

JOHNSON SELECTBOARD/VILLAGE TRUSTEE BOARD MEETING MINUTES
JOHNSON MUNICIPAL BUILDING
WEDNESDAY, OCTOBER 12, 2022

Present:

Selectboard Members: Beth Foy, Duncan Hastings, Eric Osgood, Eben Patch, Mark Woodward
Village Trustees: Steve Hatfield, Lynda Hill, Diane Lehouiller, BJ Putvain, Ken Tourangeau (via Zoom)

Others: Brian Story, Rosemary Audibert, Peggy Williams

Note: All votes taken are unanimous unless otherwise noted.

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

Beth called the meeting to order at 6:04. Picking a date for another joint meeting in November was added to the end of the agenda. Steve called the trustees to order at 6:05. Diane said she would like to ask the selectboard for permission to do grant-funded work on Legion Field and to look into repairing the broken window at the food shelf building. Beth said that those items are on the next selectboard agenda.

2. *Memorandum of Understanding for Jointly Owned Buildings*

The village had previously sent out a proposed memorandum of understanding for jointly owned buildings. The issue the town had with that proposal had to do with responsibility for the old mill house. Brian came up with a suggested update to the memorandum in which responsibility for the old mill house is shared 50/50 between town and village. His version also updates the term of the MOU and adds a signature section.

Duncan said if the boards can come to agreement on a memorandum of understanding his presumption is that both boards would then need to act on it. Beth said yes. She thinks that could happen at this meeting if the boards are ready.

Lynda asked who is currently responsible for the old mill house. Brian said responsibility is currently shared.

Beth said the joint meeting in January was the first time the two boards talked about putting together a memorandum of understanding regarding jointly owned buildings. We don't have such a memorandum currently, just drafts. Hopefully the two boards can ratify an MOU so we don't have to have future discussion about responsibilities.

Diane said after the discussion about the mural on the town garage she thinks we should be more specific about the garages. We should not just refer to maintenance and improvement but state that whatever each entity wants to do with their building does not have to come to the other board.

Mark asked, if the town has 100% responsibility for a building does that mean we are 100% owners of it? Brian said no. All the properties on this list are jointly owned by town and village.

Eben suggested changing "maintenance and improvement" to something like "maintenance, improvements and changes." Beth suggested "maintenance, improvements and use." Duncan suggested adding that for each building in the agreement. Everywhere it says "maintenance and improvement" in reference to a building where one entity has 100% responsibility it would be

changed to “maintenance, improvement and use.” Beth said that would apply even to the buildings where responsibility is shared 50/50. The trustees indicated they were comfortable with that change.

Eric said the only cautionary flag he would throw out is that one if one building is solely used by one entity, it is still owned by both, so we wouldn't want to allow for one entity to demolish an asset that both own. Beth suggested maybe we could have a definition explaining that when maintenance, improvement and use are referenced, that does not allow for demolition or reduction in value. Duncan asked how we would define reduction in value. Beth said any change could not reduce the value at the time the changes made or would be agreed upon by both boards. Ken suggested we might want an exception if a building is replaced by something similar, like what is going to happen with the village garage. Mark said he would just go with the original amendment. Figuring out reduction in value would be hard.

Duncan asked, what if one entity decided to change the use? For instance if the town moved the highway department out of the current garage and changed the garage building to a commercial enterprise. It seems that both boards should have a say in that kind of thing. Beth suggested referring to a substantial change in use or a substantial change in value. She thinks we should get advice on that. She does think a loss in property value matters. For example, if the village tore down its garage and did not put something else up, that would be a burden on both entities.

Duncan said he feels these are valid points that argue for further research and not adopting something tonight. Beth asked if Brian can follow up on devaluation, significant change in use and demolition. He said he can work with Erik Bailey on that.

3. ***Town Clerk/Treasurer Succession Planning***

BJ said we are looking to make the town clerk and treasurer positions appointed, not voted on, because when Rosemary retires anyone could end up in that position and we would be stuck with them. If we appoint someone we can ensure that the person has sufficient knowledge through the hiring process. There has been discussion about doing that and about revamping Rosemary's job and the assistant clerk/treasurer job a bit so the burden is split between the two people.

