

CENTRAL VERMONT REGIONAL PLANNING COMMISSION
Executive Committee
Minutes
October 1, 2018

Present:

☒ Julie Potter	☒ Laura Hill-Eubanks	☐ Michael Gray
☐ Dara Torre	☒ Steve Lotspeich	☒ Janet Shatney
☒ Byron Atwood		

Staff: Bonnie Waninger, Nancy Chartrand

Guests: None

Chair Potter called the meeting to order at 4:06 pm. Quorum was present to conduct business.

ADJUSTMENTS TO THE AGENDA

J. Potter requested we address the consent items first while awaiting B. Waninger to join the meeting.

PUBLIC COMMENT

None

CONSENT ITEMS

L. Hill-Eubanks moved to approve the consent items; S. Lotspeich seconded. Motion carried.

FINANCIAL REPORT

J. Potter requested that the report be listed as an action item in future packets. B. Waninger advised we are generally on track as was expected. Net income currently very high due to advances in grants to pay contractors and will deplete throughout the year as the contractors are paid. J. Potter had question regarding page 15 - Natural Resources (604B Grant). B. Waninger advised she needs to follow-up with the accountant to address an error with the recording of this item. L. Hill-Eubanks had a question regarding page 6 – Total VTrans and why items were listed below that line. B. Waninger advised those were different contracts in a different group.

L. Hill-Eubanks moved to accept the financial reports as presented; B. Atwood seconded. Motion carried.

CONTRACTS & AGREEMENTS AUTHORIZATION

J. Potter inquired if there was a request to discuss the contracts individually. B. Waninger advised that on the EMPG 2018 contract that the State made the changes staff requested as outlined in the packet, and the revised contract arrived today.

1 *B. Atwood moved to approve the contracts – VTrans FY18 TPI Amendment, EMPG 2018 Notice to*
2 *Proceed; EMPG 2018 with changes as requested by staff; and Municipal Class IV Road Remediation*
3 *Project Amendment; J. Shatney seconded. Motion carried.*
4

5 **DEPENDENT CARE REIMBURSEMENT ACCOUNT (DCRA)**

6 N. Chartrand advised that research into creation of a new Cafeteria 125 plan was conducted and the
7 subsequent recommendation to offer DCRA as a benefit to employees.
8

9 Discussion ensued regarding what items fall under the Cafeteria 125 Plan - i.e. Pre-tax premium
10 deductions (POP), Flexible Spending Account (FSA) and Health Reimbursement Account (HRA); should
11 CVRPC wish to offer these benefits at some time in the future. The POP may be used by employees
12 who elect a health insurance plan with a higher premium than CVRPC's current benefit. S. Lotspeich
13 questioned if there were savings on other types of taxes for the employer. B. Waninger advised there
14 could be a secondary benefit to the employer on that they are paying less in other taxes. It was also
15 confirmed that should additional benefits be recommended to be offered in the future that the
16 Executive Committee would be requested to approve those.
17

18 *S. Lotspeich moved to recognize a CVRPC Cafeteria Plan, including the Pre-tax premium deductions (POP)*
19 *and authorize to add the Dependent Care Reimbursement Account benefit; J. Shatney seconded. Motion*
20 *carried.*
21

22 **LINE OF CREDIT (LOC) RESOLUTION**

23 B. Waninger provided an update on the LOC with Community National Bank (CNB); who had originally
24 advised they would view CVRPC as a municipality; which they have since rescinded and are considering
25 how they best want to address our organization. The amount of credit requested is taken into
26 consideration when making this determination. CVRPC is requesting a \$100,000 LOC. People's Bank had
27 previously provided a \$25,000 LOC, however, it is unknown what CNB will allow. Dependent on the
28 final amount we may have to hold on paying some contractors until we are reimbursed by specific
29 grantors.
30

31 B. Atwood inquired if CNB had provided any indication of the amount they may be willing to offer, but
32 that has not yet been provided. A special meeting may be needed to address when CNB responds.
33

