

Village of Ludlow Electric Light Department
Regular Board of Commissioners Meeting Notice
Date 8/22/24
4:30pm Ludlow Town Hall, Howard Barton Jr. Conference Room

PRESENT COMMISSIONERS:

Chairperson: Shannon Barton Stark

Vice Chair: Jean Strong

Clerk: Logan Nicoll

OTHER MEMBERS PRESENT:

Department Manager: Thomas Petraska

Superintendent: Brett Sanderson

Accountant: Michael Gadway

Legal Attorneys: Sarah Butxon, Ronald Shems (via video)

OTHERS PRESENT:

Kathy Grant

Brendan McNamara

1 **Call to Order**

2 Chairperson Shannon Barton Stark called the meeting to order at 4:34 P.M.

3 **Consideration of any Changes, Additions, or Removal to the Agenda**

4 Tom Petraska said, we need to add to that, the next line, approve the minutes for July 25th as well.

5 Shannon Barton Stark stated I entertain a motion of adding drug and alcohol testing to Other
6 Business, number 17.

7 Sarah Buxton stated and then I think you want to delete number 14.

8 Jean Strong said I'll make the motion to add the minutes for July 25th. And to add number 17 to the
9 agenda, drug and alcohol testing and delete number 14 on the agenda.

10 Sarah Buxton stated we're going to keep that. Yeah, we'll keep that on. Change of plans.

11 MOTION made by Jean Strong and seconded by Logan Nicoll to add the minutes for July 25th. And to
12 add number 17 to the agenda, drug and alcohol testing and delete number 14 on the agenda.

13 Motion passed unanimously.

14

15 Shannon Barton Stark asked are there any other proposed changes to the agenda.

16 **Approve the Minutes (8/1/2024 and 7/25/2024)**

17

18 MOTION made by Logan Nicoll and seconded by Jean Strong to approve the minutes, as presented, for
19 July 25th and August 1st. Motion passed unanimously.

20

21 **Comments from Ratepayers:** Kathy Grant stated from Orion. First of all, I do owe you an email, so I
22 apologize for not getting that to you yet. The other question is in the agenda, I can't tell, are we going
23 to talk about the Stonehouse or whatever the solar array is today? I don't know if that's part of
24 where that comes in.

25 Logan Nicoll stated yes.

26 **Manager's Report**

27 Tom Petraska said we'll start with update on the GIS system. The employees on the outside have
28 been training on a new system. They've been doing very well and they're starting to get familiar with
29 how to enter data and move around on the system. Our accountant, Michael Gadway, has been
30 doing an excellent job in learning the system and has been updating it with our transformer data.
31 Hats off to Michael. He's a number guy, but he's done in fact a fantastic job with the GIS system.
32 Good job, Michael.

33 Union update: We've had a couple of meetings with the Union bargaining team. The department's
34 new team consisting of Sarah Buxton, Jean Strong from representing the light commissioners
35 department, and Brett Sanderson the superintendent, the accountant, Michael and myself. We're
36 making progress towards the final contract. We hope to get the final contract in two more sessions.
37 No promises.

38 Update on the Stonehill Solar Project: The purchase power group was presented to the department
39 at the last meeting. The department's legal team wanted to review it in more detail. Hopefully, we
40 can get that finalized in today's meeting.

41 Financials: Just a quick update on July, it looks like it might show a small loss for the month. And a
42 year-to-date loss will be around \$509,000. And hopefully a good season will help turn that around a
43 little bit.

44 Update on FEMA: We still have two projects that have not been finalized; the relocation of the line
45 on the Black River and the mill transformer project. The relocation of the line on the Black River
46 should be finalized and submitted next week. The mill transformer is down the road away probably
47 still yet. Any questions on that?

48 Shannon Barton Stark asked what's going on with the mill project.

49 Tom Petraska said we've started with re-doing the transformer that's in the bottom down low. They
50 didn't like that. They wanted that moved up. So, we looked at the pole and decided to put
51 transformers up there. But the cost of that is way in excess of what we thought, so, FEMA's looking
52 at it and wants us to look at it in other different aspects. So, we're not knowing where that's going to
53 go at this point.

54 Logan Nicoll said we did purchase the transformer that we now can't use.

55 Tom Petraska said no, we have not purchased the transformer.

56 Brett Sanderson stated it got ordered, but we can't use it.

57 Logan Nicoll stated we ordered it but we can't use it. But we're not going to be charged for that.

58 Tom Petraska said we're going to be charged for the drawings.

59 Shannon Barton Stark asked how much is that.

60 Tom Petraska said what are they looking for Brett, 23 something.

61 Brett Sanderson stated 25 percent of 93.

62 Tom Petraska said and that's something that we'll probably negotiate with. We'll see how we can do
63 with that.

64 Michael Gadway stated we did order it. They wanted a PO before they would do the drawings, so we
65 gave them the purchase order and they said, we need to see the drawings to get the dimensions
66 and the weight. Well, we needed the dimensions and weight. They said, we can't do that without the
67 drawings. Then we got the drawings and figured out that's not going to work. So there's some sort of
68 back and forth on it.

69 Jean Strong stated so I understand. So, I heard you correctly. We needed the drawings and we're
70 going to pay for the drawings.

71 Michael Gadway said we needed the dimensions and the weight. Just see if it would fit into the
72 space we had. They wouldn't give us the dimensions or weight until they did the drawings. They
73 wanted a purchase order to do that. So we created a purchase order. They consider that an order.
74 They did the drawings. We figured from the drawings now that's not going to work. And we never
75 approved the drawings.

76 Tom Petraska said it's going to be a legal battle for us with that piece.

77 Jean Strong asked what exactly does that mean, a legal battle.

78 Tom Petraska said we're going to try to get out of having to pay that \$23,000 for the drawings. We
79 couldn't make a decision without the drawings. We didn't know that there was a fee for the drawings
80 of \$23,000.

81 Jean Strong said did we ask? I'm just trying to understand the process.

82 Tom Petraska said the process was FEMA. We had to figure out if we could fit that in.

83 Jean Strong said I understand. The process of the purchase order is what I mean.

84 Tom Petraska said they insisted on a purchase order before they would do the drawings.

85 Michael Gadway said and they couldn't do the dimensions without the drawings.

86 Jean Strong said so we signed a purchase order for the entire amount, correct.

87 Tom Petraska stated yes.

88 Jean Strong said for almost \$100,000.

89 Tom Petraska said correct. Contingent on approval of the drawings.

90 Jean Strong asked does it say that on the purchase order.

91 Tom Petraska said I don't know.

92 Michael Gadway stated I have documentation that says they're waiting, after the drawings, they're
93 waiting for approval before starting the construction.

94 Jean Strong said somebody else is going to ask you for this, but I'd like to see it or have the board
95 see what you just said about, because I would think that that would eliminate a battle if that was
96 part of your purchase order process, that you wouldn't have to have a battle if you could say, "Here,
97 it doesn't fit, we don't need it, we don't owe you anything."

98 Michael Gadway said I have the email string stating all that.

99 Jean Strong stated Okay, so can you share those so that that might eliminate a battle.

100 Michael Gadway said it might and that's where we're going to try and fight that, yes.

101 Jean Strong said I would say it should if you have all the documentation saying that this purchase
102 order is only good if we can use it. And, and I don't know that you would do this, but don't, this is
103 me talking, don't pay that \$24,000 without consulting the board. Do you need a motion?

104 Tom Petraska stated no.

105 Michael Gadway stated we're going to fight that one.

106 Sarah Buxton stated and I could be of help too, looking at the contract and seeing if there's a way
107 we can get out of it.

108 Shannon Barton Stark asked was there board approval for the purchasing of this?

109 Tom Petraska said I don't believe so, I don't think so. No. We didn't know if the thing was even going
110 to work.

111 Shannon Barton Stark I feel like we should, something high of a cost should have probably come to
112 the board prior to.

