

**Renner, Jamie**

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**From:** [REDACTED]  
**Sent:** Tuesday, November 28, 2017 11:48 AM  
**To:** Lallie Mambourg [REDACTED]  
[REDACTED] Patsy Tompkins;  
elizabeth@bartonchronicle.com  
**Subject:** Fwd: Greater Barton Arts Update

Cathy Swain  
[REDACTED]

Begin forwarded message:

**From:** Rich Royer [REDACTED] >  
**Date:** November 28, 2017 at 11:09:12 AM EST  
**To:** Cathy Swain [REDACTED] [REDACTED]  
**Subject:** Fwd: Greater Barton Arts Update

Ed has the \$20,000!

Begin forwarded message:

**From:** Adrien Helm [REDACTED] >  
**Date:** November 28, 2017 at 10:12:59 AM EST  
**To:** Adrien Waller Helm [REDACTED] Carol Youmans  
[REDACTED] Edward Helm [REDACTED], Trish Bermon  
[REDACTED], Bill & Maria O'Brien [REDACTED], Tony Daniels  
[REDACTED] Ann Creaven [REDACTED], Ann Lindner  
[REDACTED], Ann Young [REDACTED] Chantal Jesmer  
[REDACTED] cynthia krieble [REDACTED], Diane Peel  
[REDACTED] Donna Bousquet [REDACTED], Donna Walsh  
[REDACTED] Ellen Mass [REDACTED],  
Kate [REDACTED], Marjorie Kramer [REDACTED] Mary Brenner  
[REDACTED], Paisley Griffin [REDACTED], Pam Kennedy  
[REDACTED], "Patti & Andy Bondor" [REDACTED], Rich Royer  
[REDACTED], Sam Thurston [REDACTED], Sara Gluckman  
[REDACTED], Susan Sicard [REDACTED] >, Sylvia Manning  
[REDACTED], Teresa LaGoy [REDACTED], Theresa  
Peura [REDACTED], Jim Karns [REDACTED]  
**Subject:** Greater Barton Arts Update

Dear Ones,

I want you to be aware of two events pertaining to Greater Barton Arts in addition to the grant from the Community Foundation of Vermont's Northeast Kingdom Fund.

First, 381 Main Street, the building we hope to house Greater Barton Arts is now owned by Ray Sweeney (of the C & C). He has told us this morning that he has reviewed GBA's offer to buy the building and passed it on to his attorney. That means we will soon be in a position to move forward the process of survey and subdivision of the property to give Ray what he wants in parking behind the C & C, and us the rest of the property, as well as making sure the building is secure until renovation can begin.

Second, after the Barton Senior Center's (BSC) attempt to return \$20,000 from its savings account to the grant-making agency which was the source of those funds, and having that agency refuse on the grounds they had no mechanism to receive them, BSC approached GBA to see whether or not our tax-exempt non-profit would receive the funds. After consideration and a vote of the board, we agreed to receive the funds and put them in an escrow account to be used for expanded senior programming in our new physical location. Those funds were transferred in mid-October after approval of BSC's board.

I believe GBA was approached to receive this money because of Ed Helm's efforts to organize meals for seniors in the void created by BSC's closure, an effort

which continued with paid cooks and community volunteers through the Tuesday before Thanksgiving.

Plans are underway (including conversations with residents of the senior housing complexes) to provide expanded activities for seniors such as special meals with speakers, the accessibility of a cafe with wifi and a congenial atmosphere for socializing, card-playing, reading, etc., "field trips" to area galleries and museums, expanded classes in crafting and other arts activities, as well as the classes and painting events of previous seasons.

Since this news will be public soon and given the controversy surrounding the Senior Center's closure, I wanted you to know in advance. Please do not hesitate to email me any questions you might have about this.

'Hoping this finds you well and warm. I understand there's snow on the ground. Best to you and yours,

Adrien

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

P.O. Box 171  
Barton, Vermont 05822  
November 30, 2017

Barton Village, Incorporated  
17 Village Square  
Barton, Vermont 05822

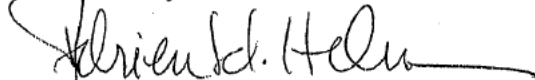
Dear Village,

You are hereby notified that upon dissolution of the Barton Senior Center, Greater Barton Arts, Incorporated (GBA) was offered and has accepted certain tangible items located in Memorial Hall. A list of these items is attached.

It is our hope and intention that Memorial Hall tenants and the Village itself will continue to use these items. However, at some point in the future, GBA may move some of these items for use in its programming and activities. At that time we will provide written notice to the Village Office and request access to the building to remove designated items.

Should you wish us to remove the items immediately, we will arrange to do so. Furthermore, we would look forward to discussing with a Village representative how best to share these assets with the Village.

Sincerely,



Adrien W. Helm

Chair, Board of Directors, Greater Barton Arts, Incorporated

By email communication on November 27, 2017, Attorney Bill May acknowledged the transfer of BSC personal property to Greater Barton Arts, Incorporated with the attached list of assets.

Mr. Bill May, Attorney  
Barton, Vermont 05822

Dear Mr. May,

In addition to a twenty thousand dollars savings being held in an escrow account for a 501c3 non-profit, as required, (Greater Barton Arts, Inc. Senior Arts Account), The assets listed here should be protected as well, for the above named non-profit:

Food storage freezers 4  
Double door reach in cooler 1  
Standard refrigerator with freezer 1  
Ten burner double oven range 1  
Twenty quart dough mixer with accessories 1  
Bench top 2 quart mixer with accessories 1  
Microwave ovens 2  
Hobart commercial dish washer 1  
Edlund commercial can opener 1  
Bunn commercial coffee maker 1  
Video equipment with speakers and projector 1  
Seventeen channel sound system with speakers, microphones, and accessories 1  
Office copy machine 1  
Office desk 1 and file cabinets 2  
Lifetime dining room tables with storage rack 10  
Round lifetime tables 4  
Lifetime card table 1  
Lifetime dining room chairs with storage rack 32  
Dining room buss carts 2

The second page of the attached list included two additional items: "Outdoor sign with changeable letters and numbers 1 Karaoke machine with attachments 1"

## Renner, Jamie

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**From:** Renner, Jamie  
**Sent:** Wednesday, December 06, 2017 3:11 PM  
**To:** 'Lallie Mambourg'  
**Subject:** RE: 2 more pieces for Barton Sr. Ctr.

Thank you.  
-Jamie

**From:** Lallie Mambourg [mailto:lmambourg@nekouncil.org]  
**Sent:** Wednesday, December 06, 2017 2:55 PM  
**To:** Renner, Jamie <Jamie.Renner@vermont.gov>  
**Subject:** 2 more pieces for Barton Sr. Ctr.

Hello Jamie...My boss, Meg Burmeister, is out of town until Friday, and she wasn't sure that she had forwarded the letters written on behalf of Greater Barton Arts, Inc. by Adrien Helm who along with her husband, Ed, have established this 501c3. An interesting side note is that they reside in the south during the winter months.

Thank you so much for any assistance you can provide on behalf of seniors living in the Barton community, Jamie!

**Lallie Mambourg | Nutrition Director**  
**Northeast Kingdom Council on Aging**  
481 Summer Street | Suite 101 | St. Johnsbury, VT 05819  
Ph: 802-473-4046 [www.NEKCouncil.org](http://www.NEKCouncil.org)



Find our daily events here: Like us before you need us!

*Looking for a way to give? Here are 3 easy options:*

NEK CoA is listed with [AmazonSmile!](#)

For recurring donations, there's a PayPal link at [www.NEKCouncil.org/DONATE](http://www.NEKCouncil.org/DONATE)

Any time you search the Internet at [www.goodsearch.com](http://www.goodsearch.com) or

Shop at <https://www.goodsearch.com/goodshop> via we receive a donation.



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## Renner, Jamie

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**From:** Adrien Helm [REDACTED]  
**Sent:** Friday, December 08, 2017 1:28 PM  
**To:** Renner, Jamie  
**Cc:** Adrien Waller Helm; Carol Youmans; Edward Helm; Trish Bermon  
**Subject:** Greater Barton Arts, Incorporated response to request for information  
**Attachments:** Response to Renner of Greater Barton Arts.docx

Mr. Renner,

I have attached a document of response to your request of earlier this week for information concerning Barton Senior Center and Greater Barton Arts.

A "hard" copy is being sent to you in addition.

Adrien Helm  
Chair, GBA Board

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

Response of Greater Barton Arts, Incorporated to questions (in bold italics) posed by Assistant Attorney General, Jamie Renner, on December 6, 2017.

BSC stands for Barton Senior Center a non-profit, 501(c)(3) corporation, now dissolved. GBA stands for Greater Barton Arts, Incorporated a non-profit corporation, incorporated in Vermont 12/8/2015 and recognized under section 501 (c)(3) by the Internal Revenue Service (8/9/2016)

***A description of what assets the BSC has transferred to GBA to date;***

1. BSC transferred \$600 by check to GBA on September 27, 2017, BSC's final meal. Before this final meal, Ms. Lowther had called GBA Board member, Ed Helm, and told him that the BSC was dissolving and that the funds Mr. Helm distributed to BSC hadn't been redistributed. Mr. Helm was the Administrator of a 2015 Vermont Municipal Planning Grant (MPG) to Barton Town to complete an engineering feasibility study of hydropower at Crystal Lake Falls in Barton. Mr. Helm had transferred resources to BSC so such funds could be further distributed to Lyndon State College, the science department teacher at Lake Region H.S. and the Principal (and former science teacher) at Barton Academy (public elementary school). This amounted to \$865.00 for hydro related science and educational activities with young people. But Ms. Lowther indicated these funds were still in BSC accounts and had not been redistributed by BSC. Before dissolving BSC, Ms. Lowther indicated that BSC wanted to make sure that these funds got to the rightful parties. She asked Mr. Helm to recollect how much was owing. He said he thought they were about \$600. (After checking the MPG Hydro Records, he found that this figure should be \$865.00.) See Attachment A.

At the final public meal of BSC, Ms. Lowther presented to Mr. and Mrs. Helm, endorsed to GBA, a check for \$600. At that time, Mr. Helm indicated to her that the correct amount should be \$865.00 showing her a copy of the MPG invoice from BSC that he had approved as MPG Administrator and which had been paid to BSC. She said she was not sure of amount of funds left in BSC's account at that point, but that she would make sure that the remaining funds would be transferred when the 'dust had settled'. Attachment A is the invoice from BSC to the MPG as part of the Hydro Re-Examination Project. This invoice was approved by Mr. Helm as Administrator after confirming with the State MPG Grant Officer that these funds could properly be approved under the MPG for the listed future services.

Since receiving the \$600 from BSC on 9/27/17, this \$600 check was deposited into GBA's checking account. A check for \$300.00 was negotiated to "Lyndon State College for work with high school students and public regarding hydro data compilation and testing of hydro feasibility equation," designated to Lyndon State's Dr. Ben Luce and its Sustainability Studies Program that he directs. A second GBA check for \$325 was negotiated to Lake Region High School designated for Science Dept. Chair Toffer Waring for connecting and inviting hydro interest in applied science coursework and activities.

While it has been communicated in a phone message to Barton Academy (the public elementary school in Barton Village) that there will be a payment for hydro science efforts to them for their use with their students, this message and the transfer of funds to it has not been fulfilled at the request of Assistant Attorney General Renner who requested that GBA not distribute any funds received from BSC. Thus \$240 is still owing under the MPG to



"Barton Academy per Principal Bob Partridge [actually, now his replacement] for student explorations of hydro and Brick Kingdom water resources". And \$25 is owing from BSC funds to GBA's main account since \$25 of GBA funds were used to pay the \$325 to Lake Region H.S. as the MPG invoice specified would be paid.

It is worth noting, that Ms. Lowther discussed this with Mr. Helm because of his former role as Administrator of the Vermont MPG, but the check from BSC was negotiated to GBA because Ms. Lowther understood that BSC needed to negotiate these funds to another 501(c)(3) like GBA rather than Mr. Helm in his individual capacity or to another legal entity.

2. \$20,000 on October 26, 2017, which Ms. Lowther, for BSC, deposited into a "Senior Art Escrow" account established by GBA .

3. Tangible property which is located in the lower level of Barton Memorial Hall (see attached list in ATTACHMENT B). Barton Village has been notified of this gift by BSC to GBA by letter of November 30, 2017 including the prospect of removing certain items for GBA's use and further, GBA working out how best to share them with the Village and others.

***A copy of a GBA bank/financial statement reflecting any funds received from the BSC***

See attached bank statements reflecting the deposits of the heretofore referenced \$600 and \$20,000 (ATTACHMENT C.)

*A copy of any escrow agreement between (1) GBA and BSC and/or (2) GBA and its bank related to any assets received by the GBA from the BSC*

Other than a standard form used by the bank to establish an escrow account and that GBA directed Community National Bank to label some of its funds "Senior Art Escrow", some of which it has received from BSC, there are no agreements between GBA and its bank related to any assets received by GBA from BSC. To be clear, there is and never was any provision or direction with the Bank that GBA funds in its "Senior Art Escrow" account were being held for distribution to any other party or organization. The Escrow account was set up to assist GBA to more easily keep track of these funds and their use. These funds in its escrow account are GBA's no less than the funds in its regular bank account. GBA's Board of Directors approved its establishment and its intended use for programs for seniors. This approval was accomplished by telephonic polling of two members of the Board and face-to-face approval of Mr. Helm.

There was never any requirement by BSC for GBA to establish such an escrow account. There was no agreement nor requirement by BSC that GBA use these funds in a particular way. After BSC decided and communicated its intention to make a \$20,000 grant to GBA, a GBA officer, Mr. Helm, told Ms. Lowther that he wanted to consult with her and ask her, and Frank Fischer's advice and suggestions about how GBA might use these funds for programs and how best to help seniors with them. She was agreeable, and Ms. Lowther will bring to those discussions her extensive experience and expertise as well as an understanding of what would be and what would not be an appropriate BSC legacy.

***A description of GBA's historic/current senior-focused programming, if any.***

We would note that we have heard that Barton has the highest ratio of seniors to population of any place in Vermont. Mindful of this, GBA has included seniors in its leadership, activities, and projects from its beginning. For example, in its application for funding from Preservation Trust of Vermont, which PToV asked GBA to complete, one of the letters of support (c. August 14, 2016) was from Mr. Earl Randall, then President of Crystal Lake Historical Society. In it Mr. Randall states:

... If the Greater Barton Arts group were to rent space in the Pierce Building, knowing a number of the people involved, I would be confident that they would help fulfill revitalization goals and be a plus for art and artists as well as the businesses and civic life in the center of the Village. I'd expect it to be a benefit for youth, seniors and others including tourists. I hope their proposal is considered knowing they have community support and respect.

In 2017, GBA's programming explicitly involved seniors. It consisted of six weeks of art classes in 2017 explicitly advertised for seniors. These classes were free and conducted in the Senior Center utilizing GBA materials and art supplies. About 12 seniors participated. After the success of this program, GBA included senior art classes in a grant proposal to the The Vermont Community Foundation. Recently, The Vermont Community Foundation funded this proposal. Previously, this foundation had made a grant to GBA in 2015 to assist GBA to provide free art classes to youth, young people and adults in 2016 and 2017.

