

TOWN OF WILTON

SELECT BOARD MEETING

TOWN HALL COURTROOM

DATE: Monday, December 10, 2018

PRESENT: Chairwoman Kellie-Sue Boissonnault, Selectman Kermit R. Williams, Selectman Matthew S. Fish, Town Administrator Paul C. Branscombe, Administrative Assistant Janice Pack

Chairwoman Boissonnault moved to open the Select Board's regular meeting at 5:25 PM at the Milford Town Hall. This was seconded by Selectman Fish. All were in favor; motion passed. Selectman Williams joined the meeting at 5:35 PM. The members of Wilton's Select Board joined two of Mont Vernon's Selectmen, Kim Roberge and John Quinlan, at Milford's Select Board conference table at 5:40 PM for a discussion regarding the MACC Base Agreement. Present for Milford was Kevin Federico, Chair; Gary Daniels, Mike Putnam, Laura Dudziak and Paul Dargie.

Chairman Federico had everyone introduce themselves and said that he appreciated them coming. Mr. Putnam said that they were looking for a 2 year extension and could vote on that tonight. Chairwoman Boissonnault asked if we went ahead with a 2 year extension of the agreement, what would Milford's plan be? Chairman Federico said they have put out an RFP. He said the three towns got together 2 years ago and Milford said there were problems with the equipment, but were told that the other towns did not have radio communication issues. Chairwoman Boissonnault said that wasn't true. Selectman Williams said that the equipment is now starting to reach the end of its lifespan.

Chairman Federico said that his Board has always been willing to talk about the issues, and would be happy to continue the conversations. Mont Vernon Selectman Quinlan said that 2 years ago we did have a conversation about the equipment and what you can do with technology, but nothing ever happened. He said they asked Milford for a proposal and got nothing. They spent a whole year going round and round and Milford was silent. Their MACC Base rep reported that he had no instructions from the Board. The current agreement expires in 3 weeks and Mont Vernon wants to vote on a 2 year extension.

Selectman Roberge said they received the letter from Milford on 10/3/17 about negotiating and when they asked what points Milford wanted to negotiate, they received no reply. She said the Board of Governors put together a new contract, but she doesn't know if they are worried about dead spots or want their Police Department open 24 hours. She said they went to MRI for a study and only received 2 bids. Mont Vernon likes to get 3 bids. Mont Vernon does not understand what Milford wants. Are they looking to negotiate a new agreement? Mont Vernon doesn't want their residents to be affected, but they'd like to know what the driving force is behind the MRI study and the RFP.

Chairman Federico said that he thinks this is a good conversation to be having, and he agrees there was a communication issue. They are still researching what can be done; there aren't any solid plans and they are not going to give notice that they want to withdraw this year. They want to extend the agreement and they want to see what an upgrade would look like.

Chairwoman Boissonnault said that by having their conversations in non-public, Milford is being secretive. Two weeks ago they met to unseal the minutes to dispel the notice of conspiracy. Chairwoman Boissonnault challenged the Milford Select Board to keep their minutes regarding MACC Base conversations public.

Selectman Fish said that Milford put out an RFP and put in a placeholder, but it sure looks like they have a plan.

Chairman Federico said he's frustrated because 2 years ago he reached out. Selectman Williams said that he was at that meeting, and he was so disappointed in how it went. Inter-municipal agreements are supposed to be partnerships, not customers. You are supposed to work with your partners, not go off and decide to change the rules. It comes across like they don't really want to work with us, and working together requires trust and our trust is really damaged right now.

Milford Selectwoman Dudziak said that Milford feels that the other towns want to stick it to them, too. Milford Selectman Putnam said at this point we can calm down and resolve to a 2 year extension and sit down later and have an extended conversation.

Mont Vernon Selectman Roberge said that since Milford has 2 votes, every year they have blocked the upgrades. She wants to know what the 2 year extension would do.

Chairman Federico said we could work on the relationship and a common goal. He said Milford isn't looking for another band-aid; they're looking for a complete solution. He encouraged all to go back and watch the meeting of 2 years ago when the other towns said they had no problems with communication. He admitted gossip runs amuck, but said they want to work together.

