



NVDA
*Northeastern Vermont
Development Association*

EXECUTIVE COMMITTEE MEETING

**Gallery Building Conference Room | Zoom Meeting May 23, 2024
6:00 PM**

MINUTES

Those attending:

Committee:

Hope Colburn
Martha Feltus
Michael Metcalf
Cynthia Stuart
Mark Whitworth

Staff:

Judy Butson
Tina Gonyaw
David Snedeker

Guests:

Catherine Dimitruk, NRPC
Kristen Leahy
Tasha Wallis, LCPC

The Committee Members asked David Snedeker to Chair the meeting. The Meeting was called to order by David Snedeker at 6:09 PM

Introductions

The NVDA Executive Committee and staff members introduced themselves along with the visiting RPC Executive Directors from NRPC and LCPC.

Update Agenda

April Financials will also be included with February and March Financials in the motion to approve.
No other updates.

Introduction of visiting Executive Directors

Catherine Dimitruk, Director of the Northwest Regional Planning Commission, and Tasha Wallis, Director of the Lamoille County Planning Commission, were in attendance as part of a peer review process of NVDA.

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The regional planning and development commission serving The Northeast Kingdom: Caledonia, Essex and Orleans Counties
NVDA is an Equal Opportunity lender, provider and employer

Minutes

A motion to accept the minutes of the February 22, 2024 meeting as presented was made by Martha Feltus and seconded by Hope Colburn. The motion was approved unanimously on a voice vote.

Financials

The February, March and April Unaudited Financial Statements were discussed and a motion to jointly approve them subject to audit was made by Michael Metcalf and seconded by Cynthia Stuart. The motion was approved unanimously on a voice vote.

FY2025

Judy Butson presented the FY2025 Draft budget stating that it's a work in progress; Cynthia explained the need for the salary increases. (Memo attached). Discussion on new projects/grants and other funding from the Committee.

A motion made to approve sending the draft budget which will have further edits as needed on to the Full Board was made by Martha Feltus and seconded by Mark Whitworth. The motion was approved on a voice vote.

Policy and By-law updates

Tina went over the comments on the policies and by-laws that the committee had received. After discussion, she will be making the updates/edits then sending to Dave and Judy for one further review before passing along to the NVDA attorney for review. (Policies with comments attached below)

Director's Update

Director's update attached below.

Other Business

Martha commented on the progress of the demolition on the Tap & Dye (Kennametal) plant in Lyndonville.

The meeting was adjourned at 7:20 PM with a motion to adjourn by Mark Whitworth and seconded by Cynthia Stuart.



Memorandum

To: NVDA Board, Executive Committee
From: Cynthia Stuart, Fred Saar, Marty Feltus
RE: NVDA Salary Review and Recommended Adjustments
Date: May 22, 2024

NVDA Executive Committee,

In light of our previous discussions emphasizing the importance of regularly assessing NVDA's salary structures to maintain competitiveness and fair compensation for our dedicated employees, a focused sub-committee consisting of the three of us reviewed NVDA's salary framework. We started the review process in February, met multiple times, and collaborated with NVDA employees Dave, Judy, and Tina, who assisted with the process. We also utilized the VAPDA salary survey of Vermont's regional planning commissions as a benchmark for our evaluation.

Over the past few years, regional planning commissions have taken on increasing responsibility and duties. With additional projects and funds to manage, NVDA has worked diligently to keep up and meet the needs of towns and organizations throughout the Northeast Kingdom. At the same time, some NVDA salaries have lagged far behind peers across the state and with other nonprofit organizations.

After closely evaluating each NVDA position, we recommend an overall salary budget increase of 8.62% or \$64,723 to align the salaries with other statewide positions and remain competitive. The recommendation is not to increase all salaries across the board, as some long-time employees needed the greatest increase (e.g., executive director, senior planners, specialists) while more recent hire's salaries were in line. We also recommend that the administration develop and implement salary ranges for similar groups of employees to ensure that NVDA's salaries stay competitive moving forward. The proposed budget includes the recommended salary adjustments.

We look forward to discussing the salary adjustment recommendations in more detail at Thursday's meeting, but we wanted to provide some context for the upcoming conversation.

