

***Piedmont Conservation Council, Inc.***

***FINAL Executive Board Meeting Minutes***

***November 1, 2011***

Members Present: Alex Ashton (Chairman, Guilford), Eddie Culberson, Vice-Chair (Chatham), Bill Alston (Randolph), Frank Green (Rockingham), Rudy Langley, Treasurer (Alamance), Hazel Puckett, Secretary (Rockingham), Gail Hughes (Orange), Hester Vernon (Caswell), Stephanie Grant (staff)

Members Absent: Talmage Layton

- I. Call to Order & Chairman Comments – Alex Ashton, Chairman
  - a. Alex Ashton called the meeting to order at 6:38 p.m. on November 1st, 2011 at the May Memorial Library in Burlington and confirmed the presence of a quorum.
- II. Approval of Minutes
  - a. Ms. Grant did not bring the October 4<sup>th</sup> meeting minutes for approval. She will send them out this week, along with the draft minutes for this meeting for review and approval at the December 6<sup>th</sup> executive board meeting.
- III. Discussion Items
  - a. New Mission/Vision statement

At the last Full Council meeting (although there wasn't a quorum so it couldn't be adopted), the attending members agreed that the following. Leverage people and resources for innovative projects that promote conservation and sustainable communities. For our logo and website – if it is adopted we need to contact Cyberscribe to change our background template. When we do our annual website maintenance (in our annual budget), we can ask them to do it then.

MOTION: Rudy Langley moved to adopt the mission statement as read aloud by Ms. Grant. Bill Alston seconded.

VOTE: Unanimously approved.
  - b. Caswell County FPP
    - i. Letter from Urban Forestry said that Caswell County wasn't Urban enough to qualify. They suggested another program that we could pursue funding from. Mr. Ashton commented that it may make our process easier by not having to incorporate forestry aspects. He added that we need to now find a match for the \$15,000 from ADFP. It could take the form of in-kind from Caswell and/or cash from Farm Bureau. Mr. Vernon knows several of the Commissioners were interested when Julie first presented to them about a year ago. One of the Commissioners was particularly interested then, and he is now Chairman (Hall). He requested that Ms. Grant go speak at the Commissioner's meeting to request a commitment from staff – County Manager, S&W District, Cooperative Extension. Next meeting is Monday November 7<sup>th</sup> and if Ms. Grant could call tomorrow, she should be able to get on the agenda. One of the Commissioners

was particularly interested then, and he is now Chairman (Hall). Mr. Ashton asked that Ms. Grant prepare the details of what PCC is requesting of Caswell. He also asked Mr. Vernon if PCC could approach Farm Bureau for a cash match. Julie spoke with them before, and he said we could ask for a cash match. He is also President of the Farm Bureau Board. Their next meeting is November 15<sup>th</sup>. However, Mr. Vernon will not be there. PCC Council Member McVey is the Secretary/Treasurer of the Farm Bureau board. Guilford's Farm Bureau contributed \$2,500.

Ms. Grant received the contract documents from ADFP today (November 1<sup>st</sup>) at the Durham office. The letter inside, requesting that all documents be returned by November 7<sup>th</sup>, is dated October 18, but the envelope is postmarked October 26<sup>th</sup> and is addressed to the old Curry Dr. address. The documents will need to be edited for the changes with Urban Forestry, updating match information, and lots of signatures.

Mr. Ashton will contact Jerry Dorsett about potentially working for PCC to draft the Caswell FPP. He originally spoke with him about a month ago. In conversations with Ms. Grant, he believes we will be able to bill ADFP for administrative time.

Mr. Culberson suggested if we have trouble securing the match we could ask Jerry Dorsett for \$5k in in-kind services.

c. Project Priorities

Mr. Ashton: At the last meeting (Oct 20) the group discussed which project ideas brought up at the retreat should be prioritized and move forward with. The group assigned certain board members to each project idea so there is continuity after Ms. Grant leaves. Ms. Grant distributed a Criteria Alternatives Matrix with the top nine projects from the last meeting and the criteria the group decided to rank projects with. (Matrix attached to the minutes). The purpose of this exercise is to instruct Ms. Grant on how to use her time. Ms. Grant added that Mike Dupree brought an opportunity to her to go after a NIFA grant in partnership with the YMCA to bring local produce to low-income communities. The intent is to go after a "planning grant" with a maximum award of \$25,000. Mr. Culberson commented that it could fit into the Farm Incubator project idea that PCC has.

