

CATSKILL WATERSHED CORPORATION

Board of Directors Meeting

MINUTES

November 1, 2016 @ 1:00 p.m.

I. Call to Order

II. Pledge of Allegiance: Led by Michael Triolo.

III. Roll Call of Directors

Members Present: Donald Brandow, Martin Donnelly, James Eisel, Thomas Hynes, Innes Kasanof, Berndt Leifeld, Wayne Marshfield, Mark McCarthy, Tina Molé, Richard Parete, Robert Pelham, Michael Triolo and David Warne (*New York City DEP*).

Members Excused: Thomas Snow (*New York State DEC*)

Staff Members Present: Timothy Cox, Diane Galusha, Leo LaBuda, James Martin, John Mathiesen, Jason Merwin, Barbara Puglisi, Alan L. Rosa, and Frieda Suess.

Others Present: Bruce Dolph, Chair (*Coalition of Watershed Towns*), Michael Meyer (*New York City DEP*), Charlie Piper, Chair (*Delaware County Veterans Service Agency*), Thomas Stalter (*New York City DEP*), and John Schwartz (*New York City DEP*).

IV. Review and Approval of October 4, 2016 Board Meeting Minutes

A motion to approve the minutes from the October 4, 2016 board meeting was made by Berndt Leifeld and seconded by Richard Parete.

Voice Vote, carried unanimously

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**V. Presentation of Communication**

**Finance Report**

A motion to approve the financial reports as of August 31, 2016 was made by James Eisel and seconded by Mark McCarthy.

**Voice Vote, carried unanimously**

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Executive Director's Report

The Executive Director's Report was presented as outlined in the board packet.

Committee Schedule

Committee Meeting Minutes

VI. Public Discussion

Diane Galusha announced that CWC will be sponsoring a DOS training Friday, November 4 at the American Legion Hall in Margaretville, providing required training hours for Municipal Planning and Zoning Board members.

She also announced that CWC will host a media event Nov. 3 at 3 p.m. for Senator James Seward to announce that the \$500,000 Catskill Master Plan Stewardship & Planning project, funded by the State legislature in 2015, is being rolled out. CWC will administer this program to develop a comprehensive recreational use plan for public lands in the region, and to implement several access projects. The RFP for the plan will be distributed Friday following the media event.

VII. Presentation of Resolutions

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*A motion to waive Rule 14 was made by Wayne Marshfield and was seconded by Martin Donnelly.*

**Voice Vote, carried unanimously**

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Handout Resolution – Future Stormwater – 3115 Route 28, LLC – Additional Funds

A motion to approve Resolution No. 2953 was made by Richard Parete and seconded by Thomas Hynes.

November 1, 2016

RESOLUTION NO. 2953

BOARD REVIEW OF FUTURE STORMWATER PROGRAM
APPLICATION FOR H.D. LANE VOLUNTEER FIRE COMPANY INC.
ADDITIONAL FUNDS
STORMWATER CONTROLS

WHEREAS, the 1997 New York City Watershed Memorandum of Agreement (“Watershed MOA”) paragraph 128 (“Future Stormwater Program”) directs the Catskill Watershed Corporation (“CWC”) to establish a program to pay for the reasonable and proper cost to design, implement, permit, construct and maintain new stormwater measures pursuant to stormwater pollution prevention plans required by the 18-39(b)(3) and 18-39(e) of the watershed regulations; and

WHEREAS, Section 145(ii) of the Watershed MOA and the West of Hudson Future Stormwater Program Rules provides for payment of eligible project costs required solely by the New York City Department of Environmental Protection (“NYCDEP”) and not otherwise required by State or federal law; and

WHEREAS, by Resolution Number 2947, the CWC Board of Directors previously approved a reimbursement application by H.D. Lane Volunteer Fire Company Inc. for funding of eligible

design costs in the not-to-exceed amount of Five Thousand Nine Hundred Twenty-Seven Dollars and Sixty-Seven Cents (\$5,927.67) for the design of an eligible project; and

WHEREAS, the H.D. Lane Volunteer Fire Company Inc. has requested additional funding in the amount of Seven Thousand Seven Hundred Fifty Dollars (\$7,750.00) for construction of new stormwater controls related to an addition that was built on to the fire hall, for total reimbursement of Thirteen Thousand Six Hundred Seventy-Seven Dollars and Sixty-Seven Cents (\$13,677.67) for the design and implementation of an approved SWPPP; and

WHEREAS, the Future Stormwater Program Rules require that the CWC Board of Directors shall review and approve each application, with attached documentation and staff recommendations; and

WHEREAS, CWC staff recommended reimbursement of eligible stormwater costs for a total not-to-exceed amount of Five Thousand Nine Hundred Twenty-Seven Dollars and Sixty-Seven Cents (\$5,927.67); and

WHEREAS, the CWC Wastewater/Stormwater Committee recommended that the application be approved by the CWC Board of Directors.

NOW, THEREFORE, LET IT BE RESOLVED, that the CWC Board of Directors has reviewed the attached application, staff recommendation and supporting documentation and approves reimbursement in a total not-to-exceed amount of Thirteen Thousand Six Hundred Seventy-Seven Dollars and Sixty-Seven Cents (\$13,677.67).

CWC Future Stormwater Controls Program – H.D. Lane Volunteer Fire Company Inc.

H.D. Lane Volunteer Fire Company Inc. built an addition on the existing fire hall in Lanesville, Greene County. The disturbance is less than 1 acre and within 100 feet of a watercourse. Only NYCDEP stormwater requirements come into play. Per the CWC Future Stormwater Program Rules a retainage will be held until Construction Acceptance is received from NYCDEP. For not-for-profit organizations, CWC pays for 100% of eligible stormwater costs.

CWC Stormwater/Wastewater Committee recommends funding approval on the following costs:

Total Eligible Construction Costs	\$7,750.00
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Voice Vote, carried unanimously

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**Septic Reimbursement Over \$25,000 – Henry Birman – Tab 6**

A motion to approve Resolution No. 2954 was made by Wayne Marshfield and seconded by Tina Molé.

