



# Vermont Bond Bank

## BOARD MEETING

November 29, 2022 – 9:00 am

In-person at 100 Bank Street, Suite 401 / Burlington, VT and via Zoom\*

## MEETING MINUTES

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

**Board Members Absent:** None

**Staff Participating:** Elizabeth King, Ken Linge, and Michael Gaughan

**Guests:** Jim Foley – Lynch & Foley

The meeting was called to order by Ms. Winters at 9:03 a.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 while noting the need for a clarification on prior minutes.

*Motion: Mr. Coates moved and Ms. McKenzie seconded, the motion to approve the meeting minutes of the September 19, 2022 meeting as amended. The minutes were approved unanimously.*

### Omnicap Contract Extension

Mr. Gaughan described the terms of the extension under the original RFP response.

*Motion: Ms. McKenzie moved and Mr. Coates seconded, a motion to allowing the Executive Director the authority to engage Omnicap for an additional two years. The motion was approved unanimously.*

### Executive Director's Update

Mr. Gaughan provided an update on recent events and projects at the Bond Bank including potential roles for the Bond Bank in recent approved school bonds.

### SRF Loan Approvals

Mr. Gaughan and Mr. Linge discussed the credit summaries for the proposed state revolving loan fund ("SRF") loans.

*Motion: Ms. McKenzie moved and Ms. Winters seconded, a motion to approve the below SRF loans. The minutes were approved unanimously.*

<b>Borrower</b>	<b>Loan #</b>	<b>Loan Amount</b>	<b>Conditions / Notes</b>
City of Burlington	RF1-248-3.1	\$1,852,099	Loan amendment of \$188,297
City of Burlington	RF1-312-1.0	626,391	
City of St. Albans	RF3-411-3.0	<u>3,030,123</u>	
		\$5,508,613	

### 2022 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. The board asked for the retail sales goal to be revised downward to match recent experiences more closely.

### 2022-2023 Staff Goal Setting

Mr. Gaughan described the review of 2021-2022 goals and goals for 2022-2023. He noted that these were used to inform the budget setting process.

### Election of Officers

Ms. Winters stepped down as Chair. Mr. Coates asked for nominations for the positions of Chair, Treasurer, and Secretary.

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

### Presentation & Consideration of the 2023 Budget

Mr. Gaughan provided an overview of key considerations in the 2023 budget and proposed expenses as well as revenue assumptions. He noted that the budget was not yet discussed with the VEHBFA Finance Committee due to scheduling issues; however, the MOA provides transparency and agreement on cost allocation.

The board stated that they would consider passing the budget following an Executive Session to discuss personnel matters related to the budget.

#### Ratification of Prior Acts

Mr. Foley described the purpose of the motion.

*Motion: Mr. Coates 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 29, 2022. The Board of Directors considered all prior acts of the Bond Bank taken during calendar year 2022 and reaffirmed all such actions and endeavors undertaken. The motion was approved unanimously following a roll call vote.*

#### Bond Bank Legislative Agenda Adoption

Mr. Gaughan reviewed the purpose of the legislative change to the Bond Bank's statute to further the work through the Public Financing Climate Collaborative. He indicated that any final proposed statutory language changes would be shared with the board prior to sharing with the legislature.

At 11:25 a.m., Mr. Foley left the meeting.

*Motion: Ms. McKenzie moved and Mr. Coates seconded, a motion adopting the proposed legislative agenda to expand the definition of Municipal Bonds as enumerated in the statute pending the review by Mintz Levin. The board approved unanimously following a roll call vote.*

#### Quarterly Reviews

Mr. Gaughan and Ms. King described the purpose of the new Travel and Expense Policy as well as technical changes to the Cyber Security Policy.

*Motion: Mr. Baker moved and Mr. Coates seconded, a motion to adopt the new Travel and Expense Policy and changes to the Cyber Security Policy. The board approved unanimously following a roll call vote.*

Mr. Gaughan then reviewed the Enterprise Risk Management summary and noted budget to actual was conducted during the budget discussion.

#### 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.*

At 11:45 a.m., the Board went into Executive Session. Mr. Gaughan and Mr. Foley remained at the board's invitation.

At 11:55 a.m., Mr. Gaughan left the meeting.

At 12:15 p.m., the Board came out of Executive Session.

*Motion: Mr. Coates moved and Ms. McKenzie seconded, a motion to increase the Bond Bank's contribution to approve the proposed budget after incorporating an increase to the Executive Director's salary by 7.00 percent. The motion was approved unanimously.*

There being no other business to come before the Board, on a motion by Mr. Coates and seconded by Mr. Baker, the meeting adjourned at 12:17 a.m.

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These Minutes were approved by the Board of Directors at a duly warned meeting January 26, 2023.