



## EXECUTIVE COMMITTEE

February 5, 2018

4:00 p.m. at CVRPC's Office

Page	Time <sup>1</sup>	<u>AGENDA</u>
	4:00	<b>Adjustments to the Agenda</b>
		<b>Public Comment</b>
	4:05	<b>Consent Items</b> (enclosed) <sup>2</sup>
2		a) Meeting Minutes – January 2, 2018
5	4:10	<b>Financial Report</b> (enclosed) <sup>2</sup>
12	4:20	<b>Contract/Agreement Authorization</b> (enclosed) <sup>2</sup>
		a) Nicole Sancibrian, CPA, PLLC – Accounting Services Amendment
16	4:25	<b>Engaging in Discussion of the Future of Act 250</b> (enclosed)
		Staff proposal for development of CVRPC's input on modernizing Act 250
19	4:40	<b>Policies &amp; Procedures</b> (enclosed) <sup>2</sup>
		a) Conflict of Interest Policy
23	5:05	<b>Nominating Committee</b> (enclosed)
		Discussion of prospective committee members
<b>31</b>	5:15	<b>FY2017 Audit Agency of Commerce Response</b> (enclosed) <sup>2</sup>
		Review and approve CVRPC's response.
36	5:25	<b>Commission Meeting Agenda</b> (enclosed) <sup>2</sup>
	5:30	<b>Anticipated Executive Sessions</b>
		a) 1 V.S.A §313(1)(F), Legal (sent separately) <sup>2</sup>
		b) 1 V.S.A §313(3), Personnel (sent separately)
	6:30	<b>Adjourn</b>

<sup>1</sup> All times are approximate unless otherwise advertised

<sup>2</sup> Anticipated action item

## CENTRAL VERMONT REGIONAL PLANNING COMMISSION

## Executive Committee

## DRAFT Minutes

January 2, 2018

## Present:

<input checked="" type="checkbox"/> Julie Potter	<input checked="" type="checkbox"/> Laura Hill-Eubanks	<input type="checkbox"/> Michael Gray
<input checked="" type="checkbox"/> Dara Torre	<input checked="" type="checkbox"/> Steve Lotspeich	<input type="checkbox"/> Don La Haye
<input checked="" type="checkbox"/> Byron Atwood		

Staff: B. Waninger

Guests: None

Chair J. Potter called the meeting to order at 4:05 pm.

**Adjustments to the Agenda**

J. Potter noted the following items would be added to the agenda:

- WBRD and CVTA contract updates
- Executive Director evaluation
- Staff update

**Public Comment**

None.

**Financial Report**

The 11/30 financials were provided at the meeting. B. Waninger noted the audit is complete and Nicole is working to develop the indirect rate proposal. Staff have continued work to reduce administrative costs. She noted that CVRPC is generally doing well and budgets-to-actuals are corresponding to expectations for the year.

**Contract/Agreement Authorization**

Waninger noted that the indirect rate note for the Northfield stormwater should have been deleted.

*B. Atwood moved to authorize the Executive Director to sign the agreements, contracts, and amendments as presented for:*

- Chittenden County Regional Planning Commission – DEC HMGP,
- VT Department of Public Safety – HMGP Mega,
- VT Department of Public Safety – HMGP Mega Admin,
- VT Department of Public Safety – Emergency Management Performance Grant FFY2017,
- Northwest Regional Planning Commission – Act 174 Municipal Assistance Year 2, and

1 • *Department of Environmental Conservation – Northfield Water Street Stormwater Structure;*  
2 *S. Lotspeich seconded. Motion carried.*

3  
4 *B. Atwood moved to authorize the Executive Director to sign the Department of Forests, Parks &*  
5 *Recreation – Forest Integrity Project Aid agreement if the allowable Indirect Rate is amended; L. Hill-*  
6 *Eubanks seconded. Motion carried.*

#### 7 8 **Accounting Services**

9 Waninger discussed services to date. Modernize the financial system is substantially completed. It has  
10 resulted in strong confidence in the financial statements. There are some challenges with availability.  
11 Staff recommends extending the contract to July 31, 2018.

12  
13 *S. Lotspeich moved to authorize the Executive Director to sign the contract amendment for accounting*  
14 *services with Nicole Sancibrian, CPA; D. Torre seconded. Motion carried.*

#### 15 16 **Policies and Procedures**

17 Records Retention – *L. Hill-Eubanks moved to adopt the Records Retention Policy; S. Lotspeich seconded.*  
18 *Motion carried.*

#### 19 20 Personnel Policy Manual –

21 S. Lotspeich requested two corrections:

- 22 • OM, page 92, second to last line...Fill requests for info..add distribution “of” materials
- 23 • OM, Page 93, “assisting finance manager with capital budgets for municipalities”.

24  
25 *D. Torre moved to adopt the Personnel Policy Manual updates with corrections; B. Atwood seconded.*  
26 *Motion carried.*

27  
28 *B. Atwood moved to hire a part-time Finance Manager for up to 24 hours per week; L. Hill-Eubanks*  
29 *seconded. Motion carried.*

#### 30 31 **Strategic Plan FY18 Action Progress Review**

32 Waninger reviewed progress to date. She noted that not having an Office Manager has limited progress  
33 on several items. The Committee discussed progress on *Plan Central Vermont* and supported hiring an  
34 editor for the Plan.

#### 35 36 **FY18 Budget Adjustment**

37 *L. Hill-Eubanks moved to adopt the budget adjustment; B. Atwood seconded. Motion carried.*

#### 38 39 **Public Hearings**

40 The Committee requested staff confirm:

- 41 • whether Regional Plan hearings can be held without a quorum of committee members, and
- 42 • whether Regional Plan hearings work with the Commission’s meeting schedule?

1  
2 *S. Lotspeich moved to hold public hearings for municipal plan approvals in conjunction with the Town*  
3 *Plan Review Committee's meeting on the municipal plan and continue Regional Plan hearings at the*  
4 *Commission meeting; D. Torre seconded. Motion carried.*  
5

#### 6 **Consent Items**

7 S. Lotspeich requested the minutes be removed from the consent agenda.  
8

#### 9 **Minutes**

10 S. Lotspeich noted three corrections:

- 11 • Page 111, Line 25, which made it difficult to "collect" available funds.
  - 12 • Page 111, line 31, contracted "accountant" and "effect"
  - 13 • Page 113, line 21, would fall on January 1.
- 14

15 *S. Lotspeich moved approval of the December 4, 2017 minutes with changes; L. Hill-Eubanks seconded.*  
16 *Motion carried.*  
17

#### 18 **Commission Agenda**

19 The Committee requested the following changes:

- 20 • Place the Regional Energy Plan on the agenda prior to the 2016 Regional Plan Amendment.
  - 21 • Modify the text of the Public Hearings item based on the Committee's approved action.
- 22

23 *B. Atwood moved to approve the Commission agenda with changes; D. Torre seconded. Motion carried.*  
24

#### 25 **Contract Updates**

26 Waninger reported that CVRPC has verbal agreements on administrative service contracts with the  
27 Wrightsville Beach Recreation District and the Cross Vermont Trail Association. She anticipates both  
28 organizations will sign the agreements in January. The sublease to the Cross Vermont Trail Association  
29 needs to be cleared with the landlords per CVRPC's lease terms.  
30

#### 31 **Executive Director Evaluation**

32 Potter noted it was time to complete the annual evaluation of the Executive Director. She discussed the  
33 process. Input will be gathered online from both staff and Executive Committee members. Waninger  
34 will complete a self-evaluation. Potter will compile the information for Committee review. Discussions  
35 are held with the Director in March.  
36

#### 37 **Staff Updates**

38 Waninger informed the Committee of a potential staff medical leave. She is working with the staff  
39 member to identify tasks that must be completed if the leave occurs.  
40

#### 41 **Adjourn**

42 *D. Torre moved to adjourn at 6:14 pm; S. Lotspeich seconded. Motion carried.*



## MEMO

Date: January 30, 2019

To: Executive Committee

From: Bonnie Waninger, Executive Director

Re: Financial Report as of December 31, 2018

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### Audit

The FY17 audit is complete. It was sent to funding agencies and posted to CVRPC's website. The Agency of Commerce's request for additional information will be discussed at the meeting.

### Financial Activities

Invoices through December have been prepared. They are being translated into agency forms.

Nicole continues to develop CVRPC's indirect rate proposal for FY19. CVRPC's FY17 extraordinary circumstances continue to ripple through the organization. CVRPC incurred indirect costs of \$443,272 in FY17 and recovered \$271,082 (~61%). This reflects a full-year vacancy and other activities that increased indirect costs, such as legal services. Direct billing to grants was significantly reduced as the vacancy causing a parallel reduction in indirect recovery (indirect is charged against billable salary and benefits). At the same time, CVRPC was required to maintain salary payments (an indirect cost). This was a perfect storm we hope never to repeat. FY17 the indirect costs will be recaptured in FY19.

