

Approved: July 18, 2019

Posted: July 19, 2019



Town Council Meeting Minutes

Thursday June 27, 2019 at 7:00 PM, in the Matthew Thornton Room

Chairman Koenig called the meeting of the Town Council to order at 7:00 p.m. Present at the meeting were Vice Chairman Boyd, Councilor Albert, Councilor Harrington, Councilor Healey, Town Manager, Eileen Cabanel, and Assistant Town Manager/Finance Director Paul Micali. Councilor Rothhaus was excused.

Pledge of Allegiance

Star Scout, Michael Clark, led in the Pledge of Allegiance.

Announcements

Town Offices will be closed on Thursday, July 4th in observance of Independence Day. The Town of Merrimack's 4th of July Festivities are a public/private collaboration between the Town of Merrimack, Rotary Club of Merrimack, and the Merrimack Road Runners Boosters Club. These groups are assisted by a number of other community businesses and organizations.

Wednesday, July 3rd, the Merrimack Concert Association will perform a patriotic concert at the Abbie Griffin Park between the hours 6:30 and 8:00 p.m.

Thursday, July 4th, the Sparkler 5K Road Race will begin at the YMCA at 8:00 a.m. Preceding the race will be a kid's fun run near the finish line.

The Merrimack Rotary Club Pancake Breakfast menu will include fluffy pancakes, scrambled eggs, sausage, juice, and coffee. Gluten-free pancakes will be available. Breakfast will be held from 8:00 - 11:00 a.m. at Merrimack High School. Proceeds from the breakfast go toward the Rotary Club of Merrimack's support of local charitable organizations and scholarships.

The Annual 4th of July Parade, organized by the Parks & Recreation Department, is one of the larger Independence Day Parades in the State featuring a wide range of bands, militia units, clowns, local businesses, community organizations, etc. The Parade begins at 1:00 p.m. at the Commons Shopping Plaza (Tractor Supply), located at 515 Daniel Webster Highway.

The Rotary Club of Merrimack is proud to provide an exciting family-friendly afternoon and evening of entertainment from 12:00 - 9:00 p.m.

New this year; all activities will take place in the parking lot in front of Merrimack High School. Activities include: Live Stage Events, Food Vendors, Club & Service Organizations, Children's Entertainment, Rotary Club Dunk Tank, Art Contest, Crafts & Gifts & Live Demonstrations & more.

The Annual Fireworks Display will begin at 9:00 p.m. Atlas PyroVision Productions, Inc. has been contracted this year to put on the fireworks display.

On Friday, July 5th, please join the Parks & Recreation Department for the, first of the summer, free Movie in the Park. Held at the Abbie Griffin Park, the event will show Wreck It Ralph 2: Ralph

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Breaks the Internet. The Lions Club of Merrimack will be sponsoring the movie and will provide games & free hot dogs from 7:00 - 8:30 p.m. The movie will begin at 8:30 p.m.

Regular meetings of the Town Council will be conducted on Thursday, July 18th and August 15th at 7:00 p.m. in the Matthew Thornton Room.

Comments from the Press and Public - None

Recognitions, Resignations and Retirements

1. Recognition of Retirement of Town Employee

Submitted by Human Resources Coordinator Sharon Marunicz

The Town Council will present an award (plaque) to Nancy Deslauriers in recognition of her retirement after 21 years of full-time service with the Town of Merrimack Town Clerk / Tax Collector's office. Nancy is retiring on June 29, 2019.

Diane Trippett, Town Clerk/Tax Collector, spoke of Nancy Deslauriers' employment with the Town, which began on June 1, 1998. She was selected from a field of 42 applicants to fill an Account Clerk II position, a position she has held for 21 years.

Nancy had been working in the Nashua City Clerk's Office and came to Merrimack with several years of experience, which is extremely rare. Including her employment in Nashua, Nancy is retiring with 27 years of municipal experience.

She will be missed by all in the department and by the Town as a whole. Over the years, Nancy developed relationships with most all of her customers and held a special soft spot for the elderly. It is evident many customers will miss seeing her when they visit Town Hall. Ms. Trippett spoke of the professional and personal achievements that have been celebrated over the years. She thanked Ms. Deslauriers for all of her hard work and dedication to the Town and the department.

Chairman Koenig presented Ms. Deslauriers with a plaque commemorating her 21 years of loyal and dedicated service to the Town. Ms. Deslauriers remarked it has been a privilege to work for the Town for 21 years, and a rewarding experience.

Appointments - None

Public Hearing - None

Legislative Updates from State Representatives - None

Town Manager's Report

The Public Works Department has been working hard to complete the beach volleyball courts at Watson Park and expect them to be ready for use on July 4th.

Town Manager Cabanel spoke of having met with Clark Freise, Assistant Commissioner, New Hampshire Department of Environmental Services (NHDES). They had expected he would provide information on the PFAS numbers NHDES is planning to present to the Legislature. Instead, he

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provided a handout. Although there were no numbers, he indicated the numbers would be significantly lower than the previous ones, and that they were basing their recommendations on the Minnesota report; had developed a model to identify the numbers.

Town Manager Cabanel stated a press release would be sent out the following day, and would be placed on the front page of the Town's website. Councilor Harrington commented the Merrimack Village District was also represented at the meeting.

Consent Agenda - None

There being no objection, the Council went out of the regular order of business to take up the first two items under New Business.

1. Consideration of Eagle Scout Project at Wasserman Park

Submitted by Parks and Recreation Director Matthew Casparius

The Town Council to consider Boy Scout Michael Clark's proposed Eagle Scout project to build an information kiosk at the Dog Park at Wasserman Park

Scout Michael Clark, Troop 424, provided a presentation ([tape counter 15:57](#)) on his proposed Eagle Scout project to construct a kiosk at the Dog Park at Wasserman Park to be used as a location to post messages related to the Dog Park.

