

**Selectboard Meeting
Tuesday, November 13, 2018
AGENDA NOTES**

7:00

- 1. **Call to Order**
- 2. *Approval of Agenda**
- 3. *Approval of Minutes of October 23, 2018 Regular Business Meeting Minutes**
- 4. **Citizen Comments [Opportunity to raise or address issues that are not otherwise included on this agenda]**

7:05

- 5. *Middlebury College Request for Limited Waiver of Right of First Refusal – Frog Hollow Mill (Old Stone Mill), 3 Mill Street**

Requested action: *Approve a Limited Waiver of Right of First Refusal regarding Middlebury College's proposed sale of the Frog Hollow Mill property at 3 Mill Street.*

In [October 22nd correspondence](#) to the Selectboard, Dinse P.C. attorney James Langan, Counsel for the College in regard to the proposed sale of the 3 Mill Street property to Community Barn Ventures LLC, has requested that the Board approve a limited waiver of the right of first refusal that the Town holds on the property. The Town reserved the Right of First Refusal as one of the terms of a [Quit-Claim Deed executed in October 1976](#), when the Town conveyed the property to Townscape, Inc. (see section 9, on pg. 5 of the Deed for the relevant language). Town Counsel has provided a [summary of the Board's options](#) in regard to the property sale, for your consideration.

In your packet: 1) College request for waiver of Right of First Refusal; 2) 3 Mill Street Quit Claim Deed; 3) Email from Counsel

Recommendation: If the Board is amenable, a motion would be in order to authorize Town Manager Kathleen Ramsay to sign the Limited Waiver of Right of First Refusal in regard to the proposed sale of the Frog Hollow Mill at 3 Mill Street to Community Barn Ventures, LLC.

7:10

- 6. *Amey Ryan, Neighbors Together, and Karen Duguay, Better Middlebury Partnership, with an update on the VTrans Downtown Bridge & Rail Project Marketing Program and Midd Money Rewards Programs**

Requested action: *Endorse a proposal to reallocate the remaining funds from the Midd Money Rewards Program to an alternative marketing program to take place during the Midd Night Strolls on December 6th and 13th.*

In a [November 9th memo](#) to Town Manager Kathleen Ramsay, Karen Duguay explained that, in light of the lower-than-expected rate of participation in the Midd Money Rewards Program launched over the summer, Neighbors Together has created a proposal for an [Alternative Local Shopping Rewards Program](#) that would be implemented during the Merry Middlebury campaign in December. Karen and Neighbors Together representative Amey Ryan will present the proposal, the key features of which include:

- Ending the current Midd Money Reward Program on November 30th and redeeming all outstanding cards.
- Allocating a portion of the remaining program funds to offer giveaways of \$10 in Midd Money to the first 50 people who produce receipts showing that they have spent at least \$50 during the Midd Night Stroll events on December 6th and 13th.
- Allocating a portion of the remaining funds for giveaways of various denominations throughout the evening of the Strolls at all retailers, as well as giveaways in partnership with WVTM.
- Allocating a portion of the remaining program funds for local advertising campaigns and rack cards.

In your packet: 1) November 9th memo from Duguay; 2) Alternative Local Shopping Rewards Program proposal

Recommendation: If the Board is amenable, the following motions would be in order:

1) to end the Midd Money Reward Program and redeem all outstanding cards by November 30th; and

2) to approve the reallocation of remaining Midd Money Reward Program funds, as proposed in the Alternative Local Shopping Rewards Program in December.

7:20

7. *Jim Gish, Community Liaison, Downtown Bridge & Rail Project, to discuss next steps and timeline for review of Revised Concepts for Triangle Park & New Park off Printers Alley

Requested action:

A background statement from Jim Gish:

I will convey the State's request that the Selectboard initiate a two-week public review of its revised landscape design concepts for Triangle Park and the new green space in Printer's Alley. The State would then formally present the revised landscape design concepts at the

November 27 Selectboard meeting and ask that the Selectboard decide at that meeting which concept it prefers for each of the two public spaces. The request and timeline are being driven by the State's need to finalize design plans for 2019-2020 construction, the main segment of the project, by the end of the year. **The revised concepts are expected to be available on Monday, November 12.**

In terms of the review process, the Board may wish to refer the revised design concepts to the Planning Commission and the Design Review Committee, respectively, for consideration and input. To meet VTrans' November 27th deadline, however, it should be noted that, given the public warning requirements of the Open Meeting Law and the proximity to the long Thanksgiving weekend, both reviews would need to take place, and feedback consolidated and communicated back to VHB, within a narrow four-day window, assuming that both panels are able to assemble quorums of their members.

