

West Windsor Selectboard
Draft Minutes
June 11, 2015

Present: Dick Beatty, Tom Kenyon, Joe Duncan (Aldrich + Elliott), Nate Pion (Aldrich + Elliott), Jason Booth (Aldrich + Elliott), Alex Arsenault (Aldrich + Elliott), Robert Pelosi (ANR), Martha Harrison

1. Call to Order – Selectboard Chair Dick Beatty called the meeting to order at 9:00 AM.
2. Changes or additions to the agenda - None
3. Announcements/Public Comment - None
4. Final review of village sewer plans with engineers and Vermont Department of Environmental Conservation – Nate said nothing has changed with the base project or the bid alternate. Jason reviewed the project schedule and construction phase service agreement. The Disadvantaged Business Enterprise (DBE) solicitation went out on May 27th. The plan is to advertise the project on June 29th and open bids on July 30th. There was discussion about the placement of the ad in a state-wide newspaper and in the *Valley News*. A pre-bid meeting and site visit will be held on July 16th or 17th, depending on the availability of Don Haddox from the Facilities Engineering Division. Dick asked about sub-contracts. Jason said the general contractor may sub-contract but the town will get a single bid from the general contractor. Jason said A+E will schedule, attend and run the pre-bid meeting, issue any addenda or clarifications, schedule and attend the bid opening, review the bids, vet the low-bidder, and provide a bid analysis and recommendation. If the Selectboard concurs with A+E's recommendation, it will go to the state for their approval and then the contract can be awarded. A+E will then schedule, attend and run a Contract Award and Pre-construction meeting. Joe said A+E will also coordinate with the Vermont Community Development Program (VCDP). Jason said Construction Administration will run for the duration of the project and will include regular on-site meetings, change orders, pay estimate reviews, and monthly project meetings with DEC, VCDP, the contractor, and the town's representatives. Jason said A+E will also provide close-out services. Dick asked about retainage. Jason said the retainage amount is 10% until the project is 50% complete, at which point the contractor can request a reduction in the retainage to 5%. Jason said there will be a job trailer on site and the contractor is responsible for obtaining any required permits. Tom asked how problems get resolved. Jason said the options and costs have to be considered. With directional bores, Joe said, the contractor has to make two or three attempts before determining that the plans need to be adjusted. Tom asked what happens if someone's power line or sewer line gets damaged. Jason said A+E will have a Resident Project Representative (RPR), Bob Moulton, on-site to deal with immediate issues but it's the contractor's responsibility to repair any damage they do. Martha asked how common it is to have a problem with a directional bore. Jason said they have had very few problems. Joe said there was a problem with the first bore in Colchester but they were ultimately successful. Tom asked about natural disasters. Joe said the RPR will document the weather and the contractor's activity or lack thereof and will take those factors into consideration when considering a request for an extension. Tom asked about uncovering fuel-contaminated soils. Joe said that is addressed in the contract specifications. Jason described how that situation is typically addressed, in coordination with the state, and noted the importance of

documentation. If there is sufficient due diligence and sufficient documentation, funding is generally available from the petroleum cleanup fund. Jason said the RPR will be on-site full-time every day that the contractor is working. The RPR will keep track of the project and serve as community liaison. Jason said "Special Services" include the provision of record drawings of the sewer system and other existing utilities discovered. Jason reviewed the fees associated with each of the Construction Phase Services as specified on the agreement. Jason said Don Haddox is comfortable with the agreement. Jason noted that the fees are below the state "fee curve." Joe said the state curve allowance was included in the total project cost and the bond authorization. Martha asked if the fee is in line with the amount included in the preliminary engineering report. Joe said yes. Regarding unexpected issues, Jason said there is a 10% contingency amount in the project budget. Joe said the town has VCDP and CWSRF funding. VCDP requires that all service contracts be awarded on a competitive bid basis so all VCDP money is going to go to the general contractor and engineering costs will be funded through CWSRF. Tom asked who is responsible for inspecting connections. Jason said Bob Moulton will provide oversight and coordination with the landowners. Joe said Bob will also certify the connections as necessary for water supply and wastewater disposal permits. Tom said a number of property owners would like to have the septic tank removed rather than filled in. Joe said the contract only includes pumping and filling in the tank, not removing it. Landowners who want to work out alternative arrangements with the contractor can do that at their own expense. Jason said if the contractor determines that a connection can't be made without removing the tank, then the tank will have to be removed but otherwise, it will just be pumped and filled in. In terms of liability, Jason said, A+E does not want to leave an empty tank in place and assume that the owner is going to remove it. Robert said the state needs assurance from the RPR that the tanks have been completely decommissioned. Martha asked about the timeline after the bid opening. Jason said the bid analysis and recommendation is usually done within a week of bid opening. The Selectboard will then need to concur with the recommendation at a warned meeting. If the Selectboard concurs, the recommendation will go to the state for approval. Jason said A+E will request a verbal approval initially so the pre-construction meeting can be scheduled. Within two weeks, Jason said, a contract award is typically ready and the contractor usually starts within a week of the pre-construction meeting/contract award; in this case mid to late August. Robert asked if VCDP's deadline for construction completion has been extended. Joe said yes. Martha said she doesn't recall whether or not the deadline was extended to a specific date but the town was given an extension beyond December 31, 2015. Joe noted that the contract award includes start dates. Jason said the contract award consists of a Notice of Award, an agreement between the owner and the contractor, and a Notice to Proceed, which establishes the start date. Martha asked about the town's role. Jason said the authorized representative will need to be available to sign off on minor changes. Tom volunteered to be the authorized representative. Jason recommended that Martha be the alternate authorized representative and that she handle such things as reimbursement requests. Jason asked the Selectboard to consider executing the Construction Phase Services agreement. Robert said the state doesn't usually give formal approval until the town has signed the agreement. Dick noted that the cost estimates don't include the bid alternate. Dick asked what is included in the total project cost estimate, other than construction. Nate said total cost includes construction phase services, final design, contingencies for construction and design, legal