NVDA'S DRAFT FY2025 AGENCY WIDE BUDGET						APPROVED FY2024 BUDGET			FY2024 ACTUALS THROUGH 4/30/202425 (UNAUDITED)		
Revenues	RPC	RDC	AGENCY TOTALS	% CHANGE FROM 2024 APPROVED BUDGET	BASIS	RPC	RDC	AGENCY TOTALS	RPC	RDC	AGENCY TOTALS
						REVENUES			REVENUES		
Federal Revenue	\$ 1,179,991.74	\$ 60,100.00	\$ 1,240,091.74	43%	Based on current grants and four new grants.	\$ 844,778.85	\$ 21,000.00	\$ 865,778.85	\$ 473,921.43	\$ 29,663.36	\$ 503,584.79
State Revenue	\$ 1,034,899.43	\$ 182,175.00	\$ 1,216,874.43	17%	Based on current grants and two new grants.	\$ 915,944.61	\$ 121,364.00	\$ 1,037,308.61	\$ 964,007.12	\$ 140,166.56	\$ 1,104,173.68
Municipal Contracts	\$ 54,251.07	\$ 10,000.00	\$ 64,251.07	287%	Based on current and anticipated new contracts.	\$ 16,609.30	\$ -	\$ 16,609.30	\$ 14,545.00	\$ 5,000.00	\$ 19,545.00
Private Funded Contracts	\$ 181,140.84	\$ -	\$ 181,140.84	210%	Based on current contracts and anticipated new contracts.	\$ 58,478.98	\$ -	\$ 58,478.98	\$ 106,050.10	\$ 47,500.00	\$ 153,550.10
Foundation Grant	\$ -	\$ -	\$ -	0%	None anticipated.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Town Appropriations	\$ 28,232.00	\$ 28,232.00	\$ 56,464.00	0%	Based on FY2025 appropriation requests.	\$ 28,232.00	\$ 28,232.00	\$ 56,464.00	\$ 26,135.00	\$ 26,135.00	\$ 52,270.00
Rental Income	\$ 14,797.00	\$ 97,737.00	\$ 112,534.00	-15%	Based on current leases and increases to rents when leases renewed at the Carter Building. The reduction from last year is due to losing one major tenant at the Carter Building at the end of June 2024.	\$ 14,797.00	\$ 117,997.00	\$ 132,794.00	\$ 15,145.15	\$ 110,113.95	\$ 125,259.10
Interest Earned	\$ 36,000.00	\$ 6,010.00	\$ 41,010.00	0%	Based on FY2024 current amounts.	\$ 36,000.00	\$ 5,012.00	\$ 41,012.00	\$ 38,750.51	\$ 5,832.94	\$ 44,583.45
Loan Program Revenue	\$ -	\$ 3,000.00	\$ 3,000.00	-85%	Based on current loans and no longer receiving funds from the Town of Jay from a VCDP loan that was fully repaid earlier in FY2024.	\$ -	\$ 19,930.00	\$ 19,930.00	\$ -	\$ 6,975.16	\$ 6,975.16
Sales	\$ -	\$ -	\$ -	0%	None anticipated at this time.	\$ -	\$ -	\$ -	\$ -	\$ 85,781.72	\$ 85,781.72
Local Match	\$ 76,350.00	\$ -	\$ 76,350.00	0%	Based on three new grants.	\$ 36,350.00	\$ -	\$ 36,350.00	\$ -	\$ -	\$ -
Other Revenue	\$ -	\$ 20,065.00	\$ 20,065.00	-5%	Based on anticipated revenue for FY2025.	\$ -	\$ 21,100.00	\$ 21,100.00	\$ 16,861.68	\$ 21,089.31	\$ 37,950.99
Total Revenues	\$ 2,605,462.08	\$ 406,319.00	\$ 3,011,781.08	32%		\$ 1,951,190.74	\$ 334,635.00	\$ 2,285,825.74	\$ 1,855,415.99	\$ 478,258.00	\$ 2,133,673.99
Expenses						EXPENSES			EXPENSES		
Salaries	\$ 653,864.80	\$ 81,034.00	\$ 734,898.80	32%	3% increase in salaries across the board. We hired two full time employees in FY2024 and the budget includes hiring another planner in FY2025. (Total Salaries [direct and indirect] = \$890,665.)	\$ 490,396.29	\$ 66,600.70	\$ 556,996.99	\$ 385,051.11	\$ 68,802.51	\$ 453,853.62
Fringe Benefits	\$ 286,093.88	\$ 35,455.86	\$ 321,549.74	29%	Based on salaries, anticipated rates plus 5% increase for 6 months on the health insurance (Total Benefits [direct and indirect] = \$389,703.)	\$ 219,702.17	\$ 29,837.74	\$ 249,539.91	\$ 172,662.66	\$ 30,840.00	\$ 203,502.66
Advertising/Promotion	\$ 2,350.00	\$ 600.00	\$ 2,950.00	26%	Based on FY2024 costs and estimates from employees.	\$ 1,850.00	\$ 500.00	\$ 2,350.00	\$ 3,278.50	\$ 792.00	\$ 4,070.50