CVRPC's modernized financial system allows for closer monitoring of indirect costs this year. As of November 30, CVRPC had incurred indirect costs of \$143,163 and recovered \$143,209 (100%). CVRPC negotiated a higher-than-audited indirect rate with VTrans for FY18 to allow a more equitable recapture of indirect costs

### Financial Statement Explanations

The enclosed financial statements are substantially complete. Several journal adjustments remain to be completed. The statements provide a reasonable representation of the Commission's financial position.

Overall Position

CVRPC is on target for its financial goals this year. Although not well represented on the December financial statement, cash continues to recover.

Utilization of FY18 ACCD funds has begun. CVRPC may under spend these funds due to the carryover of FY17 funds. Eric and Clare developed a plan for utilizing more of the funds for municipal and regional needs. CVRPC will assist Orange and another municipality with plan development, dedicate 160 hours to Local Hazard Mitigation Plan development for eight towns with plans expiring in 2018, and complete substantial work on *Plan Central Vermont*. The FY18 mid-year budget adjustment included editor services to assist with bringing the *Plan* into a unified writing voice and to help distill key concepts.

Balance Sheet

*Cash Balance* - The Commission's cash balance was reduced in December while the August-November invoices were in transition. As of January 26, it was ~\$177,400. The balance will continue to fluctuate due to consultant payments; however, its average should steadily rise through June 30. The checking account balance includes designated funds for the 2-year High Meadows project and deferred income for ACCD FY18 and SERC FY18. \$10,000 was placed in the reserve account in the second quarter. CVRPC has contributed \$15,000 towards its \$25,000 reserve contribution goal for FY18.

*Aged Receivables* - As of January 26, \$78,028.32 remained to be collected on the aged receivables. Outstanding balances are primarily due to delayed billing. The receivables were sent to customers.

*Aged Payables* - As of January 26, all December payables have been paid.

*Liabilities* - Advanced but unearned funds are listed as Deferred Income on the Balance Sheet. These funds include ACCD and LEPC SERC. Use of SERC funds are ahead of schedule.

Accrued Compensated Absences are earned but unused vacation and compensatory time. CVRPC adjusts these balances quarterly. Payment of FY17 year end compensatory time balances will be completed in with the first February payroll. CVRPC has been paying quarterly installments.

*Net Income* - CVRPC budgeted for its Net Income to increase by fiscal year end. As of December 31, Net Income increased from June 30, 2017. Net Income was expected to increase significantly in the first half of FY18 as product-based payments were made. It will decrease in the second half of the year when the majority of non-staff overhead expenses are paid.

Profit and Loss Budget versus Actuals

*Revenue and Expense Review* - To determine how well we are following our budget, we use a benchmark. We calculate the benchmark as the percentage of the budget that we would expect to earned/spend if all revenues and expenses were earned/spent equally over 12 months. This would be 50% for December 31. Significant variances are explained below.

*Revenues* - Revenues less than 50% due to 1) first quarter staff vacancy, 2) the for consultant pass through costs, 3) a delay in the clean water contract award, and 4) variance for transportation field work. Areas of note for include:

ACCD – Reduced in first quarter due to vacant position. Position now filled.  
Brownfields – Primarily pass through to consultants. Spring/summer field work anticipated. One site significantly behind schedule due to factors outside CVRPC's control.  
Fee for Service – Mostly pass through expenses, which were lower than anticipated.  
Municipal Better Back Roads – Majority of field work to occur in spring/summer.  
BC/BT/Plainfield Stormwater Masterplan – Delayed billing. Project will close out in January.  
Berlin Stormwater Masterplan – Delayed billing. Project closing out now.  
High Meadows Resilience – CVRPC expects to use \$22,222 of the \$40,000 in FY18.  
Mad-Kingsbury Stormwater Masterplan – Consultant at early stages of work.  
Water Quality – Contract anticipated for October 1; not under contract. Stopped work.  
HMGP Mega – More time was required than originally anticipated to bring local hazard mitigation plans to completion. Funds are available in the grant.  
LEPC SERC – Project staff anticipates this will end on budget.  
TPI – Studies in the first quarter resulted in first quarter consultant expenses.  
VTrans Better Road – Next contract billing occurs when work is completed.

*Expenses* - Most variances are timing issues since some expenses are not evenly spent throughout the year, such as insurance. This report focuses on items of note rather than variances due to timing. These items include:

Copy – CVRPC held a lease on two copiers through December, which is offset by a 5-month buyout payment from National.  
Billable Supplies – Transportation equipment purchases were made in September.  
Wages and Fringe Benefits – CVTA expenses have not been journal adjusted out of CVRPC's expenses into its subcategory. A vacant position in the first quarter also affected these expenses.

4:28 PM

## Central Vermont Regional Planning Commission

## Balance Sheet

As of December 31, 2017

02/01/18

Accrual Basis

	Dec 31, 17
<b>ASSETS</b>	
Current Assets	
Checking/Savings	
Northfield Savings - Reserve	26,212.60
1000 · Checking	29,823.69
1070 · Peoples - CDBG Disaster Recover	0.42
Total Checking/Savings	56,036.71
Accounts Receivable	
1100 · Accounts Receivable	314,160.47
Total Accounts Receivable	314,160.47
Total Current Assets	370,197.18
Fixed Assets	
12250 · Accumulated Depreciation	-26,067.00
1800 · Equipment	39,785.25
Total Fixed Assets	13,718.25
Other Assets	
1700 · Deposits	4,415.00
1960 · Other Prepaid Expense	2,700.45
Total Other Assets	7,115.45
<b>TOTAL ASSETS</b>	<b>391,030.88</b>
<b>LIABILITIES &amp; EQUITY</b>	
Liabilities	
Current Liabilities	
Accounts Payable	
2001 · *Accounts Payable	96,086.94
Total Accounts Payable	96,086.94
Credit Cards	
Staples Credit Plan	49.28
Total Credit Cards	49.28
Other Current Liabilities	
2100 · FED/FICA withholding	59.87
2110 · State withholding	427.52
2111 · Direct Deposit Liabilities	2.91
2120 · HSA deductible withholding	225.00
2135 · LEPC SERC deferred	1,558.94
2140 · Accrued Vacation	22,284.85
2160 · Accrued Expenses	73.75
2170 · Accrued Compensatory Time	9,339.95
2200 · Pension Liability	3,733.04
2300 · Deferred Income	
ACCD FY18	49,617.51
Total 2300 · Deferred Income	49,617.51
Total Other Current Liabilities	87,323.34
Total Current Liabilities	183,459.56
Total Liabilities	183,459.56



4:28 PM

## Central Vermont Regional Planning Commission

## Balance Sheet

02/01/18

As of December 31, 2017

Accrual Basis

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	Dec 31, 17
Equity	
3100 · Unrestricted Net Position	80,995.55
3200 · Invested in cap	13,718.25
Net Income	112,857.52
Total Equity	207,571.32
TOTAL LIABILITIES & EQUITY	391,030.88

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4:30 PM  
02/01/18  
Accrual Basis

Central Vermont Regional Planning Commission  
Profit & Loss Budget vs. Actual  
July through December 2017

