

1 **Selectboard Meeting**
2 **Tuesday, September 28, 2021**

3 **Meeting Minutes**

4 **NOTE: The meeting was held both remotely via video conferencing and some**
5 **present in the Town Office Conference Room.**

6
7 Members Present: Brian Carpenter, Heather Seeley, Esther Thomas, Nick Artim,
8 Lindsey Fuentes-George and Farhad Khan. Dan Brown arrived after the approval of the
9 agenda.

10
11 Staff Present: Town Manager Kathleen Ramsay, Police Chief Tom Hanley and IIsley
12 Library Director Dana Hart.

13
14 Also Present: Jason Larocque of the East Middlebury Fire District #1 Prudential
15 Committee, Jeremy Snyder of Bird.co, Ben Marks of Acorn Energy Co-op, IIsley Library
16 Board of Trustees President Joe McVeigh, and interested residents.

17
18 **1. Call to Order**

19
20 The meeting was called to order at 7:00 p.m. by Chair Brian Carpenter

21
22 **2. Approval of Agenda**

23
24 Khan moved to approve the agenda, and Seeley seconded the motion. Carpenter said
25 there was an addition of Item 5 to approve the contract for the IIsley Library Historic
26 Windows. The agenda was approved as amended with 6 in favor, 1 absent. **MOTION**
27 **PASSED.**

28 **3. Approval of Consent Agenda**

- 29
30 3.a. Approval of Selectboard Minutes of September 14, 2021
31 3.b. Acceptance of Selectboard Subcommittee Meeting Minutes
32 3.c. Consent Agenda Placeholder
33 3.d. Consent Agenda Placeholder
34 3.e. Town Manager's Report

35
36 Khan moved to approve the consent agenda and Seeley seconded the motion. The
37 motion carried with 7 in favor. **MOTION PASSED.**

38
39 **4. Citizen Comments**

40
41 There were no citizen comments.

42
43 **5. IIsley Library Grant Application to VT Division of Historic Preservation**
44

45 Ilesley Library Director Dana Hart joined the Board and said the Library is looking for
46 approval to submit a grant application for a VT Historic Preservation Grant for \$9,687 to
47 help fund Phase II of the library's historic window restoration project. Hart said she has
48 requested the 50% matching funds in her FY23 Capital Budget request, but she has
49 found funds in their current Capital Budget to cover this.

50
51 Khan moved to approve the submission of a Vermont Historic Preservation grant
52 seeking \$9,687 to help fund Phase II of the library historic window restoration project.
53 Fuentes-George seconded the motion. The motion carried with 7 in favor. **MOTION**
54 **PASSED.**

55
56 **6. Request from East Middlebury Fire District #1 Prudential Committee for an**
57 **Appointment to the Prudential Committee to fill an unexpired term**
58

59 Jason Larocque of the East Middlebury Fire District #1 Prudential Committee joined the
60 Board. He said the Fire District's annual meeting was postponed this year from January
61 to June, and a committee member opted not to be re-elected and no one stepped
62 forward at the meeting to fill that position. He said they've talked with some people
63 within the community and there is one resident, Jake Wilkinson, who has been
64 attending their meetings and is interested. He said the Prudential Committee has
65 nominated him, but because it's in between their annual meetings, they're asking the
66 Selectboard for the approval.

67
68 Fuentes-George moved to appoint Jake Wilkinson to the vacant position on the East
69 Middlebury Fire District #1 Prudential Committee, until the Fire District's Annual Meeting
70 in January 2022. Seeley seconded the motion. The motion carried with 7 in favor.
71 **MOTION PASSED.**

72
73 **7. Departmental Purchasing Requests**
74

75 **7.a. Approval of Sole Source Purchase UV Lamps for the**
76 **Wastewater Treatment Facility**
77

78 Carpenter said Wastewater Superintendent Bob Wells is seeking the Board's approval
79 to purchase 36 UV4000 disinfection lamps for the treatment plant from TrojanUV under
80 the Sole-Source provision of the Purchasing Policy, for a total cost of \$20,160 (\$560 per
81 lamp). This is the same vendor and quoted price that the Board approved on July 14th
82 of last year.

83 Carpenter said the Board may also want to look at approving similar purchases for a
84 period of up to five years as we have done for some other things that are effectively
85 routine maintenance, but because of the amount of the purchase it needs to come to
86 the Board. Seeley said she agreed, but she was curious how long these lamps last.

