

JOHNSON SELECTBOARD/TRUSTEE BOARD JOINT MEETING MINUTES  
JOHNSON MUNICIPAL BUILDING  
MONDAY, JUNE 3, 2019

**Present:**

Selectboard Members: Mike Dunham, Nat Kinney, Doug Molde, Kyle Nuse, Eric Osgood  
Village Trustees: Scott Meyer, Brian Raulinaitis, Gordon Smith, Bob Sweetser, Phil Wilson  
Others: David Williams (moderator), Brian Story, Meredith Birkett, Kim Dunkley

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

Meeting videotaped by Green Mountain Access Television. GMATV info: <https://greenmountainaccess.tv/>; PO Box 581, Hyde Park, 05655; info@greenmountainaccess.tv or 802-851-1592

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

Eric called the selectboard to order at 6:01. Brian S. added possible action on municipal building repairs to the agenda and said the first item can be removed from the agenda as Peter Danforth can't come tonight. Gordy called the trustees to order at 6:02.

**2. *Merger Study Proposal Review***

David Williams asked what each board considers an acceptable outcome of this meeting. As a result of this meeting, what would boards like to see happen?

Gordy said he asked for a special trustee board meeting last week so the trustees could go over some possibilities before the meeting. Meredith prepared a written statement based on that meeting that was sent to Brian S. and the selectboard prior to this meeting. He read the statement. The trustees all agreed on what they would like to see happen: The selectboard should identify the total amount the town is willing to contribute toward the cost of a merger study. Once we have that amount we can add the \$4K the village is able to spend and set a firm price cap. The consultants should be informed of that cap and asked to submit revised proposals. Then all 3 consultants should be invited in for interviews, either in person or on Skype.

Eric said the selectboard hasn't had an opportunity to meet as board and discuss that. He guesses he speaks for the board in saying the hope for the outcome is that the two boards agree on something so we can move forward.

Scott said he had questions about the second proposal from CGR that the trustees received today. Did anyone from the trustee board or selectboard or the town or village manager reach out to CGR to ask for a revised proposal? He also is curious about when we received the document, who received it and when the notification went out to the village and town and the managers.

Eric said he found out about it at the same time as Scott. Brian said we didn't solicit anything. His only conversation with CGR was before the last joint meeting and to his knowledge the village hasn't had any conversation with them. We received this second proposal on Friday afternoon after he had left. After he saw it today he informed Meredith and shortly afterwards sent copies to both boards.

Eric suggested addressing the 3 points the trustees proposed. Brian S. said the town's consultant line item is \$12K. Eric asked if we have any of it committed. Brian said he expects a sizeable contribution to go to the final engineering project for the light industrial park though we haven't received the grant we would require to fund that project. Eric asked, there is no line item specifically for this? Brian said no. He thinks we estimated we would spend \$4-6K for this. That would leave us some cushion for unexpected expenses and allow us to pay our match for engineering for the light industrial park.

Eric asked, the trustees are asking that all 3 consultants be asked to revise proposals based on the amount we have to spend? (*Kim Dunkley arrived at 6:12.*) Gordy said they wanted all 3 to get a chance to revise their proposals.

Doug said he feels only CGR has enough expertise so we would waste our time soliciting proposals from the other consultants.

Mike said he thinks it would be safe to say the majority think the highest priced proposal would give us the best information. Obviously we do not have \$32K for this study. The village is capped at \$4K and the town only has \$4-6K available. He feels if we can't have a decent study we probably shouldn't have anything at all. We should go back to the voters and tell them we tried to have a merger study but the cost was prohibitive. Unless the voters give us the go-ahead to spend the amount needed he thinks we need to drop the whole process.

Kyle said she is also feeling like we should just be really honest with the voters and say we had no idea this would cost as much as it does. Rather than spending \$10K or 12K on something that won't give us the information we are looking for we should go back to the drawing board and get more money or see what the voters have to say.

Phil said he hasn't had a chance to look at the new proposal but with that one we have 2 proposals that are no more than \$10K. The most expensive proposal at this point is the one that was scored the lowest by board members, since the new CGR proposal is \$10K.

