

**APPROVED**

**Vermont Public Power Supply Authority**  
**ADVISORY & RISK MANAGEMENT BOARD COMMITTEE**  
**MEETING MINUTES**  
January 10, 2018

Committee Directors present (X indicates present):

X	John Morley III, Orleans	X	Steve Fitzhugh, Northfield
X	Reginald Beliveau, Swanton		James Pallotta, Ludlow

Other Directors present:

Carol Robertson, Hyde Park	
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Alternates present:

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Others present:

Ken Nolan, VPPSA	Crystal Currier, VPPSA	Amy Parah, VPPSA
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(numbers in bold type correspond with agenda item numbers)

- (1)** The meeting was called to order at 10:45 a.m. at the office of the Authority, located at 5195 Waterbury-Stowe Road, Waterbury Ctr., Vermont.
- (2)** Director Beliveau, asked if there were requests for changes and/or modifications to the current agenda. There were none.
- (3)** Director Beliveau asked if there were public comments and/or individuals who would like to address the Board. There was no public presence and therefore no comments were made.
- (4)** Director Morley made a motion to accept the Committee Meeting Minutes of September 20, 2017. The motion was seconded by Director Robertson. The motion was approved.
- (5)** Director Morley made a motion to accept the Committee Meeting Minutes of November 8, 2017. The motion was seconded by Director Robertson. The motion was approved.
- (6)** VPPSA staff presented Board Resolution 2018-01, Ratification of Prior Actions. The Committee was reminded that this Resolution is presented to the Board annually for their approval.
- (7)** VPPSA staff presented Board Resolution 2018-02, Investment Policy Statement. The Committee was reminded that this Resolution is presented to the Board annually for their review and approval. The investment policy statement provides the Board with an opportunity to review VPPSA's pension/457 plan investment policy statement and the roles and responsibilities



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identified within the policy. It was noted that in Part IV (Roles & Responsibilities), the policy identifies the Chairman and Administrator as responsible for 1) maintaining the Investment Policy Statement, 2) periodically evaluating the Plan's investment performance and 3) recommending investment option changes and providing plan participant investment education and communication. As a result, VPPSA staff distributed three documents for the committee's review – 1) Fee Disclosure Report for VPPSA's Retirement Plan, 2) Fee Disclosure Report for VPPSA's 457 Plan and 3) Annual Statement of Plan Information. The first two documents are intended for use by the Employer (VPPSA) and the third is information required to be distributed to plan participants. These documents are distributed to the Board and participants to meet the requirements as noted above. The Committee reviewed the policy statement and the corresponding documents. The Committee did not have changes to the investment policy statement; however, they felt it would be beneficial to have a representative from Future Plan Associates and/or Poulos Investment Advisors to attend a future committee meeting to provide more in-depth information as to the roles and responsibilities each has with regards to the various plans.

(8) The General Manager provided a cover memo and proposed general scope of work from Control Point, an engineering firm that could potentially provide engineering services to the VPPSA members. The Committee was reminded that the Board has had several past discussions regarding whether VPPSA should provide in-house engineering services. The General Manager noted that due to the broad range of activities and range of skills needed, he would not recommend that VPPSA provide in-house engineering services. Based on that, and the desire for consistent support for engineering services for net metering interconnections, Control Point was contacted about putting together a Master Agreement that would give members access to the firm at known (discounted) pricing and include some fixed prices for standard net metering project work such as reviewing applications, doing fast track analyses, etc. Director Robertson indicated that Hyde Park uses Control Point, is very satisfied with the services they provide and would highly recommend the company. The committee reviewed the general scope of work and did not recommend any changes. The General Manager indicated that the next step would be to convert the scope of work to a contract for services that will be brought to the Board for approval.

(9) Other Business:

VPPSA staff distributed the annual Project 10 Reserve & Contingency true-up calculation and it was noted that the Board will be asked to act at the February Board meeting as to whether the excess funds should be returned to the participants or transferred to the Project 10 reserve fund. This information will also be shared with the Generation and Other Assets Committee. The General Manager indicated that developing the capital budget will be a major focus in the upcoming months.

The Controller mentioned that Director Pallotta informed her that he was not able to make this meeting and that due to his absence at the last several meetings he suggested the Committee find a replacement for his place on the Committee. The timing of appointing Committee members and who is responsible for those appointments was discussed. The General Manager noted that

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the annual meeting is coming up in May and since that is when officers are elected, it may also be the time to review the committee members and make changes as needed.

The General Manager brought up two issues that have come up within the last week – 1) Director Sullivan express some concerns regarding Stowe and BED’s potential sale of the Highgate Converter to a third party. It was noted that the details of the transaction are still vague; however, the General Manager indicated that he is staying apprised of the transaction and will provide more information as it becomes available. 2) The Joint Action Agency working group met recently (at the APPA Joint Action Agency Conference) and the group is close to coming to agreement with regards to the purchase of Hometown Connections and the formation of the organization. It is expected that the legal documents will be complete in April with a potential closing in June.

The meeting was adjourned at 11:46 a.m.

Respectfully submitted,

*Crystal Currier*

Crystal Currier, Secretary