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**Roppolo:** All the facilities are running smoothly. In the packet there is a resolution for your consideration regarding the replacement of the cocomposting biofilter that we had discussed at the last meeting. Authority staff, our engineers and our contractor WeCare, have been reviewing alternative replacements for the biofilter. The back up documentation attached to the resolution, documents the decision made. I'd like to point out that the media that is for your consideration is guaranteed to last for at least ten years. The payment will be over a three-year period and we will not be charged interest. Dean Parker is here to answer any questions about the media.

**St. Lawrence:** Will the new media have any effect on the throughput at the facility?

**Roppolo:** The throughput of the facility is guaranteed at the rates we currently have.

The Authority staff and I completed our visits to several facilities for our new scale house software and we're prepared to make a recommendation to the Board after we review the impact of new legislation that went into effect July 1<sup>st</sup> regarding credit card processing. The legislation may impact us with regard to specific hardware or firewalls needed with the new scale house software. So now we have to go back to all the proposals we received to make sure we have all the hardware and firewalls we need.

Suzanne sent all of you an e-mail for the advertisement for the Director of Finance. If you have any candidates, please have them forward their resume to Suzanne.

We had thousands of school children come during the year for tours and this year we are increasing our visits from camps. There has been a market increase in the commercial recycling received at the MRF.

We hosted the County-wide Americorps environmental training day and we currently have 2 ½ Americorps members with us this summer.

We have been working with EFC and Rick McCarthy to finalize the timing of the short-term loans. EFC had requested us to have a resolution utilizing their template with our application. We did not receive the template in time to include in your packet. Suzanne had handed out a pro-forma resolution along with the supporting documentation.

The last item I'd like to discuss is the proposed 501(C)(3). Bridget and Joel Goloskie from Pannone Lopes have been working on the framework of the 501(C)(3) so the Authority can access funding sources that would otherwise not be available. We would like to set up a meeting at our Administration building for discussion on this concept for any Board member who's interested to discuss by-laws or structure and purposes of a 501(C)(3). So anyone that's interested can call Suzanne and let her know.

**Phillips:** Have we established a salary for the Director of Finance?

**Roppolo:** It's in the budget for \$80,000.

**Schoenberger:** At the last meeting we had a discussion regarding the contract with Allserveco and Casella and I don't see anything on the agenda. I'd like to know where we stand. Has that been resolved? I just want to make sure it didn't fall through the cracks.

**Roppolo:** No it didn't fall through the cracks and if you'd like for me to address it I would feel more comfortable going into executive session since it is a contract and we're still in negotiations.

**St. Lawrence:** We had negotiations in my office for an entire day and I think we worked everything out. I think the only item that was left was on the billing; whether we were billed directly or whether they were billed from Casella.

**Roppolo:** I would like to discuss this in executive session.

**Schoenberger:** I'd like to state what my understanding is and I have not had a conversation about this with the Chairman. My current understanding is I thought all issues were resolved except that Allserveco wanted to pay the bills directly to Casella and the Authority didn't want to do that the Authority wanted to pay the bills. I am under the impression that's the sole thing that's holding this up. To me that does not seem like a matter that should delay this. Allserveco is the guy running the trucks and delivering it and it's their credit that goes on the line when the item is brought there and they have to make sure that the bills are in fact paid. If the bills are held and they're not paid, Casella looks to Allserveco. So I don't understand why a system can't be worked out where a bill gets sent to Allserveco and they pay the bill. They know their credit is intact. Allserveco gives IWS a copy of the bill with proof that payment was made. We sign this contract and we get this resolved. You may feel the need to discuss this in executive session, but I'm afraid that every time we go into executive session, we come out of here with certain directions and things get delayed. I don't know if executive session is where I want to be. Let's put it out on the table and get some answers. Let's hear what you have to say, I'm prepared to hear it. There's a representative here from Casella we can hear what they have to say. If the Authority and its representatives and special council and its' outside consultants haven't resolved this for the last six weeks, then lets resolve it today.

**St. Lawrence:** At our last meeting we had the attorney from IWS here and he said we would meet and get it done and I believe you requested that you wanted everyone to sign something before they left the room to lay it all out. The terms are as such \$58.41 for 2010, \$60.42 for 2011 \$62.47 for 2012. Then for 2013 going forward it drops down to \$40 plus the disposal costs. The final issue was Casella bills IWS and Casella directly bills the Authority. I think it's a de minimis issue I don't understand why people are going back and forth on it myself. If we have Casella send duplicate bills to Allserveco and a bill to the Authority and Allserveco pays it we're done.

