

**MINUTES OF THE MEETING OF THE BOARD OF GOVERNORS OF THE  
MILFORD AREA COMMUNICATIONS CENTER  
VIA ZOOM (AMIDST THE GOVERNOR COVID-19 INSTRUCTIONS)**  
May 6, 2021

**PRESENT:** Jay Wilson, BOG Chairman, Town of Mont Vernon  
Craig Frye, BOG Vice Chairman, Town of Milford  
Eric Olesen, BOG Member, Town of Wilton  
Darlene Bouffard, Recording Secretary  
Jason Johnson, MACC Director

**1. Call to Order:** Jay Wilson called the meeting to order at 9:30 a.m.

**2. Approval of Minutes:** The minutes of April 7, 2021 and March 24, 2021 were reviewed. C. Frye moved to accept the minutes of March 24 and April 7, 2021 as amended. E. Olesen seconded. A poll was taken: E. Olesen Wilton aye; C. Frye Milford aye; J. Wilson Mont Vernon aye. Those two minutes have been reviewed and approved and the other minutes will be reviewed once the recording is looked at.

**3. Old Business:** Frequencies were discussed briefly. Milford and Wilton have their own, MACC might need to absorb the costs.

**4. New Business:** K. Kokko did not have anything to share screens with today. There were two outstanding questions: Fire Mutual Aid by-laws. First question is legal counsel questions to identify options. Second question is where this organization will move toward and the process for that to bring to the Boards of Selectmen. E. Olesen did not see the e-mail and J. Wilson has also not seen the e-mail yet. J. Wilson said this review lasts multi-months and the IMA is being discussed with selectmen. These are two actions being considered. J. Wilson does not have a problem sending questions to legal counsel. C. Frye has not come up with a list yet. E. Olesen said he has not had a chance to formulate a list of questions based on the presentation by Ms. Kokko. C. Frye just wants to make sure we are all going in the same direction. E. Olesen agreed. E. Olesen has to write out his questions.

C. Frye asked about MACC becoming a three town organization (Mt. Vernon, Wilton and Lyndeborough) and does that not include Milford in that plan? J. Wilson said if Milford is creating its own dispatch center then it will not be in the MACC plan, the remaining towns need to figure out services and what needs to be done. We are trying to save MACC against a town that may not want to be part of MACC and the other three towns figuring out what they want. There are different things to work out to move forward, the towns are fractured right now and it is affecting services. If Milford wants to have its own communication center, the other towns need to figure out what to do. E. Olesen said if the infrastructure is in, it does not matter where the communication center is physically located. Wilton is looking at infrastructure of its own. We need to be prepared to contract with somebody.

C. Frye said if MACC is just a call center and each town is responsible for their own infrastructure, that is where Milford is now, which might be that we are on our own frequencies and use MACC is just a call center, they would put out calls and not worry about the infrastructure and sites. When MACC was originated, none of us is sure how that was established with maintenance, Milford is looking at having its own infrastructure. J. Wilson said MACC had everything under their control except radio systems. Now everything is different, there are five PD sites, 4-5 Fire sites. C. Frye said Milford is looking at getting its own antenna sites and equipment. J. Wilson said Mont Vernon cannot do that this year. J. Wilson asked if we have questions now to send to counsel? Are there questions on the creation of a Fire Mutual Aid?

K. Kokko said there are four questions ready to go to counsel, the questions from Captain Frye cover different topics, she pulled out the ones related to legal, just to get a sense of what is possible. C. Frye said he asked those questions to try to narrow down the direction to go. The questions vary, so she pulled out the questions for legal. C. Frye said those questions are to narrow down the direction, it seems we are going in five different directions. We are a 53A now, if we go to a 501 Charity, that can go to legal. J. Wilson said we will be going in multiple different directions but we have to start bringing it together. Are there any questions to go to legal? Do we want to find out about going 501A? C. Frye wants to find that out. E. Olesen asked if a 501C would create opportunity for grants?

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1 K. Kokko said the three questions are in addition to the original questions to ask legal. C. Frye asked which slides  
2 are you referring to? K. Kokko said slides 22-24 with 4 questions. K. Kokko will collate them into one document to  
3 make it easier.

4 1-are there any ways to achieve a mutual aid status?

5 2-what would legal estimate the timeline to be?

6 3-what would timeline and cost be?

7 4-would there be any barriers to creating a fire mutual aid?

8  
9 Other questions:

10 1-53A does MACC qualify for a tax exempt corp?

11 2-Any drawback for a 53A for funding stream?

12 3-Cost to become municipal corporation or any drawbacks?