113 Logan Nicoll asked this was back in April.

114 Tom Petraska said it started back last fall.

115 Michael Gadway stated I started it in November or December of last year. We started looking at this.
116 It's a submersible transformer so that it could withstand the floodings.

117 Jean Strong asked the purchase order was issued in April.

118 Logan Nicoll stated April 30th, it looks like. That's when it was signed off on.

119 Michael Gadway stated yes I have them. I can print out the purchase orders and mail them to you. I
120 don't know when it was signed.

121 Tom Petraska said originally this was 100% going to be paid for by FEMA, according to FEMA.

122

123 Jean Strong said like I said, don't pay anything.

124 **Superintendent's Report**

125 Street Light Maintenance: There was none.

126 Meter Reading: We're starting meter reading for the month tomorrow morning.

127

128 Substation Maintenance: Monthly checks. We've got to get scheduled to install regulators at Howard
129 Barton Jr. sub and install a re-closure in Smithville. We're in the process of getting some prices on
130 concrete for foundations for those two projects.

131

132 URD Locates: 21 Dig Safe locates.

133

134 Line maintenance: Installed service to a pole on Plumly Ave for a new service.

135 Monthly Outages (Month of July): We had an outage at Ellison Lake Road; outage in Fox Lane, Route
136 100 South with a downed tree. Didn't lose service, just took the line down. And then storm work for
137 GMP on the 9th and 10th of the month.

138 Services: 77 Maple Street in Proc; new service Route 100 South; new service 217 Ellison Lake
139 Road.

140 Line Trimming – Tree Removal: Line trimming on Okemo access road, North Village Road and
141 Raymond Road.

142 Vehicle Maintenance of the two 150s L39 and L40: One is still in Claremont, one came back today
143 just on a couple recalls, getting fixed.

144 Safety meeting: Topic was trouble investigations.

145 Shop and office maintenance: Lawn mowing and weed killing.

146 Miscellaneous: The mill transformer, which you already discussed.

147 Logan Nicoll stated just in terms of the GIS system, are you using that for any of this maintenance,
148 just routine maintenance.

149 Brett Sanderson stated we haven't started yet. I mean, that's something that we're going to try to get
150 into the process of. We're still working and trying just to get everything updated.

151 Logan Nicoll stated in my day job, I work a lot with the Springfield Highway Department and they
152 use a GIS system that allows them to submit work orders and things and other guys on the crew just
153 get a notification on their phone when the foreman sees something, take a picture, they get a whole
154 thing. Is that all part of the system that we're using?

155 Michael Gadway stated it will be, yes. There's a scheduling part of it. The superintendent can go out
156 and schedule the crew. It'll pop up on their phones and say, you're scheduled to this, do this, do this
157 work order. That'll all be in there. And it also has the ability to do daily reports, what everybody's
158 doing all within that one app.

159 Logan Nicoll stated as I've learned more and more about these systems and I use them in my own
160 work a lot, I really am fascinated by how much function they have and I'm curious to see that roll
161 out.

162 Brett Sanderson stated but you're literate.

163 Logan Nicolls stated well, it's only these guys are not, but they have phones and if you can get it to
164 work, you can figure out your own cell phone. Sometimes that's, that's enough.

165 Michael Gadway stated and anytime you're available, come down and we'll show you how it works.

166 Logan Nicoll stated yeah, I really, I need to. I mean, the aspect that I was really interested in is just
167 the ability for, I mean, it sounds silly almost, but thinking about the tree maintenance and tree
168 cutting, the ability for Brett to just be able to drive around and take a picture and it pins the location
169 and then you can set that as a work order for whoever and then somebody can see this list of we
170 need to get out and do these spots. I think for us, that'll be interesting as we start to see going into
171 the winter, how much tree maintenance should we do before the winter, how much do we have left,

172 where are we at on things. To be able to track some of that a little better is would be really
173 interesting.

174 Jean Strong asked when you talk about the training that the employees, the outside folks are getting
175 now, how's that being done. Are you scheduling that, Brett.

176 Brett Sanderson stated that's scheduled automatically. We pick the classes once a year, the topics
177 that we have to have, plus a few others, and it's scheduled for every first Monday of every month.

178 Michael Gadway asked the first Monday or Friday?

179 Brett Sanderson stated I mean, sorry, first Friday.

180 **VSPPA Alternate Board Member, Table till Reorganization**

181 Shannon Barton Stark said at our last meeting, we indicated that we would be accepting the letter
182 of interest to be appointed as the alternate director of position assigned to Ludlow Electric Light
183 Department on the VPPSA Board. I'd like to suggest that we table this appointment for the time
184 being, Because I anticipate that the governance structure of Ludlow Electric Light Department will
185 be changing in the near future and would like to align new appointments with that structure. This
186 would mean that Tom will remain as our representative director at VPPSA for now, and that our
187 allocated, alternate director post will remain vacant. What do other board members think of this.

188 Jean Strong said I think that makes perfect sense.

189 Logan Nicoll stated yeah, I agree.

190 Shannon Barton Stark okay, so we'll not take any further action on this item at this time.

191 **Discussion of Tariff Rates**

192 Brett Sanderson stated there's multiple of them that we need to go through and adjust. I think we
193 probably need to make a list of them and try to figure some costs.

194 Michael Gadway said well, what you have to do for a rate, it's called a rate redesign at the Public
195 Utility Commission, if you want to adjust your tariffs and change the way they're structured. You
196 have to have all your billing determinants for each tariff, how much revenue you got from that
197 particular piece of the tariff with each individual piece. You redesign your tariff so you don't make
198 any more money. It's a revenue-neutral redesign.

199 Tom Petraska said up one, down with the other.

200 Michael Gadway continued so if I'm increasing my KWH on one part of a single tariff, someplace
201 else I've got to lower, so that my actual revenue stays neutral. So you have to have all the billing
202 determinants that are associated with each piece of each tariff.

203 Tom Petraska said there are both sets; those are the PUC regulations.

204 Michael Gadway stated that's why they call it a rate redesign, which is revenue-neutral versus a rate
205 case, which is increasing your revenue. I mean, we can do it. And it's something I'd love to do
206 because I agree, these, these tariffs are 14, 15 years old. They really need to be redesigned. But
207 doing that and then going through a rate case, you can't do both of them at the same time.

208 Sarah Buxton stated I have invited my colleague, Ron Shems, to join us and he is our utility lawyer,
209 one of the best in the state. Ron, can you hear us.

210 Ron Shems stated yep, I can.

211 Sarah Buxton said okay, so I think you might have just heard Michael and you and I were kind of
212 going through the tariff process this morning. I don't know if there was anything you wanted to add
213 that the commissioners should be thinking about in terms of getting ready to take any of these
214 actions or if there's anything you wanted to add to this.

215 Ron Shems stated the PUC generally likes to see a new rate design every five years. It's kind of an
216 impossible task. I went through one with the Washington Electric Co-op about five years ago and
217 we're supposed to be proposing a new one now, but we haven't even started. But typically, you start
218 off with a board approving exploring a new rate design and commissioning a cost-of-service study,
219 which is, I think, what Mike was just describing. The types of rate design that the commission likes

220 to see these days is where you don't, you know, 15, 20, 30 years ago, you were trying to dis-
221 incentivize using a lot of electricity. You're trying to be very efficient. Now, the commission's trying
222 to incentivize beneficial electrification, you know, people using electric cars, people using efficient
223 electric hot water heaters, and so the rate design would have to reflect these new state policies. So
224 that's at a 30,000-foot level, but I would figure out the policy objectives you want to meet, and then
225 you can commission a cost-of-service study to see how to best do that.

226 Michael Gadway stated and then the other thing, we always work very closely with VPPSA doing our
227 cost-of-service studies, so they would do that.