Scout Clark stated the Parks and Recreation Department wanted a platform to post important messages about the Dog Park; one which would be secure lockable and weather-proof year-round.

Proposed is a kiosk with aesthetics similar to the existing sign. The overall dimensions are 8.5' tall by 6.5' wide having an acrylic window 36.5" x 61", hinged rear access door (lockable), posting surface completely lined with foam/cork laminate, weather resistant, painted & pressure treated, supporting post cemented 3.5' below grade, and the sign at the top matches the existing sign designating it as a Dog Park informational kiosk.

A photo was displayed of the proposed location (to left of Dog Park, facing out). Boulders that currently line that area would be moved to protect the kiosk from plows, etc.

Estimated total project cost is \$775.00. Fundraising will begin November/December. Construction will take place in January-March. Groundbreaking is anticipated April-May of 2020.

Asked about fundraising activities, Scout Clark indicated the major fundraising activity will be bake sales (outside of Shaws, Market Basket, Tractor Supply, etc.). There is also the possibility of a sponsored dinner (perhaps at a local church, Nashua Fish & Game). Several members of the Council commented on the competence projected through the presentation, and appreciation for the project.

Councilor Albert commented on the installation of a kiosk having been discussed as a goal for the Dog Park Committee, and thanked Scout Clark for taking on the project.

MOTION made by Vice Chairman Boyd and seconded by Councilor Healey to accept Boy Scout Michael Clark's proposed Eagle Scout project to build an information kiosk at the Dog Park at

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Wasserman Park, and furthermore that the Town Manager or her proxy be authorized to sign the necessary paperwork to move the process forward for Scout Clark. **MOTION CARRIED** 6-0-0

New Business

2. Committee Appointments

Submitted by Town Council Chairman Tom Koenig and Vice Chair Bill Boyd

The Town Council to consider appointing the following individuals to Town committees, pursuant to Charter Article 4-8:

Paul Drone – Agricultural Commission (Full member)

Gage Perry – Conservation Commission (Full member)

Gina Rosati – Conservation Commission (Full member)

Eric Starr – Conservation Commission (Alternate member)

Gigi Jennings – Heritage Commission (Full member)

Ralph Gerenz – Heritage Commission (Full member)

Laura Jaynes – Parks and Recreation Committee (Full member)

Christine Lavoie – Parks and Recreation Committee (Full member)

Robert Best – Planning Board (Full member)

Alastair Millns – Planning Board (Full member)

Paul McLaughlin Jr. – Planning Board (Full member)

Bill Cummings – Town Center Committee (Full member)

MOTION made by Vice Chairman Boyd and seconded by Councilor Woods to approve the appointments as stated

ON THE QUESTION

Vice Chairman Boyd expressed gratitude towards the individuals for their continual service to the Town. He spoke of the necessity and level of volunteerism in the community, which ensures a quality of life for Merrimack residents. He reminded the viewing audience there remain vacancies on some of the boards/committees in Town. He personally thanked Gina Rosati for the work she has put in for the community as it relates to the Conservation Commission as well as issues around PFAS.

Chairman Koenig noted members of the Conservation Commission and Planning Board are up for renewal were interviewed, a requirement because of their roles.

MOTION CARRIED 6-0-0

Gina Rosati and Bill Cummings were sworn into office by Chairman Koenig.

3. Proposed Easements – 315 Daniel Webster

Submitted by NeighborWorks Southern NH Department

The Town Council to consider the proposal of three (3) easements on Tax Map 4D-4/043-1 for Town access, proposed drainage and existing sewer infrastructure and to authorize the Town Manager or her designee to execute any and all documents, which may be necessary.

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Kevin Anderson, PE, Meridian Land Services, Inc., spoke on behalf of NeighborWorks Southern NH, soon to be the owners of the property formerly of the YMCA. The request was for authorization of 3 easements; 2 new and 1 correction easement. The first is an access easement, which will allow a snowplow to turn around without having to back up onto the private development. The property has a drainage pipe running through it that collects water from D.W. Highway, Continental, and the on and off ramps of the F.E. Everett Turnpike. There is no easement associated with that. It is dilapidated in shape. A new pipe will be constructed as part of this development, and a new easement for the Town to maintain that drainage pipe. There is a sewer collector main that runs through the property. The easement describing that sewer main is poorly done (off by 11' in some locations), and needs to be centered on the existing sewer structure (corrective easement).

The project has gone before the Planning Board, Zoning Board, and all State required permits are in place. The closing on the property is next week.

Town Manager Cabanel commented the whole process has been completed; all necessary approvals have been obtained.

MOTION made by Councilor Harrington and seconded by Councilor Healey to authorize the Town Manager, Eileen Cabanel, to sign approval of three (3) easements on Tax Map 4D-4/043-1 for Town access, proposed drainage and existing sewer infrastructure. MOTION CARRIED 6-0-0

The Council returned to the regular order of business.

Old Business

1. MYA Follow-up Discussion

Submitted by Finance Director Paul T. Micali

The Town Council to review the current contract that expires on June 30, 2019, with the Merrimack Youth Association and also discuss a potential follow-on contract.

Assistant Town Manager/Finance Director Micali provided the following chronology of events:

On May 15th, the Town received a letter from the MYA Auditors stating they were withdrawing from their engagement. On June 11th, he and the Town Manager met with the auditing firm to discuss their findings. As a way to gain assurances, they spoke with the MYA and requested they provide registration backup, which was one of the major issues cited by the auditors. The MYA provided the material on June 21st. He and the Deputy Finance Director have been reviewing information relative to registration revenues. They did not review any other aspects that would be performed during an audit. They are trying to reconcile the June 30, 2018 registration revenues (occurred July 1, 2017 through June 30, 2018).

