



## Regular Board of Directors Meeting Minutes

September 7, 2022

### Board of Directors:

<b>P</b>	Patricia Richards, Barton	<b>X</b>	Jonathan Elwell, Lyndonville
<b>P</b>	John Dasaro, Enosburg	<b>X</b>	Scott Johnstone, Morrisville
<b>X</b>	Mike Sullivan, Hardwick	<b>P</b>	Stephen Fitzhugh, Northfield
	Vacant, Jacksonville	<b>X</b>	John Morley, Orleans
	Vacant, Johnson	<b>X</b>	Reginald Beliveau, Swanton
<b>X</b>	Thomas Petraska, Ludlow		

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

### Alternates present:

Penny Jones, Morrisville (P)	

### Others present:

Ken Nolan, VPPSA (X)	Alex Nicholson, VPPSA (P)	Amy Parah, VPPSA (X)
Grace Sawyer, VPPSA (X)	Shawn Enterline, VPPSA (X)	
Sarah Braese, VPPSA (X)	Julia Leopold, VPPSA (X)	
Amanda Simard VPPSA (P)	Ken St. Amour, VPPSA (X)	
James Gibbons, BED (P)	Steve Farman, VPPSA (P)	
Josh Bancroft, VPPSA (P)	Beth Essary, Hardwick (X)	

### Numbers in bold type correspond with agenda item numbers:

- 1.** Chairman Beliveau called the meeting to order at 9:33 a.m.
- 2.** Chairman Beliveau asked if there were requests for changes and/or modifications to the current agenda. Director Sullivan asked to add the winter operations update to the agenda. The agenda was modified to include this in the Board member update.
- 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.

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**4.** Director Morley made a motion to accept the minutes of the Regular Board of Directors meeting held on August 3, 2022. The motion was seconded by Director Sullivan. Director Richards abstained. Motion approved.

**5.** Director Sullivan made a motion to approve the Monthly Financial report for the period ending July 31, 2022. The motion was seconded by Director Morley.

The Assistant Controller provided a review of the 2022 operational revenue vs expenses and noted that net income is greater than \$1.5 million and revenue exceeds budget by almost \$270K or 22%. Conferences, travel and mileage continue to be significantly under budget (73% or \$47K) this year as staff has slowly begun to attend conferences and trainings again. Payroll and overhead continue to be slightly under budget. Other items of note: We received the VLITE grant of \$81,000 but have not recorded any expenditures yet. REC purchases are also under budget by \$155k or 51%. The Director of Public Affairs gave a brief description of VLITE and WRAP at the request of Director Richards and it was noted that these items are recorded with the RES project not the general operational budget.

The motion was approved.

**6.** The Assistant Controller and the General Manager presented the McNeil Capital Reserve True-up. As of June 30, 2022 the cost of the capital improvements was \$342,234 and fully covered by the reserve, resulting in a fund balance of \$59,742.84. VPPSA staff recommends that VPPSA retain the remaining reserve balance to cover expenditures expected to be realized in the remainder of 2022 and to adjust the 2022 budget accordingly.

Director Fitzhugh made a motion to authorize VPPSA to retain the remaining fund balance "available for refund to participants" in the amount of \$59,742.84 for the purpose of paying for future capital expenditures related to the McNeil Generating Facility. The motion was seconded by Director Sullivan. Motion approved.

**7.** The Assistant Controller presented the Project 10 Annual True-up. The true-up for the period covering July 1, 2021 through June 30, 2022 was presented. The true-up result, less amounts retained, is \$56,935.20. VPPSA staff recommends the true-up be transferred to the P10 capital reserve fund and that the 2023 budgeted reserve be adjusted to reflect this addition. The 2022 budget estimated a capital reserve of \$300,000 for CY 2023. This transfer would reduce participant billing to \$243,000 for 2023, should the Board maintain the budget as previously planned.

Director Morley made a motion to authorize VPPSA retain the excess funds related to the Project 10 annual true-up and transfer to the Project 10 Capital Reserve Fund and that VPPSA staff adjust the 2023 budgeted reserve to reflect this addition. The motion was seconded by Director Petraska. Motion approved.

