



# Vermont Bond Bank

## BOARD MEETING

September 26, 2024 – 9:00 a.m.  
In-person and via Zoom

## DRAFT MEETING MINUTES

[Recording Link](#)

**Board Members Participating & Voting:** Debbie Winters, Mary Alice McKenzie, John McSoley, and Mark Foley

**Board Members Absent:** Treasurer Mike Pieciak

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

**Guests:** Meghan Burke - Mintz Levin

The meeting was called to order by Ms. Winters at 9:05 a.m.

### Administrative

Ms. Winters asked if there were any changes or additions to the agenda. She noted that the review of programs and banking relationships would be moved up in the agenda to after the review of meeting minutes.

### Approve Prior Meeting Minutes

Ms. Winters asked if there were any change requested to the prior minutes and if there was a motion to approve.

*Motion: Ms. McKenzie moved and Mr. McSoley seconded, the motion to approve the meeting minutes of the June 27, 2024 board meeting. The minutes were approved unanimously.*

### Program & Banking Relationship Review

Mr. Gaughan provided a review of the current and soon to be created funds of the Bond Bank. He described the activities and banking relationships associated with each fund.

### RESP Authorization & Approval

Mr. Gaughan reviewed the history of the USDA Rural Energy Savings Program loan from commitment to the present. He then reviewed the proposed security structure for the supporting standby letter of credit from JP Morgan Chase noting that the intent of the structure created with assistance from Mintz was to protect other activities of the Bond Bank.

Ms. Burke further clarified the structure and answered questions of the board focused on the structure and requirements of the related program for borrowers.

*Motion: Mr. Foley moved and Ms. McKenzie seconded, a motion to approve the attached authorizing resolution and the related documents. The motion was approved unanimously.*

Memorandum of Agreement with Agency of Administration

Mr. Gaughan described the proposed Memorandum of Agreement with the Agency of Administration to facilitate flood relief lending for communities with access to residences. He reviewed the terms and intent noting that the auditors reviewed the structure and indicated it would be classified as a restricted balance.

*Motion: Mr. McSoley moved and Mr. Foley seconded, a motion to approve the memorandum of agreement and authorize the Executive Director to sign the agreement. The motion was approved unanimously.*

Executive Director's Update

Mr. Gaughan provided updates to the board on the on-going work of the Bond Bank. He noted that the portfolio medians were published and they displayed financial strength for governmental activities but diminishing liquidity for water and sewer systems.

He indicated an October board meeting would be needed for loan approvals and a technical assistance contract associated with the Small System Capacity & Resiliency Program.

At 10:00 am, Mr. Foley left the meeting.

Consent Agenda

Mr. Gaughan asked for questions on the consent agenda that included the following items:

- Approval of Sheehey, Furlong, and Behm as well as Lynn, Lynn, Blackman & Toohey, P.C. as authorized local bond counsel firms;
- Engagement of MSK Engineers as part of implementation of the Small System Capacity & Resiliency Program; and,
- Approval of the below state revolving loan fund loans.

<b>Borrower</b>	<b>Loan #</b>	<b>Loan Amount</b>
Champlain Water District	RF1-485-3.0	\$5,500,000
Vergennes	RF1-294-1.1	395,780
Vergennes	RF1-368-2.0	29,750
Vergennes	RF1-255-2.0	846,789
Shelburne Town	RF1-264-2.0	1,670,200
		<hr/>
		\$8,442,519

*Motion: Ms. McKenzie moved and Mr. McSoley seconded, a motion to approve the consent agenda. The motion was approved unanimously.*

Small System Capacity & Resiliency Program Tier I Loans

Mr. Linge described the process and intent of the Small System Capacity & Resiliency Loans to accelerate and finance flood recovery efforts. He noted the challenges faced by the communities and the repayment sources of FEMA or borrower funds.

*Motion: Ms. McKenzie moved and Mr. McSoley seconded, a motion to approve the following loans*

*and amounts to be funded by the Small System Capacity & Resiliency Program. The motion was approved unanimously.*

<b>Borrower</b>	<b>Loan #</b>	<b>Loan Amount</b>
Barre City	TBD	\$540,000
Hardwick Town	TBD	1,700,000
Johnson Village	TBD	1,672,187
		<hr/>
		\$3,912,187

Executive Session

*Motion: Mr. McSoley moved and Ms. McKenzie seconded, a motion to go into executive session to discuss employment matters that would place the board at a substantial disadvantage if public. The motion was approved unanimously.*

At 10:20 a.m., the Board went into Executive Session. Mr. Gaughan remained at the board's invitation and others left the meeting.

