

**VSAC Board of Directors Meeting  
April 2, 2015  
4:00 p.m.**

**Conference Call  
Board Room, VSAC  
10 East Allen Street  
Winooski, Vermont 05404**

**Members Present:**   Dodie Mitchell (Chair)                     Dave Larsen  
                          Pam Chisholm                                     Martha Heath  
                          Katharine Hutchinson  
                          Dennis O'Brien  
                          Beth Pearce  
                          David Coates

**Members Absent:**   Sarah Buxton, Ann Cummings, Mike Smith

**Staff Present:**       Scott Giles   Kristi Rocheleau  
                          Tom Little   Mike Stuart  
                          Marilyn Cargill                                     Patrick Leduc

**Others:**               John West and Megan Rahman, Troutman Sanders LLP

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Chair Dodie Mitchell called the meeting to order at 4:02 p.m. A quorum of directors was present, and the meeting, having been duly convened, was ready to proceed with business.

Dodie requested that the Board enter executive session to receive further updates.

*Upon a motion made by Beth Pearce and seconded by David Coates, the Directors voted unanimously to enter executive session to consider pending or threatened litigation. The executive session is also needed in order to obtain confidential advice from legal counsel. The following are requested to remain on the call, as they are either legal counsel or have information needed for the executive session: Scott Giles, Tom Little, Marilyn Cargill, Mike Stuart, Patrick Leduc, John West, and Megan Rahman.*

| <b>Board Member</b>    | <b>Vote</b> | <b>Board Member</b>         | <b>Vote</b> |
|------------------------|-------------|-----------------------------|-------------|
| Dodie Mitchell (Chair) | Aye         | Representative Sarah Buxton | Absent      |
| Martha Heath           | Aye         | Senator Ann E. Cummings     | Absent      |
| David Larsen           | Aye         | Katharine Hutchinson        | Aye         |

|               |        |               |     |
|---------------|--------|---------------|-----|
| Pam Chisholm  | Aye    | David O'Brien | Aye |
| David Coates  | Aye    | Beth Pearce   | Aye |
| Michael Smith | Absent |               |     |

The Board exited executive session at 4:59 p.m.

There being no other business, the meeting adjourned at 5:00 p.m.

Respectfully submitted,

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David Larsen, Secretary