DRAFT

Vermont Housing & Conservation Board
MINUTES
6/1/2026
Zoom

Board Members: David Marvin, Neil Mickenberg, Billy Coster (designee for ANR), Justin Davis (designee for AHS); Clarence Davis (All Board Members called/zoomed in)

VHCB Staff: Gus Seelig, Christopher Baning, Pollaidh Major, Bonnie Woodford, Francis Sharpstene, John Grosvenor, Isaac Bissell, Stacy Cibula, Elizabeth Egan

Others Present: Emilye Pelow Corbett

Chair David Marvin called the meeting to order at 2:03 PM.
Board and Staff introduced themselves

Public Comment
No Public Comment

OPAV and Stewardship Endowment Fund Establishment
Isaac presented on the potential establishment of the OPAV (Option to Purchase at Agricultural Value) and Stewardship endowment funds.

Gus asked Isaac to share about why the stewardship fund is important and what an OPAV is.
Isaac responded that the stewardship funds have been part of VHCB's regular process to cover costs of stewardship of properties for many years. An OPAV is a tool used to ensure that agricultural land is affordable to future farmers and that the land can stay agricultural.

Isaac discussed the calculation of the annual cost estimates for each fund.
Billy asked if at the proposed level would it be enough to pay for the current stewardship needs.
Gus responded that this is currently directed at the sole-held easements.

Neil asked if another organization is designated as the executory interest holder, could that organization take action on a violation if we fail to do so. Isaac responded that the organization could potentially in the future access the endowment if VHCB was not able to take action or in the event that VHCB dissolved.

Neil asked about what happens if the VHCB Board disagrees with acting on a violation and the other organization wanted to take action. David M responded that it would most likely not trigger if the Board was still in existence.

Isaac responded that there are parameters that will be written that discuss how that executory interest would function.

Elizabeth said she would be happy to share some of the legal drafts.

Billy asked if VHCB will need to re-draft existing easements. Elizabeth shared that it would not be necessary as the Grant of Executory Interest is a separate legal document and that the VHCB sole-held easements encumber properties owned by the State. Isaac shared some language that is contained in the current easement.

Isaac discussed the OPAV Endowment recommendation.

Emilye Pelow Corbett from Vermont Community Foundation (VCF) presented sharing what VCF's mission. Emilye shared how funds are managed, invested and described the legal obligations of the fund purpose.

Billy asked about the anticipated maximum we would have at VCF. Isaac responded with the numbers totally about $2.4m.

Gus highlighted that we have set aside money for the OPAV in the past, but what is new is the $750,000 in trust funds that would contribute to the Stewardship endowment.

David shared that he is concerned that the fees are pretty high at about 1.5%. He is also concerned that the guardrails on this make it difficult to remove funds from the endowment because of the fund purpose. Isaac responded that it is something to be careful about on the Stewardship funds. The OPAV funds are somewhat more restrictive.

Neil stated that to the extent possible he would like to see language that strongly encourages or requires that when a farm is sold those funds are returned to the OPAV Endowment and to ensure there are not constraints on removing funds when needed. Emilye responded that they need to be very clear when writing the fund purpose, and that liquidity is not an issue.

Billy asked if we have looked at other potential repositories for these endowments. Isaac responded that some of the other options do not allow the same level of protection fund purpose. Billy shared that he doesn't see that as a big risk. Gus responded that we have had some issues with funds being pulled from reserves.

David shared that it is important to have capital protections and inflation protections to grow the endowment over time.

Billy responded he understands that VCF is somewhat standard and wanted to understand if we had looked at other options. Isaac responded with some of the reasons we have decided to work with VCF.

David asked about next steps. Gus shared that we had hoped to bring this to the June Board meeting to enter into an MOU with VCF and we would not implement the MOU until the Finance Committee can sign off on the contract.

Billy shared it is hard to move forward today without knowing the contents of the MOU.
Neil shared he is okay with the approach.
Justin agreed.
Clarence shared he is in agreement as long as the committee can review the MOU.

Isaac shared that he and Elizabeth discussed what we might be signing with VCF. Elizabeth understood that we would authorize a commitment letter and MOU to be signed with VCF.

Billy shared that he is not comfortable moving forward without having details in writing.
Gus responded that we will work on getting memos out to the Finance Committee shortly.
David asked if that money is held somewhere where it is earning interest. Gus responded that it is in the state Treasury and to the extent that the Trust fund earns interest.

FY26 End of Year Financial Report
Christopher gave an overview of the current surplus and the fund reserves that are targeted with some of the surplus.
Neil asked about the finance process improvement reserve – Gus shared that some of the systems that we established some years ago are not serving us as well as they were in the past and ready to be updated.

Neil Mickenberg made the motion to recommend the Board approve the use of the specific reserves with FY26 Surplus in the amount of $372,500 and to reserve available Trust funded Project Target balances at June 30th to carry over into respective Housing and Conservation Project Targets in the new fiscal year. Justin Davis seconded the motion. All voted in favor of the motion.

Billy asked if these reserves have targets. Gus shared that the Technical Assistance funds get regular use for all kinds of activities. Professional development fund has been drawn down more aggressively, Systems Reserve fund is the largest single item knowing we have 171K planned as we explore various systems improvements, we are hoping to keep that funded.

Roll Call
David Marvin – Yes
Neil Mickenberg - Yes
Billy Coster - Yes
Clarence Davis – Yes
Justin Davis – Yes

FY27 Finalized Budget
Christopher highlighted some of the changes in the FY27 budget that the Board had previously approved.

Gus shared that the Land Access and Opportunity Board is housed within VHCB but they operate pretty much independently.
Justin asked if they are independent or if we have oversight. Gus shared that we do not have oversight over LAOB's choices.

Billy asked about the staffing noted in the memo. Gus clarified.
Billy asked if the recommendation for targets is 65% Housing 35% Conservation and if that was what was established earlier. Gus responded it is

Billy made the motion to recommend the Board approve the FY27 Budget in the amount of $76,124,274 which includes an Operations budget of $8,950,340. Justin seconded the motion. All voted in favor of the motion.

Roll Call
David Marvin – Yes
Neil Mickenberg - Yes
Billy Coster - Yes
Clarence Davis – Yes
Justin Davis – Yes

Minutes
Neil made the motion to approve the Minutes from the March 20, 2026 Finance Committee meeting. Clarence seconded the motion. All voted in favor of the motion.

Roll Call
David Marvin – Yes
Neil Mickenberg - Yes
Billy Coster - Yes
Clarence Davis – Yes
Justin Davis – Yes

Other Business
No other business.

The meeting adjourned at 3:36 PM.