SWCD Board of Directors Meeting April 1, 2022 Meeting called to order at 1:06pm.

In attendance:

Directors: Meg Kennedy (Ch), Jennifer Mickle, Darin Hickling, Helene Kraham, Doris

Moennich, Ed Lentz

District staff: Jordan Clements

Others: Scott Fickbohm (AGM), Larry Underwood (DelCo SWCD)

Minutes taken by Ed Lentz.

Meg opened the meeting and invited Larry to give his report first.

Larry explained that Delco has done all they can do. They have done their best to make sense of the documents they were provided but feel like they have gone as far as they can. He and his staff regret not having been able to get all the issues resolved but the job has been much more difficult than they anticipated and is taking its toll on the DelCo district just as their spring and summer responsibilities are kicking into high gear.

Beecher (323): DelCo thought they were finally done and then a new contractor invoice for about $55K surfaced. We have a canceled check but it’s not clear how this invoice and check fit in. As a result, they asked AGM not to review the closeout package that they had resubmitted on 2/17.

McGrath (276): There were numerous out-of-the-ordinary transactions and there are numerous checks, including checks by the landowner to contractors, for some of which there is no evidence they were ever canceled. As a result, DelCo has not been able to fully track the flow of money. In particular, a ~$107K check from the district to the landowner was supposed to be used to pay a contractor but, instead of one check from the landowner to the contractor in that amount, there are five checks totaling that amount and it’s not clear that all five correspond to amounts owed for which the $107K was written or even that all five were ever canceled. Despite repeated attempts, the landowner has refused to sign the Farm Expenditure Summary Form and does not acknowledge having been overpaid.

Tafel (274): Tafel said he is seeking legal counsel, isn’t going to sign the Farm Expenditure Summary Form, and doesn’t want to talk to us at this time.

Meg reported that Insero is writing up a final report but preliminarily orally reported that by their determination the overpayments made by the district were less than those determined by AGM. Jordan expanded on this report, stating that according to Insero’s preliminary oral report the overpayment to McGrath is ~$50K less than determined by AGM and the overpayment to Tafel was ~$0.5K less.[[1]](#footnote-1)

After much discussion, it was agreed that we should get the AGM calculations from the 12/28/21 meeting to Colleen at Insero (along with the new invoice and check if they don’t already have that), obtain and review Insero’s reports with Colleen, and then determine next steps. The next steps may be resubmissions of the three close-out packages with a cover letter explaining why the McGrath and Tafel Farm Expenditure Summary Forms were not signed by the landowners and may also include a meeting with AGM to discuss possible discrepancies with Insero’s findings and any remaining unresolved issues.

Larry, in addition to contributing to the discussion about next steps, acknowledged that the district board has been working diligently and has made great progress, at least as of the time that he has been involved. He invited district directors to attend the DelCo meetings on the 3d Wednesdays at 11:00 and offered to continue to be available to try to answer questions as we go forward but reiterated that further deep engagement by him or his staff would jeopardize performance of their responsibilities to DelCo. The board expressed its sincere appreciation for the help he and his staff have been.

A motion to approve the February financial reports comprising the P&L by Class, the P&L, the balance sheet, the P&L Budget v Actual, the AP Agin, and the AR Aging reports was made by Ed and seconded by Helene. During discussion on the motion, Ed and Meg reviewed what they learned from their webconference meeting with Angelica Palmer the preceding day (see, notes, attached). The motion passed unanimously.

A motion to approve the Financial Management of Grant-funded Projects was made by Darin and seconded by Jennifer. During discussion of the motion, it was agreed to amend the draft as shown in the attached. The original motion to approve was amended with the consent of the movants and the motion passed unanimously.

A motion was made by Helene and seconded by Jennifer to approve the Procurement Checklist and Payment Request form amended to change “SWCD Special Prog. Technician” to --SWCD Technician--, to delete the signature bocks for “SWCD Technical Coordinator,” and to add an approval signature block for the District Manager. The motion passed unanimously. Ed will revise the form and circulate for review.