fees, and administrative costs. Joe said A+E will send Dick a breakdown of the costs. Dick asked about additional charges associated with the bid alternate, beyond the \$170,000 estimate. Joe said the contractor may need a time extension and the budget does not include the cost of having the RPR on-site for the bid alternate so that would be an additional cost. Nate said the bid alternate will be included in the bid analysis and recommendation and the total project costs will be updated at that time. Jason said A+E will only recommend including the bid alternate if it's within the town's bonding capacity. Joe said the total project costs can be higher than anticipated as long as the loan amount does not exceed the bonding capacity; the Selectboard will have to make that decision after the bids come in. Joe said the unit costs for materials in the bid alternate have to be the same as the unit costs in the base bid. Joe described how pollution abatement grant amounts are determined. The amount West Windsor is eligible for is over \$400,000. West Windsor also received a \$900,000 CDBG-DR2 grant. The remainder of the funding will come from a 2%, 20-year CWSRF loan. Martha said the town has not actually received a pollution abatement grant yet. The legislature determined the amount of debt service the town would have to pay with and without the grant and agreed to pay the difference, indicating that their intention is to award the grant when funds are available. Martha asked if it's likely that the contractor will do the main line this year and the house services next year. Joe said it depends on the contractor and the weather. Jason said given that there is usually a 12-week lead time on the control panels for the pump stations, he would expect a winter shutdown. It generally takes two to three weeks for the contractor to submit a shop drawing to A+E for approval and it takes 12 weeks, after approval, to build the control panel. Joe noted that it took 10 weeks to get the control panel for the Hotel pump station. Jason said there is a lot of other work that the contractor can be doing while waiting for the control panel. Joe said the town doesn't have to decide whether or not to proceed with the bid alternate at the start of the project. Dick asked where we stand with pump station #2 on the existing sewer line to Windsor. Joe said he left a message for Windsor's engineer Jeff McDonald. Joe said it was his understanding that Windsor was going to install a generator but he doesn't think it's been done. Robert said DEC did prescribe some corrective measures and backup power was one of those measures. Robert said the state environmental engineer, Jeff Fehrs, has not received an update. Robert said DEC will not approve the design until the directive has been complied with and the pump station issue is remedied. Joe said pump station #2 and all associated costs belong to Windsor. Joe said he will follow up with Jeff Fehrs. Robert said he will see if the state can expedite the town's activities. Nate said no additional flow will be going to the pump station until construction is complete and the houses are hooked up. Nate asked if a Plan of Action would be sufficient for the time being. Robert asked A+E to file a formal petition. Joe asked Robert to consider a schedule from Windsor that fits with the project timeline. Martha asked how this issue affects the town's ability to go out to bid. Joe said Don Haddox will ask Robert if the design has been approved so he can start administering the construction and Robert will say no. Robert said if the town sends bid documents out without approval, the town is at risk financially. If the town enters into a contract and the design is not ultimately approved by the state, then the town is not eligible for a loan. Martha said basically we have two weeks to try to get Windsor to put something in writing. Joe said yes; he would still recommend that the town go out to bid but not award the contract without design approval. The risk in putting it out to bid without approval is that the bid phase services

