

ULSTER COUNTY RESOURCE RECOVERY AGENCY

MISCELLANEOUS GOVERNANCE POLICIES

APRIL 21, 2009

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Introduction

The Ulster County Resource Recovery Agency (the "Agency") Board has, upon the recommendation of its Governance Committee, adopted the statements and policies described below in order to comply with the Public Authorities Accountability Act.

Statement of Duties and Responsibilities

There is no need for an independent statement of duties and responsibilities, as the Agency Board's essential statement of duties and responsibilities is found in its enabling act, Title 13-G of Article 8 of the Public Authorities Law (the "Act"). The Agency's By-Laws also set forth the duties and responsibilities of the Officers and Members, and the oversight role of the committees of the Board are described in the resolution establishing them. Finally, the Agency's Mission Statement summarizes the general policy to be carried out by the Board.

Salary and Compensation Policy

In accord with the Act, Board members receive no compensation for their service. Board members are, however, reimbursed for necessary and proper expenses incurred in carrying out their duties. Reimbursement requests are submitted to the Agency Controller for audit and approval.

Employees who are represented by Local 445 of the International Brotherhood of Teamsters are compensated in accordance with the collective bargaining agreement by and between the Local and the Agency. Officers and employees not so represented (with the exception of senior management) are compensated after formal performance review by their supervisors and the Executive Director. Salary ranges are established annually by resolution of the Board, and benefits are defined by the Agency's Personnel Policy.

Senior management, at the present time limited to the Executive Director and the Agency Counsel, but defined as any officer or employee who is appointed directly by the Board, is compensated through employment agreements negotiated with the Board and approved by Board resolutions. Performance review of senior management is conducted on an annual basis in January of each year by the Board Chairman, and any recommendations for compensation or benefit changes are submitted to the full Board for review and approval.

Time and Attendance

Board members attend at least one regular meeting of the Board each month, and an annual meeting. Board members appointed to the various Board and external committees are expected to regularly attend those meetings.

The work days and hours of employees represented by Local 445 of the International Brotherhood of Teamsters are governed by the collective bargaining agreement by and between the Local and the Agency, and these employees are required to punch in and out of work by automatic time clock.

The work hours for employees not so represented are governed by the Agency Personnel Policy. The attendance of these employees is reviewed and audited by supervisors and the Executive Director.

The work hours and attendance of senior management is provided in the employment agreements between the Agency Board and the employee. Monitoring of those agreements is the responsibility of the Chairman of the Board, subject to review of the Board.

Whistleblower Protection

No officer or employee of the Agency shall be retaliated against for disclosing information concerning acts of wrongdoing, misconduct, malfeasance or other inappropriate behavior by a Board Member, officer or employee of the Agency. Any employee who feels that he/she is subject to such retaliation shall report the matter to the Executive Director, Agency Counsel or the Chairman of the Board of Directors. Action will be taken directly to review and analyze the complaint, interview appropriate parties and provide a recommended action to the Board. The complaining employee shall be advised of the status of the review at all appropriate times, and shall receive a report of the results of the review and any action that is to be taken.

Defense and Indemnification of Board Members, Officers and Employees

No Board Member, officer or employee of the Agency shall render himself or herself personally liable for any damage that may accrue to persons or property as a result of any act required or permitted in the discharge of his or her duties in and for the Agency. Any suit brought against any Board Member, officer or employee of the Agency as a result of any act required or permitted in the discharge of his or her duties shall be defended by Agency Counsel pursuant to Article 18 of the Public Officers Law of the State of New York.

Prohibition of the Extension of Credit

The Agency shall not, directly or indirectly, extend or maintain credit, or arrange for the extension of credit, or renew an extension of credit, in the form of a personal loan, to or for any officer, Board Member or employee of the Agency.

Acquisition Use and Disposal of Property

Part 1. Except as provided in Part 2 below, the acquisition use and disposal of property by the Agency shall be accomplished in accordance with the Act, Title 5-A of the Public Authorities Accountability Act and the Agency's Procurement Policy. If the terms of the three documents are in conflict, Title 5-A of the Public Authorities Accountability Act will supersede and control. The Executive Director shall be the Agency's designated contracting officer. The documents referred to herein provide comprehensive guidelines for the acquisition, use and disposal of property. The Board finds that an additional compilation of guidelines is not necessary. However, the contracting officer or the Agency Controller may propose additional guidelines to the Board if they determine them to be necessary.

Part 2. The disposal of recyclable materials shall be accomplished in accordance with Section 2050-e.8 of the Act (Title 13-G of the Public Authorities Law), which provides, in pertinent part, for the Agency to have the right to "sell and dispose of any products or by-products ...of treatment or disposal, as the Agency may deem proper...."

The specific procedure shall allow the Executive Director to appoint an Assistant Contracting Officer ("ACO") to dispose of recyclable materials at the most favorable prices and terms on the spot market for each recyclable material. The ACO shall accomplish this in consultation with the Agency Controller and/or the Recycling Coordinator, and he shall keep a written record of all transactions and shall report them to the Controller and the Executive Director on a daily basis. A written and current list of all such markets shall be maintained and updated by the ACO, and shall be approved by the Executive Director. Notwithstanding the above, the Executive Director may find it to be in the best financial interest of the Agency to enter into contracts with certain markets or service suppliers, either through negotiation or public proposal. Such contracts shall be in writing and shall be approved by the Board of Directors. The

Executive Director shall report on the disposition of recyclable materials to the Board of Directors on a monthly basis.

(As Amended by Resolution 2258 Approved May 14, 2012)