

Watershed Agricultural Council

Agriculture ♦ Forestry ♦ Conservation Easements ♦ Economic Viability

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Minutes of the Watershed Agricultural Council Meeting January 26, 2016

I. Meeting called to order at 1:10 p.m.

Directors Present:

Larry Burgin
Dave Cammer
Fred Huneke
Richard Giles
Jason Coleman
Steve Reed
Sally Fairbairn
Ed Blouin, NYC DEP

John Verhoeven
Tom Hutson
Chris DiBenedetto
John Riedl
Karl Gockel
Ken Smith
Bud Gladstone


Richard Giles, Secretary 3/22/16
Date

Directors Absent:

Jennifer Grossman

Patrick Rider

Others Present:

Craig Cashman
Amy Faulkner
Ryan Naatz
Tom Pavlesich
Elaine Poulin
Brian LaTourette
Heather Magnan

Thomas Artale
Josh Gorman
Kristan Morley
Rob Birdsall
John Jackson
Larry Hulle

Sally Fairbairn asked for modifications to the Agenda, none were requested.

II. Approval of Minutes

Motion to approve the minutes of the December 15, 2015 as modified per discussion. Also to clarify that the statement Craig Cashman made during the discussion regarding the Walton Office lease with Delaware County SWCD... 'WAC is prohibited from entering into a lease agreement that runs longer than the current contract with DEP, so a short term lease will be discussed, with the same timeline of the amendment currently being negotiated with DEP.' is inaccurate, WAC is allowed to enter into lease agreements for longer than the term of the contract if certain conditions are met within the lease.

Motion: John Riedl

**Second: Dave Cammer
Approved**

III. Executive Director Report - Craig Cashman

A. Operational Report

As reported last month, Craig and key staff completed an RFP for the services of a consultant to assist WAC in developing a Strategic Plan update and evaluating the business process of the Agricultural Program. Michael Chamberlain submitted a proposal in response to that request, and DEP has since approved the sole source procurement of Michael Chamberlain for the services. This process will begin at the Directors Only meeting on February 1st, which Michael will be facilitating. Michael will be around the WAC offices meeting with key staff, partners and Directors over the next 6 to 8 months to get both of those projects completed. Any and all recommendations Michael makes will be presented to the full Council. The Council will review all recommendations and determine which ones they would like to implement. The April All Staff meeting will be facilitated by Michael Chamberlain and focus on strategic planning as well.

Last month it was reported that DEP was suggesting a 12-month extension through an amendment to the current Agricultural and Forestry Program Contract, further discussion has led to an 18-month extension to that contract through an amendment that would extend the time-frame to December of 2018, add funding and additional deliverables. This draft amendment will be presented to the Executive Committee in February and if approved will be forwarded to Council for a vote in February. Negotiations will begin in the summer on the five-year contract.

Craig, along with select members of the Property/Building Task Force, will be meeting with Dave Warne tomorrow regarding the process for the building of the new facility and how funding for that will be provided. DEP has agreed that \$65,000 from the current contract can be utilized to evaluate and identify available properties. The 18-month Amendment to the Agricultural and Forestry Contract that is currently being negotiated will include \$100,000 to purchase land that is identified. However, DEP still needs to determine how the funds to build the new facility will be delivered to WAC, whether it will be its own stand-alone contract that will need to be developed or if the funds will be included in the five-year contract that will begin to be negotiated this summer. Craig stated that we can realistically anticipate being into a new facility in or around 2021.

Craig, Sally and Thomas recently met with Rick Weidenbach regarding the lease for the Walton Office space that expires in March of this year. At that time the intent was to negotiate a lease agreement until at least the end of December, 2018. The owner of the building is currently working on addressing the items that were noted by the Walton Code Enforcement Officer as a result of inspection. The intent is to have a draft lease for the space in hand to forward to DEP for review and approval in mid-February.

Amy gave a brief staffing update that included: interviews have been completed for the position of Engineering Technician (Small Farms Program) position, a decision will be

made this week on an offer; the Forestry Educator Intern position is currently being advertised; Rob Birdsall has accepted the position of Stewardship Coordinator with the Easement Program; Applications from internal candidates for the position of Small Farms Coordinator are being accepted at this time; and the Acquisitions Specialist position in the Easement Program that MacKenzie Waro is vacating will be advertised internally in the coming week.

B. Programmatic Report

Program Managers gave reports on their program areas. These reports included:

- The Annual Report was mailed out at the end of December, with a select number of recipients, approximately 300, also receiving an appeal letter requesting donations to the Easement Stewardship Fund. In future years the goal will be to mail the report around the beginning of December.
- The Pure Catskill Membership drive is in full swing, this year becoming a Pure Catskills Member and getting in The Guide can be done on the purecatskills.com website.
- Larry Hulle reported that the program has gained some ground regarding the FSA not allowing cost sharing for re-enrollments. It has been determined that if a change in standards is causing the need for upgrades, then the practice is eligible for the FSA cost share. Staff reviewed the workload and the majority of the projects fall within that category. Which means that originally it was estimated WAC would need to cover an additional \$246,000 in upgrades with the lack of FSA cost-share, but as it turns out \$230,000 of that will in fact be eligible for cost-sharing.
- The Delaware County Soil and Water Conservation District has partnered with the NYS Department of Agriculture and Markets to deliver a new grants program to support agricultural projects in Delaware County. Applications for funding are now available through the Southern Tier Agricultural Industry Enhancement Program (STAIEP). This grants program was developed to help farmers increase farm production, enhance profitability and make on-farm environmental improvements.