November 1, 2016

**RESOLUTION NO. 2954**

**BOARD APPROVAL OF SEPTIC CONSTRUCTION ESTIMATE OVER \$25,000:**  
**HENRY BIRMAN**

**WHEREAS**, pursuant to the Watershed Memorandum of Agreement and the Septic System Rehabilitation and Replacement Program Contracts with New York City Department of Environmental Protection, the Catskill Watershed Corporation (“CWC”) shall act as program manager for the Septic Program and implement the Septic Program consistent with the terms of said contracts; and

**WHEREAS**, pursuant to section 2:01:09 of the CWC Septic Rehabilitation and Replacement Program Rules Article 2A, if the total amount requested for reimbursement is more than Twenty-Five Thousand Dollars (\$25,000) CWC staff shall forward the design with recommendation to the CWC Board for approval; and

**WHEREAS**, CWC staff has reviewed a construction quote submitted by a contractor for the septic system repair in the amount of Twenty-Eight Thousand Four Hundred Dollars (\$28,400.00); and

**WHEREAS**, the contractor’s quote for this system is more than Twenty-Five Thousand Dollars (\$25,000); and

**WHEREAS**, the CWC staff have determined the contractor’s quote of Twenty-Eight Thousand Four Hundred Dollars (\$28,400.00) to be a reasonable cost for this system in accordance with our schedule of values; and

**WHEREAS**, the Septic Committee has reviewed the documentation and recommend approving the contractor’s quote of Twenty-Eight Thousand Four Hundred Dollars (\$28,400.00) as it is in substantial agreement with our schedule of values.

**NOW, THEREFORE LET IT BE RESOLVED**, that the CWC Board of Directors approves the eligible cost of this system for reimbursement to be the total not-to-exceed amount of Twenty-Eight Thousand Four Hundred Dollars (\$28,400.00).

**Henry Birman Backup**

Mr. Birman’s property is located in the Town of Halcott, Greene County. Homeowner and CWC staff received a quote from a contractor in the amount of \$28,400.00. This system is for a four bedroom house. The major components for this system include a 1,250 gallon septic tank, one pump station, 175 lineal feet of 4” gravity piping, 30 lineal feet of forcemain, one effluent filter, 4 peat modules, 130 lineal feet of swale, and complete site restoration. The quote does not exceed the CWC Schedule of Values. The Septic Committee recommends that the Board of Directors approve reimbursement in an amount not to exceed \$28,400.00.

***Voice Vote, carried unanimously***

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Septic Reimbursement Over \$25,000 – Donald MacNevin – Tab 7

A motion to approve Resolution No. 2955 was made by Wayne Marshfield and seconded by Tina Molé.

November 1, 2016

RESOLUTION NO. 2955

BOARD APPROVAL OF SEPTIC CONSTRUCTION ESTIMATE OVER \$25,000:
DONALD MACNEVIN

WHEREAS, pursuant to the Watershed Memorandum of Agreement and the Septic System Rehabilitation and Replacement Program Contracts with New York City Department of Environmental Protection, the Catskill Watershed Corporation (“CWC”) shall act as program manager for the Septic Program and implement the Septic Program consistent with the terms of said contracts; and

WHEREAS, pursuant to section 2:01:09 of the CWC Septic Rehabilitation and Replacement Program Rules Article 2A, if the total amount requested for reimbursement is more than Twenty-Five Thousand Dollars (\$25,000) CWC staff shall forward the design with recommendation to the CWC Board for approval; and

WHEREAS, CWC staff has reviewed a construction quote submitted by a contractor for the septic system repair in the amount of Twenty-Nine Thousand Nine Hundred Fifty Dollars (\$29,950.00); and

WHEREAS, the contractor’s quote for this system is more than Twenty-Five Thousand Dollars (\$25,000); and

WHEREAS, the CWC staff have determined the contractor’s quote of Twenty-Nine Thousand Nine Hundred Fifty Dollars (\$29,950.00) to be a reasonable cost for this system in accordance with our schedule of values; and

WHEREAS, the Septic Committee has reviewed the documentation and recommend approving the contractor’s quote of Twenty-Nine Thousand Nine Hundred Fifty Dollars (\$29,950.00) as it is in substantial agreement with our schedule of values.

NOW, THEREFORE LET IT BE RESOLVED, that the CWC Board of Directors approves the eligible cost of this system for reimbursement to be the total not-to-exceed amount of Twenty-Nine Thousand Nine Hundred Fifty Dollars (\$29,950.00).

Donald MacNevin Backup

Mr. MacNevin’s property is located in the Town of Ashland, Greene County. Homeowner and CWC staff received a quote from a contractor in the amount of \$29,950.00. This system is for a four bedroom house. The major components for this system include a 1,250 gallon septic tank, one pump station, one pump station, 15 lineal feet of 4” gravity piping, 25 lineal feet of forcemain, 13 cubic yards of absorption fill material, 30 yards of random fill, one effluent filter, 225 lineal feet of absorption trench, 3 peat modules, concrete retaining wall, and extensive site restoration. The quote is within 10% of CWC Schedule of Values. The Septic Committee recommends that the Board of Directors approve reimbursement in an amount not to exceed \$29,950.00.

Voice Vote, carried unanimously

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A motion to approve Resolution No. 2956 was made by Mark McCarthy and seconded by Tina Molé.

November 1, 2016

**RESOLUTION NO. 2956**

**APPROVAL OF TOWN OF LEXINGTON APPLICATION**  
**LOCAL TECHNICAL ASSISTANCE PROGRAM– SUSTAINABLE COMMUNITIES**

**WHEREAS**, the Catskill Watershed Corporation (“CWC”) has agreed to serve as program manager of a Local Technical Assistance Program (“LTAP”) and to identify projects and allocate and disburse program funds; and

**WHEREAS**, the CWC Board of Directors passed Resolution Number 900 approving the CWC LTAP Program Rules; and

**WHEREAS**, as a condition of the 2013 Filtration Avoidance Determination Modification, New York City Department of Environmental Protection (DEP) agreed to fund a Flood Hazard Mitigation Program consisting of funding through the Stream Management Program to undertake a Local Flood Analysis (LFA) to identify the causes of flooding and recommend possible mitigation projects, as well as funding the Flood Hazard Mitigation Implementation Program (FHMIP) at CWC to provide grants to undertake certain categories of projects ; and

**WHEREAS**, as a condition to the 2013 Filtration Avoidance Determination Modification, DEP agreed to fund a flood buyout program (DEP Flood Buyout Program) to acquire improved properties that were not eligible or did not participate in the federal or State flood buyout program, but if vacated and returned to a natural floodplain would help mitigate flooding in other areas, or otherwise protect water quality; and

