

NORTH COUNTRY COUNCIL BOARD OF DIRECTORS MEETING MINUTES
Wednesday, May 19, 2017
Mount Eustis Commons
1st Floor Conference Room
Littleton, NH

BOARD MEMBERS PRESENT: Jo Lacaillade, Vice Chair; Vicki DeLalla, Treasurer; Robin Frost, Secretary; Earl Sires; Bob DeAngelis; Robin Irving; and Thomas Holmes

BOARD MEMBERS ABSENT: William Andreas, Chair; Carl Martland; and Neil McIver

STAFF MEMBERS PRESENT: Dr. Barbara Robinson, Executive Director; Kathleen Frenette, Operations Manager; James Steele, Finance & Accounting Manager

9:30 - Welcome and Minutes from April 19th

Vice Chair Lacaillade opened the meeting at 9:34 a.m. She noted that Board Member Martland had requested, via email, that on page 7, in the Motion under the section for Scenic Byways, that it include that it was his plan, so that it would read "Board Member Frost moved to support the changes to the scenic byways, as recommended in Carl's memo and showed on the accompanying maps." Discussion was had whether the motion should be edited. The Board agreed that that information will be included in today's Minutes, and that no alterations will be made in regards to the motion on the previous Minutes.

MOTION: Board Member DeLalla moved to approve the Minutes from the Regular Meeting of April 19th, 2017, as distributed in the original email. It was seconded by Board Member DeAngelis. The motion carried. (4-0-2). Board Member Sires and Board Member Holmes abstained.

9:35 - Old Business

None.

10:15 - Committee Reports

✓ **Loan Committee Report**

▪ **EDA - RLF Transfer**

Dr. Barbara Robinson indicated that both the NCC and the recipient of the transfer have reached out several times and are awaiting response. She noted that within the letter that she and CEDC had written, it addressed the question of whether these were grants. Discussion was had regarding Kia Booker's role in the process, as well as any scheduling issues that may occur.

▪ **TPP & Ragged Mountain Updates**

- **Non-Public Session under RSA 91-A:3 II(E)**

MOTION: Board Member DeLalla moved to enter Non-Public Session, under RSA 91-A:3 II(E). It was seconded by Board Member Frost. The motion carried.

Board Member DeAngelis - Yes
Board Member DeLalla - Yes
Board Member Frost - Yes
Board Member Irving - Yes
Board Member Sires - Yes
Board Member Holmes - Yes

All approved to go into Non-Public Session. Board entered Non-Public Session at 9:43 a.m.

- **End of Non-Public Session**

MOTION: Board Member DeAngelis moved to enter Non-Public Session, under RSA 91-A:3 II(1). It was seconded by Board Member Frost. The motion carried.

Board Member DeAngelis - Yes
Board Member DeLalla - Yes
Board Member Frost - Yes
Board Member Irving - Yes
Board Member Sires - Yes
Board Member Holmes - Yes

All approved to go into Non-Public Session. Board exited Non-Public Session at 10:12 a.m.

- **End of Non-Public Session**

MOTION: Board Member DeLalla moved to seal the Minutes. It was seconded by Board Member Frost. (6-0-0). The motion carried.

- **Ragged Mountain**

Dr. Robinson informed the Board that there is no update there and no payment yet. Vice Chair Lacaillade reminded the Board Members that they were given a three-month extension which is for March, April, and May, and that, in June, payments should begin to come in again.

Discussion was had regarding the information the Board had requested from Ragged Mountain, to include more detailed financials, which are yet to be received, as well as the challenges that have been faced by Ragged Mountain, in terms of manufacturing products and gaining revenue, which they hope to be solved in the near future.

- ✓ **Finance Committee**

- **Review Financials**

Mr. Steele gave the Board a brief summary of what has taken place over the last year, highlighting the issues faced in terms of deciphering different accounting styles utilized in the past, and coming up with accurate numbers to present to the Finance Committee. He informed that since the Board approved the hiring of Crane & Bell, he has met with them three times to go over all the accounts. He asserted that

with their help, as well as with the Auditor, they have come to a meeting of the minds, in terms of the financials.

He then distributed the current financials to the Board. He noted that on the Profit & Loss Statement, they are at -\$27,500. He explained the rationale for that number, pointing out that it includes uncaptured indirect costs from the first half of the year, as well as the RLF program. Board Member DeLalla added that the RLF program's numbers have never been accurate since the first deposit, when the NCC took over the fund, as the numbers were never balanced with the reports going in. Mr. Steele went on to state that the NCC also has two loans that are in default, which can be attributed to the deficit.

