



**MEETING MINUTES
MAY 7, 2019
DEANE C. DAVIS BUILDING
1 NATIONAL LIFE DRIVE, MONTPELIER**

**CALVIN COOLIDGE CONFERENCE ROOM, 6TH FLOOR
9:30 A.M. TO 11:30 A.M.**

Members Present: Chair John Davis; Mark Nicholson; Thad Richardson; Michael Keane; Charlie Kimbell; John Russell; and Rachel Smith

Members Absent: Betsy Gentile and Patricia Horn

Staff Present: Megan Sullivan, Executive Director; Abbie Sherman, Grant Programs Manager, Shelley Pembroke Marketing and Projects; Michael Schirling, ACCD Secretary; and John Kessler, ACCD General Counsel

Others Present: Susan Dzurus Bradley, Senior Auditor, State Auditor's Office

9:37 a.m. Roll Call and Agenda Review

Chair John Davis called the meeting to order and advised that this was a special meeting being called to focus on the draft State Auditor's audit report of the St. Albans TIF District. Noting that Susan Dzurus Bradley of the State Auditor's Office (SAO) was present, Chair John Davis asked her to introduce herself to the Board. Chair John Davis then asked for a roll call of the members of the Board who were present.

Chair John Davis advised that the Board would be going into executive session and noted that it is generally limited to Council members. He then asked if Megan Sullivan had any additional comments to offer. Megan Sullivan advised that VEPC had received a request from the SAO that Susan Dzurus Bradley be allowed to participate or sit in on the executive session portion of the meeting. Megan consulted with Agency counsel who, referencing the open meeting law, advised that it is in the Council's discretion who is allowed to participate in the meeting. Megan noted her appreciation of the partnership received from the SAO and the communication. Megan also advised of her concern that there are other interested parties privy to document being discussed who were not in attendance and that having just one interested party in attendance could cloud the independence of the Council's drafting of comments. Comments from the Council will be provided to the SAO when complete.

- ❖ At 9:39 a.m. Michael Keane, with due respect to the guest and the meeting proceedings, moved that the executive session be limited to only ACCD staff including Secretary Schirling and VEPC Council and be limited to that group. Mark Nicholson seconded the motion. Chair

John Davis inquired as to further discussion, hearing none requested a roll call for the vote. All voted in favor and the motion passed. 6-0-0.

- ♦ Aye: Chair John Davis; Mark Nicholson; Thad Richardson; Michael Keane; Charlie Kimbell; and John Russell
- ♦ Nay: None
- ♦ Abstain: None

Following the vote, Susan Dzurus Bradley requested that meeting minutes reflect the specific reason for the exclusion from executive session.

9:40 a.m. Council Review of Draft Report For Management Comments Submitted by the Vermont State Auditor's Office for Purposes of Providing Comment

- ❖ At 9:40 a.m. Michael Keane moved that the Board enter into Executive Session. Mark Nicholson seconded the motion. Chair John Davis inquired as to further discussion, hearing none requested a roll call for the vote. All voted in favor and the motion passed. 6-0-0.
 - ♦ Aye: Chair John Davis; Mark Nicholson; Thad Richardson; Michael Keane; Charlie Kimbell; and John Russell
 - ♦ Nay: None
 - ♦ Abstain: None

Susan Dzurus Bradley requested clarification on the motion and the reason for entering into executive session.

- ❖ At 9:45 a.m. Michael Keane moved to go into Executive Session due to the confidentiality of the documents at hand and the conversation the Council is about to have on those documents and due to the fact that other parties are not present that are privy to that information. Mark Nicholson seconded the motion. ACCD General Counsel John Kessler then provided further clarification referencing the open meeting law provision, 1 VSA 313(a)(6) that allows for confidential documents to be discussed in executive session since the Council cannot discuss or disclose the information contained in the documents in public. Chair John Davis requested clarification from Susan Dzurus Bradley as to why the SAO wished to participate in the executive session. Susan noted that the draft report the Council is discussing originated from the SAO and their desire to be aware of the Council's discussion and comments. Megan Sullivan noted that the SAO will be provided with VEPC's final comments. Chair John Davis inquired as to further discussion, hearing none requested a roll call for the vote. All voted in favor and the motion passed. 6-0-0.
 - ♦ Aye: Chair John Davis; Mark Nicholson; Thad Richardson; Michael Keane; Charlie Kimbell; and John Russell
 - ♦ Nay: None
 - ♦ Abstain: None

Susan Dzurus Bradley exited the meeting and the Council entering into executive session.

Rachel Smith joined the meeting during executive session.

At 11:47 a.m. the Council exited from the Executive Session.

- ❖ At 11:49 a.m. Michael Keane moved that the Council to authorize Chair John Davis and Megan Sullivan to formalize a response to the SAO with a third person assisting in that drafting. John Russell seconded the motion. Mark Nicholson inquired as to whether Michael Keane would be interested in serving as the third person and Michael Keane confirmed that he would be. Chair John Davis inquired as to further discussion, hearing none requested a roll call for the vote. All voted in favor and the motion passed. 7-0-0.
 - ♦ Aye: Chair John Davis; Mark Nicholson; Thad Richardson; Michael Keane; Charlie Kimbell; John Russell; and Rachel Smith
 - ♦ Nay: None
 - ♦ Abstain: None
- ❖ At 11:50 a.m. Charlie Kimbell moved that the Council add items from SAO report to the agenda for the next VEPC meeting and the agenda for summer retreat. Mark Nicholson seconded the motion. All voted in favor and the motion passed. 7-0-0.
 - ♦ Aye: Chair John Davis; Mark Nicholson; Thad Richardson; Michael Keane; Charlie Kimbell; John Russell; and Rachel Smith
 - ♦ Nay: None
 - ♦ Abstain: None

11:51 a.m. Other Business

Megan Sullivan discussed the upcoming retreat and needing to finalize dates given the timing suggested that another doodle poll be sent out with later dates, those being June 27 and July 11. Megan noted that there is the potential for the retreat to be a robust meeting as draft legislation currently includes a requirement that VEPC develop recommendations for VEGI Incentive Program and report back to the legislature.

Chair John Davis introduced John Russell to the Council members as a newly appointed Council member. John represents Rutland County on the Council and he briefed the Council on his background.

Chair John Davis inquired as any other business, there being none requested a motion to adjourn.

- ❖ At 11:57 a.m. Rachel Smith moved to adjourn the meeting. Thad Richardson seconded the motion. Chair John Davis requested a roll call for the vote, all voted in favor and the motion passed. 7-0-0.
 - ♦ Aye: Chair John Davis; Mark Nicholson; Thad Richardson; Michael Keane; Charlie Kimbell; John Russell; and Rachel Smith
 - ♦ Nay: None
 - ♦ Abstain: None

Minutes taken by Shelley Pembroke: May 8, 2019
Revised by Megan Sullivan: May 10, 2019
Approved by the Council: May 30, 2019