

**MINUTES**  
**SELECT BOARD MEETING**  
**Monday, February 3, 2020 @ Town Garage 6:00PM**

The Chair called the meeting to order at 6:00 PM

Present: Selectboard: Chair Joe Pollio, Stan Mack, Cathy Siano-Goodwin, Al Sands and Chris Wallace.

Others present: Joan Lake, Dottie Cannon, Suzanne Welch, Christine Tattersall, Kirk Goodwin, Sam Battaglino, Eric Stevens, Rooney Gibbs, Neil Whitcomb, Kevin Hazeltine, Russ Record, Danny Taylor, and Bill Kearns Town Administrator.

1. Adopt Agenda. Kim record asked that an item be inserted between 8 and 9 – a request for an expenditure to copy maps for the Village Water Wastewater Committee’s use to add data to the Otter Creek maps. Motion by Al Sands, second Chris Wallace to amend the agenda and adopt the agenda as amended. Motion passed unanimously.
2. Approve Minutes: January 20, 2020. One correction on date at top, and three typos edited. Motion by Stan Mack, second Al Sands to approved minutes as corrected. Motion Passed unanimously.
3. Warrants of January 31, 2020 as signed, presented to Selectboard.
4. Highway Report
  - Culvert #8 Hinkley Brook – bid out now? Discussion of cost. The estimated cost of the project is \$175,000. We have \$110,000 from VTrans and have asked Better Roads for a grant for most of the balance, minus out match share. Hardy Merrill, Chair of the Capital Budget Committee, stated there are funds in Capital budget for the entire cost, even without the \$110,000. Danny Taylor stated out intent would be to bid out now so that we can build the culvert this season. Motion by Stan Mack, second Al Sands to authorize Danny Taylor to bid out now.
  - Excess Weight Permits: Newport Sand and Gravel/Carroll Concrete and VELCO, Towne House Trucking. Bill Kearns stated al three had paid fees, and only Towne House had not yet provided the Certificate of Insurance, but that would be forthcoming. Motion by Al Sands, second Chris Wallace to approve the three excess weight permits, with a hold on the Towne house permit pending receipt of insurance certificate and authorize the Town Administrator to issue those permits.
  - CAT Excavator lease approval. On September 2, 2019 the Selectboard had approved the lease terms for the CAT excavator. The CAT had been delivered about 2 weeks ago and the Town recently received the Lease Agreement for execution by the town. As part of the necessary documentation is Attachment B. The Selectboard was sent the Lease Agreement earlier and now discussed it. Motion by Al Sands to name William G. Kearns, Town Administrator the Authorized Person empowered by and on behalf of the Town to sign and deliver the lease Agreement to Caterpillar along with related documents as stated in Attachment B and move the Selectboard to adopt the language of Attachment in its entirety and attach that page to these minutes and incorporate them herein. Motion was seconded by Chris Wallace. The Chair called the question and the motion passed unanimously.
  - Open Truck bids. Danny Taylor was asked by Stan Mack and others about the costs of repairs to the truck this new truck would replace. Danny recited approximately \$15,000 in uncovered repairs in the last two years. Stan asked if the Town should consider replacement of trucks on a 5-year, not a 7-year basis. Danny Taylor state the Town should because of cost or repairs and a better trade in value, partially because the 7-year warranty covering some parts would still be in effect, which should get us a higher trade in value. The one and only bid was received from ATG Patriot. Chris Wallace opened the bid and stated the bid numbers: 2021 single axle truck \$99,119.00 Viking bed \$71,900 - \$\$171,019, less \$25,000 trade-in, plus warranty cost o \$8,155. Delivery date is unknown, but Danny had said it would be about a year and he reiterated that. Danny Taylor will review the bid, talk to ATG

about the warranty to be sure it is the warranty the Town wants, and bring his recommendation back to the board next meeting.

- Discussion of adding three roads to VTrans Town Map. Bill Kearns presented the issue. In October or November it was brought to his attention by VAST enthusiasts who asked if a road that had a gate on it was a town road, and if so, could we get the gate removed. Bill Kearns and Rooney Gibbs and Dibo DiBernardo revisited the research (ancient roads from a few years ago) on these roads between Otis Road and Hall Ranch Road and found the layouts. Every year the Town must certify its town road mileage. Bill Kearns decided he would use that occasion to remove LT8 which had been discontinued earlier this year and to add these roads. He wrote to all the abutter and landowners and told them about this meeting to discuss this, and he notified the VAST people. The discussion ensued. At the end of the discussion it was agreed that roads 1 and 3 (see map attached to these minutes) would be one road. There was uncertainty about adding road 2 and there was a request to give Josh Ellsworth a chance to be at next meeting to discuss the addition of these roads as it affected his property. He could not be present this evening. Also, to be decided is the Class these roads would be given when added back to the map. The matter was continued to February 17<sup>th</sup>. The deadline for the certification to VTrans is the 20<sup>th</sup>.
  - Other. Work schedule cold patching potholes, cutting brush and it appears there will be weather at the end of the week.
5. Commissions per 24 VSA 4433 – formation and appointments (School, Water-Wastewater).
- The first to be discussed was the Village Water Wastewater Commission. Suzanne Welch explained that the reason for establishing the Water Wastewater Commission were two: to ensure, as much as allowed by law, that the work of the commission would transcend Selectboard terms, though any Selectboard could dissolve the commission, the Commission had more stability at law than a committee of the Selectboard and the staggered terms would add to that stability, and to re-emphasize the purposes which the group had set at the beginning, to provide through its efforts information to the residents regarding water and wastewater management and educate the residents to the issues involved to aid them in making up their minds ultimately about the necessity for water and/or wastewater systems for the village. The Commission, if the following is adopted, would be created and the terms would run from now until Town meeting in each subsequent year, beginning with the Town meeting in 2021. To be clear, for instance, Paul Hallock's one-year term would end at Town Meeting 2021. Motion by Al Sands, second Stan Mack to create per 24 VSA 4433 the Grafton Water/Wastewater Commission for the following purposes and on the following terms:

(See Next page)

Purposes: Grafton Water/Wastewater Commission

1. General: To advise the Selectboard in implementing the Town Plan
2. General: This commission “may advise appropriate municipal panels, applicants, and interested parties in accordance with the procedures established under section 4464 of this title.”
3. General: An advisory commission shall have no fewer than three members, and all must be residents, though there are exceptions for “professionals” with special expertise may be minority of members.
4. General: Legislative body should appoint the members. Three terms, but the first appointment should be one, two and three years in length and when the position is re-appointed or filled anew it will be three-year appointments. Vacancies will be filled by appointment to unexpired term.
5. General: a member may be removed at any time for just cause by vote of the Selectboard, for reason given to the member in writing, and after public hearing on the issue if the member so requests.
6. General: The Advisory Commission shall establish the following procedures:
  - At its organizational meeting the commission shall adopt procedural rules necessary and appropriate for its functions and shall elect a chair and a clerk and annually hold elections for chair and clerk.
  - Set time and place of meetings and have them posted in the municipality and the meetings shall be open to the public in accordance with the Open Meeting Law in 1 VSA Chapter 5 subchapter 2.
  - Keep a record of the commission’s transactions, minutes of its meetings and file minutes with the Clerk as a public record.
  - The advisory commission shall comply with ethical policies or ordinances as adopted by the town.
7. Specific to Grafton Water/Wastewater Commission
  - Current members: All residents of Town of Grafton:

▪ Paul Hallock,	Term ends:
▪ Kim Record (Secretary),	2021
▪ Matt Siano,	2023
▪ Chris Wallace (Vice Chair),	2022
▪ Suzanne Welch (Chair).	2023
▪ Two ex officio Selectboard members, Stan Mack and Joe Pollio.	2022
  - Rules of Procedure adopted 3 21 2019. Commission should re-adopt
  - Conflict of Interest and Ethical Conduct Policy
  - Purpose:
    - Underlying purpose: To re-open discussion about two previous Grafton Village water/wastewater studies, analyze pros and cons of these systems and present the opportunity to vote in Town Meeting on whether to proceed with construction of a system.
    - Ongoing Purpose: To promote education about and presentation of various options for Grafton Village water/wastewater management to the Town. In this role the Commission is charged with taking and is in the midst of taking a fresh look at the needs of the Town, gathering data about the status of residential drinking water, and researching new technology and methods to manage water safely, cost-effectively, and in such a way that will meet or create economic opportunities for the Town, and present its finding to the Selectboard. The commission will sponsor education programs about water management for the Town.

Motion was discussed shortly and then the Chair called the question. Motion Passed 4-0 with Chris Wallace

abstaining.

