



Regular Board of Directors
Meeting Minutes
May 1, 2024

Board of Directors:

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

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

Alternate Directors present:

Abbey Miller, Enosburg (P)	Lynn Paradis, Swanton (X)

Others present:

Garth Dunkel, VPPSA (X)	Sarah Braese, VPPSA (X)	Grace Sawyer, VPPSA (X)
Drew Clayson, VPPSA (X)	Steve Farman, VPPSA (X)	Amy Parah, VPPSA (X)
Josh Bancroft, VPPSA (P)	Lance Woods, VPPSA (P)	Amber O'Neill, VPPSA (P)
Amanda Simard, VPPSA (P)	Tom Dunn, VELCO (X)	Jackie Pratt, Stowe (P)
Kim Harris, VPPSA (P)	Betsy Bloomer, VELCO (X)	Eugene Granovsky, Bellawatt (P)
Dan Nelson, VELCO (X)	Dan Kopin, VELCO (X)	

Numbers in bold type correspond with agenda item numbers:

1. Chairman Fitzhugh called the meeting to order at 9:30 a.m.
2. Chairman Fitzhugh asked if there were requests for changes and or/modifications to the current agenda.
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. Director Sheets made a motion to accept the minutes of the Board of Directors meeting held April 3, 2024. The motion was seconded by Director Johnston. One Director abstained. The motion was approved.
5. Director Johnstone made a motion to approve the Monthly Financial report for the period ending March 31, 2024. The motion was seconded by Director Petraska.



APPROVED

Ms. Sawyer, VPPSA's Controller provided a summary of the operational revenue vs expenses for the period ending March 31st, 2024. Ms. Sawyer summarized the budget to actual variance of the various projects.

There was a brief discussion on the financial results.

The motion was approved.

Introductions were made around the room.

- 6.** Tom Dunn, VELCO's President & CEO presented Directors with highlights of VELCO's Draft Long Range Transmission Plan and scenario assumptions driving growth and strategy in transmission planning (e.g., distributed energy resource, forecasted load growth, reliability and resiliency. Discussion ensued. Mr. Dunn also reviewed anticipated increases in transmission fees and charges over the next five years and exploration of Grid Enhancing Technologies (GETs) as a non-wires alternative solution. VELCO also shared updates to its ongoing capital and grant projects including the Franklin County line upgrade ; and two grant-funded projects including the New England Clean Power Link and the Alliance Transmission project which are pending review and/or funding. There was a brief discussion on these projects. Dan Nelson, VELCO's Vice President of Technology also provided an update on VELCO's fiber and communications projects. s.
- 7.** Sarah Braese, VPPSA's Assistant General Manager provided an overview of Bellawatt's Implementation Plan delivered as part of the process to implement the proposed EV/EVSE tariff rider program. A brief discussion ensued with positive feedback on the plan's proposed solutions
- 8.** Drew Clayson, VPPSA's Power Analyst, provided an overview of the power supply markets, the primary driving factors related to power costs, actual and future energy prices, and YTD load variances for each member. A brief discussion ensued. Mr. Clayson presented a detailed review of the Mystic Station costs by member. Mr. Clayson also gave an overview of the Renewable Energy Credits. He also provided an overview of the forward sales already under contract for 2023-2025.
- 9.** Sarah Braese, VPPSA's Assistant General Manager briefed the Board on regulatory proceedings of interest. The PUC has recently issued several Orders under the Clean Heat Standard proceedings. Ms. Braese gave a brief overview of the proposed changes to the Energy Efficiency Utilities' 3-year budgets expenditures and noted upcoming deadlines under the new Disconnect Rule proceeding related to landlord notifications.
- 10.** Sarah Braese, VPPSA's Assistant General Manager also provided a brief legislative update to the Board highlighting S. 305 (Miscellaneous PUC Bill) and H.289 (changes to the Renewable Energy Standard "RES").. VPPSA is still monitoring Bills on dam safety, privacy, Act 250 reform and communications equipment taxation. Discussion ensued. Ms. Braese welcomed Garth Dunkel to the Legislative Communications position.
- 11.** Sarah Braese, VPPSA's Assistant General Manager reviewed the General Manager's written report updating progress around several projects and business operations initiatives.

