

ALBANY POOL COMMUNITIES CSO CORPORATION

BY-LAWS ALBANY CSO POOL COMMUNITIES CORPORATION Adopted by the Board of Directors June 11, 2015

A New York Not-For-Profit Corporation

ARTICLE I OFFICES; PURPOSES

SECTION 1. PRINCIPAL OFFICE

The principal office of the Corporation for the transaction of its business shall be at the offices of the Capital District Regional Planning Commission, at One Park Place, Suite 102, Albany, New York 12205, or such other place located within the County of Albany or the County of Rensselaer as may be designated by the Board of Directors.

SECTION 2. OTHER OFFICES

The Corporation may also have offices at such other places where it is qualified to do business, as its business may require and as the Board of Directors may designate from time to time.

SECTION 3. OBJECTIVES AND PURPOSES; POWERS

The Corporation shall have such purposes and powers as are set forth in its certificate of incorporation (“Certificate of Incorporation”).

ARTICLE II MEMBERS

SECTION 1. QUALIFICATIONS

There shall be only one class of members. The members are the following municipalities: the City of Albany, by the Albany Water Board (“Albany”), the City of Cohoes (“Cohoes”), the Village of Green Island (“Green Island”), the City of Troy (“Troy”), the City of Rensselaer (“Rensselaer”), and the City of Watervliet (“Watervliet”). Any other municipality may be added as a member of the Corporation, by resolution of the governing board of the municipality and approval by a unanimous vote of the existing members. Members shall be represented by the Chief Elected Officials of Cohoes, Green Island, Rensselaer, Troy, and Watervliet, and by the Chair of the Albany Water Board (collectively, the “Chief Elected Officials”). A Chief Elected Official may designate any person to act on his or her behalf as a representative of his or her member municipality.

SECTION 2. MEETINGS OF MEMBERS

All meetings of members shall be held in the County of Albany or the County of Rensselaer, State of New York, at such place as may be fixed from time to time by the Board of Directors, or at such other place within the State of New York as shall be designated from time to time by the Board of Directors, and shall be stated in the notice of the meeting. All meetings of the members shall be conducted in accordance with the New York State Open Meetings Law.

SECTION 3. ANNUAL MEETINGS

Annual meetings of members shall be held on such date and at such time as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting. The members shall transact such business at the annual meetings as the Board of Directors determines to be proper.

SECTION 4. SPECIAL MEETINGS

Special meetings of members may be called by the Board of Directors or by the President or Secretary of the Corporation. Business transacted at a special meeting of members shall be confined to the purpose or purposes set forth in the notice of such meeting.

SECTION 5. NOTICE OF MEMBERS' MEETINGS

Written notice, stating the place, day and hour of the meeting, and the purpose or purposes for which the meeting is called, shall be delivered either personally or by mail, or by e-mail or facsimile to each member entitled to vote at such meeting, not less than seven (7) nor more than sixty (60) days before the date of the meeting. To receive written notification by e-mail or facsimile, a member must provide the Secretary of the Corporation with express written authorization which includes the necessary notification information. To revoke such authorization, a member must notify the Secretary of the Corporation in writing of its desire to revoke the current method of notification, which notification must be mailed at least seven (7) business days prior to the effective date of any given notice of meeting. If notice is sent by mail, the notice shall be deemed delivered when deposited in the United States mail, postage prepaid, directed to the member at its address as it appears on the records of the Corporation.

Written notice shall also be provided in a manner consistent with the New York State Open Meetings Law.

SECTION 6. QUORUM OF MEMBERS

Unless the Certificate of Incorporation provides otherwise, any group of Chief Elected Officials holding a total of at least seven (7) voting points, as set forth in Section 8 below, shall constitute a quorum for the transaction of the business at a meeting of the members.

SECTION 7. ADJOURNED MEETINGS

The members who are present at a meeting may adjourn the meeting despite the absence of a quorum. When a determination has been made at a meeting by the members entitled to notice of, or to vote at, any meeting of members, such determination shall apply to any adjournment thereof, unless the members fix a new date for the adjourned meeting. When a meeting is adjourned to another time or place less than twenty-four (24) hours from the original day and time, notice need not be given of the adjourned meeting if the time and place thereof are announced at the meeting at which the adjournment is taken. At the adjourned meeting any business may be transacted that might have been transacted at the original meeting. If the adjournment is for more than twenty-four (24) hours, or if after the adjournment a new date is fixed for the adjourned meeting, a notice of the adjourned meeting shall be given to each member entitled to vote at the meeting.

