

**Village of Ludlow Electric Light Department  
Special Board of Commissioners Meeting Notice**

**Date 8/1/24**

**4:30pm 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. Reorganization of Vice Chair & Clerk**
- 4. Comments from Ratepayers**
- 5. VPPSA Membership Breakdown**
- 6. Brians Job Title**
- 7. Draft New Policy Manual**
- 8. Website: Superintendent / Meeting Location**
- 9. Spending Limits Credit Card for Superintendent**
- 10. Hiring Consultant**
- 11. Committee for Union negotiations**
- 12. Appoint VPPSA Alternate Board Member**
- 13. Possible items for next meeting**
- 14. Executive Session, IBEW300 Union, Stone House Solar Project Financials**
- 15. Adjourn**

VILLAGE OF LUDLOW ELECTRIC LIGHT DEPARTMENT  
COMMISSIONERS MEETING MINUTES

Thursday August 1, 2024

4:30 P.M. HOWARD BARTON, JR. CONFERENCE ROOM  
TOWN HALL, 37 DEPOT STREET, LUDLOW VT

PRESENT COMMISSIONERS:

Shannon Stark, Chair                      Logan Nicoll, Vice Chair                      Jean Strong, Clerk

OTHER MEMBERS PRESENT:

Thomas Petraska, Dept. Mgr.                      Michael Gadway, Accountant                      Brett Sanderson, Supert.

OTHERS PRESENT:

Sarah Buxton, Attorney                      Ken Nolan                      Scott Tatro  
Kathy Grant                      Melissa Rockhill                      Lisha Klaiber

**I. CALL TO ORDER**

1. Commissioner Stark called the meeting to order at 4:38 PM.

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

1. Shannon Stark suggested changing the order of the meeting to move Item V – VPPSA Membership to after Item X – Hiring Consultant and moving Item XII – Appoint VPPSA Alternate to after Item V. She also suggested adding an Executive Session prior to Item III- Reorg. for Legal Counsel from Attorney.
2. **MOTION by Jean Strong and seconded by Shannon Stark to make changes to the agenda as indicated above. Motion passed unanimously.**

**NOTE: MINUTES ARE IN ORDER OF AGENDA ITEM NUMBER**

**IIA. EXECUTIVE SESSION**

1. **MOTION by Jean Strong and seconded by Shannon Stark to enter into Executive Session to find that premature general public knowledge of discussion of confidential attorney-client communications would clearly place the public body at a substantial disadvantage. Motion passed unanimously.**
2. **MOTION by Logan Nicoll and seconded by Jean Strong to enter executive session for the purpose of receiving confidential attorney-client communications made for the purpose of providing professional legal services to this body. Motion passed unanimously.**
3. Invited to this discussion were our attorney Sarah Buxton, and Tom Petraska.  
Board entered into Executive Session at 4:42 p.m.
4. Board exited Executive Session at 5:06 p.m.

**III. REORGANIZATION OF VICE CHAIR AND CLERK**

1. Shannon Stark suggested appointing Logan Nicoll as Vice Chair and Jean Strong as Clerk.
2. **MOTION by Logan Nicoll and seconded by Jean Strong to appoint Logan Nicoll as Vice Chair and Jean Strong as Clerk. Motion passed unanimously.**

**IV. COMMENTS FROM RATEPAYERS:**

1. There were none

**V. VPPSA MEMBERSHIP BREAKDOWN**

1. Jean Strong asked Ken Nolan what the \$20,000 monthly charge is for.
2. Mike Gadway said it is a CDA invoice line item.