	TOTAL			
	Jul - Dec 17	Budget	\$ Over Budget	% of Budget
Ordinary Income/Expense				
Income				
ACCD	144,282.31	342,560.00	-198,277.69	42.12%
ACCD Match				
Community Development				
BCRC Regional Energy Plan	6,000.00	20,000.00	-14,000.00	30.0%
Brownfields				
Brownfields Grant	125,092.72	299,780.00	-174,687.28	41.73%
Local Energy Planning		5,400.00	-5,400.00	
NRPC Energy	10,800.00	11,800.00	-1,000.00	91.53%
Total Community Development	141,892.72	336,980.00	-195,087.28	42.11%
Fee for Services				
Cross Trail VT Reimbursed Costs				
Cross VT Trail	2,159.00	10,149.00	-7,990.00	21.27%
Cross VT Trail reimbursement		650.00	-650.00	
GIS Project	131.99	1,100.00	-968.01	12.0%
MRVPD Admn	791.74	30,219.00	-29,427.26	2.62%
MRVPD Payroll Reimbursements	17,051.31			
4185 - WBRD Admn		5,000.00	-5,000.00	
Total Fee for Services	20,134.04	47,118.00	-26,983.96	42.73%
Municipal Contracts				
Barre Town Sewer Manholes		1,000.00	-1,000.00	
Better Back Roads	6,300.85	35,437.00	-29,136.15	17.78%
Total Municipal Contracts	6,300.85	36,437.00	-30,136.15	17.29%
Natural Resources				
604B	1,818.00	3,636.00	-1,818.00	50.0%
BC/BT/Plainfield Stormwater MP	52,000.00	41,565.00	10,435.00	125.11%
Berlin Stormwater Master Plan	27,525.00	26,525.00	1,000.00	103.77%
ERP Northfld Village SW		95,000.00	-95,000.00	
Forest Integrity		12,660.00	-12,660.00	
High Meadows Resilience	40,000.00	40,000.00		100.0%
Mad-Kingsbury Stormwater M. Pla	2,000.00	106,000.00	-104,000.00	1.89%
Mad River Corridor Plan	12,000.00	26,878.00	-14,878.00	44.65%
SWCRPC Clean Water Block Grant		112,140.00	-112,140.00	
Water Quality	7,714.73	28,506.00	-20,791.27	27.06%
Total Natural Resources	143,057.73	492,910.00	-349,852.27	29.02%
Other Income				
High Meadows Fund	250.00		250.00	100.0%
Interest Income	15.23			
Miscellaneous Income	7,125.10	5,000.00	2,125.10	142.5%
Total Other Income	7,390.33	5,000.00	2,390.33	147.81%
Public Safety				
DEMHS DPS MOU	7,853.11	7,722.00	131.11	101.7%
EMPG	31,577.23	61,143.00	-29,565.77	51.65%
HMGP MEGA	8,481.07	7,000.00	1,481.07	121.16%
HMGP Mega Admin	130.06	65.00	65.06	200.09%
LEPC SERC	3,357.15	5,000.00	-1,642.85	67.14%
Total Public Safety	51,398.62	80,930.00	-29,531.38	63.51%
Transportation				
DEC Class IV Road Demonstration	11,714.28	11,714.00	0.28	100.0%
Grants in Aid	13,700.19	24,921.00	-11,220.81	54.97%
TPI	139,428.40	236,842.00	-97,413.60	58.87%
VTrans Better Back Road	2,729.81	9,044.00	-6,314.19	30.18%
Total Transportation	167,572.68	282,521.00	-114,948.32	59.31%
4200 - Town Dues				
Town Dues	71,537.40	71,537.00	0.40	100.0%
4202 - Town Dues FY 2017				
Total 4200 - Town Dues	71,537.40	71,537.00	0.40	100.0%
4900 - Salaries To Be Allocated	-10,464.56			
Total Income	743,102.12	1,695,993.00	-952,890.88	43.82%
Gross Profit	743,102.12	1,695,993.00	-952,890.88	43.82%
Expense				
Advertising	75.84	1,890.00	-1,814.16	4.01%
Cleaning	840.00	1,885.00	-1,045.00	44.56%
Consultants	253,570.64	712,664.00	-459,093.36	35.58%
Copy				
Copier extra copies	953.20	825.00	128.20	115.54%
Copier Lease Payments	3,057.43	3,658.00	-600.57	83.58%
Total Copy	4,010.63	4,483.00	-472.37	89.46%
Dues/Pubs/Subs				
Government Relations	1,727.28	6,050.00	-4,322.72	28.55%
Dues/Pubs/Subs - Other	2,939.22	4,400.00	-1,460.78	66.8%
Total Dues/Pubs/Subs	4,666.50	10,450.00	-5,783.50	44.66%

4:30 PM  
02/01/18  
Accrual Basis

Central Vermont Regional Planning Commission  
Profit & Loss Budget vs. Actual  
July through December 2017

	TOTAL			
	Jul - Dec 17	Budget	\$ Over Budget	% of Budget
Equipment - Capital		20,000.00	-20,000.00	
Equipment - Repairs and Mainten		400.00	-400.00	
Interest Expense		50.00	-50.00	
Liability Insurance	1,482.00	1,510.00	-28.00	98.15%
Meetings/Programs	2,621.76	12,592.00	-9,970.24	20.82%
Memberships/Sponsorships				
Office Rent/Occupancy				
Rent/Utility Deposits	20,529.48	41,109.00	-20,579.52	49.94%
Total Office Rent/Occupancy	20,529.48	41,109.00	-20,579.52	49.94%
Other Expenses				
Annual Fees - Line of Credit		150.00	-150.00	
Bad Debt		100.00	-100.00	
Bank Fees		250.00	-250.00	
Gifts	300.00	300.00		100.0%
Total Other Expenses	300.00	800.00	-500.00	37.5%
Postage	1,126.77	2,600.00	-1,473.23	43.34%
Professional Services				
Accounting	24,456.25	52,000.00	-27,543.75	47.03%
Audit	6,365.00	6,365.00		100.0%
Benefits Administration		1,000.00	-1,000.00	
IT/Computer	2,095.50	10,530.00	-8,434.50	19.9%
Legal	457.50	4,600.00	-4,142.50	9.95%
Videography	350.00	2,825.00	-2,475.00	12.39%
Professional Services - Other		23,500.00	-23,500.00	
Total Professional Services	33,724.25	100,820.00	-67,095.75	33.45%
Reserve Contribution		13,000.00	-13,000.00	
Software/Licenses/IT	1,800.00	7,798.00	-5,998.00	23.08%
Supplies - Billable	5,092.97	9,820.00	-4,727.03	51.86%
Supplies - Office				
Equipment/Server		4,630.00	-4,630.00	
GIS Supplies	1,050.30	1,000.00	50.30	105.03%
Office Supplies	1,710.69	7,450.00	-5,739.31	22.96%
Total Supplies - Office	2,760.99	13,080.00	-10,319.01	21.11%
Telephone	3,145.98	7,112.00	-3,966.02	44.24%
Travel	8,592.68	24,377.00	-15,784.32	35.25%
Wages and Fringe Benefits				
Fringe Benefits				
Cross Trail VT Fringe		860.00	-860.00	
CVRPC FICA	16,125.91	37,046.00	-20,920.09	43.53%
Flex Benefits				
Health Insurance	36,677.42	83,098.00	-46,420.58	44.14%
Life Disability Insurance	1,634.94	5,892.00	-4,257.06	27.75%
MRVPD Employee Fringe	4,393.22	8,056.00	-3,662.78	54.53%
Pension Plan	9,214.25	24,213.00	-14,998.75	38.06%
Unemployment Comp	292.00	1,510.00	-1,218.00	19.34%
Workmen's comp	2,089.00	2,600.00	-511.00	80.35%
Fringe Benefits - Other	0.01			
Total Fringe Benefits	70,426.75	163,275.00	-92,848.25	43.13%
Personnel				
Cross VT Trail		9,288.00	-9,288.00	
MRVPD Leased Employees		21,767.00	-21,767.00	
Payroll Direct Deposit Fees	128.00	394.00	-266.00	32.49%
Personnel - Other	215,349.36	484,261.00	-268,911.64	44.47%
Total Personnel	215,477.36	515,710.00	-300,232.64	41.78%
Total Wages and Fringe Benefits	285,904.11	678,985.00	-393,080.89	42.11%
6085 - ACCD - FY16				
6120 - Commission Meetings				
6170 - Miscellaneous				
7000 - Transportation Direct				
7400 - Brownfields expense				
Total Expense	630,244.60	1,665,425.00	-1,035,180.40	37.84%
Net Ordinary Income	112,857.52	30,568.00	82,289.52	369.2%
Other Income/Expense				
Other Expense				
Indirect Costs				
Total Other Expense				
Net Other Income				
Net Income	112,857.52	30,568.00	82,289.52	369.2%



## MEMO

Date: January 29, 2018

To: Executive Committee

From: Bonnie Waninger, Executive Director

Re: Contract/Agreement Approvals

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### GRANT AND SERVICE AGREEMENTS

(Contracts and agreements valued at more than \$25,000)

#### Department of Forests, Parks, & Recreation – Forest Integrity Project Aid

**Update:** Negotiations for the agreement with the Department of Forests, Parks, and Recreation were completed successfully. The Department agreed to accept CVRPC approved indirect rate rather than use a de minimis rate of 10%.

The Department chose to record CVRPC's actual FY18 indirect rate in the agreement. Other state agencies use "approved rate" to reduce the need for annual agreement amendments. The Department agreed to make annual amendments to reflect rate changes. Staff will request that "approved rate" be used for the July 1 amendment.

### CONTRACTS

(Contracts and agreements valued at more than \$25,000)

#### Nicole Sancibrian, CPA – Accounting Services Amendment

☒ **ACTION REQUESTED:** Authorize the Executive Director to sign the revised contract amendment.

**Scope of Work:** Accounting services including full charge bookkeeping, audit preparation, and financial system transition.

**Notes:** The amendment previously approved by the Executive Committee was revised at the contractor's request. Item 1, Subject Matter, was revised to add a caveat related to training time for new staff. New text is underlined in the contract. For training to be completed by July 31, any new employee must begin work by May 15. If the employee begins work after that date, CVRPC agrees to extend the contract for the training task. Ex. Start date of May 30 would extend the contract to August 14. This would allow for a sufficient training period.

## FOR INFORMATION ONLY

(Contracts and agreements valued at \$25,000 or less and site specific contract addendums for the Brownfields Program)

### Department of Public Safety – State Emergency Response Commission Amendment

**Scope of Work:** Support work of Local Emergency Planning Committee 5. The amended funds will be used to support update of the LEPC 5 Annual Hazardous Materials Response Plan.

