

NEW YORK CITY WATERSHED MEMORANDUM OF AGREEMENT

January 21, 1997

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ARTICLE IV NYC WATERSHED PROTECTION AND PARTNERSHIP COUNCIL AND OTHER PARTNERSHIP COMMITTEES

97. Watershed Protection and Partnership Council. Intent. The Parties agree to create a Watershed Protection and Partnership Council ("Council" or "WPPC") to aid in the protection of drinking water quality and the economic vitality of the Watershed communities. The Council will represent a broad-based diverse group of interests that share the common goal of protecting and enhancing the environmental integrity of the Watershed and the social and economic vitality of the Watershed communities.

98. Watershed Protection and Partnership Council. Structure. In fulfillment of the intent of the Parties, there is hereby created a Watershed Protection and Partnership Council. The Council shall consist of twenty-seven (27) members: sixteen (16) members constituting an Executive Committee and eleven (11) additional members as set forth in paragraph 100. The Parties agree that, although not public bodies as defined by section 102 of the Open Meetings Law, the Council, the Executive Committee, the East of Hudson Advisory Committee, the Technical Advisory Committee and the East of Hudson Sporting Advisory Committee shall conduct meetings consistent with sections 103, 104, 105 and 106 of the New York State Open Meetings Law. The Parties further agree that section 87 of the New York State Freedom of Information Law (entitled "access to agency records") is applicable to records kept by the Council, the Executive Committee, the East of Hudson Advisory Committee, the Technical Advisory Committee and the East of Hudson Sporting Advisory Committee.

99. Watershed Protection and Partnership Council. Committees. There is hereby created: an East of Hudson Advisory Committee consisting of eleven (11) members; a Technical Advisory Committee consisting of fourteen (14) members; and an East of Hudson Sporting Advisory Committee consisting of ten (10) members, each of which shall report to the Executive Committee. Additionally, at the request of any member of the Executive Committee, the CW Corporation, established pursuant to paragraph 117, may convene a subcommittee of appropriate constitution and duration to respond to the Executive Committee member's request. Any subcommittee formed by the CW Corporation, at the request of the Executive Committee or pursuant to paragraph 118(e), shall include representatives of the City, State, USEPA, Environmental Parties, and business community. The balance of the CW Corporation subcommittee membership shall be made up of five (5) WOH Community members. Additionally, any Executive Committee member may attend a subcommittee meeting convened by CW Corporation under this paragraph.

100. Watershed Protection and Partnership Council. Membership.

(a) The Council shall consist of twenty-seven (27) members, as follows:

(i) An Executive Committee of sixteen members (16) whose membership is set forth in paragraph 104 below;

(ii) One (1) additional member appointed by the Mayor to represent the business community of the City;

(iii) Four (4) additional ex-officio members: the Commissioners of the New York State Department of Agriculture & Markets, New York State Department of Economic Development, the New York State Secretary of State, and the President of the New York City Economic Development Corporation;

(iv) One (1) member appointed by the temporary president of the New York State Senate;

(v) One (1) member appointed by the speaker of the New York State Assembly;

(vi) One (1) member appointed by the speaker of the New York City Council;

(vii) One (1) additional member appointed by the Westchester County Executive to represent the residents of Westchester County that are consumers of the New York City water supply;

(viii) One (1) member appointed by the Dutchess County Executive; and

(ix) One (1) additional member appointed by the Environmental Parties to represent the environmental community.

(b) Each ex-officio member may designate an employee to act on the member's behalf.

(c) The members or their representatives, except those who serve ex-officio or are employees of the state or federal government or New York City, will be reimbursed for actual and necessary expenses incurred in the performance of their duties.

(d) Each voting member will have one full vote.

(e) The Chairperson of the Council shall be chosen by a majority vote of the Council.

101. Watershed Protection and Partnership Council. Functions. The Council will have the power to:

(a) Serve as a forum for the exchange of views, concerns, ideas, information, and recommendations relating to Watershed protection and environmentally responsible economic development. Such recommendations shall be given due consideration by the organization receiving such recommendations but shall not be binding upon such organization;

(b) Periodically review and assess efforts undertaken by governments and private parties to protect the Watershed; and

(c) Solicit input from governmental agencies, private organizations, or persons with an interest in the Watershed and the New York City drinking water supply.

102. Watershed Protection and Partnership Council. Terms of Office. The Council members shall have the following terms of office:

(a) The terms of office for the Executive Committee members as established in subparagraph 106 below.

(b) The member first appointed by the Mayor to represent the business community shall serve a term of two (2) years.

