

Albany CSO Pool 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, December 8, 2016

Board Members Present:

Rich Lyons – Albany County Sewer District
Bill Smcoe – City of Albany
Chris Wheland – City of Troy
Jeremy Smith – City of Watervliet
Sean Ward – Village of Green Island
Gerry Moscinski – Rensselaer County Sewer District
Garry Nathan – City of Cohoes

Also Present:

Martin Daley – CDRPC Staff
Mark Castiglione – CDRPC Staff
Rocco Ferraro – CDRPC Staff
Donna Reinhart – CDRPC Staff
Magdy Hay – CDRPC Staff
Andrew Gillcrist – CDRPC Intern
Tim Murphy – Albany County Sewer District
Dave Dressel – City of Watervliet
Maggie Alix – Village of Green Island
Mike Miller – Albany Pool Joint Venture Team (CHA)
Amy Pedrick – West and Co., CPAs
Mike Rossi – West and Co., CPAs

I. Call to Order/ Roll Call

Rich Lyons called the meeting to order at 11:00am

II. Reading and Approval of Minutes of November 16, 2016

The minutes were distributed prior to the meeting. Martin made a few minor changes in spelling and format.

Action Taken

Garry Nathan made a motion to approve the November meeting minutes with revisions and Sean Ward seconded. The motion was approved unanimously.

III. Reports from Committees

a. Audit Committee

The Audit Committee previously met and reviewed the CSO FY2016 Financial & Fiscal Year Reports. Magdy Hay presented the financial and fiscal year reports ending 9/30/16 to the Board. The Reports were distributed to the Board prior to the meeting.

i. Audit Report

A copy of the draft Audit Report prepared by West & Co. was sent out prior to the meeting and previously presented to the Audit Committee.

Amy Pedrick and Mike Rossi, Corporation financial auditors from West and Co., went over the draft Independent Financial Audit Report with the Board. The Audit provides an overview of the financial activities through September 30, 2016. Amy reported that the audit went smoothly, no issues were identified and that a clean management letter would be issued. At a prior meeting the Corporation's Audit Committee recommended the Board approve the draft Financial Audit Report of for the fiscal year ending September 30, 2016.

Action Taken

Jeremy Smith made a motion to accept the recommendation from the Audit Committee to approve the Audit Report and Bill Smcoe seconded. The motion was approved unanimously.

IV. Draft IRS990 filing & New York State Charities' Form 500 filing

Martin provided the Board with draft copies of the CHAR500 form, NYS Annual Filing for Charitable Organizations. He also distributed a copy of the Form 990, Return of Organization Exempt from Income Tax that were submitted to CDRPC from West & Co. West & Co. went over the forms in detail with the Board since this is the first time filing these documents.

Martin requested the Board review the documents for final submittal. Once the documents are signed and submitted, they will become public documents and searchable online.

Action Taken

Sean Ward made a motion to accept the tax forms as presented and authorize the Treasurer and President to sign where necessary. Garry Nathan seconded the motion. The motion was approved unanimously.

V. Annual Report

An annual report of the Corporation's activities is due by the Authority Budget Office (ABO) prior to January 1, 2017. Most of the report, submitted online at the ABO's PARIS system, has been written. A draft copy of the Annual Report, with screenshots of PARIS fill-in questions, was distributed to the Board prior to the meeting for review to be submitted to the Authority Budget Office. The report includes the following sub-elements:

- a. **Investment Report**
- b. **Mission Statement and Measurement Report**
- c. **Procurement Report**
- d. **Real Property Report**
- e. **Risk Assessment Report**

Draft copies of each of the above reports were distributed before the meeting. The Authority Budget Office requires that these reports are shared with the Board prior to submittal to the ABO and posting on the Corporation's website. Martin discussed each report in detail and requested all comments be submitted to him as soon as possible to ensure an on-time filing.

VI. CSO Financial Reports for period ended 9/30/16

The CSO Financial Reports were included and discussed in the Audit Report.

VII. Change in Checking Account Signatory

Rocco Ferraro is currently the account signatory for the CSO bank accounts with Pioneer Bank. Since he will be retiring this month, the signatory will need to be updated to Mark Castiglione, new Executive Director of CDRPC. Pioneer requires a formal resolution signed by the Corporation Secretary in order to change names on the account.

Action Taken

Chris Wheland made a motion to pass a resolution to remove Rocky as the account signatory and replace Rocky with Mark Castiglione and Sean Ward seconded. The motion was approved unanimously.

