

MINUTES

SELECT BOARD MEETING TUESDAY, DECEMBER 21, 2021 WILLIAM PULLEN MUNICIPAL BUILDING 6:30 p.m.

Select Board present: Jim Justice, Adam Fuller, Martha Johnston-Nash, Josh White, and Bill Lombardi

Others present: Jay Feyler (Town Manager), Christine Simmonds (Courier Gazette), Greg Grotton, Erik Amundsen, Carey Knause, Abraham Knight, Lanson Dean, Linda Dean, Gail Hawes, and John Gibbons

- 1. Call Select Board Meeting to Order:** at 6:30 p.m. by Adam Fuller.
- 2. Pledge of Allegiance**
- 3. Public Comment:** None.
- 4. Approve Minutes of Tuesday, December 7, 2021:**

Motion by: Martha Johnston-Nash
2nd by: Bill Lombardi
5-0

- 5. Approve Treasurer's Warrants dated December 21, 2021:**

Motion by: Jim Justice
2nd by: Martha Johnston-Nash
5-0

- 6. Discussion on SB Sidelines:**

Motion to table until next meeting by: Martha Johnston-Nash
2nd by: Jim Justice
5-0

- 7. Discussion on TCC lease termination as of December 31:**

Adam read aloud a letter from Lori Carlson dated today, December 21. He then read aloud a list of ideas, questions, and probable answers from last night's (December 20)

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CFTCC meeting. He also read aloud a second list of questions and answers for the town attorney, with Jay providing answers meanwhile to the best of his knowledge.

The aforementioned three documents are incorporated by reference:

- *Emailed letter to Jay from Thompson Center signed by Lori Carlson, Tuesday, December 21, 2021, 4:25 p.m.*
- *List of ideas generated at CFTCC Meeting December 20, 2021*
- *Questions for Town Attorney*

Jay mentioned a plumbing quote for \$7,000-8,000 to drain the pipes and deal with sprinklers.

Adam introduced the board's dilemma: very tight timeframe; TCCA board ending lease on December 31, 2021; somehow mothball the building or try to keep it going in a similar capacity as now. The overall goal would be to get to the June town meeting, in order to get options before the town so voters can decide what to do with the building. He urged all to be respectful as there are strong feelings and opinions on both sides. He then asked for the board's initial take.

Bill agreed with Adam's initial statement, preferring to deal with the present and future situation rather than the past.

Josh quoted his mom: if you can't say anything nice, don't say anything which will explain his brevity this evening.

Martha's feeling was the community wants to keep the TCC as a community building, which is not to say her mind can't change as info such as cost becomes available. She talked about repopulating the TCCA board, noting some members of CFTCC are interested in serving on it and have been rebuffed in the past. She said if we keep doing what they've been doing (thrift shop, flea markets, fundraising; keep tenants intact; maybe add temporary tenants), it would relieve the town of worrying about it.

Two issues came up: 1) money and 2) insurance. Bridge funding was briefly explained. Jay said our current town insurance via MMA will not insure the building, which leaves us in the private market. He has figures of \$13,000-15,000 for building insurance. With oil costs of 13,000 gallons of oil per year we are looking at @ \$5,000 per month to keep the building open. We have no capital on Day One and no TCC in the budget. That said, it is doubtful there is a faster winterizing solution, plus the plumbing to shut down would be \$7,000-8,000. He also cautioned against the town paying directly for these items in any case due to potential liability.

Jay further said the Select Board does not have the authority to appoint people to the TCCA. He said both Roger and MMA say TCCA is a separate entity not tied to the building; their articles of incorporation say for charitable purposes; they can pick up & go anywhere.

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Gail Hawes raised questions about earlier filings/letters @ 1990 regarding c3 tax exempt status specifically mentioning the building, and how sections concerning purpose and program seem to have been removed. She referenced a '93 mission statement and '02 clarification. She said it would be nice if we still had an opportunity with the c3 intact, as the committee worked hard and came up with a lot of solutions. She added people want to see things go forward instead of backward and would like to know what's missing.

Martha noted the building will go downhill even more as soon as we shut it down.

