



## Long Creek Watershed Management District Board of Director's Meeting

Minutes from the June 24, 2021 Meeting

Location: Remote participation due to COVID-19; members of the public may participate in the meeting telephonically by calling (207) 352-4212 and entering conference ID: 109 365 199#.

1. **Call to Order:** Mr. Dillon called the meeting to order at 9:03a.m.
2. **Roll Call:**
  - a. Attendance: Angela Blanchette, Curtis Bohlen, Fred Dillon, Brian Goldberg, Kerem Gungor, Will Haskell, Doug Roncarati
  - b. Absent: Arthur Colvin, Sean Donohue, Eric Dudley, Craig Gorris, Susan Henderson, Ed Palmer
  - c. Staff/Guests: Peter Carney (Long Creek Watershed Management District); Jim Katsiaficas, Esq. (Perkins Thompson); Chris Brewer (Cumberland County Soil & Water Conservation District)
3. **Review of Board Meeting Minutes:**
  - a. The Board reviewed the minutes from the May 26, 2021 meeting.
  - b. **Mr. Haskell made a motion to approve the May 26, 2021 Board meeting minutes. Mr. Bohlen seconded the motion. The motion carried unanimously.**
4. **Treasurer's Report:**
  - a. Mr. Bohlen reviewed the May Financial Report.
  - b. Mr. Bohlen said things are on track, with nothing of note to report. As expected, the report reflects expenditures for early-season field work.
5. **Approve Fiscal Year 2022 Budget:**
  - a. Mr. Carney reminded the Board that it approved a provisional budget in January in accordance with the Interlocal Agreement under which LCWMD was formed and LCWMD's Bylaws which require that the Board adopt an "Estimate of Expenditures and Anticipated Revenues" on or before February 1 of each year for the following fiscal year.
  - b. On or before July 1 of each year, the Board must adopt the final budget for the following fiscal year.
  - c. Mr. Carney summarized considerations since the January provisional budget was approved.
  - d. Mr. Carney noted that the draft geotechnical analysis for the South Branch Gravel Wetland indicates that the project meets established factors of safety for slope stability as designed and no changes will be necessary to the project design. The construction budget for the South Branch Gravel Wetland, therefore, remains unchanged from the February provisional budget.
  - e. At the May Board meeting, there was a consensus among the Board members present that the Private BMP Incentive Program should be funded in fiscal year 2022 at a funding level similar to fiscal year 2021. The final fiscal year 2022 budget allocates \$295,000 for the Private BMP Incentive program, the same amount that was allocated in fiscal year 2022.
  - f. At the May Board meeting, there was a consensus among the Board members present that the Sustainable Winter Management (SWiM®) program should be continued for the winter

- of 2021/2022. The final fiscal year 2022 budget allocates \$62,280 for the SWiM® program which is the amount recommended by Mr. Sexton, principal of P.C. Sexton WIT Companies, LLC ("WIT Companies") which implements the SWiM® program, during his presentation at the May Board meeting.
- g. Mr. Carney noted that assuming the budget is adopted as presented, today's Board packet includes a sole source approval to enter into a services agreement with WIT Companies to implement the SWiM® program in the winter of 2021/2022.
  - h. Mr. Carney advised that the fiscal year 2022 budget also includes the addition of funds for a \$9,850 change order to the GZA GeoEnvironmental, Inc. Water Quality Monitoring Services Agreement to perform macroinvertebrate and habitat assessments for the reference and restoration reaches of the Main Stem of Long Creek to document changes following the Main Stem Restoration Project implemented in 2019.
  - i. Mr. Carney noted that he discussed the performance of this monitoring in 2021 with Mr. Bohlen to supplement data collected in 2018, 2019, and 2020. Mr. Carney noted that the trend reflected in prior assessment reports showed an improvement in habitat in 2020, but a decline in macroinvertebrates in 2020.
  - j. Mr. Bohlen suggested that the decline in macroinvertebrates reflected in 2020 may be a consequence of the construction of the Main Stem Restoration Project, therefore, we should conduct the macroinvertebrate assessment this year to make sure macroinvertebrates are bouncing back.
  - k. Mr. Carney noted the macroinvertebrate and habitat assessments would complement macroinvertebrate sampling using rock baskets that Maine DEP has agreed to perform in the reference and restoration reaches this summer.
  - l. Mr. Carney noted that minor revisions were made to the budget to reflect the most recent actual expenditures for the nearly complete fiscal year 2021.
  - m. **Mr. Bohlen made a motion to approve the approve Fiscal Year 2022 budget. Mr. Goldberg seconded the motion. The motion carried unanimously.**

