

VERMONT ECONOMIC DEVELOPMENT AUTHORITY

Minutes

July 26, 2024

A meeting of the Vermont Economic Development Authority (VEDA) convened at VEDA's Montpelier office on July 26, 2024 beginning at 9:30 a.m. Members present: T. Foster, Chair; A. Eastman (designee for A. Tebbetts); C. Carpenter; D. Marvin; J. Goldstein (designee for L. Kurrle); K. Bourgeois; P. Elwell; R. Shippee; S. Voigt and T. Gallagher. Members present via teleconference: T. Collier. Members joining the meeting later in VEDA's Montpelier office: K Hale; D. Fitzko and M. Pieciak. Staff Present: C. Polhemus, Chief Executive Officer; P. Samson, Chief Lending Officer; T. Richardson, Chief Financial Officer; R. Grzankowski, Chief Operating Officer; S. Buckley, Director of Energy and Broadband Lending; P. Fitzgerald, Director of Loan Resolution; C. Houchens, Director of Human Resources and Compliance; S. Isham, Co-Director of Agricultural Lending; A. Wood, Co-Director of Agricultural Lending; E. Denny, Senior Loan Officer; J. Harris, Commercial Credit Analyst; A. Wright, Executive Assistant and Facilities Manager and R. Cohn-Guthrie, Marketing Assistant. Staff present via teleconference: S. Croft, Director of Credit. Those Members present constituted a quorum.

Marketing Presentation by Junapr

C. Polhemus indicated that Junapr staff was unable to attend in person. A power point marketing presentation highlighting how Junapr's public relations efforts have successfully impacted and expanded awareness of VEDA was made available to Members.

(At 9:36 a.m. K. Hale joined the meeting in VEDA's Montpelier office.)

CEO's Report

C. Polhemus opened her report introducing VEDA's Marketing Assistant, R. Cohn-Guthrie, recognizing her involvement in gathering data for the marketing report and efforts compiling information for VEDA's annual report.

Next, C. Polhemus indicated the annual audit is underway, noting the very aggressive FY2024 budget results exceeded previous years, with the agricultural department closing on diversified projects.

C. Polhemus closed her report indicating several forestry program applications have been received and the pipeline is very healthy.

Member Area Review

J. Goldstein provided a brief update on the July 10, 2024 flood, noting 250 businesses, including 60+ farms, have currently reported flood damage. The \$5 million appropriated by the Legislature for last summer’s floods is being considered to also help the additional damages of this summer’s flood impacted areas.

(At 9:44 a.m. D. Fitzko joined the meeting in VEDA’s Montpelier office.)

Consent Agenda

Approval Items:

1. Minutes of April 26, 2024
2. Resolution: Appointment of Document Signers
3. Information Security Policy
4. Incident Response Plan
5. Enterprise Risk Management Program
6. Compliance Management System
7. Loan Review Program

Informational Items:

8. Board Loan Committee – Approvals

Name	Town	Program	Loan Amount
Lakshmi Hospitality LLC	Bennington	Subchapter 5	\$660,000
Jackson Woodstock LLC	Woodstock	Subchapter 5	\$962,960

9. Staff Authority – Other Business
10. Employment Data

On a motion by A. Eastman, seconded by T. Gallagher, the Consent Agenda Approval Items were approved by those Members of the Authority present by a vote of 12 to 0 with the Chair abstaining.

VERMONT ECONOMIC DEVELOPMENT AUTHORITY

Resolution

RESOLVED, that pursuant to Article IV, Section 5 of the Authority's Bylaws, Renée Grzankowski, Chief Operations Officer; Sandy Croft, Director of Credit; Andrew Wood, Co-Director of Agricultural Lending; Jennifer Emens-Butler, General Counsel and Director of Closing; Elizabeth Russell, Closing Officer; Shirley Moore, Closing Officer and Shelby Parette, Closing Officer, be and each of them hereby is authorized to act as the Authority's agent for the purpose of signing, acknowledging and delivering contracts, written documents and instruments, commitments, deeds, mortgages and mortgage discharges, subordinations and all manner of written agreements for and on behalf of the Authority.

