



Special Board of Directors Meeting Minutes

December 18, 2023

Board of Directors:

P	Vera LaPorte, Barton	P	Jonathan Elwell, Lyndon
P	John Dasaro, Enosburg	P	Scott Johnstone, Morrisville
P	Mike Sullivan, Hardwick	P	Stephen Fitzhugh, Northfield
	Vacant, Jacksonville	P	John Morley, Orleans
P	Erik Bailey, Johnson	P	Bill Sheets, Swanton
P	Thomas Petraska, Ludlow	P	James Gibbons, BED

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

Alternate Directors present:

Abbey Miller, Enosburg (P)	Lynn Paradis, Swanton (P)
Penny Jones, Morrisville (P)	

Others present:

Ken Nolan, VPPSA (X)	Grace Sawyer, VPPSA (P)	Drew Clayson, VPPSA (P)
Heather D'Arcy, VPPSA (P)	Steve Farman, VPPSA (P)	Jackie Pratt, Stowe (P)

Numbers in bold type correspond with agenda item numbers:

1. Chairman Fitzhugh called the meeting to order at 2:00 p.m.
2. Chairman Fitzhugh asked if there were requests for changes and or/modifications to the current agenda. There were no changes.
3. Chairman Fitzhugh asked if there were public comments and/or individuals who would like to address the Board. There was no public comment.
4. The General Manager informed the Board that Burlington Electric Department (BED) had executed its Strategic Membership Memorandum of Agreement and had appointed James Gibbons as BED's representative. Mr. Gibbons is present for this, his first, meeting, so the General Manager suggested that the Board should decide whether BED should attend the Executive session. Chairman Fitzhugh asked board members if they felt Mr. Gibbons should be asked to recuse himself from the executive session due to the nature of BED's ownership interest in the McNeil Plant outside of VPPSA. A brief discussion followed among the directors. Chairman Fitzhugh asked that if any Directors had questions for Mr. Gibbons that they would pose them prior to entering executive session. Director Morley asked if McNeil was considered renewable and Mr. Gibbons indicated that it would be considered renewable, but depending upon the definition of "green" and carbon lifecycle, that was where recent debates have been occurring. The Chairman requested a poll of the directors to determine if they would like Mr. Gibbons to recuse himself. Five Directors voted to make this request and have Mr.

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Gibbons join again after the executive session if there were additional questions. Mr. Gibbons left the meeting.

Director Elwell made a motion to enter Executive Session, under the provisions of 1 V.S.A. §313(a) to discuss the McNeil Generating Plant - District Energy. The motion was seconded by Director Sullivan. The motion was approved.

The Board entered Executive Session at 2:08 p.m.

Director Elwell made a motion to return to Regular Session, seconded by Director Sullivan. The motion was approved.

The Board returned to Regular Session at 2:46 p.m.

Director Elwell made a motion to adjourn the meeting. The motion was seconded by Director Bailey. The motion was approved.

The meeting was adjourned at 2:48 p.m.

Respectfully submitted,



Grace Sawyer, Secretary