

**HUDSON RIVER-BLACK RIVER REGULATING DISTRICT
GOVERNANCE COMMITTEE MEETING**

Sacandaga Field Office
737 Bunker Hill Road
Mayfield, NY 12117

Hudson River Area Office
575 Broadway, Fl. 3
Albany, NY 12207
March 8, 2022
10 AM

Participants were invited to join the meeting via computer, tablet or smartphone.

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Board Chair Mark Finkle welcomed Nicole T. Allen to the Board and thanked departing Board Member and Governance Committee Chair Jeffrey Rosenthal for his many years of dedicated service.

CALL TO ORDER

Acting Committee Chair Alfred J. Candido, Jr. called the meeting to order at 10:00 A.M.

PLEDGE OF ALLEGIANCE

ROLL CALL

Present: Committee Member Albert J. Hayes; Board Member Nicole T. Allen; Executive Director John C. Callaghan; General Counsel Robert P. Leslie; Chief Fiscal Officer Timothy Maniccia; Chief Engineer Robert S. Foltan and Compliance Officer Stephanie Ruzicky.

Video Feed: Acting Committee Chair Alfred J. Candido, Jr.; Committee Member Kenneth DeWitt; Board Chair Mark M. Finkle; Board Member Timothy J. Reagan.

Excused: Committee Member Richard Bird

MOTION TO ADOPT COMMITTEE MEETING AGENDA

Acting Committee Chair Candido asked for a motion to adopt the Committee's draft agenda. Mr./Ms. DeWitt moved to adopt the meeting agenda. Mr./Ms. Hayes seconded and the Committee adopted the motion by unanimous vote.

APPROVAL OF OCTOBER 12, 2021 GOVERNANCE COMMITTEE MEETING MINUTES

Mr./Ms. Hayes made a motion to adopt the October 12, 2021 Governance committee meeting minutes. Mr./Ms. DeWitt seconded it and the motion was unanimously approved.

COMMITTEE BUSINESS

A. New Business

(1) Discussion of Annual Review and Approval of Investment Policy - *Mr. Maniccia*

Mr. Maniccia noted that pursuant to Public Authorities Law §2925(1) the Board is required to annually review the Regulating District's Investment Policy. Mr. Maniccia recommended the Board make no changes to the policy.

Mr. Candido called for a motion to advance the resolution. Mr./Ms. Hayes made a motion to advance to the full Board & recommend approval of a resolution to satisfy annual review and approval of the Regulating District's Investment Policy. Mr./Ms. DeWitt seconded and the Committee unanimously approved the motion.

(2) Discussion of Annual Review and Approval of Procurement Policy - *Mr. Maniccia*

Mr. Maniccia noted that pursuant to Public Authorities Law §2879(1), the Board is to annually review the Regulating District's Procurement Policy. Mr. Maniccia recommended the Board make minor revisions to Part XX of the policy to require that a Senior Staff Manager's approval of invoices for payment also include certification that the terms of the transaction have been fulfilled, including receipt and deployment of said products and/or services. Further, Mr. Maniccia recommended that the same section of the policy be revised to permit the Executive Director to designate an alternate Senior Staff Manager to deny or approve invoices and sign required certifications; noting that any such designation must be made in writing and received by the Regulating District's Chief Fiscal Officer for it to be valid.

Mr. Candido called for a motion to advance the resolution. Mr./Ms. DeWitt made a motion to advance to the full Board & recommend approval of a resolution to satisfy annual review and approval of the Regulating District's Procurement Policy. Mr./Ms. Hayes seconded and the committee unanimously approved the motion.

(3) Discussion of Annual Review and Approval of the Disposition of Property Guidelines Policy - *Mr. Maniccia*

Mr. Maniccia noted that pursuant to Public Authorities Law §2896(1) the Board is to annually review the Regulating District's Disposition of Property Guidelines. Mr. Maniccia recommended the Board make no changes to the policy.

