

VERMONT ECONOMIC DEVELOPMENT AUTHORITY

Minutes

August 25, 2023

A meeting of the Vermont Economic Development Authority (VEDA) convened on August 25, 2023 beginning at 9:30 a.m. Members of the Authority present via teleconferencing: S. Voigt, Chair; A. Eastman (designee for A. Tebbetts); C. Carpenter; E. Delhagen (designee for J. Tierney); D. Marvin; D. Fitzko; K. Hale; K. Bourgeois; P. Elwell; R. Shippee; T. Foster; T. Gallagher and T. Collier. VEDA staff present via teleconferencing: T. Richardson, Chief Financial Officer; R. Grzankowski, Chief Operations Officer; C. Houchens, Chief Risk and Resource Officer; S. Croft, Deputy Director of Commercial Lending; E. Denny, Senior Commercial Loan Officer and H. Hook, Senior Accountant. Staff present in VEDA's office: C. Polhemus, Chief Executive Officer; J. Emens-Butler, Director of Closing; A. Wood, Deputy Director of Agricultural Lending; B. Koch, IT Manager and A. Wright, Executive Assistant and Office Manager. Those Members present constituted a quorum.

CEO's Report

C. Polhemus opened her report with a review of VEDA's strong pipeline, noting two significant projects approved by VEDA Staff pursuant to loan authority policy.

Next, C. Polhemus provided an update on the revised request for proposal for VEDA's depository relationship. Based on improved pricing, along with the desire to support a Vermont based institution, VEDA has selected a new financing institution for primary deposits.

C. Polhemus indicated that there has been no response from state and federal authorities to the security breach that was filed. VEDA continues to be vigilant and continues to strengthen our virtual perimeters.

Despite gray and damp weather there was a wonderful turnout of staff and family members at the VEDA Summer Picnic held at Branbury State Park on August 4. During this event the VEDA staff raised donations for the Vermont Main Street Flood Recovery Fund.

In closing, C. Polhemus reminded Members of the upcoming Strategic Planning Retreat, which will focus on Strategic Direction and Board Best Practices.

E. Delhagen thanked C. Polhemus and the management team for their work, noting the shift in the format of the plan and placing core values up front is appreciated. A. Eastman noted a lot has been accomplished since the Strategic Planning started under new leadership.

Member Area Review

C. Polhemus indicated that VEDA remains in a holding pattern as the impact from flood damage is determined. Discussion ensued regarding state and federal grant and loan programs.

D. Fitzko provided a forestry update, indicating the prolonged wet weather has hampered operations which has affected sawmills due to challenges in accessing forests. Conversations on how to address this in the long term are being discussed.

Consent Agenda

Approval Items:

1. Minutes of July 28, 2023
2. Resolution: Check Signers

Informational Items:

3. Staff Authority – Loan Approvals

Name	Town	Program	Loan Amount
Switchback Beerworks, Inc (The)	Burlington	Subchapter 5 Participation	\$1,300,000
T&D Real Estate LLC; 290 Vermont 100 Hospitality Corporation	West Dover	Subchapter 5	\$350,000
Greenway College, Inc.	Montpelier	Subchapter 5	\$1,163,700

4. Staff Authority – Other Business

On a motion by T. Collier, seconded by K. Bourgeois, the Minutes of the July 28, 2023 Vermont Economic Development Authority meeting and the Check Signers Resolution were approved as presented by those Members of the Authority present by a vote of 9 to 0 with the Chair, D. Fitzko, R. Shippee and T. Collier abstaining.

Vermont Economic Development Authority

Banking Resolution

WHEREAS, the Vermont Economic Development Authority (Authority) has, from time to time, authorized certain officers and staff members to sign checks drawn on the various accounts of the Authority and to invest, reinvest and redeem certificates of deposit and repurchase agreements from and with various Vermont banks (Banks) and initiate wire transfers of funds to and from the Banks for these purposes;

