

**FINAL Meeting Minutes  
Rivanna River Basin Commission  
Executive Committee**

September 23  
10 a.m. – 12 p.m.

Albemarle County Office Building - 5th Street (COB-5th), Room C  
(corner of Old Lynchburg Road and 5th Street at 1600 5<sup>th</sup> Street)

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**Attendance**

***Rivanna River Basin Commission (Commission) Members***

***Present:***

Mr. John E. Easter II, Thomas Jefferson Soil and Water Conservation District Director\*

Ms. Holly Edwards, Charlottesville City Council\*

Mr. John Martin, Albemarle County Citizen

Mr. Marvin F. Moss, Fluvanna County Board of Supervisors\*

Ms. Roberta Savage, Greene County Citizen\*

Ms. Sally Thomas, Albemarle County Board of Supervisors\*

\* RRBC Executive Committee member

***Others present:***

Ms. Leslie Middleton, RRBC Executive Director

Ms. Rose Brown, RRBC Recording Secretary

Mr. Richard Lloyd, community member

Ms. Dede Smith, community member

**1. Call to order**

Mr. Moss called the meeting to order at 10:03am. Mr. Moss reminded Commissioners of the provisions of the Conflict of Interest, stating, " I remind the members of the Rivanna River Basin Commission that as a local public body, we operate under the Virginia Conflict of Interest and Freedom of Information Acts. Should any member have a personal interest in any specific matter before the Commission, that member is asked to state this for the record and abstain from discussion and vote as appropriate."

**2. Roll call**

Roll call was conducted.

**3. Determination of quorum**

A quorum was determined.

**4. Approval of the agenda**

Ms. Savage suggested that the agenda should include a further discussion of the recent TAC meeting. There were no other additions to the agenda.

**5. Approval of the minutes of the preceding Executive Committee meeting (July 15, 2009) (TABs 5 and 5a).**

Ms. Thomas noted typos on page 9, in the middle paragraph. Mr. Easter moved to approve the minutes from the July 15, 2009 Executive Committee meeting, and Ms. Thomas seconded. All were in favor, and the motion passed.

**6. Review of draft minutes from RRBC meeting on July 23 - TAB 6**

Mr. Moss made note of an unclear sentence on page 3, and the sentence was revised. Ms. Middleton clarified that officers would be elected at the 2<sup>nd</sup> of the quarterly meetings. This means that the term will be April through April. Mr. Easter clarified that elections are for two-year terms.

**7. Report of the Chair**

Mr. Moss reported that he attended his first TAC meeting and found it both interesting and very impressive, noting that TAC members take their charge very seriously. There was no discussion about role of the TAC at that meeting, but Mr. Moss thanked the TAC members for the groundwork they have provided for the RRBC's initial activities. Mr. Moss stressed to the TAC how important their guidance has been to the RRBC. Mr. Moss predicted that the TAC might recommend to the RRBC new initiatives based on TAC research and evaluation. Mr. Moss also noted that Darren Coffey and Stephanie Golon, as planners, are an important addition to the group. The exchange of ideas and information between technical and scientific members and those who are planners and administrators is very valuable, and the working combination of technical staff and planners seems to work well. Ms. Thomas asked if science staff attended the meeting. Ms. Middleton replied that a few did, but that some scientists and technical members of the TAC have not been attending as many TAC meetings this last year. Ms. Middleton noted that she plans to meet with Sam Austin (Chair of the TAC) in October to discuss the role of the TAC. Next TAC meeting will focus on plans for the future, and a special effort will be made to encourage those who have not been in attendance of late to come to this meeting on November 17, especially because this meeting should mark a turning point where the TAC will once again be asked to focus on guidance on "next steps" for the RRBC and for the TAC. Mr. Moss stated that Sam Austin is a good chair and works well with the TAC.

Ms. Savage agreed that the TAC is a terrific resource and that the RRBC should continue to help them to focus on their mission. Ms. Savage asked if localities could pose questions or issues to the RRBC and TAC, and she asked how that service could be provided to decision makers in the jurisdictions. For example, if a planning expert needed some expertise, he/she could ask the RRBC, who could determine if it falls under the jurisdiction of RRBC, and then pass the question on to the TAC.

Ms. Thomas suggested that the individual planners could bring up individual questions to the TAC. Ms. Moss used an example from Fluvanna County in which Darren Coffey, the Director of Planning, was encouraged to include language in the comprehensive plan about the need for riparian buffers, as opposed to the more politically challenging effort to implement a buffer ordinance. The TAC should be aware of such efforts, and new ways of addressing issues. Mr. Martin noted that each jurisdiction has two elected officials on RRBC, which seems to be the

natural chain of communication for these sorts of matters. Ms. Thomas stated that planners could also pose questions to the planner network exchange.

