



April 19, 2010

SOUTHERN MARYLAND RC&D, INC.
COUNCIL MEETING MINUTES – MARCH 25, 2010

Chair Patricia Pinnell called the Emergency RC&D Council meeting to order at 7:06 PM. The following members were in attendance:

RC&D Members:

Jim Bardsley, Anne Arundel Forest Conservancy District Board
Stanley Boothe, St. Mary's Soil Conservation District
Bill Clark, Calvert Soil Conservation District
Jennifer David, Tri County Council
Luis Dieguez, Charles Soil Conservation District
John Downs, Southern Maryland RC&D Board Appointed
John Gray, Calvert County Commissioners
Michael Pellegrino, Charles County Commissioners
Patricia Pinnell, St. Mary's Forest Conservancy District Board
Olga Walter, Southern Maryland RC&D Board Appointed
Bruce Young, St. Mary's County Commissioners

Others:

Buddy Bowling, USDA, NRCS, Southern Maryland RC&D Coordinator
Denitra Brawner, Southern Maryland RC&D Office Associate
Franklin Holley, Southern Maryland RC&D Program Officer
Mark Rose, USDA NRCS Assistant State Conservationist for Programs

TechSoup Software

Franklin said that TechSoup, a company that sells computer software less expensive than any other place, sent an email selling Adobe Elements 8. The retail price is \$99 but TechSoup is selling it for \$15. Franklin will look into the price a little more. She has sent an email to TechSoup asking if it is \$15 a download or \$15 per organization. Olga made a motion to accept Franklin's proposal for three copies. Bill seconded the motion. Motion was passed.

Charles County Environmental Summit

Franklin reported that Charles County Government is having its 1st Environmental Summit on April 17th at North Point High School. For Nonprofits to have a booth it will cost \$50. She wanted to know if the Board wanted to set up the RC&D display and have board members staff the display. The event runs from 10:00am until 4:00pm. Franklin said she would be happy to go for a couple of hours and asked for volunteers to make a staggered schedule. Olga and Mike volunteered. Franklin and Denitra will also staff the display. Jennifer David made a motion to participate in the Charles County Environmental Summit. Olga seconded. Motion was passed.

Conflict of Interest & Disclosure

Franklin said that the Policy and Procedures committee has been working hard on the Policy and Procedures manual to get a draft to the Board members before the Board meeting. Because we were having this Emergency Board meeting Franklin felt we should get this disclosure signed now. Once a year members are required to read and sign a Conflict of Interest form. The Conflict of Interest policy is included in the Employee Handbook so it has been adopted. She asked that everyone take the form home to read and sign and send back to the office. She said it is important that we complete this and get it in place so that on the 990 we can check off that indeed we have a conflict of interest policy. Pat said that not having the conflict of interest signed throws up a red flag to the IRS.

Coordinator Update

Buddy reported that he and Dave Wilson will do some site visits for Dry Fire Hydrant locations. They will evaluate the sites and do surveys.

Oxbow- He has talked to Jim about this project. There are emails back and forth between RC&D and the Oxbow folks about designs.

Buddy will have a written detailed report prior to the April Board meeting. He has been trying to update himself on all the projects Jeremy was working on.

For the Good of All

Pat said that there were free magazines on the table for anyone who wanted one.

Olga mentioned that the Chamber will be having a Legislative Breakfast next month. The cost is \$40. She asked if the board would allow her to go. Bruce made a motion for RC&D to pay for Olga to attend. Jim seconded. Motion was passed.

Mark said that Buddy could attend and request a reimbursement from NRCS. Olga also mentioned that she saw something in the paper about PG County SCD asking for people to plant seedlings.

Bruce mentioned that Steny Hoyer and Secretary Vilsack are supposed to come to PGSCD to have a meeting with Farmers. He asked Mark if he knew about it. Mark knew nothing about it. It was mentioned that MDA is organizing it.

Office Locations

Pat read a statement she prepared. It mentioned that she wanted the members to start the meeting with open minds, be open to discussion, evaluate each of the locations, weigh the pros and cons of each location and finally make a decision that will be best for RC&D not for us individually. Pat mentioned that an email was sent out asking the board if they had any questions. She did receive a few from one board member and that board member received a response via email.

Everyone present had a spreadsheet with information on all three locations.

