

**New England Water Works Association
Board of Directors Meeting Minutes
July 28, 2009**

The New England Water Works Association Board of Directors held a meeting on July 28, 2009, at NEWWA's offices in Holliston, MA. President Patrick Connelly called the meeting to order at 9:05 a.m. Those present were Patrick Connelly, Christopher Woodcock, David Paris, Jim West, Dave Polcari, Barbara Cook, Louis Schoolcraft, Dave Harris, Pam Irwin, Bob Beurivage, Kathy Pedersen, Peter Pezanko, Ken Booth, Jim Marvel, Jae Kim, Craig Douglas, and Ray Raposa (ex-officio and non-voting). NEWWA Deputy Executive Director Ted Kenney, NEWWA Director of Communications Kirsten King, and Adam Yanulis, Bruce Berger, and Michael Covellone, nominees for the 2009-2010 election, were also in attendance.

Item #1 – Consent Agenda & Minutes of May 19, 2009.

Jim West made a motion to approve the minutes and consent agenda as is. Dave Polcari seconded. The motion was approved unanimously.

Item #2 – Treasurer's Report.

Kathy updated the board on the most recent financials. The statement for May was finalized and June (year-end) is still in draft form. At the end of May, not including investments, we were \$131,744.08 positive YTD. There was a loss for the month of May of \$4,444.29. Through the end of May we were a positive \$170,517 for conferences and a positive \$101,545 in training. We were also, through the end of May, \$13,923 positive for publications. This is due to changing how we design and publish some of the publications.

Through June, we are projected to be a positive \$158,257 for conferences and positive \$109,165 for training. This will also be the fourth year in a row we have taken in more than \$1million in training income. Through June, we are also projected to be a positive 12,410 for publications. Total projected budget amounts for year-end, outside of investments, are a positive \$117,921. Projected year-end, taking into account investments, is a positive \$1,867.

Pat wanted it noted that Ray and the NEWWA staff, as well as the board of directors did a good job with the FY'09 budget to ensure the association came out positive.

Item #2A – Resolution Replacement Term Sheet for Wrap of HEFA Pool Loan.

Ray updated the board that the association took out a \$950,000 loan in 2005. The interest rate has now been increased because of Citizen's Bank's rating been downgraded. We can now refinance through pool O to get a better interest rate. If we don't do anything the rate will be 3.7 percent. If we refinance, the cost will be \$26,448, which includes legal expenses and the interest rate dropping to 2.72 percent.

Kathy asked for a motion to approve. Chris Woodcock made a motion to approve, and Pam seconded.

Discussion – Chris Woodcock asked what the will term be on the new HEFA wrap. Refinancing will make no changes to the term. Each financial period is 5 years at a time.

The motion went out to a vote. It was approved unanimously.

Craig motioned to approve treasurer report. Louis seconded. The motion was approved unanimously.

Item #3 – Old Business.

Item #3A – Computer Software/Computer Upgrade.

Ray provided an update and handed out a memo which gave a background on the upgrade. NEWWA started to look for a computer upgrade 2 years ago. We know the current server is getting old, and the

current software is what we purchased back in 1992 based on a DOS system. Since then, all software has been redone, and now we are looking at a .net system, which is Microsoft's new version (platform). This will allow for the software to be Internet compatible. He reminded the board that they already approved monies for this but we were waiting for AWWA, which did not work out.

At the previous meeting in May 2009, the board wanted an ad-hoc committee formed to look at this. The chair of the IT Committee and NEWWA's Webmaster are part of the committee with Ray and Kirsten to make sure whatever software put in place makes sense for the future of the association. They are making sure the new system can sync with what we want to do technology-wise for future.

The committee is not 100-percent satisfied with answers from the vendor. We have another meeting set up for August 2 to discuss more details on how the new system will sync with the new Web site.

Both members of the ad-hoc committee have strong opinions to go to outside hosting unless we want to have a full-time IT person on staff.

