

JOHNSON SELECTBOARD/TRUSTEE BOARD JOINT MEETING MINUTES
JOHNSON MUNICIPAL BUILDING
MONDAY, SEPTEMBER 23, 2019

Present:

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

Village Trustees: Scott Meyer, Gordon Smith, Bob Sweetser, Phil Wilson

Others: Carl Powden (moderator), Brian Story, Kent Gardner (by phone), Stephen Falbel (by phone), Matt Young (by phone), Walter Pomroy, Lois Frey, Lea Kilvadyova, Jackie Stanton

Note: All votes taken are unanimous unless otherwise noted.

1. *Call to Order / Review of Agenda and Any Adjustments, Changes and Additions*

Eric called the selectboard to order at 7:01. Gordy called the trustees to order at 7:01.

Gordy asked why the fire contract was not on the agenda. Brian said the town generally liked the proposed contract and they sent it to their attorney for review. There was nothing they objected to. Meredith had told Brian that if the selectboard wanted to discuss the fire contract at this meeting the village wanted a specific counter proposal.

2. *Merger Study Proposal Update and Review*

Gordy said he found out today that CGR had not been notified of the meeting. Kent Gardner from CGR can be available on the phone. Gordy suggested that to be fair whatever questions we ask one bidder should also be asked of the others.

Kent Gardner of CGR joined the meeting by phone at 7:05. Gordy asked what experience Kent has with electric utilities, noting that our village has one. Kent said from about 2002-2006 he was involved with strategic planning for the New York Power Authority, which at the time generated 1/3 of New York's power. He understands a lot about electric utilities on a technical level. Their operation is on a different scale from Johnson's, but he understands the technical issues.

Scott asked if Kent has experience with water, sewer or fire departments. Kent said those are pretty standard. Often a village is created due to a need for urban water and sewer, so an issue with dissolving the village is that a management structure needs to be created to allow charging those who are receiving the services but not others in the town who are not. In his experience water and sewer services tend to expand beyond village boundaries over time. Any service district created will include the whole area served. There are various service models for fire departments in New York, where he has experience, including independent fire districts. Fire department service is a village function in many areas. The fire department often contracts with areas outside the village. He would assume fire service could be turned into a service district similar to sewer and water.

Phil asked, is there any room in the CGR proposal for comparisons with other merged communities? Kent said yes; he would be happy to do that if we are interested. He would do that anyway, but he can include it explicitly in the documentation and the proposal. Kent left at 7:13.

Stephen Falbel of Steadman Hill Consulting joined the meeting by phone at 7:14. Gordy asked if he has experience with electric utilities since we have a small municipal utility. Steve said he personally doesn't have experience with them but he has added Bill Shepeluk to his team for this project and he would consult Bill.

Phil said the question he had asked before about comparisons with other communities doesn't need to be asked because that is written into Steve's proposal already.

Steve was asked if he has experience with water, sewer or fire departments services. Steve said not specifically. He specializes in transportation planning. But Bill Shepeluk, administrator for the Town of Waterbury, would be helping him. Bill has a wealth of experience and Steve could get advice from him. Steve left at 7:17.

Matt Young of Ascent Consulting joined the meeting at by phone at 7:18. Gordy asked if he has experience with electric utilities such as our small municipal utility. Matt said he doesn't have any experience with that. Brian asked if he has experience with water, sewer or fire services. Matt said he does.

Scott said in Matt's revised proposal public meetings were deleted. Why? Matt said he was trying to trim the scope to get to the desired price range. He could put that back in if we want.

Scott said the second task described in Matt's proposal feels top-heavy. It only calls for interviewing department chiefs, not rank and file employees. Why? Matt said he has done similar studies and typically because of time he just talks to the people at the top. But the more information he gets the better. He prefers input from all staff. He said if he needs to make multiple trips to get the interviews he needs he will do it without nickel-and-diming the town and village. Matt left at 7:23.