Beth asked if the trustees have discussed this and want to go forward. BJ said it was brought up to the trustees but the trustees were waiting for both boards to discuss it. Beth said the selectboard has also talked about this. She thinks the consensus was that the selectboard supported having an appointed town clerk. The selectboard has talked specifically about the town clerk being appointed. Does that mean the treasurer would have to be appointed? Rosemary said the two positions are separate. Both are elected. Duncan said the town and village vote separately on their clerk and treasurer. In his opinion it is more important to have the treasurer be an appointed position than to have the clerk be appointed. The treasurer's duties are all financial and on the village side the treasurer has much greater responsibility. Lynda asked what happens if the town and village vote in different treasurers. Beth said then we would have two separate treasurers.

Ken said he thinks one reason BJ brought this up is that if Susan wanted to be the town clerk/treasurer while not being a Johnson resident we would need to appoint her.

Lynda asked if we have to go through a process to change the positions to appointed. Rosemary said it would take a vote of the town and the village. Duncan said he doesn't think a charter change would be required but there would need to be a warned article in the town and in the village. One

entity could vote yes and one could vote no but he suspects that if Rosemary says it is a good idea everyone will feel it is a good idea. BJ asked if just the town could hold the vote since village residents are also town residents. Beth said no. The town and village are different entities.

BJ said he would rather not wait until the last minute to make this change. Rosemary said currently the town clerk and treasurer terms are 3 years and the village positions are 1 year. Her term for the town is up in March. She plans to run one more time. Steve said he agrees that we should try to resolve this sooner rather than later. BJ said we would have nothing change until Rosemary retires and then we would start with the new plan. Eben said he would disagree. He suggested we could have the change warned for town meeting in March and Rosemary could be the first appointed town clerk/treasurer before she left. Eric said if the question went before the voters at the upcoming town meeting Rosemary would be reelected on town meeting day so the change to making the position appointed would not take effect until her term was up in 3 years. Since the village has one year terms, if they approve the change in April then in one year the village clerk/treasurer term would be up and the village could appoint Rosemary for two more years.

Duncan said he thinks if the town has an article to appoint to the clerk and treasurer positions, which is approved, and if Rosemary is running for re-election in that same year, there is a statutory process that allows for the orderly transition from elected to appointed. Rosemary said she doesn't recall that. She would have to look it up.

Mark asked if it would have to be a joint board decision who to appoint. Rosemary said not necessarily.

Duncan said one possibility would be to change the treasurer position to be appointed first and make the change for the clerk at a future date. He would be interested in hearing Rosemary's opinion about whether the clerk should be appointed vs. elected. Rosemary said she feels the treasurer position is harder and requires more expertise. The clerk is mainly the chief election official and the keeper of town records. Duncan said that is not rocket science. Rosemary said we definitely need someone with accounting experience for the treasurer position. Lynda asked if in most other towns the town clerk is the treasurer as well. Rosemary said not in all of them. Many have a finance division. Even Hyde Park does. BJ said he and Beth had talked about the possibility that the assistant town clerk could be the treasurer and the town clerk could be the assistant treasurer. That way two different people would share the burden and be able to check each other. Rosemary said there are some towns that are like that. Lynda asked if it would be beneficial to take the treasurer responsibilities away from Rosemary and have a different treasurer for the last 2 years she is working. Rosemary said she is giving Susan more and more responsibility.

Beth said it seems that both boards are in alignment on this issue. The two boards can vote separately later and in the meantime Rosemary can think about this.

