

**HUDSON RIVER-BLACK RIVER REGULATING DISTRICT
BOARD MEETING –DECEMBER 14, 2010
WATERTOWN, NY– 10:00 A.M.**

CALL TO ORDER

Chairman Klein called the regularly scheduled meeting to order at 10:00 A.M.

PLEDGE OF ALLEGIANCE

ROLL CALL

Present: Chairman Philip W. Klein; First Vice Chair David Berkstresser and Board members; Michael F. Astafan, Albert J. Hayes and Mark M. Finkle; Acting Executive Director and Hudson River Area Administrator Michael A. Clark; General Counsel Robert P. Leslie; Chief Engineer Robert S. Foltan; Chief Fiscal Officer Richard J. Ferrara; Black River Area Administrator Carol L. Wright; and other Regulating District staff.

Excused: Paul J. Cornell and Thomas Stover

INTRODUCTION OF NEW BOARD MEMBER

Chairman Klein said the Board welcomes Mr. Mark M. Finkle from Gloversville who was appointed to the Board by Governor David A. Paterson.

MOTION TO ADOPT MEETING AGENDA

A motion was made by Mr. Berkstresser to revise the meeting agenda by adding the Resolution to Approve the Second Amendment to Contract C032007 with GEI Consultants, Inc. to Extend the Expiration Date. Mr. Astafan seconded it and the motion was unanimously approved.

MOTION FOR EXECUTIVE SESSION

There was no motion for Executive Session.

PUBLIC COMMENT PERIOD

There were no speakers.

APPROVAL OF MEETING MINUTES

Mr. Astafan moved to approve Regular Board Meeting minutes of November 9, 2010. Mr. Hayes seconded it and the motion was unanimously approved.

ACTING EXECUTIVE DIRECTOR REPORT

Mr. Clark presented his report to the Board.

COMMITTEE BUSINESS

(a) Permit System –Mr. Hayes

(1) Old Business – None

(2) New Business

Mr. Hayes asked Mr. Clark the status of the Permit System Renewals for Great Sacandaga Lake. Mr. Clark stated that they are ready to be mailed the first week in January 2011. The Board indicated there was no reason to wait until January 2011 and that the Permit System Renewals should be mailed within the coming week to all permit holders.

(b) Governance – Mr. Astafan

Mr. Astafan asked that Governance Committee business be moved to the full Board.

(1) Old Business - None

(2) New Business

(A) Approval of 2011 Board Meeting Dates & Locations – Mr. Clark

Mr. Berkstresser moved to approve the 2011 Board Meeting Dates & Locations. Mr. Hayes seconded it and the motion was unanimously approved.

(B) Third Reading of Revised Management/Exempt Employees' Guidelines – Mr. Clark

Mr. Astafan reported that this is the third reading of the Revised Management/Exempt Employees' Guidelines and asked if the Board had any questions regarding the revisions, specifically the elimination of Bereavement Leave. Mr. Hayes stated that the CSEA Union Contract does provide union employees with five days bereavement leave and questioned whether there has been an abuse of this leave that would cause the elimination in the Management Exempt Guidelines. Mr. Clark said that the revisions were made to reflect the new Collective Bargaining Agreement with CSEA regarding holidays, wherein the union gave back a holiday and made another one a floater. He stated the revisions were made to bring the Management/Exempt Guidelines in line with Management/Confidential policies that all State Agencies have. Mr. Clark noted an amendment was made wherein sick; vacation and personal time can be taken in one (1) hour increments instead of half day increments. Mr. Clark indicated that he was unaware of any abuse of bereavement leave. Mr. Astafan asked if there was any discussion among sr. staff to reduce the bereavement leave and personal leave from five (5) days to three (3) days. Mr. Clark said personal leave was not discussed; however there were discussions to reduce instead of eliminate all the bereavement leave.

A motion was made by Mr. Berkstresser to approve the Resolution to adopt the Revised Management/Exempt Employees' Guidelines. It was seconded by Mr. Astafan. Mr. Hayes voted against. The motion passed 4-1, with no abstentions.

(C) Resolution to Approve 9th Amendment to Contract C022004 – Mr. Leslie

Mr. Leslie said the Resolution is with regard to the contract with Brown & Weinraub's representation of the Regulating District in the matters with Niagara Mohawk assessment challenges and the ongoing Federal case, which was recently dismissed, but is under appeal. Mr. Leslie said special counsel Cherubin has expressed a need for an increase in the not to exceed portion of the contract to conclude the assessment challenge and the Federal appeal.

Chairman Klein noted that General Counsel recommends the Board approve this resolution.