Work is progressing related to the Sanders Grant and working to meet the budget period one goals and obtaining an underwriter for the Sanders Grant.

Garth Dunkel started at VPPSA on April 30th as the new Legislative Communications Specialist Adam Cota has accepted the offer of employment as VPPSA's new Information Systems Analyst starting May 13th. Two additional positions will be filled in the coming months to support regulatory and power resources job responsibilities.

VPPSA, Swanton and Pecos Wind continues to move forward with drafting the necessary legal agreements to site and install the small wind turbine on a preferred site in Swanton.

APPROVED

An all-hands meter configuration workshop was held on April 24th. Aclara is in the process of scheduling a follow up session with the Lemmerhirt/VPPSA team to verify and authorize final meter configurations configuration.. DCU site visits will begin the week of April 29th with Aclara visiting each proposed DCU location to identify make ready work requirements. Permitting, Funding and Public Outreach are all underway. VPPSA is developing the plan internally and will likely be utilizing a consultant to assist with implementing the plan.

VPPSA continues to work with mPower to convert GIS operations and training is nearing completion for those members that have then GIS fully stood up and visiting those members that remain in transition to formalize an onboarding plan. Work continues on developing a vegetation management layer with Barton/Orleans being the test sites. VPPSA is also exploring a pilot program for GIS data gathering with a DeltaclimateVT cohort participant A brief discussion ensued.

VPPSA continues moving forward with several power resources projects either under consideration or in various stages of negotiations. All of these projects require multiple contract negotiations including PPA's with the developers, PSA's with the host members taking the power, and testimony from VPPSA supporting the CPG filings.

VPPSA's has experienced a number of issues with its primary lender as a result of a recent loan platform system conversion. VPPSA is in the process of evaluating next steps related to its banking relationship options.

It appears that the Finance/CIS software review to move all members toward utilizing a single vendor has failed despite Crystal's mighty efforts. Staff will continue looking for a viable path for the small utilities, but it does not appear that a joint approach is feasible for all members.

VPPSA itself is beginning to evaluate new financial software to better manage budgeting and grant reporting. In addition, VPPSA management has begun evaluating ways to improve efficiency and evaluating moving to RAMP, a software based expense tracking service, which could automate submittals and integrate with the accounting software.

The strategic planning process has begun. An initial brainstorming survey went out yesterday to the staff. The strategic retreat is scheduled for July 15th (Board) and 16th (staff).

Following Mike Sullivan's resignation from Hardwick Electric, VPPSA has been providing transitional support including coordinating on-call rotations while an internal crew can be established The General Manager has also been reaching out trying to help find an interim manager. Jim Fontaine has agreed to provide short term support, but longer term support may be required. David Gagne, VPPSA's P10 Plant Operator has been providing support for the Hardwick Hydro rebuild project. Discussion ensued concerning coverage for Hardwick and ongoing projects.

The management team has begun a full review of VPPSA policies looking for ways to streamline and create efficiencies in various business operations policies and procedures, many of which were identified and discussed at last year's Strategic Planning Retreat.

Broke for lunch at 12:23
Reconvened at 12:54

12. Board Member Updates: There was a brief discussion on the ride along and make ready meter work at the Village of Orleans. Billing customers for call outs when it's not a power outage issue. Chairman Fitzhugh is asking for a volunteer to fill the VELCO Operating Committee position in Mike Sullivan's departure.

APPROVED

13. Director Bailey made a motion to enter Executive Session, under the provisions of 1 V.S.A. §313(a) to provide an evaluation of the General Manager. The motion was seconded by Director Johnstone. The motion was approved.

The Board entered Executive Session at 1:10 p.m.

Director Morley made a motion to return to Regular Session, seconded by Director Bailey. The motion was approved.

The Board returned to Regular Session at 1:45 p.m.

Director Johnstone made a motion to authorize a salary increase, notification to be transmitted to the General Manager by the Chair, seconded by Director Morley. The motion was approved.

Director Morley made a motion to adjourn the meeting. The motion was seconded by Director Johnstone. Motion approved.

The meeting was adjourned at 1:46 p.m.

Respectfully submitted,

Amy Parah, Assistant Secretary