JOHNSON SELECTBOARD MEETING MINUTES

JOHNSON MUNICIPAL BUILDING

## MONDAY, APRIL 1, 2019

**Present:**

Selectboard Members: Mike Dunham, Nat Kinney, Doug Molde, Kyle Nuse, Eric Osgood

Others: Brian Story, Rosemary Audibert, Shayne Spence, Lois Frey, Linda Molde, Linda Hill, Heather Rodriguez, Mike Dolan, Meg Loscomb, Joie Lehouillier, Greg Tatro, Jackie Stanton, Casey Romero, Howard Romero, Sophia Berard, Brian Raulinaitis, one other community member Diane Lehouillier Mara Siegel Linda Molde

recorded by gmatv …

**Note: All votes taken are unanimous unless otherwise noted.**

1. ***Call to Order***

Eric called the meeting to order at 7:02.

1. ***Additions, Changes to Agenda***

Brian added approval for posting the recreation coordinator position. Eric said there is an ATV related request from VAST that the board will probably discuss at the next meeting.

1. ***Review and Approve Minutes of Meetings Past***

**Kyle moved to approve the minutes of March 5 and March 18, 2019, seconded by Mike.** Mike requested a change to the March 5 minutes to more fully reflect what he said: changing “What has not happened in American politics is compromise” to “What has not happened in American politics, especially in Washington, is compromise.” He and Kyle agreed to make that a friendly amendment. **The motion was passed**

1. ***Green Up Day Coordinator***

Brian said Shayne Spence has volunteered to serve as Green Up day coordinator. **Nat moved to appoint Shayne Spence as Green Up Day coordinator, Mike seconded and the motion was passed.**

1. ***Marvin Awards***

LCPC is soliciting nominations for Marvin Awards. The board has the option of nominating a project and or a person. Doug nominated Eric Osgood, seconded by Mike. Eric said he had received an email suggesting Lois Frey. He nominated Lois Frey. The board voted to nominate Eric Osgood for a Marvin Award. *(Linda Hill arrived at 7:08.)*

Doug said he thinks the most important recent project for this community was Johnson State College’s conversion to Northern Vermont University. The board voted to nominate the Northern Vermont University conversion project for a Marvin Award.

1. ***Mine Road Update***

Brian said we received a permit application for all the things that are currently in our right of way on Mine Road. He suggests that the board allow him and Brian Krause to handle permit issuance and he will bring the matter to the board if there are further issues. He said BASF has been cooperative. The board agreed to allow Brian Story and Brian Krause to take the lead on this.

1. ***Review and Make any Updates to Public Notice for Meeting Dates, Times, etc.***

Brian showed the board a public notice and resolution on meeting dates and times and newspaper of record. Meetings are proposed to be on first and third Mondays of each month. Rosemary noted that the document referred to the Transcript, which no longer exists. It was agreed to remove that reference. **Mike moved to approve the public notice and resolution with the change suggested by Rosemary and to authorize the chair to sign it, Doug seconded and the motion was passed.**

1. ***End of Public Works Operator Probationary Period***

Brian said public works employee Damien Digregorio finished his probationary period today. He is doing a good job. **Kyle moved and Mike seconded to end Damien Digregorio’s probationary period and to increase his pay rate by 50 cents per hour accordingly, and the motion was passed.**

1. ***New Draft of State Road and Bridge Standards is Available***

Brian said the new state road and bridge standards will be very important to us. We will want to provide comments for LCPC about them at the next meeting. Board members need to read them. We will have to adopt standards like these and it is important to get them right. The deadline for written comments is April 26.

Mike asked, didn't Duncan Hastings have concerns about the standards? Brian said yes. He will want Duncan to attend the next meeting. In the past we were able to modify the state standards for our use. The process is different this time and we may not be able to modify them in the same way. Where the state standards differ from our needs we will modify the standards for our use and apply for approval for our standards. Eric said he heard from Duncan that none of the modifications we made previously were in this standard.

