

NORTH COUNTRY COUNCIL BOARD OF DIRECTORS MEETING MINUTES
Wednesday, April 19, 2017
Mount Eustis Commons
Littleton, NH

BOARD MEMBERS PRESENT: Jo Lacaillade, Vice Chair; Vicki DeLalla, Treasurer; Robin Frost, Secretary; Bob DeAngelis; Robin Irving; Neil McIver; and Tom Holmes

BOARD MEMBERS ABSENT: William Andreas, Chair; Carl Martland, and Earl Sires

STAFF MEMBERS PRESENT: Dr. Barbara Robinson, Executive Director; Kathy Frenette, Operations Manager; James Steele, Finance & Accounting Manager; Kaela Gray, Planner/Manager Transportation; and Tara Bamford, Senior Community Planner

OTHERS PRESENT: Ray Dionne, Loan Committee Member

9:30 - Welcome and Minutes from April 5th

Vice Chair Lacaillade opened the meeting. The Board Members introduced themselves. Vice Chair Lacaillade spoke about the Special Meeting Minutes from April 5th, 2017.

MOTION: Board Member DeLalla moved to approve the Minutes from the Special Meeting of April 5th, 2017, as written. It was seconded by Board Member Frost. The motion carried. (4-0-2). Board Member DeAngelis and Board Member McIver abstained.

9:35 - Old Business

✓ **NCCDC Debt to NCC**

Dr. Robinson discussed the history of the relationship between NCCDC and NCC. She outlined that, although the plan was for NCCDC to pay the balance of the debt owed to NCC via the sale of the building, there were not adequate funds acquired through the sale. While there is still approximately \$170,000 owed, she informed the Board that she will be presenting a proposal to NCCDC at the subsequent meeting which should enable the relationship between NCCDC and NCC to move forward.

✓ **Proposal for North Country Community Development Center (NCCDC)**

Dr. Robinson briefly went over the proposal with the Board, which would entail incorporating a Virtual Incubation Program that would dovetail with other Incubation Programs being developed in the North Country.

10:15 - Committee Reports

✓ **Loan Committee Report**

▪ **Roll Call Vote for Non-Public Session under RSA 91-A:3 II-C**

Board Member DeAngelis - Yes

Board Member DeLalla - Yes

Mr. Dionne - Yes

Board Member Frost - Yes

Board Member McIver - Yes

Board Member Irving - Yes

All approved to go into Non-Public Session. Board entered Non-Public Session at 9:45 a.m.

▪ **End of Non-Public Session**

Board exited Non-Public Session at 10:28 a.m.

▪ **Status of Loans/Recommendations**

A. Ragged Mountain Resort - Request for Forbearance of Loan Payments

Vice Chair Lacaillade indicated that Ragged Mountain Resort is requesting a forbearance of their loan payments for the months of March, April, and May.

MOTION: Board Member DeLalla moves to approve forbearance of Ragged Mountain Resort's loan for three months (March, April, and May of 2017) with no interest or principal. It was seconded by Board Member McIver. The motion carried. (5-0-1). Board Member Holmes abstained.

B. Tillotson Performance Polymers LLC (TPP) - Request for Extension

Vice Chair Lacaillade indicated that Tillotson Performance Polymers LLC is requesting a 30-day continuance on the Demand Letter.

MOTION: Board Member DeLalla moves to accept the final 30-day continuance of Tillotson Performance Polymers' repayment with the action of the original Demand Letter taking place the next day without further negotiation by the Board of Directors of North Country Council. It was seconded by Board Member McIver. The motion carried. (3-2-1). Board Members DeLalla, McIver, and Lacaillade were in favor. Board Members Frost and Irving were against. Board Member DeAngelis abstained.

Reservation of Rights: Engage Attorney to send a letter accepting the 30-day extension, but the Demand remains in full force and effect.

- a. Date of Original Demand Letter
- b. Date of Extension Ending
- c. Date of Termination of Final/Third Extension
- d. 30 days from the date of the Attorney letter, NCC will move forward, unless the Demand is met. There will be no further negotiations.
- e. The letter, once drafted, will be circulated to the BOD for their review.
- f. The NCC ED will then have the Lawyer send the letter to the TPP.

The Board discussed their sentiments over the fact that several extensions have already been permitted, and that there is a life insurance payment coming due, for which the Board declared that Tillotson Performance Polymers was required to pay, regardless of the extension. The total amount owed by Tillotson Performance Polymers is approximately \$147,000.

C. CEDC Update

Dr. Robinson announced that CEDC signed the agreement on Monday. Subsequently, the package was sent to Kia Booker of the EDA on Monday, who has confirmed that she has received it. Dr. Robinson also indicated that the March 31st Report is being finalized. There will be a teleconference on Friday regarding the matter. She described for the Board specific fund transfers that she was anticipating to take place, but stated that no numbers are final until she receives written notification that the deal has closed.