With that reality in mind, it may be desirable for the Board to request from VTrans an extension of the review period to the Board's December 11th meeting, in order to allow adequate opportunity for public input. If the Board is agreeable, you may wish to authorize Kathleen to contact VTrans with this request. A [letter from the BMP Board](#) in support of an extension of the review period is included in your packet, for information.

Recommendation: If the Board is amenable, the following motions would be in order:

1) to refer the revised landscape design concepts for Triangle Park and Printer's Alley to the Planning Commission and Design Advisory Committee for review and comment; and

2) request that Town Manager Kathleen Ramsay contact VTrans on the Board's behalf to request an extension of the Board's approval deadline for the Triangle Park and Printer's Alley landscape design concepts to December 11th.

7:30

8. *Update on Infrastructure Committee Meeting of November 8, 2018, including the following recommendations

8.a. *Asbestos Abatement Contractor for former Wastewater Treatment Plant

Requested action: *Endorse the Infrastructure Committee's recommendation to award a contract to Wilmington, VT-based Catamount Environmental Inc. for asbestos abatement at the old Wastewater Treatment Plant, for a total cost of \$23,750.*

[Three firms responded to the Town's RFP](#) for asbestos-abatement services at the old Wastewater Treatment Plant:

Catamount Environmental, Inc. -	\$23,750
Mansfield Environmental -	\$31,800
Environmental Hazards Mgmt., Inc. -	\$36,837

The Infrastructure Committee voted to accept a recommendation from DPW Planning Director Dan Werner and John Madigan of KG Associates, who wrote the RFP for the project, to make award to Catamount Environmental. Dan noted that all three bidders are reputable firms who have many years of experience doing this type of work.

In your packet: Bid responses to asbestos abatement RFP

Recommendation: If the Board is amenable, a motion would be in order to award a contract to Wilmington, VT-based Catamount Environmental Inc. for asbestos abatement at the old Wastewater Treatment Plant, for a total cost of \$23,750.

8.b. *Electrical Contractor for Electrical Conversion for former Wastewater Treatment Plant

Requested action: *Accept the Infrastructure Committee's recommendation to award a contract for \$7,387 to Newton Electrical for converting electric service at the old Wastewater Treatment Plant Control Building.*

The impetus for this work is the impending adaptive building re-use project at the old treatment plant. In his agenda notes prepared for the November 8th Infrastructure Committee meeting, Dan reported:

I met with three local electrical firms to review the project. The Control Building electric supply needs to be terminated before the asbestos abatement work can begin. This contractor will need temporary power and so will future contractors doing work for the re-use project. The 480 volt power will be disconnected at the GMP pole and transformers removed. This terminates the power to the transformer in the basement of the Control Building. Temporary power will be provided at an existing pole. The generator storage building (former Grit Building) will get a new power drop from a GMP pole, new service entrance, new LED lighting, GFI receptacles, and two (2) new electric heaters. Old electrical equipment within this building must be abandoned and removed when this new work begins. I will have bids at the meeting for your review. Funds for this project will come from the Wastewater Department Fund.

Two firms bid on the project:

Newton Electric - \$7,387
Adams Electric - \$9,408

The Infrastructure Committee accepted Dan's recommendation to make award to Newton Electric, with funding coming from the Wastewater Treatment Facility settlement funds.

In your packet: 1) Bid responses to old Wastewater Treatment Plant electrical conversion RFP

Recommendation: If the Board is amenable, a motion would be in order to award a contract for \$7,387 to Newton Electrical for converting electric service at the old Wastewater Treatment Plant Control Building, using Wastewater Treatment Plant settlement funds for the expense.

8.c. *Project Manager for Police Department Energy Conservation Measures

Requested action: *Endorse the Infrastructure Committee's recommendation to award a project management contract to Harris & Harris Consulting for implementing energy conservation measures at the Middlebury Police Station, for a total cost of \$4,875.*

The selection of a project manager is the next step toward implementing the recommendations contained in Zero By Degrees' recently completed energy audit. Judith Harris, principal at Harris & Harris, submitted an [Implementation Work Plan](#) for providing project management services in the following categories:

1. Reviewing the energy audit produced by Zero by Degrees
2. Reviewing PD as-built drawings to determine project scope
3. Discussing bid process and project details with Zero by Degrees
4. Creating bid documents as recommended by Zero by Degrees
5. Advertising and managing the bid project
6. Reviewing bids received and making a recommendation to the Energy Committee

Given Harris and Harris' long history working with the Town, including the firm's recent long term property maintenance assessment of the Police Department facility, the Infrastructure Committee endorsed Judith's proposal, as presented, and agreed to recommend award to the Selectboard.