Pat said we should start by discussing the Waldorf office first. She said that the Waldorf location would not be changed. We will still have 1,100 sq. ft. Annual cost will be approximately \$15,400. She asked if there were any questions about the Waldorf office. Bruce said at the last meeting he understood that the price was \$18 per sq. ft. Not \$14. Mark said that it still has to be negotiated. Pat said that she has a letter that was sent to Olga from the current landlord, NOSLOT Enterprises, Inc. She read the letter to the board. The letter also included a breakdown of the costs for the space. Olga stated that she seen Mr. Tolson, owner of NOSLOT Enterprises, Inc. one day outside the office. He said Mrs. Pinnell called him to ask a few questions about the office and he wanted to know who she was. Olga told him that she was the RC&D Chair. Olga explained to him that RC&D might be moving to St. Mary's County. He asked what the price would be there. She told him \$15. He said he didn't think he could come down that low. She told him that she was leaving to go to a conference and she would check back with him when she returned. She asked him to see what he could do. She told him that the Board has to decide and then let NRCS know and wait until a decision is made by NRCS. Mark said to write a letter to Jon Hall at NRCS requesting a move. Olga said that Mr. Tolson told her that he would give us an extra room and that we could put shelves on the wall. Pat said that she asked him about that and he didn't give her an answer and it was not put in the letter that he sent to Pat. Mark said that things like that have to be negotiated through NRCS. John Downs asked if there is potential for expansion here at the Waldorf location. Mark said that what NRCS pays for here is more than what is allowed because we have one federal employee.

Pat stated that Mike was the board member that sent in the questions. She read the questions and answers. (Pat's answers (if any) are italicized. Below that will be any discussion at the board meeting)

1 - Why will NRCS only pay for 900 Sq. Ft. at the Hughesville location? Are we to assume that NRCS will pay 100% at either the Waldorf or Leonardtown locations?

NRCS will pay for the 1100 sq ft that we have here in Waldorf and will pay for 900 sq ft at either Leonardtown or Hughesville.

Mark said that NRCS will try to honor what is requested in the letter requesting the move.

2 - I was under the understanding that the Leonardtown location was to be larger than the "Potential RCD Locations" matrix indicates. This location is apparently only 250 Sq. Ft. larger than the Waldorf location.

Olga said the Hughesville location is \$14 sq ft. You have to put the heating, air conditioning and water. She said in the beginning it will cost you about \$25 sq ft but after that it will be \$14 sq ft. Pat said no one has been in the building before so there was no way to factor the cost. Mark said that the Hughesville location is an option but NRCS will have to do a market analysis. Mark said the same things that are done in the Waldorf location (garbage, electricity, water, etc.) is built into the square footage. You will have the build out costs at the Hughesville location. Pat said that the building is divided into four sections. We would be over the amount NRCS would pay so RC&D would have to pay the difference.

Bruce said that SCD will pay for the build out at the St. Mary's location and then RC&D will come in at the square foot rate.

3 - Is there any way to factor in the additional costs for cleaning and sign electricity, in addition to the Water Bill, at the Hughesville location?

No. This is a new building so they have nothing prior to go on to get numbers.

4 - Will there be any meeting room accommodations within the RCD space at the Leonardtown location? What happens if there is a need for an RCD meeting when neither of the "shared" meeting spaces is available?

Someone will have to be in charge of a calendar and we all have to schedule around one another.

Bruce said that there will be a 75 capacity meeting room as well as a smaller meeting area in the District's office which RC&D will have access to. The District will be the one scheduling the conference room space. There will be small folding tables in the big conference room. You will be able to breakdown the tables and set them up the way you want. There will also be a built in projector as well as a screen.

Jennifer asked how much square footage Jeremy came up with when the board was talking about moving to Charles SCD's building a couple of years ago. Someone said 650 square feet. She said that his drawing for that space included a spot for a small conference table. She said that that should give everyone an idea of what can be done with 900. Franklin said that we should have space for a small conference table in our area as well.

5 - Do we assume "shared" restroom facilities at the Leonardtown location will be available to RCD at all times?

Yes. SCD will have their own bathrooms within their office space.

On the drawing provided that night it showed single restroom right outside the RC&D door and doubles restrooms down the hall for the people using the conference room.

6 - The 900 Sq. Ft. at the Hughesville location seems as if it will be too small for RCD use, unless RCD can do with approximately one room less than the Waldorf location (200 Sq. Ft.). Where are the restrooms at the Hughesville location?

I don't know where the restrooms are. The 900 sq ft at the Leonardtown location will not include the bathroom and the conference room space we have here in Waldorf.