**Schoenberger:** I was not aware of those terms. I didn't want to necessarily be that aware until the whole contract was together because I wasn't a part of the negotiations. It should be left to the staff and the professionals to negotiate and straighten it out. The reason I bring it up today is to deliver to the Authority and to our staff and our consultants that if you don't funnel through with what we tell you to do, then we're going to bring you in and we're going to find out why.

**Phillips:** This isn't something new. What has the practice been all these years? How was the billing being done?

**Roppolo:** We are being billed

**Phillips:** Who paid the bills?

**Roppolo:** The Authority paid the bills.

**Phillips:** Why would we change that?

**Roppolo:** As far as I'm concerned, we were asked for an all-in price. The original resolution had the Casella invoices carved out so we would continue paying them. When we met, IWS said they wanted an all-in price. The Casella agreement is with the Authority. That's why we originally wanted it to be carved out they would get the hauling and the O&M fee and we would pay the landfill. They did not want that. They wanted to get paid the total transfer station fee which included the landfill. So the question was will we have to pay the landfill fee? You can get paid your all-in price. We're still paying you what you want to get paid. Since the bill is our bill, as soon as we get the bill we'll forward it to you. That was something we had discussed in our meeting with Mike Cozad, John Klos and I several months ago. Then we were told no it's not what IWS wants. IWS wanted their name on the bill. I feel uncomfortable going any further than that in open discussion.

**Schoenberger:** I'm not saying do it this way not that way. I just don't want this to be held up anymore.

**St. Lawrence:** Its news to me that it's not resolved. As far as I'm concerned, it was resolved on June 7<sup>th</sup>. I don't understand why we're going around on a billing format when there were so many other details that were so much more important to work out.

**Schoenberger:** If it's that simple, then why isn't the other side signing the contract? I don't want this to be delayed because of the billing. The end result is Casella is getting the bills paid.

**Phillips:** Have we delineated all the items that were open for discussion? Have all of those other items been agreed upon and this is the remaining item?

**Roppolo:** The original open items have all been agreed upon. This wasn't one of the original open items.

**Phillips:** I agree with my colleague Commissioner Schoenberger. As long as they're getting paid, why would we change the process by with we have been doing business all these years?

**Frelander:** To clarify, the original contract with us is an all-in price but we paid the disposal. So we asked for that to be the same in this extension. That has been agreed upon to let us pay the bill. All we're asking is that Casella put our name on the bill as well.

**Phillips:** Why.

**Frelander:** For accounting reasons.

**Phillips:** You can't just give a reason for accounting reasons. That's as vague and ambiguous as you can possibly get. I appreciate your representing a client but give us a reason why. Are you unwilling to give a reason?

**Frelander:** No, I'm a legal man versus the accounting.

**Phillips:** It sounds like your unwilling right now because accounting is very open ended. Someone must be able to give us a reason.

**Frelander:** From my understanding, to match up what we're paying, we need Casella to include our name on the bill.

**Phillips:** That's not a reason.

**Coker:** I'm also concerned about some vague legality about the Authority is the body that's authorizing this whole thing but yet the billings going to have another name on it. I think a reason is in order. I'm not comfortable with this. The Executive Director has said several times that she's not comfortable discussion this unless we're in executive session. So I'm inclined to want to do that, but I understand that we should move forward and if this is the only thing that's holding it up. Then your clients may want to go forward with just have it be billed the way it's always been billed with the Authority's name on it alone.

**Gauntlett:** The one issue that's open has to do with the billing. The problem is it now depends on third party. That third party has informed the Authority that while they're agreeable to putting another name on the bill they want to change the terms of our agreement. That's what we've been having a problem with. It would affect the pricing and it would go to the heart of the agreement that we have with Casella.

So what seems to the Authority to be the only thing that has been expressed to us is accounting and that they'd like to have their name on the invoice, it has real consequences for our agreement with Casella.

**Schoenberger:** If the only reasons are accounting, and the agreements between Allserveco, IWS and the Authority and we don't have to then modify our agreement with Casella, can't you work out some sort of side agreement that you have to copy the bills as we get them.

**Frelander:** We would like to do that but Casella, from what I gather from Bridget's conversation with Casella, they are requiring something more in order to just simply include us.

**Schoenberger:** I don't believe, and I could be wrong, that when Casella sends out a bill they don't care where the check comes from. They'll take anybody's money.

**Frelander:** That's probably true.

**Schoenberger:** If the bill comes to wherever, can't there be a contract and a side agreement that says you will pay this portion of the bill and you will pay that portion. You now have an accounting record of it and so do we. We can wrap this up.

