

Minutes of the Meeting of the Board of Directors  
Hudson River Sloop Clearwater, Inc.  
724 Wolcott Ave.  
Beacon, NY 12508  
August 24, 2017

Board Members Present.

1. Betsy Garthwaite
2. Bill Flank
3. Anne Osborn
4. Stephen Smith
5. Mitzi Elkes
6. Ross Gould
7. Don Raskopf
8. Sarah Underhill
9. Neil Gordon
10. Donna Stein
11. Taylor Vogt
12. Robi Schlaff
13. Bob Alpern

Staff Members Present.

14. Wren Longno
15. Dave Conover
16. Manna Jo Greene
17. Hal Cohen
18. Amy Bonder

Board Members Present by Telephone

None

Guests.

19. Betty Hanlers
20. Allan Goldhammer
21. Roy Volpe
22. Peter Capeck
23. Beth Saurehaft
24. Beth Levine
25. Jeremy Rainer

Board Members Absent.

1. Jeffrey Domanski
2. Sharon Rowe
3. Allen Gutkin
4. Seth Davis

The August 24, 2017 meeting of Hudson River Sloop Clearwater, Inc. was called to order at the Scenic Hudson Barn at 6:35 PM by president Betsy Garthwaite. A quorum was determined to be present. Neil Gordon led the attendees in singing a sea shanty: "Way Hey Haulin' Away" as the traditional mission song selection. Due to the presence of guests all present briefly introduced themselves to the group.

Betsy announced the passing of the volunteer John Monten who, along with his wife Ellen, was Coordinator of Camping at festival for many years.

The Secretary called for a **MOTION**: To approve the previously circulated minutes of the July 25, 2017 meeting. The **MOTION** was **APPROVED UNANIMOUSLY**, with Seth Davis abstaining.

**Executive Director's Report – Dave Conover**

This will be my last meeting as director. I do not have a long report. I feel that we did a lot and am looking forward to Clearwater's future. We just had a finance meeting and earlier met with Ulster Savings Bank and had a productive meeting on reformatting our debt. We are moving the bulk of our banking business from M&T Bank to Ulster Savings Bank and have opened a line of credit there. This

the appropriate thing to do. Once complete, we will have a very necessary line of credit available to us. I want to thank Betsy and Michelle Acosta for helping to explore that issue.

Another topic I want to discuss is our on-board education programs. We completed our Youth Empowerment programs, Young Men and Young Women at the Helm, which were amazing, although still underfunded. We did 3 programs, all very well attended, thanks to our education team, and also did a LGBTQ 2-day program that also was well received. These are great programs and we are constantly trying to find ways of funding them

We do have gaps in the sailing schedule that we would like to see filled. Talk to Kelly and if you would like to charter Clearwater for yourself or for a group that you can contact. That would be a great help. It's a constant struggle so we need all the help we can get.

I can report that Samantha is not leaving the invasive species program, as previously reported. She is going back to school, but is going to stay on with us part time. Beth is a tremendous asset to Clearwater and the Invasive Species program is one that is fully funded.

#### **Environmental Action Report – Manna-jo Greene**

I would like to give an update and invite potential board members to e-mail me so that I can send past reports to get you up to speed. We are working with an intern to model legislation to empower communities in order to ensure that stakeholders to have a say in the decommissioning of nuclear power plants. This will ensure that it is performed as safely as possible and will help find employment for the workers. Few states have done anything to provide this kind of citizen oversight and our program serves as a model for decommissioning. This is another thing that Clearwater will be able to take credit for. We are planning another forum on Nuclear Waste Storage and Reactor Decommissioning with the NRDC and the Journal News of Lower Hudson.

There are 2 new issues on the table for us. Really important. We are focused on a number of problems with the mining operation around Haverstraw Bay and we have increased our participation in addressing the DOD's contamination of Newburgh's water supply with PFOS and PFOA from Stewart Air National Guard Base. The DOD has not done what it must to prevent the contamination of Lake Washington. We have been working with a wonderful grassroots group. September 1<sup>st</sup> is the deadline for comments. Clearwater and associated groups are signing on to a statement.

Mitzi: Any update on the lawsuit.

Nothing has changed. The judge needs to rule on the motion to dismiss.

We are also challenging the PSC for a 7.6 Billion-dollar nuclear subsidy. A very bad investment of ratepayer funds. People opposing us have filed motions to dismiss and we have no ruling as yet.

#### **Development Report – Wren Longno**

Chefs is coming up. A little ahead of where we were last year but we still worry about selling tickets and ads. The fall appeal is coming up. The Annual Meeting will include a screening Jon Bowermaster's newest film. The Gala is slated for February 11<sup>th</sup>. Regarding grants, we have some promising proposals in. Our department has some ideas on how to improve membership as a whole. We have started to

dig into the kinds of donor relationships we need to form. We want to encourage you as Board Members, to volunteer on the boat. It's hard to raise funds for something you haven't done, so everyone should find time to volunteer. My volunteering fell during Young Women at the Helm and I was able to see how much being on the boat changed them. It was really, really hard work and by this I mean it was physical labor. Corporate training is a great opportunity for us. If you have connections for this please follow through. Just raising the sail as a team is a tremendous experience for an organization. Volunteering costs \$145 a week

A discussion of getting Board members on the boat ensued.

