



**ESSEX JUNCTION TRUSTEES & ESSEX SELECTBOARD SUBCOMMITTEE ON
GOVERNANCE**

SPECIAL MEETING AGENDA

Wednesday, September 19, 2018

81 Main St.

Essex Junction, VT 04542

4 p.m.

1. CALL TO ORDER/PLEDGE OF ALLEGIANCE TO FLAG

2. AGENDA ADDITIONS/CHANGES

3. APPROVE AGENDA

4. PUBLIC TO BE HEARD

5. BUSINESS

- a. Review, amend, approve minutes of July 12, 2018
- b. Request by Trustee Lori Houghton to add "Separation of Town and Village" to the list of possible governance scenarios to explore (**Discussion and Possible Decision**)
- c. Request by George Tyler to have staff perform financial analysis of Town/Village revenues and analysis of Chittenden County Regional Planning Commission funding and support resources (**Discussion and Decision**)
- d. Consider hiring attorney Dan Richardson of the law firm of Tarrant, Gilles, & Richardson to provide ongoing legal counsel and support on questions about governance (**Discussion and Decision**)
- e. Next steps for the subcommittee (including date and time of next meeting, if needed)

6. ADJOURN

1 Selectboard and Trustee Subcommittee on Governance
2 July 12, 2018 Special Meeting Minutes
3 81 Main Street, Essex Junction, VT
4

5 Committee Members Present: Max Levy
6 Elaine Sopchak
7 George Tyler
8 Irene Wrenner
9

10 Staff Present: Evan Teich (joined the meeting at 8:50 a.m.)
11

12 Members of the Public Present: Jerry Fox
13 Dawn Hill-Fleury
14 Margaret Smith
15

16 1. CALL TO ORDER

17 Irene Wrenner called the meeting to order at 8:35 a.m.
18

19 2. AGENDA ADDITIONS/CHANGES

20 3. APPROVE AGENDA

21 There were no agenda additions.
22

23 4. PUBLIC TO BE HEARD

24 There were no comments from the public.
25

26 5. BUSINESS ITEMS

27

28 a. Elect chair and recording secretary

29 Max Levy moved and Elaine Sopchak seconded to nominate George Tyler to be chair of the
30 committee. The motion was approved 3-0-1 (Mr. Tyler recused himself from the vote).
31

32 George Tyler moved and Irene Wrenner seconded to nominate Elaine Sopchak to be recording
33 secretary for the committee. The motion was approved 4-0.
34

35 b. Establish ground rules

36 The committee established some ground rules:

- 37 • They will review a variety of perspectives.
38 • They will assume members' good intentions.

- 39
- They will seek to understand.
- 40
- All options are on the table.
- 41
- These meetings are more conversational than formal and so speakers do not need to be
- 42
- formally recognized.
- 43
- No member will advocate for either the Village or the Town; this does not preclude
- 44
- members from pointing out the pros and cons of a particular option as it relates to
- 45
- either community.

46

47 Members agreed that they will not prioritize any of the options but will instead provide
48 guidance to the two full boards on how they may impact the community. If in the course of
49 research a particular option is determined not to be legal, that option will be removed from the
50 table.

51

52 c. Discuss questions from board members about governance

53

54 Questions were submitted by Elaine Sopchak, George Tyler, and Irene Wrenner. No other board
55 members submitted questions. Copies of these questions are attached and made a part of
56 these minutes.

57

58 Mr. Levy suggested the conversation begin with a high-level discussion of various options, and
59 that specific details be avoided at the outset. The committee then discussed a variety of
60 possible governance scenarios. These are outlined below.

61

62 Potential Governance Options

63

64 Scenario A:

- 65 • Retain the Village Board of Trustees as long as there are Village-specific needs (5
66 members).
- 67 • Create an equivalent Town-outside-the-Village (TOV) entity for TOV-specific needs (5
68 members).
- 69 • Also maintain and expand existing Town Selectboard (SB) to include the membership of
70 both the above boards, so that the SB has 10 members.
- 71 • This model would entail 3 separate charters, one for each board.

72

73 Scenario B:

- 74 • Dissolve both Village and Town charters, and write a new, single charter for one
75 community.
- 76 • Form a new board of 5 to 7 members, all elected at-large.

- 77 • Create a Rural Essex advisory board and a Village advisory board, the members of which
78 would be appointed by the elected board.

79

80 Scenario C:

- 81 • Create a single, consolidated board but maintain 2 charters.
82 • Each charter adopts the same amendment to allow this to happen.

83

84 Scenario D:

- 85 • Consider overlay districts, and whether they apply outside of the realm of planning.

86

87 Scenario E:

- 88 • Create a single board of 7 to 9 members.
89 • Create two voting districts: Village and TOV.
90 • Elect 3 members from the Village, 3 members from TOV, and 3 at-large.

91

92 Scenario F:

- 93 • Dissolve the Village charter, keep Town charter.
94 • Adjust Town Selectboard membership based on geography.

95

96 Scenario G:

- 97 • Dissolve the Village charter, keep Town charter.
98 • Maintain 5 member, at-large Selectboard.

99

100 Scenario H:

- 101 • Form a city with a mayor and city council.

102

103 Mr. Tyler recommended the questions, What's missing? Are there other government structures
104 we haven't thought of? It was noted that the Essex Governance Group (EGG) Report
105 recommended neighborhood assemblies. The committee determined that these could be
106 considered regardless of what governance option is chosen. Committee members also
107 wondered whether it was required to have a governing board with an odd number of members.

108

109 The committee then compiled a list of what the boards want to achieve in forming a new
110 governance structure, as follows, and in no particular order. These goals may help narrow down
111 the governance options based on their ability to enable them.