Duncan said he doesn't think it makes a lot of sense to have separate treasurers for the village and the town. Rosemary said there is a lot of treasurer work in the village. Duncan said the greater part of the treasurer job really is the village. Rosemary agreed. BJ asked if we would be better off splitting the treasurer work between two people. Rosemary said yes. Duncan asked if she thinks there should be separate village and town treasurers. Rosemary said yes. Duncan asked if the town clerk position would be full-time. Rosemary said no. Duncan said maybe one person could be appointed as both town clerk and town treasurer. Mark said and then possibly the village would

have its own treasurer. BJ asked if the town and village would each have different clerks in that scenario. Duncan asked what the village clerk does. Rosemary said the village clerk runs village elections once a year. (*Peggy Williams left at 6:37.*)

4. Website Overhaul Planning

Brian said when we contracted with our current web host there was interest in revisiting the topic of a website overhaul. The town website is out of date. We previously got some prices for an update. It will be pretty expensive. A “canned” website based on a format that a company already uses is a lot cheaper than a custom website, which would cost considerably more.

Lynda asked who currently takes care of the website. Brian and Rosemary said Lydia does most of the work. We contract with Elisa Clancy in Hyde Park, who does WordPress hosting and maintenance. Brian said we do regular updates to the content. Elisa makes sure we get security patches and keeps the site running if there is any outage. She does not update content. Diane asked if Elisa could update content. Beth said we have staff who can do that. Why wouldn't we use our staff? Lynda asked who puts things like upcoming events on the website. Brian said mostly Lydia. Beth said where the menus are and what they allow you to do is website design. That isn't something we can do. We cannot change the structure of the site. Brian said that is what we are interested in hiring someone to do.

Duncan asked if we have specific design layout features we feel are lacking in the current website. Would a canned website product we bought be based on a municipal application? Brian said some of the bids we got previously were from organizations that specialize in municipalities. There was a grant program in the past that paid for a number of towns to get websites, including ours. So a number of towns had websites that all looked basically the same. He is not aware of any serious functional deficiencies with our website but he has heard from quite a few people who feel it is not attractive and doesn't do a good job of selling Johnson to visitors.

Beth said in theory we could have ads for revenue on our website. The website could incorporate payment processing for registrations. Maybe we could even take tax payments. Rosemary said NEMRC is working on a cloud-based dog licensing application that will be online.

Lynda said if someone wants to come here to apply for a job, when they pull up the town website there are only two pictures on it. There should be pictures of the ice rink, the rail trail, the village green, the elementary school, etc.

Eben said he thinks before discussing specific things we want on the website we should decide whether we support a website redesign. Beth asked if a website redesign is going to be a priority for the village and for the town. Eben asked if Brian remembers what the cost figures were that we got last year. Beth said she thinks they were in the \$15-30K range. Brian agreed. Mark asked if the cost would be split 50/50 between town and village. Beth said we would have to decide that.

Ken said he thinks spending \$30K to put pictures on the website is a silly idea. The website needs to be functional to direct people to minutes, etc. If we included functionality to allow people to pay taxes or dog licenses we would have to come up with good security. Brian said the village does contract with a vendor for an online payment process. Ken said he doesn't see why the village would want to contribute \$30K for the town to add payment capability. Mark said he thinks we should spend the money on a website update because this is the face of Johnson. More people will google and see Johnson on the internet than will drive through the town. He disagrees with Ken.

He thinks the website needs pictures. It needs to sell and promote Johnson. Anywhere he goes, he searches on the internet first to see what is there.

Eben noted that there are separate websites for the recreation department and the Historical Society. If the town and village were going to do a website update it would be a good idea to combine those other websites with the town/village website. Duncan said the fire department has a separate website too. Beth said there is cost associated with all of these separate websites.

The selectboard agreed it is worth getting cost information about a website update. Lynda said when you go to the town website it doesn't tell you about the Historical Society or fire department sites. Eben said Enosburgh's website is a good example. The village trustees agreed to consider a website update. Brian said he can start by circulating the bids we received previously to help understand what cost we are looking at. He thinks it is unlikely that either board has money for this in its current budget.

Beth said she would like to see current expenses for all websites including ones run by committees or the site where people can make electric payments. She would also like to see a list of what functionality we are aware that we are lacking. And she would like a guess as to how the current cost would change with a new host.

