



**CITY OF MONTPELIER
MONTPELIER, VERMONT**

Agenda for City Council Meeting

City Council Chambers, City Hall
Wednesday, May 1, 2013

- 1) ***5:30 P.M. Goal-Setting Session ...***
- 2) 13-125. City Council Work Session to continue updating Council's Goals/Priorities for 2013-14.
- 3) ***7:30 P.M. Regular Portion of Meeting Begins ...***
- 4) Call to Order by the Mayor
- 5) 13-126. General Business and Appearances
- 6) 13-127. Consideration of the Consent Agenda:
 - a) Approve Minutes from the May 1, 2013, City Council Meeting. 
 - b) Approve, and authorize the City Manager to sign, Amendment No. 8 for the Montpelier-Berlin Bike Path, STP BIKE (33)S with DuBois & King, Inc. 
 - c) Payroll and Bills
- 7) 13-128. Downtown Improvement District – 1st Reading 
 - a. On March 5, 2013, voters approved “**ARTICLE 12.** Shall the City raise \$75,00 by levying a special assessment on properties within Montpelier’s Designated Downtown not used entirely for residential purposes? The assessment shall be apportioned according to the listed value of such properties except that the assessment for any property also used for residential purposes shall be reduced by the proportion that heated residential floor space bears to heated floor space for such property. Funds raised by the assessment shall be

administered by a Downtown Improvement District Committee, appointed by the City Council, and will be used to improve the downtown streetscape and to market the downtown. (Requested by the City Council and Montpelier Alive)”

- b. Attached is a copy of the proposed Ordinance amendment that would incorporate the Downtown Improvement District.
- c. Recommendation: Conduct the First Public Hearing; direction to staff with changes, if any; and set the date of May 22, 2013, for the second Public Hearing.

8) 13-129. Update and discussion regarding the proposed merger of the Central Vermont Economic Development Corporation with the Central Vermont Regional Planning Commission. 

- a) Planning Commissioner Tina Ruth, Montpelier’s rep to the CVRPC, requested this agenda item to “give Council time to decide if they want to invite members of the Joint Committee to explain their recommendation at a later Council Meeting, but still before the CVRPC vote on the matter.”
- b) Attached is the document, “Reasons for Recommending Against Consolidation” submitted by Ms. Ruth.
- c) Recommendation: Receive update; discussion; direction to Tina Ruth and staff.

9) 13-130. Mayor’s Report

10) 13-131. Report by the City Clerk

11) 13-132. Status Reports by the City Manager

12) 13-133. Agenda Reports by the City Manager

- a) None as of “press time”.

13) *Adjournment*

**Minutes of the Montpelier City Council Meeting
May 1, 2013
Montpelier City Hall Council Chambers**

In attendance: Mayor John Hollar (presiding), City Manager Bill Fraser, City Councilors Jessica Edgerly Walsh, Thierry Guerlain, Alan Weiss, Andy Hooper (Tom Golonka arrived late, Thierry Guerlain was absent). City Clerk John Odum acted as Secretary of the Meeting.

The meeting was called to order by Mayor Hollar at 6:31 PM.

13-155. Councilor Edgerly Walsh asked that item d be pulled from the consent agenda for consideration. Councilor Hooper likewise asked that item f be pulled. The City Clerk asked that a new liquor license request (Sweet Melissa's) be added. Councilor Hooper moved approval of the remaining items on the consent agenda, with the addition. Councilor Edgerly Walsh seconded the motion. It passed unanimously at 6:32 PM.

The Council immediately took up the two items from the consent agenda that had been pulled. Councilor Edgerly Walsh wanted clarification on item d's street closures, and about the possible involvement of GMTA for running shuttles. Suzanne Eikenberry, the July 3rd festival coordinator, responded to the councilor's questions, with some supporting information provided by City Manager Fraser.

Councilor Golonka arrived and joined the meeting at 6:34.

Councilor Hooper asked for clarification from the City Manager on item f. Upon receiving it, Councilor Hooper moved that consent agenda items d and f be approved. Councilor Edgerly Walsh seconded the motion, which passed unanimously at 6:36.

13-116. Mayor Hollar explained that the city had been in negotiations to purchase the Carr Lot for some time, and had not been successful (despite an offer that exceeds market valuation of the property). He cited the federal grants that are at risk from the impasse.

Councilor Golonka made note of the land owned by his family that is in close proximity to the Carr Lot, and of their possible involvement in developing the land. Golonka did not believe there existed a conflict of interest, but wanted to disclose these facts for the record. Mayor Hollar reminded the council that a city attorney had advised that there was no conflict of interest in this case.

Councilor Watson indicated she has struggled with the issue of eminent domain, comparing it to the state removing children from abuse and neglect. She characterized the land as being neglected. Councilor Hooper liked the analogy.

Councilor Golonka moved that the city set the hearing to determine necessity and damages for the purposes of property acquisition by eminent domain as per 24 VSA, §3801, Chapters 77 and 83; also §2805, §2806 and §2809 (for the property located on Taylor Street and owned by the Allan R. Carr Revocable Trust) for Wednesday, June 5, 2013, at 6:30 P.M. in the City Council Chambers. Councilor Edgerly Walsh seconded. The motion carried 4-1 (with Councilor Weiss opposed).

- 13-117. Councilor Golonka indicated that he believed the city’s vendor ordinance should exclude street vending during winter months, noting that he had understood that as the council’s original intent in passing the most recent iteration of the ordinance. He felt a license allowing for spring and summer only was more appropriate, and without such a restriction constituted a “Sweetheart deal” that was unfair to storefront businesses

The City Clerk disagreed with some of the characterization, but advised that the council move deliberately if it opted to change the ordinance, so as to avoid the appearance that the intent was to single out a specific vendor for action.

- 13-118. Councilor Weiss reviewed the previous citizen survey generated by direction of the city council. He stated that he thinks that pursuing a new one is very important, and is particularly helpful to as it is broken out by district. He then moved that the council instruct the City Manager to initiate another citizen survey during fiscal year 2014. Councilor Hooper seconded.

Councilor Golonka felt that it was a budget time discussion. Weiss responded that he believed the matter was not given adequate consideration during budget discussions. Councilor Watson wondered if the purpose of a survey could be met by holding one next year instead.

Mayor Hollar felt a vote against the motion on the table would be consistent with the austerity mood in the city.

In response to a question from Councilor Edgerly Walsh, Councilor Weiss suggested that, given the changes in the intervening years since the last survey, a new one was needed to provide clarity to the council.

At 6:56, Councilors Hooper, Weiss and Watson voted to approve the motion, while Councilors Golonka and Edgerly Walsh voted nay. The motion failed for lack of majority comprised of at least 4 votes.

- 13-119. The City Clerk reviewed his approach to the proposed changes to the city’s license structure as defined under ordinance. He characterized many of the fees as “nuisance” fees to local businesses, and explained that his approach was to focus on licensing activities that the city had an interest in monitoring. Councilors discussed and had questions about portions of the code prohibiting raw milk. Councilor Edgerly Walsh wondered if keeping a license regime for combustibles (such as gasoline and dry cleaning chemicals) wouldn’t provide a

useful tool to target polluters. She also asked about the definition of “firing range,” at which point Liz Dodge spoke to the committee briefly about the Montpelier Gun Club.

Councilor Golonka asked why the recommendations included specific fees, as opposed to leaving the council to approve a regular fee schedule.

Councilor Weiss suggested the outside seating proposal be forwarded to the sidewalk committee. He also asked for an analysis of how much each license cost the city in terms of staff hours and suggested that the fees were too high. The Clerk indicated he had looked at lowering and eliminating fees, and that providing a meaningful assessment of the cost-per-license would be problematic.

Mayor Hollar suggested councilors follow up individually with the Clerk.

13-120. Councilor Watson gave an update on the photovoltaic project, noting that the committee was looking at locations for solar arrays.

13-121. The mayor gave a district heat update, speaking to concerns about liability given the questions around the state’s calendar for construction. He noted the meeting scheduled for next Wednesday with state officials to iron out details. He added that the State had appropriated \$2.7mm additional to go forward.

The mayor noted that the proposal to close State Street on Saturdays between Elm and Main had met with interest from businesses. He also spoke to the value of having the farmers’ market downtown, and how this might help keep it there.

Gerard Guertin rose to say that he appreciated the work of the council (citing a letter he’d sent), but that – in regards to economic development – the council should “start from scratch.” He indicated that the discussion on the topic at the last meeting was a bit alienating and concerning for some.

13-122. The City Clerk thanked the councilors for their help on the last minute liquor and tobacco licenses. He also noted the “go live” date (May 21) for the new land recording and cemetery deed recording system, and that his office will hold a couple training sessions for local regular users – mainly lawyers doing title searches – on using the new system.

13-123. The City Manager reviewed the recent work done on district heat, making note of the efforts of the new Assistant City Manager. He also noted that the school had proven responsive and adaptable to the needed change in the construction schedule for the project. He also highlighted the zoning records management system that’s going to save a lot of time and increase efficiencies and save money, indicating that the “go live” date is coming soon.

Councilor Hooper moved for adjournment, seconded by Councilor Edgerly Walsh second. The motion carried unanimously at 7:27.

Reasons for Recommending Against Consolidation

1. Idea of consolidation arose in Challenges for Change, and was dropped from that recommendation, apparently after reconsideration

2. State Depts of Housing and Community Affairs, which funds RPCs , and Economic Development, which funds EDCs, were briefly merged, and have now been restored to separate departments

3. Statutory bases are very different (have cites and language)

RPCs have very different and complex statutory bases (add cites), statutory membership and functions, and are charged with addressing the state's long term land use planning goals

EDCs have very limited statutory basis, members or functions, have no statutory members, very general and limited goals

4. Serve different clients:

RPCs serve member towns, the region and the state

Technical assistance in planning, mapping, transportation:

Towns, CV region, and perhaps in the future, the state

Disaster relief, information gathering, other ways

EDCs serve businesses, and towns by trying to bring new business development to towns, but what if a town does not want a business to locate a business where the business wants to go?

5. They have very different goals

EDCs have shorter term goals of bringing new business to area, increasing economic activity, good functions but may at times conflict with local and regional long range plans

Statewide land use goals apply to all levels of planning, municipal and regional

Statewide planning may soon again be under legislative consideration

6. When conflict arises: some fear that economic development will often trump planning, to the detriment of the towns and region in the long run

7. Some towns have expressed concern that consolidation will change CVRPC and make it less responsive to town planning needs (see attached list of functions CVRPC performs)

8. The case for consolidation has not been persuasively made

No description of how CVEDC and CVRPC work together. They actually do not do much together now, except for CVEDC Executive VP Sam's very able participation at RPC mtgs. Neither CVRPC staff or members attend CVEDC mtgs. .

No description of how they will work better if consolidated, although there is no reason why they could not cooperate more without consolidation if they wished.

9. From the specific point of view of Montpelier: Much as I support Barre, applaud its renaissance, and am very happy that the VT DOE will be locating there soon, I think the CVRPC is appropriately located in Montpelier. The Montpelier Planning Commission and CVRPC have in the past and may again share an

employee, and in any event work very closely together. They are physically located across an alley from one another. CVRPC is a very short walk to the State House and readily accessible to speak for RPCs in the legislature should the need arise suddenly.

10. Both CVRPC and CVEDC are now located in Montpelier. If they consolidate and co-locate, they originally proposed to do so in Barre. At present that would mean a loss of eight to ten employees in Montpelier.

11. Due diligence would require, at a minimum, review of financial statements, contracts with the State, and annual reports of both entities for at least the last three years.

12. CVRPC feels that the RPCs perform some of the functions that would be done by a county government if Vermont had active counties. Disaster relief is an obvious recent example. Does CVEDC perform any county-like functions too? Not addressed in proposal.

Other random thoughts:

In order to make service to the overall region more coherent, one could look at the range of regional services offered by an array of agencies, and see which would naturally work together on the same sorts of projects. For instance, the RPCs, the RDCs, the Act 250 District Commissions, and the Natural Resources Conservation Districts might work on similar issues and projects. It would be a substantial effort to investigate the best ways for them, and perhaps others, to work together. They also may all perform their functions better independently.

Note: The Montpelier Planning Commission met Monday, April 29, 2013, and approved the document above, with the addition of the following paragraph.

13. The Montpelier Planning Commission objects to the malapportioned representation on the CVRPC, under which each municipality has the same one vote regardless of its population or its financial contribution to CVRPV.

The vote was unanimous among the six members who were present: Jesse Moorman, Chairman; Eileen Simpson, Alan Goldman, John Bloch, Kim Cheney, and Tina Ruth. Only Jon Anderson was not present as he had to leave prior to the vote to return to work.

Submitted by Tina Ruth, Member, Montpelier Planning Commission
Montpelier representative to the Central Vermont Regional Planning Commission

**Final Report
of the Joint Committee on Consolidation
April 10, 2013**

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1. Executive Summary

A Joint Committee on Consolidation of the Central Vermont Regional Planning Commission (CVRPC) and the Central Vermont Economic Development Corporation (CVEDC) is recommending merger of the two organizations with the resulting entity being known as the Central Vermont Regional Commission (CVRC).

CVRC is the working name that the Consolidation Committee created for the merged organization. To create the organizational structure several models were evaluated. The Consolidation Committee members have a combined 180 years serving on the boards of various community and non-profit organizations, and this experience proved invaluable. Early in the process the Consolidation Committee determined that we should create an organizational structure that best served the mission. The Consolidation Committee looked at organizational models that kept the economic development and planning functions separated and felt that a model such as that might be more readily accepted, but the result was more like co-location than consolidation. Those models were rejected in favor of the model contained in this report.

The Consolidation Committee looked into the make-up of both organizations. The current CVRPC consists of 23 municipal representatives who have various statutory obligations which, by law, must be decided by those 23 representatives. CVRPC has an executive committee of seven and multiple committees below that to perform various functions. CVRPC does not currently allow "at-large" members, although they have in years past. When at-large members did exist they were not entitled to vote on those issues that are the statutory obligation of the municipal representatives. CVRPC has from time to time experienced a lack of attendance at their monthly meetings, and has been looking at ways to increase participation and energy. Five of the 23 towns in the Region currently have no appointed representative, and three appointed commissioners are considered inactive as they attended no more than one of the last 18 monthly meetings. Average attendance by active representatives over the last 18 months has been 72%. Including vacant seats and inactive members, that attendance drops to 47%. *(As of April 10, 2013, 22 of the 23 municipalities have appointed Commissioners to CVRPC.)*

CVEDC currently has a governing board of up to 35 members with an executive committee of 7, and, like CVRPC, various other working committees. Their membership is open to all businesses, municipalities, non-profit organizations, and individuals with a dues structure based on the size of the entity applying for membership. Their current dues paying membership consists of approximately 130. CVEDC does not have statutory obligations that impact their activities. Over the last 18 months attendance at their monthly board meetings has averaged 75% of the current member board. CVEDC enjoys wide participation from their members on various committees.

When designing the Central Vermont Regional Commission (CVRC), the Consolidation Committee considered that the Commission will have statutory obligations as a Regional Planning Commission representing 23 municipalities, and other duties that are not limited to the 23 municipal representatives. As a merged entity, members of the economic development community need to be represented, and after much discussion it was decided that 9 seats would be held by Economic Development Committee

members. The Consolidation Committee also felt strongly that community involvement is very important to both regional planning and economic development. The Consolidation Committee discussed having a membership structure similar to the CVEDC (CVRPC has no mechanism wherein an outside individual, group, non-profit or other entity can become a member). To encourage the membership it was decided that three at-large director seats would be created to allow any member to rise to the level of director.

Many pros and cons were discussed and particular concern was raised that the review of Act 250 and Section 248 projects, which is a statutory function of regional planning, has the potential for conflict between planners and the development community. The historical reality is that these conflicts have rarely occurred, and the merged organization would result in more collaboration between the groups. This will lead to better project design, better review of infrastructure, better siting of larger projects and, ultimately, less demand for the extension of infrastructure and municipal services. This is what both planners and economic development community desire: lower costs to support anticipated growth, less conflict and more predictability in the permitting process, and a better quality of life.

The information contained in this report is intended to provide stakeholders and constituents of both organizations the information necessary to decide if they believe the merged commission will provide better service, energize the membership, and improve coordination between planning and economic development in Central Vermont.

The Committee finalized the report on April 10, 2013 and voted 9 yeas to 1 no to support the merger and to recommend to the Executive Committees of both organizations that they move forward with the "Next Steps" as outlined in this Report. David Strong cast the "no" vote and a statement explaining his position appears as Appendix C.

2. Acknowledgements

The Consolidation Committee wishes to thank the staffs of the CVRPC and of the CVEDC for helping assemble the data necessary for the Committee's work, in particular the efforts of Laurie Emery, Susan Sinclair and Sam Andersen. Also the Committee would like to thank Paul Gillies for his pro bono assistance in drafting bylaws; Steve Patterson for sharing his experience at the Northeastern Vermont Economic Development Association; Union Mutual of Vermont for loaning a conference room for the Committee's deliberations; William McMaster for his observations on the Committee's meeting process; Patricia Moulton-Powden for her input from the Agency of Commerce and Community Development; Patricia McDonald, Skip Bancroft, Robert Wernecke, Larry Hebert, Josh Fitzhugh, and Gunner McCain for their pioneering work on this issue before the Consolidation Committee was appointed.

3. The Case for Merger

Why should the Central Vermont Economic Development Corporation (CVEDC) merge into the Central Vermont Regional Planning Commission (CVRPC)? Might anything be lost in this combination?

A majority of the Joint Committee which has met every other week for almost a year believes the benefits of merger are compelling. To the extent there are negative consequences, the majority feel they can be minimized or are completely offset by other positive consequences.

What are the principal benefits?

First, we believe that by combining the two organizations under one roof there will be more coordination between development and planning and that Central Vermont will be the beneficiary of that coordination. Too often in any major project, those interested in development are at loggerheads with planners and municipal leaders. We feel that putting CVEDC and CVRPC together will allow that conversation to proceed in a more reasoned and cooperative fashion. It's worth noting that most regional planning commissions around the country have economic development functions, and a recent National Association of Development Organizations (NADO) study criticized Vermont's regional planning commissions for not doing this.

The Northeastern Vermont Development Association (NVDA) is the only entity in Vermont which does combine planning and economic development under one roof. The prior committee met with Steve Patterson, Executive Director of NVDA. A majority of the Committee feels the NVDA addresses a fundamental criticism of the NADO report: "[Vermont] appears to lack the organizational capacity, diversity of programs and services, financial resources and organizational scale necessary...to realistically drive regional innovation and growth on a consistent basis statewide."