Ms. Middleton told the Executive Committee about the presentation by Mike Collins at the recent TAC meeting regarding the ecosystem services initiative that the non-profit, *Conserv*, is involved in. This was information that probably should have been directed to RRBC first, and may have been a poor use of the TAC's time. Mr. Moss stated that he would talk to Sam Austin (TAC Chair) with encouragement that the TAC find a way to screen out any commercial messages being presented directly to the TAC.

Ms. Savage stated that the Chair of the TAC used to make regular reports to the RRBC. Ms. Middleton replied that Mr. Austin has not been available on the last two meeting dates, but that she would work to ensure that the TAC Chair or representative attend upcoming meetings. Mr. Moss stated that he would also discuss this with Sam Austin. Ms. Thomas said that the TJPDC has instituted roundtable discussions that are a way to share ideas between localities. They have been valuable, but they also consume valuable meeting time. Ms. Thomas suggested that once per year, the RRBC could have a "State of the Watershed" meeting, which would be a joint meeting with the TAC. Ms. Middleton will also remind RRBC members that they are welcome at the TAC meetings and are, according to the Bylaws, members of the TAC.

Ms. Savage asked if technical information from the TAC could be provided to the community without making it an official RRBC statement. For example, if TAC members wanted to comment on a policy or regulation, then that statement could be released to the community without the endorsement of the full RRBC. Mr. Moss replied that the RRBC should approach this on a case-by-case basis, lest a publicize opinion of the TAC is not fully endorsed by the Commission.

## **8. Report of Executive Director - TAB 8**

Ms. Middleton handed out the executive director report and provided a summary of the report.

### **a. Technical Advisory Committee update (September 15, 2009) (packet)**

Presentation by Mike Collins, from *Conserv*: Ms. Middleton stated that there are many people in the conservation community who feel that the market place could be used as a tool to protect forested areas that are privately owned. This initiative is being strongly supported by the Department of Forestry.

Presentation by Greg Garmin from VCU: Ms. Middleton stated that the RRBC did get the Healthy Waters grant from DCR for less than originally planned (\$55,000 as opposed to \$70,000). Mr. Moss noted that the RRBC had to modify some of the grant documents when it became its own fiscal agent. Ms. Middleton stated that after the last TAC meeting, there was a field trip with VCU staff, to observe their process of fish shocking. Sandy Hausman from WVTF attended and will be producing a news story about the project.

### **b. Website update**

Ms. Middleton stated that once the website is launched, she (or an intern or volunteer) will administer the website, using software that has been recommended by Chuck Moran. Mr. Moss clarified that it will not be necessary for the Executive Committee or the RRBC to approve the website before it is launched, but that Ms. Middleton should ask for input from any commissioners who wish to comment.

- c. Introducing new Commissioners in January 2010 (contents of briefing book for new Commissioners)
- d. LEGAL questions:
  - Conflict of interest

Mr. Moss asked if statements of economic interest would be filed with state. Ms. Middleton will ask about this. She noted that Conflict of Interest statements and procedures would have to be in place for Directors & Officers insurance.

- Tax status
- Liability and insurance updates

Ms. Middleton has obtained a quote from Cabell Insurance, a local firm, recommended by the office at the state that regulates workers compensation insurance. Ms. Middleton recommended that the RRBC allow her to select insurance coverage that is within the budget, or to work with the Treasurer to identify additional options. Ms. Thomas stated that there is a balance between spending a lot of research time and saving more money. Mr. Moss said that it is worth another look at quotes. When a treasurer is appointed, he/she can help with this.

Mr. Easter asked why there would be additional auto insurance. Ms. Middleton replied that she would need more insurance in order to use her own car for work. Mr. Easter stated that this should be covered by the 55 cents per mile reimbursement.

Ms. Savage stated that \$1 million of coverage for the Directors and Officers insurance seemed too low. She suggested getting a quote for \$2 or \$3 million coverage. She also suggested looking into a stretch policy. Ms. Thomas suggested dealing with a broker who knows these particular matters. Ms. Savage noted that bonding might be included under Directors and Officers insurance.

Ms. Middleton will check about this, and will try to get three quotes, using agents. Ms. Thomas noted that the executive committee was authorizing Ms. Middleton to get at least a second quote and to make a decision if it is within the approved budget. If Ms. Middleton has questions, she can check with Mr. Moss.

