

# ALBANY CSO POOL COMMUNITIES CORPORATION

C/O Capital District Regional Planning Commission  
One Park Place, Suite 102 | Albany, New York 12205 (518) 453-0850 | (518) 453-0856, fax |  
www.cdrpc.org

## Minutes of Board of Directors Meeting

Thursday, December 13, 2018

9:30am

### **Board Members Present:**

Bill Simcoe – City of Albany  
Tom Dufresne – City of Albany  
Sean Ward – Village of Green Island  
Jeremy Smith – City of Watervliet  
Chris Wheland – City of Troy  
Mark Hendricks – City of Rensselaer  
Garry Nathan – City of Cohoes

### **Also Present:**

Martin Daley – CDRPC Staff  
Mark Castiglione – CDRPC Staff  
Joshua Tocci – CDRPC Staff  
Tom White – CDRPC Staff  
Amy Pedrick – West and Co.

### **I. Call to Order/Roll Call**

Bill Simcoe called the meeting to order at 9:30am.

### **II. Reading and Approval of Minutes of November 11, 2018**

The minutes were distributed before the meeting. No changes were made.

### **Action Taken**

Sean Ward made a motion to approve and accept the minutes and Garry Nathan seconded. The motion was approved unanimously.

### **III. Report from the Governance Committee**

Martin Daley gave an overview of the Board evaluations. All members of the Board completed and submitted the evaluations, which showed two areas of slight concern;

- Improvement is needed in mitigating risk for the Corporation
- Improvement in creating measurable goals is needed

The Governance Committee has recommended that the evaluations be accepted.

#### **Action Taken**

Jeremy Smith motioned to accept the evaluations. Sean Ward seconds and the motion is accepted unanimously.

- a. Martin Daley gave an overview of the proposed Workplace Violence policy. The Governance Committee recommended that the policy be accepted.

#### **Action Taken**

Sean Ward motions to adopt the policy and Chris Wheland seconds. The policy was adopted unanimously.

- b. Martin Daley gave an overview of the Discrimination and Harassment Policy. The Governance Committee recommended that the policy be tabled and re-voted on when two separate, new policies could be presented and reviewed. Sean Ward suggested that the Board vote to allow the Chair to sign the new policy when it is presented to him and be ratified by the Governance Committee and the Board at the next meeting. This would be done so that the Corporation will have a policy in place for the time being and will not have to further delay adopting a Sexual Harassment policy.

#### **Action Taken**

Sean Ward motioned to authorize the Chair to accept a policy when it is presented to him at the next meeting. Garry Nathan seconds and the motion is approved unanimously.

### **IV. Report from the Audit Committee**

Martin Daley gave an overview of the audit report given by Amy Pedrick at the Audit Committee meeting. Amy Pedrick made herself available for questions. No questions were asked. The Audit Committee recommended that the audit be accepted

#### **Action Taken**

Garry Nathan motioned to accept the audit. Mark Hendricks seconds the motion and the audit was accepted unanimously.

**V. Report from the Finance Committee**

Martin Daley provided an overview of the Finance Committee's report, and the closing of the Corporation's Financial Reports as of 9/30/18.

**Action Taken**

Garry Nathan motioned to accept the Finance Committee's report, and Jeremy Smith seconded the motion. The report was accepted unanimously, and the reports were closed.

**VI. Financial Report**

Tom White gave an overview of the Corporation's finances for 2018.

**Action Taken**

Tom Dufresne motions to accept the report. Sean Ward seconds and the report is accepted unanimously.

**VII. IRS 990 filing & New York State Charities' CHAR500 filing**

Martin Daley gives an overview of both the 990 and CHAR500 tax forms.

**Action Taken**

Sean Ward made a motion to authorize the Board President and Treasurer to execute the forms and Garry Nathan seconded. The motion passed unanimously.

**VIII. Annual Report**

Martin Daley provided a review of the annual report which included background information, the corporation financial report, information on where records are stored, corporation financial plan, Board / Committee members, descriptions of services procured and project milestones. What projects were completed during the year, summaries of grants and outside financing. Procurement and goals and measurements are also part of the report.

**Action Taken**

Jeremy motions to approve and authorize staff to upload report. Sean Ward seconds. The motion passes unanimously.

**IX. Vendor Invoices**

Martin Daley provided an overview of invoices.

- Grammercy Communications, #1941, for APW-07, Public Notification System: \$4,296.25

- Beveridge & Diamond, #199936, for C-2 Special Counsel: \$535.50
- Whitman Osterman & Hanna, #109431, for C-5 General Counsel: \$343.00

**Action Taken**

Chris Wheland motioned to pay the invoices when funds become available and Jeremy Smith seconds and the motion is passed unanimously.

**X. IMA Status of Credit Acceptance**

Martin provided an overview of the completed IMA document. The IMA document provides for two repayment programs: for the cash credits, payments due through the corporation for immediate settlement; for debt service an agreement to pay between communities that owe debt to those making debt service payments. Although the IMA calls for incremental payments on a debt schedule to satisfy ongoing obligations municipalities may work out and memorialize a lump sum payment to satisfy debt obligations.

**XI. Hodgson Russ Contract Assignment**

Martin provided an overview of the contract assignment. The contract allowed Hodgson Russ to meet the EFC requirements.

**Action Taken**

Sean Ward made a motion to authorize the President to execute the contract and Garry Nathan seconded. The motion passed unanimously.

**XII. Other Business**

EFC has determined that the Post construction monitoring program costs will not be eligible for disbursement. The agency has conveyed that sampling and modeling program costs performed to establish the LTCP may be eligible. Staff will work to complete a financial record of these costs so they can be made eligible.

On December 10, 2018 DEC provided the “west bank” communities with comments on their Asset Management Plans (AM)). Staff and the engineering team are working on a comment response letter to DEC – which will need to be submitted no later than 2/10/19. There is some concern about whether the Order obligates the communities to engage in AMP programs. As the LTCP was written, and negotiated into the Order, the communities were obligated to deliver approvable Plans to the Department. Staff and the engineering consultants will work to ensure the plans meet the Approvable standard and consult special or general counsel if necessary. Staff opined that the Order cannot mandate Asset Management Programs, and any Program is not enforceable under the order.

The discussed Board authorizing Bill Simcoe and Martin to engage Beverage and Diamond if needed to determine the scope and a cost estimate for communicating with DEC about the Asset Management Plan. After the creation of a response memo to DEC, or at the next meeting, more discussion will be had on the matter.

Sean Ward made a motion to authorize the President to discuss a limited scope proposal on AMP response with special council and Garry Nathan seconded. The motion passed unanimously.

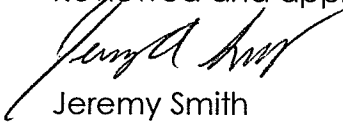
**Adjournment**

Chris Wheland made a motion to adjourn the meeting and Sean Ward seconded. The motion was approved unanimously.

Respectfully submitted,

Joshua Tocci  
CDRPC Intern

Reviewed and approved by

  
Jeremy Smith  
Board Secretary