Kim Dunkley said when the Planning Commission wanted a study done and didn't have the money they put it out to different colleges. She doesn't know what quality of work we would get if we did that but it would be free.

Nat said we have kicked that idea around. Brian S. said the UVM public administration program commonly has graduate students participate in similar projects. He spoke to the dean of that program and to others there and there is interest, but it would not be the same scope of work. We would have to write a different scope of work and work within their time frame of when students are available. It has to coincide with their academic requirements.

Bob asked, if we can't take a Harvard graduate's report, why would we go with students who are learning? There is a Harvard graduate who wants to do it for \$9K. Bob thinks that consultant knows what we want. He thinks that study would give us enough to start with.

Kyle said just because someone goes to Harvard doesn't mean they are an expert in everything. It is more about their experience and being able to do the study we want. She doesn't feel like these proposals are able to do that.

Eric said he thinks everyone thought CGR would give us a good product. The only question about their proposal was about the cost. Now they have come in with a second proposal for a third of the price. He asked if either Brian or Meredith has done a comparative analysis of what we won't get with this proposal compared to the \$32K one. Skimming through it, it looks like it is pretty inclusive of everything we would be looking for.

Meredith said she hasn't analyzed it. She just read through it quickly. It seems like they are saying it wouldn't include charter language. But she hasn't done a detailed comparison. At the trustee meeting the trustees wanted to know how many hours CGR staff would spend other than on the site visit in order to compare to Steadman Hill.

Brian S. said the way they are saving money on this second proposal is by reducing the amount of time spent on site, but it doesn't say how much time they will spend off site. He doesn't think this proposal will include the comparisons to other municipalities that we would like and it will not go as far regarding next steps. He thinks it will just answer the basic questions and look at existing conditions and not go too far into analysis and conclusions.

Gordy said this proposal doesn't say when they would start or finish. In their first proposal they said if we decide to go further with a merger we would have to have a new contract with them. He would rather spend \$9K or \$10K to look at financial and maybe operational advantages and disadvantages and if the voters say yes then maybe have a detailed study.

Mike said the original CGR proposal was going to take about 6 months and cost \$32K. Now he only sees 2 days in the updated proposal but there will be more time spent than that. He imagines they probably read our minutes and could see we weren't going to go with their original proposal. He feels they should have given us the \$10K proposal in the first place.

Scott said he hears a lot of "I believe," "I think," and "I'm not sure." He doesn't think that is a proper way to judge someone's work. When we were hiring a cybersecurity contractor we had them come to a meeting. He would like to do the same with these contractors. They can Skype if they are not local. We could have an open dialog with questions to each of the three about what they can offer and their experience level. He is not willing to vote for any unless he can have a conversation with the consultants. We can talk to them singly or have all three at once. He does want to hear from the other two besides CGR, even though some believe they don't have the experience.

Kyle said with the computer consultants we thought they all were really good. We had them all here because it was hard to figure out who was the best so getting more of a sense of who they were was more important. With these consultants, what is Scott hoping they could say to make us feel they are qualified that is not already on their resume? Scott said he is hoping to have firmed up what they can and can't do. He is worried that if we say no to all three we

may be doing a disservice to taxpayers. He doesn't want to burn bridges and end up with nothing.

Phil said all three say they will spend 2 days here on site. Any difference in time spent would be time spent on their own off site. Ascent said they are under contract to do a similar study. Steadman Hill has no specific experience studying merging. CGR referenced 6 dozen of these studies over the last 6 years. They have done 12 a year.

Doug said he thinks we have sufficient information now with their resumes. We had one proposal that was sufficient but too expensive and two that were not sufficient. Now we have an additional one that is in our price range but may not be sufficient.

Kim asked what made the two consultants other than CGR unqualified. Doug said they don't have experience in this particular area.

Eric asked, if all are going to spend the same amount of time in town, the proposed costs are in the same neighborhood and one has an outstanding amount of experience compared to the other two, why wouldn't we just go with CGR's latest proposal?