NOW THEREFORE BE IT RESOLVED, the Authority's Chief Executive Officer, Chief Lending Officer, Chief Financial Officer and Chief Operations Officer will each have individual signing authority for any check, cash and wire transfer of the Authority for any amount up to \$10,000. The following will each have individual signing authority for any check, cash, and wire transfer of the Authority for any amount up to \$5,000: the Chair of the Authority; the Treasurer of the Authority; Alice Wright; Barry Koch; Leah Wilhjem; Debra Izor and Jonathan Harris. All checks, cash and wire transfers drawn on any Authority account in excess of \$10,000 must be signed and countersigned by two of the above authorized individuals;

BE IT FURTHER RESOLVED, that the Authority's Chief Executive Officer, Chief Lending Officer, Chief Financial Officer and Chief Operations Officer are each hereby authorized to purchase, transfer, redeem and withdraw or reinvest the proceeds of certificates of deposit, repurchase agreements, and other investment securities, and to transfer funds to and from the Banks, whether manually, by wire or otherwise, as necessary to carry out the purposes specified above. The Chief Executive Officer, Chief Lending Officer, Chief Financial Officer and Chief Operations Officer are each also hereby authorized to contract with the Banks for safe deposit services and to designate certain employees or contractors to have access to such safe deposit services. The Banks are directed to honor any such requests;

BE IT FURTHER RESOLVED, that the foregoing Resolution shall remain in full force and effect until written notice of its amendment or rescission shall have been received by the Banks;

BE IT FURTHER RESOLVED, that this Resolution supersedes and replaces that approved by the Authority on January 28, 2022.

Board Financial Summary

T. Richardson provided the financial report, explaining Net Operating Income before fair value adjustment for investments through July 31, 2023 of \$22.5 thousand was favorable to budget by \$12.8 thousand. Net Interest Income of \$523.8 thousand was unfavorable to budget

by \$53 thousand. Other Income of \$14.2 thousand was unfavorable to budget by \$31.1 thousand.

R. Shippee inquired about the Northern Community Investment Corporation (NCIC) dissolution. T. Richardson indicated that a final decision has not been made, however he has been told NCIC is leaning in the direction of accepting a proposal from an entity that will keep all NCIC's programs and services operating in the NEK.

Enterprise Risk Assessment Report

C. Houchens provided an updated ERM report assessing risk as of June 30, 2023. Overall risk levels at VEDA are perceived to be stable and minimal changes were made in the risk metric rankings this year.

Policy / Program / Plan Updates

C. Houchens provided Members with the Enterprise Risk Management Program, noting no changes have been made to the program this year. C. Houchens indicated VEDA continuously accesses the risks and provides Members with the Program document annually for review and Member approval.

R. Grzankowski provided Members with the Information Security Policy, noting the policy revision was limited to one minor update, as well as the Information Security Incident Response Plan, which remains unaltered for FY2024.

On a motion by T. Collier, seconded by A. Eastman, the Enterprise Risk Management Program, Information Security Policy and the Incident Security Incident Response Plan were approved by the Members of the Authority present by a vote of 12 to 0 with the Chair abstaining.

There being no other business to properly come before the Authority, on a motion by T. Collier, seconded by T. Foster, the meeting adjourned at 10:22 a.m.

ATTEST:

Vermont Economic Development Authority

By: _____
Cassandra F. Polhemus, Chief Executive Officer

VERMONT AGRICULTURAL CREDIT CORPORATION

Minutes

August 25, 2023

A meeting of the Vermont Agricultural Credit Corporation (VACC) convened on August 25, 2023 beginning at 10:23 a. m. Directors of the Corporation present via teleconferencing: S. Voigt, Chair; A. Eastman (designee for A. Tebbetts); C. Carpenter; E. Delhagen (designee for J. Tierney); D. Marvin; D. Fitzko; K. Hale; K. Bourgeois; P. Elwell; R. Shippee; T. Foster; T. Gallagher and T. Collier. Member joining the meeting later: M. Pieciak. Staff present via teleconferencing: R. Grzankowski, Assistant Secretary; T. Richardson, Treasurer; C. Houchens, Chief Risk and Resource Officer; S. Croft, Deputy Director of Commercial Lending; E. Denny, Senior Commercial Loan Officer and H. Hook, Senior Accountant. Staff present in VEDA's office: C. Polhemus, President; J. Emens-Butler, Assistant Secretary; A. Wood, Deputy Director of Agricultural Lending; B. Koch, IT Manager and A. Wright, Executive Assistant and Office Manager. Those Directors present constituted a quorum.