Consultants/Contractual	\$ 978,910.34	\$ 22,300.00	\$ 1,001,210.34	48%	Based on current contracts and estimates for FY2025.	\$ 672,861.00	\$ 4,337.00	\$ 677,198.00	\$ 542,249.37	\$ 20,848.75	\$ 563,098.12
Grant Pass Through	\$ 213,450.00	\$ 60,000.00	\$ 273,450.00	258%	Based on anticipated grants.	\$ 76,292.23	\$ -	\$ 76,292.23	\$ -	\$ 24,100.00	\$ 24,100.00
Insurance	\$ -	\$ 2,540.00	\$ 2,540.00	-16%	Based on FY2024 policy rates.	\$ -	\$ 3,040.00	\$ 3,040.00	\$ -	\$ 2,055.00	\$ 2,055.00
Interest Expense	\$ -	\$ 13,823.00	\$ 13,823.00	-8%	Based on current loan notes.	\$ -	\$ 15,040.00	\$ 15,040.00	\$ -	\$ 15,028.81	\$ 15,028.81
Legal	\$ 1,300.00	\$ 2,900.00	\$ 4,200.00	-26%	Based on FY2024 costs to date and estimates.	\$ 1,300.00	\$ 4,400.00	\$ 5,700.00	\$ -	\$ 1,250.00	\$ 1,250.00
Maintenance	\$ -	\$ 16,000.00	\$ 16,000.00	-40%	Based on FY2024 year to date figures and estimates for FY2025.	\$ -	\$ 26,650.00	\$ 26,650.00	\$ 13.40	\$ 11,690.01	\$ 11,703.41
Office	\$ 27,090.00	\$ 4,350.00	\$ 31,440.00	6%	Based on estimates for next year.	\$ 25,173.47	\$ 4,355.00	\$ 29,528.47	\$ 14,675.94	\$ 4,080.40	\$ 18,756.34
Real Estate Taxes	\$ -	\$ 32,000.00	\$ 32,000.00	12%	Based on FY2024 year to date figures and estimated increases.	\$ -	\$ 28,600.00	\$ 28,600.00	\$ -	\$ 28,217.42	\$ 28,217.42
Rent	\$ 27,600.00	\$ -	\$ 27,600.00	0%	Based on one new grant.	\$ -	\$ -	\$ -	\$ -	\$ -	\$ -
Training/Seminars	\$ 5,000.00	\$ -	\$ 5,000.00	315%	Based on estimates for next year.	\$ 1,000.00	\$ 204.60	\$ 1,204.60	\$ 639.00	\$ -	\$ 639.00
Travel Expense	\$ 14,776.85	\$ 2,843.00	\$ 17,619.85	23%	Based on estimates from employees and a rate of \$0.67 per mile.	\$ 13,348.25	\$ 982.50	\$ 14,330.75	\$ 11,308.09	\$ 683.91	\$ 11,992.00
Utilities	\$ -	\$ 30,350.00	\$ 30,350.00	-5%	Based on FY2024 year to date figures and estimated increases.	\$ -	\$ 31,850.00	\$ 31,850.00	\$ -	\$ 22,994.92	\$ 22,994.92
Misc. Expense	\$ 1,350.00	\$ 296.12	\$ 1,646.12	3%	Based on estimates.	\$ 1,350.00	\$ 242.13	\$ 1,592.13	\$ -	\$ 25.00	\$ 25.00
Indirect Costs	\$ 341,005.36	\$ 40,314.34	\$ 381,319.70	-5%	Based on FY2025 approved fixed rate per Indirect Cost Proposal submitted to VAOT.	\$ 354,649.28	\$ 48,164.90	\$ 402,814.18	\$ 278,464.80	\$ 49,757.23	\$ 328,222.03
Total Expenses	\$ 2,552,791.03	\$ 344,806.31	\$ 2,897,597.35	37%		\$ 1,857,922.69	\$ 264,804.57	\$ 2,122,727.26	\$ 1,408,342.87	\$ 281,165.96	\$ 1,689,508.83
Budget Balance (Cash Flow)	\$ 52,671.05	\$ 61,512.69	\$ 114,183.74	-30%		\$ 93,268.05	\$ 69,830.43	\$ 163,098.48	\$ 247,073.12	\$ 197,092.04	\$ 444,165.16
Bad Debt Expense	\$ -	\$ 8,255.00	\$ 8,255.00	0%	Based on loan payments anticipated in FY2025.	\$ -	\$ 8,255.00	\$ 8,255.00	\$ -	\$ 6,809.10	\$ 6,809.10
Depreciation Expense	\$ 16,236.00	\$ 29,352.00	\$ 45,588.00	-6%	Based on current depreciation worksheets for FY2025.	\$ 16,236.00	\$ 32,024.00	\$ 48,260.00	\$ 13,530.00	\$ 26,686.01	\$ 40,216.01
To/From Reserves	\$ 36,435.05	\$ 23,905.69	\$ 60,340.74		Needed to Balance Budget	\$ 77,032.05	\$ 29,551.43	\$ 106,583.48	\$ -	\$ -	\$ -
Total All Expenses	\$ 2,605,462.08	\$ 406,319.00	\$ 3,011,781.08	32%		\$ 1,951,190.74	\$ 334,635.00	\$ 2,285,825.74	\$ 1,421,872.87	\$ 314,661.07	\$ 1,736,533.94
BUDGET BALANCE (including Bad Debt Expense and Depreciation Expense)	\$ 0.00	\$ (0.00)	\$ (0.00)	0%		\$ -	\$ -	\$ -	\$ 233,543.12	\$ 163,596.93	\$ 397,140.05

