

BY-LAWS
OF
THE HUDSON RIVER-BLACK RIVER REGULATING DISTRICT

(Adopted –May 12, 2020)

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ARTICLE I: ORGANIZATION AND PURPOSE

- Section 1: The name of the organization shall be The Hudson River – Black River Regulating District.
- Section 2: The Hudson River - Black River Regulating District shall have an official corporate seal consisting of an embossed impression of a circular metallic disc containing in the outer rim the words, “Hudson River - Black River Regulating District, State of New York,” and in the center the words, “Created, May 22, 1959.” The seal on any obligation may be a facsimile, engraved or printed.
- Section 3: The principal offices of the Hudson River - Black River Regulating District shall be:
- Hudson River Area Office, 350 Northern Boulevard, Albany, New York
12204
- Section 4: The powers, organization and administration of the Hudson River – Black River Regulating District shall be in accordance with the provisions of Article 15, Title 21 of the Environmental Conservation Law, other applicable laws, and these By-Laws.
- Section 5: The mission of the Hudson River-Black River Regulating District is to construct, maintain, and operate reservoirs in the upper Hudson River and Black River watershed, including the Sacandaga, Indian, Moose, and Beaver Rivers for the purpose of regulating the flow of streams or rivers, when required by public

welfare, including public health and safety. Regulating reservoirs operated by the Regulating District include Great Sacandaga Lake, Indian Lake, Stillwater Reservoir, Sixth Lake, and Old Forge. Benefits derived through the successful completion of the mission include, but may not be limited to, flood protection to the public corporations (counties) and parcels of real estate (power plants) downstream of said impoundments; low flow augmentation to provide sufficient water flow enabling downstream wastewater treatment plants to avoid increased treatment costs associated with waste discharge to lower volume rivers and enabling downstream hydroelectric plants to generate low cost hydroelectric power in the hot summer months when rates are generally highest.

The Regulating District accomplishes its mission by:

- At Great Sacandaga Lake, providing flood protection and low flow augmentation through reservoir releases in accordance with the Upper Hudson/Sacandaga Offer of Settlement
- At Indian Lake, Stillwater Reservoir, Old Forge and Sixth Lake, providing storage during periods of high flow and augmenting flows during periods of low flow
- Operating a data-gathering system for precipitation, stream flow, snow depth and flood conditions
- Providing the public with information pertinent to its mission
- Operating and maintaining facilities
- Maintaining a sound financial status for Regulating District operations

- Managing the lands of the State of New York under the Regulating District's jurisdiction
- Promulgating rules and regulations necessary to fulfilling its mission

ARTICLE II: ANNUAL MEETING

Section 1: Annual Meeting: The annual meeting of the Board shall be held immediately preceding the regular meeting scheduled for January of each year. This shall be an organizational meeting for the purpose of electing the officers of the Board, designating official newspapers and receiving reports, as requested by the Board or required by law. At the conclusion of the annual meeting, a regular meeting shall be convened for the regular transaction of business.

ARTICLE III: AUTHORITY AND DUTIES OF THE BOARD

Section 1: The Board may exercise all the powers and authority granted to the Regulating District by Article 15, Title 21, of the Environmental Conservation Law. The Board shall consist of seven members to be appointed by the Governor, not less than three shall be residents of the territory comprising the Black River area and not less than three shall be residents of the territory comprising the Hudson River area. The terms of members shall be as defined in legislation.

Section 2: Members of the Board including the Chairperson shall not receive a salary or other compensation but shall receive all necessary expenses incurred in the performance of his or her duties. Expenses for any member shall be approved by the Board before being paid.

Section 3: Each member of such Board, before entering upon his or her duties, shall take and subscribe the constitutional oath of office, which oath shall be filed in the office

of the Secretary of State. In accordance with NY Public Authorities Law §2824(1)(h), each Board member shall also execute an acknowledgment that he or she understands his or her role and fiduciary responsibilities and duty of loyalty and care to the Regulating District and commitment to the authority's mission and the public interest.