Consent Agenda

Approval Items

1. Minutes of July 28, 2023
2. Resolution: Check Signers

Informational Items

3. Board Loan Committee – Approval

Name	Town	Loan Amount
Lucas Dairy, LLC and Lucas, Jonathan	Orwell	Re-advance: \$94,000

4. Staff Authority – Loan Approvals

Name	Town	Loan Amount
Mahoro, Theogene and Ayingeneye, Hyacinthe	Williston	\$50,000
Leavitt Logging, LLC; Leavitt, Kevin R. and Frances	Belvidere	\$100,000
Farm Upstream LLC (The); Lee River, LLC; Froning, Corinne E.; Hardy, Spencer P.; Huettenmoser, Jacqueline C. and Kornfeld, Jacob N.	Jericho	\$182,750
Bartlett Family Farm LLC; Bartlett, Zachary L. and Picard, Paige M.	East Hardwick	\$16,000

5. Staff Authority – Other Business

On a motion by T. Gallagher, seconded by T. Foster, the Minutes of July 28, 2023 and the Check Signers Resolution were approved as presented by those Directors of the Corporation present by a vote of 9 to 0 with the Chair, D. Fitzko, R. Shippee and T. Collier abstaining.

Vermont Agricultural Credit Corporation
Banking Resolution

WHEREAS, the Vermont Agricultural Credit Corporation (Corporation) has, from time to time, authorized certain officers and staff members to sign checks drawn on the various accounts of the Corporation and to invest, reinvest and redeem certificates of deposit and repurchase agreements from and with various Vermont banks (Banks) and initiate wire transfers of funds to and from the Banks for these purposes;

NOW THEREFORE BE IT RESOLVED, the Corporation's President, Vice President and Chief Financial Officer will each have individual signing authority for any check, cash and wire transfer of the Corporation for any amount up to \$10,000. The following will each have individual signing authority for any check, cash, and wire transfer of the Corporation for any amount up to \$5,000: the Chair of the Corporation; the Treasurer of the Corporation; Alice Wright; Barry Koch; Leah Wilhelm; Debra Izor and Jonathan Harris. All checks, cash and wire transfers drawn on any Corporation account in excess of \$10,000 must be signed and countersigned by two of the above authorized individuals;

BE IT FURTHER RESOLVED, that the Corporation's Chief Financial Officer, President and Vice President are each hereby authorized to purchase, transfer, redeem and withdraw or reinvest the proceeds of certificates of deposit, repurchase agreements, and other investment securities, and to transfer funds to and from the Banks, whether manually, by wire or otherwise, as necessary to carry out the purposes specified above. The Chief Financial Officer, President and Vice President are also each hereby authorized to contract with the Banks for safe deposit services and to designate certain employees or contractors to have access to such safe deposit services. The Banks are directed to honor any such requests;

BE IT FURTHER RESOLVED, that the foregoing Resolution shall remain in full force and effect until written notice of its amendment or rescission shall have been received by the Banks;

BE IT FURTHER RESOLVED, that this Resolution supersedes and replaces that approved by the Corporation on January 28, 2022.

At 10:24 a.m. M. Pieciak joined the meeting.

Agricultural Update

A. Eastman provided an update on the agricultural sector flood recovery, noting the Business Emergency Gap Assistance Program (BEGAP) for agriculture operations has received 105 applications with upward to \$30 million in damages reported. A. Eastman noted a new grant program through The Vermont Community Foundation that will provide up to \$10 thousand directly to farmers affected by the flood. Next, A. Eastman indicated The Organic Relief Program assisted over 100 eligible organic dairy farmers with relief. A. Eastman noted the Agency of Agriculture, Food & Markets is very busy with agricultural fairs, where social media “Vermont Strong” videos to promote Vermont for the fall foliage season are being produced. The Agency is also preparing to move back to its office in Montpelier that was damaged during the flood. A. Eastman closed her report recognizing Ackermann Dairy as the 2023 Vermont Dairy Farm of the Year.

K. Bourgeois noted the efforts of the Agency of Agriculture, Food & Markets in keeping everyone informed. The agency’s efforts are very helpful and appreciated.