BY – LAWS

NORTHEASTERN VERMONT DEVELOPMENT ASSOCIATION

DRAFT May 24, 2024

ARTICLE I. LEGAL BASIS

The legal basis and powers for this Association are as set forth and contained in 24 V.S.A. chapter 117, subchapters 3 and 4, as amended, and the Articles of Association of the Northeastern Vermont Development Association, Inc. dated May 5, 1950.

ARTICLE II. NAME

This regional planning and development commission shall be known as the Northeastern Vermont Development Association, hereinafter referred to as the Association.

ARTICLE III. AREA SERVED

The area served by the Association shall include all municipalities within the Vermont counties of Caledonia, Essex and Orleans, hereinafter referred to as the region. For the purposes of this organization the term “municipality” shall mean an organized town, village, city, grant or gore.

ARTICLE IV. PURPOSE

The purpose of the Association shall be to develop and promote through study, planning and publicity, the recreational, agricultural, industrial, natural and human resources of the region and to work for the economic and social betterment of the region.

ARTICLE V. POWERS AND DUTIES

The powers and duties of the Association shall be to:

- (1.) Promote the mutual cooperation of the planning commissions of its cooperating municipalities and confer with and advise executive and legislative bodies and officials to promote a coordinated development of the region;
- (2.) Advise municipal governing bodies with respect to public financing;
- (3.) Provide technical assistance upon request of a participating municipality in the preparation and maintenance of plans, studies and bylaws and in related implementation activities;

- (4.) Cooperate with the planning, legislative or executive authorities of neighboring states, regions, counties or municipalities to promote coordination between the development of the region and adjoining or neighboring territory;
- (5.) Prepare a regional plan and amendments thereof;
- (6.) Undertake studies and make recommendations on land development, urban renewal, transportation, economic, industrial, commercial, social development, urban beautification and design improvements, historic and scenic preservation, the conservation of energy, and the development of renewable energy resources;
- (7.) Hold public meetings;
- (8.) Require from the departments and agencies of each municipality in its area such available information as relates to the work of the regional planning commission;
- (9.) In the performance of its functions, enter upon land to make examinations and surveys;
- (10.) Retain staff and consultant assistance in carrying out its duties and powers;
- (11.) Undertake comprehensive planning, including related preliminary planning and engineering studies;
- (12.) Carry out, with the cooperation of municipalities within the region, economic development programs for the appropriate development, improvement, protection, and preservation of the region's physical and human resources;
- (13.) Undertake studies and make specific recommendations on economic, industrial and commercial development within the region.
- (14.) Perform such other acts or functions as it may deem necessary or appropriate to fulfill the duties and obligations imposed by, and the intent and purposes of Chapter 117, Title 24, V.S.A.

ARTICLE VI. MEMBERSHIP

A. Municipalities

1. A municipality within the region shall become a member municipality of the Association by an act of the voters or the legislative body of that municipality.

2. A municipality may cease to be a member municipality of the Association by an act of the voters or legislative body of that municipality.

B. Municipal Representatives

1. The legislative body of each member municipality shall appoint one and may appoint two representatives to the Association as provided in 24 V.S.A., Section 4342. At any meeting where two municipal representatives from the same municipality are present, they shall be entitled to cast only one collective vote.
2. Any resident from the municipality who expresses any interest in being appointed to the Association may be appointed by the selectboard. If any representative moves from the municipality represented, the legislative body may declare a vacancy and appoint a new representative.
3. Those member municipalities which have not appointed a representative within sixty (60) days of the annual March town meeting, shall be notified in writing by the Executive Committee. The Executive Committee shall have the power to appoint a representative from any member municipality which has not acted within one month after such written notice, which representative shall serve until the legislative body of the municipality has acted.
4. Municipal representatives shall take office upon the convening of the Annual Meeting, and shall remain in office until their successors have been appointed and have qualified. Incumbent municipal representatives shall hold office until the adjournment of the annual meeting.
5. The term of office of municipal representatives shall be for a period of two (2) years. Municipal representatives may serve successive terms.
6. Vacancies in the position of municipal representative shall be filled by the appointing body.