Section 4: The Governor may remove a member of such Board for inefficiency, neglect of duty or misconduct in office, giving to him, or her, a copy of the charges and an opportunity to be publicly heard in person or by counsel in his or her defense upon not less than ten days' notice. If such member shall be removed, the Governor shall file in the office of the Secretary of State a complete statement of all charges made against such member and the findings thereon, together with a complete record of the proceedings.

Section 5: Vacancies of the Board will be filled by the Governor.

ARTICLE IV: MEETINGS

Section 1: Regular Meetings: Except during the months of February and August, the Board will typically hold one meeting per month.

Section 2: Special Meetings: A special meeting may be called by the Chairperson, or any two members of the Board, on reasonably practicable notice to act on any matter(s) specified in the Notice of such special meeting. No other matters may be considered at a special meeting except on unanimous consent of those members present; provided a quorum exists.

Section 3: Notice of Meeting: The Board shall give public notice of all board meetings in compliance with Article 7 of the Public Officers Law (known as the Open

Meetings Law). Each such Notice shall be posted on a bulletin board at each of the various offices of the Regulating District. Notice of meetings shall also be published in the official newspapers of the Regulating District, designated as such at the annual meeting of the Board. As practicable, Notice shall be posted on the Regulating District's website and social media accounts and distributed to media and public stakeholders through other available means including email.

Section 4: Quorum: A majority of the Board shall constitute a quorum. Concurrence of a majority of the full Board in any matter shall be sufficient for its determination; except as otherwise provided by the Local Finance Law.

Section 5: Participation in Meeting by Board Members not Physically Present: Members of the Board may participate in a meeting through use of technologies which comply with the Public Officers Law (known as the Open Meetings Law).

Section 6: Agendas: The agenda for all regular meetings shall be prepared by the Executive Director prior to each meeting and delivered to members of the Board at least seventy-two (72) hours before the meeting. Other matters and Resolutions may be added to the agenda upon majority vote of the members present at a regular meeting. All resolutions shall be in writing, titled, numbered and a copy kept in a Minute Book of the Regulating District by the Secretary.

Section 7: Manner of Voting: All questions coming before the Board shall be presented in the form of motions or resolutions chronologically numbered. The vote on all resolutions shall be by roll call, and each resolution and roll call shall be entered in full into the Minutes of the meeting. For all resolutions, the ayes, nays and abstentions shall be recorded.

Section 8: Board Meetings Open to the Public: Any and all Board Meetings shall be open to the public and conducted in accordance with the Open Meetings Law and all provisions of law that may apply.

Section 9: Public Comment Period: At any and all meetings of the Board open to the public in accordance with Section 8 above, a period of time prior to acting on business shall be devoted as a public comment period to allow for comment on all motions and or resolutions on the agenda for the meeting. No person shall be entitled to speak more than five minutes without unanimous consent of the Board.

Section 10: Procedure: The order of business and all other matters of procedure at each meeting of the Regulating District may be determined by the presiding officer using Robert's Rules of Order as a reference.

ARTICLE V: AUTHORITY AND DUTIES OF OFFICERS

Section 1: Officers and Duties: At the annual meeting, the Board shall elect a President from among its members by majority vote who shall, by virtue of the office, be Chairperson of the Board. The Board shall elect a Secretary and a Treasurer from among the Regulating District's employees. The Board shall also elect the following officers from among its members: First Vice-Chairperson and Second Vice-Chairperson. Each such officer shall be elected for a one year term.

Chairperson: The Chairperson shall preside at all meetings of the Board at which he/she is present. The Chairperson, or the Chairperson's designee, shall sign instruments on behalf of the Regulating District as shall be authorized by a majority vote of the Board. At each meeting, the Chairperson shall submit such

recommendations and information as he or she may consider proper concerning the business affairs and policies of the Regulating District.

First Vice-Chairperson: The First Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and in case of a vacancy in the office of the Chairperson.

Second Vice-Chairperson: The Second Vice-Chairperson shall perform the duties of the Chairperson in the absence or incapacity of the Chairperson and the First Vice-Chairperson, and in case of a vacancy in the offices of the Chairperson and First Vice-Chairperson.