Gordy said he wonders if it is fair to the other two for one to sneak in and submit a revised proposal. Brian R. said that makes CGR more qualified because they are paying attention if they are reading our minutes.

David asked if there is general agreement that at least one of these contractors is acceptable under some circumstances. Does anyone think all three are disqualified?

Doug said he is uncertain. He would need more information from CGR about the time they would spend on analysis. David asked, but knowing what you know, you wouldn't disqualify them? Doug said that is correct.

Bob said unless we contact all three he will not vote for any. David asked if he agrees there is someone who could do it at an acceptable price. Bob said he doesn't doubt all could do it.

Scott said we gave CGR feedback. He asks that we reach out to the other two consultants and let them know we are not satisfied with their talent and unless they can bring someone else on we can't go with them. That would be extremely fair to the other two. It often happens in the consulting world that when a consultant is lacking in talent they hire someone else. If they say they are not willing to do that, he is willing to move on. It is an easy question to ask in a phone call.

Doug said he is hearing about fairness but he is concerned with our legal requirement. Valuing our time, he thinks we should move ahead. He is concerned that the second CGR proposal will prove to be inadequate. He doesn't think fairness is as important as whether or not we can move ahead.

Gordy suggested giving all 3 consultants a chance to resubmit. Maybe one or two will not resubmit and then we can come up with questions for the remaining ones so we can all feel confident we went through a process to come up with the best for the money.

Mike said he thinks the selectboard should agree with the trustees. What they propose is not unreasonable. There is probably no harm in going along with them and moving forward.

Phil said if we are going to go back to them all we should line up specific questions for them all to answer. We could identify weaknesses we saw and list questions. David said it would require a committee to draft the questions.

Doug said it wasn't clear to him if Mike was saying the selectboard should agree with Scott or with the letter Meredith sent. He is much more favorable to Scott's idea of asking if they can bring someone on than to asking everyone to resubmit.

Nat suggested we should ask, "How are you willing to address your lack of experience?" rather than "Are you willing to bring someone on?"

Kyle said some questions are a moot point if they can't bring someone on with more experience. Maybe we should ask that first and see who is left.

Meredith said she thinks we need to tell them some dollar figure if we go back to them. Ascent is still \$9K over what we have to spend. We could tell them they need to bring the cost down. Steadman Hill could charge about another \$1K. We could ask if they could bring someone else on for that amount. Scott said he would agree.

Scott said if we narrowed it down to CGR he would want them to answer some specific questions on the phone. Meredith said one question to ask the consultants would be how much time they will spend off site to develop the report. Scott said he is hearing from the selectboard that to save time we should ask first if they are willing to hire someone on with more experience. If they say they can, then we can have a conversation; otherwise, there is nothing more to talk about. Nat said it seems like the evaluation criteria we gave to them initially could be our template for how we go back to them. We could go through the four points with each one and say what the concerns were.

David suggested that Nat and Scott could work up a protocol for going back to the three consultants. The boards agreed to that. Doug suggested the administrators could help. Gordy said anyone can relay questions to the representative from their board.

### **3. 2019 Gardening Plan**

Meredith said the village budgeted \$2500 for gardening. They need to spend some toward the Beautification Committee's plan for the village green and some toward hiring a gardener to do work around the village at several key locations. She talked to Andrea Blaisdell last week; she doesn't believe Andrea has the general liability insurance we would require. Meredith let her know that last year we were able to hire a gardener as a temporary employee to deal with that issue. It seemed that Andrea was open to that. Andrea met with the village foreman to revise her plans a little to work with plowing. The plan includes a berm, which is a little more

expensive. The cost would be \$1950. The village needs to figure out how much of that \$1950 we need to contribute. Any that is left the village can put toward a gardening contractor. For the gardening work we would select prioritized locations and give better direction to the person doing the work than we did last year.

Brian said the town planned on spending \$1000 on village green beautification and thought that might be enough to pay for all of it. The plan selected will be about twice as much as that. It sounds like the village might be willing to pay the remaining amount. The town could ask the village to help pay or the town could split up the cost over the 2019 and 2020 financial years.

