

**Mount Ascutney
Regional Commission**

Minutes of meeting, Monday, April 17, 2023
Location: Martin Memorial Hall, Ascutney, VT
and via Zoom

Commissioners Present: Tom Marsh, Windsor; Kathy Rondeau, Reading; Wayne Wheelock, Baltimore; Joe Fromberger, Andover; Walter Martone, Springfield; Edwin Johnson, Alt., West Windsor; Julie Hance, Chester; Peter Daniels, Weathersfield;

Staff Present: Jason Rasmussen, Cynthia Porter, Lisa Comstock, and Malia Cordero.

Others Present: Shirley Clarke, Cavendish.

Tom Marsh opened the meeting at 12:00 PM.

1. Changes to the Agenda
 - a. There were no changes to the agenda.
 - b. Jason Rasmussen introduced Shirley Clark. She is considering being Cavendish's representative to the board. Etienne has stepped down from that position. Introductions were made and the Board welcomed Shirley to the meeting.
2. Secretary's Report
 - a. Peter Daniels noted an error in the March 20, 2023 minutes: the Treasurer's Report was "received," not "accepted."
 - b. *Joe Fromberger made a motion to approve the minutes of the March 20, 2023 meeting with the correction that the Treasurer's report was received. Peter Daniels seconded the motion. Motion passed.*
3. Treasurer's Report
 - a. Jason Rasmussen noted that the numbers continue to appear a little on the negative side, which is typical for this time of year. Cynthia Porter stated that we are still projected to end the fiscal year with a surplus.
 - b. Peter Daniels asked what the line in the financials for J&L Demo called unbilled is. Cynthia Porter advised this is retainage from grant money that has not been assigned to a project yet. She expects this to zero out as the money is disbursed.
 - c. *Julie Hance made a motion to receive the Treasurer's Report as presented. Peter Daniels seconded the motion. Motion passed.*

4. Proposed Changes to Procurement Procedures

- a. Jason Rasmussen stated the changes to the Procurement Procedure proposed by Walter Martone in the March 20, 2023 meeting had been made, as well as some punctuation errors Lisa Comstock found during review.
- b. Tom Marsh asked if the changes made since the procedure was presented on March 20, 2023 greatly impacted the procedure itself. Jason Rasmussen advised the policy remained the same as presented on March 20, 2023, and the changes made were not substantive.
- c. *Walter Martone made a motion to approve the Procurement Policy as presented. Julie Hance seconded the motion. Motion passed.*

5. Potential Sale of 20 and 38 Ascutney Park Road

- a. Jason Rasmussen advised the board that the Building Committee had met with Matt Priestly a couple of weeks ago and he remains interested in purchasing the buildings located at 20 and 38 Ascutney Park Road. He has made a counteroffer of \$ 265,000.00 and is holding firm to this amount. Mr. Priestley is proposing to pay MARC \$ 165,000.00 at the closing, and would pay the remaining \$ 100,000.00 with interest to MARC over time. The terms of repayment of this loan are yet to be established. Jason advised that he spoke with the attorney and presented the board with a memo of how the proposal might work. The attorney's memo highlights information that needs to be clarified.
- b. Jason Rasmussen advised the Board, MARC would only need to add a small amount to the \$165,000.00 to pay off the existing mortgage on the property. He asked the board if they would be willing to accept \$ 265,000.00 and authorize the Building Committee and Executive Director to continue negotiations with Mr. Priestley.
- c. Joe Fromberger stated he did not feel Mr. Priestley was likely to be willing to go any higher than \$ 265,000.00 and continues to believe we should offer the property on the open market. Jason Rasmussen stated this continues to be an option; however, there is no way to know if whomever purchased it would allow MARC offices to remain in the building, which could mean MARC would have to relocate its offices. Jason noted the benefits of having a person known to MARC purchasing the building, and that the improvements Mr. Priestley is intending to make, would be favorable to MARC continuing to be housed in the building.
- d. Kathy Rondeau stated Mr. Priestley still intends to increase rental space, which would offer additional housing in the area. Jason added that Mr. Priestley is planning to convert the old Post Office at 20 Ascutney Park Road into a 2-bedroom apartment. He is also considering converting the second

floor conference room to a 1-bedroom apartment, and may convert the upstairs of the barn to another apartment. Jason advised, if this were to take place, MARC could convert one of the back rooms of 38 Ascutney Park Road into a conference room. Jason also noted in the renovations, Mr. Priestley would be creating second-floor access to the upstairs conference room, increasing ADA access to other parts of the building and repaving the parking lot.

