



Draft Minutes of the Steering Committee
St. Barnabas Church, Norwich, Vt.
January 11, 2010

Attending: Nancy Franklin (chair), George Watkins, Joe Sampson, John Lawe, David Deen, Peter Gregory, Bill Roberts, Sharon Francis, Rebecca Brown, Adair Mulligan, Gary Moore.

1. Administration.

a. Minutes of Dec. 14, 2009. Peter Gregory motion to approve, noting that procurement policy should read address federal “procurement” (not “funding”) requirements” at the bottom of page 2. Unanimous.

b. Bylaw Revisions. Bev, Nancy, and Peter have been reviewing the changes, but Nancy will find someone to take Bev’s place while she is recuperating. We still need to finish the personnel policy revision at the Jan. 25 CRJC meeting, and will also bring up the finance committee then.

c. Finance Committee. Sharon distributed a draft committee charter based on one used by the Society for the Protection of NH Forests. Re membership David suggested using “ratify” or “approve” by commissioners rather than “advise and consent” so that the full commissions approves the appointments of members by the steering committee. Joe moves that under “responsibilities #2” the committee will approve hiring the auditor, in consultation with the executive director, make recommendations on acceptance of the audit to commissioners, review and make recommendations on the execution of the 990 tax filing to commissioners, and that the steering committee retain its role in working with the executive director on the budget, rather than the finance committee itself proposing a budget, and that full commission approval be sought for this proposal. Peter second. Three in favor, George, Nancy, and Sharon vote no, motion fails, 3-3. After discussion, George and Sharon changed their vote to “yes” and the motion passed.

2. Financial Reviews

a. Financial Report, December. The discussion centered on (b) below although the statement was circulated.

b. Anticipated Revenue and Accounts Payable. Re NH DOT Byway, the auditor at DOT is auditing our invoice submitted in October, and questioning the indirect cost rate. FHWA and NH DOT say that we did not get a pre-approved rate and will not fund any of our indirect costs, as our ‘05 application did not specify a rate. Sharon sent an appeal letter to the DOT assistant commissioner Brillhart (see #3 below) explaining that we were never asked for indirect costs rate in the course of developing our grant agreement with NHDOT, that the ‘05 application did not ask for these costs, and that it would be impossible for staff to do the work without expenses for computers, telephone,

rent, insurance, etc.. Sharon has been doing personal follow ups on all our Accounts Receivable, and expects payment this week of \$16,000 from NH Moose Plate and \$57,899 from NH OEP, which covers staff and administrative costs. The NHDES payment for work on the Mohawk River will arrive within two weeks. We did not have to borrow money to meet payroll and other obligations last month.

c. 2008 990 submission. Copies were distributed. In the future the Finance Committee will review and recommend approval of this annual tax filing. It is due Feb. 15, and we will get approval to submit from the commissions on Jan. 25. Sharon will review the key points with Larry Reed. Gary notes this is the first time the commissioners will review this, which will help make their responsibilities clearer.

3. Indirect Cost Update.

Peter suggests looking at our '05 Byway application and how we calculated personnel costs to see if indirect costs were incorporated. He says a cognizant agency should approve the indirect rate in letter form. Once we calculate the rate with Larry Reed, we should go to the federal agency that gives us most funding and get approval for them. Peter has also offered to meet with Larry and Sharon to discuss the rate issues and procedures.

4. Program Updates.

a. Byway. As long as the NHDOT payments are in dispute, we can't continue to incur contractor expenses, although we can incur staff costs, Sharon said. Peter clarified that on an accrual basis, all of our work done this year will appear within this year's budget, even if cash reimbursement is not received until after June 30th. We should find out if we can use our indirect costs as match. Vtrans is now requiring a 20 percent match for their federal pass through grants. Previously it had been 10%. We are planning to seek federal Byway funding to update our corridor management plan, and to support our work with the waypoint communities. Peter agreed with Sharon's suggestion that RPCs as subcontractors need to offer their own match. We have a Vermont funded contract for itineraries, and we are proceeding with that. We would like to get approval from NH to continue on the Web site contract.

b. Ct. River Paddlers' Trail. Adair reported on a meeting of parties involved with paddling. Our Recreation Plan recommends that some organization take responsibility for campsites and overall management. The Vt. River Conservancy and Northern Forest Canoe Trail are working on establishing northern sites. The conservancy invited stakeholders to a meeting last month, and each organization was asked to discuss what they might add. Our Headwaters subcommittee may recommend campsites; one organization should be a clearinghouse or coordinator, maintaining a Web site, help with planning, grant seeking. Could the commissions take a direct role in this? No other organization except the Watershed Council has a bi-state role. Adair thinks there may be grants available for paddler trail coordination. Sharon is not in favor of CRJC's getting into campsite maintenance responsibilities, although is supportive of Adair's participation in the coordination as long as it does not cost us money. Adair will watch for opportunities.

c. American Forest Foundation project. Hubbard Brook and other organizations are involved with a project funded by an NRCS grant to the American

Forest Foundation to come up with an innovative payment for ecosystem services, with landowners providing exemplary stewardship for water quality. The Ct. River watershed from White River confluence north is one of two geographic target areas. We have been asked to be a member of the watershed technical committee. Hank has volunteered to back up on the committee. It is a three-year project. The committee agreed Adair should participate.

5. CRJC Agenda. Personnel policy, 990, finance committee. There is a new Saint Gaudens superintendent, Rick Kendall, whom Sharon will invite.

6. Other Business. The next steering committee meeting will be Feb. 16 (Tuesday). The annual meeting will be June 1. John would like to keep steering committee meetings at the church to six, with the seventh elsewhere.

David reported that the Ball Mt. Dam has critical problem areas including foundation seepage issues, according to the Army Corps of Engineers. The downstream Townsend Dam will be used to store water in flood situations. Blue Heron Hydro is proposing a facility there. David does not know how these structural problems will affect its application.

Adair will do final water resources presentation on Wednesday in Brattleboro and an ILEAD lecture at Dartmouth at Haldeman Hall on Thursday between 3 and 5.

Adjourned at 11:23.