Each member present filled out a matrix with their ratings for each project. Each project was briefly discussed with the group. The group discussed and generally agreed that once the numbers are tabulated, the results can be taken as approval for Ms. Grant to spend time pursuing these projects with the board members assigned to the teams.

- i. Fab Lab as "money-maker" for PCC – members are already aware of the qualifications of this project. The question is how much time and effort does the board want staff to spend working on this project. Mr. Ashton also stated that the income from the project should easily cover our additional administrative expenses. The Board went through each criterium with the fablab project as an example of how to fill it out.

- ii. Durham Green Roofs – An application has already been turned in to EEG (NCDOJ) for this project on Friday October 28<sup>th</sup>. Project team of Ms. Grant, Mr. Culberson, and EcoEngineering submitted for \$250k to put an accessible green roof on the roof of the Durham Ag Building. Notification is in February.
- iii. Habitat management plans – PCC could potentially do one a year, or a similar pace. It might yield \$500-\$1,000/year. Ms. Hughes added that NRCS has wildlife biologists that do this for free, so it is not a unique service. Potential funding source could include Firewise grants from Urban Forestry.
- iv. Replace parking lots or impervious space with natural areas – Guilford County has a lot that would be ready to go if we had funding. Ms. Hughes added that the NRCS C-CAP program focuses on similar things (at least in Orange County). Mr. Culberson suggested combining C-CAP and any funding received by PCC for matching. Ms. Grant suggests focusing on publicly-owned property. C-CAP funds are available to every county, but not all of the PCC Area Counties may have taken advantage of it. It may be a difficult work load to handle for some counties.
- v. Land Trust Stewardship – need across the state for monitoring of conservation easements and land trusts – checking on invasive species, making sure statues are being followed, etc. Kip Godwin was interested in partnering across the state for RC&D's to be the go-to orgs. Rudy noted that this would be a long-term, ongoing revenue stream. Ms. Hughes noted it would have a higher margin for us than some of the other project ideas. Rudy said annual inspections would be involved, but Alex also noted we could hire consultants for certain things. It would need to be clarified in all our contracts that we are not responsible for enforcement, we would just let the enforcer know – we are ONLY the monitor. If we were to enforce, we would definitely need an attorney on the board.
- vi. Urban composting – similar to what we did with the mulching business. Ms. Grant noted there are existing firms in NC that have industrial composting; we would have to do market research to find where the need is. Start-up costs would be high.
- vii. Innovative Stormwater Projects – It came up at the retreat, if we could find funding, we have good expertise and the potential projects to keep working in this area. Ms. Hughes agreed that there are lots of good projects out there, the problem is finding the money.
- viii. Farm Incubator – There are aging, retiring farmers and new farmers interested in getting started, and the two communities are disjointed. Alex suggested that both Guilford County and Elon have potential land that could be used for an incubator. Ms. Grant noted that she has seen several grant opportunities for the theme of farm incubation. Ms. Hughes shared that the incubator in Orange County is a brick wall. Old farmers and old farms will not get together to make it work. Retiring landowners will not rent to someone who just wants 1-2acres, they want to rent their whole 100-acre size farms. Ms. Grant suggested PCC rent

the whole farm and sublet to the small farmers. Coordination between farmers would be an additional benefit, so that some sales could be guaranteed.