Mont Vernon Selectman Roberge said that the MRI Report said Wilton had issues. Mont Vernon did purchase repeaters for their police cars. She said there was a phased plan proposed, but it was rejected.

Chairman Federico asked for a motion from his Board to accept a 2 year extension. It was moved and seconded, and the vote was unanimous. He asked all to keep working to find a unified solution.

The Wilton Select Board members excused themselves from Milford's Select Board meeting.

At 6:32 PM, the meeting reconvened in the Wilton Town Hall Courtroom.

After roll call during which Chairwoman Boissonnault noted that Selectman Fish had not rejoined the Board yet, she led all in the Pledge of Allegiance.

Chairwoman Boissonnault said that before we began our regular session, there was something she wanted to bring forward. She said that the vote to increase the Select Board pay had bothered her all week. She wanted to rescind the vote and revisit it next year. She said there had been too much discussion about the taxes going up. It was decided to wait for Selectman Fish to rejoin us.

NEW BUSINESS

Jane Farrell – Jane joined the table to discuss the fact that her position will become a combination Town Clerk/Tax Collector next spring and she wants to bring the pay more in line with similar size

towns and with those of similar experience in that position. She also wants to be more in line with her co-workers. She spoke about how her experience had enabled her to keep things in place here while the town underwent the changes that happened last spring. As the Tax Collector she currently earns just over \$62,500 and wants to increase her pay to just under \$69,000. As the longest term employee in the Town of Wilton, she will still be the lowest paid department head. She is also a tax payer, and the tax increase hurt everyone. She stated that the pay of all Town employees is public, and she's not trying to throw stones at anyone as everyone's job is very important. She understands that this needs to go before the Town in the spring. Chairwoman Boissonnault said that Jane is an elected official, not a town employee, and thus it is the taxpayers who decide her salary. Selectman Williams agreed that this board does not set Jane's pay; the law states that the legislative body sets the pay at Town Meeting. He said it is his expectation that we would allow Jane to put whatever amount that she thinks is fair into the budget as part of the operating budget of the Town. Chairwoman Boissonnault said the unique thing about Jane's position is that most employees are hired with the stipulation that she work a certain number of hours whereas Jane has the flexibility to work whatever hours she wants to.

7:00 PM Frank Biron & Jen Reddington of Melanson Heath - Frank and Jen joined the table to present their firm. Frank said Melanson Heath has been around for 50 years; he's been there 36 years. Their area of expertise is governmental auditing and quality control. He does the review and proofing of all documents to be sure they meet the quality control. They have 5 offices; 2 in NH. He and Jen are from the Nashua office; a full-service CPA firm. Governmental auditing makes up about 50% of the work that the firm does. Jen lives in Milford and would be very involved with Wilton's needs. He stressed they would certainly provide timely work for us. Jen said that their audit approach is a little different; they come out one day and do preliminary audit work, testing individual employees and decentralized departments. They get the trial balances and import them into their system, and then make the request for additional documents. They schedule 2 days for the field work and then go back to their office to do the balance of their work. This helps them do the bulk of their work before the books even close. She said she is proud of her firm's management letter as they make sure that through the whole process there are no surprises and they will give the Town the tools to make any corrections necessary.

Selectman Williams asked about Jen coming out before the books were closed; he asked when they would expect that a town would be closing their books. She said the end of March. Jen noted they'd try to come out for preliminary work in February. The site work would be done a few weeks after the books were closed, and the finish work would be end of May/June. Selectman Williams asked what the time range was from the time the fiscal work was done and the report was done. She said 6 months was their target. Frank stressed that they strive to meet all deadlines.