Since its beginning in 2014 with "pop-up galleries" in retail space owned and contributed by E.M. Brown and Sons Hardware, the work of senior artists and crafters, has been featured.

The leadership of GBA is composed of seniors including both a community based and more broadly based Advisory Committee of 30+ members which includes many artists (including an octogenarian) and arts supporters the majority of which are seniors. (Attachment D)

The GBA Board of Directors is composed entirely of seniors, including Edward Helm who himself was a Board Member and officer for several years of a senior citizens organization (the predecessor to the Alliance of Retired Americans) in St. Petersburg Florida. While GBA's programming has not been only senior focused (as in its Art Camps for Kids and Youth supported by grants from the Vermont Community Foundation) much of our work has involved seniors as participants and attendees.

GBA has sponsored two film/video and discussion events (one at the Barton library; one at the Highland Arts Center in Greensboro) that featured Elke Schumann (Co-founder of Bread and Puppet in Glover and in her 80's). GBA has curated the placement of art in two Barton restaurants and held meals with the artists to discuss their work. These events involved seniors as artists and attendees. GBA is a co-sponsor of a plein air painting series In the summer most of whose participants are seniors.

Furthermore, GBA leadership (principally Mr. Helm) stepped in to organize a weekly meal for

seniors after BSC closed. Initially he (we) personally paid the needed funds to pay cooks and buy food for this weekly meal. Knowing how unhappy and lonely the holidays can be for seniors, particularly ones who live by themselves, he committed to providing at least one meal a week (on Thursdays) through to the new year. The first Thursday lunch he (we) paid for it, he 'rented' (provided the deposit for) the lower level of Memorial Hall, produced and distributed flyers around town and contacted the newspaper to invite seniors. He, I, and GBA Treasurer Trish Bermon who worked in the kitchen the whole meal, helped set up, serve, and clean up. It was not intended to be a GBA activity but one we all felt important to continue. As we worked on it with GBA leadership, volunteers and community members were enlisted to help, contribute and to provide programming to attend the meal events.

After several meals, GBA decided to invite others to help with funding the cost of the meals and they did. Then BSC suddenly offered and GBA accepted BSC's \$20,000 gift. It was GBA leadership that arranged the rental, performed the set up and clean up of several of these meals, and otherwise assured that seniors would have continuity in meals and social activities until after the new year and new leadership came forward. (ATTACHMENTS E: Meal flyers)

***A description of GBA's proposed use for any assets received from the BSC.***

GBA intends to use the funds and resources from BSC to expand existing programs for seniors and add additional ones. Because we expect to have a GBA Center opening in the Spring of 2018, we will have a congenial space for seniors to meet, eat together, organize and enjoy their own activities and others that involve the wider community. This will include availing themselves of a maker space, classroom and studio spaces (including a community access TV studio), and classes offered and tailored for their needs and interests.

We have enlisted the aid of residents of the senior housing units in Barton to help begin the planning of classes and activities of special interest to seniors, as well as thinking about making sure that the physical space affords seniors opportunities for dropping in to socialize, play cards, use wifi and otherwise connect with each other. The space we expect to convert to our center will have a cafe and coffee house and space for folks to linger, visit, play games, etc. as well as provide meal service. We are considering "field trips" to area museums and cultural venues, special lunches with speakers and a possible video/film series (since the Library's series is a wintertime only event). We know the importance of programming that feeds the body as well as the spirit, and that will be a guiding principle of our expansion of programs from the Senior Art Escrow fund.

Attachment F Is a recent article in the *Barton Chronicle* reporting on GBA's plans.

Some of the tangible assets in the form of equipment currently in Memorial Hall will be used by GBA in its center, as have some already been used in providing meals for seniors between October 12 and November 21. As our letter to the Village indicates, we anticipate working out in the future the details of certain assets' removal from or continued use in Memorial Hall.

***A copy of any written communications (emails or otherwise) or written agreements between the BSC (directors and/or staff) and GBA (directors and/or staff) regarding how any assets transferred from the BSC to the GBA are to be used.***

Most of the conversations concerning GBA receiving assets from BSC were conducted in person or telephonically. However, these two emails give background on BSC's closure and dissolution as well as planning for seniors with the BSC funds.

1. Thu, Oct 26, 2017 at 10:54 AM, Brenda Lowther <[lowtherbrenda133@gmail.com](mailto:lowtherbrenda133@gmail.com)> wrote:

Hi Ed and Adrien:

Thank you for sharing your update on today's lunch with us. There were many parts of that letter that were very heartening! I met with board members for permission to go ahead. On my end, I also met with North Country Bank yesterday. I signed papers for recovering the monies and that process may be completed today. The closed bank accounts have to be reopened and a new check made out. As soon as they call me, I will go and have that done. I will then go to Community Bank and deposit it. So, we are very close to that completion. I believe I told you that Lallie Mambourg had written to Bill May. He sent me the letter. I did not read it, Frank did. Healthwise, I am trying to only deal with more positive ideas. She does request the monies go to the Swain group. That is inappropriate in many ways. I felt your letter to your board was very clear on the non profit status and I am so thankful of the way this is going with your group. Also, all you are doing with these regular meals speaks volumes.

Frank had me type up a list of assets. Wow, I am excited that some of these hard to obtain items might go to your group. That list will go to Bill May after the transfer of funds. Bill stated for the board to decide the recipient according to guidelines and as part of dissolution.

For my own part, thank you again for standing strong for truth. Lallie sent me a letter from the Council with a very different tone in August. She asked about my plans for retirement, which she has known for two years. She attended the rally for Sen. Sanders and we talked then.

In September, when I came back for the entire month, to straighten out some very ugly take over plans by Giselle, she showed up and was very surprised. She urged me then to hire her (Giselle) and I told her, without details of the board's disciplinary action against Giselle, that we were considering Corinna, who had an associate degree in human services and was an excellent cook, etc. I have a B.S. in Human Services and we felt the manager should have some credentials. That day, the board met and hired Corinna. We did not, at my urging, fire Giselle. Giselle went right to Lallie about this meeting and this is when we gave her notice, as she was asked not to involve them. Corinna finished out the month. We still wanted to hold the fort until we got a scathing letter from Lallie, sent to all board members about the meeting. Finally, we gave up and Garth, who frankly was sick of it all, and I went to Bill May, who had drafted our articles of incorporation, to dissolve. It was later that Lallie wrote again and said no contract would be given in Oct. (remember, we had received no compensation for four months from Council on Aging, due to them running out of funds for the fiscal year.) As such, they had no say over the running of an independent, incorporated business, yet I still kept them apprised until the final blow. I was continuing all summer to send them the sign in rosters from all meals that we served under our own funds completely. I was coming in evenings to do paperwork, to give Giselle a total chance to show her skills at management! I had no idea of her undermining until August, when Corinna overheard her working up a scenario with some disgruntled seniors. All summer, Giselle called me constantly for more

money, more slights by Village, etc. So, I was becoming less and less able to see her in a managerial role. I also met for hours with board members who said basically she was driving them crazy and they were getting food complaints from the seniors daily. The seniors she primed to call the Council were nominating her for control and complaining about Frank mostly who was never paid, but brought in fresh vegetables by the 50 pounds through the Food Bank and free bread from Price Chopper weekly. He was kitchen manager, which is a big job, cooking also, at one point to try to teach Giselle. We had both withdrawn and given her full sway for the summer. She was the fourth person we had tried over as many years. Most just felt it was too much work for two days.

I am sorry to burden you with this long story. I will never defend myself to the Swain group, but this is what really happened. Years ago, Dolores Chamberlain was asked to leave the board for undermining the spirit of the center. George Vana was our board president for many years. So, this group has an ax to grind with many facets. But, for a center that received five awards for best activities in the northeast kingdom from the Council on Aging, and the Governor's award for excellence, it seems very sad to have everything else forgotten and be thrown to wolves.

Thank you for allowing me to shed some light on a bit of this darkness and for what you are doing to help seniors in Barton.

Sincerely, Brenda

2. In addition this email to Trish Bermon, GBA Treasurer of October 27, 2017

Trish,

We are home safely and reeling still from all there is to do, Lyla's birthday today. Eva visiting and all that jazz! (Lyla and Eva are granddaughters!)

Now as to the Senior money and flack! I too am concerned that GBA not be "tarnished" by the animus of the current flap, however we are a legitimate 501(c)(3) that Brenda approached to receive the \$20K that the Council of Aging [ed. note, this should be "DAIL"] refused, and she did not want to give to the people she saw as not appreciating all the work she and Frank had done over the years in the Senior Center and the materials they had acquired through grants to improve the equipment, the building itself, etc. She expressed to us her belief that we would actually run activities to benefit seniors (like "Senior Day" at the cafe at our new site with lunch and lectures, and arts and crafts classes especially for them, and maybe field trips to area museums and galleries, etc.) and so she felt comfortable putting that money into an escrow account we created for those purposes while we organize a subsidiary organization for those specific purposes. (I still think that is a good idea, to separate GBA from a new organization Senior Art.)

The actual incorporation process and 501(c)(3) letter and EIN application will take less than an hour, or that is my experience, so despite protestations about how much time, etc. she has invested, an unnamed Trustee has probably spent a lot less than my spouse in organizing two actual lunches for seniors!

As I recall our conversation, I think I demurred on the issue of splitting the money down the road, opting instead to talk about "letting the dust settle." I certainly applaud the articulated goals of the organization described at the last trustee meeting, but would hope they would ensure leadership from people actually served by the programs. That has been our "beef" from the beginning -- a top down, secret meeting/invitation only organization, instead of the "Vermont way" inclusionary style. I would hope there would be evolution in that direction.

Brenda and Frank are inventorying the material improvements and equipment their grants generated for Memorial Hall and the running of the Center. Their feelings are very hurt by the lock changing and security camera installation that occurred as their program shut down. There have been ugly things said about the office being cleared out, but apparently people believe that all that, including the records, belonged to the Village, instead of the independent non-profit corporation being dissolved.

Anyway, hopefully things will settle down. One more thing, yes Bill May is Brenda's lawyer, and also GBA's. She expects him to retain the confidentiality of the recipient of her corporation's funds. I hope so too.

'Hope this finds you in a peaceful place with your son's continued presence and help. If he has left, I know having him there was a blessing. Let me hear from you when you are able.



BARTON SENIOR CENTER

May 14, 2015

119 Village Square  
Barton, Vermont 05829  
Green Memorial Building

Phone: 802-525-4400  
Fax: 802-525-4707  
E-mail: lowtherwood@gscnc.com

INVOICE

For Services to Barton Hydro Municipal Planning Grant operations:

Attn: Edward Helm, Administrator Barton Hydro

Municipal Planning Grant/727-637-8362

\$550 - Barton Senior Center's Coordination of services to Barton Citizens/youth regarding community understanding of hydro at Crystal Lake Falls. (\$200 for Community Dinner and Food Preparation at expert Hydro Engineer Jay Boeri's presentation of his report to Barton Village);

(\$100 - For videotaping of Boeri Report and Glover Flood Remediation Report for posting on BartonHydro.org website; Goes to independent contractor)

(\$250 - For coordinating other hydro services to greater Barton including Mark Twain fundraiser mechanics, sound and technical help during public presentations) and coordinating/facilitating the additional following activities and expenditures:

\$300 - Lyndon State College for work with high school students and public regarding hydro data compilation and testing of hydro feasibility equation;

\$325 - Lake Region High School per Toffer Waring, Science Dept. Chair, connecting and inviting hydro interest in applied science coursework and activities;

\$240 - Barton Academy per Principal Bob Partridge for student explorations of hydro and Brick Kingdom water resources;

\$100 - NorthWoods Stewardship Center for curriculum and hydro presentation and educational help with young people and students.

Total: \$1515

The check should be made out to the Barton Senior Center, Inc. for distribution.

Hydro Grant Expenses

ZC  
MP  
JA

## **ATTACHMENT B**

P.O. Box 171  
Barton, Vermont 05822  
November 30, 2017

Barton Village, Incorporated  
17 Village Square  
Barton, Vermont 05822

Dear Village,

You are hereby notified that upon dissolution of the Barton Senior Center, Greater Barton Arts, Incorporated (GBA) was offered and has accepted certain tangible items located in Memorial Hall. A list of these items is attached.

It is our hope and intention that Memorial Hall tenants and the Village itself will continue to use these items. However, at some point in the future, GBA may move some of these items for use in its programming and activities. At that time we will provide written notice to the Village Office and request access to the building to remove designated items.

Should you wish us to remove the items immediately, we will arrange to do so. Furthermore, we would look forward to discussing with a Village representative how best to share these assets with the Village.

Sincerely,

Adrien W. Helm  
Chair, Board of Directors, Greater Barton Arts, Incorporated



By email communication on November 27, 2017, Attorney Bill May acknowledged the transfer of BSC personal property to Greater Barton Arts, Incorporated with the attached list of assets.

Mr. Bill May, Attorney

Barton, Vermont 05822

Dear Mr. May,

In addition to a twenty thousand dollars savings being held in an escrow account for a 501c3 non-profit, as required, (Greater Barton Arts, Inc. Senior Arts Account), The assets listed here should be protected as well, for the above named non-profit:

Food storage freezers 4

Double door reach in cooler 1

Standard refrigerator with freezer 1

Ten burner double oven range 1

Twenty quart dough mixer with accessories 1

Bench top 2 quart mixer with accessories 1

Microwave ovens 2

Hobart commercial dish washer 1

Edlund commercial can opener 1

Bunn commercial coffee maker 1

Video equipment with speakers and projector 1

Seventeen channel sound system with speakers, microphones, and accessories 1

Office copy machine 1

Office desk 1 and file cabinets 2

Lifetime dining room tables with storage rack 10

Round lifetime tables 4

Lifetime card table 1

Lifetime dining room chairs with storage rack 32

Dining room buss carts 2

The second page of the attached list included two additional items: "Outdoor sign with changeable letters and numbers 1 Karaoke machine with attachments 1"

ATTACHMENT C  
 Checking Account

Account Designator	Posted Date	Serial Number	Description
Amount CHECKING 000000600.00	CR/DR CR	09/28/17	██████████ Deposit
CHECKING 000000045.00	CR	10/02/17	██████████ Deposit
CHECKING 000000320.88	DR	10/03/17	███ Check
CHECKING 000000320.00	CR	10/05/17	██████████ Deposit
CHECKING 000000100.00	DR	10/06/17	███ Check
CHECKING 000000066.00	CR	10/23/17	██████████ Deposit
CHECKING 000000430.00	DR	11/14/17	███ Check
CHECKING 000000130.00	CR	11/17/17	██████████ Deposit
CHECKING 000000325.00	DR	11/20/17	███ Check
CHECKING 000000130.00	DR	11/28/17	██████████ Transfer to DDA
CHECKING 000000375.00	DR	12/04/17	███ Check

Senior Art Escrow Account

Account Designator	Posted Date	Serial Number	Description
Amount NIOR ART ESCROW 0000100.00	CR/DR CR	10/24/17	██████████ Deposit
NIOR ART ESCROW 0020000.00	CR	10/27/17	██████████ Deposit
NIOR ART ESCROW 0000130.00	CR	11/28/17	██████████ Transfer from DDA

# The Newport Daily Express

Your Community News Source

## Arts & Entertainment

PAGE FOURTEEN - The Newport Daily Express, Wednesday, October 4, 2017

### Greater Barton Arts' Advisory Committee



Pictured above: standing l to r Agathe Gonnet, Sara Gluckman, Sam Thurston, Gerry Trevits, Donna Walsh, Jay Hudson, Cindy Kriebel, Robert Compton, Carol Youmans, Ann Lindner, Ann Creaven; seated Marjorie Kramer, Hisachika Takahashi, Adrien Helm, Pete Cocoros

Hisachika Takahashi, associate of world famous artist Robert Rauschenberg, made a surprise visit to the "thank you" dinner of Greater Barton Arts' Advisory Committee, Sunday night at Memorial Hall. Takahashi, himself is a renowned artist is a native of Japan, and lives part of the year in St. Johnsbury and part of the year in Paris, France. He delighted the 29 dinner guests, which included many area

artists, with stories and reflections on his life in art. His book was presented to GBA for their art book library. A second copy will be presented by him at a later date to the Barton Library.