At 10:40 p.m., the Board came out of Executive Session.

*Motion: Mr. McSoley moved and Ms. McKenzie seconded, a motion to give Executive Director discretion to change position advertised job position to a Senior Financial Analyst and to increase compensation alongside responsibilities. The motion was approved unanimously.*

*There being no other business to come before the Board, on a motion by Mr. Foley and seconded by Ms. McKenzie, the meeting adjourned at 10:43 am ET.*

---

These Minutes were approved by the Board of Directors at a duly warned meeting \_\_\_\_\_.

Board Resolutions  
September 26, 2024

Resolved, that the Board of Directors of the Vermont Bond Bank hereby:

Approves the Loan Contract (the “RESP Loan”) by and between the Vermont Bond Bank (the “Bond Bank”), as borrower, and the United States of America, as lender, including Schedule 1 thereto and the Note (the “Note”) made by the Bond Bank to the United States, providing for a loan of up to \$40,000,000 to fund energy efficiency projects, each such document substantially in the form presented at this meeting with such changes as may deemed necessary or desirable by the Executive Director or the Chair, acting singly (an “Authorized Officer”), the definitive form of such RESP Loan and the Note to be evidenced conclusively by execution thereof by an Authorized Officer;

Approves and adopts the Energy Efficiency Program Resolution authorizing the issuance of bonds and notes of the Bond Bank in connection with energy efficiency loans to Municipalities (as defined in the Bond Bank enabling act), including without limitation, in connection with the RESP Loan, the form of Program Resolution substantially in the form presented at this meeting with such changes as may deemed necessary or desirable by an Authorized Officer, the definitive form of such Program Resolution to be evidenced conclusively by delivery of a copy thereof certified by an Authorized Officer;

Approves the Reimbursement Agreement and Fee Letter, each by and between the Bond Bank and (the “Bank”) and related to a Letter of Credit issued by the Bank to the United States of America in a principal amount not to exceed \$20,000,000 to secure a portion of the RESP Loan, the Reimbursement Agreement in substantially the form presented at this meeting and the Fee Letter in a form consistent with the Term Sheet presented at this meetings, the definitive forms of such Reimbursement Agreement and Fee Letter to be evidenced conclusively by execution thereof by an Authorized Officer;

Approves and adopts the Series Resolution authorizing the issuance of an Energy Efficiency Program Bond in the amount of up to \$20,000,000 to secure the Letter of Credit, such Series Resolution substantially in the form presented at this meeting with such changes as may deemed necessary or desirable by an Authorized Officer, the definitive form of such Series Resolution to be evidenced conclusively by execution thereof by an Authorized Officer; and

Authorized each Authorized Office to take any and all actions necessary or desirable to effectuate the matters set forth above.

**APPROVAL OF THE RESOLUTIONS OF  
THE VERMONT BOND BANK  
PROVIDING FOR THE ISSUANCE OF A BOND TO SECURE  
AN INTEREST-FREE FEDERAL LOAN**

We, the Governor and the State Treasurer, respectively, of the State of Vermont, DO HEREBY APPROVE, pursuant to the provisions of Section 4646 of the Vermont Municipal Bond Bank Law, being Public Act No. 216 of the Laws of Vermont enacted by the General Assembly of the State of Vermont at the 1969 Adjourned Session, as amended (the "Act"), the resolutions adopted by the Board of Directors of the Vermont Bond Bank authorizing the adoption of the Energy Efficiency Program Resolution and the issuance of up to \$20,000,000 in aggregate principal amount of Energy Efficiency Program Bonds, Series 2024 Series 1 Bonds to secure a zero interest loan from the United States of America, acting by and through the Administrator of the Rural Utilities Service, which loan will be used to make loans to low cost loans to Municipalities (as defined in the Act) in the State of Vermont to fund energy efficiency projects and authorizing the Executive Director and the Chair to take any and all action necessary or desirable to accomplish such financings.

In WITNESS WHEREOF, we have hereunto set our hands as of the  
\_\_\_ day of \_\_\_\_\_, 2024

---

Governor, State of Vermont

---

Vermont State Treasurer