**Funding:**

Grant Amount: Increased by \$1,000 to a total of \$5,000 (state)

Match Amount: N/A

Match Source: N/A

**Performance Period:** 07/01/17 – 06/30/18

**Staff:** Laura Ranker

**Notes:** This is a contract amendment to increase the award from \$,000 to \$,5000.



## AGREEMENT AMENDMENT

PARTY: Nicole Sancibrian, CPA, PLLC

AGREEMENT #: 2017-08

AGREEMENT AMENDMENT #: 2017-08.A1

EFFECTIVE DATE: January 3, 2018

SUBJECT: Agreement #2017-08, entered into by the Central Vermont Regional Planning Commission, and by Nicole Sancibrian, CPA, PLLC, is amended as follows:

1. **Subject Matter.** The Scope of Work Performance Measures in this Agreement, wherever such references appear in said Agreement and its attachments, shall be changed to add:
  7. Advise CVRPC on adapting and strengthening internal controls by March 31, 2018.
  8. Assist CVRPC in hiring financial staff by June 30, 2018.
  9. Train CVRPC financial staff to operate the financial system successfully by July 31, 2018. If the staff member begins work after May 15, 2018, the end date for this activity will be extended proportionately to insure sufficient training is provided.
  10. Insure the financial system is operating as intended when run by CVRPC staff by July 31, 2018.
2. **Maximum Amount.** The maximum amount payable under this Agreement, wherever such references to the maximum amount appear in said Agreement shall be changed from \$40,560.00 to \$52,000.00. An increased amount of \$11,440.00.
3. **Agreement Term.** The end date wherever such references appear in said Agreement and its attachments, is changed from January 31, 2018 to July 31, 2018.

All other terms and conditions of this Agreement not hereby amended shall remain in full force and effect.

The signatures of the undersigned Parties indicate that each has read this first amendment to Agreement #2017-08 in its entirety and agrees to be bound by the provisions enumerated therein.

**CENTRAL VERMONT REGIONAL  
PLANNING COMMISSION**

**PARTY**

**By:** \_\_\_\_\_

**By:** \_\_\_\_\_

**Name:** Bonnie Waninger

**Name:** Nicole Sancibrian

**Title:** Executive Director

**Title:** Owner

**Date:** \_\_\_\_\_

**Date:** \_\_\_\_\_

In 2017 the Vermont Legislature established the Commission on Act 250: the Next 50 Years. The purpose of the Commission on Act 250 is to review the vision for Act 250 adopted in 1970 and its implementation with the objective of ensuring that, over the next 50 years, Act 250 supports Vermont's economic, environmental, and land use planning goals. Specifically, the Commission on Act 250 shall:

- Review the goals, history, and implementation of Act 250
- Engage Vermonters on their priorities for the future of the Vermont landscape, including how to maintain Vermont's environment and sense of place, and address relevant issues that have emerged since 1970
- After performing the tasks and review outlined in statute, submit a report with recommended changes to Act 250 to achieve the goals stated in the findings made in the 1970 legislation and the Capability and Development Plan adopted in 1973

In support of Commission on Act 250, the CVRPC should provide comments that incorporate the perspectives of those persons that interact or are impacted by the current Act 250 process. Input for the CVRPC's comments to the Commission on Act 250 should include a diverse cross-section of participants in the Act 250 process such as business leaders, economic development groups, applicants, engineers, land owners, municipal officials, or other groups. The purpose of this solicitation will be to identify aspects of the current Act 250 process that are deemed to work, not work, should be updated, or should be removed from the process all together. Specific comments will be distilled down to general topic areas that can be reviewed and discussed by the CVRPC.

The CVRPC, as a statutory party under Act 250 may have its own comments or issues to include, however understanding and gathering input from the larger regional community will provide a more comprehensive look at the entire Act 250 process. For example, a developer who is going through the application process may focus more on the specific criteria that need to be addressed in the application and the fees associated with this process. Whereas a state agency will be focusing on specific criteria of an application where their comments will be pinpointed. A possible process to develop these comments could include:

**1. STAFF ENGAGES COMMUNITY GROUPS IN DISCUSSIONS TO SOLICIT INPUT ON ACT 250**

Staff will engage community groups and regional partners to solicit input on their experiences with the Act 250 process. The purpose of this outreach will be to determine if common themes or topics exist among the various entities that work within the Act 250 framework. Staff will engage the regional partners on multiple fronts including general outreach and targeted outreach.

General Outreach

Staff will prepare a survey for general distribution to all regional partners and municipalities. Specific survey questions may include:



- Is Act 250 meeting or fulfilling its original identified purpose?
- Does the Act 250 process duplicate or contradict local development reviews?
- Are the fees or expenses associated with Act 250 applications reasonable?
- What aspects of the Act 250 process would you change?
- What aspects of the Act 250 process would you keep?

### Targeted Outreach

Staff will reach out to specific partners that have been actively involved in the Act 250 process such as municipalities, engineering firms, or housing groups. To identify which entities should be directly engaged, staff will review the CVRPC's Act 250 database to identify the municipalities and applicants that have been the most active over the past several years. These entities will be directly engaged to solicit more specific or detailed input and information with the Act 250 process. Targeted outreach may also include discussions with regional partners such as the Central Vermont Economic Development Corporation to engage at a more detailed level.

## **2. STAFF PRESENTS OVERVIEW OF THE COMMISSION ON ACT 250 TO THE PROJECT REVIEW COMMITTEE**

Staff will provide the Project Review Committee with an overview of the Commission on Act 250 so the Project Review Committee can understand the charge of the Commission on Act 250 in order to provide feedback. This would be done for educational purposes and could also be provided to the CVRPC Board of Commissioners. The Project Review Committee is the Commission's conduit for being involved in the Act 250 process therefore they have the most relevant experience from a RPC perspective. Topics may include:

- Overall purpose of Act 250 (*Is the CVRPC effectively meeting their charge?*)
- How the hearing process works (*What is the CVRPC's role in this process?*)
- How the Act 250 process is administered (Are there other opportunities for the CVRPC to provide input during the application process?)

This presentation will be intended as an educational opportunity so the Project Review Committee can better understand the process and may occur during the comment solicitation process as noted in item 1.

## **3. STAFF PREPARES DRAFT COMMENTS FOR CONSIDERATION BY THE PROJECT REVIEW COMMITTEE**

The comments received through the general and targeted outreach as noted in item 1 will be distilled into generalized categories including any specific insights to provide a baseline for the intent of the comment. An example could include the general topic of "*Criteria*" with the specific insight noting that, "*all criteria may not apply in every circumstance, therefore it is unnecessary or onerous to address each one.*" These results will be discussed by the Project Review Committee for feedback. Additionally, the Project Review Committee will be asked for their input regarding the Act 250 process.

#### 4. THE PROJECT REVIEW COMMITTEE MAKES A RECOMMENDATION TO THE CVRPC BOARD OF COMMISSIONERS

The Project Review Committee will discuss the comments that have been developed by staff and offer any suggestions including updates, changes, deletions, or additions of comments. The Project Review Committee will draw on its experience with reviewing projects including the types of projects, information provided in the application, and other factors that have impacted their experiences with the process. The Project Review Committee will ultimately endorse and refer specific comments to the CVRPC Board of Commissioners for their consideration.

#### 5. THE CVRPC BOARD OF COMMISSIONERS REVIEWS & ENDORSES COMMENTS

The comments that are endorsed by the Project Review Committee will be forwarded to the CVRPC Board of Commissioners for their consideration. The CVRPC Board of Commissioners will review the comments and provide input as appropriate. The CVRPC Board of Commissioners may solicit additional public input prior to finalizing the comments to ensure the comments from regional partners is included to the extent practical. Once finalized, the CVRPC Board of Commissioners should provide their comments to the Commission on Act 250.

#### TIMELINE

Currently, the Commission on Act 250 is on hiatus until the end of the current legislative session with the intent of reconvening in June. When the Commission on Act 250 reconvenes, they will conduct a series public engagement efforts to further collect comments and input on how to refine and improve the Act 250 process. The ultimate goal of the Commission on Act 250 is to compile a report on potential changes to Act 250 by December 15, 2018.

A general timeline for the CVRPC to collect input and develop comments could include:

- |                  |   |
|------------------|---|
| February 2018 –  | Conduct outreach to specific partners for face-to-face and input including attendance at meetings or discussions with participants in the Act 250 process.    |
|                  | Develop an online survey that can be used to solicit input and distribute to regional partners, municipalities, and other participants in the Act 250 process |
| April 2018 –     | Compile and distill input received through outreach efforts and draft general comments and present to the Project Review Committee for review                 |
| May 2018 –       | Present comments to the CVRPC Board of Commissioners for discussion and input   |
| June/July 2018 – | Review and finalize comments to the Commission on Act 250   |



## MEMO

Date: February 1, 2018

To: Executive Committee

From: Bonnie Waninger, Executive Director

Re: Conflict of Interest Policy

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At its December meeting, the Executive Committee discussed conflict of interest in the context of developing Rules of Procedure for the Committee. The Committee requested that staff research the issue of conflict of interest as it related to a Commissioner's representation of town interests. Staff was also directed to develop a draft conflict of interest policy for the Committee's review.