Vice Chair Lacaillade inquired regarding an end of fiscal year projection for the profit/loss. Mr. Steele admitted that he feels they will be at -\$30,000, which would be significantly better than the previous year at -\$90,000, as per the audit. Further discussion was had regarding the financials, where the question of how they will try to reduce the loss was addressed. Some possible solutions are:

- Cost-Cutting
- Writing Grants
- Assessing Best Utilization of Administrative Personnel
- Building Local/Town Contracts/Programs
- Paying Down Debt
- Reigniting Program with DRTC to Assist with Economic Development
- Researching Private Funding
- Realigning NC Council's Organizational Focus

Board Member DeAngelis inquired regarding the \$50,000 line of credit. Mr. Steele responded with a status update. Board Member DeAngelis admitted that he'd like to entertain a recommendation as to how to improve the organization. Dr. Robinson replied that in the near future, once she gets a couple of things in place, she intends to approach the Board with those suggestions.

Vice Chair Lacaillade announced that the next Finance Committee meeting is on June 7th, 2017 in Littleton, at around 10:00 a.m. She informed the Board that Mr. Steele will be presenting a monthly breakdown of expenses, as well as a broad financial overview.

✓ **Other Committee Reports**

- **Association of RPCs (NHARPC)**

- May 11th Legislative Breakfast

Dr. Robinson noted that it was rescheduled to this date, and therefore only one Legislator attended. She described the event, and admitted that it's a wonderful way for the various RPCs to interact with each other, and to discuss possibilities of joint purchases in order to reduce expenses. She informed that the NC Council is not spending money as an organization to have a Lobbyist, but rather is working through the New Hampshire Planning Association.

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

Dr. Robinson stated that the NCC will continue to have that project this coming year for the upper parts of the river. Membership is still open on the CRJC. She suggested that Board Member Holmes participate in the various Committees available that he may be a good fit for.

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

- May 12th Meeting

Vice Chair Lacaillade described the event, where they were able to see the greenhouse project that is planned to go in, in Berlin. Board Member Frost recounted the meeting and her takeaways from it.

- **Transportation Advisory Committee (TAC)**
- **Scenic Byways**
- **Dartmouth Regional Technology Center (DRTC)**
 - May 1st Meeting
- **Connecticut River Mitigation and Enhancement Fund**
- **NH Rail & Transit Authority Advisory Committee**

11:00 - Informational/Questions/New Business

✓ **Office Space Potential**

Dr. Robinson informed the Board that she has been conversations with AHEAD regarding the current rental situation. She described the challenges being faced under the present Lease, and indicated that Ahead has approached the NCC with an opportunity to move to another building in another location, by July 1st, allowing the Health Consortium currently next door to NCC to expand. She gave the details of the proposed location, and pointed out that the cost-benefit analysis will be presented at the next Finance Committee meeting. Mr. Steele noted that generally the new five-year lease could save the Board approximately \$62,000 over five years.

Dr. Robinson went on to discuss her efforts made in researching all potential lease opportunities. She requested permission from the Board to move forward in trying to relocate the NCC. Further discussion was held amongst the Board regarding pros and cons of moving.

MOTION: Board Member Holmes moved to recommend Dr. Robinson continue in her NCC relocation efforts, if it's a good fit for the workspace, if it saves money, and if it makes sense to carry on. It was seconded by Board Member DeLalla. (6-0-0). The motion carried.

Dr. Robinson indicated that there is a second option to go to a very reduced office space, utilizing teleworking. Discussion was had regarding the consequences of this option.

✓ **Primex Conference**

Dr. Robinson informed the Board that she attended, and that it was a great networking event. She briefly described the event and stated that she anticipates attending next year.

✓ **Presentation by Michelle Gray of HR Synergy**

Dr. Robinson announced that Michelle Gray has been requested to present at the June 7, 2017 Personnel Committee meeting.

11:15 - Other Business

Board Member DeLalla reported that NCC is putting on a free conference on June 10th at 9:00 for Planning Boards.

Dr. Robinson instructed the Board that if any members are not currently receiving the NCC newsletter that they should inform her, so that they can be kept up-to-date on the calendar of events, as well as current programs and outreach activities.

Board Member Irving announced that there was an ATV meeting the other night, and that, at that meeting, a Representative from MOMS, Motorcycles of Manchester, indicated that they had purchased the F.B. Spaulding building in Lancaster, and that they were going to be also locating in Groveton.

Dr. Robinson noted that Conway is doing great things, in terms of economic development. She described an article from Business New Hampshire Magazine, which spoke of young people moving to the area. She informed the Board that she anticipates collaborating with the various towns involved in this movement to initiate the economic development cycle. Further discussion was held regarding the current economic development efforts going on in Conway, as well as challenges the Town is facing in terms of the lack of single-family home construction.

11:30 - Adjourn

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

Respectfully Submitted,

Victoria O'Connor, Recording Secretary
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