

VERMONT LEAGUE OF CITIES AND TOWNS BOARD OF DIRECTORS MEETING

Tuesday, October 6, 2026

MINUTES

VLCT Board Members Present: Mary Ann Goulette, Charlie Hancock, Jessie Baker, Karen Barber (Via Zoom), Michael Hogan, Ann Lawless, Mayor Emma Mulvaney-Stanak, Kyle Rowe, Scott Tucker, Zoe Kearl Contros, Tracy Borst, and Brian Shupe.

VLCT Staff Present: Ted Brady, Katie Buckley, Seth Abbene, Jessi Hill, Phil Latvis, Abby Friedman, Josh Hanford, Elena Esteban, Samantha Sheehan, Emmanuel Anjama, and Jeremy Weiss.

Guests Present: Gary Kupferer, VLCT Legal Counsel, Josh Partlow JohnsonLambert, Taylor Kacur, JohnsonLambert, Ben Brickner, Pomfret Selectboard Chair, Fred Satink, Lynn McNamara (via Zoom) Paladin, Meredith Dolan.

Agenda Item #1: Call to order by the President

President Mary Ann Goulette called the meeting to order at 10:31 a.m.

Agenda Item #2: Additions and Deletions to the Agenda

The Board reviewed any additions or deletions to the agenda and Jessie Baker requested the Board add a public comment period immediately following the agenda review. The addition was approved by a voice vote and no other changes to the agenda were raised. The Board then opened the floor for public comment. No public comments were offered, and the Board proceeded to the consent agenda.

Agenda Item #3: Consent Agenda

Kyle Rowe moved to approve the consent agenda including the meeting minutes of October 1, 2026, and accept the October Organizational Update, and the October Personnel Update. Jessie Baker seconded the motion. The motion was approved unanimously.

Agenda Item #4: Consideration of Amendments to the Proposed 2027/2028 VLCT Municipal Policy

The Board considered amendments to the proposed municipal policy. Josh Hanford reported that one comment had been received on the draft policy since the Board's previous meeting, relating to the guiding principles section. The proposed amendment included a grammatical change and the removal of Principle 7, which was considered duplicative of Principle 6. Principle 6 addresses flexibility and discretion in implementing state statutory and regulatory requirements consistent with applicable law and local circumstances, while Principle 7 addresses flexibility in implementing state regulatory and statutory requirements. Josh Hanford and Kyle Rowe discussed the request and supported the proposed change, noting that Principle 6 more broadly encompassed the intent of both principles. Karen Barber also expressed support for the amendment.

The Board discussed the process for considering the amendment, clarifying that its action at this meeting would be to endorse the proposed amendment rather than formally amend the policy. Formal consideration would occur at the Annual Meeting in the afternoon, where a member would need to introduce the amendment. Kyle Rowe moved to endorse the policy amendment. Ann Lawless seconded the motion. The motion was approved unanimously.

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Agenda Item #5: 2025 VLCT Audit Presentation

Josh Partlow and Taylor Kacur, representatives from Johnson Lambert, presented the 2025 audit and reported that it was clean, with no audit adjustments recorded or proposed, no uncorrected misstatements, and no significant unusual transactions identified. The auditors reviewed the adoption of GASB Statement No. 102, which required additional disclosures regarding risk concentrations and uncertainties but had no impact on reported financial amounts. The disclosure included the concentration of revenue associated with service agreements, including those with PACIF. The auditors clarified that this reflected the general financial risk associated with revenue concentration and uncertainty, rather than a specific assessment of the ongoing negotiations. Significant audit risk areas remained consistent with prior years, with no concerns identified.

The auditors outlined preliminary plans for the 2026 audit, anticipating a schedule similar to the prior year, with interim procedures in the fall, year-end fieldwork in July and August 2027, and issuance around September 2027, subject to receipt of necessary supporting information. They noted that organizational changes and ongoing discussions could affect audit planning and requested notification of changes involving related entities or organizational structure.

Board members commended Seth and his team for maintaining the financial health of a complex organization and acknowledged that the next audit could present additional challenges given ongoing organizational discussions.

Mike Hogan moved to accept the 2025 Audit. Jessie Baker seconded the motion. The motion was approved unanimously.

The 2026 audit engagement plan will be presented at a future meeting.

Agenda Item #6: Establish 2027 VLCT Membership Dues

The Board discussed proposed VLCT membership dues increases for 2027 - 2028. Due to ongoing negotiations involving PACIF and VLCT's related entities, dues could not be established through the usual budget process. The initial proposal was a 3% increase; however, Seth Abbene explained that an additional 0.5% increase would generate approximately \$8,000 in annual revenue for VLCT, with the impact on individual members varying based on the dues formula. He noted that VLCT had consistently kept dues increases below Consumer Price Index (CPI) in recent years.

