

West Windsor Selectboard  
Draft Minutes  
January 6, 2016

Present: Dick Beatty, Ted Siegler, Tom Kenyon, Chris Callahan, Laura Farrell, Jim Lyall, Rudy Gross, Bruce Boedtke, Mike Bell, Laura Stillson, Martha Harrison

1. Call to Order – Dick Beatty called the meeting to order at 7:00 PM.
2. Changes or additions to the agenda – None
3. Announcements/Public Comment –
4. Discuss draft agreement with Mt. Ascutney Outdoors (MAO) – Ted said he thinks an agreement should be finalized as soon as possible. Ted said he and Chris Callahan put together an outline of the issues that need to be addressed in the agreement. A copy of the outline was available for review. The proposed lease currently does not include the parking area, although MAO will need to use it so the parameters for that use will need to be negotiated. Laura Farrell said some of that will depend on the location of the lodge. Chris suggested that it be a public parking lot with the town owning and maintaining it with the understanding that the primary use, in the winter, will be for the rope tow. Jim noted that the Vermont 50 uses the entire parking lot. Tom said any event that uses property that is not being leased by MAO would need to get a public assembly permit from the town. Dick asked MAO to define the portion of the parking lot that they would be using on a regular basis. Dick asked how people will access the ski area from the parking lot – across the road or over the ski bridge. All agreed that this is another issue that needs to be addressed. Additional parking options were discussed. Dick noted that the maintenance garage parcel is encumbered by two telecommunication easements. Dick also noted that the town does not own the burned-out Base Lodge or the two acres around it. Laura Farrell said the state is inspecting the rope tow tomorrow and, if all goes well, they'll open it up on Saturday. Those present read through the outline of the agreement prepared by Chris and Ted. Chris said he will contact other recreation facilities that are located on leased property to get a boiler-plate lease. Dick suggested a separate agreement for the maintenance parcel. The first issue discussed was insurance. Chris suggested that MAO be an "additional insured" on the town's policy. Dick was skeptical about our insurance company agreeing to such an arrangement. Chris noted that the town has sovereign immunity, which would not extend to MAO. Ted suggested that Martha and Chris have a conference call with the Vermont League of Cities and Towns (VLCT). Martha said she and Laura Farrell have talked to VLCT and they were not enthusiastic about the idea. Those present agreed that it wouldn't hurt to try again with Chris involved. Tom asked if the town is leasing the land only, or the land with the existing improvements. Ted said he assumes we're leasing it to MAO, along with any of the assets they want to use. Rudy asked about future lifts. Ted said as long as the construction of the lifts is consistent with the conservation easement, he doesn't think the town needs to be involved. Laura Farrell noted that MAO would need permits from the Development Review Board and Act 250. Dick said they would also need approval from the Upper Valley Land Trust (UVLT). Laura Farrell asked if MAO would be responsible for the removal and cleanup of the old base lodge on the maintenance parcel if they want to build a new lodge in its place. Ted said he thinks that would make sense but it would have to be negotiated. Ted said the town is responsible for remediating any hazards identified in the Phase 2 environmental study and will request grant funding to do that. The town also has to deal with the existing underground storage tank. Ted noted that there are no environmental hazards in the vicinity of the old base lodge. Dick asked Laura Farrell where MAO plans to store fuel. Laura Farrell said they're going to haul fuel in 5-gallon containers this year. Bruce asked if the Conservation Commission will be the entity that ensures that the terms of the conservation easement are being adhered to. Ted said that's how envisions it; the Town Forest Committee would be rolled into the Conservation Commission, which would be expanded to include nine members, and they would be responsible for compliance and for coming up with a Forest Management Plan. Ted said the UVLT wants a single responsible entity that can be held accountable