**Gauntlett:** I mentioned to Scott earlier today, we've asked IWS to sign the amendment and so they will have a document that they can present to their accounting department which will explain why in fact they are paying the bill.

**Schoenberger:** If they need a simple document that states what's already the obvious that doesn't harm us in any way, why would we not do it?

**Gauntlett:** IWS really wants their name on the invoice and they're not telling us exactly why.

**Schoenberger:** He told us, he said accounting reasons and I take it as his word. Therefore, I'm offering the solution that meets the accounting needs.

**St. Lawrence:** Would it be okay if we get the bills from the landfill disposal costs for each ton and then we send the bill with your name on it from the Authority with what needs to be paid.

**Frelander:** I think we could probably work with something like that. This truly is the last issue and it should be more of ministerial issue. The good news is that we've gotten through everything else.

**Roppolo:** I just want to clarify, once we get our bill we'll submit with our own invoice to IWS with the backup as the Casella bill and then IWS will pay it? That's okay?

**Frelander:** Not being the accountant, I have to confirm that; but hopefully that will work.

**Schoenberger:** Do you believe that process to be memorized with a simple letter agreement between the Authority and IWS, as long as it doesn't create new terms and conditions that change everything else, why don't we just do it? Then if someone comes in and looks at your books you've got the separate side agreement that justifies the payment.

**Frelander:** We just need to confirm with the rest of our group.

**Phillips:** This is the problem because the last time we directed our staff to go and meet and we asked you to have personnel there who could make the decisions.

**Frelander:** We did and we signed a written document.

**Phillips:** So why is this issue still outstanding?

**Freelander:** This was one of the issues on the term sheet.

**St. Lawrence:** I'll read it. It says, *Casella bills IWS if okay with Casella.*

**Freelander:** If *okay with Casella*, has created the problem. Apparently Casella wants more. Casella will bill directly. We did a fall back position suggested by your outside council to put both names on the bill. Apparently Casella is still trying to hold up the Authority to introduce new terms according to what Bridget said that Casella said to her today is, all they need is a letter from the Authority saying put IWS's name on the bill and reconfirm that the Authority is still on the book plus you're responsible for any tonnage shortfalls. But again, there are no tonnage requirements in your agreement. So, I don't understand that.

**Schoenberger:** I brought this up because I want to get this resolved. But, I don't want anyone to misunderstand that if Casella is demanding change to a contract we have with them that in any way prejudice the Authority or the tax-payers of this County who fund this Authority, I will not be happy with that. I want to see a way to resolve it between IWS, the Authority and Allserveco without creating any new amendments to Casella's contract that would in any way prejudice the Authority.

**Freelander:** I fully understand that and our due diligence with Casella which we were authorized to do by the County.

**Cornell:** I really appreciate what Commissioner Schoenberger just said. We have a lot of lawyers and I think they need to get to the bottom and I rely on Bridget's good sense. If there is an issue here that needs to be resolved, we shouldn't have to be debating it back and forth.

**Phillips:** Are you agreeing to what was proposed.

**Freelander:** Again I have to go back to my accounting people. But it sounds good in theory.

**Phillips:** When will you confirm this?

**Schoenberger:** I would like to have an agreement in final form to vote at the next meeting.

**Phillips:** Can't we have it sooner than another month? How about within two weeks.

**Freelander:** Yes.

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#### **W. F. Cosulich Associates Report included in the packet – Ted Pytlar**

**Phillips:** Is the retaining wall or structure for the scale house on the liner or is it off the liner?

**Pytlar:** All of it is on the liner. It's extra time and effort in design required and extra steps to get approvals. The transfer station was built with it's own liner prior to closure of the main landfill. So that liner has existed under the transfer station for twenty years.

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4. Introduced by: Phillips/Grant Unan.

July 8, 2010

**Resolution No. 37 of 2010**

**Rejecting All Proposals For Garbage And Recyclable Materials Collection, Transportation, And Disposal Services For The Village Of West Haverstraw, New York**

**WHEREAS**, on May 6, 2010, the Authority issued a Request for Proposals for Garbage and Recyclable Materials Collection, Transportation, and Disposal Services for the Village of West Haverstraw, New York (RFP-2010-09); and

**WHEREAS**, Miele Sanitation, Inc. submitted a proposal in response to the Request for Proposals; and

**WHEREAS**, the Village of West Haverstraw has determined to not proceed with procuring garbage and recyclables collection services through the Authority, and instead will continue to provide those services themselves to their residents; now therefore be it

**RESOLVED**, that all proposals submitted in response to RFP 2010-09 are rejected.

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5. Introduced by: Phillips/Cornell

Unan.