Doug asked if regional planning commissions are coordinating efforts to comment on the standards. Brian said they are making some effort to. If our concerns differ from the concerns of other regions we will address our concerns individually.

1. ***Update on Evergreen Ledge Cemetery***

Brian said our attorney feels that a quiet title claim is the best way to update the records on Evergreen Ledge Cemetery. He can forward a copy of the attorney’s email to Doug.

Mike asked the estimated cost. Brian said a similar project in another town cost $7,500. The necessary court appearance makes the biggest contribution to the cost.

Mike said until someone challenges us he thinks we should continue to act as the owner of Evergreen Ledge Cemetery. Nat said it has been a cemetery for over 150 years and it will continue to be a cemetery. It is hard to imagine someone challenging our ownership. He agrees with Mike.

Doug asked if the association that owns the cemetery could be reactivated. He also suggested hiring a local attorney for the court appearance as that might be less expensive. He asked how people get on the association. How are they to be replaced? Brian said he believes we have to go to the state legislature to get appointments made.

Nat said it was in fall of 2017 that the Sargents first approached the town about purchasing plots in the cemetery. He wants to authorize sale of two plots to the Sargents tonight. Eric said he thinks we previously authorized the sale contingent on the town having ownership of the cemetery. Brian said when and if we have the right to sell the plots the Sargents have the right to buy them. The plots are set aside for them.

Mike said he thinks we should look into a lower-priced attorney. Brian said he thinks contracting with another attorney for this work seems like a good idea. Eric asked how much we might save by doing that. Doug said we would have to ask. He doesn't think there would have to be a court appearance. The difference in hourly rate between a local attorney and a Burlington attorney might be $100 an hour.

Nat asked what we are afraid would happen if we started selling plots now. He said the last member of the cemetery association gave us the paperwork for the cemetery and said the cemetery was our problem.

Doug said the adverse possession period is 15 years. Rosemary said it has been that long.

Lois asked what is in the by-laws of the association. Is there a dissolution statement? Brian said he doesn't believe there is.

Mike suggested getting a legislator to help have the cemetery given to us through legislative action. Doug said he thinks that would be a good approach. Linda Hill asked if anyone from the association is alive. Board members said no.

Brian said he can explore with the attorney what the consequences of sale of plots might be. He would recommend getting the attorney's advice. Mike said he would suggest calling someone else other than our current attorney. Eric suggested possibly contacting Jim Barlow. Brian said he can explore two avenues. He can get more information on possible consequences if we just start selling plots. And he can explore handing off the work to another attorney. *(Heather Rodriguez arrived at 7:37.)*

Linda Hill asked what the legislature has to do with this. Eric and Brian explained that the cemetery association was established by the legislature and they believe the legislature could undo it.

Mike said he thinks we should go ahead and act as if the cemetery is ours. Nat said he does like getting a reading from our attorney. Kyle said she would feel more comfortable getting one more opinion. Mike said he would like to hear what Jim Barlow thinks and pursue legislative action. He does not think we should ask our attorney again for an opinion. Our attorney is pushing for us to spend the $7,500. Doug said he doesn't think they need $7,500. He doesn't think that motivates them. Brian said our attorney felt that the quiet claim was the most reliable and predictable method, more so than going to the legislature.

Kyle asked if we even have $7,500. Where would it come from? Brian said he thinks it would have to be spent in the next fiscal year.

**Mike moved to proceed as if the town owns Evergreen Ledge Cemetery, Nat seconded and the motion was passed with 3 in favor.**

1. ***Recreation Committee Selling Ad Space for Little League***

Heather Rodriguez said the Recreation Committee would like to raise money for Little League. They would like to know if the town has a policy on advertising. They would like to know if they could sell banners with ad space. There is room for 6 banners on each backstop. Can the recreation committee move forward with this? Is there any type of ad the town wouldn't want to see?