87
88
89 Khan moved to award a contract to TrojanUV under the Sole-Source Purchase
90 provision of the Purchasing Policy for the purchase of purchase 36 UV4000 disinfection

91 lamps for Wastewater Treatment Facility, at a total cost of \$20,160. Seeley seconded
92 the motion. The motion carried with 7 in favor. **MOTION PASSED.**

93
94 Khan said also that in accordance with the Recurring Purchases provision of the
95 Purchasing Policy, I move to authorize staff to direct future purchases of UV lamps for
96 the Wastewater Treatment Facility to TrojanUV for a period of five years, or until the
97 Board chooses to initiate a new bid process. Seeley seconded the motion. The motion
98 carried with 7 in favor. **MOTION PASSED.**

99
100 **7.b. * Approval of Sole Source Purchase of an Influent Valve for the**
101 **Wastewater Treatment Facility**

102
103 Carpenter said that Bob Wells is also seeking the Board's approval to purchase an
104 electrically activated influent valve for the Wastewater Treatment Facility from Atlantic
105 Fluid Technology of West Boylston, MA, under the Sole-Source Exception provision of
106 the Purchasing Policy, at a total cost of \$5,944, and this is the same vendor and quoted
107 price that the Board approved on April 13th of this year. He said Wells notes that this is
108 third of four scheduled purchase requests that he will be making to replace all of the
109 influent valves at the plant, at a rate of one per year. He said Wells has indicated that
110 while the purchase expense will impact the FY22 budget, installation will be scheduled
111 for the following budget year.

112 Seeley moved to award a contract to Atlantic Fluid Technology (West Boylston, MA),
113 under the Sole-Source Exception provision of the Purchasing Policy for the purchase of
114 an electrically activated influent valve for the Wastewater Treatment Facility, at a total
115 cost of \$5,944. Khan seconded the motion. The motion carried with 7 in favor. **MOTION**
116 **PASSED.**

117 Seeley also stated that in accordance with the Recurring Purchases provision of the
118 Purchasing Policy, she further moved to authorize staff to acquire the fourth and final
119 influent valve from Atlantic Fluid Technology, in accordance with the agreed-upon
120 replacement schedule. Fuentes-George seconded the motion. The motion carried with
121 7 in favor. **MOTION PASSED.**

122
123 **8. Report from the Public Health & Safety Committee meeting of September 20,**
124 **2021, including the Committee's recommendation on Licensing E-scooter rentals**

125
126 Police Chief Hanley joined for Board to report on the Public Health and Safety
127 Committee's recommendation on licensing E-scooter rentals. He said the Committee
128 actually started looking into this in March of this year when Bird Scooters first proposed
129 starting a program here in Middlebury. He said they did some research and reached
130 out to Montpelier and other places that have had the scooters in use, and Montpelier
131 had a 60-day program in 2018 that they didn't renew at the end of the 60 days due to
132 some management issues and scooters being left lying around. He said there were
133 only 5 members of the Committee present at their June meeting, so there was no
134 motion to recommend this at that time, so it was moved to their September 20th
135 meeting.

136

137 He said at the September 20th meeting they received quite a few comments from
138 residents who wanted to see this go forward, but at the June meeting they heard from
139 some people who were concerned about the management issues. He said Jeremy
140 Snyder of the Bird Scooters was on the line and could explain some of the management
141 changes they've made and the oversight they've done to learn how to improve the
142 program. Hanley said the Committee did recommend that the Board license Bird
143 Scooters.

144
145 Khan said he'll support this because it makes sense, but he is cautious because of what
146 happened in Montpelier with scooters being left all around the town. Hanley pointed out
147 that this approval would be for a license, and licenses can be revoked if they don't meet
148 the terms of the agreement or Memorandum of Understanding (MOU). He said there
149 would be an MOU and that's where the details can be ironed out over the fall and winter
150 if this is going to start next spring, and that way we have some control over it if things
151 get out-of-hand.

152
153 Fuentes-George said a lot of the concerns were over management issues, so as long
154 as it's managed well she thinks it's a good thing to try, as long as we can revoke it if
155 there is a problem.

156
157 Seeley said Bill Cunningham's memo was really helpful and he had brought up some
158 concerns and suggestions that she hadn't thought of. She said while she does have
159 concerns, she'd like to try this program and see what happens.

160
161 Carpenter welcomed Jeremy Snyder and thanked him for being present. Snyder said
162 hearing the Board say they'd like to try this program is what his company is saying as
163 well. He said it is a shot in the dark to see if it's successful, so he concurs that it's worth
164 both the Town and his company trying this.

