

Village of Ludlow Electric Light Department

Board of Commissioners Meeting Notice

April 25, 2024

4:30 P.M. Ludlow Town Hall, Howard Barton Jr. Conference Room

AGENDA

1. Call to Order
2. Consideration of any changes, additions, or removal, to the agenda
3. Approval of minutes of Previous meetings
 - a. March 28th, 2024 -regular meeting
 - b. April 5, 2024- special meeting
4. Comments from Ratepayers
5. Forman's Report
6. Manager's report
7. Current Financials Report
8. Discussion and consideration regarding conducting an 'Internal Financial Audit'.
9. Other Business
10. Possible items for next meeting: (May 23, 2024)
11. Executive session (personnel, and IBEW300 Union Discussion)
12. Adjournment

VILLAGE OF LUDLOW ELECTRIC LIGHT DEPARTMENT
COMMISSIONERS MEETING MINUTES
THURSDAY, APRIL 25, 2024
4:30 P.M. LUDLOW TOWN HALL, HOWARD BARTON, JR. CONFERENCE ROOM

PRESENT COMMISSIONERS:

Chairperson: Shannon Barton Stark
Vice Chair: Gary Pollender
Clerk: Robert Brandt

OTHER MEMBERS PRESENT:

Department Manager: Thomas Petraska
Director of Operations: Brian Benoit
Accountant: Michael Gadway
Legal Attorney: Matthew Bloomer

OTHERS PRESENT:

Jean Strong
Jay Jurkoic
Ryan Wardell
Kaelob Smith
Gabe Miller
Brett Sanderson

1 **CALL TO ORDER:**

2 Chairperson Shannon Barton Stark called the meeting to order at 4:30 P.M.

3 **CONSIDERATION OF ANY ADDITIONS, DELETIONS AND CHANGES TO THE AGENDA:**

4 **MOTION was made by Shannon Barton Stark to amend the agenda and the minutes of January 31'**
5 **2024. The Motion was seconded by Gary Pollender. No discussion.**

6 **Roll Call Vote:**

7 **Voting in Favor: Shannon Barton Stark, Gary Pollender, Robert Brandt**

8 **Voting Against: None**

9

10 **APPROVE THE MINUTES OF THE PREVIOUS BOARD OF COMMISSIONERS MONTHLY MEETINGS:**

11 1. January 31, 2024 (regular meeting).

12 2. March 28, 2024 (regular meeting).

13 3. April 5, 2024 (special meeting).

14 Shannon Barton Stark stated approval of the March 28 meeting minutes, the motion was made by Tom,
15 who is not a board member, so we did not approve the minutes. We have to do those today.

16 Tom Petraska stated he didn't recall that.

17

18 Shannon Barton Stark stated it was in the minutes.

19

20 Michael Gadway said you were starting the meeting because they were new on the board at that time.

21

22 Shannon Barton Stark stated but we weren't appointed yet and I looked it up on the rules, so we're going
23 to have to approve all three minutes.

24

25 **A MOTION was made by Shannon Barton Stark to approve the minutes of January 21, 2024, Motion**
26 **was seconded by Robert Brandt. No discussion.**

27

28 **Roll Call Vote:**

29 **Voting in Favor: Shannon Barton Stark, Gary Pollender, Robert Brandt**

30 **Voting Against: None**

31

32 **The MOTION was approved (3-0)**

1 **A MOTION was made by Shannon Barton Stark to approve the minutes of March 28, 2024. Motion was**
2 **seconded by Gary Pollender. No discussion.**
3
4 **Roll Call Vote:**
5 **Voting in Favor: Shannon Barton Stark, Gary Pollender, Robert Brandt**
6 **Voting Against: None**
7
8 **The MOTION was approved (3-0)**
9
10 **A MOTION was made by Shannon Barton Stark to approve the minutes of April 5, 2024. Motion was**
11 **seconded by Gary Pollender.**
12
13 **DISCUSSION:**
14 Shannon Barton Stark noted the minutes for the April 5, 2024, meeting just came out today and the only
15 problem I have with that is that it's supposed to be 5 calendar days after a meeting that the minutes
16 should be posted.
17
18 Michael Gadway stated they were posted yesterday.
19
20 Shannon Barton Stark stated I didn't see them until today, but either way, maybe work harder on making
21 sure those are up.
22
23 **Roll Call Vote:**
24 **Voting in Favor: Shannon Barton Stark, Gary Pollender, Robert Brandt**
25 **Voting Against: None**
26
27 **The MOTION was approved (3-0)**
28
29 **COMMENTS FROM RATEPAYERS:**
30 Jean Strong asked regarding the meeting on January 31, where it was talking about the upgrade to the
31 GIS system and it says that "we've been working hard on it" and "that it would probably be up and
32 running by the end of August", so is that on schedule.
33
34 Tom Petraska stated it is.
35
36 Jean Strong said it would be up and running by the end of March, so that was the last month.
37
38 Michael Gadway stated that was not the GIS system.
39
40 Jean Strong said the MISC.
41
42 Michael Gadway stated that was the Material Inventory Purchase Order and Request System. That one is
43 going to be going live on May 1. Everything is really done and in the system. We picked the first of the
44 month to go live, so that one is fully functional.
45
46 Jean Strong asked where do we stand with the solar project. That was supposed to be completed in a
47 couple of weeks and this was in January.
48
49 Tom Petraska said we do now have a purchase power agreement as of this week with VPPSA, the solar
50 people and the light department so they can file for their CPG with PUC.
51
52 Jean Strong asked how much did it cost and what was the agreement.
53
54 Tom Petraska stated we still have to put the line in from the solar field to our line. We're going to buy the
55 power from the solar field at 0.1259 cents.
56
57 Jean Strong said that's part of the agreement, but has the board seen the agreement.
58
59 Tom Petraska stated he didn't think they have.

