



BOARD MEETING

June 24th, 2019 – 9:00 a.m.

Delta Hotels by Marriott Burlington – South Burlington, VT

MEETING MINUTES

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

Board Members Absent: Ken Gibbons, Anita Bourgeois, Secretary French or designee, and Secretary Gobeille or designee

Staff Participating: Michael Gaughan

Guests: James Foley, Jr. - Lynch & Foley (via phone), Alberto Citarella – Middlebury College, David Provost – Middlebury College, Derek Hammel – Middlebury College, Matt Hughey - Norton Rose Fulbright (via phone), and Joe DaBreao - PFM (via phone)

The meeting was called to order by Mr. Potvin at 9:00 a.m.

Appoint Board Members

Mr. Gaughan described that the terms for the two board elected members ended in January and they would need to be reappointed.

Motion: Mr. Linsley moved and Mr. Burkhardt seconded the motion to appoint Stuart Wepler and Neal Robinson to the Board of Directors. All gubernatorially appointed members in attendance approved the motion.

Consideration of Financing Application from Middlebury College

Mr. Provost from Middlebury College provided a presentation that served as an update on the financial status and strategy of the College while indicating the additional refinancings that the College will consider over the next several years. Mr. Burkhardt asked follow-up questions on the contents of the presentation.

Mr. DaBreo from PFM then provided an overview of the transaction and their written analysis. Mr. DaBreo stated PFM's positive recommendation to the Board for the transaction.

Mr. Gaughan disclosed that he had used vacation time to teach a winter term class during January at the College on a part-time basis and had received a related stipend. Mr. Burkhardt disclosed that he had made donations to the College.

Mr. Hughey from Norton Rose Fulbright then described the TEFRA notice, the authorizing Resolution and resolution approving certification to the Governor. Prior to the vote, Mr. Robinson noted that he would recusing himself.

Motion: Mr. Wisloski moved and Mr. Linsley seconded a motion to adopt the resolutions approving the Middlebury College refinancing and recommend the transaction to the Governor for approval. The motion was approved unanimously with recusals as noted.

Representatives from Middlebury College, Norton Rose Fulbright, and PFM left the meeting following the vote at 9:42 a.m.

Annual Meeting

Prior to beginning the annual meeting, Mr. Potvin noted that he would remove himself from consideration for nomination to chair of the Agency. The other members thanked him for his hard work as chair over many years.

Mr. Potvin presided over the call for nominations after a discussion of a the slate of officers.

Motion: Mr. Baker moved and Mr. Wisloski seconded a motion to nominate Fritz Burkhardt as Chair, Ken Linsley as Vice Chair, Ed Ogorzalek as Treasurer, and the Executive Director as Secretary. The nominations were approved unanimously.

Mr. Potvin remained as the chair of the meeting.

Ratification of Prior Acts

Mr. Gaughan described the practice of the Ratification of Prior Acts.

Motion: Mr. Wepler moved and Mr. Linsley seconded the motion that the Board of Directors of the Vermont Educational and Health Buildings Financing Agency (“Agency”) met at a duly warned meeting on June 24, 2019. The Board of Directors considered all prior acts of the Agency taken during calendar year 2018 and reaffirmed all such actions and endeavors undertaken. The motion was approved unanimously.

Mr. Foley left the meeting at approximately 10:00 a.m.

Approve November 5th, 2018 Board Minutes

The Board discussed the prior Board minutes and the addition of Ed Ogorzalek to the attendees of the meeting.

Motion: Mr. Wepler moved and Mr. Linsley seconded the motion to approve the November 5th, 2018 meeting minutes as modified. The minutes were approved unanimously.

Review of Fiscal Committee Reports

Mr. Gaughan provided an update on the January 25, 2019 and April 30th, 2019 meetings of the Finance Committee.

2019 Budget

Mr. Gaughan provided an overview of the 2019 budget and key objectives. Mr. Burkhardt noted that the expenses did not account for financial advisor fees and should be incorporated alongside related revenue.

Motion: Mr. Wisloski moved and Mr. Burkhardt seconded a motion to go into executive session to discuss personnel matters as permitted by law. The motion was approved unanimously.

At 10: 21 a.m., the Board went into executive session. Mr. Gaughan left the meeting.

At 10:52 a.m., the Board came out of executive session and Mr. Gaughan rejoined the meeting.

Motion: Mr. Burkhardt moved and Mr. Wisloski seconded a motion for VEHBFA to apply a 3.50% increase to the VEHBFA contribution to the Executive Director’s salary shown in the 2019 budget retroactive to January 2019. The motion was approved unanimously.

Motion: Mr. Linsley moved and Mr. Burkhardt seconded the motion to approve the 2019 budget subject to the inclusion of financial advisor fees and the change to the Executive Director's salary. The motion was approved unanimously.

Members of the board then requested that the Executive Director undertake a review of the cost allocation between the Bond Bank and VEBFA and report back at the next meeting. A discussion followed of possible forms of agreement between the agencies.

Consider Contract for Web Design Service

Mr. Gaughan provided an overview of discussions with New Breed and the needs of the current website.

Motion: Mr. Burkhardt moved and Mr. Ferland seconded the motion to approve the contract for web design services. The motion was approved unanimously.

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

These Minutes were approved by the Board of Directors at a duly warned meeting on - November 13, 2019.