July 8, 2010

**Resolution No. 38 of 2010**

**Authorizing Signal Maintenance Agreement With The NYS Department Of Transportation For Traffic Signal At Entrance To Clarkstown Solid Waste Facilities**

**WHEREAS**, the Town of Clarkstown Highway Department owned the traffic control signal number R-182 PS, located on Route 303 at its intersection with the Clarkstown Solid Waste Facilities located at 166 South Route 303, West Nyack, New York; and

**WHEREAS**, the Authority acquired the Clarkstown Solid Waste Facilities on October 7, 2009, pursuant to an agreement with the Town of Clarkstown (the "Town"), dated November 13, 2008; and

**WHEREAS**, the New York State Department of Transportation ("NYSDOT") has informed the Authority, by letter dated June 1, 2010, that "traffic signals located on the state highway system and at the intersection with a private driveway are owned and operated as part of a Highway Work Permit," and by law are required to be maintained by the State of New York. Therefore, it is necessary for the Authority, as the owner of the Clarkstown Solid Waste Facilities, to establish a new Signal Maintenance Agreement/Permit for the Maintenance of a Traffic Control Signal on State-Owned Property as attached hereto; and

**WHEREAS**, the Signal Maintenance Agreement/Permit provides that beginning on October 7, 2009, the Authority shall pay for the maintenance of traffic control signal R-182 PS in the annual amount of \$1,251.62, not including electrical costs, and that such fee may be revised periodically to reflect NYSDOT's normal maintenance cost for traffic signals. The Agreement further provides that the Authority shall be responsible for any improvements associated with the operation of the traffic control signal on its property; now therefore be it

**RESOLVED**, that the Executive Director is hereby authorized to execute the Signal Maintenance Agreement/Permit with the NYS Department of Transportation in the form presented at this meeting.

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6. Introduced by: Cornell/Altieri

Unan.

July 8, 2010

**Resolution No. 39 Of 2010  
Authorizing Approval Of Change Order 3 For Clarkstown Transfer Station  
Retaining Wall Improvements**

**WHEREAS**, by Resolution No. 4 of 2010, the Authority Board authorized award of the bid for Clarkstown Transfer Station Retaining Wall Improvements to JMK Enterprises, LLC, and the Authority and JMK Enterprises (the "Contractor") entered into a contract dated March 1, 2010; and

**WHEREAS**, by Resolution No. 23 of 2010, the Authority Board authorized Change Order 2 for a redesign of the wall to a greater height and additional reinforcement for the wall; and

**WHEREAS**, additional site work was required as a result of Change Order 2 and the Contractor requested to price a change order for the additional work, to be known as Change Order 3; and

**WHEREAS**, William F. Cosulich Associates has reviewed Change Order 3, a copy of which is attached hereto, and agrees that the change order accurately describes the required scope of additional work and provides appropriate pricing; now therefore be it

**RESOLVED**, that the Authority does hereby approve Change Order 3 for the Clarkstown Transfer Station retaining wall improvements in the amount of \$50,256.49.

**Kay:** Who is paying this?

**St. Lawrence:** At our last meeting it was being discussed as to what portion would be picked up by our engineering firm. Was that worked out?

**Roppolo:** This is change order no. 3 and that was change order no. 2 that was discussed at the last meeting.

**Pytlar:** At the last meeting we addressed this and we did disclose to you that there were two change orders related to the wall height. We agreed upon a credit to the Authority which was about \$51,000 and that was provided to the Authority in our April invoice.

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7. Introduced by: Sherwood/Phillips

Unan.

July 8, 2010

**Resolution No. 40 of 2010  
Authorizing Replacement Of Biofilter Media At Cocomposting Facility**

**WHEREAS**, pursuant to Resolution No. 3 of 2006, the Authority entered into the Cocomposting Facility Operation, Maintenance and Capital Improvements Service Agreement with WeCare Organics LLC to operate and maintain the Cocomposting Facility (the "Agreement"); and

**WHEREAS**, the Agreement requires WeCare Organics to operate, maintain and make capital improvements to the Authority's Cocomposting Facility, including improvements to the Facility's odor control system; and

**WHEREAS**, WeCare has determined that there is a need to replace the biofilter media in the odor control system; and

**WHEREAS**, the Agreement provides that unless due to Contractor failure to operate and maintain the odor control system, replacement of the biofilter media shall be at the Authority's sole cost and expense; and

**WHEREAS**, WeCare has recommended that the current traditional organic-based biofilter media be replaced with inorganic-based, Biosorbens media manufactured by Biorem Technologies; and

**WHEREAS**, the Authority's engineers concur in WeCare's assessment that the biofilter needs replacement and in the recommendation to replace the biofilter media with inorganic-based media; now therefore be it

**RESOLVED**, that the Authority hereby approves replacement of the biofilter media at the Cocomposting Facility in an amount not to exceed \$720,000.00 to be funded by the 2006A bond issue.