Craig asked a question – by year two the outside hosting cost is the same as hosting inside. By year 10 we're spending more than \$120,000. We need to clarify and give good reasoning to go for outside hosting. He did not think it was a good correlation with the cost.

Dave Paris – stated that .net nuke is an easy platform to work off of as Manchester's Web site is based on that software as well.

Ray also stated that people will now have more power to do things themselves online, like update personal information and have more versatility with registering for events online.

This will be voted on in September. It will also change NEWWA's accounting software.

Item #3B – Conflict of Interest Policy.

The board was given a Conflict of Interest policy that needs to be voted on.

Chris Woodcock moved to accept and Kathy Pedersen second. The motion was approved unanimously.

This conflict of interest policy is designed to help Directors, officers and employees (Responsible Person) of the New England Water works Association (NEWWA) identify situations that present potential conflicts of interest.

The following are examples of circumstances that may result in a conflict of interest:

- A contract or transaction between NEWWA and a responsible person or family member.
- A contract or transaction between NEWWA and an entity in which a Responsible Person or family member has a material interest or of which such a person is owner, director, officer, agent, partner, trustee, employee, personal representative, guardian, custodian or other legal representative.
- A responsible person accepting gifts, entertainment, or other favors from any individual or entity that:
 - Does or is seeking to do business with NEWWA.
 - Is seeking to receive a loan, grant or secure other financial commitments from NEWWA.

In addition to the general guidelines above, Directors shall inform the Board at the outset of the discussion of a transaction with potential conflicts of interest for a Director.

- When appropriate a Director should excuse himself/herself from any discussion on the transaction and abstain from voting on the transaction.
- When the transaction involves a board member, any Director can move that the transaction require a two-thirds vote of the disinterested directors.

Item #4 – New Business.

Item #4A – Conservation Committee BMPs.

Chris Woodcock updated the board on a group of Best Management Practices that the Conservation Committee has put together over the past 2-3 years. To date, the board has approved two of them. The BMP on conservation pricing has been around for long time and has gone back and forth between the Conservation Committee and Financial Management Committee. The final document has been approved by both committees. They are now looking for board endorsement.

Pam Irwin made a motion to approve. Dave Harris seconded. The motion was passed unanimously.

Item #4B – Site Selection Committee Recommendations.

Dave Paris stated that the Site Selection Committee had one final meeting that discussed the January 2010 meeting and the Annual Conference for 2012. The January meeting will be held on the 21st in Northern New Hampshire in West Lebanon. We will try to coordinate efforts with the Green Mountain Association. They have also been in touch with NHWWA. This will also be coordinated with the Ski Classic as well. It will make a good opportunity for a combined meeting with other groups.

The Committee has also selected Ocean Edge in Brewster for the 2012 Annual Conference. Kathy raised concerns about pricing between the utilities and consultants. There was a discussion about the difference in the rates. The lower rate for utilities is to hopefully get greater representation of utilities. The consultants on the committee were happy to see greater representation of utilities, and did not mind the difference in cost.

Dave Paris thanked the staff and Site Selection Committee for their work done to keep prices low and bargain with properties.

Barbara Cook made a motion to approve the Site Selection Committee's report with the consultant rate for Ocean Edge targeted to be around \$300 and compensate for this with the utility rate being raised to no more than \$150. Bob Beaurivage seconded. This is guidance for the Site Selection Committee to go back to Ocean Edge to redo the rates for the 2012 Annual Conference.

The board moved to vote. 14 approved, 2 opposed.

Item #4C – Other by Members.

Pat updated the board the management plan that Ray is working on with regards to staff. The officers have also been meeting on that issue. Ray is also working on succession plan, which will detail how we go about selecting and executive director at the point when the current executive director retires, etc.

Jim Marvel raised a point about the FS&T sign in the lobby of the Hall of Presidents. He asked how long FS&T has been a sponsor. The sign in the lobby of the Hall of Presidents has been in place for more than 5 years. Jim thinks that if the past presidents paid for the room, then past presidents should be recognized for it and that a separate plaque should be put up. Ray said he can work with the Facilities Committee to ensure the room is properly recognized. The language will be consistent with other signage in building. Jim wants the committee to come back to the board with other wording.

