

1 **Special Selectboard Meeting**

2
3 **Tuesday, December 29, 2020**

4 **Meeting Minutes**

5
6 **NOTE: Due to the need for separation to prevent the spread of COVID-19**
7 **virus, the meeting was held remotely via video conferencing with**
8 **participants.**

9
10
11 Members Present: Brian Carpenter, Lindsey Fuentes-George, Heather Seeley,
12 Dan Brown, Farhad Khan, Laura Asermily and Nick Artim.

13
14 Staff Present: Town Manager Kathleen Ramsay and Assistant Town Manager
15 Chris English.

16
17 The meeting was streamed live on the MCTVVT YouTube channel.

18
19 **1. Call to Order**

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

22
23 **2. Approval of Agenda**

24
25 Khan moved to approve the agenda, and Artim seconded the motion.
26 The agenda was approved as amended with 7 in favor. **MOTION PASSED.**

27
28 **3. Citizen Comments**

29
30 There were no citizen comments.

31
32 **4. Consider options for renewing the Town's 25-year lease with Addison**
33 **County School District (ACSD) for Recreation Park expiring December 31,**
34 **2020, including signing a long-term renewal with minor amendments or**
35 **proposing a one-year extension in order to renegotiate terms and**
36 **conditions.**

37
38 Carpenter said the Board had received the email exchange between Ramsay,
39 Artim and Town Counsel, as well as a copy of the lease renewal, and so opened it
40 up to deliberations and asked Artim to begin.

41

42 Artim said the members of the Board had changed significantly since the new
43 Town Offices and Recreation Center project. He said the Recreation Center had
44 been designed originally to fit in at the Recreation Park, but since the land is
45 owned by the School and we lease the land from them, we had to get permission
46 from the School Board. He said the School administration and teachers
47 expressed enthusiasm for the location, and the parents were excited about it, but
48 the Town ran into some obstructions that would have pushed the cost \$300,000 to
49 \$350,000 over what we had for a budget. He said there were a lot of negotiations,
50 but due to a tight design and construction deadline, it didn't happen. He said the
51 High School Board then stepped in and offered the current Recreation Center
52 location on Creek Rd as an alternative, and the architects altered the design of the
53 building to work there.

54

55 Artim said that the way the current lease is structured is a unique arrangement in
56 the state, and here we are at the time to renew the lease, and he still has a deep
57 remembrance of the past events, so he thought before we entered into another 25-
58 year lease agreement, maybe we should decide if this is in the best interest of the
59 Town. He said back then the Middlebury taxpayers owned the land, whether it
60 was controlled by the Town or the School, but that's not solely the case now, and
61 so before entering into this type of agreement we need to look into this. He said
62 since the Town is responsible for maintaining the grounds and buildings, and
63 carrying the liability coverage for everything that's not school related, and if we
64 needed to make some major capital improvement there, he would hate to re-
65 create the same scenario again. He said this is why he reached out to Ramsay
66 and Town Counsel to suggest a one-year extension to allow time to sit down with
67 the current School Board and negotiate an arrangement to benefit both parties.

68

69 Seeley said she was fine with a one-year lease if the School Board agrees with it,
70 and is also fine with extending the 25-year lease as-is. She said since the School
71 owns the property, they have the right to decide what gets built there, just the
72 same as any lease agreement would require property owner's approval. She said
73 she thinks what Artim is suggesting is the Town consider purchasing the property
74 from the School so we would have a say about what happens there, and that's fine
75 with her too, but she said she thinks it's unreasonable to ask the School to lease
76 the property to the Town and then to have the right to put whatever we want on it.
77 She said she does feel Artim makes a good point and its worth some additional
78 conversations, so supports the one-year renewal so we can see what options can
79 be worked out going forward.

80

81 Khan asked if we knew how the School felt about a short-term lease, and Artim
82 said he doesn't believe we do know, since this came up rather quickly. He said we
83 fully understand there won't be much change to the way things are on this
84 property, he just doesn't want to run into any unusual binds for things that may
85 need to be done on these buildings. Khan said he's in support of the one-year
86 extension so we can have further discussion with Town Counsel, and take a good
87 look at this, because 25 years is a long time.

88
89 Carpenter asked if this had gone to the School Board, and Ramsay said this has
90 not been addressed with the School Board yet since the one-year renewal idea
91 came up at the start of the holidays, but it has been mentioned to their counsel.
92 Carpenter said since the lease expiration crept up on us, he agrees we need more
93 time to do our due diligence and he expects the School Board will go along with
94 this, and if they push back, then the Selectboard can take this up at the next
95 meeting. He said 25 years is a long period, and we've had a couple of bumps in
96 the past, but basically it has worked well overall, but we need to look at it
97 thoroughly to be sure it's something that both the Town and School can live with
98 for the next 25 years.

99
100 Artim moved to authorize Town Manager Kathleen Ramsay to work with Town
101 Counsel toward executing a one-year extension of the lease agreement with the
102 Addison County School District for Recreation Park, which expires on December
103 31, 2020. Khan seconded the motion. The motion carried with 7 in favor.

104 **MOTION PASSED.**

105

106

107

5. Approval of Check Warrants

108 Seeley said by the authority of the Selectboard granted on April 28, 2020, I have
109 reviewed and approved total expenditures of \$374,577.51 consisting of
110 \$275,516.84 for accounts payable, and \$99,060.67 for payroll, for the period
111 December 16, 2020 through December 29, 2020, and I move the Board's approval
112 of payment of these expenditures. Fuentes-George seconded the motion. The
113 motion carried with 7 in favor. **MOTION PASSED.**

114

115

116

6. Board Member Concerns

117 The Board members all wished each other and everyone a Happy New Year and
118 said they're all looking forward to a better year in 2021 when everyone could get
119 together in person again. Carpenter also thanked the Board for all they were able

120 to produce this past year, and especially thanked Ramsay and the Town Staff for
121 all they were able to work through despite all the road blocks.

122

123

7. Adjournment

124

125 The meeting adjourned at 7:17 p.m. upon motion by Khan, seconded by Fuentes-
126 George.

127

128 The next meeting of the Middlebury Selectboard will be Tuesday, January 12,
129 2020.

130

131 Respectfully submitted,

132 Beth Dow