As part of the review, the Finance Department looked at 6 of the 7 programs to determine if information provided could be reconciled with deposits. Of the 6 programs, 3 could be completely reconciled. Three could not and requires responses to additional questions.

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The FY18 MYA budget identified approx. \$217,000 in anticipated revenue. The 3 programs that could be reconciled represent approx. 29% of that amount. Approx. 72% could not be tied.

The Council's first request for an audit was June 2014. The audit was due by October 31, 2014. The Town received the 1st audit on June 9, 2015 (7 months late). However, the auditor gave a Disclaimer of Opinion on the audit as he could not obtain sufficient appropriate evidence in which to base an opinion. In 2015 the audit was received 1 month late and in 2016 and 2017 they were 5 months late. Utilizing a different auditor, the MYA received the same Disclaimer of Opinion.

The audit due on October 31, 2018 resulted in a communication and Withdrawal of Engagement from the auditor (6 months after the audit was due).

Each year, the Council has waited until receiving the audit to release the last quarter funds. As mentioned by the auditors, there are red flags in regard to the way registration is being handled. It is the decision of the Council whether to release the remaining \$42,914 allocated to the MYA in the Town's budget.

Holly Golden, Treasurer, MYA, stated her belief part of the reason the registrations cannot be reconciled is because some of the funds received relate to fundraising efforts. Assistant Town Manager/Finance Director Micali responded some of it is, but his department was unable to tie the registration software/credit card accounts directly to the deposits on the bank statement.

Ms. Golden remarked although, on paper, the audit doesn't look well, she believes it to be a result of their having volunteers running the programs. She had originally believed all of the registrations that were being put through the programs were via a credit card system. There is no flaw in that; you log in, sign your child up, and put your credit card information in. Believing that was how all registrations were handled, she did not focus on registration and educating on reconciling registration. She believed, when credit cards were used, the funds went into the bank account and the reconciliation was done based on the credit card information received. She was more focused on the expenses and bank accounts and ensuring there were ties to who was paying and who was reconciling. She now understands some of the accounts take cash and checks.

She believes they are reconciling, but on paper because, unfortunately, they are not all treasurers and don't understand the importance of the processes in place. She has learned that some of the programs allow you for online registration and accept check or credit card payment and in some cases Square and other accounts. The revenue is the revenue, but she believes there is a misunderstanding over the fact that programs start in September, but are receiving funds in June (before end of year). Had she informed the volunteers of this they may have thought about it differently. They are handling it the way they would handle their home account as opposed to a business account.

They are just people who are trying to help out and do the right thing. Ms. Golden stated she does not think there is anything going on, but from an audit perspective, they didn't receive adequate paperwork in order to reconcile. Of the programs checked, a lot have had new volunteers in the position of treasurer who have come in and are reconciling their own programs.

Chairman Koenig commented if this were the first time you were doing it he would say let's get better, but this is the 4th year we have been trying to do this.

Ms. Golden reiterated she did not focus on revenue. She feels blame as she did not educate them that way. She was of the belief the problem was with expensing. She focused on that area, which she believes was fine in the audit, e.g., processes, approvals for expenditures, etc. Believing registration was handled online she did not believe there could be an impact.

Councilor Albert commented MYA is a wonderful organization, and this is giving him heartache. He is concerned hearing words such as “I believe” and “I think” when there is a lot of money involved. That deeply concerns him. He stated she was not suggesting there is anything amiss, but that we’ve got an accounting firm that won’t finish an audit, and that is a red flag to them. There is the need to act responsibly as a group. The Council was provided a proposed three-year contract that doesn’t include the funding. There is the need to ensure the Town cares for the fields for the kids, etc. One of the key aspects of the contract is the hiring of a bookkeeper to clear up the issues. He questioned having a contract for a single year to see if the MYA can address the issue.

Town Manager Cabanel spoke from an accounting perspective stating concern with the dismissive reaction to this. In each of the past 5 years, the Council has not received an opinion because of the revenues. It was not because of the expenditures, but because of the revenues. Now another year has passed, and those same auditors will not come back and do the audit for the year ending in 3 days.

Assistant Town Manager/Finance Director Micali has met with the MYA, tried to gather information, has reached out to the auditors, etc. The answer has been it is one group that is not providing the information, but that is not so; it was almost all the groups. There is \$500,000 a year that goes through the fund. The Council has a fiduciary responsibility, for the amount of taxpayer dollars used, to ensure that money is spent properly. The last thing anyone would want to do would be to have the MYA forfeit the contribution, but it has been 5 years.

Ms. Golden responded she has not been on the Executive Board for that time and would not wish to take responsibility for all of that. Town Manager Cabanel stated she was not talking about her specifically. Ms. Golden commented on the amount of work involved and reiterated her belief the issue is that they are dealing with individuals who are simply volunteers, not treasurers. From an Executive Board perspective, they are not running their program for them, she is guiding them. She is aware of and resolves issues they bring forward. As the Executive Board, they are supposed to offer guidance to all of the programs, which she has.

Ms. Golden stated previous auditors were not really letting her know what the problems were. They might have indicated revenue, etc., but this past year was a real big eye opener for her because they came to her level and explained what the problems were. In the past, she has asked for an explanation of the issues, and was not provided that information. She can only address what she believes to be a problem, and she did not believe registrations were part of the problem. She thought it was expenditures, which is why she put the rules, regulations, and policies in place to ensure there were approval levels for what was being expended.