1 Jean Strong asked when might they see it.

2

3 Tom Petraska stated when it's finalized, I will present it to them.

4

5 **DIRECTOR OF OPERATIONS' REPORT**

6 The Director of Operation's report was given by Brian Benoit. He updated the Commissioners which
7 included, but was not limited to:

8

9

April 2024

10

11 Meter Reading: Meter reading should be completed tomorrow.

12

13 Substation Maintenance: We just did monthly checks.

14 Underground Locates: We had 10 underground locates this month.

15

16 Services: Multiple service upgrades.

17

18 Line Construction: The old Proctorsville recloser was pulled down and we will be
19 starting to move the capacitor bank shortly.

20

21 Safety Meeting: Safety last month was capacitors.

22

23 Vehicle Maintenance: We had one last truck to get inspected. That was last week.

24

25 **Board Comments on Director of Operation's Report**

26 No comments.

27

28 **DEPARTMENT MANAGER'S REPORT**

29 Manager's report was given by Tom Petraska. He updated the Commissioners which included, but was not
30 limited to:

31

32

APRIL 2024

33 This month, the department has been working hard negotiating with the union on the collective
34 bargaining agreement. Hopefully in the next few sessions, we can get closer to a final contract.

35

36 We spent a lot of time this last month working on our two new NISC platforms; the GIS (Geographic
37 Information System), and material inventory requisition programs. The light department has a purchase
38 power agreement with VPPSA and the MHG solar people, so they will be filling for their CPG and PUC.

39

40 Our FEMA applications have taken a small setback in that we have been assigned a new project manager,
41 so we're starting all over with the whole application process, both us and the town too.

42

43 We did receive our final audit from our auditors this week. I sent you all a copy of that, so now we can
44 start working on our annual report for the public.

45

46 Our AMI project is fully executed, and we can start the ordering process of the meters and we plan to go
47 live in mid-year 2025.

48

49 Recently, we're seeing a lot of DigSafe mark out requests, so it's likely going to be a busy construction
50 season this summer. We have orders for multiple line extensions.

51

52 Once again, in power costs, we are seeing an increase of 3% year-to-date.

53

54 **Board Comments on Manager's Report:**

55 Gary Pollender asked, on the union, why do we have a meeting every two weeks. It's a waste of money
56 to pay a lawyer every two weeks to come down here. We're not getting anywhere, it doesn't seem.