SECTION 8. VOTING

Except as otherwise required by applicable law or as provided in the Certificate of Incorporation or otherwise in these By-Laws, any corporate action to be taken by vote of the members shall be authorized by a supermajority vote of seven points. Each member shall hold voting points for actions at meetings of the members, for a total of nine voting points, as follows: Albany – three points; Troy – two points; Cohoes – one point; Green Island – one point; Rensselaer – one point; Watervliet – one point. At each and every meeting of the members, every member shall be entitled to vote in person represented by the Chief Elected Official of the member or by proxy appointed by the Chief Elected Official of the member in writing.

SECTION 9. PROXIES

Each Chief Elected Official may in writing authorize another person or persons to act for him or her at a meeting of members by proxy, but no such proxy shall be voted or acted upon after one year from its date.

SECTION 10. WITHDRAWAL

A member may withdraw from the Corporation only on the following terms.

- a. A member that wishes to withdraw from the Corporation shall give written notice to the Board of Directors of its intent to withdraw from the Corporation at least 120 days prior to its proposed withdrawal date.
- b. The withdrawing member shall remain responsible to pay the Corporation for all sums due from the member to the Corporation under the IMA (as defined in Article IX), which, as set forth in full in the IMA, shall include LTCP Project Costs incurred or realized after the member's withdrawal.
- c. The withdrawing member shall cooperate with the remaining members to minimize any potential disruption caused by the member's withdrawal to the implementation of the LTCP, to the members' obligations as respondents under the Consent Order, and to the conduct of the business of the Corporation. The withdrawing member's cooperation includes executing assignments of agreements and continuing to provide access to

property owned or controlled by the withdrawing member, as necessary for the remaining members to implement the LTCP.

- d. The withdrawing member shall pay to the Corporation all costs, fees, penalties, and expenses arising from any disruption to the implementation of the LTCP, to the members' obligations as respondents under the Consent Order, or the business of the Corporation caused by the member's withdrawal from the Corporation. Such costs, fees, penalties, and expenses shall be described with particularity in a statement or invoice to the withdrawing member.
- e. The remaining members shall notify the NYSDEC of the withdrawing member's withdrawal from the Corporation.

In the event of the withdrawal of a member, the remaining members shall amend these By-Laws to designate the remaining members, to the extent required by Section 601 of the N-PCL.

SECTION 11. AMENDMENTS

Amendments of the Certificate of Incorporation and the By-Laws require a supermajority vote of seven points of the voting points held by the members. Any proposed amendment must be included in the notice of the meeting before it can be voted upon.

ARTICLE III DIRECTORS

SECTION 1. POWERS

Subject to the provisions of the New York Not-For-Profit Corporation Law, Public Authorities Law, and any limitations in the Certificate of Incorporation and these By-Laws, the activities and affairs of the Corporation shall be conducted and all corporate powers shall be exercised by, or under the direction of, the Board of Directors.

SECTION 2. COMPOSITION OF THE BOARD

The Board of Directors shall be composed of the Chief Elected Official of each of the members. Each Director 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. Such notice must be received by the Board and the Secretary of the Corporation at least seven (7) days before a meeting of the Board of Directors in order for the designee to be eligible to act on behalf of the Director at that meeting.

The members may also by vote appoint Advisory Directors to serve on the Board of Directors. The Chief Executive Officers of the Albany County Sewer District and the Rensselaer County Sewer District shall serve as Advisory Directors on the Board of Directors unless otherwise determined by a vote of the members. Advisory Directors shall have no voting powers or any other power to act on behalf of the Corporation, but shall advise the Board of Directors on matters that come before the Board.

SECTION 3. DUTIES

It shall be the duty of the Directors to:

- a. Perform any and all duties imposed on them collectively or individually by law, by the Certificate of Incorporation or by these By-Laws, including, if appropriate, amendments of these By-Laws.
- b. Appoint and remove, employ and discharge, and, except as otherwise provided in these By-Laws, prescribe the duties and fix the compensation, if any, of all officers, agents and employees of the Corporation.
- c. Supervise all officers, agents and employees of the Corporation to ensure that their duties are performed properly.
- d. Meet at such times and places as required by these By-Laws.
- e. Register their addresses with the Secretary of the Corporation. Notices of meetings mailed or delivered by facsimile or email to the Directors at such addresses shall be valid notice thereof.