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**8. Introduced by: Phillips/Grant**

**Unan.**

**July 8, 2010**

**Resolution No. 41 of 2010  
Establishing The Position Of Assistant Solid Waste Operations Manager**

**WHEREAS**, the Authority has acquired additional facilities and operations and needs additional staff to coordinate the operations of the Authority and assist the Operations Manager, and perform other functions as are more specifically defined in the attached job description; and

**WHEREAS**, the position must comply with the classification and description of services to be rendered in conformity with the procedures established by the Rockland County Department of Personnel; and

**WHEREAS**, the position of Assistant Operations Manager to the Rockland County Solid Waste Management Authority has been established by the Rockland County Department of Personnel; and

**WHEREAS**, the position of Assistant Operations Manager to the Rockland County Solid Waste Management Authority also must be established by the Authority Board; now therefore be it

**RESOLVED**, that the position of Assistant Operations Manager to the Rockland County Solid Waste Management Authority be and is hereby established as a full-time position.

**Kay:** Is this in the budget?

**Roppolo:** Yes.

**Cornell:** Is this a full-time position?

**Roppolo:** Yes

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9. Introduced By: Phillips/Grant Unan.

July 8, 2010

**Resolution No. 42 Of 2010  
Appoint Assistant Solid Waste Operations Manager  
To The Rockland County Solid Waste Management Authority**

**WHEREAS**, the position of Assistant Operations Manager was established by the Rockland County Department of Personnel and by Authority Board Resolution No. 41 of 2010; and

**WHEREAS**, the Authority Board desires to fill that position with the provisional appointment of Gerard Damiani, Jr., (resume attached) at an annual salary of \$75,000.00, starting September 7, 2010, and all other benefits of such employment; and

**WHEREAS**, such appointment is contingent upon Gerard Damiani, Jr. completely divesting himself of his commercial hauling business, Damiani Sanitation, Inc., and any related entities to an unrelated third party by July 30, 2010, and providing documents to the Authority to evidence such divestiture; now therefore be it

**RESOLVED**, that the Authority Board hereby provisionally appoints Gerard Damiani, Jr. as Assistant Operations Manager to the Rockland County Solid Waste Management Authority, starting on September 7, 2010, at an annual salary of \$75,000.00, and all other benefits of such employment.

**Moroney:** I'm a little skeptical on something that's not going to take place until September 2010. I looked at the resume and the credentials and they are perfect, but I feel there's more than just that he hasn't divested himself of the company at this time. I have no problem with the position or the individual. Can we adjust the time frame?

**St. Lawrence:** Right now the resolution says that he needs to divest by September 7<sup>th</sup> and starts work on the 8<sup>th</sup>. Would you be more comfortable if we changed this divestment schedule to a time within the next twenty days where he has to show documents that he was fully divested?

**Moroney:** Would we have access to those documents?

**Damiani:** Yes you would.

**Phillips:** I'll accept the amendment.

**St. Lawrence:** Mr. Phillips accepts the amendment to the motion which states that he'll be divested by July 31<sup>st</sup> and will provide documents to that effect.

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10. Introduced by: Phillips/Schoenberger Unan.

July 8, 2010

**Resolution No. 43 of 2010  
Establishing The Position Of Transfer Station Monitor**

**WHEREAS**, the Authority has acquired additional facilities and operations and needs additional staff to coordinate the operations of the Authority and perform other functions as are more specifically defined in the attached job description; and

**WHEREAS**, the position must comply with the classification and description of services to be rendered in conformity with the procedures established by the Rockland County Department of Personnel; and

**WHEREAS**, the position of Transfer Station Monitor to the Rockland County Solid Waste Management Authority has been established by the Rockland County Department of Personnel; and

**WHEREAS**, the position of Transfer Station Monitor to the Rockland County Solid Waste Management Authority also must be established by the Authority Board; now therefore be it

**RESOLVED**, that the position of Transfer Station Monitor to the Rockland County Solid Waste Management Authority be and is hereby established as a full-time position.

