Minutes of the Watershed Agricultural Council
January 26, 2021

I. Meeting called to order at 1:05 pm via Zoom call.

Directors Present, via video conference call:
Dwight Bruno      Marilyn Wyman
Dave Cammer      Richard Giles
Wayland Gladstone      Steve Reed
Karl Gockel      Larry Burgin
Jennifer Grossman      Fred Huneke
Tom Hutson      John Riedl
John Verhoeven      Eleanor Blakeslee-Drain
James Darling      Jeff Graff, NYC DEP

Others Present, via Zoom:
Ryan Naatz      Amy Faulkner
Heather Magnan      Tom Pavlesich
Gibson Durnford      Kristan Morley
Larry Hulle      Tyler Van Fleet
Josh Gorman      Nate Townsend
Elaine Poulin      John Jackson
Pete Steenland      Cindy McCarthy
Brian LaTourette      Morgan Zyzik, NYS DOH
Patrick Palmer, NYS DOH      Paul Kaczmarczyk, NYS DOH

II. Approval of Minutes
Motion to approve the minutes of December 15, 2020, as presented.
Motion: Fred Huneke
Second: Bud Gladstone
Approved

III. Executive Director’s Report – Ryan Naatz
A. Program Report
   Ryan explained that Program Manager updates would be given through the Managers’ Memo from the Senior Leadership Team that was distributed to the group prior to the meeting. Program Managers provided additional information to the bullets included in the Managers’ Memo. This approach is intended to increase and improve communication amongst senior leaders, programs, Committees and Council.
   Ryan reported that the Agricultural Program is working with Heather Magnan to distribute a letter to all participants on the financial status of WAC and the impact on programming and payments. That letter will also be sent to all Council and Committee members.
B. Operational Report
- Payment Request/Financial Status: The CAT 450 Amendment allowed for the successful transfer of funds to the CAT 403 account to be used in strict accordance with the terms and conditions of CAT 403 for the stewardship and administration of the Program; no Acquisition with the exception of the Truesdell closing. WAC also received payment #22 for a total of approximately $265,000; a portion of the funds were withheld temporarily while WAC provided more information regarding a survey invoice. Those withheld funds will be moved into payment #23. Payment 6E is still with OEA for review, and staff are working on payments 7E and 7C. With the receipt of the CAT 450 funds and payment #22 we can discontinue the use of the line of credit at this time. The Program remains on strict austerity measures. Portions of payments 22, 23 and 24 will be utilized to pay off the Wayne Bank line of credit as well as the monies owed to CAT 487. Future payment requests will be utilized to pay back the CAT 450 loan. Amy provided an update on the PPP loan application. The group discussed how monies will be tracked and managed as payments are received. Jeff asked how much CAT 403 owes CAT 487; Ryan explained the exact amount is being double checked and he will have it by the end of the week. CAT 403 will be paying back CAT 487 with payments 22, 23 and 24. He also reported that hopefully 6E will be received by WAC within the next couple of weeks. Jennifer asked the hierarchy between what will be ‘paid back’ first. Ryan responded that the original intent is detailed in the Cash Flow worksheet that was developed but he is still working on those details.

IV. Chair’s Report – Dave Cammer
A. Committee Assignments
- Dave Cammer will leave the Committee Assignments up to the next Chair.

B. Corrective Action Plan
- Dave recognized Tom Pavlesich for the work that he has done assisting the Council in developing and capturing this plan. The group will accept this plan with the understanding that the impending audit may inform some future modifications.

