

WORKING NOTES BOARD MEETING 7.17.14

Attendance:

Board:

Anne Osborn
Bill Flank
Dave Rocco
Jim Hanson
Roberta Goldberg
Robi Schlaff
Ross Gould
Samantha Hicks (phone)
Steve Filler
Steve Smith

Staff:

Annika Savio
Erin Buttner
Hal Cohen
Julia Church
Manna Jo Greene
Matt Soper
Omari Washington
Peter Gross
Roger D'Aquino
Toni Martin

Visitors/Guests:

Jeff O'Donnell
Marco Spodek
Paul Lawler
Barbara Heinzen
Allan Goldhammer
Don Raskopf

The meeting opened at 6:35 and Bill Flank noted we had a quorum. Steve Smith sang Stevie Wonder's "Love's in need of Love Today" for our opening song.

There were introductions around the room for new staff and visitors.

Annie and Peter bid a farewell, good luck and thank you to Julia Church for her outstanding work and new journey in Virginia with her husband, and Julia introduced Toni Martin who will be taking her position. Toni introduced herself and spoke about her experience. Manna introduced Omari Washington, who will be working with her on the Green Cities projects. Omari spoke briefly about his experience and is looking forward to working with Clearwater. Peter introduced Matt Soper, the new Development Director.

May Minutes

Robi Schlaff MOVED to approve the May Minutes, SECOND by Steve Smith. The Motion PASSED with Ross Gould and Bill Flank abstaining, citing that they hadn't had a chance to read them yet.

EXECUTIVE DIRECTOR'S REPORT

Peter Gross reported that the office overall is more cohesive and things are working out well.

Festival:

Steve Lurie couldn't make the meeting due to a bad back, but he reported that the festival was strong and had the best attendance and gross revenue ever. The gross ticket revenue was \$818,000, where 2013 saw \$613,000. This growth was due in part to having lower ticket prices. Lower prices mean higher attendance, and we had around 21,000 ticket holders (this doesn't include children, comps or families of performers/vendors). After bills are paid, the anticipated net will be around \$250,000, which equals about 1/10th of the overall annual organization budget. The WFUV broadcast was great for the festival. Steve asked the Board to consider expanding the festival to 3 days or to encompass 2 consecutive weekends. There's a lot of work and equity that goes into only 2 days. Steve

noted that some areas need to be staffed professionally and not by volunteers. Steve also challenged the Board to find sustainable, ethical sponsors. Sponsorship is critical and without it, Clearwater is left extremely vulnerable to bad ticket sales or bad weather. Annie reported that there were over 600 new memberships at Revival.

Sloop/Education:

There were 82 sails in the Spring season, and there were 27 days of Tideline programs. There's a new education initiative that involves sampling microbeads in the River. It's good education, since so many products contain them and they have become a major waterway pollutant, and we've been given special equipment to test for them. There is also a goal to have themed public sails, with some around the testing and other themes, like Native American history, adult education, and others. The goal is to utilize the sloop as fully as possible. Kelley is now in charge of outreach and booking and is trying to find corporations and organizations who want to sail.

Steve Smith said there are several organizations upriver wanting to sail but the boat is rarely farther north than Kingston.

- Peter Gross said that Matt is organizing our database to have more business-like approach to development. Matt Soper added that a program he uses filters and categorizes donors to see what approaches will tend to work with them, ideally, trying to create a revenue stream that's more predictable.
- Peter Gross said that he's working on purchasing white oak to repair the mid-section of boat in 2015-2016 winter season. It needs to be purchased now so it has time to age.
- Dave Conover, Annie, Annika, and Peter went to the Hudson Institute for meeting. There is a joint application to the Hudson River Parks Trust by Beacon Institute, NY Hall of Science and Clearwater. The DEC has a NYC pier that they want to use as an education hub, Piers 25/26 near Greenwich Village. The Parks Trust is willing to put up money to establish it for education and as an "Ecotarium". It would also mean free dockage in Manhattan and lots of press. Downside is if we become too NYC focused, we lose upstate.
- Yonkers also wants us to establish "residency"

Bill Flank suggested another possible use for boat as an elder hostel, but reminded us that staffing for all these initiatives will likely pose a problem.