- 112 • Tax equity
113 • Eventual single tax rate
114 • Eliminate duplication

- 115 • Equal representation (in a consolidated environment)
- 116 • Preserve identity (in a consolidated environment)
- 117 • Maintain a high level of service
- 118 • Maintain Heart & Soul values
- 119 • Maintain public safety
- 120 • Speaking with one voice, and having a seat at the table in relevant issues and bodies
- 121 • Better integrated planning
- 122 • Better relations
- 123 • Better transparency

124

125 d. Brainstorm available resources

126 The committee then considered the necessary resources to begin researching the options. The
127 Vermont League of Cities and Towns (VLCT), the Secretary of State's Office, and Legislative
128 Council were identified as organizations with the most relevant expertise to assist the
129 committee. Mr. Teich recommended that the committee also research legal challenges to the
130 mergers of other communities to help identify potential issues.

131

132 Mr. Tyler gave the committee members a preliminary list of financial data he would like to
133 compile, a copy of which is attached and made a part of these minutes. He also expressed
134 significant concern about the status of the Town's and Village's representation on regional
135 boards like the Chittenden County Regional Planning Commission (CCRPC), should they form a
136 single community. Investigating the representational and financial impacts of a merger on the
137 communities' membership in this and similar organizations is essential. Mr. Teich stated this
138 concern also applies to other entities that provide the Village and Town funding, such as FEMA.
139 Mr. Tyler requested that the committee and staff do an initial, internal analysis of potential
140 impacts before approaching CCRPC.

141

142 The committee asked Mr. Teich to instruct staff to provide the data Mr. Tyler requested, and to
143 identify any gaps in information the committee may not have considered yet. Mr. Teich also
144 suggested reaching out to other Vermont municipalities to learn about their experiences with
145 merger. The VLCT can also help gather this information.

146

147 e. Discuss budget availability and constraints

148 The committee considered whether funds need to be allocated to this work. At the moment,
149 they will rely on the free services of VLCT and Secretary of State. Mr. Levy suggested setting
150 aside funds in the FY20 budgeting process.

151

152 f. Sketch out anticipated timeline

153 The committee determined that at best, research can be completed in time to provide the
154 community with an update and overview at the 2019 annual meetings. For the purposes of this
155 committee's work, members decided to provide both boards with a report of their findings at
156 the October 11, 2018 joint meeting. Members will complete research by September 15th and
157 will draft a report by September 30th. Members will finalize the report and submit it to Town
158 staff for inclusion in the meeting packet for October 11th.

159

160 g. Next steps

- 161 • Ms. Sopchak will provide both boards with a verbal update at the next joint meeting on
162 July 18th.
- 163 • Ms. Sopchak will provide minutes of this meeting to Town staff for posting.
- 164 • Ms. Sopchak will combine the governance options with the questions submitted by
165 board members, and recirculate them to committee members for further comment.
- 166 • Ms. Sopchak will reach out to VLCT to request their assistance, provide them with the
167 documentation of this meeting, and help schedule a time when VLCT can come to a
168 committee meeting, hopefully in the first two weeks of August.

169

170 At this time audience member Jerry Fox asked questions regarding the Town and Village tax
171 rates. The committee provided clarifications and answers to his questions.

172

173 6. ADJOURN

174 Ms. Wrenner moved to adjourn and Mr. Levy seconded. The meeting adjourned at 10:25 a.m.

Potential Governance Options

Scenario A:

- Retain the Village Board of Trustees as long as there are Village-specific needs (5 members).
- Create an equivalent Town-outside-the-Village (TOV) entity for TOV-specific needs (5 members).
- Also maintain and expand existing Town Selectboard (SB) to include the membership of both the above boards, so that the SB has 10 members.
- This model would entail 3 separate charters, one for each board.

1) What would be the legal process needed (to update our current town charter) in order to allow the current SB to expand from 5 to 10-members -- including having Village Trustees (so long as there is a Village Charter in force) to populate the 5 TIV seats and electing 5 TOV residents to populate the 5 TOV seats? (IW)

In a town with an incorporated village, is it legal for the area not inside the village to form its own governing body, similar to the village's, to make decisions for that area, separately from decisions made by the town governing body? (ES)

- Can a committee-of-the-whole model apply to a town with an incorporated village?
- Are there decisions made by a town governing body that do not apply to its incorporated village?
- If this model were valid, what changes would be made to taxation? If there were a separate TOV entity making decisions on TOV related issues, would there by necessity need to be TIV representation on that board, since TIV residents also pay for the things the TOV entity would be making decisions on?

Scenario B:

- Dissolve both Village and Town charters, and write a new, single charter for one community.
- Form a new board of 5 to 7 members, all elected at-large.
- Create a Rural Essex advisory board and a Village advisory board, the members of which would be appointed by the elected board.

Are there examples of communities in VT that have advisory boards like this? (ES)

What is the recommended process for writing a new charter? (ES)

Scenario C:

- Create a single, consolidated board but maintain 2 charters.
- Each charter adopts the same amendment to allow this to happen.

I would still like to know if it's legally feasible to have a single elected body execute two charters. I'm curious about this because maintaining two charters might be a basis for creating separate taxing districts which could provide a mechanism for equalizing tax rates without a dramatic tax increase for Essex outside the village. It might also obviate needing to select a new place name, which has been a hurdle in the past for a variety of reasons. There might be other advantages as well. (GT)

Can a town board merge itself with the governing board of its village? Can each board amend its charter to allow both boards to merge into one governing body? (ES)

- Is it legal for the former members of the town board to make decisions regarding village business, and vice versa?
- If these two boards merge, how would taxation of the village be affected? Village residents would no longer have representation by a board that makes spending decisions solely on their behalf. Would taxation have to be adjusted at the same time as the joining of the boards, or could the adjustment proceed at the slower pace anticipated?
- If these two boards merge, what would be their process for acquiring debt? How would the two communities bond?

Scenario D:

- Consider overlay districts, and whether they apply outside of the realm of planning.