- ix. Rockingham government facility trail – Frank said that the Dan River coalition has already started constructing this trail, so we may be too late.
- x. YMCA partnership for NIFA funds – planning grant. Ms. Hughes expressed interest because there is definitely a need for getting fresh food to low-income communities. Mr. Ashton asked if we had to work with the YMCA, Ms. Grant said they would be an ideal partner for low-income access. Since the due date is Nov 17<sup>th</sup>, Chairman Ashton noted that we would need to adopt the project in order to instruct Ms. Grant to move forward. Mr. Culberson agreed that there is a need, but that this particular project is coming on a little too fast for us to work with it. Ms. Hughes suggested that Ms. Grant focus on managing our existing projects over the next couple of weeks instead of pursuing this opportunity. Mr. Langley agreed, and suggested we wait until next year and prepare better for this grant. There was no need to vote as the Chairman noted we had a consensus not to proceed. Mr. Culberson suggested we compile a schedule of when annual grant opportunities are due so we can plan several months ahead of time.

d. Report from the bylaws committee:

Alex and Frank met to review PCC's bylaws, the changes that have been brought up and suggested over the past few months. Frank and Alex reviewed Pilot View RC&D bylaws, comments from Kip Godwin, Stephanie Grant, comments from other board members, etc. Biggest issue is membership and quorum. Mr. Ashton suggested downsizing the number of voting members on the Council. One option is to make more members an "advisory" position or something that doesn't have voting power. The Executive Committee vs. the Full Council is redundant at times.

Ms. Grant commented that from her perspective as staff, she does not gain much from the Full Council meetings. She feels she updates the Full Council members on the happenings, which is largely redundant to the Executive Board members, and does not receive much back in the way of support or getting things done. Whereas, the Executive Board meetings are highly beneficial because a good deal of business gets done, and members offer valuable input and support.

With regard to quorum, Mr. Ashton, Mr. Alston, and Mr. Green discussed defining it as a majority of members OR a majority of counties represented (although if we limit voting rights to a smaller executive-like board, those would mean the same thing). Currently, vacancies do not affect quorum (Mr. Vernon suggested instituting that to help with quorum issues).

Mr. Ashton commented that we have very good attendance at the Executive Board meetings, but the Full Council has fallen off recently. Ms. Puckett added that if we can re-energize Full Council members by reminding them of all the projects that PCC has done in their counties, that involvement might improve. She and Mr. Langley are still planning to go through old files to document these projects. Mr. Culberson stated that

he would be in favor of reducing the voting members to just an Executive Board and perhaps expand it to more council members that are active. Mr. Green noted that at one point, the Full Council used to meet monthly. In addition, according to the bylaws, the Executive Board is not supposed to meet on months where there is a Full Council meeting, but we have been doing that for the past several months. Ms. Grant said that she was unaware of that, but Mr. Ashton added that it was probably a good thing because of all the changes and the high volume of project business being done lately. Back to the issues of how the voting is structured, Mr. Ashton noted that he would like to maintain fairness and the perception of fairness by allowing each county the same number of votes. Mr. Alston suggested that if more than one member from a given county attends a meeting, they share one vote per one county. Ms. Hughes commented that under that format, you would be looking at who is in the room right now.

Now that we have requested our Articles of Incorporation, we know how much leeway we have to change bylaws around these issues, and may need to edit our Articles. They say we have 21 members (3 from each of 7 member counties). We now have 9 member counties and two vacancies in several of them.

Ms. Grant suggested that the Board also consider adding to the bylaws more clear delineations on what decisions staff has the power to make and what types of decisions must be made by the Board or the Council.

To summarize the issue, Mr. Ashton asked that members contact him with any other comments and we will add it to the agenda for the next Executive Board meeting (in the interest of time).

e. Asset mapping workshop

This item was skipped in the interest of time.

f. FabLab resume submissions

At the time, Ms. Grant had received resumes from four strong candidates. One candidate will be submitting late, if it pleases the Board. Several members chimed in with support in accepting the late application.

For the selection committee, Ms. Grant said that she, Mr. Mahale and Mr. Nelson would certainly be on the team. Ms. Sallye Coyle might also like to sit in because of her recent involvement, and Mr. Culberson volunteered to be the Executive Board member on the committee. Mr. Ashton suggested that the hiring committee work to the point of drafting a contract with the selected person, and the Executive Board will have final approval.

Ms. Grant also added that Drew Nelson's performance has improved, and suggested not forcing him out until his performance gets worse, if it does. He had personal issues that have now been resolved.

Ms. Hughes added that she saw the article in the Durham Herald about the event at the Durham Bus Depot. Ms. Grant added that the publicity we received was due to Sallye Coyle donating a ShobBot for the inside of the Bus Depot.

