

From: Gary von Stange [<mailto:gvonstange@vonstangelaw.com>]
Sent: Thursday, March 17, 2016 1:19 AM
To: David Wulfson
Cc: Joe Colangelo
Subject: VRS/Town of Shelburne

David,

I again reach out to you to see if you would like to talk. As you have repeatedly been informed, I am the Town's elected spokesperson for this matter. I have called you twice inviting return calls; you have never called me. I have emailed you inviting a discussion between us. Again, you refused. Other attempts to encourage conversation between VRS and the Town have been made by Town Manager Joe Colangelo who repeatedly has asked you to speak/respond to me. Due to your continuing refusal to engage in conversation with the Town, I now write this email inviting you to call me rather than leave you yet another voice message inviting you to do the same. Despite all your refusals to engage in discussion, on behalf of the Town, I reach out yet another time to invite you to speak with me so that we might schedule another discussion with VRS and the SB.

I would like to let you know in advance that in the event you do call me, that it will be important that we speak of and agree upon procedure and an agenda for a VRS/SB meeting. So you understand why this is necessary, as Chair of the SB, pursuant to Paragraph 8 of the SB's Rules of Procedure, "The Selectboard Chair shall determine the final content of the agenda." I cannot do that without knowing the agenda.

Moreover, if you wish to enter into executive session with the SB, Vermont's Open Meeting Law at 1 V.S.A. 313 requires "A motion to go into executive session shall indicate the nature of the business of the executive session, and no other matter may be considered in the executive session." Also, "A public body may not hold an executive session except to consider one or more of the following: (1) after making a specific finding that premature general public knowledge would clearly place the public body or a person involved at a substantial disadvantage: . . . (E) pending or probable civil litigation or a prosecution, to which the public body is or may be a party."

In regard to procedure, a threshold issue we must discuss is confidentiality and VRS' previous breaches thereof. The SB is very concerned about VRS's conduct relating to this issue. Before meeting with the Selectboard on February 2nd, VRS adamantly insisted upon confidentiality. To satisfy VRS' demand, VRS and the SB mutually agreed to hold negotiations relating to the litigation during a SB Executive Session. You might imagine the SB's surprise and concern when seven days after that confidential executive session, VRS breached confidentiality at the February 9th public Selectboard meeting as well as numerous times thereafter. In particular, VRS revealed the substance of those confidential February 2nd discussions by not only discussing, but by also distributing a memo and using a power point presentation to reveal specific confidential negotiations. Accordingly, before we could meet again for confidential negotiations, it is first incumbent upon VRS to provide not only an explanation for its previous

breach, but to also explain how the SB could ever believe that VRS would not again breach confidentiality.

As for items to include on an agenda, the Town would be interested in discussing the purchase of the Shelburne property at a price reflective of the \$675k purchase price and the \$729k assessed valuation. The Town also would be interested in discussing the possibility of staying the litigation in its entirety if VRS would simply agree to Agency Review – go before the Shelburne DRB and the Act 250 Panel.

Accordingly, in the event you seek to speak in confidence with the SB during a SB Executive Session, please be prepared to discuss an agenda, what items the parties might agree to include on the agenda, whether the discussion should be part of the public portion of a SB meeting or in Executive Session, and, if in Executive Session, whether the requirements to enter Executive Session can be satisfied. Also, we will need to discuss the practical aspect of determining a time and location for a meeting.

Again, I am available for a conversation.

Gary von Stange

Chair, Shelburne Selectboard

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