Board Financial Summary

T. Richardson presented his financial report, explaining Net Operating Income (Loss) before fair market value adjustment for investments through June 30, 2024 of (\$481.5) thousand was unfavorable to budget by \$169.8 thousand. Net Interest Income of \$6,235.9 thousand was unfavorable to budget by \$956.1 thousand. Other Income of \$614 thousand was favorable to budget by \$58.6 thousand.

Credit Quality Report

P. Samson provided Members with a review of the Credit Quality Report.

Strategic Plan – 4th Quarter FY2024

C. Polhemus noted the progress made on the strategic plan during FY2024 and those underway for FY2025. An updated plan reflecting new or updated initiatives for FY2025 was shared with Members.

(At 10:05 a.m. M. Pieciak joined the meeting in VEDA's Montpelier office.)

Policy Updates

P. Samson presented Members with updates to the Commercial Loan Policy. Updates include certain clarification items as well as material changes primarily related to staff internal loan approval authority, and to a staff provided quality control process.

On a motion by J. Goldstein, seconded by K. Hale, the Commercial Loan Policy Updates were approved by those Members of the Authority present by a vote of 13 to 0 with the Chair abstaining.

Credit Risk Classification Report – 4th Quarter FY2024

Staff's Credit Risk Classification Report recommendation for the Vermont Jobs Fund for 4th Quarter of FY2024 (ended June 30, 2024) included recommended loan loss reserves in the amount of \$2,010.3 thousand a \$6.3 thousand decrease from the prior quarter.

After discussion regarding the reserves and changes recommended thereto, on a motion by S. Voigt, seconded by T. Gallagher, the loan loss reserve recommendation was approved by those Members of the Authority present by a vote of 13 to 0 with the Chair abstaining.

FY2025 Budget

After discussion regarding the budget and the recommendation of the ALCO Committee that the proposed FY2025 budget is appropriate and reasonable, on a motion by J. Goldstein, seconded by A. Eastman, the FY2025 Budget was approved by those Members of the Authority present by a vote of 13 to 0 with the Chair abstaining.

Asset Liability Committee Charter Updates

T. Richardson provided Members with updates to the ALCO Charter, noting the changes include increasing the number of Committee Members as well as clarifying the Committee is charged with recommendation of the organization's annual budget to the full Board.

On a motion by S. Voigt, seconded by T. Gallagher, the Asset Liability Committee Charter updates were approved by those Members of the Authority present by a vote of 13 to 0 with the Chair abstaining.

Executive Session

On a motion by A. Eastman, seconded by K. Hale, the Members of the Authority voted unanimously to enter executive session at 10:36 a.m. in order to consider contractual matters and exempt records related to loan applications, premature public knowledge of which would clearly place VEDA or individuals at a substantial disadvantage. See 1VSA § 313(a). All staff present entered the executive session.

The Members of the Authority exited the executive session at 11:13 a.m.

MHG Solar LLC – Manchester Center – Com Energy – \$3,000,000

A \$3,000,000 Commercial Energy loan request for MHG Solar LLC to renew and increase its line of credit to provide construction financing to build solar array projects.

On a motion by K. Bourgeois, seconded by J. Goldstein, the MHG Solar LLC Commercial Energy loan request was approved by those Members of the Authority present by a vote of 13 to 0 with the Chair abstaining.

Bellevue RNG, LLC – Berkshire – Subchapter 4 – \$24,000,000

A \$24,000,000 Subchapter 4 tax exempt industrial revenue bond inducement request for Bellevue RNG, LLC for the acquisition, construction and furnishing of a renewable gas production facility in Berkshire, Vermont.

On a motion by A. Eastman, seconded by T. Gallagher, the Bellevue RNG, LLC Subchapter 4 tax exempt industrial revenue bond request was approved by those Members of the Authority present by a vote of 12 to 0 with K. Bourgeois and the Chair abstaining.