Second, we believe that combining the two organizations sends a great signal to the public and to the business community that Central Vermont is interested in taking a holistic approach to planning and development, that it sees these processes not as adversaries, but as two sides of the same coin with an avowed desire to work together to achieve the best result for our communities and enterprises which wish to invest in them.

Third, we believe that over time combining these two organizations will reduce the cost to taxpayers supporting both organizations. The savings will come from reduced office and payroll expenses and enhanced grant and member income.

Fourth, by creating a dynamic organization as envisioned in the attached bylaws, we believe the new organization will attract highly qualified and motivated directors and employees, which in turn will improve our efforts in planning and development, all to the benefit of Central Vermont.

Fifth, by merging CVEDC into CVRPC, we minimize the cost of combining the two organizations, as all that is needed is a change to CVRPC's bylaws and a decision by CVEDC to merge. To maintain its current powers, CVRPC must remain a statutory organization; CVEDC, as a non-profit corporation, has more flexibility which is why in a merger CVRPC would be the surviving entity.

Sixth, we believe merger will enhance a regional approach to development and planning, a doctrine upon which both organizations were founded. Calling the new organization the "Central Vermont Regional Commission" will further that impact.

What are the concerns and how have they been addressed or minimized?

At CVEDC, there is concern about the loss of independence; about the loss of a focus on economic development; and about the loss of control over a carefully maintained asset base. At CVRPC there is concern about loss of control by member towns; about conflicts of interest; about the Economic Development Committee acting as a unified bloc; and about the size of the Commission.

Regarding loss of independence, the Committee has worked hard to fashion bylaws which give voice to the development and municipal constituencies within the framework of CVRPC's statutory structure. So while it is true the member towns will have a majority of votes on the Commission, the Economic Development group will have its own self-perpetuating committee and nine votes on the 35 member Commission. Many business oriented persons are presently and will likely continue to be municipal directors of the Commission, just as many Economic Development Directors are and will continue to be active in town affairs. The Commission will not be a group of "Either/Or's," but rather a combination of community leaders with shared interests but slightly different foci.

It is worth noting some further safeguards in the proposed bylaws. On certain committees, as required by statute, only municipal directors would be entitled to vote. On other critical committees, like Nominating and Executive, participation by an economic development director is required. Certain amendments to the bylaws will require the approval of the Economic Development Committee.

Regarding size of the Commission, the Committee was constrained by keeping within CVRPC's statutory requirement that member municipalities all be represented, which thus required at least 23 directors. We felt that any fewer than 9 economic development directors would disrespect the policy and financial contribution CVEDC is making to the new organization. Adding three at-large directors offered a way of involving members of the Commission and reaching out to the greater Central Vermont community. At 35 directors, the Regional Commission would be no larger than CVEDC's current board which seems to function well under good leadership.

Like any organization which seeks to involve many people yet act to get things done, conflicts of interest are bound to occur, but the Committee feels they can be addressed on a case by case basis as they arise with appropriate guidelines. The proposed bylaws address conflicts of interests in Article IX.

Finally, the Committee addressed the concerns regarding each company's assets from a CVEDC/CVRPC merger. We discussed whether some kind of a "hold-back" was appropriate until each party to the merger

knew the “marriage” would survive. At the end of the day, the Committee concluded that we had to trust the commitment to the merger and to the proposed bylaws, and to a rigorous and transparent accounting system that would use and abide by budgets and would accurately and promptly report all income and expenditures to the directors of the new organization.

No matter how well planned or diagnosed, combining CVEDC and CVRPC requires a leap of faith by both organizations that the future can be better than the past. The expression “Nothing ventured, nothing gained” comes to mind. A majority of the Committee believes, for the reasons set forth above, that this venture is well worth taking.

4. The Committee and its Process

The Joint Committee on Consolidation was formed by the board of directors of the Central Vermont Economic Development Corporation and the board of commissioners of the Central Vermont Regional Planning Commission to investigate the feasibility of joining the two organizations with the intent of increasing service delivery for the Region's municipalities and businesses.

Initially, the idea came about as a result of the Vermont Legislature enacting "Challenges for Change" in 2010. "Challenges" directed regional development corporations and regional planning commissions to consider the possibility of merging in order to provide more efficient delivery of services.

The 2 organizations formed a committee to look into co-locating or consolidation and what might be achieved. This initial committee had 3 representatives from each organization as members. They met 6 times and recommended that the 2 organizations pursue consideration of consolidation believing that there was value in consolidating. As a result of this recommendation, in January 2012 both organizations appointed members to the Joint Committee on Consolidation.

The charge to the Consolidation Committee from the Central Vermont Economic Development Corporation board was: *"to continue to pursue consolidation and co-location with our existing Joint Committee members representing us."* The charge from Central Vermont Regional Planning Commission's Commissioners was: *to investigate, identify, and communicate to the executive committees of each organization the potential benefits and potential problems of consolidation that may not already have been identified; identify who the members of the joint committee are; determine how best the consolidation might be formed with focus on issues of mission, governance, leadership, costs, legal issues, potentially required statutory changes, organizational structure, protocol, and various other issues as may arise. In addition, determine changes to CVRPC's Bylaws that might be necessitated, impact of the existing CVRPC Bylaws on a consolidated entity, how the needs of planning and economic development will be balanced in composition of staff, and any other relevant questions or issues that arise from the investigation and subsequent input as the investigation results are reviewed by others. The committee is to report to the executive committees of both organizations as requested, or at a minimum, quarterly. Each organization will then be responsible for either presenting individually, or jointly, the results in public meetings to gain input on issues from both organizations' members and others.*

Each organization appointed 5 members to the Committee on Consolidation. The members for Central Vermont Economic Development Corporation include: Josh Fitzhugh, Peter Hood, Ed Larson, Carol Ellison, and Greg Woodworth. For Central Vermont Regional Planning Commission, the members are: Gunner McCain, Byron Atwood, David Strong, Michael Miller, and Steve Fitzhugh. A brief biography for each member is found in the Appendix A of this report.

The Committee met 24 times between March 2012 and April 2013. The process for investigating consolidation has been very deliberative and thorough. After initial discussion of some of the why's and how's, the Committee suggested a name for the possible merged organization, Central Vermont Regional Commission, and developed the following mission statement to incorporate both organizations' primary mission:

"The purpose and mission of the Central Vermont Regional Commission is:

- **To enhance the quality of life for the citizens of Central Vermont;**
- **To foster effective and informed local governance;**
- **To attract and retain quality jobs and businesses;**

by means of planning and economic development."

As deliberations progressed, the Committee brought in outside resources to assist with their questions, process, and methodology of moving forward. Paul Gillies, Esquire, was invited to discuss bylaw issues and what would need to be done to merge the 2 organizations. Mr. Gillies was kind enough to donate his time in developing bylaws using the Regional Planning Commission's existing Bylaws as the basis for the merged organization. Several drafts were reviewed and further amended until the Committee felt comfortable with draft bylaws that would meet the needs of the new organization's membership. It is important to recognize that the new organization would need to maintain its municipal government identity as allowed by State Statute and retain its eligibility for the various grants that both organizations have been awarded over the years. Mr. Gillies also identified that there would not be any need to amend 24 VSA Chapter 117 (which enables regional planning commissions) or Chapter 76 (which enables regional development corporations) in order to merge the 2 organizations.

After four meetings, it was decided to invite a facilitator in to see if the deliberations were giving equal weight to each member's input and that issues were being thoughtfully and fairly considered. William McMaster, Community Resource Development Specialist, University of Vermont, attended the May 2, 2012 meeting as an observer. At the conclusion of the meeting, he stated that the group didn't need a facilitator, that things were running smoothly, and each member was being given equal time to present their viewpoint.

The Committee finalized the mission statement in May and continued to meet through the summer to identify possible structures that would best serve the mission statement. A draft structure was identified and the Committee agreed to invite Patricia Moulton-Powden, Deputy Secretary of the Agency of Commerce and Community Development, to share her thoughts on the concept that had been developed. It was important at this point for the Committee to have input from the State agency under which both organizations work and with whom both organizations have funding agreements.

Ms. Powden stated that a single entity performing land use and economic development planning was not an issue for the Agency. She thought the Agency would "bless" the proposal, but that the initiative had to come from the 2 organizations. She further stated that the process for review of Act 250 projects would need to be addressed so as to avoid conflicts of interest, perceived or real. She also stated that developing a strong economic development element in the Regional Plan and in municipal plans is a plus to a combined organization.

The only funds the Committee spent were \$139 to reimburse William McMaster for his travel from Newport, Vermont to Montpelier.

The Committee identified what it hoped would be achieved through merging the 2 organizations, the pros and cons, and continued to discuss, review, and develop a possible structure, staffing, budget, and finalize bylaws. The following sections of this report will outline these proposals as developed.

5. The CVRC Bylaws Summary

To begin the process of developing by-laws, the Committee reviewed the by-laws of both organizations, and discussed the concepts contained in each that needed to be carried forward. Issues relating to fair representation, governance, statutory obligations, committee structures, funding sources, and non-profit status were among the significant issues discussed. Additionally, the Committee felt strongly that our approach should be to create the best organization possible, as opposed to creating a weaker organization, even if we felt the weaker organization would face less opposition from any stake holders who may be opposed to the consolidation.

Attorney Paul Gillies, who assisted the Committee with legal issues, prepared a working draft of by-laws, which the Committee then edited to create the proposed by-laws included as an appendix to this report, as is his memo of October 16, 2012.

The Committee recognized and acknowledged many issues as the by-laws were developed, two of which are mentioned here. The first was that there are several "correct" ways to construct the documents that were being developed, and the second was that there are various political realities that need to be addressed to make a consolidation palatable to the various stakeholder groups, be they the Regional Planning Commission, the Economic Development Corporation, local governing bodies, the Consolidation Committee, or any of the myriad special interest groups that are affected by the two organizations' activities. To that end some compromise positions were developed while maintaining the organizational strengths we were striving to achieve.

The Committee spent several meetings reviewing and editing the draft prepared by Mr. Gillies to ensure the end result was a cohesive organization that respected the concerns of all affected parties. Each of the by-law articles was vetted by the Committee, and the final draft was reviewed by Mr. Gillies. During this process it became clear that word smithing of the by-laws could become a burdensome task as there are in fact multiple correct ways that it could be done. The Committee recognizes that others may have different ideas about how some items should be worded, but felt strongly that the by-laws as drafted dealt

with all issues fairly and reasonably, and are structured to allow for future amendments should the need arise.

6. CVRC Committees

The proposed composition of the various committees is detailed in the by-laws. The Consolidation Committee reviewed and discussed the make-up of each committee, and felt that the committee composition as described in the by-laws would allow input from both the planning and the economic development communities.

Nine standing committees were defined. With the exception of the Executive Committee and the Project Review Committee, no authority to make final decisions rests with the committees; rather they make recommendations to the full board, the executive committee, or the municipal directors, depending on statutory requirements and the issue at hand. Those committees are:

The Nominating committee – responsible for nominating the board officers, the at-large directors, and 3 executive committee members. Consists of the current board chair, the past board chair, and 3 others appointed by the Board. Includes at least one municipal director and one economic development committee member. This committee has no independent authority as the full Board votes on the nominations, and floor nominations are allowed should there be opposition to the slate proposed.

The Executive Committee – Responsible for administrative and personnel decisions. The committee will have one chair, two vice chairs, one from the municipal directors and one from the development directors, a secretary, a treasurer and 3 at-large members.

The Regional Plan Committee – reviews Regional Plan amendments and makes recommendations to the municipal directors. The Committee will have a majority of municipal directors. Development directors on the Committee will have voting privileges on the recommendation. This Committee has no independent authority as the municipal directors vote on the recommendation.

The Municipal Plan review Committee - reviews municipal plan amendments and makes recommendations to the municipal directors. The standing committee of 3 will include at least 2 municipal directors. The Committee can be expanded to include municipal directors of adjoining municipalities and 2 other interested directors. This Committee has no independent authority as the municipal directors vote on the recommendation.

The Project Review Committee – This Committee reviews Act 250 and Section 248 applications and provides comments to the regulators relating to conformance with the Regional Plan. There will be at least one development director on the Committee; however, the majority will be municipal directors.

The Economic Development Committee – The current 35 member Board of the Central Vermont Economic Development Corporation will become the Economic Development Committee. Their responsibilities will, in large part, re-create the functions that Central Vermont Economic Development

Corporation currently performs. They will be solely responsible for filing vacancies on their Committee, and will also be responsible for appointing nine development directors to the Board.

The Brownfields Committee – Oversees brownfields funds and projects. This is a current CVRPC standing committee which reports to the Executive Committee.

The Membership Committee – Responsible for recruiting new members and energizing the Commission.

The Transportation Advisory Committee – Another existing Central Vermont Regional Planning Commission standing committee. Its structure and functions, which primarily include working with VTrans on prioritizing transportation projects and reviewing the work plan, remain unchanged. The municipal members appoint the Transportation Advisory Committee representatives who can be municipal directors, development directors, or any interested citizen the municipality chooses to appoint.

The Consolidation Committee agreed that the proposed bylaws and committees had these benefits:

1. No funding sources are “at-risk.” It was found that the new organization will be able to maintain all funding opportunities currently available.
2. No legislative changes are necessary to merge the organizations.
3. The combined entity provides the statutory functions required of the Regional Planning Commission.
4. Voting on Regional Planning Commission statutory functions, such as regional and municipal plan approvals, is the responsibility of the municipal directors.
5. Allows for effective participation of all members towards achieving the purpose and mission of the CVRC.

The by-laws were crafted to create an entity that benefits from both organizations' strengths, while providing the flexibility needed to adapt to unforeseen circumstances.

7. Budget Analysis

Attached to this summary please find a two page spread sheet which represents an estimate and projection of the income statement for the combined Central Vermont Regional Commission. (CVRC) At this time, we have not developed a balance sheet reflecting the merging of organizational assets. The merged balance sheet will be developed as the merger process moves forward.

The FY 13 column on the attached spread sheet represents the combined approved budgets of both organizations with one important exception. The personnel cost and associated benefits and taxes are based on a staffing model developed by the merger committee. The number of positions is the same as the current staffing in both organizations. The rent for FY 13 is the sum of the two current leases. Future years are estimated based on a single office for the merged organization. The income and expense numbers for FY 14, 15, and 16 represent estimates based on our best information at this time. It is important to note that while the expense numbers should be a fairly close projection, the grant income numbers are a very rough and conservative estimate. It is impossible to know what grants will be available in future years. Grant income is currently 55% of the combined organizational income. If

additional grants are received, expenses, principally personnel cost, may need to increase as well. It is hoped that over time the combined organization will be able to operate in a way that generates additional operating savings as well as better coordinated services to our members.

Budget/Finances

	FY13	FY 14	FY 15	FY 16
Income				
Property Transfer tax	233,433.00	\$240,435.00	247,649.00	\$255,078.00
Town Dues	86,536.00	\$76,536.00	80,286.00	\$86,536.00
Brownfields Grants	33,450.00	\$35,000.00	35,000.00	\$35,000.00
Transportation Planning	193,925.00	\$207,500.00	222,025.00	\$237,566.00
Energy/ ARRA all Grants	105,800.00	\$113,206.00	121,130.00	\$129,609.00
Other Grants	55,450.00	\$59,331.00	63,485.00	\$67,929.00
Other Income	34,700.00	\$35,000.00	35,000.00	\$35,000.00
Membership Dues	29,000.00	\$27,000.00	28,000.00	\$29,000.00
State Development Grant	92,464.47	\$93,000.00	94,000.00	\$95,000.00
SBDC Grant	18,000.00	\$18,000.00	18,000.00	\$18,000.00
Interest Income	750.00	\$800.00	850.00	\$900.00
CVIC	500.00	\$0.00	0.00	\$0.00
Annual Meeting	9,000.00	\$9,000.00	9,000.00	\$9,000.00
Event Income	7,000.00	\$7,000.00	7,000.00	\$7,000.00
CVEDC Mngmt Fee	5,100.00	\$0.00	0.00	\$0.00
Central VT WIB Grant	11,965.00	\$5,000.00	5,000.00	\$5,000.00
TIPS Grant	4,500.00	\$0.00	0.00	\$0.00
Total Income	921,573.47	\$926,808.00	966,425.00	\$1,010,618.00
Expense				
Transportation Planning	63,500.00	\$63,500.00	63,500.00	\$63,500.00
Brown fields grant	28,450.00	\$28,450.00	28,450.00	\$28,450.00
Energy Grants	102,800.00	\$102,800.00	102,800.00	\$102,800.00
Misc expense	72,232.00	\$73,500.00	74,000.00	\$74,500.00
5004 · Sponsors	350.00	\$500.00	500.00	\$500.00
Temp Office Assistant/ Intern	2,000.00	\$0.00	0.00	\$0.00
5010 · Salaries & Wages	455,000.71	\$464,100.00	473,382.00	\$482,849.00
5013 · Payroll & Taxes	34,807.19	\$35,503.00	32,389.00	\$33,360.00
5016 · Employee Benefits	87,023.00	\$75,000.00	70,000.00	\$73,500.00
5017 · HR Payroll Services	600.00	\$600.00	600.00	\$600.00
5020 · Travel & Meals	2,000.00	\$2,100.00	2,200.00	\$2,300.00
5021 · Auto Expense & Lease	4,500.00	\$4,500.00	4,500.00	\$4,500.00
5025 · Conferences & Meetings	800.00	\$850.00	900.00	\$950.00
5028 · Annual Meeting Expense	3,000.00	\$3,000.00	3,000.00	\$3,000.00

	5029 · Event Expense	4,000.00	\$4,000.00	4,000.00	\$4,000.00
	5030 · Rent	47,498.00	\$39,750.00	41,059.00	\$43,310.00
	5033 · Education	500.00	\$750.00	1,000.00	\$1,250.00
	5035 · Equipment & Furn. Purchases	500.00	\$3,000.00	500.00	\$500.00
	5040 · Equipment Maint.	500.00	\$500.00	500.00	\$500.00
	5045 · Office Supplies	2,500.00	\$2,400.00	2,350.00	\$2,300.00
	5050 · Postage	1,500.00	\$1,600.00	1,700.00	\$1,800.00
	5055 · Printing	750.00	\$500.00	500.00	\$500.00
	5060 · Telephone	7,740.00	\$3,000.00	3,000.00	\$3,000.00
	5065 · Dues & Subs	3,500.00	\$3,500.00	3,500.00	\$3,500.00
	5075 · Audit	5,000.00	\$5,000.00	5,000.00	\$5,000.00
	5085 · Insurance	7,050.00	\$7,500.00	7,500.00	\$7,500.00
	5099 · Legal & Professional	1,000.00	\$1,000.00	1,000.00	\$1,000.00
Total Expense		939,100.90	\$926,903.00	927,830.00	\$944,969.00
		-17,527.43	-\$95.00	38,595.00	\$65,649.00

The employee costs described in the FY 13 budget are the sum of the CVRPC and CVEDC FY 13 proposed budgets. When creating the organizational structure for CVRC, the committee determined that there should be one executive director (ED). That individual would need to have a skill set, knowledge base and background that includes, at a minimum, at least some exposure to and experience with both planning and economic development. The ED will be responsible for representing planning and economic development programs, concerns, and issues in front of the members, the Legislature, other stakeholders, and the general public – the ED will be the public persona of the Commission.