2) Assuming we'd need an overlay district to allow proper voting for the latter, how would TOV residents set one up (with their own Trustee Board similar to the Village's) -- including: petition wording, number of signatures, who would be allowed to vote (TOV only or TIV also), sample charter?, for example, (IW)

3) If the TOV were an overlay district, which unconsolidated depts and budgets would it be fair for its new Trustee Board to take on policymaking and budgeting for -- including anticipated budgetary effects? That is, if the Essex Free Library were so designated, for example, its entire budget might be covered by TOV taxpayers only, and the entire Brownell Library budget might be covered by TIV taxpayers. No library expenses would appear in the Town budget, unless and until the libraries merged in a way that put the control of both under the 10-member Town SB. (IW)

I'd also like to know more about 'overlay districts.' Town staff often refer to the Village as an overlay district (we in the Village know better!). It isn't. The Village has the same legal, jurisdictional authority as any other VT municipality. But Vermont planning statues do allow 'overlay districts,' which are designated sub-units within towns established for zoning or development restrictions, which can include preserving historic character. Whether this sort of thing might be applicable to our situation will likely require substantial research, but, again, why go there if most of us don't think it's a worthwhile question to investigate. (GT)

Scenario E:

- Create a single board of 7 to 9 members.
- Create two voting districts: Village and TOV.
- Elect 3 members from the Village, 3 members from TOV, and 3 at-large.

Scenario F:

- Dissolve the Village charter, keep Town charter.
- Adjust Town Selectboard membership based on geography.

Scenario G:

- Dissolve the Village charter, keep Town charter.
- Maintain 5 member, at-large Selectboard.

Scenario H:

- Form a city with a mayor and city council.

Scenario I:

- Maintain two charters, the Village BOT, and the Town SB.
- Complete current consolidation efforts but do not consolidate any further.

Other questions not related to a particular scenario:

Would Lauren be able to update the Tax Rate History chart (which currently ends at 2007) before she retires? It gives a picture of the tax inequities (and more) over time that we are trying to remedy. (IW)

What is the legal or logical precedent / justification for TOV (only) residents paying a sizable highway tax since at least 1951 without TOV (only) representation? (IW)

What is the general legal or logical precedent / justification for states / populations having equivalent representation at the state and federal legislative levels? (IW)

We understand that inter-municipal agreements are allowed by state law. The Town and Village are not two separate municipalities, however, as Jericho and Colchester are. The Village is both its own municipality as well as a part of the entire Town. What state law, if any, allows inter-municipal agreements that are, at the same time, intra-municipal agreements? (IW)

Much has been made of the ability of Village residents (who happen to be Trustees) to sit at the board table and discuss the future of the Town government, while the very idea of TOV residents sitting at that same board table has been rejected. Under the Town Charter, who (if anyone) has the

legal right to formulate Town policy alongside Selectmen? (IW)

What statute, if any, suggests that uneven numbers of board seats are preferable to even numbered ones? (IW)

What statute, if any, encourages elected at-large seats in any governing body over elected ward (or district) representation?' (IW)

I remain very concerned about the Essex community (town and village) losing a seat on the CCRPC. Having two seats puts us in a fairly advantageous position which I think is appropriate given the traffic burden we're coping with and our rapid growth in population. Other Chittenden communities probably don't see it that way. I'm specifically concerned about losing a significant portion of the revenue that CCRPC disperses every year. (GT)

(7.16.18 – I want to emphasize, again, the need for us (Town and Village) to perform our own internal analysis of this question and not just accept an answer from an outside entity. The CCRPC's membership board debates and decides the TIP each year, so it is ultimately a political process, despite efforts to make rational, evidence-based decisions. Right now the Essex community has two votes in that process. We absolutely must consider this question very carefully and the question of how to analyze it must be decided collaboratively between elected officials and staff.) (GT)

What would happen to the town's and village's representation on regional governing boards if the two boards were to merge into one? (ES)

- We already have one representative for both municipalities on at least two boards--CSWD, Channel 17--and have retained 2 votes on each board. Would the village lose its representation if both boards merged?
- Would funding received from bodies like CCRPC be reduced to reflect one municipality? Would village funding be rolled into town funding?

What are the ways that other Vermont towns have used to merge? (ES)

If the two boards merged, would there still be an annual meeting for each municipality? (ES)

Would there be any impact on municipal committees like planning commissions if the two boards merged? (ES)

Status Quo Distribution of Property Tax Revenues - Essex Junction and Essex Town

Essex Town Grand List (2018) =

Essex Junction Grand List (2018) =

Essex Outside the Village Grand List (Essex Town G.L. – Essex Junction G.L.) =

Town General Fund (2018) =

Percent Town General Fund Contributed by TIV (2018) =

Town Capital Fund (beginning FY 2018) =

Percent Town Capital Fund Contributed by TIV =

Percent Town Capital Fund Distributed to TIV =

Town Rolling Stock Fund (beginning FY 2018) =

Is Highway Tax the Only Source of Revenue Used to Purchase Town Rolling Stock? (Y/N)

Other Sources of Revenue to Purchase Rolling Stock (General Fund, Capital Reserve, etc.?)

Percent Town Capital Fund Used to Purchase Rolling Stock for Village Departments =

Village General Fund (2018) =

Approx Percent Village General Fund Contributed by TOV =

Village Capital Fund (beginning 2018) =

Percent Village Capital Fund Contributed by TOV based on Grand List Breakdown =

Percent Village Capital Fund Distributed by Village to Town =

Village Rolling Stock Fund (beginning 2018) =

Percent Village Rolling Stock Fund Contributed by TOV based on Grand List Breakdown =

Percent Village Rolling Stock Fund Used to Pay for 100' Ladder Truck =

Status Quo Operating Expenditures TIV/TOV Breakdown for Non-Shared Services

Essex Town – Percent of 2018 Operating Budgets Contributed by TIV:

Planning and Community Development =

Recreation =

Library =

Fire Department =

Economic Development =

Essex Junction – Percent of 2018 Operating Budgets Contributed by TOV:

Community Development =

Recreation =

Library =

Fire Department =

Economic Development =

CCRPC Revenues/Distributions to Essex Junction and Essex Town

- Annual Average Total Funds Distributed by CCRPC to all member communities (10 Year mean) =
- Annual Average Total CCRPC Funds Received by Essex Junction (10 Year Mean) =
- Annual Average Total CCRPC Funds Received by Essex Town (10 Year Mean) =
- Summarize T.I.P. Process – How is T.I.P. drafted, debated, voted on? Role of member communities in deciding final distribution of CCRPC funds and other resources. Are votes ever contentious? How often has Essex Town supported Essex Junction? How often has Essex Junction supported Essex Town?
- What other CCRPC resources (non-T.I.P. Funds, town/village plan analysis, studies, reports,etc.) were received by Essex Junction and Essex Town (Ten year summary).
- Please have Robin Pierce and Dennis Lutz add any additional questions to this list.
- Other major Non-CCRPC Grants/Revenues Received by Essex Junction and Essex Town over last decade (direct federal/state funds, other non-governmental agencies, etc.)?
- Essex Junction is presently designated as the Growth Center for Essex Town. The Village Center also has Vermont Neighborhood Designation which exempts development from Act 250 review. What would happen to these (and other) designations/exemptions if the Essex Junction charter is dissolved?
- The Essex Town Community Development and Planning department envisions its ETC Next master plan as a long-term project to create a community center at the current 289/Rt. 15 retail plaza. Realization of this plan will require substantial public resources (for example, increased sewer capacity, conversion of state highway to town-owned road, etc.). Essex Junction envisions its Design Five Corners strategic plan as an in-progress project to revitalize the Village center. It has already required substantial public resources and will continue to do so for the coming years. These two plans embody each government's vision of its 'community center.' Does this pose a problem for a consolidated Town-Village government? Would the substantial public resources required by each plan still be available? Should this question be addressed

b

e

f

o

r

e

a

n

y

f

u

r

TARRANT, GILLIES & RICHARDSON

44 EAST STATE STREET
POST OFFICE BOX 1440
MONTPELIER, VT 05601-1440

GERALD R. TARRANT
PAUL S. GILLIES
DANIEL P. RICHARDSON

(802) 223-1112
FAX: (802) 223-6225

MICHAEL J. TARRANT, II
RYAN P. KANE
STEPHEN F. COTEUS

March 28, 2018

RECEIVED

MAR 29 2018

Village of Essex Junction

Evan Teich, Unified Manager
Village of Essex Junction
2 Lincoln Street
Essex Junction, VT 05452-3154

RE: Village Attorney Legal Services Proposal

Dear Mr. Teich:

Tarrant, Gillies & Richardson is interested in serving the Village of Essex Junction as legal counsel. Please accept the following information in response to your request for proposal.

1. Resume.

Our firm philosophy is that when you hire one of our attorneys, you hire the entire firm. Although I would be primarily responsible, my partners Paul Gillies and Gerry Tarrant will be equally available to respond to your needs as your issues may demand our time and skills. Our skilled and diligent associate attorneys may provide support to the partners in litigation matters or other complex projects. All lawyers in our firm are admitted to practice in Vermont state and federal courts and have experience with local government at all levels.

Over the years, our firm has represented over 70 municipalities either as municipal general counsel or as a special counsel for specific matters. Currently we actively represent the Towns of Williamstown, Williston, Sharon, Coventry, Athens, Cabot, Victory, Granville, Randolph, North Hero, Vershire, Hyde Park, Strafford, Norwich and Morgan, as well as four regional solid waste districts (LRSWMD, CVSWMD, NEKWMD, and WSWMD), largely providing advice on contracts, personnel matters, easements and rights-of-way, ordinances, and enforcement, as well as prosecution and defense in litigation for the districts. I have also handled personnel matters, reviewed contracts, deeds, procedural questions, and given advice on statutes, precedents, and leading cases. Along with other members of our firm, I have also assisted in drafting easements, bylaws, charters, rules, and proposed legislation.

In addition to my practice, I am an adjunct professor at Vermont Law School teaching municipal law. I am a member of the Montpelier Development Review Board and the former President of the Vermont Bar Association. I have presented extensively on planning, zoning, and land use law issues as has my partner, Paul Gillies. Paul recently wrote the definitive history of Act 250 for its fortieth anniversary. He also assisted in the creation of the Central Vermont Public Safety Authority.

Attached hereto I have included my resume as well as the resumes of my partners and our three associates. See Attachment A.

2. Independence.

I affirm that neither I nor any of the lawyers in our firm have any contractual or other obligation which would interfere with our performance as Village Attorney. I have not, nor have any lawyers in our firm, had any professional relationships involving the Village or Village Officials for the past five (5) years. We do not have any private-sector clients from which a conflict of interest may stem.

3. Potential Services.

Our firm is capable of handling all items listed in the potential scope of work. There are no limitations as to which matters Village personnel could contact our firm for work.

4. Hourly rate for work.

If awarded, we would charge our current standard municipal rate of \$150 per hour for all attorney work. Legal assistant time would be billed at the rate of \$80.00 per hour. (In the usual course, Gerry Tarrant, Paul Gillies and myself bill at the rate of \$250 per hour, our three associates at the rate of \$175, and legal assistants at \$100.)

No annual retainer would be required.

Our rates do not increase with great frequency. All changes to these rates would be notified to you in advance. Because this is a proposal for a one-year term, we would lock in the rate for the duration of the term.

5. Other costs.

Reimbursable Expenses

Tarrant, Gillies & Richardson does not pass photocopying, faxing, standard postage charges, or telephone costs to our clients. We do, however, pass on to the client the cost for certified mailing and in-house production of briefs and printed cases.

Travel Expenses

Tarrant, Gillies & Richardson bills at the government rate per mile for travel time and mileage from Montpelier to the various courts. Travel within Montpelier is not billed.

6. Fees.

Our minimum billing unit for documents that are written and signed is .3 of an hour. The minimum billing unit for phone calls is .2 of an hour.

7. Monthly Billing.

Please see Attachment B, Representative Monthly Billing Invoice

8. References.

1. Town of Victory, Tracey Martel;
2. Town of Cabot, Jack Daniels;
3. Town of Granville, Norm Arsenault;
4. Village of Waterbury, Skip Flanders; and
5. Town of Sharon, Margy Becker.