228 Ron Shems said yeah, and that's what VPPSA is there to do this type of work for you, crunching
229 those numbers.

230 Logan Nicoll asked I was just wondering, what is our ability, in terms of the idea of incentivizing
231 electrification to some amount, it would seem to me that you would need to have some extra
232 equipment or something else on the meter to know what power was going to those electrified.

233 Michael Gadway stated let me give you an example. Residential demand rates: we have residential
234 rates versus residential demand rates. And the way our tariff is written for residential demand, if you
235 hit more than 9kw in two consecutive months or 2000kwh in two consecutive months, you get
236 moved on to the residential demand rate for 11 months. If you stay below that nine and the 2000 for
237 11 months, you get moved back to the residential rate.

238 Logan Nicoll said I wonder how often people actually change between those two.

239 Shannon Barton Stark stated I am on the residential demand.

240 Michael Gadway said you're on the residential demand for your server point.

241 Logan Nicoll said I guess I was just wondering about specifics. I mean, if we're talking about electric
242 cars, like right now, I don't have an electric car anymore. I did for a little while. It was nice, I liked it, it
243 was fun. But I ran my charger right off of my, it was connected directly to my normal box. And so you
244 would have had no way to know what power I was using to charge the car. And he was mentioning
245 just that we, if we were going to consider a change to the tariff rates, that one thing the PUC might
246 like to see is us charging, you know, an incentivized price for that type of device. I was wondering
247 what would be required from us to implement something like that.

248 Tom Petraska said our AMI system will accommodate some of that. Technically, you could put a
249 separate meter on your car charger to get the time of use on that.

250 Michael Gadway said and the PUC is strongly pointing towards having a separate tariff just for
251 electric vehicle charging to incentivize that.

252 Ron Shems said I think the PUC required all utilities to either file for an extension or to propose an
253 EV tariff last March.

254 Michael Gadway said I think VPPSA filed for all of its members, an extension.

255 Logan Nicoll stated so it's something that we will have to be thinking about.

256 Ron Shems said another item that the PUC is pretty, that's important to the PUC is a low-income
257 rate, which is something that's difficult for a small utility to figure out in your own. That's something
258 that should be done on a statewide basis. But just FYI, that's something that the commission raises
259 a fair amount.

260 Logan Nicoll stated just to create a nightmare.

261 Michael Gadway said we get to charge everybody a dollar on their bill. That goes into a separate
262 fund, then other people who are low-income would apply through a third party. And then they could
263 get a credit on their bill against that fund that we charged everybody else for.

264 Shannon Barton Stark asked so essentially everyone with an electric car would have to get another
265 meter.

266 Tom Petraska stated that's one option. There's another option; wherever your car-charging people
267 are, they sometimes have a different program for a satellite that can tell how much you're using to
268 charge your car. So, it can get back to us that way.

269 Michael Gadway said and then they would send us that information.

270 Tom Petraska said various different ways.

271 Logan Nicoll stated it depends on which vehicle you're using.

272 Shannon Barton Stark stated, and the meter is on the account holder.

273 Tom Petraska said exactly.

274 Sarah Buxton asked, so what are you thinking. Do you want to take the next step. Are you ready to.

275 Brett Sanderson stated you're going to start a rate case, right.

276 Michael Gadway said Tom and I have discussed it. We're going to think about starting in April next
277 year, filing for another rate case, a full-blown rate case and going in for like a 4% or 5% increase. It'll
278 be based on 2024's data. Let me talk with Steve Farman up at VPPSA and see what he thinks about
279 doing a rate redesign first. Because like I said, the rate redesign has to be revenue-neutral. So, if
280 we're going for a rate case, we're changing the revenue, getting the rate redesign to tie to that will
281 be...

282 Logan Nicoll said I'm forgetting, I know we talked about this maybe a month ago now, but what were
283 the factors of the partial failure of our rate case, the last rate case.

284 Michael Gadway said our lack of debt.

285 Logan Nicoll asked all right, is that situation different.

286 Michael Gadway said no, we've got a little bit more debt now, but not much more.

287 Tom Petraska said but we do have a loss.

288 Logan Nicoll stated I guess I'm wondering if we should, you know, lean into the rate redesign, the
289 tariff redesign as opposed to the rate case, knowing that the rate case, if our financial situation,
290 doesn't change substantially, we may not succeed again.

291 Tom Petraska said we'll obviously no better at the end of the year, the financial situation, but I think
292 it is substantially changed.

293 Michael Gadway said we filed based on 2022, when we were showing \$180,000 loss in 2022. This
294 year, we're planning on having somewhere around a \$400,000 to \$500,000 loss by the year end. All
295 depends on the snow-making season.

296 Logan Nicoll asked so what is our cash account balance.

297 Michael Gadway stated cash, including CDs is right around four million.

298 Logan Nicoll stated in weighing those two, it feels like we're not going be showing enough of a loss.
299 We're still going to be hanging onto a balance.

300 Michael Gadway said we've got to get some more debt, with the other little projects that are coming
301 on, we could get some more debt.

302 Ron Shemp stated you know, if I can make a suggestion, you're not having particular familiarity with
303 your finances or anything like that, so take what I'm saying with a grain of salt. It takes a lot of work
304 to get to the point where you're filing a rate design. You have to figure out your policy objectives, you
305 have to do the cost-of-service study, you have to do a fair amount of public outreach to make sure
306 that your members are all supportive or that the residents support it. While a new rate case, that
307 doesn't take a lot of time, you might want to consider just because for timing and preparation
308 purposes, just getting the rate case out of the way, and in parallel, you can start the prep work.

309 Michael Gadway stated well, unfortunately, Ron, we filed for a 2% rate increase effective June 1st, so
310 we have to wait at least the year.

311 Ron Shemp said oh, okay. Well, would it be, would it be another 2% or 3% that you're filing for or
312 greater.

313 Michael Gadway said I think it would be greater if we did a full-blown rate case. The one we just filed
314 in March of this year was one of those standard 2% increases, just a short rate case.

315 Ron Shemp stated I don't think you can do two short ones within a year, but I think you can do
316 another rate case, I think, maybe.

317 Michael Gadway stated okay, I didn't know that.

318 Ron Shemp stated I'll need to double check, but I know you can't do two short ones within a year.

319 Michael Gadway said okay, I was under the assumption that all of them had to wait at least one year
320 time.

321 Tom Petraska stated I think you do.

322 Ron Shemp stated you may be right. I need to double check that.

323 Tom Petraska said Ron, this is Tom, just a question, I don't know if you've run into this. In these rate
324 cases, are you finding that the commission is looking at the IRPs at all.

325 Ron Shemp stated yes.

326 Tom Petraska said and the capital expansion. Are they considering that, or is that still, they don't
327 want to deal with that.

328 Ron Shemp stated they do consider it, and it's kind of a mess, because right now they're kind of
329 trying to elevate the importance of an IRP, and it's kind of duplicative of a lot of other stuff. And, you
330 know, where other people I'm talking to, or try to, its planning documents, so it's helpful to see if
331 you're meeting your plan, but it's not a regulatory document. It's, you know, you understand what
332 I'm saying.

333 Tom Petraska stated yes.

334 Ron Shemp stated so it's, it'll be interesting to see how this round of IRPs plays out. I'm not sure I'm
335 answering your question. I don't think there is a concern for it yet.

336 Tom Petraska stated they say it's important, that they don't want to recognize it's so important that
337 you need to get a rate increase because of it.

338 Shannon Barton Stark asked do they only base that off of our debt or is it also based off of how
339 much money we have.

340 Michael Gadway said yes, based off our net income, our financials, and our billing determinants,
341 how they're being applied, because I have to go through each individual billing determinant, put it
342 all down, and say, I'll say we use our residential non-demand customers use this many KWHs for
343 the year, at this rate, the revenue and our revenue on our books comes out to that. And I have
344 through go to all the demand customers, do the same thing for their demand. So find out all their
345 billing determinants in total and make sure it ties out to the revenue recorded for each of those
346 types of different billing determinants. And then they look at the bottom line, then they look at your
347 revenue and you're a little bit at your planned capital purchases.