The vision is that the staff structure will begin with positions very similar to those currently existing at both organizations. Once the ED has been hired, the executive committee will, depending on the strengths of the ED, determine if any adjustments to that staff should occur. The ED will be responsible for hiring the CVRC staff with oversight by the executive committee.

8. Next Steps

To effectuate a merger of the two organizations, the Committee suggests the following next steps:

1. Both organizations approve a merger in principle and authorize their executive committees to finalize details which should be memorialized in an Agreement of Merger. The Agreement would address:
 - a. Where the CVRC would be located
 - b. How CVRC would be staffed
 - c. How the Executive Director of CVRC would be chosen
 - d. Specifically how the assets of the two organizations would be merged
 - e. What is the proposed timetable for merger
2. CVEDC members would then need to approve the merger
3. CVRPC directors would then need to amend its bylaws
4. The two organizations would merge.

9. Appendices

Appendix A

Members of the Joint Committee on Consolidation

Representing Central Vermont Regional Planning Commission:

Gunner McCain of Waterbury, Committee Chair

Owner/President, McCain Consulting, Inc. (Civil Engineering, Surveying, Land Use Planning and Permitting)

Waterbury's representative on CVRPC since 1994, 4 terms as chair

Resident of Central Vermont since 1970

Appointment pending to ANR Technical Advisory Committee, 2013

Chairman, Central Vermont Cooperative, 1997 – 2011

Central Vermont Chamber of Commerce Board of Directors, 2010-2011

Member, ANR On-Site Sewage Committee, 1994-1996

Member, Waterbury Planning Commission 1994-1996

Stephen Fitzhugh, Northfield

Associate Professor of Electrical and Computer Engineering, Norwich University, Northfield

Former alternate representative to the CVRPC (2007-2012)

Moved to Central Vermont in 2002

Practiced electrical engineering for 25 years before joining Norwich University in 2002

Member Northfield Joint Planning Commission, 2004 - Chair 2006

Member Village of Northfield Board of Trustees

Mike Miller, City of Barre

Planning Director, City of Barre

CVRPC representative (2011-) CVRPC Executive Committee (2012-)

MS in Natural Resource Planning from UVM. Professional planner in Vermont since 2000; Worked for two regional planning commissions, self-employed consultant, private non-profits, and the City of Barre; Certified by the American Institute of Certified Planners and a Certified Floodplain Manager.

Member of the Johnson Planning Commission (1997-2000), Belvidere Planning Commission (2000-2004), Hardwick Planning Commission (2004-06). Employed by the City of Barre since 2008.

David Strong, Plainfield

Teacher, Community High School of Vermont, Barre Campus

CVRPC Commissioner since 2011

Raised in Illinois, visited Barre relatives in the summer, attended college in the Northeast, married and raised children in upstate New York, moved to Central Vermont in 2000. Member of the Plainfield Select Board for the past three years (currently chairperson). Former president and current board member,

Plainfield Historical Society. Former commissioner, Central Vermont Solid Waste Management District. Board member, Central Vermont Arts, Plainfield. Secretary of the Barre Farmers' Market, Inc. and a member of the Plainfield Farmers' Market. A Vermont maple syrup producer since 1985.

Byron Atwood, Town of Barre

President and Owner, DMS Machining & Fabrication, Barre (1991 – Present)

Managing Partner, Eames Office LLC, Santa Monica, CA (2002 – Present)

Barre Town representative of CVRPC since 2009, Executive Committee and Treasurer

Born in Boston, moved to Central Vermont in 1991.

Raytheon Missile Systems Laboratories, Tewksbury, Ma. 1986-1991.

Board member of Central Vermont Chamber of Commerce (2013)

President and Board member, Eames Foundation, Pacific Palisades, CA (2004 – Present)

Representing Central Vermont Economic Development Corporation:

John H. “Josh” Fitzhugh, Berlin

President and CEO, Union Mutual of Vermont Companies, Montpelier

Former president and Board member of CVEDC since 1992

Raised in New York, moved to Central Vermont in 1980. Practiced law for 20 years before joining Union Mutual of Vermont in 2000.

Served as Counsel to Vermont governor, 1990-1992.

Chair, Berlin Board of Civil Authority and Board of Abatement. Former president and board member, Kellogg Hubbard Library and Vermont Mozart Festival. Member, Central Vermont Inns of Court.

Gregory D. Woodworth, Montpelier

Senior Vice President and General Counsel, National Life Group, Montpelier

Board member of CVEDC since 2012

Born in Middlebury, VT, raised in upstate New York, graduate of Middlebury College and Boston University School of Law. Prior to joining National Life Group, practiced law for 11 years at Pierce Atwood, Portland, Maine; VP at UNUM; Corporate Vice President at MassMutual.

Board member, Middlebury College Alumni Association; Middlebury College alumni interviewer

Ed Larson, Montpelier

Executive Director, Barre Granite Association, Barre, VT

Board member of CVEDC since 1988, former Executive Committee member.

Obtained degree in Forest Management, Michigan Technological University. Worked in the lumber and forest industry sectors for over 30 years. Owned and operated a sawmill business in Cabot, VT mid-late eighties. Early nineties became a contract lobbyist for the Vermont Forest Products Association, Vermont Retired State Employees Assoc., Vermont State Grange, Current Use Tax Coalition and others. In 2011 became the trade association executive for the granite industry in Vermont.

Lives in Montpelier

Vice-President- Montpelier Housing Authority, President -Montpelier Housing Foundation, Treasurer - Vermont Traditions Coalition, Secretary of the Board - Vermont Granite Museum.

Former involvement: Past Commissioner on CVRPC for ten years representing Montpelier and its former Chair for two years. Past President of the Washington County Fair and Field Days for 16 years.

Carol Ellison, Barre

Real Estate Broker/Owner of Town & Country Associates, Realtors for 34 years. Merged with Heney Realtors in November of 2012. Past President of Vermont Association of REALTORS.

Past President and current Board Member of Central Vermont Economic Development Corp.

Vermont Native and resident of Barre since 1972.

Currently an Advisory Board member of Community National Bank. Member of Finance Committee of Barre Congregational Church. Past member of Central Vermont Chamber of Commerce Board of Directors and past Director of Barre Partnership.

Peter Hood, Middlesex

Retired President of Noyle W. Johnson Insurance Agency (1974-2011)

Chairman Town of Middlesex Select Board since 2006

President and Board Member CVEDC since 2005

President and Board Member Elm Hill, Inc. since 1976

Treasurer and Board Member Community Capital of Vermont since 2000

Born in Princeton, NJ, moved to Vermont in 1974 after Williams College and three years in the Army.

Appendix B

Proposed Bylaws of Central Vermont Regional Commission

Bylaws of the Central Vermont Regional Commission

(Adopted this ____ day of _____, 2013)

Article I: Purpose and Mission

The purpose and mission of the Central Vermont Regional Commission is:

- To enhance the quality of life for the citizens of Central Vermont;
- To foster effective and informed local governance;
- To attract and retain quality jobs and businesses by means of planning and economic development.

Article II: Legal Bases

The legal bases for the Central Vermont Regional Commission include the laws set forth in 24 V.S.A. ch. 117, 10 V.S.A. ch. 12, and these bylaws.

Article III: Area Served

The area served by the Commission shall include all municipalities within Washington County, as well as the Towns of Orange, Washington and Williamstown in Orange County.

Article IV: Definitions

- "At Large Directors" are Members elected by the Membership to serve as Directors for a one-year-term.
- "Board of Directors" or "Board" is the Board of Directors of the Regional Commission.
- "Board Officers" include a Chair, 2 Vice-Chairs (one of whom is a Municipal Director and one a Development Director), a Secretary, and a Treasurer, all of whom shall be elected by the Board for a one-year term
- "Development Director" is a Director appointed by the Board's Economic Development Committee.
- "Director" is a Director of the Board. It includes Municipal directors.
- "Dues" are the yearly fees, approved by the Board, to become a Member (other than a Municipal Member) of the Regional Commission. Municipal Members may also pay Dues (see Art XII).

- “Economic Development Performance Contract” is the annual contract between the Vermont Agency of Commerce and Community Development and the Regional Commission regarding economic development activities as further defined in 24 V.S.A. ch. 76.
- “Members” include Municipal Members as well as others who pay Dues and are approved by the Board.
- “Membership” is all Members of the Regional Commission.
- “Municipal directors” are the duly appointed representatives of the Municipal Members. In the event a Municipal Director is unable to attend a meeting of the Regional Commission, or its Board of Directors or a Board committee, a duly appointed alternate to the Municipal Director may act as a Municipal Director at that meeting.
- “Municipal Members” are the 23 municipalities which are statutory members of the Central Vermont Regional Commission.
- “Regional Commission” or “Commission” is the Central Vermont Regional Commission, a regional planning commission created and existing pursuant to 24 V.S.A. ch. 117.
- “Regional Planning Performance Contract” is the annual contract between the Agency of Commerce and Community Development regarding regional planning services pursuant to 24 V.S.A. ch. 117.
- “Standing Committees” are committees of the Board named in these bylaws.
- “Municipal Plan” and “Regional Plan” are as defined in 24 V.S.A. ch. 117.

Article V: Powers and Duties

The powers and duties of the Commission shall include:

1. Promoting the mutual cooperation of the planning commissions of cooperating Municipal Members, and conferring and advising executive and legislative bodies and officials to promote coordinated development in the region.
2. Advising governing bodies with respect to public financing.
3. Providing technical assistance upon request of a Municipal Member in the preparation and maintenance of plans, studies and bylaws and in related implementation activities.

4. Cooperating with the planning, legislative or executive authorities of neighboring regions, counties or municipalities to promote coordination between the development in the region and adjoining or neighboring regions.
5. Preparing a regional plan and amending and improving the plan.
6. Undertaking studies and making recommendations on economic, industrial, commercial, and social development; land development; transportation; historic and scenic preservation; the conservation of energy; and the development of renewable energy resources.
7. Holding public meetings and hearings.
8. Obtaining from the departments and agencies of the state and of each municipality in the region such available information as relates to the work of the Regional Commission.
9. In the performance of its functions, entering upon land to make examinations and surveys.
10. Engaging staff and consultants to carry out its duties and powers.
11. Undertaking comprehensive planning, including related preliminary planning and engineering studies.
12. Administering economic development programs, with the cooperation of municipalities, for the appropriate improvement, protection and preservation of the region's resources.
13. Addressing issues of retention and expansion in the business community; assisting businesses interested in moving to Central Vermont; discussing issues of concern to the economic well-being of the region; representing the Regional Commission on the Workforce Development Board: oversight and/or participation in the Annual Career and Job Fair and oversight of the Business Workforce Surveys; assisting the 23 municipalities of the Regional Commission with issues of economic development; applying for and administering grants from USDA Rural Development and the Agency of Commerce and Community Development; assisting business with VEGI applications; working with businesses on site selection, permitting, workforce, transportation, and financing; serving as a conduit for state and federal funds to business; and such other duties as assigned by the General Membership.
14. Conducting studies and making recommendations on economic, industrial, and commercial development within the region.
15. Taking all steps necessary to apply for, obtain and comply with the Economic Development Performance Contract and the Regional Planning Performance Contract.

16. Carrying out all duties of a regional planning commission as per 24 V.S.A. ch. 117
17. Performing such other acts and functions as necessary or appropriate to fulfill the duties and obligations imposed by the law and these bylaws.

Article VI: The Regional Commission

1. The Regional Commission shall consist of Municipal Members and all other Members.
2. The Board of the Regional Commission shall consist of thirty-five (35) Members, including twenty-three (23) Municipal directors; nine (9) Development Directors; and three (3) At-Large Directors. The Board shall have five (5) Officers: a Chair, 2 Vice-Chairs (one of whom is a Municipal Director and one a Development Director), a Secretary, and a Treasurer, all of whom shall be elected by the Board for a one-year term.
3. Municipal directors.

Municipal directors shall be appointed by the legislative body of their respective Municipal Members, or elected by the voters, in accordance with the system adopted by each municipality. Municipal directors appointed by a legislative body serve at its pleasure, and may be removed upon a vote of a majority of the legislative body. No Municipal Director shall vote or serve on the Regional Commission until the appointment or election is certified to the Commission by the municipal clerk. The term of each Municipal Director is one year or until a successor is appointed or elected. Municipal directors may serve successive terms. Municipalities may also appoint or elect alternate Municipal directors, who shall serve in the absence of the Municipal Director. Alternate Municipal directors may not serve as Chair of any committee or as members of the Executive Committee. Municipal directors shall report the activities of the Regional Commission to the legislative body and the planning commission of their respective municipalities.

Article VII: Committees

Unless otherwise specified below, the Board shall elect members of the following committees annually. The Executive Committee shall appoint chairs of all committees unless otherwise stated below. The Board has the ultimate authority, by majority, to overrule any committee's decision, except as provided below. The standing committees shall include:

1. Nominating Committee. The Nominating Committee shall nominate (1) the Board Officers; (2) the At-Large Directors; and (3) the three additional Directors to the Executive Committee. The Nominating Committee shall consist of up to five members, one being the immediate past Board chair and one being the current Board chair. At least one member of the Nominating

Committee shall be a Municipal Director and at least one shall be a Development Director. The Executive Committee shall appoint all the members of the Nominating Committee, save for the current and immediate past board chair.

2. Executive Committee. The Executive Committee shall make administrative and personnel decisions for the Regional Commission and such other decisions as designated by the Board. It may defer any decision to the Board, if in its judgment the matter is of such importance to the Regional Commission's mission or fiscal integrity to merit deferral. The Executive Committee shall consist of the Board Officers and three other Directors nominated by the Nominating Committee and approved by the Board, at least one of whom shall be a Municipal Director and one of whom shall be a Development Director.

3. Regional Plan Committee. The Regional Plan Committee shall prepare, review and make recommendations on amendments to the Regional Plan, to be submitted to the Municipal directors for final approval. The majority of the Regional Plan Committee shall be Municipal directors with a minimum of seven and maximum of eleven committee members.

4. Municipal Plan Review Committee. The Municipal Plan Review Committee shall review Municipal Plans and make recommendations pursuant to 24 V.S.A. ch. 117, and the committee's decisions shall be submitted to the Municipal directors for final approval. The Municipal Plan Review Committee shall consist of at least three Directors, two of whom are Municipal directors, and may be expanded to include representatives of adjacent municipalities and up to two other interested Members.

5. Project Review Committee. The Project Review Committee shall review development proposals pursuant to 10 V.S.A. ch. 151 and 30 V.S.A. ch. 5. The Project Review Committee shall consist of five Directors, and may be expanded to a maximum of nine Members on a case-by-case basis. The majority of the Project Review Committee shall be Municipal directors; at least one Member shall be a Development Director.

6. Economic Development Committee. The Economic Development Committee shall have a maximum of 35 members. The Economic Development Committee shall be self-perpetuating: it shall have the sole power and responsibility to fill all vacancies on the Economic Development Committee. The Economic Development Committee's duties shall include but not be limited to the following: appointing annually the nine Development Directors; and overseeing other economic development activity in the area served.

7. Brownfields Committee. The Brownfields Committee shall oversee the administration of any brownfield funds and/or brownfields projects. The Brownfield Committee shall have three members, at least two of whom shall be Directors.

8. Membership Committee. The Membership Committee shall recruit new Members of the Regional Commission, encourage the retention of existing Members, organize the Annual Meeting, and take responsibility for maintaining the vitality and energy of the Board. It shall have five Members appointed by the Board, at least one of whom is a Director.

9. Transportation Advisory Committee. The Transportation Advisory Committee ("TAC") shall review and recommend the work plan and transportation priority projects. It shall have twenty-three members, one from each Municipal Member.

10. Other Committees. The Board of Directors may establish other committees, after seeking the judgment of the Membership Committee on the need and mission of such other committees. All other committees shall have a minimum of one member of the Economic Development Committee and one Municipal Director.

Article VIII. Voting and Quorum

1. On all matters other than the approval of the Regional Plan, Municipal Plans, or municipal planning processes, which are voted by Municipal Members, each Member of the Regional Commission shall have one vote on all motions, amendments, and procedural questions presented for decision. Unless otherwise provided in these Bylaws or required by law, a majority vote of those present is required for a motion to pass.
2. Except for a meeting of the Membership, a quorum shall consist of a majority of those appointed to serve on the Board or Committee which is meeting, or a majority of those charged with making a decision (for example, Municipal directors under Article VII (3) Regional Plan Committee). Tie votes constitute no action taken. A chair shall vote only to make or break a tie.
3. Election of Officers. Officers shall be elected annually at the first meeting of the Board following the Annual Meeting. Directors shall receive the recommendations of the Nominating Committee no later than 30 days prior to said meeting.

Article IX. Conflict of Interest

The Regional Commission shall establish policies regarding conflict of interest and code of conduct. Directors shall adhere to the Commission's policy on conflict of interest and code of conduct.

Article X. Meetings

1. Annual Meeting: There shall be meeting of the Membership of the Regional Commission in May of each year, with notice of the date, time and place provided to members at least 30 days in advance. Members as of the date the notice is sent, electronically or otherwise, shall be entitled to vote at the meeting. Proxies shall not be allowed save for those situations where proxies are specifically approved by the Board. The notice shall include the names of nominees for the At-Large Directors and such other business as the Board wishes to bring before the Membership. Additional nominations for the At-Large Directors may be made (a) by means of a petition signed by no less than 5% of the Members entitled to vote and (b) submitted

to the Secretary of the Regional Commission no later than 15 days in advance of the meeting.

2. Regular meetings of the Board shall be held as prescribed by the Executive Committee. Meetings shall be called by the Chair with no less than five days' notice. Notice shall also be sent to each municipal planning commission, legislative body, and municipal planner within the region. There shall be no less than six (6) Board meetings a year.
3. The Secretary shall keep minutes of all Regional Commission meetings.
4. Committee meetings shall be called by the committee Chair with at least two days' notice. Executive Committee meetings may be scheduled by the Executive Committee Chair on less than two days' notice if requested by two or more Executive Committee members.
5. Notice. Notice shall be given by regular US mail, email or fax to the address of the Member as found in the records of the Regional Commission.
6. Telephonic meetings. Provided all participants can hear and participate, Board and Committee meetings may be held via telephone.
7. Unanimous Written Consent. Any action to be taken by the Board or a Committee may be taken by unanimous written consent of the members of such Board or Committee.