Secretary: The Secretary shall perform all duties as may be set forth in Article 15 Title 21 of the Environmental Conservation Law, and act as Secretary of the Board. The Secretary shall: (1) record all notes, and shall keep a record of the proceedings of the Board in a Minute Book to be kept for such purposes; (2) send notices of all meetings to members of the Board and to the elected and appointed officers; (3) prepare an agenda for the meetings of the Board; and (4) perform all duties incidental to the office. He or she shall keep a reasonably detailed current list by subject matter of all records in possession of the agency as required pursuant to Section 87(3)(c) of the Public Officers Law. The Secretary shall also serve as Treasurer if the Board has not selected a Treasurer, or in the absence or incapacity of the Treasurer. The Board may appoint Assistant Secretaries.

Treasurer: The Treasurer shall perform all duties as may be set forth in Article 15 Title 21 of the Environmental Conservation Law and be responsible for the receipt, care, and disbursements of funds. The Treasurer will render or cause to

be rendered a statement of financial condition of the Regulating District at the annual meeting and at each regular meeting thereof and at such other meetings as shall be required by the Regulating District. The Treasurer will render or cause to be rendered a full financial report to the Regulating District after the expiration of each fiscal year. The Treasurer shall also serve as Secretary if the Board has not selected a Secretary, or in the absence or incapacity of the Secretary. The Board may appoint such Assistant Treasurers.

ARTICLE VI: COMMITTEES

Section 1: Committees: There shall be three (3) standing committees— Governance, Finance, and Audit. The Board may, by resolution adopted by a majority vote, establish additional committees composed of at least three persons. Each Committee shall include, at a minimum, one Board Member from the Hudson River Area and one Board Member from the Black River Area. A majority of the whole committee shall constitute a quorum for the transaction of business. All action shall be taken by a vote of a majority of the whole number of the members of the committee. The Chairperson will serve as ex-officio on all committees. The Chairperson's attendance at a committee meeting shall not be counted for the purpose of a quorum, and the Chairperson shall be entitled to vote on any action being taken by the committee. The committee will report to the full Board and advise the Chairperson and full Board of any recommendations regarding resolutions that come before the Board. The Board shall adopt a committee charter to govern the conduct of each committee.

ARTICLE VII: AUTHORITY AND DUTY OF APPOINTED STAFF MANAGEMENT

Section 1: The Board by majority vote shall appoint management staff members to include: Executive Director, General Counsel, Chief Fiscal Officer, Chief Engineer and such other staff as may be needed. All such employees shall serve at the pleasure of the Board and shall have their compensation set by the board.

Section 2: Executive Director: The Executive Director, as Chief Executive Officer (CEO) of the Regulating District, shall be responsible directly to the Board for the direction, coordination, supervision and implementation of all Regulating District policies, programs, projects and directives of the Board. The Executive Director shall have direct authority over all Regulating District personnel, including appointment and removal, subject to Board approval, except that the General Counsel, Chief Fiscal Officer, and Chief Engineer shall continue to be appointed by the Board and serve at the pleasure of the Board. The Executive Director may not be a member of the Board.

The Executive Director shall: (1) be responsible for the administration and operation of the Regulating District; (2) prepare and submit to the Board for approval a personnel organizational plan, inclusive of both areas of the Regulating District, detailing the duties and responsibilities of all Regulating District personnel including but not limited to engineering, legal, finance, clerical and field force; (3) formulate, subject to Board approval, an appropriate public relations program designed to keep the public informed as to the Regulating District's policies, programs and projects; (4) carry out the policies and directives of the Hudson River - Black River Regulating District Board; (5) furnish the

Board with necessary information regarding the Regulating District; (6) make recommendations to the Board, from time to time, as he/she deems necessary and advisable; (7) be responsible for obtaining and furnishing the Board with financial and other reports as may be required; (8) be responsible for the preparation and submission to the Board, the annual budget for adoption; (9) keep the Board informed as to financial needs and conditions of the Regulating District; (10) prepare and submit to the members of the Board an agenda for the regular meeting; (11) exercise such other powers and perform such other duties as the Board may determine.