- Peter reported that he made major adjustments to salaries in order for them to come more into equity with job responsibilities and to fix anyone obviously being underpaid. Peter and Matt took less salary than would otherwise be expected in order to make this happen.
- Departments are now changed and rearranged.
 - There is now a music department (not Revival) that includes marches, dockside events, etc. Linda is heading that.
 - Merchandising was given to Erin, rather than Ann Mellor
 - Communications now reports directly to Peter, not development
 - Ann Mellor is now focusing on sloop clubs and membership.
- Peter spoke at the Sloop Club Congress meeting at Revival and wants to reestablish that connection.
- Realizes that Pete had right ideas and [wants to revisit/maintain original vision](#)

- Wants to bring back Pumpkin Sail again. It's too late for 2014 but wants it running in 2015.
- Working on creating new strategic plans – 1 and 3 year plans – and this means a group that is committed to frequent and long meetings. If there isn't complete buy in, it's a waste of time.

There is a [“People's Climate March – Sunday, September 21 the weekend”](#) before Annual Gathering that will include various events and a march. Linda is trying to bring music to the event, either during or at the end of the march. The Sloop will be down there and sailing around Manhattan.

FINANCIAL REPORT:

Roger D'Aquino informed us that when the Metro-North ticket sales report came in, you could see where the people bought tickets from. Ticket sales along the Hudson line were by far the vast majority, while ticket sales along the Harlem line were much weaker. Steve Smith hopes for an arrangement with Amtrak from the Albany area for next year. Roger reported that the Revival gross revenue was roughly \$1.1 million, and after expenses we should net around \$245,000.

Roger reported that the overall fiscal health of the organization is good. Education is going very well, the boat is busy, and groups that lost sails last year are coming back. Festival Friday did well, communications outreach is going well, there's a deficit in projected membership, but hoping to make it up. Administration expenses are good and within expectations. The vessel has a negative number in terms of expenses, but there is a \$55,000 invoice to submit to NY Parks and Rec (for grant). When that is submitted, we will get back around \$46,000.

Bill Flank reminded us that we need to be careful not to over budget what is expected from Revival, that there's too many variables.

Roberta Goldberg added that this is exactly the reason why we need sponsorship.

Matt Soper will review the Board and organization policy on sponsorship and will talk to Steve Lurie about other festivals and how they handle their sponsorship.

- Steve Filler explained where we are in IP process
- Roger went over the numbers for income/revenue, receivables, and expenses. The remainder of the \$497,000 grant includes new white oak.
- There are 2 loans outstanding that we may want to pay [some portion](#) off and we need to figure out if we want to pay them off or put the money towards the endowment.

Bill Flank reminded us that we made a commitment to put money back into the endowment if Revival showed a profit.

Jim Hanson suggested that the money may be more valuable working than paying off endowment.

Peter asked that the Board grant authority to himself and Annie to move forward in pursuing the Pier 26 proposal.

Smith: reiterating disappointment with lack of northern trips.

Jim Hanson asked if moving forward with this project means Albany could see it as, “we already gave you money”, stop asking.

Robi Schlaff, who has personal experience with this concept from her previous work, said the project is with the Hudson River Park Trust, not Albany. She added that Pier 26 is the only undeveloped NYC pier, and the way the law is written, the pier must include an Estuarium/Ecotarium and be education centered. The Hudson River Park Trust asked for proposals several years ago, but none were accepted. They are now looking to Clearwater, Beacon Institute and NY Hall of Science to create this education center (see Sloop/Education report above).

Steve Smith MOVED that Annie and Peter be given permission to move forward and pursue this project. Robi Schlaff SECONDED. The vote was UNANIMOUS.

ENVIRONMENTAL ACTION/GREENCITIES:

In the continuing effort to educate the Board further on the organization’s departments, Manna Jo Greene and Omari Washington presented on Environmental Action and Green Cities.

Manna reiterated that what we do well is grassroots organizing. Climate change is a major issue and we need to address/include it with everything we do. We are community oriented, highly credible, science based, collaborative, effective, impactful, and ongoing with follow up. We’ve been asked to go to Newburgh and New Windsor and do the grassroots organizing around crude oil transport. One oil train derailing or barge aground can undo 40 years of work.

Regarding PCBs: if the removal and remediation is not done correctly, it will cost GE more, raise tolls (people paid attention to this at Revival), and cost taxpayers more.

IP: we’re working on the environmental justice contention and waste confidence contention, both of which should support closure.

We contributed to the Mid-Hudson sustainability plan. It depends too much on natural gas as a sustainable technology, and with that comes too much methane released and the fact that it is a fossil fuel is a problem.

Manna said that she and Dave Conover wrote a proposal to the State Department of Health regarding fish contamination and education. In 1993, the first major science-based project proved that PCBs were concentrating in fish and we got grants as a result. Manna and Roger will be tabling at Seegerfest in Poughkeepsie, while Jacinta will be tabling at events in NYC.

