



Minutes of the Meeting of the Board of Directors
Hudson River Sloop Clearwater, Inc.
Virtual Meeting via Zoom
Thursday, April 9, 2020 at 6:30pm
Friday, April 10, 2020 at 4:00pm (Resumption)

Board Members Present by Video

1. Peter Capek ***
2. Nancy Cincotta *
3. Seth Davis ***
4. Jeff Domanski **
5. Joan Gaylord ***
6. Neil Gordon ***
7. Allen Gutkin *
8. Samantha Hicks ***
9. Arthur Jones ***
10. Aaron Mair ***
11. Janine Napierkowski ***
12. Cathy Page ***
13. Kyle Rabin ***
14. Jeremy Rainer ***
15. Don Raskopf *
16. Robi Schlaff **
17. Gregory Simpson *
18. Steve Stanne ***
19. Donna Stein ***

Board Members Present by Phone

20. Ashley Knox ***
21. Henry Neale ***

Board Members Absent

22. Bob Alpern
23. Mitzi Elkes
24. Sarah Underhill

Staff Members Present by Video

25. Hal Cohen ***
26. Erik Fyfe ***
27. Erin Macchiaroli ***
28. Amy Nelson ***

Staff Members Present by Video (Continued)

29. Nick Rogers *
30. Eli Schloss *
31. Anita Vargas *
32. Greg Williams ***

Staff Members Present by Telephone

33. Manna Jo Greene ***
34. Amali Knobloch *
35. James Malchow ***
36. Ann Mellor *
37. Gigi Rapetti ***

Guests Present by Video

38. Sue Gamache ***
39. Allan Goldhammer ***
40. Kitama Cahill-Jackson *
41. Kristin Crosby *
42. Adam Green *
43. Joyce Hanson *
44. Ben Kaminsky ***
45. Noel Kropf *
46. Rick Nestler *
47. Jason Samel *
48. Tinya Seeger ***
49. Alan Thomas ***
50. Rosemary Thomas ***
51. Roy Volpe ***

Guests Present by Phone

52. Betty Harkins *
53. Bryan ***
54. Susan Berliner *
55. Laura Selleck ***

* 4/09/20 Meeting attendance

** 4/10/20 Resumption attendance

***Both

1
DRAFT



Call to Order

The meeting on Thursday, April 9, 2020 of Hudson River Sloop Clearwater, Inc. was called to order at 6:38PM by President, Steve Stanne. Steve began by apologizing for short notice and that it conflicts with those who observe a religious holiday.

A quorum was determined to be present.

Steve Stanne led the attendees by voice in song, "Quite Early Morning" – Peter Seeger and Arlo Guthrie.

The meeting agenda was made available by email and posted on the website.

Prior Meeting Minutes Approval

Steve asked if everyone had the chance to review and approve the previous two meeting minutes.

Steve called for a **MOTION**: To approve the board meeting minutes from February 19, 2020 on Thursday, April 9, 2020 at 6:43pm. The **MOTION** was moved by Neil and seconded by Joan. The **MOTION** was **APPROVED UNANIMOUSLY**.

Steve called for a **MOTION**: To approve the board meeting minutes from March 23, 2020 on Thursday, April 9, 2020 at 6:44pm. The **MOTION** was moved by Arthur and seconded by Joan. The **MOTION** was **APPROVED UNANIMOUSLY**.

Resolution: Permit Transfer of Saugerties property

Steve Stanne provided the background regarding the Saugerties property.

Henry Neale sent the resolution prior to the meeting to the Clearwater Board of Directors in an email (and was additionally posted to the shared board digital folder for review prior to this meeting)

Henry Neale said he could answer specific questions if there are any. There is no monetary value with regards to this property or the transfer.

Steve called for a **MOTION**: To approve the transfer of the Saugerties property on Thursday, April 9, 2020 at 6:50pm. The **MOTION** was moved by Seth and seconded by Don. The **MOTION** was **APPROVED UNANIMOUSLY**.

Please see the Approved Resolution included as [Addendum A](#) below.

²
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Resolution: Authorization for changing signers on Clearwater Accounts

Cathy Page read the Resolution as written by Seth Davis.

Peter Capek asked about the other bank account we have. Seth confirmed we would need another resolution for that. Greg confirmed that account is not our operations account and would not need to sign anything regarding that account.

Steve called for a **MOTION**: To authorize changing signers on Clearwater Accounts on Thursday, April 9, 2020 at 6:53pm. The **MOTION** was moved by Seth and seconded by Joan. The **MOTION** was **APPROVED UNANIMOUSLY**.