**✉ ACTION REQUESTED:** Recommend the updated Conflict of Interest Policy for adoption by the Board of Commissioners.

### Purpose of Conflict of Interest Policies

Research conducted by staff determined that the concept of Conflict of Interest relates to financial or tangible personal benefit, especially as it pertains to the award of contracts. Conflict of interest separates personal interest from public interest.

### Commissioner Representation of Municipal Interests

Commissioners are appointed to represent the public interest of municipalities. RPCs stated they do not require Commissioners to recuse themselves from participating in conversations regarding the municipalities they represent because that representation is the heart of the Commissioner's appointment. Once appointed to the RPC Board, Commissioners have a legal obligation to make decisions in the best interest of RPC. Municipal perspectives are an important part of those decisions.

### Conflict of Interest Policy

The enclosed draft adapts language in the Commission's existing Commissioner policy and Personnel Policy to frame a policy applicable to three parties: Commissioners, employees, and agents. Federal regulations adopted in 2014 (2 CFR Part 200) require recipients of federal funds to address all three.



DRAFT 01/31/18

## Conflict of Interest Policy

Adopted by the Board of Commissioners \_\_\_\_/\_\_\_\_/\_\_\_\_

### Preamble

A public official must exercise his or her authority solely for the benefit of the public and, in fact, stand in a fiduciary relationship to the public. He or she is held by the law to a most rigid standard with respect to any activity which places his or her individual interest in a position where collision with public responsibility becomes possible. The law requires that not only must public officials actually separate private interests from public responsibility, but must also give every appearance of this separation.

This Policy applies in the event a Commissioner, employee or agent (herein described collectively as "Party") of the Central Vermont Regional Planning Commission (Commission) has a personal or fiduciary relationship with any individual, partnership, firm or corporation seeking to contract with the Commission, or to provide materials or labor thereto, or has a personal or fiduciary interest in a project or in a project before Act 250 or other regulatory board where the Commission is a party.

### Definition

Conflict of Interest. "Conflict of interest" means a personal or pecuniary interest of a Party. Such a conflict would arise when:

- 1) a Party of the Commission,
- 2) any member of his or her immediate family,
- 3) his or her partner, or
- 4) an organization which employs or is about to employ any of (1) through (3) above,

have a financial or other interest in or a tangible personal benefit in the outcome of any particular matter pending before the Commission, including the award of contracts and sub-contracts.

A real conflict of interest exists when a private interest exists leading to a personal benefit or gain. An apparent conflict of interest exists when there is a perception that a conflict of interest exists leading to a personal benefit or gain.

Commissioner. "Commissioner" means a member of the Central Vermont Regional Planning Commission's Board of Commissioners. Alternate Commissioners are considered "Commissioners" for purposes of this Policy.

Agent. An "Agent" is a party that has express (oral or written) or implied authority to act for the Commission so as to bring the Commission into a contractual relationship with another party. An agency is under the control (is

obligated to) the Commission, and when acting within the scope of his or her authority delegated by the Commission binds the Commission with his or her acts.

**Comment [BW1]:** These definitions can be removed, if desired.

### Code of Conduct

Parties of the Commission must take all reasonable steps to avoid any action or circumstance, whether or not strictly prohibited by this code, which might result in, or create the appearance of:

1. undermining their independence or impartiality of action;
2. taking official action on the basis of unfair considerations, unrelated to the merits of the matter;
3. giving preferential treatment to any interest on the basis of unfair considerations, unrelated to the merits of the matter;
4. using public office for the advancement of personal financial interests;
5. using public office to secure special privileges or exemptions; or
6. affecting adversely the confidence of the public in the integrity of affairs of the Commission.

Party's of both the Commission and the Commission's sub-grantees will neither solicit nor accept gratuities, favors, or anything of monetary value (excluding calendars, pens, and other nominal items) from contractors, potential contractors, or parties to sub-agreements. In these cases, the gift must be disclosed to the Commission's Executive Director, or in the case of the Executive Director, to the Commission Chair.

**Comment [BW2]:** Language of this paragraph is required under 2 CFR §200.318. The Commission could establish a monetary value for nominal gifts, such as \$25 or \$50.

Upon joining the Commission or at the beginning of the fiscal year, Parties will review and sign this Policy to indicate that they have read, understood, and agree to comply with it. Failure to sign the Policy will result in the individual or organization being barred from discussion and voting on Commission business and/or other sanctions imposed by the Commission.

**Comment [BW3]:** Does the Committee believe this is the appropriate sanction?

### Commissioner, Employee or Agent Actions

In the event a real or apparent conflict of interest, as herein defined, does or would result, the Party must, regardless of contract amount, act as follows:

- 1) state on the record the nature of his or her interest,
- 2) refrain from all formal or informal discussion with any other Parties with respect to such contract or project, and
- 3) must not vote on the question of its issuance or approval or disapproval.

Employee disclosure, actions, and sanctions are governed by the Commission's Personnel Policies. Agents must disclose such interest to the Executive Director immediately, either verbally or in writing, and must not be involved further in the question of the contract issuance.

No Party of the Commission may participate in the selection, award, or administration of a contract supported by a Federal or State award if he or she has a real or apparent conflict of interest. The Commission must disclose in writing any potential conflict of interest to the Federal awarding agency or pass-through entity in accordance with applicable Federal awarding agency policy.

**Comment [BW4]:** Federal language required under 2 CFR §200.318. Best practice is to include "State" since state policies migrate to mirror federal policy.

### Resolving Conflicting Interests

In the event a Commissioner or member of a Commission committee or workgroup is uncertain whether he or she has a conflict of interest in any matter or is challenged in any matter, the Board of Commissioners or the Committee or workgroup in which the Party is involved, must state for the record its position as determined by

roll call vote.

The Board of Commissioners has the ultimate authority over conflict of interest decisions for the Commission's committees and workgroups. It may negate a decision made by a committee or workgroup if it votes to override a conflict of interest decision made by those groups at its next meeting. Staff must appraise the Commission of any conflict of interest decisions made by a committee or workgroup.

The Commission's Personnel Policies govern resolution of conflict of interests regarding employees. In the event an Agent is uncertain or is challenged, the Executive Director determines whether a conflict of interest exists.

### Sanctions

In the event that a Party subject to this Conflict of Interest Policy violates the Policy, the following sanctions will apply:

- 1) Commissioner. Violations of this Policy by a Commissioner may result in removal from office. The Commission must make written report of a violation of this Policy to the governing body of the municipality the Commissioner represents. Additionally, the Commissioner may be removed temporarily or barred permanently from participating in the committee, project workgroup, or other Commission interest related to the conflict.
- 2) Employee. All employees are subject to the Commission's Personnel Policies. The Policies may provide additional guidance and standards for employee conduct in regards to conflicts of interest. Violations of this Policy or supplemental conflict of interest and code of conduct information in the Personnel Policies by employees will result in disciplinary actions as described in the Commission's Personnel Policies.
- 3) Agent. Violations of this Policy by an agent may result in removal from agent status. The Commission will document the violation in writing and maintain such documentation in the organization's files for future reference. Depending on the nature and extent of violation, an agent may be removed temporarily or barred permanently from acting on the Commission's behalf.

### Acknowledgement

I acknowledge that I have read, understood, and agree to comply with this Policy.

\_\_\_\_\_  
Printed Name

\_\_\_\_\_  
Signature

\_\_\_\_\_  
Date

**Comment [BW5]:** 2 CFR §200.318 requires that the Commission define disciplinary actions it will impose if this Policy is violated by any Party.



### **Nominating Committee Guidelines**

Adopted by the Commission March 9, 1999

The prime consideration of the Nominating Committee should be the best interest of the Commission and its future.

The Nominating Committee shall seek to balance the interests of the Commission in order to have the Executive Committee as reflective of the Commission as possible.

As long as one member of the Nominating Committee wants an individual considered, the entire Committee will objectively evaluate that potential candidate. The Nominating Committee, having any reasonable interest in a qualified candidate, shall request that the candidate express his or her interest in being considered.

The quality of Executive Committee participation is more important than length of stay on the Committee. Candidates willing to dedicate one year to the Executive Committee should be considered.

The Nominating Committee feels that in order to continuously provide fresh views it is good to have a small turn over in members of the Executive Committee.

The Chairperson will be elected with the assumption that the Chairperson will serve for two terms. The Nominating Committee will first consider a previous vice-chair (if at all possible). A service record that shows dedication to the Commission shall be considered.

To be nominated for vice-chairperson, the person should have previously served on the Executive Committee for at least one year and have an attendance record that shows dedication to the Commission. It is assumed the vice-chair will succeed to the chair.

The treasurer, secretary, and three members-at-large will also be nominated. The following requirements must be met by the candidates:

- served on the Commission for at least one year;
- participated on one or more committees during their term; and
- an attendance record that shows dedication to the Commission.

