

# Watershed Agricultural Council

Agriculture ♦ Forestry ♦ Conservation Easements ♦ Economic Viability

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## Minutes of the Watershed Agricultural Council August 23, 2022

### I. Meeting called to order at 10:05 a.m.

#### Roll Call:

#### Directors Present, via Zoom:

Eleanor Blakeslee-Drain

Dwight Bruno

Dave Cammer

James Darling

Paul Gallay

Richard Giles

Wayland Gladstone

Karl Gockel

Jennifer Grossman

Fred Huneke

Tom Hutson

Steve Reed

John Verhoeven

Marilyn Wyman

John Vickers

#### Directors Absent:

None

#### Others Present, via Zoom:

Ryan Naatz

Amy Faulkner

Carol Bishop

Larry Hulle

Pete Steenland

Rob Orleski

Tom Pavlesich

Gibson Durnford

Serena Orleski

Kayla Atanasoff

Kristan Morley

Heather Magnan

Michael Vander Werff, NYC DEP

Dudley Harris, NYC DOI

Cynthia Irizarry, NYC DOI

Patrick Palmer, NYS DOH

Paul Kaczmarczyk, NYS DOH

Morgan Zyzik-Tarbell, NYS DOH

Elizabeth DeFalco, The Reporter

## II. Approval of Minutes

***Motion to approve the July 26, 2022 minutes, as presented.***

**Motion: Tom Hutson**

**Second: Dwight Bruno**

***Approved***

## III. Additions to the Agenda

Ryan added four items to the agenda. Items one, two, and three were added to the *Executive Director's Report*, and item four was added as a discussion item in *Executive Session*:

1. 44 West Street Sublease Status
2. Ploutz Demolition (Presented by Pete Steenland and Rob Orleski)
3. NYSEG Public Hearing Notice
4. Certification Agreement and Conflict of Interest Statements

## IV. Strategic Visioning Working Group Presentations:

### A. Guiding Documents – Karl Gockel

Karl indicated that the Guiding Documents were not yet finished, but that he expects to present them soon at an upcoming Council meeting.

### B. Board Recruitment and Orientation – Fred Huneke

Fred presented WAC's updated Board member recruitment process that has been utilized by the Governance Committee in the Council's most recent search for additional members. He explained that the Strategic Visioning Working Group sought to update and expand on its previous recruitment process to ensure that selected candidates are qualified and that their interests are aligned with WAC's mission and goals. He concluded by stating that the working group will begin updating the orientation process for newly elected board members by the end of this year, and all Directors are invited to be involved in that process.

Paul Gallay, being the most recently elected Board member, added that he was very pleased with the time and attention he was given throughout his recruitment process.

### C. Board Structure – Jennifer Grossman

Jennifer presented a proposed plan for Board restructuring. In addition to improving the process for recruiting and orienting new Board members, the Strategic Vision Working Group sought to consider ongoing training and self-assessment of the existing Board. The basis for this restructuring came from WAC's 2016 Strategic Plan which indicated that Governance functions should be considered a top priority as the organization continues to change and grow.

Overall, the Board Restructure Working Group proposed a restructuring that would reduce the number of Committees, and subsequent meetings, in order to be more time-effective without sacrificing communication of crucial information. Under this proposal, the Board would have three “core” Committees:

1. An Executive Committee would be maintained but with the inclusion of Human Resources, Endowment, Building and Finance.
2. An Oversight Committee (*which would not be comprised of any Board members that sit on the Executive Committee*) to oversee Governance, Policy, Audit, and Regulatory Review.
3. An External Affairs Committee that would incorporate Economic Viability, Communication & Outreach, Public Relations, as well as Resource Development.

In addition, there would be four program Committees:

1. Agricultural Committee (including the Nutrient Management Sub-Committee)
2. East of Hudson Committee
3. Forestry Committee
4. Easement Committee

Jennifer had already received some feedback ahead of the meeting that she wanted to open for discussion. The first being a suggestion from Paul to keep Finance separate based on his experience working with other non-profit organizations. Others agreed that Finance should have its own Committee.

