

JOHNSON SELECTBOARD/VILLAGE TRUSTEE BOARD MEETING MINUTES  
JOHNSON MUNICIPAL BUILDING  
WEDNESDAY, JANUARY 12, 2022

**Present:**

Selectboard Members: Mike Dunham, Beth Foy, Nat Kinney, Eric Osgood (via Zoom), Eben Patch  
Village Trustees: Steve Hatfield (via Zoom), Diane Lehouiller, Will Jennison, BJ Putvain, Ken Tourangeau

Others: Brian Story, Rosemary Audibert, Paul Hansen (via Zoom), Tom Mell (via Zoom), Elisa Clancy (via Zoom), Kyle Smaine (via Zoom), Charles Gallanter, Gordy Smith (via Zoom), Marla Emery (via Zoom)

**Note: All votes taken are unanimous unless otherwise noted.**

**1. *Call to Order / Review of Agenda and Any Adjustments, Changes and Additions***

Nat called the selectboard to order at 6:01. Will called the trustees to order at 6:01. No changes to the agenda were needed.

**2. *Review and Select Website Host Proposals***

Proposals from several companies had been sent out and were available at the meeting. Brian said he would say that all of the proposals received are good. All the companies have good examples of other websites they have created and experience working with other municipalities. They all seem capable of meeting our needs.

Will asked if they all provide the exact same service. Brian said no. Will asked if they all meet our requirements. Brian said yes. He said several of the vendors include updating the website to use their own preferred content management system as part of their proposal. 3W is the only one that assumes keeping our website unchanged. Will asked if we requested a change. Brian said our request was just to keep the website maintained and running. We have an immediate need. We have been having trouble uploading minutes and agendas. For a number of the companies it made sense for them to migrate to a different content management system they prefer to use. Will asked if 3W is capable of updating our website. Brian said he believes so. They have done similar websites.

Eben said a question that came up today is whether the Historical Society website is separate. Brian said they had their own separate agreement with Grant Harper. They also need a new host but their website was not part of our contract. It is likely that if we select another vendor they would ask to be added. Recreation also has its own website and may do something similar. They have an agreement with a separate vendor.

Beth said she strongly believes we need to replace our website. But that is not the immediate need. The immediate need is to fix the problems in WordPress, so we need someone with WordPress skills. She thinks we need to make sure that whoever we select understands that this is a short-term need and there will be an opportunity to bid for longer term needs in the future. Do any of these proposals have a term minimum? Brian said he doesn't recall seeing a minimum but the first year would be significantly more expensive than other years because of the cost of migrating over to a different CMS. We wouldn't want to keep jumping from one company to another because of migration costs. Beth said she just noticed that the Revize quote is for a 4-

year agreement. It doesn't necessarily mean we would need to stay on WordPress for 4 years but we would be signing a 4-year contract.

Mike asked if Brian believes 3W can get us through the short term. Brian said he thinks so. All the submissions were very qualified. He would probably recommend either Revize or 3W. Mike said 3W is located right in Hyde Park. Brian said they were the only local company. Will said he would eliminate the companies that didn't just stick with what we asked for. He likes 3W because they are local and they are capable of creating a new website.

Beth said some companies get into more specifics about providing 24-hour monitoring. She doesn't know that 3W Promotions doesn't offer that but she just wanted to point that out. Elisa Clancy from 3W Promotions said 24/7 tech support is available.

Kyle Smaine from Pagely said Pagely submitted a proposal but didn't hear their name mentioned. They do specialize in WordPress hosting. They have 24/7 support. They have all the things we are looking for. They won't require the town to build a new website. They are not looking to migrate us to a new CMS. They couldn't resend their proposal if needed. Will asked if their proposal was submitted on time. Kyle said yes, but only digitally. Brian said there was not a print requirement.

Paul Hansen from Ecopixel said they are not as local as 3W but they are in Essex Junction. They have many town website customers. They have built some town-specific features to make things like hosting documents easier and faster.

Beth reviewed the costs of some of the different proposals.

Eric said he was wondering whether the complexity of uploading files would be easier with some companies than with others or if there are variations in how many people would be able to upload files. Brian said he doesn't think that would be a significant difference but without having experience with the different content management systems he can't really say. A couple of companies do talk about the tools they have to publish to social media at the same time you make uploads, which would be a nice feature, but uploading to a website is typically simple.