**WHEREAS**, by Resolution Number 2439, on March 4, 2014 the CWC Board of Directors approved the Flood Hazard Mitigation Implementation Program Agreement and between CWC and DEP and agreed to administer such program; and

**WHEREAS**, by Resolution Numbers 2460 and 2524, the CWC Board of Directors approved FHMIP Rules, including providing eligibility for certain costs for relocations of businesses and residences, including those recommended by an LFA; and

**WHEREAS**, by Resolution Number 2574, on October 7, 2014 the CWC Board of Directors approved changes to the FHMIP Rules to accept applications from property owners participating in the DEP Flood Buyout Program, to provide assistance in relocating within the same town outside of areas studies by an LFA; and

**WHEREAS**, by Resolution Number 2603, the CWC Board of Directors approved changes to the Local Technical Assistance Program Rule Change to provide for the Sustainable Communities Program for planning assistance to towns or villages who have completed an LFA to update zoning code or maps, or update that municipality’s comprehensive plan to provide for relocations of residences and businesses under the DEP Flood Buyout Program; and

**WHEREAS**, by Resolution 2849, the CWC Board set an application deadline for the Sustainable Communities Program for September 30, 2016; and

**WHEREAS**, pursuant to the CWC Program Rules as adopted by the CWC Board of Directors, the CWC staff and NYCDEP staff must evaluate grant requests and issue funding recommendations to the CWC Wastewater Committee, which shall issue recommendations to the CWC Board of Directors; and

**WHEREAS**, CWC and NYCDEP staff have jointly reviewed and recommend for funding the application of the Town of Lexington and as detailed in the application packet received at CWC by September 30, 2016 and have presented this recommendation to the CWC Wastewater Committee; and

**WHEREAS**, the CWC Wastewater Committee has reviewed and recommended funding the proposal of the Town of Lexington as described in Attachment A.

**WHEREAS**, pursuant to the CWC Program Rules, the CWC Board of Directors has reviewed the attached recommendation and supporting documentation.

**NOW, THEREFORE, LET IT BE RESOLVED**, the CWC Board of Directors approves funding to the Town of Lexington of Twenty Thousand Dollard (\$20,000.00) as per Attachment and authorizes the President and/or Executive Director to execute contract with the Town of Lexington.

## **ATTACHMENT A**

### **TOWN OF LEXINGTON SUSTAINABLE COMMUNITIES APPLICATION**

The Town of Lexington requested \$20,000.00 for the Lexington Hamlet Revitalization Project.

The Town of Lexington completed a local flood analysis (LFA) for the hamlet of Lexington in June, 2016. The Lexington Hamlet Revitalization Project would propose a plan to provide proposals to relocate structures identified in the LFA out of the floodplain and recreate Lexington's Main Street. The completed project will provide concept plan and illustrations, and recommended revisions to the Town's zoning law and comprehensive plan, as appropriate. The identified consultant will also engage the public in this process and complete it by October, 2017. Although not required, the Town of Lexington will provide a local match of \$3,500.00 through staff assistance of Greene County Soil and Water Conservation District staff.

CWC and DEP staff recommend funding in the not to exceed amount of \$20,000.00.

***Voice Vote, carried unanimously***

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Catskill Watershed Corporation Operating/Program Budget for Fiscal Year 2017 – Tab 9

A motion to approve Resolution No. 2957 was made by James Eisel and seconded by Mark McCarthy.

RESOLUTION NO. 2957

**ADOPTION OF CATSKILL WATERSHED CORPORATION
OPERATING/PROGRAM BUDGET
FOR FISCAL YEAR 2017**

WHEREAS, the Finance Committee has prepared a budget for Catskill Watershed Corporation (CWC) for the period commencing January 1, 2017 through December 31, 2017; and

WHEREAS, the Finance Committee recommends for adoption the proposed budget to the full Board of Directors; and

WHEREAS, the total budgeted appropriations have been allocated to the various programs, such as Operating, Septic Program IV, etc., by category as indicated below; and

WHEREAS, the appropriations to the following budget categories may be transferred between the categories as indicated below without prior Board approval:

Program Expenses, Occupancy Expenses, Advertising & Printing, Office Supplies, Communications, Grants & Reimbursements, Travel, Conferences & Seminars, Insurance, Repairs & Maintenance, Subscriptions & Publications, Professional Fees, Administration Allocation, Depreciation, Dues, Licenses, & Memberships, Miscellaneous Expense, Contingency, Loan/Fixed Assets.

NOW, THEREFORE BE IT RESOLVED that the CWC Board of Directors approves the 2017 fiscal year budget of Twenty-five Million Six Hundred Four Thousand Twenty-Two (\$25,604,022.00) presented.

NOW THEREFORE LET IT BE FURTHER RESOLVED, that the CWC Board of Directors authorized the Executive Director, in accordance with all other CWC policies and procedures, to incur expenses up to the amount set forth in the attached budget.

NOW THEREFORE LET IT BE FURTHER RESOLVED, that CWC Board of Directors authorizes the Executive Director to reallocate funds between specific budgets and categories but may not exceed the total approved budget amount without prior Board approval.

Voice Vote, carried unanimously

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**Catskill Watershed Corporation Tax Consulting Budget for Fiscal Year 2017 – Tab 10**

A motion to approve Resolution No. 2958 was made by Richard Parete and seconded by Tina Molé.

**RESOLUTION NO. 2958**

**ADOPTION OF CATSKILL WATERSHED CORPORATION  
TAX CONSULTING BUDGET**

**FOR FISCAL 2017**

**WHEREAS**, the Finance Committee of the Catskill Watershed Corporation (CWC) has prepared a projected budget for CWC's Tax Consulting program expenditures from January 1, 2017 through December 31, 2017; and

**WHEREAS**, the Finance Committee recommends for adoption the projected Tax Consulting program budget of One Hundred Eighty-Two Thousand Five Hundred Fifty-Two Dollars (\$182,552.00) to the full Board of Directors.

**NOW, THEREFORE BE IT RESOLVED** that the CWC Board of Directors approves the 2017 projected Tax Consulting program budget as presented.

**NOW, THEREFORE BE IT FURTHER RESOLVED**, that the CWC Board of Directors authorized the Executive Director, in accordance with all other CWC policies and procedures, to incur expenses up to the projected program budget amounts.