3. Ken Nolan said it is a "captive consulting fee." They have 19 people on staff that are specialists in Utility operations. The charges are broken down by projects – such as the McNeil wood burning facility in Burlington. We do this for all of our projects and the single members' requests. One member requested assistance as their manager quit and one of our staff filled in until they could find a replacement. Other services are shared costs based on Load Ratio share over a 2 year average. In Ludlow, your share varies with snowmaking use at Okemo. The \$20,000 is a misnomer. Our overall costs are broken down into power supply work and all other.
4. Jean Strong asked about consulting.
5. Ken Nolan said power supply is CDA and Administrative costs are separate charges that amount to about 60%. This includes regulatory, legislative (we have a lobbyist), rate cases, integrated resource planning (every 3 years) and IT support. We are working on Ludlow now.
6. Jean Strong asked for an example of projects with separate contracts.
7. Ken Nolan said McNeil Generator, Project #10 Generator and AMI.
8. Sarah Buxton asked about Contract audits.
9. Ken Nolan said we do not audit your books. We do have staff to provide a "second set of eyes and can suggest auditors.
10. Sarah Buxton asked if VPPSA has a policy manual.
11. Ken Nolan said he has access to the manuals of the other member utilities.
12. Jean Strong our policy manual is not good and we need one that makes sense.
13. Ken Nolan said they work with a whole range of utilities with varying numbers of employees.
14. Sarah Buxton asked about the governance process, best practices, and roles of directors. She asked who he works with.
15. Ken Nolan said it depends on the individual utility. He said he attends board meetings and it depends on what you as commissioners want.
16. Jean Strong asked what are the qualifications for board members and alternates to VPPSA.
17. Ken Nolan said it is up to the commissioners. He said some appoint the village manager, finance director, superintendent or a commissioner. To qualify, you have to understand what you want as an organization. He said there are 11 members on VPPSA board – 11 board members and 11 alternates.
18. Jean Strong asked what is the time commitment for a board member.
19. Ken Nolan said the meetings are once a month, from 9:30 a.m. to about 2:00 p.m. He said that prep time for review of documents is about 30 to 45 minutes.
20. Logan Nicoll asked what other towns use their IT services.
21. Ken Nolan said they do secure email addresses, but leave the websites to the towns. We can manage the network, procure and install equipment. Some towns we do remote monitoring track traffic. Some towns split between local and us. We have a 4 person IT staff. If needed, we can contract out for additional IT work.
22. Mike Gadway said we will be live with VPPSA on September 16<sup>th</sup>. We will have a new firewall and shop and office will be on one network.
23. Jean Strong said that Ludlow had requested a 5% increase and only got approved for 1.91% - can VPPSA help.
24. Ken Nolan said all 11 utilities requested rate increases this year. He said it is very common for the regulatory commission to lower the rate increases. They have some "hot buttons."

#### **VI. BRIAN'S JOB TITLE**

1. Shannon Stark suggested that this item be discussed under Executive Session.
2. **MOTION by Jean Strong and seconded by Logan Nicoll to discuss this under Executive Session – Personnel. Motion passed unanimously.**

#### **VII. DRAFT NEW POLICY MANUAL**

1. Sarah Buxton said that she has discussed this with Brett Sanderson, Jean Strong and Shannon Stark. She suggested taking the current manual and updating it. She also recommended not taking action as the board will soon be entering into negotiations for collective bargaining. Also, she recommends taking a more literal view of the policies. After negotiations, to create a manual that would extend beyond union contracts to include non-union personnel. She also suggested letting the management team know they will be updating the manual and ask them to provide input and suggestions.
2. Shannon Stark said the board will take no action today. She asked Tom Petraska, Mike Gadway and Brett Sanderson to compile ideas for future policies.
3. Sarah Buxton said she can send copies of other manuals that include operations, fiscal and governmental procedures.
4. Mike Gadway said it would be helpful for him to see other models.

VIII. **WEBSITE: SUPERINTENDENT/MEETING LOCATION**

1. Shannon Stark asked if the website has been updated to include Brett Sanderson as superintendent and the meeting place.
2. Tom Petraska said this has been done.
3. Jean Strong asked how long it takes for the draft minutes to be posted on the website.
4. Tom Petraska said when he receives them; he sends them to the board first, for their review. Once he gets their comments, he puts them on the website.
5. Jean Strong said they can be changed at the next meeting.
6. Mike Gadway said that they also add the "DRAFT WATERMARK."

IX. **SPENDING LIMITS CREDIT CARD FOR SUPERINTENDENT**

1. Shannon Stark said at the last meeting they discussed spending limits. Tom Petraska has unlimited, Brett Sanderson has \$200, and Mike Gadway has \$5,000. Mike Gadway sent a proposal to have the Shop and Office both have credit limits of \$5,000 and to get 2 credit cards: one for Brett Sanderson for the shop and the other for Tom Petraska for the office.
2. Mike Gadway said there is a procedure for purchasing.
3. Tom Petraska said you need a Purchase order for certain items.
4. Shannon Stark said that will be included in the new policy manual.
5. Mike Gadway said he can increase Brett Sanderson's limit to \$5,000.
6. Sarah Buxton said the policy manual will include limits and policy guides for procedures.
7. Mike Gadway said that certain items are capital purchases and there is a procedure for purchase orders. There is a separate procedure for items purchased for specific jobs.
8. Tom Petraska said the bank will want more information.
9. **MOTION by Jean Strong and seconded by Logan Nicoll to increase the credit limit for the superintendent to \$5,000 and to obtain credit cards for that amount for the superintendent and for the office manager. Motion passed unanimously.**

X. **HIRING CONSULTANT**

1. Jean Strong said that they are not ready for an audit. She suggests looking into hiring a consultant to look at what we have and to suggest what changes are needed. We need to be specific with what we are looking for. She said she will research this and make a proposal to the board at their next meeting.
2. Mike Gadway said that the board has already approved a 5-year audit.
3. Jean Strong said this is not the same. She said they suggested a consultant. She said that at their last meeting, they discussed not doing the audit at this time and the consultant said we are not ready.
4. Sarah Buxton said that she suggested to Jean Strong that as members of VPPSA, you may be able to get services. You would be able to align contracted work projects, and consider what makes sense. See what Ken Nolan has to say. She recommends "pressing pause" on the audit until further notice.
5. **MOTION by Jean Strong and seconded by Logan Nicoll to postpone the audit. Motion passed unanimously.**