**CENTRAL VERMONT REGIONAL PLANNING COMMISSION  
BOARD OF COMMISSIONERS**

FY 2017

Municipality	Commissioner	Appointed	Jul	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
Barre City	Janet Shatney	By BC June 2014; By Woodbury July 2009-Feb 2014	X		Called	X	X	X	X	X		Called	X	X
Barre Town	Byron Atwood, Chair	October 2009	X		X	X	X		X	Called		X	X	X
	Mark Nicholson, Alt.			N							C			
Berlin	Robert Wernecke			O		X		X	X	X	A	X	Called	X
	Karla Nuissl, Alt.	?2016 or 2017	X								N			
Cabot	Dick Payne			M	X	X		X	X		C		X	X
Calais	Paul Rose/John Brabant	04/15; 03/27/17	X	E							E	X		
	Jan Ohlsson, Alt	10/2016		E		X		X		X	L	X		
Duxbury	Brian Fitzgerald		X	T		X	X	X		X	L		X	x
	Alan Quackenbush, Alt.			I	X						E	X		
E. Montpelier	Julie Potter, Vice Chair	May 2014; appt Alt Commissioner April 2013	X	N	X	X	X	X	X	X	D	X	X	x
	Jack Pauly, Alt.	April 2015	X	G	X	X		X		X			X	
Fayston	Carol Chamberlin										D			
Marshfield	Ivan Shadis	07/05/16			X			X		X	U	X	X	
Middlesex	Ron Krauth		X		X	X	X	X	X	X	E	Called	X	X
Montpelier	Tina Ruth, Secretary/Kirby Keeton	04/12/17	X		X	X	X	X	X	Called		Resigned	X	X
	Mike Miller, Alt.										T	X		
Moretown	Dara Torre	Sept. 2013	X		X		X		X	X	O	X		X
Northfield	Laura Hill-Eubanks	May 2013	X		X	X	X	X	Called	X		X	X	X
Orange	George Malek/Lee Cattaneo	05/2017	X			X		X		X	W	Vacant	Vacant	X
Plainfield	David Strong, Treasurer/Bram Towbin		X		X	X	X		X	X	E	X	X	X
	Robert Atchinson, Alt.										A			
Roxbury	Gerry D'Amico		X		Called			X		X	T	X	X	
Waitsfield	Don La Haye	By Wtsfld Nov 2012; By Warren April 2005 & Alt Jan 2003	X		X	X	X	X	X	X	H	X	X	X
	Harrison Snapp, Alt.										E			
Warren	Camilla Behn/Daniel Raddock	05/2017	X		X					X	R		Vacant	
Washington	Gary Winders													
Waterbury	Steve Lotspeich	Aug 2014	X		Called	X	X	X	X	X		X	X	X
Williamstown	Larry Hebert	at least prior to 2004	X		X		X	X	X	Called		X	X	X
Woodbury	Michael Gray	Jan 2016	X		X	X	X	X	X	X		X	X	X
Worcester	Bill Arrand		X		X	X	X	X		X		Called	X	X
	<b>Attendance</b>		20		16	15	13	18	13	18		16	17	17
	<b>Quorum Attendance</b>		19		15	14	13	17	13	17		15	16	17
	<b>Quorum<sup>1</sup></b>		Y		Y	Y	Y	Y	Y	Y		Y	Y	Y

<sup>1</sup>A quorum of Commissioners of this Commission for holding meetings and transacting business shall be a majority of the duly appointed municipal Commissioners (12).



Municipality	Commissioner	Appointed	No Yrs	Jul	Aug	Sept	Oct	Nov	Dec	Jan	Feb	Mar	Apr	May	Jun
Barre City	Janet Shatney	June 2014; Represented Woodbury July 2009-Feb 2014	8	X		X	X	X		Called					
Barre Town	Byron Atwood,	October 2009	8			X	X			X					
Berlin	Mark Nicholson, Alt.														
	Robert Wernecke			X	N	Called		Called		X					
	Karla Nuissi, Alt.	72016 or 2017			O				C						
Cabot	Dick Payne/ Amy Hornblas	11/06/17	<1	X		X	X	X	A						
Calais	John Brabant	03/27/17	<1	X			X		N	X					
	Jan Ohlsson, Alt	10/2016	1		M	X			C	X					
Duxbury	Brian Fitzgerald			X	E	X	X	X	E	X					
	Alan Quackenbush, Alt.				E				L						
E. Montpelier	Julie Potter, Chair	May 2014; appt Alt Commissioner April 2013	4	X	T	X	X	X	L	X					
	Jack Pauly, Alt.	April 2015	2		I	X	X	X	E	X					
Fayston	Carol Chamberlin	07/05/16	1		N				D						
Marshfield	Ivan Shadis				G										
Middlesex	Ron Krauth			X		X	X	X	D						
Montpelier	Kirby Keeton	04/12/17	<1	Called		X	X		U	X					
	Mike Miller, Alt.								E						
Moretown	Dara Torre, Secretary	Sept 2013	4	X		X	X	X							
Northfield	Laura Hill-Eubanks, Vice Chair	May 2013	4	X		X	X	X	Called	Called					
Orange	Lee Cattaneo	May 2017	<1			X				X					
Plainfield	Bram Towbin	Commissioner July 2017		X		X	X	X	T	X					
	Robert Atchinson, Alt.								O						
Roxbury	Gerry D'Amico					X	X								
Waitsfield	Don La Haye	Nov 2012; appt Warren Alt Commissioner Jan 2003, Commissioner April 2005	15	X		X	X	X	W	X					
	Harrison Snapp, Alt.								E						
Warren	Daniel Raddock	May 2017	<1						A						
Washington	Gary Winders								T						
Waterbury	Steve Lotsperch	Aug 2014	3	X		X	X	X	H	X					
Williamstown	VACANT								E						
Woodbury	Michael Gray, Treasurer	Jan 2016	2	Called		X	X	X	R						
Worcester	Bill Arrand					X	X	X		Called					
	Attendance			12		18	17	13		12	0	0	0	0	0
	Quorum Attendance			12		17	16	12		11	Y	Y	Y	Y	Y
	Quorum <sup>1</sup>			Y		Y	Y	Y		N	Y	Y	Y	Y	Y

**CVRPC Nominating Committee**

Executive Director serves as ex officio member.

2003

Harrison Snapp, Waitsfield  
Carol Davis, Washington  
Kathleen Lott, Northfield

2004

Peter Comart, Worcester  
Ed Larson, Montpelier  
Tim Carver, East Montpelier

2005

Mark Nicholson, Barre Town  
Rhonda Shippee, Calais  
Margaret Torizzo, Fayston

2006

Stan Walker, Duxbury  
Carol Davis, Washington  
Harrison Snapp, Waitsfield  
George Malek, Orange

2007

Ed Larson, Montpelier  
John Hurley, Berlin  
Tom Frazier, Roxbury  
Dick Payne, Cabot

2008

Harrison Snapp, Waitsfield  
Tim Carver, East Montpelier  
Don La Haye, Warren

2009

Tom Frazier, Roxbury  
Larry Hebert, Williamstown  
Ray McCormack, Washington  
Gunner McCain, Waterbury

2010

Robert Wernecke, Berlin  
Tim Carver, East Montpelier  
Rhonda Shippee, Calais

2011

Larry Hebert, Williamstown  
Gunner McCain, Waterbury  
George Malek, Orange

2012

Bill Arrand, Worcester  
Tim Carver, East Montpelier  
Byron Atwood, Barre Town

2013

Gunner McCain, Waterbury  
Bob Wernecke, Berlin  
Larry Hebert, Williamstown

2014

Faeterri Silver, Marshfield  
Tina Ruth, Montpelier  
Ron Krauth, Middlesex

2015

Bob Wernecke, Berlin  
Dara Torre, Moretown  
Laura Hill-Eubanks, Northfield

2016

Don La Haye, Waitsfield  
Bill Arrand, Worcester  
Steve Lotspeich, Waterbury (Chair)

2017

David Strong, Plainfield (Chair)  
Byron Atwood, Barre Town  
Ivan Shadis, Marshfield

2018

***CVRPC List of Executive Committee members and Commission Officers***

**May 1995** – when Executive Committee membership became 7, including the CORC rep.

Chair: Doug Reed, Moretown

Vice-Chair: Tom Frazier, Roxbury

Treasurer: George Malek, Orange

Secretary: Gunner McCain, Waterbury

Council of Regional Commissions: Dennis Darrah, Middlesex

At large: Harrison Snapp, Waitsfield; George Mitchell, Northfield

**May 1996**

Chair: Gunner McCain, Waterbury

Vice-Chair: Tom Frazier, Roxbury

Treasurer: George Malek, Orange

Secretary: Therese Ackerman, Barre City

Council of Regional Commissions: Dennis Darrah, Middlesex

At large: Harrison Snapp, Waitsfield; Ed Blackwell, East Montpelier

**May 1997**

Chair: Gunner McCain, Waterbury

Vice-Chair: Tom Frazier, Roxbury

Treasurer: Stan Walker, Duxbury

Secretary: Therese Ackerman, Barre City

Council of Regional Commissions: David Healy, Calais

At large: Ed Blackwell, East Montpelier; Harrison Snapp, Waitsfield

**May 1998**-CORC representative no longer required to be a member of the Exec. Cttee.

Chair: Tom Frazier, Roxbury

Vice-Chair: Stan Walker, Duxbury

Treasurer: Ed Blackwell, East Montpelier

Secretary: Harrison Snapp, Waitsfield

At large: Carol Davis, Washington; Gunner McCain, Waterbury; David Hoyne, Fayston