C. At Large Representatives

1. Other persons, each representing separate citizen interest groups in the region, may be admitted to membership and be named at-large

representatives by a majority of the representatives voting at any regular meeting of the Board of Directors of the Association. The number of at-large representatives shall not exceed 25% of the total membership. Persons so appointed shall serve until the adjournment of the next annual meeting unless reappointed in the month of June to serve for the following year. Requests for the appointment of at-large representatives shall be made in writing to the President of the Association at least thirty days prior to any meeting at which action may be taken thereupon.

2. At-large representatives shall be entitled to one vote each, and otherwise have the same voting and membership privileges as municipal representatives and legislative representatives.

D. Legislative Representatives

1. State legislators representing any portion of the region served by the Association shall, upon acceptance of an invitation to membership to be issued by the Executive Committee within 15 days after the general election, be appointed as Legislative Representatives to the Association. Acceptance of such invitation to membership shall be made within 15 days of receipt of such application.
2. Legislative representatives shall be entitled to one vote each, and otherwise the same voting and membership privileges as municipal representatives and at-large representatives.
3. The terms of legislative representatives shall run concurrently with their legislative terms of offices.

E. Resignations

All resignations and notices of removal shall be made to the Association and recorded.

ARTICLE VII. ORGANIZATION AND OFFICERS OF THE ASSOCIATION

A. Board of Directors

1. The Board of Directors of the Association shall be composed of its municipal representatives, at-large representatives and legislative representatives.
2. The Board of Directors of the Association shall be its policy making body. In addition to the powers and duties set forth in Article V of these by-laws, the Board shall have the power, (without limitation) to:

- (a.) exercise the authority of the Association
- (b.) oversee the operation of the Association
- (c.) prescribe such operation procedures, in addition to those set forth herein, as are necessary to guide the Executive Committee, the Executive Director and other staff, officers and committees in the performance of their duties;
- (d.) instruct or assign additional duties to any committee, officer, staff member, or the Executive Committee;
- (e.) authorize the annual budget

B. Officers

1. The officers of the Association shall consist of a President, one Vice – President from each county, and a Secretary-Treasurer, all of whom shall be selected from among the members of the Executive Committee.
2. A nominating committee of seven of the representatives shall be appointed by the president of the Association prior to the annual meeting. The nominating committee shall consist of at least two representatives residing in each county. The nominating committee shall render its report of nominations to fill ensuing vacancies to the Secretary-Treasurer at least 20 days prior to the Annual Meeting. The nominating committee may nominate one or more candidates for each office.
3. The report of the nominating committee and a ballot shall be mailed to each representative appointed for the ensuing year; not less than 15 days in advance of the annual meeting. Representatives are privileged to vote for any qualified person whether or not he be nominated by the nominating committee.
4. Election of officers of the Association may be voted on by mail ballot. Each ballot must be appropriately marked and signed prior to the convening of the annual meeting. Ballots shall be cast and counted at the annual meeting.
5. The officers of the Association shall be elected by the affirmative written ballots of a majority of the representatives voting. The results of the election shall be and announced at the annual meeting.

6. All officers shall be elected for terms of one year. The terms of all officers shall begin immediately after the annual meeting of each year at which they are declared elected and shall end immediately after the annual meeting at the end of their term. An officer shall not be elected to the same office for more than two consecutive terms.

ARTICLE VIII.

EXECUTIVE COMMITTEE

1. Immediate management and direction of all the Affairs of the Association shall be vested in the Executive Committee.
2. There shall be nine members of the Executive Committee, composed of three representatives from each county. The members from each county shall be chosen by the representatives of the Association, residing within said county, caucusing as county committees at the June meeting of the Board of Directors. Members of the Executive Committee shall serve for three year terms, and each County Committee shall elect one member each year, except in June of 2011 when each County Committee shall elect two members, one member to serve a one year term and the other member to serve a three year term. The election for the members of the Executive Committee to be selected in 2010 shall take place as soon as practicable upon adoption of this amendment. Members of the Executive Committee may serve no more than three consecutive terms.
3. Each County Committee shall announce at the June meeting of the Association its representatives elected to the Executive Committee. If any County Committee shall fail to elect members of the Executive Committee as provided herein, then such vacancies shall be filled by election at the annual meeting of the Association. Other vacancies occurring on the Executive Committee shall be filled by the Board of Directors until such time as the County Committee certifies to the Board the election of a member to fill the vacancy.
4. Terms of newly-elected members of the Executive Committee shall begin immediately after the annual meeting of the Association, and they shall serve until their successors are duly elected and have qualified.
5. Any municipal representative from a member municipality which has failed to appropriate funds for the current fiscal year of the Association shall be ineligible for election to the Executive Committee of the Association.
6. Any members of the Executive Committee who cease to be eligible for membership on the Board of Directors shall hold office until the next annual meeting.