(c) The member first appointed by the temporary president of the New York State Senate shall serve a term of three (3) years.

(d) The member first appointed by the speaker of the New York State Assembly shall serve a term of two (2) years.

(e) The member first appointed by the speaker of the New York City Council shall serve a term of four (4) years.

(f) The member first appointed by the Environmental Parties shall serve a term of two (2) years.

(g) Upon expiration of the terms of the members first appointed pursuant to subparagraphs (b) through (f), all other appointments shall be for a period of four (4) years.

(h) All other members, including ex-officio members, of the Council shall be appointed for an indefinite term at the will of the appointing authority.

(i) Each member appointed to the Council shall hold office for the term for which he or she was appointed and until his or her successor is appointed and taken office in his or her stead or until he or she shall resign or be removed in the manner provided by law.

(j) In the event of a vacancy of the office of any member, such vacancy shall be filled for the balance of the unexpired term, if applicable, in the same manner as the original appointment.

103. Watershed Protection and Partnership Council. Committees and Subcommittees. Meetings.

(a) The Council and each of its committees and subcommittees shall meet at least annually, keep a record of all its proceedings, and determine the rules of its own procedure.

(b) Special meetings of the Council and any of its committees and subcommittees may be called by the Chairperson of the respective Council, committee or subcommittee upon his or her own initiative and must be called by him or her upon receipt by him or her of a written request thereof signed by one-third of the voting members of the respective Council, committee or subcommittee. Except as provided below, at least seven (7) days prior to each special meeting, the Chairperson of such Council, committee or subcommittee shall provide written notice to each member of the Council, committee or subcommittee of the time, place, and purpose of such meeting. At least two (2) days prior to each special meeting, the Chairperson of the Executive Committee shall provide written notice to each member of the Executive Committee of the time, place, and purpose of such meeting.

(c) Two-thirds of the voting members of the Council, committees, or subcommittees shall constitute a quorum for the transaction of any business, at both regular and special meetings.

(d) Each recommendation or decision made by the Council, committee or subcommittee shall be effected by the affirmative vote of a majority of the voting members of such Council, committee, or subcommittee.

104. Watershed Protection and Partnership Council. Executive Committee. Membership.

(a) There is hereby established within the Council an Executive Committee that shall consist of sixteen (16) members, as follows:

(i) Two (2) members appointed by the Governor: one (1) of whom will be an employee of the Governor's Office; and one (1) to represent the business community interests of the West of Hudson Watershed and the East of Hudson Watershed;

(ii) Two (2) members appointed by the Mayor: one (1) of whom will be a City employee to represent the Mayor's Office; and one (1) to represent the rate paying consumers of the City drinking water supply;

(iii) Three (3) members chosen by the WOH members appointed to the CW Corporation pursuant to paragraph 117(c) to represent the WOH Watershed Communities. No more than one of such members shall be chosen from any one county in the West of Hudson Watershed;

(iv) One (1) member appointed by the Westchester County Executive to represent the EOH Watershed Communities located in Westchester County;

(v) One (1) member appointed by the Putnam County Executive, subject to confirmation by the Putnam County Legislature, to represent the EOH Watershed Communities located in Putnam County;

(vi) One (1) member appointed by the Environmental Parties to represent the environmental community;

(vii) Four (4) ex-officio members: the Commissioners of NYSDEC, NYSDOH, NYCDEP, and NYCDOH; and

(viii) Two (2) ex-officio, non-voting members: the USEPA Region II Administrator and the chairperson of WAC.

(b) Each ex-officio member may designate an employee to act on the member's behalf.

(c) The members or their representatives, except those who serve ex-officio or are employees of the state or federal government or New York City, will be reimbursed for actual and necessary expenses incurred in the performance of their duties.

(d) Each voting member will have one full vote.

(e) The Chairperson of the Executive Committee shall be chosen by a majority vote of the Executive Committee.

105. Watershed Protection and Partnership Council. Executive Committee. Functions. The Executive Committee of the Council will have the power to:

(a) Serve as a forum where disputes between the Parties may be referred and resolved;

(b) Establish committees and subcommittees and oversee the recommendations, receive reports, and supervise the work of its committees and subcommittees and establish procedures for public notice and opportunity for public participation in respect to the activities of such committees and subcommittees;

(c) Commence a review, on the fifth anniversary of the Effective Date of this Agreement, of: the implementation of the Watershed Regulations as set forth in Attachment W; the Watershed land acquisition program as set forth in Article II; any comprehensive water quality monitoring programs in the Watershed; and any Watershed Protection and Partnership Programs set forth in Article V. The Executive Committee shall solicit input from the public. Within six (6) months of commencing the review, the Executive Committee shall vote to recommend to the City, State, and Primacy Agency whether such Watershed protection plans and programs should be modified. With respect to any recommendations made concerning a modification to any of the Watershed Protection and Partnership Programs set forth in Article V, the Executive Committee shall not recommend that the City or State increase its funding commitment to such program. However, the Executive Committee may consider recommending a re-apportionment of the funding to a particular Watershed Protection and Partnership Program provided that such re-apportionment does not increase the overall funding commitment of the City or State. The Executive Committee can consider any federal funding available for such Watershed protection plans and programs in the development of its recommendations. The City, State, and Primacy Agency shall give due consideration to such recommendations.