Item #5 – AWWA Director's Report.

Item #5A – June Board Meeting Report.

Jim Marvel gave an update of the 2009 ACE meeting highlights (took place in June in San Diego). There was a special board session on Saturday that focused on a program analysis. AWWA is undertaking a complete analysis of all its programs to ensure they are meeting their mission and strategic plan and developing revenue-producing programs.

The basic framework of the AWWA Strategic Plan was approved. There are several references to the AWWA Strategic Plan in the section affiliation agreement. AWWA also wants each section to adopt their vision and mission statements in their strategic plans. This will help attain organizational alignment between AWWA and all the sections. AWWA keeps coming back to sections for comments while this is being completed. Goals and objectives belong to sections, while the vision and mission, since we are a part of AWWA, should be included in the section's strategic plan. We also agree to do this when we sign the affiliation agreement. The Affiliation Agreement Committee currently has several recommended changes.

Joe Mantua, current AWWA president, would like to know what NEWWA wants him to talk about at the opening session of the Annual Conference. Jim suggested that ideas be given to him and he will pass them along to Joe. Pat suggested that Joe speak about AWWA's commitment to strengthen sections.

There was also a discussion on future ACE sites. There is currently a 6-city rotation, which some people are upset about. Some members are taking a look at a wildcard option or ending the "rotation" program completely.

There is also a member satisfaction group traveling around. They are now at Phase 2 and are putting lots of money into looking into how to improve section relations.

Jim West asked about the status of hiring a new executive director. AWWA is moving forward, and calling it a "transition period." They have organized a committee, and are looking at qualities of a new executive director. Not much is expected to happen before the January board meeting.

Some board members raised concerns over the section's vision and mission statements being required by the affiliation agreement. It was thought that if we align our vision and mission with AWWA, it will fulfill the affiliation agreement requirements.

Item #5B – AWWA Other Award Nominations – October 1st Deadline.

Last year we submitted two nominees for honorary member and one for hall of fame. Jim encouraged the board to look on AWWA's Web site, as there are a lot of awards listed there. He asked that board members get back to him with any recommendations. Note that a Hall of Fame member nomination stays active for 3 years.

Item #6 – Executive Director and Staff Reports.

Training

Ted updated the board on training. The summer operator training program for exam review was up to 90, which is a very good attendance and higher than we've ever had. Attendance is up by about 20 people. Paul is teaching all the classes.

The excavation classes begin next week and are up to 52 students.

The Water Quality Symposium in May was very well received and dealt with energy issues and chemical costs.

There was also a good Lab Operations Symposium back in March.

The Water Resources Symposium is scheduled for the fall, on November 3.

Ted also provided a summary of contract training and all state partnerships and affiliations. We are now scheduled for the New Hampshire grant—we were selected via the RFR. The contract is signed and we are beginning in August with the first 10 classes. This will begin a cycle of three additional 6-month cycles. Then there will be potential for extensions.

The Rhode Island contract is down to the final pieces. We have signed the contract and are finalizing our last compliance documents to be able to move forward.

Communications/Grants/Publications

NEWWA has completed eight courses out of its required 16 under the MCSSA contract (Groundwater O&M and Groundwater Rule Compliance). A meeting was also held with RCAP to discuss their completion of deliverables as staff turnover has affected their ability to keep up. Their work will be re-evaluated at the end of September 2009. All other partners are running on schedule. This contract officially ends on June 30, 2010.

We will be printing more Law Enforcement CD ROMs for distribution. We are also researching getting the CD ROM, and accompanying manual, into law enforcement training programs. A curriculum is in the works.

NEWWA also secured a subcontract with the CADMUS group (EPA monies) to develop and execute asset management and energy efficiency classes across New England in 2009/2010. Total contract amount is \$24,000. The contract is still not signed, due to hold-ups with the stimulus package on EPA's end. However, we did recently receive the work plan and work has begun again.