During the course of the dinner, Greater Barton Arts updated its Advisory Committee about its summer activities and upcoming events and plans.

**BRING YOUR IDEAS AND APPETITE  
FOR A GOOD LUNCH AND DISCUSSION OF NEXT  
STEPS FOR NEW SENIOR CENTER ORGANIZATION**

# **Lunch for Seniors OCTOBER 26**

**12:00 P.M.**

**CARD PLAYERS: COFFEE & CARDS: 10:30 AM**

**Barton Senior Center  
Memorial Hall Basement, Barton**

**HOSTED AND NEXT STEPS DISCUSSION BY:**

**TINA ODETTE \*\* (in Hillcrest Apts.)  
PETE COCOROS\*  
GISELLE CHEVALLAY\*  
DARA WISEMAN\*  
PATSY PRUE\* (in Congress Court Apts.)  
ED HELM (for more information 727 637-8362)**

**\*PEOPLE AT OCTOBER 3RD SENIOR CENTER MEETING WILLING TO  
SERVE ON NEW SENIOR ORGANIZATION BOARD OF DIRECTORS**

**BRING YOU IDEAS AND APPETITE  
FOR A GOOD LUNCH AND DISCUSSION OF NEXT  
STEPS FOR NEW SENIOR CENTER ORGANIZATION**

# **Lunch for Seniors OCTOBER 19**

**12:00 P.M.**

**Barton Senior Center  
Memorial Hall Basement, Barton**

**HOSTED AND NEXT STEPS DISCUSSION BY:**

**DARA WISEMAN\* (for more info: 802 673-3995)  
PETE CORCOROS\*  
GISELLE\*  
ED HELM**

**\*PEOPLE AT OCTOBER 3RD SENIOR CENTER MEETING WILLING TO  
SERVE ON NEW SENIOR ORGANIZATION BOARD OF DIRECTORS**

**BRING YOUR STORIES AND APPETITE  
FOR A GOOD LUNCH AND MORE STORY  
TELLING AT SENIOR CENTER**

# **Lunch for Seniors NOVEMBER 16**

**12:00 P.M.**

**CARD PLAYERS: COFFEE & CARDS: 10:30 AM**

**Barton Senior Center  
Memorial Hall Basement, Barton**

**HOSTED AND STORY TELLING/SHARING BY:  
MAURICE LaCLAIR  
PETE COCOROS  
CORINNA NUTTING  
PATSY PRUE (in Congress Court Apts.)**

**FOLLOWING AN OCTOBER 3RD SENIOR CENTER MEETING, A  
GROUP WILLING TO HELP CONTINUE SENIOR LUNCHESES FORMED.**

**AND ANONYMOUS \$1000 'MATCH' GRANT WAS RECEIVED TO SUPPORT THESE  
EFFORTS. DEDUCTABLE GIFTS TO MEET THE 'MATCH' ARE WELCOME AND  
SHOULD BE SENT TO: SENIOR ARTS ESCROW, BOX 171, BARTON VT. 05822  
ED HELM (for more information 727 637-8362)**

**BRING YOUR STORIES AND APPETITE  
FOR A GOOD LUNCH AND HALLOWEEN STORY  
TELLING AT SENIOR CENTER**

# **Lunch for Seniors NOVEMBER 2**

**12:00 P.M.**

**CARD PLAYERS: COFFEE & CARDS: 10:30 AM**

**Barton Senior Center  
Memorial Hall Basement, Barton**

**HOSTED AND STORY TELLING/SHARING BY:**

**MAURICE LaCLAIR  
PETE COCOROS\*  
GISELLE CHEVALLAY\*  
PATSY PRUE\* (in Congress Court Apts.)  
ED HELM \* (for more information 727 637-8362)**

**\*PEOPLE AT OCTOBER 3RD SENIOR CENTER MEETING WILLING TO  
HELP CONTINUE A SENIOR ORGANIZATION AT SENIOR CENTER**

**BRING YOUR STORIES AND APPETITE  
FOR A GOOD LUNCH AND MORE STORY  
TELLING AT SENIOR CENTER**

# **Lunch for Seniors NOVEMBER 8**

**12:00 P.M.**

**CARD PLAYERS: COFFEE & CARDS: 10:30 AM**

**Barton Senior Center  
Memorial Hall Basement, Barton**

**HOSTED AND STORY TELLING/SHARING BY:**

**MAURICE LaCLAIR  
PETE COCOROS  
CORINNA NUTTING  
PATSY PRUE (in Congress Court Apts.)**

**ED HELM (for more information 727 637-8362)**

**PEOPLE AT OCTOBER 3RD SENIOR CENTER MEETING WILLING TO  
HELP CONTINUE A SENIOR ORGANIZATION AT SENIOR CENTER**



**BRING YOUR STORIES AND APPETITE  
FOR A GOOD LUNCH AND MORE STORY  
TELLING AT SENIOR CENTER**

# **Lunch for Seniors NOVEMBER 16**

**12:00 P.M.**

**CARD PLAYERS: COFFEE & CARDS: 10:30 AM**

**Barton Senior Center  
Memorial Hall Basement, Barton**

**HOSTED AND STORY TELLING/SHARING BY:**

**MAURICE LaCLAIR**

**PETE COCOROS**

**CORINNA NUTTING**

**PATSY PRUE (in Congress Court Apts.)**

**FOLLOWING AN OCTOBER 3RD SENIOR CENTER MEETING, A  
GROUP WILLING TO HELP CONTINUE SENIOR LUNCHESES FORMED.**

**AND ANONYMOUS \$1000 'MATCH' GRANT WAS RECEIVED TO SUPPORT THESE  
EFFORTS. DEDUCTABLE GIFTS TO MEET THE 'MATCH' ARE WELCOME AND  
SHOULD BE SENT TO: SENIOR ARTS ESCROW, BOX 171, BARTON VT. 05822  
ED HELM (for more information 727 637-8362)**

**BRING YOUR STORIES AND APPETITE**

TO A GOOD THANKSGIVING LUNCH AND  
LEFTOVERS TO TAKE HOME AT SENIOR CENTER

# Lunch for Seniors

TUESDAY,

# NOVEMBER 21

**12:00 P.M.**

CARD PLAYERS: COFFEE & CARDS: 10:30 AM

**Barton Senior Center**  
**Memorial Hall Basement, Barton**

HOSTED AND SHARING BY:

PAM POGINY

PETE COCOROS

CORINNA NUTTING

PATSY PRUE (in Congress Court Apts.)

FOLLOWING AN OCTOBER 3RD SENIOR CENTER MEETING, A GROUP  
FORMED COMMITTED TO CONTINUE SENIOR LUNCHES AND HAS  
PROVIDED WEEKLY LUNCHES SINCE OCTOBER 19.

AND ANONYMOUS \$1000 'MATCH' GRANT WAS RECEIVED TO SUPPORT THESE  
EFFORTS. DEDUCTABLE GIFTS TO MEET THE 'MATCH' ARE WELCOME AND  
SHOULD BE SENT TO: SENIOR ARTS ESCROW, BOX 171, BARTON VT. 05822  
ED HELM (for more information 727 637-8362)

ATTACHMENT F

# Barton Sr. Center gave Barton Arts \$20,000

by Tena Starr

The defunct Barton Senior Center has given Great Barton Arts \$20,000.

The money is in an escrow account and will be used for programs for seniors, said Ed and Adrien Helm, Greater Barton Arts board members.

The senior center abruptly closed at the end of September. At the time it had assets of about \$25,000. Some of its equipment is still on the first floor of the Barton

Memorial Building. Much of the food was given to the senior meal center in West Burke.

Initially, Barton Senior Center Director Brenda Lowther had a bank check for \$20,000 written to state agency called Disabilities, Aging, and Independent Living. That organization gave the senior center a \$25,000 startup grant about 12 years ago.

Paperwork for the grant has

**(Continued on page eighteen.)**

## Dream is to buy Main Street building

(Continued from page one.)

long since been closed out, and there was no mechanism for accepting the money. Ms. Lowther said at the time that she viewed the check as repayment for the original grant.

IRS rules say that when a nonprofit is dissolved, its assets must go to another nonprofit that serves a similar purpose or "according to its charter." The Barton Senior Center's charter said that its assets were to be transferred to a similar 501(c)(3).

A bank check in the amount of \$20,000 dated October 26 was paid to the order of Greater Barton Arts/Senior Arts Escrow.

Ms. Helm said by phone Tuesday that Greater Barton Arts is also a 501(c)(3) "and some of our programs already involve seniors." Those programs will be expanded, she said.

She said the Greater Barton Arts Board voted to put the money in an escrow account.

Programming ideas include special meals with speakers, expanded arts and crafts programs, field trips to galleries and museums, a video series, maybe movies, Ms. Helm said.

She said the group is interested in hearing from residents of senior housing what types of activities they would like to see.

"We have lots of plans for expanding programs for seniors as many of our past efforts have involved them — the art classes last summer, as well as the paint night fund-raiser for the library on October 3," Ms. Helm said by e-mail. "We are especially hopeful to involve residents of senior housing in occasions for social interaction as well as creative endeavors."

The dream, however, continues to be to buy a building that can be used for a variety of activities.

In 2015 Greater Barton Arts was interested in a large empty house on Water Street. The plan was to buy the building for \$45,000, renovate it, and use it as an arts and community center. Ideas at the time ran from renting out studio space to offering classes, to providing a coffeehouse setting.

Eventually, that plan fizzled out, largely because the renovations needed to put the old

house back into usable shape were too extensive and expensive.

Greater Barton Arts then looked at the Pierce Block where Kinney Drugs is. But that building, too, required far too much work for it to be practical.

*"We have lots of plans for expanding programs for seniors as many of our past efforts have involved them — the art classes last summer, as well as the paint night fund-raiser for the library on October 3."*

Now the organization is looking at a big, rambling house on Main Street beside the post office. The owner is willing to sell it for \$25,000, Ms. Helm said. It had been used as an apartment building, she said. The current owner only wants to keep a part of the property for parking.

"It's not an insignificant undertaking," Ms. Helm said about the house, but it's a far better proposition than the other two buildings Greater Barton Arts has expressed interest in.

However, first the property must be subdivided, she added.

The organization has asked the Barton Loan Commission for a \$40,000 loan to buy the building and pay for some of the renovations.

"They said no because we needed rejections from two traditional lenders," Ms. Helm said.

Now, she said, the group is "considering our options about how to finance the acquisition of that building."

The \$20,000 from the Barton Senior Center

will not be used to buy a building, Ms. Helm stressed. It will be used for programs.

She said they have been encouraged by people at Community National Bank, who have told them about grants that might be available for such a purchase.

Mr. Helm supplied the latest summary of Greater Barton Arts' application to the Barton Loan Commission.

It says that the arts group's plans and activities include: Gallery space for both academic and professional painting and sculpture; a gift shop for local artists and craftspeople to sell and advertise their work; a café that serves breakfast and lunch and an evening coffeehouse with wifi; a frame shop and silk screen operation run as an artists co-op with a retail store; arts classes for all ages; studio space for artists and for housing visiting artists; and a video production studio connected to NEK-TV-17 as a satellite.

The application says that Greater Barton Arts has a 30-member advisory board composed of artists and supporters of the arts.

A \$40,000 loan would enable the arts group to expand its activities by buying the vacant house and beginning to renovate it. It would lead to two businesses opening — the café and the framing and silk screen shop — by May of 2018, the application says.

"When fully operational in two to three years, GBA expects its operations to employ seven to 11 equivalent jobs as well as improve the cultural, economic, and social environment for areas residents and visitors to Barton and the Northeast Kingdom," the application says.

The two proposed businesses would, presumably, generate income that would help pay off a loan, Ms. Helm said.

The café would be an "open, inviting, congenial place for people of all ages, but particularly seniors," she said.

An advantage is that it would be open every day as opposed to the senior center, which has very limited hours.

"In what we expect will be our space, we expect we will have a center where more seniors can come and get out.

"We're very excited. Having a physical space will be important for seniors' enjoyment."

**ATTENTION SENIORS!**



The above photograph was taken at a fund-raising event for the Barton Public Library in October of 2017. In addition GBA has raised money in 2016 for the Pope Memorial Frontier Animal Shelter and the Crystal Lake Falls Historic Association and Museum.

## Renner, Jamie

---

**From:** Renner, Jamie  
**Sent:** Friday, December 08, 2017 1:41 PM  
**To:** Adrien Helm  
**Cc:** Carol Youmans; Edward Helm; Trish Bermon  
**Subject:** RE: Greater Barton Arts, Incorporated response to request for information

Adrien,

Thank you for this helpful information. I will review it and respond with any follow up questions next week.

Regards,  
Jamie

**From:** Adrien Helm [REDACTED]  
**Sent:** Friday, December 08, 2017 1:28 PM  
**To:** Renner, Jamie <Jamie.Renner@vermont.gov>  
**Cc:** Adrien Waller Helm [REDACTED]; Carol Youmans [REDACTED]; Edward Helm [REDACTED]; Trish Bermon [REDACTED]  
**Subject:** Greater Barton Arts, Incorporated response to request for information

Mr. Renner,

I have attached a document of response to your request of earlier this week for information concerning Barton Senior Center and Greater Barton Arts.

A "hard" copy is being sent to you in addition.