Board Member DeAngelis made a formal request to validate what Chair Andreas had previously stated in terms of the EDA grant funds, that they are indeed grants. And if a loan defaults, EDA does not come after NCC and is not expected to come after CEDC looking for retribution.

✓ **Finance Committee**

▪ **Group Health Benefits Analysis**

Ms. Frenette indicated that staying with HealthTrust is going to be the most cost-effective, with a final rate decrease, saving \$4,682.04 over the course of the year.

MOTION: Board Member DeLalla moved to accept HealthTrust as the insurance carrier for 2017/2018. It was seconded by Board Member DeAngelis. The motion carried. (6-0-0).

Board Member McIver inquired whether there are any incentives if there are any programs in place to encourage good health. Ms. Frenette responded that HealthTrust does offer Slice of Life, which includes a Biometric Screening, an online Health Assessment, and health coaching.

▪ **Finance Update**

• **February Financials - Updates are Pending**

Board Member DeLalla indicated that February financials are not yet available, due to the work with Crane & Bell, thereby hindering the ability to produce an accurate report.

▪ **Professional Fees for Crane & Bell**

• **Committee Recommends Board Approval of Additional Three Days of Professional Services at \$200 per Hour**

MOTION: Board Member Frost moved to approve up to an additional three days of professional services at \$200 an hour for Crane & Bell. It was seconded by Board Member DeAngelis. The motion carried. (6-0-0).

✓ **Personnel Committee**

Dr. Robinson stated that Kaela Gray will be moving into a new role with the State of Rhode Island, managing Transportation for DOT. She informed the Board that the NCC has posted for a new Transportation Planner both on the NCC website and on the Planning Association website. She has also spoken to college recruiters, as well as to a Junior Planner from another RPC regarding the position.

Dr. Robinson indicated that by the end of the fiscal year, NCC may no longer need to utilize HR Synergy, which would save the NCC funds. Ms. Frenette has been going through training. Dr. Robinson stated that the personnel files and processes are being analyzed, as well.

Dr. Robinson informed that more training sessions are being held for Transportation, and that Greg DiSanto is going to be working more in Transportation, especially through this transition time. She mentioned that she will be converting him to fulltime/fulltime in July, as he is fulltime/part-time currently.

✓ **Other Committee Reports**

▪ **Association of RPCs (NHARPC)**

Dr. Robinson indicated that due to the current state of the Legislature, the Legislative Breakfast has been changed to May 11th, 2017, from 8:00 a.m. to 10:00 a.m. at the State House. She went on to state that we are still trying to recruit one more member to the NHARPC group from the NCC Commissioners.

She mentioned that, due to the fact that the RPC's have not been reimbursed by DOT for time at the RPC meetings, they are now in discussion to negotiate reimbursement. Whereby a certain percentage of the meeting can be attributed to NHARPC and RPC meetings. If they have over 50% of the time in a meeting that is DOT related, then some of that time cost, as well as transportation costs, can be reimbursed.

▪ **Connecticut River Joint Commissions (CRJC)**

Dr. Robinson noted that their contract has been a subject of discussion. CRJC was supposed to meet on Monday, but they don't have a quorum.

Tara Bamford informed the Board that CRJC has been focused on participation in the FERC relicensing process mostly this year, which doesn't involved this region, though the Subcommittees are pretty active in a number of things. She stated that Headwaters is active in the SEC process with Northern Pass, which is taking a lot of volunteer time. She also stated that due to reduced fund allocation for staffing, the CRJC is partnering with Fish and Wildlife Conte Refuge that are going to be setting up their Watershed on Wheels at the Herrick's Cove event in May, which will be the first of three events this summer. She went on to further describe the Commission's members and other actions the Commission has been taking.

Vice Chair Lacaillade inquired regarding the Granite State Power Link project that's coming down through Haverhill, rather than the Northern Pass. Ms. Bamford responded that the Subcommittee would get involved once it's at the point of filing Permit Applications.

- **Comprehensive Economic Development Strategy (CEDS)**

Dr. Robinson informed that the next meeting, which will be a public meeting, will be in Gorham on Friday, May 12th, 2017, at 10:00 a.m. Vice Chair Lacaillade added that a new member, Kevin Shelton, Vice President of Upper Valley Press, will be in attendance. Dr. Robinson notified the Board that CEDS is looking to recruit business community members.

