



Regular Board of Directors
Meeting Minutes
August 7, 2024

Board of Directors:

X	Vera LaPorte, Barton	X	Jonathan Elwell, Lyndon
X	John Dasaro, Enosburg	X	Scott Johnstone, Morrisville
	Vacant, Hardwick	X	Stephen Fitzhugh, Northfield
X	James Weber, Jacksonville	X	John Morley, Orleans
X	Erik Bailey, Johnson	X	Bill Sheets, Swanton
X	Thomas Petraska, Ludlow	P	James Gibbons, BED

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

Alternate Directors present:

Penny Jones, Morrisville (P)	Lynn Paradis, Swanton (P)
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Others present:

Ken Nolan, VPPSA (X)	Grace Sawyer, VPPSA (X)	Amy Parah, VPPSA (X)
Amber O'Neill, VPPSA (P)	Steve Farman, VPPSA (P)	Amanda Simard, VPPSA (P)
Adam Cota, VPPSA (P)	Sarah Braese, VPPSA (X)	Garth Dunkel, VPPSA (X)
Heather D'Arcy (X)	Drew Clayson, VPPSA (X)	Josh Bancroft, VPPSA (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 none.
- 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 June 5, 2024. The motion was seconded by Director Weber. The motion was approved.
- Director Bailey made a motion to accept the minutes of the Special Board of Directors meeting held July 15, 2024. The motion was seconded by Director Elwell. The motion was approved.
- & 7.** Director Johnstone made a motion to approve the Monthly Financial reports for the period ending May 31, 2024 and the period ending June 30, 2024. The motion was seconded by Director Elwell.

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Ms. Sawyer, VPPSA's Controller provided a summary of the operational revenue vs expenses for the period ending June 30th, 2024. Ms. Sawyer summarized the budget to actual variance of the various projects.

There was a brief discussion on the financial results and a review of a couple of the projects that are currently over budget and the technology roadmap progress and timeline. There was also a discussion on the timeline for the AMI project implementation.

The motion was approved.

8. The General Manager gave a brief recap of the issues that VPPSA has had with KeyBank along with the drop in the Bank's credit rating in the last year which instigated a deep review of the relationship as VPPSA's primary operating account and Line-of-Credit holder. Several institutions that VPPSA already has accounts with were queried to determine the viability of switching both accounts. Community Bank and Community National Bank came back with competitive offers. Community National Bank does not currently offer all of the services that VPPSA utilizes, in particular, the lockbox for payments. Bank of Burlington was unable to offer the limit that VPPSA requested on the Line of Credit. The General Manager is asking for the authority to transition the Line of Credit and general operating account, at a time specified in the future, to Community Bank for a period of up to three years.

Director Johnstone made a motion to approve the Line of Credit Transition Authorization motion as proposed. The motion was seconded by Director Weber.

9. Ms. Sawyer, VPPSA's Controller presented the McNeil Capital Reserve annual true up report and capital reserve summary. VPPSA staff recommends refund the remaining reserve to the participants in the amount of \$236,834.12 as a credit against their July McNeil invoice.

Director Elwell made a motion to approve the McNeil Capital Reserve motion as proposed. The motion was seconded by Director Bailey.

There was a brief discussion on whether it would be in the best interest of the members to retain the excess for future use.

The motion was approved.

10. The General Manager gave a brief overview and a presentation of the strategic plan goals and strategies that were identified at the July retreat. The final plan is not ready for Board action yet. There was a brief discussion on the presentation. An item of interest that resulted from the retreat was a suggestion that the January or February Board meeting be structured to reserve time for a Board Only in-depth conversation amongst the members about their future(s). There was a discussion on the timing of the meeting with a suggestion to move it forward or have an additional meeting in 2024 for this purpose. Clarification of the purpose of the proposed meeting was provided. Several board members discussed the local input that would be required prior to the proposed meeting and how the members can/should support each other during the times of local pressure to sell and develop an action plan for marketing the value of public power to their own communities and in local political forums. A poll was conducted to see if Board Members wanted to hold a special meeting in mid-September for deeper discussion and all the members concurred.

11. The General Manger provided an overview of the VPPSA grant efforts that are at the point of impacting the members. On the AMI project: Preparation work is nearing completion and the DCU locations are being finalized so orders can be placed. There was a brief discussion about the nameplates for the meters. VPPSA's finance team continues to work through how to handle the billings and treatment to maximize the grant reimbursement. Member specific and common cost will be treated differently. Spreadsheets, instructions and guidance will be forthcoming. For the ACRE program: VPPSA has

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developed a rate and tariff for the program and is in process of getting DPS signoff that the structure meets the grant requirements. The solar project is still awaiting its CPG. Sander's CDS grant: The effort is picking up steam with several milestones nearing completion. The General Manager gave an overview of the progress with the Cabot Hosiery and Northfield project. The staff anticipates the DOE funding to be released this fall.

12. Drew Clayson, VPPSA's Senior Power Analyst, provided 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 for each member. Mr. Clayson presented a detailed review of the Mystic Station costs by member which stopped as of May 2024 and is now in the resettlement period. He also provided an overview by Member of the new ISO-NE winter fuel program (Inventoried Energy Program) where members saw a charge or credit as an incentive for plants to keep their tanks full and an overview of the Renewable Energy Credits. Mr. Clayson also provided a detailed overview of the capacity scarcity event on June 18th and how it impacted the members. He showed how Project 10 ran and reduced the impact of the event for the owners of P10. He also gave an overview of the forward purchase contracts and the sales already under contract for 2024-2025.

13. Sarah Braese, VPPSA's Assistant General Manager, provided the Board with a high-level outline of evolving initiatives that were covered in detail in a comprehensive presentation to be shared post-meeting with the members. The three core areas the presentation addressed were Regulatory, Legislative, and Public Affairs initiatives. Ms. Braese provided an overview of the PUC dockets, the DPS proceedings, and the VELCO/VSPC proceedings, Renewable Energy Standard considerations and various items of note from the regulatory standpoint. Ms. Braese also provided an overview of the legislative landscape, the biennium, Coalition building and various items of note from the legislative standpoint. She also provided a summary of various Public Affairs deliverables and events that are in the pipeline.

14. The Board received a written report, and the General Manager gave an update summarizing the status of various projects including Pecos Wind, the GIS project, VPPSA's staffing, multiple Power Projects, Member billing & financial systems, VPPSA's Financial system, Hardwick, VPPSA's Compensation Study, Barton operations, Ludlow, and the Orleans Solar project.

Broke for lunch @ 12:40pm
Reconvened @ 1:08pm

15. Board Member Updates: N/A

16. Director Petraska made a motion to enter Executive Session and requested that the staff be allowed to stay on for the executive session, under the provisions of 1 V.S.A. §313(a) to discuss the Global Foundries RFP. The motion was seconded by Director Sheets. The motion was approved.

The Board entered Executive Session at 1:09 p.m.

Director Weber made a motion to return to Regular Session, seconded by Director Bailey. The motion was approved.

The Board returned to Regular Session at 1:46 pm. No action was taken.


17. Other Business: Director Petraska asked if any members had a non-residential rate, and a brief discussion ensued.

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

The meeting was adjourned at 1:48 p.m.

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Respectfully submitted,

A handwritten signature in blue ink that reads "Grace Sawyer". The signature is written in a cursive style with a large initial "G".

Grace Sawyer, Secretary