



**PO BOX 248**  
**MADISON, NEW HAMPSHIRE 03849**  
Phone: 603-367-4332x302 Fax: 603-367-4547

**MINUTES**  
**October 3, 2024**

**MEMBER ROLL CALL:**

Ralph Lutjen, Chairman – Present  
Josh Shackford, Vice Chair – Present  
Michael Brooks – Present  
Mike Mosher – Present  
Joy Gray – Selectmen’s Rep. - Excused  
Marc Ohlson –Excused  
Liza Rogerson (Alternate) - Present

Ted Slader (Alternate) – Present  
Noreen Downs (Alternate) – Present - Late  
Marcia McKenna - Present

**OTHERS PRESENT:** Amanda Hayford - Madison TV and Katharine Young, Land Use Boards Administrator

**MEETING POSTED:** The Public Hearing was posted in the Madison Town Hall Upper & Lower levels, Madison & Silver Lake Post Offices on September 27, 2024.

**CALL TO ORDER:** Lutjen called the meeting to order at 4:30 pm.

**ELEVATION OF ALTERNATES:** There was no elevation of Alternates.

**APPROVAL OF MINUTES:**

**Motion** by Shackford, seconded by Rogerson to approve the September 5, 2024 minutes with a grammatical change on Page 2 of the September 5, 2024 minutes changing the word Mag Pond to Mack Pond. The motion was voted on and passed **4-1** with Mosher abstaining as he was not present at the September 5, 2024 meeting.

**PUBLIC COMMENT:** Lutjen asked if there was any public comment and since there were no members of the public present, he closed the public comment.

**Tim Nolin – Forest Land Improvement:** Nolin was not present.

**Chain of Ponds Update – Doug Burnell:** Doug Burnell and Linda Comeau were not present.

**Conservation Easement Deed Revisions:** Lutjen stated that the Madison Conservation Committee’s (MCC) workshop meeting that was scheduled for October 2, 2024 at 4:30 pm was cancelled because

after reviewing the comments and markups from the September 5<sup>th</sup> revision of the draft Conservation Easement from Upper Saco Valley Land Trust (USVLT), that nothing has significantly changed and they have not agreed to anything the MCC has submitted. He further stated there are marginal comments from USVLT stating "that this standard language etc." Lutjen stated that the closing has now been postponed to 2025 because of the survey and due diligence issues and the MCC has plenty of time to deal with this. Lutjen stated the other issue is that the MCC needs to rely on an attorney for review because USVLT is not responding to the MCC's comments. Lutjen further stated that it his understanding that the MCC is not going to spend any money on an attorney until the closing is definite. McKenna believed that USVLT would need to know that the MCC is following through with the easement before they could have their closing. Lutjen stated that the MCC would get plenty of notice of the closing date. McKenna stated she did not think USVLT would want to close until the easement language is resolved. Lutjen stated that when there is a closing date scheduled, then there is an opportunity to engage with the attorney and he further stated that he thinks it is appropriate not to spend money on an attorney until we know for sure the deal is going to happen.

Brooks stated he feels it may be appropriate to have a work session with just committee members only to make sure that the members issues are addressed with whatever is going to go to the attorney for review. Lutjen stated we can do that and he has two pages of issues as well as Noreen's previous comments. Brooks further stated that the committee should all get together and prepare a draft and enter all comments on a lap top of what the MCC wants and this is what gets sent to USVLT and if they continue to ignore the MCC's suggestions, we continue to hold onto the \$213,000.00. McKenna stated we need to go through the Conservation Easement paragraph by paragraph.

Lutjen stated that the MCC did have a review meeting which they did walk through the draft Conservation Easement in April and that he came up with some additional comments as well as Downs comments and there are minutes that were taken by Downs which indicated the conversation which took place which included Doug Burnell from USVLT. Lutjen suggested the MCC have another meeting. Brooks stated that USVLT cannot ignore every comment the MCC has raised. Lutjen's concern is USVLT has left standard language in the draft Conservation Easement about leasing the property and no place in the agreement does it say that USVLT has the right to lease the property. Brooks again, suggested that the MCC prepare a draft of the Conservation Easement how that they want it, send it to USVLT and nothing gets approved without the MCC's approval. At this time, the MCC agreed that the workshop meeting was only for the members input and no public input would be accepted as the MCC needs to solidify their position.

Lutjen suggested we set a date for another work session on the draft Conservation Easement. Young suggested that the time be later than 4:30 pm so that Nolin could attend in person. Shackford suggested it being during the work day. Mosher suggested maybe doing the work session on November 7<sup>th</sup> before the regular scheduled meeting at 4:30 pm. Young stated she will email Nolin to see if he is available.