Eric asked how much is in the beautification line item. Brian said \$3K. That includes gardening, the mural, and flowers downtown. We budgeted \$1K for the mural but very little has been spent yet. Eric asked, we don't have more than \$1K to spend on the village green? Brian said not in this financial year. We could pay for some materials up front and pay for labor in the new fiscal year.

Eric asked how much we have left over in our budget currently. Brian said in beautification we have almost nothing that is not committed but we think the mural and flower baskets will come in under budget. The mural is almost done and probably won't cost \$1K. There is not a lot of time left to get the hanging baskets done.

Mike said he is all for the village paying more.

Kim said as a voter she wonders if there has been an effort to find volunteers on Front Porch Forum to bring in flowers. Maybe we can cut costs by having some donated. Brian S. said we tried to solicit volunteers to take care of flower baskets and we will again. We had one volunteer last year. We were going to provide people with watering wands if they would agree to water. We talked about finding other sources for compost. But Andrea's proposal is pretty specific. Her shrubbery choices are well-considered. She chose types that are hardy and will be able to withstand the pressure in that location from salt and being buried by the plow. Unless people had those specific plants that project wouldn't be as suitable for donations. For the hanging baskets we can be pretty free about what goes in those. Maintenance is always the hardest part.

Nat said he would very much prefer to have the Beautification Committee making these decisions, the way the Rec Committee makes decisions about recreation. His highest priority would be the welcome signs before we get involved with other locations. Landscaping at the municipal building is also a priority. He also much prefers perennials as opposed to annuals. We have tried hanging baskets in the past and it has been an ongoing issue trying to keep them watered once or twice a day.

Kyle said Brian is saying hanging baskets but the Beautification Committee actually discussed boxes on the bridges. In Quebec some little towns have flower boxes on bridges with a great system where they draw water up from the river. That could be something to think about. The Beautification Committee also felt that the patch on Route 15 across from

Railroad Street shouldn't be a priority this year but the welcome signs and the municipal building should be priorities.

Doug said he thinks the Beautification Committee's first priority was the village green. Then perhaps they would want to move out to the cold spring, welcome signs and this building. They wanted to have a designer provide designs for all the places. If the town has \$1K do we have to defer Andrea's plan or does the village have money to contribute toward the \$1900?

Meredith said the village has \$2500 to work with. They intended to put some toward the welcome signs, the municipal building and the cold spring. If they divert some to the village green they have less to work with. She believes the town also has separate funds to contribute toward welcome signs, this building, etc. Brian said that has been coming out of beautification so far. He thinks there is enough in this year's budget to pay for the mural and Andrea and next year the town can pay Peter and pay for any other project the Beautification Committee has such as a design plan for this building.

Meredith said if the village puts in about \$1K for the village green that leaves \$1500. If the town can match that then we would have \$3K for gardening, which is comparable to what was spent last year or a little more. The selectboard agreed to spend \$1K out of this year's beautification money for the village green and \$1500 out of next year's to pay Peter for gardening.

Brian S. said we feel if we gave Peter more information about what we wanted to accomplish he could do it to our satisfaction. The Beautification Committee recommends focusing on the welcome signs, the municipal building, and flower boxes for bridges. The green is a separate project for now. We may use Peter for maintenance on it in the future. This year we are contracting with Andrea to do planning for the green. The boxes would go on the School Street and Railroad Street bridges. The Main Street bridge is not town-owned. We can try boxes on our bridges first and if they are successful we can ask the state for permission to put them on the Main Street bridge.

Eric suggested letting the Beautification Committee manage how the money is spent.

Scott said we used to have flower boxes on the School Street covered bridge. How did it work out? Brian said a volunteer maintained them but there wasn't follow-up. Scott reminded everyone that this summer there will be a construction project upstream of the bridge that might be ugly with a lot of activity. Brian said we want to reuse the flower boxes we have on the bridge.

Mike said he thinks the village green should be a village responsibility. Doug said the village owns it but it is a central part of town. He thinks since the town's goal is beautification that is a good place to start. Because the village green is village property we wanted permission from both the selectboard and the village for the work there.