Motion to accept the current version of the Corrective Action Plan as the Final Draft, and forward to DEP.
Motion: Fred Huneke
Second: Bud Gladstone
Approved

V. Governance Committee – John Verhoeven
A. Slate of Officers and Ad-hoc Executive Committee Member
Upon the recommendation of the Governance Committee, Motion to appoint the following slate of officers to the Council of Directors: Chair – Wayland Gladstone, Vice-Chair – Dave Cammer, Treasurer – Karl Gockel and Secretary – Richard Giles for the term of February 1, 2021 through January 31, 2023 and to add Fred Huneke as an ad-hoc voting member of the Executive Committee for the term of February 1, 2021 through January 31, 2022.
Motion: Steve Reed
Second: Larry Burgin
Approved

B. Governance Committee Appointments
Motion to approve the Chair’s appointments of John Verhoeven, Chair; Larry Burgin, Richard Giles, Steve Reed and Tom Hutson to the WAC Governance Committee.
Motion: Bud Gladstone  
Second: Dwight Bruno  
Approved  

C. Audit and Regulatory Committee Appointments  
Motion to approve the Chair’s appointment of John Verhoeven, Chair; Dwight Bruno and Steve Reed to the WAC Audit Committee.  
Motion: Karl Gockel  
Second: Tom Hutson  
Approved  

D. Council Attendance  
John reported that there was great attendance by all Council members this year - kudos to all; he attributes some of that to the ability to join via Zoom.  

E. Other:  
John further reported that the Governance Committee has been considering the possibility of reorganization of WAC Committees; along those lines, Jennifer Grossman is leading a Strategic Visionary Team to further research this. Jennifer added that she is working with select WAC staff to do this visioning, beginning by looking into non-profit laws, by-laws of other non-profits, the strategic plan, and numerous other resources. All proposed changes will be done in accordance with contracts, policies and by-laws. The intent is to use the Directors Only Meeting to share a lot of that information. This is a well-timed opportunity to restructure the Board to be more efficient, effective and be engaged with future expansion of the Board. Board Member Surveys were reviewed with an intent of placing members in the area of their expertise and interest. 

Bud Gladstone thanked everyone for their trust in him as the Chair. He further commented that WAC will be facing a tough 2021 and he is committed to working together with the staff, the Council and DEP. He expressed his appreciation to DEP for all that they have done to assist. He is further committed to full transparency at WAC and encourages all to express any questions or concerns they have at any time. He is hopeful we can create a new WAC that we are all proud of. He also thanked Jennifer for her strategic ideas for moving forward and thank you to all of the staff for the work they have done to get through the last two to three months.  

VI. Finance Committee – John Riedl  
A. November Financials  
- John reported that the CAT 403 budget realignment has been added to the financials within MIP. As an updated financial packet has not been distributed with the realignment reflected, Johns suggests the Council not act on the current financials.  

B. Bank Account Maintenance  
Motion to approve the following modifications to the Watershed Agricultural Council’s accounts held at Wayne Bank:  
- Remove John Riedl, Treasurer as signatory on all of our accounts including the Line of Credit;  
- Add Karl Gockel, Treasurer and Ryan Naatz, Interim Executive Director as signatory on all of our accounts, including the Line of Credit; and  
- The following individuals shall remain as signatories on all WAC accounts:  
  o Thomas B. Artale, Finance Director  
  o Spring Piroha, Staff Accountant  
  o Amy Faulkner, Administrative Services Director
VI. Human Resources Committee – John Riedl

A. Annual Salary Increases
   - John reported that the Committee met recently and made the decision to not distribute salary increases for FY21. A letter explaining that decision will be sent to all staff on behalf of the Committee. The Committee greatly values WAC employees and wants to express that in a letter.

   - Amy provided a brief update on staff vacancies and the effect they have on the programs. Currently the following positions are vacant: WAP Engineering Specialist, WAP Administrative Assistant, GIS Coordinator, Easement Acquisitions Specialist and EoH Executive Assistant.

VII. NYC DEP – Jeff Graff

Jeff stated that he has been working with program staff on the FAD five-year summary assessment report; WAC staff have been providing data for that report.

VIII. Executive Session

Motion to go into Executive Session to discuss personnel.
Motion: Steve Reed
Second: Tom Hutson
Approved

All staff members were excused at this time except for Amy Faulkner and Ryan Naatz.

Motion to come out of Executive Session.
Motion: Dave Cammer
Second: John Verhoeven
Approved

IX. Adjournment

The meeting adjourned at 3:09 p.m.