



Regular Board of Directors Meeting Minutes

February 5, 2020

Board of Directors:

	Vacant, Barton	X	Bill Humphrey, Lyndonville
	Jonathan Elwell, Enosburg	X	Craig Myotte, Morrisville
P	Mike Sullivan, Hardwick	X	Stephen Fitzhugh, Northfield
	Pamela Moore, Jacksonville	X	John Morley, Orleans
X	Meredith Birkett, Johnson	X	Reginald Beliveau, Swanton
X	Thomas Petraska, Ludlow		

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

Alternates present:

Lynn Paradis, Swanton	

Others present:

Ken Nolan, VPPSA	Amy Parah, VPPSA	Crystal Currier, VPPSA
Melissa Bailey, VPPSA	Julia Leopold, VPPSA	Ken St. Amour, VPPSA
James Gibbons, BED		

Numbers in bold type correspond with agenda item numbers:

- 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.
- 2.** Chairman Beliveau asked if there were requests for changes and/or modifications to the current agenda. There were no changes requested.
- 3.** Chairman Beliveau asked if there were public comments and/or individuals who would like to address the Board. There was no public in attendance.
- 4.** Director Fitzhugh made a motion to accept the minutes of the Regular Board of Director's meeting held on December 11, 2019. The motion was seconded by Director Humphrey. Motion approved.
- 5.** Director Fitzhugh made a motion to accept the minutes of the Special Board of Director's meeting held on January 16, 2020. The motion was seconded by Director Myotte. Motion approved.

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6. Director Fitzhugh made a motion to table the Treasurer's report as of December 31, 2019 until the final report is available. Director Humphrey seconded the motion.

The Controller noted that the financial reports are in "draft" form. Information related to the McNeil facility and a couple of additional updates were not complete at the time the reports were prepared. The Controller provided a brief update related to the operational budget vs. actual summary of VPPSA's operational costs for the year. The financial results for the period ending December 31, 2019 indicate operational expenses being under-budget by approximately 2.8%. This includes payroll and overheads that are under-budget by 3.8% and office supplies and expenses that are over-budget by approximately .25%. While a couple updates are pending, revenues are expected to exceed expenses by approximately \$55K for the year.

The Controller provided a brief update on the financial results for each of the VPSPA projects. It was noted that the financial reports include a new regulatory asset and regulatory liability for Project 10. This is an estimate of costs related to a permit issue that occurred at the Project facility during construction (in 2008). The General Manager provided an update on the permit issue and the ongoing discussions between VPPSA and the Village of Swanton and various Regulatory agencies.

The motion to table approval of the financial reports was approved.

7. Director Morley made a motion to approve Resolution 2020-01 (Ratification of Prior Actions) as presented. The motion was seconded by Director Fitzhugh.

The General Manager reminded the Board that this Resolution is presented to the Board annually, with the intent to ratify the actions of the Board for the prior year.

The motion was approved.

8. Director Fitzhugh made a motion to approve Resolution 2020-02 (Director Recognition) as presented. The motion was seconded by Director Humphrey.

Chairman Beliveau read Resolution 2020-02 and presented the Resolution to Director Myotte, recognizing Director Myotte for his service. Several Directors expressed gratitude for the work that Director Myotte has provided during his tenure. Director Myotte noted that public power is "strong" and he indicated that he would leave the Board with this advice: "Cooperation and Communication are the key to keeping the future of public power and the Authority in a strong place".

The motion was unanimously approved.

9. During the last several Board meetings the Board discussed the possibility of changing the Board meeting day and time in order to gain participation. Subsequent to those discussions, Amy Parah sent out a poll to obtain information regarding the Board's desired meeting day and time.

Ms. Parah provided a brief summary of her role at VPPSA and the various duties that she is responsible for, followed by a presentation of the results of the poll. It was noted that seven (7) of the members indicated they would like to continue with the bi-monthly Committee meetings, three (3) members indicated they would like to continue with the meetings on the same day (Wednesday) and four (4) members indicated they would like the meetings moved to Thursday.