Article XI. Executive Director

The Board shall appoint an Executive Director after recommendation from the Executive Committee. The Executive Director shall have general responsibility for the day-to-day operation of the Commission and its staff. The Executive Director shall also prepare the annual budget for approval by the Board and shall be responsible for keeping expenditures and commitments within authorized appropriations and allocations. The Executive Director shall, with Executive Committee approval, appoint all staff, prepare progress and financial reports as directed by the Executive Committee, and have custody of all Commission records. The Executive Director shall prepare the annual report of the Regional Commission, subject to the Board's approval. The Executive Director shall prepare the Work Plan, Regional Planning Performance Contract and the Economic Development Performance Contract, and each shall also be approved by the Executive Committee before June 1 of each year. The Executive Director shall report to the Executive Committee, and shall perform such duties as assigned by the Executive Committee or by the Board.

Article XII. Finances

The Commission may receive and expend funds from any legal source.

The fiscal year of the Commission shall run from July 1 to June 30.

All contracts, checks, orders and other instruments requiring the signature of the Commission shall be signed in the name of the Commission by such officer as the Board or Executive Committee shall designate.

Dues shall be set in accordance with a schedule and rate established by the Board. The Executive Director shall notify municipalities and other Members of their respective Dues annually before November 15. Municipalities appropriate funds to pay such Dues, but membership on the Commission shall not depend on payment of Dues by the municipality. The Executive Director may prioritize and schedule delivery of services to municipalities based on payment of Dues.

Article XIII. Indemnification

The Commission shall indemnify and hold harmless any Director or Officer, or former Director or Officer of the Commission, against expenses actually and reasonably incurred by such Director or Officer in connection with the defense of any action, suit, or proceeding, civil or criminal, in which such Director or Officer is made party by reason of being or having been such Director or Officer, except in relation to matters in which such Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for gross negligence or misconduct in the performance of his or her duty to the Commission, and for any such additional indemnification as may be covered by a policy of insurance issued to the Commission and permitted by law, or which shall be enacted by resolution and adopted after notice to the members of the Commission entitled to vote. Nothing in this indemnification is intended to decrease the immunity from liability provided by Vermont law.

Article XIV. Amendments

Amendments to these bylaws shall be proposed by the Executive Committee to the Board at any regular meeting after having at least thirty days' notice of the proposals to the Board and a meeting dedicated to discussing the amendments. Such amendments shall be adopted upon a vote of two-thirds of the Directors present (so long as a quorum is present), provided that no less than thirty days' notice of a proposed bylaw amendment is provided. No amendment affecting membership of the Economic Development Committee or its participation on the Board or Committees of the Commission shall be adopted without the approval of the Economic Development Committee.

Appendix C

Statement of the Joint Committee on Consolidation member David Strong

I appreciate having been appointed as one of five representatives of the Central Vermont Regional Planning Commission to the Joint Committee on Consolidation and have enjoyed serving on the committee and contributing as best I could to its research and deliberations. As readers of its report can tell, the committee was diligent and focused. It has worked out the details of a design for what is likely the best possible arrangement for an organization that combines the functions and responsibilities of a pre-existing RPC and a pre-existing EDC. For this it should be highly commended.

However, after carefully weighing the pros and cons, I am unable to join those who recommend proceeding with the merger of these two organizations into a single entity, as proposed, for I find no compelling reason for undertaking the drastic steps that it requires; namely, the dissolution of the Central Vermont Economic Development Corporation and the dilution of municipal control over the direction and operation of the Central Vermont Regional Planning Commission. Moreover, I suspect that the practical outcome may be unsatisfactory to everyone involved. I am personally concerned that the restructuring of the CVRPC may negatively impact on the range and quality of services currently available to municipal members and, if I were on the board or a member of the CVEDC, I would have a similar concern.

Contrary to the claims of supporters, merger of these two regional, public purpose organizations will do little, if anything, to make up for the lack of vision and balance in the allocation of resources for economic development statewide; only a state organization with a mandate to do so has the scale and capacity to accomplish that worthwhile goal. Thus, if reducing the disparity in job growth between different regions of the state is the major reason for merging development and planning functions at a regional level, in my view, this is a false hope which sets the stage for future conflict and disappointment, not to mention the loss of good will that has been established between individual members of our respective organizations.

Speaking as a representative of the Central Vermont Regional Planning Commission, I am apprehensive that adoption of the committee's recommendations would mean a loss of control over regional planning functions and services by member towns. Where twenty-three municipal delegates now have exclusive responsibility for program and personnel oversight of Central Vermont's regional planning agency, under the changes that have been recommended, those municipalities would have to contend with nine Development Directors and three At-Large Directors, none of whom are accountable to the member towns, for the allocation of the organization's resources and staff.

Under the proposed consolidation arrangement, a self-perpetuating committee, the Development Committee, would control 25% of the directorship of the new organization. That committee will be meeting independently of the Commission and will have an opportunity to develop a unified position on various issues, potentially resulting in Development Directors becoming a voting bloc which could readily outmaneuver individual municipalities.

By a wide majority, the municipalities served by the CVRPC are rural in nature and face a wide array of planning issues. These relate to open space, municipal facilities, wildlife, and farmland protection, as well as development. Most CVRPC members do not have planning departments and rely on the planning services and information available through the CVRPC. Any change that might diminish the responsiveness of the CVRPC to the needs of its member towns is cause for concern, as is the potential shift away from broad-based planning for environmental conservation and human needs to one focused primarily on development.

I have been the Town of Plainfield's representative to the Central Vermont Regional Planning Commission for two years and, as a result, I have some first-hand knowledge of the effectiveness of that organization. My experience is that, by and large, towns receive as much assistance as they request from the CVRPC. In the last year or two, the Town of Plainfield has received: an energy conservation grant for our town hall, enhanced consultations for our new Town Plan, a grant to do a traffic calming study, assistance with an RFP for a sidewalk study, endorsement of a major intersection improvement, and more. I'm sure other towns, particularly those that are active on the Commission, have received significant benefits, as well.

I do not believe that the impacts of the structural changes that have been proposed have been adequately considered. A 35-member commission is unwieldy. Instead of 23 members of which 15-17 attend at any time, there could be 30 people in attendance at any given meeting (particularly if, as has been suggested, the expanded regional commission is "re-energized"). Deliberations at such meetings could take twice as long as they do now.

Large size may have the unintended consequence of reducing participation and debate (in the interest of ending the meeting at a reasonable hour) or result in lengthy meetings that wind up discouraging participation by people - particularly those who are not there representing themselves or to advance their interests but are fulfilling a civic duty. This may be the reason why only 1/2 of the directors of the Northeastern Vermont Development Corporation (NVDA) (the organization that is cited as a model by merger supporters) are in attendance, on average, at quarterly NVDA Board of Directors' meetings. [Note: This is based on a tally I made from NVDA Board of Directors meeting minutes for 2012.]

While it is true that attendance by commissioners is fair to poor, that may not be a symptom of a problem but of an underlying strength for, as those of us in Town government know, it takes a crisis or a controversy to bring the public out to meetings; if things seem to be going well, people prefer to stay at home. (One test of this hypothesis will be whether or not the proposal to re-organize the CVRPC triggers increased participation.) In my view, it's not the fault of the CVRPC that some towns don't have representation and don't take full advantage of the services it has to offer; rather, it's a function of the attitude and initiative of the elected leaders of each member town.

Finally, I don't believe that a case has been made that future cost-savings can be counted on; in fact, the merged organizations would face the loss of \$14,000 in annual revenue that currently flows into the EDC from town appropriations, at the same time as it absorbs 100% of EDC staff and functions.

One of the positive things that has emerged from our year-long study of our two organizations has been an increase in mutual understanding and respect for what each organization does. This will make it easier

for the laudable goal of better coordination between development and planning on a regional level to be accomplished in other, much less invasive ways than by bodily transplanting the functions of the CVEDC into the Central Vermont Regional Planning Commission. For starters, the CVRPC should take steps to insure that its staff attends meetings of the Central Vermont EDC, just as the CVEDC now sits in on CVRPC meetings regularly. On a broader, policy level, the CVRPC should decide to formulate a more comprehensive economic development element for the region as part of its Regional Plan and to collaborate closely with the CVEDC on this. In addition, the CVRPC's Act 250/Section 248 Project Review Committee should convene on a regular, monthly basis to discuss potential developments of regional significance and should be expanded to include members of the CVEDC.

For all of these reasons, I urge my fellow members of the Committee on Consolidation to endorse the specific steps outlined above to expand the level of coordination between the CVRPC and the CVEDC to advance planning and appropriate economic development in our region, and also, for the reasons outlined above, to reject the recommendations that the draft "Bylaws of the Central Vermont Regional Commission" be adopted by the Central Vermont Regional Planning Commission and that the Central Vermont Economic Development Corporation dissolve.

Appendix D

October 16, 2012

To: Josh Fitzhugh, et al.

From: Paul Gillies

RE: Ideas on the merger of CVRPC and CVEDC, Second Draft

Here are some reflections on the process, as I've worked around the issues you presented to me. Incomparable help was given me by John Kessler and Julie Kelliher of the Agency of Commerce and Community Development.

1. How it can be done. No legislation is required. You can merge into one corporate unit, without risking loss of funding through the Agency of Commerce and Community Development and the Department of Economic, Housing and Community Development. The Secretary of the CCD must approve the merger. All of the paperwork will need to be completed to provide the Secretary with the necessary background on which to approve the plan, short of filing any incorporation with the Secretary of State.

2. Choices of forms of organization. CVRPC is a political subdivision of the State of Vermont. CVEDC is a nonprofit corporation, established pursuant to statute, best defined as a quasi-governmental corporation. Whether the new entity should be a corporation or not is the first question. There is no legal reason why all of the functions of the CVEDC cannot be performed by an enhanced CVRPC. The question is whether there is any need to continue to respect the corporate form at all.

The principal reason to incorporate is to ensure limited liability for directors, and to provide a framework for the delivery of commissioners directors enjoy sovereign immunity to the extent that they are acting within their authority, and the commission form can be organized according to the needs of the participants.

If this is the way to proceed, CVEDC should dissolve, and convey its assets to the new entity. A resolution of the board is required, and a vote of more than two-thirds of its board, adopting a plan of dissolution. Formal merger can occur only with other corporations, but this would constitute de facto merger. The resolution might be worded this way:

Resolved, by the Board of Trustees of the CVEDC, this ____ day of _____, 2012, to dissolve the corporation and convey all its assets and liabilities to the Central Vermont Regional Commission, pursuant to the plan of merger.

NVDA is actually NVDA, Inc. It was incorporated in 1989 as a nonprofit corporation. I have not been able to discern the reason for incorporation, although perhaps at the time the state law was not as flexible as it is today, when a regional commission can perform any economic development enterprises within the regional commission framework. A corporation form can be more cumbersome than a pure political subdivision, if only because a different title of Vermont Statutes is involved.

3. What CVRPC should do. The Commission would make a resolution similar to this:

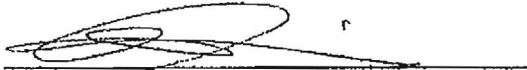
Resolved, by the Central Vermont Regional Commission, this ____ day of _____, 2012, to accept all assets and liabilities of the Central Vermont Economic Development Corporation, subject to the plan of reorganization; reorganize as the "Central Vermont Regional Commission"; and adopt new bylaws in place of the existing bylaws.

If that sounds too easy, it is, because of the "plan of organization" that will be required. Every detail needs to be worked out in advance, in far greater detail than I can adequately recite here, but including the necessary changes in deeds, leases, checking and savings accounts, tax filings, and a final audit of the CVEDC, to close its books before it merges into the CVRC.

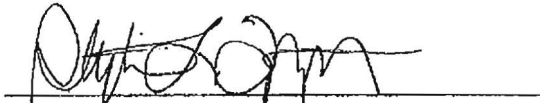
4. What's your name? John Kessler suggests "The Central Vermont Regional Commission." Borrowing from our northeastern relative, it could be "The Central Vermont Development Authority."

5. What's Next? The development of a plan of merger is the next step. This is beyond my ability, and must involve the staffs of the CVEDC and the CVRPC. A thousand questions yet need to be answered. Once the plan is approved, the two organizations can merge, and the good work of both continue as one organization.

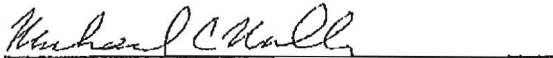
Signed APRIL 10, 2013 by the members of the Joint Committee on Consolidation:



Gunner McCain, CVRPC



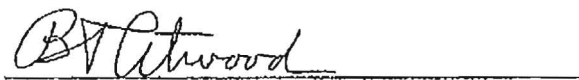
Stephen Fitzhugh, CVRPC



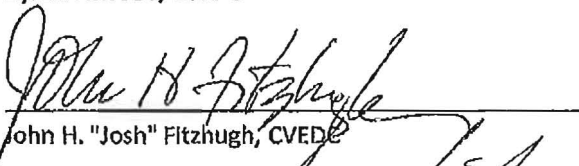
Michael Miller, CVRPC

 Dissenting

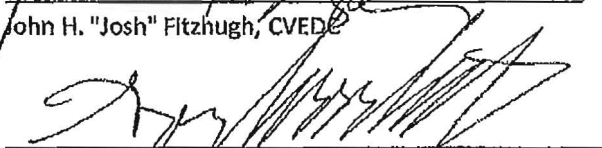
David Strong, CVRPC



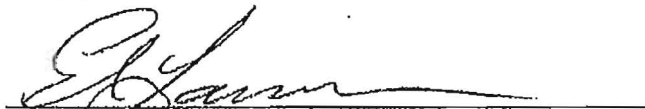
Byron Atwood, CVRPC



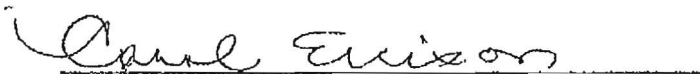
John H. "Josh" Fitzhugh, CVEDC



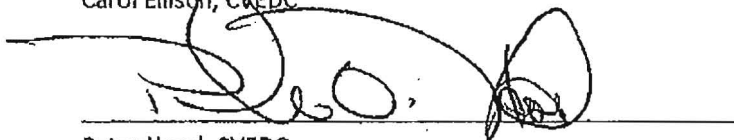
Gregory D. Woodworth, CVEDC



Ed Larson, CVEDC



Carol Ellison, CVEDC



Peter Hood, CVEDC



1962-2012 Celebrating 50 Years

621994
May 2, 2013

William J. Fraser, ICMA-CM
City Manager
City of Montpelier
39 Main Street
Montpelier, Vermont 05602

SUBJECT: Montpelier – Berlin Bike Path
STP BIKE (33) S
Amendment No. 8 Agreement

Dear Mr. Fraser:

As recently discussed, please find attached hereto two copies of Amendment No. 8 for the above referenced project. This Amendment consists of the Agreement and Attachment A (Scope of Work and Labor Hour and Fee Estimate). If acceptable to you, please have these copies executed, keep one for your files, and return one to me.

We are very excited that this project has been reinitiated, and that final design and construction is getting closer to reality. If you have any questions, please do not hesitate to contact me at (802) 728-3376.

Very truly yours,

DuBOIS & KING, INC.

Evan P. Detrick, P.E.
Manager – Transportation Department

Enclosure

City of Montpelier

Agreement for Consultant Engineering Services
With
DUBOIS & KING, INC.

Project: STP BIKE (33) S

AMENDMENT No. 8

It is hereby agreed by and between the City of Montpelier hereinafter referred to as the MUNICIPALITY and DUBOIS & KING, INC., a Vermont Corporation, with its principal place of business at Randolph, Vermont, hereinafter referred to as the CONSULTANT, that the original Agreement dated August 26, 1999 shall be modified as follows:

1. **SCOPE OF WORK** is hereby modified by adding the Scope of Services dated April 2, 2013 attached hereto as Attachment A.
2. **THE AGREEMENT FEE** is hereby modified by increasing the maximum limiting Amount by Three Hundred Eighty Four Thousand Seven Hundred Thirty Five Dollars (\$384,735), to Nine Hundred Eighty Three Thousand Eight Hundred Fifty Four Dollars (\$983,854).
3. **BEGINNING OF WORK AND TERMINATION** is hereby modified to read "This Amended Agreement shall be effective April 2, 2013 and shall be completed on or before December 31, 2015".

Except as modified by this Amendment, all other provisions of the original Agreement dated August 26, 1999 shall remain in full force and effect.

Dated this 2nd day of April, 2013.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement Amendment to be executed as of the day and year first above written.

DUBOIS & KING, INC.

BY: 

Authorized Signature
Evan P. Detrick, P.E.
Project Manager

CITY OF MONTPELIER
By it's MANAGER

Date: _____

ATTACHMENT A: SCOPE OF SERVICES

CITY OF MONTPELIER

MONTPELIER-BERLIN BIKE PATH

DuBois & King (D&K) understands that the City of Montpelier would like to reactivate the Montpelier-Berlin Bike Path Project. This project was previously developed by D&K through the Right of Way plan stage but was suspended due to concerns from the Vermont Rail System. The reactivated project will follow some of the previously developed alignment, but will also include portions along new alignments.

This project will involve the design and permitting of a shared use path from Granite Street to U.S. Route 2 near Agway, along a short section of U.S. Route 2 to Gallison Hill Road, and along Gallison Hill Road for a length of approximately 1700 feet. The total length of the path in Montpelier is approximately 2.0 miles.

Given the fact that some information has been developed to date, the D&K Team will initiate the project in the middle of the Project Definition Phase, and utilize the information previously developed to the extent possible to advance the project.

Phase A – Project Definition

Under Phase A, the DuBois & King Team will conduct field surveys, develop preliminary design plans, conduct natural resource evaluations, conduct public outreach, and prepare information for the reevaluation of the Categorical Exclusion (CE) documentation.

TASK 1 – PRE-DESIGN CONFERENCE

D&K will convene a Pre-Design Conference to define and discuss the process to be followed during project development. D&K will coordinate and schedule this meeting to be held with City and VTrans representatives. We will conduct the meeting, discuss the proposed alignment, the project development process, and address any questions that people may have. In addition, we will take notes and prepare meeting minutes. At this meeting, we will present and discuss the project schedule and deliverables and arrange to collect information relevant to the project.

TASK 2 – TOPOGRAPHIC SURVEY AND BASE MAPPING

The purpose of this task is to survey the alignment and create a digital terrain model for use in the design, permitting, and preparation of construction documents. Survey work will be conducted under the direction of DuBois & King's Vermont Licensed Land Surveyor.