Each Committee would have the general charges alluded to earlier with specific duties and responsibilities outlined. She asked if anyone had questions or comments on the charges, duties and responsibilities proposed for each

Committee. There were discussions about rearranging some Committee charges, as well as implications for DEP participation and non-Council Committee members if the Committees became “Committees of the Board” instead of “Committees of Corporation.”

John Vickers’ concern was that if Committees were restructured as “Committees of the Board,” only the Commissioner’s Representative would be a voting member. He stated that he would seek clarification if additional Representatives could be appointed or if someone could be present in his place because the alternative would require him to sit on every Committee.

Jennifer clarified that non-Council members would remain on Committees as advisory members that would be able to contribute but would not have voting powers. There was some consensus that it would make sense to have non-Council members on Committees as a way for potential Council members to first become familiarized with the organization, and as a way for existing Council members to vet potential candidates for recruitment.

With all those considerations in mind, the Board Restructure Working Group will make the suggested changes and present for further discussion at the next Council meeting. Jennifer asked that Council members and staff please reach out with any additional feedback.

Before moving on to the next topic of discussion, Jennifer also asked where WAC stood in engaging with NYCON as an advisor. Ryan and Cynthia indicated that any engagement would likely be months away. Cynthia had already reached out to NYCON and was awaiting a response. She explained that DEP and DOI discussed DOI managing the contract with NYCON seeing as DOI is the Monitor in the Monitorship Agreement. With that said, Jennifer stated that Council would continue to fine-tune the Board structure in the meantime.

## **V. Executive Director’s Report – Ryan Naatz**

### **A. Programmatic and Operational Updates**

#### **1. 44 West Street Sublease Status (addition)**

Ryan picked up on conversations discussed at the previous Council meeting regarding the WAC sublease of the 44 West Street office space. Ryan and Amy were waiting on a reply from DCSWCD regarding a letter sent outlining

WAC's health and safety concerns for staff working in the building. Ryan could report that since then he'd received a phone call from the Executive Director, Larry Underwood, acknowledging those concerns and committing to trying to address them.

Ryan continued by saying that WAC's legal counsel affirmed that the current lease agreement was inadequate for a commercial space. With that said, WAC requested an updated lease agreement that would redefine the responsibilities of the landlord and include provisions for insurance requirements, tenant protection, escrow for monies if terms and conditions were not met, and so on. Amy offered to have the WAC attorney draft a proposed lease, but Larry Underwood stated that he would have the DCSWCD attorney, Kevin Young, draft a new lease. On August 3<sup>rd</sup> Ryan received confirmation that Kevin Young would provide the draft for WAC's legal counsel to review prior to the expiration of the current lease on September 30<sup>th</sup>. He plans on sharing the revision with the Board when it becomes available.

Ryan then asked for any questions or comments. There was some discussion about the length of the proposed lease agreement and alternative options for new spaces. There was some agreement that it made the most sense to sign a long-term agreement to coincide with the CAT-487 extension which is set to expire in March 2025. With the only viable alternative space being attainable years down the road, a long-term lease with a provision to terminate the agreement if terms and conditions were not met was deemed the only path forward at the moment.

## 2. Ploutz Demolition (addition) – Pete Steenland and Rob Orleski

Ryan explained that WAC had been working for several years to find a suitable alternative office space that could house both the Hamden and Walton staff. Right now, WAC is in the process of trying to secure funding for the demolition of existing structures on the Ploutz property under the current CAT-403 extension. The long-term goal would be to construct a new, WAC owned, office space on the property. Ryan asked Pete and Rob to update everyone on what they'd been doing to get that demolition project started, and provide more information to John Vickers and his team as they work to secure the funding approvals.

Pete started by giving some background on the Ploutz structures. He explained that in 2018, WAC procured the services of O'Brien and Gere to perform a Hazard Mitigation Study of the three existing structures. The results of that study determined that all three structures contained various levels of asbestos-laden materials.