13  
14 A Chief Nourse observation, the Boards met a few weeks ago to see what model works moving forward and every-  
15 one can agree on, we have to focus on what will work for everyone, we know the infrastructure issues and equipment  
16 but before we go forward we have to agree that XXX model is something we agree on. Discussing frequencies etc.  
17 is a waste of time, we need to get something in the budgets. Get together with the Boards and make a recommenda-  
18 tion so that it can move forward – this has to be part of the 2022 budgets for the towns. It is May and it does not  
19 seem we have made any progress.

20  
21 J. Wilson agreed, stating that the BOSs met last week and agreed to move in certain directions. The BOG has a lot  
22 of work to complete by September 1, and we will be having additional meetings to coordinate all of this. If the  
23 towns agree to keep MACC, then a new IMA will need to be put in place. If the towns can agree to stay together, we  
24 can reformat the IMA for next year. J. Wilson agrees each town should be responsible for their own equipment. E.  
25 Olesen agrees. Kellie-Sue, Wilton BOS, understood that an answer should be provided by 9/1/21? J. Wilson said  
26 the BOG needs to make a decision by 9/1/21. Kellie-Sue asked that a BOG decision be provided to the BOSs by  
27 6/30/21 or first of July because September is too late, it could be delayed by one or more boards and she wants to  
28 make certain the Board can notify the budget committee for the following year. J. Wilson said we could get prelimi-  
29 nary information within 3 months, coming up with the model may not be completed for 2021 but coming up with an  
30 IMA that towns can agree with that moves us to working together either under a mutual aid district or municipal dis-  
31 trict is what our concept should be, we cannot complete the entire process this year or within the next 3 months.

32  
33 Chief Nourse stated he supports what Kellie-Sue is indicating and he wants to respectfully push back, if we don't  
34 know that now, where have we been? Within one or two meetings of the BOG can put the pain points on a board  
35 and figure out how to fix those points, the issues have been there for years. J. Wilson stated the BOG knows what  
36 the points are but we have a couple different things we are looking at, starting with does it stay with an IMA or  
37 something else, and we cannot put those together without questions being answered by legal and K. Kokko's assis-  
38 tance then get the information to the towns. By having the town's take care of their own infrastructure that takes  
39 away one of those pain points, the second point is how do we make MACC work and that is where the type of gov-  
40 ernance comes in. The IMA in place today expires in December 2022 so for budgets, J. Wilson said it will be simi-  
41 lar to what the towns have now for the IMA. The next step is to identify the type of governance. This is all going to  
42 have to get done in work sessions so we are looking at 1-2 work session a month.

43  
44 E. Olesen said the decision that needs to be made is whether it will be a re-vamped IMA or a Fire Mutual Aid or  
45 another type. Kim Roberge, Mont Vernon BOS, is hearing about pain points but she thinks legal counsel will guide  
46 the BOG in what to do; she agrees with Kellie-Sue that by the beginning of August the select Boards need decisions  
47 before budget season begins. K. Roberge has not heard any decision by BOG to send those questions to counsel. J.  
48 Wilson said those questions will be put in a format by K. Kokko to go to legal counsel and the BOG has not gotten to  
49 that recommendation yet but it is on the table. K. Roberge asked if those questions, once formatted, will be recom-  
50 mended by the BOG to send to legal counsel and documented in today's meeting? J. Wilson said that decision will  
51 be made today.

52  
53 Chief Flaherty, asked what is the sole purpose of MACC Base? A provider of service or are they going to get into  
54 the infrastructure business? Chief Flaherty thinks that has to be answered and that will help direct the conversation  
55 of who pays for what. J. Wilson said when it originally got set up the equipment and infrastructure was all in place.  
56 Chief Flaherty asked if there is a document that states that? J. Wilson answered probably not because back then the  
57 boards and towns worked a lot better together. Regardless of working together or not, Chief Flaherty said there

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1 should be some sort of agreement in place. J. Wilson said when it got set up Milford had the equipment and the  
2 agreement was set up as a joint entity with four towns; as we've moved from that, MACC has constructed the sites  
3 (Pead Hill, expanded Federal Hill, Abbot Hill, Wilton Fire Station, Mont Vernon Fire Station, Town Hall) so over  
4 the years MACC has constructed the sites being used. The question has come down to do the towns want their own  
5 sites and equipment and that is a sticking point, but the towns have to let us know their feelings on that. What type  
6 of governance is what it boils down to. Chief Flaherty asked where is the documentation that says MACC would  
7 build the sites, he understands a group of guys sat in a room and made those decisions but there has to be some doc-  
8 umentation and by-laws that gave a charter to the organization. How is it running day to day operations when it does  
9 not know what operations it is providing?