There will be one single restroom for men and woman to share. Olga said there will also be a kitchen. Mark said that the space would have to meet the requirements. He's not sure one bathroom would meet it.

7 - Both the Leonardtown and Hughesville locations seem to be basic spec buildings. What class of space are these locations considered? How does this compare with the space classification of the Waldorf location?

We didn't understand this question.

There was discussion about Class A and Class B classification.

Bruce said the Leonardtown location you will have the shopping center down the street with grocery store, restaurants, drug store, etc.

8 - What are the lease terms at the Leonardtown and Hughesville locations? What are renewal terms in comparison to the Waldorf location?

The lease terms will be 5 years.

Mike asked what will the lease be for all three locations. Mark said they would all be five year leases.

9 - I do not think that I am comfortable with the idea that snow removal, trash removal, and landscaping at the Hughesville location are included in the rent "as long as the husband of the owner is there". What happens if he is not there?

If the guy is not around RC&D will have to find someone to do the jobs.

John Gray said that we are not talking a lot of money for square footage. He asked what the advantages of the locations are. He said we have to find out from the staff how they feel. Buddy said that from his perspective professionally it doesn't matter what the board decides, he will work with it. Franklin said that personally her commute will be longer. She said professionally, when we give presentations in here, she feels crowded. It would be wonderful opportunity to have room for professional growth. We would be in a place where we are surrounded by partners if we were in Leonardtown. If we stay in Waldorf, we have a great physical location. She will be agreeable to whatever the board decides. She thinks there are advantages to both Waldorf and Leonardtown locations. She mentioned that she has told Pat before that she will not be here forever. When the time comes for Franklin to move on it won't be because of the commute. Denitra said that she agrees with Buddy and Franklin. The move will be fine. Franklin said that at a previous meeting and talking to Pat, it does say in the Employee Handbook that telecommuting could be an option in the next few months. We might be able to develop remote desktop connection. Scheduling we can work around regardless of where we end up.

Jim asked if we ever found out the answer as to if we move to St. Mary's would it be ok with Denitra being on the Charles County payroll. Pat said yes and the answer was that there would be no problem.

Jim wanted to make a proposal. First, he said we are talking about two different animals here. He said that the Leonardtown space is a unique opportunity to have partners in the same building. That sets itself apart from the other locations. Secondly, the alternatives that are presented may not be complete. No matter what we decide tonight it has to be ratified by NRCS. He said there are a lot of proposals out there. We are rushed because of the timeline St. Mary's SCD is under to get the construction going. We don't have time to look at all proposals out there. He would like to propose that we move forward with a yea or nay vote on the Leonardtown space. If the nays have it then he would like to open from the floor for discussion on alternative if in fact we want to move at all. It hasn't been adequately researched but we have to make a decision tonight. We had the same opportunity back in 2006 or 2006 with Calvert SCD. Charles County the same thing but the space wasn't a good design for us. Jim said that these opportunities come up periodically. When one seems to fit we have to take a closer look at it because we will not have another one for awhile. Bruce said that the reason they are pushing is because they are hopeful they will be going in for closing next week. They can then start to build out. It would be good to know who the partners will be to do the build out all at one time. Bruce said that he can't say that the price will be \$15 if they build out later. He also said that SCD will not hold space for RC&D if they decide to wait. Jim said he is not happy about driving another 45 minutes to a board meeting but as he told Olga he will do what's best for the board. He hopes that if the Board decided to move to Leonardtown that they consider rotating board meetings. Pat said that it was one of her things to start when she became President that meetings would be rotated. Jim said that he hopes John Czajkowski, who is not here tonight, would support the Board's decision.

Jim mentioned that we have two valuable members who are being excluded from this board for a vote for considerations from alternatives. They should be excluded. They can be included for a vote for alternative space in the event that there is a nay. Jim would support splitting the vote based on the time line and the fact that we have not adequately researched all the alternatives. There is no hurry for RC&D to get out of the current location.

Jim made a motion to have a preliminary vote on nay or yea on St. Mary's County. If it's affirmative there is no further discussion on the alternatives. If it's negative, we continue dialog on the alternatives and continue to research other options in the area. John Gray seconded.

Stanley stated that he is the Chair of the SCD and he has abstained from voting as did Bruce.

Bill asked Mark if there is a NRCS policy on co-location for RC&Ds with Districts. He said yes there is for Service Centers. RC&D is a USDA program and NRCS makes every effort to co-locate the USDA agencies when they are available.