There was a brief discussion related to whether the Board should have "monthly" Board meetings in place of bi-monthly Committee/Board meetings. Several individuals expressed that they feel the Committee meetings are helpful and that they like the ability to dive deeper into specific



topics. There was a short discussion regarding the participation level at the Committee meetings and the number of members that should be assigned to each Committee.

Director Morley made a motion to continue the bi-monthly Board meetings on the first Wednesday of February, April, June, August, October and December and the bi-monthly Committee meetings on the second Thursday of January, March, May, July, September, and November. The motion was seconded by Director Myotte. The motion was approved.

- 10.** The General Manager informed the Board that the staff has begun to implement the strategic plan goals that were identified at the Board and staff retreats in 2019. The General Manager reviewed in detail the strategic plan goals in each area – Financial Strength, Board Priorities, Organizational Excellence and Policy Leadership. The General Manager reminded the Board of the changes in the organizational chart that became effective February 1, 2020 and his rationale for the changes.
- 11.** The Manager of Government and Member Relations (Melissa Bailey) informed the Board that the Legislature is in full force and there are a number of Bills where VPPSA is actively involved. A list of those Bills was provided to the Board. Ms. Bailey provided additional information on the primary Bills that are of most significance and of highest priority to VPPSA and the VPPSA members. Those include:
 - a. Vermont HB 688 - Converts Energy and Climate Goals to Requirements.
 - b. Vermont HB 573 - Allows munis and coops to offer innovative pilot rates.
 - c. Vermont SB 267- Increases Vermont's RES to 100% by 2032
 - d. Vermont HB 735 - Extends the Standard Offer Program related to the Ryegate generating plant for 10 years to 2032
 - e. Vermont HB 637 - Extends Authority of Tree Wardens
 - f. Committee Bill - Allows EVT to use up to \$2M/year of EEC funds for measures that reduce GHG measures.

At 12:15 p.m. the Board recessed for lunch. The Board reconvened at 1:00 p.m.

- 12.** The Manager of Technology and Security Services (Ken St. Amour) has taken the lead on the AMI project effort and was present to update the Board on the progress of the AMI RFP. The RFP was issued to the three bidders in December. The bidders have submitted questions, the questions have been addressed, and the proposals are due March 4th. It was noted that the review of the proposals will begin at the end of March and there will be a specific grading system used during the process. The schedule indicates a selection at some time during June. There was a brief discussion regarding the data that the bidders need in order to prepare appropriate pricing and the difficulty there has been in retrieving that data. The requirement for this data supports the need to implement the GIS/Mapping program. More information will be forthcoming as the RFP's are received.
- 13.** The General Manager updated the Board on recent activities related to Barton Village. It was noted that the Barton Village trustees formally requested that VEC submit a proposal for the purchase/sale of the electric utility; however, the trustees have also been communicating with VPPSA more frequently on various issues. The General Manager indicated that this puts VPPSA on a tighter timeline to provide Barton with a management services contract. A draft proposal was reviewed with the Board, but it was noted that the proposal still needs to be refined further. The Board discussed the benefits they feel that VPPSA can bring to Barton and the next steps to move forward with a goal of submitting a proposal to Barton by early March.
- 14.** VPPSA staff (Julia Leopold) provided a brief report on a recent meeting with Efficiency Vermont related to their interaction with the VPPSA member's commercial/industrial customers. It was

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recommended that VPPSA be included as the baseline of communication so that there is more communication between the EVT account managers, the utility managers and VPPSA staff. Chair Beliveau advised the Board that he had attended the meeting and had invited Efficiency Vermont's Director (Rebecca Foster) to a future Board meeting. The General Manager indicated he would work with EVT to hold that session in either April or June.

- 15.** No further report related to the Generation & Other Assets Committee was provided.
- 16.** No further report related to the Advisory & Risk Management Committee was provided.
- 17.** Other Business: No other business was brought before the Board.

The meeting was adjourned at 2:25 p.m.

Respectfully submitted,

Crystal Currier

Crystal Currier, Secretary