D. Fitzko indicated that despite the rainy summer hiking trails are accessible and are looking good for enjoyment during the fall foliage season. D. Fitzko recommends advance planning and encourages the use of [trailfinder.info](https://www.trailfinder.info) for the most up to the date trail information.

T. Foster noted that milk prices are slowly increasing, and due to the wet summer, some Vermont crops remain a challenge.

A. Eastman closed the agricultural update with a reminder of the Vermont Agricultural Hall of Fame being held at the Champlain Valley Exposition. VEDA remains a proud sponsor of this event.

There being no other business to properly come before the Corporation, on a motion by T. Foster, seconded by T. Collier, the meeting adjourned at 10:33 a.m.

ATTEST:

Vermont Agricultural Credit Corporation

By: _____
Cassandra F. Polhemus, President

VERMONT 504 CORPORATION

Minutes

August 25, 2023

A meeting of the Vermont 504 Corporation convened on August 25, 2023 beginning at 10:34 a.m. Directors of the Corporation present via teleconferencing: A. Eastman (designee for A. Tebbetts); C. Carpenter; E. Delhagen (designee for J. Tierney); D. Marvin; D. Fitzko; K. Hale; K. Bourgeois; M. Pieciak; P. Elwell; R. Shippee; S. Voigt; T. Foster; T. Gallagher and T. Collier. Staff present via teleconferencing: S. Croft, Secretary; R. Grzankowski, Assistant Secretary; T. Richardson, Treasurer; C. Houchens, Chief Risk and Resource Officer; E. Denny, Senior Commercial Loan Officer and H. Hook, Senior Account. Staff present in VEDA's office: C. Polhemus, President; J. Emens-Butler, Assistant Secretary; A. Wood, Deputy Director of Agricultural Lending; B. Koch, IT Manager and A. Wright, Executive Assistant and Office Manager. Those Directors present constituted a quorum.

C. Polhemus chaired the meeting.

Consent Agenda

Approval Items

1. Minutes of July 28, 2023
2. Resolution: Check Signers

Informational Items

3. Staff Authority- CA Other Business

On a motion by T. Foster, seconded by R. Shippee, the Minutes of July 28, 2023 and the Check Signers Resolution were approved by those Directors of the Corporation present by a vote of 11 to 0 with D. Fitzko, R. Shippee and T. Collier abstaining.

Vermont 504 Corporation

Banking Resolution

WHEREAS, the Vermont 504 Corporation (Corporation) has, from time to time, authorized certain officers and staff members to sign checks drawn on the various accounts of the Corporation and to invest, reinvest and redeem certificates of deposit and repurchase agreements from and with various Vermont banks (Banks) and initiate wire transfers of funds to and from the Banks for these purposes;

NOW THEREFORE BE IT RESOLVED, the Corporation's President, Vice President and Chief Financial Officer will each have individual signing authority for any check, cash and wire transfer of the Corporation for any amount up to \$10,000. The following will each have individual signing authority for any check, cash, and wire transfer of the Corporation for any amount up to \$5,000: the Chair of the Corporation; the Treasurer of the Corporation; Alice Wright; Barry Koch; Leah Wilhjelm; Debra Izor and Jonathan Harris. All checks, cash and wire transfers drawn on any Corporation account in excess of \$10,000 must be signed and countersigned by two of the above authorized individuals;

BE IT FURTHER RESOLVED, that the Corporation's Chief Financial Officer, President and Vice President are each hereby authorized to purchase, transfer, redeem and withdraw or reinvest the proceeds of certificates of deposit, repurchase agreements, and other investment securities, and to transfer funds to and from the Banks, whether manually, by wire or otherwise, as necessary to carry out the purposes specified above. The Chief Financial Officer, President and Vice President are also each hereby authorized to contract with the Banks for safe deposit services and to designate certain employees or contractors to have access to such safe deposit services. The Banks are directed to honor any such requests;

BE IT FURTHER RESOLVED, that the foregoing Resolution shall remain in full force and effect until written notice of its amendment or rescission shall have been received by the Banks;

BE IT FURTHER RESOLVED, that this Resolution supersedes and replaces that approved by the Corporation on January 28, 2022.

There being no other business to properly come before the corporation, on a motion by A. Eastman, seconded by M. Pieciak, the meeting adjourned at 10:36 a.m.