Town Manager Cabanel stated it to be an impossible position to put the Town Council in year after year after year. There was a reason for asking for the audits to begin with. She remarked she still does not hear any taking of responsibility or any sense of urgency about correcting things. We also found from the auditors that there are a couple of PayPal accounts with people with debit cards.

Ms. Golden stated there to be one PayPal account and no debit cards. Town Manager Cabanel remarked the auditors indicated two and debit cards. Assistant Town Manager/Finance Director Micali commented the auditors stated there to be a potential they could use it to purchase. The debit cards were with the bank accounts. Town Manager Cabanel remarked it has been far too loose for far too long.

Chairman Koenig stated his belief the three-year contract was simply an effort to eliminate the need to revisit it every year. In the contract, it indicated the Town would provide the amount of funds allocated in the budget rather than try and identify a specific amount each year. He noted other contracts that are also three years in length.

Councilor Albert suggested a single year contract. If, at the end of that time, the MYA returns with a bookkeeper in place and an acceptable audit, then a three-year contract could be considered. He stated his belief the funding not allocated as a result of the audits not being done, is gone. He questioned the will of the Council relative to proceeding with a single year contract without funding.

Chairman Koenig stated the caveat in the contract is that either side could modify it with an agreement between the two parties, and his belief there has never been an adversarial situation in that regard.

Councilor Healey remarked what she is hearing is that this has been a five-year ordeal to try to get the information needed to be able to do an audit. She understands the necessity to go through the auditing process to ensure the money is accounted for. The Council has a fiduciary responsibility as the Town allocates taxpayer dollars to the MYA. She cannot support a year given it has been five years in the making and with this type of discussion happening prior to this. She commented she is almost willing to say let's talk about what we had as far as providing the support, and then come back to us in a year; show us, prove to us, regain the trust that the money is being handled appropriately. This is not something we want to do, but we have to do.

Councilor Harrington stated it to be very disappointing to her. She believes the Council has always given the MYA the benefit of the doubt because it is believed to be a terrific organization and one the Council wishes to support in every way. However, she personally has had enough. At this point, there is the need to prove it to her. She suggested a one-year contract absent funding, and allow the time for a bookkeeper to be on board and able to demonstrate something is being done. Being discussed is \$500,000. The public needs to know that is the kind of money that has to be audited.

Councilor Harrington spoke of the assistance offered and provided by the Assistant Town Manager/Finance Director for the five years. Yet, all of these auditing firms have said the disclaimer, we cannot provide an opinion because we don't have enough data.

Vice Chairman Boyd questioned if the MYA does not meet the contractual requirements regarding the audit, does that mean they are one or two year's behind with the audit, and was told they are one year behind now, and in three days they will be two years behind because they will not have those reconciliations completed.

Vice Chairman Boyd questioned if it is possible, within the next year, to do an extensive audit for the past three years and have it meet the requirements. Assistant Town Manager/Finance Director Micali stated his belief the funds would be better spent getting a bookkeeper on board and having that

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person/company set it up; start with their policies moving forward. With regard to whether he believes the programs can go back now and reconcile their registration revenue, it would be tough for them especially because they had change-over, and some have closed some of the accounts and opened others. One of the problems is that each program has its own registration software.

Vice Chairman Boyd remarked this is kind of the same discussion we had five years ago. He questioned why the Council would be entertaining a one-year contract. He suggested an agreement for the fields and oversight on advertising. Whether the Council wishes to include the bookkeeper as part of the agreement is a matter of debate. What concerns him is that \$72,000 was potentially allocated, but in looking at the budgets provided, 40% of that \$72,000 was allocated to the Executive Board. That violates the spirit of paragraph 6 that states "That the MYA shall allocate the aforesaid payments for direct program support, i.e., uniforms, equipment, officials to bet meet the participation interest levels associated with the Programs." In other words, we are taking the subsidy and directing it directly to the kids and not whatever the Executive Board does. Town Manager Cabanel stated the \$25,000 allocated to the Executive Board is primarily for the audit.

Vice Chairman Boyd spoke of the level of participation in the MYA programs and the fact the MYA is made up completely of volunteers. He is disappointed, believes the time of the Town Manager and Assistant Town Manager/Finance Director have been taxed long enough. The MYA is a private and close to a \$500,000 organization without the subsidy from the Town, and he would prefer to enter into a three-year agreement that provides fields, oversight over the advertising, and say thank you.

Brian Harris, President, MYA, questioned if what was being indicated was that there is \$47,000 missing, or that there isn't backup for those funds. Assistant Town Manager/Finance Director Micali responded he was not saying there were any funds missing, but could not state that 100%. What he could say is the deposits for registration don't match what should be deposited for registrations. Whether they are deposited in a different format than just coming across as a credit card fee, he is uncertain. They were unable to balance what is in the registration software with what the deposits were (after 2 days of review by his department). He reiterated he is not saying any money is missing; he does not know that. Asked how much of the \$47,000 could be balanced, he stated, out of the three programs, \$61,500 (28%). Three programs out of \$217,000 that was budgeted for registration.

Councilor Woods remarked the program is part and parcel of the fabric of this community. The Council finds itself telling people to get with it, which sounds so easy until you think about the kids. He stated concern with considering a three-year period. He is more supportive of the suggestion of a single year. He spoke of having been aware of the situation, and everything that has been said about the last five years points to the fact that a three-year duration would see changes on the Council, the MYA Executive Board, coaches, and volunteers. He would be concerned after that period the Council would end up right back where it is now.

Councilor Albert questioned if the MYA would hire a bookkeeper. Mr. Harris stated that would be a decision of the Executive Board. They have discussed it briefly, but it has not been on the top of their agenda given other things happening. Vice Chairman Boyd stated he is unaware of what is occurring at the MYA, but is of the opinion this issue should be at the top of their agenda. The fact that it has been indicated it is not, gives him the feeling this is an exercise the Council should not be going through.

