

Board Minutes

December 8, 2016

Thursday, December 8, 2016

Time: 5:30 PM

Location: Hartford Town Office – 171 Bridge St., WRJ – Room #2

Directors Present: Marvin Harrison, Walter Martone, Kristi Morris, PJ Skehan, John Lawe, Peter Van Oot, Bob Haynes, Bob Flint, Jerry Fredrickson, Tom Kennedy (via telephone)

Also Present: Lorelee Morrow

Call to Order

Bob Haynes, President, called the meeting to order at 5:40 PM and Lorelee Morrow recorded the minutes. A quorum of directors was present.

Approval of May 19, 2016 Minutes - Action:

Marvin pointed out that while his name was included in the “List of Attendees,” he was not at the meeting.

Bob F. said he would correct immediately.

Motion to approve May 19, 2016 minutes with correction:

Motion: Marvin Harrison

Seconded: Jerry Fredrickson

No further discussion

Motion Carried

Peter Van Oot Abstained

Bylaws Revisions – Bob F.

Bob explained that we are required to distribute revisions to full board no less than 30 days before the board meeting in order to adopt any changes; therefore, adoption will have to wait until spring board meeting.

Bob went through the bylaw edits as indicated in red (see attached).

Bob H. indicated that there was redundancy in Article II – Purpose “economies can be realized” and asked that that be cleaned up.

Bob F. said he would take care of it.

Under Article VIII – Fiscal Management F., the executive board in their November 14 meeting suggested that the following be struck:

“distributed exclusively to one or more organizations organized and operated exclusively for the promotion of public welfare as shall then qualify as an exempt organization or organizations under Section 501(c) of the Internal Revenue Code of 1954, as amended. Any such assets not so disposed of shall be”

Peter V. mentioned that if the organization was classified as a 501 (c) 3 or (c) 6, that verbiage may be required.

Loralee said she knew that the organization is not a (c) 3, but would check to be sure it was not a (c) 6 either and let everyone know.

Number of years each officer serves:

Bob pointed out that although the bylaws had said that each officer would serve for three years, the EDD has always held to one year of service as they rotate the position through the four partner organizations; therefore, this is a correction to reflect what is being practiced.

Bob F. offered that if any board members see anything further that needs to be changed, please let him know. Since we have a few months until the next meeting, there is plenty of time.

Policy Adoption – Action:

Sub-recipient Monitoring Policy – Loralee Morrow:

Sub-recipient monitoring is a federal requirement for all entities that receive federal funds. It's to ensure that specific internal controls are in place. All EDD partners are monitored as a requirement of the EDA funds since each of the organizations are sub-recipients. Since SWCRPC is administering the grant for FY17, they will be conducting the monitoring this year.

Motion to adopt Sub-recipient Monitoring Policy:

Motion: Peter Van Oot

Seconded: Jerry Fredrickson

Discussion: Peter V. recommended that the board resolve to designate Tom Kennedy/SWCRPC as authorized to conduct sub-recipient monitoring for FY17 and that this should be done each year.

Motion Carried Unanimously
Motion to designate Tom Kennedy/SWCRPC as authorized to conduct sub-recipient monitoring for FY17 EDA Funding.

Motion: Peter Van Oot
Seconded: Jerry Fredrickson
No further discussion
Motion Carried Unanimously

Code of Conduct/Conflict of Interest – Tom Kennedy:

Tom said these are a simplified version of what they use at SWCRPC.

Peter V. believes there is specific “Conflict of Interest” language in Vermont and reference to the statutory provision should be included. He will review the “Conflict of Interest” Policy as presented and will offer edits should he find that this specific language is required.

Motion to adopt the Code of Conduct/Conflict of Interest Policy as presented:

Motion: Walter Martone
Seconded: Kristi Morris
No further discussion
Motion Carried Unanimously

Procurement – Bob Flint:

Bob F. explained that these procedures are quite a bit more extensive that he would think was necessary in normal circumstances, but realizes the need to adhere to federal guidelines is necessary.

Motion to adopt Procurement Procedures Policy:

Motion: Bob Flint
Seconded: Jerry Fredrickson
No further discussion
Motion Carried Unanimously

FY16 Grant - Status: Closed

Accomplishments – Lorelee Morrow:

- TRORC: Creative Economy Report, Dashboard Updates with SRDC, Website maintenance, resiliency infographic

- SRDC: Capacity Building, Opportunities and Barriers Report, Region-wide Workforce Report
- SWCRPC: Business Funding and Technical Support Fact Sheet, CI (Commercial Inventory) Bylaw Land use Review & Recommendation, Commercial Inventory – Priority Parcels, Economic Health Report Card, Economic Impact Report and Action Plan, Resilience Report Card

FY17 Grant - Status: Open and Approved by EDA

The four partner organizations (GMEDC, SWCRPC, SRDC, and TRORC) held a conference call with EDA for the FY17 Grant kick-off on 11/29/2016.

Two-year completion timeline, as with last year; however, our plan is to close by June of 2017 to become eligible for July 2017 grant funding.

Deliverables – Lorelee Morrow

Approved Grant Scope of Work:

- GMEDC: Regional Creative Economy Entrepreneurial Program (with TRORC)
- SRDC: Action Plan to Develop Specific Project from Creative Economy Report, Employer Recruitment and Retention Action Plan, Strategy and Funding Report, Capacity Building
- SWCRPC: Capital budget training, report, and funding opportunities, Grant administration
- TRORC: Capacity Building, Upgrade/Redesign Website, Performance Measure Reporting/Dashboard(All partners)

Discussion:

Lorelee encouraged board members to review deliverables online at ecvedd.org and to suggest projects at any time that they feel build upon the recently adopted CEDS and recently completed projects.

Marvin clarified the amount from EDA was \$70,000 and Lorelee clarified that the partners were providing 50% match.

FY17 Work Plan/Priority Projects – Bob Haynes

Discussion:

Bob H. explained that the Sykes Avenue project was not feasible so has been cancelled. May help the current interested parties find tenants, but that would be the extent of GMEDC's involvement.

Bob F. reminded the board what the Priority Projects are and that the two still listed for his and SWCRPC's region are viable.

Loralee iterated that there was a time that several more projects were on the list, but that they had either been completed or removed if no longer feasible. Suggested that Priority Projects be an agenda item at the next board meeting in an effort to get the board's input and to expand the list once again.

Bob F. suggested that we should gather suggestions beforehand to ensure that they meet EDA criteria.

Bob F. also reminded everyone that because all 40 towns are in district, they are eligible to apply for EDA funding as well. Funding does not have to go through the EDD. Reminded all as well that supporting infrastructure is EDA's main mission.

Treasurer's Report – Bob Flint

Report Attached

Bob F. says quiet so far, federal money hasn't come in yet (although is pending) so currently the balance is \$339.35.

Loralee mentioned that last year and this year the funding was now requisitioned quarterly instead of on a reimbursement basis.

Motion to approve Treasurer's Report:

Motion: Peter Van Oot
Seconded: Walter Martone
No further discussion
Motion Carried Unanimously

Adjourn – Action:

Motion to adjourn:

Motion: PJ Skehan
Seconded: Jerry Fredrickson
No further discussion

Motion Carried Unanimously

Meeting Adjourned at 6:10 PM

DRAFT