**Voice Vote, carried unanimously – WOH Members Only**

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2016 Catskill Watershed Corporation External Audit Firm – Tab 11

A motion to approve Resolution No. 2959 was made by Mark McCarthy and seconded by Wayne Marshfield.

November 1, 2016

RESOLUTION NO. 2959

CATSKILL WATERSHED CORPORATION EXTERNAL AUDIT FIRM

WHEREAS, the Catskill Watershed Corporation (CWC) is required by contracts to submit financial statements audited by an independent certified public accountant for the preceding fiscal year to the New York City Department of Environmental Protection within ninety (90) days of the end of the CWC fiscal year; and

WHEREAS, the CWC Policies and Procedures requires that the CWC Board of Directors must approve an expense greater than Ten Thousand Dollars (\$10,000); and

WHEREAS, the Finance Department has received an engagement letter from Sickler, Torchia, Allen & Churchill, CPAs, P.C. for [external & investment] audit & tax services for the year ending December 31, 2016 totaling Nineteen Thousand Three Hundred Seventy-Five Dollars (\$19,375.00); and

WHEREAS, the Finance Committee recommends the CWC Board to approve a contract not to exceed Nineteen Thousand Three Hundred Seventy-Five Dollars (\$19,375.00), for external/investment audit & tax services for the year ending December 31, 2016.

NOW, THEREFORE BE IT RESOLVED, the CWC Board of Directors approves the Executive Director to contract with Sickler, Torchia, Allen & Churchill, CPAs, P.C. for external/investment audit & tax services not to exceed Nineteen Thousand Three Hundred Seventy-Five Dollars (\$19,375.00).

Voice Vote, carried unanimously

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**2017 Executive Director Compensation – Tab 12**

A motion to approve Resolution No. 2960 was made by James Eisel and seconded by Tina Molé.

November 1, 2016

**RESOLUTION NO. 2960**

**EXECUTIVE DIRECTOR COMPENSATION**

**WHEREAS**, pursuant to the Catskill Watershed Corporation (CWC) Personnel Policies and Procedures, Article 3, the CWC Board of Directors is responsible for hiring the Executive Director; and

**WHEREAS**, the CWC Policy Committee recommends that the CWC Board of Directors be the salary of the current Executive Director be increased by Three Percent (3%) to One Hundred Seven Thousand Four Hundred Sixty-Five Dollars (\$107,465.00) annually and further recommends that said salary take effect beginning on January 1, 2017.

**NOW THEREFORE BE IT RESOLVED**, that the CWC Board of Directors directs the CWC Executive Director and CWC Finance Director to set the salary of the current CWC Executive Director at One Hundred Seven Thousand Four Hundred Sixty-Five Dollars (\$107,465.00) per annum to be paid in bi-weekly increments pursuant to CWC Personnel Policies and Procedures and that said salary is to take effect beginning on January 1, 2017.

**Voice Vote, carried unanimously**

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CWC New Headquarters Building Consultant – Tab 13

A motion to approve Resolution No. 2961 was made by Tina Molé and seconded by Robert Pelham.

November 1, 2016

RESOLUTION NO. 2961

CWC NEW HEADQUARTERS BUILDING CONSULTANT

WHEREAS, the Catskill Watershed Corporation (CWC) is a not for profit local development corporation located in Margaretville in the Town of Middletown, Delaware County; and

WHEREAS, CWC's Certificate of Incorporation requires that CWC's office be located in the Town of Middletown, the geographic center of the West of Hudson Watershed; and

WHEREAS, CWC is reviewing the possibility of constructing a new headquarters building in the Town of Middletown to be shared with regulatory staff from New York City Department of Environmental Protection (NYCDEP), the Water Discovery Center, and possible additional tenants; and

WHEREAS, CWC issued a request for proposal for architectural, engineering and space planning services with the scope of work to include interviewing CWC, NYCDEP, and the Water Discovery Center regarding their individual space needs, designing a building to meet those needs, and also completion of a stormwater pollution prevention plan for the design; and

WHEREAS, responses to the request for proposal were due on August 29, 2016 at 4:00 pm; and

WHEREAS, CWC Board President, CWC staff, and attorneys from Whiteman, Osterman, and Hanna interviewed several firms that submitted timely responses; and

WHEREAS, CWC Board President, CWC staff, and attorneys from Whiteman, Osterman, and Hanna recommend that CWC retain Keystone Associates in an amount not to exceed One Hundred Thousand Dollars (\$100,000.00) for architectural, engineering and space planning services for the proposed new CWC headquarters; and

WHEREAS, the CWC Policy Committee recommends CWC retain Keystone Associates in an amount not to exceed One Hundred Thousand Dollars (\$100,000.00) for architectural, engineering and space planning services for the proposed new CWC headquarters; and

WHEREAS, the CWC Finance Officer requests authority to transfer funds from Catskill Fund for the Future to Operating as needed to provide payment for Keystone Associates.

NOW THEREFORE BE IT RESOLVED, that CWC Board authorize the President and/or Executive Director to execute an agreement with Keystone Associates in an amount not to exceed One Hundred Thousand Dollars (\$100,000.00) for architectural, engineering and space planning services for the proposed new CWC headquarters and further authorizes transfer of funds from Catskill Fund for the Future to Operating as needed to provide payment for Keystone Associates.

Voice Vote, carried unanimously

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**2017 CWC Closing Counsel – Tab 14**

A motion to approve Resolution No. 2962 was made by Martin Donnelly and seconded by James Eisel.

November 1, 2016

**RESOLUTION NO. 2962**  
**CWC CLOSING COUNSEL**

**WHEREAS**, the Catskill Watershed Corporation (CWC), pursuant to the 1997 New York City Watershed Memorandum of Agreement, administers the Catskill Fund for the Future (CFF) to provide funding for qualified economic development projects within West of Hudson Watershed towns; and

**WHEREAS**, since 1997, the Environmental Facilities Corporation (EFC) has provided representation of CWC in the closing of CFF loans, including drafting and ensuring proper execution of all necessary documents; and

**WHEREAS**, EFC services under the CFF Program Agreement between CWC, EFC and NYCDEP terminated on April 12, 2012; and

**WHEREAS**, after issuance of a Request for Proposal and review of responses, by Resolution Number 1795, CWC Board of Directors approved the retention of Hodgson Russ LLP to provide representation of CWC for closings of CFF Loans for the remainder of the year 2012; and

**WHEREAS**, by Resolution Numbers 2225, 2415, 2623, and 2785 CWC Board of Directors approved the retention of Hodgson Russ LLP to provide representation of CWC for closings of CFF Loans for the years 2013, 2014, 2015, and 2016 consecutively; and

**WHEREAS**, the CWC Economic Development Committee recommend the CWC Board of Directors authorize the President and/or Executive Director to execute an agreement with Hodgson Russ, LLC in an amount not to exceed Seventy Thousand Dollars (\$70,000.00) at the rates specified in Schedule A attached hereto, unchanged from 2013, to provide representation of CWC for closings of CFF loans.