57

58 Tom Petraska stated there are some legal things that need to be in the contract.

1 Gary Pollender stated he understands that, but I don't think we need to meet every two weeks. He asked
2 how much are we paying the lawyer to sit down here.
3
4 Tom Petraska stated \$200 per hour.
5
6 Gary Pollender stated exactly, I don't really think we need to have the lawyer sitting at our monthly
7 meetings either at \$200 an hour plus travel time. For what is what I'd like to know. Why is he here.
8
9 Tom Petraska stated basically it's for the protection of the department.
10
11 Gary Pollender stated to an extent, but there is a lot of money being spent for lawyer fees for nothing.
12
13 Tom Petraska stated it's up to you folks. If you don't want a lawyer here, tell us. I've never seen a
14 collective bargaining agreement done without a legal person.
15
16 Gary Pollender stated he understands that you have to have that, but I don't think we need the lawyer at
17 our monthly meeting every month, to pay for his travel time and to sit here.
18
19 Tom Petraska stated if we have an executive session to discuss the legal part of the contract, I can't do it.
20 I'm not a lawyer.
21
22 Gary Pollender stated he knows that and was just curious.
23
24 Shannon Barton Stark stated we do on demand, when we need him, not every meeting.
25
26 Matt Bloomer stated he could join in by phone as well, if that's helpful, or again, if you don't need
27 updates every meeting, or if you just want high-level. Obviously, these guys are in the room so they can
28 relay that, but if you have specific questions about the proposals or those sort of things, I can be
29 available by phone which would save the time of travel plus sitting here for some of the things that
30 aren't related, although some of them are helpful to hear some of the conversations because they do
31 factor in a little bit to just understanding the operations and what folks are interested in bargaining. I
32 don't think it's necessary that I'm here for rate payer comments and those things.
33
34 Brett Sanderson stated he has done multiple contracts for the town for the police department and
35 highway department, and we've never had an attorney sit in on any of them. It's usually the town
36 manager, a couple of board members of the town, a couple of board members from the village. We
37 negotiate the contract. Legal counsel might be there at the very end of that, but we've never had legal
38 counsel sit through union contract. I've actually asked the union rep the other day if they've ever had
39 attorney's and he said that out of all the union contracts, he's never had an attorney sit through a union
40 contract unless the company actually has an attorney that is employed by themselves. So, it's a waste of
41 expense.
42
43 Matt Bloomer stated you all have Jeffrey, who is an expert in collective bargaining. You guys are doing it
44 yourselves, and so that's the same idea. The managers don't have any experience with administering a
45 collective bargaining agreement because it's brand new. Once they have lived with it for several years,
46 then yes, I think they would be able to understand what agreeing to certain things will mean, but for this
47 first contract, yes, it's an expense, but I think management would be at the severe disadvantage to be
48 negotiating with Jeffery, who does it all the time, without having anybody who's done it before. There
49 could be ways to limit that expense, but IBEW is paying Jeffery, I don't know what he makes per year, but
50 there is a representative that your dues are going towards as well. I think the idea is to have two people
51 that are pretty knowledgeable about the systems to provide representation to both sides. Jeffery did tell
52 me that Hardwick used an attorney, and again in other circumstances, maybe they don't, where Green
53 Mountain Power has corporate counsel, so I'm sure that the person who does it for the big companies.
54 But that is a discussion that we all can have. The union seems to have a bias towards creating an
55 advantage for themselves, but there may be reasons why I don't need to be there all the time. I can
56 advise from afar.
57
58 Robert Brandt stated he doesn't see where it's a waste of money to have a lawyer doing the bargaining
59 agreement that we don't have. We've never had one and I couldn't sit down and bargain with the union.
60 I have no idea how that works, and I don't know if there's anybody here that does. I think the lawyer is

1 well-spent to negotiate. When we have a contract, then he doesn't need to be there all of the time. I like
2 to hear his take when we have executive session, but that's me.
3
4 Shannon Barton Stark stated I sat in on part of one of the union negotiation meetings and it is confusing,
5 and I did feel that you (Matt) walked me through, so I was understanding what they were talking about.

6 **CURRENT FINANCIALS REPORT:**
7 Shannon Barton Stark asked could I get a budget description with line items and a current balance sheet,
8 is that something you guys can provide for me.
9
10 Michael Gadway asked if she wanted a budget description.
11 Shannon Barton Stark stated yes, the line items, the budget description, a current balance sheet.
12 Michael Gadway stated I can't give you March yet, because we haven't finished March yet.
13 Shannon Barton Stark asked if that was something you can do.
14 Michael Gadway stated we do a balance sheet every month. The other one you asked for, line-item
15 description of what.
16 Shannon Barton Stark stated the budget.
17 Michael Gadway stated the description is in there.
18 Shannon Barton Stark stated it's in there, but I'd like to actually have the description of what each thing
19 is.
20 Michael Gadway stated these line-items are regulated by the Federal Energy Regulatory Commission.
21 This is their accounting system that we use. I can send you a PDF of that. It has a very detailed
22 description of what every one of these line-items is. It's about 400 pages long.
23 Shannon Barton Stark stated I will stop by and take a look at it and that I would also like to know what
24 the cash reserve is, not including the stocks. I would also like a list of the Vaalco stocks and payroll
25 reports, if you can get those together.
26 Michael Gadway stated the Vaalco stocks would be easy.
27 Shannon Barton Stark asked if it was all on this audit.
28 Michael Gadway stated yes.
29 Shannon Barton Stark stated I would also like a 36E, 90 day plus outstanding accounts receivable report.
30 I'd like to get that monthly if we could.
31 Michael Gadway asked do you want it in a summary level or individual customer level or by account
32 type, whether it's commercial, residential.
33 Shannon Barton Stark stated that was a good question. Maybe I'll come down to the office and we can
34 take a look at all those things.
35 Michael Gadway stated he has all that.
36 Shannon Barton Stark stated I would like a review of the weekly process of paying all invoices. We should
37 be signing off on those. I think as a board we should be signing once a week. It only takes two of us per
38 week. As all boards do, we should be signing off and seeing what's being spent. If it's \$30 for an oil filter,
39 easy. But if it's \$200,00 to VSPPA, it's a lot of money being paid that I feel we should be reviewing as the
40 board. We just purchased a new backhoe, correct.
41 Tom Petraska stated over a year ago.
42 Shannon Barton Stark asked what did it cost.
43 Tom Petraska stated \$110,000 after the trade in.
44 Shannon Barton Stark asked what did we get on the trade in.
45 Tom Petraska stated I don't know, Brett probably knows more about that than I do.
46 Brett Sanderson stated you sold it, you just got a check for. What did you get a check for.
47 Michael Gadway stated they reduced our invoice.