A motion was made by Helen and seconded by Darin to approve the Payments and Disbursements Policy with the amendments shown in the attached. The motion passed unanimously.

Larry will send us DelCo’s policies on payments/disbursements, credit card usage and procurement which the district board can review alongside our policies.

A motion to approve the minutes of the March 4 meeting was made by Ed, seconded by Darin, and passed unanimously.

The March 28, 2022 letters by Michael Latham re: the close-outs of Tauzel (382) and Young (972) were discussed. Jordan explained that he saw the letters but overlooked the due date, which was April 1. Jordan will have the close-out documents and checks for submission on Monday, following a Monday morning meeting with Angelica Palmer. It was pointed out that the amount to be paid back for Tauzel (382) is $18,819.00 plus interest but the Feb 28, 2022 Balance Sheet shows a balance of only $10,880.15. Jordan could not explain the difference and will try to obtain an explanation during his meeting with Angelica. It was agreed that Meg will go to the district office on Monday afternoon to review the close-out packages to ensure compliance with the Latham letters before Jordan submits them to AGM. A motion was made by Darin and seconded by Jennifer to pay back to AGM the initial 25% payments plus interest as per the Latham letters. The motion passed unanimously. Scott will inform Bethany Bzduch that the close-outs will not be ready until Monday.

With regard to the three remaining grants for which close-outs were due : Buffer (277): Ready to close out as soon as FSA makes their payment; Johnson/Hunt (236): close-out packages have been uploaded.

It was agreed that the recognition ceremony for Les and Larry will be postponed until the May County Board meeting.

Contribution agreements with WRP and CREP are due 4/22; 5 year agreement; our contract ends in August. The WRP work involves monitoring compliance with completed projected and typically involves 15 to 25 on site visits and 10-20 phone check-ins per year. The CREP work is buffer designs. Larry explained that DelCo is in the process of renewing their contribution agreements, which involves preparing an appendix setting out the projects that DelCo will perform. Both DelCo and the OC districts are currently performing and have performed these services pursuant to such contribution agreements in the past. A motion was made by Darin and seconded by Doris to authorize Jordan to enter into a new five year agreement. The motion passed unanimously.

Jordan reported that we may need to hire a new building cleaner because the current cleaner has cautioned that he may be resigning.

Scott reported:

1. Diane Smith, AGM Attorney, spoke w/ Denise Hollis, OC Attorney; the conversation centered around risks and liabilities related to the Open Meetings Law (OML) and the open grant contracts.

Jordan said he informs the Daily Star in advance of our meetings and has the meetings posted on the website. However, it was not clear that notice of the meeting was published in timely fashion or at all and it was pointed out that the website shows January 4, 2022 as the next meeting date.[[2]](#footnote-2)

1. AGM would like to receive board meeting minutes and board materials regularly.
2. NYS could require repayment of the full grant amounts.
3. No money should be expected from NYS. We already received our Part B money but we should not expect to receive AGM funding ($60K), Part A funds, or Part C funds ($122K).
4. AGM is on hold waiting for us to take next step.

Meg will ask Denise Hollis to attend our next board meeting. Scott said that Brian Steinmuller and/or Diane Smith may attend our next board meeting.

There was further discussion about coming to closure on the McGrath, Beecher and Tafel projects, which ended with confirmation of the plan summarized above. Larry will forward to the board a timeline of DelCo activities, which should substantiate efforts made to complete the close-outs of McGrath, Beecher and Tafel.

A motion was made by Darin and seconded by Jennifer to begin the process of hiring a new administrative assistant based on the current job description. The motion passed unanimously.

A motion to go into executive session to discuss employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person was made by Ed and seconded by Darin to go into executive session to discuss employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person. The motion passed unanimously.

Executive session: 3:55pm to 4:01pm.