2.1 – Right of way and Deed Information

DuBois & King will research and update the prior information we collected pertaining to roadway plans, railroad plans/valuation maps, land records, property deeds, and tax maps for the properties within the project limits. For parcels expected to have permanent right of way acquisition, a full, 42-

year Abstract of Title will be compiled; however, only the current records will be researched for properties with temporary impacts. The purpose will be to document the property lines and owners along the anticipated alignment(s) for subsequent right of way use.

2.2 – Utility Location

To reasonably locate existing utilities within the project area, D&K will make contact with the appropriate utility owners. Requests will be made for available information including record drawings, sketches, as-built, etc. If available information is deemed inadequate to analyze conflicts, site visits will be coordinated with the existing utility owners to verify locations.

2.3 – Ground Survey

D&K will conduct the topographic survey for this project in accordance with VTrans survey guidelines and requirements. Because approximately 14 years have passed since the original survey, and because portions of the path are to be located in areas not previously surveyed, we will complete a new topographic survey of the entire corridor.

Adequate definition of roadway widths, drainage structures, utilities, appropriate contour intervals, drainage courses, and other information required to properly design the improvements will be developed. The survey will include features within approximately 50 feet on either side of the anticipated alignment. Vertical and horizontal control points will be established and will be shown on the drawings with the applicable tie information. Project control will be based on State plane coordinates for horizontal control and the USGS vertical datum.

We will contact VTrans and arrange for an access permit and flaggers to conduct the survey in the vicinity of the tracks. We will also contact the property owners of each parcel to notify them of the survey.

2.4 – Base Map Preparation

Base plans will be developed incorporating the information obtained through our research, survey, field investigations, and utility information. D&K will prepare a completed and edited digital terrain model from which we will extract plans and cross sections in English units of measure. The base plan will show existing utilities, drainage systems, roadways, and topographic surface features within the project limits. Annotations (symbols, lettering, line types, and weights) representing existing and proposed features will follow current VTrans standards.

TASK 3 – RESOURCE DOCUMENTATION

3.1 – Office Documentation

An environmental resource identification, inventory, and assessment will be conducted. D&K will build upon the prior work conducted for this project. This work will include wetlands and other natural resources. An inventory and assessment of impacts to these resources is necessary in order to obtain permits for the project, as well as the re-evaluation of the CE document.

Natural resources within the project area will be identified through the use of the Vermont Center for Geographic Information (VCGI) database and coordination with the appropriate resource agencies such as the Vermont Agency of Natural Resources (VTANR) and the US Army Corps of Engineers (USACE). Using our in-house GIS capabilities, we will import any known natural resource information into our base mapping. Anticipated impacts to any known resource will be identified and considered in our recommendations. Those resources within the vicinity will be identified through review and evaluation of available data. Through this coordination, the following resources and planning initiatives will be reviewed in the study area:

- ✓ Historic sites, structures, and districts
- ✓ Fish and wildlife habitat
- ✓ Wetlands and water quality
- ✓ Floodplains
- ✓ Archeological sensitive areas
- ✓ Endangered species/habitat
- ✓ Section 4(f) and 6(f) properties
- ✓ Hazardous waste sites
- ✓ Agricultural land
- ✓ Community character/aesthetics
- ✓ Economic and social features
- ✓ Rivers, streams, lakes, and ponds

DuBois & King will conduct additional resource identifications and inventories as outlined below:

3.2 – Field Documentation

Wetlands/Threatened and Endangered Species

D&K's Field Naturalist/Wetland Scientist will conduct a field review of the entire project corridor in order to identify and delineate any wetlands. She will also determine whether any threatened or endangered species are potentially present within the area. We will prepare a memorandum summarizing our findings.

For purposes of the Scope of Services, we assume that no additional cultural resource investigations will be necessary, and the work done previously is sufficient for the re-evaluation of the CE.

TASK 4 – PRELIMINARY PLANS

D&K will develop the preliminary design and prepare plans anticipated to consist of:

- ✓ Title Page
- ✓ General Notes
- ✓ Typical Section Sheets
- ✓ Quantity Sheets
- ✓ Tie Sheet (Survey Control)
- ✓ Plan and Profile Sheets
- ✓ Intersection Details
- ✓ Pavement Marking and Signing Plans
- ✓ Erosion Prevention and Sediment Pollution Control Plans
- ✓ Drainage Plans
- ✓ Landscaping and Lighting Plans and Details

- ✓ Maintenance of Traffic Plans
- ✓ Cross Sections

The Preliminary Plans will include existing utilities, pavement width and depth transitions, cut-to-fill transitions, property boundaries and owners' names, driveway improvements, rail crossing details, intersection details, drainage, erosion control measures, environmentally sensitive features, traffic signs, and pavement markings. Cross sections will be templated and construction limits and notes will be indicated on the Plan and Profile Sheets.

The Preliminary Plans will indicate the relocation of the tracks of the active WACR line along the western portion of Barre Street, as indicated on the previously-developed plans. We anticipate that the actual relocation will be conducted by Vermont Rail System, and that no detailed design of the tracks will need to be performed by D&K.

A construction cost estimate will be prepared in conjunction with the Preliminary Plan development in the standard VTrans Trans*port Estimator format. D&K will develop a construction cost estimate that utilizes an individual item and unit price basis and is summarized on a tabular spreadsheet. The estimate will reflect the level of detail indicated on the Preliminary Plans.

Deliverables-We will submit a PDF copy and two full-size copies of the Preliminary Plans and construction cost estimate to the City, along with a PDF set to VTrans for review and comment.

TASK 5 – CATEGORICAL EXCLUSION

National Environmental Policy Act (NEPA)

The appropriate level of NEPA documentation identified for this project is a Categorical Exclusion (CE), as the project is expected to result in no significant adverse impacts, and a CE was previously developed for the project. For the purposes of this scope, we have assumed that no significant impacts will be identified in the review of environmental effects, but that a re-evaluation of the CE will be required due to the changes in project footprint and the passage of time. The CE process would therefore conclude with VTrans/FHWA approving the Final CE document.

Throughout the NEPA process, we will confer with the City, VTrans, and FHWA decision-makers. We will review the NEPA approach and appropriate level of documentation, coordinate with regulatory agencies, and conduct public outreach.

5.1 – Categorical Exclusion (CE) Document

D&K will prepare the documentation for the CE. We have assumed that the work previously done is adequate, and therefore that the preparation of a new CE will consist of updating the information previously collected. The existing CE will be reevaluated and any new information will be provided to the VTrans Environmental Section for their use in reviewing the CE.

Draft of the CE documentation will be submitted to the City and VTrans for review and comment. (We have assumed that comments will be of a clarifying nature and that additional fieldwork or analysis will not be required.) Once the comments have been addressed, the CE will be forwarded by VTrans to the FHWA for final approval.

Deliverables- We will submit a PDF copy and Word version of the CE to the City and VTrans for review and comment.

TASK 6 – COORDINATION WITH VTRANS RAIL SECTION AND VERMONT RAIL SYSTEM

The D&K Team will coordinate with representatives of the Vermont Agency of Transportation's Rail Section and Vermont Rail System regarding the new and existing rail crossings and use of State Right of Way in the project area.

We will provide technical information/support to the City so that the City can prepare a draft Railroad Maintenance and Use Agreement for the crossings. We assume the City will work directly with VTrans/Vermont Rail System to finalize the Railroad Agreement.

PHASE B – PROJECT DESIGN

Under Phase B, the DuBois & King Team will prepare permit applications as required, develop final design plans, prepare right of way acquisition documents, coordinate with utility providers, and prepare the contract plans and final bid documents so that the City can advertise the project for construction.

TASK 7 – UTILITY COORDINATION

D&K is aware that it will be necessary to relocate and/or adjust some utilities in order to accommodate the path construction. We will coordinate with each utility provider during design to identify conflicts and determine relocation routes wherever necessary. We anticipate the several utility poles will need to be relocated, and that adjustments will be needed to manhole covers, water valves, and drainage catch basins. There may also be conflicts with sewer, and water lines.

Upon approval of the Preliminary Plans, D&K will initiate the utility clearances required for this project. Plans will be provided to each affected utility and they will be requested to indicate their proposed relocations on the plans so that we can indicate the relocations on our final plans. We will work with the utilities to facilitate this effort.

TASK 8 – PERMITTING

Based on our understanding of the project, we have determined that numerous permits will be required before the project can proceed to construction. We believe the following permits will be required:

Because the total area disturbed by construction of the project will exceed one acre, a **Construction Stormwater General Permit** will be needed. An erosion and sediment control plan and narrative will be developed during the course of design to support of the Construction Stormwater General Permit application. This application will be submitted to VTANR for the project. The project is anticipated to qualify under General Permit 3-9020 as a Low Risk project.

Because the newly constructed impervious area will exceed one acre, an **Operational Stormwater Discharge Permit** 3-9015 will be needed. An Operational Stormwater Permit application and supporting documentation will be prepared and submitted to VTANR for the project. We assume for the purposes of this Scope that stormwater treatment can be accommodated within the project limits. No off-site mitigation or treatment is currently anticipated.

A **Stream Alteration Permit** will be required for work impacting perennial streams. A permit will be prepared for the new structure located just east of the Coniff property.

The overall path construction footprint, plus easements, should be less than ten acres and therefore the municipal exemption for **Act 250** should apply. We will contact the Environmental District Coordinator and request a Jurisdictional Opinion to confirm this presumption.

There may be properties affected by the project that have existing Act 250 permits, and amendments to these permits may need to be prepared and filed. DuBois & King will coordinate with the District Coordinator to determine what existing permits may be affected, and if any amendments are needed. For purposes of this Scope, we have assumed that no Act 250 permit amendments will be needed. Should this not be the case, we can complete the amendment applications as needed under a supplemental Agreement.

It is not known at this time if any water or sewer modifications will be necessary for the project; therefore, the preparation of applications and supporting documentation for any **water or sewer permits** is not included at this time. If water or sewer permits are necessary, we can complete the applications as needed under a supplemental Agreement.

We believe there are one or more small areas of Class II wetlands with the project area. Therefore we anticipate the need for a **Conditional Use Determination**. However, we do not anticipate the need for any permits from the Corps of Engineers, as we will look to avoid or minimize wetland impacts.

Deliverables-D&K will prepare and submit the appropriate permit applications to the City, and resource agencies as required by each agency. We assume that any permit application fees will be paid directly by the City.

TASK 9 – RIGHT OF WAY PLANS AND DOCUMENTS

DuBois & King will assist the City throughout the right of way acquisition process. New permanent easements or right of way will be required for the path and temporary easements will be required

to facilitate construction. Because State and Federal money will be used for construction, we will follow the VTrans right of way acquisition process. We propose the following:

9.1 – Draft Right of Way Plans

Draft Right of Way Plans will be prepared under the direction of our Project Manager and will be reviewed by our Land Surveyor. These plans will clearly indicate the existing roadway right of way limits, property lines, property owner's names, as well as new permanent and temporary easements required for construction of the roadway. The draft Right of Way Plans will be provided to the City along with the Abstracts of Title for the preparation of draft Easement Agreements for each affected property owner. D&K will provide descriptions of each of the required easements for incorporation into the draft Easement Agreements.

Once the Easement Agreements are drafted by the City attorney, D&K will review them to ensure they are consistent with our plans. Upon our acceptance, we will submit all copies of the draft Easement Agreements and Right of way Plans to VTrans for review and approval. Upon approval of the Draft Right of Way Plans and Easement Agreements, the City will initiate the acquisition process to obtain any rights of way and easements necessary to construct the path.

9.2 – Property Owner Meetings and Reports

DuBois & King will participate in property owner meetings. These meetings will be scheduled by the City, and will be conducted with each affected property owner along the path alignment that desires to meet and discuss the project. We will explain the overall project, specific impacts to each owner's property, and work to resolve any issues or concerns to the satisfaction of the owner. Property Owner Reports will be prepared to document the discussions with each owner. The Right of way Plans will be updated to reflect any revisions that the owner and City have agreed to.

9.3 – Appraisals

The D&K Team will have appraisals conducted for the affected properties, as determined to be necessary. Previously conducted appraisals will be updated. O'Brien & Kaffenberger, Inc., Real Estate Analysts and Appraisers, will conduct the appraisals for this project. The appraisals will include temporary and permanent rights. An Appraisal Report on the market value of the rights proposed for each property will be prepared and submitted as part of this task.

Once we consider the Appraisal Reports to be complete, we will submit one copy to the City and two copies to the VTrans Project Supervisor for review and approval by the Right of Way Unit.

D&K and O'Brien & Kaffenberger will answer any questions and address review comments generated by VTrans, and will make appropriate revisions and prepare final Appraisal Reports. D&K will prepare a Total Area Sketch and submit it, along with the Abstract of Title to the appraisers for each parcel where rights are to be obtained.

9.4 – Final Right of way Plans

Upon completion of the right of way negotiations between the City officials and affected property owners, DuBois & King will prepare Final Right of Way Plans for this project. These plans will show the final limits of permanent and temporary easements and takings. The plans will be suitable for filing at the City office and for inclusion into the Final Plans. These plans will reflect final discussions, negotiations, and agreements between the City and property owners.

For purposes of this Scope, we assume that Necessity and Condemnation Hearings will not be necessary.

TASK 10 – FINAL DESIGN

Upon completion and receipt of necessary permits and utility and right of way clearances, the Final Design of the project will be prepared, and will include the following:

10.1 – Final Plans

The Final Plans will be prepared to address comments received on the Preliminary Plans, Right of way Plans, permit applications, etc. The Final Plans will include the sheets from the Preliminary Plans submission, as well as additional information including Right of Way Plans and miscellaneous details.

10.2 – Special Provisions and Draft Contract Documents

DuBois & King will prepare Draft Contract Documents for this project. These documents will include:

- ✓ Bidding Requirements
- ✓ Contract Forms
- ✓ Contract Provisions (General Special Provisions and Special Provisions)
- ✓ Specifications (VTrans Standard Specifications for Construction, 2011 Edition)
- ✓ Supplemental Specifications

The Contract Documents will be based on the standard documents that VTrans uses for their municipally managed projects, and as required by the City.

10.3 – Final Construction Cost Estimate

A construction cost estimate will be prepared as part of the Final Plan development. The VTrans Trans*port Estimator construction cost estimate previously prepared will be revised to reflect the additional level of project detail and the revisions made subsequent to the Preliminary Plans.

Deliverables

We will submit a PDF copy and two full-size copies of the Final Plans, Draft Contract Documents, and the construction cost to the City, along with a PDF set to VTrans, for review and comment.

TASK 11 – CONTRACT PLANS

Once the Final Plans, Draft Contract Documents, and estimate have been reviewed and approved, DuBois & King will address and resolve review comments on the plans, Contract Documents, and cost estimate. The Contract Documents will be finalized to advertise and procure contractor services to construct the project. DuBois & King will obtain authorization from VTrans for the City to advertise the project for construction.

Deliverables-We will submit a PDF copy and two full-size copies of the Contract Plans, Contract Documents, and the probable construction cost to the City, along with a PDF set to VTrans, for review and final approval.

PHASE C – BID AND CONSTRUCTION PHASE SERVICES

Under Phase C, the DuBois & King Team will assist the City with bid phase, and provide engineering design services during construction.

TASK 12 –BID PHASE SERVICES

D&K will provide bid phase services once the Contract Documents are complete. Bid phase services are expected to include:

- ✓ Coordinate with the City and VTrans and confirm that the project has been authorized for advertisement for construction. Working with the City, we will set an advertisement period, including the pre-bid meeting and bid opening date.
- ✓ Prepare an Invitation to Bidders notice and provide it to the City and the State for posting in the local newspaper, on the City's web site, and on the Vermont Bid System. Any cost for advertising will be paid directly by the City.
- ✓ Provide copies of the contract documents to plan rooms and to prospective bidders.
- ✓ Arrange for, attend and participate in a pre-bid meeting. We would anticipate that the pre-bid meeting would be held at the City offices, and then followed by a site walk. We will document attendance, and record all questions and answers.
- ✓ Following the pre-bid meeting, D&K will prepare and issue an addendum. This addendum will document all questions and associated answers and directions to the bidders.
- ✓ During the bid process, D&K will answer any questions that may arise during the advertising and letting of the project. We will be available to provide clarifications of any design elements and be prepared to make any changes to the plans, special provisions, or cost estimates, if required. All questions and answers will be included in the addendum.

- ✓ Attend the bid opening and assist the City. The City will collect all bids, open and read aloud the results of the bids.
- ✓ Following the bid opening, we will check the accuracy of each bid and advise the City if any errors are found. D&K will then prepare Certified Bid Result Tabulation.
- ✓ D&K will conduct a bid analysis. We will examine the unit prices of the apparent low bidder for reasonableness and conformation with the engineering estimate. We will look for any large variations in the final quantities that would give the contractor an advantage with a corresponding disadvantage to the City.
- ✓ Prepare a Recommendation of Award letter to the City, which recommends a course of action for the City, presumably recommending that a contract be awarded to the lowest responsive and responsible bidder.
- ✓ Following Notice of Award, D&K will prepare the documents for execution between the City and contractor, and then prepare conformed copies.

TASK 13 – CONSTRUCTION PHASE SERVICES

DuBois & King will provide design engineering services during the construction of the project. We will coordinate closely with the City, VTrans Project Supervisor, and the Resident Engineer throughout the construction period on items necessary to successfully construct this path. Specific items that we will perform include:

- ✓ Arrange for, schedule, attend and participate in the Pre-construction meeting. We will coordinate with the City, VTrans, and Contractor's Representative and other interested parties.
- ✓ Attend monthly construction coordination meetings during the course of construction.
- ✓ Review and issue comments, or approve, all shop drawings required for the project.
- ✓ Review all change order requests for necessity and complete any field engineering required to mitigate changes required in the field.
- ✓ Review estimates of work accomplished by the contractor, as summarized by the Resident Engineer and contractor.
- ✓ Schedule and participate in the Substantial and Final Inspection of the project. We understand that the Resident Engineer will issue the Substantial and Final Completion certificates to the contractor.

MEETINGS

Upon our initial discussions with the City, it is clear that regular meetings will be an important component of the project. We anticipate participating in the following meetings:

- ✓ Monthly Coordination Meetings (24 meetings) – *held each month at the City offices to discuss any relevant project issues with the Bike Path Committee*
- ✓ Project Public Update Meeting (2 meetings) – *2 public meetings are estimated; one after the Conceptual Plans are prepared, and one after the Preliminary Plans are prepared*
- ✓ Property Owner Meetings (12 meetings) – *average of 2 meetings with 6 owners*
- ✓ Coordination with VTrans Meetings (4 meetings) – *to discuss the use of the rail corridor, and the Preliminary Plans and Final Plans comments*
- ✓ Railroad and Resource Agency Meetings (5 meetings) – *anticipate meeting 2 times with Vermont Rail System, and having 3 other meetings with ANR/ACOE, etc.*

The foregoing meetings are in addition to the Pre-Design Conference, and the Bid Phase and Construction Phase meetings, which are identified and tabulated separately.

