

COMMONWEALTH OF MASSACHUSETTS

FRANKLIN, SS.

TOWN OF GILL

SPECIAL TOWN MEETING: NOVEMBER 27, 2023

To any of the Constables of the Town of Gill in the County of Franklin,

Greetings:

In the name of the Commonwealth of Massachusetts, you are hereby directed to notify and warn the inhabitants of said town, qualified to vote in elections and in town affairs, to meet at the Gill Town Hall in said Town on Monday, the 27th day of November, in the year Two Thousand and Twenty Three (11/27/2023) at 7:00 PM then and there to act on the following articles.

Article 1: To see if the Town will vote to approve the Solar PILOT Agreement between the Town of Gill and Kearsarge Gill, LLC, 1200 Soldiers Field Road, Suite 202, Boston, Massachusetts 02134 for a Solar Facility located at 588 Main Road (Gill Assessors' Map 202, Lot 4.1), pursuant to the provisions of Massachusetts General Laws Chapter 59, Section 5, Clause 45th, as amended by Section 61 of Chapter 8 of the Acts of 2021, and to authorize the Town of Gill Board of Selectmen, the Town of Gill Board of Assessors, and the Town Administrator of the Town of Gill, collectively, as the "authorized officer" to execute said Solar PILOT Agreement on behalf of the Town, or take any action relative thereto.

Motion: It is moved the Town vote to approve the Solar PILOT Agreement between the Town of Gill and Kearsarge Gill, LLC, 1200 Soldiers Field Road, Suite 202, Boston, Massachusetts 02134 for a Solar Facility located at 588 Main Road (Gill Assessors' Map 202, Lot 4.1), pursuant to the provisions of Massachusetts General Laws Chapter 59, Section 5, Clause 45th, as amended by Section 61 of Chapter 8 of the Acts of 2021, and to authorize the Town of Gill Board of Selectmen, the Town of Gill Board of Assessors, and the Town Administrator of the Town of Gill, collectively, as the "authorized officer" to execute said Solar PILOT Agreement on behalf of the Town.

The Finance Committee recommends this article by a vote of 5 in favor, 0 opposed, 0 abstentions and 0 absent.

In 2016 various town boards, including the Zoning Board of Appeals and Conservation Commission, issued permits to allow Borrego Solar Systems, Inc. ("Borrego") to construct and operate a 2.77 MWDC (megawatt direct current) ground-mounted solar installation on Main Road using land the company would lease from the Northfield Mount Hermon School. As was typical for most towns at that time, Gill negotiated a 20-year PILOT agreement with Borrego that would provide the company and Town with predictable tax payments for most of the useful life of the solar panels. The PILOT with Borrego was approved at the Town Meeting held on June 28, 2016. Borrego subsequently built the solar field, but sold the installation to Kearsarge Gill LLC ("Kearsarge") in November 2016. The Borrego PILOT transferred to Kearsarge with the sale. The system commenced full commercial operations on December 22, 2017.

The Borrego/Kearsarge PILOT was authorized under the provisions of Massachusetts General Law Chapter 59, Section 38H(b), and is considered to be an alternate tax agreement because the payments received by the Town are committed revenues (calculated in the levy limit and tax rate). In the years since 2016 there have been many tax appeals from around the state heard by the Appellate Tax Board (ATB), including a case between Kearsarge and the Town, regarding the taxability of solar installations.

There are currently two cases between Kearsarge and the Town, both from Fiscal Year 2019, pending at the ATB. One deals with the taxability and value of the personal property (equipment), and the other deals with the value of the real estate (land). As a condition of executing the new PILOT agreement, Kearsarge will withdraw both of the ATB cases. It is the role of the Board of Assessors to review and approve the settlement agreement that resolves those cases.

In March 2021 the laws governing solar tax exemptions (Massachusetts General Law Chapter 59, Section 5, Clause 45, among others) were updated to clarify the taxability of solar generation. While

the Borrego/Kearsarge PILOT is still valid, it contains enough ambiguities that both Kearsarge and the Town feel it is in the best interests of both parties to negotiate a new PILOT agreement in accordance with the provision of MGL 59-5(45). The law requires a Town Meeting vote designating the “authorized officer” for negotiating solar PILOT agreements, and at the Town Meeting on June 12, 2023 it was voted to designate the Selectboard, Board of Assessors, and Town Administrator, collectively, as the authorized officer.

