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## **Brownfields Advisory Committee**

### **~~INTERIM~~ RULES OF PROCEDURE**

**PROGRAM MISSION:** The CVRPC Brownfields Program returns undeveloped or underdeveloped properties with real or perceived contamination to more productive use in both the public & private sector.

**COMMITTEE PURPOSE:** To oversee the Commission's brownfields program and to provide local and regional input regarding brownfield issues important to the region.

#### **GENERAL ACTIVITIES:**

- ◆ Submit recommendations to the Executive Committee for investment of funds designated for brownfields work to achieve the program mission.
- ◆ Assist to identify and prioritize communities or neighborhoods in need of support for brownfields revitalization and the projects that will support those efforts
- ◆ Develop brownfield-related policies for recommendation to the Commission, and provide input into any policies developed by the Commission related to brownfields.
- ◆ Provide oversight for and assist in the development of the Commission's brownfields work program and budget.
- ◆ Participate in public outreach efforts, including education of the professional community, public notification, liaison to municipalities and other local and regional boards as appropriate, and other activities.
- ◆ Maintain site selection criteria.
- ◆ Review and prioritize nominated sites for inclusion in the Region's brownfields program
- ◆ Assist in the hiring of consultants and oversee consultant progress in order to bring projects to completion, including reviewing staff decisions as appropriate.

**ADVISORY ROLE:** The Committee shall be advisory to the Regional Commission, who shall have final authority over decisions related to this program. The Committee will offer recommendations, advice, input, and opinions to the Commission, the US EPA, the State of Vermont, and other organizations and individuals as appropriate, provided it is compatible with plans, policies, positions or resolutions adopted by the Commission. New or amended plans, policies, positions or resolutions shall be ratified/approved by the Board of Commissioners.

Expenditure of Commission funds as recommended by the Committee shall be authorized by the Executive Committee. The Commission has the ultimate authority over program decisions. The

1 Commission shall designate staff to assist the Committee as necessary.

2  
3 ~~To allow for stabilization of emergency situations during on-site field work by contractors, staff~~  
4 ~~may authorize expenditures within 10% of the total site project expenditure authorized by the~~  
5 ~~Executive Committee. The Brownfields Committee Chair may authorize expenditures within 20%~~  
6 ~~of the total authorized site project expenditure.~~

7  
8 **MEMBERSHIP:** Participation is optional. The Brownfields Advisory Committee will seek  
9 ~~constitute a minimum of thirteen~~ eleven (11) ~~members~~ voting membership seats and three  
10 alternates to the Committee as follows:

11  
12 Regional Commissioner Representation: ~~Five (5)~~ Four (4) membership seats and one  
13 alternate shall be designated for Regional Commissioners. These representatives shall  
14 represent the interests of the region as a whole and municipalities in general.  
15 Commissioners will be appointed by the CVRPC Board of Commissioners.

16  
17 Interest Group Representation: Non-Regional Commission representation on the  
18 Committee shall be limited to ~~14~~ 7 members. Of these, membership seats shall be  
19 designated for the following: Central Vermont Economic Development Corporation and  
20 Vermont Department of Health, each of which may appoint one voting representative and  
21 one alternate to the Committee. Other brownfield interest groups, organizations and/or  
22 individuals may be apportioned a membership seat by the Committee and invited to appoint  
23 one voting member to the Committee. ~~At minimum, representation~~ Representation should  
24 be sought from the following ~~six (6)~~ five (5) interest groups: housing, real estate, finance,  
25 at-risk populations, ~~solid waste,~~ and the environment.

26  
27 Non-Voting Membership: The Committee may also appoint non-voting members to serve  
28 on the committee and advise on special topics or as unique issues arise. Staff from the US  
29 Environmental Protection Agency, Vermont Agency of Commerce and Community  
30 Affairs, Vermont Department of Environmental Conservation, and other agencies and  
31 departments may serve on the Committee in a non-voting advisory capacity.