(d) Commence a review, at least two (2) months prior to the fifth anniversary of the effective date of the Watershed Regulations, of the effectiveness of the pilot off-set program for WWTPs in phosphorus restricted basins set forth in Sections 18-82(g) and 18-83(a) of the Watershed Regulations. Within two (2) months of commencing the review the Executive Committee shall make a recommendation to NYSDOH and the City regarding the continued regulation of such WWTPs. Within two (2) months of receiving the Executive Committee's recommendation, NYSDOH and the City shall either agree and both commence any appropriate rulemaking processes to adopt the recommendation or inform the Executive Committee in writing of the basis of a decision not to commence a rulemaking. In the event NYCDEP determines that there is insufficient data to determine whether the offsets sought in the pilot programs have been achieved, or if no WWTPs are constructed in a phosphorus restricted basin during the five (5) year pilot program, the City shall extend the pilot program for up to five (5) more years. Nothing herein shall limit the rulemaking authority of NYSDOH or the City.

(e) Upon referral by the East of Hudson Advisory Committee, the Executive Committee shall recommend to NYCDEP that NYCDEP either agree or not agree to a Croton Plan, or a modified Croton Plan, pursuant to Section 18-82 of the Watershed Regulations. The Executive Committee shall review the draft Croton Plan prepared in accordance with Section 18-82(d)(1) of the Watershed Rules and Regulations, and shall consider any recommendations from the East of Hudson Advisory Committee, as well as written and oral arguments and comments, from NYCDEP, NYSDOH and the Counties and

municipalities that participated in the draft Croton Plan's development. The Executive Committee may modify the draft Croton Plan, but only with the written consent of the City and the County and municipalities that participated in the Plan's development. The Executive Committee, by a majority vote shall recommend that NYCDEP either agree to the draft Croton Plan or not agree to the draft Croton Plan. The Executive Committee shall notify NYCDEP, in writing, of its decision. The Executive Committee shall issue its decision within one hundred twenty (120) days of the EOH Advisory Committee's referral of the dispute to the Executive Committee pursuant to paragraph 109(e) of this Agreement, provided that such time may be extended with the written consent of the City, the County and the municipalities that participated in the Plan's development. The Executive Committee may not recommend that the City agree to a Croton Plan that imposes additional financial obligations on the City without the City's consent.

(f) Upon referral by Westchester County or Putnam County and the City, the Executive Committee shall provide binding arbitration to resolve any disagreement between the City and Westchester County or Putnam County concerning the selection of qualified consultants pursuant to paragraph 139 (Sewage Diversion Feasibility Study). The Executive Committee may only arbitrate the specific issue of whether the consultant(s) in dispute are qualified to perform the scope of work. The term "qualified" or "not qualified" shall have the same meaning as set forth in paragraph 139. The Executive Committee shall consider any written and oral arguments and comments from the applicable County and the City. The Executive Committee shall issue its decision within thirty (30) days of referral of the dispute to the Executive Committee, provided that such time may be extended with the written consent of the City and applicable County. If the Executive Committee determines the consultant(s) are qualified, it shall issue a decision that the consultant(s) remain on the pre-qualification list. If the Executive Committee determines that the consultant(s) are not qualified, it may only issue a decision that the consultant(s) be removed from the list.

(g) Periodically review and assess efforts undertaken by governments and private parties to protect the Watershed;

(h) Review proposed policy, procedures and guidance manuals prepared and/or adopted by the City for the administration of the Watershed Regulations.

(i) Develop and submit an annual report to the Governor, Mayor, New York State Legislature, New York City Council, and the public summarizing the Watershed protection efforts undertaken the previous year by federal, state, and local governments and private parties to protect the Watershed and promote economic vitality of the Watershed communities;

(j) By October 1, 1999, commence a review of the Parties' compliance with the terms of this Agreement, including the implementation of the Watershed Regulations as set forth in Attachment W, the Watershed Land Acquisition Program as set forth in Article II, and any Watershed Protection and Partnership Programs set forth in Article V. Such review

shall include opportunities for public review and comment. A final report shall be made available to the public by March 1, 2000.