Pete continued by saying that with that information in mind, he had been working with Tom Ganz and Michael Vander Werff to plan the next steps in safely removing the structures. Together they determined that there were two options; (1) remove the asbestos materials first and then demolish the structures, or (2) treat all materials as contaminated and demolish accordingly. In addition to the hazardous materials, the structures themselves are in such disrepair that they are unsafe to occupy, and therefore option one would be out of the question.

The next step would be to get cost estimates to DEP for the demolition funding request. Rob could report that the timeline for securing that funding would likely be in spring 2023, and that the project notice, bidding, demolition and removal of materials would take at least seven weeks from start to finish. He explained that WAC would not file for the building condemnation until the funding for the project was secured because some condemnations require mitigation timelines.

### 3. NYSEG Public Hearing Notice (addition)

*\*Note that Ryan first attributed this notice for a proposed acquisition by eminent domain for the Moriarty conservation easement, but later corrected himself and stated that the notice was in regards to the Michael Merritt (Emerald Isle, LLC) conservation easement.*

Ryan asked Serena, as Easement Program Director, to give Council some background information on the easement and the general comments that WAC plans to present at the public hearing.

Serena elaborated on an email she sent to Council on Friday, August 19<sup>th</sup> regarding the notice. She explained that she received the *Notice of Public Hearing* on the afternoon of Thursday, August 18<sup>th</sup>, via FedEx, announcing that the hearing would take place at 6:00 p.m. on Tuesday, August 23<sup>rd</sup>. The notice also indicated that additional information and materials regarding the proposed acquisition were available at the Cannon Free Library. She reported that she requested those materials but that library staff knew nothing about

them and were not able to locate them. Her comments at the Public Hearing would be based on her existing knowledge of the eased property and the information that was contained in the notice. She went on to summarize her planned public comments and questions at the hearing:

- (1) State that WAC holds a conservation easement over the tax parcels identified in the notice;
- (2) State that WAC's Deed of Conservation Easement is a payment for development rights program, meaning that Michael Merritt was paid for his conservation easement;
- (3) Explain how the conservation easement is already serving a public good;
- (4) State that Michael Merritt had proposed a right-of-way request to the Easement Program but that it was denied at the Committee level after much deliberation over the impacts to the conservation value of the forests;
- (5) Emphasize the benefits of conservation easements held in perpetuity;
- (6) Ask why the existing corridor is unable to be utilized and if other routes that are not encumbered by a conservation easement had been considered;
- (7) Ask if the acquisition is seeking to condemn or extinguish the conservation easement;
- (8) Ask about the notice process; as a named party, WAC only received direct notice four days prior to the hearing.

## **VI. Chair's Report – Bud Gladstone**

Bud had nothing to report other than the NYSEG Public Hearing Notice that Serena already discussed.

## **VII. Finance Committee – Karl Gockel and Carol Bishop**

### **A. Preliminary June Financials**

Karl and Carol included the preliminary June financial statements in the packet materials. Finance is still working to account for *depreciation* and *leave accruals*, and

anticipate having the finalized statements for both June and July available for a vote at the next Council meeting.

**B. Bank Account Access – Motion**

Carol explained that WAC has a small investment account with Edward Jones for donated easements, and the motion put forward would update the authorized representatives listed on the account.

***Motion to approve the following individuals be authorized representatives on all Watershed Agricultural Council's accounts held at Edward Jones: (1) Carol Bishop, Finance Director, (2) Jacklyn Dunlop, Staff Accountant, and (3) Ryan Naatz, Executive Director.***

**Motion: Fred Huneke**

**Second: Tom Hutson**

***Approved***

**VIII. Governance Committee – John Verhoeven**

John reported that Governance had finished all interviews for Board recruitments. The Committee will meet in the coming weeks to make final decisions for new Board members.

**IX. Easement Committee – Tom Hutson**

Tom reported that the Easement Program is making further progress in filling vacant staff positions. Serena had finished interviews and offered positions for the *Easement Program Acquisitions Coordinator* and *Land Conservation Stewardship Specialist*. The program is currently waiting to receive formal acceptances for those positions.