Eric asked what prices each bidder quoted. Brian said Matt Young is now the low bidder. His bid was \$8,000. Steadman Hill's revised proposal was \$11,056.80. CGR's proposal is now \$10,000.

Gordy said ideally he would like Brian Raulinaitis to be in on the process of selecting a bidder. Brian may come later.

Eric said he has known Bill Shepeluk, who Steve Falbel proposes working with, for many years. He has been the town and village manager in Waterbury. Waterbury never had an electric utility to the best of his knowledge but otherwise Eric feels he is very knowledgeable.

Scott suggested Ascent could be taken off the table and that was agreed upon.

The trustees agreed to move forward before Brian R. arrived.

Gordy said he was originally for Steadman Hill but listening to Kent he could tell that he is very knowledgeable. He is leaning towards CGR if the selectboard is willing to pick up the extra cost.

Nat said he agrees. When we originally scored the three bids everyone scored CGR high for their experience and methodology but their price was beyond our means. Now they are quoting a price of \$10,000 and we would just get Kent Gardner rather than a team. Kent was formerly president of the company so Nat doesn't think that sacrifices experience. Steadman Hill's experience is primarily with transportation.

Nat moved and Mike seconded to hire CGR to conduct a merger study, with the town paying \$6,000 of the \$10,000 cost.

Bob moved and Scott seconded to hire CGR to conduct a merger study, with the village paying \$4,000 of the \$10,000 cost.

The selectboard motion was passed.

Gordy said the village manager will be on leave for 3 months. He wants to make sure that she is involved in the merger study. (*Lea Kilvadyova arrived at 7:34.*)

The trustee motion was passed.

3. ***Potential Subdivision of Old Mill House Property***

Brian said the data gap analysis at the old mill house has been completed. From the gap analysis we learned more about what we don't know about the talc mill site. There was a meeting with Lea, Kurt Muller of The Johnson Company, and Brian. Meredith was involved in planning for the meeting but was not at it. Next steps were identified at the meeting. One is subdividing the mill house to be its own parcel. Once that is done we can do a Phase 1 study and then the property can be enrolled in a redevelopment program and either sold or used. A Phase 1 study of the whole property would be too expensive. The proposal is to subdivide the property and make the mill house area its own property.

Eric asked if the trustees have any interest in subdividing the property and if they have any interest in a redevelopment process for the old mill house.

Phil asked if there is any cost advantage to doing multiple subdivisions at once. Brian said he doesn't know. He said that was discussed at the meeting but there wasn't a definitive answer. Lea said multi subdivision would make sense if there were goals for multiple buildings. The mill house has been identified as a priority. She thinks the answer at the meeting was that we should only proceed with subdividing off the old mill house. If the community wants to proceed with trails on that property the recommendation was to do a walk-through and maybe some sampling and if the area where the trails will be looks clean, it would make sense to subdivide off that area, removing it from any restrictions. Phil asked if there is any downside to dividing the property into 5 parcels. Brian said without a specific plan we might eventually decide the divisions that had been made were not what we want.

Gordy said estimates for the cost of demolishing the powerhouse building started at \$150K. Now the cost is over \$300,000 and the project is not done. He is afraid that if we start looking into testing it could be expensive. And what if something is found and we have to

shut down our use of the property? He also noted that if the old mill building goes to another owner we have to be careful that town and village traffic is not a problem for the new owner. And we would need to find a new place for the food shelf, the Boy Scouts and the electric department office.

Eric said he believes we have to go to the town and village voters in order to sell the property. Rosemary agreed. Eric said he shares Gordy's concerns about the entities currently using the building. That area near the rail trail is an area where we have thought of future growth.

Nat said Gordy makes good points. What is his vision for the property? Gordy said if we proceed we will have to be prepared to come up with the money. Nat asked if Gordy would just want to hold onto the property and conserve it. Gordy said that is a good question. Walter's plan for trails seems good.

