

**TOWN OF WINCHENDON**  
**BOARD OF SELECTMEN EXECUTIVE SESSION MINUTES**  
**MONDAY, MARCH 28, 2011**  
**Town Hall 4<sup>TH</sup> Floor Robinson-Broadhurst Conference Room**

Present: C. Jackson Blair, Chairman  
Elizabeth R. Hunt, Vice-Chairwoman  
Robert L. Zbikowski  
Keith R. Barrows  
Robert M. O'Keefe

James M. Kreidler, Jr., Town Manager  
Linda A. Daigle, Executive Assistant

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List of Documents Presented at Meeting:

- Town Manager's Report – Page marked Confidential (attached)

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Chairman Blair called Executive Session to order at 9:54 p.m. Kreidler discussed the tentative agreement items listed in his report for the Dispatchers, AFSCME Local 1717 Union. After a brief discussion on these items and regionalization concerns, Hunt moved to affirm the contract; Barrows seconded. By roll call vote of all aye, the motion carried unanimously.

Kreidler announced that he had notification this weekend from Pez, the DPW Representative, that the union ratified the contract including the biweekly. The Board congratulated the Town Manager.

Non-Union:

Fire Chief Joe Lafrennie Contract – Kreidler read from his report that the Fire Chief will be retiring on June 30, 2012 and said the Chief would be more secure if his contract stated that then just to have it roll over. O'Keefe moved to affirm; Hunt seconded. By roll call vote of O'Keefe aye, Blair no, Zbikowski no, Hunt aye and Barrows aye, the motion carried by a 3-2 vote. Hunt asked why the no votes. Blair said he has his contract but had these concerns: how he dealt with the Robinson-Broadhurst Foundation, the controlled fire issue and the ambulance issue. He stated his vote is a way to say he has concerns with the Chief but it isn't going to affect his contract. He added the Chief publicly, in a newspaper, called for his recall and he had never met the man. When Zbikowski was asked for his reasons, he replied, "those are probably good ones." The Board spoke about filling his position and starting the process soon.

The Town Manager Contract – Jim read from his report seeking to extend the six month mark to continue his private business opportunity to assist in developing solar capacity in the Commonwealth. He informed the Board that there were some things that have hindered his way to get things off the ground. He finds these things unfortunate, potentially actionable, that there are some folks, namely Kevin Bliss, that are calling the communities that are entertaining me and blistering them with public record requests for emails, dates and times when he meet with them. The communities have responded and some have told him they were out, not wanting to subject themselves to this kind of assault by this guy. There have been some writings on electronic bulletin boards about a month or so ago regarding an Inspector General (IG) matter relating to solar consulting. Within a day, he received a call from the IG's office. This was the week his first Request For Proposal (RFP) went live. He spoke with the IG for an hour. He asked if they wanted him to put his project on ice since it was so fresh. They assured him they were ok, that everything was fine. This first round, over 130 people pulled RFP specs. More than fifty people attended the pre-bid conference and the site visits had a good draw. Fast forward thirty days before the bids are due, this same person posted on the electronic bulletin board something about the IG's office again and a particular decision the IG issued within the last year and leaves it hanging how the IG office thinks about this. The very next day, Kreidler continued,

he got a call from the IG's office again. The Inspector General said we would like you to postpone for two weeks. They said they had issues regarding the exemption in the procurement law related to energy for purchase for power or contracts for energy related services. In the past, you didn't have to procure. Kreidler spoke of the specifics in Winchendon mentioning in the past ten years that he has been here, we have selected a consultant and they go out and procure power and we sign contracts. It's not something that's bid. The contracts he had with the nine communities were procured as exempt energy related services contracts. The Inspector General's office said we've changed recently and last July we now consider things like ancillary services to be only technical like electrical, load monitoring and voltage regulation. Kreidler stated that is being litigated in Federal Court. Subsequent to that, Baystate Energy Services has a contract with about fifteen communities and that was brought to the IG's attention. They decided even though they have this opinion that this should apply to them because the market was really attractive for them, they allowed it but for only six years. That was last December. Kreidler, taking a vacation day, went down to the IG's office recently and sat down with the Chief Legal Counsel for the IG, two Deputy Counsels and the Program Analysis. What surprised him was having the Chief Legal Counsel for the Dept. of Energy Resources (DOER) and the Green Communities Deputy Director, in attendance. In 2008 when the Green Communities Act passed, Chapter 25A allows municipalities to procure energy related resources. Several communities have tried that and have gotten so stuck in it that they had to abandon it or have to continue to try in it but haven't gotten out. Because of that, when Greenfield went out they did Chp. 30B and so did we. By and large DOER is just on the sidelines. It represents a conflict for them; they have a vested interest in people doing something other than that which he was doing.

