



BOARD MEETING

February 19th, 2020 – 2:00 p.m.

Courtyard Marriott Burlington Harbor – 25 Cherry Street Burlington, VT

MEETING MINUTES

Board Members Participating & Voting: Ed Ogorzalek, Fritz Burkhardt, Jim Potvin (via phone), Ken Gibbons, Steve Wisloski (via phone), Ken Linsley, Neal Robinson (via phone), Stuart Wepler, Scott Baker (as designee for Treasurer Pearce), Secretary Mike Smith, and Brad Ferland (as designee for Secretary Susanne Young)

Board Members Absent: Bill Bates (as designee for Secretary French) (via phone), Anita Bourgeois

Staff Participating: Michael Gaughan, Ashley Lucht

Guests: Larry Bauer – Norton Rose Fulbright, Jim Foley – Lynch & Foley, Ken Rogers – Standard & Poor's, David Provost – Middlebury College, Jeff McMahan – Dinse, and James Langan – Dinse

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

Election of Officers

Mr. Burkhardt stepped down as chair of the meeting and asked for a nominating slate of officers.

Motion: Mr. Wepler moved and Mr. Gibbons seconded, the motion to reappoint the current slate of officers. All members in attendance approved the motion.

Annual Ratification of Prior Acts

Mr. Gaughan explained the purpose of the Ratification of Prior Acts.

Motion: Mr. Linsley moved and Mr. Ferland seconded the motion that the Board of Directors of the Vermont Educational Financing Agency (“Agency”) met at a duly warned meeting on February 19, 2020. The Board of Directors considered all prior acts of the Agency taken during calendar year 2019 and reaffirmed all such actions and endeavors undertaken. The motion was approved unanimously.

Approve November 12th, 2019 Board Minutes

The Board discussed the prior Board minutes and the addition of Ed Ogorzalek to the attendees of the meeting. Mr. Robinson, Mr. Ferland, and Mr. Wepler indicated they would be abstaining from the vote

Motion: Mr. Gibbons moved and Mr. Baker seconded, the motion to approve the November 12th, 2019 meeting minutes as modified. The minutes were approved unanimously with abstentions noted.

Review of Finance Committee Reports

Mr. Gaughan and Mr. Burkhardt provided an update on the December 13th, 2019 meeting of the Finance Committee.

At 2:10 p.m., Secretary Smith arrived at the meeting.

2020 Budget

Mr. Gaughan provided an overview of the 2020 budget and key objectives.

Motion: Mr. Gibbons moved and Mr. Linsley seconded, the motion to approve the 2020 budget. The motion was approved unanimously.

At 2:20 p.m., Mr. Foley entered the room.

Consider Proposed BPA Amendment

Mr. Gaughan provided an overview of the request for amendment to the BPA.

Motion: Mr. Gibbons moved and Mr. Linsley seconded, the motion to approve the resolution (attached) approving actions required to undertake the bond purchase agreement amendment. The motion was approved unanimously.

At 2:30 p.m., Mr. Provost entered the room to hear the Standard & Poor's presentation on national trends for healthcare and higher education non-profits.

At 2:40 p.m., Mr. McMahan and Mr. Langan entered the room.

Mr. Rogers from Standard & Poor's provided a presentation on the topic above. Members of the board and guests answered discussed the topic.

There being no other business to come before the Board, on a motion by Mr. Linsley and Mr. Wepler seconded a motion to adjourn. The motion passed unanimously.

These Minutes were approved by the Board of Directors at a duly warned meeting on

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RESOLUTION AUTHORIZING THE EXECUTION OF AN AMENDMENT TO BOND
PURCHASE AGREEMENT RELATING TO THE AGENCY'S REVENUE BOND
(NORTHWESTERN MEDICAL CENTER PROJECT) 2016 SERIES A

WHEREAS, Vermont Educational and Health Buildings Financing Agency (the "Agency"), People's United Muni Finance Corp. (the "Purchaser"), and Northwestern Medical Center, Inc. (the "Corporation") entered into a Bond Purchase Agreement, dated as of June 1, 2016 (as the same may be amended, restated or supplemented from time to time, the "Agreement"), pursuant to which the Agency issued \$35,000,000 in principal amount of its Vermont Educational and Health Buildings Financing Agency Revenue Bond (Northwestern Medical Center Project) 2016 Series A (the "Bond"), on behalf of the Corporation; and

WHEREAS, the Agreement obligated the Corporation to comply with certain ongoing financial and operational covenants; and

WHEREAS, the Corporation has advised the Agency that on account of the Corporation's implementation of a new patient records system and a one time impact on operating revenues, it has requested that the Purchaser and the Agency agree to certain modifications to one of the Corporation's financial covenants in the Agreement; and

WHEREAS, the Board of the Agency has received additional information from the Corporation explaining the reasons for the requested amendment and a draft of the proposed modification to the Agreement (the "Agreement Amendment") and has in consultation with its advisors determined to authorize the Agency's execution the Agreement Amendment;

NOW, THEREFORE, THE BOARD OF VERMONT EDUCATIONAL AND HEALTH BUILDINGS FINANCING AGENCY HEREBY RESOLVES, as follows:

Section 1. The form, terms and provisions of the Agreement Amendment are hereby approved in all respects, and the Chairman or the Executive Director of the Agency (each, a "Delegate") is hereby authorized and directed to execute and deliver the Agreement Amendment in substantially the form presented to this meeting together with such changes, modifications and deletions as such Delegate, with the advice of counsel, may deem necessary and appropriate; such execution and delivery to be conclusive evidence of the approval and authorization thereof by the Agency.

Section 2. Each Delegate is authorized and directed (without limitation except as may be expressly set forth herein) to take such action and to execute and deliver any such documents, certificates, undertakings, agreements or other instruments as he or she, with the advice of counsel, may deem necessary or appropriate to effect the transactions contemplated by the Agreement Amendment, and all prior actions undertaken by the Agency, including by such officers, in connection with the Agreement Amendment are hereby ratified, approved and confirmed

Section 3. This Resolution shall take effect immediately upon its adoption.