Phil asked, if contamination is found, does that preclude our use? Scott said there is a difference between the powerhouse and this property. We are not responsible for this site. The village was responsible for the powerhouse. There were no funds to use for its demolition because the village caused the contamination there. There might be funds available for this project. Lea disagreed. She said even though the municipalities did not contribute to contamination at the site, by assuming ownership that put liability in the town's and village's hands. Scott said he has seen cases where responsibility went back to the original owner. Lea said that is possible.

Nat said he would be surprised that we bought the property without any testing. Was any done other than on the fields? Gordy said some testing was done near the fire training building. Nat said he wants to be sure we haven't done these studies before. Scott said there was an air emission study done in 1976. Another study looked at whether there was asbestos in the talc. He would love to see the old mill house painted and spruced up but there will be lead abatement cost. We have never come to a conclusion about what we want to do with that building. It will fall down if we don't start taking care of it.

Bob said he thinks we are better off just making something of what we have there. Doug said no one will buy the property as is. They need the protection that comes out of the Brownfield program. Bob said we should keep the property. Doug said we have people working there. He thinks we have an obligation to find out what is there. (*Walter Pomroy arrived at 7:54.*) Bob said there are other vacant properties available. Why put money into this?

Lea said the question is what the town and village have to lose or gain. It is not obvious to her that there is even consensus on a vision of using the building for other than municipal purposes. Maybe a next step could be to solicit conceptual proposals from potential buyers. We could find out if there is even interest. She thinks that would be helpful. If someone else purchases the building they can access funds for cleanup that the town and village can't. If we determine exactly what they would be dealing with and have a cost estimate for cleanup, that would increase purchasers' comfort level.

Eric asked, if contaminants are found, would we be eligible for something similar to what was available for Vermont Electric Coop? Lea said that property was not owned by the town or village. But a buyer can access more funds for cleanup then the town and village can access. Gordy said Vermont Electric Coop was not eligible for cleanup funds but the buyer was eligible for funds.

Lea said there is a clause in state law that would allow LEDC or LCPC to acquire the property and get it cleaned up before it goes to a buyer.

Kyle said she thinks the property is a potential gold mine for economic development and we would be short sighted not to start looking at it. It would be overwhelming for a new buyer, not knowing what they would get into. The Brownfields study identified a lot of potential for that area. Development there could help the vitality of the downtown area.

Phil said if we subdivide the property we could stop there.

Gordy said he thinks we need complete information, for instance about where the entities currently using the building would go.

Doug said he was in favor of subdividing the mill house property but now, listening to Lea, he thinks we need to go to the public and solicit interest in what people might do with other pieces of the former Tatro property. He thinks if there is interest in other areas then we might decide to subdivide a different area. He suggests we solicit public interest. Is there anything LCPC could do?

Lea said she had brought a conceptual RFP that could be used to solicit proposals for the old mill house. She showed it to the boards.

Eric asked Lea if she thinks the boards should solicit input before going too far or just focus on the old mill house. Lea said we could go either way. She feels there has not been discussion about other buildings on the site. They are needed for current operations. Maybe starting small is a good idea to give the town and village a feel of what could happen.

Kyle said the Brownfields consultant went to Tuesday Night Live a couple of times to show possible ideas for use of that property. Feedback was enthusiastic. Jim Rose in the past has expressed interest in the mill house. She thinks there is interest.

Scott said he suggests sticking with the old mill house and deciding over the next few months if we want to keep it. He thinks we should do a Brownfields study. He would like to try to have a recommendation for town meeting.

Phil asked if the timeline would allow us to subdivide and do a Phase 1 analysis before town meeting. Lea said she does not think so. The sampling necessary for the analysis would be hard to do during winter. LCPC is running out of funding and is applying for more. The next funds would be available midsummer of next year.