Eric asked if the Recreation Committee foresees any need to use ads to raise money for other sports. Heather said she wouldn't say yes or no at this point. Soccer can almost sustain itself. It is harder for Little League to sustain itself. The cost to register one Little League team is $175. Little League has less participation. She feels we would probably not need to sell ad space to raise money to support soccer and basketball. Those sports have tournaments that help raise money.

Heather said the banners would be in place from mid-May to mid-October at Old Mill Park. She thinks the Rec Committee should be in charge of determining which ads are appropriate.

Possible types of ads the committee would have to decide about were mentioned – soda, a pipe shop, a political candidate. Nat said he thinks the intent of this is to provide local businesses an opportunity to advertise. He thinks the Recreation Committee would use common sense.

**Nat moved and Doug seconded to approve the Recreation Committee’s plan to sell advertising space at Old Mill Park as proposed.**

Brian asked how it would be decided which advertiser gets which field. Heather said she thinks if an advertiser had a preference the Recreation Committee would try to accommodate it. But she feels the Recreation Committee should make the decision.

Linda Hill asked if advertisers will renew each year. Heather described the different levels of advertising that will be offered. She said the sponsorships would be renewable after 3 years.

Kyle said she thinks it would be great if some of the banners could be advertising downtown businesses. Maybe they could get priority.

Doug said he would like the headline of the document describing the advertising plan to read Town of Johnson Little League. Heather agreed to change it.

**The motion was passed.** *(Heather left at 7:55.)*

1. ***Score Merger Proposals***

Brian had previously sent out the merger study proposals and scoring sheets to board members. Eric said we got three proposals this time around. The price range was large, ranging from a high of $32,000 to a low of $9,300. *(Mike Dolan and Meg Loscomb arrived at 7:58.)*

Brian said the Center for Governmental Research had the most expensive proposal. Theirs was a fixed price of $32,000. They have extensive experience in Vermont and with municipal mergers. Their methodology seems sound. Brian has nothing but praise for it.

Brian said Ascent Consulting has pretty good experience and experience in Vermont but not a lot of direct experience with mergers. Their methodology seems reasonable. Their cost is higher than we can afford at $19,000.

The third proposal was from Steadman Hill Consulting. They have the least experience. This is a one-man shop, like Ascent. They have worked with municipalities in Vermont. Brian likes the methodology of the other proposals better but he didn't see anything terrible about their methodology. However it seemed they might have an expected outcome. Their proposed timeline seemed ambitious for a one-man shop. Their cost is only a little higher than what we envisioned.

Linda Molde said in the past someone studied the possibility of a merger and made recommendations. Maybe the town should look and see if some of this work has already been done. Doug said that was Howard Romero and George Pearlman. Mike said when he was on the trustee board the trustees looked into this question and decided it would be advantageous to the village to merge but not to the town. Linda Molde said she thought there was a woman who looked into the merger question in the past. Perhaps the board should look for records.

Brian said the village won't pay more than their voters approved for the study. We could go out for grants but a lot of the grants available are ones we also want to apply for to fund light industrial park work. Mike said he thinks that would be the priority. Eric agreed.

Mike said we had talked about using grad students. That would be his first choice. If that is not what we do, the lowest bid is all he would support.

Brian said grad students would not produce the same type of result. The scope of work would have to be rewritten in conjunction with the department chair of the university we were working with. He is familiar with the department chair at UVM. He knows they are interested. It would be hard to accomplish the scope of work the town wants while also meeting the needs of UVM as an educational institution. They will produce a different report than what we had envisioned.

Eric asked what credibility grad students would have with voters. Brian said if we go in with as focused a question as whether we should merge, he feels we could get an answer. Grad students would be less well suited for addressing a broader range of options. When he was a grad student at UVM, students in his department wrote similar documents that were used in other towns that the towns found helpful.

Doug said he thinks CGR is the only consultant who would be able to tell us about possible minefields with merging. He thinks we should talk to them about an alternative approach. He thinks the others would not give us the product we want.