**Property Review Commitments:** No update was provided from Ohlson or Gray. Lutjen asked Young to send an open email to other members to see if anyone would like to take on the McNair Easement properties.

**Master Plan:** Lutjen stated Young had just handed him the Master Plan models from Freedom and Effingham she obtained and he will review them and then get them to Young to circulate to the members.

**Digitalizing Property Town Reports:** Young had no update.

**NEW BUSINESS:** McKenna suggested that when the alternates are present, and we now have three, that the senior alternate should be elevated first before the other alternates and that Slader is the senior alternate.

**Selectman's Report:** Gray was not present to give the Selectmen's Report.

**Planning Board Report:** Ohlson was not present to give the Planning Board report.

Downs arrived at the meeting.

**Administrative Correspondence:** Young had presented all members with a copy of the 2024/2025 budget. Lutjen stated that the major issue is the addition of the Chain of Ponds and what does this mean in terms of Nolin's fees. Lutjen suggested that since Nolin has the draft Conservation Easement and he review it, he could give the MCC the cost for the additional level of work associated with this. McKenna stated there is a lot of responsibility for the easement holder. Lutjen stated that Nolin has the agreement and that Nolin understands the principals and he would outline what the scope of work is and what the budget is.

**Motion** by Lutjen, seconded by Shackford that since Nolin understands the principals, have him develop a budget based on what the level of work is as to duties, responsibilities and costs regarding the Conservation Easement which he has previously reviewed. The motion was voted on and passed **unanimously**.

Young, Land Use Boards Administrator stated that the commission needs to go over the proposed budget for 2025. McKenna stated we need to budget money for the digitizing and maybe \$500.00 would be good and for the camp scholarship we paid \$400.00 for 2024 and she believes \$500.00 would be good for 2025.

Lutjen stated that we need to think about the attorney fees for the easement and we cannot take money out of the Forest Maintenance Account for these fees. McKenna stated she thought we were going to take it out of the Capital Reserve Account. Brooks asked who the attorney would be to review the easement? Young, Land Use Boards Administrator stated it would be Attorney Johnston and that back some time ago, under the direction of the MCC, she did ask him what his fee would be but he needed something more concrete. McKenna suggested that a conservation lawyer be used instead of a general lawyer and she suggested Attorney Thomas Masland and that he is the top conservation lawyer in the state and she believes he would be better to use than general counsel. Lutjen stated that we should use for the current draft of the easement for a budgetary estimate and not for review at this point. McKenna thought they were going to make this a budget item but that they now need to go to town meeting to ask for funds from the Capital Reserve Account to go towards attorney fees so it would not increase our budget. Mosher stated it would be a Warrant Article. Lutjen suggested that Young, Land Use Boards Administrator send a request to Attorney Johnston with the current draft that this is the idea of the scope and give the MCC an estimate of the cost. McKenna suggested sending a rough draft of the easement to Attorney Thomas Masland for his review since this is his area of expertise. Lutjen stated we are starting with our town attorney and he will make the determination if it should be going to another attorney.

Downs stated that Attorney Masland does these easements all the time and does not know if our town attorney has done this before and she further stated that he certainly has not done it here in Madison. Downs stated that Attorney Masland could give an estimate cost within 10 minutes and that he is very qualified.

Lutjen suggested that Attorney Johnston should be able to make a comment and make a determination whether to send the easement to someone else. Brooks stated that if we use another attorney that they would need Selectboard approval.

**Motion** by Lutjen, seconded by Shackford for Young, Land Use Boards Administrator send the draft of the Conservation Easement to town counsel for review and request his estimated cost for budgetary purposes and if he cannot review it in a timely manner, can he recommend another attorney. The motion was voted on and passed **unanimously**.

Downs stated that she would obtain the cost for an easement that Attorney Masland did for Green Mountain Conservation.

**Account Balances as of August 30, 2024**

Conservation Land Use Change Tax: **\$225,758.62 + \$2.04 Interest = \$225,760.66**

Forest Maintenance Account: **\$69,919.64 + \$0.62 Interest = \$69,920.26 – Check #1003 to Nolin in the amount of \$3,095.00 = 66,825.26**

Conservation Gift Account: **\$661.76**

Capital Reserve Account: **Balance as of September 2, 2024 is \$66,317.27**

**ADJOURNMENT:** **Motion** by Lutjen, seconded by Shackford adjourn the meeting. The motion was voted on and passed **unanimously** and the meeting adjourned at 5:00 pm.

Submitted by:

Katharine Young  
Land Use Boards Administrator