Section 3: General Counsel: The General Counsel shall be the chief legal officer of the Regulating District and shall have been licensed to practice law in the State of New York for at least five (5) years prior to appointment. The Counsel shall: (1) attend to the legal affairs of the Regulating District and shall render legal opinions and advice as requested, relating to the administration, operations and financing of the Regulating District and as to the laws governing the Regulating District; (2) approve all resolutions of the Board as to form; (3) approve all contracts, leases and other agreements as to form prior to their execution; (4) represent the Regulating District in litigation, administrative hearings and such other matters, as directed by the Board; (5) serve as a liaison between the Regulating District and Special Counsel retained by the Board; and (6) exercise such other powers and perform such other duties as the Executive Director and/or the Board may determine. General Counsel shall serve as the Regulating District's FOIL Appeals Officer pursuant to Section 89(4) (a) of the Public Officers Law

(Freedom of Information Law) with respect to any appeal which may be brought resulting from a denial of access to Regulating District records. In addition, the General Counsel shall serve as the Regulating District's Ethics Officer. The General Counsel shall report to the Executive Director.

Section 4: Chief Fiscal Officer: There shall be a Chief Fiscal Officer who shall oversee all matters relative to the fiscal policies, programs and projects of the Regulating District, participate in the preparation of the Regulating District's budget and all financial reports and assist the Executive Director in all areas concerning the Regulating District's finances. The Treasurer may serve as Chief Fiscal Officer. The Chief Fiscal Officer shall report to the Executive Director.

Section 5: Chief Engineer: The Chief Engineer shall be a New York State Licensed Professional Engineer. The Chief Engineer shall report to the Executive Director and shall have general supervision over the engineering staff and field force of the Regulating District in the operation and maintenance of the Regulating District reservoirs and in the river regulatory functions of the Regulating District. The Chief Engineer shall report to the Executive Director on the work of his or her staff and shall make periodic recommendations for Board action consistent with his or her area of responsibilities. He or she shall be responsible for implementing Board policy and shall serve as Assistant Treasurer or Assistant Secretary in the absence or incapacity of the person or persons performing said duties, with authority to assume the duties of either position. At any time the Chief Engineer is absent due to illness or any other good cause, an Assistant Engineer may be designated by the Executive director to act in the Chief

Engineer's place or stead. If an Assistant Engineer is unavailable, one of the Staff Engineers with a P.E. License can be designated in writing to act in his or her place or stead.

ARTICLE VIII: PROCUREMENT POLICY

Section 1: Procurement Policy: The procurement procedures of the Regulating District shall be in conformity with those procedures required by Section 2879 of the Public Authorities Law, and any other provisions of law that may apply.

ARTICLE IX: INDEMNIFICATION OF MEMBERS, OFFICERS, AND EMPLOYEES

Section 1: Right of Defense and Indemnification: Each present and former member, officer, and employee of the Regulating District, his or her estate or personal representative shall be entitled to defense against and indemnification by the Regulating District in the amount of any judgment or claim arising while such person was acting within the scope of his or her public employment or duties, including actions brought under the provisions of civil rights laws, all in accordance with the rights, procedures and restrictions contained in Section 18 of the Public Officers Law.

Section 2: Other Rights of Indemnification: The right of Indemnification wherein provided shall not be deemed exclusive of any other rights to which any such member, officer or employee may now or hereafter be otherwise entitled and specifically, without limiting the generality of the foregoing, shall not be deemed exclusive of any rights, pursuant to statute or otherwise, of any such member, officer or employee in any such action or proceeding to have assess or allowed in his or

her favor, against the Regulating District or otherwise, his or her costs and expenses incurred therein or in connection therewith or any part thereof.

ARTICLE X: AMENDMENTS

Section 1: Amendments to By-Laws: The By-Laws of the Regulating District may be amended by a majority vote of the full board, by resolution at a regular or special meeting held after seven (7) days' notice in writing to each member of the Board of the substance of the proposed amendment.