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33 Membership terms shall be two years beginning July 1, 2016. Appointments will be renewed or  
34 replaced annually on a staggered basis thereafter. The first year after commencement of terms,  
35 Interest Group appointments will be renewed or replaced. The second year after commencement  
36 of terms, Regional Commissioner appointments will be renewed or replaced. Annual  
37 appointments will occur according to this alternating pattern thereafter.

38  
39 **ATTENDANCE AND QUORUMS:** ~~As the Committee is advisory, a~~ A quorum shall consist  
40 of a majority of the total voting membership seats designated on the body. As there are 11 voting  
41 membership seats on the Committee, a quorum will consist of 6 voting members present.  
42 ~~minimum of five voting members, or all voting members in attendance, should greater than five~~  
43 ~~be in attendance at the Committee meeting.~~ Members are encouraged to attend all regular meetings  
44 and special meetings as they arise. Members with three unexplained absences in a row will be  
45 contacted by the Chair or Commission staff to determine if they still wish to serve on the  
46 Committee. The Committee shall meet monthly, or as needed, to carry out the stated purpose.

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2 **VOTING:** A quorum is required for the Committee to conduct a vote. Each appointed member  
3 shall have one vote. Alternates may participate in discussion and will only vote when filling in for  
4 the regular Commission or named seats. One member from each participating organization  
5 apportioned a membership seat shall be appointed to vote by that organization. Proxy voting is  
6 not permitted.

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8 As of the date of adoption of these rules, the following agencies and departments have been  
9 determined to have a potential conflict and do not have voting privileges: US Environmental  
10 Protection Agency, Vermont Agency of Commerce and Community Affairs, Vermont Department  
11 of Environmental Conservation.

12  
13 Voting privileges for other State and Federal agencies and departments shall be determined on an  
14 individual basis by the Committee. This determination shall be based on the potential for conflicts  
15 of interest to arise.

16  
17 Non-voting members and Regional Commission staff do not have voting privileges.

18  
19 **Topic Relocated => CONFLICTS OF INTEREST:** Any member who represents an  
20 organization or other entity that has nominated a site or otherwise proposes a task or project upon  
21 which the Committee will vote, shall not participate in that vote. Members may represent  
22 nominating/proposing entities via employment, participation in a body of the entity (such as a  
23 committee, board of directors, or public body) or other forms of membership or representation.

24  
25 In the event any Committee member has a personal or financial interest with any individual,  
26 partnership, firm or corporation seeking to contract with the Commission, or to provide materials  
27 or labor thereto, or has a personal or financial interest in any project being considered by the  
28 Committee, the member shall disclose and state on the record the nature of his or her interest.

29  
30 If the member feels this conflict interferes with his/her ability to be objective, the member shall  
31 not participate in any discussions or vote on any related motion.

32  
33 If the member is uncertain whether he/she should participate in the discussion or decision, the  
34 Committee shall determine by vote whether the member should participate. The Committee may  
35 also make a determination of conflict of interest and disallow participation and voting by a member  
36 if the majority of voting Committee members in attendance at the meeting determine a conflict of  
37 interest exists.

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39 **OFFICERS/ELECTIONS:** The Committee will elect a Chair and Vice-Chair for one year terms,  
40 upon Committee formation and annually thereafter at the Committee's July meeting. The Chair  
41 will be responsible for running meetings, setting agendas in conjunction with staff, reviewing and  
42 signing correspondence on behalf of the Committee, and representing the Committee at various  
43 meetings as needed.

44  
45 The Chair and Vice-Chair may be elected from the Commissioner or Interest Group membership.  
46 Members elected to any office may not be represented by an alternate in the performance of their

1 duties as officers.

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3 The Vice-Chair will serve as Chair when the Chair is unavailable. If the Chair should resign before  
4 his/her term is expired, the Vice Chair shall serve as Chair until elections are held to fill the  
5 vacancy for the remainder of the term. Chair and Vice-Chair shall be limited to serving two terms.