9. Experience.

Representative cases

The following Vermont Supreme Court and Trial Court cases are examples of our work:

City of St. Albans v. Northwest Regional Planning Commission, 167 Vt. 466 (1998) (effectively defended regional planning commission's bylaws and appointment process from a challenge to its constitutionality).

Taylor v. Town of Cabot, 2017 VT 92 (defended Town at the trial court level and on appeal against religious liberty constitutional challenge to the Town's disbursement of former federal grant monies to a community church for historic preservation).

In Petition of Vermont RSA d/b/a Verizon Wireless, Dckt. No. 8601 (Oct. 2017) (represented private landowner working with Towns of Stowe and Waterbury to successfully prevent the permitting of a wireless cell tower sought to be located in a state and town-identified wildlife corridor)

LoPrete v. Town of Granville, 2017 VT 101 (defended Town at the trial court level and on appeal from challenge by landowner seeking to nullify the work of the Town's ancient road committee and to remove a public highway added to the Town's highway map).

In re Application of VTel Wireless, Inc. at 185 Thistle Hill Road, Cabot, Vermont, Dckt. No. 8549 (June 2016) (represented Town of Cabot in seeking to modify PSB application to incorporate essential zoning regulations and standards into permit conditions, including terms that pushed the proposed tower away from public highway).

In re All Metals Recycling, Inc., 2014 VT 101 (defended Town's grant of a conditional use permit to the owner of a metal-recycling business).

Lathrop v. Town of Monkton, 2014 VT 9 (obtained a determination in favor of Town's right to assess and tax home-site values on undeveloped, but permitted, parcels).

Gade v. Chittenden Solid Waste Management District, 2009 VT 107 (effectively represented the Town of Williston in both superior court and on appeal to the Vermont Supreme Court, defending a Host Town Agreement created between the Town and CSWMD to site a proposed landfill on land owned by Hinesburg Sand and Gravel against a group of adjoining landowners who sought to cancel the agreement based on a claim of unlawful delegation of municipal powers).

Herrera v. Union No. 39 School Dist., 2009 VT 35 (litigated stigma-plus public employment issue involving due process and the right for a principal to seek a name clearing hearing following a decision to terminate).

Hamilton v. Town of Holland, 2007 VT 133 (defended Town's right to remove trees and shrubs in right-of-way during road widening project and from plaintiff's request for attorney's fees).

Town of South Hero v. Wood, 2006 VT 28 (obtained a declaratory judgment awarding a public right-of-way to the Town along a beach front area based on the parties' prior dedication and acceptance of the public road).

Herrick v. Town of Marlboro, 173 Vt. 170 (2001) (defended Town's right to assess property based on the owner's failure to properly sequester the property for "pious" purposes).

In re Taft Corners Assocs., 171 Vt. 135 (2000) (successfully defended the Town of Williston's refusal to allow development of commercial lots that were subdivided under a previous zoning regime, but which was no longer allowed under the Town's present zoning ordinance).

Municipal Clients and References

In addition to the references listed in #8 above, we would offer the following as a representative selection of the Towns that the firm currently represents:

1. Town of Williamstown, Jackie Higgins;
2. Town of Williston, Rick Maguire;
3. Town of Vershire, Naomi LaBarr and Gene Craft;
4. Town of Randolph, Adolfo Bailon and Michael Decubellis;
5. Town of North Hero, Pete Johnson;
6. Town of Athens, David Bemis;
7. Town of Brighton, Joel Cope;
8. Town of Strafford, Lisa Bragg;
9. Town of Marshfield; Bobbi Brimblecombe; and
10. Town of Norwich, David Ormiston.

10. Statement.

Tarrant, Gillies & Richardson is a partnership between three principals: myself, Paul Gillies and Gerry Tarrant, who have equal ownership shares in the firm. Gerry Tarrant and

Michael Marks formed the partnership of Tarrant & Marks in 1992. Paul joined the firm when he left his position as Deputy Secretary of State in 1993. Our firm became Tarrant, Marks & Gillies in 1995 when Paul was made the third partner. After Michael Marks left to begin a mediation business, I joined the firm, and became a partner. The firm is located at 44 East State Street in Montpelier in an office building the firm partners own.

At this time, there are no affiliate offices. In addition to the three principals, the firm employs three associates—Ryan Kane, Steve Coteus, and Michael Tarrant II, each of whom clerked at Vermont and/or federal courts for multiple years before beginning practice with our firm over the last several years. Their qualifications are enclosed. Each brings a substantial amount of trial and appellate experience with them.

We understand that you require a law firm that not only has a substantial amount of hands-on experience with municipal matters, but one that can provide the Village and its officers and staff with pertinent assistance at a moment's notice, a firm that can ramp up to speed on a unique issue, whether it's an easement, contract, personnel issue, or inter-agency agreement matter, and present you with a well thought out response. In addition, we recognize that municipalities must navigate a confluence of federal and state requirements. We built our practice around serving municipalities and non-profit entities and we understand their unique position in their communities. We have worked with other municipal and governmental corporations and non-profits, including regional entities, who also demand specialized attention and require similar legal knowledge and experience. Confidence in what we do and understanding that you may require us to attend evening meetings are part of our offer. This may require the knowledge and expertise of our associates who have clerked in relevant trial and appellate courts, including all divisions of the Vermont Superior Courts, Vermont Supreme Court, as well as the Second Circuit Court of Appeals and the Federal District Court for the District of Vermont. Our associates are seasoned and provide us with the flexibility to respond quickly and effectively.

We are staffed with support personnel/paralegals who handle schedules, filing, and certain legal tasks, including title searches and compliance forms. Our office is networked and equipped with a commercial printer/copier. As a result, we are able to handle most of our filing and printing needs in-house.

Since its inception, our firm has provided legal counsel for municipalities throughout Vermont. We've worked hard to provide municipal corporations accurate advice and, if ever required, the support of a litigation team that will represent them in any forum. As a result of our experience with State government, and due to the needs of our various governmental and private clients, our firm also has extensive experience with the Vermont Legislature.

