

ALBANY POOL CSO COMMUNITIES CORPORATION

**CAPITAL DISTRICT REGIONAL PLANNING COMMISSION
ONE PARK PLACE, SUITE 102,
ALBANY NY 12205
TEL: (518) 453-0850**

MINUTES OF BOARD OF DIRECTORS MEETING THURSDAY, JUNE 11, 2015

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
Joe Scott – Hodgson, Russ LLP
Jeanine Rogers Caruso – Fiscal Advisors
Mike Miller – Albany Pool Joint Venture Team (CHA)
Bill Simcoe – City of Albany
Joe Coffey – City of Albany
Chris Wheland – City of Troy
Neil Bonesteel – City of Troy
Rich Lyons – Albany County Sewer District
Tim Murphy – Albany County Sewer District
Gerry Moscinski – Rensselaer County Sewer District
Gary Nathan – City of Cohoes
Melissa Cherubino – City of Cohoes
Dave Dressel – City of Watervliet
Jeremy Smith – City of Watervliet
Mark Gleason – City of Watervliet
Tony Manfredi – City of Rensselaer
Mark Hendricks – City of Rensselaer
Sean Ward – Village of Green Island
Maggie Alix – Village of Green Island
Ellen McNulty-Ryan – Village of Green Island

Martin Daley called the meeting to order at 9:05am.

A. Call to Order/Determination of Quorum

Martin Daley reported a quorum.

The meeting was held in the board room of the Capital District Transportation Committee office to accommodate the large attendance. Notice of the meeting location and time were posted Friday, June 5.

This being the first official meeting of the Corporation, no prior meeting minutes were distributed and no reports of committees were made.

B. Introduction/Brief Review of Role of Corporation

The LDC Board is responsible for supervision of housekeeping and governance of the LDC, supervision of compliance and ethical rules and governmental oversight and disclosure laws. The mission of the Albany CSO Pool Communities Corporation is to enable and assist with the efficient and timely implementation of the Albany Pool CSO Long Term Control Plan ("LTCP") by the Corporation's members, by securing goods and services, assisting in financing, and performing any additional acts that may be necessary and appropriate for the LTCP's implementation.

The LDC is a 501(3) (c) not-for-profit corporation. The LDC is subject to Freedom of Information Law and Open Meetings Law.

C. Oath of Office

Each of the board members, designees, and alternates present at the meeting took the Oath of Office as Board Members of the LDC and Sean Maguire from CDRPC notarized each one.

D. Acceptance of Directors' Appointments of Designees

The Board was given the list of designees and alternates to serve on the LDC Board. A few minor changes were made to correct clerical errors.

Action Taken

Chris Wheland made a motion to accept the directors' appointments of designees and Sean Ward seconded. The motion was approved unanimously.

E. Appointment of Advisory Directors

Rich Lyons, Executive Director of the Albany County Sewer District and Gerry Moscinski, Administrative Director of the Rensselaer County Sewer District will serve as Advisory Directors to the Board. The Advisory Directors are not members of the Board and will not have the power to vote on any matters before the Board.

Action Taken

Sean Ward made a motion to approve the appointment of the Advisory Directors and Bill Simcoe seconded. The motion was approved unanimously.

F. Acknowledgement of Fiduciary Duties and Responsibilities

A copy of the fiduciary duties and responsibilities was given to the Board to review and sign. The duties and responsibilities include understanding the mission statement, the importance of confidentiality and conflict of interest.

The Board signed the Directors' Acknowledgement of Fiduciary Duties and Responsibilities and gave to Martin to keep on file.

G. Annual Statement of Financial Disclosure

Each of the Directors must fill out and file a statement of disclosure and be submitted by July 10, 2015. The document is filed with the Albany County Board of Ethics.

Martin will coordinate and collect the document from each community. Sean Ward has agreed to collect them from Martin and file the forms with Albany County, having been through the process before. They will need to be filed no later than **July 10**. Board members, designees, and alternates should send their forms to Martin on or before **July 9** (the date of the next IMA and LDC meetings).

H. Training

Each Director is required to participate in a training within one year of being appointed to the Board. CDRPC will set up a free webinar training for everyone to attend.

I. Orientation

Board members will be provided orientation as we move forward.

Once all policies are voted on, each board member (one per community and district) will receive a binder that will include all final documents. Martin expects to have the binders ready for the Board at the next meeting.

J. Establish Schedule of Regular Meetings of the Board

The LDC Board will meet the second Thursday of the month at 9:00am, except in circumstances in which the LDC meeting will immediately follow quarterly IMA Board meetings (July 9 and October 8). The LDC meetings will be held at the offices of the Capital District Regional Planning Commission at 1 Park Place, Albany NY. The meeting dates and announcement will be published on CDRPC's website prior to July 9.

