



Vermont Bond Bank

BOARD MEETING

November 30, 2020 – 2:00 p.m.
Via Zoom

MEETING MINUTES

Board Members Participating & Voting: David Kimel, David Coates, Debbie Winters, Mary Alice McKenzie, and Scott Baker

Board Members Absent: None

Staff Participating: Ashley Lucht and Michael Gaughan

Guests: Jim Foley, Lynch & Foley

The meeting was called to order by Mr. Kimel at 2:00 p.m.

Administrative

Ms. Winters asked if there were any changes or additions to the agenda.

Approve Prior Meeting Minutes

Ms. Winters asked for any comments on the prior meeting minutes.

Motion: Mr. Coates moved and Mr. Baker seconded, the motion to approve the meeting minutes of the October 12, 2020 meeting. The minutes were approved unanimously following a roll call vote.

Executive Director's Update

Mr. Gaughan provided an update on recent events and projects at the Bond Bank.

Section 125 Plan Amendments

Mr. Gaughan discussed follow-up questions that arose out of the last board meeting.

Motion: Mr. Coates moved and Ms. McKenzie seconded, a motion to approve the attached Resolutions, as amended, from Healthy Dollars. The motion was approved unanimously following a roll call vote.

Review SRF Loans

Ms. Lucht introduced the SRF loans in the amounts shown below and discussed considerations related to their credit summaries.

Borrower	Loan Number	Amount
Town of Pittsford	RF1-218-3.0	970,000
City of Rutland	RF3-371-3.0	592,242

After some discussion, the following motion was made:

Motion: Mr. Coates moved and Ms. Winters seconded, the motion to approve the SRF loans. The motion was approved unanimously following a roll call vote.

Motion: Mr. Coates moved and Mr. Baker seconded, the motion to add the Town of Pittsford to the Bond Bank's Watch List. The motion was approved unanimously following a roll call vote.

Election of Officers

Mr. Kimel stepped down as Chair of the meeting and asked Mr. Foley to preside. Mr. Foley asked for nominations for the positions of Chair, Treasurer, and Secretary.

Motion: Ms. McKenzie moved and Mr. Coates seconded, the following slate of officers: David Kimel, Chair; Debbie Winters, Treasurer; and Michael Gaughan, Secretary. Mr. Foley asked for a vote on the slate of officers with officers abstaining from a vote on themselves. The motion was approved unanimously following a roll call vote.

Ratification of Prior Acts

Mr. Kimel explained the purpose of the ratification.

Motion: Ms. Winters moved and Mr. Baker seconded, the motion stating that the Board of Directors of the Vermont Municipal Bond Bank (“Bond Bank”) met at a duly warned meeting on November 30, 2020. The Board of Directors considered all prior acts of the Bond Bank taken during calendar year 2020 and reaffirmed all such actions and endeavors undertaken. The motion was approved unanimously following a roll call vote.

Presentation & Consideration of the 2021 Budget

Mr. Gaughan provided an overview of key considerations in the 2021 budget and proposed expenses as well as revenue assumptions. He noted that he discussed the proposed budget with VEBFA’s Finance Committee.

Mr. Coates asked questions related to the insurance coverage of the organization. Mr. Gaughan described his efforts to bid directors and officers insurance and work of Lynch & Foley to identify the Bond Bank’s sovereign immunity. Mr. Foley gave additional background on this conclusion.

After discussion, the board asked Mr. Foley to provide a potential resolution to indemnify the Board of Directors.

Memorandum of Agreement

Mr. Gaughan described the draft document that formalizes the relationship with the Vermont Educational and Health Buildings Financing Agency. The board discussed the document and asked Mr. Foley to further provide feedback on the document.

Quarterly Policy Review

Mr. Gaughan noted that he did not have any current suggestions for policy amendments but would anticipate presenting the annual Internal Controls assessment at the January board meeting.

Enterprise Risk Management Review

Mr. Gaughan presented the quarter Enterprise Risk Management review to the Board and highlighting a status changes related to the trustee and reaffirmation of market risk. Mr. Gaughan discussed potential implications of the changes and efforts to mitigate related risks.

At 3:29 p.m., Mr. Foley left the meeting.

Standing Hold for Executive Session

Motion: Mr. Coates moved and Ms. McKenzie seconded, a motion to go into executive session to discuss a potential real estate lease, evaluations of current employees, and to discuss other employment matters that would place the board at a substantial disadvantage. The motion was approved unanimously following a roll call vote.

At 3:30 p.m., the Board went into Executive Session. Guests remained at the board's invitation.

At 4:00 p.m., Ms. Lucht left the meeting.

At 4:07 p.m., Ms. Winters left the meeting.

At 4:10 p.m., Mr. Gaughan left he meeting.

At 4:15 p.m., the Board came out of Executive Session.

Motion: Mr. Coates moved and Ms. McKenzie seconded, a motion to adopt the proposed budget subject to future action on assumptions related to occupancy expenses and a three percent increase to the Bond Bank's contribution to the Executive Director's salary. The motion was approved unanimously following a roll call vote.

There being no other business to come before the Board, on a motion by Ms. McKenzie and seconded by Mr. Clasen, the meeting adjourned at 4:25 p.m.

These Minutes were approved by the Board of Directors at a duly warned meeting January 28, 2021.