VIII. Designation of Corporation Contract Officer

The Albany CSO Pool Communities Corporation has not acquired or disposed of any real property to report for FY2016. However, to be in compliance with laws governing authorities and the disposal of real property, the Corporation must designate a contract officer. Staff suggested the duties of the Contract Officer be bestowed on the Treasurer.

Action Taken

Sean Ward made a motion to appoint Chris Wheland, Treasurer as Contract Officer and Jeremy Smith seconded. The motion was approved unanimously.

Martin will research and develop a Real Property Disposal policy for the Corporation. Because the Corporation is a facilitator of projects, and the communities are ultimately the owners of the facilities by nature of their permits, it is not anticipated the Corporation will ever acquire real property, thus unlikely it would ever dispose of property. However, a policy will be drafted and adopted to ensure compliance.

IX. Designation of Corporation “preparer” and “certifier” for PARISreporting

The ABO requires that an agency formally designate staff or representatives to serve as “preparer” and “certified” for the submission of PARISreporting. Because of CDRPC’s role as project coordinator, board members discussed and determined that designating CDRPC staff, specifically the Program Manager, would be suited to carry out these duties.

Action Taken

Chris Wheland made a motion to appoint the Program Manager at CDRPC as the “preparer” and “certifier” for PARISreporting and Garry Nathan seconded. The motion was approved unanimously.

X. Revised CDRPC Contract for Services

CDRPC has been working with EFC to ensure that its contract with the Corporation (for the benefit of the Pool Communities) and all subcontracts meet language required by the agency in order to finance the vendors. Martin drafted a draft CDRPC contract that includes a not-to-exceed fee, EFC bid packets, and EFC required language. The changes to the contract do not result in a change in contract value, duration, or representations. Martin sent the draft contract to EFC for review and it was confirmed the proposed added elements will meet agency requirements.

Action Taken

Maggie Alix made a motion to authorize the Corporation President to execute the revised CDRPC Contract for Services and Jeremy Smith seconded. The motion was approved unanimously.

XI. Invoices

Martin requested approval for the following invoices upon available funding:

- Barton & Loguidice through October 22, 2016 in the amount of \$15,974.13
Costs include reimbursable expenses for the GI Code Audit (GI-07); GI Technical Design Guidance (GI-09).
- Beveridge & Diamond through October, 2016 in the amount of \$19,148.63
Costs include expenses for legal coordination.
- CDRPC through September 30, 2016 (two quarters of work) in the amount of \$113,177.94 for Project Management.
- APJT through October, 2016 in the amount of \$61,854.65 for general technical support, Discharge Notification system maintenance, and carrying out the PCCMP.
- Fiscal Advisors through September, 2016 in the amount of \$1,480.00 for financial advising.
- Hodgeson Russ through October, 2016 in the amount of \$12,781.56 for Bond counsel and legal services.

Action Taken

Chris Wheland made a motion to approve payment of all consultant invoices upon available funds and Garry Nathan seconded. The motion was approved unanimously.

XII. Other Business

Jeremy Smith made a request to amend the agenda to include a payment request from Weston Sampson for August Bohl Construction. The invoice for \$316,004.20 and documentation for expenditures for the project GI-05 Rte 32 Corridor and Green Infrastructure Improvements, Payment Application #2 were distributed to the Board.

Action Taken

Sean Ward made a motion to accept the invoice for \$316,004.20 to be paid to August Bohl for GI-05, Rte. 32 Corridor, and authorize payment to be made when funds become available. Bill Smcoe seconded the motion. The motion was approved unanimously.

Martin and Watervliet staff are working to assemble all materials needed for this contract and pay estimates to ensure that EFC will be able to disburse on this project.

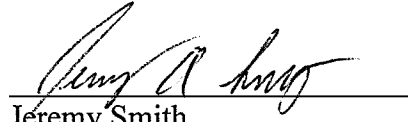
Martin informed the Board that DEC approved the Operation/Maintenance Inspection Plans in November, and that communities should be familiar with Plan elements and committed to meeting Plan goals and requirements.

XIII. Adjournment

Chris Wheland made a motion to adjourn the meeting and Sean Ward seconded. The motion was approved unanimously. The meeting adjourned at 12:30pm.

The next meeting is scheduled for Thursday, January 12, 2017.

Respectfully Submitted

A handwritten signature in cursive script, appearing to read "Jeremy Smith", is written over a horizontal line.

Jeremy Smith
Secretary