Action Taken

Sean Ward made a motion to accept the Board of Directors meeting schedule and Chris Wheland seconded. The motion was accepted unanimously.

K. Ratification of actions taken by the Incorporator and others to Incorporate and Organize the Corporation

A separate set of books and bank account will be set up for the Corporation.

Action Taken

Bill Simcoe made a motion to allow the formalization of the Corporation and Sean Ward seconded. The motion was approved unanimously.

L. Overview of Independence of Directors

The majority of each subcommittee of directors (Audit, Finance, and Governance) must be independent (non-officers). Martin will discuss this further as we move forward with establishing officers and populating committees.

M. Establishment of Fiscal Year

The LDC will follow the same federal fiscal year as EFC which is October 1 – September 30 to synchronize with EFC financing.

Action Taken

Bill Simcoe made a motion to approve the establishment of the fiscal year and Gary Nathan seconded. The motion was approved unanimously.

N. Adoption of By-Laws

The By-Laws have been distributed for review on several past occasion and have been reviewed by DEC. There have been revisions made by the communities during this process of prior review. The latest version of the by-laws incorporated all previously requested changes.

Action Taken

Jeremy Smith made a motion to accept the By-Laws and Bill Simcoe seconded. The motion was accepted unanimously.

O. Adoption of Policies

A copy of the policies were given to the Board for their review and approval.

- i. Mission Statement and Measurements

Action Taken

Bill Simcoe made a motion to adopt the Mission Statement and Measurements and Jeremy Smith seconded. The motion was approved unanimously.

- ii. Code of Ethics and Conflict of Interest Policy

Action Taken

Sean Ward made a motion to adopt the Code of Ethics and Conflict of Interest Policy and Bill Simcoe seconded. The motion was approved unanimously.

- iii. Fiscal Policies

The Treasurer will review and approve a voucher for payment and Rocky will sign the checks given permission from the Board. It was suggested to set a dollar amount threshold for a full Board approval.

The board requested a financial threshold be established and that references to the non-existent “chairman” position be struck from the policy.

Action Taken

Bill Simcoe made a motion to adopt the Fiscal Policies and Sean Ward seconded. The motion was approved unanimously.

A revised policy, incorporating a financial threshold for board approval, and revised review and approval process removing references to the term “chairman” will be drafted for board consideration at the next meeting.

iv. Procurement Policy

It was suggested to add the ability to “piggy back” on other contracts to the policy providing the option to modify or extend current contracts for additional work.

A revised policy, incorporating a “piggy back” option for existing contracts, will be drafted for board consideration at the next meeting.

A Procurement Officer will be proposed prior to the next meeting.

Action Taken

Bill Simcoe made a motion to adopt the Procurement Policy and Chris Wheland seconded. The motion was approved unanimously.

v. FOIL Policy and Standard Operating Procedure

CDRPC will retain all records and be responsible for insuring appropriate agency response to public requests for access to records.

A FOIL Officer will be proposed prior to the next meeting.

Action Taken

Sean Ward made a motion to adopt the FOIL Policy and Standard Operating Procedure and Jeremy Smith seconded. The motion was approved unanimously.

vi. Open Meetings Law Recording Policy

Notice of all meetings will be posted for the public on the CDRP CSO website.

A Records Officer will be proposed prior to the next meeting.

Action Taken

Sean Ward made motion to adopt the Open Meetings Law Recording Policy and Bill Simcoe seconded. The motion was approved unanimously.

vii. Whistleblower Policy

The Whistleblower Policy is intended to encourage and enable employees to raise concerns in good faith within the Corporation and without fear of retaliation of adverse employment action.

Action Taken

Sean Ward made a motion to adopt the Whistleblower Policy and Gary Nathan seconded. The motion was approved unanimously.

P. Resolution to Develop Policies

- i. Salary and Compensation of Officers
- ii. Guidelines for Selection, Appointments, and Review of Officers
- iii. Policies governing the use of Corporation Discretionary Funds
- iv. Open Meetings Law Notice and Posting Policy
- v. Investment Policy and Procedures

A set of draft policies will be created over the next month for review and discussion. The policies will go through Governance and then be recommended to the full Board.

Action Taken

Bill Simcoe made a motion to adopt the Development of Certain Policies and Jeremy Smith seconded. The motion was approved unanimously.

Q. Compliance Calendar

A draft of the Compliance Calendar was provided to the Board for review and approval. The calendar matches the Corporation's fiscal year, starting in October and runs through September listing management activities for each month.

R. Appointment of Officers

CDRPC and Counsel made the following recommendations for the slate of officers:

President – Rich Lyons

Vice President – Gerry Moscinski

Treasurer – Chris Wheland

Secretary – Jeremy Smith

The officers will hold a three year term. The board has the ability to remove and appoint new officers. Each officer, once appointed, is required to take an oath of office.