Eben noted that Waterbury also has a nice website. Duncan said if there are other entities out there that have a cookie cutter website that we think is good, that is the kind of thing we should be looking at. Being able to pay utility bills on the website would be nice, but he recognizes there are security issues with that. BJ asked if the payments we take in now for the village include methods like Apple Pay. Rosemary said the site we use just allows credit card payments. BJ asked how much it would cost to add other payment methods. Beth said all the different payment processors have different fee structures and the party we are contracting with may contract with a payment processor. We will need to understand that from the bids we get. Rosemary said currently the customer pays a service fee for using a credit card to pay on the web. Mark said if he were a trustee he would be looking at electronic payments. The village could save money by not sending paper bills.

Beth said Brian can look into finding answers to the questions people had and maybe in the future a subcommittee can look into this more. Possible grants would be another thing to look into. Lynda asked, what about ARPA money? Brian said this expense would be eligible for use of ARPA funds.

5. *Cyber Security Training*

Brian said trainings on cyber security are not really in the purview of The Tech Group. We contract with The Tech Group for IT services, including security updates and alerts. Is there interest in finding someone to do cyber security training for staff and possibly the selectboard and trustees, knowing there will be additional expense for it? Both boards agreed that Brian and Erik should look into the cost of this training and present numbers to the boards.

6. *Active Shooter Training*

The selectboard and trustees agreed that the emergency manager should work with the town administrator and clerk to look into the cost for active shooter training.

7. *Fuel Purchase Request for Proposals*

Brian said the town has a request for fuel bids ready to go. Duncan said a lot of fuel dealers are inclined to charge a certain amount above the rack price and the rack price is a floating target. He

suggested not asking for price per unit because if we ask for a fixed unit cost price we are probably going to pay top dollar. He would give the bidders flexibility to provide bids that we can analyze. Brian suggested saying “price proposal” instead of “price per unit.”

Mark asked if it is also worth asking for costs for pre-buying. Eric said he thinks we probably should get all options including pre-buying, but sellers would probably want a pre-buy date in September and at that point the town would not have collected a lot of tax dollars yet. And the village has two different fiscal budgets for the same winter, so pre-buying could be difficult.

Mark asked if we own our propane tanks. Brian said he doesn't know. Lynda said her daycare is planning to change fuel providers. The process is that you get a test done on the tank and then the new provider buys the tank from whoever you were previously using. Mark said another option is to own our own tank. Lynda said she tried that with Corse and they would not allow it.

Brian said he will change “price per unit” to “pricing proposals.” Duncan said he wouldn't want bidders to think that they are required to bid on a fuel type they don't carry. Brian suggested the first thing in the bulleted list of items we ask bidders to provide could be “fuel types.” It was agreed that would be a good idea. It was agreed to make the due date for bids November 7.

Eben said at some point we need to discuss the broken metering system on the fuel pumps at the town and village garages. Employees each have their own key that is used to start the pump. Once the pump is running the key can be turned off and the pump keeps running but the meter stops running. When fuel does not add up, who pays the difference, the town or the village? Rosemary said the reading on the fuel pumps is normally less than what we are being billed for. Eben said it sounds like someone is getting fuel and shutting the key off while the pump keeps running. Rosemary said she splits the bill between town and village based on a fixed percentage. Eben said that is not necessarily accurate. He feels this needs to be addressed at a future meeting. Can we direct Brian and Erik to talk to all employees and ask them to leave the meter on? Ken said it should be easy enough to make the power to the pumps go off when the key is turned off. The selectboard and the trustees agreed that Brian and Erik should arrange to have that done.

8. *Personnel Policy and Harassment Policy Updates*

Steve said the village has been working on adopting a verbal harassment policy. Diane said she really liked the Milton harassment policy, which she sent to selectboard members. She thought it read really well. She feels people would understand it better than the one that was included in the packet. Where did the one in the packet come from? Brian said he got it from Erik Bailey. He believes it is the one Erik submitted to VLCT for review. Beth compared the VLCT model policy to the draft in the packet and said they are the same.