Beth said she didn't see any reference to admin users or whether uploading would be an admin function. Does everyone allow for that? Brian said he believes all of them have some discussion about what uploading would be like. Elisa said with WordPress you can have an unlimited number of users and admins. It is up to the town. Paul Hansen said the town could have any number of editors. Ecopixel sets up the users the town wants and they handle all admin, security and backups.

Beth said she feels we need to focus on hosting and not anything beyond that now. **Beth moved to accept 3W Promotions' proposal, which includes basic website and security for \$447.28 per year with maintenance and webmaster costs as noted in the proposal, Mike seconded and the motion was passed.**

**BJ moved to accept 3W Promotions' proposal, which includes basic website and security for \$447.28 per year with maintenance and webmaster costs as noted in the proposal, Diane seconded and the motion was passed.**

**3. *Merger Discussion***

Brian said one piece of work the subcommittee did that he left out of the board packet was the rules of engagement they suggested. Including them would have seemed like he was directing the boards to do something, but he encourages the subcommittee to introduce their suggested rules of engagement. Beth said the subcommittee discussed three main areas of discussion for this meeting: rules of engagement, items needing work (reviewing the consultant's report, identifying in gaps in it and determining a recommendation for continuing with that report or not), and lists needed for the next meeting (village and town departments and groups, employee positions, assets and liabilities and types of work village and town are responsible for.) Hopefully at this meeting we can set a date for the next meeting.

Will said he thinks those items go way beyond the initial talk we need to have. Before getting into separating equipment and assets we first need to decide if either board wants to recommend merging to the voters. He thinks first we need to talk about the validity of merging or not. Nat asked what his suggestion is for getting to that point. Will said the boards can refer to the report and the vast wealth of experience board members have and consider whether a merger would benefit the people or not. The report will be valuable and looking at deficits of the report is very relevant. Looking at assets, job titles, etc. is way down the road. Beth said the idea behind the list is to make sure we have all the facts together before discussing what we do and don't like. Our job isn't to make the decision. We could have a recommendation or not but the taxpayers are going to make the decision.

Mike said he thinks we need to figure out exactly what a merger is going to cost first. If it is a large amount of money or a burden to the town the townspeople should know that right away and can put an end to the idea right now rather than us spending a lot of time coming up with a recommendation that will be rejected. He heard that with inflation there could be a \$5500 additional burden on every household in America in the coming year. A figure put out a while back was that the cost of a merger for an average home would be \$300-400. He thinks we need to tighten up that figure. He doesn't see a reason why we can't have a cost figure for town meeting day. The town could take over some village responsibilities like sidewalks and storm drains. But we need to get to the bottom of what a merger will cost. A lot of people are cost driven. He believes a merger will cost the townspeople more money. BJ agreed that we should look at cost first and then decide whether to move on from there and look at the pros and cons.

Will said his understanding is that some costs are not included in the report. His understanding is that the town would see a cost hike and the village would see a minor reduction, but things that are not in the report will add significantly to the cost to the town. Steve said one thing that is not in the report is legal fees. Those could dwarf any raising or lowering of taxes. Will asked if Meredith was able to get any ballpark figures from other towns that merged. Meredith said no, but she is happy to do that. Will asked if Brian has any figures from any of his contacts. Brian said no. He said Essex's merger has been hugely costly because of how long the process has taken and how many reports and how much analysis there has been. Waterbury had very little discussion and planning and had a very low cost for their merger. There is a wide range of costs.

Will said getting a range would be a good idea. He would appreciate Meredith getting as much information as she can. Meredith said she can do that.

Will said electric department employees have a buyout provision in their contract. There is a rider saying that they each get 75% of 1 year's W-2. Eben said that is if they decide to exercise it, right? Meredith said that is right. Will said that is a wild card. There are four electric department employees in who would each get 75% of their salary if they leave. If they leave, it will be hard to get someone to replace them.

Beth said she wants to make sure we are talking about facts first. Will said he agrees. The things he is talking about are facts. Eben said it is also a fact that the union contract will be renegotiated. Diane said it will be renegotiated in 2023. Eben said that provision doesn't have to stay in. It is a moot point because the merger discussion will not end before there is a new contract.