The next meeting will be on 4/15 at 10:00am at The Meadows (subject to confirmation of venue availability). At the 4/15 meeting, the dates of future meetings will be discussed to accommodate changing schedules of directors.

The meeting was adjourned by motion, seconded and approved, at 4:11pm.

SWCD Board of Directors’ Meeting April 15, 2022 Meeting called to order at 10:06am. In attendance:

Directors: Meg Kennedy (Ch), Darin Hickling, Helene Kraham, Doris Moennich, Ed Lentz

District staff: Jordan Clements

Others: County Attorney Denise Hollis (by telephone for part of meeting)

Minutes taken by Ed Lentz.

After the meeting opened, a motion was made by Helene and seconded by Doris to approve the 3/18/22 Minutes. The motion was approved with Helene, Doris, Darin, and Meg in favor and Ed abstaining because he was not present at the 3/18 meeting.

A motion to approve the minutes of the 4/1/22 meeting with a few minor corrections wa made by Doris and seconded by Darin. The motion was approved unanimously.

With regard to the financial reports, Meg and Ed met with Angelica prior to the board meeting to review the financial reports. They will try to do that every month with Darin joining when he can. Others are welcome to attend but attendance by four or more directors triggers the Open Meetings Law requirements.

Meg noted that we need to work on getting payments for the Aging Receivables, particularly those that are >90 days out. Most of the receivables are ag assessments for which this didn’t use to be a problem because fees used to be collected when landowners came in person, so there is no process in place to pursue landowners who haven’t paid. A process for dunning landowners needs to be developed. Jordan could not explain the large receivables for Jordan Bros ($4,961.50 and $402,50) that are >90 days old but will look into it.

It was confirmed that the bank accounts on lines 255, 256, 257, and 259 should have been closed and the amounts moved to the checking account (line 200).

The total amount of unassigned cash on hand as of 3/31/22 is the $45K in checking plus the $15K in these four accounts, i.e., ~$60K.

The payment to NYSLR in the amount of $43K still needs to be paid.

The remaining Otsego County appropriation ($105K) will be received in June.

Bills were not presented to the board for approval prior to payment as per the policy approved at the 4/1/22 meeting. Jordan was directed to hold for the next meeting those bills that would not accrue a late fee or interest and to present them as bills to be approved in accordance with the new policy. As for bills that will incur a late fee or interest if not paid before then, Jordan will send a list to the board by email and will pay them absent objection.

The 2022 budget needs to be modified and reviewed/approved by the board on the assumption that no further funds will be received from NYS. Jordan and the Finance Committee will work on this. Jordan wants to go through the budget spreadsheet he prepared in 2021 and compare it to the budget as reported in the P&L reports so he can see where items in his spreadsheet are in the budget as contained in QuickBooks, even though a table showing the alignment was done by Jessica and Angelica last year at the request of the board.

A motion to accept the January 2022 Balance Sheet, P&L By Class, and P&L vs.

Budget reports and the March Reconciliation, AP Aging, AR Aging Balance Sheet, P&L By Class, and P&L vs. Budget reports was made by Darin, seconded by Helene and approved unanimously.

Jordan reported that we have received transfer from the IRS into our bank account in the amount of $6K and of $2.2K. He spoke w/ an IRS representative by phone but was unable to get an answer as to why we received these funds. He will try again but meanwhile we should be aware that the money may need to be returned.

Jordan is still trying the get the fees charged by NBT removed and to stop the charges from recurring. As a project for later this year, the district will issue a RFP for banking services to Key, BOC/Wayne, CBNA, and NBT.

With respect to the shortages in the Young (972) and Tauzel (382) accounts, the small difference in the Young account was explained as being due to bank charges. Jordan still has no explanation for the $8K shortage in the account for the Tauzel (382) grant but will continue to try to figure it out. Meanwhile, AGM accepted the cancelation packages for these two grants while noting deficiencies in the packages and close out process.