IV. Chair's Report – Dave Cammer

A. Committee Assignments

Sally reported that no changes are being made to Committee Assignments for this year.

B. Directors Only Meeting

The Directors Only meeting will be held Monday, February 1st. The meeting is at SUNY Delhi, Farrell Hall and starts at 10am. The meeting will be facilitated by Michael Chamberlain and will focus on the strategic plan.

V. Governance Committee – Chris DiBenedetto

A. Executive Committee Members

Upon the recommendation of the Governance Committee, Motion to approve Fred Huneke and Tom Hutson as at-large members of the Executive Committee for the term of February 1, 2016 through January 31, 2018.

Motion: Chris DiBenedetto

Second: Karl Gockel

Approved

B. Governance Committee Members

Motion to approve the Chair's appointment of Chris DiBenedetto, Chair; Richard Giles, Steve Reed, John Verhoeven and Tom Hutson to the WAC Governance Committee.

Motion: Chris DiBenedetto

Second: Dave Cammer

Approved

C. Approval of Audit Committee Members

Motion to approve the Chair's appointment of Ken Smith, Chair; John Verhoeven and Steve Reed to the WAC Audit Committee.

Motion: Chris DiBenedetto

Second: Fred Huneke

Approved

D. Attendance Waivers

Upon the recommendation of the Governance Committee, motion to issue attendance waivers for the following Committee members that did not achieve the required attendance at committee meetings: Larry Burgin, Fred Huneke, Steve Reed, Jake Rosa, Betsey Ryder, Robert Tompkins, Barbara Howard, John Verhoeven, Abby Wilson and Richard Giles.

Motion: Chris DiBenedetto

Second: Tom Hutson

Approved

E. By-law modifications

As discussed last month as a result of the FY14 Audit, Hinman, Howard & Kattell conducted a review of the Council's by-laws and other organizational documents to ensure compliance with the Non-profit Revitalization Act. The attorney returned a draft of the WAC by-laws with suggested modifications. The by-laws, with proposed modifications highlighted, were distributed to the Council last month; Chris asked Directors to submit questions to he and Amy prior to the January meeting. No questions were received. Chris requested comments at this time. The following questions were posed:

- Should the minimum number of Directors be lowered from fifteen (15) to three (3) as the modifications propose? Is that the number that is required by law as a minimum? There is concern by most of the board that that is too low.
- Do these changes suggest that the Audit and Regulatory Committees take over the oversight of the endowment fund? The concern is that DEP is not represented on either of those Committees.
- Should the voting structure of the Easement Committee be detailed in the by-laws?

- Can a Director only abstain when there is a conflict of interest? Can a director be prohibited from abstaining? Can Director's be compelled to vote?

Amy will follow up with the attorney to get answers to these questions.

V. Finance Committee - John Riedl

A. November Financials

Motion to accept the November Financial Statements on the recommendation of the Finance Committee.

Motion: Dave Cammer

Second: Fred Huneke

Approved

B. Mid-Year Budget Revision

The proposed Mid-Year Budget Revision was distributed in the packets, with a cover memo detailing modifications.

Motion to approve the mid-year Budget Revision as presented.

Motion: Dave Cammer

Second: Bud Gladstone

Approved

C. Funding Requests

Thomas reported that WAC is still waiting on the CAT403 (Easement Contract) payment requests for the past two quarters. One request was submitted in August and another one in November, these requests total approximately \$1.2 million. Recently DEP has informed WAC that they need verification of our subcontractors insurance which is something that WAC has never been required to provide. In addition to this being a new requirement, the fact that it took DEP staff months to inform the finance staff that these documents were needed in order to process the request is problematic. With the one request being submitted in August, it wasn't until December 23rd that Thomas was informed through email that DEP needed additional documentation to process it.

Easement program payment requests do not seem to be processed as expeditiously as the Ag and Forestry contract requests are. The additional paperwork that was requested has recently been sent to DEP. Craig and Thomas followed up with a phone call to Jeff Graf at DEP to discuss the time frame for which the request will be processed and money received, however they haven't been able to connect with Jeff as of this time.

The WAC/DEP contract states that DEP will make payment within 30-45 days of receipt of the request; however that has not been the case historically. Craig plans to mention this issue to Dave Warne at the meeting tomorrow and ask for his assistance in getting the past payments processed and to also work to better structure the payment process. Thomas stated that WAC will likely have to access the line of credit at the end of February if payments are not received by that time.

XII. NYC DEP Report – Ed Blouin

Ed reported that he is still waiting to hear the status of the grant proposal for the RCPP funding, expect a response in the next couple of weeks.

XIII. Executive Session

Motion to go into Executive Session to discuss legal matters and contract negotiations.

Motion: Fred Huneke

Second: Bud Gladstone

Approved

Motion to come out of Executive Session.

Motion: Dave Cammer

Second: Bud Gladstone

Approved

Meeting adjourned at 3:45 p.m.