34 Significant discussion ensued as to the need for restructuring in the future for how implementation
35 projects are sponsored/owned regarding project management until a great reserve fund can be
36 maintained. S. Lotspeich inquired if management of construction projects a critical component moving
37 forward. B. Waninger advised the direction of services RPCs have been moving towards assisting towns
38 with project implementation. Larger municipalities may not need that assistance, but smaller ones do.
39 CVRPC will need to be strategic about which grants to apply for taking into consideration timeliness of
40 grant payments. This all underscores the need for building a robust reserve fund.
41

1 B. Atwood and L. Hill-Eubanks inquired what type of risk is involved in managing these projects? Does
2 the benefit outweigh the risk? B. Waninger advised there is the financial risk; which needs to be
3 balanced with reputational risk as well as a town service risk. Contracts may need to be structured
4 appropriately to help manage the risk. Other RPCs have managed this by building reserve funds; which
5 CVRPC is currently working on. RPCs unique structure precludes them from leveraging taxing authority
6 towards a line of credit, as municipalities can do. In addition, RPCs can only build reserves through town
7 dues or private donations.

8
9 There was a question of whether or not towns could provide some float for CVRPC to assist with the
10 reserves. B. Waninger advised it may be possible to do pre-qualification agreements with towns for
11 specific projects so that they can pick us for those project matches. Also noted was contracts may need
12 to be structured to allow for flexibility between towns and CVRPC taking into consideration possible
13 need for CVRPC not to front money as they had done in the past.

14
15 S. Lotspeich inquired if a policy outlining the limit of what scale of project (financially) CVRPC can take on
16 is necessary. It was concluded that more discussion and research would be appropriate.

17 18 **MUNICIPAL DUES**

19 B. Waninger recommended that the dues be raised to \$1.20 from \$1.13 for FY2020.

20
21 Waninger recommends we consider developing a policy to guide its decisions in future years and allow
22 municipalities to anticipate and plan for future budget requests, noting other RPC's have undertaken
23 this type of policy and it is working well.

24 The requested \$1.20 puts CVRPC in the middle range of other RPCs. J. Potter inquired how needs for
25 future additional staffing, if necessary, would be built in to this type of policy? B. Waninger advised a
26 policy could be built with an exception that it could be higher or lower in a given year based on staffing,
27 however, such an exception would need to be rarely be utilized.

28
29 *B. Atwood moved to set municipal dues at a per capita rate of \$1.20; J. Shatney seconded. Motion*
30 *carried.*

31 32 **POLICIES & PROCEDURES (Code of Conduct and Conflict of Interest)**

33 B. Waninger reviewed that the Board had asked for additional research and that some text be addressed
34 with regard to the policy presented at the September meeting.

35
36 With regard to the question: Do the Commission's bylaws address the removal of a Commissioner for
37 egregious violations of the Code of Conduct and Conflict of Interest Policy.

38
39 Section 3.2 of the Commission's Bylaws states: "...Commissioners shall be subject to the following
40 conditions of appointment and tenure:

- 1 a. he/she shall be appointed by the legislative body of the municipality or its agent, or
2 elected by the voters, as allowed by Statute....
3

4 While the bylaws don't specifically state by whom, since the Commissioner is appointed by the
5 municipality it would lend one to believe that removal would be by the municipality.
6

7 With regard to the question: Must a Commissioner refrain from participating in discussions if the
8 Commissioner has a conflict of interest.
9

10 B. Waninger advised she did a lot of research into this and nothing barred a Commissioner from
11 participating in discussion when there was a conflict of interest, but only barred them from voting.

12 She noted that VLCT had a model policy that addresses a deliberative process (i.e. a
13 Development Review Board).

14 The model notes that "A public officer who has recused himself or herself from participating in
15 an official act or action by a public body shall not sit with the public body, deliberate with the public
16 body, or participate in the discussions about that official act or action in any manner in his or her
17 capacity as a public officer, though such member may still participate as a member of the public or
18 private party, if applicable."
19

20 B. Waninger advised there is also new text in the draft policy to address the request to add such
21 regarding positive/negative input.
22

23 Significant discussion ensued with the following points addressed:

24 Page 73 "Once there has been a disclosure – what does it mean other public officers must be
25 afforded an opportunity". B. Waninger advised the rest of the Board needed to be able to understand
26 what the actual perceived conflict was in order to do their job, so could ask the person with the conflict
27 about the situation.
28

