

Albany Pool CSO Communities Corporation
Board of Directors Meeting
July 9, 2015, 10:00am
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
Mike Miller – Albany Pool Joint Venture Team (CHA)
Dan Lowenstein - Albany Pool Joint Venture Team (Arcadis)
Greg Bold - Albany Pool Joint Venture Team (CDM Smith)
Gary Nathan – City of Cohoes
Bill Simcoe – City of Albany
Chris Wheland – City of Troy
Neil Bonesteel – City of Troy
Rich Lyons – Albany County Sewer District
Gerry Moscinski – Rensselaer County Sewer District
Tim Murphy – Albany County Sewer District
Jeremy Smith – City of Watervliet
Tony Manfredi – City of Rensselaer
Mark Hendricks – City of Rensselaer
Maggie Alix – Green Island

I. Call to Order/Roll Call

President Rich Lyons called the meeting to order at 10:00 AM.

II. Reading and Approval of Minutes of June 11, 2015

The minutes were distributed before the meeting and there were no changes made.

Action Taken

Chris Wheland made a motion to approve the meeting minutes and Bill Simcoe seconded. The motion was approved unanimously.

III. Distribution of Board Binders

The binders will be distributed at the next meeting after all policies are approved. Some of the Board members requested the policies be available in electronic format. Martin will distribute these polices and post them to the website.

IV. Collection of the Annual Statement of Financial Disclosure

The Annual Statement of Financial Disclosure is a legal requirement by NYS Municipal Law for Officers and Board members of the Corporation. Martin will collect all the disclosure forms and Maggie Alix will deliver the originals to the Albany County Legislature's Board of Ethics. CDRPC will keep a copy on file as well.

Note: Following the meeting Martin met with Maggie and volunteered to drop off the forms as the cover letter for the forms needed to be updated and copies needed to be made.

V. Revision of Procurement Policy

The Procurement Policy was passed at the June 11 LDC Board Meeting. The Board requested the policy be amended to include an MWBE policy and an amended threshold amount for receiving quotes. The draft MWBE policy was modeled upon the Albany County Sewer District and the threshold requiring three written quotes for the procurement of supplies, materials, services or equipment, and professional service contracts was raised from \$500 to \$1500.

The Governance Committee previously met to review the policy and passed it along to the full board with a recommendation to adopt.

Action Taken

Gary Nathan made a motion to approve the revisions to the Procurement Policy and Maggie Alix seconded. The motion was approved unanimously.

VI. Revisions of the Fiscal Policy

The Fiscal Policy was passed at the June 11 LDC Board Meeting. The Board requested the policy be amended to include a threshold for payment approval under contracts for professional services, payment under contracts for the implementation of LTCP projects and payment for supplies, materials, non-professional services, or equipment. The proposed policy revision establishes a \$1500 threshold for board approval of a disbursal.

The Governance Committee previously met to review the policy and passed it along to the full board with a recommendation to adopt.

Action Taken

Chris Wheland made a motion to approve the revisions to the Fiscal Policy and Gary Nathan seconded. The motion was approved unanimously.

VII. Salary and Compensation of Officers Policy

The Salary and Compensation Policy establishes there is no salary or compensation for officers of the Board.

The Governance Committee previously met to review the policy and passed it along to the full board with a recommendation to adopt.

Action Taken

Jeremy Smith made a motion to approve the Salary and Compensation of Officers Policy and Chris Wheland seconded. The motion was approved unanimously.

VIII. Guidelines, Selection, Appointment, and Review of Officers Policy

In accordance with the Committee Charter, the Governance committee shall develop and provide recommendations to the Board on performance evaluations, including coordination and oversight of such evaluations of the board, its committees and senior management in the Corporation's governance process, including Officers of the Board. The Governance Committee shall be guided by standards and guidance in the Corporation's Mission Statement, the Corporation's By-Laws, standards applicable to officers under the New York Not-for-profit Corporation law and the New York Public Authorities law, and relevant guidance of the NYS Authorities Budget Office.

The Governance Committee previously met to review the policy and passed it along to the full board with a recommendation to adopt.

Action Taken

Maggie Alix made a motion to approve the Guidelines, Selection, Appointment, and Review of Officers Policy and Gary Nathan seconded. The motion was approved unanimously.

IX. Open Meetings Law Notice and Posting Policy

A draft Open Meetings Law Notice and Posting Policy was distributed to the board. Official meetings of the LDC Board are for the purpose of conducting public business and are open to the public. All meeting notices will be posted by CDRPC on their website. CDRPC will distribute meeting notices to each of the IMA Board members. CDRPC will send meeting announcements via email to the Times Union and Troy Record.

Each of the board members shall post notices of all meetings in a location that is accessible and visible to the public and in an appropriate place on their websites. These postings should be posted no less than 3 business days in advance of a scheduled meeting. The policy is consistent with the requirements established by the Authority Budget Office. With the exception of the entity name, the Open Meetings Law Notice and Posting Policy is exactly as the policy the IMA Board passed.