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7 **COMMUNICATION AND COORDINATION:**

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9 ♦ Committee members are encouraged to serve as liaisons to their local legislative boards  
10 or group/organization/interest representing by reporting on activities on a regular basis.  
11 ♦ Committee members are encouraged to offer input on all matters before the Committee,  
12 and are encouraged to bring up items of local or regional concern for Committee  
13 consideration.  
14 ♦ Draft policies and resolutions shall be forwarded to Committee members and  
15 interested/affected parties for comment before action by the Committee, or final  
16 action/approval by the Commission.  
17  
18 ♦ Agendas and notices of all regular meetings shall be sent to Committee members, the  
19 Board of Commissioners, the media, and interested persons at least ~~seven~~ five days  
20 before the scheduled meeting, and shall be posted at the Commission.  
21 ♦ Meetings shall be noticed and held in accordance with Vermont Open Meeting Law.  
22 ♦ Minutes of all regular and special meetings will be prepared by staff, distributed to  
23 Committee members and interested parties, and made available to the public in  
24 accordance with public records and open meeting law.  
25 ♦ ~~Minutes will report the results of any vote taken by the Committee, noting which~~  
26 ~~members voted and their position on the question.~~

27  
28 ~~♦ CONFLICTS OF INTEREST: ...Topic Relocated to follow "Voting"....~~

29  
30 **RESOLUTION OF DIFFERENCES:** Any issue that cannot be reasonable resolved by the  
31 Committee may be taken up by the Executive Committee.

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33 **ADOPTION OF ORGANIZATIONAL PROCEDURES:** The Committee may, at any time,  
34 vote to amend these procedures, in accordance with quorum requirements noted above. Proposed  
35 amendments will be forwarded to Committee members, and interested parties, before  
36 consideration at a regular Committee meeting. Amendments will then be forwarded to the  
37 Commission for review and ratification.

38  
39 The Committee is not a standing or special committee of the Central Vermont Regional Planning  
40 Commission, and is therefore not subject to the Commission's bylaws. These rules of procedure,  
41 combined with Robert's Rules of Order, and Vermont Open Meeting and Public Records Law,  
42 provide procedural and administrative guidance for the Committee.

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44 ~~**EXPIRATION OF INTERIM RULES:** The Interim Rules of Procedure will expire 6 months~~  
45 ~~from the date of adoption by the Board of Regional Commissioners, on October 12<sup>th</sup>, 2016.~~

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Recommended by the Brownfields Advisory Committee to the Board of Commissioners for  
Adoption: \_\_\_\_\_

Adopted by the Board of Regional Commissioners: \_\_\_\_\_



## MEMO - September 13th, 2016

**To: CVRPC Brownfields Advisory Committee**

**From: Gail Aloisio, Program Coordinator**

**RE: Member Comments on Rules of Procedure**

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Comments from BAC members regarding making the Interim Rules of Procedure permanent are compiled below. Comments have been compiled from those received both in writing and verbally at the August 8<sup>th</sup>, 2016 Brownfield Committee meeting. These comments have been addressed with appropriate revisions in the attached Draft Rules of Procedure.

### **General Comments:**

Is the 5 member minimum quorum in conformance with Open Meeting Law?

*The five member minimum quorum was set originally because the committee is advisory in nature, and quorum is realistically sometimes difficult to make with a large (13 plus) membership. Roberts Rules does allow bodies to define their own quorum, however, the BAC is also subject to Open Meeting Law. I received comments of concern regarding adherence to open meeting law. After consulting with an attorney at VLCT, I would like to recommend that even though meeting quorum could prove challenging at some times, the committee can provide the most clarity and consistency to the public by setting a specific number of members and defining quorum as a majority of those membership positions.*

Would it be possible to make a suggestion to the Executive Committee even if a quorum wasn't present? It would be up to the Executive Committee to make the decision. Which bylaws do we abide by if we are not a standing or a special committee of the Commission?

*The Brownfields Advisory Committee puts together Rules of Procedure and the Board of Commissioners authorizes them to address the question of what bylaws/rules they should act under. The Permanent Rules of Procedure are the bylaws or rules under which the BAC is authorized to act. Making suggestions without a quorum seems to defeat the purpose of defining a quorum in the first place and is not in keeping with the attorney recommendations stated above.*

Should the Rules of Procedure address adherence to the Site Selection Criteria when making enrollment decisions?