7. The duties of the Executive Committee shall include the following:
- (a.) approve the annual budget of the Association and transmit to the Board of Directors for final approval;
 - (b.) provide policy direction for the routine activities of the Executive Director and staff, and assist the Executive Director by reviewing administrative activities and in the preparation of an annual budget and annual report;
 - (c.) authorize the expenditure of all monies over and above the normal operating expenditures of the Association;
 - (d.) authorize the creation of all staff positions;
 - (e.) determine with the assistance of the Executive Director, general personnel policies of the Association;
 - (f.) determine general program scope and content and measure progress;
 - (g.) prepare recommendations for action by the Board of Directors;
 - (h.) exercise such additional powers as the Board of Directors may grant from time to time.

ARTICLE IX. STAFF

- A. The staff of the Association shall be an Executive Director and other staff as determined by the Executive Committee.
- B. The Executive Director shall have charge of and manage the daily operations of the Association; shall prepare the annual budget; shall be responsible for keeping expenditures and commitments within authorized appropriations and allocations; shall supervise the Association's staff; shall keep active accounts of all the property of the Association; shall prepare progress and financial reports as directed by the Board of Directors; shall have custody of all records and documents of the Association and shall make all such papers available for public inspection; and shall perform other duties incidental to his office and such other duties may be assigned to or requested of him by the Board of Directors and the Executive Committee.

- C. No person seeking employment or having business with the Association shall be discriminated against for reasons of race, religion, color, gender, age, disability or place of national origin. The Executive Director shall take affirmative steps to insure that this policy is followed.

ARTICLE X. MEETINGS

- A. The regular meetings of the Board of Directors of the Association shall be held at least quarterly unless otherwise ordered by the Board of Directors. Regular and special meetings shall be called at the discretion of the President, and shall be called upon written request of ten voting representatives. Ten representatives shall constitute a quorum of the Board of Directors.
- B. The annual meeting of the Board shall be held at a date, time and place designated by the President.
- C. The Executive Committee shall meet at least four times during the year at dates, times and places to be determined by the President of the Association. Five representatives shall constitute a quorum of the Executive Committee.
- D. Notice of regular meetings of the Board of Directors shall be mailed by the Executive Director or Secretary to the Board of Directors at least seven days in advance.
- E. The Executive Director shall be responsible for maintaining the minutes of all Association meetings.

ARTICLE XI. COMMITTEES

- A. The Board of Directors and the Executive Committee shall each have the power to create such committees as they deem necessary to carry out the powers and duties of the Association.

ARTICLE XII. SUPPLEMENTARY PROVISIONS

- A. Reports

Annual Report. The Executive Director, President and the Secretary-Treasurer shall prepare an annual report, which shall be presented to the Association at its annual meeting.

- B. Instruments

All contracts and other documents shall be signed by the President or his designee, or, in the absence of the President, a Vice-President. Checks, notes and drafts shall be signed by the Secretary-Treasurer, or his designee, in the name of the Association and may be countersigned by such officers or agents as the Board of Directors or Executive Committee shall from time to time designate for that purpose.

C. Parliamentary Authority

The rules contained in the current revision of Robert's Rules of Order shall govern the Association in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order the Association may adopt.

D. Vacancies

Where no procedure is provided in these by-laws, vacancies in any office shall be filled by the Board of Directors until the next annual meeting.

E. Amendment of By-Laws

These by-laws may be amended by the Board of Directors at any regular meeting, by a two-thirds vote of those present and voting, provided that the amendment has been submitted in writing at the previous regular meeting and included in the notice of the meeting at which such vote occurs.

F. Adoption

These by-laws shall be effective upon adoption.

G. Severability

If any provision of these by-laws is held invalid, the other provisions of the Association by-laws shall not be affected thereby.

