

**Albany Pool CSO LTCP Intermunicipal Agreement Board**  
**Board of Directors Meeting**  
**May 14, 2015, 9:00am**  
**CDRPC One Park Place, Suite 102, Albany NY**

**Present**

Martin Daley – CDRPC Staff  
Rocco Ferraro – CDRPC Staff  
Donna Reinhart – CDRPC Staff  
Kimberly Moshier - CDRPC Staff  
Steve Gordon – Beveridge & Diamond  
John Paul - Beveridge & Diamond (via call-in)  
Jeanine Rogers Caruso – Fiscal Advisors  
Joe Scott – Hodgson, Russ LLP  
Bill Simcoe – Albany Water Board  
Joe Coffey – Albany Water Board  
Chris Wheland – City of Troy  
Neil Bonesteel – City of Troy  
Evan Perry – Troy Department of Public Works  
Rich Lyons – Albany County Sewer District  
Tim Murphy – Albany County Sewer District  
Dave Dressel – City of Watervliet  
Jeremy Smith – City of Watervliet  
Mark Gleason – City of Watervliet  
Gerry Moscinski – Rensselaer County Sewer District  
Tony Manfredi – City of Rensselaer  
Sean Ward – Green Island  
Maggie Alix – Green Island  
Melissa Ashline-Heil – City of Cohoes

Martin Daley called the meeting to order at 9:00am

**1. Call to Order/Roll Call**

Attendance was taken and a Quorum was determined.

**2. Directors' Notification of Designees**

Martin has received the notification of designees from each of the Pool communities and Districts. The Chief Elected Official from each community had the option to designate an individual and alternate to serve and represent their community on the IMA and LDC board, and each has done so.

**Action Taken**

Joe Coffey made a motion to accept the Directors' appointments of designees to the IMA Board and Sean Ward seconded. The motion was approved unanimously.

**3. Elect a Chair of the IMA Board**

Before the meeting of the IMA Board, the technical team met to discuss the appointment of the Chair of the IMA Board and recommended Joe Coffey of the Albany Water Board. At the meeting of the IMA Board, CDRPC explained the technical team's recommendation of Joe Coffey: Albany has the largest financial share of the program (58.68%) and with weighted votes, Albany's three votes are required for both a quorum and the necessary supermajority for any votes, and thus Albany's participation in meetings is necessary. As per terms of the director's designees, the Chair will serve a three year term from the date of resolution.

**Action Taken**

At the meeting of the IMA Board, Joe Coffey was nominated as Chair of the IMA Board. Sean Ward made a motion to approve the appointment of Joe Coffey as Chair of the IMA Board and Chris Wheland seconded. The motion was approved unanimously.

**4. Appoint Advisory Directors from the Albany & Rensselaer County Sewer District**

Rich Lyons, as the Executive Director of the Albany County Sewer District, and Gerry Moscinski, as the Administrative Director of the Albany County Sewer District have agreed to serve as Advisory Directors for the Districts. Both will serve as non-voting directors.

**Action Taken**

Sean Ward made a motion to appoint Rich Lyons and Gerry Moscinski as Advisory Directors and Chris Wheland seconded. The motion was approved unanimously.

**5. Schedule and Location for Regular Meetings of the IMA Board**

The IMA Board will meet quarterly on the 2<sup>nd</sup> Thursday of every third month at 9:00am at the Capital District Regional Planning Commission, 1 Park Place, Suite 102, Albany NY, starting with the next meeting on July 9, 2015. The meeting schedule will be posted on CDRPC's website. When organized the LDC meetings may be held immediately following the IMA Board meetings.

**Action Taken**

Chris Whelan made a motion to approve the IMA meeting schedule and Sean Ward seconded. The motion was approved unanimously.

**6. Approval of Documents Required to Incorporate the LDC**

The IMA Board must review and approve documents to incorporate the LDC. The draft copies of the Certificate of Incorporation and By-Laws were distributed to the communities prior to the meeting. Steve Gordon reviewed the draft By-Laws with the IMA Board and will go through them in more detail at the first LDC Board meeting; the LDC Board will formally adopt the By-Laws. The By-Laws represent standard operations

for a not-for-profit corporation, with several provisions based on specific comments from CDRPC and the communities.

The Certificate of Incorporation will be filed with NYS Department of State to incorporate the LDC.

**Action Taken**

Joe Coffey made a motion to approve the Certificate of Incorporation and By-Laws and Mark Gleason seconded. The motion was approved unanimously.

**7. Exploration of Insurance and Indemnification**

Each community and district was asked to collect information on the scope of their existing insurance coverage with respect to indemnification of Directors and advisory directors in an effort to determine whether additional Director's and Officer's insurance is needed for the actions of the IMA Board.

At the next meeting, the need for additional insurance will be discussed further. Martin will collect information from each community regarding their coverage in advance of the next meeting and a review of the costs and coverages of a directors and officers policy will be conducted.

**Action Taken**

Joe Coffey made a motion to approve exploring the scope of existing insurance and the possibility of obtaining additional insurance and Sean Ward seconded. The motion was approved unanimously.

**8. CDRPC Administration**

The Order on Consent and IMA have designated CDRPC as the Program Administrator of the Albany Pool Communities. Over the last several years, CDRPC has had a very positive working relationship with the APCs and plans to continue in the future. EPA, DEC, and Riverkeeper are also pleased with the collaboration with CDRPC and the six communities and two sewer districts. Mechanisms in the Order and the IMA exist should the communities elect to replace CDRPC as a program administrator.

Sean Ward suggested getting a schedule of services and a cost proposal for services from CDRPC to have on file. The proposal should articulate CDRPC's roles and responsibilities with the IMA and LDC boards. The Board requested CDRPC provide a cost proposal for services.

**9. Other Business**

Rensselaer and Albany Sewer Districts have begun the implementation of the Post Construction Monitoring Program and have been out testing each Wednesday. Samples are being tested by Bender Labs and data will be analyzed by the Joint Venture Team.

EFC is organizing a day-long Green Infrastructure Summit and has requested representatives from the APCs to attend and discuss the CSO project. The day's agenda

has not been finalized, but the event will be taking place at Bard College, in Dutchess County on June 16. Martin will keep the communities informed.

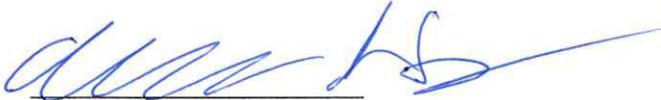
A press event is being planned for the week of June 15<sup>th</sup> announcing the capacity and disinfection upgrades at District facilities, as well as the formation of the IMA Board and Local Development Corporation, the start of weekly PCMP in the Hudson River, and the involvement of our DEC and EFC partners. The event will be held at the Rensselaer County treatment plant. Martin is working with the County Press officers and will update the Board as the date for the press conference becomes available. June 17<sup>th</sup> is the target date.

CDRPC is the process of launching a new website. The website should be up and running very soon and will include information on the CSO project, with space to host a page for the Local Development Corporation.

**Adjournment**

Chris Wheland made a motion to adjourn the meeting and Sean Ward seconded. The motion was approved unanimously and the meeting adjourned at 10:30.

Respectfully submitted,

A handwritten signature in blue ink, appearing to be "D. Martin", written over a horizontal line.

Project Manager