- e. Update on grant proposal activity

Ms. Middleton said that the RRBC has been named as a co-investigator on VCU's grant proposal to the Chesapeake Bay Program RFP on watershed monitoring. The RRBC would benefit from this partnership by receiving a GIS layer that locates all of the BMPs in the Rivanna

watershed. Meanwhile, Ms. Middleton has written a support letter to be included in the UVA grant proposal to the same funder. Mr. Moss asked which proposal would be most beneficial to the RRBC's work. Ms. Middleton replied that the UVA proposal would probably benefit the RRBC the most because it is local and focused on stormwater monitoring. Mr. Moss noted that the BMP mapping would be very useful. Ms. Middleton stated that it is conceivable that both partners could get grants, but not likely. Grants will be awarded in mid-November. Mr. Easter asked if supporting both proposals was, in essence, supporting competitors. Ms. Thomas noted that this is a common practice, and that they are different projects, both of which could benefit the RRBC.

Ms. Thomas stated that the Rivanna Water and Sewer Authority (RWSA) would be conducting studies of sediment. These studies will not determine where the sediment is coming from, but the studies could be useful to the RRBC or TAC. Ms. Middleton will work with Tamara Ambler, who is the RWSA member on the TAC. The community should know about all such studies, and Ms. Middleton is planning to use the RRBC website as a repository for information and links about all such studies and grant projects being undertaken by RRBC partners.

Ms. Middleton stated that BMP monitoring would begin soon for the NFWF grant. The RRBC will contract with the Center for Watershed Protection to do an inventory of retrofit opportunities in Fluvanna and Greene Counties.

#### **9. Review status of transfer of fiscal agency to RRBC – TAB 9**

Mr. Moss stated that this transition has gone smoothly. The RRBC is now its own fiscal agent. It has its own bank account, and its own money market fund.

- Review and approve for recommendation to full RRBC "Accounting Policies and Procedures" - TAB 9

Check Signatures. Ms. Middleton and Mr. Moss cosign checks if they are over the \$1500 limit. This will become the Treasurer's responsibility when he/she is appointed. Ms. Middleton suggested the Chair should remain able to co-sign checks in the event that the Treasurer is unavailable.

Direct Deposit. Ms. Middleton noted that she and Mr. Martin have discussed the details of this instituting direct deposit for staff. Though Ms. Middleton would be responsible for authorizing payments to herself, Ms. Savage noted that this would be the same whether or not direct deposit were instituted.

Debit and Credit Cards. Ms. Middleton stated that a debit card will allow for online purchase and that there is no need for a credit card at this time. Ms. Middleton noted that she will add a sentence in the policies and procedures to clarify that entertainment costs, such as free meals, are not permissible. Mr. Martin asked if the debit card would have a limit on individual charges. Ms. Thomas replied that a \$1500 limit is in the spending policy.

Procurement Policy. Ms. Middleton stated that the RRBC has been operating under TJSWCD procurement guidelines. The RRBC will now develop its own policies, derived from the VA

Public Procurement Act. Ms. Middleton noted that the RRBC does not have a Finance Committee and suggested changing the bylaws to allow for one.

Ms. Middleton referred to the draft "RRBC Accounting Policies and Procedures," and noting that this version identified two items still "to be determined." She asked the Executive Committee to adopt the policies and procedures with the provision that the Executive Committee will decide these two issues when the information is available.

Ms. Thomas moved to adopt the policies and procedures, and Mr. Easter seconded. All were in favor, and the motion passed.

- Proposed Bylaw changes for appointment of Treasurer – TAB 9

Ms. Middleton changed the Bylaws adding the Treasurer as an officer, the term of the Treasurer, the duties of the Treasurer, and the Finance Committee. Ms. Middleton stated that the RRBC could look outside the Commission for committee members as needed. For example, if a CPA were needed on the committee, RRBC could appoint that person since there is no language in the Bylaws requiring committees (other than the Executive Committee) to consist of only commissioners.

Ms. Thomas moved to recommend these bylaw changes to the full RRBC, and Mr. Easter seconded. All were in favor, and the motion passed.

- Recommendation of John Martin to be Treasurer of RRBC

Mr. Easter moved to nominate to the full Commission (at its next meeting) John Martin as the treasurer for the RRBC, and Ms. Edwards seconded. All were in favor, and the motion passed.

- Discussion of near-term accounting support for RRBC

Ms. Middleton has contracted with ADP for payroll. This will cost \$550 for the year, but in future years, the cost will be a slightly higher, since we were given a "starting discount."