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Mr. Harris responded time was not available to discuss this at the last meeting, because of other issues. They hired a financial controller prior to Ms. Golden coming on board, and it did not work because of the level of communication and effort required to obtain the necessary information. The individual became frustrated with the lack of support, and left. Ms. Golden came on board and tried to get a handle on it. The same issue exists. The program is run by volunteers, and they are doing their best. He spoke of the amount of time he puts into the MYA and the number of hours volunteers put into fundraising efforts, etc. The funds the Town provides go a long way with the smaller programs like wrestling, cheerleading, etc. The larger programs are in good shape.

Mr. Harris stated if the Town were to pull the funding, it would probably demolish wrestling. Softball would have a hard time putting a program together. The whole basis of the MYA is making the programs affordable for the kids. For basketball alone (6 months) the kids pay \$35. If they have to raise that to \$200 they will have less participants. Every month they inform the program directors of the need for backup, etc. It takes up half the meeting talking about what is missing and needed to complete the audit.

Councilor Healey commented in addition to the bookkeeper, another consideration is for all programs to use the same software. Ms. Golden responded she has been on the board for 3½ - 4 years. During that time, they went from Excel spreadsheets and paper to QuickBooks. That took a lot. Some programs had two bank accounts and that was changed to everyone having one. She has put a lot of time in, but feels as though she has failed because the audit did not go as well as it should have. Councilor Healey remarked she looks at it from the viewpoint of Ms. Golden has helped them get this far. Moving forward it is a matter of what can be done to make it easier for everyone. When those auditors walk in the door, having one system or one methodology for all of the programs would make it a lot easier.

Ms. Golden remarked because the audit came in late, the year has passed, and there is nothing they can do about correcting what has happened before today. When she talked to the auditors they mentioned they could come in and reconcile last year, and help put the procedures and processes in place for next year. To reconcile those programs takes a lot. There is a lot of time that needs to be put in. She requested the auditor reconcile last year and help her put the processes in place that need to be in place for the revenue side. He has stated he cannot do that as an auditor; were he to provide the service of how to do it then he is not auditing. He agrees that although he cannot, on paper, say that he can 100% say the revenue is the revenue, he doesn't believe there is anything going on with it.

Ms. Golden stated the need for her to sit with each program, figure out how they are doing their registrations, and ensure it is being done correctly.

Councilor Harrington commented Ms. Golden is owning more than she should. She questioned what would change the attitudes of the people who are writing the checks and doing the registrations. Perhaps those individuals haven't been communicated with regarding the severity of the problem. Maybe they have been protected too much. The point is the Council has no authority to tell the MYA to do something. For five years the Council has made recommendations.

Ms. Golden stated she does have the policies and procedures in place. Asked what happens if they are not followed, Mr. Harris stated they previously had a fine in place, but away with that because in the end they were hurting the kids. Councilor Harrington remarked the kids are being hurt regardless.

Town Manager Cabanel stated if the MYA does not get their allotment it has not a thing to do with the Town Council. If they make the decision to not provide the funds it is not because they haven't provided the opportunities or seen a willingness to take this seriously. The Council has done everything it could for five years to try and get their attention and cannot get it.

Ms. Golden stated they have gotten her attention. Mr. Harris remarked he feels that is a false statement. Ms. Golden remarked she feels that is a slap in the face to her because she has worked hard for four years to try and get the program in order. Mr. Harris stated the MYA has done everything the Town has suggested. A suggestion was made to change audit firms; that was done. They tried to get all of the paperwork compiled, and that is where their downfall is in getting the information to the auditors.

He questioned what needs to be done to fix the situation. Councilor Harrington questioned what the Town could have done that would have made a difference.

Councilor Albert questioned if it is time for some of the larger sports to go off on their own. Perhaps the MYA board could take care of the smaller programs that need the help. He is hearing that there is lack of communication between the directors of each of the programs and the Executive Board. If some of the programs are large enough maybe it is time for that.

Mr. Harris stated that has been discussed at Board meetings. The fear of that is those organizations won't have fields. That is why they don't do it. Renting fields is a huge cost that would result in registration skyrocketing. Lacrosse, soccer, football have all wanted to do this. They were told to go ahead, but that the MYA could not guarantee they would have the fields.

Vice Chairman Boyd stated disagreement noting it would simply be a different organization coming to the Council requesting field use. It would be up to the Council to figure out how to make it work. Ms. Golden stated her belief because they are Town associated sports, the MYA receives first use of the fields and space before letting outside people come in and use the fields. Vice Chairman Boyd responded he was discussing Merrimack organizations only. Were Merrimack Baseball to go off and do their own thing, their leadership could approach the Council looking to engage in their own relationship with the Town for the use of one of the fields.

Mr. Harris stated the entire reason for the MYA is to keep programs affordable for the kids. If the programs were to become a private organization, costs go from \$250 - \$3,000/season. GPS charges \$3,000 in Bedford.

Chairman Koenig stated the Council would not argue about that as it is definitely a valid statement. Councilor Albert's suggestion of the larger programs branching off because they want their autonomy, is one thing they can do. As Vice Chairman Boyd suggested, they can make their own arrangements. He suggested, having heard it a few times over the years, that the Executive Board needs be a lot stronger of an organization having better reigns and controls over the programs. It is understood they wish to be independent programs and do their own thing, but they are part of an organization that is pushing \$500,000 through the account, and they need to step up and be responsible. The Executive Board needs to be able to put their foot down and say this is how it is going to be; you do it this way or we have to shut it down. They have to have some authority to demand responsibility and if they don't have or won't get that authority, they won't be able to continue to present themselves as the umbrella

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organization that solves all of the youth activity problems in the Town. He reiterated how much the MYA and the efforts of the volunteers are appreciated.

