

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

Dulles State Office Building
317 Washington Street, Room 100 (Conf. Room #1)
Watertown, New York 13601

April 12, 2016
10:00 AM

CALL TO ORDER

Committee Chairman Rosenthal called the meeting to order at 10:00 A.M.

PLEDGE OF ALLEGIANCE

ROLL CALL

Present: Committee Chairman Jeffrey Rosenthal, Vice-Chairman Albert J. Hayes; Board Chairman as Ex Officio Committee Member Mark M. Finkle; and Board Members David W. Berkstresser and Anthony M. Neddo; Acting Executive Director and Chief Fiscal Officer Richard J. Ferrara; General Counsel Robert P. Leslie; Chief Engineer Robert S. Foltan; Administrator John Hodgson; and Compliance Officer Stephanie Ruzycky.

Excused: Robert Moore

MOTION TO ADOPT COMMITTEE MEETING AGENDA

Mr. Rosenthal made a motion to adopt the meeting agenda. Mr. Hayes seconded it and the Board approved the motion by unanimous vote.

MOTION TO APPROVE OCTOBER 13, 2015 COMMITTEE MEETING MINUTES

Mr. Hayes made a motion to approve the Minutes of the Committee's October 13, 2015 Meeting. Mr. Rosenthal seconded it and the motion was unanimously approved.

COMMITTEE BUSINESS

A. Discussion of Annual Review and Approval of Investment Policy -
Mr. Ferrara

(1) Mr. Ferrara noted that pursuant to Public Authorities Law §2925(1) the Board is required to annually review the Regulating District's Investment Policy. Mr. Ferrara recommended the Board make no changes to the policy. Mr. 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. Rosenthal seconded and the Committee unanimously approved the motion.

B. Discussion of Annual Review and Approval of Procurement Policy - Mr. Ferrara

(1) Mr. Ferrara noted that pursuant to Public Authorities Law §2879(1), the Board is to annually review the Regulating District's Procurement Policy. Mr. Ferrara noted that counsel had pointed to the treatment Article VII of the Procurement Policy affords to the promotion of minority and women-owned business enterprises and that counsel suggested that the Board may want to consider an amendment to the Procurement Policy to reflect the new Executive Law requirement that public authorities establish a Service-Disabled Veteran-Owned (SDVOB) goal. Mr. Ferrara explained that the Procurement Policy already addresses compliance with existing laws. Mr. 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 Procurement Policy. Mr. Rosenthal seconded and the committee unanimously approved the motion.

C. Discussion of Annual Review and Approval of the Disposition of Property Guidelines Policy - Mr. Ferrara

(1) Mr. Ferrara noted that pursuant to Public Authorities Law §2896(1) the Board is to annually review the Regulating District's Disposition of Property Guidelines. Mr. Ferrara related that counsel identified an Authorities Budget Office policy guidance document (No. 15-03, issued November 3, 2015) which modified the circumstances in which a public authority must provide a written explanation of the circumstances involving the disposal of property through a negotiated settlement for real property disposed of by lease or exchange. Mr. Hayes moved to revise Section 2, subdivision F, paragraph (iv), subparagraphs 3 & 4 of the Regulating District's Disposition of Property Guidelines to reduce the threshold for preparation of an explanatory statement from \$100,000 to \$15,000 in the circumstances described therein and 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. Rosenthal seconded and the committee unanimously approved the motion.

ADJOURNMENT

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

Respectfully submitted,

Richard J. Ferrara
Secretary/Treasurer

Mark M. Finkle
Board Chairman