Mark said that he and Jon want the input from RC&D as to what the desires are. What the Board decides is what they need to ask for and it will probably be very well received at the State Office.

Luis asked what disadvantages the staff sees in services in the Southern Maryland area. Buddy said he didn't think there would be any problems. Franklin said it would just take her longer to get to Indian Head. She said that we should take this as an opportunity to be in St.

Mary's County and to familiarize ourselves with that county. Jennifer said one thing to consider is the public foot traffic you will get from the farm community and others in the service center. Olga said she loves for RC&D to be in the building but we need to think about who we serve. We are a different agency. We are not the agency we need to be with the other organizations. Olga feels that the location is too far in St. Mary's county.

Mark said that NRCS can make the decision for RC&D if they wish.

Bruce spoke a little about the Leonardtown location. One advantage is that RC&D can come in and design how they want the space. RC&D will have access to the two meeting rooms and a kitchen. There will be plenty of parking. The LAN WAN system will be combined into one system. There will be wiring for Federal, County and State hookup.

Bill said that co-locating with the USDA office is going to be beneficial and this is a good idea. It is a positive move. Jennifer said that she agrees with Bill. She wishes that the service center was more centrally located.

Bill said that meetings could be held in Calvert SCD's office. Pat said that would be a good idea and we could highlight a project in each county.

Luis asked if there would be a daily financial impact on the staff for moving. Bill said they had their say. Franklin said her biggest concern would be if telecommuting be an option. Between her, Buddy and Denitra they can make sure someone is in the office during business hours. Pat said that during the past snowfall that she was in contact with Franklin almost every day. The office was covered every day except for the days the Federal Government was closed.

Index cards were passed out to the board members except Bruce, Stanley and the staff.

Jim said that the motion again was yea or nay on St. Mary's.

Bruce said that the next board meeting is in April. He expects to start construction before then whether RC&D is there or not. If RC&D makes a decision tonight they will be part of the decision process and layout of the site. If you say no, it doesn't preclude you from later on coming down to Leonardtown. He can't guarantee RC&D will have a prime spot, or that the rent will be \$15 sq ft., or if there will be space available.

Mark said that we have to do something with the lease at the current location because we are on a month to month lease right now.

Pat said that "Yes" means we go to Leonardtown, "No" means we start all over again. Everyone voted and passed their votes in. Pat counted them.

Yes – 6

No – 2

Undecided - 1

Bruce says you still have to submit your intent to move to Leonardtown. NRCS could say no. Mark said the letter should go as soon as possible. NRCS will then provide notification

to Farm Service Agency (FSA). FSA is the lead organization on the service center in St. Mary's County. RC&D will be involved in approving the space, including the layout. Franklin asked if 900 sq ft is negotiable, how much should/could we ask for. Bruce said that SCD has to reserve approximately 3,700 sq ft for the Extension office. There will be about 1,000 sq. ft. left in the building. You could go up to 1,900 sq. ft.

Bill made a motion to request 1,200 sq. ft. when we send the letter. Jim seconded the motion. Motion was passed.

Bruce said this will be a 99 year ground lease with the SCD. There is plenty of parking. There could also be a potential for a storage shed to be built. Start date for construction could be April 1st. Tiles will be in restroom and lobby area. Carpet will be in the rest of the area. There will be separate climate controls. Bruce said a committee should be put together to do the layout. Bruce would like to have a design by RC&D as soon as possible.

Olga asked Mark that if RC&D moves down to St. Mary's what will happen if we are zeroed out as proposed in the President's budget. Mark said it will be up to the State Conservationist. He said that each RC&D gets \$116,000 which goes towards the Coordinator's salary. There are extra funds available and Jon has to decide what to do if RC&D is zeroed out. Mark said that if RC&D is in a service center you have a much better chance of surviving.

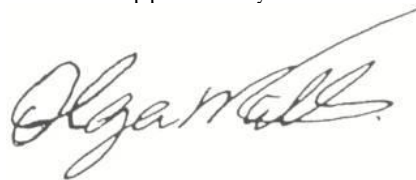
Committee will be RC&D staff, Mike Pellegrino and Jennifer David.

Pat thanked everyone for coming and dealing with a very difficult situation. Hopefully we have done what is best for RC&D and the growth of RC&D.

The meeting was adjourned at 9:00 PM.

The next meeting will be April 22, 2010. More information will be sent out later.

Reviewed and Submitted for
Council Approval By



Olga Walter
Treasurer/Secretary

Prepared by Denitra Brawner, Office Associate