1 Brett Sanderson stated I thought you guys sold it.

2 Tom Petraska stated I'm going to say \$35,000.

3 Michael Gadway stated it was \$145,000 brand new for the loader and they took off \$35,000 for the old
4 one.

5 Shannon Barton Stark asked and so we financed that.

6 Tom Petraska stated yes.

7 Shannon Barton Stark asked do we know what the interest rate is.

8 Tom Petraska stated it was all said in the last meeting, that we financed it for an x number of years at 8%

9 Shannon Barton Stark asked did you shop around.

10 Tom Petraska stated Brett bought it.

11 Brett Sanderson stated he didn't do the financing.

12 Tom Petraska asked if Brett shopped around.

13 Brett Sanderson stated no, she wants to know as far as the interest rate alone.

14 Tom Petraska stated we went to our local bank that we deal with.

15 Shannon Barton Stark asked did we get a municipal discount on that.

16 Tom Petraska stated we got the best rate we could as a municipality.

17 Shannon Barton Stark said 8% was the best rate we could get.

18 Tom Petraska stated yes.

19 Shannon Barton Stark stated well, I found other information. CAT provides 5.2%.

20 Tom Petraska stated that's a lease.

21 Shannon Barton Stark stated there is a program through the State of Vermont, an equipment program,
22 loan program for loans to a single municipality. The interest rate is 2%. I printed out an application for
23 you. It's very easy; it's a one-page application. I think it would be important to look up this program,
24 municipal equipment loan fund, through the state and I think we should see if we can go back to the
25 bank. How long ago did we finance this.

26 Tom Petraska stated two weeks ago.

27 Shannon Barton Stark stated a lot of times there will be maybe like a 30-day window to be able to go
28 back and refinance or if we can get this through the state at 2%. We're financing this how many years.

29 Tom Petraska stated 5 years.

30 Shannon Barton Stark stated 5 years at 8% is in the way of \$20,000. That's something if you can fill that
31 out and find out through the state.

32 Tom Petraska stated I need to find out if I can get out of this loan first.

33 Shannon Barton Stark stated that's what we have to look at.

34 Jay Jurkoic stated these minutes from last month say that you purchased a new CAT backhoe from
35 Milton, Vermont. You just secured financing today through LEAF Commercial Capital.

36 Tom Petraska stated that's a sub of M&T Bank.

37 Jay Jurkoic stated you just said a minute ago that you had financed it a year ago.

38 Tom Petraska stated we purchased it a year ago.

39 Jay Jurkoic said you purchased it a year ago, but you secured financing just last month.

40 Tom Petraska stated two weeks ago.

41 Jay Jurkoic said some loan agreements, there's like a 30-day or 45-day you can get out of it. The attorney
42 is here and he can probably tell us about it, right.

1 Matt Bloom stated that's not necessarily my area of expertise. I won't look at it unless someone tells me
2 they want the time spent.

3 Shannon Barton Stark stated as far as purchasing this, because we don't have a budget, legality-wise, the
4 board shouldn't be the ones to vote on that, it should go to a town vote. Just information. I know it's
5 already happened and we're past that, but if we had a budget, the board would be the ones to vote for
6 that. Because we don't, legality-wise, it was supposed to go a town vote.