348 Tom Petraska stated not enough though.

349 Jean Strong said it would seem to me, that something to go along with this, would be our plan for
350 the future, a capital plan, anything.

351 Tom Petraska stated that's what I was talking to him about.

352 Jean Strong said I didn't know what those letters were, sorry. Call it what it is and then I'll know.

353 Sarah Buxton said the IRP is, what does that stand for, Ron.

354 Ron Shem stated it's a graded resource plan. Okay. It's basically how you're going to provide service
355 for the least amount possible over the next three years.

356

357 Jean Strong stated, I understand. I just didn't know what the letters represented. I won't forget that.
358 So that's something that, and if Ludlow Electric has had it, I haven't been able to find it. So, it would
359 seem to me to be a real priority for us to look at that and go along with any kind of either rate
360 increase or whatever our plans are for the future and how to plan to use our savings constructively

361 instead of just every year having the loss and maybe needing to take some of that money from
362 there. Let's plan for it. That's my two cents.

363 Shannon Barton Stark asked and with that, you said almost four million, is that stocks.

364 Michael Gadway stated two of our CDs are, no, that's not our stock. Two of our CDs are earmarked
365 for a specific purpose and can't be used for regular cash proceeds. The other five can.

366 Jean Strong said so, it'd be good to see that.

367 Logan Nicoll said it'd be good to have a full accounting of that. The IRP, I mean, I would definitely
368 like to read that.

369 Michael Gadway stated I believe that's up on the PUC website. IRP is up there.

370 Logan Nicoll asked on the on the PUC website.

371 Michael Gadway stated yes.

372 Sarah Buxton said actually, maybe some of these things, I know we're going to talk about retreat
373 later on, but some of these may be appropriate for a retreat and like doing a deep dive where it's not
374 conducting business.

375 Jean Strong said and I'd like to have that we can do this another time or part of that, but have a real
376 good understanding of what VPPSA can do for us or what they are doing, because it's sounding like
377 we have to do it all.

378 Tom Petraska said they orchestrate the whole IRP.

379 Jean Strong said right, so I think it's important to make that clear to the public and to the board that
380 it's not something we're doing all this work in house. Actually, these folks are getting paid to do
381 some of this for us. Okay. That's it for me.

382 Sarah Buxton asked any action item on the tariff stuff. I didn't, I was, I brought Ron, especially
383 because we may not be ready to take action, but if there was an action item, if there was an
384 urgency, he would help with that motion for what the next step would be. But it sounds like we're
385 going to focus a little bit more on the rate cases first. Is that what I'm hearing.

386 Michael Gadway said like I said, I believe we can't do another rate case until June. So, I was
387 planning on filing an April for a June go live date, but maybe we can do a rate redesign right now on a
388 12-month period ending June 30th to a July 1st, June 30th, 12-month period for our rate redesign
389 information.

390 Sarah Buxton asked shall we research and get back to you with what the order of events, your
391 options for the order of events would be and then maybe jointly come up with a recommendation
392 for the commission on what to do next.

393 Ron Shem said one of the things I would do for the research is exactly what Tom suggested, you
394 know, call Steve Farham and see what his capacity is.

395 Michael Gadway stated that's where I just wrote down, call Steve.

396

397 **Village/Town Merger Discussion Update**

398 Sarah Buxton said that's my item. I just wanted to talk about what's happened since our last
399 meeting. I was invited to join an ad hoc group of folks from the town and from the village who are
400 exploring the merger for the town and the village. And I have agreed to work with the group and help
401 them move forward with the steps that are necessary for exploring a charter and a merger plan. So
402 that work is ongoing. But before I formally enter into an agreement with them, my sort of ethical
403 duty is to come to you also as my client and explain that I would be working for the village in this
404 scenario, the department is part of the village. And so, in my analysis, there isn't a conflict. And so, I
405 don't see any problem because you're all under the same umbrella. And so I've explained to some
406 of the folks in the town that this work also doesn't seem to be in conflict with anything that the town
407 needs, but that at any time with the drafts of the charter or the drafts of the documents that they
408 need prepared, I would just flag, you know, that they may need to have that reviewed by somebody
409 else because my interest is for the department and for the village. So, absent any sort of objection

410 to my doing that work in parallel, I wanted to flag that and make sure you had an opportunity to
411 weigh in on that. And then I'll pause and then I'll tell you a little bit more about what I've discovered
412 about what might be ahead of us for the department in terms of the merger, but do you have any
413 questions or concerns about my representing the village as part of this?

414 Shannon Barton Stark stated I don't.

415 Jean Strong stated I don't.

416 Sarah Buxton stated so, since our last meeting, I've done a little research. Lyndon and Lyndonville
417 have done a merger recently and I've got a conversation on the books with their general manager or
418 their department manager. So, he and I are going to talk about any observations or advice that he
419 may have for the department as we look to go through this. I'm actually a little encouraged by the
420 draft of the documents that I've seen. For example, it appears as though the way that they
421 approached the merger didn't necessarily require a stop at the PUC. So, I can't confirm that that's
422 where I've landed with all of my research yet, but it's noteworthy that the way that Lyndon and
423 Lyndonville operated is that they wrote in some very specific provisions for the governance of their
424 electricity department into the charter, into the merger plan, et cetera. And so, because those were
425 all sort of outlined for the voters, they were approved by the different governing bodies, the select
426 board and the village, and then ultimately, they became law, when the legislature voted on them. It
427 was really above board and apparently from my cursory review, didn't require a PUC stop. And so,
428 I'm going to talk with the lawyer who did all of their legal work to see if our analysis kind of falls
429 along the same lines. And so, I'll be reporting back sort of regularly to the department on things that
430 are specific to anything that the department needs to do or be thinking about if this merger were to
431 go forward, and then of course I'll be reporting back to the village and the joint group that's working
432 on this project on some of the overall timelines and to-do steps. I guess the final thing I'll say on
433 that and then ask, because both Logan and Brett were also part of those conversations and so is
434 Brendan, is that I can confirm that the governance of the department is in your charter. And so really
435 the time when the governance, whether it's three commissioners, five commissioners, if it includes
436 representation from other municipalities or some of your service area, that's going to be part of
437 what would go into the charter and the charter change. And so, for now, if there was an interest, as
438 I'd heard, there was expressed at expanding the number to sort of ease some of the pain in open
439 meeting challenges, that's going to have to stay as it is. But the group is quite aware that that's
440 something that you would want to have changed and I'll be looking into that.

441 Logan Nicoll stated I would just say, I am a part of that committee. I think I can speak for the
442 committee when I say that we have talked about involving this board, this committee, in those
443 redesigns, making sure that we give our input for that change and what that change looks like I
444 expect will be informed by this committee.

445 Sarah Buxton stated and also for your thoughts in terms of your overall strategy, I've heard you
446 reference what's going to happen in the next six months, 12 months, 18 months, three, five years. I
447 had originally thought that this charter process, this approval, the changes, the merger, may take
448 several years. And I'm not saying that it won't take several years, but what I did find, and I'm just
449 going to say this loud enough so Brendan can hear this too, what I did find is that in Lyndon's
450 timeline, their two governing councils, the village and the select board, approved their charter
451 changes in, it was either July or August of a given year, a few years ago. They had their required town
452 meetings, their public hearings within a few months. They had their vote in November, both the
453 village and the town passed the proposed merger document, and it went to the legislature in
454 January, with a date to be a merger date of that coming July. So, all within a 12-month period, and
455 the legislature did approve it within that session. That's always a big question, whether they're going
456 to get to it in a given session. But that does mean, and it is something you could and should be
457 thinking of, is depending on how quickly these two communities begin to act and how quickly they
458 can come to consensus, that may mean that the governance of this department could be different
459 in, not three years from now, but two, one. It's a little bit shorter than I guess I had originally thought
460 in my head, given other charter changes and mergers that have happened with other communities.
461 So, it's at least something to keep on your radar as you contemplate other things that are
462 happening.