(k) To the extent authorized by law, make and execute contracts and all other instruments necessary or convenient for the exercise of its powers and functions outlined hereto;

(l) Upon receipt of a written objection of any eligible Party, make a recommendation, consistent with paragraph 107;

(m) Exercise and perform such other powers and duties as deemed necessary to fulfill the functions of the Executive Committee ;

(n) Coordinate with State, City, and federal agencies regarding Watershed protection efforts;

(o) Appoint an executive director, officers, agents, and employees and prescribe their duties and qualifications and fix their compensation;

(p) If the East of Hudson Water Quality Investment Program is subject to prior approval of the Executive Committee as provided for in paragraphs 155(c) or 157(c) of this Agreement, review and approve preliminary decisions pursuant to subparagraph 107(l) of this Agreement;

(q) Adopt, amend, and repeal by-laws or procedures as deemed necessary to carry out its responsibilities;

(r) Where provided for in an agreement between the City and the CW Corporation, Putnam County, Westchester County, or EFC entered into pursuant to Article V, upon referral by the CW Corporation, Putnam County, Westchester County or other governmental entity, the Executive Committee may make a recommendation within fifteen (15) days after receipt of the referral whether a proposed contractor or subcontractor has a satisfactory record of business integrity as defined in such agreement;

(s) Require and consider a technical report from the Technical Advisory Committee prior to making a recommendation regarding the adequacy of programs to protect water quality; and

(t) Whenever a Party to this Agreement believes that another Party to this Agreement has acted in bad faith with respect to any of the terms of this Agreement, such Party may send a written notice to the Executive Committee setting forth the basis for such belief. The Executive Committee shall review such notice, along with any additional information submitted to the Executive Committee, and may make a recommendation regarding the actions in question.

106. Watershed Protection and Partnership Council. Executive Committee. Terms of Office. The Executive Committee members shall have the following terms of office:

(a) The first member appointed by the Governor to represent the business community shall be appointed for a term of three (3) years.

(b) The first member appointed by the Mayor to represent the consumers of the City drinking water supply shall be appointed for a term of two (2) years.

(c) Of the three (3) members first chosen by the WOH Parties, one (1) shall serve a term of two (2) years, one (1) shall serve a term of three (3) years, and one (1) shall serve a term of four (4) years.

(d) The one (1) member first appointed by the Westchester County Executive shall serve a term of four (4) years.

(e) The one (1) member first appointed by the Putnam County Executive shall serve a term of two (2) years.

(f) Upon expiration of the terms of the members first appointed pursuant to subparagraphs (a) through (e), all other appointments shall be for a period of four (4) years from the appointment date.

(g) All other members, including ex-officio members, of the Executive Committee shall be appointed for an indefinite term at the will of the appointing authority.

(h) Each member appointed to the Executive Committee shall hold office for the term for which he or she was appointed and until his or her successor is appointed and has taken office in his or her stead or until he or she shall resign or be removed in the manner provided by law.

(i) In the event of a vacancy of the office of any member, such vacancy shall be filled for the balance of the unexpired term, if applicable, in the same manner as the original appointment.

107. Watershed Protection and Partnership Council. Executive Committee. Review of Objections.

(a) Within five (5) days of making a preliminary decision regarding the funding and implementation of a project proposed pursuant to the parameters of a particular Watershed Protection and Partnership Program, as specified in Article V ("Project"), the CW Corporation, Westchester County, Putnam County, or the City (individually referred to as "decisionmaker") must notify by regular mail all Parties (concurrent with the execution of an affidavit of service), except as provided in subparagraphs (b) - (d), of its preliminary decision regarding such Project. The preliminary decisions that are subject to notification and review hereunder for any particular Project are defined in the Watershed Protection and Partnership Programs as set forth in Article V. The decisionmaker may not expend funds provided pursuant to this Agreement to fund a proposed project which is

subject to the right of objection under this Agreement until it has complied with the provisions of this paragraph.

(b) For a Project proposed by the CW Corporation, all Parties, except the Municipal Parties located East of Hudson, shall receive notification and have the right to raise an objection, pursuant to subparagraph (a), to the CW Corporation's preliminary decision.

(c) For a Project proposed by Westchester County or Putnam County, all Parties, except the Municipal Parties located West of Hudson, shall receive notification and have the right to raise an objection, pursuant to subparagraph (a), to the County's preliminary decision.