- **Transportation Advisory Committee (TAC)**

- **Kaela Gray - Presentation on 10 Year Transportation Plan Project Ranking**

Kaela Gray distributed copies of the presentation to the Board. She described the background of the 10-Year Transportation Plan. She pointed out that the TAC, by nature, is advisory to the Board of Directors, so any policy move coming out of it comes to the Board for their consideration and vote prior to that process. She then went into further detail regarding the scoring methodology, and the process by which projects are completed.

Ms. Gray indicated that DOT anticipated having \$150 million in total funding per year, for which \$20 million would be allocated for new projects, which is divided amongst the 9 RPCs to choose and promote their regional priorities; therefore, the expected funding for NCC for the total two-year period is approximately \$5.4 million. Further discussion was had regarding the accuracy of the anticipated fund disbursements.

Ms. Gray informed the Board that TAC will have a consultation with DOT in August to discuss the rationale behind the TAC's priorities. She then responded to some inquiries from the Board regarding the weight of the priorities, as well as expected scheduling of projects, which is anticipated to be towards the latter of the 10 years, depending on the amount of support given and/or barriers that may be encountered in the process.

The following projects were ranked by the TAC, totaling about \$5.6 million:

1. Highland Street, Plymouth
PLAN: Reconstruct 1800 feet from Broadway to Old Ward Bridge Road; realign intersection; and repair a small portion of Old Ward Bridge Road.
PURPOSE: Improve sight distance for vehicles, turning radius for school buses, and drainage issues.
ESTIMATED COST: \$1.1 million

POINTS: 67.3

2. Downtown Whitefield

PLAN: Reconstruct Route 3; analyze safety of intersection; and add a right turn lane off of 116 onto Route 3.

PURPOSE: Improve drainage, improve safety of intersection, and alleviate backups of traffic.

ESTIMATED COST: \$2.7 million

POINTS: 67.3

3. Gorham Retaining Wall

PLAN: Reconstruct retaining wall located on Route 16 headed south out of Gorham, increasing it from 3 feet high to 30 feet high and 300 feet long; improve drainage; and replace culvert/bridge.

PURPOSE: Prevent mudslides, improve drainage, and realign roadway.

ESTIMATED COST: \$1.8 million

- **Board of Directors Vote Needed for the Transportation Plan**

MOTION: Board Member McIver moved to approve the ranking order of the Transportation Plan, as presented. It was seconded by Board Member DeLalla. The motion carried. (6-0-0).

Board Member Irving discussed the Northumberland Project, which was to recommission the covered bridge for vehicular traffic. She indicated that both DOT and TAC concluded that it did not meet the criteria for either the 10-Year Plan, or the State Aid Bridge Program. There was further discussion regarding the impact that this bridge has on the community, as well as the possibility of increased tourism, should it be rehabbed by some other means.

- **Scenic Byways**

- **Tara Bamford - Presentation of the Recommendations of North Country Scenic Byways Council Regarding Byway/Path Routes**

Ms. Bamford provided a background on the Scenic Byway Program, and outlined all of the scenic byways in the region. She informed the Board that the North Country Scenic Byway Council included NCC, White Mountain Attractions, and the White Mountain National Forest, all of whom collaborated to bring in Byway Grants and do work along the National Byway/White Mountain Trail.

Ms. Bamford described the Corridor Plan, and indicated that, as a result of discussion amongst the aforementioned groups, a consensus was reached that the byways that should be focused on and be more logical, in terms of frequency of utilization, and that all other byways be de-designated. The following byways were elaborated on:

1. Moose Path Trail
2. Woodland Heritage Trail
3. Presidential Range Trail
4. White Mountain Trail

Ms. Bamford concluded that the Scenic Byway Council feels strongly that these four byways should be left on the state's map as alternate routes, rather than de-designated, which is the Council's recommendation, and requested that the NCC would recommend the same to the State. Discussion was had about the ramifications of making these recommendations; under whose purview this falls under, which is DOT, rather than DRED, due to lack of funding; and remaining paths that are not part of the byway system as of yet.

MOTION: Board Member Frost moved to support the changes to the scenic byways. It was seconded by Board Member DeLalla. The motion carried. (5-1-0). Board Member Irving was against.

Board Member Irving commented that the "illogical" routes can be removed, as they add to confusion.

▪ **Dartmouth Regional Technology Center (DRTC)**

Dr. Robinson, currently Vice-Chair, stated that there will be a meeting on May 1st, 2017. She informed the Board that Anne Duncan Cooley is the new Director at Grafton EDC.

▪ **Connecticut River Mitigation and Enhancement Fund**

Dr. Robinson said that she stepped in, as NCC Executive Director, for the voting process for funding for this year, and is looking for a NCC Commissioner to take on this role. Part of the funding went to fund some of the river projects that Ms. Bamford's been engaged with, and development of materials for the outreach. The next meeting will be in the fall of 2017.