**X. Agricultural Committee – Steve Reed**

**A. Program Approvals**

***Upon the recommendation of the Agricultural Committee, motion to approve the following Whole Farm Plan Revisions:***

**1. DEP-165 – Revision 15 – 2021 Design Workload Revision (Backlog)**

**Motion: Jim Darling**

**Second: John Verhoeven**

***Approved***

**2. DEC-048 – Revision 18 – CREP Re-enrollment Revision & Cover Crops**



**Motion: Bud Gladstone**

**Second: Fred Huneke**

***Approved***

**3. DES-126 – Revision 12 – Cover Crops**

**Motion: Tom Hutson**

**Second: John Verhoeven**

***Approved***

**4. DEC-147 – Revision 14 – CREP Re-enrollment**

**Motion: Dave Cammer**

**Second: Karl Gockel**

***Approved***

**B. Announcements**

1. Steve reported that the Agricultural Program's Farm Tour event will be held on Thursday, October 20, 2022 and an agenda will be available soon.
2. Larry Hulle announced his retirement coming up on Friday, November 11, 2022. Members and staff congratulated Larry and thanked him for his work.

**XI. Forestry Committee – Dave Cammer**

Dave had nothing to report. He asked for any questions or comments on the Forestry Committee meeting minutes.

**XII. East of Hudson Committee – Fred Huneke**

**A. Program Approval**

***Motion to approve the East of Hudson Committee Charge: "To oversee and be responsible for the good governance and oversight of the Watershed Agricultural Council's East of Hudson Program and to continue with the development and implementation of the EOH Program to protect water quality, enhance economic viability of farms and promote agriculture in the EOH Watershed," as described in the "Proposal for Board Committee Restructuring and Next Steps" memorandum dated July 26, 2022 by the Board Restructure Working Group.***

**Motion: Steve Reed**

**Second: Jim Darling**

***Approved***

**XIII. Economic Viability Committee – Richard Giles**

Kristan reported that EV’s grant round closes next week, and that the submissions will be reviewed during September’s Committee meeting before they are brought to Council.

**XIV. NYC DEP Report – John Vickers**

**A. Payment Requests**

John could report that Michael, Tom, and himself signed off on the August payment requests for CAT-403, CAT-450, CAT-487e, and CAT-487c. He also reported that a draft amendment to the CAT-403 extension was submitted to DEP legal counsel, who reviewed and edited the draft. He is still looking to meet with the incoming and outgoing DEP *Chief Contracting Officer* soon to review the updated draft amendment; in that meeting he will also discuss the funding for the demolition of the structures on the Ploutz property.

**B. Climate-Smart Commodities Grant**

DEP reviewed the submitted draft proposal; comments and questions were submitted to Ryan and Jennifer for their consideration. Jennifer told John that they will be reviewing the comments and questions in the next couple weeks and they will touch base with him soon after. She also told Council that the announcement of grant recipients is expected in four to six weeks.

**XV. NYS DOH, US EPA Reports**

Patrick reported that DOH continues to work through the responses to comments for the draft Filtration Avoidance Determination (FAD). DOH is currently in discussions with US EPA and NYS DEC on the comments, and will be in discussions soon with the city regarding implementation. He anticipates that the draft will be finalized in one to two months.

**XVI. Other**

There were no further items of discussion.

**XVII. Executive Session**

***Motion to enter Executive Session at 11:52 a.m. to discuss Conflict of Interest Policy.***

**Motion: John Vickers**

**Second: Steve Reed**

***Approved***

***Motion to go out of Executive Session at 12:17 p.m.***

**Motion: Tom Hutson**

**Second: Steve Reed**

***Approved***

**XVIII. Adjournment**

***Motion to adjourn the meeting at 12:17 p.m.***

**Motion: John Vickers**

**Second: Marilyn Wyman**

***Approved***

The next meeting will be held on September 27, 2022 at 10:00 a.m.