



MINUTES
GOVERNANCE COMMITTEE
Thursday, February 28, 2019 – 9:15 AM
Authority Conference Room, 4th Floor, Suite 414
Dulles State Office Building

The Development Authority of the North Country Governance Committee met in regular session at the State Office Building, Authority Conference, 4th Floor, 317 Washington Street, Watertown, New York on Thursday, February 28, 2019 at 9:15 am.

Members Present

Fredrick Carter - Acting Chairman
Alfred Calligaris
Thomas Hefferon
Alex MacKinnon
Margaret Murray

Staff Present

James W. Wright, Executive Director
Angela Marra, Executive Assistant

Guests Present

Committee Members - Absent

Gary Turck, Chairman
John B. Johnson, Jr.

Other Board Members Present

1. Acting Chairman Carter called the meeting to order at 9:15 AM.
2. Acting Chairman Carter requested a roll call by A. Marra.
 - Acting Chairman Carter confirmed there was a quorum.
3. Resolution No. 209-02-01, approves the Investment Policy.

There were no changes made to this policy.

Upon a motion by A. Calligaris, and seconded by A. MacKinnon, Resolution No. 2019-02-01 Approving Investment Policy, was unanimously approved by the Governance Committee.

4. Resolution No. 2019-02-02, approves the Procurement Policy.

There were no changes made to this policy.

Upon a motion by A. MacKinnon, and seconded by M. Murray, Resolution No. 2019-02-02 Approving Procurement Policy, was unanimously approved by the Governance Committee.

5. Resolution No. 2019-02-03, approves the Disposition of Real Property Policy.

There were no changes made to this policy.

Upon a motion by A. MacKinnon, and seconded by T. Hefferon, Resolution No. 2019-02-03 Approving Disposition of Real Property Policy, was unanimously approved by the Governance Committee.

6. Resolution No. 2019-02-04, authorizes a single stream recycling initiative of \$10 per ton of recyclables to municipalities for the FYE 2020, said municipalities in the three county region including counties, towns, villages, and cities, and additional \$5 per ton, \$15 per ton upon a 5% increase in single stream volume within the fiscal year. The Authority agrees to participate in the shared cost of transporting of single stream recyclables to processing facilities, provides the municipality has implemented a clear bag program for the collection of MSW, with said funds to come from appropriations within the Materials Management Operating Budget for FYE 2020.

J. Wright stated that Lewis County has shown a spike as a result of the single stream recycling and clear bag initiative. They will be receiving the additional \$5.00 per ton because they have shown a 5% increase in single stream volume within the fiscal year. Jefferson County shows a slight decline, and while single stream is being offered is not always used. St. Lawrence County is not as easy to track, but is still showing a slight increase.

A MacKinnon commented that at some point this will have to level off as everything is not recyclable. J. Wright stated that we are not even close to this. Unfortunately, many officials are not willing to police this. We need to determine how aggressive we want to be in turning people away. They need to use clear bags, and take out the obviously recyclable items.

T. Hefferon commented that he lives in the City of Watertown, and has a grey dumpster. If they were to check him for clear bags, they would have to remove each bag from said dumpster before dumping it into their truck. They do check for recyclables, plus it only benefits the individual to not include recyclables in their trash because you have to pay for the trash.

J. Wright stated that the consistency is the key. None of the three counties use the same system. There is no way currently to effectively educate with the three different systems. T. Hefferon asked who is violating the recycling laws. J. Wright stated that it's out of not wanting to be bothered. M. Murray stated households could save money if they effectively recycled.

F. Carter asked about textile recycling, wanting to know if we receive this at the landfill. J. Wright responded no, this is contracted out and collected at the transfer sites.

A MacKinnon asked if there was anything that could be done with carpeting. J. Wright responded that he is not sure of any alternatives. T. Hefferon commented that this may become more of an issue with the reports on housing on Fort Drum concerning leaks and mold.

Upon a motion by T. Hefferon, and seconded by A. Calligaris, Resolution No. 2019-02-04, Approving the Single Stream Recycling, Municipal Incentives, Operating Budget, was unanimously approved by the Governance Committee.

7. Resolution No 2019-02-05, authorizing the establishment of a capital project, #20177, for the establishment of regional recycling transfer station. The Authority appropriates the sum of \$500,000 to said capital project, #20177, and the comptroller is herewith directed to transfer the balance from the Carbon Credit Reserve to the Capital Reserve. The appropriation shall be transferred from the Capital Reserve as a Capital Expense. The Authority authorizes the Executive Director to make a purchase offer for acquisition of property subject to the concurrence of the Government Committee.

Upon a motion by T. Hefferon, and seconded by M. Murray, Resolution No. 2019-02-05, Approving the Regional Recycling Transfer Station, Materials Management, Capital Budget FYE 2019, was unanimously approved by the Governance Committee.

8. Resolution No. 2019-02-06, has vested the Authority with all the powers necessary and convenient to carry out and effectuate the purposes and provisions of the Act and to exercise all powers granted under the Act.

The Authority is hereby authorized to issue and execute, sell and deliver the Series 2019 Bonds in one or more series and /or bond anticipation notes in an aggregate principal amount not to exceed \$11,000,000 pursuant to the Act.

The Authorized Representatives of the Authority are each authorized, in the name and on behalf of the Authority, to negotiate, execute, deliver and/or approve the following and any other documents necessary to issue the Series 2019 Bonds and /or bond anticipation notes.