Kirsten updated the board on NEWWA's communications. The June 2009 Journal was printed and mailed to the membership and subscribers in June. The article deadline for the September Journal was July 13. The summer 2009 *The Source* was completed and mailed to the membership in June. The remaining Source deadlines for 2009 are August 14 and November 6. *Currents* remains on schedule for the membership mailings. All advertising slots (seven) have been filled for the year. The annual Membership Roster is nearing completion and will be mailed to the membership during August. The E-Source continues to go out every other Friday with an approximate open rate of 34 percent.

The Web site continues to be updated with information as it becomes available. The new Web site is currently on hold until we determine how it will mesh with the proposed new AMS. However, work on the new Web site will commence so it is ready to go once we switch to the new AMS and all testing works out any bugs that may exist.

The Facebook page is holding strong with 151 members. Photos, news articles, and the monthly trivia time are continually updated. NEWWA also joined Twitter and can be found at @newaterworks. We currently have 24 followers.

NEWWA continues its assistance with the MA Water and Wastewater Agency Response Network (WARN). There are currently 39 utilities in Massachusetts signed on to the agreement. Next steps are to continue marketing the WARN and to gain more members, as well as enhance the Web site with a resource list for all members. We submitted a proposal for \$12,000 to DEP for WARN training and Web site support.

The PR Committee is now working on producing markers for NEWWA's naturescape garden, which will name each plant in the garden and be used in conjunction with the brochure for educational purposes. In addition, we have recently signed up to exhibit again at the Mass. Municipal Association Conference in January 2010. NEWWA will also be exhibiting at the New England Public Works Expo on September 30 and October 1 in Fitchburg. We also responded to a The Boston Globe Magazine article on "From Bottle to Tap," in late July via a letter to the editor.

Massachusetts Drinking Water Day took place on June 25 and was a success. We are now in talks with MWWA and DEP on how to enhance/improve the day.

Chris Woodcock stated that he did not like receiving multiple phone calls from the advertising firm that coordinates the membership roster. We will speak to them about repeat phone calls.

Executive Director Report

Ray encouraged members of the board to help recruit for the Annual Conference. We're currently at 84 attendees, which is about 20 percent down from a year ago. A challenge for people is cost, and the location of the facility is also an issue. Board members will receive lists of previous attendees to call. Jim West suggested we ask some of our Canadian affiliates if they would like to attend since the facility is so close to the Canadian border.

Jim West also asked if this has had an impact on our room blocks, etc. The contract has an attrition cost, in that we get charged for meeting rooms if we don't fill our room block.

Pat suggested Ray obtain a list of names to divide between the board and Program Committee.

The early pre-registration deadline is August 7. We May extend this to August 20 if we're still not high enough with registrations by then.

November 3, 2009 is the Water Resources Symposium at the Doubletree Hotel in Milford.

Regarding Public Policy, NEWWA and MWWA are currently working on what type of curriculum will better prepare a potential operator to take the certification exam. Ray Jack, former MWWA president, wants to see more requirements for potential operators before they can take the exam. The Mass. Board of Certification did pass the first round of proposed rules, which gave them the authority to make a requirement that potential operators will have to take course before taking the exam. The initiative is still moving forward.

The peer-review group for the Champlain Water District in Vermont, which will evaluate its monochloramine practices, is heading to northern Vermont next week.

NEWWA plans to remind the MassDEP on the criticality of getting an RFR out for the next MCSSA contract this fall if they wish to begin work promptly again in 2010.

The member numbers since the last board meeting did drop a little. However, the overall number doesn't seem to change. We are seeing more people becoming just Inc. members.

Jim Marvel said that they are seeing a big enough decline at AWWA that they are getting concerned. It was asked if this drop will affect our section allotment. Basically, AWWA takes 18 percent of dues collected and puts it in a fund. This money is then put aside. During the AWWA board meeting in January, this money is approved to be delivered to sections. If the overall total goes down, it's feasible that it will affect our allotment. AWWA has a separate member study group that may change the way AWWA membership is organized. Their goal is to simplify things.

