

West Windsor Selectboard
Draft Minutes
March 5, 2015

Present: Glenn Seward, Dick Beatty, Tom Kenyon, Matthew Birmingham, Shelley Seward, Martha Harrison

1. Call to Order – Former Selectboard Chair Glenn Seward called the meeting to order at 7:30 AM.
2. Changes or additions to the agenda – review Zoning Administrator job description
3. Announcements/Public Comment – None
4. Consider executing interlocal contract with EC Fiber for the construction of a high-speed telecommunications facility – Glenn said we are waiting for EC Fiber to get back to us with a proposed default clause for the contract, and to note that the interest rate is variable. Glenn asked Matt to deal with EC Fiber directly on behalf of the Selectboard. Matt agreed. Dick suggested that the contract include an indemnification agreement. Tom asked if the town gets the cable if EC Fiber defaults. Matt said there is no provision for a security interest. The Selectboard agreed that the town should have a security interest. Tom asked if EC Fiber can sell the infrastructure to someone else. Dick said the town should have an interest in the assets. Glenn said unless we insist on having some interest in the infrastructure, we have nothing other than the right to use it at no charge in perpetuity; we are simply the conduit for funding. Matt said if they are planning to go to the capital markets for funding, they're not going to want to give the town a security agreement. Tom said the public buildings that are going to be served by the line should be identified. Martha said when this was voted on, the implication was that the town would own the infrastructure. Dick said he wants to be sure that the town is protected if EC Fiber doesn't deliver. Martha said her understanding was that the town would own the infrastructure and EC Fiber would lease it from us and their lease payments would cover our debt service; if they own it, it wouldn't make sense for them to lease it from us. Glenn agreed that we need to work through these issues.
5. Ratify approval of loan agreement with Mascoma Bank to fund EC Fiber construction – Glenn said the original agreement expired on February 15. Glenn said EC Fiber is okay with the terms of the agreement. Glenn said Mascoma Bank has suggested that the town cross out the original expiration date, put in the new date, and initial it. **Tom moved to table consideration of the loan agreement until the town is comfortable with the Interlocal Contract. Dick seconded the motion, which passed unanimously.**
6. Discuss not-for-profit concept plan for recreational trails and ski area property – Glenn said there has been talk about developing a non-profit organization to take over the recreational activities at the expanded town forest. Glenn said he and Shelley have begun developing a concept plan and talking with attorneys and accountants about forming a non-profit organization. Glenn provided two sketches; one which keeps the activities on town property and one which extends them down onto Orange Lake property. Glenn said Orange Lake is very enthusiastic about the plans. Glenn asked the other Selectboard members if they are okay with the idea of a non-profit being formed and with the idea of the town and the nonprofit signing an agreement assigning control of the trail system and the intensive use area to the nonprofit. The draft agreement suggests quarterly meetings of the nonprofit and the Selectboard. Glenn said he and Shelley don't want to invest additional time and money in this concept until they have the Selectboard's blessing. Glenn said the nonprofit would be a private operating foundation, which would be in control of management and operations. Glenn said there is a provision for renewing the agreement after three years. Glenn said the property needs hundreds of thousands of dollars of improvements and, in order to secure funding, the nonprofit organization needs to have some latitude. Tom asked how this would work with Act 250 and the Trust for Public Land. Glenn said anything that happens on the property would have to have the approval of the easement holder and be fully permitted, in conjunction with the town since the town would be the property owner. Dick asked if the nonprofit would put the infrastructure in place, subject to the