Mr. Harris questioned what needs to be seen from the MYA in the next 3-6 months for the Council to feel as though they have done their job.

Chairman Koenig responded right now they are anticipating they would start closing their books for this year, and theoretically they would be presenting an audit come October. He is uncertain they will be able to do that. Normally, any organization would have to have their audit done by the end of August/September. The Council granted the MYA the additional month in their contract understanding the time of year and efforts underway by the organization. Never in the 4-5 years have they made it. In most years they are half a year behind, and this year a full year behind. Even if the Council were to move forward with a one-year contract, it is difficult to determine when it can be said we have crossed a line and have dealt with things to understand where things are.

Chairman Koenig spoke of the need to have all of the programs in line and all registrations and books laid out so that people, having CPA backgrounds, can understand the information. There is the need to go forward to try and show that we can be responsible for the money that is brought in and expended.

Mr. Harris asked the Assistant Town Manager/Finance Director what the Executive Board needs to do to go forward. Ms. Golden questioned where the funds would come from to hire a bookkeeper if not getting money from the Town. Mr. Harris remarked if hiring a bookkeeper, the MYA still has to pay for the audit. Town Manager Cabanel remarked the MYA just basically thrown the funds spent on five years' worth of audits. The cost for the audit this past year was \$8,000 and the year before \$12,000.

Councilor Albert suggested the only question remaining for the Council is whether it is a 1 or 3-year contract. He thanked Mr. Harris and Ms. Golden for being present to engage in the discussion and stated his hope the other members of the Executive Board and each of the program directors listen to the meeting and understand where we are at. This is the last thing the Council wants to do, but there are things that have to be addressed.

Town Manager Cabanel stated the fiscal year ends in a few days. There remains \$42,000 for last year, and there is the need to understand if the intent of the Council is to release those funds to the MYA or if it would be forfeited. From there, discussion can occur on future years.

MOTION made by Vice Chairman Boyd and seconded by Councilor Harrington to advise the Merrimack Youth Association that the Forty-Two Thousand Nine Hundred and Fourteen Dollars currently owed to them is forfeited due to breach of contract

ON THE QUESTION

Councilor Albert questioned what an audit would cost; to get it done successfully. Ms. Golden stated, at this point, it is not an audit, it should be a reconciliation of the revenue. Asked what that would cost, she was uncertain. Councilor Harrington stated it would need to be more than a reconciliation of the revenue.

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Assistant Town Manager/Finance Director Micali stated the auditors will still not provide an opinion. They walked away from the audit engagement. They listed numerous items that need to be worked on. They would be happy to come into a bookkeeping service agreement to help out with potentially reconciling and showing the MYA how to reconcile their registrations, and sit down and actually do that for them. That work would likely be done on a fee for service contract; not a fixed contract because the number of hours is unclear. Approx. 50% of the MYA's revenue comes in through registrations, but there are other revenue sources for which proper procedures would have to be established.

Ms. Golden stated they have procedures for their fundraising. Assistant Town Manager/Finance Director Micali stated they are set up, but to ensure they can reconcile is needed. When you bring in an audit firm to do reconciliation work, they ensure it is done properly and can be accounted for in the right way. He stated uncertainty with how long that process would take; have to go back two years to ensure the number they started with is good. It can be done; however, he is uncertain at what cost.

Councilor Harrington spoke of being annoyed that she has to do this. She does not want to. There are volunteers who are putting in many hours and much effort for the kids of the Town, but they are not doing what they need to do financially. Nothing the Executive Board is doing is making them do it. That is exactly what is happening to the Council. The Council wants to be able to do all it can, but no matter what it has done, nothing has worked. The Council is putting the MYA in the position it should be putting the program directors in. They are putting the MYA in the position of having to defend those things.

Councilor Albert questioned if the MYA has a separate finance committee, and was informed it does not. He suggested a request be put out for financial help. There may be some having the right backgrounds that would be willing to help. He believes in the need for a finance committee.

Ms. Golden responded she would agree, except that would mean there would be even more people they would have to manage. Councilor Albert responded it is a big issue. She reiterated the MYA has come a long way in the four years. Mr. Harris commented there has been a good effort put into it. Chairman Koenig remarked he is certain a good effort was put into it, but over 5 years now it seems like this is the very worst year.

Ms. Golden remarked the same management letter may be going out, but they have changed things. Before she started, there were no procedures, manuals, policies, etc. She is responsive to the needs of the programs. She understands where the Council sits, but also feels the program is so much better now, and she does not understand why the auditing firms aren't recognizing that. There are procedures that most of the programs are following. When there is turnover, you have that lag in communication between treasurers. She spends hours with each program treasurer, but if they don't think there are problems, they don't know to come to her.

Asked to restate his motion, Vice Chairman Boyd stated it to be that the Town Council withdraw the Forty-Two Thousand Nine Hundred and Fourteen Dollars that is currently owed by the Town of Merrimack to the Merrimack Youth Association for breach of contract.

Vice Chairman Boyd stated agreement with the comments made by Councilor Harrington.

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Chairman Koenig remarked he is hearing it stated it will make it very difficult for the organizations, and he understands that. What he does not understand is why, after five years, they don't seem to understand the responsibility they have and the bad position they have put the Executive Board and the Council in by not stepping up and figuring out how to be more communicative and accurate in this. It is a few days from the end of the fiscal year (funds disappear), and there is no way the MYA can obtain an audit by that time. The contract very clearly states that we need an audit to do that. Mr. Harris questioned where that would leave the MYA for the next year. He remarked he has asked twice what the MYA can do, and all he has heard is hire a bookkeeper.

