



**North Country Council
Board of Directors Meeting
October 12, 2016
Mount Eustis Commons, Littleton, NH**

Board Present:

Bill Andreas, Randolph
Chris Thayer, Sugar Hill
Vicki DeLalla, Stratford
Bob DeAngeles, Dalton
Neil McIver, Plymouth
Jo Lacaillade, Haverhill
Robin Irving, Northumberland

Guest:

Carl Martland, Sugar Hill

Staff:

Barbara Robinson
James Steele

Called to Order: The meeting was called to order at 9:36 am. William Andreas, Chair, thanked everyone for attending.

The Minutes from August were then reviewed.

Bill entertained a motion by Vicki to approve the minutes as presented. Neil seconded, unanimously approved by all Board Members.

Note: There was not a quorum at the September meeting so there were no minutes to approve.

Business Items:

Conflict of interest and pecuniary benefits transaction policy forms were distributed to Board members to fill-out sign and return. Bill noted that all members of the board should sign these forms each year. Chris added that this is a standard operating procedure at the NH Charitable Foundation and other organizations as well.

Committee Reports

Finance Committee

The Finance Committee met October 4th and focused on reviewing the financials — particularly the budget. Vicki noted that the FY17 budget has changed somewhat and that the cash amount that was spent by line item is indicated in the budgets presented at the Board meeting today. For example, staff benefits were broken out in greater detail to indicate buyout of medical benefits.

Jo noted that the budget in FY16 was overspent. There was much discussion regarding how the budgets are handled and how they will be handled going forward. Bob mentioned revenue is treated more like a

forecast. Chris added that it is apparent Barbara and James have worked on creating a zero-sum balance—which shows that we're taking a hard look line by line and not simply carrying over balances. Barbara mentioned that we are looking closely at what monies we have coming in and going out to improve the sustainability of the organization.

Bill added that the monies received for Janes Trust were used to address payables and the downside of this approach is we have not yet completed all the deliverables on the grant that was received. Barbara noted that there is a history of this approach since the seventies, and NCC is currently working to change this approach so the organization is not always trying to catch up.

Bill also explained that the cash position is really less than it looks since NCC cannot spend the EDA funds in the RLF. Chris added that is why we are working with EDA to off-load the fund.

Insurance is an important budget item that needs to be addressed as soon as reasonable. Barbara and James will reach out to several brokers to determine what NCC can do to mitigate the high and rising insurance costs. It may be necessary to make significant changes in the staff benefits program to improve the sustainability of the organization.

A key question: can we still afford to pay 100% of the employee's health insurance and 60% of the two person and family? NCC will also be looking hard at add-on costs — asking: how can we get these costs down while still providing good health and dental coverage benefits — which are key to retaining good people.

There was much discussion. Jo recommended that the budget be adjusted to be more accurate in regard to the DRTC line items. James will review the Janes Trust and DRTC budget figures, make necessary adjustments and then present the package of revenue and expenses together and then have a business meeting, if needed, at 3:00pm before the Annual meeting.

Bill asked for and Vicki made a motion to pass the budget subject to additional information from James that the budget is copasetic. If the information is otherwise, an adjustment will be made. Bob seconded. All approved. Bill noted that what we are doing now is to recommend the budget to the whole commissioner's body with those corrections.

Changes will be shared electronically with the Board and the final budget will be presented for approval at the Commissioners Business Meeting in advance of the annual meeting October 27th.

Loan Committee

NCC is moving forward with reviewing the account for transferring the RLF to another economic development entity in the region. Vicki noted that they are reviewing all the transactions since the time NCC took over the fund from BEDCO to help ensure everything is in order before NCC approaches EDA to transfer the fund. A discrepancy of approximately \$44,000 has been identified. Bill provided context: NCC reports to EDA on a semi-annual basis—a form with formulas that they want based on revenue recognized and expenses related to the loans that we have. NCC reports that to them so based on that we should have a certain balance in our account, most of which is available to lend (because it is never our money) we draw for administrative expenses a very small portion.

Currently, the semi-annual report that we send to EDA shows that we should have a balance in our checking account of roughly 28K. However, the account shows that we have more money in the account at this time than that so we are investigating to ascertain the accurate amount.

Jo asked when the last time we were in balance with what the bank showed and what the report showed. Vicki responded when we took over the loan Nov-Jan 2012. Since that time there appears to be a discrepancy so this discovery is being investigated so the accounts can be put in good order for the transfer.

