

West Windsor Selectboard
Draft Minutes
July 1, 2015

Present: Dick Beatty, Tom Kenyon, Ted Siegler, Matthew Birmingham (Town Attorney), Susan Hines (Lister), Annie Burke (Lister) Bruce Boedtker, Martha Harrison

1. Call to Order – Selectboard Chair Dick Beatty called the meeting to order at 8:00 AM.
2. Changes or additions to the agenda – tree warden’s report, executive session
3. Announcements/Public Comment – None
4. Certify 2013 Grand List – **Tom moved to sign the Certificate of No Appeal or Suit Pending for the 2013 Grand List. Ted seconded the motion, which passed unanimously.** The Selectboard, Listers and Town Clerk signed the certificate.
5. Executive Session – **Dick moved to go into Executive Session to discuss pending litigation and the acquisition of the mountain property. Tom seconded the motion.** Ted asked for more information. Dick said he’d like to discuss the Public Service Board (PSB) situation and modifications to the telecommunications easement associated with the purchase and sales agreement with the Trust for Public Land (TPL). **Dick called for a vote on the motion, which passed unanimously.**
6. Discuss EC Fiber Interlocal Contract – Matt will meet with Paul Giuliani next week to iron things out. Dick said the 2014 contract clearly states that the town will own the improvements but the most recent version states that EC Fiber will own them and the town can use certain strands. Dick said he wants a written legal opinion that the contract complies with the bond authorization and statutory requirements. Ted said, according to Paul, the town needs to have a security interest in the fibers if we’re not going to own the entire asset. Matt said he will get a fifth draft of the contract that satisfies the town’s concerns and a model opinion letter. Tom said there are three trees (two dead, one leaning) that the town needs to take down on Banister Road before EC Fiber installs poles and wires at a cost of \$800. Ted said he would like the Selectboard to send a letter to the PSB as Dick suggested at a recent meeting. Ted asked Dick to send Dave Halpert another email and said that he would follow up with a phone call.
7. Discuss AT&T telecomm easement plans – Dick said the Selectboard has drafted a modification to the telecommunications easement on the 3.3-acre maintenance shed parcel. Dick said the current easement covers the entire parcel and the Selectboard would like to restrict it to a specific area. Ted said, with regard to the conservation easement, John Roe (Upper Valley Land Trust) is going to consider revising the language to allow a permanent structure in the parking lot area.
8. Consider signing MOU re: Deer Run Road (if available) – The MOU was not available.
9. Ratify signing Brownfields Reuse Initiative applications (Technical Assistance & Environmental Liability Limitation Program) – Martha said, at Kate Wanner’s request, she signed the Technical Assistance application and will need to sign the ELLP application shortly. Ted asked Martha to send him the most recent drafts of the applications in advance of his meeting tomorrow with the granting agency. The grants, if awarded, will cover the Phase 2 and environmental clean-up costs associated with the mountain property acquisition. **Dick moved to ratify the signing of the Brownfields applications. Ted seconded the motion, which passed unanimously.**
10. Consider Conservation Commission recommendations re: easement on Town Forest property – Ted said the CC will make a recommendation after their meeting on July 6th. Ted said the Town Forest Committee is meeting on July 8th so the Selectboard should have two recommendations for their July 13th meeting. Ted suggested that the Selectboard consider approving the conservation easement and signing the purchase and sales agreement at that meeting. Dick said hopefully there will also be an agreement with regard to the telecommunications easement location and income sharing. Martha noted a recent inquiry about zip lines. Ted suggested clarifying for John Roe that the inquiry about zip lines would apply to the designated recreation area, not the town forest, and

asking him if that affects his thinking on the issue. Dick said it would make sense to have a zip line in the ski area. Bruce agreed that it would not make sense to have one in the town forest. There was discussion about the need for a chairlift to access a zip line. Ted said a chairlift is needed for skiing as well. Bruce asked if there could be a large-scale map for the upcoming meetings. Ted said John Roe has a map but he forgot to bring it to the June 29th meeting. Ted said John will be at the TFC meeting on July 8th. Martha asked about putting the conservation easement on the town's website, publicizing the upcoming meetings and inviting public comment. The Selectboard agreed. Ted said he has always been reluctant to put a conservation easement on the town forest but it's the only way we can get the ski area property. Bruce said it sounds like the Community Forest Plan will be a lot easier to amend than the conservation easement. Ted agreed. Martha said there are a number of exhibits mentioned in the easement that are not attached to it. Ted suggested that Martha ask John Roe about that. Dick asked about the Community Forest Plan. Ted said the existing Forest Management Plan developed by Tii McLane will be the draft Community Forest Plan (CFP) and the other components required under the easement will be added to it. The town has to have a draft CFP before the grant funds from the VT Housing and Conservation Board will be released. Dick said if the easement is approved by the Selectboard and the Selectboard then signs the purchase and sales (P&S) agreement with TPL, the easement won't become effective until the completion of the purchase. Ted agreed. Ted said even if there are a few outstanding issues with the easement, the Selectboard could sign the P&S and continue to work on those issues. Ted said he was concerned, at the beginning of this process, that the town was going to have to give up a lot more than we are actually giving up. Ted said John Roe is a thoughtful person and has done a really good job working with everyone. Martha agreed. Dick said he would like something in writing indicating that we can still tinker with the easement after we sign the P&S. The Selectboard agreed that they are not prepared to sign the P&S today. Martha said Kate Wanner is concerned that the town doesn't have an actual interest in the property until we sign the P&S and therefore may not be able to proceed with the Phase 2 Brownfields grants. Ted said he will raise that issue in his meeting with the granting agency tomorrow and, if necessary, the Selectboard can call a special meeting to authorize the chair to sign the P&S. Tom asked under what conditions the town can get out of the P&S after we sign. Dick said something unexpected could come up during the title search. Dick said TPL doesn't have to exercise their option to purchase the property until 45 days after all required permits are received and, after they exercise their option, they have 30 days to close. Martha noted that the Open Space Institute funds have to be used before the end of the year. Ted noted that Kate and Martha have been in touch with MFW Associates and MFW has approved the Phase 2 work. Dick noted that MFW is fine with the May 23, 2015 survey.