In representing numerous governmental entities our firm has dealt with several complex legal matters including: termination of employees for cause, enforcement actions, collection actions, and general counsel on liability issues. We have drafted easements and drafted and reviewed rights-of-way agreements. Throughout our representation, we have dealt with personnel and employment matters, real estate matters, and contractual disputes, and provided advice and opinions on ordinances, rules, and regulations.

In addition to our representation of municipalities, including the Central Vermont Regional Planning Commission and four regional solid waste districts, Tarrant, Gillies & Richardson has represented or represents the following private or semi-public entities that share some of the same characteristics or the same strong community and environmental mission as the Village of Essex Junction. These include Vermont Compost Company (municipal, state, and regulatory issues); VELCO (property tax issues); The Nature Conservancy; Vermont Land Trust; Bellows Falls Power Company; Northeast Kingdom Community Action; Vermont Low Income Trust for Electricity Inc. (public benefit, non-profit corporation funding state energy projects/initiatives advancing Vermont's Comprehensive Energy Plan); and The Preservation Trust of Vermont.

Like the Village of Essex Junction, these entities have required on-going legal assistance in permitting processes, corporate and tax issues, land use disputes, drafting and enforcing ordinances and policies, personnel and employment law, real estate law including easements and rights-of-way issues, regulatory matters, public meeting laws, and advice on ordinances, rules, and regulations.

Beyond our practical experience, our attorneys bring several decades worth of government experience to bear on their practice. As Deputy Secretary of State for 12 years, Paul Gillies had a role in drafting or reviewing municipal legislation and charters. He co-wrote *A Book of Opinions*, on Vermont municipal governance, which is still used by many towns as a basic reference.

Similarly, Gerry Tarrant brings his experience as a former Commissioner of the Department of Public Service to his work for non-profit environmental groups, farmers, municipalities and alternative energy developers. He has used his knowledge of preservation law, alternative energy, the permitting process, and environmental and energy policies, to assist municipalities, land trusts, and preservation groups in working with local businesses that will serve all interests well and has helped farms and communities in Vermont develop methane energy, small scale hydro and other alternative generating facilities. Gerry is also the Chair of the Environmental Section of the Vermont Bar Association and focuses on land use and utility regulation. As Chair of that Section, Gerry is presently an "advisor" to the legislatively appointed Act 250 Commission charged with reviewing the structure and effectiveness of Act 250 and related Act 250 issues relative to development throughout Vermont.

As noted above, I am an adjunct professor at Vermont Law School teaching municipal law and a member of the Montpelier Development Review Board. In addition to my academic work, I have worked closely with the Vermont League of Cities and Towns to develop municipal education programs and have given several presentations on ethical issues, planning and zoning issues, eminent domain issues, agriculture law, and general municipal practice issues. I have been recognized for the past 4 out of 5 years by the national SuperLawyers program for excellence in my practice.

Evan Teich
March 28, 2018
Page 7

11. Description of Grievances / Claims of Ethical Misconduct or Malpractice.

None.

12. Description of Professional Liability Insurance.

See Declaration of Coverage, Attachment C.

We would be proud to represent the Village of Essex Junction as legal counsel.

Sincerely,



Daniel P. Richardson

DPR/dp

ATTACHMENT A
ATTORNEY RESUMES

Daniel P. Richardson
802-223-1112, ext. 105
drichardson@tgrvt.com

EDUCATION

Vermont Law School, J.D., Magna Cum Laude (2003). Editor in Chief, *Vermont Law Review*, 2002–03; Dean's Fellow—Legal Writing Instructor (Fall 2002); Moot Court Advisory Board Member 2002–03

Harvard University Graduate Studies in philosophy and botany (1998–99).

Ohio Wesleyan University, B.A. Philosophy, English Literature, and Writing, Summa Cum Laude, May 1996. Phi Beta Kappa; Honors: Phi Eta Sigma (freshman); Phi Society (sophomore); Omicron Delta Kappa (Service); Phi Sigma Tau (philosophy); Sigma Tau Delta (English)

WORK EXPERIENCE

Tarrant, Gillies & Richardson, Montpelier, Vt. Attorney, 2005–Present

- Municipal, real estate, and administrative practice with an emphasis on litigation.

Chittenden County Superior Court, Burlington, Vt. Trial Court Law Clerk, 2003–2005

- Researched and drafted opinions for the Hon. Matthew I. Katz and Richard Norton
- Developed Trial Court Database for Reporting Trial Court Opinions

Langrock, Sperry, & Wool, Middlebury, Vt. Summer Associate, 2002

- Second chair in one jury and two bench trials
- Primary researcher for firm on new regulations, appellate and trial issues

Department of Labor & Industry, Montpelier, Vt. Law Clerk, May–Aug. 2001

- Drafted workers' compensation opinions and assisted in administrative hearings.
- Compiled initial legal research in two VOSHA citation challenges.

Professors Stephen Dycus & Philip Meyer, S. Royalton, Vt. Research Assistant, 2001–2003

- Drafted changes to the 3d edition of National Security Law Casebook
- Revised, edited, and researched legal articles for publication.

Town of Barnstable, Barnstable, Ma. Natural Resources Officer, May–Aug. 2000

- Enforced town, commonwealth, and federal statutes and regulations in town recreation areas and nature preserves to protect endangered species nesting sites.

LEGAL PUBLICATIONS

1. *The Lost Child of Products Liability: New Thoughts About Advertising and the Learned Intermediary Doctrine* 27 Vt. L. Rev. 1017 (2003).
2. *Legal Style Indexed: The Redbook: A Manual on Legal Style*, Vt. Bar J. (Summer 2004).
3. *Doomed Enterprises: The Forgotten Memoir of John Knox*, Vt. Bar J. (Fall 2004).
4. *Democrats at the Crossroads of History Two Books Explore the Fate of the Party*, Vt. Bar J. (Summer 2006).

