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SOMERSWORTH
STRAFFORD
WAKEFIELD

Strafford Regional Planning Commission
Executive Committee Meeting
Conference Room 1A, 150 Wakefield Street
Rochester, NH 03867

FINAL Meeting Minutes
March 16, 2018

Members present: Chair Victoria Parmele, Northwood; Secretary/Treasurer Tom Crosby, Madbury; Sandy Keans, Rochester; Judy Nelson, Rollinsford

Members absent: Tony McManus, Dover; Peter Nelson, Newmarket; Brian Tapscott, Somersworth

Staff present: Cynthia Copeland, executive director; Shayna Sylvia, communications and outreach specialist; Colin Lentz, regional transportation planner

1. Welcome/Introductions

Chair Victoria Parmele began the meeting at 8:09 a.m.

a. Appointment of alternates, if necessary

There were no necessary appointments.

2. Action Items

a. Approval of February 16, 2018 Executive Committee Minutes

Tom Crosby **MOVED** to approve the February 16, 2018 Executive Committee meeting minutes. Judy Nelson **SECONDED** the motion.

b. Acceptance of DRAFT February Financials

T. Crosby **MOVED** to accept the DRAFT February Financials. J. Nelson **SECONDED** the motion.

C. Copeland reviewed the income flow for February, noting the amount of sick and annual leave used by staffers during the month. She explained the status of the UPWP contract as it nears the end of its first year in a two year cycle. C. Copeland added that SRPC is billing hours to contracts which close out at the end of the fiscal year.

C. Copeland explained the aging report and stated that the organization is in good fiscal standing. She reviewed the balance sheet, which is a comparison between FY 2017 and FY 2018, in addition to the *Profit and Loss - Budget versus Actual*, which is an audit requirement. This report does not reflect new income and changes to contracts during the year.

S. Keans asked for clarification about the *Budget vs. Actual* financial report. C. Copeland responded that the data reported does not accurately reflect the current SRPC budget as it disallows adjustments during the year. C. Copeland suggested that the new Executive Director be given the ability to adjust the budget throughout the year. C. Copeland elaborated that the yearly expenses are accurate, but that the yearly revenue is not an accurate portrayal of the current budget as mid-year adjustments don't take place. The E.C. would need to make a motion to allow for this to occur. A discussion ensued about why this would be beneficial for the organization.

All were **IN FAVOR** of accepting the DRAFT February Financials. The motion **CARRIED**.

c. Concurrence with March Monthly Minors

Tom Crosby **MOVED** to concur with the March Monthly Minors. J. Nelson **SECONDED** the motion.

Colin Lentz reviewed the adjustment in inflation value for budgeting for two local projects in Durham and Somersworth. The Transportation Alternatives Program (TAP) saw a change in funding for one child project, which is located outside of the Strafford region.

C. Lentz explained that SRPC received an export from NHDOT's database which allows changing child project to be tracked and examined. Rachel Dewey is assisting with updating the SRPC database to make it easier to import the data from the NHDOT database. This will make reporting easier for the Transportation Improvement Program (TIP).

V. Parmele noted that the state's Ten Year Plan passed yesterday, and included a study of rail.

C. Lentz gave an update on the public private partnership ("P3") commission being facilitated by NHDOT. He said he would be providing information to the Policy Committee, but wanted to give the Executive Committee a preview. C. Lentz noted that NHDOT has a website that describes the program and includes several letters of interest proposing P3 projects. He said one of the proposals is for privatizing the entire NH Turnpike system. He said he and James Burdin would be attending a public meeting at NHDOT about the P3 Commission.

The motion to concur with the March Monthly Minors **CARRIED**.

3. Discussion

a. Transition & Search Committee – V. Parmele

i. SRPC 2018 Emergency Succession Plan Section 3 Paragraph 5, “Authority of the Acting Executive Director”

C. Copeland explained her recommendations concerning the authority of acting executive director. She reviewed the restrictions of the acting director as laid out in the succession plan and stated that the Executive Director Subcommittee (EDS) would be responsible for assigning tasks to the acting executive director.

A discussion ensued concerning who would be acting executive director per the succession plan, and how this is laid out in the plan.

S. Keans asked about the structure of the succession plan. The information and formatting was discussed. The document is in compliance.

b. Status of FY Officers and Executive Committee Members for FY 2019

Item b was not discussed at this time.

4. Updates

a. Contract and Project Updates

C. Copeland addressed contract and project updates, explaining task for the next Executive Director. She explained that the UPWP needs to have adjustments to categories 100-500, and these need to be signed off and approved by NHDOT. She added that if there is carryover to FY2019 then it has to be redistributed for FY 2019, which needs to be signed off on and come from the acting executive director.

