18, 2026, Minutes

Upon a motion made by Ryan Dulude and seconded by John McSoley, the Committee voted to approve the minutes of the May 18, 2026, Audit Committee meeting, as presented.

Other Business & Adjournment

There being no other business, the Committee adjourned at 1:47 p.m.

Respectfully submitted,

Meghan Metzler
Assistant Secretary

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