The extended deadline for the Annual Financial Report was April 15. Angelica will confirm the remaining information she needs when she meets with Jordan on Monday and will finalize it ASAP.

Jordan reported:

* The tree sales program is on track. Staff picked up trees in Rochester on Thursday and is picking up more items on Monday at Musser’s in Indiana, PA on Monday and stopping at Tioga SWCD for Trees for Tribs trees on the way back. Orders are down (~115) but the smaller number of orders is somewhat counterbalanced by an increase in large orders, including 300 bags of compost recently picked up in Schenectady.
* The Envirothon has 11 teams from seven schools. It takes place on Wednesday, May 4, Gilbert Lake, 9:00 to about 1:30, with set up at 9:30 on Tuesday. Donations from several area stores have been received. Directors are encouraged to attend.
* The District will receive funding from USC to hire two interns for buffer maintenance.
* Jordan and Mark have visited sites hit by flooding (3-1/2” of rain over a 24 hr period) in the southern part of the county (Morris, Butternuts) to assess damage to stream banks and culverts, and other stream issues.
* About 3 years ago Assemblyman Miller offered $25K for streams/roads in Otsego

County in his district (101st) but the process stalled. Recently, Representative Jennifer Mickle helped get the process re-started. Decatur is now waiting for $11K in reimbursement for the purchase of three culverts; OC is waiting for $13K in reimbursement for other work in the 101st A.D.

* The District is participating in a grant from the Mohawk River Watershed Coalition (five OC towns are in the Mohawk River Watershed) to pay the district to do culvert assessments; to train staff and employees of all towns in the county; to purchase a tablet; to purchase hydroseeding material; and to undertake culvert replacements. The District’s portion of the grant is $67K. Separately, Mark is going to get North Atlantic Aquatic Connectivity Collaborative (NAACC) certified.
* The NRCS contracts were submitted. It’s not clear if proposals are now open to the private sector. If they are, then the District may not be able to participate.
* The logging contracts for Dozen Dads and Taylor Hill have been extended to give them two full winters. We have $18K to purchase trees for reforestation at Dozen Dads.
* Staff has been busy as summarized in the staff reports, e.g., tree sale, Envirothon, start of field work season.
* Dan is waiting for permission to access to one more parcel to finish a forest management plan for OC Forest #7.

Jordan’s report was suspended to allow OC Attorney Denise Hollis join the meeting by phone.

Denise reported that she had a conversation with an AGM Attorney who expressed concern about length of time it’s taking to close contracts, cautioned that SWCD will not receive funding because of this delay and expressed frustration and concern at AGM. Denise asked to be updated on the status of the grant closeouts and Jordan provided the following updates.

* Beecher (323): needs to sign the Farm Expenditure Summary Form, which Jordan believes he will do without objection. Otherwise, Jordan believes the revised close out package can be revised and resubmitted. In December 2021, AGM reported an overpayment of $44,278.98 to the farmer. As reported by DelCo at the 4/1/22 board meeting, an invoice for ~$56K was located with matching canceled checks. Jordan is prepared to revise the close out package to include the newly found invoice which he believes will result in AGM owing the District money. Jordan is adding the ~$56K to the FER and is only lacking the farmer’s signature, which he will get next week, i.e., the week of 4/18/22.
* Tafel (274): Tafel is willing to pay us for expenses incurred prior to the contract date (~$1K). He refuses to sign the expenditure summary forms. Jordan has documented efforts made to obtain his signature.
* McGrath: Colleen has the NYS report from December 2021 and has been asked to try to reconcile her findings with the NYS report.
* Hughes (275): The engineer was paid and signed the remaining document on 4/12/22. This package is now ready to submit.
* Buffer (277): FSA paid. This package is now ready to submit.
* Johnson (236): Awaiting AGM review of the close out package.
* Hunt (236): Awaiting AGM review of the close out package.
* Jordan will ask DelCo to upload the Hughes, Buffer, and Johnson/Hunt close outs.
* Meg will ask Colleen at Insero if she can prepare the Beecher (323) package.