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**11. Introduced By: Phillips/Grant**

**Unan.**

**July 8, 2010**

**Resolution No. 44 Of 2010  
Appoint Transfer Station Monitor**

**WHEREAS**, the position of Transfer Station Monitor was established by the Rockland County Department of Personnel and by Authority Board Resolution No. 43 of 2010; and

**WHEREAS**, the Authority Board desires to fill the position of Transfer Station Monitor with the appointment of Noreen Gelok., (resume attached) at an annual salary of \$35,706.00 with all other benefits of such employment; and

**WHEREAS**, the position is a change in title from Control Clerk I, which was held by Noreen Gelok at the same annual salary; now therefore be it

**RESOLVED**, that the Authority Board hereby appoints Noreen Gelok as Transfer Station Monitor to the Rockland County Solid Waste Management Authority at an annual salary of \$35,706.00, with all other benefits of such employment, effective immediately.

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**12. Introduced by: Phillips/Sherwood**

**Unan.**

**July 8, 2010**

**Resolution No. 45 of 2010  
Awarding Bid For The Purchase Of Truck Weigh Scales**

**WHEREAS**, on May 20, 2010, the Authority issued a Request for Bids, RFB 2010-11 for the purchase of up to three (3) truck weighing scales for the Clarkstown Solid Waste Facilities in West Nyack and the Bowline Transfer Station in West Haverstraw; and

**WHEREAS**, on June 8, 2010 the Authority received four (4) bids: Osweiler Bros. Equipment, Inc., Atlantic Scales Co., Advance Scales Co. Inc., and Fairbanks Scales Co. Inc. each submitted a bid in response to the Request for Bids; and

**WHEREAS**, the three (3) truck weigh scales may be purchased at the sole discretion of the Authority by December 31, 2011, with one scale being purchased immediately for the Clarkstown Solid Waste Facilities; and

**WHEREAS**, the Authority staff and consultant engineer have reviewed the bids and have determined that the bid submitted by Atlantic Scale Company is in all respects responsive to the Request for Bids and is the lowest responsible bid, and therefore recommends acceptance of the bid submitted by Atlantic Scale; now therefore be it

**RESOLVED**, that the bid submitted by Atlantic Scale Company in the amount of \$175,059.00 for three (3) truck weigh scales is hereby accepted.

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**13. Introduced by: Schoenberger/Phillips**

**Unan.**

**July 8, 2008**

**Resolution No. 46 of 2010  
Authorizing an Amendment to the Engagement Letter  
of Pannone, Lopes, Devereaux & West LLC**

**WHEREAS**, the Rockland County Solid Waste Management Authority (the "Authority") has engaged Pannone, Lopes, Devereaux & West LLC ("PLDW") to provide legal services to the Authority pursuant to a Letter of Engagement dated February 19, 2009 (the "Letter of Engagement"; and

**WHEREAS**, the Authority desires to amend such Letter of Engagement to provide that PLDW shall have the right to engage others to perform legal services on the Authority's behalf; and

**WHEREAS**, any such providers of legal services shall be preapproved by the Authority and the Executive Director; and

**WHEREAS**, the inclusion of such language in the Letter of Engagement is consistent with other professional services agreements the Authority is a party to; now thereto be it

**RESOLVED**, the Authority hereby authorizes the Executive Director to execute the attached amendment to the Letter of Engagement; and

**BE IT FURTHER RESOLVED**, that Kimberly Shaw Rea is hereby approved to provide environmental legal services to the Authority, and Orrick, Herrington & Sutcliffe LLP is hereby approved to provide special tax counsel services to the Authority.

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**14. Introduced by: Phillips/Moroney Unan.**

**July 8, 2010**

**Resolution No. 47 Of 2010  
Amending Resolution No. 33 Of 2010; Rescinding The Ninth Supplemental Resolution Adopted On June 3, 2010 And Reapproving The Form Of And Adopting The Ninth Supplemental Resolution Authorizing The Issue Of Up To \$13,500,000 Aggregate Principal Amount Of General Obligation Bonds, Series 2010a And General Obligation Refunding Bonds, Series 2010b (Amt)**

**WHEREAS**, pursuant to Resolution No. 33 of 2010, the Authority Board approved its Ninth Supplemental Resolution authorizing the issuance of up to \$17,500,000 Aggregate Principal Amount of General Obligation Bonds, Series 2010A and General Obligation Refunding Bonds, Series 2010B; and