Kreidler told the group whatever they decided, he would comply, because they have a far bigger stick and because of the timeframe involved. He received notice this morning that a letter is imminent to each of the communities he contracted with saying notwithstanding all the great things that are going to happen to him, his company should have been bid, therefore everything is dead. These communities have now put out an advertisement in goods and services bulletin board to hire a consultant. He will have to apply to perform the work he's already done against others that know my model; I've already done the work. He intends to apply but he will be up against the six month window. Blair stated he didn't think he would have a problem extending it after the six months if needed not wanting to change a vote already taken. He said we have to look at Winchendon first and need to answer to the Winchendon folks with some kind of rational explanation of why we think it's OK and feels it puts him in a bind. O'Keefe said we also have this issue with these people who continually try to uphold things in this town without real valid reason and get thrown out. We see it time and time again. O'Keefe doesn't want to give these people ammunition that they can interfere with what this town approves giving Hillview issue as an example. Discussion was had how certain people continually interfere with Town business. Blair said the issue on the table is Jim is in this business and asked for six months which we provided. Barrows interjected and said, in all fairness, it was he that imposed the six months. Blair said that's what we voted on. Part of the argument is people think you are overpaid and don't account for your time. This position is a 24/7 thing. That's the defense. But is there enough free time for you to do your business? I think the Town Manager can do it but there is a perception that he has a really big responsibility here and we pay top dollar for his talent. Discussion was had about the time he is accountable to the town of Winchendon. Kreidler said the 24/7 is tied to his vehicle only. It never existed before the vehicle. Kreidler said he has been as or more responsive within this past three month period because he is hyper-sensitive about this. Blair asked about addressing this when the original six month period is up. Kreidler responded by saying he cannot sign proposal documents that could extend past the six month period. If you don't vote to do this, I have two choices; I stop my consultancy or I quit my job. Blair said this has created a problem for him being the Chairman of the Board questioning if this was a good agreement in the first place. He said it's tough out there facing the people. We just spent forty-five minutes right now on a private business problem. O'Keefe mentioned he had difficulty talking about this with him in the room and asked the Town Manager if they could talk without him present for ten minutes. Before the Town Manager left, Zbikowski said negotiations are a give and take and asked the Town Manager what they are getting. Kreidler replied, "a happy employee" before he retired from the room at 10:28 p.m.

Blair told the Board he has a problem with changing the parameters after what was a difficult vote for them in the beginning and said he was probably going to vote against this. Blair said I do expect to continue this but had a problem carving a time out ahead of time. He was concerned how some of the people will react. O'Keefe said someone has interfered with this and stole three months. Blair said when do we stop saying, we like the guy, we

don't want him to leave, but when do we stop and say Winchendon has to come first. This is not a Town of Winchendon problem. This is an employee who's gone into Executive Session with us and has nothing to do with the Town of Winchendon. O'Keefe said his contract stipulates permission from the Board of Selectmen. Blair said a lot of good people, that don't dislike Jim, have issues with this. Barrows said the Town Manager is trying to follow our wishes by not signing an agreement that would put him past the six month window. Blair said we have to bite the bullet; you can have a business of your own, or we think it's in the best interest of the Town is served if you didn't have a business of your own. It would be his decision. If his business is successful, why would he put up with the crap here? Zbikowski said he looks at it differently, feeling we pay the Town Manager an excellent salary. The Town Manager is beyond a balance budget and keeping the town running. If he has time, there should be things he can do to make Winchendon a better place to be. He's the head of the town and we're paying him to do this. I'd like to see him be more creative, handle Central Street, put us back from being a ghost town. Okeefe said we can't tell people how to spend their free time. His free time is his personal free time however he chooses to spend it. However, we have an agreement if it involves outside employment, he needs permission. Zbikowski had concerns if his outside work was just on weekends. Discussion was had if he was available when called. O'Keefe said this is called negotiation and wanted something back. We gave him six months but we didn't get anything back. Zbikowski suggested giving him six months and then taking the car back. Hunt said a cost analysis should be done first on that. She brought up the point that Charlotte (the Town Accountant) manages five other towns and stepped out of here every week on a couple afternoons to help Fitchburg when they had a shortage of staff. Her contract just rolled over itself and she still is working for these towns and cities. Blair said the reality is she's not controversial. Kreidler is a controversial guy and the town has been split in election after election. Hunt mentioned "that group" that is riding you, their way is always the glass is half empty. The other group you said that is out there, I'm interested in. O'Keefe said I would like 10% of Muni-Sun and would like it to go to our Capital Improvement Fund. I want him to be wildly successful and the Town of Winchendon will be too. Hunt inquired if it that was legal? O'Keefe said we can put the burden on him to figure that out. Blair said we need some perception that we've done something other than just rollover and suggested O'Keefe negotiate with the Town Manager.

Barrows said I'm listening to what you're all saying and they all sound like great ideas but I have more of a history, not with just the person but with the position. The BOS hire and fire two positions, the Town Manager and the Town Accountant. The Town Accountant has been allowed without even a general discussion to be involved in several other businesses without nearly a peep from the general populace or a second consideration from the Board of Selectmen. I know what the Town Manager gets paid. I know what I get paid. I don't have to put up with what he does. This man, under contract, took no raise on at least five to six different occasions. He has not taken advantage of this. Without the history, what he's given up, when he didn't have to give it up, it's a hard pill for me to swallow. It's hard for me to sit back; I can relate. Some people think I'm overpaid or loafing off because I'm not in the office all the time. I don't put much weight into it. Yes, he makes a lot of money but he's also said on numerous occasions that he is not going to take the raise.

The Board talked about different negotiating items; the car, the time frame of an additional nine months, a 0% raise in year four and five of his contract, a reduction of 3%. Barrows said he doesn't feel something should be taken away from him but he could see the raise in year four and five going to zero. O'Keefe said he could be hit by a bus by then. Blair said we need to find a way that the town will benefit from this. If the car is considered, everything related to it should be taken away including repairs. It was the general agreement of the Board to negotiate a nine month extension today, turn the car in and only reimburse him for mileage.

At 11:04 p.m. the Board called for a two minute recess for O'Keefe to go speak with the Town Manager and come back in to session to negotiate with the full Board.

At 11:07 p.m., the meeting reconvened and O'Keefe stated he wasn't sure if the Town Manager was going to return to the meeting or if he left the building. The Board decided to adjourn. O'Keefe moved to adjourn Executive Session; Zbikowski seconded. By roll call vote of all aye, the motion carried unanimously. Barrows moved to adjourn public session; Zbikowski seconded. By roll call vote of all aye, the meeting adjourned at 11:08 p.m.

Respectfully submitted, Linda Daigle, Executive Assistant