

MINUTES FROM MARCH 14, 2013 BOARD MEETING:*Prepared by Paul Craven/ May 2, 2013*

VERMONT LOW INCOME TRUST FOR ELECTRICITY, INC.

Board of Directors Meeting

March 14, 2013 2:00 PM VT Department of Labor

In Attendance: Richard Rubin, Richard Marron (conference call), Hal Cohen, Scott Johnstone, Annie Noonan, Pat Moulton Powden, Paul Craven & Chris Dutton

Absent: Chuck Ross

AGENDA

Approval of Minutes of the January 29, 2013 Board Minutes

motion to approve the January 29, 2013 Board Minutes:

1) *Annie Noonan*

2) *Pat Moulton Powden*

Board vote: unanimous - all in favor

Chris Dutton - update on VELCO

Summary: Chris reported that the inclusion of the three VLITE representatives to the VELCO Board has gone quite well. The VLITE Representatives have been assigned to the following sub-committees: Michael Dworkin / Governance, Cort Richardson / Audit, and Theresa Alberghini / Compensation. Chris updated the board on state of power transmission in Vermont - load is declining - some reasons include: the recession, more efficiencies in the transmission system (i.e. VELCO investment in infrastructure), implementation of renewables. With a reduction in load it may add rate pressure on Vermont users. A question was raised regarding the impact the State of Vermont could have on rates. In summary, Chris' response was that rates were set federally by FERQ, and the Public Service Board was the place for further discussion. Chris referenced the substantial investment in assets made by VELCO (\$1 billion) in the last ten years - driven by reliability needs. Other items discussed included: solar demand, ISO New England, natural gas prices, possible tariff impacts, impact of electric vehicles, FERQ determining the rate of return on tariffs, Massachusetts' request for tariff rate adjustment, and national movement away from coal generation. The question was raised regarding what can VLITE do to assist VELCO.

Treasurers report -

| VSECU | Amount: |
|--------------|---------------|
| Savings | \$ 260,943.59 |
| Checking | \$ 10,750.01 |
| Money market | \$ 500,454.92 |
| Total | \$ 772,148.52 |

FYI - enclosed - 4/20/2013 VSECU Statement - **not included at 3/14 board meeting:**

| VSECU | Amount |
|--------------|-----------------|
| Savings | \$ 297,017.87 |
| Checking | \$ 20,004.71 |
| Money market | \$ 720,870.18 |
| Total | \$ 1,037,892.76 |

Conflict of Interest Policy

Summary: a board discussion occurred regarding the policy presented.

Motion to approve the policy as presented was made by:

- 1) Dick Marron
- 2) Pat Moulton Powden

Board vote: unanimous - all in favor

Mission Statement - tabled

Summary: a board discussion occurred regarding the statement presented. It was recommended that further review be done. Refer to VLITE non-profit application - 501(c)3

Attorney selection - Tarrant, Gillies, Merriman & Richardson

Summary: a board discussion occurred regarding the recommendation presented.

Motion to approve the recommendation as presented was made by:

- 1) Dick Marron
- 2) Pat Moulton Powden

Board vote: unanimous - all in favor

Accountant selection - Montgomery & Merrill PC

Summary: a board discussion occurred regarding the recommendation presented.

Motion to approve the recommendation as presented was made by:

- 1) Annie Noonan
- 2) Pat Moulton Powden

Board vote: unanimous - all in favor

Web consultant - ChaseChesnut Development

Summary: a board discussion occurred regarding the recommendation presented.

A motion to approve the recommendation as presented was made by:

- 1) Scott Johnstone
- 2) Richard Rubin

Board vote: unanimous - all in favor

VELCO Representative re-appointments for 2013

Summary: a board discussion occurred regarding the present appointees to the VELCO Board. Chris Dutton provided his feedback on the appointees earlier in the meeting. Prior discussions were made by the executive director with each of the three representatives (Michael Dworkin, Cort Richardson, and Theresa Alberghini) asking if they wished to serve an additional yearly term on the VELCO Board. Each representative confirmed that they wish to serve for another term.

A motion to approve the appointment of Michael Dworkin, Cort Richardson and Theresa Alberghini for an additional one-year term as representatives to the VELCO Board was made by:

- 1) Dick Marron*
- 2) Scott Johnstone*

Board vote: unanimous - all in favor

VLITE Board member expenses

Summary: a board discussion occurred regarding expenses incurred by VLITE Board members. For example, some members had to travel substantial distances to attend board meetings and other related events at their own cost. A recommendation was made to reimburse the board members for related board participation expenses. The President would have the authority to approve board expense sheets submitted. The ED was directed to develop expense sheets for mileage and other items.

A motion to approve the recommendation as presented was made by:

- 1) Annie Noonan*
- 2) Richard Rubin*

Board vote: unanimous - all in favor

Action Plan Proposal - Phase #1 proposed programs/ projects

Summary: a board discussion occurred regarding: the programs proposed, those who would benefit from this investment, the duration of investment, the amount of program funding proposed, the schedule for implementation, and the method to measure performance of VLITE partners. Financial contributions made under the Phase #1 action plan did not guarantee future investment in any programs/projects as proposed. The board members were in general concurrence with the Phase #1 action plan as proposed, with the understanding that further review was required. A sub-committee was appointed to provide more detail on the Phase #1 proposal and report back to the board for their final concurrence.

Action item: the board assigned a sub-committee of: Hal Cohen, Scott Johnstone, and Paul Craven to explore the advancement of the Phase #1 action plan and report back to the board with their recommendation for the proposed final program spending amounts and partnerships for implementation.

Other business:

ED: work with accountant and Annie Noonan to submit the IRS form #990 - extension

ED: check VLITE IRS status

Scott raised the issue of checks and balances regarding public trust - item to addressed at May 14, 2013 board meeting

ED: prepare expense sheet for mileage and other items as required, reimbursement would require approval by the President

Annual meeting for VLITE - schedule for June 2013

VLITE Board appointments - annual meeting