Gordy said he is on the Beautification Committee. He would like the trustees to give permission to match the town's \$1K for the village green so it would be a 50-50 split. Andrea

says she is willing to do the maintenance for what she plants. She wants to plant things that don't require too much maintenance. The village has \$250 dedicated to welcome signs. Meredith said she has been working with Lynda Hill. She is willing to donate some time and maybe material for painting the signs. Gordy said he spent \$40 from the \$2500 for flowers outside the fire station. Andrea has a nice vision for outside the municipal building but that wouldn't be implemented this year.

Meredith said if there is going to be a long-term master plan for this building we need to be mindful of that if we are going to invest in perennials. We may want to plant annuals this year if they will be ripped out next year. The cold spring came up at the last Johnson Works meeting. People are unhappy with the weeds. Peter said it could take days to clean it up. Is everyone on board with spending something out of the \$3K for weeding at the cold spring but not spending a lot there?

Nat said he would defer to the Beautification Committee to decide priorities. Phil said maybe volunteers could do cleanup work.

Gordy said there are 2 selectboard members on the Beautification Committee. Maybe there is room for one more trustee to be on it. Doug said the committee would love to have another trustee.

#### **4. *Discussion of Joint Employee Framework***

Brian S. said over the years the town and village have gone back and forth about how to manage joint employees and shared property. Recently there has been renewed interest in the question of whether we should have joint employees. Since there are relatively few, would it make sense to eliminate them and just have sole employees and a memorandum of agreement that would allow employees to share tasks so the office can still function? That will be a complicated question. He and Meredith wouldn't want to invest their time in it unless the boards directed it. The boards don't have to agree now whether to make a change but there would need to be enough interest in the idea to invest time in looking into it. It would take attorney time and maybe a human resources specialist as well as staff time.

Scott asked how many joint employees we have. Eric said 2.

Scott asked what kind of time commitment would be needed from Brian and Meredith. Brian said his and Meredith's time commitment might be relatively low but he doesn't know what the lawyer will come back with. Meredith said it could be as little as 25 or 30 hours for each of them. We also have 2 shared elected officials. We need to figure out some way to split up their time as well. Scott asked, would that have to go through the state? Meredith said she has no idea.

Eric said the problem with coming up with an agreement on Rosemary is that we have no authority over her. She has statutory duties and Jan (or her replacement) serves at the pleasure of Rosemary. They are not under our jurisdiction. Probably we don't need to worry about an agreement concerning them. Meredith asked how their pay and benefits are allocated. Brian said we have an agreement he doesn't believe is formal or written down that there is a 60-40 split. He doesn't know how we arrived at that.

Kim said she wonders what isn't working now that would lead the town and village to go through the expense to change it. Brian said the chain of command is difficult because shared employees are not responsible to any one person or even one chain of command. That can lead to some tension and disagreements about how to handle situations. The town and village would each be giving up some authority but also would be relieved of some responsibility. Is that something the boards want?

Eric said we had separate employees in the past and we came to a point where we had so many employees in the office with shared responsibilities that we developed shared employees. One problem we had back then was getting every employee on the same pay scale. It was a lot of work to get that agreed on and to agree on when salary increases would be. We had 4 shared employees with Duncan and Lea. Now we are down to 2. Recently the trustees granted a salary adjustment to one shared employee so only a portion of her salary was adjusted, not the whole 40 hours.

Phil asked the percentage time breakdown for the two shared employees. Mike said 80/20 and 60/40. Meredith said Susan is 80% village and Anne is 60% town.

Doug said the issue besides pay is who they are answerable to.

Brian asked if the boards want him and Meredith to do a more thorough investigation or come back with a better estimate of how long it will take.

Mike said he thinks the 80% village employee should be a 100% village employee.

Doug said he thinks the biggest issue is responsibility and discipline. He thinks the pay differential will come up again. It will be perceived as being unjust. He thinks the town should take responsibility for the employee who has a majority of town time and make sure there is a MOU saying that the village pays for time allocated to the village so when people come to the window they can be served.