City of Montpelier
Montpelier - Berlin Bike Path
STP BIKE (33)S

D&K Project No.: 621944

Labor Hour and Fee Estimate Summary



Cost Summary

	Estimated Fee
DuBois & King, Inc.	
Project Definition and Design	\$312,318
Bid and Construction Services	\$17,104
Meetings	\$37,313
O'Brien & Kaffenberger	\$18,000
Total Fee :	\$384,735
Total Estimated Professional Fee =	\$384,735

City of Montpelier
Montpelier - Berlin Bike Path
D&K Project No.: 621944



Labor Hour and Fee Estimate - Project Definition and Design

Project Phases & Tasks					Labor Categories					
	Project Director	Project Manager	Project Engineer/ Specialist	Sr. Engineer	Permitting Specialist/ Land. Arct.	Sr. Tech./ Jr. Engineer	Survey Chief	2-Person Survey Crew	Admin. Support	Total Hours
PHASE A - Project Definition										
Task 1: Pre-Design Conference	1	4	4							9
Task 2: Topographic Survey and Base Mapping										
2.1 Right-of-way and Deed Information		4					32			36
2.2 Utility Location		2				16				18
2.3 Ground Survey		4					16	200		220
2.4 Base Map Preparation	1	4				80	8			93
Task 3: Resource Documentation		2	4		32				4	42
3.1 Office Documentation			4		12				4	20
3.2 Field Documentation					12					12
Task 4: Preliminary Plans										
Title						4				4
Plan and Profile		40	80	160	12	440				732
Tie Sheets		2		8		8				18
Quantity Sheets						16				16
Intersection Details		4		24		24				52
Lines and Signs		2		8		32				42
Traffic Control		2		16		8				26
Cross Sections		4		24		360				388
Quantity and Cost Estimates	1	2	8	16		16				43
QA/QC and Submission	2	16				8			2	28
Task 5: Categorical Exclusion Documentation		2	8		40				8	58
Task 6: VTrans Rail and Vermont Rail System Coordination	1	24	24			24			4	77
PHASE B - Project Design										
Task 7: Utility Coordination		4	32			40			4	80
Task 8: Permitting	1									
Construction Stormwater		2	4	40	16	40			2	104
Operational Stormwater		2	4	80	32	40			2	160
Stream Alteration		2			8				2	12
Conditional Use Determination		2	2		16					20
Task 9: Right-of-Way Plans										
9.1 Draft Right-of-Way Plans	2	8	32			112	8			162
9.2 Property Owner Meetings and Reports		16	32						12	60
9.3 Appraisals		4				32				36
9.4 Final Right-of-Way Plans	2	8				40	2			52
Task 10: Final Design										
10.1 Final Plans	4	40	80	180	8	320			8	640
10.2 Special Provisions and Draft Contract Document		4	12						8	24
10.3 Construction Cost Estimate		2	4	12		12				30
Task 13: Contract Plans	4	16	24	40		80				164
Total Hours:	19	228	358	608	188	1752	66	200	60	3,478

City of Montpelier
Montpelier - Berlin Bike Path
D&K Project No.: 621944



Labor Hour and Fee Estimate - Project Definition and Design

Project Phases & Tasks		Labor Categories									
		Project Director	Project Manager	Project Engineer/ Specialist	Sr. Engineer	Permitting Specialist/ Land. Arct.	Sr. Tech./ Jr. Engineer	Survey Chief	2-Person Survey Crew	Admin. Support	Total Hours
Direct Labor	Total Hours:	19	228	358	608	188	1752	66	200	60	3,478
	Direct Labor Rates:	\$53.00	\$49.00	\$39.00	\$29.00	\$26.50	\$24.50	\$30.00	\$50.00	\$17.00	
	Direct Labor Cost:	\$1,007	\$11,172	\$13,962	\$17,632	\$4,982	\$42,924	\$1,980	\$10,000	\$1,020	\$104,679
Direct Expenses											
I. Subsistence											
Transportation:		Vehicles	2,000	Miles @	\$0.565	/ Mile =		\$1,130			
		Travel-Air / Ground / Parking Allowance =						\$0			
Meals:		Partial Per Diem	0	Days @	\$6.00	/ Day =		\$0			
		Full Per Diem	0	Days @	\$25.00	/ Day =		\$0			
Rooms & Lodging:		Hotel	0	Days @	\$70.00	/ Day =		\$0		Subsistence Total =	\$1,130
II. Support Expenses											
						Telephone/Fax =	\$250				
						Postage =	\$200				
						Reproduction =	\$800				
						Copying =	\$300		Support Total =	\$1,550	
III. Subcontractors											
Tabulated Separately											
IV. Miscellaneous Expenses											
						Survey Stakes / Rebar =	\$100				
						Special Equipment =	\$200				
						Railroad Permit and Flaggers =	\$5,350				
						Miscellaneous Total =		\$5,650			
						Total Direct Expenses =		\$8,330			
Cost Summary											
Direct Labor Cost		\$104,679				Total Labor Cost		\$276,353			
General & Administrative Cost		\$171,674		164%		Fixed Fee		\$27,635			
						Direct Expenses		\$8,330			
Total Labor Cost		\$276,353				Total Price		\$312,318			

City of Montpelier
Montpelier - Berlin Bike Path
D&K Project No.: 621944



Labor Hour and Fee Estimate - Bid and Construction Phase Services

Project Phases & Tasks					Labor Categories					
	Project Director	Project Manager	Project Engineer/ Specialist	Sr. Engineer	Permitting Specialist	Sr. Tech./ Jr. Engineer	Survey Chief	2-Person Survey Crew	Admin. Support	Total Hours
PHASE C - Bid and Construction Phase Services Task 12: Bid Phase Services Task 13: Construction Phase Services										
		16	24						12	52
		40	36						24	100
Total Hours:	0	56	60	0	0	0	0	0	36	152

City of Montpelier
Montpelier - Berlin Bike Path

D&K Project No.: 621944



Labor Hour and Fee Estimate - Bid and Construction Phase Services

Project Phases & Tasks						Labor Categories							
		Project Director	Project Manager	Project Engineer/ Specialist	Sr. Engineer	Permitting Specialist	Sr. Tech./ Jr. Engineer	Survey Chief	2-Person Survey Crew	Admin. Support	Total Hours		
Total Hours:		0	56	60	0	0	0	0	0	36	152		
Direct Labor Rates:		\$53.00	\$49.00	\$39.00	\$29.00	\$26.50	\$24.50	\$30.00	\$50.00	\$17.00			
Direct Labor Cost:		\$0	\$2,744	\$2,340	\$0	\$0	\$0	\$0	\$0	\$612	\$5,696		
Direct Expenses													
I. Subsistence													
Transportation:		Vehicles	200	Miles @	\$0.565	/ Mile =	\$113						
		Travel-Air / Ground / Parking Allowance = \$0											
Meals:		Partial Per Diem	0	Days @	\$6.00	/ Day =	\$0						
		Full Per Diem	0	Days @	\$25.00	/ Day =	\$0						
Rooms & Lodging:		Hotel	0	Days @	\$70.00	/ Day =	\$0	Subsistence Total =		\$113			
II. Support Expenses													
						Telephone/Fax =	\$50						
						Postage =	\$100						
						Reproduction =	\$200						
						Copying =	\$100	Support Total =		\$450			
III. Subcontractors													
						None =							
						Subcontractor Total =				\$0			
IV. Miscellaneous Expenses													
						Computer Charges =	\$0						
						Laboratory =	\$0						
						Special Equipment =	\$0						
						Miscellaneous =	\$0	Miscellaneous Total =		\$0			
						Total Direct Expenses =				\$563			
						Total Cost =				\$563			
Cost Summary													
Direct Labor Cost		\$5,696			Total Labor Cost		\$15,037						
General & Administrative Cost		\$9,341	164%			Fixed Fee		\$1,504					
					Direct Expenses		\$563						
Total Labor Cost		\$15,037											
						Total Price	\$17,104						

City of Montpelier
Montpelier - Berlin Bike Path

D&K Project No.: 621944



Labor Hour and Fee Estimate - Meetings

Project Phases & Tasks					Labor Categories					
	Project Director	Project Manager	Project Engineer/ Specialist	Sr. Engineer	Permitting Specialist	Sr. Tech./ Jr. Engineer	Survey Chief	2-Person Survey Crew	Admin. Support	Total Hours
Meetings Monthly Coordination Meetings (24 meetings) Public Update Meetings (2 meetings) Property Owner Meetings (12 meetings) VTrans Review Meetings (4 meetings) Railroad and Agency Meetings (5 meetings)										
		48	96							144
		12	12			24			6	54
		12	12			24			6	54
		16	16							32
		20	20							40
Total Hours:										
	0	108	156	0	0	48	0	0	12	324

City of Montpelier
Montpelier - Berlin Bike Path

D&K Project No.: 621944



Labor Hour and Fee Estimate - Meetings

Project Phases & Tasks						Labor Categories					
		Project Director	Project Manager	Project Engineer/ Specialist	Sr. Engineer	Permitting Specialist	Sr. Tech./ Jr. Engineer	Survey Chief	2-Person Survey Crew	Admin. Support	Total Hours
Direct Labor	Total Hours:	0	108	156	0	0	48	0	0	12	324
	Direct Labor Rates:	\$53.00	\$49.00	\$39.00	\$29.00	\$26.50	\$24.50	\$30.00	\$50.00	\$17.00	
	Direct Labor Cost:	\$0	\$5,292	\$6,084	\$0	\$0	\$1,176	\$0	\$0	\$204	\$12,756
Direct Expenses											
I. Subsistence											
Transportation:		Vehicles	300	Miles @	\$0.565	/ Mile =	\$170				
		Travel-Air / Ground / Parking Allowance =				\$0					
Meals:		Partial Per Diem	0	Days @	\$6.00	/ Day =	\$0				
		Full Per Diem	0	Days @	\$25.00	/ Day =	\$0				
Rooms & Lodging:		Hotel	0	Days @	\$70.00	/ Day =	\$0	Subsistence Total =		\$170	
II. Support Expenses											
						Telephone/Fax =	\$50				
						Postage =	\$0				
						Reproduction =	\$0				
						Copying =	\$50	Support Total =		\$100	
III. Subcontractors											
						None					
						Subcontractor Total =		\$0			
IV. Miscellaneous Expenses											
						Computer Charges =	\$0				
						Laboratory =	\$0				
						Special Equipment =	\$0				
						Miscellaneous Total =		\$0			
						Total Direct Expenses =		\$270			
						Total Cost =		\$270			
Cost Summary											
Direct Labor Cost		\$12,756				Total Labor Cost		\$33,676			
General & Administrative Cost		\$20,920		164%		Fixed Fee		\$3,368			
						Direct Expenses		\$270			
Total Labor Cost		\$33,676				Total Price		\$37,313			

AN ORDINANCE PROVIDING
FOR A SPECIAL BENEFIT
ASSESSMENT DISTRICT AND
THE ADMINISTRATION THEREOF

It is hereby ordained by the City Council of the City of Montpelier that the Code of Ordinances be amended by the inclusion of the following ordinance as Chapter 16, Article II Special Benefit Assessment District:

Sec. 16-9. DISTRICT CREATION

As provided in Chapter 87 of Title 24, Vermont Statutes Annotated, and authorized by the City of Montpelier at the March 5, 2013 annual meeting thereof, there is hereby created a special benefit assessment district to be known as the “Downtown Improvement District”, which shall consist of that part of the City designated a “downtown district” under Section 2973 of Title 24, Vermont Statutes Annotated.

Sec. 16-10. PROPERTY AFFECTED.

All non-residential property located within the Downtown Improvement District shall be subject to a benefit assessment as provided in this ordinance.

Sec. 16-11. ASSESSMENT IMPOSED.

For the fiscal year commencing July 1, 2013, there is hereby imposed a special benefit assessment to raise \$75,000 upon all non-residential real estate located within the Downtown Improvement District, to be apportioned among such non-residential real estate in direct proportion to the listed value thereof. The amount of the special benefit assessment for subsequent fiscal years shall be as determined by the City at the annual meeting thereof next preceding the commencement of each fiscal year. In the case of mixed-use property, there shall be excluded from the computation and allocation of such benefit assessment the proportion thereof that the heated floor space of such property used for residential purposes bears to the entire heated floor space of such property.

Sec. 16-12. LEVY AND COLLECTION.

The City Treasurer shall prepare benefit assessment bills in accordance with Section 16-13, and shall cause the same to be mailed to the record owners of all property subject to the benefit assessment imposed in the Article. Such benefit assessments shall be due and payable in the same manner and with the same frequency as are property taxes.

Sec. 16-13. COLLECTION

Any benefit assessment remaining unpaid following its due date shall bear interest and penalties, and be subject to such collection and enforcement remedies as in the case of delinquent property taxes. Benefit assessments levied under this Article shall constitute a subsisting lien upon the property subject to such assessment.

Sec. 16-14. DOWNTOWN IMPROVEMENT DISTRICT COMMITTEE.

(a) The City Council shall constitute and appoint a Downtown Improvement District Committee consisting of ten (10) members: two natural persons owning or representing owners of real estate within the District; two natural persons owning or representing co-owners of retail businesses within the District; two natural persons owning or representing owners of hospitality businesses within the District; one natural person owning or representing the owner of a service business within the District; one person owning or representing an arts community enterprise within the District, one employee of the State of Vermont, and one City Council appointee.

(b) The Committee shall prepare an annual work plan and budget, and shall present the same to the City Council on or about July 1 of each year, for the Council's consideration and approval.

Sec. 16-15. USE OF PROCEEDS.

All sums collected under this Article shall be deposited and maintained as a restricted fund balance consistent with funds that are mandated for a specific purpose by Montpelier voters and shall be expended only for improvements within the Downtown Improvement District and for the promotion and marketing thereof. Expenditures, grants and transfers from such account shall be approved by the City Council.

MEMORANDUM

To: Mayor John Hollar, City Council members, City Manager Bill Fraser
Montpelier Planning Commission members, Planning & Development Director Gwen Hallsmith

From: Tina Ruth, member, Montpelier Planning Commission (MPC)
Montpelier representative to the Central Vermont Regional Planning Commission (CVRPC)

Re: Proposed consolidation of CVRPC and the Central Vermont Economic Development Corporation (CVEDC)

Date: May 2, 2013

In preparation for the May 8, 2013 Montpelier City Council meeting discussion of the proposed consolidation of CVRPC and CVEDC, I have enclosed the following:

1. email of April 15, 2013, from Laurie Emery, CVRPC Office Manager, with attachments:
 - a. Final Report of the Joint Committee on Consolidation, April 10, 2013,
 - b. Proposed Bylaws of Central Vermont Regional Commission,
 - c. Statement of the Joint Committee on Consolidation Member David Strong, and
 - d. Memo of October 16, 2012, to Josh Fitzhugh, et al., from Paul Gillies, RE: Ideas on the merger of CVRPC and CVEDC, Second Draft
2. Comments and Questions: Final Report of the Joint Committee on Consolidation (April 10, 2013), prepared by Laura Hill-Eubanks, Representative, CVRPC
3. Reasons for Recommending Against Consolidation, by Tina Ruth, April 29, 2013, approved by the Montpelier Planning Commission, 4.29.13.
4. CVRPC Statement and List of Services
5. Statutory bases for regional planning commissions and for regional development corporations.

A little background information:

Toward the end of the Douglas administration, the Challenges for Change effort to streamline and make more efficient state government originally included a suggestion, later dropped, that RPCs and EDCs serving similar geographic regions might consider merging. Some members of CVRPC and CVEDC were interested, and a joint committee made up of 3 members of each began looking into it.

About a year and a half ago, in November or December, 2011, CVRPC and CVEDC held a joint meeting to hear a presentation by Steve Patterson, Executive Director of NVDA, the Northeast Vermont Development Association. NVDA is the only joint regional development and planning body in VT. It began as a development organization, and added planning later.

A month or two later, early in 2012, the joint committee proposed that both bodies vote to co-locate and consolidate. They even picked out an office space for the new entity, the building in Barre

owned by Mayor Thomas Lauzon that burned and was being renovated, on the corner of Elm and North Main Streets.

At that time, I reported to the MPC, whose members suggested a number of questions to raise at the next CVRPC meeting. I also consulted with Gwen Hallsmith and then-Assistant City Manager, Bev Hill. The consensus was that there were many unanswered questions, that if regionalization were to be seriously desired more regional entities should be considered, and that a vote on consolidation was very premature.

Montpelier was loath to lose 8-10 employees of both organizations and a major downtown tenant (CVRPC; CVEDC is located at National Life); MPC and CVRPC work very closely together and have actually shared VISTA employees; and CVRPC's location near the State House is very useful when planning issues arise unexpectedly in the State House and a response is needed quickly.

Among the unresolved issues were the very different legal bases of the two organizations, how one organization would serve their very different primary clients (RPCs serve primarily municipalities, and the region and the state, doing the work that counties might do if ours were strong and huge work statewide in transportation and disaster relief in the aftermath of Irene, for instance, while EDCs serve existing and potential businesses, and the region and the state), staffing an organization in need of expertise in both planning and development, the size and make-up of the board, etc.

A CVRPC meeting in early 2012 held to consider the consolidation proposal was attended by many people from member municipalities who were not present members of CVRPC, who expressed concerns similar to those mentioned above, emphasizing concern about whether municipalities would continue to receive from a consolidated organization the essential planning services they depend on from CVRPC. For many rural towns without any professional planning staff, CVRPC staff are their planners.

They also pointed out that CVRPC originally in 1967 had 5 at large members: the chamber of commerce, an agriculture seat, the League of Women Voters, and two others. In the 1980's they were eliminated, not because of any crisis or single issue, but because the statutory municipal representatives felt their voice was being diluted. An attempt in the 90's to reinstate at large members failed.

The proposed motion to consolidate did not succeed, and it was agreed to appoint a new Joint committee consisting of 5 members from each body, with staff help from each and a budget. The new joint committee would study the issues in much more depth, taking the time they needed to do so.

The new committee worked diligently, meeting twice a month for about a year. Notes of their meetings were furnished to all CVRPC and CVEDC members and to CVRPC member municipalities as well.