- School Commission. Hardy Merrill, who has shown interest in the Commission, stated he is going to a school meeting this week and will discuss it with Jack Bryar and the district personnel at that time. Bill Kearns stated that, if the Town wanted the commission, the commission would be established. He will give info to Hardy including researching the Education Code where the Commission is discussed. This matter was then continued over to next meeting by agreement of all. Hopefully Jack Bryar could attend on the 17<sup>th</sup>.
6. Town Plan approval - request letter sent, await notice of hearing, ACCD copy sent. Bill Kearns stated there was a compliance review form that had to be filled out, which he would do, and suggest to the WRC that the meeting be set for a March Selectboard meeting.
  7. Discuss who will cover what subject at Pre-Town Meeting. The chair suggested the Selectboard have a special meeting to prepare themselves for the Pre-Town meeting and questions that might be asked, including on the budget. It was then suggested the Board meet with the Treasurer at that special Town meeting, go over the budget, decide who would take which article and other Pre-Town meeting issues. This is an open meeting and would be set for February 10, 2020 a Monday at 9AM in the Town Hall. The Town Administrator will notice that Special Meeting.
  8. Report, David Whittall has expressed interest in being the Justice of the Peace in the Democrat Party slot and his name has been submitted for this position. Chris Wallace explained that there is a vacancy in the Justice of the Peace ranks with Edward Banks submitting his resignation, the Governor is asked to appoint a replacement, that replacement should be of the same political party by tradition, and David Whittall volunteered to be appointed to replace Edward. Motion to support the appointment made by Stan Mack, second Al Sands and unanimously approved.
  9. Public Comment - none
  10. Other Business –
    - Trees in front of the house across from Howland mill Bridge are a nuisance in that they limbs interfere with traffic and have caused mirror damage to Town trucks. The limbs need trimming. A letter should be sent to the owner and the trees trimmed, or the town will trim them.
    - Emerald Ash Borer. Al Sands spoke of the issues involving the death of Ash trees in the US. The Town needs to address the trees in the ROW. The Town needs to inventory the trees and see the numbers and threat and decide how to mitigate the issues. There is training in inventorying the trees on February 8, 2020 at the Rockingham library from 10:15 to 12:30 put on by the Dept. of Forest and Parks. Suzanne Welch and Al Sands hope to have persons trained for inventorying.
  11. Town Attorney discussion. Discussion was short and continued in executive session.
  12. Executive session re: contract negotiation. Motion to enter executive session by Al Sands, second Chris Wallace. Motion passed unanimously. 7:45 PM
  13. Motion to exit executive session at 8:15 PM Motion Cathy Siano-Goodwin, second Al Sands. Motion passed unanimously. Will continue discussion re: Town Attorney at next meeting.
  14. Date of Next Selectboard Meeting: February 17, 2020
  15. Adjourn Motion by Al Sands, second Chris Wallace to adjourn at 8:16 PM

Respectfully submitted,

William G. Kearns

**GOVERNMENTAL ENTITY RESOLUTION TO LEASE, PURCHASE AND/OR FINANCE**

**WHEREAS**, the laws of the State of Vermont (the "State") authorize TOWN OF GRAFTON (the "Governmental Entity"), a duly organized political subdivision, municipal corporation or similar public entity of the State, to purchase, acquire and lease personal property for the benefit of the Governmental Entity and its inhabitants and to enter into any necessary contracts; and

the Governmental Entity wants to lease, purchase and/or finance equipment ("Equipment") from Caterpillar Financial Services Corporation and/or an authorized Caterpillar dealer ("Caterpillar") by entering into that certain Governmental Equipment Lease-Purchase Agreement (the "Agreement") with Caterpillar; and

the form of the Agreement has been presented to the governing body of the Governmental Entity at this meeting.

**RESOLVED**, that: (i) the Agreement, including all schedules and exhibits attached to the Agreement, is approved in substantially the form presented at the meeting, with any Approved Changes (as defined below), (ii) the Governmental Entity enter into the Agreement with Caterpillar and (iii) the Agreement is adopted as a binding obligation of the Governmental Entity; and

that changes may later be made to the Agreement if the changes are approved by the Governmental Entity's counsel or members of the governing body of the Governmental Entity signing the Agreement (the "Approved Changes") and that the signing of the Agreement and any related documents is conclusive evidence of the approval of the changes; and

that the persons listed below, who are the incumbent officers of the Governmental Entity (the "Authorized Persons"):

Name (Print or Type)	Title (Print or Type)
<u>WILLIAM G KEARNS</u>	<u>TOWN ADMINISTRATOR</u>
_____	_____
_____	_____

be, and each is, authorized, directed and empowered, on behalf of the Governmental Entity, to (i) sign and deliver to Caterpillar, and its successors and assigns, the Agreement and any related documents, and (ii) take or cause to be taken all actions he/she deems necessary or advisable to acquire the Equipment, including the signing and delivery of the Agreement and related documents; and

that the Secretary/Clerk of the Governmental Entity is authorized to attest to these resolutions and affix the seal of the Governmental Entity to the Agreement, these resolutions, and any related documents; and

that nothing in these resolutions, the Agreement or any other document imposes a pecuniary liability or charge upon the general credit of the Governmental Entity or against its taxing power, except to the extent that the payments payable under the Agreement are special limited obligations of the Governmental Entity as provided in the Agreement; and

that a breach of these resolutions, the Agreement or any related document will not impose any pecuniary liability upon the Governmental Entity or any charge upon its general credit or against its taxing power, except to the extent that the payments payable under the Agreement are special limited obligations of the Governmental Entity as provided in the Agreement; and

that the authority granted by these resolutions will apply equally and with the same effect to the successors in office of the Authorized Persons.

I, \_\_\_\_\_ of TOWN OF GRAFTON, certify that the resolutions above are a full, true and correct copy of resolutions of the governing body of the Governmental Entity. I also certify that the resolutions were duly and regularly passed and adopted at a meeting of the governing body of the Governmental Entity. I also certify that such meeting was duly and regularly called and held in all respects as required by law, at the Governmental Entity's office. I also certify that at such meeting, a majority of the governing body of the Governmental Entity was present and voted in favor of these resolutions.

I also certify that these resolutions are still in full force and effect and have not been amended or revoked.

IN WITNESS of these resolutions, the officer named below executes this document on behalf of the Governmental Entity.

Signature: Kennedy Record  
 Title: Town of Grafton Clerk / Treasurer  
 Date: Feb. 4, 2020