The terms of a new PILOT Agreement between the Town and Kearsarge have been worked out between the Town’s special counsel and the company’s attorney, with input from the Selectboard, Board of Assessors, and Town Administrator. All three, as the “authorized officer,” recommend the Town approve the new PILOT Agreement and vote in favor of this article. The complete PILOT Agreement can be viewed at Town Hall or downloaded from the “Files” section of the Town’s website under the “Town Meetings” category. A comparison of the two agreements is in the table below.

	Original 2016 Agreement	Proposed 2023 Agreement
<i>20-year term of agreement</i>	<i>Fiscal Years 2019 – 2038</i>	<i>Fiscal Years 2024 – 2043</i>
<i>Total payments provided by all 20 years</i>	<i>\$362,975.00</i>	<i>\$421,226.55</i>
<i>First year payment</i>	<i>\$14,938.86</i>	<i>\$16,489.81</i>
<i>Annual increase in payment amount</i>	<i>2.0%</i>	<i>2.5%</i>
<i>Cumulative payments FY 2019 – 2023</i>	<i>\$77,742.43</i>	<i>N/A</i>
<i>Cumulative payments, both agreements, FY 2019 – 2043</i>	<i>\$498,968.98</i>	
<i>Cumulative amount of extra 0.5% escalator, FY 2024 – 2043</i>	<i>\$20,567.54</i>	
<i>Legal costs through 6/30/23, including ATB & negotiating new agreement</i>	<i>\$12,409.60</i>	
<i>Taxable property included in agreement</i>	<i>Ambiguous, depending which side you’re on.</i>	<i>Only personal property (i.e. equipment); real estate (land) is taxed to the landowner, NMH.</i>

Article 2: To see if the Town will vote to rescind the unused borrowing authority voted under previous Town Meeting articles as listed in the table below, or take any action relative thereto.

Town Meeting Vote	Project	Original Debt Authorization	Amount to be Rescinded
06/28/2010, Article 26	Energy Project with Siemens Building Technologies	\$430,000.00	\$302,500.00
05/07/2012, Article 18	Police Cruiser	\$33,000.00	\$122.85
05/07/2012, Article 21	Town Hall Roof	\$68,000.00	\$20,000.00
06/26/2021, Article 8	Gill Elementary School Floors	\$300,000.00	\$300,000.00
06/26/2021, Article 17	Highway Department Dump Truck	\$ 161,284.85	\$0.85

Motion: It is moved the Town vote to rescind the unused borrowing authority voted under previous Town Meeting articles as listed in the table above.

The Finance Committee recommends this article by a vote of 5 in favor, 0 opposed, 0 abstentions and 0 absent.

Consistent with good accounting practices, the Town periodically rescinds unused and no longer necessary borrowing authorizations. This requires a Town Meeting vote. This action will not affect the Town’s “credit score” or the offered interest rates on future loans, but it will simplify the Treasurer’s financial reports and is a useful piece of financial housekeeping.

The reasons why the full amount of the approved borrowing was not used is listed below.

Project	Reason for Unused Borrowing
<i>Energy Project with Siemens Building Technologies</i>	<i>The authorized amount was based on doing energy conservation projects at the Town Hall, Public Safety Complex, Riverside Municipal Building, Slate Memorial Library, and Gill Elementary School. Ultimately, only the project at the Gill Elementary School was implemented, and \$127,500 was borrowed for the work.</i>
<i>Police Cruiser</i>	<i>The cruiser was purchased for slightly less than the authorized debt amount.</i>
<i>Town Hall Roof</i>	<i>The winning bid for the project was quite favorable, and the work was completed under budget.</i>
<i>Gill Elementary School Floors</i>	<i>The Town was able to use Federal ARPA funds (American Rescue Plan Act) for the entire project, and no borrowing was required.</i>
<i>Highway Department Dump Truck</i>	<i>The loan amount was rounded down to the nearest whole dollar.</i>

Article 3: To see if the Town shall vote to amend the membership of the Sewer Commission from the three elected members of the Board of Selectmen to five members, of which three members shall be the elected members of the Board of Selectmen, and two members shall be appointed by the Board of Selectmen. In making the appointments, the Board of Selectmen shall give preference to qualified applicants who meet one or more of the following criteria: 1) is a resident- or non-resident-owner of real estate served by the Riverside Sewer System; 2) is a tenant of real estate served by the Riverside Sewer System; 3) is an owner or an owner-designated employee of a business served by the Riverside Sewer System; and 4) is the appointed representative of any agency that owns real estate served by the Riverside Sewer System. Qualified applicants for appointment do not need to be residents of Gill. In the event there are no qualified applicants, the Board of Selectmen may appoint any resident of Gill they deem to be qualified to serve in the position. For the two appointed members, one shall be appointed for an initial term of two years and the other for an initial term of three years. Thereafter, terms shall be for three years. The Board of Selectmen may fill any vacancies in the appointed members of the Sewer Commission and the Board of Selectmen shall have the authority to remove an appointed member of the Sewer Commission. Or take any action relative thereto.