In your packet: Harris Implementation Work Plan proposal

Recommendation: If the Board is amenable, a motion would be in order to award a project management contract to Harris & Harris Consulting for implementing energy conservation measures at the Middlebury Police Station, for a total cost of \$4,875.

7:40

9. *Consider Withdrawal from Non-Binding Term Sheet between Town of Middlebury and Middlebury Electric, LLC, for Development of a Hydroelectric Project at Middlebury Upper Falls

Requested action: *Approve a Selectboard letter to Anders and Erik Holm stating the Town's intention to withdraw from the [February 13, 2015 nonbinding Term Sheet](#) with Middlebury Electric, LLC, for the development of a hydroelectric power project at Middlebury Upper Falls.*

In view of the lack of progress since 2015 toward developing a project at the current site, through Town Manager Kathleen Ramsay, Middlebury Project Manager David Hallam requested that Town Counsel draft a [letter for the Board's approval](#) that signals the Town's intention to seek other development options at an alternative location, and

with other potential development partners. In the interest of transparency, David notified the Holmes of the Town's decision in an October 31st email, which generated separate responses from [Erik](#) and [Anders](#).

In your packet: 1) Draft Selectboard letter to Anders and Erik Holm; 2) Erik Holms' November 2nd email to Hallam; 3) Anders Holm's November 3rd email to Hallam; 4) 2015 Term Sheet

Recommendation: If the Board is amenable, a motion would be in order to sign the letter confirming the Town's intention to withdraw from the February 13, 2015 nonbinding Term Sheet with Middlebury Electric, LLC, for the development of a hydroelectric power project at Middlebury Upper Falls.

7:50

10. *Consider Request from EDF Renewables (formerly groSolar) for Letters of Support for Development of a 5 MW Solar Project off Halladay Road in Middlebury

Requested action: *Approve a draft Selectboard letter of support for the Halladay Road solar project, as requested by Lincoln Lande, of EDF Renewables.*

In [October 23rd correspondence to Kathleen](#), Lincoln Lande of EDF Renewables, sought an expression of ongoing support from the Town, in the form of letters from the Selectboard to Green Mountain Power and the VT Department of Public Service, for the proposed 5 MW solar development project off Halladay Road. [As a reminder, the Board signed a [Memorandum of Understanding](#) for the project with EDF Renewables at its May 8th meeting.]

Lincoln cited increasing scrutiny among State regulators regarding the development of large-scale community solar projects such as the one contemplated for Halladay Road, and the importance of local commitment to these projects, as the impetus for his request.

Using talking points provided by Lincoln, Kathleen has drafted identical letters of support for the Board's consideration, to be sent to representatives from the VT [Department of Public Service](#) and [Green Mountain Power](#).

In your packet: 1) Draft Letter of Support for VT DPS; 2) Draft Letter of Support for GMP

Recommendation: If the Board is amenable, a motion would be in order to sign letters of support to the Vermont Department of Public Service and Green Mountain Power for the EDF Renewables solar project off Halladay Road.

7:55

11. * Approval of Submission of Grant Application for Update of the Local Hazard Mitigation Plan (LHMP)

Requested action: *Authorize Town Manager Kathleen Ramsay to sign a [25% Match Certification Letter](#) committing the Town to providing a local match to FEMA funds made available for updating Middlebury's Local Hazard Mitigation Plan (LHMP).*

Stephanie Smith, of Vermont Emergency Management, [reached out to Kathleen in September](#) to determine the Town's interest in participating in a Statewide grant application to FEMA to obtain funding for individual municipalities to hire consultants to update their LHMPs. While Middlebury's plan won't expire until 2021, the [timeline associated with Federal grants](#) requires significant lead time, hence the request for a local match commitment in 2018. Stephanie notes that the cost to update an LHMP typically ranges from \$6,000 to \$14,000, depending on how the work is contracted, so with FEMA covering 75% the Town's match would likely run from \$1,500 to \$3,500 (in-kind matches are eligible).

If approved, the expense for the Town's 25% match would be included in the FY20 budget request.