The Final Report of the Joint Committee on Consolidation sets forth its argument for merger, with appendices containing related documents and to the Joint Committee's credit, David Strong's statement in opposition. My statement of Reasons for Recommending Against Consolidation is not an attempt to be a balanced statement. It calls to your attention a number of issues that convince me that the case for consolidation has not been made. My statement was unanimously approved by the 6 members of MPC who were present at the second meeting in this past month at which we discussed the matter. One member had to leave early to return to work and was not present for the vote.

I am sure you will give due consideration to all the arguments, and I hope you will direct me as your representative on CVRPC to vote against consolidation.

Comments and Questions: Final Report of the Joint Committee on Consolidation (April 10, 2013)

Prepared by Laura Hill-Eubanks, Representative, Central Vermont Regional Planning Commission.

These comments are submitted with the recognition of the hard work performed by the Joint Committee and with respect for my colleagues at the Commission. The comments provided here are in addition to those of David Strong, at page 25 of the Report and are not meant to be all-inclusive.

1. The case for merger has not been made.

The Final Report of the Joint Committee on Consolidation (the "Report") seems to be based more on opinion than facts. The section on The Case for Merger (p. 4) makes reference to only one "study," which it does not provide a citation for. The study referred to, and apparently prepared by the National Association of Development Organizations (NADO), is said to have criticized Vermont for not having regional planning and development under one roof. The Report uses this finding as part of the basis for its conclusion that the CVRPC and the CVEDC should merge into one organization.

An online search for this "study," yielded one document prepared by NADO that talked about Vermont's regional planning commissions and development: *Vermont Association of Planning and Development Agencies – 2011 Strategic Assessment* (see 2011 Strategic Assessment at <http://www.vapda.org/Publications/StatewideStrategicAssessment.pdf>). This document found that the Regional Planning Commissions (RPC's) performed their functions well, but noted that they should take on more of a role in economic development. Fair enough. However, this document did not necessarily recommend merger of RPC's and Regional Development Corporations (RDC's), but in fact presented the options of working in partnership or of co-location ("under one roof") of the two regional organizations. It also recommended periodic joint meetings of the RPC and the policy boards of other regional organizations, including the RDC's. (see pages 19, 21, and 25 of the Strategic Assessment). In fact many of the multi-state success stories referenced in the study include regional planning commissions or councils that partner or form consortia with other organizations, including RDC's, when undertaking development tasks (see Florida, Massachusetts, New Hampshire, Ohio, and Virginia, for example at pages 28, 31, 33, 35, and 38).

An additional point about the unidentified NADO study referred to in the Report: The Committee's Report quotes this NADO study as saying: that "[Vermont] appears to lack the organizational capacity, diversity of programs and services, financial resources and organizational scale necessary ... to realistically drive regional innovation and growth on a consistent basis statewide." If in fact the 2011 Strategic Assessment is the study they refer to, the statement is quoted incorrectly in the Committee's Report. The 2011 Strategic Assessment states that: "The network of Regional Development Corporations appears to lack the organizational capacity, diversity of services, financial resources and organizational scale necessary, based on the NADO research team's external interviews and knowledge of national counterparts, to realistically drive regional innovation and

growth by themselves.” (2011 Strategic Assessment at p. 8). This statement was meant to be a criticism of the capabilities of the statewide system of Regional Development Corporations, not Vermont as a whole. Which seems to indicate that the RDC’s in Vermont may not be thriving; merger may not solve that problem however. If the RDC’s need more money or capacity, then it’s difficult to see how incorporating them into the CVRPC would improve that situation. If they haven’t been effective on development issues as a stand-alone entity, then why assume that they will improve their performance as part of the CVRPC? In fact a merger may make both organizations weaker. If the problem for economic development is a lack of resources for development organizations, that situation must be improved at the state and federal level; it is unlikely to be improved by merging these two organizations, when one of the goals is to save money. (The Report also doesn’t seem to show that the merger would actually save money).

It should be noted that the only study cited was from NADO, a national organization seemingly focused primarily on economic development. In the 2011 Strategic Assessment, NADO recommended that the Vermont RPC’s assist the state and its regions in thinking about the long-term future, including the “social, community, and economic development aspects of regional planning and development.” Some Vermont regions may in fact want to plan for environmental issues as much as for those mentioned above, if not more, a point which a national organization may not recognize.

There were also no studies cited to show that merger would in fact make the new entity a more effective planning organization. If NADO is referenced to show that we need more effective economic development organizations, so be it. But where are the studies showing whether or not the planning functions (including those for human needs and the environment) would improve, remain strong, or not be diminished? Especially in Central Vermont.

The Committee’s Report asserts that planning and development are “at loggerheads” and need to be improved by merger; they should provide specific examples of the problems they see and the improvements they would like to see. It’s difficult to determine from reading the Report why they feel the “loggerheads” exist and what they are caused by. There is a need for planning for the community and the environment, in addition to the economy. Does the development community disagree? Are they hoping that we will revert back to less planning, or less local control over some aspects of planning?

If we are to assess the “case for merger” we will need more information and clearer evidence on which to base the merger decision.

2. The creation of a 35-member development committee and a 9-member development voting block (pus the addition of 3 at-large members) diminishes the control of member towns on the commission.

The Report’s proposed Bylaws, Article VII (p. 21) create a new 35-member Economic Development Committee (EDC) with significant power and with seemingly no oversight by the newly formed Commission, its town representatives, or its Boards: “*The Economic Development Committee shall be self-perpetuating: it shall have the sole power and*

responsibility to fill vacancies on the Economic Development Committee. The Economic Development Committee's duties shall include but not be limited to the following: appointing annually the nine Development Directors; and overseeing other economic development activity in the area served."

In addition, Article XIV of the proposed Bylaws states that "No amendment affecting membership of the Economic Development Committee or its participation on the Board or Committees of the Commission shall be adopted without the approval of the Economic Development Committee."

So - the EDC has the sole power to appoint and remove the 9 new Development Directors. The new Development Directors have voting rights on the proposed Commission. But these nine new Directors can apparently function (or not function) as they please with no threat of removal by the Commission, and with no accountability to the towns represented on the Commission. Wow. It's difficult to see how the CVRPC, or any other organization, could ever agree to a stipulation like that. It certainly isn't something I could recommend to my town.

If the CVEDC feels so strongly about keeping their power and autonomy, then why merge? Why not just form a partnership of some kind, as suggested earlier?

As has been pointed out in the Report, this 9-member voting block has the potential to dilute control of policy by the member towns. Especially when added to the fact that there will be an additional 3 members at-large.

Going forward the Regional Planning Commission will be shaping what our region will look like. In fact the Regional Planning Commissions are likely to be tasked with deciding where commercial wind farms should go and where they should not. It is imperative that all municipalities be on an equal footing when these issues come up. If there are 12 members on the Commissions that do not answer to their municipality, these types of decisions may be made by some members that do not have the other towns' best interests at heart. In fact the more representatives that a town has on the board, the more that town is likely to receive favorable treatment by vote, as these members could also form a voting block for their town.

I can understand the benefits of having a permanent committee for economic development at the CVRPC (similar perhaps to the ones we now have for Brownfields or Transportation). However, I do not see the need for a permanent committee that also appoints a permanent voting block. The report admits that the CVRPC now includes "many business oriented persons" - so why give this one group's interests more power by increasing their votes and diluting those of the towns? Should we also then include other groups that have an interest in planning outcomes?

Finally, if these Bylaws are adopted, there is no oversight or control over the EDC members, which means there is no turning back - this is not an experiment to see whether

it works well. We are stuck with it. If folding the CVEDC into the CVRPC fails, the only obvious option is to dissolve the entire Commission.

3. The Report's proposed Bylaws lack reference to protections for the environment or natural resources.

The Report and its proposed Bylaws seem to indicate a shift away from planning that includes, as one of its primary goals, environmental quality and conservation (as required by Vermont statutes), and towards more of a focus on development. While the statute governing regional planning commissions includes numerous references to requirements in planning for protection of the environmental and natural resources, the Report's proposed Bylaws make no actual mention of these ideals. (The statute's goals include, for example: "To provide a strong and diverse economy that provides satisfying and rewarding job opportunities and that maintains high environmental standards, and to expand economic opportunities in areas with high unemployment or low per capita incomes. ... To identify, protect and preserve important natural and historic features of the Vermont landscape, including: (A) significant natural and fragile areas, (B) outstanding water resources, including lakes, rivers, aquifers, shorelands and wetlands, (C) significant scenic roads, waterways and views; important historic structures, sites, or districts, archaeological sites and archaeologically sensitive areas. ... To maintain and improve the quality of air, water, wildlife and land resources.") (See Title 24 Ch. 177, sections 4302(c)(2), (5), and (6) at <http://www.leg.state.vt.us/statutes/fullsection.cfm?Title=24&Chapter=117&Section=04302>)).

Curiously, the proposed Bylaws include some of the language from the statutory duties of regional planning commissions), but modifies the statutory language in some cases, in what seems to result, intentionally or not, in Bylaws that lack a reference to protection of the environment or natural resources. (See statutory sections 4345a and 4345, at <http://www.leg.state.vt.us/statutes/sections.cfm?Title=24&Chapter=117>)

For example:

- The Powers and Duties section of the Report's proposed Bylaws (#4) includes: *"Cooperating with the planning, legislative or executive authorities of neighboring regions, counties, or municipalities to promote coordination between the development in the region and adjoining or neighboring regions."*
- But the language in the Duties section of the statute includes "conservation" as well as development; the statute requires that the Regional Planning Commission: *"Cooperate with the planning, legislative, or executive authorities of neighboring states, regions, counties, or municipalities to promote coordination of planning for, conservation and development of the region and adjoining or neighboring territory."* (see section 4345a(4)). Keep in mind that this is not a "may," this is "shall" in the statute. Why then did they feel the need to leave "conservation" out when it is required by statute?

An additional example:

- The Report's proposed Bylaws section on Powers and Duties (#6) includes: *"Undertaking studies and making recommendations on economic, industrial,*

commercial, and social development; land development; transportation; historic and scenic preservation; the conservation of energy; and the development of renewable energy resources.”

- But the statute reads that a regional planning commission may: “Undertake studies and make recommendations on land development, urban renewal, transportation, economic, industrial, commercial, and social development, urban beautification and design improvements, historic and scenic preservation, the conservation of energy and the development of renewable energy resources, state capital investment plans, *and wetland protection*.” (see section 4345(6)). Apparently wetland protection will no longer be a function of regional planning in central Vermont.

There are other differences between the report’s Powers and Duties and the statute’s. The statute states that the Regional Planning Commission may: “Carry out, with the cooperation of municipalities within the region, economic development programs for the appropriate development, improvement, protection, and preservation of the region’s *physical and human resources*.” The proposed Bylaws change this language to: “Administering economic development programs for the appropriate improvement, protection and preservation of the region’s *resources*.” “Resources” is not defined in the Bylaws (do they include fragile ecosystems and wetlands? There is no evidence to show that).

Keep in mind that the statute has a “Duties” section (4345a) that requires all of the duties listed there be carried out by a regional planning commission. But the Report’s proposed Bylaws have a “Powers and Duties” section. A “power” is not the same as a “duty.” One is not required to use a power, but a duty must be performed. It’s difficult to see why they list these as powers and duties; and which are which – are they saying that all of them are optional, or some are and some aren’t?

The last two items (#’s 16 and 17) of the Report’s Powers and Duties section include the statement that the new organization will carry out all duties of a regional planning commission as per 24 VSA ch. 117, and perform other acts and functions that are necessary or appropriate to fulfill the duties and obligations of the law and the proposed Bylaws. Apparently these items were included in the proposed Bylaws to keep the new organization in line with what is required of a planning commission under the statute (and supposedly it keeps the new organization a planning commission so that it does not entail dissolving the CVPRC in order to merge, which would require a unanimous vote by the Commissioners). So why then did they go to the trouble of listing, and modifying, some of the statute’s duties in the Bylaws? Why not just make reference to the statute and say that the organization will carry out all of the duties of a regional planning commission listed there? Any duties or powers that it felt were necessary for the Commission to also engage in economic development activities could have been added on top of that. The only answer that seems plausible at this point, and without having asked directly, is that the Report’s Bylaws are a list of what the Consolidation Committee members intended to be the focus of the newly formed organization going forward. And that focus, from

looking at the proposed Bylaws, would not seem to include the protection of the environment or natural resources.

Planning for growth should strive to balance what is good for the community, the economy, and the environment. I do not see these principles reflected in this proposal of consolidation.

4. It is not clear whether the Consolidation Committee members were impartial as to whether to consolidate, or whether the Committee was made up primarily of members who favored consolidation at the outset.

The make up of the Consolidation Committee is important from the standpoint of knowing how much weight to give the conclusions in this Report. Especially given the fact that there is not much evidence offered to support their conclusions.

I would like to be confident that the Committee members had a diversity of views and that they were all given significant weight.

5. Possible next steps.

The Committee should make available any studies or materials used as the basis of its conclusions.

The Bylaws, if we vote to merge, should be written by the Commission as a whole, with the bulk of the work being carried out by a committee. These Bylaws should not be a final version.

The accounts of the CVEDC should be looked at if they have not been already. Is the CVRPC taking on a risk by merging them into its organization?

Other forms of collaboration, aside from merger, between CVEDC and CVRPC should be explored.

STATEMENT OF REVENUE, EXPENDITURES AND CHANGES IN FUND BALANCE
BUDGET AND ACTUAL GOVERNMENTAL FUNDS - GENERAL FUND
YEAR ENDED JUNE 30, 2012

	<u>Budget</u>	<u>Actual</u>	<u>Favorable (Unfavorable) Variance</u>
<u>Revenues</u>			
Town and local assessments	\$ 68,447	\$ 68,447	\$ 0
State department of community affairs	233,684	233,409	(175)
Contracted services	40,364	18,682	(21,782)
Federal and state transportation grants	187,800	195,531	7,731
Other federal grants	230,325	92,390	(137,935)
GIS project income	24,300	22,429	(1,871)
Interest income	200	189	(11)
Miscellaneous income	10,000	24,225	14,225
Total Revenues	<u>795,020</u>	<u>656,202</u>	<u>(139,818)</u>
<u>Expenditures</u>			
Personnel	336,039	343,351	(7,312)
FICA and fringe benefits	106,292	89,396	16,896
Office supplies	3,800	4,306	(506)
Copier	5,667	5,563	104
Computer equipment and maintenance	0	0	0
Dues and subscriptions	3,000	2,042	958
Postage	3,200	2,232	968
Rent and utilities	40,091	40,091	0
Insurance	1,100	1,211	(111)
Travel	2,824	4,538	(1,714)
Telephone	4,500	4,834	(334)
Audit and legal services	9,500	2,700	6,800
Meetings	3,000	3,522	(522)
Special projects:			
GIS	6,650	4,862	1,798
Transportation projects	65,000	44,170	20,830
Central Vermont Co-op	0	0	0
Brownfields projects	93,000	21,392	71,608
Energy	102,800	39,223	63,577
Workshops	700	80	620
Other	13,960	26,769	(12,809)
Education	1,200	1,982	(782)
Miscellaneous	0	5,495	(5,495)
Total Expenditures	<u>802,323</u>	<u>647,749</u>	<u>154,574</u>
Excess (Deficiency) of revenue over expenditures	<u>(7,303)</u>	<u>7,453</u>	<u>14,756</u>
Other financing sources (uses):			
Computer equipment acquired	<u>0</u>	<u>0</u>	<u>0</u>
Total other financing sources (uses)	<u>0</u>	<u>0</u>	<u>0</u>
Excess of revenues and other financing sources over (under) expenditures and other uses	<u>(7,303)</u>	<u>7,453</u>	<u>14,756</u>
Fund Balance - beginning	<u>0</u>	<u>196,489</u>	<u>196,489</u>
Fund Balance - ending	<u>\$ (7,303)</u>	<u>\$ 203,942</u>	<u>\$ 211,245</u>

The accompanying notes are an integral part of these financial statements.

Central Vermont Regional Planning Commission		2-May-12		
REVENUE				Estimated
	Funding	Match/other	Approved	Actual
ITEM	Source	Requirements	FY 2012	FY 2012
DCA/PROPERTY TRANS TAX	VT Agency of Commerce	for statutory planning	233584	233433
dedicated by the Legislature	% of property transfer tax	requirements and match		
VDH HEALTHY COMMUNITIES	VT Dept of Health	\$2,500		6000
TOWN	Annual Dues at \$1.05	for planning services and	68447	68447
		required match		
INTEREST	earned on bank accounts		200	221
MAD RIVER PLANNING	administrative work we do		4750	4750
WRIGHTSVILLE BEACH	administrative work we do		2100	2600
BARRE TOWN CDBG	administrative contract	grant funds Town receives	2000	4000
GIS/Fluvial/Build Outs/LID	Federal/towns	Fed= Clean and Clear \$	18000	19973
GIS/Critical Facilities/EMPG	Federal/towns	Fed=Homeland Security	6300	10586
		100% match		
PDM/Fluvial/NFIP	Federal	Fed=Emergency mgmt \$	12850	11855
		50% match		
Montpelier MPG Contract	municipal planning grant	contract with City	8000	9000
TRANSPORTATION PLANNING	Federal 80%; State 10%	10% local -town dues	187800	184686
(contract with	Federal Highway/VT Trans	\$20,714		
RC&D ADMN	administrative work we do		1200	1200
FHAR/VEM/LEPC	Federal	Fed=Emergency mgmt \$	13245	
PDM/LCPC	Federal	Fed=Emergency mgmt \$	1464	610
		100% match		
NFIP/FLOOD RECOVERY	Federal	Federal 90%; State 10%	0	28981
BROADBAND	Federal ARRA funds	25% match	18000	12452
BROWNFIELDS GRT #2	Federal EPA	admin/indirect not covered	111280	95197
		match = 10% in effect		
ENERGY/ARRA ALL GRANTS	Federal pass through/ARRA \$	energy audits and Wx work	105800	24361
	CVRPC received 10% for admin			
TOTAL			795,020	718,352
% Change			16.18%	-9.64%
			% change from FY 11	% change from budget

<u>EXPENDITURES</u>				
				Estimated
			Approved	Actual
<u>ITEM</u>			<u>FY 2012</u>	<u>FY 2012</u>
PERSONNEL	salaries		336039	329500
HEALTH INS.	fringe-CVR pays 100% premium; employee pays \$2000/\$4000		61421	62023
		high deductible		
FICA	fringe		25707	25207
WORKERS COMP	fringe		1950	750
UNEMPLOYMT	fringe		1350	1350
PENSION PLAN	fringe @ 5% of salary after 1 yr.		16364	15705
CLEANING	offices		1680	1680
RENT	are in 3rd yr of 5 yr lease	3.25% increase in 2 yrs	38411	38411
PHONE			4500	4574
Consultant-Non Trans	Foundation Search subscription; grants are only available			5495
		for 501©3 organizations		
POSTAGE/METER LEASE			3200	2500
DUES/PUBLICATIONS			3000	2500
STAFF EDUCATION			1200	2000
STAFF TRAVEL			2824	3440
SUPPLIES			3800	3800
COPIER LEASE/SUPP	4th yr of a 10 yr lease	includes toner & service	5667	5667
COMMISSION MEETINGS			3000	3000
LIABILITY INS.	Office liability and use of personal car for work-related travel		1100	1100
GIS SUPPLIES			2000	1600
GIS EQPT/SOFTWARE	GIS=geographic information systems mapping licenses		4650	4650
REGIONAL PLAN	Items are budgeted for updates over a 3 year period			
WORKSHOPS	offered to towns/others; most have minimal cost		700	200
CPA AUDIT- ANNUAL	cost is shared with transportation planning program		2500	2700
EQUIPMENTFUND/SERVER	maintenance service contract & licenses		5460	5460
TRANSPORTATION PLANNING	funded by Federal Highway and State; cost of studies		65000	60871
LEGAL/NADO/JT COMMITTEE			7000	2500
FLUVIAL CONSULT/INTERN	Intern used for field work for GIS studies done for towns			4500

GOV'T RELATIONS - VAPDA	VAPDA is statewide org for Regional Planning Commissions	3000	3000
WEB DESIGN	CVPRC's website was redesigned in FY 2012	5000	5000
BROWNFIELDS GRT # 1	EPA pass through for consultant studies 1st funded FY2000	0	
BROWNFIELDS GRT #2	EPA pass through for consultant studies new grant FY 2006	93000	88071
ENERGY/ARRA ALL GRANTS	Dept of Energy/ARRA pass through for audits/weatherization	102800	24217
	This work was all directed to member towns.		
CONTINGENCY			
Total		802,323	711,471
% change		16.87%	-11.32%
Surplus/Deficit		(7,303)	6,881
Capital Reserve Net/year	GIS plotter/printer, 2 computers, projector in FY 2012	-10000	-9000
Fund Balance			
ACCUMULATIVE		179,186	194,370
		projected	projected
Capital Reserve Accum.		3,018	4,018
Net Operating Reserve		176,168	190,352
		BDG FY 12	Estm'd Actual FY 12
The FY 2013 budget has a projected deficit of \$8,500 at May 1, 2012.			