Gordy said he agrees with Doug and Mike. He thinks it would be cleaner if we separate the two so only one board discusses wages for each employee. That would be easier for us and hopefully for employees.

It was the consensus of both boards that Brian and Meredith should look into eliminating shared employees.

Nat said in past joint meetings there has several times been an intent to do something that then gets completely lost and is never brought up again. Let's put this on all agendas of each board until it is resolved.

Scott asked Meredith when she can realistically find time for this over the next month or two. Meredith said she thinks there will be about a month when the EPA is reviewing the plan for

the powerhouse project. The Pearl Street sidewalk project should be manageable. She thinks she can spend some time in the next month.

Brian said the early part of July looks good on his schedule for time to commit to this. Meredith and he can try to coordinate. They will probably have an initial meeting or two and then hand it off to the attorney. So it will not take a ton of their time.

Bob said he doesn't want a customer to come in and not be helped because the only person there works for the other entity. He hates to go into an office and have someone not pay attention. Nat agreed.

Mike asked that attorney costs be kept down to a minimum.

**5. *Municipal Building Repairs***

Brian said we put out a bid document for municipal building repairs. We will receive bids by next Monday. It would be nice if the boards could agree that if we don't receive bids other than Stanley's, he and Meredith have the authority to award the contract to Stanley.

**Mike moved to authorize Meredith and Brian to award the municipal building repair contract to Stanley Wescom if no other bids are received, Nat seconded and the motion was passed with Doug opposed.**

**Scott moved to authorize Meredith and Brian to award the municipal building repair contract to Stanley Wescom if no other bids are received, Bob seconded and the motion was passed.**

Everyone agreed that the intent of the motions was not to say that the contract must definitely be awarded to Stanley but to allow Brian and Meredith to do so. Brian said if Stanley's bid is not in line with what we are expecting then we wouldn't necessarily award it to him.

Meredith said she thinks he said he anticipates a cost similar to last year's costs. Last year the village spent more than what was budgeted. She thinks they spent \$56K and budgeted \$25K.

Scott asked, is this the last phase? Meredith said there is a question of whether we can afford work on the tower this year. She thinks maybe it has to wait. Brian agreed there is a strong possibility the tower will not be included this year. There have been problems with water coming into the attic. If we redo the tower we can tackle that with a more permanent solution but even if we don't permanently remedy it this year we should do something. We don't want to go through another winter in the state it is in.

Meredith said she doesn't think Stanley is anticipating giving us a separate bid. He is estimating the same cost as last year. She doesn't think we will get more information from him that we don't have now. Brian said if we get other bids he and Meredith will bring them to the boards for discussion. If we don't and he and Meredith feel Stanley's cost estimates are reasonable and fair they would like to go ahead and award him the contract. They are hoping to get him started as soon as possible.

**6. Other Business**

Nat said in response to the emerald ash borer being in neighboring counties now and likely here as well the selectboard has started talking to the highway department about a preemptive cutting plan. There is ash on the municipal building property and on Lendway Lane. The town would like permission to cut ash trees on shared land.

Scott said his only concern for cutting trees would be if they are in the power line right of way. In that case the town should let Troy know because a certified cutter has to do the cutting.

Brian R. asked if there is any way wood from cut ash trees could be obtained for the pizza oven. Maybe the town could leave some for volunteers to pick up. Nat said that sounds like a great idea. He suggested talking to Brian Krause. Brian S. suggested not having volunteers come onto town property but dropping off the trees for them. We wouldn't get involved in cutting up the trees. Volunteers can work with Brian K. on that.

Gordy asked where funding for the tree cutting is coming from. Eric said that is a good question. The town didn't budget for it but we have to do it. Nat said he assumed it would come from the highway budget. Brian S. said he thinks in future years we will have to ramp up the amount we spend.

**7. Adjourn**

**Nat moved to adjourn, Kyle seconded, the motion was passed and the selectboard adjourned at 7:53.**

**Bob moved to adjourn, Brian R. seconded, the motion was passed and the selectboard adjourned at 7:53.**

*Minutes submitted by Donna Griffiths*