



Advisory and Risk Management Meeting Minutes

May 14, 2020

Committee Directors:

P	Reginald Beliveau, Swanton	P	Steve Fitzhugh, Northfield

Other Directors present:

P	John Morley, Orleans	P	Tom Petraska, Ludlow
P	Bill Humphrey, Lyndonville	P	Penny Jones, Morrisville
P	Mike Sullivan, Hardwick		

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

Alternates present:

Others present:

Ken Nolan, VPPSA	Amy Parah, VPPSA	

Numbers in bold type correspond with agenda item numbers:

- 1.** The meeting was called to order at 9:33 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 were no public comments.
- 4.** Director Fitzhugh made a motion to accept the Committee meeting minutes held on July 10, 2019. The motion was seconded by Director Beliveau. The motion was approved.
- 5.** The Committee meeting held September 11, 2019 did not have a quorum of Committee members; therefore, no official meeting was held. The minutes were taken and only represent discussion of those in attendance. The minutes were provided for the Committee's information.

APPROVED

6. The Committee meeting held November 13, 2019 did not have a quorum of Committee members; therefore, no official meeting was held. The minutes were taken and only represent discussion of those in attendance. The minutes were provided for the Committee's information.
7. The Committee meeting held March 12, 2020 did not have a quorum of Committee members; therefore, no official meeting was held. The minutes were taken and only represent discussion of those in attendance. The minutes were provided for the Committee's information.
8. The General Manager reminded the Committee that as part of the CARES Act in response to the COVID-19 pandemic, Congress passed a series of changes to employees' ability to access pension and retirement plan funds to cover immediate expenses. In order to allow employees to take advantage of these changes, the retirement plan sponsor needed to affirmatively agree to the change for their specific plans (for VPPSA this includes a pension and a 457 plan). Due to the time sensitive nature of the document, the General Manager notified the Board that absent opposition; he, as the Plan Administrator, would move forward with approving the plan changes and seek ratification of the action at the next Board meeting. Resolution 2020-07 ratifies that action, was provided to the Committee for review with the intent of requesting full Board approval at the June Board meeting. The Committee discussed the changes as outlined in the Resolution and the Sponsor Election form and expressed no objections to the Resolution as presented.
9. The General Manager updated the Committee on the continued activities related to the proposal to the Village of Barton to manage their utility. The General Manager noted that he presented the draft proposal to the Barton Trustees at their April 27th meeting in Executive Session. The discussion went well with the Trustees asking some very detailed questions regarding specific aspects of the proposal. Since that time, there have been additional discussions regarding the proposed line crew and other matters that were raised. The proposal is being revised to address those concerns. More recently, VEC has met with the Barton Trustees and presented a draft buyout proposal although the details of that are not yet known. Director Morley asked if they could see the five-year revenue budget at the next board meeting to have a better picture of where Barton is at. There was some talk about the possibility of VPPSA purchasing Barton and if that was allowed or if Legislation needed to be put forward for that to happen. There needs to be a bigger conversation on how VPPSA membership looks long term. The General Manager mentioned that David DeSimone withdrew from accepting the full-time position as Field Services Manager. He plans to speak with Mr. Desimone next week to discuss a potential part-time engagement as VPPSA waits for Barton Trustees to resolve a path forward. The members feel that time is of the essence to deploy resources or not.
10. The General Manager informed the Committee that the Broadband discussions are gaining significant momentum. The Committee was asked to consider the activities currently underway including:
 - a. The State Emergency Broadband Plan
 - b. Legislative Efforts led by Tim Briglin
 - c. VELCO effort to pull together a bid for the October FCC Rural Digital Opportunity Fund grand auction
 - d. State/local funding in the present COVID relief Bill in congress
 - e. VPPSA's AMI Efforts

The Committee discussed the activities above. There was conversation around whether the State can force the members to bid into extending Fiber. The General Manager spoke about GMP and their Energy Equity plan. The members feel It is in the best interest of the members to stay active in the broadband discussions as it is a public "Good" interest.

APPROVED

- 11.** The General Manager informed the Committee that he and the VPPSA staff have been reviewing the VPPSA finance charge policy in anticipation that some members may experience cash flow problems due to the loss of revenues related to the COVID-19 pandemic; related to both lower loads and customer non-payment. In order to alleviate pressure to the VPPSA members, VPPSA is increasing its line-of-credit to \$10M to allow for additional cash flow should the VPPSA members need to delay payment to VPPSA. While VPPSA can use its line-of-credit to cover cash flow requirements, the intent was to also amend the Finance Charge Policy such that it would provide relief to those members that may experience difficulty in meeting their payment obligations. The General Manager provided some suggested policy language and the Committee discussed additional ways to provide relief to members without it placing a burden upon other members. Documentation of the COVID-19 finance charge policy will be provided at the June Board meeting.
- 12.** The General Manager informed the Committee that on March 13th he implemented a work-from-home procedure for effect on March 16th. Since that time the VPPSA staff has been working almost entirely from home with only one person in the office each day (with the exception of Dave G. who continues to work at Project 10). From a technological standpoint, the remote workforce has been very effective, and we have not seen any degradation in operations or productivity. On May 15th, the Governor's Stay-at-Home order will expire; however, he is strongly encouraging those who have the ability to work remotely, to continue doing so and to limit the number of employees in office locations. For this and other health-related reasons, the General Manager indicated that he intends to continue to utilize the work-from-home capability much more to both address employee concerns and maintain productivity. In doing so, VPPSA will begin to look at providing certain equipment for employee home use, providing better equipment and training to facilitate online meetings (RingCentral/Zoom) and how we can organize the office to utilize sharing of office space. The General Manager noted that this is a significant departure from VPPSA's history and therefore, requested feedback from the Committee. While there were no objections to the work from home policy, Director Humphrey felt that if the staff was able to return to work in the office then they should. He was also concerned about the cohesiveness of the office staff if they weren't in the office. Director Fitzhugh is finding that working from home is just as effective as working from the office. The General Manager indicated he was going to continue to monitor the situation and revisit the policy at a later date.
- 13.** Other Business: Director Morley asked if VPPSA heard anything new pertaining to the PUC Disconnect Moratorium. The General Manager mentioned that he has not received anything from the PUC to further extend the order beyond May 15, 2020. Director Jones mentioned that MWL is sending out letters to the customers letting them know the past due amount and possible payment plan arrangements. Director Fitzhugh mentioned that there was still a need to appoint a Velco Operating Committee board member and alternate. The General Manager indicated that this would need to be added to the June VELCO meeting as it's not on the agenda for the May 21st meeting, and would need to be on the next VPPSA Board agenda.

The meeting was adjourned at 11:39 a.m.

Respectfully submitted,

Amy Parah

Amy Parah, Assistant Secretary