

# 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 Tuesday, February 19, 2019

#### 10:00 am

#### **Board Members Present:**

Bill Simcoe – City of Albany

Jeremy Smith – City of Watervliet

Chris Wheland – City of Troy

Garry Nathan – City of Cohoes

#### **Also Present:**

Mike Miller – APJVT

Gerry Moscinski – Rensselaer County Sewer District

Angelo Gaudio – Albany County Water Purification District

Mark Castiglione – CDRPC Staff

Amy Weinstock – CDRPC Staff

Tom White – CDRPC Staff

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

Bill Simcoe called the meeting to order at 10:22am.

#### **II. Reading and Approval of Minutes of January 10, 2019**

The minutes were distributed before the meeting. Change #8 Project SEQR to type 1 coordinated review. Jeremy Smith's name was spelled incorrectly. Both will be changed.

#### **Action Taken**

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

### III. Appointment of Designees and Alternates from City of Cohoes

A letter was presented to the Board from the Mayor of Cohoes, designating Garry Nathan as the City of Cohoes designee to the IMA Board and Robin Reynolds as an alternate.

Article 4 of the Albany Pool Communities' Inter-Municipal Agreement (IMA) establishes the roles and responsibilities of the Albany Pool Communities' IMA Board.

SECTION 4.1 BOARD OF DIRECTORS. The Parties to this Agreement hereby establish a Board of Directors ("IMA BOARD"), which shall be comprised of the Chief Elected Officials of Cohoes, Green Island, Rensselaer, Troy, and Watervliet; and the Chair of the Albany Water Board. Each of the Directors may appoint a designee to represent the Director on the Board.

The Albany Pool Communities have also established a Local Development Corporation to act in the interest of the Pool.

The Local Development Corporation Board of Directors is comprised of the following municipalities: the City of Albany by the Albany Water Board, the City of Cohoes, the Village of Green Island, the City of Troy, the City of Rensselaer, and the City of Watervliet. 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. A Chief Elected Official may designate any person to act on his or her behalf as a representative of his or her member municipality.

I hereby designate Garry Nathan as the City of Cohoes designee to the IMA Board with Robyn Reynolds .

I hereby designate Garry Nathan as the City of Cohoes designee to the Local Development Corporation Board with Robyn Reynolds as an alternate.

There are no terms to the designee appointments and the designees will serve at the pleasure of my office.

#### **Action taken:**

Jeremy Smith motioned to accept the resolution (as written below) to designate Garry Nathan as the City of Cohoes designee to the IMA Board and Robin Reynolds as an alternate. Chris Wheland seconded the motion. The motion was passed unanimously.

#### **IV. Financial Report as of 12/31/18**

Tom White provided an overview of the Finance Committee's report, and the closing of the Corporation's Financial Reports as of 1/31/2019.

#### **V. Duties of the Treasurer in the Treasurer's absence**

Mark Castiglione presented a letter Tom Dufresne had submitted to Martin explaining that he can not participate in meetings for the next 4 weeks. (Letter attached). As a temporary solution, the President will serve as an approver of vouchers in the Treasurer's absence. Also, the Administrator will be able to sign checks in the Treasurer's absence. In the future, an amendment to bi-laws may be needed to pre-authorize such activities should the Treasurer be unable to again.

##### **Action Taken**

Jeremy Smith motioned to accept the alternate process of the President signing vouchers and Administrator signing checks in the absence of Treasurer Dufresne. Garry Nathan seconded the motion. The motion was passed unanimously.

#### **VI. Vendor Invoices**

Tom White presented the Board with invoices totaling \$51,405.90 for payment approval.

- West & Co. in the amount of \$3,250 for C-7 Audit & Tax.
- CDRPC in the amount of \$39,341.68 for C-1 Program Management.
- Grammercy in the amount of \$6,695.00 for APW-07 Public Notification System
- Grammercy in the amount of \$1,758.75 for APW-07 Public Notification System.
- Whiteman, Osterman & Hanna in the amount of \$360.47 for C-5 General Counsel.

##### **Action Taken**

Jeremy Smith motioned to accept the Board approval of invoice payment. Chris Wheland seconded the motion. The motion was passed unanimously.