XI. **COMMITTEE FOR UNION NEGOTIATIONS**

1. Shannon Stark said no more than 2.
2. Sarah Buxton suggested appointing members of management team with knowledge of staff and operations. She advised against all 3 members being members of this board. She said Mike Gadway is a specialist and does not have to be a member.
3. Shannon Stark suggested appointing Brett Sanderson, Tom Petraska and Mike Gadway.
4. **MOTION by Logan Nicoll and seconded by Jean Strong to appoint Brett Sanderson, Tom Petraska and Mike Gadway as members of the Union negotiating committee. Motion passed unanimously.**

XII. **APPOINT VPPSA ALTERNATE BOARD MEMBER**

1. Shannon Stark asked if anyone is interested in becoming the alternate.
2. Jean Strong and Mike Gadway expressed interest.
3. Shannon Stark asked both to write a letter of interest to the board for the next meeting and we will decide then.
4. Tom Petraska said he will be retiring in a few months and his position will need to be filled.
5. Shannon Stark said we will discuss this at the next meeting.

### XIII. POSSIBLE ITEMS FOR NEXT MEETING

1. Policy Manual
2. Alternate VPPSA member

### XIV. EXECUTIVE SESSIONS

1. Under the "Brians Job Title" agenda item-  
**MOTION by Logan Nicoll and seconded by Jean Strong to rename the position of "Director of Operations" to "Electrician" with no change in pay or job description. Motion passed unanimously.**
2. Under the Executive session agenda item-  
**MOTION by Logan Nicoll and seconded by Jean Strong to find that premature general public knowledge of discussion of a contract would clearly place the public body at a substantial disadvantage. Motion passed unanimously.**
3. **MOTION by Jean Strong and seconded by Logan Nicoll to enter executive session for the purpose of discussing a contract. Motion passed unanimously.**  
Invited to this discussion were attorney Sarah Buxton, Tom Petraska, Mike Gadway, Brett Sanderson and Ken Nolan.
4. Board exited Executive session on the contract matter at 6:10pm.
5. After the Contract Matter, the BOC returned to open meeting to take the following action:
6. **MOTION by Jean Strong and Seconded by Logan Nicoll that the BOC approve the power sales agreement between the Department and VPPSA for the Stone House Solar Project pending legal review and agreement on a final draft between ELED Attorney Sarah Buxton and VPPSA Attorney Bill Ellis. Motion passed unanimously.**
7. Board reentered into Executive Session at 6:14 p.m.
8. **MOTION by Jean Strong and seconded by Logan Nicoll to find that premature general public knowledge of discussion of a labor relations agreement would clearly place the public body at a substantial disadvantage. Motion passed unanimously.**
9. **MOTION by Logan Nicoll and seconded by Jean Strong to enter executive session for the purpose of discussing a labor relations agreement. Motion passed unanimously.**  
Invited to this discussion were our attorney Sarah Buxton, Tom Petraska, Mike Gadway, and Brett Sanderson.
10. **MOTION by Logan Nicoll and seconded by Jean Strong to enter executive session for the purpose of discussing an employment matter. Motion passed unanimously.**
11. Invited to this discussion will be our attorney, Sarah Buxton.
12. Board exited Executive Session at 8:20 p.m.

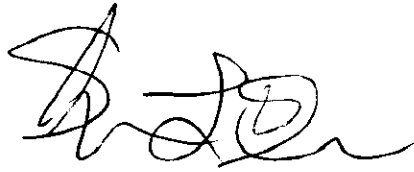
### XV. ADJOURNMENT:

1. **MOTION by Logan Nicoll and seconded by Jean Strong to adjourn. Motion passed unanimously.**
2. Meeting adjourned at 8:20 p.m.

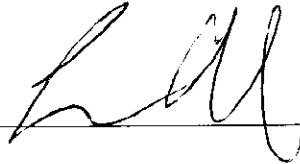
Respectfully submitted

Lisha Klaiber

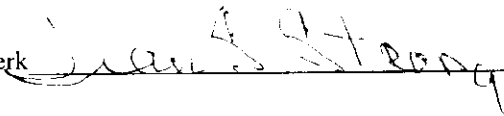
Shannon Stark, Chairman

Handwritten signature of Shannon Stark in cursive script, positioned above a horizontal line.

Logan Nicoll, Vice Chair

Handwritten signature of Logan Nicoll in cursive script, positioned above a horizontal line.

Jean Strong, Clerk

Handwritten signature of Jean Strong in cursive script, positioned above a horizontal line.