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## **FINAL** MINUTES

### STRAFFORD REGIONAL PLANNING COMMISSION EXECUTIVE COMMITTEE MEETING

August 18, 2017

Community Center Conference Room #1  
Strafford Regional Planning Commission  
150 Wakefield Street, Suite 12  
Rochester, NH

**Members Present:** Chair Victoria Parmele, Northwood; Vice Chair Bob Jaffin, Rochester; Secretary/Treasurer Tom Crosby, Madbury; Brian Tapscott, Somersworth; Sandy Keans, Rochester; Tony McManus, Dover; Alternate Peter Nelson, Newmarket

**Staff Present:** Cynthia Copeland, Executive Director; Shayna Sylvia, Communications & Outreach Specialist;

**Members Absent:** Judy Nelson, Rollinsford

#### **1. Welcome/Introductions**

Chairperson Victoria Parmele welcomed the group. The meeting began at 8:04 AM.

##### **a. Appointment of alternates, if necessary**

Brian Tapscott **MOVED** to appoint Peter Nelson as a voting member for the duration of the meeting. Tom Crosby **SECONDED** that motion, of which all were **IN FAVOR**.

#### **2. Actions Items**

##### **a. Approval of the Minutes of July 21, 2017**

T.Crosby **MOVED** to approve the minutes of July 21, 2017. Bob Jaffin **SECONDED** the motion, of which all were **IN FAVOR**.

##### **b. Acceptance of the Draft July Financials**

B. Tapscott **MOVED** to accept the Draft July Financials. T. Crosby **SECONDED** the motion. P.Nelson asked if there was a way committee members could receive the financials earlier so they would have more time to review them. He opined that it may be helpful if access was given to committee members so that they could view the financials online. C. Copeland responded that she would discuss this with SRPC's financial consultant Kathy Foster. Cynthia Copeland reviewed the financials

providing an explanation for new contracts and receivables as factors in July statement. All were **IN FAVOR**. The motion **CARRIED**.

T. Crosby **MOVED** to approve a line of credit of up to \$100,000 through Federal Savings Bank or an institution to be named. V. Parmele **SECONDED** the motion. T. Crosby explained that he and C. Copeland met with a Federal Savings Bank officer on Thursday, September 17, to discuss a line of credit classified as Prime +1 with an interest rate that is subject to change based on account status. Commissioner Sam Reid assisted SRPC via a referral to Federal Savings Bank. A discussion ensued concerning the process they went through before meeting with Federal Savings Bank.

S. Keans suggested that the minutes reflect why the organization has decided to open a line of credit. The purpose for the line of credit is to have a backup system in place for cash flow management due to delays in processing of contract payments and awards. P. Nelson asked about the organization's current bank account, which would be switched to Federal Savings Bank. A discussion resumed concerning reflecting the reason for opening a line of credit. A **ROLL CALL VOTE** was taken and included the following responses to approve a line of credit up to \$100,000: Sandy Keans, yes; B. Jaffin, yes; Victoria Parmele, yes; Tom Crosby, yes; Brian Tapscott, yes; Tony McManus, yes; and Peter Nelson, yes. The motion **PASSED UNANIMOUSLY 7-0**.

C. Copeland thanked Sam Reid and T. Crosby for their assistance and efforts regarding securing a line of credit.

B. Jaffin excused himself from the meeting to attend his last meeting of the NH Rail Transit Authority. Due to his move to Maine, he will no longer serve on the SRPC Commission, Executive Committee, or as a representative of SRPC on the Rail Transit Authority. The Executive Committee thanks B. Jaffin for his years of service to the Commission.

### **c. Concurrence with August Monthly Minors**

C. Copeland reviewed the August Monthly Minors, which included only statewide projects.

T. McManus **MOVED** to concur with the Executive Director's approval of the August Monthly Minors. T. Crosby **MOVED** to second the motion. P. Nelson asked how concurrence affects projects. C. Copeland explained that non-concurrence would hold up funding changes necessary for the project to move ahead. She explained how the process has been delayed in the past due to timing of other planning commission's meetings.

C. Copeland elaborated on the approval process, including the rules in the Strafford MPO Prospectus and how it affects the entire state. These rules for TIP/STIP amendments will be readdressed this year, with an option to change how amendments are handled. P. Nelson asked about funding thresholds. C. Copeland explained how projects over certain thresholds are reported for approval. All were **IN FAVOR** of the motion. The motion **CARRIED**.

#### **d. FY2019 Dues Recommendation to SRPC Commission**

Shayna Sylvia explained SRPC's proposal for two different options for FY2019 dues rates. One option uses the 2010 census population numbers, which has been the process used since the recession, to determine dues each year. The other option uses the 2016 NH Office of Energy and Planning (NHOEP) population projection numbers, which was the process used prior to the recession. P. Nelson asked if basing the dues on population was the only way to calculate dues rates. C. Copeland explained that she has examined the methods other RPCs use to determine dues and that using population makes the most sense for the region. A discussion ensued concerning other methods for determining dues rates such as road mileage within a community, and how services can be leveraged when collecting dues from communities.

S. Keans **MOVED** to recommend the FY2019 Dues based on the 2016 NHOEP population projections to the full Commission. B. Tapscott **SECONDED** the motion, of which all were **IN FAVOR**.

#### **e. Acceptance of Non-Public Meeting Protocol**

S. Sylvia explained the non-public meeting protocol document, which is a product of the New Hampshire Municipal Association (NHMA). The use of this document was recommended by S. Keans.

B. Tapscott **MOVED** to accept the non-public meeting protocol. T. Crosby **SECONDED** the motion, of which all were **IN FAVOR**.