are not covered if the design is not approved. Robert said he will discuss with Jeff Fehrs other means of “forcing the issue” with a 1272 order, or something like that. Joe suggested that Martha contact Tom Marsh about the situation. Joe said the state is using West Windsor’s project as leverage to get Windsor to address the deficiencies but those deficiencies will have to be addressed whether West Windsor proceeds with this project or not. Joe said the main problem is the overflows that occur at pump station #2. Joe said the state needs an enforceable commitment from Windsor. Nate said the easements have been bundled and presented to Matt Birmingham for his blessing. Nate said the town can go out to bid before all the easements are signed but, before the contract is awarded, they would all need to be signed. Robert said DEC will not approve the design until they know the project can be built and they need the signed easements to confirm that so technically, without those easements, the town is going out to bid at their own risk. Jason said towns will often go out to bid but not award the contract until the easements are in place. Jason said the Town Attorney will need to provide a Certificate of Title to Site after all the easements are signed and recorded. Tom said he needs to find out who has Power of Attorney for some of the properties. Dick asked if there are any issues, other than the easements and the deficiencies with pump station #2, that need to be resolved before the state approves the design. Jason said the other issue has to do with permitting. Dick asked if title searches have to be done in connection with the easements. Jason said yes. Dick said that’s a lot of work. Dick said if the searches haven’t been done yet, we should seriously consider hiring someone who has the time and ability to do it without waiting any longer. Dick said if there are mortgages on any of the properties, then the lender has to consent to the easement as well. Regarding the Act 250 permit application, Nate said A+E has addressed Sacha Pealer’s concerns and she is working on a letter. Nate said A+E will send plans to VTrans showing work within the right-of-way. Regarding stream alteration, Nate said A+E will get an exemption for the directional bores under Mill Brook, which are in compliance with the state’s general permit. Regarding the construction general permit for stormwater, Nate said A+E will identify the amount of disturbance and indicate that the project will comply with the general permit requirements. Nate said A+E will also submit the plans to the state wetlands ecologist for the area, Rebecca Chalmers. Joe said it’s not clear whether they need a wetland permit or not. Nate said A+E will also submit an application for a Division of Fire Safety permit for minor modifications to the existing control building at pump station #1. Nate said wastewater permits will be needed for any connected structures that have existing permits (e.g. General Store, Albert Bridge School) but that won’t happen until after they’re connected. Nate said the archeological work has been completed. Martha suggested an easement signing day. Tom noted that property transfer tax returns (PTTRs) are needed too. Jason said that depends on the attorney certifying the easements. Joe suggested finding out from Matt if there is someone who can perform the title search to his satisfaction. Joe said, in his opinion, PTTRs are not necessary. Joe and Nate left two copies of the plans and specifications with the town, which now include electrical drawings. The generators for the new pump stations will be diesel rather than propane.

5. Consider signing Construction Phase Services agreement with A+E for the village sewer project – Joe noted that the risk to the town in signing the contract is limited to the amount of the bid phase services. If the state does not ultimately approve the design or the town does not move forward with the project, the other services would not be provided and therefore the amounts would not be payable. **Tom moved to authorize**

Dick to sign the contract on behalf of the Selectboard. Dick seconded the motion, which passed unanimously. Dick moved to appoint Tom Kenyon as the Authorized Representative for the Brownsville sewer project and Martha Harrison as the Alternate Authorized Representative. Tom seconded the motion, which passed unanimously. Joe said he will send the form that needs to be filled out and signed and, after it's signed, he will forward it to Don Haddox. Nate said A+E will finalize the drawings and continue to work on permits and resolving the issue with Windsor. The next meeting will be the pre-bid meeting in mid-July. Nate said he will confirm the date with Don Haddox. Joe said the bids should be stamped and dated when they come in. Joe suggested 11:00 AM on July 30 for the bid opening and 10:00 AM for the pre-bid meeting. Joe offered to answer landowner questions in connection with the easements.

6. Consider signing lease for use of MFW property for summer events – Regarding the MOU for Deer Run Road, Dick said he sent some suggested language to Matt. Dick noted that someone from Mountainside asked Martha for a copy of the MOU. Dick said it's his feeling that correspondence between the town and Mountainside should go through their respective attorneys. Dick said he also asked Matt to revise the purchase and sales agreement for the Nilson property. Martha said Matt sent another copy of the lease agreement but it's stamped "Draft." The Selectboard agreed to meet on June 15 at 2:00 PM to sign a final copy of the lease. Dick said he would also like to see a revised draft of the MOU. Regarding the easements, Martha asked who contacts the mortgage companies to get their consent. Dick said our attorney should do that. Dick said we need to make sure that no one forecloses on our easement. There was discussion about hiring someone acceptable to our attorney to do the title searches.
7. Consider scheduling bond vote on water system improvements – No discussion
8. Other Business – None
9. Adjourn – **Tom moved to adjourn at 11:25 AM. Dick seconded the motion, which passed unanimously.**

Respectfully submitted,

Martha Harrison