**NOW THEREFORE BE IT RESOLVED**, that the CWC Board of Directors authorize the President and/or Executive Director to execute an agreement with Hodgson Russ LLP in an amount not to exceed Seventy Thousand Dollars (\$70,000.00) at the rates provided in Schedule A attached hereto, to provide representation of CWC for closings of CFF loans.

**Voice Vote, carried unanimously**

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2017 SBDC Counselor Funding – Tab 15

A motion to approve Resolution No. 2963 was made by Richard Parete and seconded by Berndt Leifeld.
November 1, 2016

RESOLUTION NO. 2963

AUTHORIZATION FOR CWC TO PROVIDE PARTIAL FUNDING FOR A FULL-TIME SMALL BUSINESS DEVELOPMENT CENTER COUNSELOR

WHEREAS, the Catskill Watershed Corporation (“CWC”) is a not for profit corporation whose purpose as described in its Certificate of Incorporation is, in part, the public purpose of “relieving and reducing adult unemployment, promoting and providing for additional and

maximum adult employment, bettering and maintaining adult job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs”; and

WHEREAS, the 1997 Watershed Memorandum of Agreement (“MOA”) recognized that “the goals of drinking water protection and economic vitality within the watershed communities are not inconsistent”; and

WHEREAS, a need for business plan development, management consultation, business training seminars, workshops; conferences and targeted research in support of small business concerns is an identified need within the West of Hudson Watershed (“WOH”); and

WHEREAS, the Small Business Development Center (SBDC) is a network of host institutions which contributes to stability and economic growth by providing management consultation; business training seminars; workshops; conferences and targeted research in support of small business concerns; and

WHEREAS, pursuant to Resolution Number 278, on July 27, 1999 the CWC Board of Directors approved the authorization for CWC to act as an Outreach Center of the Mid- Hudson Regional SBDC Program; and

WHEREAS, pursuant to Resolution Number 468, on November 27, 2001 the CWC Board of Directors, approved matching funding for a full time counselor in the amount of Thirty-Two Thousand Dollars (\$32,000.00); and

WHEREAS, pursuant to Resolution Number 592, on May 27, 2003, Resolution Number 753, on September 28, 2004 the CWC Board of Directors, approved matching funding for a full time counselor in the amount of Thirty-Five Thousand Dollars (\$35,000.00); and

WHEREAS, thereafter on an annual basis and pursuant to Resolution Numbers 903, 1064, 1214, 1284, 1487, 1697, 1890, 2026, 2226, 2452, 2625 and 2817, the CWC Board of Directors approved matching funding for a full time counselor in the amount of Forty Thousand Dollars (\$40,000.00); and

WHEREAS, the Economic Development Committee recommends that CWC enter into a one year contract with Ulster County Community College to provide Forty Thousand Dollars (\$40,000.00) in matching funds for 2017 provided that the SBDC counselor is a full-time counselor whose territory includes the WOH.

NOW, THEREFORE BE IT RESOLVED, the CWC Board authorizes the President and/or the Executive Director to execute a contract for Forty Thousand Dollars (\$40,000.00) with Ulster County Community College to partially fund the personnel costs of a full-time counselor whose territory includes the WOH.

NOW, THEREFORE BE IT FURTHER RESOLVED, approval of this resolution by the Board constitutes a preliminary decision under the MOA. The decision will become final without any further action by the Board unless an objection is timely filed with the Watershed Protection and Partnership Council.

Voice Vote, carried unanimously

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**CWC Holdings II, LLC Lease and MOU with Utica Center for Development for the Delaware Inn – Tab 16**

A motion to approve Resolution No. 2964 was made by James Eisel and seconded by Robert Pelham.

November 1, 2016

**RESOLUTION NO. 2964**

**AUTHORIZATION FOR CWC HOLDINGS II, LLC TO EXECUTE A LEASE AND  
MEMORANDUM OF UNDERSTANDING WITH UTICA CENTER FOR  
DEVELOPMENT FOR THE DELAWARE INN**

**WHEREAS**, pursuant to the New York City Watershed Memorandum of Agreement (MOA) and a Program Contract with New York City Department of Environmental Protection, the Catskill Watershed Corporation (CWC) shall administer the Catskill Fund for the Future (CFF); and

**WHEREAS**, the CWC has adopted program rules consistent with the Watershed MOA and the CFF Program Contract to administer this program; and

**WHEREAS**, pursuant to the MOA, the CFF shall be used to make loans and grants to Qualified Economic Development Projects (QEDP's); and

**WHEREAS**, pursuant to the Watershed MOA, QEDP is defined as economic development studies, grants and loans for projects which encourage environmentally sound development and which encourage the goals of watershed protection and job growth in the West of Hudson Watershed communities; and

**WHEREAS**, by Resolution Number 1023, the CWC Board of Directors approved the establishment of the Business District and Historic Structure Rehabilitation Fund to rehabilitate salvageable commercial and mixed use structures in the business districts, main streets and gateways of the West of Hudson villages and hamlets; and

**WHEREAS**, the purpose of the Business District and Historic Structure Rehabilitation Fund is the rehabilitation of salvageable commercial and mixed use structures in the business districts, main streets and gateways of the West of Hudson villages and hamlets that are currently unused or in the state of general disrepair and which if rehabilitated would improve the business climate and quality of life of the West of Hudson community in which located; and

**WHEREAS**, on June 26, 2007, by Resolution Number 1178, the CWC Board of Directors approved the purchase of the Delaware Inn in the Village of Stamford in the amount of One Hundred Thirty Five Thousand Dollars (\$135,000.00) by a newly formed, wholly owned subsidiary, CWC Holdings II, LLC; and