29 Is there anything in the policy that addresses if someone has a conflict of interest they must step
30 out of the discussion as a Commissioner. Noted that VLCT's model appears to address this well.
31

32 Whether or not ex-parte communications was a necessary component of this policy. Again
33 noted that VLCT language appears to address.
34

35 Definition of party. Confirmed it was outlined on page 71.
36

37 If there has been disclosure of an actual perceived conflict of interest does **perceived** need to be
38 defined more clearly as some may have different perceptions as to what a conflict of interest is.
39 Suggested that additional language be added to page 72.
40

Page 74 Line 9 – Amend to remove 1st sentence. Begin that bullet point with “Violations of this policy by a Commissioner will result in the Commission making a written report of the violation to the governing body of the municipality the Commissioner represents”.

S. Lotspeich recommended we add the VLCT language as additional new text, replacing #3-5 with appropriate changes to make consistent with the rest of the document.

J. Shatney moved to recommend to the Board of Commissioners a revised Code of Conduct and the Conflict of Interest Policy with the changes as discussed; S. Lotspeich seconded. Motion carried.

STRATEGIC PLAN FY19 ACTION PROGRESS REVIEW

B. Waninger provided an update that we are generally on track, noting staffing shortage currently causing a few things to be behind schedule; i.e. publishing the municipal data reports online. We will address this municipality by municipality as their Plan Reviews come up. Personnel Policy is still pending attorney review. We are starting to reduce administrative hours having installed Quick Books on everyone’s computer so staff can directly enter time themselves vs. accountant entering them from each staff members’ spreadsheet. Expense reimbursement training has been conducted. Press releases and project briefing sheets could use some enhancement. D. Currier has one pending to be completed shortly as a condensed version for publishing.

Some discussion ensued about how staff is addressing the current staffing gap and those projects as listed.

EMERGING ISSUES UPDATE

B. Waninger provided an update of the emerging issues outlined at the previous meeting. D. Currier is waiting to hear back from MAMBA. We are making some headway with the ANR policy and will work with Agency of Administration as are other RPCs. Noted was that VTrans has authority to act as the entity to review our indirect rate, however doesn’t mean the other agencies have to honor it. They are however helping us advocate to other agencies to honor it. With regard to State Offices it was noted that VTrans is moving some staff into downtown Barre vs. all to EF Knapp Airport.

Municipal Plan approvals. Waterbury is going to Select Board. Marshfield Plan approval hearing is scheduled for October 9th, immediately before the Board of Commissioner’s meeting.

Berlin Plan did not meet State statute per staff review. Discussions are underway with the Town Administrator of Berlin about paths forward and compromises have been offered which will go to the Town Plan Review Committee and approval hearing which will be held on October 4th.

COMMISSION MEETING AGENDA

1 It was requested that hearings be scheduled in the future so that there is time to provide some type of
2 memo to the Board outlining the recommendation(s) from the Town Plan Review Committee following
3 their public hearing.
4

5 The type of report that should be provided was discussed. For the upcoming meeting since the
6 Marshfield hearing is immediately before Board meeting, written documentation will not be ready in
7 time for meeting. Requested was a concise 1 to 2-page document be provided either with the Board
8 packet or as a supplement with the following items addressed:
9

10 STAFF REVIEW to include the bottom line of the review vs. all the details of the review.
11

12 COMMITTEE RECOMMENDATION to include the bottom line of the recommendations.

13 Noted that for Marshfield a verbal recommendation to be given immediately following hearing which is
14 being held immediately prior to Board meeting.
15

16 There was also discussion on what information would be provided in the packet for review of the River
17 Basin Tactical Plans. Noted was a cover memo from staff outlining actions to be taken, draft comments
18 recommended by RPC (2-3 pages), and Areas of Conformance tables. It was requested that tables be
19 put online instead of in the packet.
20

21 *S. Lotspeich moved to approve the Commission meeting agenda as drafted for October 9th; L. Hills-*
22 *Eubank seconded. Motion carried.*
23

24 **ADJOURN**

25 *L. Hills-Eubank moved to adjourn at 6:30 pm; B. Atwood seconded. Motion carried.*
26

27 Respectfully submitted,
28

29 Nancy Chartrand
30 Office Manager