Please see the Approved Resolution included as [Addendum B](#) below.

Clearwater's Current Financial Condition

Greg presented the cash flow model as it stands today. The material included balances in our multiple bank accounts.

\$ 70,641 is the total balance comprised of 3 different Operations accounts.

This excludes the total **\$ 37,000** in restricted funds (grants, funds received for educational programs that we do not expect to deliver) We've moved those funds into a restricted account to protect the use of those funds.

Greg explained how the payroll expenditure works and that we should be able to pay another two-week payroll cycle, insurance liability bill, sloop expenses, health insurance and other essential expenditures based on the numbers presented today.

Since about March 18, 2020, due to donations, we have raised approximately **\$ 100,000**.

Erin stated that there is another contractor that has not been paid with payables of approximately **\$ 33,800** invoice, which is not yet overdue, but that payment is reflected in the cash flow analysis presented.

The cash flow numbers going forward after this evening will depend on how the board decides to proceed with staffing and other expenses.

Education grant funds are different than the education programs in that they are largely funded by things we can do independently. (Mobile exhibits, other educational materials that we produce)

We have applied for two different small business administration (SBA) loan programs.

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The **PPP (Payroll Protection Program)** we applied for with a request of about **\$ 150,000** (restrictions on how the money would be spent – PPP). The good news is if the money is spent in accordance with SBA requirements, this loan can be forgiven.

The PPP will require an officer signature and Neil has signed that documentation. Nancy Cincotta asked if we believe we will get it and what will it pay for? Greg confirmed it is mainly for payroll, rent, mortgage fees, utilities, and maybe a few other things. It is on a first come, first serve basis so we applied within days of it being released and we wait until we know the status.

Samantha Hicks asked if we are required to maintain a certain level of staffing or any other requirements to qualify for forgiveness under the PPP. Greg stated that we would need to return to either a 90 or 95% of what we've submitted as full staffing and would need to do so by June 26, 2020.

We also applied for the **EIDL (Economic Impact Disaster Loan)**. We cannot request an amount for this, we submit all information requested and they decide how much they will loan us **up to \$2M**. The interest rate is better for non-profits. Greg signed the application for this loan.

Greg confirms we have applied for both of these loans.

Resolution: CARES Act Relief Loan Application

Resolution was prepared and proposed for a vote by Neil Gordon.

Steve called for a **MOTION**: that the corporation be authorized to borrow, through Ulster Savings Bank from programs made available through the Small Business Administration or such other governmental agencies as may be designated by acts of Congress or the New York State Legislature, and that the President, Treasurer, or Executive Director shall execute such instruments as may be required by Ulster Savings Bank or any governmental agency with appropriate jurisdiction to effect such borrowing, and be it further

RESOLVED, that the corporation may open such accounts with Ulster Savings Bank as may be required to segregate restricted funds advanced to the corporation under such borrowing, and that the President, Treasurer, or Executive Director shall be authorized to execute any instruments required by Ulster Savings Bank or any governmental agency with appropriate jurisdiction with respect to the opening of such accounts, or to the withdrawal of funds from such accounts.

on Thursday, April 9, 2020 at 7:31pm. The **MOTION** was moved by Seth and seconded by Neil. The **MOTION** was **APPROVED UNANIMOUSLY**.

Please see the Approved Resolution included as [Addendum C](#) below.

4
DRAFT



Strategic Planning Committee

Our first meeting of this committee was on Saturday, April 4, 2020.

Introductory discussion which led to the purpose this group as one that will come back to the board and present options for modeling the future of the organization. This involves what we might be positioning ourselves to be 6 months and into the future.

We are going to do this as a broad-based higher level – reaching out to leaders of other organizations on the river (interviews, etc.) (List of people to get involved)

We will send another notice of the next meeting to continue that process.

We recognize there is a lot of interest in this group so we will be reaching out to the board outside of the committee as well and we recognize the ultimate decision is with the board.

Committee is more advisory; goal of this committee is to present the board from which to choose.

Steve Stanne stated that it is important to get views from outside of the organization and he views this committee and members as blue-ribbon panelists. Wise, imaginative and experience with organizations along the river.

Samantha Hicks asked if this was an externally looking committee; Seth that is a phase of it, yes but the bulk of the effort is internal but ultimate decision is at the board level. We will be working swiftly but this will take some time. Samantha stated that we need to look internally. We need to measure what we do and what our impact has been. A zero-based assessment would be great, look inside and focusing on if what we are doing supports our mission. Evaluation and metrics need to be implemented. We need to deliberate and not waste any time.