7 Tom Petraska stated the village vote.

8 **A MOTION was made by Shannon Barton Stark to look into knocking this down, refinancing, possibly**
9 **going through the state. Motion was seconded by Gary Pollender. No discussion.**

10

11 **Roll Call Vote:**

12 **Voting in Favor: Shannon Barton, Gary Pollender, Robert Brandt**

13 **Voting Against: None**

14

15 **The MOTION was approved (3-0)**

16

17 **DISCUSSION AND CONSIDERATION REGARDING CONDUCTING AN INTERNAL FINANCIAL AUDIT:**

18 Shannon Barton Stark stated I know we have an audit done every year and that's what you just sent us
19 over. I am proposing we do a financial audit, a separate company come in. We can start from ground
20 zero, get everything from the last 5 years, see where we're at and start fresh.

21 Gary Pollender asked who does the audit now.

22 Michael Gadway stated KBS.

23 Gary Pollender stated it was all done before by a different company though.

24 Tom Petraska stated it was the same company.

25 Gary Pollender asked how long have they been doing it.

26 Michael Gadway stated they do it for a number of utilities around the state.

27 Shannon Barton Stark stated there's a company that the town used to do it, HR Smith and Company.
28 Brendan seemed to think they did a good job.

29 Tom Petraska stated you kind of have to get somebody that specializes in the utility field. It's not just
30 municipal accounting, it's a whole lot different, a FERC account.

31 Michael Gadway stated we don't do fund accounting like the town does.

32 Tom Petraska stated it's hard to find a firm that is competitive with this one.

33 Shannon Barton Stark stated it's something we can research.

34 **A MOTION was made by Shannon Barton Stark to do a financial audit of the Ludlow Electric Company.**
35 **Motion was seconded by Gary Pollender.**

36

37 **DISCUSSION:**

38 Robert Brandt asked so what's the difference between this and the audit we're getting.

39

40 Shannon Barton Stark stated the audit we're getting every year is through a company, because of these
41 guys, they hand them what they need and do the audit every year. This one is going to look back over
42 the last 5 years. Lawyer, friend, do you have information about the difference in those audits.

43

44 Matthew Bloom stated I'm not necessarily sure what you're proposing. This audit is obviously fresh; it
45 probably just went back one year, versus if you're looking to go back 5, although they might have the
46 historical audits that they could provide as well. I don't know if these audits, I know from my time at the
47 City of Rutland, oftentimes the auditors would provide notes at the end that would say we have
48 identified that this area could use a policy or an internal control. I don't know if that is part of this, but
49 sometimes it will say there is only one person who sees this and signs off on it and somebody could
50 come along, and using that system, you'd be more open to embezzlement or something like that. So they
51 will identify those sort of things for you and then you can choose whether to address them or not. I
52 don't know if this particular audit does that. Michael can speak to that.

1 Michael Gadway stated that we provide policies on everything we do, on all of our transactions. They
2 look at every single invoice that we do over \$1000 and they get copies of every single one of the
3 invoices. They look very thoroughly into everything that we do. They have a lot of knowledge in the
4 accounting for an electric utility. I don't know if they do audits for fund accounting, but they are used by
5 a lot of utilities.

6
7 Tom Petraska stated they also do a management report.

8
9 Robert Brandt asked if that's done every year.

10
11 Tom Petraska stated yes.

12
13 Robert Brandt stated then why are we going back, what are we looking for.

14
15 Shannon Barton Stark stated we're looking at it with a clean slate, starting totally fresh.

16
17 Michael Gadway stated just so you know, that audit is not cheap.

18
19 Shannon Barton Stark stated it's about \$30,000 I think.

20
21 Jean Strong stated I think, and I could be wrong, but several meetings ago, when it was time for the
22 budget to come up, I think the prior board had not approved a budget. In fact, there was not a budget
23 presented to the board for them to approve it. Now, that was for last year, but I suspect that that had
24 happened in previous years, where the board hadn't approved the budget and since the budget, the last
25 one that I saw, which was proposed, it's not really a line-item, at least not a line-item that is clear to a
26 layperson who is not looking at regulations that are put forth. Even though it might be expensive, I would
27 think that for the new board, which is probably going to be a more active board, it will be good for you
28 to see what's happened in the past and ways might help make a decision for future budgets.

29
30 **Roll Call Vote:**

31 **Voting in Favor: Shannon Barton Stark, Gary Pollender**

32 **Voting Against: Robert Brandt**

33
34 **The MOTION was approved (2-1)**

35 **OTHER BUSINESS:**
36 Shannon Barton Stark stated I would like to have, in our book, the agenda attached with the minutes
37 every time and also on the website too if we could make that happen. There are some minutes I'm
38 looking at, but they don't have the agenda attached, so I can't tell what line-item was discussed, or
39 motions.