**WHEREAS**, the Ninth Supplemental Resolution needs to be reauthorized in an amount equal to \$13,500,000 so as to reflect that \$4,000,000 will be issued as bond anticipation notes instead of bonds in order to take advantage of low interest financing from the New York State Environmental Facilities Corporation and that the refunding bonds will be subject to the alternative minimum tax ("AMT"); and

**WHEREAS**, the Authority desires to refund the outstanding principal balance of the Authority's General Obligation Bonds Series 1996B and Series 1999A (AMT) (referred to herein as "Refunding Bonds"), provided that the net present value of the refunding is approximately three percent (3%) or greater of the bonds that are refunded; and

**WHEREAS**, the Authority intends to reauthorize its Ninth Supplemental Resolution authorizing the issuance of up to \$13,500,000 Aggregate Principal Amount of General Obligation Bonds, Series 2010A (the "Series 2010A Bonds") and Refunding Bonds, Series 2010B (the "Series 2010B Bonds," and together with the Series 2010A Bonds, the "Series 2010 A/B/ Bonds") to (i) pay or reimburse the Authority for the cost of improvements to the Clarkstown Solid Waste Facilities (ii) fund a deposit to the Debt Service Reserve Fund in an amount sufficient that the balance therein equals the Debt Service Reserve Requirement to secure the Series 2010A Bonds and the Outstanding Bonds (iii) refund, on a current basis, the outstanding principal balance of the Refunding Bonds (Series 1996B and Series 1999A), and (iv) pay Costs of Issuance, including a premium for a financial guaranty insurance policy for the Series 2010A/B Bonds.

Capitalized terms used herein and not otherwise defined shall have the meanings ascribed thereto in the Bond Resolution.

**NOW THEREFORE BE IT:**

**RESOLVED**, that Resolution No. 33 of 2010 is amended as provided herein, and the Ninth Supplemental Resolution adopted on June 3, 2010 is rescinded; and be it further

**RESOLVED**, that the Authority Board **reapproves** the form of the Ninth Supplemental Resolution Authorizing the Issue of up to \$13,500,000 Aggregate Principal Amount of General Obligation Bonds, Series 2010A and Refunding Bonds, Series 2010B (the "Ninth Supplemental Resolution") as submitted to this meeting and made a part of this resolution as though set forth in full herein; and be it further

**RESOLVED**, that the Authority Board authorizes the Chairman, or an Authorized Officer, to refund the outstanding principal balance of the Refunding Bonds (Series 1996B and Series 1999A), which are subject to the alternative minimum tax, provided that the net present value of the refunding is approximately three percent (3%) or greater of the bonds that are refunded.

**Roll call vote was recorded and unanimously adopted.**

**McCarthy:** We're essentially issuing bonds and BANs for new money about \$11M in total. Also we have new refunding that we will do if it's economical.

**Phillips:** So we have a little bit of a buffer in there?

**McCarthy:** A little bit. The first resolution downsizes the bond resolution faster from 17 ½ to 13 ½ and that's because the next resolution authorizes \$4M in BANs. So again it's the same amount more or less. The bank resolution authorizes you to issue other BANs at the same time you do bonds. The bond issue of \$4M will be refunded as soon as the EFC is ready to take us out. Then the EFC BANs will be outstanding until they're ready to issue bonds on our behalf.

**Phillips:** Just run through again what work the \$13.5M is going to cover what work the \$4M on the next resolution will cover.

**McCarthy:** It's all for work at the Clarkstown Transfer Station.

**Phillips:** Why again are we splitting it?

**McCarthy:** EFC financing is ultimately going to be doing the bonds at a 50% subsidy. They're not ready to do bonds for us right now.

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**McCarthy:** There are three small band revisions. In reference to the funding of the debt service reserve requirement, the BANs don't require a resolution or a reserve. In the provisions for issuance of the notes we changed the language to clarify which documents that we're using. Lastly, we're just clarifying that the BANs will not be issued if the price would result in a yield of over 2.5%.