ATTEST:

Vermont 504 Corporation

By: _____
Sandra Croft, Secretary

By: _____
Vermont 504 Corporation Director

VERMONT SMALL BUSINESS DEVELOPMENT CORP.

Minutes

August 25, 2023

A meeting of the Vermont Small Business Development Corp. (VSBDC) convened on August 25, 2023 beginning at 10:37 a.m. Directors of the Corporation present via teleconferencing: A. Eastman (designee for A. Tebbetts); C. Carpenter; E. Delhagen (designee for J. Tierney); D. Marvin; D. Fitzko; K. Hale; K. Bourgeois; M. Pieciak; P. Elwell; R. Shippee; S. Voigt; T. Foster; T. Gallagher and T. Collier. Staff present via teleconferencing: T. Richardson, Treasurer; S. Croft, Secretary; R. Grzankowski, Assistant Secretary; C. Houchens, Chief Risk and Resource Officer; E. Denny, Senior Commercial Loan Officer and H. Hook, Senior Accountant. Staff present in VEDA's office: C. Polhemus, President; J. Emens-Butler, Assistant Secretary; A. Wood, Deputy Director of Agricultural Lending; B. Koch, IT Manager and A. Wright, Executive Assistant and Office Manager. Those Directors present constituted a quorum.

C. Polhemus chaired the meeting.

Consent Agenda

Approval Items

1. Minutes of July 28, 2023
2. Resolution: Check Signers

Informational Items

3. Staff Authority – Loan Approval

Name	Town	Loan Amount
Vermont Wood Pellet Company, LLC	North Clarendon	\$176,720

4. Staff Authority – Other Business

On a motion by P. Elwell, seconded by S. Voigt, the Minutes of the July 28, 2023 meeting and the Check Signers Resolutions were approved by those Directors of the Corporation present by a vote of 11 to 0 with D. Fitzko, R. Shippee and T. Collier abstaining.

Vermont Economic Development Authority

Banking Resolution

WHEREAS, the Vermont Economic Development Authority (Authority) has, from time to time, authorized certain officers and staff members to sign checks drawn on the various accounts of the Authority and to invest, reinvest and redeem certificates of deposit and repurchase agreements from and with various Vermont banks (Banks) and initiate wire transfers of funds to and from the Banks for these purposes;

NOW THEREFORE BE IT RESOLVED, the Authority's Chief Executive Officer, Chief Lending Officer, Chief Financial Officer and Chief Operations Officer will each have individual signing authority for any check, cash and wire transfer of the Authority for any amount up to \$10,000. The following will each have individual signing authority for any check, cash, and wire transfer of the Authority for any amount up to \$5,000: the Chair of the Authority; the Treasurer of the Authority; Alice Wright; Barry Koch; Leah Wilhjelm; Debra Izor and Jonathan Harris. All checks, cash and wire transfers drawn on any Authority account in excess of \$10,000 must be signed and countersigned by two of the above authorized individuals;

BE IT FURTHER RESOLVED, that the Authority's Chief Executive Officer, Chief Lending Officer, Chief Financial Officer and Chief Operations Officer are each hereby authorized to purchase, transfer, redeem and withdraw or reinvest the proceeds of certificates of deposit, repurchase agreements, and other investment securities, and to transfer funds to and from the Banks, whether manually, by wire or otherwise, as necessary to carry out the purposes specified above. The Chief Executive Officer, Chief Lending Officer, Chief Financial Officer and Chief Operations Officer are each also hereby authorized to contract with the Banks for safe deposit services and to designate certain employees or contractors to have access to such safe deposit services. The Banks are directed to honor any such requests;

BE IT FURTHER RESOLVED, that the foregoing Resolution shall remain in full force and effect until written notice of its amendment or rescission shall have been received by the Banks;

BE IT FURTHER RESOLVED, that this Resolution supersedes and replaces that approved by the Authority on January 28, 2022.

Discussion ensued regarding the current interest rate environment and what new originations and deposits are being seen across the Vermont banking institutions.

There being no other business to properly come before the Corporation the meeting adjourned at 10:43 a.m.

ATTEST:

Vermont Small Business Development Corp.

By: _____
Sandra Croft, Secretary