10  
11 J. Wilson responded that MACC knows what it is providing but what was established in the original by-laws, if you  
12 don't have a copy we can get you a copy of it; when the four towns brought this to their Boards of Selectmen and  
13 agreed upon it, the Boards agreed on it that it would be the emergency communications facility that would dispatch  
14 fire, police, EMS, DPW for emergency management and the by-laws state they have a governing body and that's  
15 how it was set up. Jason Johnson stated regardless of how it was set up in 1985 we are currently operating under the  
16 current existing IMA and the current existing by-laws regardless of how those have changed from 1985 to present,  
17 the rules we're under right now are the existing ones. Chief Flaherty asked if they currently say they are responsible  
18 for building sites. J. Johnson replied it is not specifically defined in the by-laws nor in the IMA. Chief Flaherty re-  
19 sponded we should probably identify that. J. Johnson said that is how we came to the conversation about either a  
20 revised IMA or a revised organization and charter as far as what the responsibilities of the organization are, whether  
21 it's just a service provider as far as a call center goes or whether it's going to be responsible for maintaining the sites  
22 and so forth.

23  
24 So who is going to make that decision, asked Chief Flaherty. J. Wilson said the Board of Governors is going to  
25 make those recommendations to the Boards of Selectmen based on feedback from the Boards of Selectmen. The  
26 Milford Rep and the Wilton Rep have already said they are looking into their own infrastructure costs as is Mont  
27 Vernon but right now we are tabling our funding for that for one year. Over the past two years, J. Wilson thinks the  
28 feedback the BOG has gotten, especially from Milford is they should be responsible for their own equipment, even  
29 though over the past 7 years when we have talked about upgrades, it has been a sticking point as to why MACC base  
30 has put out a million dollar upgrade to sites and why different towns are paying more for other towns and vice-  
31 versus. At this point, J. Wilson feels if Milford wants to upgrade their sites, let them upgrade them, if they want to  
32 put in new sites, like the Captain just said, that should be their responsibility. That is where we are at right now. If  
33 Milford decides to do their own tower with sites, that would be a multi-year bond and the mechanism for that type of  
34 funding is currently not available for MACC.

35  
36 C. Frye is ready to make a motion that each town go back and look at the documentation and have MACC base go  
37 back to what it was originally set up to do and that does not include the infrastructure because then each town can  
38 look at doing their own infrastructure and use bonding and not worry about how long the IMA is because it does not  
39 affect the IMA, let's just cut the cord now. Milford is looking to put out a \$2.4 million bond to fix their problems.  
40 Is MACC a true regional dispatch center where they put up antennas and the towns pay for it, this way the towns  
41 would pay for what they need, the costs for consoles would be shared for the dispatch, it all comes down to the mon-  
42 ey and the towns can do it alone without a 20 year IMA. This has always been the sticking point. J. Wilson has no  
43 issue with sending it back to the Boards of Selectmen to determine if the towns will be responsible for their own in-  
44 frastructure, if the towns support that, it clarifies a lot going forward. E. Olesen agrees and as long as the infrastruc-  
45 ture is individually owned by each town then it's not a sticking point that each town owns a portion of the infrastruc-  
46 ture. C. Frye said the only commonly owned equipment would be the equipment specifically for dispatch such as the  
47 console. J. Wilson said the infrastructure that exists now is owned by all three towns, so everything in place has been  
48 installed by MACC except for specific things like the Mont Vernon tower that Mont Vernon put up.

49  
50 J. Johnson explained his issues as we get in deeper, is who will take care of the rentals of the sites, for example the  
51 Federal Hill site, we have a rental there, in Wilton we have two rentals, who will take care of those? That's where it  
52 gets a little sticky. C. Frye does not see why that is sticky. J. Johnson said that where the site is geographically is not  
53 necessarily the town it is serving. C. Frye said the structure is located in a town geographically, so each town will  
54 need to pick up rentals but that has to be spelled out. J. Wilson explained that is why MACC was taking care of  
55 maintenance so that it was maintained on a schedule through one body regardless of its location. The communica-  
56 tions center is the central point for routine maintenance and then if something goes wrong they would have the im-  
57 mediate authority to correct a site that may be down. E. Olesen feels that could be spelled out in a future IMA.

