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**VERMONT PUBLIC POWER SUPPLY AUTHORITY
MINUTES OF ADVISORY AND RISK MANAGEMENT BOARD COMMITTEE**
(numbers in bold type correspond with agenda item numbers)

July 19, 2017

- (1) The meeting was called to order at 9:35 a.m. at the office of the Authority, located at 5195 Waterbury-Stowe Road, Waterbury Ctr., Vermont.

Committee Directors present (X indicates present):

X	John Morley III, Orleans	X	Steve Fitzhugh, Northfield
X	Reginald Beliveau, Swanton, by phone	X	James Pallotta, Ludlow (by phone)

Other Directors present:

NONE	
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Alternates present:

NONE	
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Others present:

Ken Nolan, VPPSA	Crystal Currier, VPPSA	
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- (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 minutes of the Committee meeting held on March 22, 2017. The motion was seconded by Director Pallotta. Motion approved.
- (5) Director Morley made a motion to accept the minutes of the Committee meeting held on May 17, 2017. The motion was seconded by Director Pallotta. Motion approved.
- (6) VPPSA staff presented and discussed the following Operational policies:

OP1 Computer and Other Electronic Device Security	OP2 Internet & Email Outages
OP3 Data Backup Policy	OP4 Disaster Recovery Plan
OP5 Use of Removal Media and Electronic Interfaces	OP6 Building Security

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It was noted that these policies will be presented at the Board meeting and the Board will be requested to approve the policies as presented.

(7) VPPSA staff presented Resolution 2017-08, Long-Term Financing for Transco Equity Purchases related to the sale of the Highgate facility. The Resolution was reviewed with an outline of the terms of the financing. There were no concerns with the Resolution. It was noted that the Resolution will be reviewed by legal counsel prior to the Board meeting and the Board will be requested to take action on the Resolution.

(8) VPPSA staff presented Resolution 2017-09, Long-Term Financing for the Refinance of two existing loan facilities that are related to prior Transco Equity Transco purchases. Due to current market conditions, the refinance will realize significant savings. It was noted that the two current notes have bullet payments, both of which are due in 2021. This refinance will eliminate future interest rate risk. There were no concerns with the Resolution. It was noted that the Resolution will be reviewed by legal counsel prior to the Board meeting and the Board will be requested to take action on the Resolution.

(9) VPPSA staff presented Resolution 2017-10, Long-Term Financing utilized for the purpose of 1) the purchase of Transco Equity membership units for the benefit of certain Authority members (those member units assigned to VPPSA); and 2) the purchase of any Transco membership units offered to the Authority members not otherwise assigned to the Authority or purchased directly. This Resolution was related to Transco's equity issuance in December. There were no concerns with the Resolution. It was noted that the Resolution will be reviewed by legal counsel prior to the Board meeting and the Board will be requested to take action on the Resolution.

(10) The General Manager updated the Committee on the staff's efforts undertaken with regards to VPPSA's strategic plan. It was noted that the staff has completed the process of selecting a company logo and we are now beginning the marketing elements related to that process. The staff spent an entire day (July 11th) offsite, finalizing the logo and began the work on the strategic plan and those projects that will be the focus in 2018. Next steps include incorporating the logo company-wide and implementing the strategic plan into the budgeting process.

(11) Directory Morley made a motion to enter executive session for the purpose of discussing personnel matters. Director Pallotta seconded the motion. The motion was approved and the Committee entered executive session at 10:55 a.m. the Board came out of executive session at 11:10 a.m. No action was taken.

(12) Other Business: Director Fitzhugh informed the committee that he attended the Vt. Weather Analytics workshop held on July 17th and he provided an update on the software product that Utopus Insights is developing. In an effort to get the information out to the distribution utilities, Director Fitzhugh suggested that VELCO staff, (specifically, Kerrick Johnson) attend a future Board meeting so that all the VPPSA members can gain an understanding of the value of this software and what benefits it can provide the distribution

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utilities. The General Manager indicated he would connect with VELCO to facilitate the Board discussion.

The meeting was adjourned at 11:45 a.m.

Respectfully submitted,

Crystal L Currier

Crystal Currier, Secretary