

Minutes of the Watershed Agricultural Council Meeting
November 24, 2009

I. Meeting called to order at 1:05 p.m.

Directors Present:

David Cammer	Fred Huneke
Tom Donnelly	Richard Giles
Sally Fairbairn	Ken Smith
William Coleman	Tom Hutson
Barbara Howard	Joe Eisele
Dave Post	John Verhoeven
John Schwartz, NYC DEP	

Directors Absent:

Linda DeWitt	Darby Hartwell
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Others Present:

Craig Cashman	Thomas Artale
Cheryl Marion	Seth Hersh

II. Approval of Minutes

Motion to approve the minutes of the October 27, 2009 WAC meeting with the addition of the explanation of temporary employees under Human Resources.

Motion: Dave Cammer

Second: Tom Hutson

Approved

III. Audit Report Presentation

The WAC audit for the previous year was presented by representatives of the firm; Toski, Schaefer and Co. and all questions from Directors and Staff were answered.

Motion to approve the audit of the financial statements of the Watershed Agricultural Council of the NYC Watersheds, Inc for the year ending June 30, 2009.

Motion: Ken Smith

Second: Bill Coleman

Approved

Thomas reported to the Council that all items addressed in the management letter have been addressed internally.

IV. Executive Director Report – Craig Cashman

Craig detailed the Operational Report and the Program Report/Approvals dated November 24, 2009 that were distributed.

NYSERDA - Craig stated that Amy Hawk has been answering the list of questions that continue to be asked by Tom Fessenden, NYSERDA. Craig does not know yet when an ending of this process will occur and the matter can be

reconciled.

RBEG Grant – Thomas has been reviewing the various files of correspondence and pictures on the Charcoal Road property that WAC once owned. The various Board and committee meetings reflect that WAC turned over the assets to Catskill Family Farms. WAC sent a letter to the funder stating the equipment had fully depreciated so at this point they should have no claim to those assets. No letter has been received from the funder stating they accept this position.

DEP Contract – Craig stated that most likely the next DEP easement contract will be a one year contract to allow time to resolve the issue of unanimous consent.

Program Approvals -

Motion to authorize the Watershed Agricultural Council to execute a contract for the expenditure of One Thousand Two Hundred Fifty Dollars (\$1,250) per acre for the purchase of a conservation easement of approximately 86.2 acres on land included in the whole farm plan under farm number DE-C-077 located in the Cannonsville Basin.

Acres under easement: 86.2
Appraised “before” value: \$2,750.00/acre
Appraised “after” value: \$1,500.00/acre
Appraised easement value: \$1,250.00/acre
Total Purchase Price Approx: \$107,750.00

Motion: Tom Hutson
Second: Richard Giles
Approved

Motion to the Watershed Agricultural Council to execute a contract for the expenditure of one thousand seven hundred and fifteen dollars (1,715) per acre for the purchase of a conservation easement of approximately 207.39 acres on lands included in the whole farm plan under farm number DE-C-125 located in the Cannonsville Basin.

Acres under easement: 207.39
Appraised “before” value: \$2,915.00/acre
Appraised “after” value: \$1,200.00/acre
Appraised easement value: 1,715/acre
Total Purchase Price Approx \$355,674.00

Motion: Tom Hutson
Second: John Verhoeven
Approved

Jeff Graff reported the guidelines will be written in January for selection of the next eligible set of landowners and will be divided into two categories.

PAR – Seth Hersh

Seth felt PAR gave a good presentation yesterday and it is now easier for him to be optimistic about this project. It is presently installed on the server. WAC has been assigned a new, methodical, orderly project manager who can admit the company’s deficiencies. Seth felt comfortable they will meet their deadline. When James Samek the new GIS employee begins, his first task will be catching up on

data from the time Magda Day retired. By early December the main users should be able to log in and try to use the system. Users will submit bugs and suggestions for improvements. By January 1st Seth hopes to be online but will go with double entry for the first couple of months.

