

Minutes
Long Creek Watershed Management District Governing Board
March 19, 2010 – Scarborough Town Office – Council Chambers B

Ms. Pinard called the meeting to order at 9:04 am.

Board Members Present: Dan Bacon, Curtis Bohlen, Mary Costigan, Jim Hughes, Gerard Jalbert, John O'Hara, David Thomes

Jim Katsiaficas, Perkins Thompson, and Tamara Lee Pinard, Cumberland County Soil and Water Conservation District provided legal and administrative support for the meeting.

Item 1. Receive and accept Consent Resolution of the Incorporators

- Jim presented consent resolution of incorporators for receipt and acceptance.

Item 2. Elect Officers (Pro Tem, since Annual meeting is scheduled for May)

- President/Chair – Gerard Jalbert
 - motioned by Mr. Hughes, seconded by Mr. O'Hara; unanimous approval
- Vice President/Vice Chair – Mary Costigan
 - Mr. O'Hara made the motion, Mr. Bacon seconded the motion; unanimous approval
- Treasurer – Curtis Bohlen
 - Motion by Ms. Costigan; seconded by O'Hara – unanimous approval
- Secretary – Dan Bacon
 - Motion by Mr. O'Hara; seconded by Ms. Costigan; unanimous approval

Item 3. Overview of Long Creek project

- Ms. Pinard provided an overview of the watershed planning process; the general permit; the notice provided to landowners within the watershed; and establishing the "district", which involves land within four communities (South Portland, Portland, Scarborough and Westbrook).
- Mr. Katsiaficas explained the article of incorporation; the establishment of the inter-local agreement; and the participating landowner agreement.

Item 4. Adopt Participating Landowner Agreement

- Mr. Katsiaficas explained that the participating landowner agreement (PLA) outlines that: the initial assessment will be \$3,000 per impervious acre per year; the agreement furnishes easements on properties; the agreement can be amended; that the general permit will apply in 5-year cycles; and that the participating landowner agreement attempts to be a balanced document.
- Mr. O'Hara motioned to adopt the participating landowner agreement and authorize the president/chair to enter into the agreement with landowners.
- Ms. Costigan seconded the motion.
- Discussion:
 - PLA process. Were there are areas of concern that arose regarding the PLA? A: Easements. LCWMD needs the ability to build the necessary BMPs in the most cost effective areas and landowners providing the easements need to have flexibility on their parcel to preserve future development potential. To address this, landowners can relocate the easement or terminate the easement, if they can find another option to treat the stormwater.

- ▶ Whether the agreement goes with the land or with the corporation that signs it? It is intended that the MOU will go on file at the registry of deeds. The general permit applies to the party responsible for the discharge – this does not have to be the landowner, it can be a leasee. The PLA will require that the landowner sign as well as the leasee, if the leasee controls the discharge.
- ▶ Full seating of the entire board. Private landowners, DOT and MTA representatives cannot be appointed to the board until they have executed PLAs. The board members acknowledged that they only wanted to carry out business critical to start up. All other decisions will be tabled until the full board is seated.
- ▶ The motion was approved unanimously.

Item 5. Approve administrative services agreement (Jim/Tamara)

- ▶ Mr. Katsiaficas explained the administrative services agreement and that the terms of the agreement are consistent with the general permits 5-year cycles.
- ▶ Two changes to the agreement were recommended as follows:
 - ▶ Since executive director plays a large role; would be good that the board has to approve the individual as executive director. This is currently not part of the agreement (add "as approved by LCWMD").
 - ▶ Update term to begin March 19, 2010.
- ▶ Mr. Bacon motioned to approve the administrative services agreement with the two changes; Mr. O'Hara seconded the motion.
- ▶ The motion was approved unanimously.
- ▶ Mr. O'Hara motioned to authorize chair to sign the agreement; Ms. Costigan seconded the motion.
- ▶ The motion was approved unanimously.

Item 6. Approve signing of proposed legal services engagement letter

- ▶ Mr. Katsiaficas explained the legal services agreement.
- ▶ Perkins Thompson does represent a few landowners in the watershed. If there is a dispute then Jim would recuse himself and would not represent the LCWMD or the landowners.
- ▶ Perkins Thompson - \$175/hr – current fee; reduced from \$265/hr regular fee.
- ▶ Motion to work with Jim Katsiaficas, Perkins Thompson, up to and including the May 2010 Annual meeting and then take up legal services with the full board in May.
- ▶ Mr. O'Hara made the motion; Ms. Costigan seconded the motion
- ▶ The motion was approved unanimously.

Item 7. Direct legal counsel to submit Form SS-4 to obtain Employer Identification Number

- ▶ Mr. Katsiaficas explained the Employer Identification Number.
- ▶ There was general discussion regarding accounting, expenditures and the signing of checks.
- ▶ Mr. Hughes motioned to authorize the Treasurer to have the ability to sign checks.
- ▶ Mr. O'Hara seconded the motion.
- ▶ The motion was approved unanimously.

Item 8. Discuss process for bank selection

- ▶ Ms. Pinard and Mr. Katsiaficas discussed the bank selection process.
- ▶ After this discussion, the Board recommended to continue with CCSWCD as the fiscal agent and tabled the decision on bank selection until the annual meeting, May 2010.

Item 9. Direct accountant and legal counsel to prepare Application for Recognition of Exemption (non-profit status) Under Section 501(c)(3) of the federal Internal Revenue Code

- ▶ The board discussed the opportunity and benefits of non-profit status under the IRS codes.
- ▶ Mr. Hughes motioned to prepare an application for recognition of exemption under Section 501c3.
- ▶ Mr. Bohlen seconded the motion.
- ▶ The motion was approved unanimously.

Item 10. Submit request to DEP to accept the Long Creek Watershed Management Plan as Chapter 500 standards

- ▶ Ms. Pinard discussed the watershed management plan and indicated it was approved by the EPA.
- ▶ Mr. O'Hara motioned to approve the July 2009 Long Creek Watershed Management Plan.
- ▶ Mr. Bacon seconded the motion.
- ▶ The motion was approved unanimously.
- ▶ Ms. Pinard explained the provision under Chapter 500 that allows for reduction of compensation fee or mitigation requirements for projects in watersheds with an approved watershed management plan.
- ▶ Mr. Jalbert motioned that Ms. Pinard submit a request to the DEP to accept the Long Creek Watershed Management Plan as meeting the purpose of restoring water quality for redevelopment projects.
- ▶ Mr. Hughes seconded the motion.
- ▶ The motion was approved unanimously.

Item 11. Additional item

- ▶ Mr. Jalbert suggested an amendment to the Bylaws to address voting.
- ▶ The Bylaws currently specify that, "Except as specified by law or these Bylaws, the Board of Directors shall act by a majority vote of the Directors present in person at any duly called and held meeting of the Board of Directors of which a quorum is present."
- ▶ Mr. Jalbert would like to see this changed to a super majority vote, which would change the language to the following, "Except as specified by law or these Bylaws, the Board of Directors shall act by a two-thirds majority vote of the Directors present in person and voting at any duly called and held meeting of the Board of Directors of which a quorum is present."

Next meeting – May 21st – 10 am in Portland, exact location to be determined

- ▶ Mr. O'Hara motioned to adjourn.
- ▶ Mr. Hughes seconded the motion.
- ▶ The motion was approved unanimously.

Meeting adjourned: 10:23 am.