Adrien Helm  
Chair, GBA Board

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

## Renner, Jamie

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**From:** Renner, Jamie  
**Sent:** Wednesday, December 20, 2017 1:06 PM  
**To:** Brenda Lowther  
**Subject:** Follow up

Brenda,

When we recently met, you referenced that you had sent emails to Mr. and or Mrs. Helm conveying the Barton Senior Center's expectations regarding how Greater Barton Arts would use the funds the BSC was distributing to them. You suggested that I ask the Helms for copies of these. I have done so, but I would also ask that you provide me with the same so that I can ensure I have copies of all conversations transpired in writing. Please let me know if you have any questions.

Regards,  
Jamie

Jamie Renner  
Assistant Attorney General  
Office of the Vermont Attorney General  
109 State Street  
Montpelier VT 05609-1001  
802-828-5947 (direct)

## Renner, Jamie

---

**From:** Brenda Lowther [REDACTED]  
**Sent:** Wednesday, December 20, 2017 4:02 PM  
**To:** Renner, Jamie  
**Subject:** Fwd: Our call just now

----- Original Message -----

**Subject:** Re: Our call just now  
**From:** Brenda Lowther [REDACTED]  
**Sent:** Tuesday, November 28, 2017, 12:57 PM  
**To:** Adrien Helm [REDACTED]  
**CC:**

Thank you for the analysis, very helpful. I do notice that hot meals are specifically mentioned and take outs for homebound. I feel that even the music venues that we provided could be offered there as an appreciation of the arts. Many of our performers were continuing a Vermont tradition. I have had two letters from A.G office today so will focus on getting them all the paperwork that they require. Will see the accountant tomorrow. Brenda

On Monday, November 27, 2017, Adrien Helm [REDACTED] wrote:

Brenda,

When I told Ed about our call just now, he had this thought. It would better demonstrate the Board's decision if each member you cite in your memo for the record could read and affirm it with their signature or initials.

Here it is with the suggested addition in red:

On October 25, 2017, the following members of the Board of directors of the Barton Senior Center, Inc. were contacted by Brenda Lowther, former manager of the corporation: Marielle Arel, Maurice LaClair (met with at Chambers Apartment); Garth Mckinney, acting president of the Board; Ann Flight, vice president/secretary; Andre Perron (per telephone). It was unanimously agreed that the savings of the Barton Senior Center, totalling \$20,000 would be given to the Greater Barton Arts, Inc., for their work with seniors.

The following day, October 26, Brenda, per instruction, went to North Country Federal Credit Union to recover the funds which had previously been accepted by the Vermont Department of Disabilities, Aging and Independent Living (DAIL). After accepting the return of this money, formerly part of a startup grant, DAIL shredded the check. This was not reported to the senior center until Attorney Bill May let Brenda know, weeks later.

The certified check was made out to the Greater Barton Arts/Senior Arts escrow. It was then deposited in their account at Community Bank.

A true account of happenings per Brenda Lowther.

Affirmed by my initials: Garth McKinney

Marielle Arel

Maurice LaClair

Anne Flight

Andre Perron

--

Adrien

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*



**Renner, Jamie**

---

**From:** Brenda Lowther [REDACTED]  
**Sent:** Wednesday, December 20, 2017 4:03 PM  
**To:** Renner, Jamie  
**Subject:** Fwd: Barton Senior Center  
**Attachments:** List of Assets.pdf

----- Original Message -----

**Subject:** Fwd: Barton Senior Center  
**From:** Brenda Lowther [REDACTED]  
**Sent:** Monday, November 27, 2017, 10:23 AM  
**To:** Edward Helm [REDACTED]  
**CC:**

----- Forwarded message -----

**From:** **Bill May** <[billmay@together.net](mailto:billmay@together.net)>  
**Date:** Monday, November 27, 2017  
**Subject:** Barton Senior Center  
**To:** Brenda Lowther [REDACTED]

Brenda,

Attached please find a list of personal property which I understand is to go to Greater Barton Arts.

Sincerely,

Bill

--  
William R. May, Esq.  
May & Davies  
424 Main St.  
PO Box 303  
Barton, VT 05822  
Phone: (802)525-3766  
Fax: (802)525-3647

\*\*\*\*\*  
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PRODUCT NOTICE: This electronic email transmission may contain  
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return the original transmission to [billmay@together.net](mailto:billmay@together.net)

\*\*\*\*\*

Mr. Bill May, Attorney

Barton, Vermont 05822

Dear Mr. May,

In addition to a twenty thousand dollars savings being held in an escrow account for a 501c3 non-profit, as required, (Greater Barton Arts, Inc. Senior Arts Account), The assets listed here should be protected as well, for the above named non-profit:

Food storage freezers 4

Double door reach in cooler 1

Standard refrigerator with freezer 1

Ten burner double oven range 1

Twenty quart dough mixer with accessories 1

Bench top 2 quart mixer with accessories 1

Microwave ovens 2

Hobart commercial dish washer 1

Edlund commercial can opener 1

Bunn commercial coffee maker 1

Video equipment with speakers and projector 1

Seventeen channel sound system with speakers, microphones, and accessories 1

Office copy machine 1

Office desk 1 and file cabinets 2

Lifetime dining room tables with storage rack 10

Round lifetime tables 4

Lifetime card table 1

Lifetime dining room chairs with storage rack 32

Dining room buss carts 2

Outdoor sign with changeable letters and numbers 1

Karaoke machine with attachments 1

All real property and all improvements to the facility are excluded. A list of all improvements to the facility, paid for through fund raising and grants, is available if requested. All activities offered to our seniors through the years is also available.

Thank you,

Brenda Lowther

A handwritten signature in cursive script that reads "Brenda".

## Renner, Jamie

---

**From:** Brenda Lowther [REDACTED]  
**Sent:** Wednesday, December 20, 2017 4:16 PM  
**To:** Renner, Jamie  
**Subject:** Fwd: Thursday lunch at the Senior Center

----- Original Message -----

**Subject:** Re: Thursday lunch at the Senior Center  
**From:** Brenda Lowther [REDACTED]  
**Sent:** Thursday, November 2, 2017, 11:13 AM  
**To:** Edward Helm [REDACTED]  
**CC:**

Thank you, Ed, a nice thought to take with us. Thinking of Maurice and his stories make my day. Those who know the history and the special times became fewer as age and health changed. Thank you for finding some of them and giving them a voice in the loud fray. One very special one told me she was afraid to go there, due to C. S. But, that too shall pass. Best to you both, Brenda

On Wednesday, November 1, 2017, Edward Helm [REDACTED] wrote:

Your suggestion about Maurice LaClair was a good one. I talked to him yesterday for about 20 minutes and enjoyed the conversation. I look forward to talking to him face to face because I'm sure his is a familiar face. He's on board to lead some story telling tomorrow toward the end of lunch.

Below is my email to Pam Poginy asking her to back Maurice up on this and help get others sharing stories.

I enjoyed hearing Maurice say that he was best man at your and Frank's wedding. We talked about the unfair campaign of criticism and attacks that focus on you and Frank and agreed that people like us should speak up and not let the nay-sayers monopolize the day.

Enjoy your vacation with Frank. You two deserve a good one.

----- Forwarded message -----

**From:** Edward Helm [REDACTED]  
**Date:** Tue, Oct 31, 2017 at 9:41 PM  
**Subject:** Thursday lunch at the Senior Center  
**To:** Pam Poginy [REDACTED]

Thanks for the update Pam. Sorry if I made your kindness too showy but thank you for coming and sharing your good energy.

And thank you for helping others connect including through the senior center and Thursday lunches. These holidays are especially tough on single and newly single people like the friend you are bringing Thursday.

Earlier today, I spoke to Maurice LeClair who will be coming Thursday. I asked him if he would help Master of Ceremony an after lunch story telling session. He agreed. Brenda suggested that he is a good story teller. My hope is that Maurice

will start with one of his favorite stories and cajole others into telling a fun or scary story about a previous Halloween, childhood experience, or something along these lines.

I hope he brings Patsy Prue who also lives at Mountain View Apartments. He said he'd try.

Would you support Maurice's efforts to encourage others to share a good story, please? Making the Thursday meals fun and participatory will create a welcoming tone and help everyone enjoy the meal more and the company.

If you will, please say something to him when you see him at the beginning of the lunch so he knows he has your good help creating a good social and sharing time towards the end of lunch.

I will be arranging for another cook next week (Corinna Nutting maybe) because Giselle has a conflict plus it would be good to give others a chance to show off their cooking. I'm willing to pay \$15 an hour for 4 hours of work so if you have ideas for someone, I would welcome your suggestions or back up any choice you would make and pay them.

I'm a little worried that it will take the new group months before they get their 501-c-3 IRS determination. Even if it comes exceptionally quickly, many people including your friend would be left high and dry during the holidays without the companionship and support that should be available through the senior center. I'd feel more reassured about the new group if they were organizing some service projects (showing movies, book groups, music events, speakers, etc) during these tough holiday times that helped seniors living by themselves better connect with friends and others. I don't like the feeling that they'd rather shut down the Thursday lunches (or me or some others) than organize ones of their own or some better activities that help seniors.

I intend to keep the Thursday lunches going at least through the New Year. Can you keep the pies coming?

I said to Maurice that we should offer a second piece of one of your good pies to anyone sharing a Halloween or good story. He responded that one piece of your good pie is incentive, payment, enough! So you see you have plenty of pie fans!

Thank you.

On Oct 31, 2017 7:46 PM, "Pam Poginy" [REDACTED] wrote:

Hi Ed,

Just wanted to make you aware that I took my name off your "corrections to the editor" email as I'd like to just do what the Lord wants me to do anonymously, as did the gracious donar "appear" out of the blue with a generous grant. Think you get my drift!!!!

I am taking a friend Thursday who has no transportation and introducing her to the meal site. She hasn't been before to any of the meal sites. Lost her husband last year and is really lonely. Hope this helps some.

Haven't had a chance to talk with either Cathy's yet to see what's happening with the new board. Will get a chance in due time!

Hoping all is warm and well. We had a terrific wind and rain storm Sunday and Monday, with places getting hit hard. Here, nothing much to speak of. A few downed trees but not like Burlington and other vicinities. We did lose power for a couple of hours just as NASCAR was about to start!! Really!!!!!! We were truly blessed again!

Will chat again after the meal on Thursday. This week, let them eat cake!!!!!!  
Pam

On 10/30/2017 11:42 AM, Edward Helm wrote:

Dear Editor:

There will be a meal again at the Senior Center (basement of Memorial Hall in Barton Village) starting at 10:30 am (for cards and coffee) and lunch at noon this Thursday, November 2, as there has been the last two weeks.

Thanks to an anonymous gift of up to \$1000 (if matched one to one payable to "Senior Art Escrow, Box 171 Barton Vt. 05822", a 501-C-3 organization), these Thursday lunches will continue for the next two months.

Several people have been working to ensure that meals and fellowship continue as Barton seniors sort out what they want for the future. With an estimated 30% of seniors living alone, the holidays can be a lonely and unhappy time without places like the senior center to meet friends and break bread. (If people need holiday meals delivered in Barton Village, we will work to see that they are. Please call me at [REDACTED] so I can help arrange for this.)

Please correct your misleading and incorrect information in last week's article "New senior center is in the works" including these:

"But this week and last week, people have stepped up to donate food."

And former Barton Senior Center cook Giselle Chevally has offered to cook without pay for a few Thursdays."

These Chronicle assertions are incorrect. Ms. Chevally will be paid to cook and clean up this Thursday as she has been the last two weeks. The food the first week was bought, not donated. The food last week, thanks to the generosity of Parson's Corner and Pam Poginy, was donated for the most part. More volunteers and donations are welcome including contributions to match the anonymous \$1000 matching grant.

Sincerely,

Ed Helm [REDACTED]

'Seasonal Resident' and  
soon to be Barton Vermont Voter

**Renner, Jamie**

---

**From:** Renner, Jamie  
**Sent:** Tuesday, December 26, 2017 1:38 PM  
**To:** Brenda Lowther  
**Subject:** Follow up q

Brenda,

Just to confirm: at the Barton Senior Center, were seniors required to pay for weekly meals, or did the Senior Center provide the meals for free? If seniors paid, was the fee somehow discounted? Was the fee just a "suggested donation"? Did the same fee/approach apply to shut-ins, as well?

I'm happy to discuss by phone if that's easiest.

Thanks,

Jamie

Jamie Renner  
Assistant Attorney General  
Office of the Vermont Attorney General  
109 State Street  
Montpelier VT 05609-1001  
802-828-5947 (direct)



**Renner, Jamie**

---

**From:** Renner, Jamie  
**Sent:** Friday, December 29, 2017 11:51 AM  
**To:** Adrien Helm  
**Subject:** RE: Greater Barton Arts, Incorporated response to request for information  
**Attachments:** 12-29-17 Ltr to GBA.PDF

Adrien,

Attached please find a letter regarding GBA's response of December 8. Please let me know whether you have any questions.

With kind regards,  
Jamie

Jamie Renner  
Assistant Attorney General  
Office of the Vermont Attorney General  
109 State Street  
Montpelier VT 05609-1001  
802-828-5947 (direct)

**From:** Adrien Helm [REDACTED]  
**Sent:** Friday, December 08, 2017 1:28 PM  
**To:** Renner, Jamie <Jamie.Renner@vermont.gov>  
**Cc:** Adrien Waller Helm [REDACTED]; Carol Youmans [REDACTED]; Edward Helm [REDACTED]; Trish Bermon [REDACTED]  
**Subject:** Greater Barton Arts, Incorporated response to request for information

Mr. Renner,

I have attached a document of response to your request of earlier this week for information concerning Barton Senior Center and Greater Barton Arts.

A "hard" copy is being sent to you in addition.

Adrien Helm  
Chair, GBA Board

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

THOMAS J. DONOVAN, JR.  
ATTORNEY GENERAL

JOSHUA R. DIAMOND  
DEPUTY ATTORNEY GENERAL

WILLIAM E. GRIFFIN  
CHIEF ASST. ATTORNEY  
GENERAL



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STATE OF VERMONT  
OFFICE OF THE ATTORNEY GENERAL  
109 STATE STREET  
MONTPELIER, VT  
05609-1001

December 29, 2017

Ms. Adrien Helm  
Greater Barton Arts  
[REDACTED]

**Re: Distribution from Barton Senior Center**

Dear Ms. Helm:

Thank you for your letter-response of December 8, 2017 on behalf of Greater Barton Arts (GBA). Based on your letter, it is our understanding that the former Barton Senior Center (BSC) distributed \$20,000 and certain tangible property to GBA, and that GBA intends to use these assets for the following purposes<sup>1</sup>:

- To provide free art classes to seniors;
- To facilitate other free art-related activities for seniors, including, potentially, “field trips to area museums and cultural venues, special lunches with speakers and a possible video/film series”;
- To provide “a maker space, classroom and studio spaces” that members of the public, including seniors, may utilize; and
- To operate a café that members of the public, including seniors, may patronize.