165
166 Carpenter said one of the things that was brought up in Bill Cunningham's note was the
167 lights on the scooters, and he asked Snyder about the quality of the lights on the
168 scooters for use in the evening. Snyder said the headlight is very bright and it's on all
169 the time – even in daylight and there are reflectors on the back and front wheel, as well
170 as the deck, and the taillight is illuminated in red and when the break is applied it blinks,
171 so it's very visible.

172
173 Laura Asermily joined the Board and said that the reason the Montpelier program ended
174 wasn't because of the nuisance of the scooters, it was that there weren't enough of
175 them being used and it was a mutual decision to end the program. Snyder said the
176 Montpelier was a pilot program and they wanted to try it, and it was new for the
177 company as well, and the way the program was run in 2018 didn't work with smaller
178 markets, so when the pilot ended each party went their separate ways. He said the new
179 operating model, which gives them the ability to go into smaller markets with a
180 maximum of 50 to 75 scooters and hire a local fleet manager who makes revenue off
181 the program, has been successful with just two to three rides per scooter per day. He
182 said a lot of the northern towns he's talking to are in a position where you can try the

183 program and then have an evaluation period over the winter to see if it worked or not
184 and to make improvements or adjustments to the program before beginning again in the
185 spring.

186
187 Asermily said the Walk Bike Council would work in conjunction with this program to
188 make sure people are informed of our ordinance for bicycles and mobile devices, and
189 they'll learn a lot too about how to navigate the roads from the privately owned scooters
190 that are already here.

191
192 Resident Peg Martin said she had no objection to scooters being used in Middlebury,
193 but she is leery of commercial development of scooters here based on her experience
194 this summer in Seattle, WA and others areas on the west coast. She said we're all
195 concerned about our downtown, and abandoned scooters are not going to help
196 downtown and in Seattle they are actually a hazard. She said at the very least, she
197 thinks putting controls on the scooters so they can't go out of certain areas is certainly
198 something that should be considered if this goes forward. She said if it's decided that
199 as a Town we should try this, then she wants to be sure the College is consulted, since
200 it is her opinion this program is only being proposed here because of the College and it
201 should be a joint effort in order to succeed. She closed by telling the Board while she
202 doesn't always agree with their decisions, she congratulates them and thanked them for
203 serving.

204
205 Resident Victoria DeWind asked if the scooters would be only on streets or would they
206 be allowed on sidewalks as well, and did they have to follow traffic rules. Snyder said
207 they are not allowed on sidewalks and yes, they have to adhere to all of the normal
208 traffic laws any bicyclist or car would. DeWind asked how these would be kept available
209 to everyone and not all left on campus. Snyder said it's very important to work with the
210 College and he's sure they'll have their own set of rules, but part of the fleet manager's
211 job is to rebalance the scooter inventory and pick them up and bring them back,
212 because they don't want idle scooters.

213
214 Carpenter said he'd been in Austin before COVID and he was surprised at how many
215 scooters were left around, and that's his biggest concern since we're trying to keep our
216 downtown beautiful. Snyder said it's hard to compare metropolitan areas with
217 Middlebury, since these cities have multiple vendors and have opened up the market,
218 allowing way too many scooters. He said there is an app that people can download for
219 reporting a scooter, so if a scooter is parked or in a place it shouldn't be, in about 20
220 seconds anyone with this app can report it and the fleet manager is notified within
221 seconds so they know there is a scooter they needs to pick up. He said education is a
222 big part of where they can park them, especially on the College campus, and they can
223 also drop customers who abuse the use of the scooters.

224
225 Carpenter asked Snyder about the response from Middlebury College, and Snyder said
226 he had not spoke with Middlebury College yet because he wasn't sure if the Town was
227 interested in the program.

228

229 There was a brief discussion on the affordability of this program for users, and Snyder
230 said a 10-minute ride is \$5.00, so this is not a low cost means of transportation;
231 however, Snyder said anyone who qualifies for financial assistance will get 50% off the
232 top.

233
234 Khan moved to accept the Public Health & Safety Committee's recommendation to
235 approve licensing for Bird Scooters to operate an electric scooter business in
236 Middlebury for one year, beginning in the spring of 2022, subject to the successful
237 execution of a Memorandum of Understanding outlining terms and conditions. Fuentes-
238 George seconded the motion. The motion carried with 7 in favor. **MOTION PASSED.**

239
240 Carpenter said he is supporting this, but his main concern is the clutter, so anything that
241 can be put in the MOU to address this would be helpful. Seeley said it will also be good
242 to know who will be evaluating this program to determine how it's working. Peg Martin
243 wanted to be sure the College was consulted, and Carpenter said it's up to Snyder to
244 work this out with the College and if they don't want the program the scooters can be
245 geo-fenced off from the campus. Carpenter asked Chief Hanley if he'd be working on
246 the MOU with the Town attorney, and Hanley said he would.

