

**ADDISON COUNTY ECONOMIC DEVELOPMENT CORPORATION
BOARD OF TRUSTEES**

**August 15, 2024, 7:30 a.m.
1590 Route 7 South, Suite 8, Middlebury, VT
and MS Teams**

Present: Joseph Andriano, Ryan Bartlett, David Castle (7:38 a.m.), Mark Foster, Chris Lapierre, Gina Larrow, Jason Larocque, Nicole MacTavish, Richard McKerr, Bob Ortmyer, Susan Ritter, Darcy Tarte.

Also Present: Fred Kenney, Executive Director; Barbara Richardson, Operations Manager; Camille Lyons, ACEDC Intern.

Absent: Valerie Capels, Renny Perry, Bill Townsend.

Call to Order:

Jason called the meeting to order at 7:33 a.m.

Agenda Approval: Jason requested a motion to amend the agenda to include an overview and discussion of updates to Vermont's Open Meeting Law (OML).

7:34 Gina made the motion. Richard seconded. All approved.

Jason noted that, as per OML, this meeting was being recorded and will be posted for 30 days after the minutes are approved for the meeting, and recommended discretion when discussing businesses ACEDC is working with.

Minutes of the June 21, 2024, Board Meeting:

7:35 a.m. Gina moved to approve the minutes of the June 21st Board meeting. Richard seconded.

Vote: 10-0-0.

Executive Director Report:

Fred briefly updated the board on staff activities and initiatives. Highlights:

Staff Activity for June & July:

- Legislative Wrap-up: Fred provided a writeup in Board packet FYI.
- Press: Fred interviewed with VT Business Magazine re: Annual Economic Report for Addison County - See Aug issue.
- Municipal Meetings: Staff attended meetings in Waltham, Weybridge, Lincoln, Ripton & Whiting. A few of these meetings are scheduled in August & September and we'll schedule the remaining in calendar year '25.
- Grants: Many grant reports were due in July.
 - Annual Report to the Vermont Agency of Commerce & Community Development (ACCD): See FY24 in Board packet FYI.
 - Small Business Technical Assistance Grants (SBTAE) are closed out and the report was submitted in June. 16 Addison County clients received \$64k in assistance.
 - ACORN Food Hub Feasibility Study (funded through a USDA Rural Development Grant) is drafted and in final review. Fred will submit to USDA next week. Let Fred know if the Board would like a presentation on this study
- Revolving Loan Program:
 - The Loan Committee approved a \$200,000 loan to Addison County Alignment & Repair in New Haven.
 - The staff is working on a new Intermediary Relending Program (IRP) application to USDA-Rural Development, due at end of September.
- FY24 Financial Audit: It is well underway and we hope to wrap by early October. We are working with a new audit firm selected through an RFP process.

- Cybersecurity Audit: ACEDC qualifies for a free audit through the Leahy Center for Digital Forensics & Cybersecurity at Champlain College. The process includes questionnaires for staff and network device scanning.
- Upcoming Meetings: Annual Mixer on 9/11 @ Shacksbury; regular Board meetings in September and October, and Annual Member Meeting in November. In lieu of our usual breakfast meeting with legislatures, we might organize a business tour for them.

Board members had no comments or questions regarding items from the ED's report.

Citizen Comments:

As per OML, ACEDC is now required to offer an opportunity at all public meetings for citizen comments on items not included on the agenda. No citizens were present at the meeting, and Board members reported that they had not received any citizen comments to share.

Open Meeting Law Changes

This month's Board packet included information on Vermont's Open Meeting Law and the changes made during the 2024 session. To summarize:

- A previous amendment to law specifically made any service provider, including RPCs and RDCs, that receive performance grants subject to the open meeting and public records laws.
- The amendment included a provision prohibiting disclosure of information relating to a proposed transaction or agreement between the service provider and another person, in furtherance of the service providers public purpose, prior to final execution of such transaction
- "person" in Vermont law refers to individuals and businesses
- This clause provides RDCs another reason to enter executive session so confidential transactions can be discussed.
- But, otherwise, RDCs must follow the open meeting laws
 - Non-meeting communications are limited to scheduling meetings, organizing an agenda, and information distribution. Otherwise, such meetings must have a quorum and must follow the statute.
 - We must publicly announce all Board meetings 48 hours in advance by providing notice in 3 places
 - Any member of the public has a right to attend Board meetings.
 - Public ADA accommodations law applies.
 - Minutes are a matter of public record.
 - Reasons for entering executive session are limited by statute.
 - The public may inspect or copy our meeting records and any other "public records" of the organization, subject to limitations and exemptions of statute.
- This also means that ACEDC is subject to the changes made during the 2024 legislative session by Act 133 (S.55), which set forth new requirements based on an entity's "nonadvisory or advisory" status.
 - A public body is "advisory" if it does NOT have supervision, control, or jurisdiction over legislative, quasi-judicial, tax, or budgetary matters.
 - If the body has any one of these, they are "Non-Advisory."
 - Since the ACEDC Board has supervision, control, and jurisdiction over budgetary matters, the Board is considered "Non-advisory." Most of our other committees are "Advisory."
- What is now required of "Non-Advisory" bodies?
 - Agenda must include specific topics of discussion, potential actions to be taken, location and time of the meeting, and info to allow the public to access and participate in the meeting electronically.
 - Meeting must be either fully in-person or hybrid with a designated, staffed physical location for the public to attend, and a designated electronic platform to attend remotely.
 - Meeting must be recorded.
 - Agendas and Minutes must be posted on our website with minutes posted within 5 days (for at least a year).
 - Meeting recording must be posted on a designated electronic location for 30 days.

- Advisory bodies may meet using remote only.
- Staff is incrementally taking the steps necessary to comply.
- Some changes were made to today's agenda: adding changes to agenda and public comment period, for example
- We will likely always have Executive session now and it will be indicated on the agenda
- We will start the public meeting notice and posting requirements with the September meeting
- The staff report will be reduced to ensure no confidential information is discussed
- Any discussion during the Board meeting must be kept to non-confidential topics
- We can enter Executive Session, but only for the reasons allowed by Statute

Certain documents are exempt from public examination (e.g., loan documents). The Executive Director's report will provide generic information about business contacts, loans in process, etc.

Discussion: Sue expressed concern about the expectation that Board members will remember the letter of the law and cite the precise language. Joe's understanding is that this is a best practice that creates a clear link between the action that takes you into ES and the statute, but he's never seen it happen in practice. Fred will anticipate motions for ES and will include the proper citation on the agenda.

Joe also clarified that without a quorum, a discussion among Board members is not an official meeting under OML; nor does it apply at social events where a quorum is present.

OPOS Update (OPOS stands for One-Page Operating Strategy)

In light of personnel changes (to be discussed later, in Executive Session), Fred has revised the initiatives list we used to build the FY25 OPOS and budget agreed upon during the May Board retreat.

Initiatives spreadsheet – staff proposing that items highlighted in beige be suspended while we focus on transition and staffing instead. Proposing that we continue the initiative highlighted in yellow.

Fred reviewed the update to the OPOS to reflect these priority changes.

Budget Updates are proposed based on the OPOS priority changes and actuals for FY24. Updates fall into three categories: Shifting grant revenue to FY25, reprioritization of projects, and personnel changes.

Executive Session

Jason requested a motion to enter executive for a staffing discussion.

8:29 am: Gina moved to enter executive session to discuss personnel issues, as provided by 1 VSA Section 313(a)(3). Ryan seconded the motion. All agreed.

Executive Session ended at 8:39 a.m. No actions were taken based on the discussion.

Re-enter Open Meeting:

The Makery Steering Committee may decide that it's no longer possible for the Hannaford Career Center to host The Makery, which isn't currently self-sustaining. Nicole (ACEDC Board member and Superintendent of HCC) provides a financial report to Faith Daya, chair of The Makery Steering Committee (and sewing lab lead) at each meeting. Members of the Steering Committee are meeting with Nicole next week and will report to the Steering Committee.

8:42 am: Jason requested a motion to adjourn. Darcy made the motion, Richard seconded, all agreed and the meeting adjourned.

Respectfully submitted, Barbara Richardson, Operations Manager