**8.** The General Manager provided the latest draft of the proposed Value statements and Positioning Statement based on the last two Board meeting workshops. Discussion ensued to modify the language and to solidify what our position should be. Consensus was reached around the wording of the values of the Positioning Statement. Staff will work with Momentum communications to broaden the discussion to the next layer of our team (Trustee's and staff etc.).

**9.** Shawn Enterline, 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. Winter reliability, winter fuel reserves and potential shortages were discussed. There was a short discussion on the Howard Wind contract.

**10.** Ken St. Amour, Manager of Information Technology and Security Services provided the AMI status. The AMI project continues forward slowly with Aclara contracts being executed. The General

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Manager gave a brief update on the recent meeting with Commissioner Tierney and the status of AMI funding, loan documents expecting to close in the next month or two, final comments provided to Bill Ellis for member contracts and the PUC filing. Ken St. Amour provided further clarification on next steps.

**11.** Alex Nicholson, VPPSA's GIS Administrator provided a GIS program update. The task of Implementation Creation and Conversion of GIS data has been the primary focus and that effort has been productive with the process now coming to its final stage. Six of the members are now fully converted with Lyndonville and Ludlow able to use online web mapping to access and edit their GIS data set. The remaining members will be completing their data conversions in the next coming weeks with mapping products following soon after. There was a brief discussion around who was going to update and maintain the GIS data as changes are made to the systems going forward. VPPSA GIS continues to work with the CUD as a route to acquire additional data for our members. Other efforts include Barton/Orleans Mapping requests, Northfield interconnection study and VPPSA internal staff access to member GIS data.

**12.** Julia Leopold, VPPSA's Director of Public Affairs reminded the Board of the upcoming general election. VPPSA will be assisting Board members in coordinating 1:1 meetings with elected legislators, preferably in member utility territories and attempting to engage with as many candidates as possible prior to the general election. After the election the focus will be on engaging with a handful of key legislative players. VPPSA staff will provide talking points and plans on attending as many meetings as possible.

The written Regulatory report was provided to the Board. Sarah Braese VPPSA's Manager of Government and Member Relations provided a brief update on the upcoming deadlines for comments on various proposed rulings. A brief discussion ensued on several open Case's with the PUC and the various timelines. Hydropower Incentive Program comments were submitted to the Department of Energy and VPPSA has been assigned a Project Team for the BERAP grant.

**13.** The General Manager gave an overview of the move towards a broader forward-looking communications update with a quarterly or semi-annual RES update. Julia Leopold, VPPSA's Director of Public Affairs gave a Communications and advertising campaign update.

Lunch break @ 12:50  
Reconvened @ 1:15

**14.** The General Manager provided the Project 10 construction and overhaul update to the board. The plant operation appears to be successful. VPPSA staff was able to take a tour of the facility and conducted their staff meeting in the new meeting room.

**15.** The General Manager provided a brief update related to Islesboro, ME, the TAPS congressional fly-in, and Jacksonville's financial processes around CUD and pole attachments. A brief discussion ensued around a VPPSA Technology Roadmap to address likely regulatory concerns.

**16.** The General Manager provided a brief Barton status update. VPPSA's proposal was accepted by the Barton Trustees for a 60-day term pending final contract negotiations. VPPSA began providing service to Barton with Orleans providing meter reading capability and a combination of Hardwick, Lyndonville and Orleans providing on call and outage coverage. The sub-contractor was able to commit the full-time crew and equipment on August 22<sup>nd</sup>. The general framework is operational and working effectively. Attention is now on standardizing the billing/reporting for all entities and beginning negotiation of the formal contracts to meet the 60-day time period imposed by the Barton

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Trustees. Director Richards noted that the transition has gone well and thanked the Board members and VPPSA staff involved.

**17.** Board Member Updates: A discussion ensued concerning Winter Readiness. Director Sullivan is looking for feedback and would like to raise awareness.

**18.** Executive Session: NONE

**19.** Other Business: NONE

The meeting was adjourned at 2:31 p.m.

Respectfully submitted,

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Amy Parah, Assistant Secretary