Erik Amundsen said he knows we're in a quandary with this property. Abraham Knight, Sharon Caron, and he have volunteered to be on whatever board to follow up and try to manage TCC. He cautioned against looking too far ahead; we just have to get through the first month. He feels the building is a valuable asset which has become a quagmire in the last few years. He would like time to make rational decisions. Come December 30 the building needs an oil delivery of @ \$2,000 and he is here to offer some funds.

Further discussion included: need for transparency; getting access to the building to look at things like the utility room; the board is not ready for a hold harmless clause. Jay repeatedly returned to the issue of money: insurance, fuel, and electricity are just not in the budget.

Carey Knause, who has a lease at TCC, articulated his perspective on operating his business there: "this (situation) is a train wreck" but it's a great building; ideally, he would stay and expand. He spoke patiently and eloquently about oil bills, insurance, uncertainty ("you can't operate a business on maybe this, maybe that"), and his attachment to and involvement with the town. Sitting here, he said, he doesn't hear any plan. He urged the board to "rip the Band-Aid off" and take it to the town.

More discussion ensued about insurances, building improvements, and code violations.

Motion to 1) accept lease termination by TCCA without other conditions; 2) allow formation of new TCC management association to manage the facility short term with a simple lease and responsibility to report to town on activities and finances; and 3) long term plan to take to the voters possibly as early as June by: Martha Johnston-Nash
2nd by: Josh White

Discussion included Jay on warrants and the town borrowing money; TCCA lack of accountability; and inspecting the building. Jay said this board has a hard time making decisions. Abraham Knight urged against another nonprofit. Greg Grotton also urged against another nonprofit, not just Lori's group but prior to them.

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Gail Hawes emphasized accountability and talked about different types of nonprofits and requisite accounting (for example, an organization previously split into two c3's to run off a c5; you can have a parent organization and fundraising arm(s) offering tax deductions to donors). A proper nonprofit could begin accepting donations as soon as granted "pending" status by the IRS via online application. She would like to see hard numbers and is sick of having tax bills go up.

Amended motion to 1) accept lease termination by TCCA without other conditions; 2) allow formation of new TCC organization to manage the facility short term with a simple lease and responsibility to report to town on activities and finances; 3) Select Board schedules a special Town Meeting in February to fund a shortfall of the operating association to a maximum of \$25,000, stipulate to keep it running until July as it would need to keep running until it gets turned over. (Rentals, thrift shop, activities would take care of any shortfall during those months, and less fuel as spring goes on.) 4) Long term plan to take to the voters possibly as early as June by: Martha Johnston-Nash

Amended motion to 1) allow formation of new TCC organization to manage the facility short term with a simple lease and responsibility to report to town on activities and finances; 2) Select Board schedules a special Town Meeting in February to fund a shortfall of the operating association to a maximum of \$25,000; 3) Select Board commences immediately to formulate a long-term plan for TCC to take to voters in June by: Martha Johnston-Nash

Amended motion to 1) allow formation of new TCC organization to manage the facility short term with a simple lease directly for TCC operations, with responsibility to report to town on activities and finances to be effective only until a town vote is held to determine the future of the building; 2) Select Board schedules a special Town Meeting in February to fund a shortfall of the operating association to a maximum of \$25,000; 3) Select Board commences immediately to formulate a long-term plan to take to the voters in June by: Martha Johnston-Nash

Amended motion 2nd by: Josh White
5-0

8. Town Manager's Report: None.

9. Other Business: None.

10. Committee Reports:

a. Broadband

John Gibbons said he submitted a status report to the board this afternoon. Not a lot has happened in the past two weeks – not a cause for concern, just going a little slower than usual.

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- b. Aging in Place in Union: None.
- c. Future of the Thompson Community Center: Covered above.
- d. Green Space Committee

Josh said the committee met and discussed thoughts on what it's going to look like. Next meeting is December 29.

11. Select Board Reports:

Josh voiced input from constituents interested in rebranding TCC – tearing it down to replace it with something possibly smaller, more cost-effective, and more current.

12. Future Agenda Items: None.

13. Adjourn:

Motion by: Bill Lombardi
2nd by: Martha Johnston-Nash
5-0

Meeting adjourned at 9:19 p.m.

Respectfully submitted,

Sherry Abaldo
Secretary