By 4/22/22, the status of all NYS grants open as of December 2021 is expected to be as follows:

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| Tafel (274): | • Ready to submit with a cover letter explaining why the landowner refuses to sign and describing the efforts made to obtain his signature; |
| McGrath (276): | • Under review by external accountant |
| Beecher (323): | • Ready to submit or under review/preparation by Insero |
| Hughes (275): | • Ready to submit |
| Buffer (277): | • Ready to submit |
| Johnson/Hunt (236): | • Submitted |
| Tauzel (382): | • Canceled |
| Young (972): | • Canceled |

Denise did not recall the AGM attorney raising compliance with the Open Meetings Law

(OML) as an issue but will check her notes and get back to us if she did. In any event, Denise reviewed the OML notice requirements. The board agreed that notices of all meetings will be: (1) sent to the DS, (2) posted on the District bulletin board, and (3) posted on the District website and that the county will be asked to post notices on the County Office Building. Notices can be grouped when appropriate.

Denise exited the meeting and Jordan continued his report.

Jordan told the board that the county can appoint a director to fill the vacant Grange position if the Grange does not nominate a director.[[3]](#footnote-3)

The board approved destruction of Les Rathbun’s credit card. Jordan is attempting to resolve a problem accessing the credit card online account.Jordan read the NRCS report. NRCS is at 75% staffing levels; doors open next week; supervisors are required back in office starting 4/18; all remaining staff return by May with telecommuting permitted; 2 days/week, 4 days per person per month; three new staffers in Delco.

USC is willing to submit a two AgNPS grant apps for two farms on behalf of the District, like they do for cover crops, interns, and Trees for Tribs. Jordan will proceed but will get board approval, as per our new policy, prior to application.

The board asked Jordan to invite one staff person per month to attend the regular board meeting. Special arrangements will be needed for our two of employees who work four 10 hour days per week.

Jordan will post the two summer intern positions on the website and on the FB page.

OC Personnel is reviewing the administrative position job description. Once that is complete, we will post that position.

A motion to go into executive session to discuss employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person was made by Ed and seconded by Meg to discuss the employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person. The motion passed unanimously.

Executive session: 12:31pm to 12:59pm.

Following the executive session, the board received an email asking for approval to pay bills from: Key Bank Credit Card, Leaf, Farm Information Technologies, Blue Cross Blue Shield, and United Concordia. A motion to approve payment of those bills, with the understanding that they will be presented to the board at its next meeting as per the recently adopted policy, was made by Ed and seconded by Darin. The motion passed unanimously.

Meg, Darin, and Ed will meet with Jordan to discuss his 2021 performance review soon.

Next Meeting: May 2, 1:00pm, Meadows Classroom B.

Meeting adjourned at approximately 1:30pm.

1. Post-meeting note: According to AGM, Beecher was overpaid $44,279 and the district is entitled to receive $76,891 from AGM; Tafel was overpaid $10,851 and the district is entitled to receive $1,009 from AGM; McGrath was overpaid $78,025 and the district owes AGM $79,105. See, 12/28/21 meeting notes, attached. [↑](#footnote-ref-1)
2. Post-meeting Note: GML §104 was circulated to the board following the meeting. In relevant part, it states, “Public notice of the time and place of a meeting scheduled at least one week prior thereto shall be given to the news media and shall be conspicuously posted in one or more designated public locations at least seventy-two hours before such meeting.” [↑](#footnote-ref-2)
3. Note added after meeting: Soil & Water Conservation Districts Law §6.1 states, in this regard: “(b) In counties where one or both of the above named farm groups lack formal county organization, the county board shall appoint from the county at large in place of from a list of nominees from such lacking farm organization or organizations.” [↑](#footnote-ref-3)