Mr. Candido called for a motion to advance the resolution. Mr./Ms. Hayes made a motion to advance to the full Board & recommend approval of a resolution to annually review and approve the Regulating District's revised Disposition of Property Guidelines pursuant to section 2896(1) of the Public Authorities Law. Mr./Ms. DeWitt seconded and the committee unanimously approved the motion.

(4) Discussion of the Authority Mission Statement and Performance Measures – Mr. Leslie

Mr. Leslie asked Mr. Callaghan to recite the Regulating District's Mission Statement and then reviewed with the Committee the performance measurements against which the Board measures the Regulating District's performance. Mr. Callaghan addressed Board Member Reagan's question regarding metrics used to measure community involvement and satisfaction.

Mr. Candido called for a motion to advance the mission statement & performance measures to the full board for their consideration. Mr./Ms. Hayes made a motion to advance to the full Board & recommend approval of the Mission Statement and Performance Measures without revision. Mr./Ms. DeWitt seconded and the committee unanimously approved the motion.

(5) Motion to Advance to the Board a Resolution Approving a Third Amendment to the Ground Lease and Water Usage Agreement at Stillwater– Mr. Leslie

Mr. Leslie presented a Resolution to the Committee to extend by three months the Ground Lease and Water Usage Agreement with Stillwater Associates, dated as of October 21, 1985 (the “*Original Ground Lease and Water Usage Agreement*”), as later amended by an Amendment to Ground Lease and Water Usage Agreement, dated as of February 17, 2006 (the “*Amendment to Ground Lease and Water Usage Agreement*”) and as later amended by a Second Amendment to Ground Lease and Water Usage Agreement, dated October 14, 2021 (the “*Second Amendment to Ground Lease and Water Usage Agreement*”). Mr. Leslie explained that the current agreement is set to expire on March 31st, and that barring entry into a new agreement, the original agreement requires the Regulating District to purchase the existing plant for fair market value. The three month extension will afford the parties additional time to finalize fair market appraisals. The resolution also authorized a revision to the agreement to eliminate a requirement that the parties’ respective appraisers choose a third appraiser even if the parties are able to reach a negotiated settlement as to value based on their respective appraiser’s recommendations.

Mr./Ms. Hayes made a motion to advance to the full Board and recommend adoption of the resolution which authorizes the Executive Director to execute a Third Amendment to the Ground Lease and Water Usage Agreement extending the extended term three months to June 30, 2022 and amending the language to permit a negotiated value without the need for a third appraisal. Mr./Ms. DeWitt seconded and the Committee adopted the motion by unanimous vote.

(6) Motion to Advance to the Board a Resolution to Authorize a Contract Extension with Walden Environmental Engineering (C032020) for valuation of Fifty-Six Feet of Head at Conklingville

Mr. Leslie introduced a resolution to the Committee to extend by one year the contract (C032020) with Walden Environmental Engineering, PLLC (Walden). He noted that in November 2020, via resolution 20-40-11, the Board authorized Walden to prepare an annualized valuation of the Regulating District's fifty-six feet of head created by the Conklingville Dam. Walden took longer than the one year allotted by the NYS Comptroller to complete the task. Staff recommends the Board extend the contract term by one year to permit Walden sufficient

time to complete the project. Mr. Leslie noted that the extension is subject to review and approval of the NYS Attorney General and the NYS Office of the State Comptroller.

Mr./Ms. Hayes made a motion to advance to the full Board and recommend adoption of the resolution which authorizes the Executive Director to execute an amendment to contract C032020 with Walden Environmental Engineering, PLLC extending contract term by one year to December 31, 2022. Mr./Ms. DeWitt seconded and the Committee adopted the motion by unanimous vote.

ADJOURNMENT

There being no further business to come before the Governance Committee, Mr./Ms. Hayes moved to adjourn the meeting. Mr./Ms. DeWitt seconded the motion to adjourn. The motion was unanimously approved. The committee meeting adjourned at 10:29 A.M.

Respectfully submitted,

Robert P. Leslie
Secretary

Mark M. Finkle
Board Chair