Chairwoman Boissonnault asked if it was their policy to present the management letter to the Select Board. Jen said it was. Selectman Williams said that listening to her description of the process, it seemed like there was a good amount of sampling and he asked how she determined what to look at. She said it was by risk. All cash balances would be proved. Selectman Fish asked if they were sampling each department. Frank said that they do go visit other departments to do testing. Selectman Fish asked if over the 3 year contract, would they touch base with all of the departments collecting cash and they felt that they would. Selectman Williams asked how they handle adjusting entries. Jen said that if the books were closed and they couldn't make them then, they would book them for the end of the next year. Selectman Williams said that as they may or may not be aware, we'd had transitions in the staff and in the way their books had been kept; he is

concerned that we're all responsible to manage the taxpayers money and he's wondering if we need something more than just a vanilla audit so we can be sure that we know where all the money is and that the books are in the best shape possible. He said he would not want to make a change to our accounting system until he knew for sure that everything was accurate. Frank said he's worked with our Financial Officer in the past and she's quite capable. If she was having problems closing the books, that would be a red flag and would be found out during the preliminary audit. They've dealt with all kinds of circumstances in the past, and don't think anything in Wilton would be any more difficult.

Selectman Fish asked how it would work if they did find any deficiencies in our books or practices. Jen said that's part of what they do. They are here to help us get back on track if necessary. Selectman Fish asked if they would be paid by the hour or what if we needed additional help with our processes and procedures. Jen said they would recommend processes and procedures and internal controls as part of their audit process. Frank said they would rarely expect to be paid more as they are looking at the whole audit picture. Jen said it will be easier in BMSI as we'll really be able to see our accounts more clearly once we're in BMSI.

Selectman Williams said he was concerned about the chart of accounts as he thought it was something we needed assistance in. Frank said that DRA had a chart of accounts that they recommended.

PUBLIC COMENTS –

Joe Torre said that he had comments on tonight's MACC base discussion in Milford. It was his opinion as a result of tonight's meeting that Milford wants to run the communications center from the Select Board office. His observation is that it is obvious that they want to improve/upgrade the communication system, but they have no idea what they want. There is no way to develop a comprehensive plan if you don't know what you want. He said that if we are considering an extension, he would recommend that we ask Milford to give up their 2 vote advantage. This has sabotaged any chance of upgrading any equipment. If Milford has only one vote, there is a chance for the Milford Board of Governors to move forward.

Ruth Smith said she was one of the people who spoke to Kellie about the Select Board raise. She looked over the financial policy and said she has quite a few things she'd like to talk about. She asked to be on the agenda for next week.

Chairwoman Boissonnault brought Selectman Fish up to speed about rescinding the Select Board stipend increase.

Tracey Ewing joined the table. She said she had left last Monday night's meeting early, but the Treasurer had called her to let her know that the transfer request had been signed. She said the Bookkeeper had said that she hadn't received the transfer. They resubmitted the form and she wondered why there was such a delay. She said she had never had a bad experience with the Treasurer before and doesn't understand what happened. She praised several people for getting things done, Jane, Linda, Kermit and Bill and wanted all to hear that side of the story.

Selectman Fish said that perhaps we should let people who do not want to be taped to have that option as he knew that Tracey was uncomfortable about that. Chairwoman Boissonnault said we could think further about that.

Bill Chalmers followed up to Tracey's comments by saying that for some reason the job of Treasurer seems to be a lot harder than it should be. The Select Board signed the transfer on the 3rd of December. He processed it on the 4th but for some reason it didn't go through. He doesn't know why but he takes responsibility for it. He said it was resolved by 10:30 today. He said that he wants to make it clear that it was his responsibility.

He said that Mr. Branscombe has had conversations with him regarding background checks. He said they are routine and required by law to make sure that we are not having the wrong person with access to checks. He said it seems like it's retaliatory as the issue of Linda Jennings has come up. He said Linda is employed by the Sewer and Water Departments, and the matter doesn't concern us. Linda Jennings is not an employee of the Town of Wilton. Bill said that because of what happened this morning, he is going to turn access off to the employees. He said that we could not rely on them for anything. He said there has been a lot of confusion about this, but that no one needs access except for himself and Keith Pike.

OLD BUSINESS

Town of Wilton Investment Policy – Mr. Chalmers stated that we were ready to invest. He asked for the projection from the School Board about how much our monthly bill was going to be. Selectman Williams said he had seen the Investment Policy, but it still needed updates. The form was given to the Board a few weeks ago to review. This has not yet been done. They will each review and give to Paul with their suggested revisions by the end of this week.