- e. Tom Marsh asked if MARC were to settle on \$265,000.00 today, how quickly would the sale be expected to close? Peter Daniels stated he felt it would still take several months to close, and reminded the board how long it took to close on the property when MARC purchased it originally.
- f. Tom Marsh was concerned about how much of a hit it would be to MARC. He asked if the hard costs could be codified in the contract. He felt various highs and lows might be offset by increases in rent over time, which would mitigate some of MARC's risk by owning a building in need of so many improvements.
- g. Joe Fromberger asked for clarification of the financing of \$ 100,000.00 – would MARC be taking out a mortgage for this? Jason advised that MARC would be acting as the financier and that Mr. Priestley would make an agreement to repay MARC monthly until paid in full.
- h. Joe Fromberger asked if Mr. Priestley is planning to use his own money to make improvements, and if there will be a time limit for when the improvements must be completed? Jason Rasmussen advised time limits for improvements are not explicitly clear as they are contingent on getting multiple permits, as well as availability of funding. Mr. Priestley intends to seek grants to help make the proposed improvements. He stated it is expected that the town will be paving the road in front of the building this summer and that Mr. Priestley may see if he can piggyback off this work to have the driveway repaved at the same time.
- i. Shirley Clark asked if Mr. Priestley defaults on the loan, who would the property divert to. Jason advised, since Mr. Priestley would be seeking a loan from a bank for the initial payment of \$ 165,000.00, MARC would be second in line. It is likely if he defaults the mortgaging bank would take possession of the property.
- j. Shirley Clark asked if MARC could list the property on the market while negotiations are underway? Peter Daniels advised that MARC could list the property, since we do not have a Purchase and Sale agreement was in place.
- k. Shirley Clark asked why Mr. Priestley is not asking for the entire \$ 265,000.00 offer amount in a loan? Peter Daniels advised Mr. Priestley does not like

banks and is looking to minimize his interest rates, as MARC will offer lower rates than the banks currently offer.

- l. Tom Marsh stated he wanted more clarification of the stipulations of the offer. He requested more information on how the payment/sale would be financed and paid, in either scenario presented. He advised that he felt the Building Committee should continue with negotiations and iron out some of the finer details before the Board votes on approving the sale.
- m. Jason Rasmussen asked if the board would accept the \$ 265,000.00 offer. Julie Hance stated she was alright with accepting the offer of \$ 265,000.00 but she felt Mr. Priestley should seek financing for the full \$ 265,000.00 from a bank to save MARC from losing money. Walter Martone agreed with this.
- n. *Win Johnson made a motion to agree conceptually with a sales price of \$265,000 and to authorize the Building Committee to continue to negotiate with Mr. Priestley and to discuss the proposal with the attorney further, to better flesh out the details of the sale. Walter Martone seconded the motion. Joe Fromberger opposed the motion, stating he felt the attorney's letter was composed of ifs, whens and maybes. Motion carried.*

6. Housing Inventory Project

- a. Jason provided an update on this project, which seeks to generate an inventory of sites where housing developments could occur in our region. He advised MARC had received seven proposals. He stated the proposal from SE Group was accepted, due in part to their qualifications, and additional work they are willing to provide that was not part of the original RFP. The project is expected to start immediately and will run through November. The list will include a number of realistic sites for housing developments within villages and downtowns that are served by municipal water and sewer - both new construction as well as existing sites that could be improved on. He stated that SRDC and the Housing Trust are helping us with this project.
- b. Tom Marsh stated for the list to be helpful it needs to include full context for each site - noting drawbacks as well as benefits of each site. It should note if a property is on town water and sewer and is near downtowns as well as if it includes brownfields or wetlands. He felt a priority scale, with the easiest to develop being 100% and those that are harder but still accessible be ranked accordingly and 0% being the hardest to develop. He also felt the list should include zoning requirements, city and state regulations, and who the current owner of the property is.
- c. Peter Daniels pointed out that drawbacks to many smaller communities are not availability of water and sewer but more often is due to locations of wild life preserves, brownfields or flood plains.

- d. Jason Rasmussen stated there will be certain criteria for a property to be included in the list.
 - e. Win Johnson asked if MARC was looking to get the board's approval to proceed? No, Jason Rasmussen indicated that this is just intended as an update to keep the Board informed. Feedback from the Board will inform how staff will steer the project toward helpful outcomes.
 - f. Win Johnson asked if the funds had been included in the previously presented budget. Tom Marsh advised that it was, and that the budget had been approved. He proposed MARC continue to update the board on the project and, unless poor decisions are made on spending, the Board would not get involved.
7. Job ad for senior planner
- a. Jason advised the board that an advertisement for a Senior Planner had been placed Thursday April 20, 2023. This person would be employed by MARC and be included under MARC benefits however the costs would be split between the towns of Windsor, Weathersfield and Ludlow, all of whom need assistance with Zoning Administration. Jason stated each town has advised him how much of the cost they are willing to cover and that the final amount will depend on the salary requested by the candidate. Jason advised each town would be invoiced for their portion of the costs for the position, to reimburse MARC for the insurance benefits provided for the position.
 - b. Tom Marsh stated Windsor and Ludlow have shared an assessor in the past and that it was a favorable arrangement. He felt offering a combined position like this will not only assist the towns, but that may also be unable to offer a full-time position alone, to offer a candidate a full-time position with a competitive salary. He felt the only drawback might be having multiple locations and bosses might act as a hindrance.
 - c. Tom stated pooling funds allows the position to be opened up to more and better applicants and that other RPC's might benefit from this as well. Jason advised Tom Kennedy is reaching out to the other RPC's to assess their needs, and what MARC can do to assist them with their needs.
 - d. Jason asked if the Board wished to be advised before the position is offered to anyone. Joe suggested MARC wait and see if there is interest first and report back to the Board at a future meeting.
8. New Business
- There was no new business presented.

9. Old Business

Peter asked if the Brownfield Bylaws had been updated yet. Jason advised they had not, but they would be and will be presented for approval at the next meeting.

Cynthia Porter advised the Board that MARC has new signs with the new name instead of the SWCRPC.

10. Adjourn

a. Joe Fromberger made a motion to adjourn the meeting at 1:00 pm. Julie Hance seconded the motion. Motion passed. Tom Marsh called the meeting adjourned at 1:00 pm.

Respectfully submitted,

Lisa Comstock