463 Shannon Barton Stark said and that's due to the legislature.

464

465 Sarah Buxton stated I think the slow part will be, well, if you have no objection in your communities,
466 that there's no community conflict, I think the challenge will likely be whether it can get to the
467 legislature, whether in a new biennium, they'll be able to take it up and pass it, and Logan could
468 speak a little bit more, maybe to the chances of that happening. But you don't have some of the
469 barriers, as far as I can tell from our last meeting, that other communities have in that, surprisingly
470 to me, and in a good way, you have a lot of your functions that are already done by the same person.
471 So, you're not going to have a lot of personnel changes. You have a lot of alignment in your policies
472 and in your, just the delivery of your services. So, needing to give yourselves a year of time to make
473 those transitions may be too much for you, you may not need that. And so, taking that off the table,
474 if that really is true, and you do have general consensus in the community, the likely barrier will be
475 the political process in Montpelier.

476 Logan Nicoll stated I will say that I'm pretty close with some members of the House Committee,
477 which is where this would start. I feel like I could grease things there a little bit and prep it so that it
478 would go easier there. There is a lot of change-over in general in the legislature this year, and so I do,
479 I wonder when reasonably, they would be able to take it off the wall. It's just one of those things
480 where in the first year after an election, I feel like committees generally spend like the first month to
481 two months really, just doing like orientation type stuff. And so, then that puts it into at least March
482 or April, and then it's got to go to the other chamber and go through. The Senate is, in my opinion, as
483 a House member, I would say I find the Senate more tricky. But yeah, it's insider politics and all that.
484 I think it would be more reasonable to assume that it would happen within a year and a half from
485 now, as opposed to within a year, but it's not impossible. It's just more likely, I would say.

486 Jean Strong asked does the committee have in mind a date to put it out to the voters.

487 Sarah Buxton stated no, the first action that they've assigned me is to come back with the legal, like
488 a checklist of what needs to get done, and then a draft timeline, and then I think the committee is
489 going to begin to think about, if I recall correctly, I think you're going to think about who needs to
490 give input, like which departments in the different town and village structures need to weigh in on
491 the alignment of zoning regulations or any ordinance that may need to be aligned, who gets to
492 weigh in on governance, and then the drafting of the actual merger plan has to happen. So, as for
493 dates, maybe you guys have already thought ahead about maybe some potential dates, but I know
494 we're not going to meet again with that plan until I think it's like September 18th.

495 Brendan McNamara stated I think we were shooting for an actual vote in front of the voters, I think
496 the consensus was in March, at town meeting or around there just because it wasn't. We wanted to
497 make sure we had all of our ducks in a row, and if we're going to do this, we're going to do it
498 correctly.

499 Logan Nicoll stated I think that was what we said. My only input on that was just that if we're not,
500 kind of depends on what we end up shooting for. It sounds like maybe Sarah's, there's somewhat
501 less hurdles, so that may be more possible. I think I was, in my own mind, I was thinking that we
502 might, if we got it done in March, it would probably mean that it wasn't going to pass that legislative
503 session, so, there might not be any reason to push it to do it in March that year, and then push it out
504 later and into July or something that year, just knowing it's not going to happen until at least January
505 of the following year. If we gain anything by having more public meetings or more input, that was my
506 only thought.

507 Brett Sanderson stated I think the only downfall of that is if you're going to get more people voting on
508 town meeting, then you're going to get in a private vote.

509 Logan Nicoll stated yeah, those are the pros and cons, you have to weight with the decision later.

510 Shannon Barton Stark asked what is currently the difference between the village and the town.
511 Because I know that it used to be garbage pickup and that's no longer a thing. Is there any other.

512 Brendan McNamara stated I mean, water and wastewater is a big part of it, realistically.

513 Tom Petraska said but mostly accounting.

514 Brendan McNamara stated I mean, that's the stuff that people don't see. I mean, the big question, I
515 think, that we've kept coming back to, the electric department is a big piece of this, but that doesn't
516 really change a whole lot. The people that are questioning are the people that live out on 100 that
517 go, hold on a second, I don't have water and sewer, so why do I pay. The quick answer is you won't.

518 So, like a lot of times, if you're not on water and sewer, you don't pay for it. But those are the type of
519 things that we've said that you'll have in public meetings that really, because there will be questions
520 that come up that none of us here have thought about. Someone's going to say, hey, hold on, that's
521 the fun of sitting up there in front of people, somebody blindsides you and you never saw it coming.
522 So, those are the things that really is, the accounting, you see the efficiency, the redundancy, those
523 are the big ones. Nothing that, a lot of things that people won't, nothing that you can put in
524 somebody's hand, but if you want to come hang out here on a Monday morning, we'll show you
525 exactly what the redundancy is.

526 Jean Strong said the only thing I can think of is, in March, if you have this on the ballot and you also
527 have the 1% impact tax, because this is going to slightly impact town taxes, because they're going
528 to have to pick up the small amount of village tax, but it is going to be a small increase. So, I don't
529 know.

530 Brendan McNamara stated the village budget's \$200,000.

531 Jean Strong said yeah, I understand.

532 Brendan McNamara stated I know exactly what you're saying and you're right.

533 Jean Strong said okay, just something I'm throwing out there, you might not want to hit them with
534 two tax increases.

535 Brendan McNamara stated that's going to be a strategic decision as we get closer to that.

536 Shannon Barton Stark stated at this point, we'll be entering executive session for contract, action
537 may be taken at this conclusion of the session. May I have a motion to find that the premature
538 general public knowledge of the discussions of a contract would clearly place this public body at a
539 substantial disadvantage.

540 **EXECUTIVE SESSION:**

541 **MOTION made by Logan Nicoll and seconded by Jean Strong to enter into Executive Session to discuss**
542 **contract, with possible action. Motion passed unanimously.**

543

544 Shannon Barton Stark asked now, may I have a motion to enter executive session for the purpose of
545 discussion of contract.

546 **EXECUTIVE SESSION:**

547 **MOTION made by Logan Nicoll and seconded by Jean Strong to enter into Executive Session to discuss**
548 **contract, with possible action. Motion passed unanimously.**

549

550 Shannon Barton Stark stated we will now enter executive session for approximately 10 minutes.
551 Joining us will be Tom, Michael, Brett and legal counsel. If everyone else will please step out and
552 turn off recording devices. We'll notify you when we are ready to enter open session again.

553 **EXECUTIVE SESSION (Contract)**

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

555 **2. The board exited Executive Session at 5:39 p.m.**

556

557 Shannon Barton Stark stated all right, we are back in the open session. I'll now take a motion for the
558 board to take action related to the power sales agreement. We will have Logan read it.