Ms. Middleton has hired Mary Rice as temporary bookkeeper and to help set up the accounting system. Ms. Rice is invoicing monthly. Ms. Middleton did not get three quotes, but will write a sole-source justification for the file. Ms. Rice's total costs would be over Ms. Middleton's spending limit, if her invoices were aggregated into a contract. However, she is currently working on an as-needed basis.

The Commission has already approved a budget line item for accounting/audit of \$5500. Mary Rice's invoices will total about \$3000 until end of year. Ms. Middleton hopes to then transfer to a volunteer or paid administrative assistant. Mr. Easter asked if it would have been cumbersome to get three quotes for the accountant contract. Ms. Middleton replied that it would have been very difficult. When the RRBC decided to be its own fiscal agency, there was an urgency to transfer all accounting from TJSWCD to the RRBC. Mr. Easter stated that now that the RRBC is no longer operating under the policies of the TJSWCD, it might not be necessary to obtain

three quotes for matters like these. Ms. Middleton noted that the RRBC must comply with the VA Public Procurement Act, and that she would research this matter further as the Commission will be developing its own procurement policy. Ms. Thomas stated that it was within Ms. Middleton's spending limits to hire Ms. Rice in the short-term. Ms. Savage stated that the NFWF grant is federal, and special procurement requirements probably apply. She suggested that Ms. Middleton at least write a sole source justification.

Ms. Thomas moved to authorize the Executive Director to continue to contract with Mary Rice, for tasks outlined in the August 17, 2009 Memorandum to File through the calendar year of 2009. Ms. Savage seconded. Mr. Easter abstained from the vote. All others were in favor, and the motion passed.

Ms. Edwards asked if Ms. Rice has provided an estimate of how much the work will include. Ms. Middleton replied that Ms. Rice has been reluctant to give estimates because the nature of the task (which includes establishing the accounting system and procedures) is not wholly within her control (i.e. depends on staff and Commission approvals). Ms. Edwards requested that Ms. Rice provide a checklist of what needs to happen to prepare the RRBC for reports and audits. This will allow the RRBC to know which tasks are outstanding.

- Review sample monthly and quarterly financial reports TAB 9

Ms. Middleton stated that finance reports would be reviewed by the Treasurer on a monthly basis. The Treasurer will have online access in order to review bank and ADP (payroll) accounts. Hard copies of bank statements will be sent directly to the Treasurer. Ms. Middleton stated that the Treasurer will sign off on monthly reports, and that these will go into the filing system at the end of the year. Quarterly reports will be generated prior to RRBC quarterly meetings. The Treasurer will review present the report to the full RRBC. Ms. Thomas asked Ms. Middleton to note on the reports when a budgeted item has been spent.

#### **10. RRBC Work plan for FY 2010 - TAB 10**

Ms. Middleton stated that page 1 is a summary of the RRBC statute, and how it has been translated by the TAC into the primary threat of altered hydrology. The TAC will probably be grappling with the remaining questions. On the remaining pages, Ms. Middleton attempted to capture what staff must now do. A position description, work plan and roles and responsibilities will all be completed. These aspects of the strategic plan should be the basis on which Executive Director is evaluated. The Employment Agreement with the Executive Director states that the RRBC members will conduct a review the Executive director within 6-9 months. Ms. Thomas stated that it is important to not set the Executive Director up for failure with goals that are too lofty for the time period. Mr. Easter asked if the RRBC would need to move out of the TJSWCD office space if more staff are hired. Ms. Middleton replied that this is a possibility, but at this time, the TJSWCD has been very flexible and accommodating. A move would not have to happen this year.

#### **11. [Closed meeting] Benefit Package for Executive Director**

Prior to going in to closed session, Richard Lloyd asked if the public could make comments in this meeting. Mr. Moss replied that public comments are not an agenda item in this meeting, but that public comments are welcome during the full RRBC meeting.

At 12:05pm Ms. Thomas moved, with a second by Ms. Edwards, to enter into closed session:

Pursuant to section 2.2-3711(A)(7) of the Code of Virginia to consult with legal counsel retained by the Rivanna River Basin Commission regarding specific legal matters pertaining to *the Rivanna River Basin Commission's statutory rights and obligations* requiring the provision of legal advice by legal counsel.

The vote in favor was cast by Executive Committee members Moss, Thomas, Savage, Easter, and Edwards.

At 12:15 pm Ms. Thomas moved, with a second by Ms. Edwards, that the Executive Committee re-open the public meeting.

The vote in favor was cast by Executive Committee members Moss, Thomas, Savage, Easter, and Edwards.