SECTION 4. COMPENSATION

The Board of Directors shall serve without compensation. Directors shall be allowed reasonable advancement or reimbursement for expenses incurred in the performance of their regular duties as specified in Section 3 of this Article.

SECTION 5. RESTRICTION REGARDING INTERESTED DIRECTORS

Neither the Corporation nor any of its Directors, officers, members, or employees shall have any private interest nor shall they acquire any private interest, directly or indirectly, in any contracts or subcontracts that would or may conflict in any manner or degree, or provide the appearance of a conflict, with the performance of their duties to the Corporation as provided herein or as otherwise provided by law. The Board of Directors shall adopt policies addressing the code of ethics and rules regarding conflicts of interest for the Corporation.

SECTION 6. PLACE OF MEETINGS

Annual, regular or special meetings of the Board shall be held in the County of Albany or the County of Rensselaer, State of New York, at such place as may be fixed from time to time by the Board of Directors, or at such other place within the State of New York as shall be designated from time to time by the Board of Directors and stated in the notice of the meeting.

SECTION 7. REGULAR, SPECIAL AND ANNUAL MEETINGS

A meeting of the Board of Directors shall be held at least once a year immediately following the annual meeting of members, for the election of officers and for the transaction of such other

business as may properly come before the meeting. Such annual meetings shall be noticed in the same manner as special meetings. Special meetings of the Board may be called by any two Directors and may be held at any place within the State of New York that has been designated in the notice of the meeting. If not specified in the notice of the meeting, all meetings shall be held at the principal office of the Corporation. The business transacted at all meetings of the Board shall be confined to the purpose or purposes set forth in the notice of the meeting, except as provided in Section 12 of this Article. All meetings of the Board of Directors shall be conducted in accordance with the New York State Open Meetings Law.

SECTION 8. NOTICE OF MEETINGS

Written notice of a regular meeting of the Board of Directors shall be delivered either personally or by mail, or by e-mail or facsimile to each Director, not less than seven (7) days before the date of the meeting. Special meetings of the Board shall be held upon at least four (4) days' prior notice. To receive written notification by e-mail or facsimile, a Director must provide the Secretary of the Corporation with express written authorization which includes the necessary notification information. To revoke such authorization, a Director must provide the Secretary of the Corporation in writing his or her desire to revoke the current method of notification which must be mailed at least seven (7) business days prior to the effective date of any given notice of meeting. If notice is sent by mail, the notice shall be deemed delivered when deposited in the United States mail, postage prepaid, directed to the Director at his or her address as it appears on the records of the Corporation. Written notice of the meeting shall also be provided in a manner consistent with the New York State Open Meetings Law. No action may be taken on any matter that was not set forth in the notice of meeting, except as provided in Section 12 of this Article. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors if the time and place of the adjourned meeting are fixed at the meeting adjourned and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting. Notice of meetings will be provided to Advisory Directors in the same manner as notice provided to Directors, provided that no defect in the notice provided to an Advisory Director or in the matter or timing of its delivery to an Advisory Director shall affect the ability of the Directors to act at a meeting. The attendance of any Director at a meeting, without protesting prior to the conclusion of the meeting the lack of notice to that Director of such meeting, shall constitute a waiver of notice by that Director.

SECTION 9. CONTENTS OF NOTICE

Notice of all regular and special meetings of the Directors shall specify the place, day and hour of the meeting and the purpose or purposes for which the meeting is called.

SECTION 10. QUORUM FOR MEETINGS

A quorum shall consist of any group of Directors holding a total of at least seven (7) voting points, as set forth in Section 11 below, present in person or represented by a proxy appointed in writing by the Director. Except as otherwise provided in these By-Laws, in the Certificate of

Incorporation, or by law, no business shall be considered by the Board at any meeting at which a quorum is not present. The only motion the President shall entertain at a meeting at which a quorum is not present is a motion to adjourn. A majority of the Directors present at such meeting may adjourn the meeting from time to time until the time fixed for the next regular meeting of the Board. At the adjourned meeting, any business may be transacted that might have been transacted at the original meeting provided a quorum is present. When a meeting is adjourned for lack of quorum, it shall not be necessary to give any notice of the time and place of the adjourned meeting or of the business to be transacted at such a meeting, other than by announcement of the meeting at which the adjournment is taken, except as provided in Section 8 of this Article. The Directors present at a duly called and held meeting at which a quorum is initially present may continue to do business notwithstanding the loss of a quorum at the meeting due to a withdrawal of Directors from the meeting, provided that any action thereafter taken must be approved by Directors holding a total of at least seven (7) voting points, or such greater percentage as may be required by law, the Certificate of Incorporation or these By-Laws.

