

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

Sacandaga Field Office
737 Bunker Hill Road
Mayfield, NY 12117

September 13, 2022

Immediately following the Audit Committee Meeting Scheduled for
10 AM

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

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CALL TO ORDER

Acting Committee Chair Alfred J. Candido Jr. called the meeting to order at 10:15 AM.

ROLL CALL

Present: Committee Members Kenneth F. DeWitt, Albert J. Hayes and Nicole T. Allen; Executive Director John C. Callaghan; General Counsel Robert P. Leslie; Chief Engineer Robert S. Foltan; Chief Fiscal Officer Timothy M. Maniccia; and Compliance Officer Stephanie V. Ruzycky.

Video Feed: Acting Committee Chair Alfred J. Candido, Jr. (travel) and Board Member Richard Bird (caregiving responsibilities)

Excused: Board Chair Mark M. Finkle and Board Member Timothy J. Reagan

MOTION TO ADOPT COMMITTEE MEETING AGENDA

Acting Committee Chair Candido asked for a motion to revise the agenda to reflect consideration of a resolution authorizing the extension of the Ground Lease and Water Usage Agreement at Stillwater. Mr. Hayes moved to adopt the revised meeting agenda. Ms. Allen seconded and the Committee approved the motion by unanimous vote.

APPROVAL OF JULY 12, 2022 GOVERNANCE COMMITTEE MEETING MINUTES

Mr. Candido called for a motion to adopt the July 12, 2022 Governance Committee meeting minutes. Ms. Allen so moved. Mr. Hayes seconded and the Committee approved the motion by unanimous vote.

RESOLUTION AUTHORIZING THE EXECUTIVE DIRECTOR TO IMPLEMENT CERTAIN ORGANIZATIONAL CHANGES AND SALARY GRADE ADJUSTMENTS

Mr. Callaghan presented the resolution authorizing certain organizational changes and salary grade adjustments. He noted that, as Executive Director, he has assigned members of senior staff new collateral duties and supervisory roles. He recommended that the Committee recommend the Board reclassify the non-represented position of Compliance Officer to the non-represented position of Director of Administrative Services at a salary range of \$95,056-\$120,156 (SG-M2 in the State's adopted M/C salary schedule) and reclassify the non-represented positions of Chief Engineer and Chief Fiscal Officer to a salary range of \$116,686-\$147,256 (SG-M4 in the State's adopted M/C salary schedule). Mr. Callaghan further recommended the Committee recommend the Board, effective October 13, 2022, place the Director of Administrative Services, Chief Engineer, and Chief Fiscal Officer at, and advance from, the respective "step" for the M/C salary grades noted above representing not less than 5% increase from current salary; applying the same criteria prescribed for the advancement of represented employees pursuant to the current CSEA agreement.

Acting Committee Chair Candido asked for a motion advancing the resolution to the Board. Mr. DeWitt made a motion to advance to the full Board the resolution to, effective October 13, 2022, reclassify the Compliance Officer as the Director of Administrative Services at a salary range of \$95,056-\$120,156 (SG-M2 in the State's adopted M/C salary schedule) and reclassify the non-represented positions of Chief Engineer and Chief Fiscal Officer to a salary range of \$116,686-\$147,256 (SG-M4 in the State's adopted M/C salary schedule) and further place each at, and advance each from, the respective step for the M/C salary grade representing not less than a 5% increase from the current salary. Ms. Allen seconded and the Committee approved the motion advancing the resolution to the full Board by unanimous vote.

Collection of Board Member's Confidential Evaluations of Board Performance

Mr. Leslie reported that he collected, or will collect, from each Board Member the Confidential Evaluation of Board Performance required annually of each member by the Authorities Budget Office.

RESOLUTION APPROVING A FIFTH AMENDMENT TO THE GROUND LEASE AND WATER USAGE AGREEMENT AT STILLWATER

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*") and as later amended by a Third Amendment to Ground Lease and Water Usage Agreement, dated as of March 31, 2022 (the "*Third Amendment to Ground Lease and Water Usage Agreement*")) and that certain Fourth Amendment to Ground Lease and Water Usage Agreement, dated as of June 15, 2022 (the "*Fourth Amendment*

to Ground Lease and Water Usage Agreement". Mr. Leslie explained that the current agreement is set to expire on September 30, 2022, 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 time for the appraisers for the parties, any third appraiser chosen by the appraisers for the parties, or the parties themselves sufficient time to determine the plant's appraised value and to allow the parties sufficient time to prepare for the purchase and sale of the plant by the District.

Mr. Hayes made a motion to advance to the full Board and recommend adoption of the resolution which authorizes the Executive Director to execute a Fifth Amendment to the Ground Lease and Water Usage Agreement extending the extended term three months to December 31, 2022. Mr. DeWitt seconded and the Committee adopted the motion by unanimous vote.

ADJOURNMENT

There being no further business to come before the Governance Committee, Mr. Hayes moved to adjourn the meeting. Mr. DeWitt seconded the motion to adjourn. The Committee approved the motion by unanimous vote. The committee meeting adjourned at 10:30 A.M.

Respectfully submitted,

Robert P. Leslie
Secretary

Mark M. Finkle
Board Chair