Vice Chairman Boyd spoke of the suggestion regarding the creation of a finance committee. Town Manager Cabanel and Assistant Town Manager/Finance Director Micali have provided suggestions relating to the audits that have been done. He has listened to the discussion and the ideas that have been shared. That is where he would hope the organization would begin, e.g., look at what was done in the past, see if there is anything available in terms of someone coming in to help develop a finance committee or identifying people who work in finance. He spoke of a program called SCORE, which is made up of retired executives whose sole responsibility is to assist non-profits and small start-ups begin to lay the groundwork to get an organization going.

Town Manager Cabanel remarked all that is being asked is for is that the funds be properly accounted for; came in here and went there.

Councilor Harrington suggested this could be the impetus the MYA may need to say to the program directors if we want to regain the financial support of the Town this is what we have to do.

MOTION CARRIED 6-0-0

Chairman Koenig stated he does not believe anyone voted for the motion happily. It is an unfortunate situation that the requirement for responsibility brings the Council to.

The Council was presented with draft contracts for consideration. The current contract, were it to be extended, would include funds from the Town with the requirement for audits, etc. The other contract, without those funds, is not requiring an audit, but is recommending/suggesting a bookkeeping firm be hired.

MOTION made by Vice Chairman Boyd and seconded by Councilor Harrington to enter into an agreement with the Merrimack Youth Association (MYA) for a period of two years wherein the Town agrees to maintain the fields, have oversight on advertising, and that the MYA, at its expense, hires a bookkeeper to perform an accounting function

ON THE QUESTION

Vice Chairman Boyd stated the Assistant Town Manager/Finance Director and the MYA indicated that it may take two years for them to try and get things in order. While he understands the reasoning for suggesting a one-year contract, he believes, two years may be a suitable compromise.

Councilor Harrington questioned if the second year could be modified if, within the next year, the Council receives information that reflects great advancement in terms of reaching the goal. Chairman Koenig noted that language is currently in both drafts. His assumption was that one of the options

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provided would be utilized and the time period simply reduced rather than writing a brand-new contract.

Vice Chairman Boyd remarked Option B that was presented does not include the audit or the subsidy. He was simply stating the terms of that contract. Chairman Koenig noted if that is the intent then the terms are already included that state the contract could be adjusted by mutual agreement. Councilor Albert stated his preference for a one-year contract. What is needed is an accounting of where the funds are generated from and expended towards. He would not want to make a commitment to withhold funding for two years. Councilor Harrington stated agreement.

Town Manager Cabanel stated her belief the comments made may have been misinterpreted. She believes the reference to two years was simply a statement that there are two years' worth of records to look at, not that it will take two years to address.

Assistant Town Manager/Finance Director Micali stated the MYA is two years behind in reconciliations. That will take some time to get caught up, but not two years. If they hire someone, it shouldn't take two years, it would be within the year. Ms. Golden interjected commenting, as long as we can pay.

MOTION WITHDRAWN

MOTION made by Vice Chairman Boyd and seconded by Councilor Harrington to enter into a one-year agreement with the Merrimack Youth Association (MYA) wherein the Town agrees to maintain the fields and has oversight on advertising, and the MYA, at its expense, agrees to hire a Bookkeeper to perform an accounting function

ON THE QUESTION

Chairman Koenig asked for confirmation what was being proposed was the Option B with a one-year time period, and was told that was correct.

Chairman Koenig commented there are a lot of advantages with the proposed contract as it would provide time for the MYA to catch up with the books for the past two years, and figure out if practices can be put in place so that everyone is on the same page moving forward. He reiterated the members of the Council all agree the MYA is doing a great job with the kids and the opportunities provided and support given to the Town.

Ms. Golden asked if the budgets that were approved (July 1, 2019 through June 30, 2020) would not include funding, based on the contract being considered, and was told that would be the case.

Councilor Healey stated the money for the new fiscal year is in the budget, and questioned what would occur if the MYA returns in 6 months with the required information. Chairman Koenig stated his personal opinion that if someone came back to him in 6 months able to lay out and cleanly explain what is going on, he would be more than willing to open up the contract and re-evaluate, based on the language within the contract that permits that.

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Town Manager Cabanel offered the assistance of the Assistant Town Manager/Finance Director, not to do the books or reconstruct the books, but to take an advisory role. Ms. Golden commented each program has its own organization that they have to register through. There will never be a single software system. Councilor Harrington stated there needs to be discussion that leads to decisions on how the required information can be provided.

Assistant Town Manager/Finance Director Micali noted the advertising photos that were included as part of the contract were taken on Friday. Since that time, an additional sign has been placed on the batting cages. It is one that has been approved; Convenient MD.

MOTION CARRIED 6-0-0

The question was asked of whether the Council could proceed with the items of donations to the Police Department in the absence of a department representative. Town Manager Cabanel noted the representatives were needed at an ongoing situation. Unless there are questions that need to be answered, the Council can proceed with acceptance. Councilor Albert commented he has looked at the equipment the Police Department is asking for, and is familiar with and initiated the tactical team. He stated agreement with the need noting communications in tactical situations are vital. It is time for the department to have that upgrade. He recommended the Council support the request, and thanked Merrimack Crimeline, Merrimack Rotary, the Merrimack Lions Club, and the Merrimack Lioness Club for their generous donations.

4. Acceptance of a Donation for the Merrimack Police Department

Submitted by Captain Matthew Tarleton

The Town Council to consider the acceptance and expenditure of a donation in the amount of \$5,000 from the Merrimack Crimeline to the Merrimack Police Department's Special Response Team (SRT) to be used towards the purchase of upgraded communications equipment, with ballistic helmets, pursuant to RSA 31:95-b and Charter Article 8-15.