Board Member Frost inquired regarding submitting an Application for shoring up the Connecticut River embankment, and whether the deadlines are done. Dr. Robinson responded that voting began in January and finalized in the first of March, but suggested that it would be good to get started on

the proposals, which will be received in August. She also referred Board Member Frost to Ms. Bamford as a resource for such a venture, noting there are other potential funding sources.

- **NH Rail & Transit Authority Advisory Committee**

Dr. Robinson noted that this Committee did come up in yesterday's meeting at DOT and it is anticipated to be re-activated at some point.

11:00 - Informational/Questions/New Business

- ✓ **Research for Possible Copier Savings**

Ms. Frenette indicated two different considerations for the copier machine:

1. Maintenance Agreement - 5 years - Requires 30-day Notice to Terminate
2. Lease Agreement - 5 years - Requires 90-day Notice to Terminate

Ms. Frenette noted that she has done analysis on usage, in terms of color versus black-and-white transcription. She informed the Board that she also reached out to Mark at Porter Office, and has a call in at W.B. Mason. She concluded that she will distribute the final report of her findings to the Board, once it's complete.

- ✓ **Authorization to Accept FY 2018 Funding**

Ms. Robinson indicated that the idea behind it is so that the NCC can spend the money and move forward. Ms. Bamford explained the background and process of the authorization of funding.

Ms. Frenette indicated that, by looking at the Minutes over the past year, in February of last year, there was a motion made by the Board in order for Dr. Robinson be able to look at organizations and make acceptance; where the Certificate was signed on June 16th when the first contract came up.

MOTION: Board Member Frost moved to authorize NCC to accept funding from the below-mentioned Agencies for any future projects. It was seconded by Board Member Irving. The motion carried. (6-0-0).

The agencies approved to accept funding from are: the Department of Transportation, Department of Environmental Services, Economic Development Administration, USDA Rural Utilities, Office of Energy and Planning, Department of Homeland Security and Emergency Management, Department of Resources and Economic Development, the Environmental Protection Agency, the Northern Borders Regional Commission, the Community Development Finance Authority, the Business Finance Authority, and other State and Federal Agencies for the purpose of providing services for these agencies and accepting funds from the state.

Dr. Robinson clarified that this motion will allow her to sign documents in order to request grants, to enable things to move forward. Ms. Bamford also suggested designating all of the Board Members as Secretary Pro-Tem to avoid undue delay if Board Member Frost was unavailable.

MOTION: Board Member Frost moves that all other Board Members are designated as Secretary Pro-Tem. It was seconded by Board Member Irving. The motion carried. (6-0-0).

✓ **Tara Bamford - Authorization Request to Apply for FY 2018 Grant Funding for the Stream Crossing Project**

Ms. Bamford outlined the Stream Crossing Project, as well as the proposed grant funding, which will assist towns in finding money to replace the crossings that were rated as the highest priority, as well as will pay for some of the design and engineering of the projects. The following organizations are being considered to request grants from:

1. Charitable Foundation
2. Trout Unlimited
3. Aquatic Resource Mitigation Fund
4. DES
5. Moose Plates
6. USDA Natural Resources Conservation Service
7. National Fish & Wildlife Foundation (with Eversource - Private Partner)

Discussion was held regarding accepting money from Eversource, including an option to opt-out of receiving funds from such a source. Vice Chair DeLalla inquired about FEMA assistance, which led to more in-depth discussion about the subject.

MOTION: Board Member McIver move to authorize NCC to include Federal Fish & Wildlife grant money, which may or may not be funded, in part, by Eversource. It was seconded by Board Member DeLalla. The motion carried. (6-0-0).

Board Member DeLalla inquired whether the Board should ask Tom if he wants to join the Board today. Board Member Holmes indicated he's committed to replacing Board Member Sires' position. He also informed the Board that they should anticipate receiving a letter from Lilli Gilligan, who plans on attending the next meeting.

MOTION: Board Member McIver moved to accept Tom Holmes as a member of the Board of Directors. It was seconded by Board Member Irving. The motion carried. (5-0-0).

Board Member McIver indicated that the Town of Plymouth's Planning Board and Conservation Commission are embarking on a new initiative, after a Citizen Survey was completed, to develop the Town as a designation for ecotourism for the Lakes and Mountains Region. He stated that he intends to bring it to the Board of Selectmen to see if he could get the designation passed. He added that there is a collaboration occurring with the college in their clusters approach to student involvement in the community.

12:20 - Adjourn

MOTION: Board Member DeLalla moved to adjourn the meeting at 12:20 p.m. It was seconded by Board Member DeAngelis. The motion carried. (6-0-0).

Respectfully Submitted,

Victoria O'Connor, Recording Secretary
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