CIVIC AND PROFESSIONAL BOARDS

City of Montpelier

Development Review Board, 2007–Present

Design Review Committee, 2005–2007

Secretary, Cemetery Commission, 2007–2013

Vermont Bar Association

Board of Bar Managers, March 2007–Present

President, 2014–2015

Young Lawyer's Board, 2006–2010

President, 2008–2009

Vermont Supreme Court

Secretary, Plain English Civil Jury Instruction Committee, *September 2003–2007*

Acting Judge, Washington Country Small Claims Court, *2011–Present*

Special Master, *2013–Present*

Gerald R. Tarrant
802-223-1112, ext. 101
gtarrant@tgrvt.com

Professional Experience

Mr. Tarrant founded Tarrant, Gillies & Richardson in 1991. The firm focuses on municipal, environmental, zoning and land use, real estate, solid waste, employment, construction, health care, general business, commercial, corporate, probate, land conservation/historic preservation law and utility law. The firm's practice includes trials and appeals. Mr. Tarrant's interests include alternative energy, historic preservation and the environment.

Mr. Tarrant was a Partner with the firm of Diamond & Associates from May 1988 to January 1991. He served as Commissioner of the Vermont Department of Public Service under Governor Kunin from March 1985 to May 1988 and as General Counsel and Public Advocate for the Department from January 1980 to March 1985.

Prior to joining the Department, Mr. Tarrant was Special Counsel Vermont Public Service Board from March 1978 to January 1980 and Corporate Counsel for the National Rural Utilities Cooperative Finance Corporation in Washington, D.C. from September 1971 to March 1978.

Education

Marshall Wythe School of Law, College of William and Mary, Williamsburg, Virginia
J. D. Degree 1971.

Hillsdale College, BA, 1968.

Professional Memberships And Affiliations

Mr. Tarrant has served on a number of boards and commissions including vice-chairman, Certificate of Need Review Board (Hospital/Medical Expenditures); Member of Board of Trustees of Vermont Land Trust, Member of Board of Vermont Life, Member of Board of Directors of Prevent Child Abuse Vermont and Member of the Board of Vermont Natural Resources Council. He formerly chaired the Board of Directors for the Clean Energy Group. Presently, he chairs the Environmental Section of the Vermont Bar Association and is an advisor to the legislatively empaneled Act 250 Commission.

Paul S. Gillies
802-223-1112, ext. 103
pgillies@tgrvt.com

Education:

University of Maine School of Law, J.D. (1978).
University of Vermont, M.A. (1975).
Case-Western Reserve University, B.A. (1970).

Experience:

Partner, Tarrant, Gillies & Richardson (1995-present)
Associate, Tarrant & Marks (1993-1995)
Chair, Vermont Institute for Government (1989–Present)
Chair, Governor's Task Force on Administrative Law, 1987
Deputy Secretary of State (1981-1993)
Senior Policy Analyst, State Planning Office (1978-1981)

Publications:

- *Ruminations* (Column), Vermont Bar Journal (every issue since 1993)
- Uncommon Law, Ancient Roads and other Ruminations on Vermont Legal History (2013)
- A Place to Pass Through, History of Berlin, Vermont (1993)
- A Book of Opinions w/James H. Douglas (1992)
- Confronting Statehood (1992)
- The Records of the Vermont Council of Censors, w/D.
- Gregory Sanford (1991)
- Regulating Vermont (1985)
- Numerous articles in various books, journals, and pamphlets since 1985, including:
- *How to Find Ancient Roads*, Vt. Inst. for Gov't (2006)
- *The Balance*, Vt. Bar J. 10 (2002).
- *And if There Be no Choice Made: A Meditation on Section 47 of the Vermont Constitution*, 27 Vt. L. Rev. 783 (2003)
- *Not Quite a State of Nature: Derivations of Early Vermont Law*, 23 Vt. L. Rev. 99 (1998)
- *Overruling*, Vt. Bar J 12 (1997)

Ryan P. Kane
802-223-1112, ext. 102
rkane@tgrvt.com

EXPERIENCE

Tarrant, Gillies & Richardson, Montpelier, VT Sept. 2015 – Present
ASSOCIATE

- Represent clients in general civil practice, including land use and environmental law, energy and regulatory law, business and corporate law, and civil litigation.

Vermont Superior Court, Environmental Division, Burlington, VT Sept. 2013 – 2015
LAW CLERK

Langrock, Sperry & Wool, Middlebury & Burlington, VT May – August 2012
SUMMER ASSOCIATE

Vermont Natural Resources Council, Montpelier, VT June – August 2011
SUMMER LEGAL INTERN

EDUCATION

Vermont Law School, South Royalton, VT
Juris Doctor, *summa cum laude* May 2013

- National Environmental Law Moot Court Competition – Winner of Overall Competition; Winner of Award for Best Overall Brief (both out of 72 teams)
- Vermont Law Review, Articles Editor; Production Coordinator
- Academic Excellence Award for highest grade in: Contracts, Torts, Property, Criminal Law, Estates, and Land Use Regulation

Wheaton College, Norton, MA
Bachelor of Arts, *cum laude*, in Philosophy January 2007

CIVIC AND PROFESSIONAL BOARDS

City of Montpelier Development Review Board alternate, *2016-Present*
Vermont Chapter of the Sierra Club, Executive Committee, Legal chair *2016-Present*
Unitarian Church of Montpelier, Governing Board Member *2017-Present*

Stephen F. Coteus
802-223-1112, ext. 106
scoteus@tgrvt.com

EXPERIENCE

Tarrant, Gillies & Richardson, Associate, Montpelier, VT
Sept. 2016 - Present

- Represent clients in general civil practice, including land use, contract, real estate, municipal, and general civil litigation.