Motion: It is moved the Town vote to amend the membership of the Sewer Commission from the three elected members of the Board of Selectmen to five members, of which three members shall be the elected members of the Board of Selectmen, and two members shall be appointed by the Board of Selectmen. In making the appointments, the Board of Selectmen shall give preference to qualified applicants who meet one or more of the following criteria: 1) is a resident- or non-resident-owner of real estate served by the Riverside Sewer System; 2) is a tenant of real estate served by the Riverside Sewer System; 3) is an owner or an owner-designated employee of a business served by the Riverside Sewer System; and 4) is the appointed representative of any agency that owns real estate served by the Riverside Sewer System. Qualified applicants for appointment do not need to be residents of Gill. In the event there are no qualified applicants, the Board of Selectmen may appoint any resident of Gill they deem to be qualified to serve in the position. For the two appointed members, one shall be appointed for an initial term of two years and the other for an initial term of three years. Thereafter, terms shall be for three years. The Board of Selectmen may fill any vacancies in the appointed members of the Sewer Commission and the Board of Selectmen shall have the authority to remove an appointed member of the Sewer Commission.

The Finance Committee took no action on this article.

The Riverside Sewer System was constructed in 1979-1980 and became operational in October 1980. Waste flows through a network of underground sewer pipes to the sewer pump station located at 51 Riverview Drive, where it is then pumped beneath the Connecticut River into Montague's sewer system and eventually treated at Montague's Clean Water Facility. The System currently provides service to approximately 115 households and businesses. Although in the early years a small amount of general Town funds were required if user fees didn't cover all the expenses, since the 1990s user fees have covered all of the operating and disposal expenses. The average annual sewer bill is approximately \$1,700.

In August 2022 a group of Riverside residents, concerned about rising sewer rates, problems with pump motors getting bound up and burned out, and upcoming capital needs of a 40-year-old system, met with the Selectboard to discuss the issues. One suggestion was to expand the makeup of the Sewer Commission, which is currently the three members of the Selectboard. The idea was discussed several more times, and this article is the result of those discussions.

As recently as 2010, all three members of the Selectboard lived in Riverside in homes served by the sewer system. However, today's Selectboard has no Riverside representation. It is thought that by adding two appointed members with ties to the Riverside neighborhood, the Sewer Commission will have a closer connection to the community it serves. In addition, it is hoped the extra members will be able to assist in researching solutions to operational challenges and equipment needs, and help to apply for grants to offset most or all of the costs.

In accordance with Massachusetts General Law chapter 41, section 21, the process to expand the Sewer Commission requires two votes, with this article representing the first vote. If the article is approved, then the ballot for the May 20, 2024 town election will include a question "Shall the town vote to have its selectmen appoint two additional members of the sewer commission? Yes/No."

And you are directed to serve this Warrant by posting up attested copies thereof at the Town Hall, Main Road; Post Office, Mount Hermon; The Gill Tavern, Main Road; and the Riverside Municipal Building, Route 2, in said Town fourteen days at least before the time of holding said meeting.

Hereof fail not and make due return of this Warrant with your doings thereon to the Town Clerk at the time and place of meeting as foresaid.

Given under our hand this 6th day of November in the year Two Thousand Twenty Three.

Selectboard of Gill

_____, Chair
Randy P. Crochier

_____, Board member
Gregory M. Snedeker

_____, Board member
Charles J. Garbiel, II

A true copy Attest:

Doreen J. Stevens, Town Clerk

Date: *November 7, 2023*

Pursuant to the within Warrant, I have notified and warned the inhabitants of the Town of Gill by posting up attested copies of the same at the Town Hall, Main Road; Post Office, Mount Hermon; The Gill Tavern, Main Road; and the Riverside Municipal Building, Route 2, fourteen days before the date hereof, as within directed.

Fred O. Chase III, Constable of Gill

Date: *November 7, 2023*

Individuals who may need auxiliary aids for effective communication for this meeting should call the Gill Town Hall at (413) 863-9347 or MA Relay System at (800) 439-2370.