SECTION 11. BOARD ACTION

Except as otherwise required by applicable law or as provided in the Certificate of Incorporation or otherwise in these By-Laws, any corporate action to be taken by vote of the Directors shall be authorized by a supermajority vote of seven points. Each Director shall hold voting points for actions at meetings of the Directors, for a total of nine voting points, as follows: Albany – three points; Troy – two points; Cohoes – one point; Green Island – one point; Rensselaer – one point; Watervliet – one point. Advisory Directors shall have no voting points nor are they eligible to vote at any meeting of the Board of Directors. At each and every meeting of the Board of Directors, every Director shall be entitled to vote in person or by proxy appointed by the Director in writing.

Every act performed or decision made by Directors holding a total of at least seven (7) voting points at a meeting duly held at which a quorum is present shall be the act of the Board of Directors, unless the Certificate of Incorporation, these By-Laws or provisions of the New York Not-For-Profit Corporation Law require a greater percentage of votes for approval of a matter by the Board.

SECTION 12. CONDUCT OF MEETINGS

Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice President of the Corporation. The presiding officer shall prepare the agenda for the meetings and provide the agenda with the notice of meeting. The Secretary of the Corporation shall act as secretary of all meetings of the Board, provided that in his or her absence, the presiding officer shall appoint another person to act as secretary of the meeting. Directors may add matters to the agenda at the meeting, but may not take action on such matters if they were not disclosed in the notice of meeting, unless all Directors or their proxies are present and vote unanimously to take action on the proposed additional matter.

SECTION 13. PROXIES

Each Director may in writing authorize another person or persons to act for him or her by proxy, but no such proxy shall be voted or acted upon after one year from its date.

ARTICLE IV OFFICERS

SECTION 1. NUMBER OF OFFICERS

The officers of the Corporation shall be a President, a Vice President, a Secretary, and a Treasurer. The Corporation may also have, as determined by the Board of Directors, one or more Vice Presidents, and one or more Assistant Secretaries, Assistant Treasurers or other officers. Any number of offices may be held by the same person except that the Secretary may not serve concurrently as the President.

SECTION 2. QUALIFICATION, ELECTION, AND TERM OF OFFICE

Officers shall be elected by the Board of Directors, at an annual meeting of Directors, and shall hold office for three years and until their respective successors shall be elected and qualified, unless the Board of Directors appoints the officer to a different term of office.

SECTION 3. OTHER OFFICERS

The Board of Directors may appoint such other officers or agents as it may deem desirable, and such officers shall serve such terms, have such authority, receive such compensation, if any, and perform such duties as may be prescribed by the Board of Directors.

SECTION 4. REMOVAL AND RESIGNATION

Any officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by submitting written notice to the Board of Directors or to the President or Secretary of the Corporation. Any such resignation shall take effect on the date of the receipt of such notice or on any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The provisions of this Section shall be superseded by any conflicting terms of a contract between the Corporation and an officer of the Corporation that has been approved or ratified by the Board of Directors and that relates to the employment of such officer.

SECTION 5. VACANCIES

Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any officer shall be filled by vote of the Board of Directors as provided in Section 11 of Article III. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of officers appointed at the discretion of the Board may or may not be filled, as the Board shall determine.

SECTION 6. DUTIES OF PRESIDENT

The President shall preside at all meetings of the Board of Directors. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Certificate of Incorporation, or by these By-Laws, or that may be prescribed by the Board of Directors. Except as otherwise expressly provided by law, by the Certificate of Incorporation, by these By-Laws, or by policy adopted by the Board of Directors, the President shall, in the name of the Corporation, execute such deeds, mortgages, bonds, contracts, checks or other instruments that may be authorized by the Board of Directors.

SECTION 7. DUTIES OF VICE PRESIDENT

In the absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers of, and be subject to all the restrictions imposed upon, the President. The Vice President shall have other powers and perform such other duties as may be prescribed by law, by the Certificate of Incorporation, or by these By-Laws, or as may be prescribed by the Board of Directors.