**May 1999**

Chair: Tom Frazier, Roxbury

Vice-Chair: Stan Walker, Duxbury

Treasurer: Ed Blackwell, East Montpelier

Secretary: Harrison Snapp, Waitsfield

At large: Carol Davis, Washington, David Hoyne, Fayston; Mark Nicholson, Barre Town

**May 2000**

Chair: Stan Walker, Duxbury

Vice-Chair: Ed Blackwell, East Montpelier

Treasurer: Carol Davis, Washington  
Secretary: Harrison Snapp, Waitsfield  
At large: Tom Frazier, Roxbury; Gunner McCain, Waterbury; Ed Larson, Montpelier

**May 2001**

Chair: Stan Walker, Duxbury  
Vice-Chair: Gunner McCain, Waterbury  
Treasurer: Harrison Snapp, Waitsfield  
Secretary: Ed Larson, Montpelier  
At large: Tom Frazier, Roxbury; Carol Davis, Washington; Rhonda Shippee, Calais

**May 2002**

Chair: Gunner McCain, Waterbury  
Vice-Chair: Tom Frazier, Roxbury  
Treasurer: Harrison Snapp, Waitsfield  
Secretary: Ed Larson, Montpelier  
At large: Carol Davis, Washington; Rhonda Shippee, Calais; Stan Walker, Duxbury

**May 2003**

Chair: Gunner McCain, Waterbury  
Vice-Chair: Tom Frazier, Roxbury  
Treasurer: Harrison Snapp, Waitsfield  
Secretary: Ed Larson, Montpelier  
At large: Larry Hebert, Williamstown; Rhonda Shippee, Calais; Stan Walker, Duxbury

**May 2004**

Chair: Ed Larson, Montpelier  
Vice-Chair: Harrison Snapp, Waitsfield  
Treasurer: Rhonda Shippee, Calais  
Secretary: Larry Hebert, Williamstown  
At large: Gunner McCain, Waterbury; Stan Walker, Duxbury; Dick Payne, Cabot

**May 2005**

Chair: Ed Larson, Montpelier  
Vice-Chair: Larry Hebert, Williamstown  
Treasurer: Rhonda Shippee, Calais  
Secretary: Harrison Snapp, Waitsfield  
At large: Gunner McCain, Waterbury; Stan Walker, Duxbury; Dick Payne, Cabot

**May 2006**

Chair: Larry Hebert, Williamstown  
Vice-Chair: Rhonda Shippee, Calais  
Treasurer: Margaret Torizzo, Fayston  
Secretary: Don LaHaye, Warren  
At large: Gunner McCain, Waterbury; Stan Walker, Duxbury; Ed Larson, Montpelier

**May 2007**

Chair: Larry Hebert, Williamstown

Vice-Chair: Stan Walker, Duxbury

Treasurer: Gunner McCain, Fayston (to replace M. Torizzo 12/07)

Secretary: Rhonda Shippee, Calais

At large: Paul Bicia, Plainfield; George Malek 12/07; John Hurley, Berlin 1/08

**May 2008**

Chair: Stan Walker, Duxbury

Vice-Chair: Paul Bicia (Gunner McCain elected 3/2009 to fill the unexpired term.)

Treasurer: John Hurley, Berlin (Tim Carver elected 9/2008 to fill the unexpired term.)

Secretary: Rhonda Shippee, Calais

At large: Tom Frazier, Roxbury; Don La Haye, Warren; Larry Hebert, Williamstown

**May 2009**

Chair: Stan Walker, Duxbury

Vice-Chair: Tom Frazier, Roxbury

Treasurer: Don La Haye, Warren

Secretary: Rhonda Shippee, Calais

At large: Tim Carver, East Montpelier; Ron Krauth, Middlesex; David Borgendale, Montpelier

**May 2010**

Chair: David Borgendale, Montpelier

Vice-Chair: Don LaHaye, Warren

Treasurer: Bob Wernecke, Berlin

Secretary: Tim Carver, East Montpelier

At large: Ron Krauth, Middlesex, Ray McCormack, Washington, Stan Walker, Duxbury

**May 2011**

Chair: Bob Wernecke, Berlin

Vice-Chair: Don LaHaye, Warren

Treasurer: Ray McCormack, Washington

Secretary: Tim Carver, East Montpelier

At large: Ron Krauth, Middlesex; George Malek, Orange; Byron Atwood, Town of Barre

**May 2012**

Chair: Bob Wernecke, Berlin

Vice-Chair: Don LaHaye, Warren

Treasurer: Byron Atwood, Barre Town

Secretary: Tim Carver, East Montpelier

At large: Ron Krauth, Middlesex; George Malek, Orange; Michael Miller, Barre City

**May 2013**

Chair: Don La Haye, Waitsfield

Vice-Chair: Byron Atwood, Barre Town

Treasurer: Michael Miller, Barre City

Secretary: Tina Ruth, Montpelier

At large: Bob Wernecke, (past chair) Berlin; George Malek, Orange; David Strong, Plainfield

**May 2014**

Chair: Don La Haye, Waitsfield

Vice-Chair: Byron Atwood, Barre Town

Treasurer: ~~Michael Miller, Barre City~~ David Strong, Plainfield (to fill unexpired term)

Secretary: Tina Ruth, Montpelier

At large: Bob Wernecke, (past chair) Berlin; George Malek, Orange; ~~David Strong, Plainfield~~ Julie Potter, East Montpelier (to fill unexpired term)

**May 2015**

Chair: Byron Atwood, Barre Town

Vice-Chair: Julie Potter, East Montpelier

Treasurer: David Strong, Plainfield

Secretary: Tina Ruth, Montpelier

At large: Don La Haye (past chair) Waitsfield; Laura Hill-Eubanks, Northfield; Larry Hebert, Williamstown

**May 2016**

Chair: Byron Atwood, Barre Town

Vice-Chair: Julie Potter, East Montpelier

Treasurer: David Strong, Plainfield

Secretary: Tina Ruth, Montpelier

At large: Don La Haye (past chair) Waitsfield; Laura Hill-Eubanks, Northfield; Larry Hebert, Williamstown

**May 2017**

Chair: Julie Potter, East Montpelier

Vice-Chair: Laura Hill-Eubanks, Northfield

Treasurer: Michael Gray, Woodbury

Secretary: Dara Torre, Moretown

At large: Byron Atwood (past chair), Barre Town, Don La Haye, Waitsfield, Steve Lotspeich, Waterbury

**May 2018**

Chair:

Vice-Chair:

Treasurer:

Secretary:

At large:

State of Vermont  
Department of Housing and Community Development  
Deane C. Davis Building – 6<sup>th</sup> Floor [phone] 802-828-5225  
Montpelier, VT 05620-0501

*Agency of Commerce and  
Community Development*

January 25, 2018

Bonnie Waninger, Executive Director  
Central Vermont Regional Planning Commission  
29 Main Street, Suite 4  
Montpelier, VT 05602

Via Email: waninger@cvregion.com

RE: Central Vermont Regional Planning Commission;  
Regional Planning Commission Grant # 07110-RPC-2018-02  
Financial Statement and Audit Report for Fiscal Year 2017  
Response Required

Dear Ms. Waninger:

Agency staff has completed the review of the Central Vermont Regional Planning Commission's CVRPC's Independent Auditor's Report and Financial Statements for Fiscal Year 2017 and is issuing the following management decision letter as recommended by the Office of Management and Budget Circular (OMB) Uniform Guidance, "Audits of States, Local Governments and Non-Profit Organizations" and Vermont State Bulletin 5. The audit was prepared by the accounting firm of Batchelder Associates, PC for the year ended June 30, 2017.

We have released your payment with the submission of the Audit report; however, we require a written response to issues in the Audit report.

A key component of the Agency's review of the Commission's Audit Report and Financial Statements is to confirm the stability of the financial health of the organization. As stated in the Audit report, CVRPC's net position decreased by \$76,737 due in large part to increased wages and benefits which was 85% of the total expenses. This caused a reportable operating loss of \$76,737 for the year ending of June 30, 2017.

Additionally, budgeted revenues fell far short of actuals by \$335,149 and budgeted expenditures were greater than actuals by \$223,834, leaving an overall deficit in the operating budget of \$111,017.