559 Logan Nicoll read: The board has reviewed the terms of the previously discussed power sales
560 agreement with VPPSA and resolves as follows:

561 Whereas the Village of Ludlow Electric and Light Department board of commissioners, this board,
562 has voted unanimously to enter into a power sales agreement, PSA, with the Vermont Public Power
563 Supply Authority, VPPSA, for purchase of electric power and energy supply pursuant to a solar
564 power and services agreement, SPSA, with Stonehouse Solar LLC. And whereas VPPSA agrees to
565 enter into said SPSA with Stonehouse Solar LLC to purchase the electrical energy output and any
566 transferable commodity that is directly attributable to the generation of electricity from a grid
567 interconnected ground-mounted solar electric PV system to be constructed by Stonehouse Solar
568 LLC on property located within the village of Ludlow Electric and Light Department's electrical

569 service territory. And whereas VPPSA proposes to sell and the village of Ludlow Electric and Light
570 Department proposes to purchase all solar services derived from said system. And whereas
571 operation of said project is scheduled to commence commercial operation by December 31st,
572 2025. And whereas the village of Ludlow Electric and Light Department board of commissioners
573 met in a publicly warranted meeting on this 22nd day of August 2024, to authorize this agreement.
574 Now, therefore be it resolved; the village of Ludlow Electric Light Department board of
575 commissioners authorizes the following:

- 576 1. Legal counsel shall finalize the power sales agreement (PSA) for the Stonehouse Solar
577 project between the board and VPPSA according to the terms outlined above.
- 578 2. The chair of the board of commissioners and the department manager shall have the power
579 to execute said final agreement within 30 days of this resolution and either shall have the
580 authority to execute any other necessary agreements with either VPPSA or Stonehouse
581 Solar LLC that are consistent with the terms of PSA and SPSA.
- 582 3. Authorized by law and according to the terms of the PSA, the village of Ludlow Electric and
583 Light Department shall fix, revise and collect fees and charges for electric power and energy
584 derived from said system sufficient to provide revenues adequate to meet its obligations
585 under the PSA consistent with all regulations of the Public Utility Commission.
586

587 **MOTION made by Logan Nicoll and seconded by Jean Strong to take action related to the power**
588 **sales agreement. Motion passed unanimously.**
589

590 Shannon Barton Stark stated the motion carries. We'll now each sign the resolution.

591 **EXECUTIVE SESSION (Collective Bargaining)**

592 Shannon Barton Stark stated we'll now go into executive session to discuss collective bargaining.
593 No action is anticipated at this conclusion. I'd like to make the proper motion to move into
594 executive session for the topic and the following topics. To save time, any actions will be taken
595 when we return from all three sessions.

596 Sarah Buxton stated, so actually, read the first one related to the collective bargaining. And then I'll
597 give you the motions to move into receiving confidential attorney client communications. And then
598 you can read the last one on the employment matter.

599 Shannon Barton Stark stated so with that, may I have a motion to find the premature general public
600 knowledge of discussions of labor relations agreements would clearly place the public body at a
601 substantial disadvantage.

602 **MOTION made by Logan Nicoll and seconded by Jean Strong to find the premature general public**
603 **knowledge of discussions of labor relations agreements would clearly place the public body**
604 **at a substantial disadvantage. Motion passed unanimously.**
605

606 Sarah Buxton said it's a two-part motion. You'll read the second part, and then I'll give you another
607 one where you'll read two parts.

608 Shannon Barton Stark asked now may I have a motion to enter executive session for the purpose of
609 discussing a labor relations agreement.

610 **MOTION made by Logan Nicoll and seconded by Jean Strong to enter executive session for the**
611 **purpose of discussing a labor relations agreement. Motion passed unanimously.**
612

613 Shannon Barton Stark stated motion carries. Thank you. We will enter first executive session for
614 about approximately 15 minutes. Invited to this discussion are Tom, Michael, Brett, and our legal
615 counsel.

616 **Executive Session (Receiving Confidential Attorney Communication)**

617 Sarah Buxton said that's for the receiving attorney information, and then you'll go back to the
618 employment matter one.

619

620 Shannon Barton Stark asked may I have a motion to find the premature public knowledge of
621 confidential attorney communications would put this body at a substantial risk.

622 **MOTION made by Logan Nicoll and seconded by Jean Strong to find the premature public**
623 **knowledge of confidential attorney communications and put this body at a substantial risk**
624 **Motion passed unanimously.**
625

626 Shannon Barton Stark asked now may I have a motion to enter executive session for the purpose of
627 receiving attorney communications.

628 **MOTION made by Logan Nicoll and seconded by Jean Strong to enter executive session for the**
629 **purpose of receiving attorney communications. Motion passed unanimously.**
630

631 Shannon Barton Stark stated we expect this to take about 10 minutes. And now we're on to the
632 employment, right.

633 Sarah Buxton stated yes.

634 **Executive Session (Employment Matter)**

635 So we will now pass the motion to move into the last executive session regarding an employment
636 matter. May I have a motion to enter executive session for the purpose of discussing employment
637 matter.

638 **MOTION made by Logan Nicoll and seconded by Jean Strong to enter into executive session for**
639 **the purpose of discussing employment matter. Motion passed unanimously.**
640

641 Shannon Barton Stark stated the motion carries. Thank you. We will then enter executive session for
642 approximately 15 minutes. Invited to this discussion is our legal counsel. If everyone else will
643 please step out and turn off the recording devices. We will notify you when we are ready to enter.

644 **1. The board entered into Executive Session at 5:46 p.m.**

645 **2. The board exited Executive Session at 6:51 p.m.**
646

647 Shannon Barton Stark stated we're back in open session at 6:51. No action will be taken related to
648 labor relations. We'll now be taking action from the executive session related to an employment
649 matter.

650 Logan Nicoll said I would like to make a motion for the board to accept the letter of retirement from
651 Tom Petraska submitted April 29, 2024, contingent on the terms and timelines of separation to be
652 agreed upon by the chair of the board with Tom.

653 **MOTION made by Logan Nicoll and seconded by Jean Strong to accept the letter of retirement**
654 **from Tom Petraska submitted April 29, 2024, contingent on the terms and timelines of**
655 **separation to be agreed upon by the chair of the board with Tom. Motion passed unanimously.**
656

657 Logan Nicoll said I just want to say thank you Tom for all your work. Before I was a commissioner
658 and just keeping the lights on all these years. But yeah, I mean, since my experience sitting on this
659 board with you, it's the most positive. Thank you for everything that you did....

660 Shannon Barton Stark stated for keeping this company going.

661 Tom Petraska said there's still a ways to go.

662 Logan Nicoll stated so I guess now I would. I'd also move that the board of commissioners proceed
663 with recruitment efforts for an interim department manager. I don't think we know exactly how long
664 range. Maybe a period ranging from 12 or 24 months and authorized Jean Strong to develop a job
665 description and take steps to post for and recruit candidates for this position.

666 **MOTION made by Logan Nicoll and seconded by Jean Strong that the board of commissioners**
667 **proceed with recruitment efforts for an interim department manager. Motion passed**
668 **unanimously.**

669 **Operations and Safety Audit Discussions**

670 Logan Nicoll said I think I would speak for myself and say that as a new member of this board, I am
671 really interested in just gathering as much information as possible about the department. You know,
672 especially knowing that there's some change overcoming. And I think it would be really helpful for
673 the future intern or, you know, longer term department manager to have more of this information
674 too. From an operations perspective, a fiscal perspective, policy, safety perspective, all the
675 protocols that we have in place. In my view, safety, obviously is top priority. And we as a board just
676 don't have the expertise to be able to assess where we're at right now in this regard. We had asked
677 Tom to come to the board with recommendations for an experienced and disinterested outside
678 party specializing in utility operations to conduct an in-depth evaluation of the department's
679 operations regarding safety, policy procedures, work practices, skill level and competency, worker
680 confidence, system knowledge and general workplace culture. So I look at Tom, what have you
681 come back with for us.

682 Tom Petraska said well, I went to NEPA and asked them for three, looking for three reputable
683 companies. They gave me three. Got in touch with all three of them. Two of them could not come up
684 with a timeframe that would be adequate for us. They were too far out. The one that was able to
685 come in soon is MMUA. And that is Minnesota Municipal Utilities Association, Mike Willetz. And he
686 brings real good credentials in the fact that he is chairman of the committee that wrote the book,
687 the APPA. So, I think you've got a good candidate there to find out what we need to know.

688 Jean Strong said I agree with Logan. I also like the timeline that he gave us so that something could
689 start soon and get over soon. It's not something that's going to drag on forever or who knows when
690 it's going to start. I like the timeline and the fact that he's well-known. It's going to help this board.
691 We're all new. We don't know a lot of history and what goes on and it will be helpful to the interim
692 person that comes in. And I just want to make sure that Brett is front and center with this and
693 hopefully agrees to it and has good input with this man.