**6. Sole Source Agreement, P.C. Sexton WIT Companies, LLC, Sustainable Winter Management Program:**

- a. As discussed as part of the fiscal year 2022 budget, today's Board packet includes a sole source authorization for the Executive Director to enter into a services agreement with WIT Companies to implement the SWiM® program in the winter of 2021/2022 in an amount not to exceed \$62,280.
- b. Mr. Carney noted the work under the agreement includes implementing recommendations for the three landowners that engaged in the SWiM® program in the winter of 2020/2021, as well as bringing on at least three additional landowners for the information gathering phase of the program during the winter of 2021/2022.
- c. Mr. Goldberg asked whether anyone thought it would be a conflict of interest for him to vote on the SWiM services agreement as his properties are properties that engaged in the SWiM® program in the winter of 2020/2021, and for which work would continue for the winter of 2021/2022.
- d. Mr. Katsiaficas advised that the District's conflicts of interest policy addresses a direct or indirect financial interest, or a personal interest, of an officer or director in any transaction in which the District is participating.
- e. Mr. Katsiaficas suggested that the participation of Mr. Golberg's properties in the SWiM® program would not result in a financial benefit to Mr. Golberg or his companies.

- f. Furthermore, Mr. Katsiaficas suggested that Mr. Golberg's early participation in the SWiM® program is a benefit to the District's chloride reduction efforts and future expansion of the program to all participating landowners.
  - g. Ms. Blanchette made a motion that the Board find Mr. Goldberg has no conflict of interest and can vote on the proposed services agreement with WIT Companies. Mr. Roncarati seconded the motion. The motion carried unanimously, with Mr. Goldberg abstaining.
  - h. **Mr. Bohlen made a motion to authorize the Executive Director to enter into a sole source agreement with P.C. Sexton WIT Companies, LLC in an amount not to exceed \$62,280 to implement the Sustainable Winter Management (SWiM®) program in the winter of 2021/2022 in accordance with the attached proposal. Mr. Goldberg seconded the motion. The motion carried unanimously.**
- 7. Change Order, GZA GeoEnvironmental, Inc., Water Quality Monitoring Services Agreement:**
- a. Mr. Carney note that the scope of work in this change order and the price are the same as the Board approved last year.
  - b. Mr. Dillon asked whether the scope of work includes the "optional" items identified in the proposal.
  - c. Mr. Carney clarified that the request is to approve the biomonitoring and habitat assessments only, and not the optional items shown in the proposal.
  - d. **Mr. Bohlen made a motion to authorize the Executive Director to enter into a change order with GZA GeoEnvironmental, Inc. in an amount not to exceed \$9,850 to perform habitat and benthic macroinvertebrate assessments in accordance with the attached change order. Mr. Goldberg seconded the motion. The motion carried unanimously.**
- 8. Revisions to *Rules and Regulations* and *Documentation of Internal Financial Control Structure*:**
- a. Mr. Carney advised that the proposed amendments to the *Rules and Regulations* and *Documentation of Internal Financial Control Structure* documents have two goals, to increase spending limits for non-routine maintenance and to provide for expenditures in emergency and other circumstances that require expedited consideration.
  - b. Mr. Carney noted the procurement policy changes are summarized in the chart included in the Board packet.
  - c. The changes would increase the Executive Director's authority to enter into change orders for nonroutine maintenance from \$5,000 to \$20,000, subject to prior approval by the Board Chair or Treasurer.
  - d. In addition, the amendments include a provision to enter into agreements up to the amount of \$20,000 if time is of the essence to prevent environmental harm or to protect public health or safety, subject to prior approval by the Board Chair or Treasurer.
  - e. Furthermore, the Charge Account Policy was amended to permit a "lost receipt declaration" in the event reimbursement receipts are lost. Mr. Carney noted that a recent receipt from Hannaford was lost for expenses related to the South Branch Trash Cleanup event, but the bill needed to be paid. Mr. Bohlen suggested the idea of the lost receipt declaration. This change would formalize a process whereby the declarant would complete the form which would be presented to the Treasurer for approval.
  - f. Mr. Bohlen noted that an amendment to the Charge Account Policy is included in the proposed amendments would permit recurring charges to be made on the credit card. Previously, recurring charges were only allowed in certain circumstances, however, many services may only be purchased via recurring charges to a credit card.