VERMONT ECONOMIC DEVELOPMENT AUTHORITY
Bellevue RNG, LLC

Supplement to Inducement Resolution Adopted February 24, 2023
(Supplement Adopted: July 26, 2024)

WHEREAS, the State of Vermont, acting by and through the Vermont Economic Development Authority (the “Authority”), previously adopted an Inducement Resolution on February 24, 2023, attached hereto as Exhibit A (the “2023 Inducement”), for the benefit of Bellevue RNG, LLC (hereinafter with any parent corporation, subsidiary or other business affiliate referred to as the “Company”), which has proposed the financing of the Project;

WHEREAS, capitalized terms not otherwise defined herein shall have the meanings ascribed thereto in the 2023 Inducement;

WHEREAS, pursuant to the 2023 Inducement, the estimated cost of the Project was stated to be \$16,000,000; and

WHEREAS, the estimated cost of the Project has increased to \$24,000,000 and the Company has requested the Authority to supplement the 2023 Resolution by substituting references to “\$16,000,000” in the 2023 Inducement with references to “\$24,000,000” in all instances;

NOW THEREFORE BE IT RESOLVED, THAT:

1. Purpose of Resolution. The Authority hereby affirms and restates the 2023 Inducement in all respects other than references to “\$16,000,000,” which shall now be substituted with references to “\$24,000,000” in all instances.
2. Effective date. This resolution shall take effect upon its adoption.

Exhibit A
VERMONT ECONOMIC DEVELOPMENT AUTHORITY
Bellevue RNG, LLC

Inducement Resolution (Adopted: February 24, 2023)

WHEREAS, the State of Vermont, acting by and through the Vermont Economic Development Authority (the “Authority”), is empowered to assist in the financing of industrial development facilities through the issuance of industrial revenue bonds pursuant to Title 10 V.S.A., Chapter 12 (the “Act”); and

WHEREAS, for purposes of Subchapter 4 of the Act, facilities for the conduct of any trade or business which is eligible for tax-exempt financing under the United States Internal Revenue Code of 1986, as amended (the “Code”) are deemed to be eligible facilities; and

WHEREAS, Bellevue RNG, LLC (hereinafter with any parent corporation, subsidiary or other business affiliate referred to as the “Company”) has proposed the financing of certain industrial facilities in the Town of Berkshire, Vermont described in the Company’s application to the Authority for financing and consisting generally of the following (the “Project”):

The acquisition, construction and furnishing of a renewable natural gas production facility to be located on or in proximity with a dairy farm located in the Town of Berkshire, Vermont, which facility will consist of two anaerobic digesters, gas upgrading equipment and other related equipment.

WHEREAS, the estimated cost of the Project is approximately \$16,000,000, and the Company has requested that the Authority issue its industrial development revenue bonds under the Act at one time or from time to time in an aggregate principal amount not to exceed \$16,000,000 in order to finance the Project in whole or in part, such bonds to be secured by the obligation of the Company to pay the debt service thereon, and the interest on such bonds to be exempt from federal income taxes by virtue of the provisions of Section 103 and 141-150 of the Code and the regulations promulgated thereunder (the “Regulations”), as they may now or hereafter exist.

NOW THEREFORE BE IT RESOLVED, THAT:

3. Purpose of Resolution. This resolution is intended as affirmative official action and official intent, as contemplated by the Code and Regulations, toward the issuance of industrial development revenue bonds under the Act to finance the Project and as a declaration of official intent for the reimbursement of Project costs within the meaning of Section 1.150-2 of the Regulations.
4. Eligibility for Financing. Based upon the information contained in the Company’s application to the Authority for financing, the Project appears to be eligible for financing under the Act. Issuance of the bonds is subject to all requirements of the Act and to the Authority being able to make the findings required by the Act, including a determination by the Authority regarding the priority of financing the Project in relation to the priority for extending financing to other industrial development facilities for which application has been made to the Authority or may be made in the future. Such bonds shall not constitute a general obligation of the State or the Authority nor a pledge of the faith and credit of the State or the Authority but shall be payable solely from the revenues pledged for their payment in accordance with the Act.

5. Further Action Required. This resolution is not a contract or final agreement to issue bonds. The Authority will consider whether to approve the issuance of bonds when the terms of the financing have been finalized and the Authority is in a position to determine that this project should be given priority for the issuance of tax-exempt revenue bonds pursuant to guidelines established by the Authority and by statute.
6. Effective date. This resolution shall take effect upon its adoption.

Other Business

There being no other business to properly come before the Authority, on a motion by S. Voigt, seconded by A. Eastman, the meeting adjourned at 11:14 a.m.

ATTEST:

Vermont Economic Development Authority

Cassandra F. Polhemus

By: _____
Cassandra F. Polhemus, Chief Executive Officer

Video transcripts of all meetings will be made available here -
<https://www.youtube.com/@VEDAMeetingArchive>