694 Logan Nicoll said I would like to see us move forward and I think probably I could make a motion to
695 do that. But I'm hoping that we can draft a letter maybe on the chair's approval to all the electric
696 light department employees so that they know that this is coming. We expect that this is going to be
697 the timeline and what this guy is supposed to do and what his role will be just so that they know
698 ahead of time what to expect.

699 Tom Petraska stated I suspect it's going to be very informal. He'll be looking at our procedures,
700 looking at the documentation that we have in place, letting us know where we're weak, letting us
701 know where we're okay, making suggestions and that'll be done in the final wrap up meeting with
702 him.

703 Sarah Buxton said so I think this is a scope of work. If there are other things that we want to flag that
704 should go into a contract. I don't know exactly what his contracting piece was, but you noted like
705 maybe an entrance meeting with Brett, maybe an opportunity for employees to submit anonymous
706 feedback to him if they feel like they want to do that or other things that perhaps have come up. This
707 would be the time for you guys to kind of talk that out so that Tom hears that other considerations
708 can be built into what the contract for work actually says.

709 Shannon Barton Stark said well, I think it's again like he said I think it would be important for him to
710 meet with you on arrival and departure, give you a synopsis of what, you know, they have come up
711 with.

712 Sarah Buxton said and take feedback and maybe some orientation. What I don't know, Tom, is I
713 know the focus is going to be more on the field because that's what MMUA does. But because they
714 noted, you know, policies, procedures, system knowledge, general workplace culture, I'm assuming
715 at least make a stopover on Pond Street.

716 Tom Petraska said oh sure.

717 Sarah Buxton said I just didn't know, you know, in terms of like all employees, I think it goes a little
718 bit further, the scope of his review, but I don't recall from our interview with him. I'm guessing it
719 does because it says general workplace culture and system knowledge and now that we have other
720 like talking with Michael and understanding where strengths and weaknesses are there too.

721 Tom Petraska said he's definitely going to hit on policies and procedures.

722 Jean Strong asked and those are where, at Pond Street.

723 Tom Petraska said not necessarily.

724 Michael Gadway stated we have little bits and pieces of policies and procedures. I don't know what
725 you have for policies and procedures out at the shop. I have very little bits little piece of here. This is
726 how you do this right, this is how you do this. They're not all combined in one spot.

727 Sarah Buxton said when I used to be audited for a federal program. You know, like, this is what we
728 tell people here's the email I've sent them. And, you know, so they'll say, okay, that's fine or this is a
729 policy that needs to be formalized and approved by the board.

730 Jean Strong said because I just wanted if you do have a file or something, Brett probably already
731 knows where that is and vice versa. Whatever Ludlow Electric, has just make sure that everybody
732 knows where those are, so when the auditor comes, we want to use his time wisely.

733 Michael Gadway stated No, I agree. And I do have, like I say, a little bits and pieces of policies and
734 procedures in tiny little bites and none of it all in one big policy document. Most of our stuff is
735 internal controls. We have a lot of internal accounting controls.

736 Shannon Barton Stark stated we can get it together before he comes.

737 Jean Strong said or that'll be the job for the interim manager.

738 Shannon Barton Stark stated okay, I'll take a motion to authorize Tom to enter into a contract with
739 MMUA, to conduct in-depth evaluation of Ludlow Electric Light Department's operations regarding
740 safety policies procedures, work practices, skill level competency, worker confidence, system
741 knowledge, general workplace culture, beginning in September and to craft a letter to be sent to all
742 employees next week beginning with the purpose and our support for the evaluation.

743 Jean Strong said and the contract with MMUA will be signed by Tom and the chair. Correct.

744 Sarah Buxton said that's not what the motion says, but if you're amending it, we can do it that way.

745 Jean Strong said yeah, I think it should be signed by both of you.

746 **MOTION made by Logan Nicoll and seconded by Jean Strong to authorize Tom to enter into a**
747 **contract with MMUA, to conduct in-depth evaluation of Ludlow Electric Light Department's**
748 **operations regarding safety policies procedures, work practices, skill level competency,**
749 **worker confidence, system knowledge, general workplace culture, beginning in September**
750 **and to craft a letter to be sent to all employees next week beginning with the purpose and our**
751 **support for the evaluation. The contract with MMUA will be signed by Tom and the chair.**
752 **Motion passed unanimously.**

753

754 Brett Sanderson asked so when are they doing this.

755 Logan Nicoll said in the proposal that I have says that he'll be here in September 3rd through the 7th.

756 Brett Sanderson said I'm gone two days of it.

757 Jean Strong said what two days, Brett?

758 Brett Sanderson stated Thursday and Friday.

759 Jean Strong asked which is the fifth and the sixth.

760 Brett Sanderson said the fifth and the sixth.

761 Jean Strong said I'm just suggesting then maybe if, if depending on what his schedule is.

762 Logan Nicoll said he's only on site that Wednesday.

763 Tom Petraska said he can focus with Brett on the short end of it. The first part of it.

764 Jean Strong said well, I would hope the focus would be most of the time he is here. I don't know.

765

766 Shannon Barton Stark said maybe you could talk to him and see if he could make it different time.

767 Jean Strong said yeah, the following week. Because I think it's important.

768 Michael Gadway said the 7th, which is a Saturday.

769 Logan Nicoll said he has a travel day on here. He says he's traveling the third and the seventh.

770 Outside the 4th, 5th and 6th. But yeah, I mean, hopefully he has other availability and you guys can

771 negotiate the contract and maybe not do these days.

772 **Board Retreat**

773 Sarah Buxton said this is an idea generating session. Earlier today we were talking about some
774 things, now I'm forgetting how far back we were in the meeting, oh, tariffs. We were talking about
775 different topics, rate cases, budget. VPPSA said they would be, they went up to I think Barton the
776 other night, the night I was talking to Ken and he said he was giving their board, which was relatively
777 new, an overview of like what is the state of, I think he said the electricity generation and public
778 policy right now in the state. He had a little presentation, and he said he'd be happy to present on
779 anything. Ron has quite a few different topics with his years of experience. He'd be happy to kind of
780 walk you through. And so, I didn't want to lose track of this because every meeting we talk about
781 that I've been to these two, that I hear a lot of needs for wanting to get up to speed with an
782 orientation. And so, to the extent that you guys feel you're ready to either start picking a couple of
783 topics or at least pick a date and then say let's be thinking about what we want to hear, who we
784 want to hear from so that we can understand the industry. There is a difference between an open
785 meeting and a retreat. You can't in a retreat go into any item that is the business of the body and
786 begin deliberating the business of the body. But you can learn about board governance, you can
787 learn about the PUC and any other topic that we've talked about.

788 Tom Petraska said VPPSA roles.

789 Sarah Buxton stated yes, that's another one. What are the different things that that's does and have
790 some of their folks come in and talk about that. So, this is really up to you guys and whether you
791 have time, whether this is an October, November thing, if it's a December, January thing, if it's a next
792 month thing, if it's a half day, if it's one hour at a time and just doing ongoing learning.

793 Ron Shems said for some further context, it's pretty routine for all boards to have an onboarding
794 procedure for new members and to do a yearly training and to just, you know, stay up to speed on
795 governance on their roles and responsibilities and get educated on the various topics that you have
796 to run across. You know, you're a brand-new board. I don't think any of you have gone through an
797 onboarding proceeding or process or so, you know, it's playing a little bit of catch up with the
798 normal type of education and training given to select board members, nonprofit board members,
799 cooperative board members. It's pretty routine to do this.

800 Jean Strong said well, my schedule is much more flexible than yours.

801 Shannon Barton Stark stated mine is pretty flexible. I can make anything work.

802 Jean Strong said I think Logan is probably the least flexible. Think about your calendar and what
803 might work for you. You don't have to do it now.