247
248 **9. Operating Agreement with Acorn Energy Solar for Bristol Community Solar**
249 **Project, including a discussion of the timing of payments associated with the**
250 **agreement, pending successful completion of the 30-day appeal period for the**
251 **bond vote on October 1, 2021.**

252
253 Carpenter said Acorn Energy Solar is hoping for a payment from the Town on October
254 1st, and there was some information and a legal review that the Board needs to discuss,
255 so if needed they could enter into Executive Session. Town Manager Ramsay said she
256 had shared the gist of the information with Acorn. Carpenter said if the Board had
257 serious questions about the confidential legal memo, then the Board should move into
258 Executive Session. Khan and Artim said they thought they should go into Executive
259 Session.

260
261 Carpenter asked Ben Marks, the President of Acorn Energy Co-op to come forward.
262 Marks said he was there to answer any questions the Board had, so if they feel the
263 need to have a closed discussion he would be happy to participate with that discussion
264 or wait until they come out. He said Ramsay hadn't shared the memo with him, but he
265 understood some of the concerns and was prepared to address them.

266
267 Regarding the question about financing costs and what happens if they're greater than
268 anticipated, Marks said there are no financing costs because Acorn isn't borrowing
269 money to build the solar array. He said they have the money in the bank already for the
270 project, other than the money for the Middlebury payment. He said this project is being
271 built on a fixed-price contract and they are using the Vermont Crowd Funding
272 Exemption to the Federal Securities Laws, which means they have to do an offering
273 memo that is for a certain amount and they can't increase that amount without going
274 back to the Dept of Financial Regulations.

275
276 He went over the sequencing of their money raising and marketing, and said they enter
277 into a fixed price contractor with the builder, and then that number is in the document
278 going to the Dept. of Financial Regulations and they're the ones who tell them how
279 much money they can raise. He said when they have enough money to build a project
280 they have their closing, and the public closing was at the end of September, so there
281 aren't going to be any cost overruns because the contract is fixed. He said if there was
282 a sharp increase in cost for equipment, the builder absorbs the first 1% of the increase
283 and Acorn never pays more than 3%, so the builder is really committed to not submitting
284 change orders for anything that runs over 3% of the original value. He said also roughly
285 half of those costs have already been advanced for the most expensive items, so he
286 thinks they've managed the construction risks.

287
288 Khan asked about the annual maintenance costs. Marks said those costs are pass-
289 through costs to owners. He said the big ones are rent, which is fixed for 25 years, and
290 taxes which will go up and go down and usually follow inflation, as does insurance. He
291 said the credits the town will be getting from the investment are based on utility rates,
292 and those also track with inflation, so the fixed costs he believes are unlikely to go up by
293 leaps and bounds. He said the first 6 years Acorn will make the decisions, but after that
294 it will be up to the owners to decide how to control costs.

295
296 Carpenter asked what percentage the Co-op owned, and Marks said they don't own
297 anything, they're only the manager. He said they will get a success fee for developing
298 the project once it goes online of about \$100,000 and they get an annual maintenance
299 fee of about \$7,000 the first year and that goes up \$150 a year to cover inflation, but
300 they don't own a single share of stock. He said they're here as a facilitator, not an owner
301 – that's the Series A shareholder or the Series B interest holders collectively. Carpenter
302 asked who the Series A shareholder is, and Marks said it was Co-op Insurance
303 Company, and for the first 6 years they own 99% of the voting equity of the company,
304 and they need that ownership structure to not change until their tax credits and
305 depreciation credits have been realized. He said the Series B members have 1% voting
306 rights collectively. He said on the other hand, the Series A member cannot do a series
307 of things without 75% majority approval of the Series B members, such as use the
308 project for collateral, they can't sell it or make pledges, or take any action to prevent
309 Series B members from getting their electric credits, and they don't participate in the
310 day-to-day management of the business, that's what Acorn does.

311
312 Khan said he was still unsure of how much the Co-op Insurance Company owns of the
313 power. Marks said they own 100% of the Series A equity, but 99% of the voting rights.
314 He said when you buy in at 15% as a Series B, you're entitled to 15% of the array's
315 output. The Co-op Insurance Company doesn't take any output from the array, all they
316 are getting is tax credits and some initial investments and the depreciation that most
317 individuals can't, so they don't take any energy from the project. Brown said as he
318 understands this, if they didn't invest in this project it would cost other investors a lot
319 more, and Marks said yes, about 30% more.