IV. Decision Items

a. Kimley-Horn amendment

Ms. Grant explained that when PCC awarded KHA the construction oversight contract on C.W. Stanford, she erroneously told Kimley-Horn the incorrect amount available. She neglected to include the \$5,000 in matching funds that PCC has for this line item, so the KHA contract is \$5,000 too low. The amendment on the table would add \$5,000 in on-site construction oversight to the contract with KHA.

MOTION: Rudy Langley moved to approve the amendment. Seconded by Eddie Culberson.

VOTE: Unanimously approved.

b. Environmental Enhancement Grant, Project Approval

Mr. Ashton explained that because the opportunity came about very quickly, the Board has not yet had time to vote and authorize staff and the board to dedicate PCC resources to pursue and accept this project if funded. Ms. Puckett clarified that this is the \$250,000 green roofs project.

MOTION: Ms. Puckett moved to adopt the Downtown Durham Green Roofs project. Seconded by Gail Hughes.

VOTE: Unanimously approved.

c. Approval of Invoices

Stephanie Grant presented the invoices for approval for payment:

SJ Grant Consulting, \$1,548.00. Ms. Grant explained that she is now only billing for the C.W. Stanford project because the money left in her contract for ACC will be tied up in CWMTF's retainer (\$25,000) until the final report is submitted in January 2013.

Kimley-Horn, \$8,314.94 (for work through September 30, 2011).

Amy Parker-Cook, \$195.00

MOTION: Gail Hughes moved to approve the invoices as presented. Seconded by Bill Alston.

VOTE: Unanimously approved.

d. Extension for IRS 990 submission

Ms. Grant explained that the 990 submittal is due on November 17. She has been working with Marie Martin at J. Michael Fargis to assemble all the materials required, and Ms. Martin believes she will be able to submit on-time. However, there are some outstanding questions Ms. Martin has posed that Ms. Grant is still researching, and there is a chance that she will not be able to answer these for Ms. Martin in time. As a precautionary measure, Ms. Grant suggest that PCC apply for a no-cost extension until February 2012.

MOTION: Rudy Langley moved that PCC apply for an extension on our 990 submittals. Seconded by Eddie Culberson.

VOTE: Unanimously approved.

V. Project Updates

- a. ACC – Dan Line from NCSU (sampling) noticed that during a rain event, BR02 was not draining properly. Jim Halley is coordinating with Backwater to find out what the problem is. Because we still have Backwater's first invoice processing with CWMTF, we

have not paid them anything yet, and we can hold off final payment until the issue is resolved because Ms. Grant has not submitted a disbursement request for that yet.

- b. CW Stanford – skipped in the interest of time.
- c. FabLab –skipped in the interest of time.
- d. Caswell County Wick applicator – no updates
- e. Caswell County Farmland Protection Plan – discussed earlier in the meeting
- f. Lassiter Mill Dam Removal – skipped in the interest of time.

Ms. Grant verified that all members received the Weekly Update dated 10/28/11 which contains the details of any project updates she would have shared at the meeting this evening. Extra copies were handed out to those who had not seen it yet.

VI. Board Member Comments, New Business

- a. Gail Hughes noted that she emailed Ms. Grant the poster that was presented at the National Environmental Educator’s Conference a few weeks prior. She said there was a large positive response to the poster, and several organizations expressed that this project would be very replicable at other schools around the country. She requested Ms. Grant forward the poster pdf file around to all Board Members.
- b. Ms. Grant collected project matrices from all members. They were completed during the meeting.
- c. Mr. Alston verified that the next meeting is in December, and suggested that we hold the meeting at a festive location. Ms. Grant suggested the Town Table, and Rudy Langley said he would ask the restaurant if they could host us. Mr. Alston also said that a potluck at a board member’s home might also work.

VII. Upcoming events/meetings

- a. Next EB meeting Tuesday December 6th, 2011 – time and location TBD.
- b. Next Full Council meeting is January 19<sup>th</sup>, 2011 at Alamance Community College 6-9pm.

VIII. Adjournment

MOTION: Bill Alston moved to adjourn the meeting. Seconded by Rudy Langley.

VOTE: Unanimously approved.

The meeting was adjourned at 8:58 pm.