804 Logan Nicoll said I mean, what's your general thoughts on timeline like next month, two months.

805 Sarah Buxton said September, October.

806 Logan Nicoll said yeah, I feel like October.

807 Sarah Buxton said late September.

808 Logan Nicoll said maybe late September, early October.

809 Sarah Buxton said think about all those things in your lives that get busy.

810 Jean Strong said children.

811 Sarah Buxton said so I don't know, do you want to start thinking about topics first and then pick like,
812 do we need a half day or full day. Do you want to talk about a date and then just say what are our top
813 priorities and then start figuring out, you know, who do you need to hear from. Is it internally
814 understanding the budget. Is it VPPSA. Is it rate case, tariffs. Would you guys like to do dates first.

815

816 Shannon Barton Stark said I think picking a date makes sense because then we have that set and
817 we can all work around it and start thinking about what we would like to work with.

818 Logan Nicoll said yes, I would agree with that.

819 Jean Strong said I think the certainly budget, because it seems to me at least from what I've looked
820 at, the budget for Ludlow Electric is, maybe it's just the way it's presented, but it looks totally
821 different than the town budget. And I don't know if it has to be that way, so for me looking at the
822 budget or how the budget, a budget for a light department.

823 Shannon Barton Stark said and those are all things we can come up with once we pick a date. Is it
824 weekends or midweek. But it's really up to you because I can do anything.

825 Logan Nicoll said I would go towards midweek. I'm fine with midweek. I feel like maybe Fridays are
826 easier for me personally.

827 Jean Strong said Friday's are actually, you're okay for me.

828 Shannon Barton Stark stated Friday, September 27th.

829 Logan Nicoll said yes, I can make that work.

830 Sarah Buxton said and then once you have the date, we can just start talking about topics and
831 things. With the budget, I think it's an important one because I know it's come up several times.
832 We'll have to craft it in a way where you aren't talking about decision making around the budget
833 versus understanding how that looks. And maybe we can talk a little bit about what you have and
834 show, link it to some of the other pieces of information about why is this important? Why do you
835 need to know this piece? Is it related to your regulatory role? Is it related to your, you know, some
836 fiduciary role that you have? But we can work on that and, you know, Michael can give you a, I'm
837 guessing, right, an overview of the different elements of putting together the budget and where the
838 data comes from.

839 Michael Gadway stated I can and it's all based on FERC accounting.

840 Sarah Buxton said we'll learn what that is.

841 Shannon Barton Stark said okay, so September 27th.

842 Sarah Buxton said oh, actually, wait. Ron, just let me know that he's going to be away that last week
843 of September, first few days of October.

844 Shannon Barton Stark said how about Friday, October 4th.

845 Logan Nicoll said I mean, I can go a week earlier or a week later. I'd be fine either way.

846 Shannon Barton Stark said I can't do the 20th.

847 Logan Nicoll said let's do the fourth.

848 Sarah Buxton asked Ron, are you back on the, are you back by the fourth or are you.

849 Ron Shems said I get back the fifth of October. Sorry. You know, there are other people that can
850 address governance or PUC issues than me.

851 Sarah Buxton said we can probably do some of the other bits, maybe first.

852 Logan Nicoll said then we can do a follow up.

853 Shannon Barton Stark said so we'll stick with September 27th.

854 Sarah Buxton said why not, it sounds like there's lots of topics.

855 Jean Strong said we can talk about the space because it's going to, we should have a good space
856 that's comfortable and I'll suggest places.

857 **Other Business**

858 Shannon Barton Stark said discussion of the drug and alcohol testing and I think with that, I'd like the
859 only ones that are drug and alcohol tested are the linemen, the shop people, right. I suggest we put
860 Brett in charge of, you're the superintendent, I feel as though you should be the one that is setting

861 up to the drug and alcohol testing. That's something we had discussed in the meeting, last meeting,
862 I believe.

863 Tom Petraska said I made arrangements to do that.

864 Shannon Barton Stark said yeah, but from my understanding, the email did not go to Brett or was
865 not....

866 Tom Petraska said no, no, the email I sent to the people that administered the program to put him
867 on it and it didn't happen. I followed up with it and I haven't heard back from them.

868 Shannon Barton Stark said let's follow up with that again.

869 Sarah Buxton said okay, so you don't need to take action.

870 Tom Petraska said I think the biggest key here is he's actually a driver that has to get drug tested, so
871 to do a random test, he gets notified that you have a drug test.

872 Shannon Barton Stark said okay, then let's make sure that the emails go to the proper email and
873 not....

874 Tom Petraska said I'm just talking about the system itself.

875 Shannon Barton Stark said what I'm discussing is when you informed him that the drug test was
876 happening, was it sent to your work email.

877 Brett Sanderson said it was an old email.

878 Shannon Barton Stark said it was an old email that was nonexistent since 2020. If you're going to
879 inform them that they're being drug tested, you have to send it to his work email.

880 Tom Petraska said that was his old work email. It never got closed out.

881 Shannon Barton Stark stated it did now. It's deleted. But that poses a problem because, I mean, I
882 don't know how many emails were sent to that email.

883 Tom Petraska said three.

884 Shannon Barton Stark said three. So he didn't get those emails on the appropriate time. Why all of a
885 sudden is....why did it change. Why did you start sending it to an old...

886 Tom Petraska said it did change. I just happened to click on Brett's name and it came up with that
887 old email and I just sent it. I didn't even know it was going to that. It didn't get returned. It didn't get
888 delivered, so I thought it was okay.

889 Shannon Barton Stark said so it's deleted now. The whole email is deleted now.

890 Sarah Buxton stated well, what I'm not clear on though is, did it already happen though. It sounds
891 like what you were about to ask to have happened, Tom may have already arranged to have
892 happened. But now we think there might be a problem with that happening.

893 Tom Petraska said I don't know if you can administer your own drug program.

894 Jean Strong said well, I think that's another issue other than the one we're talking about.

895 Sarah Buxton said right. But what I'm saying is, I think if Tom previously was trying to transfer the
896 responsibility for the notification over to Brett, and they haven't done it. So he could pull the plug on
897 that or he could let it go and it could still be transferred over. It sounds like there's a clarification.

898 Tom Petraska said I'm not sure they'll let that happen because he's on the roster.

899 Sarah Buxton said so that may be why they didn't get back.

900 Tom Petraska said I've got to find out more about it.

901

902 **Items for Next Meeting**

903 Jean Strong said well, let's see, that'll be the end of September, right.

904

905 Sarah Buxton said actually, that'll be the 26th, the day before.
906
907 Logan Nicoll said yeah, it's the day before this proposed retreat.
908
909 Sarah Buxton asked tariffs. Did we want to follow up on any of that?
910 Michael Gadway said I'd be glad to talk about any specific tariffs you want to talk about. It's very
911 tough to be generalized around tariffs because they're all very, very specific.
912 Shannon Barton Stark said yes, I'm understanding that.
913 Jean Strong said if we did it on the 27th, that would be better.
914 Sarah Buxton said an overview.
915 Jean Strong said if we did it on October 27th, but that's part of our retreat, then we'll know more
916 about the tariffs.
917 Logan Nicoll said before we put him on an agenda for action, we should know more.
918 Jean Strong said and I think by the end of September, we should have the report back from the
919 safety audit, would you think.
920 Tom Petraska said I think we'll have that at the end of that week.
921 Shannon Barton Stark said unless we change the date because he's not going to be here.
922 Jean Strong said anyways, that could be on the agenda. And then whoever else, Madam Chairman,
923 wants to put on the agenda.

924 **ADJOURNMENT:**

- 925
926 1. **MOTION by Logan Nicoll and seconded by Jean Strong to adjourn. Motion passed**
927 **unanimously.**
928 2. Meeting adjourned at 7:17 p.m.
929

930
931 Respectfully submitted,

932
933 Tina M. Jarvis
934 Recording Secretary

935
936
937 Shannon Barton Stark, Chairperson _____
938

939
940 Jean Strong, Vice Chair _____
941

942
943 Logan Nicoll, Clerk _____