

**MINUTES OF THE VLCT PROPERTY AND CASUALTY INTERMUNICIPAL FUND,
INC. and VLCT EMPLOYMENT RESOURCE AND BENEFITS TRUST, INC. BOARD
OF DIRECTORS JOINT MEETING
VLCT OFFICE, MONTPELIER, VT and VIA ZOOM
FRIDAY, MAY 8, 2026**

Directors Present: Aaron Frank (P), Bryan Young (P/V), Todd Odit (P/V), Erik Wells (P), Charles Safford (P/V), Rob Gaiotti (P-remote), Bruce Urie (P/V-remote) and Nicolas Storellicastro (P/V)

Staff Present: Phil Latvis, Seth Abbene, Ted Brady, Phil Woodward, Fred Satink and Kelley Avery

Guests: Russell Young (Primmer, Piper, Eggleston & Cramer PC), and Ron Smith (RHR Smith - remote)

Presidents Frank and Safford called the joint meeting to order at 9:03 a.m. and asked for the board members and staff to introduce themselves to guest Ron Smith.

President Frank asked for a motion to approve the consent agenda with a change to the agenda to add a report from the Nominating Committee Chair regarding the potential appointment of a new board member.

Upon motion (Storellicastro/Young), duly adopted, the board voted unanimously to approve the consent agenda as amended.

President Frank asked for a motion to enter into Executive Session.

Nicolas Storellicastro moved that the Boards find that premature general public knowledge of contract negotiations between PACIF, VERB and VLCT regarding the Administrative Services Agreement would clearly place PACIF and VERB at a substantial disadvantage and further moved that the PACIF and VERB Boards go into executive session to discuss contractual negotiations between VLCT and PACIF and VERB to include the General Counsel, Corporate Counsel and the Executive Secretary. Mr. Storellicastro additionally moved that both Boards go into executive session to discuss appointment or employment of PACIF and VERB officers and board members, provided that neither Board will make a final decision on whether to hire or appoint a public officer or board member in executive session, but rather will do so during open meeting and shall explain the reasons for its final decision during the open meeting. **The motions were seconded by Todd Odit, all approved and both boards entered into executive session (9:07 a.m.).**

With the exception of Phil Woodward, all VLCT staff left the meeting.

At 10:59 a.m. the board returned to open meeting. VLCT staff rejoined the meeting at this time.

Under Information Items, the board was presented with the Operations Report for April from Jessi Hill, the Q1 PACIF Claims Report from Jill George and the Joint Investment Committee Meeting Report from the meeting held on April 15th. There were no questions from the board regarding these reports.

Phil Latvis provided a brief organizational update to the board, which included the following information:

- Origami claims work is well underway, and some key VLCT staff attended an Origami Risk Pool Summit for users last week.
- Staff is expecting a draft agreement soon with a new medical bill review provider as the current provider is leaving the market.
- Worker's compensation payroll audits are being conducted by staff. All have been received with the exception of 47 members.
- Field service staff have been busy with site visits. In addition, Loss Control and the HR team conducted a highway supervisors training in April that was well-attended, and staff hope to conduct similar trainings in late summer and toward the end of the year. Loss Control also hopes to start the VOSHA 10 safety trainings headed up by Larry Smith sometime this year as well.
- Staff is working with NLC Mutual to schedule a claims audit for early this summer to be completed by late fall . This claims audit is conducted every three years.

Ted Brady provided a brief VLCT organizational update to the board and noted the following:

- The VLCT Board plans to hold a special Annual Meeting of the VLCT membership on June 21st to get membership approval on amendments to the bylaws and incorporating so that VLCT can apply for an Association Health Plan with the Department of Financial Regulation. Other required updates will be made to the bylaws as well regarding building, owning or leasing property. These changes will be discussed and approved at the upcoming May 21st VLCT Board meeting.
- Mr. Brady noted staff is continuing its efforts to find another potential office space for VLCT under either a short-term or long-term lease. Mr. Brady hopes to have an option to present to the board at its June meeting.
- Former PACIF Board member Dave Atherton's daughter will be working with VLCT this summer as an intern.