- g. Ms. Blanchette asked whether the new \$20,000 limits on change orders and expedited circumstances are individual or cumulative? In other words, is there anything to prevent an unlimited number of \$20,000 change orders or expedited circumstances contracts.
- h. Mr. Carney said this has been a judgment call in the case of changes orders generally with the interpretation being that the change order limit is not cumulative, however, only one change order is allowed per discrete change to the scope of work.
- i. Mr. Goldberg asked, if we do not know how many expenditures can be made under these provisions how do we ensure we stay within budget?
- j. Mr. Carney said that the fiscal year 2022 budget includes a line item of \$200,000 for non-routine maintenance, repair, and replacement. For budgeting purposes, expenses for non-routine maintenance, repair, and replacement would be debited against this account.
- k. Mr. Katsiaficas suggested limiting aggregate expenses under the non-routine change orders and expedited circumstance provisions to \$200,000 per fiscal year.
- l. Mr. Bohlen suggested that expenses for expedited circumstances should be reported to the Board.
- m. Mr. Katsiaficas suggested the following amendments:
  - i. to the end of Section 7. Change Orders, b. add the following sentence: "In the aggregate, the total amount of change orders approved under this provision shall not exceed the amount appropriated in that fiscal year's budget for non-routine maintenance and repair without Board approval."
  - ii. to Section 7. Change Orders, c. after "Treasurer" add the following: "and such purchase orders and circumstances shall be reported to the Board immediately by email."
- n. **Mr. Haskell made a motion to approve revisions to the *Rules and Regulations* and *Documentation of Internal Financial Control Structure* as set forth in the attached drafts, subject to the two amendments suggested by Mr. Katsiaficas. Mr. Gungor seconded the motion. The motion carried unanimously.**

**9. Public Comment(s):** None.

**10. Next Meeting:**

- a. Mr. Carney agreed to send a poll to the Board to determine the date of the next meeting.
- b. Mr. Katsiaficas advised that the Governor's emergency order pertaining to COVID-19, which temporarily allowed remote public meetings under Maine's *Freedom of Access Act* ("FOAA"), expires at the end of June. The provisions allowing remote meetings expire 30 days after the Governor's order expires.
- c. Mr. Katsiaficas explained that if the next Board meeting is held before July 30 the Board can still meet remotely, but if the next Board meeting is held after July 30 the meeting will need to be held in-person.
- d. Mr. Katsiaficas noted that the FOAA law itself was amended to continue to allow remote public meetings, but only in limited circumstances. To take advantage of the permanent remote meeting provisions under the FOAA amendments, the Board would need to adopt a policy meeting the requirements of the statute.

**11. Adjourn:** The meeting adjourned at 10:16a.m.

Board attendance and voting record:

Member	Attendance	Approval of May 26, 2021 Minutes	Approve Fiscal Year 2022 Budget	Conflict of Interest	Sole Source Agreement, P.C. Sexton WIT Companies, LLC, SWiM® Program	Change Order, GZA GeoEnvironmental, Inc., Water Quality Monitoring Services Agreement	Revisions to Rules and Regulations and Documentation of Internal Financial Control Structure
Blanchette	Y	Y	Y	Y	Y	Y	Y
Bohlen	Y	Y	Y	Y	Y	Y	Y
Colvin	N	N	N	N	N	N	N
Dillon	Y	Y	Y	Y	Y	Y	Y
Donahue	N	N	N	N	N	N	N
Dudley	N	N	N	N	N	N	N
Goldberg	Y	Y	Y	Abstain	Y	Y	Y
Gorris	N	N	N	N	N	N	N
Gungor	Y	Y	Y	Y	Y	Y	Y
Haskell	Y	Y	Y	Y	Y	Y	Y
Henderson	N	N	N	N	N	N	N
Palmer	N	N	N	N	N	N	N
Roncarati	Y	Y	Y	Y	Y	Y	Y