## **VII. Project Updates**

- The Orange Street project is still open and they are still doing work on it.
- The Beaver Creek Clean River Project had a special Board Meeting in January, and will be having another one later this week. They are doing coordinated reviews of the project as it progresses.
- A meeting with held with the Neighborhood Association and another one will be held soon with 3<sup>rd</sup> Street residents. Working on modeling now, and that should take 2-3 weeks.
- The Vliet Street projects are done. The documents are all together to pay off the grant. Just need to get the utilization and approval form from DEC again.
- Troy is finalizing the Hoosick Street Project. Paperwork from EFC and DEC are all ok. Still waiting for DOT permit.
- The 123<sup>rd</sup> /124<sup>th</sup> Street separation should be completed by end of 2019. Time shifted because they are just shutting down bike trail for a month to divert the unnamed stream to another one to ease flooding.

## **VIII. IMA Status Reminder**

- Cohoes and Troy still need their final executed versions. After those are received, we will have all the required paperwork to submit by the March 1, 2019 deadline. Both Counties say the paperwork is ready and just needs to be submitted.

## **IX. EFC Call recaps – Albany and Troy**

- More proactive schedule of meeting are being held bi-weekly with the EFC to keep track of all projects.
- The EFC Audit- more paperwork is being requested. All other requested paperwork has already been submitted.

## **X. Other Business**

- Albany has a new Minority Business Officer.
- Resolution to square away signatories at Pioneer Bank (Mark Castiglione and Bill Simcoe) were certified by the Treasurer.

## Municipal Corporate Depository Certificate

TO: Pioneer Commercial Bank (herein called the "Bank")

TIN 47-4385432

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• **CERTIFICATE**

- MUNICIPALITY: I hereby certify that I am the \_\_\_\_\_ of ALBANY <sup>CSO</sup> POOL COMMUNITIES CORPORATION (herein called the "Municipality"). a municipality duly organized validly existing and in good standing under the laws of the State of New York and further *certify* that the following is a full and true copy of Resolutions in full force and effect which were *duly* adopted (a) at a meeting of the Board of Directors / Trustees of the Municipality, *duly* held pursuant to notice and at which a quorum was present and acting throughout, or (b) by unanimous written action/consent, In accordance with applicable laws, duly signed by all members of the Board of Directors / Trustees: and said proceedings and the Resolutions adopted thereby are in conformity with and do not in *any* respect contravene the provisions of applicable statutes, the Articles of Incorporation, Corporate Charter, Code of Regulations, or Bylaws of the Municipality.

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MARK A. CASTIGLIONE

- WILLIAM D. SIMCOE  
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### RESOLUTION

- RESOLVED: That the Bank be a depository of this Municipality, that funds deposited with Bank *may* be withdrawn by checks, drafts, notes, bills of exchange, trade acceptances, orders or receipts Issued in the name of the Municipality, signed by *any* one or more Officers, members, or managers of the Municipality or by any one or more persons, whether or not an Officer, member, or manager of the Municipality, identified on signature cards delivered to the Bank from time to time ("Authorized Officers"); that Bank *may* accept the Instructions of *any* Authorized Officer for the transaction of all other business In connection with said funds; and that the Bank *may* conclusively assume that each Authorized Officer shall continue as such until receipt by the Bank of written notice to the contrary, such notice to be given to each office of the Bank In which *any* account of this Municipality *may* be maintained. The Bank is authorized to rely on the signature of *any* one authorized signer to transact business. notwithstanding any contrary direction or notation on or In *any* business documentation on file with the Bank.
- RESOLVED: That the facsimile signature of any Authorized Officer *may* be affixed to any item by *any* mechanical device and Bank is hereby authorized to rely upon and to accept as genuine all such facsimile signatures, and/or such signatures that resemble the facsimile signatures, without *any* duty to determine the genuineness thereof or whether or not the affixing thereof has been authorized by this Municipality or by the person whose name is so affixed.
- RESOLVED: That Bank is hereby authorized *to* honor and pay all such Instruments and also to receive the same for the credit of or in payment from the payee of *any* other holder when so signed, without Inquiry as to the circumstances of their issue or the disposition of their proceeds, whether drawn to the Individual order of or tendered in payment of Individual obligations of *any* Authorized Officer or of any other officer, employee, member, manager or agent of

Municipality, or otherwise.