conditions in the conservation easement. Glenn said yes and added that nothing is being proposed that is in conflict with existing permits for recreational activities and ski operations. Dick asked if the town would receive any compensation from the agreement. Glenn said no; there would be a fee structure in place for the recreational activities and 100% of those fees would go to operation and maintenance. Matt said the advantages are that the non-profit would have fundraising capabilities, some of the liability would shift from the town to the non-profit, and some of the work associated with the town's oversight responsibilities would also shift. Glenn said he wants to be sure it's clear that if the town enters an agreement with a non-profit organization, the town will have limited influence over the recreational activities, while retaining control over the rest of the property and other activities such as logging. Matt said he thinks it's a solid concept as long as the town has "a modest leash" on the non-profit organization. Tom asked if the voters would get to vote on the proposal. Shelley said the town already voted to proceed with the TPL concept and all of those conversations included the idea of an outside non-profit running the recreational activities. Shelley asked Tom to be more specific about what the voters would be approving. Matt said he will determine whether it has to be voted on or not, but the Selectboard has inherent authority to lease assets. Matt said the proposed arrangement would lighten the Selectboard's load, not increase it. Tom asked who would control sub-leases. Glenn said he doesn't anticipate sub-leases but any substantive change that's not reflected in the agreement would have to be negotiated by the town and the non-profit. Shelley said she would like to see it be a collaboration among the resort property owners, Orange Lake, the town, the school and community members. Glenn said he'd like a sense as to whether or not this concept is acceptable to the Selectboard. Tom said the only alternative is to do nothing. Shelley said the alternatives are to do nothing, to have the town run the recreational area, or to enter an agreement with a non-profit organization. Glenn said the town could continue its agreement with STAB but if they choose to do that, they won't see a dramatic change. Dick said he is in favor of the proposed concept; he thinks it would be good for the town although he anticipates a few bumps in "selling" the idea to the residents. Dick said the town would get a sports facility, open to the public, without having to operate it. Dick said he thinks there should be a public meeting on the subject, regardless of whether or not a vote is required. Tom said he thinks there are similar arrangements elsewhere in Vermont and the Selectboard should investigate which ones have been successful and which ones haven't, and why. Shelley said she and Glenn have had discussions with Millstone and Whaleback and they're planning to talk to Cochran. Tom asked if the activities will be four-season. Glenn said yes; that's the only way the concept will work. Tom asked about the crazy property lines in the vicinity of the hotel buildings. Glenn said all the property is owned by Orange Lake, except for the parcel owned by the Windsor Building, and Orange Lake is very supportive. Glenn said he will discuss the concept with the Windsor Building's attorney but he doesn't want to do that until he knows that the Selectboard is in favor of the concept. Glenn said if the Selectboard is comfortable, he would suggest that they solicit public opinion. Martha noted that the Planning Commission did a recreation survey three years ago and one thing that almost everyone agreed on was that they want to see the ski area re-open. Dick said he is in favor of the idea and would be willing to make a presentation to the public explaining why he thinks it's a good idea for the town. Tom said he doesn't want the town to be involved financially. Glenn said he sees the non-profit being funded with donations, grants and fees, but he also envisions the non-profit asking for an appropriation from the town every year at town meeting just as the Reading Food Shelf does. Glenn asked if there is anything in the draft corridor agreement that gives Dick or Tom heartburn. Dick said no. Tom said he hasn't read it yet. Tom asked what additional burden this arrangement would put on Martha. Shelley said they would ask Martha to join the board of directors. Glenn said since Selectboard members come and go, he thinks it would be good to have the Town Administrator involved to maintain continuity. Tom asked if any additional buildings would be constructed. Glenn said they suggest tearing down the old base lodge and putting up a new trailhead building with volunteer labor and donations. Glenn said if the wheels come off at some point in the future, the town would own whatever improvements have been made to the property. Dick asked Glenn if he anticipates any tax

issues. Glenn said non-profit organizations are tax exempt. Glenn said he and Shelley would like the Selectboard's blessing to continue investigating this concept and to begin forming the entity that would ultimately control this. Glenn said if the Selectboard would rather wait until there have been informational meetings, that's fine. Dick said in order to have informational meetings, the Selectboard has to have information to present. **Dick moved to endorse the concept and to urge Glenn and Shelley to investigate it further. Tom seconded the motion, which passed with Glenn abstaining.** Tom said the sooner they get started the better. Glenn said TPL is planning to close on the property in August at which point it would immediately be transferred to the town, which would enable the town to proceed with this type of agreement. Glenn said it would be great to get something done this summer. Tom said we have to do something about the Grand List and it may help if people know something's going to happen. Glenn said he will be attending the Property Owners Association (POA) meeting this weekend. There was brief discussion about the conservation easement and the need for the town and the Selectboard to stay involved. Dick asked if the conservation easement would have an impact on the proposed agreement between the town and the non-profit organization. Glenn said yes; there's been some discussion about limiting the number of ski lifts and prohibiting trail grooming, which would make it not feasible to establish the recreational activities that the non-profit organization would like to establish. Glenn said a conservation easement is being drafted by the Upper Valley Land Trust (UVLT). Glenn said Martha, Ted Siegler and Laura Stillson will be working on the easement with John Roe from UVLT. Glenn asked Martha to send Dick the minutes and meeting notes from the two public meetings on the conservation easement. Tom asked if UVLT is going to review everything the nonprofit wants to do. Glenn said the foundation would have to operate and manage the property within the easement restrictions so, for instance, if they wanted to move a trail, they would have to get approval from the Selectboard, UVLT and Act 250. On the other hand, Glenn said, he doesn't foresee any major changes to what's there now other than what has been applied for – the connector trail to the state park and other minor trail changes. Glenn said the plan would be to rejuvenate what's there in order to draw visitor traffic and be available for the community. Tom asked if some of the upper trails will be allowed to re-grow. Glenn said yes. Glenn said 75% of the property has to remain forested. Martha asked if the town would be in violation if we harvested some of the trees. Glenn said no; it would still be considered forested. Glenn added that the town's forest management plan would take precedence over the recreational activities. Glenn said TPL has already seen the draft agreement and he will send it to UVLT today. Dick asked about snowmaking. Glenn said the infrastructure is there and the amount of water the state would allow to be withdrawn from the brook would support a smaller ski area.

7. Discuss draft corridor agreement for recreational trails and ski area property – See #6 above. Glenn said after Tom and Dick have reviewed it thoroughly, he'll send it to the Town Attorney. Glenn asked about scheduling a public meeting in late March or early April. Dick and Tom agreed. **Glenn moved to go into Executive Session to discuss potential real estate transactions. Dick seconded the motion, which passed unanimously.** After discussion, **Glenn moved to come out of Executive Session with no action taken. Tom seconded the motion, which passed unanimously.**
8. Other Business – Job description: The Selectboard reviewed the newspaper ad for a Zoning Administrator-Administrative Assistant and suggested that Martha have the DRB and Planning Commission review it as well. Town Clerk's Orders: Tom volunteered to review the bills with the Town Treasurer. Glenn and Dick agreed.
9. Adjourn – **Dick moved to adjourn at 9:05 AM. Glenn seconded the motion, which passed unanimously.**

Respectfully submitted,

Martha Harrison