**WHEREAS**, CWC staff managed the four year renovation of the Delaware Inn and listed it for sale on or about July, 2011 with an asking price of One Million Eight Hundred Thousand Dollars (\$1,800,000.00); and

**WHEREAS**, no offers for purchase of the Delaware Inn have been reviewed by the CWC Board; and

**WHEREAS**, the Utica Center for Development proposed a Memorandum of Understanding between it and CWC to lease the Delaware Inn for a period of two years with no rent as proposed in Attachment A to provide in part an office for services to military veterans in Delaware County, while applying for grant funding to purchase the Delaware Inn for One Million Eight Hundred Thousand Dollars (\$1,800,000.00) within that two year period; and

**WHEREAS**, the CWC Economic Development Committee recommends the CWC Board authorize the Executive Director to enter into a Memorandum of Understanding and execute a lease with Utica Center for Development for the lease of the Delaware Inn for a period of two years under terms described in the attached proposed Memorandum of Understanding.

**NOW, THEREFORE BE IT RESOLVED**, that the CWC Board of Directors authorizes the CWC Executive Director as manager of CWC Holdings II, LLC to execute a lease with an option to purchase at a purchase price of One Million Eight Hundred Thousand Dollars (\$1,800,000.00) and Memorandum of Understanding with the Utica Center for Development to lease the Delaware Inn for a period of two years at terms described in the attached proposed Memorandum of Understanding.

## **The Delaware Inn**

### **Memorandum of Understanding**

Between

The Utica Center for Development

and

The Catskill Watershed Corporation

This Memorandum of Understanding (MOU) sets for the terms and understanding between the Utica Center for Development and the Catskill Watershed Corporation to occupy The Delaware Inn Property.

#### **Background**

The Utica Center for Development is interested in expanding much needed services to Delaware County residents, with a target population of Veteran's and their families. In order to efficiently and effectively provide services to the homeless or at risk of homeless population, or those in need of basic human needs, the Utica Center for Development is in need of a facility with a central location in Delaware County. The Delaware Inn is an ideal location to provide these human services.

#### **Purpose**

This MOU will describe roles and responsibilities of each partner, and identify a timeline in which goals will be achieved. The Following is an estimated timeline and objectives the Utica Center for Development would like to meet:

01/02/17- The Utica Center for Development will occupy The Delaware Inn facility, and be responsible for maintenance and monthly utility payments for the facility:

Including but not limited to; lawn care, snow removal, cleanliness of the facility, all monthly utility payments, and maintenance expenses under \$1,000.

01/02/17- Address any finish work required for VA office, in order to provide services to veterans at the Delaware Inn ASAP.

01/02/17- Start application for HHAP Grant for funding to purchase the Delaware Inn at the purchase price of \$1,800,000

01/02/19- Secure Funding for the Delaware Inn and purchase facility

The above goals will be accomplished by undertaking the following activities:

Upon Catskill Watershed Corporation board approval of this Memorandum of Understanding, the Utica Center for Development will actively search to secure funding for sustainability. The Utica Center for Development will ask to partner with local BOCES culinary programs and Delhi culinary programs to provide catering to events held at the Delaware Inn (all proceeds going to providing services to Homeless and at risk of being homeless veterans and their families and all Delaware County community members in need of basic human services). The Utica Center for Development will also apply for community grants and work with the Delaware County Economic Development, the United Way, and other community foundations committed to providing resources to non-profits that are providing much needed services to the community. The Utica Center for Development will actively seek funding from the federal and state government to finish the rooms in the facility to house homeless veterans and their families, and those in need of emergency housing in Delaware County.

### **Reporting**

The Utica Center for Development's Executive Director will provide reports to the Catskill Watershed Corporation with clients served from the facility, and overall success of the agreement.

### **Funding**

This MOU is not a commitment of funds, but rather an understanding that the Utica Center for Development will actively seek funding over a 2-year period for the purchase price of the facility, while providing much needed services to community veteran's and their families and overall population in Delaware County.

### **Duration**

This MOU is at-will and may be modified by mutual consent of authorized officials from the Utica Center for Development, and the Catskill Watershed Corporation. This MOU shall become effective upon signature by the authorized officials from the Utica Center for Development and the Catskill Watershed Corporation and will remain in effect until modified or terminated by any one of the partners by mutual consent. In the absence of mutual agreement by the authorized officials from The Utica Center for Development and the Catskill Watershed Corporation this MOU shall end on 01/02/2019, with the option of extending.

### **Contact Information**

Partner name: The Utica Center for Development

Partner representative: Vincent Scalise

Position: Executive Director/Founder

Address: 726 Washington Street, Utica, NY 13502

Telephone: (315) 939-4523

Fax: (315) 316-0058

E-mail: vscalise@ucdevelopment.org

Partner name:

Partner representative

Position

Address  
Telephone  
Fax  
E-mail

\_\_\_\_\_ Date:  
(Partner signature)  
(Partner name, organization, position)

\_\_\_\_\_ Date:  
(Partner signature)  
(Partner name, organization, position)

**Voice Vote, carried unanimously**

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A motion to enter into Executive Session with Alan L. Rosa, Timothy Cox, Barbara Puglisi, Jason Merwin, and Phil Sireci to discuss CFF delinquent loans and new loan applicant financials was made by Mark McCarthy and seconded by Thomas Hynes.

Voice Vote, carried unanimously

A motion to resume the regular meeting was made by Berndt Leifeld and seconded by Robert Pelham.

Voice Vote, carried unanimously

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**CFF REDI Loan – M-Ark Project, Inc. – Tab 17**

A motion to approve Resolution No. 2965 was made by Berndt Leifeld and seconded by Thomas Hynes.