40
41 **A MOTION was made by Shannon Barton Stark to have the agenda and minutes put in the book and**
42 **the website every month.**

43
44 **DISCUSSION:**

45 Tom Petraska stated we do put the minutes and agenda in the book.

46
47 Shannon Barton Stark stated to have the agenda attached to them.

48
49 Michael Gadway stated on the website that's going to be a little more complicated. I'm not a web
50 manager. If you want to have that type of thing done, then we're going to need to hire somebody to do
51 it. I don't have the bandwidth to keep doing that.

52
53 Shannon Barton Stark asked to add the agenda and the minutes with the same.

54
55 Michael Gadway stated it's not that easy to do. So if you want to do that, you can do that, but we're
56 going to need to hire somebody to do our website.

57
58 Jay Jurkoic stated so you can post the minutes, which is 7-8 pages, but you can't post the one-page
59 warning.

60

1 Michael Gadway stated he can post it but it takes a lot of time. It's not just done quickly and easily.
2
3 Jay Jurkoic stated so you can't post one page of the warning for the meeting.
4
5 Michael Gadway asked and attach it to the agenda.
6
7 Jay Jurkoic said it doesn't have to necessarily be attached, but also being posted.
8
9 Michael Gadway stated so now we have every agenda for two years up there and it has to be linked to
10 the minutes for that meeting.
11
12 Jay Jurkoic stated the book carries the official record all the transactions that happens on these
13 meetings. That said book, once they're approved, that's the official record, and so the warnings, and I
14 believe the selectboard does this, the other commissions and boards do this. The warning for those
15 meetings should be included with those minutes in that book, so when you go through that book, you
16 can see what was warned; when it was warned; was it warned at the proper time for regular meetings,
17 special meetings, emergency meetings.
18
19 Michael Gadway stated I don't disagree with that. What I don't have the time to do is managing the
20 website.
21
22 Jay Jurkoic asked so you manage the website.
23
24 Michael Gadway stated I donate hours to do it.
25
26 Jean Strong said maybe there is someone else on staff that could be trained to do it if they don't know
27 how to do it. I mean, it seems to me there's a lot of staff and that somebody could maintain the website.
28 Once you know how to do it, it's not that hard to do.
29
30 Tom Petraska asked what exactly is missing. We have the agenda up there on the website and we have
31 minutes on the website, so I don't know what's missing.
32
33 Michael Gadway stated we don't keep the agenda on the website.
34
35 Tom Petraska said I see. Can't we just attach that to the front of the minutes.
36
37 Jay Jurkoic stated also make a copy like you do the minutes and put it in the book with the minutes.
38
39 Tom Petraska stated that's doable.
40
41 Brian Benoit stated you can look and see what an outside vendor would cost. It doesn't cost anything to
42 look.
43
44 Gary Pollender stated we have extra help in the office; one of the secretaries can do it. Train them.
45
46 Brian Benoit stated I run my own website and you kind of have to be like a graphic designer/programmer
47 to do it. It is kind of complicated to do.
48
49 Jean Strong said to set it up you do, but to maintain it, you don't, believe me because I maintain one and
50 I am not a website designer by any means. But there is a little learning curve to it, but it can be
51 maintained. It is not a big deal. I wouldn't think that Mike, at his level, and what he does, would be the
52 person to maintain the website in your organization. That's just my two cents.
53
54 **A MOTION was made by Shannon Barton Stark to attach the agenda on the website and in the book.**
55 **Motion was seconded by Gary Pollender. No further discussion.**
56
57 **Roll Call Vote:**
58 **Voting in Favor: Shannon Barton Stark Gary Pollender, Robert Brandt**
59 **Voting Against: None**
60

1 **The MOTION was approved (3-0)**

2

3 **OTHER BUSINESS:**

4 Shannon Barton Stark asked so regarding the attorney that we brought up just a little while ago, do we
5 have a contract with you.

6

7 Matthew Bloom stated there is an engagement letter that lays out the relationship and what the rate
8 would be, but it's not like a retainer or there's not a certain amount of hours per period either
9 guaranteed or paid for.

10

11 Shannon Barton Stark stated so there's no retainer at all.

12

13 Matthew Bloom stated it's kind of pay-as-you-go.

14

15 Shannon Barton Stark stated, and you said \$200 per hour.

16

17 Matthew Bloom stated I believe that's the rate.

18

19 Gary Pollender asked plus travel time.

20

21 Shannon Barton Stark asked and when was that was signed, that agreement.

22

23 Matthew Bloom stated I think sometime last year, the engagement letter. It does make a huge difference
24 with travel, travel is half the rate, which is \$100.

