

# TRORC Board Meeting

The Thompson Senior Center, Woodstock, VT

## September 27, 2017 - Board Meeting Minutes

### Attendance:

Name	Town	9/27/17	7/12/17	6/28/17	5/31/17	4/26/17	3/23/17
Jerry Fredrickson	Barnard	X	X	X	X	X	X
Carl Russell	Bethel				X		X
Nancy Jones	Bradford	X	X	X	X	X	X
Marcey Carver	Bradford (Alt)			X			X
Malcolm Fitzpatrick	Braintree			X			
Lynne Bertram	Bridgewater	X		X		X	X
Jon Binhammer	Brookfield		X		X	X	
Carl Pepperman	Chelsea	X		X		X	X
Tim O'Dell	Corinth	X	X	X	X	X	X
Peter Berger	Fairlee	X		X			X
Mark Belisle	Granville	X		X	X	X	X
Monica Collins	Hancock			X		X	
Lori Hirshfield	Hartford		X	X	X	X	
Bruce Riddle	Hartford (Alt)	X	X	X	X	X	X
Charles Jeffries	Hartland	X	X	X	X	X	X
Richard Waddell	Hartland (Alt)						
Frank Tegethoff	Newbury	X	X	X	X	X	
Jeff Goodrich	Norwich			X	X		X
Herb Kuendig	Pittsfield	X	X	X	X		
Anne Brown	Plymouth		X		X	X	X
Bill Emmons	Pomfret	X	X	X	X	X	X
Ramsey Papp	Randolph	X	X		X	X	X
Winston Sadoo	Randolph (Alt)	X	X				
Vacant	Rochester						
David Brandau	Royalton	X	X				X
Bushrod Powers	Royalton (Alt)	X		X	X	X	X
Peter Anderson	Sharon			X	X		X
Deb Jones	Sharon (Alt)	X					
Bill Edgerton	Stockbridge			X	X	X	
Steve Campbell	Strafford	X	X	X		X	X
Stuart Rogers	Thetford	X		X	X		
Jim Bulger	Topsham	X					
Michael Sacca	Tunbridge	X					X
Bill Baylis	Vershire			X			
Nancy Malmquist	W. Fairlee	X	X	X	X		X
Don Bourdon	Woodstock	X	X	X	X	X	
Steve Schneider	At-Large	X		X	X	X	
Jennifer Colby	At-Large		X	X	X	X	
Ken Alton	At-Large	X	X	X	X	X	X
Andrew Winter	At-Large			X			

**Staff:** Pete Fellows, Kimberly Gilbert, Dee Gish, Peter Gregory, Jessica Richter, Michael Storace.

**Guests:** John Moore, Pomfret

**1. Call to Order:**

Chair Bill Emmons convened the Board meeting at 6:30 p.m. A quorum was declared after roll call. Frank Tegethoff asked for the agenda to be amended to include a request for towns that have town forests to contact him after the meeting. Kimberly Gilbert, TRORC's new Regional Planner and Jessica Richter, TRORC's new Eco AmeriCorps representative introduced themselves. No public comments were received.

**2. Approval of Special July 12, 2017 TRORC Board Minutes:**

A motion was made by Bushrod Powers and seconded by Don Bourdon to approve the July TRORC meeting minutes. Unanimously approved.

**3. Acceptance of the July and August, 2017 TRORC Financial Reports:**

A motion was made by Nancy Jones and seconded by David Brandau to accept the July and August financial reports. Peter Gregory noted that net funds in July are high due to revenue received for last fiscal year invoices, advance payment from ACCD and town fiscal year dues received. Accepted unanimously.

**4. Acceptance of the FY 17 Audit:**

A motion was made by Mark Belisle and seconded by Bushrod Powers to accept the FY 17 audit. Peter noted that the audit was clean with no questioned costs, material weaknesses or findings, and that the management letter mentioned that, according to the TRORC accounting procedures, Peter should be dating as well as initialing invoices for payment. We had lapsed on adding the date to invoice approvals, but have begun the practice again. Peter also noted the fund balance increase was due to operations revenue and also accounting treatment of uncompensated absences. This year, a new CPA from the auditing firm was in charge of the TRORC audit. Unanimously accepted.

**5. TRORC Non-Profit Arm - Potential Action to move forward:**

Peter Gregory reported that about a year ago, Board discussion began about forming a non-profit, or 501(c)3 arm of TRORC. The discussion was tabled, but is now being revisited. A non-profit would allow TRORC to access foundation funds. As TRORC focuses on topics such as healthy communities, outside funding sources will be needed. The TRORC Strategic Plan also mentions the need for funding alternatives. Steve Schneider from Upper Valley Lake Sunapee Regional Planning Commission brought attention to a recent front page Valley News article reporting on UVLSRPC's efforts to create their own non-profit. Reasons stated included the increasing uncertainty of federal and state funding. Steve

reported that the UVLSRPC committee voted to move forward and that other RPCs across the country have created associated non-profits.