320

321 Seeley said it indicated in the Board's packet that this would be for 460 units, and
322 wondered if this was the 25%. Marks said the amount of Middlebury's investment will
323 be 15% of the project. He said the original offer was to hold between 25 and 15% of the
324 project, since they weren't sure how fast the rest of the project would sell, and they
325 postponed the Town of Middlebury's closing to allow for the bond voting process, but
326 after the closing of the public sale there was only 15% remaining, so the Town's
327 investment will be 15% of the project. Ramsay said she was told twice that it was going
328 to be 25%, and Marks said that was the case at one time, but now there is only 15%
329 remaining.

330
331 Marks said there was a question of the panels being less productive than anticipated,
332 and he said that's a risk with any project, but when the voters voted to support this
333 investment they understood that there's always a chance the sun isn't going to shine as
334 much next year as it did this year, but the overall averages they have a lot of confidence
335 in. He said there may be month-to-month variations, but overall, the average is pretty
336 close to the original estimate if the original estimates were conservative. He said their
337 other two projects used conservative estimates and have produced at or above average
338 power production, so while that's not a promise, it's what is used for modeling. Marks
339 said the attorney was concerned that the net metering laws could change how the solar
340 production is credited, and he said that's true, but it would be true for all net metering
341 customers which is a large political base of people, so if solar production was made
342 worse for them economically, it would impact thousands of Vermonters, so he doesn't
343 think the Legislature will tinker with those laws casually. He said when the Public Utility
344 Commission makes changes, they are always on a prospective basis and they leave
345 projects already in place untouched, so he doesn't see changes to the net metering
346 laws a big threat to the Town of Middlebury, and if there are changes he doesn't see as
347 it would cause them to lose money on this investment.

348
349 He said the attorney had asked if the Town could seek a cap on annual maintenance
350 costs to control your risks, and he said the Town can seek one, but you wouldn't get
351 one from Acorn since the maintenance costs are really all the costs to run the project,
352 such as insurance and taxes. He also went on to answer a question on the possibility of
353 the Town seeking more control over how the project output is sold in later years, but
354 due to all kinds of varying circumstances, he said he didn't think the Town would do
355 better than selling back to the utility at the net metering rate.

356
357 Marks said the Operating Agreement has been signed by about 120 Series B members
358 and the Series A member, so it isn't really susceptible to change without a vote of the
359 other members, so if the Board decides in Executive Session that you'll invest if
360 changes are made to the Agreement, this is a really a "heavy lift" before the project is
361 even commissioned and he can't make a prediction as to what the Series B members
362 would say. He said they've all paid in their investment based on the existing agreement,
363 so if Middlebury wants it changed in their favor, it will throw a huge wrench into the
364 process.

365

366 Carpenter thanked Marks for coming to answer the Board questions. Ramsay also
367 thanked him for his offer to stay and wait in the lobby during Executive Session in case
368 they had further questions. Marks said it's their hope the closing can happen on
369 October 1st when the appeal period runs out, so now is the time to ask any questions
370 the Board has.

371
372 **10. Follow-up Discussion of the Ilsley Public Library Trustees' Request for Re-**
373 **engagement in Preliminary Planning for the Ilsley Public Library**
374 **Renovation/Expansion Project**
375

376 Carpenter said there had been some preliminary discussion about moving this planning
377 to a smaller working group and asked Joe McVeigh, President of the Ilsley Library
378 Board of Directors, his thoughts on this idea. McVeigh said they'd be happy with
379 anything to move the process forward, and if Town staff and the Board feel this will do
380 that, then they're supportive. McVeigh also said they liked the idea of pulling in Judith
381 Harris who has expertise on this and to provide an objective evaluation of what's been
382 done and how to go forward. Dana Hart said she likes this idea and would like to begin
383 this pretty quickly. McVeigh thought there should be a clear charge for the group and to
384 have a short time range to complete this work.

385
386 Seeley agreed that a short timeline would be best. She said one thing Judith Harris
387 could really help with is looking at all the documents and providing a review and not a
388 summary, since Seeley felt the summary work was already completed. Ramsay said
389 she thought it would be nice to have a tidy document that would encapsulate all the
390 work of the previous committee and the work that Hart has done since then in reaching
391 out to the community and tie them all together in a report with some pictures and
392 explanations and what we're looking for and the needs to be addressed. She said this
393 would be helpful not only for the committee, but when seeking proposals from
394 engineering and architectural firms going forward.