### Sloop Club Communications – Ross Gould

There is sometimes a lack of communication with our Sloop Clubs. I want to see if anyone on the Board will work on some of these issues. For example, putting the minutes on the list serves for Walkabout and Sloop Club Congress might help. Streaming meetings is not difficult. Board members should come to the Sloop Club festivals. The NYC festival is next Sunday. Beacon's is the 2<sup>nd</sup> Sunday in June. A discussion of the pros and cons of streaming meetings and other technologies ensued.

### Chef's Event – Mitzi Elkes and Hal Cohen

Mitzy: The Chefs for Clearwater event will occur on September 17<sup>th</sup> from 4 to 8 pm at the Culinary Institute of America in Hyde Park, NY. Invitations are available. Tickets are \$300 and you can sponsor a table. There are RSVP cards explaining about the program, which is a celebration of the bounty of the Hudson Valley region. \$200 of the ticket price is tax deductible. We have Tom Chapin as our emcee. Roy Volpe and his wife are putting together a fantastic silent auction. Peter Kaminski, author and food critic, will be the guest speaker. Larry Horowitz, artist, donated works for auction.

Hal: We have six amazing chefs. You're gonna get a great meal. There will be a cocktail hour to meet and talk with people and you can expect really good time. We're trying to reach out to a different group of people who are interested in healthy eating and sensitive to the destruction of the earth fomented by factory farming and food processing; responsible vs. irresponsible farming. People are learning about this. We want to get them to help Clearwater spread this message. Any board member that has not been to the Chef's website should go. There is a lot of information and a philosophy for why everything on the menu is being served.

### Resolution against Racism – Ross Gould

A resolution was distributed and opened for an e-mail discussion over the next week.

### Festival Producer Agreement – Betsy

Our Festival (ad hoc) Committee has worked on an agreement for retaining Steve Lurie and this has been reviewed by Seth Davis. We'll need a motion to engage Steve Lurie as an independent contractor to produce a 2018 festival. We have done it this way in the past and the terms are about the same as it's always been.

A discussion of the agreement ensued.

**MOTION:** To engage Steve Lurie to produce a 2018 festival as an independent contractor subject to the agreement provided by Festival Committee. **MOVED BY:** Robi Schlaff. **SECONDED** by: Sarah Underhill. **APPROVED UNANIMOUSLY.**

Mitzi: when can we discuss ways to make the festival more profitable?

Betsy: Steve is open to meeting with the board or any committee.

Bill: It is a huge risk and we need to find a way to make it more risk proof.

### The Woody Restoration -Don Raskopf

The Woody restoration is complete and we will sail from Kingston to Beacon tomorrow. We are planning a 1pm potluck on Saturday for the rechristening.

### Moion to go into Executive Session

**MOVED** by Bill Flank, **SECOND** BY Ross Gould and **APPROVED UNANIMOUSLY**

Return from executive session at 9:10 PM

### Ulster Savings Bank Loan Consolidation

After a discussion of the topic, President Betsy Garthwaite called for a **MOTION** authorizing the corporation to accept a loan for the consolidation of Clearwater's existing debt into a loan offered by Ulster Savings Bank, as follows:

- **RESOLVED** that the proper officers of the Corporation are hereby authorized to enter into and execute, and deliver on behalf of the Corporation, such documents, instruments and agreements as may be reasonably required with respect to financial arrangements, borrowings, lines of credit, and other transactions with Ulster Savings Bank as the Interim Executive Director, or his successor (when named), and the President of the Corporation may think are advisable and in the best interests of the Corporation, and that the Secretary of the Corporation be, and hereby is, authorized to execute and deliver to Ulster Savings Bank confirmation for any resolution or resolutions of the board as may be requested by Ulster Savings Bank documenting the approval and authorization for such transactions.
- The **MOTION** was made by Donna Stein and **SECONDED** by Bill Flank. The **MOTION** was **APPROVED UNANIMOUSLY**.

### Ulster Savings Bank Line of Credit

A discussion of the need to ensure financial continuity through the use of a line of credit was briefly held. A **MOTION** to accept a line of credit through Ulster Savings Bank was offered, as follows:

- **RESOLVED** that the proper officers of the Corporation are hereby authorized to enter into and execute, and deliver on behalf of the Corporation, such documents, instruments and agreements as may be reasonably required with respect to financial arrangements, borrowings, lines of credit, and other transactions with Ulster Savings Bank as the Interim Executive Director or his successor (when named), and the President of the Corporation may think are advisable and in the best interests of the corporation, and that the Secretary of the Corporation be, and hereby is, authorized to execute and deliver to Ulster Savings Bank confirmation for any resolution or resolutions of the board as may be requested by Ulster Savings Bank documenting the approval and authorization for such transactions.
- The **MOTION** was offered by Taylor Vogt and **SECONDED** by Bill Flank. The **MOTION** was **APPROVED UNANIMOUSLY**.

The meeting adjourned at 9:15 PM by unanimous consent.

END OF MINUTES