*The Rules of Procedure address conflicts of interest regarding all decisions that are made by the committee. Enrollment decisions based on the Site Selection Criteria is one specific type of decision made by the committee. Staff recommends keeping guidelines for Site Selection decisions within the Site Selection Criteria document.*

**Language Specific Comments:**

Page 1 Lines 42-43: The sentence structure is not correct. Rephrase language to say the Exec Com authorizes/commits the funds. The BAC recommends to Exec Com.; Exec authorizes funding commitment.

*This comment appears to ask for the exact same meaning as the Rules already state. Staff does not recommend revision. Page 1 Lines 19-20 also refer to the BAC – Exec. Cttee relationship. (see also July 2015 Board of Commissioners Minutes)*

Page 2 Lines 3-6: The Committee is not authorized to authorize funds for expenditure. It is not appropriate or necessary to have Chair involved in authorizing any emergency expenditures. This language should be deleted. Staff are authorized to make such decisions between BAC meetings, possibly in consultation with the Executive Committee, or under terms included in the contract for the site work. Add language under General Activities to reflect this.

*See proposed revision p. 1 line 33.*

Page 2 Line 8: Membership: I think that specifying 13 members is too many and too complicated. I'd prefer to say that the Committee seeks to have membership that ensures a range of relevant perspectives: towns and varied interest groups, such as economic development, health, housing, real estate, at-risk populations, finance, environment. Up to 5 commissioners and an alternate. OK to designate CVEDC and VDH. Others as interested and approved by the committee. Total number of members may vary but will not exceed 13 members.

*See proposed revisions p. 2 lines 8-41.*

Page 2 Line 25: Why was the solid waste interest group struck?

*Seven (7) of the 11 membership seats are apportioned for Interest Groups. Two of these are occupied by standing seats designated for the Central Vermont Economic Development Committee and the VT Dept. of Health Barre District Office. This leaves five (5) seats for other interest groups, so one needed to be removed. A solid waste interest group could also be considered for the environmental interest group area.*

Page 2 Line 33: Membership Terms: I understand wanting extended memberships for continuity purposes. But everyone will expire at the same time, which defeats continuity. Why not just annual appointments?

*See proposed revisions p. 2 lines 33-37*

Page 2 Line 33: Membership Terms: Staggered terms would provide continuity of the membership with and simplify tracking of term expirations.

*See proposed revisions p. 2 lines 33-37*

Page 2 Line 39: Quorum: If we don't specify 13+ members, could a quorum be a majority of the voting membership?

*See proposed revisions p. 2 lines 10-40.*

Page 2 Line 38: Quorum: There is concern that a quorum of 6 will be difficult to achieve on a regular basis to allow the Committee to function. Is the quorum made up of a majority of seats as designated in the Rules of Procedure or a majority of the seats which are actually filled?

*See discussion of attorney membership and quorum recommendations above and revisions on p. 2 lines 8-41. A quorum is majority of the total voting membership seats designated on the body regardless of vacancies or recusals.*

Page 2 Line 41: If quorum is 6, what happens if there is a tie?

*The motion will fail. A new motion can be proposed or the issue discussed further.*

Page 3 Line 1: Voting: This should be replaced by a general discussion of conflict of interest and not voting when there is a conflict of interest.

*A general discussion of conflict of interest is included on p.3 lines 16-34.*

Page 3 Line 8: Voting: This paragraph is unnecessary given the discussion of non-voting members above.

*This information specifies the specific reason those agencies and departments are non-voting, as they have a potential conflict.*

Page 4 Line 20: Days for Notices: Is this realistic? Open meeting law says only a couple of days.

*See proposed revisions p. 4 line 20.*

Page 4 Line 34: Why do procedures need to be authorized by the Board of Commissioners and not the Executive Committee?

*The Board of Commissioners authorized the committee originally, so the authority to authorize the responsibilities of the BAC rests with them. (see also July 2015 Board of Commissioners Minutes)*