

1 **CENTRAL VERMONT REGIONAL PLANNING COMMISSION**
2 **Executive Committee**
3 **Minutes**
4 **May 1, 2017**

5
6 Present:

- | | | |
|--|--|--|
| <input checked="" type="checkbox"/> Byron Atwood | <input checked="" type="checkbox"/> David Strong | <input checked="" type="checkbox"/> Laura Hill-Eubanks |
| <input checked="" type="checkbox"/> Julie Potter | <input checked="" type="checkbox"/> Don La Haye | <input checked="" type="checkbox"/> Larry Hebert |
| <input type="checkbox"/> VACANT | | |

7
8 Staff: B. Waninger, B. MacBrien

9 Guest: Bram Towbin

10
11 Chair B. Atwood called the meeting to order at 4:00 pm.

12
13 **Adjustments to the Agenda**

14 Waninger requested FY18 Strategic Goals be removed from the agenda to allow more room for the
15 service agreement discussions.

16
17 **Public Comment**

18 None.

19
20 **Consent Items**

21 *L. Hill-Eubanks moved to accept the consent items as presented; L. Hebert seconded. Motion carried.*

22
23 **Financial Report**

24 B. Atwood clarified that the action is to accept the report. The Committee understands the financial
25 statements have not been audited.

26
27 B. MacBrien reviewed cash flow. She noted that funds cannot be added back to the Commission's
28 reserve CD. Staff will bring a proposal for opening a new reserve account to the June Committee
29 meeting. Higher receivable amounts for March reflected quarterly invoicing. MacBrien continues to
30 cleanup old receivables.

31
32 Atwood asked how the QuickBooks conversion is progressing. MacBrien has been touring other RPCs to
33 familiarize herself with their systems. Understanding existing systems and how they differ will facilitate
34 CVRPC's efforts and reduce labor. MacBrien said the conversion is on track for a July 1 start up.

35
36 *J. Potter moved to accept the report as presented; D. La Haye seconded. Motion carried.*

37
38 **Contract/Agreement Authorization**

39 *L. Hebert moved to approve the CCRPC Clean Water Act agreement amendment; L. Hill-Eubanks*
40 *seconded. Motion carried.*

41

1 B. Waninger noted she signed the ACRPC agreement as authorized. The description was for information
2 only.

3
4 **Administrative Services Agreement and Leased Employees**

5 Waninger summarized CVRPC's relationship with organizations to which it provides administrative and/or
6 leased employees. She referred the Committee to the memo included with the meeting packet. She
7 said the services met CVRPC's mission of helping communities work cooperatively to address regional
8 issues.

9
10 J. Potter asked whether the Mad River Valley Planning District could benefit from working together with
11 other Valley organizations to increase its capacity and serve the other organizations. Waninger and La
12 Haye noted the District had discussed this. It did not appear to be a feasible option due to local issues.
13 At Potter's request, Waninger outlined options that might be available to the organizations.

14
15 D. Strong asked whether CVRPC could charge a fee for leased employees? Waninger responded it could.
16 Waninger expressed uncertainty as to whether CVRPC should be charging indirect given the current
17 arrangement. When asked about the current arrangement, Laurie Emery had said the auditor had
18 approved the current invoicing arrangement. Waninger noted charging fees and/or indirect recovery
19 might make the arrangement less attractive to the organizations. The Committee confirmed that all
20 costs, such as worker's compensation and direct deposit fees, should be back charged. D. La Haye
21 mentioned that at the time of the CVRPC/CVEDC merger discussion the MRVPD was looking to form its
22 own regional commission by adding Duxbury and Moretown.

23
24 The Committee discussed risks and benefits of continuing both types of services. Committee members
25 indicated the risks seem too high. They expressed that CVRPC should focus on building capacity to
26 provide planning services first.

27
28 *L. Hebert moved to suspend leased employee services with six months notice, including office space; B.*
29 *Atwood seconded.* In discussion, the Committee asked whether the Director thought a leased employee
30 relationship would work. Waninger replied that she hadn't discussed the leased concept with the
31 organizations yet. She thought it might work with the Cross Vermont Trail. The staff member is housed
32 at CVRPC. He works part-time, and CVRPC might benefit from using the individual to support CVRPC's
33 transportation work. It is less clear whether the leased employee concept would work for the MRVPD.
34 Their employees do not have a day-to-day operational relationship with CVRPC and are housed in the
35 Valley. The degree of control that would need to be exercised by CVRPC may chaff too much for the
36 MRVPD employees, its Steering Committee, and the Valley towns. Waninger reiterated that she had not
37 discussed the leased concept with MRVPD. Those discussions would help determine if the leasing
38 concept could work.

39
40 L. Hebert suggested CVRPC break the ties, and then consider hiring back the employees with a new
41 agreement. B. Towbin asked about CVRPC's legal fees for this issue. Waninger estimated ~\$1,000 had
42 been spent to date for discussions with the attorney and the agreement templates. The Committee
43 discussed what length of notice should be given. *D. Strong offered a friendly amendment to end leased*
44 *employee services on December 31, 2017; Hebert accepted the amendment.* D. La Haye said it was
45 helpful for the MRVPD to have the service. *Motion carried with D. La Haye abstaining.* The Committee
46 asked the Director to discuss options with the Cross Vermont Trail.

47

1 Hebert requested Waninger ask CVRPC's attorney about CVRPC's risk of Cross Vermont Trail staff
2 directing Cross Vermont Trail Association summer staff. What additional risks are involved, and what
3 safeguards would be needed to minimize those risks. Towbin suggested CVRPC might request that the
4 organizations indemnify CVRPC so the organizations pay first and cover CVRPC's attorney fees if
5 litigation occurs. The Committee requested the Director send a letter to the organizations outlining the
6 liability issues and requiring that they cover CVRPC's attorney fees.

7
8 *J. Potter moved to have Executive Director work with CVRPC's attorney to issue an agreement for*
9 *services to end December 31, 2017 and limit liability to the extent possible; L. Hebert seconded. Motion*
10 *carried.*

11
12 The Committee also directed the Executive Director to give the administrative service organizations notice
13 that services will end on December 31, 2017. D. Strong suggested sending the agreement templates
14 with the agreement ending December 31. Continuation of services through December 31 is dependent
15 on putting those agreements in place quickly. Towbin suggested sending the indemnification form
16 immediately with a short turn around.

17 18 **FY18 Budget**

19 Waninger distributed a second draft of the FY18 budget and highlighted changes between the first and
20 second drafts. The Committee recommended memorial donations of \$100 for Steve Gladczuk, Laurie
21 Emery, and George Malek. It asked that the Director investigate plaque with pictures for Gladczuk and
22 Emery.

23 24 **Commission Meeting Agenda**

25 Potter discussed Committee appointments. She requested five minutes be allotted to remind
26 Commissioners of opportunities. The Committee requested that "enclosed" be removed from the
27 agenda for Committee Appointments and the Nominating Committee.

28
29 D. Strong requested staff warn a Nominating Committee meeting 10 minutes before the Board of
30 Commissioners' meeting.

31
32 *J. Potter moved to approve the agenda with changes; L. Hill-Eubanks seconded. Motion carried.*

33 34 **Executive Session**

35 None held.

36 37 **Adjourn**

38 *D. Strong moved to adjourn at 5:26 pm; L. Hebert seconded. Motion carried.*