Code of Conduct

Northeastern Vermont Development Association (NVDA) maintains the following written code of standards of conduct governing the performance of their employees, officers, Board Members and all others engaged in the selection, award and administration of contracts. 2 CFR 200.318(c)(1)

Per 2 CFR §200.31(c)(1), no employee, officer, or agent of NVDA or its subgrantees shall participate in the selection, award or administration of a contract supported by State or Federal funds if a conflict of interest, real or apparent, would be involved. Such a conflict would arise when (1) the employee, officer, or agent, (2) any member of his or her immediate family, (3) his or her partner, or (4) an organization which employs or is about to employ any of (1) through (3) above, have a financial or other interest in the firm selected for the award. 2 CFR 200.318(c)(1)

Officers, employees, and agents of both NVDA and NVDA's subgrantees will neither solicit nor accept gratuities, favors, or items of value (excluding calendars, pens, and other nominal items) from contractors, potential contractors, or parties to sub-agreements. 2 CFR 200.318(c)(1)

A staff person who has an outside activity or interest which would appear to be or have a potential for being a conflict of interest with his or her duties at NVDA will disclose that activity or interest to the Executive Director. If the Executive Director determines that the outside activity or interest adversely affects or otherwise impairs the staff person's ability to perform his or her official duties, the staff person shall refrain from the outside activity during the term of his or her employment by NVDA.

Should the Executive Director have an outside activity or interest which would appear to be or have a potential for being a conflict of interest with his or her duties at NVDA, he or she will disclose that activity or interest to the Executive Committee. If the Executive Committee determines that the outside activity or interest adversely affects or otherwise impairs the Executive Director's ability to perform his or her official duties, the Executive Director shall refrain from the outside activity during the term of his or her employment by NVDA.

Should the officers, board members or agents of NVDA have outside employment, activities or interests which would appear to be or have a potential for being a conflict of interest with a particular decision at NVDA, he or she will recuse himself/herself of decision making responsibilities for that particular instance or shall be recused from the deliberation by the Board of Directors.

Approved by the Executive Committee on June 15, 2023

Employees of NVDA, including the Executive Director, who violates this Code of Conduct policy shall be subject to disciplinary procedures pursuant to the Termination of Employment section of NVDA's Employment Policies.

This Code of Conduct does not preclude staff, board members, officers or agents of NVDA from having outside activities as long as those activities do not impair the ability of the person to perform his or her duties without the appearance of or potential conflict of interest as defined above.

Adopted on

Approved by the Executive Committee on June 15, 2023

Anti-Fraud Policy

The purpose of this policy is to provide guidelines and controls to aid in the prevention, deterrence, and detection of fraud, theft or abuse against NVDA.

Definitions and Examples of Fraud, Theft and Abuse

Fraud is defined as an intentional deception designed to obtain a benefit or advantage or to cause some benefit that is due to be denied.

Theft is defined as the act of taking something from someone unlawfully.

Abuse is the intentional, wrongful, or improper use of resources or misuse of rank, position, or authority that causes the loss or misuse of resources, such as tools, computers, copy machines, etc.

NVDA's policy is to promote consistent, legal, and ethical organizational behavior by:

- assigning responsibility for reporting fraud, theft or abuse
- providing guidelines to conduct investigations of suspected fraudulent behavior

Responsibility to Report Suspected Fraud

Each employee, officer and board member is required to report any suspected fraud, theft or abuse or other dishonest conduct to the Executive Director and/or the designated investigator* employed by NVDA.

The Executive Committee makes the determination after an internal investigation has been completed by the Executive Director and/or the designated investigator* employed by NVDA.

The identity of an employee, officer, board member or complainant who reports suspected fraud will be protected to the full extent allowed by law.

Suspected improprieties and/or misconduct concerning an employee's, officer's or board member's ethical conduct should be reported to the Executive Director and/or President.

All employees, officer and board members are responsible for the detection of fraud, misappropriations, and other irregularities. Any fraud that is detected or suspected must be reported immediately to the Executive Director and/or the designated investigator employed by NVDA, who shall order an internal investigation. All employees, officers and board members shall be held accountable to act within NVDA's code of conduct. NVDA will not tolerate any type of fraud, theft or abuse.

Guidelines for Handling a Report of Suspected Fraud, Theft or Abuse

Whether the initial report is made to the Executive Director and/or the designated investigator* employed by NVDA, the reporting employee, officer or board member shall receive the following instructions and information:

- Do not contact the suspected individual in an effort to determine facts or demand restitution.
- Allow the Executive Director and/or the designated investigator* employed by NVDA to order an internal investigation be conducted. Do not further investigate the allegations.
- Observe strict confidentiality. Do not discuss the case, facts, suspicions, or allegations with anyone unless specifically asked to do so by the Executive Director and/or the designated investigator * employed by NVDA.
- Retaliation will not be tolerated. NVDA will not tolerate any form of retaliation against individuals providing information concerning fraud or suspected fraud.
- Every effort will be made to protect the rights and reputations of everyone involved, including the individual who in good faith alleges perceived misconduct as well as the alleged violator(s).
- The identity of an employee, officer, board member or other individual who reports a suspected act of fraud will be protected as provided by this policy.