The Board discussed aligning the dues increase with the 3.5% CPI rate to help address financial uncertainty while limiting the impact on members. Ted Brady also mentioned an informal survey conducted showed VLCT's dues are in line with most leagues across the country and mentioned continued efforts to diversify revenue and reduce reliance on dues and trust revenue through grants, sponsorships, business partnerships, and expanded fee-for-service opportunities.

Jessie Baker moved to set membership dues increase at 3.5%. Charlie Hancock seconded the motion. The motion was approved unanimously.

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Agenda Item #7: Executive Session to Discuss VLCT / VLCT PACIF / VERB Administrative Agreements

Brian Shupe moved that the evaluation and discussion of the Board's goals and strategies regarding the anticipated modifications of our administrative contracts with PACIF and VERB are needed and that the public disclosure of the discussion of these goals and strategies would clearly place VLCT at a substantial disadvantage. The motion was seconded by Jessie Baker. The motion was approved unanimously.

Thereupon, Emma Mulvaney-Stanak moved that the Board should go into executive session in accordance with 1 V.S.A. § 313(a)(1)(A) to enter executive session for the purpose of discussing the VLCT, PACIF and VERB administrative contracts and include the Executive Director Ted Brady, CFO Seth Abbene, Director of Operations Jessi Hill, VLCT Attorney Gary Kupferer, and Lynn McNamara of Paladin Consulting to join. Jessie Baker seconded the motion. The motion was approved unanimously.

At 11:01 a.m., the Board entered executive session. The recording was paused and all other staff left the room and any online attendees not named were placed in the waiting zoom.

At 12:20 the Board left executive session. Kyle Rowe moved to recess until after the annual meeting. The motion was seconded by Ann Lawess. The motion was approved unanimously and the Board stood in recess.

Agenda Item #8: Break

The Board recessed at 12:20 for lunch and for the VLCT Annual Meeting.

Agenda Item #9: Resume Executive Session to Discuss VLCT / VLCT PACIF / VERB Administrative Agreements

At 4:08 p.m. Board Chair Mary Ann Goulette called the meeting to order and welcomed the Boards newest member, Benjamin Brickner of Pomfret. Introductions were made by Board members, staff, and guests.

Jessie Baker moved that the evaluation and discussion of the Board's goals and strategies regarding the anticipated modifications of our administrative contracts with PACIF and VERB are needed and that the public disclosure of the discussion of these goals and strategies would clearly place VLCT at a substantial disadvantage. The motion was seconded by Tracy Borst. The motion was approved unanimously.

Thereupon, Jessie Baker moved that the Board should go into executive session in accordance with 1 V.S.A. § 313(a)(1)(A) to enter executive session for the purpose of discussing the VLCT, PACIF and VERB administrative contracts and include the Executive Director Ted Brady, CFO Seth Abbene, Director of Operations Jessi Hill, Director of Intergovernmental Relations Josh Hanford, Director of Municipal Operations Support Katie Buckley, Director of Communications and Marketing Elana Estaban, Director of Risk Management Services Phil Latvis, Director of Municipal Assistance Center Abigail Friedman, VLCT Attorney Gary Kupferer, and Lynn

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McNamara of Paladin Consulting to join. Mike Hogan seconded the motion. The motion was approved unanimously and at 4:15 all other staff and guests left the meeting.

At 4:25 Director of Intergovernmental Relations Josh Hanford, Director of Municipal Operations Support Katie Buckley, Director of Communications and Marketing Elana Estaban, Director of Risk Management Services Phil Latvis, Director of Municipal Assistance Center Abigail Friedman left the executive session.

At approximately 5:20 p.m. Hanford, Buckley, Estaban, Latvis, and Friedman re-entered the executive session. At 5:33 Mike Hogan moved to leave executive session. The motion was seconded by Brian Shupe. The motion was approved unanimously.

Agenda Item #10: Consider Terminating Current PACIF and VERB Administrative Services Agreements

No action taken on this agenda item.

Agenda Item# 11: Consider Revoking PACIF's Right of Use of VLCT Name

No action taken on this agenda item.

Agenda Item #12: Other Business

A VLCT Board of Directors meeting was scheduled for October 26th at noon. The previously scheduled October 15th Board meeting has been cancelled.

Agenda Item #13: Adjourn

Charlie Hancock moved to adjourn. Jessie Baker seconded the motion. The motion was approved and the meeting adjourned at 5:34 p.m.

Respectfully submitted,

Jeremy Weiss

Membership and Administrative Coordinator

View Meeting here:

Part 1:

https://us06web.zoom.us/rec/play/By1MQZYf8EiDQ1UpuBjIXEQfLLn0OytPaFMb4qOtnv7FA-YjTi6_7G-BdltBO9cubu709JWjX30278Xf.ins_F2bQtQFKcQwQ

Part 2 Beginning after the Break:

https://us06web.zoom.us/rec/play/f0Ya-uYoKGWoV1e1pcMqxIXQn0nGa6ATVFJpCSheGXbstqZK0TDg6MSPeZo1fLFV_vb8vN1ICRChC0IS.irRUPYgR-k3TrirW