Scott said he would still like to know by town meeting what we want to do with the old mill house – if we want to keep it or sell it. Gordy said he agrees that we should consider the options and eventually present the question to the voters. Phil said subdivision is the first step for any of the options. Lea said we also need to plan for current users of the building. If we solicit conceptual proposals, that might give us information that we can give to the public about possible future use. Brian said almost anything we do with the building will be well-served by subdivision. It would be good to know what to do with the employees, Boy Scouts and food shelf currently using the building.

Nat said he thinks there is a generator for the town and village garages on the mill house lot. We would need to move that if we want to subdivide.

Doug said he thinks we should start with soliciting conceptual proposals. (*Jackie Stanton arrived at 8:18.*) We could do a cost-benefit analysis if we knew what we would gain or lose.

Bob said he thinks if we sell the property then it will snowball and eventually we will be looking for a new location for the garages. The buyer will want more land. He thinks we would be opening a can of worms. Gordy said he agrees with Bob. If we start looking at selling part of the property it could jeopardize town and village operations. Phil said we're proposing analysis only of the mill house. He thinks we should subdivide and start a study. Lea said subdividing is the only way to get an analysis and fix the problems.

Scott said he thinks the trustees will need Brian R. present in order to vote on this. He thinks the four members present tonight will be evenly split. Gordy agreed.

The selectboard agreed to address this issue in the future as well.

4. *Trails in Mill Property*

Brian said both boards have seen a proposal for creating trails on the talc mill property. He would like to get an opinion on whether Act 250 applies to developing the trails. Based on his research it is hard to say if it will apply. The state closed a large section of Kingdom Trails because no Act 250 permit was obtained. Walter said that is false.

Mike read a statement: “Are we looking to create problems to solve, where none currently exist? If we do the result will be constant delays and the possible death to this project because we can’t leave well enough alone. This will just become another item to add to the ‘old business’ folder which just continues to grow on both boards. We should leave this project to the community members, which is where it resides in other communities!”

Walter said he envisions this project being citizen driven like other similar projects in the state. He wants it to be driven by a community group. The community group will plan and build some trails, then plan and build some more. That model does not lend itself well to the Act 250 process. For an Act 250 permit, documentation is needed that the community group will never have. If we go through the Act 250 process we will have to put the whole trail development process on delay and it will die. He feels Act 250 clearly does not apply to this project. The Victory Hills decision was clear-cut. The property owner is a commercial operation so commercial rules applied, not municipal rules. They were not part of Kingdom

Trails. Act 250 says a permit is needed if a project exceeds 10 acres. The width of a trail is considered to be 10 feet or 3 feet for mountain bike trails. To hit 10 acres we would need 8 1/4 miles of 10-foot trails or 23 to 26 miles of 3-foot trails. If we try to go through Act 250 he thinks that will kill the project. He feels we do not need to. The law is clear. It would be a mistake to slow down the process.

Eric asked how much work is involved in creating trails. Walter said his experience is with hiking trails, not bike trails. For hiking trails it is dirt work with hoes, mattocks, etc. It is mostly time. He imagines getting college kids involved and building one trail at a time, 100 yards at a time. The group may need to bring in outside workers for the mountain bike trails. Managing water is the main issue with trails. He wants to lay out the first trail in the spring when he is able to see where water flows.

Gordy asked if we are covered if a volunteer working on trails is hurt or if a hiker is hurt. Eric said we are covered at the skate park and it didn't even increase our insurance cost. Walter said it is no different from the Beard Park or Journey's End. Trails are already being put in on the Gomo and Prindle properties without an Act 250 permit. Mike said his understanding is that anyone who falls on any town property can sue the town. This is no different. He doesn't think we should put roadblocks in the way of the group working on trails.

Lea said as a community member she finds the prospect of trails exciting, but the Brownfields consultant recommends that we determine whether there are deposits on the hillside from the talc mining operation. The recommendation is to determine if the area is clean. If it is, we could subdivide that from the rest of the property.

Brian said there is potential contamination. We have no specific information, but airborne contaminants from the mill could have ended up on the soil. The consultant recommended surface testing. We would do a statistical sample of a certain number of sites.