Eben asked if the village is proposing to add this harassment policy to the joint personnel policy. Diane said she believes so. Eben said it would only affect Lydia and Marla. Diane said it would also affect the village crew. Eben said there are no ties to this in the union contract. BJ said the village is working on that. There will be a connection in their union contract. Eben said the town is in the middle of union negotiations and the joint personnel policy is important to those negotiations. He doesn't know if he could support adding this to the personnel policy.

Ken said it is his understanding that the trustees were going to look at the Milton policy before going forward on adopting a policy. BJ said further discussion of this is on the November trustee agenda.

Duncan said he would be uncomfortable amending the town and village joint personnel policy to include this. But he doesn't think that prevents the village from adopting a policy just for the village. He thinks it has been almost 20 years since the combined town and village personnel policy went into effect. His opinion is that the personnel policy is due for a review. Beth said she thinks we need to be careful because the personnel policy is part of the town contract negotiations. Duncan noted that the current policy doesn't mention a collective bargaining unit at all. Eric said we can make changes to the personnel policy but they will not immediately be in effect with union members because the contract we approve with the union refers to the personnel policy that was in effect when the contract was approved. Duncan said we could have a statement saying that if there are any discrepancies the collective bargaining agreement will control. Beth said both the town in the village have union contracts. If those reference a personnel policy maybe we shouldn't have a separate personnel policy or we should strip out of the personnel policy anything that is in the union contracts. Duncan said he can't support this. Mark asked if the fact that we are in negotiations now is what is stopping him. Duncan said he thinks the whole personnel policy is due for a facelift.

Beth suggested the village could have an addendum to the personnel policy that is specific to the village. Steve said the only problem is that policy for shared employees has to be consistent. Eben asked, there technically are no shared employees, right? Just reimbursement for service to one entity from an employee of the other entity? So an addendum specific to the village would only be effective for Marla, not Lydia, right? Rosemary said that is correct.

Eric asked if it was the village's intent to replace the language in the current personnel policy that only addresses sexual harassment with this policy about all forms of harassment. BJ and Steve said yes. Diane said the new proposed policy doesn't talk about sexual harassment. BJ said the existing policy addresses sexual harassment and the idea was to add language about other kinds of harassment.

Duncan said he thinks a review of the existing policy is appropriate. It was adopted in 2003. He suspects federal law has changed since then and that our policy doesn't comply with it in some respects. BJ said the trustees want to get this language into their policy before their union negotiations. Beth said she thinks the town is not ready to have this conversation.

9. *Merger Discussion*

Brian said a few selectboard and trustee board members got together for merger discussion. It fell by the wayside as other priorities arose. Eben reviewed information compiled by the small group that met. It includes sample tax bills for town, village and a merged town/village. The assumption was that the village's PILOT payment for the college would disappear and that the current general budgets for the village and town would be merged. Waterbury's PILOT payment for the state complex disappeared when they merged. Based on talking to Waterbury, Meredith had said the village's PILOT payment would be taken away if there were a merger. The town and the village each get a PILOT payment but only one of the payments – the larger one – would continue to be received after a merger. Duncan said the payment is received in lieu of tax. Beth said if there is no village tax the payment in lieu of village tax would go away. Mark asked, the town's PILOT payment wouldn't go up? Duncan said it would. Rosemary said it would not go up by \$60K (the amount of the current village PILOT payment.) Eben said with a merger taxes for town residents would go up by \$72.40 per \$100K of value, while village residents would save \$111.18 per \$100K of valuation.

Eben said the merger committee (Steve, BJ, Beth and Eben) was tasked with getting a rough estimate of what a merger study would cost. He could not get Kent Gardner, the person who did the previous merger study, to give us an estimate unless there was buy-in from the village. Kent had suggested that the only way to get buy-in from both village and town taxpayers would be to use the provisions of 24 V.S.A. § 1483 which allows charging a special tax rate for those receiving certain amenities. That would allow us to continue to have a different tax rate for those who are currently in the village so even after a merger town taxes and village taxes would not change at all except that the PILOT payment would be gone. It was assumed that the \$60K that currently comes from PILOT payments to the village would still have to be spent and would have to come from somewhere.