SECTION 8. DUTIES OF SECRETARY

The Secretary shall:

- a. Certify and keep at the principal office of the Corporation the original or a copy of these By-Laws, as amended to date;
- b. Keep at the principal office of the Corporation or at such other place as the Board may determine, a book of minutes of all meetings of the members, all meetings of the Directors, and, if applicable, meetings of committees of Directors, recording therein the date, time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present at the meeting, and the proceedings thereof;
- c. Ensure that all notices are duly given in accordance with the provisions of these By-Laws or as required by law;
- d. Be custodian of the membership ledger of the Corporation, the corporate records of the Corporation and of the corporate seal of the Corporation, if one is designated by the Board of Directors, and ensure that the seal is affixed to all duly executed documents, the execution of which on behalf of the Corporation under its seal is authorized or required by law, these By-Laws or by the Board of Directors;
- e. Exhibit at all reasonable times to any Director of the Corporation, or to his or her agent or attorney, on request therefor, the By-Laws and the minutes of the proceedings of the members or of the Directors of the Corporation; and

- f. In general, perform all duties incident to the office of the Secretary and such other duties as may be required by law, by the Certificate of Incorporation, or by these By-Laws, or that may be assigned to him or her from time to time by the Board of Directors.

SECTION 9. DUTIES OF TREASURER

The Treasurer shall:

- a. Supervise the charge and custody of all funds and securities of the Corporation, and the deposit of all such funds in the name of the Corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors;
- b. Keep and maintain, or cause to be kept and maintained, adequate and correct books and records of accounts of the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, retained earnings, and other matters customarily included in financial statements. The books of account shall be open to inspection by any Director at all reasonable times;
- c. Deposit or cause to be deposited all money and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Board of Directors;
- d. Disburse or cause to be disbursed the funds of the Corporation as may be authorized by the Board of Directors;
- e. Render to the President and Directors, whenever they request it, an account of all transactions of the Corporation; and
- f. Have other powers and perform such other duties as may be prescribed by the Board of Directors.

SECTION 10. COMPENSATION

The salaries of the officers, if any, shall be fixed from time to time by resolution adopted by the Board of Directors. In all cases, any salaries received by officers of the Corporation shall be reasonable and given in return for services actually rendered the Corporation that relate to the performance of the public purposes of the Corporation.

ARTICLE V LIABILITY

SECTION 1. STANDARD OF CARE

- a. Each Director and officer shall perform his or her respective duties as a member of the Board and/or as an officer in good faith, and with that degree of diligence, care and skill,

including reasonable inquiry, as an ordinarily prudent person would exercise under similar circumstances in like positions.

- b. In performing the duties of a Director, a Director shall be entitled to rely on information, opinions, reports or statements, including financial statements and other financial data, in each case prepared or presented by:
 - i. one or more officers or employees of the Corporation whom the Director believes to be reliable and competent in the matters presented;
 - ii. counsel, public accountants or other persons as to matters that the Director reasonably believes to be within such person's professional or expert competence; or
 - iii. a committee of the Board upon which the Director does not serve, as to matters within its designated authority, which committee the Director reasonably believes to merit confidence;

so long as in any such case, the Director acts in good faith with the degree of care specified in the paragraph '(a)' of this Section, and without knowledge that would cause such reliance to be unwarranted.

- c. Except with respect to assets held by the Corporation for use or used directly in carrying out the Corporation's purposes, in investing, reinvesting, purchasing, acquiring, exchanging, selling and managing the Corporation's investments, the Board shall avoid speculation, looking instead to the permanent disposition of the funds, considering the probable income, as well as the probable safety of the Corporation's capital. No investment violates this section if it conforms to provisions authorizing such investment contained in an instrument or agreement pursuant to which the assets were contributed to the Corporation.

SECTION 2. PROHIBITED TRANSACTIONS

(a) Loans. Except as provided herein, the Corporation shall not make any loan of money or property to a Director, officer, or employee, or to an employer of a Director, officer, or employee, or guarantee the obligation of, any Director, officer, or employee or family member of any Director, officer, or employee, provided, however, that the Corporation may advance money to a Director, officer, or employee of the Corporation for expenses reasonably anticipated to be incurred in performance of the duties of such Director or officer so long as such individual would be entitled to be reimbursed for such expenses absent that advance.