Eric said he agrees with Brian and Doug that we get what we pay for. CGR is the most experienced. Their methodology seems professional. Their timeline of 6 months seems a little long. It concerns him that Ascent is a one-man show and they have less experience. Steadman Hill really has no experience. And a red flag is that the first sentence in their methodology section indicates they have a preconceived opinion. That will be a flag for the trustees. He feels CGR is rated the highest for him and Steadman Hill is second. If we are going to go forward he would go with Steadman Hill, but he has reservations.

Nat asked about paying for the cost. Brian said we don't have $32,000 but CGR offered to work with us on alternatives. Nat said he thinks we should work with them and see if we can come up with something affordable. Eric agreed that maybe we should see if we can negotiate a different package with CGR.

Linda Hill asked if students would get paid. Brian said UVM has a capstone project for students. Linda asked if the town could use both students and a consultant. Brian said we could talk to the consultants about whether they would accept help from students.

Doug said he thinks it would be good for Brian to talk to CGR to see if there is any way to thin down their proposal and have it still be viable. Nat said he thinks we should be cautious about getting too far ahead of the trustees. Mike said he thinks it would be okay to talk to the consultant about sharpening their pencil. He doesn't think that would bother the trustees. Doug said he thinks we should tell them their proposal was too expensive and we are asking them to come up with alternatives, as they suggested they might be willing to do, and we should ask Brian to tell Meredith what we are doing.

Linda Molde asked, what about taking the good methodology to UVM for grad students to use? Brian said we probably would want to show them methodology we liked if we were using them.

Lois said she thinks working with students would be good but we might have to wait until September. Brian said we would almost certainly need to wait until January.

Lois said the most expensive proposal is clearly the best but the town has to be cautious about going over the $8,000 the voters approved.

Greg Tatro suggested checking references.

Joie Lehouillier asked about the main driving force behind this study. Eric said the town wants to weigh the pros and cons of a merger. Doug said there is a breakdown in responsibilities for infrastructure. There's too much gray area.

It was agreed that Brian should reach out to CGR and share with Meredith that he is doing that. It was agreed to tentatively schedule a joint meeting with the trustees at 6:00 p.m. on the night of the next regular selectboard meeting.

1. ***Approve Recreation Coordinator Position Posting***

Brian showed the board a draft posting for the recreation coordinator position. He wants to post it on the town website and post a condensed version in Seven Days, in the News & Citizen and with VLCT and the Vermont Recreation and Parks Association. A couple of members of the Recreation Committee have seen a draft of the posting. The whole committee has not met to review it. The Skate Park Committee has also been involved. **Mike moved to approve posting the recreation coordinator position as presented, Kyle seconded and the motion was passed.**

1. ***Discuss Proposal to Create Non-Profit to Oversee Tuesday Night Live***

Eric said the next item is in response to a letter the town received about Tuesday Night Live. He said there is variation among groups that are under the town umbrella. The library and the Planning Commission are under the town umbrella but some of their direction is provided by state statute. The Historical Society is under the town umbrella but is also a 501(c) (3) nonprofit and they have had thoughts that they might go from being under the town umbrella to being independent. Their budget is under the town umbrella. There are benefits to being under the town umbrella and to being independent. If a group is not under the town umbrella a facility use agreement is needed to use town property. *(Jackie Stanton arrived at 8:37.)*

Eric said the letter that was received said that the volunteers who run Tuesday Night Live are in the process of getting 501(c)(3) status and being incorporated as Tuesday Night Live. There is also a town Tuesday Night Live committee. *(Sophia Berard arrived at 8:37.)*

Meg Loscomb said Tuesday Night Live is growing and becoming a nonprofit seemed like the best way. It would give them the option of getting donations on Facebook and would make grant opportunities available. Meg said this would give them the option to apply to Vermont Arts Council Grants. This would alow them to bring bigger events to the stage. The biggest motivator was getting direct access to funds for greater efficiency.