Barbara added that we are starting at the beginning to make sure we are correct since we do not want to reach out to EDA to seek a transfer of the fund until everything is in order. As a result, we are going through the account line item by line item to verify the transactions and amounts before we contact EDA.

Barbara then shared an audit update of NCC for FY16. Barbara also provided an update regarding Tillotson Polymers (TTP). She had a discussion with NCIC and they identified some funds where they have hired a consultant (Minty Conant) who will be going to TTP to do an assessment for improving the manufacturing-to-market/sales process.

Personnel Committee

The Personnel Committee met on October 4th and reviewed the 457b retirement plan summary comparison of proposals for NCC retirement offering. This is a piece of the compensation benefits package that when NCC overhauled the personnel policy this was one of the pieces that the Board determined needed to be addressed. Barbara noted that the three plans were reviewed by the committee and it was determined that the Security Benefit plan was the best choice to move forward with at this time since the start-up cost is negligible, and it is the most financially sound option (since the base at this time is so small). It is also a flexible plan that once we get started and build the program, we can look at other 457b plans and switch to them if needed. Chris noted that the decision at the meeting is to determine whether to go forward with a 457b plan or stay the current plan and revisit the retirement plan for the next fiscal year. Bill added that the Personnel Committee recommended the plan and it is now in the hands of the Board to decide. Carl noted — that the 1.08% fee is for the investor so the employer fees are zero.

Bill called for a motion to accept the recommendation. Bob made the motion. Robin seconded. All approved.

Other Committee Reports

New Hampshire Association of RPCs (NHARPC)

The NCC Commissioner Representative to this committee is open at this time. Barbara, invited members of the Board to attend the NHARPC meeting tomorrow or in the future to see if they might like to serve in this role.

Connecticut River Joint Commissions (CRJC)

The CRJC met in August. The sole issue is the TransCanada Dam relicensing on stretches of the river (mainly south) besides the good things that are happening at the local regional river level which NCC is a part of throughout our region all the way up to the source. The next meeting will be on Monday October 17th.

Comprehensive Economic Development Strategy (CEDS)

The CEDS Committee met September 9th in North Woodstock. The Guest Speaker was Scott Rice, Owner of Woodstock Inn Station & Brewery. CEDS projects list were reviewed. Potential NCC/PSU Business Sustainability/Resiliency Project was outlined by NCC Economic Development Planner Michelle Moren-Grey. The next CEDS meeting will take place on Thursday November 10th at the Enterprise Center in Plymouth (ECP).

Transportation Advisory Committee Program (TAC)

The Transportation Advisory Committee met in September and had a presentation from Pete Steckler of the Nature Conservancy on a wildlife habitat fragmentation project—to allow us to set up cameras to look across roads with the purpose of conserving the areas wildlife.

TAC will meet again tomorrow to review applications for the Transportation Alternatives Program (TAP) applications for 9 of our region's cities and towns: Berlin, Littleton, Northumberland, Plymouth, Conway and several others. These are federal funds that will be matched by 20% local funds to enhance the connectivity of the transportation network primarily aimed at pedestrians and bicyclists, hikers, and non-highway vehicles. During the meeting tomorrow, towns will have 10 minutes to present proposals which the committee members will score and grade them on 7 different criteria to make a ranking that will go to the state. There are five and a half million dollars in the program. The typical application must be between \$400,000 and one million and the average is about \$800,000. Some of them are sidewalk improvements. Some are sidewalk improvements with extending sidewalk and connecting areas. Some of them are trails such as in Waterville Valley where there is a trail around the pond connecting to the White Mountain Forrest trails. Berlin has a walkway to be put in along the Androscoggin. Littleton is upgrading the sidewalks connecting with the river-way and the rail trails, Groveton upgrading the sidewalks and the triangle where the major roads go. Whitefield is upgrading sidewalks. One of the things the TAC does is make recommendations. It ranks the proposals that goes to the state and the NHDOT. Carl noted that we probably have a chance of getting one to two of these projects implemented. Bob noted that he and Barbara have been involved with Whitefield in his regard as has Joe Kenney. Carl added that every proposal is very thorough, Robin agreed. Proposals include letters of support, backup, a budget, fund sources, etc. The fact that these proposals have come in for review, there is an obligation to go through this process and go after state and federal funds to move forward.