Walter said there has already been some testing. There is no recognized environmental condition. There is no shred of evidence that there is a problem. And the adjacent parcel has been studied. Is there any evidence there is a problem? If not, let's move forward.

Mike said when he was young most driveways in this area had asbestos tailings on them. He believes that a determination was made that only those working with asbestos were at risk. In our county the asbestos present has long fibers and only the short fibers are a risk. He thinks we need to move forward. Bob agreed.

Scott said the area where there could have been atmospheric deposition includes Lendway Lane, the VAST trail and the bike trail. It would encompass most of the village. Is the concern about naturally-occurring asbestos or asbestos that came out of the mill? Brian said he believes the concern is about asbestos from the mill. Scott said if a report on the adjacent parcel shows it as clean, probably our parcel will be clean. If asbestos is found in the soil the question is what the inhalable fraction is. Will the sampling get down to that level? It is hard to figure out from a soil sample what the inhalable amount is. Brian said the consultant was

worried about potential contaminants in the soil being disturbed by digging. Scott said he thinks this is overkill. He doesn't feel the small amount that could be found in the soil is likely to be a big enough dose to be a risk. He would like clarification from the state rather than from a paid consultant on the need for testing.

Phil asked if it is worth consulting a lawyer about whether we have any liability for the health of volunteers.

Gordy said if Scott, with his background, is okay with not testing, he agrees. Scott said the type of asbestos we have in this area can cause cancer. The long fibers can fracture. But it is dependent on dose. He would rather get an answer from the state about whether it is necessary to test. If there was no deposition on level ground nearby, it is even less likely on the hill. Arsenic levels can be high or low at different places around the state. Probably the state Brownfields program would be the best place to go for an answer. There is no asbestos monitoring on the rail trail, which is on a flat surface.

Carl suggested planning on additional investigation and moving on to the next topic. Brian said he will follow up with the state.

Walter asked what the decision was about the Act 250 permit. Carl said no position was taken.

5. *Placement of Inclusivity Statement Sign/Mural*

Brian said the inclusivity statement was painted on a sign by local artist Kate Westcott. It has been on Legion Field. It would be nice to bring it inside in the winter. The municipal building lobby has been suggested as a location for it. (*Walter left at 8:53.*)

Mike moved and Kyle seconded to put the inclusivity sign in the lobby of the municipal building for the winter.

Scott moved to put the inclusivity sign in the lobby of the municipal building for the winter and the motion was seconded.

Gordy said because the statement is about inclusivity he looked up the definition of hypocrisy. He gave the definition of hypocrisy. At the last selectboard meeting there was discussion about the Woolen Mills. Threatening or boycotting a business is not inclusive and he feels there is no place for that in Johnson. He feels we should try to get along more.

Doug suggested that the wall in the meeting room upstairs is another possible location for the sign. A lot of meetings are held here. Bob said the trustees use the wall indicated by Doug for overhead projection. Scott said he likes the idea of having the sign right inside the door.

The trustee motion was passed.

Nat said anything else we can do to beautify the lobby and make it more inviting would be good. Currently it is cluttered and messy and looks like a storage closet. Doug said he feels people often pass through quickly and don't notice things in the lobby.

The selectboard motion was passed.

Gordy asked people to pass ideas to Brian and Meredith about the next joint meeting. Eric said we will eventually need to discuss joint employees. We will need to further discuss the mill house. Phil said we will need to finalize decisions on the trails.

Doug said he thinks we need to define areas for trails and not give Walter carte blanche. Gordy agreed. Eric said we might want Walter to come in at intervals. Lois said he will be checking in regularly with the Conservation Commission.

The selectboard meeting was adjourned at 9 and the village meeting was adjourned at

6. *Adjourn*

The selectboard meeting was adjourned at 9:00.

The trustee board meeting was adjourned at 9:00.

Minutes submitted by Donna Griffiths