C. Copeland shared that the NH DES Lee Floodplain Mapping contract is currently before Executive Council, and if approved can be signed by Kyle Pimental, if given the authority as acting executive director. Most of the funds from this contract will be used for SRPC’s partner, GeoSyntec.

C. Copeland noted that payroll requires review of timesheets, which must be signed off on. The monthly invoices vary in price, but they need to be signed off on as well. The organization has annual updates which happen with the organization’s insurance. Health and dental is through Health Trust, and liability is through Primex.

C. Copeland shared that SRPC will find out in the next three months whether they received the EPA Brownfields grant, and if so the organization will work with its regional representative, AmyJean McKeown to administer the contract. An RFP will have to be posted to hire a consultant to work with on the project. J. Burdin is the project manager. Small contracts, \$5,000 to \$10,000, can be signed off on by the acting executive director and the involved community.

C. Copeland noted that she and staffers have been meeting with each regional municipality to talk about work and contracting over the next year. Most of the proposed projects would fall under UPWP funding, which is over 60% of the organization's funding.

C. Copeland explained that the Executive Committee needs to update the Certificate of Vote. She shared other RFPs that the organization has responded to recently.

S. Keans suggested that C. Copeland create an update to the current organizational calendar. This is being compiled. A discussion ensued concerning how this would be structured.

V. Parmele asked for clarification on what the Certificate of Vote is. C. Copeland responded that it is a documented motion which allows the Executive Director to approve and execute contracts. This will become the authority of whomever the Executive Committee votes to serve as acting executive director.

V. Parmele asked about the UPWP contract. C. Copeland replied that a modification will need to take place before she leaves in order to complete the March billing.

C. Copeland added that the FY 2019 indirect cost rate needs to be set. C. Copeland advised that the indirect cost rate be kept the same in FY2019 as in FY2018.

C. Copeland shared that she did not update the employee handbook, but that this can be done over the next year.

C. Copeland explained that the E.C. must vote to give someone authority via the Certificate of Vote. A discussion ensued concerning how this would be structured. The use of the Certificate of Vote was discussed, and alternatives to not making a motion to allow one person the ability to sign and execute contracts for SRPC. The Committee discussed who this individual or individuals would be.

J. Nelson added that a non-public agenda item should be on every agenda before the adjournment item.

T. Crosby **MOVED** to recess. J. Nelson **SECONDED** the motion, of which all were **IN FAVOR**.

The meeting recessed at 9:01 a.m.

T. Crosby **MOVED** to reconvene the meeting. V. Parmele seconded the motion, of which all were **IN FAVOR**.

The meeting reconvened at 10:36 a.m.

5. Other Business

S. Keans **MOVED** to enter into non-public per RSA 91-A; 3 II (a). J. Nelson **SECONDED** the motion, of which all were **IN FAVOR**. This occurred via roll call vote of V. Parmele, T. Crosby, S. Keans, and J. Nelson in the affirmative.

The non-public session began at 10:37 a.m.

At 11:46 a.m. S. Keans **MOVED** to leave the non-public session. The minutes were not sealed. J. Nelson **SECONDED** the motion, of which all were **IN FAVOR**.

On behalf of the Transition Search Committee of the Executive Committee, J. Nelson **MOVED** to employ Cynthia Copeland for eight to ten hours per week, beginning April 1 and ending no later than June 30, 2018, as a contracted interim executive director. T. Crosby **SECONDED** the motion, of which all were **IN FAVOR**.

T. Crosby **MOVED** that the Strafford Regional Planning Commission Executive Committee, at a meeting held March 16, 2018, authorize the interim executive director, Cynthia Copeland, AICP, to sign & execute any contracts for SRPC as of April 1, 2018. V. Parmele **SECONDED** the motion, of which all were **IN FAVOR**. This motion will be reflected in the updated Certificate of Vote.

3. Discussion

b. Status of FY Officers and Executive Committee Members for FY 2019

S. Sylvia asked present Executive Committee members what their plans were for being involved on the Executive Committee in FY2019. J. Nelson will not be staying on the E.C. in FY 2019. V. Parmele said that she would stay on as chair unless another Commission member was interested. S. Keans stated that she would remain on the Executive Committee unless she had a replacement. T. Crosby expressed that he would stay on as Secretary/Treasurer.

A discussion ensued concerning relisting the executive director job posting.

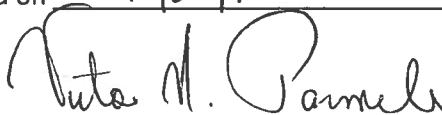
J. Nelson **MOVED** to require C. Copeland and Kathy Foster, financial consultant to draft a contract for the interim executive director.

6. Adjourn

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

J. Nelson **MOVED** to adjourn. S. Keans **SECONDED** the motion, of which all were **IN FAVOR**.

The meeting adjourned at 11:56 a.m.

Approved on 4/24/18


Victoria Parmele, Chair