It is acknowledged that with the increase in performance-based contracting where payment is made when deliverables are produced and based on reimbursement of actual costs requires CVRPC to have the ability to advance payment. This requires sound budgeting and building a cash reserve to avoid a deficit position and build the long-term financial health of the Organization.



CVRPC Grant # 07110-RPC-2018-02

Page 2

January 25, 2018

Please provide a detailed explanation and timeline to eliminate the deficit position, outlining the strategic steps to be taken through reducing expenditures and/or increasing revenues, and any other steps to be considered. **This should be submitted to Cassie Bell's attention by February 15, 2018.**

Please contact Cassie Bell at 802-828-5211 or [cassie.bell@vermont.gov](mailto:cassie.bell@vermont.gov) if you have any questions.

Sincerely,



Ann Karlene Kroll

Director of Grants Management

AKK: ceb

cc: Josh Hanford, DHCD Deputy Commissioner  
Faith Ingulsrud, Community Planning and Revitalization  
Julie Potter, Chair of the Commissioners, Representative from East Montpelier





February 6, 2018

Ann Karlene Kroll, Grants Management Director  
Vermont Agency of Commerce and Community Development  
One National Life Drive  
Deane C. Davis Building, 6th Floor  
Montpelier, VT 05620-0501

Re: January 25, 2018 Audit Response Letter

Dear Ann:

Thank you for the opportunity to provide supplemental information regarding CVRPC's FY2017 Audit, its temporary operating deficit, and current fiscal health. As the responsible parties for budgets and monitoring progress towards financial goals, the Executive Committee and Executive Director are confident in the organization's fiscal health and in steps taken to improve it during the past three years.

CVRPC offers the following responses to the Agency's questions:

### **Eliminating the Deficit Position**

CVRPC has eliminated its FY2017 deficit position. Financials for December 31, 2017 are enclosed as documentation. As noted in the audit, the deficit arose from two factors: the impact of product-based contracts and extraordinary events resulting in an extended staff vacancy.

A portion of the deficit was attributable to product-based contracts. Work crossed fiscal years, with payments received in FY2018. Product-based grants are a subset of performance-based grants. They do not require reconciliation of payments to actual costs. Payments received for these projects eliminated the deficit position in the first quarter of FY2018, as demonstrated in CVRPC's December 31 net income.

The wage-and-benefit portion of the deficit position was attributable to the Commission's compliance with the Americans with Disabilities Act (ADA) related to two employees. One employee required an extended medical leave beginning early in the fiscal year; the employee subsequently died. The ADA process required due diligence and legal consultations. Thus, wage and benefit continued to be paid, but revenues were lost. In addition, legal expenses were above average.

The extended leave reduced revenues in three ways:

- 1) Other staff carried out essential duties of the position, reducing revenues across all contracts.
- 2) It created the equivalent of a 14-month vacancy with a corresponding loss in billable hours. Once the employee confirmed a return to work was not possible, CVRPC initiated a hiring process. The position was filled internally, and a second hiring process was required.
- 3) The loss of billable hours reduced indirect cost recovery. Indirect costs are recovered as a percentage of billed wages. CVRPC recovered 61% of actual indirect expenses in FY2017. These costs will be recovered in subsequent years as permitted under 2 CFR Part 200.

Staff reductions to reduce wage and benefit expenses would have exacerbated lost revenues and further increased the deficit.

### **Steps to Reduce Expenditures and/or Increase Revenues**

In FY2016, CVRPC began employing strategies to reduce expenditures and increase revenues. Examples of those strategies include:

#### Reduce Expenditures

- Conducted staff training and developed tools to enhance time and effort reporting.
- Reduced indirect costs through competitive procurement of equipment and services as leases expire and updating equipment to reduce maintenance costs.
- Modernized personnel policies to increase accountability.

#### Increase Revenues

- Improved project budgeting to recover costs to the extent administratively feasible.
- Increased municipal dues as of July 1, 2019.
- Tracked actual costs on lump sum service contracts and increased fees accordingly.
- Implemented financial system upgrades to provide real-time monitoring of indirect costs, which allows for rate adjustment for increased cost recovery, if necessary.
- Minimized use of existing funding sources for match by leveraging municipal contributions.
- Began bidding on Municipal Planning Grants.
- Diversified services to increase revenue predictability across years and to grow capacity.
  - Offered municipal project management services.
  - Positioned CVRPC to be a pilot RPC for new agency initiatives and as RPC statewide lead.

These strategies have been successful in reducing expenditures and increasing revenues. For example, CVRPC signed a new copier lease in 2017, saving \$200 per month. For revenues, CVRPC's modernized financial system reduced invoicing time by 75% and increasing staff's ability to monitor project budgets.

**Other Steps Taken**

Beginning in late FY2015, CVRPC implemented other actions to increase its financial and performance outcomes, to monitor their progress, and to increase transparency. Examples include:

- Restructured the budget for FY2016 to increase transparency and monitoring. Trained the Executive Committee to read and understand the budget. In subsequent years, trained the Board and engaged the staff in budget and workplan development.
- Adopted 5-year strategic goals in FY2016, including financial goals, to provide focus and offer gauges for progress and impact. Goals are reviewed and activities identified annually to assist the organization to reach them. The Executive Committee reviews progress quarterly.
- Began budgeting to increase the reserve fund. CVRPC's reserves have more than doubled since 2015. The reserve goal is 6-months of operating costs, the recommended benchmark for RPCs.
- Secured a line of credit. CVRPC opened a line of credit in FY2017 in recognition that its reserve fund was not robust. This emergency cushion has not been used.
- Modernized the financial system. The system more fully utilizes QuickBooks, improved monitoring, presented a more accurate picture of the financial position, and reduced administrative time. CVRPC's auditor complemented its progress during the FY2017 audit.
- Stabilized staffing. Prior to 2016, CVRPC had high employee turnover. It implemented strategies such as engaging staff in the organization's development, adopting wage ranges and job descriptions, and hiring at skill levels commensurate with workload.

Collectively, these actions and others have substantially strengthened CVRPC's financial performance and constructed a sound foundation for increasing the organization's performance.

We appreciate the Agency's need to complete due diligence as part of its state and federal monitoring requirements. CVRPC anticipates, and sincerely hopes, this extraordinary collision of events will never occur again. We hope our supplemental materials allay any concerns about CVRPC's fiscal health and ability to recover from its temporary deficit.

Sincerely,

Juliana Potter  
Chair

Bonnie Waninger  
Executive Director

Enclosures: December 31, 2018 Financial Statements (unaudited)



## **BOARD OF COMMISSIONERS**

**February 13, 2018 at 7:00 pm**

**Central VT Chamber of Commerce, Paine Turnpike South, Berlin**

*Reminder: At 6:00 pm, the Town Plan Review Committee will hold the Commission's public hearing for the Waitsfield Town Plan. Non-Committee Commissioners are welcome to participate.*

### **AGENDA**

<u>Page</u>	<u>Time<sup>1</sup></u>	<u>Description</u>
	<b>7:00</b>	<b>Adjustments to the Agenda</b>
		<b>Public Comments</b>
	<b>7:05</b>	<b>Town of Waitsfield: Town Plan Approval and Confirmation of Planning Process</b> (enclosed) <sup>2</sup>
	<b>7:15</b>	<b>Achieving Clean Water: Stormwater Permits, Padraic Monks, VT DEC Stormwater Program</b> Discussion of DEC's stormwater permits and preview of the Operational General Permit. The "3-acre sites" permit may affect municipal facilities that have not been permitted previously.
	<b>7:45</b>	<b>Regional Energy Plan, Eric Vorwald</b> (enclosed) <sup>2</sup> Potential action to advance the draft plan to public hearing
	<b>7:55</b>	<b>2016 Regional Plan Update, Eric Vorwald</b> (enclosed) <sup>2</sup> <ul style="list-style-type: none"> <li>– Review/potential approval of forest integrity language</li> <li>– Potential action to advance the draft plan to public hearing</li> </ul>
	<b>8:15</b>	<b>Project Tour: Town Web Maps, Pam DeAndrea</b> Explore CVRPC's service to make town data more accessible
	<b>8:35</b>	<b>Nominating Committee Appointment</b> (enclosed)
	<b>8:40</b>	<b>Meeting Minutes</b> (enclosed) <ul style="list-style-type: none"> <li>– November 14, 2017<sup>2</sup></li> <li>– January 9, 2018 (summary; no action required)</li> </ul>
	<b>8:45</b>	<b>Reports</b> (enclosed) Updates and Commissioner questions on Staff, Executive Director, and Committee Reports
	<b>8:50</b>	<b>Legislative Update, Bonnie Waninger</b>
	<b>8:55</b>	<b>Central Vermont Economic Development Corporation Report, Jamie Stewart</b>
	<b>9:00</b>	<b>Adjournment</b>

<sup>1</sup> Times are approximate unless otherwise advertised.

<sup>2</sup> Anticipated action item.