25

26 Gary Pollender asked do you drive down from Rutland. So, we pay you coming down, we pay you going
27 back, correct.

28

29 Matthew Bloom stated yes.

30

31 Shannon Barton Stark asked the engagement letter, who signed that and drafted that up.

32

33 Matthew Bloom stated I think probably we provided the letter and I think Tom probably would've signed
34 it.

35

36 Shannon Barton Stark stated that in this instance, like we were saying, you could do phone calls, it
37 doesn't have to be at every meeting. I understand the union, anything going into executive session, but I
38 think the board should probably be in charge of approving when we would like you to be on-hand versus
39 just having you at every meeting. The amount of money we're spending.

40

41 Matthew Bloom stated I don't know how many I've been to since we began; I think maybe when we
42 were first talking about wages. Way back when before we started negotiating, it had been discussed that
43 there would be a wage increase for 2023 and so there was interest by the board to kind of understand
44 how that would play into the upcoming negotiations, so I think I came to at least one meeting back in
45 2023. I haven't been at every meeting. I think it was this last meeting for the update on negotiations,
46 particularly with it being a new commission and then today, with the agenda. Tom can speak for himself,
47 but I think that was his thinking, notifying me about today's meeting. Certainly, I'm at your service, so it's
48 whenever and if you don't need me that's fine too.

49

50 Shannon Barton Stark stated there are ways we could go about that. We could have it at board approval,
51 but that means it would be once a month meeting, making the decision on whether we need you or not,
52 or we could appoint it to the chair so that if you say we need him, you can just call me and I can approve.

53

54 Matthew Bloom stated I think that's pretty typical with a small board, they delegate a lot to the chair and
55 if they're not happy, in a similar situation as this, where someone was asking why the lawyer was here,
56 then I think they could say to you that I don't think we need him here for X, Y or Z. Or you could go full-
57 fledged and have a special meeting to decide if you required a lawyer to be at the next meeting. But I
58 think delegating to somebody, usually it's the chair, but somebody to make that decision on the board's
59 behalf. Certainly, the executive group might have recommendations and use Primmer Piper for all of the
60 utility related issues, so there may be other times where you utilize an attorney who does that work.

1 They might think it's a good idea to have me on here to explain something or am available by phone and
2 they'll probably be more privy to that than the commission, which you'd be as involved as you want to,
3 but I think part of the idea is that you all have your own jobs and are doing what you're doing during the
4 day, so the executive group is reporting to you at whatever intervals you want the information. You have
5 the ultimate authority over a lot of things and they're the folks that carry that stuff out.

6
7 Gary Pollender stated I would say a phone call. It will save money in the long run, unless you need him.

8
9 Matthew Bloom stated that would be my preference too.

10
11 Gary Pollender stated if you're paying him \$100 to travel plus an hour, it's \$300 once a month. It adds up.

12
13 **A MOTION was made by Shannon Barton Stark that the attorney, when need be, on approval by the**
14 **chair.**

15
16 **DISCUSSION:**

17 Jay Jurkoic stated you can either do that or you can put it in the rules and procedure.

18 Matthew Bloom stated you May want to it the first way you did it just for the time being, and then you
19 have a motion later to amend the document to add it.

20
21 Shannon Barton Stark stated the rules and procedure.

22
23 Matthew Bloom stated yes, because I don't know what that document is called or where it exists, so if
24 you make a motion to add it to, I'm not sure anyone knows where it is to actually make the change.

25
26 **A MOTION was made by Shannon Barton Stark that the approval of the chair, when need be, give me a**
27 **call and I can just give the approval versus having the whole board have to meet and give approval.**
28 **Seconded by Gary Pollender. No further discussion.**

29 **Roll Call Vote:**

30 **Voting in Favor: Shannon Barton Stark Gary Pollender, Robert Brandt**

31 **Voting Against: None**

32
33 **The MOTION was approved (3-0)**

34 Gary Pollender stated I'm not done yet. The other day, I know somebody called it Lineman Appreciation
35 Day. Who made that decision to give everybody a half-a-day off with pay, because shouldn't that be run
36 by the board too.

37
38 Tom Petraska stated you tell me. I was employed to be the department manager.