#### **f. Approval of Bank Signatories**

C. Copeland explained that the organization needs five signatories. The five suggested signatories include V. Parmele, T. Crosby, B. Tapscott, T. McManus and C. Copeland.

B. Tapscott **MOVED** to approve the five suggested signatories as listed above. T. Crosby **SECONDED** the motion, of which all were **IN FAVOR**.

#### **g. Concurrence with 2018 SRPC Operational Procedures**

C. Copeland reviewed the need for FY 2018 SRPC Operational Procedures per the auditors and requirements from the OMB Super Circular. C. Copeland added that she, financial consultant Kathy Foster and data analyst Rachel Dewey have gone through procurement training and worked on the document in FY 2017 and FY2018. C. Copeland reviewed the document which includes the use of language from the SRPC bylaws.

S. Keans asked about the document and whether there are changes to the bylaws, which there are not. S. Keans shared that she needed additional time to review the document. B. Tapscott suggested

page numbers be added to the document. C. Copeland explained that the procurement section would be updated as needed.

B. Tapscott **MOVED** to recess the meeting. T. McManus **SECONDED** the motion, of which all were **IN FAVOR**. The meeting recessed at 9:00 a.m.

T. Crosby **MOVED** to reconvene the meeting. T. McManus **SECONDED** the motion, of which all were **IN FAVOR**. The meeting reconvened at 10:41 a.m. A quorum was present.

T. Crosby **MOVED** to concur with the FY 2018 SRPC Operational Procedures. P. Nelson **SECONDED** the motion. C. Copeland explained that she would share changes with the Executive Committee as they occurred with an explanation.

All were **IN FAVOR**. The motion **CARRIED**.

#### **4. Discussion**

##### **a. Executive Director Subcommittee (EDS)**

###### **i. Progress report**

V. Parmele shared that she and T. Crosby, and B. Jaffin met with an attorney regarding non-profit status. T. Crosby shared that it was a productive meeting. There are multiple ways to create a non-profit. Other RPC models have been reviewed. P. Nelson asked for V. Parmele to elaborate on becoming a non-profit. V. Parmele provided an explanation of two models. A discussion ensued concerning the meeting with the attorney and how SRPC would approach becoming a non-profit. The underlying cause for SRPC looking to create a non-profit was discussed, which is to gain access to funding sources and broaden the scope of services provided.

S. Keans asked about using an outside lawyer versus the attorney general's office. A discussion ensued concerning using a private lawyer versus learning how to become a non-profit with internal research and inquiry. P. Nelson suggested the NH Center for Non-Profits as a resource. C. Copeland suggested that the attorney's report be shared with the Executive Committee members, which it will.

###### **ii. Draft of FY2018 Executive Director Organizational Goals**

C. Copeland shared her three goals for the year which include establishing a line of credit by September 30, establishing office-wide protocols by June 2018, and update the emergency succession planning document in January 2018.

V. Parmele shared that the EDS has discussed developing a strategic plan. A discussion ensued concerning quorum limits and the need for minutes if there is a quorum during EDS meetings.

V. Parmele shared that she would be interested in taking B. Jaffin's spot on the NH Rail Transit Committee. P. Nelson shared his interest in learning more about rail in the state, and the role of the Committee. S. Keans explained it brings many important stakeholders together for the purposes of discussing the future of rail in NH. S. Keans **MOVED** to appoint V. Parmele as the representative and P. Nelson as the alternate to the NH Rail Transit Committee. T. Crosby **SECONDED** the motion, of which all were **IN FAVOR**.

C. Copeland explained that the auditor needs a record of her salary increase as executive director. This was discussed and determined at prior EDS and Executive Committee meetings. A discussion ensued concerning employee salaries and the recommendation concerning the salary increase for the executive director. S. Keans asked if there were minutes from the EDS meetings, there are currently no minutes from these meetings. V. Parmele agreed the minutes will be prepared.

T. Crosby **MOVED** to provide C. Copeland a 2 ½% salary increase for her performance during FY2017, effective July 1, 2017. S. Keans **SECONDED** the motion. P. Nelson asked for clarification and more details regarding the proposal to assist his understanding. T. McManus reminded the Committee that the FY 2018 budget was approved including salary increases. S. Keans suggested a better process for completing the executive director's review. All were **IN FAVOR**. The motion **CARRIED**.

A discussion ensued concerning the cost of benefits and the role of the EDS.

## 5. Updates

### a. Contract Updates

C. Copeland explained that she and regional economic development planner James Burdin met with Standard Power about creating an energy consortium in the Strafford region among municipalities and school districts to negotiate energy rates. Southern NH Planning Commission (SNHPC) has participated with this group. Another model for this process is provided by Nashua Regional Planning Commission (NRPC). They are a registered aggregator and provide an electricity procurement program. C. Copeland asked Committee members if they have interest in pursuing either one of these models. A discussion ensued concerning investigation into this process and the benefits for SRPC. Members advised C. Copeland to ask Standard Power to provide a proposal and prepare a summary of both models based on discussions with the two rpcs.

C. Copeland also shared another opportunity through Southern Maine Planning and Development Commission regarding purchasing and selling of materials like road salt. The Committee did not see a need for this within the region.

## 6. Other Business

There was no other business.

**7. Adjournment**

S. Keans **MOVED** to adjourn the meeting. T. Crosby **SECONDED** the motion, of which all were **IN FAVOR**.

The meeting adjourned at 11:41 a.m.

Minutes Respectfully Submitted by,

Shayna Sylvia  
Communications and Outreach Specialist

Minutes approved on 9/15/17  
By: Victoria Parmele  
Victoria Parmele, Chair  
SRPC Executive Committee