November 1, 2016

**RESOLUTION NO. 2965**

**APPROVAL OF CFF LOAN TO M-ARK PROJECT, INC.**

**WHEREAS**, the Catskill Watershed Corporation (CWC) is a not for profit local development corporation whose purpose is, in part, “aiding that part of the Watershed of the City of New York located West of the Hudson River (the ‘West of Hudson Watershed’) by attracting new commerce and industry to such area and by encouraging the development of, or retention of, commerce and industry in such area, and lessening the burdens of government and acting in the public interest and all other lawful functions all in a manner which seeks to protect water quality in the West of Hudson Watershed”; and

**WHEREAS**, CWC established the REDI-Fund Loan Program for the purpose of providing low-interest loans to qualified economic development projects in the West-of-Hudson Watershed to

be administered by the CWC in accordance with the Catskill Fund for the Future (CFF) Program Rules; and

**WHEREAS**, the MARK Project Inc. submitted a grant application to New York Consolidated Funding for NY Main Street Program and was awarded Three Hundred Thousand Dollars (\$300,000.00) from the New York State Homes and Community Renewal (HCR); and

**WHEREAS**, the MARK Project Inc. submitted a grant application to New York Consolidated Funding for Long –Term Recovery/Fleischmanns Main Street Strategy and was awarded Forty-Nine Thousand Five Hundred Eighty-Eight Dollars (\$49,588.00) from the New York State Department of State (DOS); and

**WHEREAS**, the New York Consolidated Funding grants would be reimbursement grants and the MARK Project Inc. does not have sufficient resources to outlay funds that would be later reimbursed under the grant; and

**WHEREAS**, MARK Project Inc. requests, that CWC Board consider providing funds for services and expenses within the scope of the grant in an amount not to exceed Three Hundred Forty-Nine Thousand Five Hundred Eighty-Eight Dollars (\$349,588.00) that would be later reimbursed by the MARK Project Inc. once grant funds are received; and

**WHEREAS**, the CWC Economic Development Committee recommends that the CWC Board of Directors approve a loan to MARK Project Inc. at a rate of zero percent (0.0%), to be paid upon receipt of reimbursement from the State of New York and that the outstanding principal is fully paid on the fifth (5<sup>th</sup>) anniversary date of the closing, for costs eligible for reimbursement under a grants with New York State.

**NOW THEREFORE BE IT RESOLVED**, that the CWC Board of Directors approve a loan to MARK Project Inc. at a rate of zero percent (0.0%), in the amount of Three Hundred Forty-Nine Thousand Five Hundred Eighty-Eight Dollars (\$349,588.00), to be paid upon receipt of reimbursement from the State of New York and that the outstanding principal is fully paid on the fifth (5<sup>th</sup>) anniversary date of the closing, for costs eligible for reimbursement under a grant with New York State for support of services and expenses eligible for reimbursement under a grant with New York State.

**NOW, THEREFORE BE IT FURTHER RESOLVED**, that the CWC staff is authorized and directed to issue a commitment letter informing the borrower of its intention to issue the loan subject to compliance with all applicable provisions of the New York City Watershed regulations as well as other applicable laws, rules and regulations, completion of the necessary documents, and the right of objection and staff is directed to develop the loan agreement, promissory notes and other documentation necessary to effectuate this loan in a form agreed upon.

**NOW, THEREFORE BE IT FURTHER RESOLVED**, that upon said approval of loan documentation CWC is authorized to close on said loan and to disburse proceeds thereof in accordance with the loan documents.

**NOW, THEREFORE BE IT FURTHER RESOLVED**, that approval of an application by the Board constitutes a preliminary decision under the MOA. The decision will become final without any further action by the Board unless an objection is timely filed with the Watershed Protection and Partnership Council.

## **QEDP Evaluation and CWC Staff Recommendation**

**Purpose: To review the CWC Loan Application of MARK Project Inc.**

The Executive Director of the CWC makes the following evaluation concerning a REDI Fund Loan to MARK Project Inc. located in the Town of Middletown, NY. Evaluation is based on the Evaluation Criteria established in the Catskill Fund for the Future Program Rules, approved on August 22, 2001 by the CWC Board of Directors.

1. Based on due inquiry to the NYSDEC, the NYCDEP and to the best of CWC's knowledge, the properties listed below are presently in compliance with all applicable environmental statutes and regulations.
2. Based on due inquiry to the NYSDEC, the NYCDEP and to the best of CWC's knowledge, the properties listed below, are not subject to any enforcement actions by any regulatory agency.
3. (a) To the best of CWC's knowledge, the project is consistent with historic land use patterns, available infrastructure and sensitivity to the need for water quality protection.
  - (i) MARK Project Inc. will utilize the funds for services and expenses associated with the grant contracts.
  - (ii) The projects are located in the Towns of Middletown and Shandaken.
  - (iii) The project will utilize a municipal sewage system.
  - (iv) The project appears to present no threat to water quality.
  - (v) The project appears to generate no materials with the potential to degrade water quality that are not pretreated prior to release.
  - (vi) Based on NYCDEP the project is not in the 60 day travel time.
  - (vii) There is no impact on Federal or State wetlands.(b) The project maintains the character of the Towns of Middletown and Shandaken.
  - (i) The project is consistent with current zoning.
  - (ii) The project is compatible with surrounding land uses.
  - (iii) The project will not generate excessive traffic.
  - (iv) The project as described is of such magnitude that it does not appear likely to promote secondary growth and therefore requires not additional review of land use plans or infrastructure.
4. The project is consistent with the West of Hudson Economic Development Study, which has been completed.
5. Not applicable.

### **MARK Project Regional Main Street Participating Properties**

Arkville Post Office Building: 43400 State Highway 28, Arkville, NY 12406

Union Grove Distillery: 43311 State Highway 28, Arkville, NY 12406

Arkville Bread & Breakfast: 43623 State Highway 28, Arkville, NY 12406

Bussy Building: 743 Main Street, Margaretville, NY 12455

Commons Building: 785 Main Street, Margaretville, NY 12455

Home Goods Building: 784 Main Street, Margaretville, NY 12455

Margaretville Liquor Store: 774 Main Street, Margaretville, NY 12455

Apothecary Building: 274 Main Street, Pine Hill, NY 12465

Former Methodist Episcopal Church (current Yoga Studio): 279 Main Street, Pine Hill, NY 12465

Former Café Building: 295-301 Main Street, Pine Hill, NY 12465

Colonial Inn: 307 Main Street, Pine Hill, NY 12465

**Voice Vote, carried unanimously**

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CFF REDI Loan – Osterhoudt Corp. d/b/a Ellenville Sand & Gravel – Tab 18

A motion to approve Resolution No. 2966 was made by Wayne Marshfield and seconded by Richard Parete.