Second Circuit Court of Appeals, Judge Peter W. Hall, Law Clerk, Rutland, VT
Sept. 2015 - Sept. 2016 (Began as judicial extern, Jan. 2014 - May 2014)

Vermont Supreme Court, Justice Marilyn S. Skoglund, Law Clerk, Montpelier, VT
Aug. 2014 - Aug. 2015

Conservation Law Foundation, Summer Law Clerk, Concord, NH
May 2013 - Aug. 2013

The Law Office of Fred V. Peet, Summer Law Clerk, South Burlington, VT
May 2012 - Aug. 2012

Sanocki Newman & Turret, LLP, Paralegal/Calendar Clerk, New York, NY
Aug. 2010 - Aug. 2011

- Managed court calendar and deposition calendar for seven attorneys

EDUCATION

Vermont Law School, South Royalton, VT May 2014
Juris Doctor, *Magna Cum Laude*

- Articles Editor, Vermont Law Review
- Moot Court Advisory Board
- Academic Excellence for Highest Grade in: Municipal Law, Legal Writing, and Legal Research.
- Co-President, Vermont Law Soccer Club

The University of Vermont, Burlington, VT May 2010
Bachelor of Arts degree in English, *Cum Laude*. Minor in Environmental Studies

Michael J. Tarrant II
802-223-1112, ext. 104
mtarrant@tgrvt.com

EDUCATION

Vermont Law School, South Royalton, Vermont
Juris Doctor, *magna cum laude*, May 2012
Class rank: 23 / 202; Vermont Law Review, *Managing Editor*

Lewis and Clark College, Portland, Oregon
B.A., East Asian Studies, May 2002
One semester spent abroad at Kansai Gaidai University, Osaka, Japan

WORK EXPERIENCE

Tarrant, Gillies & Richardson, Sept. 2015–Aug. 2016; Sept. 2017–Present
Associate Attorney
Represent clients in most areas of general practice, including: landlord and tenant, municipal, probate, real estate, zoning and land use, and general civil litigation.

Federal District Court, District of Vermont, September 2016–August 2017
Law Clerk, Chief Judge Christina C. Reiss

Vermont Judiciary, Sept 2012–Sept. 2015
Law Clerk, Associate Justice Harold E. Eaton, Jr.'s Chambers, Nov. 2014–Sept. 2015
Law Clerk, Washington & Caledonia Counties, Vermont, Sept. 2012–Nov. 2014

English as a Second Language Instructor, Kyoto, Japan, October 2002–June 2009
Instructor / Manager / Owner

BAR ADMISSIONS, SKILLS, AND INTERESTS

Admitted to the Vermont Bar, 2012–Present

Admitted to the Bar for the District of Vermont, 2018

High level of fluency in Japanese
Lived in Kyoto, Japan for seven years; Japanese Language Proficiency Test Level 2

Baking bread

ATTACHMENT B

SAMPLE MONTHLY BILLING DETAIL

TARRANT, GILLIES & RICHARDSON
44 East State Street
Post Office Box 1440
Montpelier, VT 05601-1440
Federal ID 03-0333393

Invoice submitted to:
Town of [REDACTED]

January 31, 2017

Invoice #44254

Professional Services

	<u>Hrs/Rate</u>	<u>Amount</u>
1/30/2017 PSG Preparation for and attendance at hearing on contempt	8.50 150.00/hr	1,275.00
PSG Draft entry order and motion for a special master	1.00 150.00/hr	150.00
PSG Draft discovery, emails	1.00 150.00/hr	150.00
For professional services rendered	<u>10.50</u>	<u>\$1,575.00</u>
Additional Charges :		
1/27/2017 \$Service Service fees-[REDACTED]		61.77
1/30/2017 \$Mileage To and from		70.20
Total costs		<u>\$131.97</u>
Total amount of this bill		<u>\$1,706.97</u>
Previous balance		\$1,640.20
Balance due		<u><u>\$3,347.17</u></u>

TARRANT, GILLIES & RICHARDSON ACCEPTS VISA, MASTERCARD, DISCOVER AND
AMERICAN EXPRESS

ATTACHMENT C

**PROFESSIONAL LIABILITY INSURANCE
DECLARATIONS PAGE**



EVANSTON INSURANCE COMPANY

LAWYERS PROFESSIONAL LIABILITY INSURANCE DECLARATIONS

THIS IS A CLAIMS MADE POLICY. THE AMOUNTS INCURRED AS DEFENSE EXPENSES WILL REDUCE THE LIMIT OF LIABILITY. PLEASE READ THIS ENTIRE POLICY CAREFULLY.

POLICY NUMBER: LA809235

RENEWAL OF POLICY: LA808574

Named Insured and Mailing Address (No. Street, Town or City, County, State, Zip Code)

TARRANT, GILLIES & RICHARDSON, LLP

44 E STATE ST

MONTPELIER, VT 05602

Policy Period: From 12/16/2017 To 12/16/2018

at 12:01 A.M. Standard Time at the address of the Named Insured shown above.

IN RETURN FOR THE PAYMENT OF THE PREMIUM, AND SUBJECT TO ALL THE TERMS OF THIS POLICY, THE COMPANY AGREES WITH THE INSURED TO PROVIDE THE INSURANCE AS STATED IN THIS POLICY.

Limits of Liability	
A. Each Claim:	\$2,000,000
B. Policy Aggregate:	\$2,000,000

Deductible	
A. Each Claim:	\$10,000
B. Aggregate:	\$10,000

Retroactive Date	
Retroactive Date:	FULL PRIOR ACTS

Premium For Policy Period	
\$28,107	

Premium For Extended Reporting Period	
100% for 12 months; 150% for 24 months; 200% for 36 months; or 300% for 60 months	

Producer Number, Name and Mailing Address	
74499 Synergy Professional Associates, Inc. 100 Passaic Ave. Ste. 145 Fairfield, NJ 07004	

The company issuing this policy has not been licensed by the State of Vermont and the rates charged have not been approved by the Commissioner of Insurance. Any default on the part of the insurer is not covered by the Vermont Insurance Guaranty Association.

Endorsements

Forms and Endorsements applying to this Policy and made part of this Policy at time of issue:

SEE MDIL 1001 ATTACHED

These Declarations, together with the Policy, Endorsement(s), Application, and any other attachments complete the above numbered Policy.

Countersigned: _____ 12/15/2017

DATE

By:



AUTHORIZED REPRESENTATIVE