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C. Frye moved that each Board of Governor member go to their respective Board of Selectmen to ask them for guidance as to each town owning their own sites and equipment and infrastructure and have MACC Base as a call center with shared equipment at the physical location of MACC Base, shared by all three towns to be divided in cost. J. Wilson amended the motion to make sure towns are agreeable that MACC Base is the point of contact for maintenance and repairs in event of emergency. E. Olesen seconded. C. Frye yes, E. Olesen yes, J. Wilson yes.

Jack Esposito, Mont Vernon Selectman, spoke up to ask who will pay for the equipment for each emergency department? Seems like we are back to square one. Chief Nourse said that is exactly what needs to be brought back the Boards of Selectmen, by looking at the roles and responsibilities to move this forward. That's all we need to do for now. If there is a problem with the equipment, MACC can get it maintained or repaired.

J. Wilson asked for K. Kokko to get the questions for legal counsel to the BOG. C. Frye moved to accept the questions prepared by K. Kokko, after review, to go to counsel unless there is a noted exception by one of the Governors. J. Wilson that list of questions via email will become part of today's minutes and each Governor will have to reply to all including to the minute taker Darlene Bouffard. E. Olesen seconded. E. Olesen yes; C. Frye yes; J. Wilson yes.

J. Wilson thanked K. Kokko for her work and noted as soon as members receive the list of questions for counsel they will get reviewed and will get sent to counsel either later today or tomorrow. J. Wilson thanked K. Kokko for her help and for staying with the BOG on this. K. Kokko said that she will do case studies on Fire Mutual aid and breaking out costs and sharing infrastructure costs and will have that for the next meeting.

**5. Town Report / Updates/ Planning:** J. Wilson said Mont Vernon will have a Warrant Article in 2022. Chief Olesen stepped out for an emergency call. Chief Nourse had no information for tree cutting at Pead Hill, indicating there was no 2021 budget for that. Chief Nourse had a price of just under \$2000 from 2020.

**6. Updates from Director** – J. Johnson said he will continue moving forward with Department Heads. He did meet with four DPW Directors. Frequencies were discussed, that will move forward. It is important to have these conversations in moving forward. J. Wilson said these meetings are where the BOG discusses where the MACC responsibilities begin and end. The air conditioning replacements were discussed at a cost NTE \$10,000. C. Frye moved that both the MACC main air conditioner and the computer room air conditioner be replaced not to exceed \$10,000. E. Olesen seconded. E. Olesen yes; C. Frye yes; J. Wilson yes. J. Johnson will get in touch with DMI today to get that scheduled.

J. Johnson asked if any more information was collected from the towns on exactly what the Treasurer responsibilities are, and whether that person will prepare payroll or just sign off on it, or preparing or just sending out the quarterly invoices. C. Frye thought the Accountant explained that position is just oversight, that the Treasurer is not creating or processing payroll they just double check. All three members agreed the position is for oversight and the BOG would continue to sign off on the registers. J. Johnson's other question is if the Treasurer would become an employee or be handled as a contractor through a 1099. J. Wilson said the Mont Vernon Treasurer is elected so they are an employee. It should be done the easiest way to do it. J. Johnson said using a 1099 would be easiest. J. Wilson feels it should just be a contracted person. J. Johnson said the goal is for the Treasurer to come in an hour each week to review all the bills and approve the payment. All members agreed to contract the Treasurer position. J. Johnson said the position is budgeted \$2500 per year, C. Frye said that is \$48 an hour. J. Wilson said it was up to \$2500 per year based on responsibilities, we have to look at what exactly the job description will be, put that on as an item for a work session.

**7. PublicComments:** There were no public comments.

**8. Items not on Agenda:** There were no further items. C. Frye asked if the legal questions will be sent on MACC letterhead before sending? J. Johnson agreed to do that.

**9. Announcements** – The next BOG meeting followed by a work session will be Wednesday May 19, 2021, 9:30 via Zoom.

**10. Non-Public** – There was one non-public discussion today. C. Frye moved to enter non-public. E. Olesen seconded. C. Frye yes, E. Olsen yes, J. Wilson yes. The BOG entered non-public session.

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The meeting was adjourned at \_\_\_\_ a.m. on motion made by C. Frye, seconded by E. Olesen. C. Frye yes; E. Olesen yes; J. Wilson yes.

Respectfully Submitted,

Darlene J. Bouffard  
Recording Secretary

\_\_\_\_\_  
Chairman, Jay Wilson

\_\_\_\_\_  
Vice Chairman, Craig Frye

\_\_\_\_\_  
Member, Eric Olesen

**THE MINUTES OF THE 5/6/2021 BOG WERE APPROVED \_\_\_\_**