Responsibility of Executive Director

Under the direction of the Executive Director, the designated investigator* employed by NVDA shall document the allegation and conduct an investigation. If the investigation substantiates the allegation of fraud, appropriate corrective action will be taken according to NVDA policy.

The designated investigator * employed by NVDA shall make every effort to protect the rights and the reputations of everyone involved in a report of suspected fraud, including the individual who in good faith alleges perceived misconduct, as well as the alleged violator(s).

Compliance Report

Investigated incidents of suspected fraud shall be reported to the Executive Committee. The report shall include: whether the report was from an employee, officer, board member; the outcome of the investigation; and the corrective action taken.

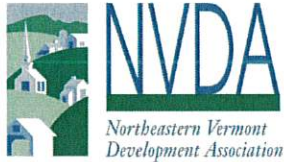
Violations and Corrective Actions

Employees who violate the Anti-Fraud policy and procedures will be subject to corrective action up to and including termination.

An employee who has engaged in any form of fraud or abuse; suspects or discovers fraudulent activity and fails to report his or her suspicions as required by this policy; or intentionally reports false or misleading information is subject to such corrective action, up to and including termination. In addition, corrective action may be taken as provided by this policy against an employee who makes a report alleging fraud in bad faith.

Failure to comply with any part of this policy by a contractor or vendor could result in cancellation of the business or other relationship between the entity and NVDA.

When appropriate, the Executive Director or designee will also report the violations(s) to federal, state and/or local law enforcement agencies.



May 23, 2024

To: NVDA Executive Committee

From: David Snedeker, Executive Director

Re: NVDA Executive Committee meeting of May 23, 2024

Thank you once again for your leadership and participating in the NVDA organization.

Brownfields: In 2023, NVDA received for \$1M in EPA assessment funds and another \$1M in EPA brownfield revolving loan funds. We are still within the 1st year of the 3 year grant are already up to 22 site investigations in the region and have expended @ 1/3 of the assessment funds. For the EPA RLF, we haven't made any loans to date, but we do have 5 projects in a pipeline and we expect to make loans for cleanup activities.

NVDA is also partnering with the Town of St. Johnsbury and Rural Edge on an application for a \$20M EPA transformation grant. We have identified a mix of affordable and market rate housing projects in the community. These EPA grant funds can be used for construction.

NVDA staff updates: In late 2023 and early 2024, NVDA added two new planners to our team. Carter Finegan is working primarily on the Municipal Energy Resilience Program (MERP) and Kyle Dwyer is assisting with brownfields work and has also been reviewing and assisting with Municipal Plans.

Rural Capacity: The Municipal Technical Assistance Program (MTAP) required extensive staff outreach to our most rural communities to learn about their local needs and then to identify resources for assistance. The outreach phase was essentially completed at the end of April and staff are now working directly with some towns where work was approved by the Agency of Administration.

Community Projects: The Yellow Barn Business Accelerator construction project in Hardwick has passed the 50% completion point. Cabot Creamery is expected to occupy the 4,500sf Barn building in early June. The new 20,000sf shell building next to it will be ready for occupancy by Jasper Hill and the Center for an Ag Economy by late 2024.

NVDA has also been assisting with the redevelopment of the former Bogner manufacturing facility in Newport. This was one of the EB-5 properties that didn't succeed. After fit-up is completed in June, we expect to lease the facility to Track, Inc., a snow grooming and utility vehicle company.

Regional Plan: NVDA staff continues work with SE Group on the rewriting of the NVDA Regional Plan. We are expecting to see a draft plan near the end of June, which will be followed by public outreach to stakeholders for comments before we get to the public hearings.

Flood Recovery: NVDA staff continue to participate in flood recovery work related to the July 2023 and December flood events. In addition to our normal outreach efforts after the events, staff have participated in local recovery group efforts and long-term planning efforts. Staff will soon be working with other regional commissions in the RIVER project (a resiliency initiative) and the communities of Barton, Glover, and Hardwick. An objective of the project is to identify remediation projects that could benefit from Hazard Mitigation Grant funding.

Resiliency Planning: NVDA is the lead RPC working with the Agency of Natural Resources as they roll out the Municipal Vulnerability Index (MVI) planning tool. Using multiple data points within an interactive mapping tool, NVDA will be able to work directly with the towns to identify the hazards and climate that they may need to consider planning for in the future.

As always, the above list is by no means comprehensive as staff are also working in the areas of emergency management, water quality planning, transportation, mapping, and many other projects related to community and economic development in the Northeast Kingdom. Please contact me at dsnedeker@nvda.net if you have any questions. The support of the NVDA Board and our communities is greatly appreciated!

Thank you,

Dave Snedeker

Executive Director