Town of Wilton Financial Duty Policy – Chairwoman Boissonnault noted that last week when Deb's access to the bank accounts was taken away, she had promised to go home and check the RSA's. She said that she had heard from Margaret Byrnes that the Treasurer does not have control of the bank accounts; it is the Select Board that has control. Mr. Chalmers said that he was going to object to the Financial Duty Policy right now.

Selectman Williams said that one of the responsibilities of this Board was the issue of deposits. He felt we had agreed that deposits would be made by the Clerk's office and they would make all of the deposits for all of the accounts. Selectman Williams said that should be made more specific in this policy. Chairwoman Boissonnault said we should change "make" to "prepare" then, and Selectman Williams said that would be fine. They agreed to remove "Select Board" where it noted who would make the deposits. Selectman Williams said where it says "process internal transfers" he wasn't sure what that meant but it should be that the finance officer would process the paperwork for the transfer and the Treasurer would perform the transfer. Chairwoman Boissonnault motioned to accept this with the modified changes. Selectman Williams said there were 2 more places where it refers to transfers that need to be corrected. Strike the part where it says transfer money from a credit card, and amend the part where it says process money for the School Board transfer. "Initiating periodic transfer" is fine, but strike "and process through the bank". That wording was agreed upon. Selectman Fish said the last box has a typo – omit the word "ticks". Selectman Williams said the last sentence conflicts with the changes made. Selectman Fish said "luckily we have an election coming up and elections have consequences". Chairwoman Boissonnault said they would have to put a letter together stipulating that Deb does have access to the bank account.

Selectman Fish moved to adopt the delegation of financial functions as modified. Chairwoman Boissonnault seconded. All were in favor; motion passed. Selectman Williams said he would sign a clean copy once it was modified.

Street Opening Permit Ordinance – Selectman Fish moved to revisit this the end of January. We also tabled the Road Acceptance Policy and the Tax Relief Incentive.

TOWN ADMINISTRATOR UPDATES

Mr. Branscombe asked Chief Desrosiers to join the table to discuss the Health Officer position. Chief Desrosiers does not have the time to devote to this extra position. Our Building Inspector also does not have the time to take this on. Many towns seem to ignore many aspects of the Health Officer's responsibilities. Chief Desrosiers said that just last week he had spent over 8 hours on one case. While he has no problem doing this, he cannot do this and take on a new community for Ambulance and EMS Service. When he was first asked to do this job, he knew nothing about the position. He has studied it, and taken courses, and tried to follow all of the RSAs connected with this position. He has taken it seriously, something that perhaps no one else in Wilton has previously done. He admits he is not qualified to do all of the tasks associated with this position.

Regarding the addition of Greenfield to the Inter-Municipal Agreement, Mr. Branscombe passed out Addenda A, B and C. These have been signed by Greenfield, Lyndeborough and Temple. Chief Desrosiers explained what each addendum consisted of. Addendum A stated that Greenfield would have their say as a member. Addendum B stated that we would shift costing from population to service usage in 2020. Addendum C is a staffing requirement that was put forth by Russ Boland which required another tone when the first ambulance went out to have crew at the station to staff a second ambulance.

Mr. Branscombe said that our insurance company had pointed out that the indemnification agreement was one of the tightest they had seen. He spoke about the Ambulance Advisory Committee; representatives will be chosen at the joint Budget Committee meeting on January 17th.

Mr. Branscombe noted that tomorrow was our Inter-Municipal Recycling Committee Meeting. He reminded all of the meeting Tuesday night for audit presentations, and on Thursday for IT presentations. He stated that Jeff Stone will be helping out with the government side of the website.

Selectman Williams asked for a sample of the engagement letter from each of the audit firms coming in tomorrow.

