

WEST WINDSOR SELECTBOARD

Draft Minutes
January 27, 2014

Present: Glenn Seward, Tom Kenyon, Bruce Boedtke, Martha Harrison

- 1) Call to Order – Selectboard Chair Glenn Seward called the meeting to order at 8:00 AM.
- 2) Public Comment – None
- 3) Update on purchase of resort sewer system – Glenn said the closing is scheduled for February 6th with the process and location to be determined. Bruce asked if the entire Selectboard needs to be present. Glenn said he is trying to find out. Regarding payment, Glenn said Cathy is comfortable with the \$500,000 coming from the town general fund account to be reimbursed by the state bond bank within a few weeks. Glenn said he is trying to determine which payment option, wire transfer or check, will result in the town being reimbursed more quickly. Glenn asked Bruce and Tom if they would prefer to have the closing happen in person or electronically. Bruce and Tom did not have a preference. Glenn said to help with cash flow, he requested deferring the first bond payment, which is scheduled for April 2014. Glenn said the state agreed to defer the first payment until February 2015. Glenn said he is meeting with Town Attorney Matt Birmingham on Wednesday at noon to review the final documents. Glenn said transferring the Windsor portion of the sewerline to Windsor will happen on February 6th also, as will the payment to Windsor for past due treatment charges. Tom asked how Windsor will be paid. Glenn said he will talk to Windsor Town Manager Tom Marsh and Windsor Town Attorney Chris Callahan and figure that out. Glenn said Matt is going to check with Nate Stearns, the Property Owners Association (POA) attorney, on the status of the Upper Loop and to see if they want to be present at the closing. Regarding the Hotel spur, Glenn said Orange Lake has signed the upgrade agreement and MFW Associates is all set, but there have been some questions from Windsor House/Mt. Ascutney Condominium Association about how they will pay for their portion of the upgrades. Glenn said all the Windsor House owners, including the individual owners, have been apprised of the situation. Glenn said one of the individual owners, who also has delinquent sewer fees, has been foreclosed on so hopefully the bank will be more responsive. Bruce asked if this situation will affect the closing. Glenn said he doesn't think so because Orange Lake has signed the agreement and they're responsible for most of the upgrade expenses. Glenn said he is waiting for a final number from the Vermont League of Cities and Towns (VLCT) but it looks like the insurance on the sewer system is going to be around \$2,000, which is less than expected. If a third party damages the system, Tom asked if VLCT will pay for the damage and then go after the party that caused it. Glenn said that's typically how it works. Glenn said the Town of Windsor has asked that P2 Environmental and Pathways Engineering be retained for a transition period until Windsor is up to speed on monitoring and maintaining the system. Glenn said he has asked for a cost estimate from P2 and Pathways to help with the transition through May. Bruce asked if the cost will be passed on to the users. Glenn said yes; but it shouldn't affect the user rate. Glenn said he has also asked Pathways and P2 for a cost estimate on drafting a "standard operating procedure" manual. Tom asked if we have to file anything with the state. Glenn said he is not aware

of any required filings, but he will check with Pathways, P2, and Aldrich & Elliott. Bruce said an operation and maintenance manual was probably filed with the state a long time ago, as a condition of the permit for the system. Glenn said a number of things never got taken care of and that may be one of them. Bruce said even if it was filed, it may not be useful at this point. Glenn agreed that the town now has the opportunity to clean things up. Glenn said he would like to adopt the sewer ordinance as soon as possible. The Selectboard scheduled a meeting for February 3rd at 8:00 AM to adopt the ordinance. Glenn said he has spoken with new POA President Tom Carroll, who will be sending a final notice to delinquent sewer users before tax sale proceedings start on March 1st. Glenn said MFW Associates will provide the town with an agreement regarding the division and disbursement of accounts receivable. Glenn said there's currently \$108,000 in the escrow account and we will pay Windsor \$87,000 for past due processing fees, leaving \$22,000. Technically, Glenn said, MFW is entitled to a check for half of that, or \$11,000, but they are willing to leave it in the account for now to help with cash flow. Glenn added that there are \$78,000 in receivables so, once everything is collected, or at some future date, the receivables can be split between MFW and the town. Ultimately, Glenn said, there will be a split of \$49,000 to each party but he thought it would be useful to have a written agreement prior to closing. Tom asked if the receivables are only for past due charges from West Windsor sewer users. Glenn said yes; Windsor will get the receivables from Windsor sewer users at the closing. Glenn noted that the town recently received a bill for legal fees in the amount of \$3,750, and he will ask MFW to agree that those fees can be paid from the escrow account before it's divided. Glenn said there will be more legal fees in February but, after that, it should drop off dramatically. Glenn said he would like to get the roof, siding and windows on pump station #1 fixed as soon as possible in the next few weeks. Bruce and Tom agreed. Tom asked if the recent issue at pump station #2 has been resolved. Glenn said no; a software upgrade is needed to automatically shut off pump station #1 when the level at pump station #2 gets too high. Glenn said since Windsor will be responsible for operating and maintaining the entire system, they should be monitoring both pump stations. Tom asked who will pay for the upgrade. Glenn said he sees it as a capital improvement so it would be West Windsor's responsibility to pay for it. Bruce asked about the Hotel pump station. Glenn said the parties that use that pump station are responsible for the repair and maintenance until the improvements are done, at which point the town will be responsible. Bruce asked if that will happen soon. Glenn said the bid documents for the improvement project are scheduled to go out on February 5th and the improvements would be done as soon as the ground thaws out in the spring. Tom asked whose responsibility it will be if they can't flush their toilets. Glenn said the users of that pump station are responsible as outlined in the Act 250 permit. If their toilets don't flush, Glenn said, they will have to get someone to pump their sewage at their expense until the repairs can be made. Glenn said the Health Club pump station is new. Glenn said the upgrade agreement, which Orange Lake has signed, indicates that they're willing to pay for their share of the improvement costs, they recognize that the town is not responsible for the system until the improvements are made, and they need to install a grease trap at their own expense.

- 4) Consider signing "commitment to pay" letter from OLCC Vermont, LLC – Glenn said this letter outlines the payment process for past due fees to Windsor. Glenn said Orange Lake is going to pay \$126,000 to the Town of Windsor from various sources through the

Town Attorney's trust account. Glenn said this letter authorizes the involvement of the West Windsor Town Attorney in the process. Glenn said the Selectboard will instruct him to make the disbursements as outlined in this letter dated April 3, 2013 to the appropriate parties in the manner outlined. **Tom moved to sign the "commitment to pay" letter from OLCC Vermont LLC dated April 3, 2013. Bruce seconded the motion, which passed unanimously.** Glenn said he cleared the signing of the letter with the Town Attorney on Friday.

- 5) Other Business – 2015 CWSRF Priority List: Glenn said Aldrich & Elliott engineer Joe Duncan has requested that West Windsor be on the priority list for the Clean Water State Revolving Fund (CWSRF) for 2015. Glenn said we need to send the state a "municipality leader show of support," which can just be an email from Glenn to Joe. **Bruce moved to approve Glenn sending a "municipality leader show of support" email to Joe Duncan, on behalf of the Selectboard. Tom seconded the motion, which passed unanimously.** Town Clerk's Orders: **Tom moved to sign orders. Bruce seconded the motion, which passed unanimously.**
- 6) Adjourn – **Tom moved to adjourn at 8:40 AM. Bruce seconded the motion, which passed unanimously.**

Respectfully submitted,

Martha Harrison