MOTION made by Councilor Albert and seconded by Vice Chairman Boyd to approve the acceptance and expenditure of a donation in the amount of Five Thousand Dollars (\$5,000) from the Merrimack Crimeline to the Merrimack Police Department's Special Response Team (SRT) to be used towards the purchase of upgraded communications equipment, with ballistic helmets, pursuant to RSA 31:95-b and Charter Article 8-15

ON THE QUESTION

Councilor Albert reiterated his remarks regarding the necessity of upgraded communications equipment for the Special Response Team the department has had for several years now.

MOTION CARRIED 6-0-0

5. Acceptance of a Donation for the Merrimack Police Department

Submitted by Captain Matthew Tarleton

The Town Council to consider the acceptance and expenditure of a donation in the amount of \$5,000 from the Merrimack Rotary to the Merrimack Police Department's Special Response Team (SRT) to be used towards the purchase of upgraded communications equipment, with ballistic helmets, pursuant to RSA 31:95-b and Charter Article 8-15.

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MOTION made by Councilor Woods and seconded by Vice Chairman Boyd to approve the acceptance and expenditure of a donation in the amount of Five Thousand Dollars (\$5,000) from the Merrimack Rotary to the Merrimack Police Department's Special Response Team (SRT) to be used towards the purchase of upgraded communications equipment, with ballistic helmets, pursuant to RSA 31:95-b and Charter Article 8-15

ON THE QUESTION

The Council expressed its gratitude to the Rotary for its continued support.

MOTION CARRIED 6-0-0

6. Acceptance of a Donation for the Merrimack Police Department

Submitted by Captain Matthew Tarleton

The Town Council to consider the acceptance and expenditure of a donation in the amount of \$2,500 from the Merrimack Lions Club to the Merrimack Police Department's Special Response Team (SRT) to be used towards the purchase of upgraded communications equipment, with ballistic helmets, pursuant to RSA 31:95-b and Charter Article 8-15.

MOTION made by Vice Chairman Boyd and seconded by Councilor Healey to approve the acceptance and expenditure of a donation in the amount of Two Thousand Five Hundred Dollars (\$2,500) from the Merrimack Lions Club to the Merrimack Police Department's Special Response Team (SRT) to be used towards the purchase of upgraded communications equipment, with ballistic helmets, pursuant to RSA 31:95-b and Charter Article 8-15

ON THE QUESTION

The Council expressed appreciation to the Merrimack Lions Club for the donation.

MOTION CARRIED 6-0-0

7. Acceptance of a Donation for the Merrimack Police Department

Submitted by Captain Matthew Tarleton

The Town Council to consider the acceptance and expenditure of a donation in the amount of \$100 from the Merrimack Lioness Club to the Merrimack Police Department's Special Response Team (SRT) to be used towards the purchase of upgraded communications equipment, with ballistic helmets, pursuant to RSA 31:95-b and Charter Article 8-15.

MOTION made by Councilor Woods and seconded by Councilor Harrington to approve the acceptance and expenditure of a donation in the amount of One Hundred Dollars (\$100) from the Merrimack Lioness Club to the Merrimack Police Department's Special Response Team (SRT) to be used towards the purchase of upgraded communications equipment, with ballistic helmets, pursuant to RSA 31:95-b and Charter Article 8-15

ON THE QUESTION

Councilor Albert remarked he can appreciate when departments go out and are able to find grants and charitable donations. He commended the organizations that provide such support and the department

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for the ability to fund such items through means other than taxpayer dollars. **MOTION CARRIED 6-0-0**

MOTION made by Vice Chairman Boyd and seconded by Councilor Harrington to propose plaques for the Merrimack Rotary, Merrimack Lions Club, and Merrimack Lioness Club.

MOTION CARRIED 5-0-0

Councilor Healey was not present for the vote.

Chairman Koenig commented, at the last meeting, the Council tabled the contract for the Adult Community Center until this time. It was inadvertently omitted from the agenda. He requested a motion to take the item off the table so that it could be once again tabled until the next regular meeting.

MOTION made by Councilor Harrington and seconded by Vice Chairman Boyd to take from the table the John O’Leary Adult Community Center Agreement and table it until the Council’s July 18, 2019 meeting. **MOTION CARRIED 5-0-0**

Councilor Healey was not present for the vote.

Minutes

June 13, 2019

The following amendments were offered:

Page 4, Line 20; insert “Rosemarie” following “Representative”

Page 5, Line 3; insert “Shannon” following “Senator”

MOTION made by Vice Chairman Boyd and seconded by Councilor Woods to approve the meeting minutes of the Town Council meeting of June 13, 2019, as amended. **MOTION CARRIED 5-0-1**

Councilor Harrington Abstained

Comments from the Press - None

Comments from the Public - None

Comments from the Council

Councilor Healey spoke of remarks made at the last meeting by Representative Nancy Murphy relative to HB737, which establishes a commission to investigate and analyze the environmental and public health impacts relating to releases of Perfluorinated chemicals in the air, soil, and groundwater in Merrimack, Bedford, and Litchfield. It was noted a representative from the Town, appointed by the Council, and a resident who is a member of a drinking water related environmental advocacy citizen organization would be needed to sit on the commission.

There was some uncertainty as to whether the Bill has been signed by the Governor. Chairman Koenig stated his expectation the Council would receive notification.

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Chairman Koenig wished the citizenry a happy 4th of July, and encouraged residents to come out and support all of the programs being put on.

Adjourn

MOTION made by Vice Chairman Boyd and seconded by Councilor Healey to adjourn the meeting.

MOTION CARRIED 6-0-0

The June 27, 2019 meeting of the Town Council was adjourned at 9:21 p.m.

Submitted by Dawn MacMillan