Scenic Byways

The committee met in September and is upgrading comments on Northern Pass from pre-file testimony—documenting the visual for the adverse effects on the countryside. Secondly, the Moose Path Trail, Heritage Trail, Presidential Trail—collecting pictures of the scenic trails. Members have to go around every couple of years just to make sure they are still scenic. It will take several years but this is a project which will be expanded to create an online notebook of not just the trails but pick out any piece that someone would want to go on. The third thing is the committee is working with NCC on a proposal, probably with Plymouth, and is hoping to get some funding from Tillotson, NBRC... to look at better signage—to create better signage for the byways and work with the towns and businesses, museums and such to put signs on their buildings to advertise what is there, and then on the NH maps, indicate the scenic roads. We will be researching the effect of scenic byways on tourism.

Dartmouth Regional Technology Center (DRTC)

DRTC will meet in mid-November where we will have a new crew running the center. Barbara noted that since the current Director Trip Davis is joining one of the businesses as a principal he will be cycling out of his role with DRTC. However, the DRTC Board has chosen to continue the relationship with him where he will join the Board as a member at large. Dartmouth College will have a new team for the DRTC which we will meet at that time.

Chris noted that a combined meeting with DRTC and GRDC last year was an important step forward and it makes sense to do this again in the coming months. Barbara agreed and is recommending that once the new team is in place a joint meeting be scheduled next year. There appears to be commitment to find ways to move forward with moving jobs to our region.

Connecticut River Mitigation and Enhancement Fund

This Advisory Committee is currently dormant until the 2017 grant writing funding cycle starts (Nov-Dec), but we did have meeting where periodically the plans that are used as the basis for projects or project proposals under the MEF are updated. The last update was in 2013. AMC is the contractor to update those plans with the Charitable Foundation and the MEF. The plans will be finalized for the next grant round, so applicants can use those plans for their project proposals. Chris noted as he is cycling off the Board he will be happy to share with whoever is interested from the Board to make that connection with Kevin Peterson from the Charitable Foundation. That was done for me and Kevin is terrific in getting the next NCC representative up to speed. They are very gracious in terms of the learning curve.

NH Rail and Transit

No report. Barbara noted, however, that the St. Lawrence Railroad will be presenting at the NCC Annual meeting regarding the upgrade to the rail corridor for commercial transit.

Informational/Questions/Other Business:

Board Membership updates Officer Transitions

Vicki provided and affirmed with the Board the slate of officers to be brought forward at the Annual Meeting for approval by the Commissioners which includes members of the current Board plus Carl Martland.

Bill entertained a motion to accept with regret the resignation of Ben Oleson from the Board of Directors. Vicki made the motion. Bob Seconded. All approved.

Bill then made a motion to recommended Carl Martland, Sugar Hill as a member of our Board of Directors at our Annual Meeting. Seconded by Bob. All approved.

Vicki noted that there are candidates from every part of the NCC region represented. She also reviewed the slate of officers and asked if there were others who are interested and if none for Chair if Bill would continue in this role.

Vicki then explained that Officers of the Board of Directors for NCC also become officers of NCCDC. Bill added that we have to have a president and a president of NCCDC. For this reason he agreed to

remain in the position as Chair on an interim basis since no one is stepping to the plate, as long as everyone understand that as soon as someone is willing to step into this role he will step down.

Proposed slate of Board Members:

- William Andreas – Town of Randolph
- Vicki DeLalla – Town of Strafford
- Robin Frost – Town of Gorham
- Bob DeAngelis – Town of Dalton
- Earl Sires – Town of Conway
- Jo Lacaillade – Town of Haverhill
- Neil McIver – Town of Plymouth
- Robin Irving – Town of Northumberland
- Carl Martland – Town of Sugar Hill

Proposed Slate of Officers:

- William Andreas President Chair
- Jo Lacaillade, Vice President Chair
- Robin Frost, Secretary
- Vicki DeLalla, Treasurer

Chris made a motion to recommend the proposed slate to the Commissioners at the full commission at Annual Meeting October 27th. Bob seconded. All approved.

Annual Meeting

Barbara will work with the officers to finalize the agenda.

Bill then called for a motion to Adjourn. Vicki so moved. Carl seconded. Approved by all.

Meeting Adjourned at 12:03 p.m.

Respectively Submitted,

Barbara Robinson