V. Chair's Report – Fred Huneke

Fred will continue to email/mail his report to the Directors. He also explained that the DSA report identified human resources as a weakness of WAC and a liability concern.

Motion: On the recommendation of the Executive Committee and #3 of the DSA report, "Strengthen the Human Resources Function" an RFP for an HR audit and an HR compliance review shall be conducted contingent upon funding available.

Motion: Fred Huneke

Second: Richard Giles

Approved

Endowment Committee – Fred has formed a committee of himself, Sally Fairbairn and Dave Cammer to create an Endowment Committee to manage the fund itself. The Endowment Committee shall consist of 1 DEP representative, 3 WAC Directors, and 2 non-WAC affiliates with endowment experience. Fred, Sally and Dave will report back at the December meeting. The Final WAC Conservation Easement Stewardship Endowment fund document dated 9/22/09 was distributed in today's packet.

Directors Only Meeting

Fred has chosen January 22nd for a Directors Only Meeting. Most likely it will be held at the Andes Hotel. Agenda items will include: a Board Work Plan, Endowment planning, and Human Resources.

VI. Governance Committee – Bill Coleman

The Governance Committee has added John Riedl and Steve Reed to the slate of Directors to be voted on at the December meeting. John lives in Conesville, is a member of the WAC Forestry committee, a director of the Discovery Center, and is a retired superintendent of the Walton School. Steve serves on the WAC Agricultural Committee, is a beef farmer and serves on the Hamden Town Board.

Motion to recommend to the Directors on the recommendation of the Governance Committee that an attendance waiver be granted to Michael Dignelli and Kristen Carolla for this past year's East of Hudson Committee meetings.

Motion: Barbara Howard

Second: Tom Hutson

Approved

Motion to recommend to the Directors on the recommendation of the Governance Committee that an attendance waiver for Linda Dewitt be granted for the Finance Committee and David Post for the Agricultural

Committee.

Motion: Joe Eisele

Second: John Verhoeven

Abstained: Dave Post (Linda DeWitt was not present)

Approved

Motion to change the WAC By-Laws to amend the number of Directors serving on the Executive Committee from 8 to 7 on the recommendation of the Governance Committee.

Motion: Bill Coleman

Second: John Verhoeven

Approved

John Verhoeven reminded everyone that as per the Governance Committee minutes a discussion needs to be held regarding making Human Resources a standalone committee and not part of the responsibilities of the Executive Committee.

VII. Finance Committee – Bill Coleman and Thomas Artale

Motion to accept the September Financial Statements.

Motion: Bill Coleman

Second: Barbara Howard

Approved

VIII. NYC DEP Report – John Schwartz

John stated is he working on the WAC/09 budget modification with Thomas and Craig. He also spoke enthusiastically of the meeting in Kingston with Craig, Fred, and Dan Palm to introduce Craig to various staff of the DEP.

IX. Human Resources – Cheryl Marion

Cheryl explained that the WAC offices are going to begin using the Shred-it Company for the disposal of used paper. We have been assured the materials will be recycled and all WAC offices will eventually participate in this program.

X. Other

Video Conferencing –

A video conferencing system called Polycom was recommended by Dan Palm before his departure. Information was distributed on this system which would allow for different size monitors based on the size of various rooms in which we would install this system. The Board was supportive of this system providing there is available funding. This would allow all three WAC offices and the DEP office in Kingston to video conference.

Richard Giles asked that we re-evaluate WAC's mission to ensure we are helping farmers and forest landowners in the watershed. He expressed a desire that we think strategically as we are losing farms and that we try to be more pro-active. Perhaps this could be an agenda item for the Directors Only meeting.

XI. Executive Session

Motion to go into Executive Session at 3:05 p.m.

Motion: Dave Cammer

Second: Tom Hutson

Approved

Motion to come out of Executive Session at 3:25 p.m.

Motion: Dave Cammer

Second: Joe Eisele

Approved

Meeting adjourned.