395
396 Seeley asked if Harris was available and if we had money for her services. Ramsay said
397 she is available and is interested in working on this, and based on her hourly rate, she
398 guessed it would be somewhere in the \$2,000 range. Seeley said she was thrilled to
399 have Judith be a part of this, because her help was invaluable in the Police Department
400 adaptive reuse project.

401
402 Artim said the smaller group makes a lot of sense and the only thing he questions is the
403 two-month time frame is unrealistic, so thinks it will take more like 3 or 4 months.
404 Fuentes-George said Harris might be able to have a better idea on the timeline.

405
406 Victoria DeWind said she wonders if this committee will start from scratch or are they
407 working on the plans from 4 years ago. Carpenter said the whole idea of this committee
408 is to pull that work together with the work done by Hart. DeWind said she had
409 reservations about some of the design the last time around and thought it was very
410 institutional and she didn't think met the towns needs. Carpenter said he guarantees
411 there will be a new design, since the other one did not fit the Town's budget.

412
413 Brown said he was interested in being on the committee and has a great deal of
414 experience in project management, and he felt it was important Artim be on it as well
415 due to his experience in systems. Fuentes-George and Seeley said they thought it was
416 a good idea to have someone on the committee who has children and who uses the full
417 spectrum of library offerings to give a different perspective, so that would be either
418 Fuentes-George or Thomas. Brown said he disagreed, and felt it was whoever had the
419 most experience and that you don't design a building because you have children, you
420 do it with people who have experience. Thomas disagreed with Brown and said she
421 supported Fuentes-George being on the committee and she felt a balanced team was
422 more important than just experience.

423
424 Carpenter said it would be Fuentes-George and Brown, and since Artim will be out west
425 for the next couple of months and this committee has a short timeline, and he'd like to
426 see this completed by the end of February. He told McVeigh that they would have to
427 choose their members to participate.

428
429 Artim said we have to keep in mind that this is not designing buildings this is just
430 summarizing what has been done and looking at options going forward and choosing
431 options going forward, so he didn't want them to think we're designing a building now.

432
433 McVeigh also mentioned he thought it would be good to have the Selectboard recognize
434 the passing of Karl Neuse, who was a longtime member of the Selectboard and the
435 Town Attorney for many years.

436
437 **11. Initial Discussion of Items for Negotiation for the Renewal of the Town's Lease**
438 **of Recreation Park form the Addison Central School District**

439
440 Carpenter said last year the lease with the Addison Central School District was
441 extended one-year, to allow time to look into some concerns raised by Artim, but now
442 they need to work on this to get it renewed. In the interest of the meeting time, Ramsay
443 suggested that she put together a list of concerns for the Board to review at a future
444 meeting when there was more time for discussion.

445
446 **12. Initial Discussion of Maintenance & Budgeting for Hammond Cemetery (a/k/a**
447 **Bushey Cemetery) on Washington Street Extension**

448
449 Carpenter asked if the Board had read through the list of work and duties involved in the
450 operations of this cemetery, because he thought it was a lot for the staff to take on for
451 very little potential gain. He asked if there was anyone on the board who had a burning
452 desire to reopen this cemetery, or is everyone okay with just maintaining it.

453
454 After some discussion, and assuring that there is an adequate space in the cemetery for
455 the Bushey family, the Board was happy with not selling lots at this time, and if there is
456 a change of minds in the future they can reopen the discussion.

457

458 **13. Follow-up Discussion of September 21, 2021 Retreat, which included**
459 **discussions of: 1) the Economic Development Initiative (development of the**
460 **Cross Street Bridge/Bakery Lane Parking Lot adjacent to the River; and 2) the**
461 **Bourdon Property, which is currently owned by the**
462 **Vermont Agency of Transportation**
463

464 Carpenter said his take away in regards to housing is that Jennifer Murray and the
465 Planning Commission are working on designing new neighborhoods and achieving the
466 Neighborhood Development Areas (NDA) designation and some amendments to the
467 zoning bylaws. He said he thought those are things that will improve the work force
468 housing situation in the areas we want to promote.

469
470 Carpenter said in regards to the Economic Development Initiative (EDI), Murray is
471 strongly in favor of doing a feasibility study, but one thing that was scary to him is that
472 Murray mentioned it might take 5-years to complete this. He feels that if we chose to
473 fund this it's really in the 1-2 year window. He asked the Board if they agreed the next
474 step is to do a feasibility study.

475
476 Khan said he was hesitant to spend the \$95,000 it is estimated it will cost for this study,
477 without knowing if after this study there will be progress on the project, or will it be dead.
478 He said he would rather bring in a developer as suggested by Artim and have them
479 come up with a plan and have them spend the money instead of the Town, so he'd
480 rather find some developers who are willing to take this on and give us some ideas
481 without spending our money.