Finally, NEWWA will be working on a training program review. We are aware that there are a few courses that don't make money. We will put together a list of courses that do not necessarily do well finance wise.

Item #7 – Council Business.

Pat reminded the board that at the next meeting council directors will need to make presentations of what their committees are doing. The written annual reports from committees will also be due.

Item #7A – Letter to Committee Chairs.

We also need to know if any chairs are going to step down. Council chairs will need to submit a letter if there are any changes.

The fall council meeting is November 19, 2009 at 2:00p.m.

Pat also reminded the board to keep the five goals of this year in mind:

- Build public confidence in public water supply; help members stand up/speak out
- Attract more young people to the water profession and NEWWA
- Develop NEWWA into a more energetic, young-minded association
- Involve young professionals in all NEWWA activities
- Build partnerships with state associations and others

Dave Paris gave an update on the Organizational Development Committee. The Planning Session worked well at the Holliston facility. There were three groups: one focusing on our mission and vision/5-year plan, the second on the greening of the association, and the third on a Public Interest Advisory Forum and social marketing. Major themes that came out of the day included: the vision/mission statement group suggested they be modified to include our environmental stewardship and broaden our communications outreach. The “greening” group suggested that the ad-hoc Sustainability Committee become a permanent one. The final group suggested we develop a Social Networking Committee and that we look more to the Internet as a means to get our message out. Dave will organize all the thoughts from the day and come back to the board with a final summary.

Jim Marvel reminded the board that Pam Marchand is a Director at Large on the AWWA BOD and her term is up in June 2010. The deadline for submissions to sit on the board is October 1. All nominations need to come back to the section for approval. Anyone interested needs to come back to the board before the September meeting.

Kathy also needs nominations for the Distinguished Public involvement award. The deadline is ASAP.

Item #8 – Committee Reports.**Item #8A – State Leadership Awards NH.**

Bob Beurivage requested approval to award the New Hampshire State Leadership Award to Steve Deldeo.

Bob Beurivage made a motion to approve, Jim West second. The motion was approved unanimously.

Item #8B – Board Orientation Packet.

Craig Douglas updated the board on what is in the finalized board orientation packet. The intent is to have this ready for new incoming board members in September. He requested all comments be forwarded to Ray, who will then pass them along to Craig and the committee.

The goal is that this is a living document. Jim Marvel suggested we do a 20-30 minute orientation with new members in addition to the packet.

We also discussed the employee handbook, and Chris Woodcock suggested that it is included in the board orientation packet.

Jim Marvel asked for a copy of past bylaws of the association.

Item #8C – Other.

Ken Booth stated that the Sustainability Committee is trying to put together a timetable in hope of delivering a white paper to the board on where the committee plans to go with its initiatives. Blake

Lewis is putting together an outline, and the committee is having another meeting in early September. The paper will be finalized for the September board meeting.

Item #9 – Announcements - Meetings.

Ray notified the board of a list of meetings that are taking place in the future and at the conference. The AWWA RMSO in on October 2 and 3 in Scranton, PA, and we need to think about who is going

Bob Beurivage announced the Utility of the Year awards: Small – Jamestown, RI; Medium – Andover, MA; Large - Cambridge, MA, and Pawtucket, RI (co-awards).

The Utility Service Award in 2009 is going to Connecticut Water Company.

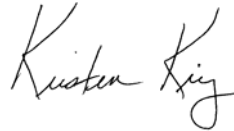
There were no other questions or business.

Craig Douglas motioned to adjourn and Barbara Cook seconded to adjourn at 10:56 a.m. Motion passed unanimously.

Respectfully submitted,



Raymond J. Raposa
New England Water Works Association
Executive Director and Corporate Clerk



Kirsten King
New England Water Works Association
Director of Communications