Samantha asked what we want to come away with. Seth said we are coming out of this committee with a direction forward and what we are proposing to do.

Allan Goldhammer asked if the committee will limit the directions that Clearwater can go. Steve Stanned said he has no intensions of limiting it, but we would be following the moral values of the organization. Seth said we are limited by our corporate purpose and our mission.

Greg stated that we should be focusing on communicating why we are relevant today and what we have to offer.

Roy Volpe stated that the health of the river and along with the river communities, there are many issues that we can connect with to help engage and receive support from different people.

Roy stated that we need to address the needs of the communities.

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Ben inquired about whether the board or the executive committee has considered virtual festival or a concert series. Steve stated that would have to take place with the help of those outside of the organization. We will have to work with people outside of the organization as well. Ben offered his help in any way it is needed.

Roy talked about Tom Chapin and streaming concert events. This will be explored in the coming days to support Clearwater as a whole. Ben has been exploring options with Zoom and incorporating Facebook Live. More to come shortly.

Executive Committee Recommendation for Short-term Clearwater Structure

The executive committee met for many hours to incorporate input from different elements from staff, suggestions from board and stakeholders to come to some recommendation regarding direction going forward.

Steve stated that this is a synthesis put together from that input. This was not a unanimous or consensus-based view of the executive committee, but the points raised have considerable agreement. It is intended to form a basis for direction from the board, which is ultimately responsible for prudent fiscal management of the corporation to the executive director as to actions to be taken to address Clearwater's financial challenges.

These recommendations are subject to change. If we get certain grants it might make a difference. If we get the CARES Act funding, that could make a difference going forward.

Steve states that there are three points we want to make in this document:

1. Staffing after April 10, 2020.
2. Maintaining health insurance for furloughed employees.
3. Maintaining morale and trust in stressful times.

The financial issues that Clearwater faces have been a source of stress for a long time; stress within the staff, the board, between staff, between board, and between staff and board. COVID-19 hasn't helped. It is clear that we need to promote trust building efforts to have unity going forward. We have been offered funding through outside support and we will prioritize that, especially focusing on morale and trust going forward. Setting priorities are important at this point.

Don Raskopf stated his thanks to the executive committee for the clear presentation of the recommendation.



Peter Capek asked about the \$100,000 that was raised and wasn't sure this was incorporated into this planning. Greg confirmed getting to \$70,000 was by paying a full payroll cycle and \$10,000 in other critical expenses.

Arthur Jones said it was a compromise of all input. The clarity about employment and the board working on strategy and development is important and glad it is going on to the next phase.

Samantha Hicks stated that she would like to see the progress in two weeks with definable tasks. We should be keeping track as we go. Steve suggested at the next meeting, April 20, 2020 we could revisit this.

Manna Jo Greene stated her extreme disappointment that environmental action was not part of the recommendation and asked for re-evaluation and further modification.

Steve stated that environmental action was difficult to monetize.

Greg stated that he and Anita analyzed the grant documentation and the funding of \$15,000 has, in fact, been spent.

Samantha stated that we should focus on getting through the next few weeks to two months. We need to find out what is broken to be able to fix it.

Donna Stein stated that environmental action is part of the three-legged stool and it is a big part of what we do.

Aaron Mair stated the data either supports Manna's position or it does not. It is budget analysis and looking at revenue streams. We need to explore Manna's documentation regarding revenue and grants with restricted funds. Steve confirmed we can revisit that.

After considerable discussion and deliberation among everyone, there was no agreement to whether there was actual money left in the grant to fund environmental action. Greg stated that the numbers will be revisited tomorrow, April 10, 2020 with Manna. If there is funding for that purpose, it will be spent for that purpose.

Please see executive committee recommendation included as [Addendum D](#) below.

At this time, Jason Samel proposed an online music festival, with some of the biggest names you've heard of, to help Clearwater. Jason stated that he proposes that this happens within in the next two to three weeks. He stated that he does not need money to do it but would love our support/buy-in and if Erin could send out something to membership through email that would be helpful. Otherwise, he can take care of the rest.

⁷
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Steve asked Jason for a submitted written proposal and we can consider what he is proposing.

Steve Stanne apologized not having a meeting with staff prior to this meeting, time did not permit given the decisions that had to be made.

Erin asked for consideration of those who will be furloughed then possibly be asked to come back for a period of time, she asks that we give that consideration regarding how that would work and if we can think about how that works for people. Steve stated we will take that under consideration.

