

Mohawk Trail Woodlands Partnership (MTWP) Advisory Committee Meeting

January 28, 2020

Berkshire East Ski Lodge, 66 Thunder Mountain Road, Charlemont, MA

Staff: Tom Matuszko (BRPC), Peggy Sloan (FRCOG), Robert O'Connor (EOEEA)

Members Attending: Hank Art (Williamstown), Doug McNally (Windsor), Larry Flaccus (Shelburne), Kyle Hanlon (BRPC), Beth Girshman (Conway), Ed Munch (Peru), Joe Nowak (Adams), Mark Phelps (New Ashford), Walt Quist (Rowe), Whit Sanford (GSFABA), Art Schwenger (Heath), Jeffrey Thomas (Lever, Inc.), Paul O'Neil (Leyden), Zachary Feury (North Adams), Sheila Kelliher (Deerfield River Watershed Association), Keith Ross (Massachusetts Society of Foresters), Alain Peteroy (Franklin Land Trust), Melissa Patterson (FLT).

Others Attending: Phil Arnold (BRPC)

Meeting Materials:

- Printed copies of MTWP Agenda 1/28/20
- Printed copies of MTWP Advisory Committee meeting notes 9/17/19
- Printed copies of *Bylaws of the Mohawk Trail Woodlands Partnership Board and Executive Committee*
- Printed copies of *Shared Stewardship Framework*
- Printed copies of *Summary of the Conflict of Interest Law for State Employees.*

1. Introductions

The meeting commenced at 6:05 p.m. A round of introductions followed.

P. Sloan announced that the meeting would be audio recorded.

There are different posting requirements since the State has not determined whether the MWTP is a state entity or a regional entity. This meeting was posted on the State website, towns' websites or meeting board, FRCOG's website, BRPC's website and the MTWP website.

2. Nomination and Vote for Officers of the MYWP Board – Chair, Vice Chair, Treasurer, and Clerk

E. Munch – Expresses the need for an administrator to run the business end of the organization. There will have to be financial backing to hire an Administrative Agent. T. Matuszko and P. Sloan will still provide support during this transitional period.

R. O'Connor – EOEEA is trying to hire an Administrative Agent before the contract for BRPC and the FRCOG ends on June 30, 2020.

A request for volunteers was sent out for the vacant positions available. Two responses were received: Hank Art as Chair and Rick Chandler as Vice Chair. No one has agreed to fill the positions of Clerk or Treasurer.

T. Matuszko – Any nomination from the floor? No.

D. McNally – Motions to accept the volunteers that they already have (H. Art and R. Chandler). M. Phelps seconded the motion. J. Thomas endorses H. Art for the position of Chair.

A. Peteroy – What are the responsibilities of these positions? P. Sloan indicates that these positions are detailed in the bylaws and they are on the agenda for review this evening.

Motion to approve the current volunteers for the positions of Chair and Vice Chair is approved unanimously.

3. Review and Approval of Bylaws for the MTWP Board Executive Committee

P. Sloan – A draft of the bylaws was created and distributed at the previous meeting. It was then sent to legal counsel for comment. Legal Counsel provided comments that have been incorporated into the final draft which has been distributed at this meeting.

Highlights of the recommendations from legal counsel:

- Adding the goals for the MTWP from the State legislation.
- The bylaws state the MTWP Board members and how they are selected.
- Members are required to attend at least one meeting per year.
- Eligibility area and potential for expansion after 5 years.
- Section 3 conduct of Board members – pulled in State laws since members are considered “special State employees”. This requires members to review, sign, and return the ethics training that was distributed at this meeting along with taking the online ethics test.

M. Phelps – Has concerns that having meetings only twice per year will lead to a loss of continuity and suggests meeting more frequently. P. Sloan noted that two meetings a year is the minimum, but the Board can certainly meet more frequently.