39
40 Gary Pollender stated you're opening a can of worms here because you gave the Lineman Appreciation
41 half-a-day off with pay. You just had Office Appreciation Day, they didn't get anything, which was the
42 other day. But if you send everybody home for a half-a-day and God forbid there's an emergency,
43 somebody hits a pole or whatever, you're bringing everybody back and we're going to have to pay
44 overtime, time-and-a-half, correct. I think you should call the board on that if you're giving people a half-
45 a-day off with pay. You shouldn't send everybody home. If you're going to do something like that, you've
46 got to stagger it. If you send everybody home and there was an accident, we'd have to call them back,
47 it's time-and-a-half, plus with the four hours that we gave them for the day off for Lineman Appreciation
48 Day. But you're opening a can of worms if you don't do it for the office help, you don't do it for this and
49 that. I think that's the board's decision to make, not yours. And the other business I have is that I would
50 like a complete list of employees, what their job title is, what their day-to-day operation stuff is and their
51 qualifications, whether they're first-class lineman, second-class lineman, I would like to know all that,
52 including the office help.

53
54 Tom Petraska stated I sent you that email.

55 Gary Pollender stated no, you sent me an email with the W-2's.

1 Tom Petraska stated the job descriptions are there as well.

2 Gary Pollender stated I did not see that in my email, I don't think I got that one.

3 Tom Petraska stated all the job descriptions, all the wages with benefits.

4 Gary Pollender stated I got the wages with the benefits; I did not get the job descriptions. That's all I got.

5 I got the W-2's, I did not get a breakdown of the job descriptions.

6 Tom Petraska stated I'll resend it to you.

7 Gary Pollender stated I would like you to resend it to me just so I can look at it, because all I got was just

8 the W-2's the other part didn't come through for some reason.

9 Tom Petraska asked did you get them Shannon.

10 Shannon Barton Stark stated yes, I have those right here.

11 Tom Petraska stated it's the same e-mail.

12 Shannon Barton Stark stated some of the descriptions are like opening the door for people.

13 Tom Petraska stated it's an ongoing thing because we can't finish that until we get this bargaining

14 agreement done.

15 Shannon Barton Stark stated I understand that. It is a draft, I see that. And this is with the union

16 negotiation.

17 Gary Pollender stated I'll look back; I didn't see it. All I saw were the W-2's. I didn't see the job

18 descriptions or whatever. If I don't have it, I'll just have you resend it to me. I'll let you know. I'll look

19 tonight when I get home.

20 **POSSIBLE ITEMS FOR THE NEXT MEETING (MAY 23, 2024):**

21 Shannon Barton Stark stated my thoughts was amending the rules and procedures. Looking at those,

22 seeing what, for instance, the agenda being with the minutes and such.

23

24 Tom Petraska stated I have family commitment that day, so we might have to move the meeting to

25 another day.

26

27 Shannon Barton Stark stated I have no problem, I can work my schedule around that.

28

29 Gary Pollender stated if we're moving it, I'd rather move it to Wednesday then.

30

31 Shannon Barton Stark stated it would have to be a different time, because I have a cemetery board

32 meeting.

33

34 Robert Brandt stated we're on the third Wednesday.

35

36 Shannon Barton Stark asked how did these two coincide.

37

38 Robert Brandt stated because we had our informational meeting and we overbooked the meetings.

39

40 Michael Gadway asked are you going to start this approval process for all of our payables. You've talked

41 about coming in, looking at everything that we pay. I want to work out the logistics of how we're going to

42 do that.

43

44 Shannon Barton Stark stated so having us come in to sign on a weekly basis.

45

46 Michael Gadway because we do payments two or three times a week. We do some payments by ACH,

47 we do some payments by checks and I would like to just have an idea of when we can expect two or

48 three of you in the office to look through out list of payables.

49

50 Shannon Barton Stark stated that's not something we made a motion to approve. That's something I

51 brought to the table that I think we need to discuss and work out something. There is three of us, so

52 you're paying out three times a week, I think we can work it out. It does not have to be more than one

53 person that signs.

1 Michael Gadway stated we do send you, currently, the list of A/P every month.

2

3 **EXECUTIVE SESSION TO DISCUSS PERSONNEL AND IBEW300 UNION DISCUSSION:**

4

5 **MOTION made by Shannon Barton Stark and seconded by Gary Pollender to enter into Executive**
6 **Session to discuss personnel and IBEW300 Union Discussion.**

7 1. The board entered into Executive Session at 5:25 p.m.

8 2. The board exited Executive Session at 6:45 p.m.

9

10 **ADJOURNMENT:**

11

12 1. **MOTION made by Shannon Barton Stark and seconded by Robert Brandt to adjourn. Motion**
13 **passed unanimously.**

14 2. Meeting adjourned at 6:47 p.m.

15

16

17 Respectfully submitted,

18

19 Tina M. Jarvis

20 Recording Secretary

21

22

23 Shannon Barton Stark, Chairperson _____

24

25

26 Gary Pollender, Vice Chair _____

27

28

29 Robert Brandt, Clerk _____

30