Central Vermont Regional Planning Commission

The Central Vermont Regional Planning Commission operates under the Vermont Municipal and Regional Planning and Development Act (Title 24, Chapter 117, V.S.A) and our adopted bylaws. We were formed by action of the municipalities for which we serve in 1967. All municipalities by law are members of their regional commission. Although active participation is voluntary, all municipalities in Central Vermont participate in and recognize the value of regional planning.

CVRPC is governed by a Commission with members appointed by the region's municipalities. We implement a variety of projects and programs tailored to local and regional needs, and also complete projects of statewide importance and interest.

List of CVRPC Services – please contact 802-229-0389 or cvrpc@cvregion.com for more information.

- ***Municipal Plan, Bylaw Updates and Related Technical Assistance –***

Staff Contacts: Jackie Cassino & Kim McKee

- Visioning Processes and Town Wide Surveys
- Design Charettes and Forums
- Municipal Plans
 - Review and critique of drafts/updates
 - Plan development
 - Regional review and approval
 - Enhanced Consultation process and review
 - Provide relevant data
- Zoning Bylaws
 - Review and critique of drafts/updates
 - Bylaw development
 - Conformance with town plan analyses

- ***Transportation Planning –***

Staff Contact: Steve Gladczuk

- Traffic Studies
- Traffic Counts
- Safe Routes to School
- Transportation Planning Initiative projects
- Culvert and Sign Inventories

- ***GIS/Mapping – fee for service –***

Staff Contacts: Dan Currier & Ashley Andrews

- Creation of maps for planning and analysis
- Creating, maintaining and updating data layers for parcel mapping, zoning, land use, transportation, natural resource, and utilities planning
- Advise on data, software, and general how to mapping questions
- Advanced analysis of spatial and tabular data
- Inventorying of data using Global Positioning Systems (GPS)

- ***Special Projects***

- Brownfields Assessments – funding for Phase I, II and Corrective Action Planning
- Regional Broadband Planning – increase adoption and utilization of broadband technologies
- Hazard Mitigation Planning – planning for natural disasters
- Food Systems Planning – increase access and consumption of locally grown foods, outreach and education
- Grant Development Assistance and Administration

29 Main Street Suite 4 Montpelier Vermont 05602
802-229-0389 E Mail: CVRPC@CVRegion.com

CENTRAL VERMONT REGIONAL PLANNING COMMISSION
LIST OF TOWN ADOPTION DATES
FOR TOWN PLANS AND ZONING/SUBDIVISION REGS
as of January 2013

<u>Town</u>	<u>Year adopted/approved</u>	<u>Next adoption of Town Plan</u>	<u>Enhanced Consult Date</u>
BARRE CITY	Plan – 10/2010 (Approved 11/2010) Zoning - 1974; DRB ; Downtown Designation Subdivision - 1985 Capital Budget	2015	
BARRE TOWN	Plan – 6/2008 (Approved 10/08) Zoning - 1968; DRB Subdivision - 1972 Capital Budget	2013	6/2012
BERLIN	Plan – 3/2012 (Approved September 2012) Zoning - 1973; DRB Subdivision - 1989 Capital budget	2017	5/2012
CABOT	Plan -6/2012 (Approved September 2012) Zoning - 1979	2017	6/2012
CALAIS	Plan –March 2009 (Approved April 2009) Zoning -1973; DRB Subdivision - 1989 (1992 incorporated with zoning)	2014	12/2012
DUXBURY	Plan – 4/2008 (Approved 6/2008) Zoning - 1971; DRB	2013	2/2013
EAST MONTPELIER	Plan - 6/2008 (Approved 9/08) Zoning – 1970 Village Center Designation Subdivision - 1971	2013	10/2012
FAYSTON	Plan – 10/08 (Approved 1/09) Zoning – 1971; DRB Subdivision - 1984 Capital budget	2013	5/2012
MARSHFIELD	Plan -9/2012 (Approved 12/2012) Zoning - 1970 Subdivision - 1974; DRB	2017	1/2013
MIDDLESEX	Plan – 1/2008 (Approved 6/2008) Zoning – 1977	2013	4/2012

MONTPELIER	Plan – 10/2010 (Approved 11/2010) Zoning - 1970; DRB ; Downtown Designation Subdivision – 1976 Growth Center designation Capital Budget	2015	
MORETOWN	Plan – 1/14/08 (Approved 4/2008) Zoning - 1981; DRB	2013	5/2012
NORTHFIELD	Plan – 9/09 (Approved 10/09) Zoning – 1972 Village Center Designation	2014	
ORANGE	Plan – 7/2005 (Approved 2/06) Zoning - NO	expired	12/2012
PLAINFIELD	Plan – 11/12/07 Zoning - 1974; Village Center designation Subdivision Regulations – 2004/ DRB	2012	11/2012
ROXBURY	Plan – 5/2008 (Approved 9/2008) Zoning - NO	2013	
WAITSFIELD	Plan – 10/2012 (Approved 12/2012) Zoning – 1971; DRB Subdivision - 1987 Village designation renewed Capital budget February 2013 for 5 years	2017	5/2012
WARREN	Plan – 5/2010 (Approved 9/2011) Zoning - 1971; DRB Village Center Designation Subdivision - 1988 Capital budget	2015	5/2012
WASHINGTON	Plan - 6/03 Zoning- 1992	expired	6/2012
WATERBURY Town & Village	Plan - 10/2008 (Approved 9/2011) Zoning – 1985; Downtown Designation Capital Budget	2013	4/2012
WILLIAMSTOWN	Plan – 9/2010 (Approved 11/2010) Zoning - NO	2015	
WOODBURY	Plan - 4/10/03 Zoning - 1973	expired	2/2013
WORCESTER	Plan – 11/2007 (Approved 1/08) Zoning – NO Village Center Designation	2012	

Central Vermont Regional Planning Commission enhanced consultation review - Town of Northfield

The Purpose of Enhanced Consultation

The Central Vermont Regional Planning Commission's (CVRPC) contract with the Department of Economic, Housing, and Community Development (Vermont Agency of Commerce and Community Development), requires the Commission to carry out consultation meetings with all of the towns and villages in the region. A similar process will be conducted throughout the state in an effort to develop a more consistent and meaningful review process and to improve the effectiveness of municipal and regional plans, and planning programs, in achieving the goals of Title 24, Section 4302 (<http://www.leg.state.vt.us/statutes/fullsection.cfm?Title=24&Chapter=117&Section=04302>).

The Purpose, Objective and Outcome of this Process

The consultation process involves a discussion of important local and regional issues, local planning and training needs, new statutory requirements, planning programs and opportunities available through the CVRPC, and, importantly, consideration of how effectively the municipal plan addresses Vermont's statutory planning goals. One important product of this process is a qualitative review of the municipal plan, including suggestions as to how the plan might be improved to more effectively satisfy the statutory goals referenced above. Specific findings are reported on each of the following questions:

1. Which parts of the plan are particularly effective in implementing the statewide goals?
2. In which areas does the plan fail to effectively advance those statewide goals?
3. What specific opportunities exist to improve the town plan so that it more effectively addresses the statewide goals?

This consultation and plan review is separate and distinct from the municipal plan approval process carried out pursuant to 24 V.S.A. Section 4350, but it does contribute to the municipal confirmation action specified under that section of the Planning and Development Act.

Municipality: Northfield		Date of Meeting: April 15, 2013	
Attendance: Michele Braun (ZA), Arlington Supplee, Stephen Fitzhugh, Steve Jeffrey, Katherine Beal, Mary Dollenmaier (PC Members), Kim McKee (staff), Jackie Cassino (staff)			
I. LOCAL PLANNING NEEDS			
a. Presentation of the municipal plan assessment and associated recommendations		• The plan review comment sheet is attached. • Upcoming Town Plan update (2014); timeline to be determined by PC; CVRPC can provides 25-30 hrs of assistance with update.	
b. Discussion of training needs of the municipality		• No particular training needs identified.	
c. Review of the new economic development element and related recommendations for the town plan		• Distributed one page summary of new requirement and examples from other towns. Town Econ. Dev. Committee recently formed. • The Plan does contain a Local Economy section which meets statute requirements. Data will need updating; consider adding data on poverty levels and more in-depth discussion of regional economic niche; large employers in addition to Norwich Univ. • Consider adding more specificity for types of businesses to attract	
II. PLAN IMPLEMENTATION			
a. Discuss the municipality's local permitting process		• Zoning was most recently adopted in 2011; PC currently reexamining/ redesigning zones following Town/Village merger. • Expansion of natural resource protection standards to all districts: steep slope, riparian buffer, etc. - Provided Fayston example • Communication Tower regs - Provided E. Montpelier example • Adaptive Reuse standards – Provided Waitsfield/Fayston example	
b. Discuss the municipality's non-regulatory implementation priorities		• Interest in implementing Downtown Plan, continuing Village Center Designation (renewal in 2 years); Community group exploring possibility of Downtown Designation • 5 year goals listed for both water and sewer departments • Considering expansion municipal water/sewer for wellhead protection • Anticipated application for a municipal planning grant for updated Town maps	
III. CVRPC SUPPORT AND LOCAL/REGIONAL ISSUES			
a. Overview of RPC programs and projects		• Current participation with hazard mitigation planning, culvert surveys, storm water mapping, CVRPC Road study	
b. RPC board representation		• Laura Hill Eubanks	
c. Discussion of other local and		• Community Resiliency Firm - project with the Town	

Municipal Plan Review: Northfield**Date of Plan Adoption: 8/11/2009****TOWN PLAN CONTEXT**

The previous Northfield Town Plan was adopted in 2004 and approved by CVRPC in Dec. 2004. The 2009 Plan (approved by CVRPC in Nov. 2009) represents a comprehensive rewrite of the 2004 Plan – well-researched with a clear vision and incorporating required information regarding the regional housing distribution plan, state childcare goal and economic development element. The Plan adequately responds to the new requirements to address econ. development. It is important to note that portions of the Northfield Plan were drafted before much of the 2010 United States Census data was available. Therefore, the Plan lacks updated data in some sections of the Plan. The Plan also makes use of survey results from a Town-wide Survey; in addition to invited input from a variety of local stakeholders and input gathered at five public forums.

MAJOR FINDINGS: The following points provide an outline of the plan's effectiveness in addressing statewide planning goals and identifies areas where improvements can be made.

Strengths – Which parts of the plan are particularly effective in implementing the statewide goals?

- **Rural Character & Village Centers**-An over-arching goal of the Plan is to maintain the historic settlement patterns of the Town and Village, directing a majority of the residential and nearly all of its commercial and industrial growth to locate within the urban core.
- **Public Process**-Strong incorporation of public input and survey results into each chapter.
- **Economic Development**-The Local Economy chapter contains Downtown Revitalization discussion and lists certain site specific recommendations, incorporating previous downtown planning efforts. The Plan also acknowledges the importance of supporting the vitality of Norwich University, a major economic factor.
- **Working Lands**-The Plan supports protection of agriculture and forestry – mention and encouraged enrollment in current use program. Encouragement of cluster development and environmental considerations for renewable energy development are referenced in the Natural and Cultural Resources chapter.
- **Energy**- Energy Chapter contains comprehensive discussion of demand, supply, connections to land use and transportation, opportunities for renewable energy development and energy conservation, and available assistance programs.
- **Housing**-The Regional Housing Distribution plan is addressed and accommodated in the Housing chapter with consideration to existing infrastructure and residential areas as well as input from the public. Important recommendations for zoning and other ordinance updates to ensure provision of affordable housing in Housing chapter tasks, including: density bonuses within PUD regulations, allowance of mobile home parks, allowance of multi-family dwellings and PUD in additional districts.
- **Multimodal Transportation**-Strong discussion of recent pedestrian path improvements and identification of future pedestrian/multi-use path expansions and connections.
- **Natural Resources**-The Plan does identify significance of local natural resources and environmentally sensitive areas such as steep slopes, ridgelines, ag soils, wetlands, surface waters, and wildlife habitat. Maps of said resources are also provided.
- **Utilities**-Good recommendation for adoption of cellular communication tower provisions and a policy

on the use of ridgelines for the location of wind energy facilities.

- **Infrastructure**-Inclusion of specific goals and budgeting needs for water and sewer departments.

Weaknesses -- In which areas does the plan fail to effectively advance those statewide goals?

- **Land Use**-Purpose of each zoning district not clearly stated in zoning ordinance. * *PC members and ZA Indicated that zoning revision is currently underway and that these items are being addressed.*
- **Rural Character & Village Centers**-Commercial uses allowed in Urban Residential District (including retail, restaurants and personal service stores) may detract economic activity away from the downtown – encouraged development pattern could be more nodal. The urban core described stretches across a reasonably lengthy corridor. *
- Much of the designated Secondary Ag and Rural Residential District is found adjacent to the existing road network, creating significant opportunities for the adjacent land to subdivide into 3-5 acre lots along all road stretches. This designation pushes the line between compact development and sprawl, particularly when considering that the amount of undeveloped parcels. *
- **Natural Resources**-Narrative regarding phasing sand and gravel extraction to limit exposed areas not supported by recommended task or policy.
- **Economic Development**-The plan could benefit from stronger discussion of regional economic niche (base industries) and recognition of large employers in addition to Norwich University. Discussion of existing tourism infrastructure and services as well as related businesses to recruit/support is lacking considering the emphasis placed on tourism as economic development strategy.
- **Scenic Resources**-Other than Dog River and Northfield Falls, frequently mentioned scenic resources not clearly identified. Though emphasis is placed on potential tourism development as an economic development strategy, with some exceptions, very few specific scenic resources (ridgelines, vistas, significant parcels, etc.) or outdoor recreational resources (bicycle routes, mountain bike trails, hiking trailheads, hunting, fishing access, etc.) are clearly identified in the Plan.
- **Education**-The plan only addresses community-based education programs that engage pre-K through grade 5. Discussion of programming or service-gaps for middle & high school-aged students is lacking.
- **Housing**-Affordable housing is addressed through allowance of accessory dwellings, though multi-family could be permitted by right in at least one of the predominant residential districts (Residential A & B). Mobile Home Parks are not an allowed use in any zoning district.
- **Housing and Natural Resources**-PUD standards lack incentives for increased open space or affordable housing. Undevelopable areas (slopes of 25% or more) not netted out from calculation of open space.

Opportunities -- What specific opportunities exist to improve the town plan so that it more effectively addresses the statewide goals?

- **Overall**-Develop a more measurable element to implementation strategies and timeline for completion in order to demonstrate "substantial progress" towards implementation.
- Consider greater mention of civic and/or religious groups (the Historical Society, Churches, etc.) in provision of services/programs or implementation strategies to address gaps – adult education, senior meals, child care, environmental education, recreation programs, etc.
- **Land Use**-Add stated purpose to zoning districts, stronger reference to the type of development/density or resource protection intended. *
- **Rural Character & Village Centers**-Add more detailed section on implementation of Downtown Plan and roles of stakeholders and/or volunteers, clear phasing and prioritization could help start process.

- Consider adding adaptive reuse overlay or addition of "adaptive reuse" to permitted uses in key development areas such as downtown district.
- **Economic Development**-Expand on discussion of economic development/potential tourism strategies to include assessment of existing tourism infrastructure/services, incorporation of market study results from downtown plan, regional niche in tourism and more specific recommendations in pursuing this strategy. Discuss resources for entrepreneurs.
- Strengthen connections to environmental resource protection in transportation and economic development chapters (ties to Quality of Life, attracting entrepreneurs).
- **Energy**-Consider developing community siting design guidelines for renewables.
- **Natural Resources**-Greater specificity in defining "significance" and recommendation of more precise standards would protect water quality, local view sheds, scenic roads/waterways, high elevation ridgelines and other natural resources in the Section 248 and Act 250 processes.
- **Scenic Resources**-Consider scenic road standards (see Waitsfield example) and identify "significant" scenic areas for protection.
- **Working Lands**-The plan contains strong statements of land-based enterprises and how they can and should be preserved as an important component of the community's economy and preserving rural character. Further identify significant wildlife areas and key forest tracts; encourage development of forest management plans amongst private landowners. Identify additional regulatory/non regulatory ag/forestry protection implementation measures – mention TDRs, tax incentives, etc.
- **Community Facilities**-Plan update could include recent storm water management mapping projects/ implementation efforts.