The Governance Committee previously met to review the policy and passed it along to the full board with a recommendation to adopt.

Action Taken

Jeremy Smith made a motion to approve the Open Meetings Law Notice and Posting Policy and Chris Wheland seconded. The motion was approved unanimously.

X. Investment Policy and Procedures

Investments shall conform to all applicable Federal, State, City, local contractual and other legal requirements. The policy was drafted by the legal team and reviewed by the

financial advisor. The policy establishes a limited scope of investments: insured cash deposits and certificates of deposit only, in effort to simplify deposits, disbursements, and management of the Corporation's finances and maintain liquidity.

The Governance Committee previously met to review the policy and passed it along to the full board with a recommendation to adopt.

Action Taken

Gary Nathan made a motion to approve the Investment Policy and Procedures and Bill Simcoe seconded. The motion was approved unanimously.

XI. FOIL, Procurement, and Ethics Officers

The Records Officer is responsible for insuring that the Corporation responds appropriately to public requests for access to records.

The Ethics Officer is designated to receive reports of violations of the Corporation's Code of Ethics or other instances of potential wrongdoing within the Corporation under the Corporation's Whistleblower Policy and under the Corporation's Code of Ethics and Conflict of Interest Policy.

The Procurement Officer shall assist the Corporation in its compliance with the Corporation's adopted Procurement Policy.

The Project Manager from CDRPC will be named as designated FOIL, Procurement, and Ethics Officer.

The Governance Committee previously met to review the appointments and passed them along to the full board with a recommendation to adopt.

Action Taken

Bill Simcoe made a motion to approve the FOIL, Procurement and Ethics Officer and Maggie Alix seconded. The motion was approved unanimously.

XII. Executive Session

Bill Simcoe made a motion to enter into Executive Session at 10:30am to discuss procurement and contracts and Gary Nathan seconded.

Bill Simcoe made a motion to come out of Executive Session at 11:15am and Maggie Alix seconded. The motion was approved unanimously.

XIII. Other Business

There was an article published in the Times Union Monday, July 6 on the efforts to clean up the Hudson River. The article was also posted on the County Executive's Facebook page.

CDRPC provided assistance to the City of Albany to apply for a \$50,000 Estuary Program grant for a Green Infrastructure Feasibility study of Credit Banking and Stormwater In-Lieu-Of-Fee Program.

CDRPC is in the process of re-applying to NYS DOS for a scaled down Green Infrastructure Technical Guidance and Code Audit program. CDRPC is also providing assistance to the ACSD to apply for a WQIP grant for regulators and weir improvements in Cohoes, Watervliet and Green Island. Model letters of support for these two projects have been sent to the communities. Communities have been encouraged to put these letters on their own letterhead, and modify them if they see fit, and to send the letters back to Martin.

There has been no word from EFC on the status of SEQRA at this point. Steve Gordon spoke to EFC a couple of weeks ago regarding SEQRA and NEPA questions. Further discussion will take place but the legal team is optimistic a favorable resolution is coming soon.

Project Updates

N. Swan Street Park – there was a ribbon cutting a few weeks ago. The project is well ahead of schedule, but because DGS has not closed out the final contract for construction there is no mechanism for certifying completion. Bill will notify us when the contract is closed out and we can certify completion and operational start up.

Quail St. – Waiting for National Grid to replace gas main lines to begin construction but casting of stormwater structures has already begun.

Monument Square – the survey work has been completed. In the process of getting design work done. When the city has had the opportunity to view the preliminary design they will notify Martin and he will try and coordinate a meeting to DEC so we can share progress and sort out any potential issues early on.

Rte. 32 Green St. – When the city has had the opportunity to view the preliminary design they will notify Martin and he will try and coordinate a meeting to DEC so we can share progress and sort out any potential issues early on.

The deadline for the completion of west side maintenance and inspection plans is December 1, 2015. West side communities are responsible for these plans in the order and are listed individually. If any of the communities need assistance developing their plans they should reach out to Martin immediately and the technical team.

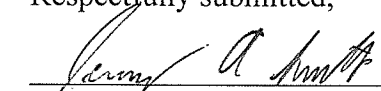
Mark Hendrick from the City of Rensselaer will be taking over for Charles Moore on the LDC Board. Tony Manfredi has been named as the designee and Mark as the alternate. Mayor Dwyer has sent a letter regarding the change. The bylaws require a 7-day notice, thus the Board may take action at the next meeting.

XIV. Adjournment

Gary Nathan made a motion to adjourn the meeting and Maggie Alix seconded. The motion was approved unanimously. The meeting ended at 11:45.

The next meeting is scheduled for Thursday, August 13, 2015 at 9:00 AM.

Respectfully submitted,


Secretary