Don Bourdon asked if a 501(c)3 could be used to implement planning. Peter responded that yes, the non-profit could be used for implementation, but should focus on the TRORC mission. The Executive Committee or a subset of the Board could be the governing body of the 501(c)3, so that the partner organization would not "go rogue." Steve Campbell noted his concern about staff capability to expand into a non-profit. Peter noted that staff could be shared between TRORC and the non-profit, and that staff would be monitored to make sure they were not over-extended. Temporary staff could be hired in the event of a significant project. Tim O'Dell asked if an endowment could be built to fund the non-profit. Peter noted that some of the current TRORC fund balance could be used to seed the organization and that the TRORC Board would approve the mission and bylaws. Steve Campbell asked about NVDA, that is a non-profit. Peter noted that RPCs are political subdivisions of the state, not non-profits. Jerry Fredrickson emphasized that the purpose of the non-profit would be to access funds that aren't currently available to TRORC and that the reserves are adequate. Bruce Riddle noted concerns about associated non-profits changing the mission of the parent organization, going broke and taking staff away, in addition to applying for needed funding even when the organization knows nothing about the subject applied for. Lynne Bertram expressed concerns about the availability of foundation funding at the same time federal and state funding is shrinking. Peter thanked commissioners for their comments and noted that if TRORC moves forward on establishing a non-profit, an attorney will be hired to help with the bylaws and establishment. A motion was made by Jerry Fredrickson and seconded by Mark Belisle authorizing TRORC staff to move forward to establish a non-profit arm of the TRORC. Unanimously authorized.

**6. TRORC Dues Rate for FY 19:**

A motion was made by Bushrod Powers and seconded by Frank Tegethoff to approve the FY 19 municipal dues rates. Unanimously approved.

**7. Draft Municipal Roads General Permit (MRGP) Presentation:**

Pete Fellows presented on the MRGP guidelines and noted that public comments are being taken until October 27. Pete encouraged towns to attend public comment sessions, the dates of which are listed on our website at: <http://www.trorc.org/event/mrgp-public-hearings/>. Comments also can be emailed directly to Jim Ryan at [jim.ryan@vermont.gov](mailto:jim.ryan@vermont.gov). Pete will post his power point presentation on the TRORC website and will email a PDF to Commissioners.

Lynne Bertram asked if TRORC could comment on behalf of towns. Peter noted that it was important for the state to hear from towns as well, but TRORC will capture these concerns and issue a joint comment that will be on the October Board agenda.

**8. Staff/Commissioner Updates:**

Peter reported that a new project has been awarded from the Department of Public Safety tracking hazardous materials. This is year two of funding. Peter noted that he has been appointed an advisor to the Act 250 for the Next 50 Years Commission. A link will be emailed for anyone who would like to track the progress of the Act 250 Commission. Peter also noted that a legislative report from the Agency of Natural Resources on clean water act progress and that the Clean Water Board decides how the FY19 funding is split. The Governor has requested that there will be level funded budgets next year.

Peter inquired whether Commissioners were interested in moving Board meetings around the region. Jerry Fredrickson recommended that a change of October meeting venue be discussed at the October Executive Committee and then relayed to the Board. Dee Gish reported on the possibility of having the December holiday meeting at the new Wild Roots restaurant in Royalton. Commissioners voiced their willingness to try Wild Roots. Details will follow.

Lynne Bertram asked about King Farm improvements. Peter noted that TRORC and the VLT have cost-shared on improvements including refinishing the wood floors on the first floor, replacing the vinyl flooring in the kitchen/copy room, adding hardpack for additional parking spaces on the uphill side of the barn, and some interior painting that will happen soon. Pete Fellows noted that TRORC is also using a professional door mat service for entry way rugs and that TRORC is also renting more of the first floor to house planning technicians and the Eco AmeriCorps staff person.

Dee Gish reported that the TRORC Regional Plan and Energy Implementation Plan has received its Determination of Energy Compliance from the Department of Public Service. With this Determination, TRORC will be responsible for approving any Town Plans that move forward with enhanced energy planning that are seeking their own Determination of Energy Compliance so that their respective towns can receive "substantial deference" in Section 248 proceedings regarding energy generation facilities.

Steve Campbell noted that the Strafford Selectboard was expected to approve their Town Plan at the SB meeting tonight.

Frank Tegethoff asked that any towns that have a large town forest contact him, as Newbury is considering approval of a 600 acre town forest. Newbury will make this decision by December 1.

**9. Adjourn:**

Meeting was adjourned at 8:15 pm.  
Minutes prepared by Dee Gish 9/28/17.