482
483 Seeley said she thinks before she decides one way or the other, she really would like to
484 have an idea from Ramsay of the staffing involved. She said in the current understaffed
485 Town Manager's Office, she doesn't see them having the time to do this project and
486 thinks additional help needs to be hired to move this project forward. She said she'd
487 like to see a recommendation on time and cost and have the Personnel Committee
488 review it. She said if we want to include these funds in the next fiscal year, to be
489 approved at March Town Meeting, and then if approved, we would need to advertise for
490 the position and wouldn't have anyone on board until July, so we're looking at least a
491 year out before they could begin the work. She said she doesn't feel she has enough
492 information to decide. Carpenter asked Seeley to clarify that she wanted to see what it
493 would take for staffing, funding and a timeline to do a feasibility study, and Seeley said
494 yes. Carpenter said he's interested in pushing forward and getting a developer in, but
495 Murray really argued strongly, and had a lot of valid reasons about getting the town
496 residents on board before getting a developer in so we don't end up with "egg on our
497 face" a second time, and that really rang true for him. He said if we're interested in
498 doing something there, then we need to hear what it will take for staffing and funding,
499 and then decide what to do going forward.

500
501 Seeley said she's not opposed to the EDI project, but the resources we need to add to
502 do the project right now may be more than she wants to spend. Brown said he thought
503 Ramsay was going to do a personnel analysis on what staffing she needs for all the

504 projects, both now and in the future, and that it's very important to know what we have
505 for staff and what more is needed, but he can't imagine this will take a full-time person
506 working exclusively on this and he wants to know how this fits into Murray's and
507 Ramsay's work. He said thinks we really need to know the answer on staffing, and he's
508 for getting this project off and running as quickly as possible.

509
510 Carpenter said he believes they're all saying the same thing, but he doesn't want to
511 have them spend time on a staffing plan if there isn't Board support to do this. Fuentes-
512 George said she doesn't want the staffing plan to focus on just EDI, she's really looking
513 to know what's the trade off if we're spending all this time and money in EDI, what's
514 getting put on the back burner, and to her those things that are now being put on the
515 back burner are more important than moving this project forward at this time. She said
516 she thinks putting our energy into housing is important now, and while they could
517 happen at the same time, she wants to hear that this isn't putting an undue burden on
518 the staff we already have. Brown said we need to hire more staff. Seeley said to get
519 another staffing position needs to be reviewed by the Personnel Committee, and that
520 should be happening now to get it into the budget for next year. Carpenter said he
521 didn't think it would happen for next year, but they'd need to look into that and the
522 budget over the next couple of years, and right now is a tough time to hire. Fuentes-
523 George, said she also wants to know what the taxpayers will gain from this project after
524 investing all the money into it.

525
526 Carpenter asked about the Bourdon property. Fuentes-George said she could be
527 persuaded, but wasn't excited about buying a property without knowing how fast we
528 could resell it and at what profit, so she said other than we'd have some control over
529 who buys it, she's leaning towards just letting them put it on the market. Khan said he
530 agreed with that. He said we have too much on our plate now anyway and this isn't
531 something like a bank short sale where we're getting it at a reduced price, so he said let
532 Addison County Community Trust buy it if they want to.

533
534 Carpenter said his only concern is to be sure that the ground floor is retained for
535 commercial space, and he doesn't think the Town has control of that if we don't have a
536 say in who gets the property. He said he was interested in getting a request for
537 proposal (RFP) from investors to see what could be done with it, similar to what
538 Middlebury College did with The Mill, where they sold it to the one with the best idea,
539 not the highest bidder. Brown said he liked the idea that the Town would control what
540 went into the ground floor.

541
542 There was further discussion on the timing of the purchase if the Town went forward
543 and the RFP process, and there were mixed feelings on the Board about taking this on
544 now when there is so much else going on.

545
546
547
548
549

550 **14. Approval of Check Warrants**

551
552 Khan moved to approve total expenditures in the amount of \$635,800.68, consisting of
553 \$529,042.14 for accounts payable, and \$106,758.54 for payroll, for the period
554 September 15, 2021 through September 28, 2021. Fuentes-George seconded the
555 motion. The motion carried with 7 in favor. **MOTION PASSED.**

556
557 **15. Board Member Concerns**

558
559 Artim said the retreat meeting was well done, and what was interesting about the
560 meeting is that the Board for the first time in a long time actually acted in a deliberative
561 effort to figure out a complex problem, so he'd like to see it happen more in the future
562 when we can focus on one issue. He said one thing he's thought about with EDI is
563 setting up a colloquium of potential architectural design teams and developers and have
564 them come in and give their opinion on how the Town should proceed with the EDI and
565 other projects and get the opinion of the people who actually do this, and then the Board
566 can decide if we should proceed with a feasibility study or some other alternative.