At 12:16 pm Ms. Thomas moved, with a second by Mr. Easter, the following:

The Rivanna River Basin Commission Executive Committee certifies that, to the best of each member's knowledge and with no individual member dissenting, at the just concluded closed session, only public business matters lawfully exempted from the open meeting requirements of the Virginia Freedom of Information Act and identified in the motion authorizing the closed meeting were heard, discussed or considered in the closed meeting.

The vote in favor was cast by Executive Committee members Moss, Thomas, Savage, Easter, and Edwards.

Members of the public did not return to the meeting.

Ms. Thomas moved to recommend to the full RRBC the Executive Director's benefits package as presented on 9/23/09. Ms. Edwards seconded the motion. All were in favor, and the motion passed.

## **12. [Open meeting] Proposed agenda for RRBC October 22 meeting in Charlottesville - TAB 12**

Ms. Savage requested that full printed packets be available at all meetings. Members can read the packets electronically before the meeting, but paper copies should be present at the meeting. Mr. Easter and Mr. Martin will continue to receive hard copies in advance. Ms. Savage noted that in electronic documents, the file name should be clear and easy to understand. Mr. Easter

requested that the tentative meeting agendas not be changed unless necessary. Most changes can be made during the meetings.

Ms. Middleton stated that she is working with Ms. Edwards and Mr. Huja as well as City staff to plan the October 22, 2009, meeting field trip at Charlottesville High School. The City of Charlottesville, Environmental Administration, will make a short presentation at the meeting. Mr. Moss suggested adding to the agenda a TAC presentation by Sam Austin.

Mr. Easter stated that he is in favor of the ideas presented by Mike Collins of Conserv, and that Mr. Collins could make a presentation to the full RRBC. Market based incentives have been occurring throughout the nation as a way to compensate landowners so they can derive revenue without cutting their forests. Mr. Moss stated that he would rather have had DOF staff make a presentation instead of the contractor. Mr. Easter replied that the program is a conglomerate, and that the program has been elevated within DOF. Ms. Savage stated that the RRBC should not promote one contractor over another.

Mr. Moss stated that the main thrust of the upcoming RRBC meeting should be to get administration of the RRBC completed so that the Commission can move forward. Presentations should be limited to Sam Austin (TAC presentation) and one other short presentation. Ms. Middleton stated that she would try to balance administrative and non-administrative items in the upcoming agenda.

### **13. Other business of concern to Commissioners**

Ms. Thomas noted that there would be a Chesapeake Bay TMDL meeting on October 22, 2009, from 1 to 4 pm. She also stated that ASAP has released a report, which may be of interest to the RRBC, that puts a valuation on trees. This is the first of a series of reports to be posted on the ASAP webpage. Ms. Savage noted the following upcoming events at RCS: Bread and Water fundraiser, Rivanna cleanup, teacher watershed summit.

### **14. Proposed meeting dates for 2009 and 2010 - TAB 12**

Mr. Moss suggested that the RRBC continue to rotate meeting locations until Albemarle has been included, and then continue with regular meeting at one central location, such as one of the Albemarle County meeting rooms. One Executive Committee meeting will be set between each RRBC meeting, and additional Executive Committee meetings can be scheduled as needed.

### **15. Adjourn**

At 12:42 pm Mr. Easter moved to adjourn the meeting, and Ms. Savage seconded. All were in favor, and the motion passed.

### **Attachments:**

- A\_RRBC\_Agenda\_09Sep23
- B\_RRBC\_EC\_Draft\_Minutes\_09Jul15\_Tab5
- C\_RRBC\_EC\_Updated\_Bylaws\_09Jul15\_Tab5a
- D\_RRBC\_Draft\_minutes\_09Jul23\_Tab6
- E\_RRBC\_EC\_ED\_report\_09Sep23\_Tab8

F\_RRBC\_TAC\_Ecosystem\_Services\_09Sep15\_Tab8  
G\_RRBC\_TAC\_VCU\_INSTAR\_09Sep15\_Tab8  
H\_RRBC\_EC\_Transfer\_of\_fiscal\_agency\_09Sep23\_Tab9  
I\_RRBC\_EC\_Draft\_acct\_policies\_and\_procedures\_09Sep23\_Tab9  
J\_RRBC\_EC\_Bylaws\_revisions\_09Jul23\_Tab9  
K\_RRBC\_EC\_Financials\_09Sep23\_Tab\_9  
L\_RRBC\_EC\_Draft\_2010\_Work\_Plan\_09Sep23\_Tab\_10  
M\_RRBC\_Proposed\_agenda\_09Oct22\_Tab\_12