Nat said it seems like we are in the process of determining gaps in the report that need more investigation. Cost analysis and legal fees have been mentioned. Was the subcommittee imagining that we would list the gaps here or that the subcommittee would work on identifying them? Beth said either could happen. She thinks we should talk about whether we want to have a continuing subcommittee. Will said he is in favor of a subcommittee in case something needs to be delved into that we don't think we should ask Meredith or Brian to take on.

BJ asked how hard it would be to get an initial cost before town meeting this year. Beth asked if Rosemary might have an idea what that would look like. Eben said the easiest method is to take the village budget and divide it on the town grand list. Rosemary said we would use just the general department and fire department budgets. Eben said that would tell people how much more it would cost for a \$100K home. Beth said the town tax rate would have to go up after a merger because village residents pay an additional tax.

Meredith said when doing that calculation she recommends taking out the village's PILOT payment and adding that \$45K as an additional expense because the payment covers part of the operating budget. We will still need to spend that money and will have to add \$45K in taxes to cover it. Eben said it was mentioned in the consultant's report that the village PILOT payment may be lost. It didn't say it would definitely be lost. Eric suggested Meredith may be able to find out what happened to PILOT payments when the village and town of Waterbury merged. Meredith said she can add that to her questions for Waterbury.

Nat asked how assets would be handled. The village taxpayers have paid for things like the village green or the fire department or a share of the Tatro property. They have been taxed for those things. If they are turned over to the town do we have to compensate the village? Will said it could go either way. Some people have reached out to him and made the point that the fire department is a village asset that should not be given to the town without compensation. The village voters would have the final say on whether to approve a merger if there is to be no compensation for assets turned over.

Nat said the fire department situation seems murkier to him because there is annual compensation paid from the town to the village for the fire department. Something like the Tatro

property, which the village owns half of, seems less murky. If he were a village voter, turning that over to the town might be a concern of his but maybe he would not care.

Eric said with a merger neither entity is buying the other out. The existing selectboard and trustee board would go away and a new government with a new board would be formed. Will asked, is that how it works legislatively? The town and village no longer exist and a new entity comes out of it? Or does the village become part of the town? Eric said it could happen either way but the consultant suggested that the selectboard and trustees would go away and a new board would be elected.

Mike said he thinks Walter Pomroy would be a real asset to the subcommittee. With the board's permission he would like to reach out to him. Nat said Walter would be great to do the cost analysis. Diane agreed. She said she thinks that needs to be done before we move on to something else. Will asked if we want to have a subcommittee work on cost analysis, including the PILOT question and the question of legal fees and then move forward in either direction based on the cost figure.

Brian said some board members had been tasked with coming up with an agenda for this meeting. That is something that can be done outside of a public meeting. If a subcommittee will be preparing a report for the boards, that is getting more into the kind of process that should take place in a public meeting. He would recommend creating a committee that would have public meetings. Nat said he thinks a couple of meetings would be all that is needed.

Will asked if the selectboard is thinking of making a recommendation on a merger. Nat said the board hasn't discussed it. Mike said we can't make a recommendation until we get the bottom line. Will asked, once we reach that point will the selectboard make a recommendation? Mike said in the beginning the selectboard didn't want to give a recommendation and he believes the trustees didn't want to either. Will said that is his understanding. Mike said the selectboard discussed that the board as a whole would not give a recommendation but that didn't mean an individual board member couldn't answer a question about how they felt about it. In retrospect, he thinks he should have encouraged the board to make a recommendation. Will said the boards were elected to do this type of work. He thinks he would like to see his board make a recommendation. Mike said in March and April there will be two new boards and they can decide what to do.

Nat said based on last year's vote he doesn't think our endorsement has a lot of sway with voters. He thinks last year the board was largely against merging and the people voted for it. He thinks the reason for that largely has to do with something mentioned in the consultant's report – that "merger would address an unfortunate competitive dynamic that some residents find troubling." Residents get frustrated when it is not clear who is responsible for something and each board points to the other. He thinks whatever we do, we need to address that.

Beth agreed that is important. Her view is that the board should not give an opinion unless one option clearly hurts our community in some significant way. Otherwise she thinks it should be up to the voters without us trying to sway their opinion.

Eben said two meetings ago Mike said our opinions were immaterial because it is up to the voters and everyone agreed and now people are saying something different. Mike said as a board we want to speak with one voice but if someone asks Mike in a public meeting what he thinks, he has to give an honest answer even if it is different from the board's decision.