567
568 Artim also mentioned Karl Neuse and what an amazing member of the community he
569 was.

570
571 Thomas asked if the Board would be doing another retreat, because the last one
572 seemed incomplete. Carpenter said there were a lot of budget meetings coming up, but
573 they could try to do another retreat if everyone wanted it. Fuentes-George said it's
574 easier to schedule separate retreats than long meetings like the one this evening.

575
576 Seeley requested that there be time in the next agenda for the Board to refresh
577 themselves on the Operating Principles, since she felt during the retreat that there were
578 ~~some~~ times they were coming very close to the line on what we agree on for these
579 principles.

580
581 Carpenter read what he has drafted for a letter to the Addison Independent about the
582 completion of the downtown project and what projects the Board was looking forward to
583 working on next and how they will be addressing them. There was some discussion on
584 the letter and Carpenter said he would make some changes and send it to the Board.

585
586 **16. Executive Session – None Anticipated**

587
588 Seeley said in accordance with Vermont's Open Meeting Law requirements, she moved
589 that the Board find that premature general knowledge of the consideration of
590 consideration of contracts would clearly place the Selectboard at a substantial
591 disadvantage, because the Select Board risks disclosing its litigation strategy if it
592 discusses the contracts in public. Khan seconded the motion. The motion carried with
593 7 in favor. **MOTION PASSED.**

595 Seeley further moved that the Board enter into Executive Session to discuss contracts
596 under the provisions of Title 1, Section 313(a)(1) of the Vermont Statutes. Khan
597 seconded the motion. The motion carried with 7 in favor. **MOTION PASSED.**
598

599 The Board entered into Executive Session at 9:30 pm.
600

601 **17. Action on Matters Discussed in Executive Session**

602

603 The Board exited Executive Session at 10:05 p.m. upon motion by Khan, seconded by
604 Fuentes-George.
605

606 Artim stated prior to the vote, that he wants to make it crystal clear he is a strong
607 advocate for renewable energy, but his concern with this project is that it came in too
608 late to allow them to be the deliberative body they're voted in to be, and they never had
609 the chance to make sure this is the best renewable energy approach and to have proper
610 control over the taxpayers' money. He said this is counter to any bond project he's ever
611 been involved in where the Town professionals provided the oversight so the
612 Selectboard could be confident that the money approved by the voters was being
613 properly spent. He said we don't have control of this project for six years, so we're
614 handing money over to this group and saying we're trusting you're going to do this well,
615 because if it doesn't work out we won't look very good. He said he thought this whole
616 process was flawed and he hopes those who want to come to the Board in the future
617 allow for adequate time for deliberation, and that the Board rejects any proposal until
618 there is adequate time provided.
619

620 Seeley moved to authorize Town Manager Kathleen Ramsay to sign the operating
621 agreement with Acorn Energy Solar 3, LLC. Fuentes-George seconded the motion. The
622 motion carried with 5 in favor, 1 abstention (Brown) and 1 opposed (Artim). **MOTION**
623 **PASSED.**
624

625 Seeley moved to authorize Town Manager Kathleen Ramsay to sign the Acorn Energy
626 Co-op new member application. Fuentes-George seconded the motion. The motion
627 carried with 5 in favor, 1 abstention (Brown) and 1 opposed (Artim). **MOTION PASSED**
628

629 Seeley moved to authorize Town Manager Kathleen Ramsay to sign the subscription
630 agreement with Solar Energy Solar 3, LLC. Fuentes-George seconded the motion. The
631 motion carried with 5 in favor, 1 abstention (Brown) and 1 opposed (Artim). **MOTION**
632 **PASSED.**
633

634 Khan moved to approve the payment of \$193,752 for 276 units to Acorn Energy Solar 3,
635 LLC, on the warrant for accounts payable, with total expenditures of \$193,752, for the
636 period September 15, 2021 through September 28, 2021. Seeley seconded the motion.
637 The motion carried with 5 in favor, 1 abstention (Brown) and 1 opposed (Artim).
638 **MOTION PASSED.**
639

640 The meeting adjourned at 10:13 upon motion by Seeley, seconded by Khan.

641
642 The next meeting of the Middlebury Selectboard will be Tuesday, October 12, 2021 at
643 7:00 p.m.
644
645 Respectfully submitted,
646 Beth Dow
647
648
649