H. Art – Is the annual meeting included in those meetings? Yes.

D. McNally – Is there any provision for alternates? After discussion by the group, it was decided not to have alternates. Still an Open Meeting so alternates can attend but they would not have a vote. The bylaws can be amended to allow for alternates in the future if the Board decides it is necessary.

H. Art – A town having an alternate is a good idea. Towns can be disenfranchised if someone misses a meeting and a crucial vote because the appointed delegate could not attend.

J. Nowak – How many people are on the Board? 14 towns and 14 regional organizations totaling 28 members - 15 needed for a quorum.

W. Quist – Suggests staggering the terms of Board members to reduce the risk of losing multiple members at the end of a given term.

E. Munch – If you need an alternate perhaps some towns can use a town administrator? However, New Ashford and Windsor do not have administrators.

J. Thomas - Suggests starting without alternates and can implement this later. W. Sanford agrees.

M. Phelps – Suggests that any organization may appoint an alternate because it can be difficult to get volunteers. Attendance requirement would be up to the Town if the Board decides to allow alternates.

J. Nowak – Suggests that people could attend meetings via telephone/videoconferencing. Town meetings need a physical quorum so videoconferencing would not count towards quorum.

M. Phelps – Makes a motion to approve the bylaws as presented. Motion is seconded by A. Schwenger.

Discussion about the motion on the floor:

K. Ross – Section 2.4, page 5 of the bylaws requires agenda items to be submitted 14 days prior to the meeting. K. Ross suggest it should be amended to be 7 days.

P. Sloan comments that the reason why there is a longer time frame is because once the Chair is given the request, then they have to work with the Administrative Agent to amend the agenda while still meeting all of the public meeting requirements. Fourteen days simply allows enough time for this process, but the Board can amend this in the future if it is deemed necessary. K. Ross withdraws the motion to revise this portion of the bylaws.

L. Flaccus – Section 10 Executive Committee: nothing requires the Chair of the Board to be on the Executive Committee. He suggests that this should be amended. P. Sloan will go back and review this. The Chair should be a municipal member.

J. Thomas – Comments on the design of committees. There are 4 committees; Finance and Budgeting, Forest Land Conservation, Natural Resources Based Economic Development, and Municipal Financial Sustainability. What was the rationale behind this? Was this mandated? P. Sloan clarifies that these committees follow the main goals of MTWP. The idea of creating an additional committee for Finance and Budgeting is to monitor the trust fund (if it is funded), prepare the annual budget, and oversee the audit.

H. Art – Section 12: Compensation and Insurance. Page 5, “MTWP Board members shall not be personally liable for any debt, liability, or obligation of the MTWP.” The following paragraph states the “The MTWP Executive Committee or Administrative Agent shall have the power to purchase and maintain insurance on behalf of MTWP Board members to protect them from any liability asserted against them as a result of their membership on the MTWP Board.” P. Sloan clarifies and says that many nonprofits have insurance to protect their members and most municipal officials are covered through the town they represent. There currently is no budget for the MTWP, so staff have looked into insurance

but left the bylaws open ended so that insurance would be the responsibility of the Executive Committee and/or the Administrative Agent. Once there is a budget, ideally there should be money to cover insurance.

M. McNally – Is the Treasurer bonded? P. Sloan – presumably yes, particularly if there is a significant investment fund.

A. Schwenger – The towns seems to have a minority on the Executive Committee which could potentially make decisions for the Board without the agreement of the towns. P. Sloan – The Executive Committee is detailed in the legislation that was created. The intent was that there would be 2 municipal, 1 regional organization, 1 state, and 1 federal so that the power would always be at the local level.

P. Sloan – Reviews the summary duties of the whole board. Page 2, Section 4.

L. Flaccus – In the membership of Executive Committee section, the U.S. Forest Service is not authorized to be on the Executive Committee. How will this be resolved? P. Sloan explains that the plan is to get special legislation passed at the federal level so the USFS can appoint someone and to get funding for the MTWP but starting out it will be unbalanced. An Executive Committee of 4 which creates a problem because if there are only 4 than 2 people makes a quorum.