You indicated that “[s]ome of the tangible assets in the form of equipment currently in Memorial Hall will be used by GBA in its center,” but did not specify whether and how GBA intends to use these and other tangible assets donated by the BSC for senior-specific purposes.<sup>2</sup>

As I have indicated in prior correspondence, it is the Vermont Attorney General’s responsibility to ensure that assets of charitable organizations are properly directed, including at dissolution. See 11B V.S.A. 12.02(g). In this instance, the purpose of the BSC was to “promote the interest of all Senior Citizens without regard to race, creed, or religion[;]... act as liaisons

<sup>1</sup> This letter does not address funds related to the Barton Hydro Municipal Planning Grant.

<sup>2</sup> In your undated letter to Barton Village that you included as Attachment B, you stated that “[i]t is our hope and intention that Memorial Hall tenants and the Village itself will continue to use these items. However, at some point in the future, GBA may move some of these items for use in its programming and activities.” This representation was likewise unclear in terms of whether and how GBA intends to utilize these assets to benefit seniors, in particular.

between the elderly and all Agencies engaged in programs designed to promote Health, Welfare and the enrichment of Life for the Aging[;]... provide social and cultural activities on a regular basis[; and] provide a hot meals program in a social setting and deliver hot prepared meals to shut ins.” See Barton Senior Center, Inc. By-Laws, Article II (“Objectives”). Further, the BSC’s bylaws required that, upon dissolution, “all property and assets shall be distributed to an organization or organizations selected by the Board, **whose purposes, missions, goals, and functions are consistent with and substantially similar to** those of the [BSC]. . . .” See BSC Bylaws, Article XI (“Dissolution”) (Emphasis added). Notably, this bylaw is consistent with the laws governing charitable organizations, which generally prohibit the diversion of charitable assets from their intended purposes.

Although it seems that GBA intends to utilize BSC assets for (in BCS’s terms) “social and cultural purposes” that “promote the interest of Senior Citizens without regard to race, creed, or religion,” it appears that the GBA does not currently intend to direct these assets toward:

- Serving as a liaison between seniors and relevant “Agencies,” or
- Providing hot meals to both congregated and shut-in seniors.

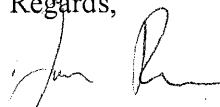
We are particularly concerned that the GBA does not currently intend to use BSC assets for the provision of such meals. This is for several reasons.

First, without regard to income, Barton-area seniors have access to other liaisons to senior-related agencies (such as the Northeast Kingdom Council on Aging). Second, in practice, the provision of such meals was a primary, if not the priority, function of the BSC. Accordingly, organizations and individuals who donated to the BSC (and whose donations make up the \$20,000 that the BSC distributed to GBA) would have fairly expected their donations to be used for this particular purpose. Indeed, we recognize the contributions GBA and Mr. Helm made to support the provision of these meals by the BSC and in the BSC’s absence. Third, insofar as the BSC provided meals to vulnerable populations, including low-income individuals and shut-ins, we are concerned that the diversion of assets to other causes is to the detriment of those in need. Finally, as mentioned above, the BSC’s bylaws and state law require that the BSC’s assets are used in line with the BSC’s objectives.

Based on the foregoing, we invite the GBA to revisit and clarify a proposal for use of BSC funding that gives similar priority to the provision of meals as it currently does to the provision of social and cultural activities. In the meantime, please preserve the distribution until it can be fully dedicated to a purpose consistent with the mission of the issuing entity.

I would welcome a telephone call to further discuss this matter.

Regards,



Jamie Renner  
Assistant Attorney General

**Renner, Jamie**

---

**From:** Adrien Helm [REDACTED]  
**Sent:** Tuesday, January 16, 2018 5:20 PM  
**To:** Renner, Jamie  
**Cc:** Edward Helm  
**Subject:** Re: Greater Barton Arts, Incorporated response to request for information

Mr. Renner,

Thank you for checking in. We are formulating our response which will be forthcoming soon.

I have learned that BSC relied on Maple Lane to provide meals for shut-ins for years in the area and only rarely provided 'take out' meals when asked to by neighbors of whomever was unable to participate on a given day. Occasionally Mr. Fisher was called and asked to bring a take out meal. The Tuesday Thanksgiving meal this year, by Mr. Helm's arrangements, did send ample left-overs home for those who wanted to recreate a meal on the Thursday.

More soon.

On Tue, Jan 16, 2018 at 4:36 PM, Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)> wrote:

Adrien,

I'm writing just to touch base and confirm that you received the email below. I look forward to GBA's response to it.

Regards,

Jamie

**From:** Renner, Jamie  
**Sent:** Friday, December 29, 2017 11:51 AM  
**To:** 'Adrien Helm' [REDACTED]  
**Subject:** RE: Greater Barton Arts, Incorporated response to request for information

Adrien,

Attached please find a letter regarding GBA's response of December 8. Please let me know whether you have any questions.

With kind regards,

Jamie

Jamie Renner

Assistant Attorney General

Office of the Vermont Attorney General

109 State Street

Montpelier VT 05609-1001

802-828-5947 (direct)

**From:** Adrien Helm [REDACTED]

**Sent:** Friday, December 08, 2017 1:28 PM

**To:** Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)>

**Cc:** Adrien Waller Helm [REDACTED]; Carol Youmans [REDACTED] Edward Helm

[REDACTED] Trish Bermon [REDACTED]

**Subject:** Greater Barton Arts, Incorporated response to request for information

Mr. Renner,

I have attached a document of response to your request of earlier this week for information concerning Barton Senior Center and Greater Barton Arts.

A "hard" copy is being sent to you in addition.

Adrien Helm

Chair, GBA Board

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

--  
Adrien

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

**Renner, Jamie**

---

**From:** Renner, Jamie  
**Sent:** Tuesday, January 16, 2018 4:37 PM  
**To:** Adrien Helm  
**Subject:** RE: Greater Barton Arts, Incorporated response to request for information

Adrien,  
I'm writing just to touch base and confirm that you received the email below. I look forward to GBA's response to it.  
Regards,  
Jamie

**From:** Renner, Jamie  
**Sent:** Friday, December 29, 2017 11:51 AM  
**To:** 'Adrien Helm' [REDACTED]  
**Subject:** RE: Greater Barton Arts, Incorporated response to request for information

Adrien,

Attached please find a letter regarding GBA's response of December 8. Please let me know whether you have any questions.

With kind regards,  
Jamie

Jamie Renner  
Assistant Attorney General  
Office of the Vermont Attorney General  
109 State Street  
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802-828-5947 (direct)

**From:** Adrien Helm [REDACTED]  
**Sent:** Friday, December 08, 2017 1:28 PM  
**To:** Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)>  
**Cc:** Adrien Waller Helm [REDACTED]; Carol Youmans [REDACTED]; Edward Helm [REDACTED]; Trish Bermon [REDACTED]  
**Subject:** Greater Barton Arts, Incorporated response to request for information

Mr. Renner,  
I have attached a document of response to your request of earlier this week for information concerning Barton Senior Center and Greater Barton Arts.  
A "hard" copy is being sent to you in addition.



Adrien Helm  
Chair, GBA Board

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

**Renner, Jamie**

---

**From:** Renner, Jamie  
**Sent:** Thursday, February 08, 2018 4:41 PM  
**To:** Adrien Helm  
**Subject:** Follow up

Adrien:

Thank you for your letter of Jan. 21. Rather than write back, I think it'd be most expedient and productive to speak by phone. Do you have time next week to talk?

Regards,  
Jamie

## Renner, Jamie

---

**From:** Adrien Helm [REDACTED]  
**Sent:** Monday, February 12, 2018 9:21 AM  
**To:** Renner, Jamie  
**Subject:** Re: Follow up

Mr. Renner,  
The best number is [REDACTED].  
Adrien Helm

On Mon, Feb 12, 2018 at 9:06 AM, Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)> wrote:

Thanks. What number should I reach you at?

-Jamie

**From:** Adrien Helm [REDACTED]  
**Sent:** Friday, February 09, 2018 3:13 PM

**To:** Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)>  
**Cc:** Edward Helm [REDACTED]  
**Subject:** Re: Follow up

Mr. Renner,  
Friday at 10:30 will be fine.

On Fri, Feb 9, 2018 at 12:24 PM, Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)> wrote:

Could we talk next Friday at 10:30 EST?

-Jamie

**From:** Adrien Helm [REDACTED]  
**Sent:** Friday, February 09, 2018 9:39 AM  
**To:** Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)>

Cc: Edward Helm [REDACTED]  
Subject: Re: Follow up

Dear Mr. Renner,

Any morning next week after 10 A.M. would be fine to talk by phone:

[REDACTED]

You may recall that funds from the Barton Hydro Municipal Planning Grant administered by my husband were entrusted to the Barton Senior Center for hospitality services anticipated and for distributions to certain academic organizations, and were partially returned by BSC as they ended operations. A balance of \$265 of those funds remained undistributed by BSC when they ended operating. Mr. Helm is impatient to satisfy the remaining obligation to the Barton Graded Academy during this school year and intends to use some of the grant from BSC to do so.

I am hopeful that our conversation will resolve remaining issues so that Greater Barton Arts can move forward in expanding services to seniors in Barton in consultation with BSC's Board and leadership.

Adrien Helm

On Thu, Feb 8, 2018 at 4:40 PM, Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)> wrote:

Adrien:

Thank you for your letter of Jan. 21. Rather than write back, I think it'd be most expedient and productive to speak by phone. Do you have time next week to talk?

Regards,

Jamie

--

Adrien

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

--

Adrien

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Adrien

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

**Renner, Jamie**

---

**From:** Adrien Helm [REDACTED]  
**Sent:** Saturday, March 10, 2018 4:27 PM  
**To:** Renner, Jamie  
**Subject:** Re: Letter re: Barton Senior Center  
**Attachments:** Letter of Transmittal.pdf; GBA Board Resolution 22018.pdf

Mr. Renner,

I sent a resolution of our Board by regular mail. I will scan it into this email for you. I'm so glad I followed up.

Thanks for your prompt response to my email of this morning.

With thanks for your attention to this matter, I am

Yours sincerely,

Adrien Helm

On Sat, Mar 10, 2018 at 1:39 PM, Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)> wrote:

Adrien,

Thank you for the email. I have not received anything from you since our last telephone conversation. Could you please re-send whatever documents represent GBA's latest commitments regarding the funds in question? A copy by email is preferable, in terms of allowing me to review the matter more quickly.

Regards,  
Jamie

On Mar 10, 2018, at 12:57 PM, Adrien Helm [REDACTED] wrote:

Dear Mr. Renner,

I hope you received my phone message last Monday and will find time this week to send Greater Barton Arts the "no objection" letter you referenced in our last conversation. As we move forward to establish a physical space and plan for expanded activities for seniors in Barton, such a letter will be important.

Please let me know if and why such a communication will **not** be forthcoming in the next few days so that we can proceed accordingly.

With kind personal regards,

## Adrien Helm

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

--

Adrien

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*Edward Everett Hale*



P.O. Box 171  
Barton, Vermont 05822  
February 19, 2018

Mr. Jamie Renner, Assistant Attorney General  
Office of the Attorney General of Vermont  
109 State Street  
Montpelier, Vermont 05609-1001

Dear Mr. Renner,

After our conversation last Friday, February 15, 2018, I drafted the enclosed Resolution and circulated it for approval among the Board of Directors of Greater Barton Arts, Incorporated for their approval. It was duly approved. I therefore send it to you.

It is my hope that your letter codifying the Attorney General's Office's "no objection" to the transfer of assets from Barton Senior Center to Greater Barton Arts will be forthcoming soon. I greatly appreciate your expressions of confidence and support for Greater Barton Arts.

With best wishes, I am

Yours sincerely,

Adrien W. Helm  
Chair, Board of Directors  
Greater Barton Arts, Incorporated

**Resolution of the Board of Directors of Greater Barton Arts, Incorporated**

**WHEREAS**, Barton Senior Center, Incorporated upon dissolution in the Fall of 2017 made a gift of \$20,000 and other tangible assets to Greater Barton Arts, Incorporated, and

**WHEREAS**, the Board of Directors of Greater Barton Arts, Incorporated approved the acceptance of these gifts, and

**WHEREAS**, the Board of Directors of Greater Barton Arts, Incorporated accepted these gifts with the understanding that they would be used to expand programming and activities for seniors, in consultation with the leadership of Barton Senior Center, Incorporated

**NOW THEREFORE BE IT RESOLVED** Greater Barton Arts, Incorporated will specifically use a portion of the gifts from Barton Senior Center Incorporated to provide free congregate meals for seniors as a component of its expanded programming and activities for seniors.

APPROVED this 16<sup>th</sup> day of February 2018 by the Board of Greater Barton Arts, Incorporated.

## Renner, Jamie

---

**From:** Renner, Jamie  
**Sent:** Tuesday, March 13, 2018 9:14 AM  
**To:** Adrien Helm  
**Subject:** RE: Letter re: Barton Senior Center

Adrien,

Thank you for the email and sharing this resolution for review.

In our last call, we seemed to be on the same page that a substantial portion of the BSC funds would be directed to providing free congregate meals to seniors, given BSC's articles, bylaws and state nonprofit law. While I'm sure that this is not your/GBA's intent, the resolution, as currently written, could technically be satisfied by GBA spending just \$10 providing such meals, as it only requires GBA to spend "a portion" of the Barton Senior Center proceeds in that manner.

To avoid any confusion by current or future board members, and to provide us comfort that GBA's commitments satisfy state nonprofit laws, it would be helpful if your board could amend the resolution. To be helpful, in that regard: you could insert a percentage (we would hope to see an even split as between food and activities) or a phrase (like "equal priority in spending as between" or "substantial portion dedicated to").

Finally, per our last call, we would appreciate it if GBA would include a provision in the resolution for reporting to the VT Attorney General on fund-expenditures one-year out from the date of the resolution.

To be clear, we do not want to micromanage how GBA spends these funds with respect to senior congregate meals; we deem ourselves bound, however, to accept only a resolution that makes the commitment we view to be legally required.

As soon as you are able to provide an amended resolution, we are happy to provide a letter finalizing our review of this matter. Please let me know if you have any questions.

Regards,  
Jamie

**From:** Adrien Helm [REDACTED]  
**Sent:** Saturday, March 10, 2018 4:27 PM  
**To:** Renner, Jamie <Jamie.Renner@vermont.gov>  
**Subject:** Re: Letter re: Barton Senior Center

Mr. Renner,

I sent a resolution of our Board by regular mail. I will scan it into this email for you. I'm so glad I followed up.

Thanks for your prompt response to my email of this morning.

With thanks for your attention to this matter, I am

Yours sincerely,

Adrien Helm

On Sat, Mar 10, 2018 at 1:39 PM, Renner, Jamie <Jamie.Renner@vermont.gov> wrote:

Adrien,

Thank you for the email. I have not received anything from you since our last telephone conversation. Could you please re-send whatever documents represent GBA's latest commitments regarding the funds in question? A copy by email is preferable, in terms of allowing me to review the matter more quickly.

Regards,  
Jamie

On Mar 10, 2018, at 12:57 PM, Adrien Helm [REDACTED] wrote:

Dear Mr. Renner,

I hope you received my phone message last Monday and will find time this week to send Greater Barton Arts the "no objection" letter you referenced in our last conversation. As we move forward to establish a physical space and plan for expanded activities for seniors in Barton, such a letter will be important.

