



# Vermont Bond Bank

## **BOARD MEETING**

November 30, 2021 – 9:30 am

In-person at 100 Bank Street, Suite 401 / Burlington, VT and 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, Elizabeth King, and Michael Gaughan

**Guests:** Jim Foley – Lynch & Foley; Mark Foley

The meeting was called to order by Mr. Kimel at 9:31 a.m.

### Administrative

Mr. Kimel asked if there were any changes or additions to the agenda.

### Approve Prior Meeting Minutes

Mr. Kimel asked for any comments on the prior meeting minutes. Ms. Winters indicated that she would abstain from the vote given that she did not attend the meeting.

*Motion: Mr. Coates moved and Mr. Baker seconded, the motion to approve the meeting minutes of the October 25, 2021 meeting as amended. The minutes were approved unanimously following a roll call vote with abstentions noted.*

### Executive Director's Update

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

### 2021 Review of Dashboard Indicators

Mr. Gaughan discussed dashboard indicators as well as performance and concerns related to school construction finance and the general operating reserve fund's underperformance versus inflation.

### 2021-2022 Staff Goal Setting

At the request of Ms. Winters, Mr. Gaughan used the outcome of the staff offsite to frame goals for the coming year. Many of the goals were oriented around ensuring that dollars from federal programs will find a home in the state through incorporation into the Bond Bank's existing programs or new complementary programs in collaboration with other public bodies.

The board noted their intent to avoid competition with the private banking sector in the establishment of new programs.

### Election of Officers

Mr. Kimel asked for nominations for the positions of Chair, Treasurer, and Secretary.

*Motion: Mr. Coates moved and Mr. Baker seconded, the following slate of officers: Debbie Winters, Chair; Mary Alice McKenzie, Treasurer; and Michael Gaughan, Secretary. Mr. Kimel 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 and Mr. Foley affirmed it was correctly described.

*Motion: Ms. Winters moved and Ms. McKenzie 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, 2021. The Board of Directors considered all prior acts of the Bond Bank taken during calendar year 2021 and reaffirmed all such actions and endeavors undertaken. The motion was approved unanimously following a roll call vote.*

### Presentation & Consideration of the 2022 Budget

Mr. Gaughan provided an overview of key considerations in the 2022 budget and proposed expenses as well as revenue assumptions. He noted that he discussed the proposed budget with VEBFA's Finance Committee.

Mr. Gaughan noted that budget included noncash expense lines for the first time given the new office space lease. In addition, he highlighted the impact of lower reinvestment rates on the bottom line and discussed options for increasing revenue to support operations if needed.

*Motion: Ms. McKenzie moved and Ms. Winters seconded, a motion to adopt the budget as presented. The motion was approved unanimously following a roll call vote.*

## Auditor Engagement Letter

Mr. Gaughan discussed the desire to engage the auditor earlier than normal given the new lease accounting rules from GASB.

*Motion: Ms. Winters moved and Mr. Coates seconded, a motion authoring the Treasurer to enter into a contract with Mudgett, Jennett & Korgh-Wisner, P.C. at the same terms and conditions as the FY 2020 audit. The board approved unanimously following a roll call vote.*

## Standing Hold for Executive Session

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

At 11:02 a.m., the Board went into Executive Session. Guests remained at the board's invitation.

At 11:02 a.m., Ms. Lucht, Ms. King, Mr. Foley, and Mr. Foley left the meeting.

At 11:15 a.m., Mr. Gaughan left the meeting.

At 11:34 p.m., the Board came out of Executive Session.

*Motion: Ms. McKenzie moved and Mr. Coates seconded, a motion to increase the Bond Bank's contribution to the Executive Director's salary by 4.25 percent. The motion was approved unanimously following a roll call vote.*

*Motion: Mr. Baker moved and Mr. Coates seconded a motion to amend the adopted FY 2022 budget to reflect the adopted salary of the Executive Director. The motion was approved unanimously following a roll call vote.*

There being no other business to come before the Board, on a motion by Mr. Kimel and seconded by Mr. Baker, the meeting adjourned at 11:37 a.m.

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These Minutes were approved by the Board of Directors at a duly warned meeting January 27, 2022.