



NORTH COUNTRY COUNCIL BOARD OF DIRECTORS MEETING MINUTES
Wednesday, July 18, 2018
North Country Council Conference Room
161 Main Street, Littleton, NH
9:30 a.m. to 11:30 a.m.

BOARD MEMBERS PRESENT: Jo Lacaillade, Chair; Vicki DeLalla, Treasurer; Doug Grant, Carl Martland, Jennifer Fish

BOARD MEMBERS ABSENT: Dennis Lund

STAFF MEMBERS PRESENT: Kathleen Frenette, Co-Executive Director & COO; Michelle Moren-Grey, Co-Executive Director & CEO

9:30 Welcome and Minutes from June 20th

Chair Lacaillade opened the meeting at 9:30 am

MOTION: Board Member DeLalla moved to approve the Minutes from the Meeting of June 18, 2018, as written. It was seconded by Board Member Grant. The motion carried. Jennifer Fish abstained.

Board Member DeLalla discussed June financials review. Member dues are up a little and grants are way down. Ms. Frenette states that there is no solid waste contract and further stated that there is no word yet on the new grant application, NCC should be notified in 2-3 weeks.

Board Member Martland discusses DOT UPWP contract amount billed down from contracted amount. Board Member Lacaillade and Ms. Moren-Grey, state it's due to staffing issues. Discussed the unspent portion of the UPWP which can be carried over through the next fiscal year.

Board Member DeLalla has no further questions on the profit and loss but on the balance sheet going to other assets the amount owed of \$6,000 from NCCDC for admin work that NCC was doing. She then explained NCCDC for the benefit of new Board members. The renewal for the 501(c)(3) with the New Hampshire Secretary of State's Office is paid until the end of the year for NCCDC. Board Member DeLalla will be asking that office to forgo the \$75 renewal fee in light of NCCDC not having any significant assets. Chair Lacaillade stated NCCDC is needed to enable us to accept some funding. Per Ms. Moren-Grey it also allows some entities to donate. Discussion of history of NCCDC and NCC ensued regarding the amount owed to NCC by NCCDC. Ms. Moren-Grey will review prior minutes to understand the evolution of the debt. At the time of the sale the only Board Member DeLalla was serving on the Board at that time.

Board Chair Lacaillade said that she still has Board Member Glenn English's email and will do a search of that when she gets back to the office as he may have had minutes from that time period to help clarify the issue.

Discussion ensued as to the money owed to NCC by NCCDC. A suggestion was to forgive the debt, however it was pointed out that NCC is paying BFA for that debt monthly, and still owes approximately \$123,000 on a line of credit. Further discussion ensued and Ms. Moren-Grey states that research needs to be done to look for minutes to see what transpired back then regarding the items in question.

Board Member DeLalla discussed the issue of a check that was not cashed, to EH Publishing for solid waste. Ms. Moren-Grey suggests that it may have been for solid waste, but she is not sure and neither is Ms. Frenette. Director Fish suggested contacting the vendor regarding the invoice and if they received the check. Ms. Moren-Grey said that if the vendor is not asking for it from 2 years ago, perhaps it could be a preorder that was never used, the check could then be voided and not used. Ms. Frenette stated that she will look into the matter.

Board Member Martland brought up the debt owed to DOT in the amount of \$29,400. Ms. Frenette stated that it was over three years ago that we began paying DOT through the Attorney General's office. Ms. Moren-Grey states that the DOT did an audit and questioned the way that NCC used funds, not used appropriately or not enough information on the fund usage. Payment arrangements through the New Hampshire Attorney General's Office in the amount of \$3,090.00 quarterly were made and the original amount was approximately \$70,000. This occurred under previous leadership and then came under Christine Frost to make satisfactory arrangements regarding the amount owed. Chair Lacaillade states that the Board needs to know the issues over the last few years and that is why everything needs to be gone over in depth.

Board Member Martland inquired about the DOT indirect rate that is owed to NCC is not listed here as an asset. Ms. Frenette explained that it will not be listed as an asset until it is invoiced. She went on to say that the fringe rate that prior management used needs to be answered to DOT's satisfaction and that is currently being researched. DOT wants to understand the methodology used for the fringe rate. FY 2017 was audited by NH DOT our cognizant agency and came back as an indirect rate of 163.01%. The certificate was signed and is at the Office of Strategic Initiatives. Discussion continued regarding the new indirect rate and that there will be an upcoming meeting at DOT regarding the indirect rate with Bill Watson and the Co-Executive Directors to ensure clarity on both sides.

Chair Lacaillade asked if there were any other questions regarding the financials and there were none from the other members.

- **Information/Questions/New business**
 - **DRTC Refinance Update**

Ms. Frenette presents DRTC refinance update. Closing is on Friday at 11 am for refinance with all info from the March Meeting from Tripp and Ann. While preparing for the closing an issue was brought up by our Attorney, John Ransmeier, and that is to have resolution adopted that Jo needs to sign. The resolution that was written by Attorney Ransmeier. The resolution was read aloud during meeting and discussed. It was talked at length at March meeting and was approved. Board Member Martland is wanting more explanation and the issue further discussed at length. Ms. Moren-Grey stated the resolution is consistent with the prior vote and this resolution from the Attorney is more specific. Per Ms. Frenette reading from the March Minutes it is to refinance debt, reduce annual tax payments for DRTC, make needed repairs to the HVAC system that are needed and a motion was made at that March meeting to support DRTC by Board Member Grant and seconded by Board Member Frost with a 6-0 motion. Board Member Martland still had concerns regarding this and the materials provided by the DRTC Chair at the March 21, 2018 Meeting was provided to and reviewed by Carl. Further discussion was had regarding the March meeting and the need felt by our attorney that we be more specific in our resolution. The March minutes were sent to the attorney to draft a copy of March 21st, minutes were sent to Atty Ransmier regarding this information and he drafted the resolution and the cost is being paid through closing for the attorney fees, therefore no bill for NCC.