**15. Introduced by: Phillips/Moroney Unan.**

**July 8, 2010**

**Resolution No. 48 of 2010**

**Adopting the Ninth Supplemental Resolution Authorizing the Issue of up to \$13,500,000 Aggregate Principal Amount of General Obligation Bonds, Series 2010A and General Obligation Refunding Bonds, Series 2010B (AMT)**

**Roll call vote was recorded and unanimously adopted.**

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**16. Introduced by: Phillips/Schoenberger Unan.**

**July 8, 2010**

**Resolution No. 49 of 2010**

**Approving the Form and Adopting 2010 Note Resolution Authorizing the Issue Up to \$4,000,000 Aggregate Principal Amount of Bond Anticipation Notes Series 2010A**

**Roll call vote was recorded and unanimously adopted.**

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**17. Introduced by: Phillips/Schoenberger Unan.**

**July 8, 2010**

**Resolution No. 50 of 2010**

**Approving the Form and Adopting EFC Note Resolution Authorizing the Issue Up to \$4,000,000 Aggregate Principal Amount of EFC Notes to Refund Bond Anticipation Notes Series 2010 A**

**Roll call vote was recorded and unanimously adopted.**

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**18. Introduced by: Phillips/Schoenberger Unan.**

**July 8, 2010**

**Resolution No. 52 of 2010**

**Approving the Form of and Adopting Tenth Supplemental Resolution Authorizing the Issue Up to \$4,000,000 Aggregate Principal Amount of General Obligation Bonds to Refund EFC Series Notes**

**Roll call vote was recorded and unanimously adopted.**

**Schoenberger:** All the EFC financing when is it anticipated?

**McCarthy:** We anticipate initial bond issue done in the fall and then it's our expectation they will issue BANs to take out those notes sometime in the summer.

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19. Introduced by: Phillips/Schoenberger Unan.

July 8, 2010

**Resolution No. 51 OF 2010  
Resolution Authorizing CWSRF Application And Agreement For  
Project Financing New York Clean Water State Revolving Fund**

**WHEREAS**, the Rockland County Solid Waste Management Authority, herein called the "Applicant", after thorough consideration of the various aspects of the problems and study of available data, has hereby determined that the project generally described as: Clarkstown Facilities Improvements (Description of Project) and identified as CWSRF Project Number(s) C3-5376-03-00 herein called the "Project", is desirable and in the public interest, and to that end it is necessary that action preliminary to the construction of said Project be taken immediately; and

**WHEREAS**, the United States, pursuant to the Federal Water Quality Act of 1987 (as such may be amended from time to time, the "Water Quality Act"), requires each State to establish a water pollution control revolving fund to be administered by an instrumentality of the state before the state may receive capitalization grants under the Water Quality Act; and

**WHEREAS**, the State of New York has, pursuant to the State Water Pollution Control Revolving Fund Act, Chapter 565 of the Laws of New York 1989, as amended (the "CWSRF Act") established in the custody of the New York State Environmental Facilities Corporation (the "Corporation") a water pollution control revolving fund (the "Fund") to be used for purposes of the Water Quality Act; and

**WHEREAS**, the Corporation has been created, reconstituted and continued pursuant to the New York State Environmental Facilities Corporation Act, as amended, being Chapter 744 of the Laws of 1970, as amended, and constituting Title 12 of Article 5 of the Public Authorities Law and Chapter 43-A of the Consolidated Laws of the State of New York, and constitutes a public benefit corporation under the laws of the State of New York, being a body corporate and politic with full and lawful power and authority to provide financial assistance from the Fund; and

**WHEREAS**, the Corporation has the responsibility to administer the Fund and to provide financial assistance from the Fund to municipalities for eligible projects, as provided in the CWSRF Act; and

**WHEREAS**, the CWSRF Act authorizes the establishment of a program for financial assistance for planning, design and construction of eligible projects;

**NOW, THEREFORE, BE IT RESOLVED BY**

The Rockland County Solid Waste Management Authority as follows;

1. The filing of an application for CWSRF assistance in the form required by the Corporation in conformity with the CWSRF Act is hereby authorized, including all understandings and assurances contained in said application.
2. The following person is directed and authorized as the official representative of the Applicant to execute and deliver an application for CWSRF assistance, to execute and deliver the Project financing agreement and any other documents necessary to receive financial assistance from the

Fund for the Project, to act in connection with the Project and to provide such additional information as may be required and to make such agreements on behalf of the Applicant as may be required:

Anna Roppolo

Executive Director

3. The official designated above is authorized to make application for financial assistance under the CWSRF Program for either short-term or long-term financing or both.
4. One (1) certified copy of this Resolution shall be prepared and sent to the **New York State Environmental Facilities Corporation, 625 Broadway, Albany, New York 12207-2997.**
5. This Resolution shall take effect immediately.

**Phillips:** What is the purpose of this resolution?

**Roppolo:** This is the application for the EFC funding.

**St. Lawrence:** Motion to adjourn.

**Moroney:** Moved

**Whalen:** Seconded

Respectfully submitted,  
Suzanne Haggerty