

**CERTIFICATE OF INCORPORATION
OF
ALBANY CSO POOL COMMUNITIES CORPORATION**

A Not-for-Profit Local Development Corporation
Under Sections 402 and 1411 of the New York State Not-for-Profit Corporation Law

The undersigned, being over the age of eighteen years, for the purpose of forming a not-for-profit local development corporation pursuant to Section 1411 of the New York Not-for-Profit Corporation Law (“N-PCL”), hereby certifies:

1. The name of the Corporation is the Albany CSO Pool Communities Corporation (the “Corporation”).
2. The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the N-PCL, and as provided in Section 1411 of the N-PCL.
3. The Corporation is formed as a Charitable Corporation pursuant to Section 201 of the N-PCL, and will be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for the specific purposes of:
 - a. Reducing discharges of wastewater and stormwater from combined sewer overflows within the municipalities that are the members of the Corporation, in order to protect the quality of the waters therein and to achieve compliance with all federal, state, and local laws, regulations, and permits applicable to the management of combined sewer overflows in the municipalities that are the Corporation’s members; and
 - b. Acting in the public interest and performing essential government functions by relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of the governments of the municipalities that are the Corporation’s members by achieving and maintaining compliance with applicable laws, regulations, and permits relating to combined sewer overflows and wastewater management.
4. The Corporation shall carry out the foregoing purposes, on behalf of its member municipalities, through the following activities:
 - a. Soliciting, entering, administering, and performing any contracts necessary or incidental to the implementation of the Albany Pool CSO Long Term Control Plan dated June 30, 2011 together with the Albany Pool CSO Long Term Control Plan Supplemental Documentation, dated October 2013 (collectively, the “LTCP”), as both were approved by the New York State Department of

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Environmental Conservation (“NYSDEC”) on January 15, 2014, as well as any amendments or revisions to those documents that may be made from time to time and approved in writing by the NYSDEC;

- b. Acquiring by gift or purchase, holding, selling, mortgaging, or leasing any property or goods reasonably necessary to perform the functions of the Corporation;
 - c. Applying for, obtaining and contracting with any federal, state, or local governmental agency or foundation, organization, or natural person for the purpose of obtaining grants, loans, or other forms of financial assistance, and expending or authorizing the expenditure of such funds in furtherance of the purposes of the Corporation;
 - d. Obtaining insurance for the indemnification of directors and officers, and indemnification of the Corporation for any obligation it incurs in indemnifying directors and officers; the Board of Directors may adopt By-Laws to provide at all times the fullest indemnification of directors permitted under the N-PCL;
 - e. Issuing bonds or other indebtedness to finance the implementation of the LTCP, and entering any agreements that may be necessary and appropriate to support and enable the marketing, negotiation, issuance, and repayment of such bonds or other indebtedness;
 - f. Entering agreements with the Albany County Sewer District and the Rensselaer County Sewer District through which the districts may assist in the implementation of the LTCP, including any assistance in obtaining financing or funding; and
 - g. Performing any other act that furthers the objectives and purposes of the Corporation.
5. The office of the Corporation shall be located in the County of Albany, State of New York.
6. The names and addresses of the initial directors of the Corporation shall be:
- a. David R. McGuire
Chairman, Albany Water Board
10 North Enterprise Dr.
Albany, New York 12204
 - b. George Primeau
Mayor, City of Cohoes
Cohoes City Hall
97 Mohawk Street
Cohoes, New York 12047

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- c. Ellen McNulty-Ryan
Mayor, Village of Green Island
20 Clinton Street
Green Island, New York 12183

- d. Daniel Dwyer
Mayor, City of Rensselaer
Rensselaer City Hall
505 Broadway
Rensselaer, New York 12144

- e. Lou Rosamilia
Mayor, City of Troy
433 River Street
5th Floor
Troy, New York 12180

- f. Michael Manning
Mayor, City of Watervliet
Room 3, City Hall
2 Fifteenth Street
Watervliet, New York 12189

Each of the above Directors shall be a voting member of the Board of Directors. Each Director of the Corporation may appoint a designee to act on the Director's behalf at any meeting or meetings of the Board of Directors, by providing written notice of the name of the designee to the Board of Directors and the Secretary of the Corporation in the manner provided in the Corporation's By-Laws.

7. The Corporation hereby designates the New York State Secretary of State as the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her as the agent of the Corporation is:

Albany CSO Pool Communities Corporation
c/o Capital District Regional Planning Commission
One Park Place, Suite 102
Albany, New York 12205.

8. All income and earnings of the Corporation shall be used exclusively for its corporate purposes. No part of the income or earnings of such corporation shall inure to the benefit or profit of, nor shall any distribution of its property or assets be made to any member or private person, corporate or individual, or any other private interest, except that the Corporation may repay loans and may also authorize the repayment of contributions (other than dues) to the Corporation but only if and to the extent that any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code, and the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to

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make payments and distributions in furtherance of the purposes set forth in Paragraphs 3 and 4 of this Certificate.

9. If the Corporation accepts a mortgage loan or loans from the New York job development authority, the Corporation shall be dissolved in accordance with the provisions of Section 1411(g) of the N-PCL upon the repayment or other discharge in full by the Corporation of all such loans.

10. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of this Certificate, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

11. In the event of the dissolution of the Corporation, any remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as the court shall determine, which are organized and operated exclusively for such purposes.

This Certificate has been subscribed this _____ day of May, 2015 by the undersigned who affirms that the statements made herein are true under penalty of perjury.

Rocco A. Ferraro
Capital District Regional Planning Commission
One Park Place, Suite 102
Albany, New York 12205
Sole Incorporator

CERTIFICATE OF INCORPORATION

OF

ALBANY CSO POOL COMMUNITIES CORPORATION

Under Sections 402 and 1411 of the New York State Not-for-Profit Corporation Law

FILED BY: Rocco A. Ferraro
Capital District Regional Planning Commission
One Park Place, Suite 102
Albany NY 12205