J. Thomas - Article 4, Section 3, page 7. If there is no budget why would the Board subject itself to an audit? The concern is that audits are expensive and there is no money yet. Presumably, no audit would be conducted if no funding is received by the MTWP.

W. Sanford – What kind of a board is this? P. Sloan describes the Board as “quasi-governmental” because it was developed through special legislation.

Returning to the motion on the floor. Discussion has ended. Motion to approve bylaws as written.

M. Phelps – Concerned about operating without bylaws. Bylaws can be amended later. Annual meeting is about the time for the next meeting.

H. Art – Agrees that the bylaws should be adopted as is and amendments can be made later.

D. McNally – It would be easy to amend since the requirement is a majority vote and not 2/3's.

Motion approved unanimously.

4. Discussion of Formation of MTWP Board Executive Committee

The bylaws need to be amended to reflect that the Chair of the Board has to be on the Executive Committee. Other members include: another municipal official, a regional organization, a member of EOEAA, and U.S. Forest Service which will be vacant for now.

1 volunteer for regional organization vacancy – A. Peteroy from Franklin Land Trust.

W. Sanford – recommends that the regional agency on the Executive Committee should be a nonprofit.

T. Matuszko and P. Sloan will send something out about filling these positions and it can be an agenda item for the next meeting if the board approves. Need a contact list for the next meeting. Members will continue to get BCC on emails.

The Chair and the Vice Chair may be given a contact list of Board members.

5. Update on the Shared Stewardship Agreement between the U.S. Forest Service and EOEEA to provide Technical Assistance to the MTWP

R. O'Connor – Shared Stewardship Agreement has 4 goals: liaison, outreach, demonstration/research forest, and recreation and tourism.

Mark Buccowich has been selected as the USFS liaison. He works in Milwaukee and has sent information that will be forwarded to the Board. Buccowich has looked at other areas of the country that are doing similar work since there are not many projects like this and found a similar effort in Northern Pennsylvania and another partnership of 11 towns around the Monongahela National Forest in West Virginia.

There is a group of USFS researchers in Milwaukee and some that work at UMass Amherst including Keith Nislow who will act as the research liaison. M. Buccowich and K. Nislow will work on a list of possible projects that his team can help the MTWP with. U.S. Forest Service can come to the next meeting or the following meeting and provide some feedback. Northern Institute of Applied Climate Science is a research group around the upper peninsula of Michigan and is also very interested in helping MTWP with forest research.

R. O'Connor – Does the Board want staff from the Pennsylvania or West Virginia projects to come to a meeting?

R. O'Connor – Upcoming MVP grant to generate money for the region. Towns will be able to apply jointly. In addition, there is also a smaller grant program for the towns that is a program through EOEEA that can provide \$20,000 to towns that apply. Ten towns responded and EOEEA is close to announcing the grants but they haven't been awarded yet. The money has to be spent by June 30th so EOEEA is trying to move forward with these grants as soon as possible. Another grant is for regional planning agencies up to \$60,000 to inventory and improve tourism in the Mohawk Trail region.

EOEEA applied for NRCS grants which pays towns and private landowners for improved climate practices. This will be announced in a couple months.

FRCOG and BRPC contract ends at the end of June, 2020 and R. O'Conner will put out an advertisement for a nonprofit to start in July to fill the role of the RPAs. The Board and Executive Committee would be involved in the selection process.

W. Sanford – Who applied for tourism grants? The grant that was put out was for a recreational assets inventory including mapping trails and other tourist facilities with GIS. P. Sloan – FRCOG and BRPC will complete this work if the grant is awarded.

E. Munch – Can the towns work directly with the state to match funds? Peru would like improved access to the State forest in their town. R. O'Connor answers – there is a recreational trails program that can be used for that. There should be coordination with the state land within the Mohawk Trails region.