MOTION: Board Member Grant moved to authorize resolution to be adopted, seconded by Board Member DeLalla, Motion carried (6-0)

- **CDFA**

Ms. Moren-Grey gave an update on her reach out to CDFA regarding payroll. A bridge loan to NCC will be made and then be paid back to CDFA upon receipt of the NH DOT UPWP receivable. Questions as to whether or not we have funds enough to cover next payroll and Ms. Frenette states that there will be enough to cover two payrolls and there will be some left to pay other payables. The loan modification for the advance was received from CDFA. Ms. Moren-Grey states invoices sent for everything NCC could invoice. Ms. Frenette states invoices are going out between the 6th and 8th of the month for to get receivables in to NCC. Certification of authority, to be signed by Chair Lacaillade, was read aloud to the Members and signed as loan modification #4.

MOTION: Board Chair Lacaillade moved to authorize the signing of the certification of authority. Approved by Board Member Grant and seconded by Board Member DeLalla, notarized by Ms. Kathleen Frenette.

- **Other Business**

Chair Lacaillade asked if there was any other business to bring before the Board. Board Member DeLalla said the NCC office was notified that the landlord, AHEAD wanted the June and July rent payment. If no payment by Friday, due to being four payments behind, they would have their attorney call in the lease. At time Ms. Moren-Grey invoiced NCCDC for the full amount which is owed to NCC, and NCCDC paid \$2000 to NCC. The balance of the rent payment came from the NCC operating account. Ms. Moren-Grey gave AHEAD an update on where we are at. Thus far she said our funders and creditors have been supportive in our honesty with where we are financially.

- **Election of new members/annual meeting**

Board Member DeLalla gave an update regarding the upcoming board member vote at the annual Commissioners Meeting. NCC needs a total of 13 people for a Board, 9 board plus 4 officers. Board Member DeLalla asked if Board Member Grant would continue to be on the Board and Board Member Grant states yes to being on the board next year and being an officer if needed. He was then asked to be Vice Chair and he accepted. When asked Board Member Fish states that yes, she will be Board Secretary. Chair Lacaillade said she will continue to serve on the Board but will not serve as Board Chair after October. Board Member DeLalla wishes to be off the board if a replacement for Treasurer is found. At the August Commissioner Meeting Ms. Moren-Grey will be there to discuss the Board and benefits of joining, and that Members will be voted on in October. Discussion ensued regarding building the Board of NCC and that Ms. Moren-Grey and Ms. Frenette need to let the Board know what it is we need from them. Discussion about how to find Board Members and looking at the responsibilities of each role on the Board would be helpful to let people know what is needed.

Ms. Moren-Gray states that the priority is to fill the Commissioner role, community buy in is needed and building the Commissioner role can fill the Board. Board Member DeLalla states to aim for August, have a presentation ready for the October annual meeting.

- **Annual Meeting**

Conversation then went to the annual meeting and Board Member Lacaillade suggests a motivational speaker perhaps, discuss possibility of Amy Baker. Ms. Moren -Gray will attempt to contact speaker from the Comeback Community meeting she went to. Ms. Moren-Grey suggested that we bring in someone from the south to include our southern communities, Stu Arnett may be that person to bring in to talk about community revitalization. Board Member DeLalla discusses the schedule for the event and planning.

The need was discussed for sponsorship letters to go out, plans for event as well as cost. Per Chair Lacaillade, sponsor levels discussed at last meeting, will update templates, and she has met

with a caterer and the space for the event has been reserved. Board Member Grant suggests for sponsorship of the event to discuss selling NCC as a force for good, affiliations, pictures of jobs done, give three options for donations, suggest priority mailing, doing a personal note on letters, will get a final plan together on August 8th, 2018 meeting. Save the dates will go out for the October 17th, 2018 Annual Meeting.

- **National ABLE**

Ms. Frenette has a meeting with Ms. Louise Deblois this afternoon from National Able regarding additional staff, Pamela Ors, who has computer and office skills, will be starting soon to do 18 hours a week of work and will be paid by Able, thus no cost to NCC. Chair Lacaillade, requested to meet new NCC staff member, Associate Planner Danica Melone was introduced and discussed her role at NCC in brief.

Ms. Moren-Gray has reapplied for an EDA Disaster grant for a total of \$300,000 over three years. CDFA was contacted and they will write a letter of support and fund it for \$5,000 as EDA is requesting some match. Funding came in to pay for the SWOT analysis for the CEDS. The USDA grant for STEM was not funded but she will apply again in December.

Board Member DeLalla stated that the strategic plan would be discussed at the next meeting and she gave Board Member Grant a copy of the 2014 meeting. It was asked if Bob DeAngelis is coming back and Bob is not coming back to the board at this time. Ms. Moren-Gray will look at Littleton. Conway has dropped and currently Northumberland is unseated but will be a member next year. Other non-members are Eaton, Woodstock, Thornton, Campton, Board Member DeLalla will reach out to Carol Bonte in Lincoln for the Board. Some discussion ensued about clarification regarding Commission members.

- **Adjourn**

MOTION: Board Member Grant moved to adjourn the Board Meeting at 1:21 pm. It was seconded by Board Member Martland. The motion carried.

Respectfully Submitted,

Anne Klein, Recording Secretary

Klein Transcribing