Seth confirmed that we are able to convene to executive session then resume for a potential board decision.

Ended regular session at 9:01pm (after all have officially exited the meeting)

We convened to Executive Session at 9:04pm until 9:30pm to discuss environmental action moving forward. It was determined that a decision could not be made until we clear up the issue of restructured funds (more data analysis needs to be completed for a definitive conclusion)

Regular session resumed at 9:35pm.

Resumed: Allan Goldhammer, Gigi, Adam Green, Kitama Cahill-Jackson, Ben Kaminsky, Eliza, Manna, Greg, Hal, others (check list)

Steve stated that we need to clear up the restricted funds to make any decision. This meeting will be set for 9:30am between ED, EC, and Manna.

Ashley in at 9:34pm (only this meeting) – asked about status and if there is guarantee to this money.

Samantha Hicks stated that the PPP – is it a requirement that we maintain 100 or 90% staffing levels do we risk having to repay the loan?

Adam Green stated that he's been approved for the loan. The loan is calculated at a 10-week period. Can lay everyone off and hire everyone back by June 30, 2020 and could get the loan forgiven.

Suspension

We agreed to notify resumption of this meeting on the website.

Steve called for a **MOTION**: To suspend this meeting on Thursday, April 9, 2020 at 9:59pm with resumption on Friday, April 10, 2020 at 4:00pm. The **MOTION** was moved by Seth and seconded by Neil. The **MOTION** was **APPROVED UNANIMOUSLY**.



Resumption of Suspension on April 10, 2020 at 4:00pm

Active in this meeting: Gigi, Cathy, Neil, Greg, Allan Goldhammer, Donna Stein, Henry Neale, Janine N., Ben Kaminsky, Steve Stanne, Mitzi, Ann Mellor, Seth Davis, Manna Jo Greene, Jeremy Rainer, Laura Selleck, Alan Thomas, Eli Schloss, Erin, Hal,

Meeting called to order at 4:07pm by Steve Stanne.

A quorum has been determined.

Two items to work through.

1. Outcome of this morning's meeting.
2. Outcome reflected in the executive committee's recommendation to the board.

We need to pass some resolutions

Morning Meeting Summation:

We believe there are sufficient funds from the grant in question to keep Manna on for another two weeks with what has indicated at this time. The reality is at the next board meeting we will have to re-evaluate the cash flow at that time of how to proceed from there.

We have now added to the recommendation the position of Environmental Advocacy Director.

Seth's resolution is based on a formal adoption of a written plan.

What the Executive Committee did to go along with that for the resolution.

Adopt Plan of Action (Executive Committee Recommendation)

Cathy Page displayed and read the recommendation as written by Steve Smith.

This plan of action was discussed and revised collaboratively.

Steve called for a **MOTION**: To adopt the plan of action (executive committee recommendation) as described in the document furnished to the Board on April 9, 2020 and amended on April 10, 2020 to include the addition of the Environmental Action Director's position on Friday, April 10, 2020 at 4:59pm. **The MOTION** was moved by Henry and seconded by Seth. **The MOTION was APPROVED.**



Resolution: Emergency Resolution

Cathy Page displayed the resolution on screen share as written by Seth Davis.

This resolution was reviewed, discussed and revised collaboratively.

Steve called for a **MOTION**: To pass this emergency resolution with regards to the executive committee's recommendation on Friday, April 10, 2020 at 5:04pm. The **MOTION** was moved by Seth and seconded by Henry. The **MOTION** was **APPROVED UNANIMOUSLY**.

Please see the Approved Resolution included as [Addendum E](#) below.

Steve proceeded to thank the staff for contributions and who will be staying on to help us through this difficult time and thank the staff who are leaving as a result of this action and offer gratitude for their work:

Aerika Lucy
Gigi Rapetti
James Malchow
Ann Mellor
Amali Knobloch
Eli Schloss
Marlee Lawless
Nick Rogers

Steve thanked the winter crew:

Chelsea Fisher
Orion Hartmann
Liam Henrie
Dylan Kane
Rory Kane
Austin Krauss
Lea LeGardeur
Krista Norris

Thank you for your dedication. We intend to bring people back through funding that we may receive.

People living on sloop should be an item for discussion in the coming day or two.



Adjournment

Steve called for a **MOTION**: To adjourn this meeting on Friday, April 10, 2020 at 5:08pm. The **MOTION** was moved by Seth and seconded by Aaron. The **MOTION** was **APPROVED UNANIMOUSLY**.

Respectfully Submitted,
Cathy Page, Secretary, 4/20/2020