(b) Self-Dealing. Except as provided below, the Board shall not approve a 'self-dealing transaction.' A 'self-dealing transaction' is a contract or transaction to which the Corporation is a party and (i) in which one or more of the Directors or officers has a substantial financial interest, (ii) to which one or more of the Directors or officers is a party, or (iii) to which any other corporation, firm, association or other entity in which one or more of the Directors or officers are Directors or officers or have a substantial financial interest, is a party. A contract or transaction

between the Corporation and a member municipality relating to an LTCP Project shall not be considered a 'self-dealing' transaction. This provision shall not prohibit such a transaction if approved by the Board of Directors in accordance with Section 715 of the New York Not-for-Profit Corporation Law.

SECTION 3. NON-LIABILITY OF DIRECTORS AND OFFICERS

No Director or officer shall be personally liable to the Corporation in the Corporation's own behalf or for the benefit of the Corporation's creditors for damages for any breach of duty as a Director or officer; provided, however, that the foregoing shall not eliminate or limit the liability of a Director or officer if a judgment or other final adjudication adverse to such Director or officer establishes that such Director's or officer's acts were committed in bad faith or were the result of active and deliberate dishonesty and were material to the cause of action so adjudicated, or that such Director or officer personally gained in fact a financial profit or other advantage to which he or she was not legally entitled, or that such Director's or officer's acts would render the Director or officer liable under Section 719 of the New York Not-For-Profit Corporation Law.

SECTION 4. INDEMNIFICATION BY CORPORATION OF DIRECTORS AND OFFICERS

If a Director or officer of the Corporation is made, or threatened to be made, a party to any civil or criminal action or proceeding (including without limitation, actions or proceedings of an administrative or investigative nature) in any matter arising from the performance by such Director or officer of his or her duties for or on behalf of the Corporation, then, to the full extent permitted by law, the Corporation shall:

- a. Promptly upon written request to the Corporation by, or on behalf of, any Director or officer therefor, undertake the defense of any such action or proceeding for the benefit of such Director or officer, at the Corporation's expense, subject to the right granted to such Director or officer hereby to select legal counsel of his or her reasonable choice and/or to participate in his or her own defense, and subject also to receipt of the undertaking specified by paragraph (c) of section 723 of the New York Not-For-Profit Corporation Law, to repay such amount as, and to the extent required by, paragraph (a) of section 725 of the New York Not-For-Profit Corporation Law, as such statutes may be amended; and
- b. Indemnify such Director or officer for all sums paid by him or her in the way of judgments, fines, amounts paid in settlement, and reasonable expenses, including attorneys' fees actually and necessarily incurred as a result of such action or proceeding, or any appeal therein, subject to the proper application of credit for any sums advanced to the Director or officer pursuant to clause (a) of this section provided however, that the Corporation shall not be required to indemnify such Director or officer if the Director or officer is determined to be liable under Section 3 above.

Such right of indemnification shall be a contract right that may be enforced in any manner desired by such Director or officer. Such right of indemnification shall not be exclusive of any other right that such Director or officer may have or hereafter acquire. Without limiting the generality of the foregoing, such Director or officer shall be entitled to his or her rights of indemnification under the Certificate of Incorporation, any agreement, resolution of members,

resolution of Directors, provision of law or otherwise, as well as his or her rights under this bylaw.

SECTION 5. INSURANCE FOR INDEMNIFICATION OF DIRECTORS AND OFFICERS

To the extent not prohibited by the New York Not-For-Profit Corporation Law, the Corporation shall, by resolution, purchase and maintain insurance:

- a) To defend and indemnify the Corporation for any liability that it may incur as a result of the indemnification of Directors and officers; and
- b) To defend and indemnify Directors and officers against any liability, whether or not the Corporation would have the power to indemnify such Director or officer against such liability under the provisions of Section 722 of the New York Not-For-Profit Corporation Law.

The Corporation shall prepare and mail the statement or statements required with respect to such insurance that are required by Sections 725(c) and 726(d) of the New York Not-For-Profit Corporation Law.

ARTICLE VI COMMITTEES

SECTION 1. COMMITTEES

The Corporation shall have committees as may from time to time be designated by resolution of the Board of Directors. Such committees may consist of persons who are not also members of the Board. These committees shall act in an advisory capacity to the Board only, shall not vote in any Board action and shall be clearly titled as advisory committees.