L. Flaccus – For the municipal grants, 10 towns applied but there are 14 spots. Is there leftover money that town can apply for? No, there isn't money in an account waiting for disbursement.

6. Update on the Municipal Vulnerability Preparedness (MVP) Grant for the MTWP Region and the MTWP Implementation Grants

The MTWP region, with Adams as the lead, applied for a \$1.4 MM MVP grant application which was submitted in December 2019. If awarded the grant would look at stormwater management in Berkshire County and Franklin County to increase resiliency. A region-wide look at the feasibility of undertaking a carbon trading program was also included. MVP grants will likely happen every year and the next round may be in early spring. There is no other region that applies for this as it is typically done at the municipal level.

T. Matuszko explains how the MVP program works. Where are municipalities vulnerable? In this region, vulnerabilities are usually flooding and extreme storms. State program has put money into implementation. Usually the problem is undersized culverts because when they were built when the climate was different. If your town has not done a plan for the MVP program, contact P. Sloan for Franklin County and T. Matuszko for Berkshire County.

W. Sanford – There are economic development groups (especially nonprofits) that support these communities that need to be involved in the MVP process. Not just at the municipal level but at that state level as well.

7. Review of 9-17-19 MTWP Advisory Committee Meeting Notes / Member Comments / Public Comment / Other Topics not reasonably anticipated 48 hours in advance of the meeting / Adjourn

A. Schwenger motioned to approve the notes as submitted. W. Sanford seconded the motion. Notes from last meeting were reviewed and accepted. Motion approved with abstentions from Z. Feury, K. Ross, A. Peteroy, P. O'Neil, and S. Kelliher.

W. Quist – There is a lack of outreach which does not gather input from large landowners in town, park commissions, and conservation commissions. Some of these commission should generate ideas of how to use the grant money which would help prioritize projects and more residents would have input. MTWP Quarterly reports can also be referenced.

J. Thomas – What towns are going to Town Meeting with this question? P. Sloan – It is expected that Hawley, Buckland, and Colrain (Franklin County) will send opt-in question to Town Meeting. Monroe has not decided yet.

T. Matuszko – In Berkshire County the towns that have not opted-in are Clarksburg, Florida, and Savoy. If those towns do not opt-in they will have to wait 2 years after the effective date of August 2018 to participate. If the municipality does not opt-in after this time expires they would have to wait an additional 3 years. In Clarksburg there has been a change in Town Administrator who seems to be supportive of MTWP.

E. Munch – How would towns that are interested in the Shared Stewardship Framework join? This is detailed in the printed handout.

H. Art – What is the preference for agenda items and the date of next meeting? The next meeting is tentatively scheduled for June 2, 2020.

J. Nowak would like to have a representative from the U.S. Forest Service (Mark Buccowich) at the meeting.

P. Sloan – Do Board members want to hear about potential research projects from the USFS? Yes

H. Art – On the agenda for next meeting: Board members need to think about revising the partnership plan.

P. Sloan – Can EOEEA secure money to hire a consultant to write the plan?

W. Sanford – What are the operations of the new board? When will there be regular Executive Committee meetings and Special Committee meetings?

T. Matuszko – Working with federal government should be the priority.

J. Nowak – What is the role of P. Sloan and T. Matuszko now that there is a Chair and Vice Chair? Administrative Agent will eventually be involved so they are “staff support” to the MTWP Board for now and will help with the transition. J. Nowak concerned about the federal government side; he doesn’t see much support for rural areas at the federal level.

L. Flaccus – Who are the representatives for BRPC and FRCOG? Kyle Hanlon – BRPC, Kevin Fox – FRCOG.

Attendees filled out the form about Open Meeting Law and ethics and returned them to staff. Everyone has to go online and complete the test.

H. Art motions to adjourn the meeting. K. Hanlon seconded the motion.

Meeting adjourns at 8:03 p.m.