Please let me know if and why such a communication will **not** be forthcoming in the next few days so that we can proceed accordingly.

With kind personal regards,

Adrien Helm

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

--  
Adrien

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*Edward Everett Hale*

**Renner, Jamie**

---

**From:** Adrien Helm [REDACTED]  
**Sent:** Thursday, March 15, 2018 9:47 AM  
**To:** Renner, Jamie  
**Subject:** Revised GBA Resolution  
**Attachments:** Second resolution for Renner.docx

Mr. Renner,

I have attached a revised Resolution of the Greater Barton Arts, Incorporated Board of Directors which I trust will satisfy the requirements of the Attorney General's oversight of the transfer of assets from Barton Senior Center.

With anticipation of your Office's approval, I am  
Sincerely,

Adrien Helm  
Chair, Greater Barton Arts, Incorporated

--  
Adrien

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

**Resolution of the Board of Directors of Greater Barton Arts, Incorporated**

**WHEREAS**, Barton Senior Center, Incorporated upon dissolution in the Fall of 2017 made a gift of \$20,000 and other tangible assets to Greater Barton Arts, Incorporated, and

**WHEREAS**, the Board of Directors of Greater Barton Arts, Incorporated approved the acceptance of these gifts, and

**WHEREAS**, the Board of Directors of Greater Barton Arts, Incorporated accepted these gifts with the understanding that they would be used to expand programming and activities for seniors, in consultation with the leadership of Barton Senior Center, Incorporated

**NOW THEREFORE BE IT RESOLVED** Greater Barton Arts, Incorporated will make a spending priority to use the gifts from Barton Senior Center Incorporated to enable significant spending for free and reduced priced congregate meals for seniors as a component of its expanded programming and activities for seniors and

**FURTHER RESOLVED** to notify the Vt. Attorney General and former leadership of Barton Senior Center Inc. about such Greater Barton Arts, Incorporated's spending one year from the date the Vermont Attorney General indicates that he has approved Barton Senior Center Inc.'s transfers of funds and other tangible assets to Greater Barton Arts, Incorporated.

APPROVED this 13th day of March 2018 by the Board of Greater Barton Arts, Incorporated.

**Renner, Jamie**

---

**From:** Adrien Helm [REDACTED]  
**Sent:** Saturday, March 24, 2018 12:02 PM  
**To:** Renner, Jamie  
**Subject:** Greater Barton Arts

Dear Mr. Renner,

I trust you received my email of March 15, 2018 with the revised GBA resolution. If not please inform me and I will re-send it. I failed to note in that email that Ms. Lowther approved the revised language, as she did the previous version.

I look forward to the "no objection" letter you spoke of in our last conversation. We are moving forward with our planning and await this clearance.

With anticipatory thanks I am

Yours sincerely,  
Adrien Helm

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

**Renner, Jamie**

---

**From:** Renner, Jamie  
**Sent:** Monday, March 26, 2018 11:41 AM  
**To:** Adrien Helm  
**Subject:** RE: Greater Barton Arts  
**Attachments:** 3-26-18 Letter to GBA.pdf

Dear Ms. Helm:

Please see the attached letter regarding the transfer of certain assets from the former Barton Senior Center to Greater Barton Arts. Please let me know whether you have any questions. I will mail you a hard copy of the attached letter, as well.

Regards,  
Jamie

Jamie Renner  
Assistant Attorney General  
Office of the Vermont Attorney General  
109 State Street  
Montpelier VT 05609-1001  
802-828-5947 (direct)

**From:** Adrien Helm [REDACTED]  
**Sent:** Saturday, March 24, 2018 12:02 PM  
**To:** Renner, Jamie <Jamie.Renner@vermont.gov>  
**Subject:** Greater Barton Arts

Dear Mr. Renner,

I trust you received my email of March 15, 2018 with the revised GBA resolution. If not please inform me and I will re-send it. I failed to note in that email that Ms. Lowther approved the revised language, as she did the previous version.

I look forward to the "no objection" letter you spoke of in our last conversation. We are moving forward with our planning and await this clearance.

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Yours sincerely,  
Adrien Helm

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*Edward Everett Hale*

THOMAS J. DONOVAN, JR.  
ATTORNEY GENERAL

JOSHUA R. DIAMOND  
DEPUTY ATTORNEY GENERAL

WILLIAM E. GRIFFIN  
CHIEF ASST. ATTORNEY  
GENERAL



STATE OF VERMONT  
OFFICE OF THE ATTORNEY GENERAL  
109 STATE STREET  
MONTPELIER, VT  
05609-1001

TEL: (802) 828-3171  
FAX: (802) 828-3187

<http://www.ago.vermont.gov>

March 26, 2018

Ms. Adrien Helm  
Greater Barton Arts



**Re: Asset Transfer from Barton Senior Center**

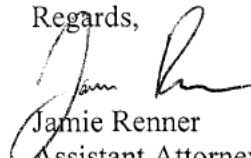
Dear Ms. Helm:

Thank you for providing me a copy of Greater Barton Arts' ("GBA") March 13, 2018 Resolution of the Board of Directors (the "Resolution"), attached hereto as Appendix A. According to the Resolution, and consistent with our prior written communications and conversations, GBA has resolved to use all assets received from the former Barton Senior Center ("BSC")<sup>1</sup> to "expand programming and activities for seniors, in consultation with [former BSC] leadership," and to "make a spending priority... spending for free and reduced priced congregate meals for seniors." Based on the commitments made in this Resolution, and insofar as this Resolution remains in effect and adhered to by GBA, and pursuant to Title 11B of Vermont Statutes Annotated, the Office of the Vermont Attorney General has no objection to GBA's proposed use of the former BSC's assets.

Per the Resolution, within one week of March 26, 2019, please provide my Office with notice of GBA's use of these assets to date, including (1) amounts expended and tangible assets utilized and (2) the purposes of the same.

Please let me know if you have any questions.

Regards,

  
Jamie Renner  
Assistant Attorney General

---

<sup>1</sup> The assets referred to include all assets transferred from the former BSC to GBA upon the former BSC's dissolution, including (1) \$20,000 transferred from the former BSC to GBA on October 27, 2017 and (1) those assets listed by former BSC Executive Dir. Brenda Lowther in Appendix B.

APPENDIX A

**Resolution of the Board of Directors of Greater Barton Arts, Incorporated**

**WHEREAS**, Barton Senior Center, Incorporated upon dissolution in the Fall of 2017 made a gift of \$20,000 and other tangible assets to Greater Barton Arts, Incorporated, and

**WHEREAS**, the Board of Directors of Greater Barton Arts, Incorporated approved the acceptance of these gifts, and

**WHEREAS**, the Board of Directors of Greater Barton Arts, Incorporated accepted these gifts with the understanding that they would be used to expand programming and activities for seniors, in consultation with the leadership of Barton Senior Center, Incorporated

**NOW THEREFORE BE IT RESOLVED** Greater Barton Arts, Incorporated will make a spending priority to use the gifts from Barton Senior Center Incorporated to enable significant spending for free and reduced priced congregate meals for seniors as a component of its expanded programming and activities for seniors and

**FURTHER RESOLVED** to notify the Vt. Attorney General and former leadership of Barton Senior Center Inc. about such Greater Barton Arts, Incorporated's spending one year from the date the Vermont Attorney General indicates that he has approved Barton Senior Center Inc.'s transfers of funds and other tangible assets to Greater Barton Arts, Incorporated.

APPROVED this 13th day of March 2018 by the Board of Greater Barton Arts, Incorporated.

**APPENDIX B**

Mr. Bill May, Attorney  
Barton, Vermont 05822

Dear Mr. May,

In addition to a twenty thousand dollars savings being held in an escrow account for a 501c3 non-profit, as required, (Greater Barton Arts, Inc. Senior Arts Account), The assets listed here should be protected as well, for the above named non-profit:

Food storage freezers 4  
Double door reach in cooler 1  
Standard refrigerator with freezer 1  
Ten burner double oven range 1  
Twenty quart dough mixer with accessories 1  
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Microwave ovens 2  
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Round lifetime tables 4  
Lifetime card table 1  
Lifetime dining room chairs with storage rack 32  
Dining room buss carts 2

Outdoor sign with changeable letters and numbers 1

Karaoke machine with attachments 1

All real property and all improvements to the facility are excluded. A list of all improvements to the facility, paid for through fund raising and grants, is available if requested. All activities offered to our seniors through the years is also available.

Thank you,

Brenda Lowther

A handwritten signature in cursive script that reads "Brenda".

## Renner, Jamie

---

**From:** Renner, Jamie  
**Sent:** Friday, June 15, 2018 3:35 PM  
**To:** 'Paul Heintz'  
**Subject:** Nonprofit follow up  
**Attachments:** 2014-10-07 FINAL Emerge Press Release.pdf; 2016-04-27 AG's Renewed Pet for Dissolution FILED.pdf; Decree of Judicial Dissolution & Order Discharging Receiver (Emerge).pdf; Shemeth - Myers Settlement Agreement.pdf; 3-26-18 Letter to GBA.pdf

Paul,

I've attached some materials reflecting the variety of approaches our Public Protection Division takes in the context of its oversight of certain aspects of VT nonprofit corporations law.

1. In the Emerge case, in light of the serious degree of financial mismanagement by a nonprofit's board, we sued to (1) remove the board, (2) halt the board's spending, (3) have a receiver appointed and, ultimately, (4) dissolve the corporation. After the AGO asked a court to remove the board, the board voluntarily agreed to resign, appoint a receiver, suspend its services (though the AGO coordinated with other similar nonprofits to take over delivery of these important services), and permit the Attorney General to appoint a nominating committee to appoint a new board. Accordingly, the AGO voluntarily withdrew its initial petition. However, after the receiver recommended that the organization was fiscally unable to continue its mission, the AGO successfully moved the court to dissolve the corporation. See attached:
  - a. Press release
  - b. News stories from that time: <http://www.vnews.com/Archives/2014/10/A2BRFs-AEN-VN-102114>;  
<https://vermontbiz.com/news/october/emerge-family-advocates-board-steps-down-deal-vermont-ag>
  - c. Petition & court order for dissolution
2. In the Shemeth-Myers matter, two directors of a dissolved nonprofit corporation (the United Way of Bennington County) improperly directed remaining organizational funds to other organizations in which they maintained personal interests. As a result, and in lieu of court action, our Office entered into a Settlement Agreement with Ms. Shemeth and Myers in which they agreed to pay a certain degree of restitution to the United Ways of VT and to be subjected to certain constraints on their ability to serve as nonprofit directors in the future. See attached:
  - a. Settlement Agreement
3. Finally, in the recent Barton Senior Center / Greater Barton Arts matter, the Barton Senior Center dissolved and directed its remaining assets (approximately \$20k and certain tangible assets) to Greater Barton Arts without conditions. To ensure that Greater Barton Arts would use the funds appropriately (in line with the mission of the Barton Senior Center, and, in turn, the purposes for which donors gave monies to the Barton Senior Center), we required Greater Barton Arts to (1) commit (through corporate resolution and written representations to our office) to using these assets to expand programming and activities for senior citizens with an emphasis on providing free and reduced price congregate meals to this demographic and (2) report to the AGO on their use of these assets one year out (breaking down their amounts expended and purposes for those expenditures). We worked as collaboratively as possible with GBA in coming to this resolution, and the GBA was cooperative throughout our interactions with them. In this regard, this is a more common kind of matter (where our Division approaches and collaborates with well-intended parties to ensure that charitable assets are used appropriately in light of state corporate laws). See attached:



- a. Closure letter from AGO to GBA, which attaches BGA corporate resolution and list of relevant assets. In this letter, we essentially represent that we will not object to GBA's use of these assets as long as they use them in line with the stated / agreed upon purposes.
4. Finally, I mentioned to you that part of my work includes the oversight of charitable trusts. In that vein, I've also attached a court decision in a case I filed objecting to a proposal by trustees of a charitable trust to expend trust funds outside of VT, as my office interpreted the language of the trust to require that the funds be spent within VT (for institutions involved in the treatment of respiratory illnesses). The court found in our office's favor, which prevented the trustees from spending \$30k of charitable trust funds out of state (in what would have been a clearly well intended gesture) and, moreover, clarified that the entirety of the trust (approximately \$350k) needed to be directed to Vermont institutions, going forward.

Thanks for your patience – been a busy week.

-Jamie

Jamie Renner  
Assistant Attorney General  
Office of the Vermont Attorney General  
109 State Street  
Montpelier VT 05609-1001  
802-828-5947 (direct)

## Renner, Jamie

---

**From:** Nathan Sicard [REDACTED]  
**Sent:** Friday, August 17, 2018 4:44 PM  
**To:** Renner, Jamie  
**Subject:** Fwd: Tables, chairs, etc. in Memorial Hall basement.  
**Attachments:** AG Letter Asset Transfer from Barton Senior Center.pdf; Bill May response 2017 10 23.pdf; BASSI Request Transfer of Assets Bill May letter 25Oct17.pdf; Letter from Barton Arts Claiming Former Center Assets 2017 12 04.pdf; Letter to Barton Arts.pdf

Hi Jamie,  
bcc:Trustees

See the message below to the Village. I've attached what Ed provided us stating it was from your office.

Also, I've attached a few documents from last fall that follow the matter.

I think we are on top of it but any clarification from the AG's office would be great to slow the flow of any misrepresentations.

Thank you again for your time.

Sincerely,

Nate

Chair, Barton Village Board of Trustees

----- Forwarded message -----

**From:** Edward Helm [REDACTED] >  
**Date:** Thu, Aug 16, 2018 at 12:42 PM  
**Subject:** Tables, chairs, etc. in Memorial Hall basement.  
**To:** Julie Nelson <[jnelson@bartonvt.com](mailto:jnelson@bartonvt.com)>  
**Cc:** [REDACTED], Nathan Sicard [REDACTED] >, Tin Barton-Caplin [REDACTED], Adrien Helm [REDACTED]

Andy,

Please give me a good time and phone number for you so I can talk with you this afternoon.

I have a copy of a letter to the Chair of Greater Barton Arts from the Vermont Attorney General's office confirming that GBA owns certain assets in the Memorial Hall basement "listed by former BSC Executive Dir. Brenda Lowther" which includes round and dining room tables and chairs and other property.

GBA needs to use some of our property for a dinner tomorrow night and meeting Saturday morning at our new Arts Center in Barton. So it is urgent that I talk either with you or someone this afternoon.

Sincerely,

Ed Helm

Director GBA

[REDACTED]

[REDACTED] cell and text

On Thu, Aug 16, 2018, 12:06 PM Julie Nelson <[jnelson@bartonvt.com](mailto:jnelson@bartonvt.com)> wrote:

Hi Andy,

Ed Helm called to inquire about the tables and chairs downstairs that he said Greater Barton Arts owns.

He would like to speak to you.

At his request he is CC'd in this email so that you have his address.