SELECT BOARD ITEMS

Chairwoman Boissonnault received a call from Doug Nelson who said they have a potential buyer, and he wanted to know if the town was going to take responsibility for the water problem. Selectman Williams said that we spoke about it before and we decided that it was a significant amount of funds, and should go to Town Meeting. Doug had indicated that if the wall was just closed off, cement block, then he would be happy with that. He needs a commitment from the Town that we would have that done before the buyers take ownership; if not, that we would complete it for the new owners. She said that this had originally been brought to the attention of the Board before anyone currently sitting on it was a Select Board member. The Board discussed who owned the sidewalks, and Selectman Williams said that was an interesting question as probably the property owner owns the sidewalks and the Town has some sort of easement. He would be surprised if the property owner's deed was just to the edge of their facing wall. He thought we might need to look at the deeds. Selectman Fish said if we did the cement wall and it

wasn't sufficient, what then? Would it be enough that we had done what was asked? Selectman Williams said he would want to get a price for that before we authorized someone to do it. Chairwoman Boissonnault said that if we were to build a masonry block wall as was suggested, it would have to be noted that we had done our due diligence and would not be responsible for anything further. Selectman Williams said his concern was that the wall would be a part of his property. He suggested we get a price for doing an abatement such as that, and then offer it to the property owner as a Quit Claim. He suggested that we get bids for this, choose one, and offer the amount to the property owner. In the meantime we should ask our legal team for the proper way to word this. Selectman Fish said he's still concerned that the Town is on the hook for remediating the problem when it was the original owner who built the bowling alley under the street in the first place.

Selectman Fish said that as a sidebar, Joan Lemire stated that the town had relinquished ownership to the parking spots in front of her building, and so he said he would advise the DPW not to maintain that any longer. Selectman Williams asked if there was a property transfer. Selectman Fish said the Planning Board has taken that as fact as they have counted those spots toward her application. Selectman Williams said if we really wanted to determine this, we should have someone go over the deeds. Chairwoman Boissonnault said that in Doug's case, he needs to move quickly so the sale will go through. Mr. Branscombe offered to meet with Mr. Nelson to further discuss this.

Chairwoman Boissonnault brought up the issue of the Select Board stipend which she had previously asked to revisit as she wanted to rescind her decision on that. Selectman Fish felt strongly to keep the decision as it had been proposed. He felt the Select Board was the governing body of the Town, and that the amount was in line with other communities and other entities in the Town. He said he was not going to perform any martyr-like act like nailing himself to the Town Hall by redacting the stipend when this Board had already done many things to keep costs in line. He pointed to other expenditures like River Walk, lights by the PD, the website, new Town Hall signage, etc. He is sticking up not only for himself but for other Boards to follow. He feels comfortable with the amount proposed. Selectman Williams said that his opinion was that if people at Town Meeting disagreed with that amount, they could vote to reduce that money and he would rather see it modified there than by the Board.

Chairwoman Boissonnault said it would not be listed as just one line item. Selectman Williams said it could be. Selectman Fish said he feels it's appropriate and actually trivial compared to the other items they're trying to tackle. Selectman Williams said that the Town's budget had stayed flat. The School's budget had increased, and the amount chosen to use from the unexpended fund balance had decreased. It wasn't the Town's spending that made the tax rate go up. Chairwoman Boissonnault wanted to rescind her vote for the Yes on the increase. **Chairwoman Boissonnault motioned to rescind the decision made at the last meeting to increase the stipend for the Select Board. Hearing no second; the motion failed.**

Selectman Fish wanted to review our industrial zoning as a way to kick-start commercial growth. During his 18 years on the Planning Board, he could only come up with one new business in the town. He would like to focus on new construction to decrease the tax rate. The only way to

decrease the tax rate is to increase our taxable base in town. He's heard a lot of restrictions, and Selectman Williams agreed that especially on Route 101 it seems prohibitive to growth. Revitalizing Main Street won't affect the tax rate, but will make it more inviting for visitors, which is good for everybody. Chairwoman Boissonnault agreed, although her biggest concern is how to limit it so it doesn't take away from our town. Selectman Fish said the places to put new development are 101 and 31. Selectman Williams suggested there be a sub-committee to work through a proposal that could be put on the 2020 ballot.

Selectman Fish said that he read the DES letter regarding County Farm Bridge and he was concerned that it would fall apart if we don't continue to focus on it and really stay on top of it. We left it last with getting the easements from the Roedel's.

Selectman Fish said there is probably a need to review our municipal budget to see if there is anything that we want to change. Our road budget, for example, is something that we seem to never have enough money to fund all of the work that we want to have done. Selectman Williams said the Town's budget isn't really the purview of this Board, but rather the Budget Committee puts that together. Everyone is welcome to come to the Budget Committee's meetings. He reminded all that this town has chosen to have a high level of service, like our 24/7 police force, and that costs money.