Eric said if the volunteer group started to separate from the town there would be a process to follow. Mike Dolan said that he didn't know the pitfalls one way or the other. He said that this has happened faster than he anticipated. He said they thought it would be the best way to increase revenue. He said bands are getting more expensive. Meg Loscomb said they probably assumed the town would be glad not to deal with it. Eric said probably the board would want a committee with one or two board members and one or two Tuesday Night Live Committee members to look at whether it makes sense to separate from the town.

Nat asked if the group has applied for 501(c)(3) status. Mike and Meg said yes. Nat asked if they have received it. Mike Dolan said no. Nat said Concept2 has been a sponsor of Tuesday Night Live and they get a tax deduction because it is a town organization. If Tuesday Night Live does not have 501(c)(3) status, sponsors would not get a tax deduction. Do other sponsors know about the situation? Mike Dolan said no. Meg said that not all sponsors ask for it. *(Casey Romero arrived at 8:43.)*

Nat indicated that the Town of Johonson is eligible for Vermont Arts Council grants and has received them in the recent past. Meg said that they'd not looked at applying for these grants through the town.

Nat indicated the group could get grants if they were under the town umbrella. Nat said that a lot of the suspicion and hard feeings that people are feeling is the result of how this decision was made.He said he questioned how the decision was made. He said information was controlled by a small group of people and a decision was announced to the community after the fact. Meg said they didn't necessarily think that the town and Tuesday Night Live were interwoven. They thought the town just held the money. Meg said having a 501(c)(3) would make the finances transparent and open to the public. Nat said that fiances are transparent publically available under the town. seemed more transparent to have a 501(c)(3.) Mike Dolan said he didn't know he was on the Tuesday Night Live town committee. But he has been doing the work. Meg said they didn't do this as a divisive thing. They didn't know they could get grants through the town. Nat said he thinks it would have been better for them to talk about it first with the town. Kyle said she is befuddled that it didn't occur to them that there would need to be a discussion and a process. Doug said he thinks there was a clear message at last July's selectboard meeting that the town wanted to have more oversight over Tuesday Night Live so he is surprised at the action that was taken. Now the town wouldn't be able to use the name Tuesday Night Live or run the event without the group's permission because it is owned by a corporation. He feels what was done was done with naiveté but good intentions. Meg said she thinks the nonprofit was not created with the intention of ownership.

Eric asked if the volunteers still consider themselves to be members of the town committee. Mike Dolan said he doesn't think they are looking for a divorce. They hadn't thought about it. Meg said they thought they would come here and have a conversation about this.

Mike Dunham said we should have had a conversation before it got this far. The letter said the volunteers registered Tuesday Night Live with the state and set up an account and they want Tuesday Night Live funds transferred to the account. These are town funds. There is nothing in the budget specifically for Tuesday Night Live. It is part of events and celebrations. He feels that we've been blindsighted.

Mike Dolan said he didn't think it would happen this fast. *(Brian Raulinaitis arrived at 8:55.)* Nat said the conversation should have happened many months before they sent the letter to the state. Eric said Tuesday Night Live is important to the whole community and to the board. The board wants to ensure it continues to be successful. He is hearing that the committee members didn't know they were on the committee. He thinks it would be good to have a team to talk through the possibility of separating from the town. He would look for volunteers.

Joie Lehouillier said she has never mailed a check in to support Tuesday Night Live. She has brought her sponsorship check into the town offices. She wouldn't have known to send it anywhere else. She likes Tuesday Night Live as a town thing.

Linda Hill said technically Tuesday Night Live is not the town's now. The group has the name. She asked about liability insurance and use of the town property now that Tuesday Night Live is not the town’s. Meg said that she has a call into an insurance company to ask about liability insurance. Mike Dolan said they didn't think they wouldn't be running with the town. The Historical Society is a 501(c)(3.) Linda said she thinks the group should have talked to the selectboard before they formed this corporation. Casey Romero said Jo Ann Benford explained to her that the Historical Society 501(c)(3) is sort of a hybrid that exists for the specific purpose of allowing the Historical Society to buy their building. It is not a general 501(c)(3.)