VERB Board President Charles Safford inquired whether the VERB Board should also consider amending its bylaws at this time as well regarding removing the benefits provisions. Phil Woodward noted VERB bylaw changes should await finalized discussions with VLCT on Service Agreement negotiations. President Safford concurred with this recommendation.

Phil Latvis provided an update to the board on recent activity in the legislature. The reduced salt bill (S.218) which passed the House and Senate was vetoed by Governor Scott due to municipal liability concerns, which was welcome news to staff. Mr. Latvis noted he will be working with claims and advocacy staff to prepare a strategy for next year should this bill return in some form.

Legislation recently passed (Act 87) allowing for civil suits against government officials for constitutional rights violations. As worded, the bill does not interfere with local government officials or existing qualified immunity provisions.

H.778 regarding dam safety and the Governor's authority in emergency flooding situations has passed the House but has not yet passed the Senate. Additionally, S.173 regarding vocational rehabilitation has been modified substantially and now proposes forming a study committee. This bill has passed the Senate, but the House revisions have not yet been passed.

In other business, Nominating Committee Chair Bryan Young noted there are presently two full board vacancies on the PACIF Board along with two alternate vacancies.

Mr. Young moved that the board re-appoint former PACIF Board member Judy Frazier, Proctor Town Manager, to once again serve on the PACIF Board. **The motion was seconded by Todd Odit and unanimously approved by the Board.**

Upon motion (Safford/Storellicastro) duly adopted, the boards voted unanimously to adjourn the joint meeting (11:20 a.m.).

The board members broke for lunch.

President Safford called the VERB-only portion of the meeting to order at 11:44 a.m.

Present were directors Charles Safford, Nicolas Storellicastro, Bryan Young, Todd Odit and Bruce Urie. VLCT staff present were Phil Woodwood, Seth Abbene, Phil Latvis, Ted Brady and Kelley Avery.

President Safford requested a motion to approve the consent agenda.

Upon motion (Storellicastro/Odit), duly adopted, the board voted unanimously to approve the consent agenda as presented.

President Safford requested a motion to move into Executive Session.

Nicolas Storellicastro moved that the Board finds that premature general public knowledge of contract negotiations between VERB and VLCT regarding the proposed Fee and Service Commitment between VLCT and VERB would clearly place VERB at a substantial disadvantage and further moved that the VERB Board go into executive session to discuss the proposed Fee and Service Commitment between VLCT and VERB to include General Counsel and Corporate Counsel. **The motions were seconded by Todd Odit, all approved and both the Board entered into executive session (11:45 a.m.).**

With the exception of Phil Woodward, all VLCT staff left the meeting.

At 12:10 p.m. the board returned to open meeting, and VLCT staff returned.

President Safford requested a motion regarding the proposed Fee and Service Commitment.

Nicolas Storellicastro moved, having reviewed the proposed Fee and Service Commitment between VLCT and VERB, that the VERB Board authorize VERB President Charles Safford to sign and approve the Fee and Service Commitment on behalf of VERB, provided that it be first approved and signed by VLCT in the form proposed, and for an amount not greater than the amount proposed. **The motion was seconded by Todd Odit, and the board approved unanimously.**

Under Information Items, the Board was presented with the Q1 UI Claims Report by Kelley Avery, the Q1 Equifax Summary Report and the Equifax Annual Stewardship Report. President Safford asked the board if they had any questions regarding these reports, and there were no questions from the board.

There was no other business.

Upon motion (Storellicastro/Odit), duly adopted, the board voted unanimously to adjourn the meeting (12:12 p.m.).

Respectfully submitted,

A handwritten signature in black ink that reads "Kelley Avery". The signature is written in a cursive, flowing style.

Kelley Avery

Assistant Secretary

Link to Meeting Recording [here](#)