A motion was made by Mr. Astafan to adopt the Resolution to Approve a Ninth Amendment to the Legal Services Contract in Connection to Ongoing Litigation with Niagara Mohawk Power Corporation. It was seconded by Mr. Berkstresser and the resolution was unanimously approved.

(D) Resolution to Approve Extension to Contract C102009 – Mr. Leslie

Mr. Leslie said the resolution before the Board is to extend the term of the contract with Fiscal Advisors & Marketing Inc.

A motion was made by Mr. Berkstresser to adopt the Resolution to Extend the Engagement of Fiscal Advisors & Marketing, Inc. in Connection to the Issuance of A Tax Anticipation Note. It was seconded by Mr. Hayes and the resolution was unanimously approved.

(E) Resolution to Approve Extension to Contract C162006 – Mr. Leslie

Mr. Leslie said this is a personal injury action brought by Christine Chera against the Regulating District. Crane and Parente are the attorneys representing the Regulating District in this matter and this Resolution is to extend the term of the contract.

After discussion of this matter a motion was made by Mr. Astafan to adopt the Resolution to Extend Legal Services Amendment #4 to Contract C162006 in Connection to the Claim Entitled Christina V. Chera Against the Hudson River-Black River Regulating District. It was seconded by Mr. Finkle and the resolution was unanimously approved.

(F) Resolution to Approve Extension to Contract C042006 – Mr. Leslie

Mr. Leslie said this matter is being handled by the firm of Brown & Weinraub in connection to the Niagara Mohawk Onondaga litigation and is for an extension in term only on the contract.

A motion was made by Mr. Astafan to adopt the Resolution to Approve Amendment #4 to Legal Services Agreement C042006 in connection to the NIMO Onondaga Litigation Matter. It was seconded by Mr. Berkstresser and the resolution was unanimously approved.

(G) General Counsel Report – Mr. Leslie

Mr. Leslie presented his report to the Board. At the request of Chairman Klein, Mr. Leslie presented an overview of the pending apportionment litigation with Saratoga, Warren, Washington, Albany and Rensselaer Counties.

(c) Finance Committee – Mr. Stover (In the absence of Chairman Stover, Mr. Berkstresser served as Acting Chair.)

Mr. Berkstresser asked that Finance Committee business be moved to the full Board.

(1) Approval of Expenses

Mr. Klein made a motion to approve the expenses in the amount of \$370.00. Mr. Finkle seconded the motion. The motion carried with one abstention (Mr. Astafan).

Mr. Berkstresser made a motion to approve the expenses in the amount of \$299.00. Mr. Astafan seconded the motion. The motion carried with one abstention (Mr. Klein).

(2) Old Business – None

(3) New Business

(A) CFO's Report – Mr. Ferrara

Mr. Ferrara presented his report to the Board. Mr. Ferrara said in addition to his regular reports to the Board he will be presenting, from this meeting forward, a monthly report detailing the expenses of the General Board. This report will include travel of senior staff and other activities of the senior staff.

Mr. Astafan asked what are the checks and balances for disbursements pertaining to expenses at the Regulating District. Mr. Ferrara explained the Regulating District's Procurement Policy sets forth the guidelines for most of the District's disbursements. All disbursements over \$250 are reviewed by the CFO, Acting Executive Director and Office of State Comptroller.

(d) Operations Committee – Mr. Berkstresser

Mr. Berkstresser asked that Finance Committee business be moved to the full Board.

(1) Old Business -None

(2) New Business

(A) Resolution to Approve Second Amendment to Contract C032007 with GEI Consultants, Inc. to Extend Expiration Date

Mr. Foltan stated that the resolution is to extend the term of the contract to December 31, 2012 and for authorization for the Executive Director to execute an amendment to the term of the agreement.

A motion was made by Mr. Astafan to adopt the Resolution to Approve Second Amendment to Contract C032007 with GEI Consultants, Inc. to Extend Expiration Date. It was seconded by Mr. Berkstresser and the resolution was unanimously approved.

(A) Resolution to Amend Contract C052009 with GEI – Mr. Foltan

Mr. Foltan said the resolution is to extend the expiration date of the contract in order to continue services and in preparation for an amendment of the scope of work of the contract.

A motion was made by Mr. Astafan to adopt the Resolution to Amend Contract C052009 with GEI Consultants, Inc. in connection to Conklingville Dam Part 12 Independent Consultant Safety Inspection. It was seconded by Mr. Berkstresser and the resolution was unanimously approved.

(B) Resolution to Accept Proposal for Hawkinsville Dam Remediation – Mr. Foltan

Mr. Foltan said this resolution is for the scope of work and fee proposal from Milone & MacBroom that the Board requested in October 2010.

Chairman Klein asked Mr. Foltan to discuss the methods of increasing spillway capacity in the Scope of Services provided by Milone & MacBroom. Mr. Foltan gave an engineering analysis to the Board of methods outlined in Milone & MacBroom's Scope of Services.