Selectman Fish wanted to talk about replacing the DPW's director position. He feels strongly that we should definitely refill this position. While he said that the sharing of the position with the Recycling Center sounded good, we did need coverage at the DPW and shouldn't be burdening Paul with all of the DPW director's duties. Selectman Williams said that things like driveway permits have always been the Road Agent's responsibility and the DPW director position was created as a way to combine a number of things together. He doesn't feel that there was any reason why we couldn't have a Road Agent and another person to handle these things. Selectman Williams said it might be too late to do anything for this snow removal season and we'll need to work with what we've got. Selectman Fish said we should expeditiously start looking as we are short-staffed. We rely on our road crew and he feels it's important. Mr. Branscombe said that Brian Adams was the Road Agent previously, and should in name be the Road Agent. Yes we are short one man, but Jim was doing director work all the time, not plowing and sanding. We can do the Admin Work here, and he is meeting with a gentleman who has a Chief DesrosiersL. Selectman Williams asked if we weren't posting the job. Mr. Branscombe said sometimes you find someone who might be able to fill the position and you should investigate that. Whereas Brian Adams is concerned, he had the title before, and he chose to give up the Road Agent position before. The Board would like to discuss this with him.

Mr. Branscombe noted that Michele Decoteau has taken over some of the responsibilities of the MS-4 Stormwater Management program. Selectman Fish wanted to be sure that Mr. Branscombe didn't get too overwhelmed with all of the DPW paperwork.

Mr. Branscombe asked Jeff Stone to join the table. Jeff thanked the Board and Paul for their vote of confidence in him as he worked with the government side of the website. Whereas Jackie Kahle has been instrumental in the Eco Dev side of things, Jeff will handle the Government.

Selectman Williams made a motion that we authorize our MACC Base rep to vote in favor of the 2 year extension. Chairwoman Boissonnault seconded. All were in favor; motion passed.

Chief Cutler thanked Chairwoman Boissonnault for voting to rescind her stipend increase. He said that increase would put her 70 higher than those who put their lives on the line for her (the Fire Department).

Back to MACC Base, it was discussed that if we were going to renegotiate the terms, we did need to amend Milford's vote so that they could not control 50% of the vote. This was discussed further. Chairwoman Boissonnault noted that Kermit was right when he said that Milford had broken our trust. It wasn't enough to have a legal relationship; a partnership needed to have trust. Selectman Williams reiterated that we need a viable alternative. He suggested we put a committee together. Perhaps we should ask our Town Administrator to reach out to other towns to discuss this.

At 9:15 PM Chairwoman Boissonnault called for a non-public session under RSA 91-A:3, II(c) and Selectman Fish seconded. All were in favor; motion passed.

Chairwoman Boissonnault motioned to exit non-public session at 9:45 PM; Selectman Williams seconded. All were in favor; motion passed.

Chairwoman Boissonnault asked if the minutes should be sealed. It was decided that the minutes could not be sealed as the discussion was regarding compensation of a public employee.

APPROVALS: MINUTES, MANIFESTS AND ITEMS IN THE SIGNATURE FILE

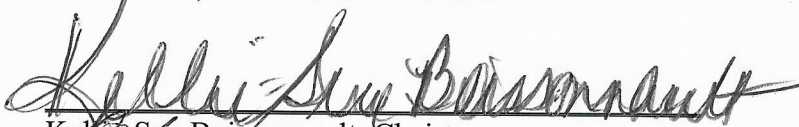
The Board reviewed and approved the Checks manifest, Minutes, and Correspondence.

Chairwoman Boissonnault asked Janice to write a letter advising Mr. Chalmers that he was not to deny access to Debra Harling to the Town's bank accounts. This was done, and signed as well.

Selectman Fish moved to adjourn. Selectman Williams seconded. All were in favor; motion passed. The meeting adjourned at 10:05 PM.

Respectfully Submitted:

Janice Pack, Administrative Assistant



Kelli-Sue Boissonnault, Chair



Kermit R. Williams



Matthew S. Fish