In your packet: 1) September 27th email from Smith; 2) November 7th from Smith; 3) 25% Match Certification Letter

Recommendation: If the Board is amenable, a motion would be in order to authorize Town Manager Kathleen Ramsay to sign the 25% Match Certification Letter committing the Town to providing a local match – estimated to be between \$1,500 and \$3,500 – to FEMA grant funds that may be made available for updating Middlebury's Local Hazard Mitigation Plan

8:00

12. *Placement of Signs on Public Property. This is an information-only item. Board member Laura Asermily requested time on the agenda for the Selectboard to review the Town's May 2009 ["Policy Regarding the Placement of Signs on Public Property"](#) and discuss any potential need for revisions or clarifications.

8:05

13. *FY19 Year-to-Date Budget Reports as of September 30, 2018 and October 31, 2018. Town Manager Kathleen will review [September](#) and [October FY19 budget results](#) for the General Fund and Equipment-Water-Wastewater Funds.

In your packet: 1) FY19 YTD September 30 and October 31 Budget Results; 2) Budget snapshot as of October 31st.

8:10

14. *Approval of Grant Agreement with the Vermont Department of Public Safety for Reimbursement of Expenses Associated with July 1, 2017 Flooding Event

Requested action: *Authorize Town Manager Kathleen Ramsay to sign a [Standard Subrecipient Agreement](#) (and related documents) with the Department of Public Safety to close out a FEMA grant that funded repairs to Town roads damaged by the July 2017 storms, and authorizing the Town's local match commitment of \$18,072.50.*

DPW Operations Director Bill Kernan has prepared the following summary relative to this request:

The attached documents are for final FEMA closeout of the flooding event that took place in July of 2017. This is much like the closeout for the wind event that the Selectboard recently authorized at their October 28th meeting. The \$54,217.48 is for repair cost incurred by the town on the following roads...

- Blake Roy
- Three Mile Bridge
- N. Branch
- Middle (south)
- E. Munger

The funds also cover costs estimated by FEMA at \$41,699.63 for losses incurred along Creek Road that will need to be repaired at some point in the future. Signing these documents will close out all active FEMA grant events for the Town of Middlebury.

The total cost of all repairs (including the estimate for anticipated repairs to Creek Road) is \$72,289.98, of which FEMA has covered \$54,217.48 (75%) and the State, \$18,072.50 (7.5%), leaving a 7.5% local match of \$18,072.50 for the Town to fund.

Authorizing Kathleen to sign the grant agreement and sub-documents will commit the Town to the local match and close out the grant.

In your packet: 1) November 8, 2018 Memo from Kernan; 2) Standard Subrecipient Agreement; 3) FEMA Subgrant Applications for damaged road segments; 4) Department of Public Safety Financial Report Form

Recommendation: If the Board is amenable, a motion would be in order to authorize Town Manager Kathleen Ramsay to sign the Subrecipient Agreement (and related documents) with the Department of Public Safety to close out the FEMA grant for repairs to Town roads damaged by the July 2017 storms, and authorizing the Town's local match commitment of \$18,072.50.

8:15

15. *Approval of Check Warrants

A motion would be in order to approve total expenditures in the amount of _____, consisting of _____ for accounts payable, and _____ for payroll, for the period October 23, 2018 through November 13, 2018.

16. **Town Manager's Report

16.a. Update on Selectboard Project Priorities. Kathleen has prepared the November 2018 [Status Report and Update on Selectboard Project Priorities](#).

16.b. November 27, 2018 Public Hearing on the Naming of the Park to be Constructed Adjacent to Printer's Alley. A reminder that a [public hearing](#) has been scheduled for 7:15 p.m. on November 27th to take community input on a petitioned suggestion to name to park to be built off Printer's Alley, "Lazarus Park."

17. **Board Member Concerns

8:20

18. *Executive Session – Anticipated – Contracts

In accordance with Vermont's Open Meeting Law, the following two motions are in order prior to entering into Executive Session:

1. In accordance with Vermont's Open Meeting Law requirements, I move that the Board find that premature general knowledge of the consideration of [contracts](#) would clearly place the Selectboard at a substantial disadvantage, because the Select Board risks disclosing its litigation strategy if it discusses the [contracts](#) in public.

2. I further move that the Board enter into Executive Session to discuss [contracts](#) and, under the provisions of Title 1, Section 313(a)(1) of the Vermont Statutes.

19. **Action on Matters Discussed in Executive Session

20. *Adjourn