A motion was made by Mr. Astafan to adopt the Resolution to Accept Milone & MacBroom, Inc. Proposal for the Hawkinsville Dam Remediation and Removal Alternatives Assessment Work. It was seconded by Mr. Hayes and the resolution was unanimously approved.

(D) Chief Engineer's Report – Mr. Foltan

Mr. Foltan presented his report to the Board.

(E) Hudson River Area Administrator Report – Mr. Clark

Mr. Clark presented his report to the Board.

(F) Black River Area Administrator's Report – Mrs. Wright

Mrs. Wright presented her report to the Board.

BOARD BUSINESS

(1) Old Business -None

(2) New Business

Chairman Klein appointed Mr. Finkle to serve as a member on the following committees: Permit System, Procurement, Public Relations and Employment and Compensation.

MOTION FOR NEXT BOARD MEETING

(1) Regular Board Meeting

A motion was made by Mr. Finkle for adoption of the Resolution for the Regular Board Meeting to be held on Tuesday, January 11, 2011 at the Mayfield Municipal Complex, 15 North School Street, Mayfield, New York 12117 at 10:00 A.M. Mr. Hayes seconded it. The motion was unanimously approved.

RESOLUTIONS

10-59-12 RESOLUTION REVISING THE EMPLOYEE RULES AND BENEFIT GUIDELINES FOR MANAGEMENT/EXEMPT EMPLOYEES

Mr. Berkstresser moved to adopt the resolution. Mr. Astafan seconded it and the resolution was adopted.

10-60-12 RESOLUTION TO APPROVE A NINTH AMENDMENT TO THE LEGAL SERVICES CONTRACT IN CONNECTION TO ONGOING LITIGATION WITH NIAGARA MOHAWK POWER CORPORATION

Mr. Astafan moved to adopt the resolution. Mr. Berkstresser seconded it and the resolution was adopted

10-61-12 RESOLUTION TO EXTEND THE ENGAGEMENT OF FISCAL ADVISORS & MARKETING INC. IN CONNECTION TO THE ISSUANCE OF A TAX ANTICIPATION NOTE

Mr. Berkstresser moved to adopt the resolution. Mr. Hayes seconded it and the resolution was adopted.

10-62-12 RESOLUTION TO EXTEND LEGAL SERVICES AMENDMENT #4 TO CONTRACT C162006 IN CONNECTION TO THE CLAIM ENTITLED CHRISTINA V. CHERA AGAINST THE HUDSON RIVER-BLACK RIVER REGULATING DISTRICT

Mr. Astafan moved to adopt the resolution. Mr. Finkle seconded it and the resolution was adopted.

10-63-12 RESOLUTION TO APPROVE AMENDMENT #4 TO LEGAL SERVICES AGREEMENT C042006 IN CONNECTION TO THE NIMO ONONDAGA LITIGATION MATTER

Mr. Astafan moved to adopt the resolution. Mr. Berkstresser seconded it and the resolution was adopted.

10-64-12 RESOLUTION TO AMEND CONTRACT C052009 WITH GEI CONSULTANTS, INC. IN CONNECTION TO CONKLINGVILLE DAM PART 12 INDEPENDENT CONSULTANT SAFETY INSPECTION

Mr. Astafan moved to adopt the resolution. Mr. Berkstresser seconded it and the resolution was adopted.

10-65-12 RESOLUTION TO ACCEPT MILONE & MACBROOM, INC. PROPOSAL FOR THE HAWKINSVILLE DAM REMEDIATION AND REMOVAL ALTERNATIVES ASSESSMENT WORK

Mr. Astafan moved to adopt the resolution. Mr. Hayes seconded it and the resolution was adopted.

10-66-12 RESOLUTION TO APPROVE SECOND AMENDMENT TO CONTRACT C032007 WITH GEI CONSULTANTS, INC. TO EXTEND EXPIRATION DATE

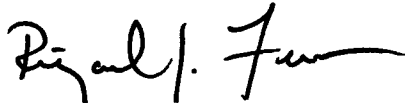
Mr. Astafan moved to adopt the resolution. Mr. Berkstresser seconded it and the resolution was adopted.

10-67-12 RESOLUTION FOR REGULAR BOARD MEETING FOR JANUARY 11, 2011

Mr. Finkle moved to adopt the resolution. Mr. Hayes seconded it and the resolution was adopted.

There being no further business to come before the Board, Chairman Klein assumed the motion and stated the question to adjourn the meeting and the motion was unanimously approved. The meeting adjourned at 11:26 A.M.

Respectfully submitted,



Richard J. Ferrara
Secretary/Treasurer