Thanks,

*Julie Nelson*

*Account Clerk*

*Barton Village, Inc.*

*P.O Box 519*

*17 Village Square*

*Barton, Vermont 05822*

*802-525-4747*

THOMAS J. DONOVAN, JR.  
ATTORNEY GENERAL

JOSHUA R. DIAMOND  
DEPUTY ATTORNEY GENERAL

WILLIAM E. GRIFFIN  
CHIEF ASST. ATTORNEY  
GENERAL



TEL: (802) 828-3171  
FAX: (802) 828-3187

<http://www.ago.vermont.gov>

STATE OF VERMONT  
OFFICE OF THE ATTORNEY GENERAL  
109 STATE STREET  
MONTPELIER, VT  
05609-1001

March 26, 2018

Ms. Adrien Helm  
Greater Barton Arts  
[REDACTED]

**Re: Asset Transfer from Barton Senior Center**

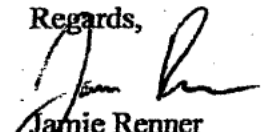
Dear Ms. Helm:

Thank you for providing me a copy of Greater Barton Arts' ("GBA") March 13, 2018 Resolution of the Board of Directors (the "Resolution"), attached hereto as Appendix A. According to the Resolution, and consistent with our prior written communications and conversations, GBA has resolved to use all assets received from the former Barton Senior Center ("BSC")<sup>1</sup> to "expand programming and activities for seniors, in consultation with [former BSC] leadership," and to "make a spending priority... spending for free and reduced priced congregate meals for seniors." Based on the commitments made in this Resolution, and insofar as this Resolution remains in effect and adhered to by GBA, and pursuant to Title 11B of Vermont Statutes Annotated, the Office of the Vermont Attorney General has no objection to GBA's proposed use of the former BSC's assets.

Per the Resolution, within one week of March 26, 2019, please provide my Office with notice of GBA's use of these assets to date, including (1) amounts expended and tangible assets utilized and (2) the purposes of the same.

Please let me know if you have any questions.

Regards,

  
Jamie Renner  
Assistant Attorney General

<sup>1</sup> The assets referred to include all assets transferred from the former BSC to GBA upon the former BSC's dissolution, including (1) \$20,000 transferred from the former BSC to GBA on October 27, 2017 and (1) those assets listed by former BSC Executive Dir. Brenda Lowther in Appendix B.

**Mr. Bill May, Attorney**

**Barton, Vermont 05822**

**Dear Mr. May,**

**In addition to a twenty thousand dollars savings being held in an escrow account for a 501c3 non-profit, as required, (Greater Barton Arts, Inc. Senior Arts Account), The assets listed here should be protected as well, for the above named non-profit:**

**Food storage freezers 4**

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**Etlund commercial can opener 1**

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**Seventeen channel sound system with speakers, microphones, and accessories 1-**

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**Office desk 1 and file cabinets 2**

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**Round lifetime tables 4**

**Lifetime card table 1**

**Lifetime dining room chairs with storage rack 32**

**Dining room buss carts 2**

**Outdoor sign with changeable letters and numbers 1**

**Karaoke machine with attachments 1**

**All real property and all improvements to the facility are excluded. A list of all improvements to the facility, paid for through fund raising and grants, is available if requested. All activities offered to our seniors through the years is also available.**

**Thank you,**

**Brenda Lowther**

*Brenda*

**MAY & DAVIES**

ATTORNEYS AT LAW

BANK BUILDING

BOX 303

BARTON, VERMONT 05822

E-MAIL: [billmay@together.net](mailto:billmay@together.net)

LEE E. EMERSON  
(1898-1976)  
WILLIAM R. MAY  
WILLIAM BOYD DAVIES  
SARA DAVIES COE

TELEPHONE  
(802) 525-3766  
FACSIMILE  
(802) 525-3647

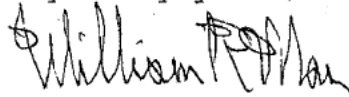
October 23, 2017

Lallie Mambourg, Nutrition Director  
Northeast Kingdom Council on Aging  
481 Summer St., Suite 101  
St. Johnsbury, VT 05819

Dear Ms. Mambourg:

Your letter of October 20<sup>th</sup> has been referred To Ms. Brenda Lowther for response, inasmuch as she has handled the dissolution of the Barton Senior Center.

Very truly yours,



William R. May

WRM:kf  
cc. Ms. Brenda Lowther

*BARTON AREA SENIOR SERVICES INC.  
PO BOX 133  
BARTON VT 05822*

---

October 25, 2017

**VIA EMAIL**

May and Davies  
Attn: Bill May  
[info@maydavies.net](mailto:info@maydavies.net)  
424 Main St #C  
Barton, VT 05822

Dear Mr. May:

I was told by Brenda Lowther that you are handling the legal dissolution of The Barton Senior Center corporation. As you must know, the precipitous closing of the meal site is especially troubling to Barton area seniors.

Last week a group of concerned private citizen volunteers, including myself as incorporator, formed Barton Area Senior Services Inc. (BASSI), a non-profit public benefit corporation registered with the State of Vermont, and filed with the IRS requesting exemption from Federal Income Tax under provisions of IRC Section 501(c)(3) on 10/19/2017. Our new mailing address is PO Box 133, Barton VT 05822.

BASSI is a charitable organization organized and operated exclusively for exempt purposes set forth in IRC section 501(c)(3), and none of its earnings may inure to any private shareholder or individual. It may not attempt to influence legislation as a substantial part of its activities, and it may not participate in any campaign activity for or against political candidates. BASSI's purposes, missions, goals, functions and constituents are consistent with and substantially similar to those of The Barton Senior Center. BASSI's purpose is:

- To promote and support the interests and independence of all senior citizens in the greater Barton area.
- To provide information about aging and related services for older adults, their families, and community, and to act as liaison between the elderly and agencies engaged in programs designed to promote health, welfare and the enrichment of life for the aging.
- To provide social, cultural, educational, and wellness activities on a regular basis.
- To provide a hot congregate meals program in a social setting, and may deliver hot prepared meals to shut-ins.

**BASSI Directors are requesting a complete and full accounting of all assets and activities since the Center closing, with its last event hosted on September 29<sup>th</sup>. We are also requesting that the assets of The Barton Senior Center, including cash, furniture, kitchen, office, electronic and other equipment be transferred expediently to BASSI as its legitimate successor.**

We expect to contract ASAP with the NEK Council on Aging and the Food Bank for critical support, and with Barton Village for access to the Barton Memorial Building Hall and commercial kitchen space, so that we can resume meal site services to area seniors in the shortest possible time.



*BARTON AREA SENIOR SERVICES INC.*  
*PO Box 133*  
*BARTON VT 05822*

---

All BASSI volunteer directors have past history of community service and with The Barton Senior Center, some as Board members and/or officers. They represent a complementary range of skills and experience with senior meal site and non-profit organization and management. All but one are seniors, and all have a passion for serving area seniors with meals, activities, and other critical services. None will receive any financial benefit from serving this new entity. Several people have already indicated interest in key positions that we will post and recruit as soon as we have funds to hire, and many others have expressed willingness to volunteer in various roles to support the effort.

Thank you for your prompt response.

Sincerely,



Cathy Swain, President, Barton Senior Services Inc. (BASSI)

CC via email: Carolyn Greaves Esq., Gensburg, Atwell, and Greaves  
Mary Ann Royer, Vice President and Director, BASSI  
Catherine Reinstein, Secretary and Director, BASSI  
Patricia Tompkins, Treasurer, BASSI  
Dolores Chamberlain, Director, BASSI  
Dara Wiseman, Director, BASSI  
Richard Jesmer, Director, BASSI  
Meg Burmeister, Executive Director, Northeast Kingdom Council on Aging  
Lallie Mambourg, Nutrition Director, Northeast Kingdom Council on Aging

P.O. Box 171  
Barton, Vermont 05822  
November 30, 2017

Barton Village, Incorporated  
17 Village Square  
Barton, Vermont 05822

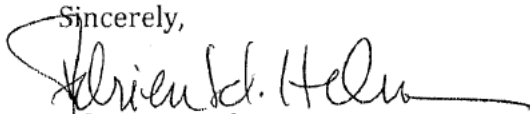
Dear Village,

You are hereby notified that upon dissolution of the Barton Senior Center, Greater Barton Arts, Incorporated (GBA) was offered and has accepted certain tangible items located in Memorial Hall. A list of these items is attached.

It is our hope and intention that Memorial Hall tenants and the Village itself will continue to use these items. However, at some point in the future, GBA may move some of these items for use in its programming and activities. At that time we will provide written notice to the Village Office and request access to the building to remove designated items.

Should you wish us to remove the items immediately, we will arrange to do so. Furthermore, we would look forward to discussing with a Village representative how best to share these assets with the Village.

Sincerely,



Adrien W. Helm

Chair, Board of Directors, Greater Barton Arts, Incorporated

By email communication on November 27, 2017, Attorney Bill May acknowledged the transfer of BSC personal property to Greater Barton Arts, Incorporated with the attached list of assets.

Mr. Bill May, Attorney  
Barton, Vermont 05822

Dear Mr. May,

In addition to a twenty thousand dollars savings being held in an escrow account for a 501c3 non-profit, as required, (Greater Barton Arts, Inc. Senior Arts Account), The assets listed here should be protected as well, for the above named non-profit:

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Lifetime card table 1  
Lifetime dining room chairs with storage rack 32  
Dining room buss carts 2

The second page of the attached list included two additional items: "Outdoor sign with changeable letters and numbers 1 Karaoke machine with attachments 1"

***BARTON VILLAGE, INC.***

*17 VILLAGE SQUARE, SUITE A*

*P.O. BOX 519*

*BARTON, VT 05822*

*(802) 525-4747*

*FAX 802-525-4707*

---

December 11, 2017

Adrien W. Helm



Dear Adrien,

Thank you for your letter dated November 30, 2017. Additional action is necessary regarding the Greater Barton Arts claim to items which may or may not be present in the Barton Village Memorial Building. Please provide evidence that; (a) the former Barton Senior Center, Inc. held title to the items listed in the attachment to your letter, and (b) the Barton Senior Center, Inc. Board of Directors thereafter conveyed its title of these items to the Greater Barton Arts, Inc.

The Barton Senior Center, Inc. Board dissolved the organization in September 2017. Please provide evidence that the Senior Center, prior to dissolution, transferred the list of assets to the Greater Barton Arts organization.

Sincerely,

Barton Village Board of Trustees

## Renner, Jamie

---

**From:** Renner, Jamie  
**Sent:** Monday, August 20, 2018 9:33 AM  
**To:** Adrien Helm  
**Cc:** Nathan Sicard  
**Subject:** BSC Assets

Adrien:

Do you have some time to speak this week?

The President of the Board of Trustees of Barton Village (cc'd here) contacted me out of concern that when the Barton Senior Center (BSC) dissolved and identified for GBA the assets it intended to transfer to it, it may have identified assets that are rightly owned by Barton Village. I just want to clarify, as I believe you're aware, that my Office's intervention in this particular transfer was merely to ensure (1) that GBA was legally eligible to receive any assets from the BSC upon the BSC's dissolution and (2) that GBA uses assets it received and receives from BSC for purposes that are appropriate vis-à-vis state nonprofit law.

**We did not investigate or determine the extent to which BSC's alleged assets for transfer were, indeed, BSC's.**

Accordingly, to the extent that Barton Village, the former Barton Senior Center and GBA disagree with respect to who rightfully owns certain properties, my office takes no position in these disputes and leaves it to the parties to address and resolve them.

Regards,

Jamie

Jamie Renner  
Assistant Attorney General  
Office of the Vermont Attorney General  
109 State Street  
Montpelier VT 05609-1001  
802-828-5947 (direct)

## Renner, Jamie

---

**From:** Renner, Jamie  
**Sent:** Friday, August 17, 2018 5:15 PM  
**To:** Nathan Sicard  
**Subject:** Re: Tables, chairs, etc. in Memorial Hall basement.

Thank you.  
-Jamie

On Aug 17, 2018, at 4:44 PM, Nathan Sicard [REDACTED] wrote:

Hi Jamie,  
bcc:Trustees  
See the message below to the Village. I've attached what Ed provided us stating it was from your office.

Also, I've attached a few documents from last fall that follow the matter.

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Sincerely,  
Nate  
Chair, Barton Village Board of Trustees

----- Forwarded message -----

**From:** Edward Helm [REDACTED]  
**Date:** Thu, Aug 16, 2018 at 12:42 PM  
**Subject:** Tables, chairs, etc. in Memorial Hall basement.  
**To:** Julie Nelson <[jnelson@bartonvt.com](mailto:jnelson@bartonvt.com)>  
**Cc:** [REDACTED] Nathan Sicard [REDACTED], Tin Barton-Caplin  
[REDACTED] Adrien Helm [REDACTED]

Andy,

Please give me a good time and phone number for you so I can talk with you this afternoon.

I have a copy of a letter to the Chair of Greater Barton Arts from the Vermont Attorney General's office confirming that GBA owns certain assets in the Memorial Hall basement "listed by former BSC Executive Dir. Brenda Lowther" which includes round and dining room tables and chairs and other property.

GBA needs to use some of our property for a dinner tomorrow night and meeting Saturday morning at our new Arts Center in Barton. So it is urgent that I talk either with you or someone this afternoon.

Sincerely,  
Ed Helm  
Director GBA  
[REDACTED]

cell and text

On Thu, Aug 16, 2018, 12:06 PM Julie Nelson <[jnelson@bartonvt.com](mailto:jnelson@bartonvt.com)> wrote:

Hi Andy,

Ed Helm called to inquire about the tables and chairs downstairs that he said Greater Barton Arts owns.

He would like to speak to you.

At his request he is CC'd in this email so that you have his address.

Thanks,

*Julie Nelson*

*Account Clerk*

*Barton Village, Inc.*

*P.O Box 519*

*17 Village Square*

*Barton, Vermont 05822*

*802-525-4747*

<AG Letter Asset Transfer from Barton Senior Center.pdf>

<Bill May response 2017 10 23.pdf>

<BASSI Request Transfer of Assets Bill May letter 25Oct17.pdf>

<Letter from Barton Arts Claiming Former Center Assets 2017 12 04.pdf>

<Letter to Barton Arts.pdf>

**Renner, Jamie**

---

**From:** Adrien Helm [REDACTED]  
**Sent:** Monday, August 20, 2018 3:40 PM  
**To:** Renner, Jamie  
**Subject:** Re: BSC Assets

Dear Mr. Renner,

Before speaking to you about your recent email, I am trying to ascertain what information was presented to you by Ms. Lowther concerning the Barton Senior Center's fundraising and successful grant generation to pay for new kitchen equipment, renovations in Memorial Hall, as well as tables and chairs and other various items on the list in your Appendix B. I would ask that you review your notes and memoranda as far as your meeting with Ms. Lowther concerning this same information.

Please forward this information to me so that I can better prepared for our conversation. Should it need be, please consider this a request under the Vermont public records act (1 VSA Sections 315-320).