11. Consider signing purchase & sales agreement with Trust for Public Land - The Selectboard expressed their intent to sign the P&S once they are comfortable with the referenced documents.
12. Discuss timing of Hotel Road acquisition – Ted said it's his understanding that TPL's appraiser is more comfortable with the initial appraised value of the property if it does not include Hotel Road. Martha said TPL would like Hotel Road transferred to the town in a separate transaction and would like to know if we want the transfer to happen now or at closing. Ted said he would like the transfer of Hotel Road to happen at closing, contingent on the rest of the deal occurring as planned. Dick said Hotel Road is part of the option agreement and part of the P&S as currently drafted. Dick noted issues with Hotel Road that need to be resolved. Ted said we may need a side agreement stating that we will accept Hotel Road, but only in the event that we close on the rest of the property. Dick suggested asking Kate to prepare a side agreement.
13. Mountain acquisition update – Martha said all the permit applications have been filed – local subdivision, water & wastewater, and Act 250. Martha noted that Act 250 will not review our application until our water & wastewater application has been approved.
14. Water system update - Ted noted that Joe Duncan has not responded to his email about possible alternatives for the water system. Ted said he would like to know that the proposed work on the

water system is the most cost-effective remedy. Ted asked if A+E has produced an analysis of the options that were considered and the reasons for recommending the proposed solution. Dick said there was an analysis done in December of 2014. Dick noted that the water system work is going to be funded by the users. Ted agreed but added that it will be a general obligation bond, which puts the town at risk. If Orange Lake walks, there are half as many users paying for the bond issue. Ted said he wants to make sure that the risk involved is reasonable. Tom said town ownership will ensure a good water system, which will protect the value of the property up there. Ted said he just wants to make sure the solution is cost-effective and the users are capable of funding it and we need assurance of that fairly quickly. The Selectboard asked Martha to contact A+E about responding promptly to inquiries from all Selectboard members. Tom said technically the public buildings in town should have sprinkler systems and it will be possible to install them at some point in the future if the town acquires the water system. Martha said one advantage of the re-design proposed for the water system is that it fixes the pressure issues at Mountainside. Ted said the attorney for Orange Lake inquired about tearing down the Base Lodge but maintaining the pumps in their current location and he'd like to know if that option was considered and, if so, why it was rejected. Tom said he thinks A+E was instructed not to have any piping associated with the Base Lodge. Ted said if we can get funding to tear down the lodge, maybe they should revisit the options. Ted said he would hate for everyone who skis at the community ski area to have to look at a burned out building.

15. Village sewer project update – Martha said the bid advertisements were published. Bruce asked about the schedule. Dick said there will be a pre-bid conference on July 15 and bids will be opened on July 30. Tom said he will discuss the easement for the pump station with the fire department this evening. Tom also noted that the Hoisington property will be connected to the sewer system. Dick noted that the title searches have been done, the easements are being worked on and Matt will prepare consent forms for the properties that have mortgages on them. Martha said there was a question about whether the town is going to own and maintain the line from the sewer main to the connection with the house. Joe Duncan indicated in an email that the town is obligated to own and maintain those lines because we received federal funding for the project. Martha said she checked with Nathan Cleveland at the Vermont Community Development Program and he agreed with Joe but wanted to check with his compliance staff. Since Nathan's compliance staff has not responded, Martha said she has not finalized her draft letter to the village property owners. Dick said the information the town provided to the voters was that the properties were going to be connected at no cost to the property owner. Dick said his only question has to do with maintenance of the connections. Dick suggested removing the reference to maintenance from the letter. Tom said he is concerned about Davis-Bacon Act enforcement. Ted said, as the owner's representative, A+E will take care of that.
16. Consider signing agreement for video inspection of remaining sewer lines – Dick said the Utility Advisory Committee is in favor of the Selectboard signing the agreement. Martha noted that A+E has not sent the agreement yet. **Ted moved to authorize the chair to sign the agreement when it's available. Tom seconded the motion, which passed unanimously.**
17. Other Business – Brief discussion of state education tax rates.
18. Sign Town Clerk's orders – **Tom moved to sign orders. Ted seconded the motion, which passed unanimously.**
19. Adjourn – **Ted moved to adjourn at 9:35 AM. Tom seconded the motion, which passed unanimously.**

Respectfully submitted,

Martha Harrison