Eric said this discussion was not the initiative of either board. A petition from voters forced it onto our warning and people overwhelmingly voted to have a merger study. We took the report back to the voters and they overwhelmingly voted that merger discussions should continue. That is why we are here – because the voters directed us to do this work. If it turns out that it doesn't make sense to merge we could make that recommendation but it is up to the voters. They are driving this. We have a responsibility to the voters who directed us.

Will said his understanding is that the voters tasked us with further conversation looking into this. He thinks they would want us to come back with what we found. Very few will read the report. He feels they are tasking us to look at it.

Mike said Will is probably right about people not reading the report. If everyone had read it maybe there would have been a different vote outcome. Nat said he thinks people's actual practical experience informs them. People wonder why they have to go to two boards for some things. BJ suggested we can fix those things without merging.

Eben said he doesn't think people are interested in merging because they are feeling divided but he thinks having to come to two boards may be an issue. Beth said the reality is that people don't lack a sense of belonging. It is the boards and the people who work for the town and village that they get frustrated with. Diane said she thinks people want to know what it will do for them and how much easier it is going to be to work with the board if we merge. Having to go to both boards makes everything difficult. BJ said we can work on that without having to merge. It would be time consuming but we could figure out which board should take care of which things. Will agreed. He thinks we could streamline things without a merger.

Will asked if people feel the two boards don't get along with each other. Beth said that was very much her perception before she joined the selectboard. She felt that the two boards were incapable of working together. She now sees that is not the case. She thinks the boards could do better but she doesn't feel there is an "us and them" dynamic. Will said he doesn't think there is any problem between the boards. Beth said there is a difference between our perception and that of others looking in. Will said maybe our job is to relay the truth to people. We don't hate each other. Sometimes the two boards have different interests but they are not fighting or failing to work together. BJ asked if previous boards had any animosity that started that perception. Mike said years ago there was a lot of good natured ribbing. He never really thought the two boards were at loggerheads. Possibly some people could have taken the banter the wrong way. Nat said there have been some tough meetings. It has gotten a little ugly at times. He doesn't think it has been personal.

Diane said it would alleviate people's perceptions that there is difficulty between the boards if people didn't have to go to both boards to address issues. She is not recommending a merger but it is just a fact that it would eliminate that kind of thing. BJ said we could eliminate it without a

merger, too. Diane disagreed. She said it won't go away if the village owns some things and the town owns other things.

Will said he doesn't think most people in the town have ever come to the boards requesting something. If the merger goes through it will be because people are willing to pay extra for streamlined service. Maybe it will be worth it. We need to find out the cost.

Mike said we have discussed having the town take over the old mill house and some other properties. We could address the issues piecemeal over the years instead of having a full-blown merger. That could be the ultimate goal but we could do a little at a time. He thinks having the town take over the mill house is the beginning. He had also mentioned that the town could own the municipal building and the village could pay rent. Then only the selectboard would be in charge of what happens in this building.

**Beth moved to have a subcommittee for cost analysis on a town-village merger, Eben seconded and the motion was passed.**

**Mike moved to appoint Beth and Eben to the subcommittee for merger cost analysis, Eric seconded and the motion was passed.**

**BJ moved that two trustee board members join the joint subcommittee on merger cost analysis, Diane seconded and the motion was passed.** BJ and Steve said they are both still interested in serving on the subcommittee.

Will said he and Meredith have been talking about some things that were not in the report. The subcommittee can work with Meredith on getting that information. Eben will try to connect with Walter Pomroy.

Eben said it would be helpful to board members if there were a list of departments and positions for town and village, as well as shared equipment, properties and shared employees. He doesn't know all that. Rosemary said the only piece of shared equipment is the backhoe. Eben said he was told the town owns 50% of the tractor. Meredith said no, the village owns it. Eben said that shows that people don't know what is owned by town and village. He thinks a list would be handy for future boards.

Brian said Melanie Riddle from LCPC said the end of January would be a great time for her to give a presentation to the boards on the Hazardous Waste Management Plan. It was agreed to schedule the next joint meeting for 6:00 pm on Wednesday, January 26.

**4. *Adjourn***

The selectboard and trustees both adjourned at 7:31.