Casey asked if the steps taken with legal ramifications, like ownership of the name, can be undone. Doug said we wouldn't have to undo the corporation but just transfer the name. Howard Romero asked if there is any beneficial use for a corporation in this situation. He would suggest going back to where we were. Doug said he thinks that is for discussion but it should be noted that the town is not happy with the current structure.

Mike Dolan said they are not wanting to fight for the Tuesday Night Live name.

Mike Dunham asked Jackie Stanton if she had anything to say. Jackie said she is confused. It was a shock to her. She's been involved with the event for 14 years. She thinks it deserves a much broader conversation.

Linda Hill said Mike and Meg had said something about bringing in bigger bands and making Tuesday Night Live a bigger event. She is not sure about making it too big. She is not sure if Johnson wants that. There were some other events that happened in the area in the past that got out of control because they got too big. Meg said bands are getting more expensive. Meg said it can only get so big on Legion Field. They appreciate the police presence there. They weren't sure who organizes that. Eric said the police are aware of the event and they stop by sometimes.

Kyle said she has concerns about the bank account that was set up and the letters that was sent out to sponsors and vendors that does not mention any changes. Meg said they wanted to talk to the board first. Kyle said it is very problematic for vendors and sponsors that they would still be assuming that this is a town event and that the money would go into a town account. She feels we need to do damage control. The town has no idea who has sent money to the new account. Mike Dolan said he imagines there can be a follow-up letter explaining that the group didn't totally understand the situation.

Greg Tatro brought up liability now that now that town property is being used by someone that is not under the town umbrella. Eric said he thinks as long as the TNL volunteers are on the town committee we are still covered. If the group was not under the town umbrella they would have to have their own insurance. Meg said let's assume the volunteers are still on the committee.

Jackie Stanton asked if they are going to dissolve the corporation. Meg said she thinks the volunteers need to talk about it with the selectboard.

Kyle said there may be checks in the new account or in the mail. Meg said so far they have only received about two checks. They are not depositited into the account. They are just sitting.

Howard Romero said money sent to the town is tax-deductible so a 501(c)(3) group is not needed.

Meg said that they have never started a non-profit before and don't have experience with town politics. They are learing now that they should have done this differently. They are learing a lot tonight and want to now steer this in a positive direction.

Eric asked if we can have agreement that money coming in from sponsors and vendors will go to the town. Mike Dolan and Meg agreed. Brian said he can help the volunteers draft a letter to clarify the situation.

Casey Romero said once the situation is straightened out she thinks it would be helpful to have an explanation either on Front Porch Forum or on the town website.

Doug said in the future he suggests having Tuesday Night Live committee members come to selectboard meetings regularly. He would volunteer to be on the committee looking at whether it should be a separate group. He suggested maybe we could also have a community member.

Sophia Berard said after the conversation with the volunteers and the selectboard happens she would like to know whether the group ends up being a private corporation or if Tuesday Night Live is run by the town.

1. ***Update from Greg Tatro***

Greg Tatro said he has had meetings with CHSLV about a health clinic. There have been some issues with the Catholic Church not believing in birth control. He will let the board know when he knows more.

1. ***Executive Session to Discuss Communications with Town’s Attorney***

**Nat moved to go into executive session to discuss communications with the town’s attorney as permitted by 1 V.S.A. § 313(a)(1), Mike seconded, the motion was passed and the board entered executive session at 9:32.** The board came out of executive session at 10:20.

**Kyle moved and Doug seconded to form a subcommittee to review future plans and facilitate communication with TNL.** During the discussion Kyle and Doug were suggested as the selectboard’s representatives to accomplish this. **The motion was passed.**

1. ***Adjourn***

The meeting was adjourned at 10:22.

*Minutes submitted by Donna Griffiths*