- RESOLVED that all checks, drafts, notes, bills of exchange, trade acceptances or orders for payment of money belonging to Municipality, may be endorsed in blank, or otherwise, on behalf of Municipality, by a manual endorsement, rubber stamp, or otherwise, with or without designation of the one making same, whether such endorsement be for the purpose of effecting a transfer or a deposit for collection or credit, and Bank is authorized to honor and pay or purchase and pay for such instruments and also to receive the same for the Individual credit of or in payment of the Individual obligation of *any* Authorized Officer, or *any* other officer, employee, member, manager or agent of Municipality, or any other holder, without inquiry as to the circumstances of endorsement or the disposition of the proceeds, and Municipality hereby guarantees to Bank the payment of all such instruments so received by Bank as well as those Instruments deposited on behalf of Municipality for collection or credit without its endorsement appearing thereon.
- RESOLVED: That all present and future rules and regulations of Bank governing accounts are hereby assented to and shall be binding upon Municipality; that *any* statements, unpaid Items, cancelled vouchers or checks *may* be delivered to Municipality by mailing the same to the last known address of the Municipality as shown by the records of the Bank or by delivering the same to *any* Authorized Officer or
- any officer, employee, member, manager or agent of Municipality, and any and all such deliveries by Bank shall constitute good and valid deliveries to Municipality.
- RESOLVED: That *any* Authorized Officer is authorized and empowered to apply to Bank for the use of its Night Depository Facilities, including automated teller machines, and in connection with such use to execute and deliver to Bank such agreements containing such terms and provisions as Bank may require, and in the event any such agreement contemplates that bags of Municipality found by Bank in any of its night depository receptacles are to be received and receipted for by Municipality, then any Authorized Officer is authorized and empowered to receive and receipt for any such bags and to (i) designate any additional person or persons who shall each be authorized to receive and receipt for any such bags; (ii) in writing revoke the authority of any persons so designated; and (iii) *certify* the name of each such designated person to Bank together with a specimen signature of such person.
- RESOLVED: That any Authorized Officer is hereby authorized to open safekeeping accounts, or give any instructions to Bank for the transfer of funds and for the purchase, sale, delivery, exchange, or other disposition of *any* stocks, bonds, acceptances, certificates of deposit, or other securities and foreign exchange or the proceeds thereof, or purchase services to be performed or made available by Bank, and *may* execute and deliver to the Bank in connection therewith any appropriate agreement, contract, Instrument, Indemnity agreement, assignment, or endorsement in the name of the Municipality.
- RESOLVED: The Bank shall be promptly notified in writing by the Municipality of any amendments, modification, or rescission of this Resolution, such notice to be given to each office of the Bank in which any account of the Municipality may be maintained and until such notice is actually received this Resolution and the authority conferred hereby shall remain in full force and effect and the Bank shall be indemnified and saved harmless from any loss suffered or liability incurred by it in continuing to act in pursuance of this Resolution.
- RESOLVED: That all controversies and questions concerning the

intendment and legal effect of any provisions of this Resolution shall be governed by and construed under in accordance with the laws of the State of New York.

- RESOLVED: That the Authorized Officer, member or manager of the Municipality are hereby authorized and instructed to furnish to the Bank a certified copy of this Resolution and signature cards with all authorized signatures, and whenever *any* change In authorized signatures Is made, certify the Resolution effecting such change to the Bank, and furnish any new signature cards necessary.
- IN WITNESS WHEREOF, I (we) have hereunto set *my* hand and affixed the corporate seal, if applicable, at \_\_\_\_\_, \_\_\_\_\_ this \_\_\_\_\_ day of \_\_\_\_\_ 20\_\_\_\_.

### Action Taken

Jeremy Smith made a motion to approve the Resolution and Garry Nathan seconded the motion. The motion was approved unanimously.

### XI. **Adjournment**

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

Respectfully submitted,

Amy Weinstock  
Office Manager

Reviewed and approved by

Jeremy Smith  
Board Secretary