The Authorized Representatives of the Authority are further authorized to sell all or a portion of the Series 2019 Bonds in one of more loan agreements between the Authority and EFC; to execute and deliver on behalf of the Authority one or more Loan Agreements, Project Financing Agreements, and Letter of Intent with EFC and to accept the definitive terms of one or more Loan Agreements from EFC by executing and delivering one or more Terms Certificates; and to execute such other documents, and take such other actions as are necessary or appropriate to obtain a loan or loans from EFC for all or a portion of the costs of the Project Expansion and for the refunding of the Prior Bonds, and performing the Authority's obligations under its bond delivered to EFC, the Project Financing Agreements and the Loan Agreements.

The Authorized Representatives of the Authority are further authorized to apply to the EFC for a direct loan in such amount as they deem advisable to be sued solely for the purpose of financing the cost of the Project Expansion and to negotiate and execute on behalf of the Authority such loan agreements, notes and such other documents and take such other actions as are necessary or appropriate to obtain a loan from EFC for all or a portion of the costs of the Project Expansion.

The Chairman, Vice Chairman and Executive Director of the Authority are each hereby designated Authorized Representatives of the Authority and the Chairman may in writing designate additional Authorized Representatives. Each of the Authorized Representatives are hereby each authorized and directed to do or cause to be done all such other acts and things, to make all payments requires pursuant to the Financing Documents, and to execute all such documents, certificates and instruments, including without limitation, the creation of new banking accounts and the pledge of any accounts, whether new or existing, as in his or her judgment may be necessary or advisable in order to carry out the Financing Documents and the transactions contemplated thereby or desirable or proper to effectuate the purposes of this Resolution and to cause compliance but the Authority with all the terms, covenants and provisions of the Financing Documents binding upon the Authority. None of the officers, employees or agents of the Authority, however, shall have any personal liability under the Series 2019 Bonds any bond anticipation notes or the Financing Documents.

Notwithstanding any other provision of this Resolutions, the person executing the Financing Documents on behalf of the Authority is hereby authorized to agree to such changes, insertions, omissions and modifications of the Financing Documents as he or she may approve. The execution of the Financing Documents by any such person shall be deemed to be complete and with full approval of any such changes, insertions, omissions and modifications by the members of the Authority.

The Resolution shall constitute a declaration of the Authority's "official intent" to reimburse expenditures for the Project Expansion with proceeds of the Series 2019 Bonds and/or bond anticipation notes as required by Treasury Regulation Section 1.150-2. Prior to the issuance of the Series 2019 Bonds and/or bond anticipation notes it is the intent of the Authority to pay expenditures for the Project Expansion from funds in SWMF Capital Reserve Fund. Other than as specified in this resolution, no monies are, or are reasonably expected to be, reserved, allocated on a long-term basis, or otherwise set aside with respect to the permanent funding of the portion of the Project Expansion funded by the Series 2019 Bonds.

The Resolution shall take effect immediately and the Series 2019 Bonds and/or bond anticipation notes are hereby ordered to be issued in accordance with this Resolution. A copy of this Resolution, together with its attachments, shall be placed on file in the office of the Authority where the same shall be available for public inspection during business hours.

A Calligaris asked what the final total will be. J. Wright explained it will be the \$8 million + \$19 million, ultimately equaling about \$27 million. A. Calligaris further asked that we were going to bond \$11 million of that, to which J. Wright responded yes.

F. Carter asked if the bonding was high enough, to which J. Wright responded yes.

A MacKinnon asked when the bond would be paid. J. Wright responded it would be paid this year. The original bond will then be reissued with better rates. A. MacKinnon further commented that when the landfill has maxed out and we're done, moving on to the next pile, we don't want to be mortgaging the future. T. Hefferon commented that we don't want people paying today for previous services. A. MacKinnon stated we do not want to be adding one bond to the next. A. Calligaris stated new rate payers will be paying less of a

percentage. F. Carter stated the original bond will be paid off, and a new bond will go with the new construction.

Upon a motion by A. MacKinnon, and seconded by T. Hefferon, Resolution No. 2019-02-06, Authorizing the Issuance and Sale of the Authority's Solid Waste Management System Revenue Bonds Series 2019 in an Aggregate Principal Amount Not to Exceed \$11,000,000 and the Execution of Related Documents, was unanimously approved by the Governance Committee.

9. J. Wright stated that 30+ firms would be solicited in the RFP for Legal Counsel, including MWBE and SDVOB firms. The Authority will again use Victoria Ramundo to review all submissions and assist with interviews. It is anticipated that a recommendation will be made at the May meeting.

A MacKinnon stated that these are very extensive documents. J. Wright responded that they include all required procurement requirements by the state.

F. Carter asked if our current counsel was interested. J. Wright responded that they may not be, we will know by received submissions.

F. Carter asked if Ms. Ramundo was the woman from the Albany area. J. Wright responded that she is. J. Wright further stated that there are not many MWBE firms, and the Ms. Ramundo is in fact an MWBE. The Authority's annual legal fees average at about \$50,000 with Ms. Ramundo being roughly 30% of this helping us to meet our MWBE requirement.

Upon a motion by T. Hefferon, and seconded by A. Calligaris, the committee moved to approve the RFP for Legal Counsel.

10. F. Carter requested an Executive Session to discuss Personnel Matters and Real Estate Matters.

Upon a motion by T. Hefferon, and seconded by A. MacKinnon, the committee moved into Executive Session at 9:48 AM.

Upon a motion by T. Hefferon, and seconded by A. MacKinnon, the committee moved out of Executive Session at 10:00 AM.

There was no action taken during Executive Session.

11. The committee meeting was adjourned at 10:01 AM.

Respectfully submitted,



Fredrick Carter
Acting Chairman, Governance Committee