



Regular Board of Directors  
Meeting Minutes  
November 6, 2024

**Board of Directors:**

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

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

**Alternate Directors present:**

Penny Jones, Morrisville (X)	Abbey Miller, Enosburg (P)
Emily Stebbins-Wheelock, BED (P)	

**Others present:**

Ken Nolan, VPPSA (X)	Grace Sawyer, VPPSA (X)	Sarah Braese, VPPSA (P)
Lance Woods, VPPSA (P)	Heather D’Arcy, VPPSA (P)	Amanda Simard, VPPSA (P)
Amy Parah, VPPSA (X)	Josh Bancroft, VPPSA (P)	Kylie Bray, VPPSA (P)
Drew Clayson, VPPSA (X)	Steve Farman, VPPSA (P)	Morgan Williams, VPPSA (P)
Jackie Pratt, 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. Three topics were added to agenda item #18 Other Business.
- Chairman Fitzhugh asked if there were public comments and/or individuals who would like to address the Board. There was no public comment.
- Director Morley made a motion to accept the minutes of the Board of Directors meeting held September 4, 2024. The motion was seconded by Director Johnstone. The motion was approved.
- Director Johnstone made a motion to approve the Monthly Financial reports for the period ending September 30, 2024. The motion was seconded by Director Sheets.

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



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The motion was approved.

6. At the October Board the Board determined that increasing the vacation cap rollover limit for the General Manager from 240 hours to 320 hours was a reasonable method of reacting to the compensation study results.

Director Johnstone made a motion to approve the GM Vacation Cap Rollover Limit motion as presented. Director Sheets seconded the motion.

The motion was approved.

7. When the Vermont System Planning Committee (VSPC) was created each utility was given a seat on the committee, but VPPSA was not. Each utility manager is named as the "Primary" member; however, none of the VPPSA members has designated an alternate, except for Swanton which has named Lynn Paradis. Staff is suggesting that those members who do not wish to appoint their own alternate formally appoint VPPSA as their alternate to the VSPC and authorize VPPSA representative to appoint representatives to the sub-committees on the member's behalf. To that end the staff has prepared a draft letter to the VSPC administrator formalizing VPPSA's appointment. There was discussion on the history of the committee, representation and the changing mission of the VSPC and how VPPSA may be able to influence various discussions. Director Sheets requested that Swanton be added to the letter. Director Weber noted that Jacksonville was not listed on the committee and the General Manager provided information on who to direct the inquiry to in order to get on the committee.

No action was taken.

8. The General Manager and Ms. Sawyer presented a detailed overview of the 2025 VPPSA Operational Budget Draft including the driving factors behind the budget. There was significant discussion about the outcome of the current budget draft. There was a brief discussion on some collaborative efforts among the members versus VPPSA wide opportunities. There was also a brief discussion on member specific IT services and costs for 2025 and the GIS project.

9. The General Manager and Ms. Sawyer gave a brief overview of the VELCO equity call information and discussed the option to defer the purchase in order to allow time to seek a bond for the funding. Staff is recommending that VPPSA members defer their equity purchase for 3-years to provide the necessary time to formalize a bond issuance and allow interest rates to settle post-election. The 3-year deferral still allows members to purchase at any time before the end of the three-year deferral period.

10. The General Manager opened the continuing conversation about member collaboration opportunities around tree-trimming and/or vegetation management planning as a prospective area. A brief discussion ensued.

11. The General Manager provided a status update on the AMI project and work with Aclara. He also gave an overview of the questions that have surfaced as the project has been moving forward including but not limited to the ownership of the DCU's. It is likely that there will be an amendment to the AMI agreement related to the DCU ownership and a communication network agreement between VPPSA and the members related to the management of the network and the FCC license. The General Manager also gave an overview of the roll-out timeline as it currently sits.

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 gave an overview of the forward purchasing for 2028-2032 timeframe.

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13. Sarah Braese, VPPSA's Assistant General Manager, provided the Board with a written report on the Government & Public Affairs landscape and gave a high-level overview of emerging issues. The core areas the presentation addressed were Regulatory and Public Affairs initiatives including recent dockets and orders, the new disconnect rules, the status of the Bellawatt project, and grant activities. Discussions were held about both the disconnect notice rule and the implementation process for Bellawatt. The General Manager mentioned that VPPSA is putting together a tariff filing to the PUC relating to pilot programs to make additional loans under the Sander's Grant go more smoothly.

14. PUC opened an investigation on October 25<sup>th</sup> into the provisions of 30 V.S.A §218d related to municipal rate flexibility. The General Manager provided a brief background on where the investigation on rate increases is stemming from. The main purpose of the investigation is to update the PUC procedures to reflect the change to allowing 3% increases versus the previous 2%. However, in its Order the PUC noted that there were several other administrative issues they wanted to discuss. There has been some consideration of asking for a carve out for VPPSA that would ease the filing burden on the individual members by having VPPSA file an annual report of what the members are implementing. A brief discussion ensued.

15. The Board received a written report, and the General Manager gave an update summarizing the status of various projects not already discussed including Pecos wind, various power projects, the Eldorado project, VPPSA's finance software implementation, Barton Operations, Ludlow Operations, Orleans Solar-SHEI, and Global Foundries.

16. Board Member Updates: Mr. Gibbons mentioned that he asked VELCO to add a discussion item to their agenda related to Itron and experiences with Integrated Resource Plans.

Chair Fitzhugh recessed the meeting for lunch 12:25 pm  
Meeting reconvened 12:52 pm

17. Director Morley made a motion to enter Executive Session, under the provisions of 1 V.S.A. §313(a) to discuss the McNeil Plant pertaining to contractual negotiations. The motion was seconded by Director Elwell. The motion was approved.

The Board entered the Executive Session at 12:52 pm

Director Elwell made a motion to return to the Regular Session, seconded by Director Johnston. The motion was approved.

The Board returned to Regular Session at 1:03 pm. No action was taken.

18. Other business:

The Chairman mentioned a discussion that he had recently related to Norwich University Applied Research Institute, Cyber Security and available grants. The Chairman also mentioned that the Board of Civil Authority recently abated an electric bill for a Northfield customer, and he asked the other Directors if they had any experience with situations like this and a brief discussion ensued. The third topic was withdrawn.

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

The meeting was adjourned at 1:14 p.m.

Respectfully submitted,



APPROVED

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

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Grace Sawyer, Secretary