November 1, 2016

RESOLUTION NO. 2966

APPROVAL OF OSTERHOUDT CORP. d/b/a ELLENVILLE SAND AND GRAVEL

BUSINESS LOAN

WHEREAS, the Catskill Watershed Corporation (CWC) established the REDI Fund Loan Program for the purpose of providing low interest loans to qualified economic development projects in the West of Hudson Watershed to be administered by the CWC in accordance with the Catskill Fund for the Future (CFF) Program Rules; and

WHEREAS, Osterhoudt Corp. d/b/a Ellenville Sand and Gravel has applied for a Eight Hundred Sixty Thousand Dollar (\$860,000.00) loan for a term of fifteen (15) years, with an amortization of twenty (20) years, at a rate of four percent (4.0%), adjustable every five years to the CWC rate in effect at that time, such that the outstanding principal is fully paid on the one hundred and eightieth (180th) payment date, for eligible refinance of debt and for purchasing equipment, and

WHEREAS, pursuant to the CFF Program rules the CWC Staff has reviewed a completed CWC Loan application for Osterhoudt Corp. d/b/a Ellenville Sand and Gravel; and

WHEREAS, pursuant to the CFF Program rules the CWC Loan Committee has reviewed an underwriting report for Osterhoudt Corp. d/b/a Ellenville Sand and Gravel; and

WHEREAS, the CWC Loan Committee has recommended approval of the CWC Loan application from Osterhoudt Corp. d/b/a Ellenville Sand and Gravel, contingent on Howard and Karen Osterhoudt obtaining collateral assignments of life insurance, each in the full amount of the loan; and

WHEREAS, the CWC staff has reviewed and processed this application, and submitted a loan application report to the Board of Directors, attached hereto; and

WHEREAS, the Executive Director, pursuant to the CFF Program rules, has evaluated and determined that this loan meets the criteria for a qualified economic development project, said recommendation is attached hereto and made a part hereof; and

WHEREAS, pursuant to the CFF Program Contract a condition of CFF loans (and grants) is that the recipient shall comply with all applicable provisions of the New York City Watershed regulations, as well as other applicable laws, rules and regulations; and

WHEREAS, prior to closing on this loan, all applicable approvals will have been received by the applicant; and

WHEREAS, pursuant to the CFF Program rules only the CWC Board of Directors may make an award from the CFF to an applicant.

NOW, THEREFORE BE IT RESOLVED, the CWC Board determines Osterhoudt Corp. d/b/a Ellenville Sand and Gravel's application meets the CWC CFF qualified economic development criteria and approves of the loan application in the amount Eight Hundred Sixty Thousand Dollars (\$860,000.00) for a term of fifteen (15) years, with an amortization of twenty (20) years, at a rate of four percent (4.0%), adjustable every five years to the CWC rate in effect at that time, such that the outstanding principal is fully paid on the one hundred and eightieth (180th) payment date.

NOW, THEREFORE BE IT FURTHER RESOLVED, the CWC staff is authorized and directed to issue a commitment letter informing the borrower of its intention to issue the loan subject to compliance with all applicable provisions of the New York City Watershed regulations as well as other applicable laws, rules and regulations, completion of the necessary documents, the right of objection and staff is directed to develop the loan agreement, promissory notes and other documentation necessary to effectuate this loan in a form agreed upon by CWC.

NOW, THEREFORE BE IT FURTHER RESOLVED, that upon said approval of loan documentation CWC is authorized to close on said loan and CWC is authorized to disburse proceeds thereof in accordance with the loan documents.

NOW, THEREFORE BE IT FURTHER RESOLVED, approval of an application by the Board constitutes a preliminary decision under the MOA. The decision will become final without any further action by the Board unless an objection is timely filed with the Watershed Protection and Partnership Council.

QEDP Evaluation and CWC Staff Recommendation

Purpose: To review the CWC Loan Application of Osterhoudt Corp. d/b/a Ellenville Sand and Gravel

The Executive Director of the CWC makes the following evaluation concerning a REDI Fund Loan to Osterhoudt Corp. d/b/a Ellenville Sand and Gravel located in the Town of Warwarsing, NY. Evaluation is based on the Evaluation Criteria established in the Catskill Fund for the Future Program Rules, approved on August 22, 2001 by the CWC Board of Directors.

1. Based on due inquiry to the NYSDEC, the NYCDEP and to the best of CWC's knowledge, the properties at 11 Spring Street, Ellenville, NY, owned by Osterhoudt Corp. d/b/a Ellenville Sand and Gravel, is presently in compliance with all applicable environmental statutes and regulations.
2. Based on due inquiry to the NYSDEC, the NYCDEP and to the best of CWC's knowledge, the properties at 11 Spring Street, Ellenville, NY, owned by Osterhoudt Corp. d/b/a Ellenville Sand and Gravel, is not subject to any enforcement actions by any regulatory agency.
3. (a) To the best of CWC's knowledge, the project is consistent with historic land use patterns, available infrastructure and sensitivity to the need for water quality protection.

- (i) Osterhoudt Corp. d/b/a Ellenville Sand and Gravel located 11 Spring Street, Ellenville, NY is a permitted natural resources mining and distribution company.
 - (ii) The project is located in the Town of Warwarsing.
 - (iii) The project will utilize the Village WWTP.
 - (iv) The project appears to present no threat to water quality.
 - (v) The project appears to generate no materials with the potential to degrade water quality that are not pretreated prior to release.
 - (vi) Based on NYCDEP the project is not in the 60 day travel time.
 - (vii) There is no impact on Federal or State wetlands.
- (b) The project maintains the character of the Town of Warwarsing.
- (i) The project is consistent with current zoning.
 - (ii) The project is compatible with surrounding land uses.
 - (iii) The project will not generate excessive traffic.
 - (iv) The project as described is of such magnitude that it does not appear likely to promote secondary growth and therefore requires not additional review of land use plans or infrastructure.
4. The project is consistent with the West of Hudson Economic Development Study, which has been completed.
5. Not applicable.

Voice Vote, carried - 11 aye, Martin Donnelly and Mark McCarthy nay, 1 absent, 1 vacant

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**VIII. Announcements from the Chair:**

*Michael Triolo encouraged those present to exercise their right to vote on Tuesday, November 8<sup>th</sup>.*

**IX. Board Member Discussion:**

A motion to adjourn was made by Donald ‘Mike’ Brandow and seconded by Thomas Hynes.

**Voice Vote, carried unanimously**

**X. Adjournment: @ 1:50 p.m.**