for compliance. Bruce asked if MAO will have to run their plans by the Conservation Commission. Ted said if there are no existing clear guidelines in the easement or the management plan, then yes. Ted said he envisions MAO meeting with the Conservation Commission and the Selectboard once or twice a year. Laura Farrell said MAO needs to decide where they want to construct a new lodge but, in the meantime, they definitely want to be able to access and use the maintenance parcel. Those present agreed that it would be a good idea to have a separate agreement on the maintenance parcel. Ted said he and Martha should have a conference call with Matt Becker regarding the Phase 2 assessment so she can become the contact person for moving forward with the remediation of the environmental hazards and the removal of the underground storage tank. Ted said his preference would be to leave the tank in place and fill it with sand. Dick noted that there is water system infrastructure on the land that MAO will be leasing and the town will need to have access to that infrastructure. Chris said the location of the infrastructure should be communicated to MAO. Ted said the agreement should acknowledge the town's utility easements. Chris said MAO will also have to decide if they want to lease the east chair, the snowmaking equipment, etc. Laura Farrell said MAO is interested in the east chair; they are meeting this Sunday and will discuss their interest in the various assets and communicate that to the Selectboard. Regarding the mountain bike trails, the town agreed to continue to be responsible for maintenance in 2016 with the idea that MAO will take over responsibility in future years. Dick asked if MAO envisions having employees. Laura Farrell said eventually they will probably need to hire lift attendants but she'd like the organization to be heavily volunteer-based. Rudy asked about regulations regarding lift attendants. Laura Farrell said there are guidelines and policies (e.g. regarding the age of attendants) but there are no certification requirements. Martha asked about ski patrol requirements. Laura Farrell said they are not required to have a certified ski patrol but they are planning to anyway. Tom asked about MAO's budget. Laura Farrell said they have a budget for this year and a rough budget for the next two years. Tom asked if all the income is from donations. Laura Farrell said yes but, even though they are not charging for the use of the rope tow, they will have lift tickets because of the release/skier's responsibility code on the ticket. Laura Farrell said she has been talking with area schools about using the rope tow. There was discussion about the conservation easement requirements with regard to the extent of future chairlifts. Jim said the allowed end point for lifts is shown on a map but is not specified by elevation. Ted noted that MAO cannot maintain or advertise a connection between the upper ski trails and the town forest and must post signs indicating the danger of venturing off the trails. Regarding fees, the Vermont Housing and Conservation Board (VHCB) will allow fees to cover costs as long as everyone is charged the same fee; there can be no preferential rate for local residents. Everyone agreed that the MAO Board should include an ex-officio member appointed by the Selectboard. Tom asked MAO to provide a financial report by December 31 each year. Laura Farrell said their fiscal year will run from May 1 through April 30. The Selectboard agreed that MAO can provide financial statements for their most recently completed fiscal year. Regarding "peaceful enjoyment," those present agreed that MAO will not have to get a public assembly permit for events that are recreational in nature and consistent with MAO's purpose. Laura Farrell asked about starting race events on the paved portion of Ski Tow Road. Ted said he doesn't want MAO to have to come to the town all the time, provided they notify the police department and the highway foreman of events that involve the use of public roads. Tom noted that Hotel Road can be used as an alternate route now that the town owns it. The Selectboard agreed that it would be up to MAO to determine whether or not a police presence is needed at a particular event, depending on the nature and size of the event. Any additional police protection needed for an MAO event would be paid for by MAO. Regarding termination of the agreement, Chris said the town should be able to terminate the agreement for any reason, not just for a violation of the conservation easement or the Act 250 permit. Ted said if MAO is going to invest money in ski area infrastructure, they need some certainty that the town is not going to revoke the agreement for no reason. Dick said if a tenant puts up infrastructure it becomes the landlord's property if the tenant vacates the premises. Ted said the term of the agreement should be long enough for MAO to have a reasonable expectation that they will be able to benefit from their investment in infrastructure. Jim

suggested a specific term length (e.g. 10 years). Laura Farrell asked if the agreement would specify that the town owns the assets if MAO vacates the premises. Dick said the town may not want the assets and, in that case, should have the option of requiring MAO to remove them. Ted asked if MAO could sell the T-bar, for example, if they do so before the lease expires. Dick said that's negotiable but normally it becomes the landlord's property. Tom said the town should be able to "suspend" activities on the property in the event of an emergency. Ted said the Police Chief or Fire Chief would have the authority to order an evacuation in an emergency situation; that doesn't need to be included in the agreement. Regarding the use of motorized vehicles, Ted said MAO should notify the town and call the police if they see anyone using motorized vehicles on the trails. Ted said MAO is allowed to use motorized vehicles for maintenance. Chris asked about the control of invasive species. Ted said if MAO is going to be in charge of recreational activities, they will also have to control the spread of invasive species in accordance with the conservation easement. Laura Stillson said she is tuned in to the issue. There was agreement about including language specifying that MAO cannot depend on the town for any financial assistance. Tom would prefer that language to be at the beginning of the document. Laura Stillson noted that, adjacent to the Mountainside Condos, someone built a series of jumps using pallets, pine trees and picnic tables. Ted said that's why we need to get a responsible entity like MAO in place as soon as possible. Laura Farrell said all the signs required by the state are in place. Laura Stillson suggested including the usage rules on MAO's website. Tom asked if MAO will have the authority to order the removal of illegal structures. Ted said he doesn't see why not. Chris said the agreement needs to include a term and address utility easements. Chris will draft an agreement, based on the outline and tonight's discussion, and get it to the Selectboard as soon as possible. Ted suggested including a clause saying the agreement can be amended by mutual agreement.

5. Other Business – None

6. Adjourn – **Tom moved to adjourn at 8:50 PM. Ted seconded the motion, which passed unanimously.**

Respectfully submitted,

Martha Harrison