(a) The Board of Directors shall establish an Audit Committee, which shall include at least three independent Directors. Members of the audit committee shall be familiar with corporate financial and accounting practices. It shall be the responsibility of the committee, in part, to recommend to the Board the hiring of a certified independent accounting firm for the corporation, establish the compensation to be paid to the accounting firm, and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes.

(b) The Board of Directors shall establish a Governance Committee which shall include at least three independent Directors. It shall be the responsibility of the members of the Governance Committee to keep the board informed of current best governance practices; to review corporate governance trends; to recommend updates to the Corporation's corporate governance principles; to examine ethical and conflict of interest issues; to perform board self-evaluations; and to recommend by-laws which include rules and procedures for conduct of board business.

(c) The Board of Directors shall establish a Finance Committee which shall include at least three independent Directors. It shall be the responsibility of the members of the finance committee to

review proposals for the issuance of debt by the authority and its subsidiaries and make recommendations.

(d) The Board of Directors may establish a Technical Committee, to 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 pertaining to management of wastewater and stormwater.

ARTICLE VII GRANTS ADMINISTRATION

SECTION 1. PURPOSE OF GRANTS

This Corporation shall have the power to make grants and to render other financial assistance for the purposes expressed in the Certificate of Incorporation of the Corporation.

ARTICLE VIII MISCELLANEOUS

SECTION 1. INTERPRETATION

To the extent that any provision of these By-Laws may conflict with any provision of the Certificate of Incorporation, the Certificate of Incorporation shall govern.

SECTION 2. CERTAIN LAWS MADE APPLICABLE

The Corporation shall at all times be bound by, and subject to the following laws:

- a) The New York State Open Meetings Law (Public Officers Law, Article 7), as amended, to the same extent as a 'public body';
- b) Sections 64, 67, 69-a, 70, 73(5) and 76 of the New York State Ethics in Government Act (Public Officers Law, Article 4), and sections 87 and 89(3) of the New York State Freedom of Information Law (Public Officers Law, Article 6), as amended, to the same extent as an agency.
- c) The Corporation shall comply with the requirements of the Public Authorities Accountability Act as they apply to a local authority.
- d) The Corporation shall comply with the requirements of the New York Not-for-Profit Corporation Law as they apply to a Local Development Corporation.

ARTICLE IX DEFINITIONS

As used in these By-Laws, the following terms shall have the meanings set forth below.

(A) “Albany” means the City of Albany, which is represented as to all matters arising with respect to the Corporation, by the Albany Water Board.

(B) “Albany Pool Communities” or “members” means Albany, Cohoes, Green Island, Troy, Rensselaer, and Watervliet.

(C) “Cohoes” means the City of Cohoes, New York.

(D) “Corporation” means the Albany CSO Pool Communities Corporation.

(E) “CSO” means combined sewer overflow.

(F) “Green Island” means the Village of Green Island, New York.

(G) “IMA” means the Combined Sewer Overflows Long Term Control Plan Inter-Municipal Agreement for Phase II: Implementation, executed by the members, as parties to the IMA, on February 25, 2015.

(H) “Long Term Control Plan” or “LTCP” means 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, as both were approved by the NYSDEC on January 15, 2014 by letter from Koon Tang of the NYSDEC to the Albany Pool Communities, 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.

(I) “LTCP Project Costs” means the cost of the projects identified in the approved LTCP, as those costs are defined in the IMA.

(J) “NYSDEC” means the New York State Department of Environmental Conservation.

(K) “Consent Order” means the administrative Order on Consent between the Albany Pool Communities, the Albany and Rensselaer County Sewer Districts, and NYSDEC, dated January 15, 2014, including all appendices thereto, and any revisions, amendments, or other modifications thereto, as may be approved in writing by the members, as respondents under the Consent Order, and NYSDEC from time to time.

(L) “Member” means any single member of the Corporation.

(M) “Planning Commission” means the Capital District Regional Planning Commission, having an office at One Park Place, Suite 102, Albany, New York 12205.

(N) “Rensselaer” means the City of Rensselaer, New York.

(O) “Self-dealing transaction” is a contract or transaction to which the Corporation is a party and (i) in which one or more of the Directors or officers has a substantial financial interest, (ii) to which one or more of the Directors or officers is a party, or (iii) to which any other corporation, firm, association or other entity in which one or more of the Directors or officers are Directors or officers or have a substantial financial interest, is a party.

(P) “State” means the State of New York.

(Q) “Troy” means the City of Troy, New York.

(R) “Watervliet” means the City of Watervliet, New York.