Omari gave us an overview of Green Cities. People in the targeted communities want to be part of GC. Working with Nubian Directions to get home drain downspouts disconnected from storm drains and draining into land instead. Omari discussed/explained various projects that have been in process. In Peekskill, they’re taking back old storefronts and creating exhibits.

Bill Flank thanked Manna and Omari

Robi asked Manna about grant money. Peter said that Matt is working on grants and added that Heidi is also working with us from home.

Annie asked for a report from the Nominating Committee and a review of candidates. There was discussion of what is appropriate/necessary for executive session vs. open session. It was decided that when the discussion of candidates occurred, that we move to executive session. The Nominating Committee report was tabled until the end of the meeting.

There was a presentation from Steve Smith, about the request for Clearwater support regarding the Coeymans Heritage Society (CHS)

Steve introduced Barbara Heinzen and Paul Lawlor, members of CHS.

Steve, Paul and Barbara explained the location in question and a timeline of various industries that have been on that site. TCI is a company that had catastrophic fire in Ghent in 2012, afterwards, Ghent didn't want them back. TCI business is bringing in old GE transformers, cleaning them out, and recycling materials. TCI was cited for operating without permit in Coeymans, but then the government of Coeymans rezoned entire town in favor of TCI to move forward to expand on the riverfront. There is a history of corrupt leadership as well as a history of ignoring DEC/environmental needs.

CHS opposed the rezoning based on lack of a proper SEQR evaluation. The town rezoned to obviously benefit one corporation. CHS is fighting this.

CHS is asking Clearwater to become a party in the lawsuit. This lawsuit would not cost Clearwater anything financially and overlaps with our mission. North River Friends of Clearwater has already voted to sign on as plaintiff.

Peter Lawlor explained that Senator Schumer called and said TCI is important industry, [and he believes that](#) DEC will ignore any complaints. He has also had meeting with attorney general's office, with similar results.

Jim Hanson asked if there was local support.

Steve Smith said it's limited, but Clearwater's involvement would raise level of awareness.

There were suggestions about how to get local support.

Bowitch and Coffey, LLC; Bartlett, Pontiff, Stewart and Rhodes, PC are attorneys of record for lawsuit, and CHS is asking if Clearwater is interested in joining the Article 78 lawsuit as plaintiffs, with Gary Bowitch named as lead attorney.

There was discussion regarding Clearwater's role, liability, and expenses (both time and fiscal).

Stephen Smith MOVED that Clearwater's Board authorizes Peter Gross, Anne Osborn and 3 attorneys (Board members) to review and sign a retainer agreement with Gary Bowitch for participation in an Article 78 action against Coeymans town board, upon their satisfaction that Clearwater will not be subject to any financial liability. Bill Flank SECONDED. The vote was UNANIMOUS.

Anne Osborn MOVED to enter Executive Session. Roberta Goldberg SECONDED. The vote was UNANIMOUS. Peter Gross was invited by Anne

Entered EXECUTIVE SESSION at 9:35PM

Robi Schlaff, of the Nominating Committee, presented the preliminary extended list then the Board discussed who may be added or removed.

Jim Hanson MOVED that the list be approved pending background/vetting. Stephen Filler SECONDED. The vote was UNANIMOUS.

Peter Gross MOVED to end EXECUTIVE SESSION. Stephen Smith SECONDED. UNANIMOUS.

The Board was back in OPEN SESSION at 9:45PM.

Robi Schlaff announcing for the Nominating Committee: The NC recommends the following slate to be printed on the ballot, subject to background checks/vetting.

Don Raskopf
James Malchow
Ali Muhammad
Dave Rocco
Sharon Rowe
Marco Spodek
Jeff O'Donnell
Stephen Smith
Robi Schlaff
William Flank

Bill Flank MOVED to APPROVE the slate as presented. Ross Gould SECONDED. The vote was UNANIMOUS.

Anne added that there are two Board members who have not shown for meetings in a long time and they need to be asked if they want to continue to serve. If not, they will be removed from service on the Board. Those members are Frances Cruz and Mike Patti.

Allan Goldhammer asked anything else that will be voted on besides the ballot.

Bill Flank said there needs to be a vote updating our Certificate of Incorporation to match current practices.

Steve Smith MOVED to ADJOURN. Ross Gould SECONDED. The meeting adjourned at 9:51PM.

Respectfully submitted,
Roberta Goldberg, Secretary
Hudson River Sloop Clearwater