



Special Board of Directors
Meeting Minutes
January 8, 2025

Board of Directors:

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

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

Alternate Directors present:

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

Others present:

Ken Nolan, VPPSA (X)	Grace Sawyer, VPPSA (X)	Heather D’Arcy, VPPSA (X)
Garth Dunkel, VPPSA (P)	Morgan Williams, VPPSA (X)	Amanda Simard, VPPSA (P)
Drew Clayson, VPPSA (X)	Josh Bancroft, VPPSA (P)	Kylie Bray, VPPSA (P)
Adam Cota, VPPSA (P)	Amy Parah, VPPSA (P)	Jackie Pratt, Guest (P)

Numbers in bold type correspond with agenda item numbers:

- Chairman Fitzhugh called the meeting to order at 9:30 a.m.
- Chairman Fitzhugh asked if there were requests for changes and or/modifications to the current agenda. There were no changes.
- Chairman Fitzhugh asked if there were public comments and/or individuals who would like to address the Board. There was no public comment.
- Director Bailey made a motion to accept the minutes of the Board of Directors meeting held December 4, 2024. The motion was seconded by Director Johnstone. The motion was approved. Director Weber & Braese abstained.
- Director Sheets made a motion to approve the Monthly Financial reports for the period ending November 30, 2024. The motion was seconded by Director Johnstone.

Ms. Sawyer, VPPSA’s Controller provided a summary of the operational revenue vs expenses for the period ending November 30th, 2024. Ms. Sawyer summarized the budget to actual variance of the various projects. There was a brief discussion on a couple of finance items and reports.



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The motion was approved.

6. The General Manager noted that there were three staff members who were not able to utilize their entire vacation accrual in 2024 due to a variety of coverage related issues. The General Manager proposed that the Board approve a one-time allowance for these employees to carry forward their excess vacation into 2025.

Director Johnstone made a motion to authorize any year-end accrued vacation in excess of VPPSA's accrual cap held by Amanda Simard, Dave Gagne, and Kim Harris to be carried forward into 2025 with any such carry forward vacation to be utilized during 2025. The motion was seconded by Director Weber.

The motion was approved with Director Morley opposed.

There was a brief discussion on the plan to utilize the rollover hours and the current accrued time in 2025.

7. The General Manager gave an overview of the status of the AMI project including but not limited to Data Collection Unit (DCU) deployment, Electric Meters, Water Meters, Integrations, AclaraOne, and Public Outreach. Tranche one is running behind, but at this point Tranche two is close to the anticipated timeline. The First Article Test (FAT) meters will be delivered in mid-February, and it may take up to 8 weeks to complete the testing and acceptance process. By mid-April the electric meter orders should be ready to place. The water meters may be ready to be implemented once the DCU's are deployed. There was brief discussion among the members related to how much of the process has been completed including some lessons learned.

8. Heather D'Arcy, VPPSA's Manager of Power Resources, 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. Ms. D'Arcy also provided an overview of the RES qualification status of various Hydro plants. Director Morley had a couple of questions related to the 5-year budget forecast for Orleans and Ms. D'Arcy was able to provide additional information on the drivers affecting all the members. A discussion followed.

9. The General Manager provided the Board with an overview of the Government & Public Affairs landscape and gave a high-level review of emerging issues in both the Legislative and Regulatory areas. The core areas the presentation addressed were related to the changes in the governing structure following the election results and the new DPS commissioner. Director Johnstone noted that he was working on having an update to the regulations with the Agency of Natural Resources regarding use of Vermont water that would help any member that runs a Hydro-Dam. Discussion followed about various topics.

10. The Chair opened the floor to allow representatives from both the Vermont System Planning Committee (VSPC) and the VELCO Operating Committee to brief the Board of Directors on items of interest and receive feedback on general VPPSA positions. The General Manager gave a brief overview of two items surfaced outside of the committee that may have an impact on the discussion. The first being related to Governance and the second being related to Load Forecasting for the Integrated Resource Plans. There was discussion around the assumptions that are utilized in the Load Forecasting and Flexible Loan Management.

Discussion continued regarding the VELCO Operating Committee and the data sub-committee. It was noted that there was one sub-committee meeting so far and the governance issue was brought up during the meeting. Various Directors noted that it was important for them to continue to attend the meetings if possible.

11. The General Manager noted that VPPSA is continuing to undergo staffing changes. He provided an overview of the current staffing situation, openings, and the status for hiring various positions that are in process.

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12. The General Manager provided an overview of VPPSA's transition to setting up an Agile work structure. He gave a summary of the training that has been completed and the structure that is being implemented. A visual was presented detailing how these changes affected the organizational chart. He noted that VPPSA embarked on this effort to better manage the workload and to become more efficient. A brief discussion ensued.

13. Board Member Updates: Director Bailey wanted to give Kudos to Ms. Simard for the work that she did on the recent Johnson rate case. Each Director gave a brief update of their utility status including but not limited to rate case work.

14. Director Elwell made a motion to enter Executive Session, under the provisions of 1 V.S.A. §313(a) to discuss the McNeil Plant and VPPSA Personnel pertaining to contractual negotiations and personnel issues. The motion was seconded by Director Recchia. The motion was approved.

The Board entered the Executive Session at 12:00 pm

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

The Board returned to Regular Session at 12:40 pm. No action was taken.

18. Other business: Director Morley asked the Directors about how they were handling telephone contracts for setting poles and anchors. A brief discussion ensued.

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

The meeting was adjourned at 12:42 p.m.

Respectfully submitted,



Grace Sawyer, Secretary