Action Taken

Sean Ward made a motion to appoint Rich Lyons as President of the Corporation and Bill Simcoe seconded. The motion was approved unanimously.

Jeremy Smith made a motion to appoint Gerry Moscinski as Vice President of the Corporation and Gary Nathan seconded. The motion was approved unanimously.

Sean Ward made a motion to appoint Chris Wheland as Treasurer of the Corporation and Bill Simcoe seconded. The motion was approved unanimously.

Bill Simcoe made a motion to appoint Jeremy Smith as Secretary of the Corporation and Sean Ward seconded. The motion was approved unanimously.

Rich Lyons, Chris Wheland, and Jeremy Smith took the Oath of Office as Officers of the LDC and Sean Maguire from CDRPC notarized each one.

Gerry Moscinski, having left the meeting at 10am, was not able to take the Oath but will do so prior to, or the day of the next LDC board meeting.

S. Establishment of each committee, committee charter, and committee members

Per Authority Budget Office requirements, the Audit Committee shall not have any members who also serve as officers. The Governance and Finance Committees shall be made up of a majority of independent members. The members of each committee are established by name, not title, and shall not be replaced by alternates.

i. Governance Committee

The Governance Committee's duties and purpose are outlined in the committee charter.

The Governance Committee is made up of the following members: Rich Lyons, Bill Simcoe, Garry Nathan, Charles Moore, and Sean Ward.

Action Taken

Bill Simcoe made a motion to approve the adoption of the Governance Committee Charter and Sean Ward seconded. The motion was approved unanimously.

ii. Audit Committee

The Audit Committee's duties and purpose are outlined in the committee charter.

The Audit Committee is made up of the following members: Garry Nathan, Sean Ward, and Charles Moore

Action Taken

Bill Simcoe made a motion to approve the adoption of the Audit Committee and Sean Ward seconded. The motion was approved unanimously.

iii. Financial Committee

The Financial Committee's duties and purpose are outlined in the committee charter.

The Governance Committee, Finance Committee and Audit committee all adhere to the Open Meetings Law.

The Finance Committee is made up of the following members: Chris Wheland, Bill Simcoe, Charles Moore, Gerry Moscinski, and Garry Nathan.

Action Taken

Bill Simcoe made a motion to approve the adoption of the Financial Committee and Sean Ward seconded. The motion was approved unanimously.

iv. **Technical Committee**

The Technical Committee will keep the board informed of engineering and scientific information with respect to technical issues related to the implementation of the LTCP or compliance with the members' responsibilities to management of wastewater and stormwater. The Technical Committee's duties and purpose are outlined in the committee charter.

The Technical Committee is not a formal committee and each Director is named as a member of the Technical Committee. The Technical Committee is ad-hoc, and is not subject to the Open Meeting Law.

Action Taken

Bill Simcoe made a motion to approve the adoption of the Technical Committee and Sean Ward seconded. The motion was approved unanimously.

T. Directors & Officers Insurance

CDRPC will report to the Board at the next meeting on potential insurance policies that the Corporation may purchase and maintain.

Action Taken

Jeremy Smith made a motion to approve CDRPC provide the Corporation with insurance policies at the next meeting and Sean Ward seconded. The motion was approved unanimously.

U. June 17 Press Event

A press event is being held on June 17th at 10:00 AM announcing improvements and investment at County facilities, formation of the Local Development Corporation, and that the weekly monitoring of the water quality in the Hudson River is underway through October. The event will be held at the Rensselaer County treatment plant. Everyone is encouraged to attend.

V. PCCMP Update

Rensselaer and Albany Sewer Districts have begun the implementation of the Post Construction Monitoring Program. They have been on the river for sampling and had the

first post wet weather event collection last week. The results of the wet weather sampling is expected to be another couple of weeks after analysis and Analysis and Quality Control review by the APJVT.

W. Other Business

There were issues related to communication of the models and the base map on the website, but it has been resolved through a transition to a Google base map. The APJVT will continue to update and monitor the site.

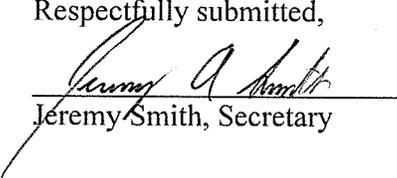
There is a green infrastructure summit at Bard College, Dutchess County, on June 16 that EFC has highly recommended each of the communities attend

Adjournment

There being no further business, Jeremy Smith made a motion to adjourn the meeting and Gary Nathan seconded. The motion was approved unanimously. The meeting adjourned at 11:30am.

The next meeting of the Albany Pool CSO Communities Corporation Board of Directors will be held July 9th, immediately following the Albany Pool Communities IMA Board Meeting at 9am.

Respectfully submitted,



Jeremy Smith, Secretary