You should know that this current controversy was caused by GBA's request to take 4 (of 10) tables and chairs from Memorial Hall for an event at our Arts Center. Most of the items on the list in Appendix B are fixed items which we know have been used by all tenants in that space including the organization providing congregant meals to seniors two days a week. We have in no way interfered with that use nor intend to. Furthermore and on at least three occasions we have suggested conversations about the assets. We are fulfilling our obligations as the recipient of BSC's assets.

I look forward to talking with you soon.

On Mon, Aug 20, 2018 at 9:32 AM, Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)> wrote:



Adrien:

Do you have some time to speak this week?

The President of the Board of Trustees of Barton Village (cc'd here) contacted me out of concern that when the Barton Senior Center (BSC) dissolved and identified for GBA the assets it intended to transfer to it, it may have identified assets that are rightly owned by Barton Village. I just want to clarify, as I believe you're aware, that my Office's intervention in this particular transfer was merely to ensure (1) that GBA was legally eligible to receive any assets from the BSC upon the BSC's dissolution and (2) that GBA uses assets it received and receives from BSC for purposes that are appropriate vis-à-vis state nonprofit law.

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Regards,

Jamie

Jamie Renner

Assistant Attorney General

Office of the Vermont Attorney General

109 State Street

Montpelier VT 05609-1001

802-828-5947 (direct)

--  
Adrien

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

## Renner, Jamie

---

**From:** Renner, Jamie  
**Sent:** Monday, August 20, 2018 4:53 PM  
**To:** Adrien Helm  
**Subject:** RE: BSC Assets

Adrien:

Thank you for your response. Would you be willing to chat by phone tomorrow so I could better understand the specifics of your request? Also, just for clarification, I had only asked to speak with you so that I could relay in person what I wrote in my last email. To the extent what I wrote is clear, I don't need to speak again, though I'm happy to answer any questions you might have about the nature of my office's jurisdiction and work with respect to nonprofit dissolutions. Please let me know if you're willing to talk to at least discuss your public records request.

-Jamie

**From:** Adrien Helm [REDACTED]  
**Sent:** Monday, August 20, 2018 3:40 PM  
**To:** Renner, Jamie <Jamie.Renner@vermont.gov>  
**Subject:** Re: BSC Assets

Dear Mr. Renner,

Before speaking to you about your recent email, I am trying to ascertain what information was presented to you by Ms. Lowther concerning the Barton Senior Center's fundraising and successful grant generation to pay for new kitchen equipment, renovations in Memorial Hall, as well as tables and chairs and other various items on the list in your Appendix B. I would ask that you review your notes and memoranda as far as your meeting with Ms. Lowther concerning this same information.

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Regards,

Jamie

Jamie Renner

Assistant Attorney General

Office of the Vermont Attorney General

109 State Street

Montpelier VT 05609-1001

802-828-5947 (direct)

--

Adrien

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

## Renner, Jamie

---

**From:** Nathan Sicard [REDACTED]  
**Sent:** Monday, August 20, 2018 5:44 PM  
**To:** Renner, Jamie  
**Subject:** Fwd: Barton Village Trustees and Greater Barton Arts Incorporated

FYI

----- Forwarded message -----

**From:** Bernard Lambek <[blambek@zclpc.com](mailto:blambek@zclpc.com)>  
**Date:** Mon, Aug 20, 2018 at 4:34 PM  
**Subject:** RE: Barton Village Trustees and Greater Barton Arts Incorporated  
**To:** Adrien Helm [REDACTED]  
**Cc:** [nathan.sicard@gmail.com](mailto:nathan.sicard@gmail.com) [REDACTED]

Dear Ms. Helm,

Thank you for your letter and attachments.

Kindly provide me with documentation that the assets involved (tables and chairs) are currently owned by Greater Barton Arts. The March 26 letter from AAG Renner does not, in my view, establish that GBA owns the assets. In your letter to me, you mention that "BSC's board decided GBA was a suitable 501(c)(3) organization to receive its assets upon dissolution." Please also provide me with a copy of the BSC Board resolution on that point. I will review whatever documentation you provide me and will advise the Village Trustees based on that information.

Thank you and best regards,

Bernie Lambek

Bernard D. Lambek, Esq.  
Zalinger Cameron & Lambek, P.C.  
140 Main Street | Montpelier, VT 05602  
phone (802) 223-1000 ext. 4003 | fax (802) 223-5271 | [www.zclpc.com](http://www.zclpc.com)

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**From:** Adrien Helm [REDACTED]  
**Sent:** Monday, August 20, 2018 12:52 PM  
**To:** Bernard Lambek <[blambek@zclpc.com](mailto:blambek@zclpc.com)>  
**Subject:** Barton Village Trustees and Greater Barton Arts Incorporated

Dear Mr. Lambek,

Please see the attached letter concerning a conflict presently occurring between Greater Barton Arts and the Barton Village Trustees. Despite several invitations from GBA to have conversations concerning this matter the Village has not reciprocated.

Adrien Helm

Chair Board of Directors

Greater Barton Arts



*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

## Renner, Jamie

---

**From:** Nathan Sicard [REDACTED]  
**Sent:** Monday, August 20, 2018 7:00 PM  
**To:** Renner, Jamie  
**Cc:** Adrien Helm  
**Subject:** Re: BSC Assets  
**Attachments:** Counsel on Aging Letter to Attorney thought to represent BSC but didnt.pdf

Hi Jamie/Adrien,

I would say that the Village Trustee's don't specifically claim ownership of BSC assets, such as property that is in the Village municipal building. I find it very disturbing that all asset's shared or known to belong to BSC would not remain in the facility for the next senior meal site operators as previous Trustee's agreed not to charge the BSC rent as a result of improvements to the municipal hall and kitchen. This was a significant financial gift of heat and electricity from the resident of Barton Village.

I'm concerned about 2 items. 1). The Village has not received any document stating that the BSC Board of Directors gave the former manager (Brenda Lowther) any authority to dispose of BSC assets to Greater Barton Arts. We requested this information in December '17. GBA was not in the conversation until well after the BSC dissolved and I don't believe that we will receive the information. 2). There are funds that may be misused. Specifically \$20k as discussed in the attached letter. If GBA has this money it needs to be returned to the organization that has been operating a senior meals site in our building since December of 2017.

The Trustee's meet on the 2nd and 4th monday's of the month and we will be discussing the matter. Our elders who have been generous enough to volunteer their time to ensure the operation of meals site deserve to do so with these matters resolved.

Sincerely,  
Nate  
Chair, Barton Village Board of Trustees

On Mon, Aug 20, 2018 at 9:33 AM Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)> wrote:

Adrien:

Do you have some time to speak this week?

The President of the Board of Trustees of Barton Village (cc'd here) contacted me out of concern that when the Barton Senior Center (BSC) dissolved and identified for GBA the assets it intended to transfer to it, it may have identified assets that are rightly owned by Barton Village. I just want to clarify, as I believe you're aware, that my Office's intervention in this particular transfer was merely to ensure (1) that GBA was legally eligible to receive any assets from the BSC upon the BSC's dissolution and (2) that GBA uses assets it received and receives from BSC for purposes that are appropriate vis-à-vis state nonprofit law.



**We did not investigate or determine the extent to which BSC's alleged assets for transfer were, indeed, BSC's.**

Accordingly, to the extent that Barton Village, the former Barton Senior Center and GBA disagree with respect to who rightfully owns certain properties, my office takes no position in these disputes and leaves it to the parties to address and resolve them.

Regards,

Jamie

Jamie Renner

Assistant Attorney General

Office of the Vermont Attorney General

109 State Street

Montpelier VT 05609-1001

802-828-5947 (direct)



October 20, 2017

William R. May, Esq.  
P.O. Box 303  
Barton, VT 05822

Dear Mr. May,

I am writing today to make you aware that a \$20,000 check sent to the Department of Aging & Independent Living (DAIL) from the dissolved Barton Senior Center, under the management of Brenda Lowther, was destroyed by the recipient on October 6, 2017. Enclosed you will find email correspondence regarding said check.

The parties in the email are myself, Nutrition Director here at the Council; Meg Burmeister, Executive Director of the Council; and Mary Woodruff from DAIL. As stated by Mary in the email, "research by the DAIL business shows that the Barton Senior Center did close out its federal grant for infrastructure improvements. The \$20,000 clearly belongs to the senior center".

Since the Barton Senior Center (BSC) no longer exists, Meg and I believe that the Council should be the retainer of this funding until a new senior center is established for the greater Barton area. We are holding Older American Act funding for such, but could not renew a contract this fiscal year to the BSC because guidelines had not been followed by the Board and manager for several years; and our attempts to discuss these concerns were willfully disregarded.

I had hoped to converse with you on October 6 when this action was taken by DAIL, but never did receive a call back. Hopefully you will respond to this written information in a timely and courteous manner. Thank you.

Sincerely yours,

Lallie Mambourg, Nutrition Director

Enc: 2



## Renner, Jamie

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**From:** Adrien Helm [REDACTED]  
**Sent:** Tuesday, August 21, 2018 10:59 AM  
**To:** Renner, Jamie  
**Subject:** Re: BSC Assets

Mr. Renner,

Thank you for your email. I am writing in order that we each have a clear record of this communication.

My public records request is for any notes or memoranda of yours concerning your time spent with Ms. Lowther going over her financial records of the Barton Senior Center.

However at this point I would expand my request to include any reports or memoranda or other written communication you wrote or received concerning the Barton Senior Center transfer of assets to Greater Barton Arts, including any communication which triggered the initiation of your inquiry and investigation of this matter.

I realize this request will make more work for you, however, GBA's request to use four tables and some chairs has "kicked the hornet's nest" and I need to protect GBA with all possible facts.

Thank you.

On Mon, Aug 20, 2018 at 4:52 PM, Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)> wrote:

Adrien:

Thank you for your response. Would you be willing to chat by phone tomorrow so I could better understand the specifics of your request? Also, just for clarification, I had only asked to speak with you so that I could relay in person what I wrote in my last email. To the extent what I wrote is clear, I don't need to speak again, though I'm happy to answer any questions you might have about the nature of my office's jurisdiction and work with respect to nonprofit dissolutions. Please let me know if you're willing to talk to at least discuss your public records request.

-Jamie

**From:** Adrien Helm [REDACTED]  
**Sent:** Monday, August 20, 2018 3:40 PM  
**To:** Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)>  
**Subject:** Re: BSC Assets

Dear Mr. Renner,

Before speaking to you about your recent email, I am trying to ascertain what information was presented to you by Ms. Lowther concerning the Barton Senior Center's fundraising and successful grant generation to pay for new kitchen equipment, renovations in Memorial Hall, as well as tables and chairs and other various items on the list in your Appendix B. I would ask that you review your notes and memoranda as far as your meeting with Ms. Lowther concerning this same information.

Please forward this information to me so that I can better prepared for our conversation. Should it need be, please consider this a request under the Vermont public records act (1 VSA Sections 315-320).

You should know that this current controversy was caused by GBA's request to take 4 (of 10) tables and chairs from Memorial Hall for an event at our Arts Center. Most of the items on the list in Appendix B are fixed items which we know have been used by all tenants in that space including the organization providing congregant meals to seniors two days a week. We have in no way interfered with that use nor intend to. Furthermore and on at least three occasions we have suggested

conversations about the assets. We are fulfilling our obligations as the recipient of BSC's assets.

I look forward to talking with you soon.

On Mon, Aug 20, 2018 at 9:32 AM, Renner, Jamie <[Jamie.Renner@vermont.gov](mailto:Jamie.Renner@vermont.gov)> wrote:

Adrien:

Do you have some time to speak this week?

The President of the Board of Trustees of Barton Village (cc'd here) contacted me out of concern that when the Barton Senior Center (BSC) dissolved and identified for GBA the assets it intended to transfer to it, it may have identified assets that are rightly owned by Barton Village. I just want to clarify, as I believe you're aware, that my Office's intervention in this particular transfer was merely to ensure (1) that GBA was legally eligible to receive any assets from the BSC upon the BSC's dissolution and (2) that GBA uses assets it received and receives from BSC for purposes that are appropriate vis-à-vis state nonprofit law.

**We did not investigate or determine the extent to which BSC's alleged assets for transfer were, indeed, BSC's.**

Accordingly, to the extent that Barton Village, the former Barton Senior Center and GBA disagree with respect to who rightfully owns certain properties, my office takes no position in these disputes and leaves it to the parties to address and resolve them.

Regards,

Jamie

Jamie Renner

Assistant Attorney General

Office of the Vermont Attorney General

109 State Street

Montpelier VT 05609-1001

802-828-5947 (direct)

--  
Adrien

*"I am only one. But still, I am one. I cannot do everything, but still I can do something. And because I cannot do everything, I will not refuse to do the something I can do."*

*Edward Everett Hale*

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Adrien

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*Edward Everett Hale*

## Renner, Jamie

---

**From:** Renner, Jamie  
**Sent:** Wednesday, August 22, 2018 10:01 AM  
**To:** Adrien Helm  
**Subject:** RE: BSC Assets  
**Attachments:** 8-22-18 Ltr re Public Records Request.pdf

Ms. Helm:

Please see the attached letter regarding your public records act request, to which we will respond within ten business days of August 20, 2018. We have sent a hard copy as well to [REDACTED]. Please advise if there is a Vermont address to which I should direct any future correspondences.

Regards,  
Jamie

Jamie Renner  
Assistant Attorney General  
Office of the Vermont Attorney General  
109 State Street  
Montpelier VT 05609-1001  
802-828-5947 (direct)

**From:** Adrien Helm [REDACTED]  
**Sent:** Tuesday, August 21, 2018 10:59 AM  
**To:** Renner, Jamie <Jamie.Renner@vermont.gov>  
**Subject:** Re: BSC Assets

Mr. Renner,

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Thank you.

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**From:** Adrien Helm <[adriehelm@gmail.com](mailto:adriehelm@gmail.com)>  
**Sent:** Monday, August 20, 2018 3:40 PM  
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Jamie

Jamie Renner

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Office of the Vermont Attorney General

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--

Adrien

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Adrien

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*Edward Everett Hale*

THOMAS J. DONOVAN, JR.  
ATTORNEY GENERAL

JOSHUA R. DIAMOND  
DEPUTY ATTORNEY GENERAL

WILLIAM E. GRIFFIN  
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05609-1001

TEL: (802) 828-3171  
FAX: (802) 828-3187

<http://www.ago.vermont.gov>

August 22, 2018

Ms. Adrien Helm  
Greater Barton Arts



**Re: Public Records Request**

Dear Ms. Helm:

I write in response to your public records act requests of August 20th and 21st, 2018. Pursuant to 1 V.S.A. § 318(a)(5)(B), the Attorney General's Office will need to invoke its right to additional time to respond due to the need to search for, collect, and appropriately examine the records requested.

We will consider both of your requests to have been made and received on August 20<sup>th</sup> and will respond within ten business days of that date.

Thank you.

Sincerely,

A handwritten signature in black ink, appearing to read "Jamie Renner".

Jamie Renner  
Assistant Attorney General