Beth asked Rosemary's thoughts. She heard Rosemary say that we would still get some portion of the PILOT payment. Rosemary said the town tax rate would go up so the percentage that is the PILOT payment would go up.

Mark said this is all focused on money, but the reason to merge is a lot more than money. Talking about things like who is paying for fuel, town or village, takes up time. If we tell everyone a merger will raise their tax bill by \$100, the idea will go down in flames but if we can say it will create better government and create efficiencies people may support it.

Ken asked why the village would be charged a different tax rate. Eben said that is an option that Kent Gardner said could happen, where village and town taxpayers would not gain or lose.

Duncan asked, shouldn't we be talking right now about whether the village is prepared to restart talks about a merger? Eben said he thinks it would be great if each board could appoint two people for further merger discussion. Mark said he would be glad to be one of the selectboard representatives. Duncan said since he was municipal administrator for 15 years there might be some who would think he was highly qualified and others who would think he should not be involved. Beth said she thinks we owe our taxpayers continued discussion.

Eben said Kent Gardner, who did the previous merger report and came to the public meeting, will provide a quote for a further study only if the village agrees to be a 50-50 partner in paying the cost of the study. Lynda asked what the difference is between what Kent did previously and what he would be doing now. Eben said this would be coming up with a merger plan. BJ said we don't want him to do a plan. We are looking for someone to give us pros and cons. Eben said that report was done. BJ said he does not think it was a good report. He understood more from the information Eben presented tonight than from the report.

Trustees agreed that the village should follow through on merger discussions. Eric said the voters directed two prior boards to hire a consultant to provide a report, which we did. We took the report back to the voters and the voters overwhelmingly directed the two boards to continue discussions. He doesn't see how we can not do that. BJ said the voters said to continue talks. No one has said we should definitely merge.

Duncan said according to state statute, in order for the town and village to have a vote on whether to merge there would have to be a detailed plan that would spell out how the town and village would be merged. The plan would have to be very specific. He thinks that is what Kent would

develop. Ken asked, wouldn't it require a vote to spend money for that plan? The voters didn't give us permission to spend money on this. They just voted to continue talks. He thinks we should ask the voters if we should spend money on a plan. Eben said a sticking point is that we cannot get a quote unless the village has full buy-in supporting paying for the plan. Beth said at least we cannot get a quote from Kent Gardner. BJ asked if we have looked into using anyone else. Eben said he thinks Kent would be a good person to develop the plan.

BJ said it is hard for the trustees to say they will agree to pay for a plan without knowing the cost. Brian said the question is not whether the village supports a plan we haven't seen yet or whether the village is willing to commit money. What Kent needs to hear is whether the village is willing to be a participant. Kent will provide an estimate and the town and village can then decide if they want to pay that amount. The trustees agreed that they are willing to proceed with getting an estimate. Beth said Kent wants to make sure the village is willing to participate in the discussions. She thinks he ran into some roadblocks the last time and he wants to make sure the village will answer questions so he can give an informed quote. It sounds like if Steve responds to the email Eben sent earlier this year and says the village is a willing participant then we can get a quote for a full assessment. She thinks we can also identify areas we would want to consider in order to inform an RFP. She suggests identifying a couple of people from each board to be tasked with considering what should be included in an RFP. Mark said he is hearing that town and village are going to work together to come up with an outline of what to ask of Kent so he can come back with an estimate to take to the voters. Beth said we will work to identify all areas that need a solution. The trustees agreed they are willing to participate.

10. Scheduling Next Joint Meeting

Beth said the next joint meeting will include discussion of healthcare benefits and follow-up on a number of things discussed tonight, including the website. Eben said we also need to discuss inflation adjustments. Beth said anyone with ideas for agenda items should talk to the chairs, Brian or Erik. It was agreed to schedule a joint meeting for 6:00 on November 18.

11. Adjourn

The selectboard and the trustees both adjourned at 8:15.

Minutes submitted by Donna Griffiths