

Windham, VT Special Select Board Meeting

Hybrid Meeting – In-person at the Meeting House & Online via Zoom

Monday, March 24, 2025 at 5:30 PM

Present at Town Office

Kord Scott, selectboard chair

Michael Pelton, selectboard

George Dutton, selectboard

Present on Zoom

Bob Fisher

Tom & Louise Johnson

Gail Wyman

Will Dodge

Ginny Crittenden

Abby Pelton

Eric Danner

Pat Cherry

Antje Ruppert (for Mac), sb clerk

Maureen Bell

Cathy Fales

1) Start recording & call meeting to order

Kord called the meeting to order and started the recording at 5:30 PM.

2) Additions/deletions and/or changes to the agenda – none

3) Announcements/reminders – none

4) Public Comment – none

5) Executive Session to discuss “the negotiating or securing of real estate purchase or lease options”

Kord made a motion to move into executive session to discuss the negotiation or securing of real estate purchase release options where the Board has determined that premature general public knowledge would clearly place the Select Board or people involved at a substantial disadvantage, because discussing the matter in open session, would divulge the town's legal strategy and place the town at a disadvantage in executing its strategy. Kord invited Bob Fisher (town attorney) and Richard Paré to join the executive session, but Richard was not present. The motion passed unanimously, the executive

session started at 5:32, and all other attendants on Zoom were moved to a waiting room for the duration. The open meeting then resumed after 38 minutes.

6) Discuss the “Imerys – Town Donation Agreement of Hamm Property”

Kord introduced Eric Danner, the primary representative of Imerys, and its attorney Will Dodge.

Bob Fisher summarized the donation agreement which is essentially an agreement whereby Imerys Talc, through its bankruptcy proceedings, would be conveying or gifting to the town approx. 75 acres where the old talc mine was, along with a sum of money currently proposed at \$250,000. If all goes through as planned the Town would then own the property for future developments but be without the tax revenue it currently receives from the owner. Potential purposes include recreational or municipal uses (e. g. salt shed).

There are two major contingencies for the town to accept the donation:

1) An environmental inspection which is currently underway. If the report contains material comments that would render the property unmarketable, the town can retreat from the contract. Imerys had already commissioned another inspection agency with a phase one report which came back with no issues.

2) An inspection of the dam and pipeline to evaluate the condition of the culvert, and when it is likely to have to be replaced. This inspection is scheduled for the following week. If no material defects are identified, then the town would be obligated to accept the donation. The town would like to see the State’s inspection report of the dam and the yearly liability of maintaining the performance bond.

Bob explained that a law suit in the early 2000s resulted in the creation of the dam, the pump system, the siphon system, and the long run of the culvert running along the road to take care of any excess overflow from the dam pond. Imerys was required to have a performance bond such that if Imerys did not maintain the dam, the siphon system, and the culvert the town would have had recourse. The Surety Bond Company would hire somebody to perform maintenance and repairs to the tune of \$500,000.

Bob noted that language should be added to the agreement that the donation of any monetary sum is restricted to maintaining and/or developing the property.

Considering the cost of a future replacement of the culvert and the loss of the tax revenue along with yearly costs of maintenance, the Select Board wanted to have a conversation with Eric, and Will with regard to the financial part of the donation.

George noted that the Select Board initially had very little conversation about the sum of money, and Eric and Will proposed \$250,000. Since then the Board gathered some financial and site information. For one, the fill on the property makes part of the site difficult to build on, and there are a couple of endangered species there which potentially limit uses such as solar activities according to the State. In

addition a recent quote to replace the culvert amounted to about \$200,000. Therefore the SB is asking if there would be more leeway with regard to the monetary donation (e. g. \$350,000).

Eric Danner understood the request for additional monetary funds and is agreeable to it. Eric and Will briefly left the meeting to discuss the matter.

Cathy noted that a second phase inspection should definitely be considered, and the first phase report should be on hand before executing the donation agreement.

Eric and Will rejoined the meeting and Eric stated that the pipe was installed in 2011 and should have a lifespan of 50 to 75 years. He fully understands the town's request for an inspection and expects it to come back clean. He understands the town's rationale regarding the replacement costs and is agreeable to raise the donation sum to \$350,000.

Bob said that he'd call Will Dodge (Eric Danner's attorney) in the morning to finalize the language for the 2 contingencies. To Bob's question what would happen if a phase 2 condition emerges, Eric replied that he is committed to continue the conversation and cooperation with the town of Windham. Will noted the urgent timeline. Eric will need the town to sign the donation agreement by the following day in order to submit it to the Bankruptcy Court.

Bob Fisher repeated Michael's motion for the record to authorize the Select Board chair, Kord Scott, to sign the donation agreement between Imerys Talc and the Town of Windham subject to final review by the town attorney. The motion passed unanimously.

Eric noted that a hearing at the Bankruptcy Court is scheduled for April 16, 2025 at which the judge will hear Imerys' motion, which seeks approval of everything that was discussed here tonight. He believes that the pipeline and phase 2 inspections could be concluded by then.

The structures (cabin, 2 sheds, trailer) will be removed by Reese within the next 2 months.

Cathy asked Bob to check in with Susan Westa from WRC to make sure that the town remains an innocent buyer. Bob confirmed that the closing would not happen until the environmental inspections are completed.

7) Adjourn meeting and stop recording.

The motion to adjourn passed unanimously at 6:43pm.

The next Regular Select Board Meeting is Monday, April 7, 2025 at 5:30 pm

Minutes taken by Antje Ruppert

Minutes approved by the Selectboard on April 7, 2025