(d) For a Project proposed by the City, all Parties, except the Municipal Parties located East of Hudson shall receive notification and have the right to raise an objection, pursuant to subparagraph (a), to the City's preliminary decision for Projects proposed to be undertaken West of Hudson; and all Parties, except the Municipal Parties located West of Hudson shall receive notification and have the right to raise an objection, pursuant to subparagraph (a), to the City's preliminary decision for Projects proposed to be undertaken East of Hudson.

(e) For any Project proposed, the Project sponsor shall create and maintain, for the duration of the project, a repository of information regarding the Project. Such repository shall be in reasonable proximity to the area affected by the proposed Project and shall contain all documents necessary for a fair public assessment of the Project.

(f) Within fifteen (15) days of the decisionmaker's mailing of the notification of its preliminary decision, any Party entitled to object shall have the right to object to such preliminary decision or petition the decisionmaker for an additional fifteen (15) day period to raise an objection. The decisionmaker, in its discretion, may extend the fifteen (15) day period as necessary to provide the Party entitled to object with sufficient information and time to raise an objection. Such objection shall be in writing setting forth the grounds for such objection and shall be sent, by regular mail (concurrent with the execution of an affidavit of service), to the Executive Committee, decision maker, Project sponsor, and all Parties entitled to object. The objection must be based upon only the following:

(i) The proposed Project is not consistent with the parameters of the particular Watershed Protection and Partnership Program from which such Project is proposed to be funded, as specified in Article V; or

(ii) The actions of the decisionmaker do not comply with Sections 73 or 74 of the Public Officers Law, Article 18 of the General Municipal Law, Article 200 of the Penal Law, or any other applicable local, state, or federal ethical standards;

(iii) The Project sponsor has failed to disclose a personal or financial relationship with a decisionmaker or decisionmakers, or knowingly falsified information given to the decisionmaker relating to the proposed Project; or

(iv) The proposed Project would cause significant adverse impacts to water quality which could otherwise be avoided by reasonably practicable mitigation measures.

(g) Within thirty (30) days of its receipt of a written objection, the Executive Committee shall convene, consider the objection raised, and issue a written recommendation to the decisionmaker, all Parties entitled to object and the Project sponsor.

(h) In the event the Executive Committee does not issue a recommendation within thirty (30) days, the decisionmaker may proceed to expend funds provided pursuant to this Agreement on the proposed Project.

(i) If the Executive Committee issues a recommendation within thirty (30) days, the decisionmaker must consider the Executive Committee's recommendation and provide a final written response to the Executive Committee, all Parties entitled to object, and the Project sponsor within thirty (30) days of receipt of the Executive Committee's recommendation. If the decisionmaker's written response is inconsistent with the Executive Committee's recommendation, the decisionmaker's written response must include a comprehensive discussion of the grounds for rejecting the Executive Committee's recommendation. The decisionmaker's written response shall include a determination of whether or not to proceed to expend funds provided pursuant to this Agreement on such Project.

(j) The time periods contained in this paragraph can be modified upon the written consent of the Executive Committee, decisionmaker, and Project sponsor.

(k) A Party may lose its right to raise objections to future proposed Projects in the event the Executive Committee determines such Party has repeatedly misused such right by raising frivolous objections to proposed Projects. The Executive Committee shall notify the Party of such determination in writing by certified mail.

(l) If, and for so long as, the East of Hudson Water Quality Investment Program is subject to the prior approval of the Executive Committee as provided for in paragraphs 155(c) or 157(c) of this Agreement, Putnam County and Westchester County shall notify the Executive Committee of each County's respective preliminary decisions to use funds from the EOH Water Quality Fund to fund a project to the extent approval is required pursuant to subparagraph 155(c) or 157(c) of this Agreement. The Executive Committee shall review and approve the project based upon the criteria set forth in subparagraph (f) of this paragraph and upon compliance by the Eligible Projects with the substantive provisions of the Watershed Regulations, notwithstanding their unenforceability. The Executive Committee shall notify Putnam County and Westchester County, as applicable, in writing whether the Executive Committee approves or disapproves a preliminary decision within thirty (30) days of the County mailing the notification for such decision

to the Executive Committee. In the event the Executive Committee disapproves a preliminary decision, it shall provide written notification and an explanation of the basis for its decision.

108. Watershed Protection and Partnership Council. East of Hudson Advisory Committee. Membership.

(a) There is hereby established an East of Hudson Advisory Committee ("EOH Committee") that shall report to the Executive Committee and shall consist of eleven (11) members, as follows:

(i) One (1) member appointed by the Governor;

(ii) One (1) member appointed by the Mayor;

(iii) Two (2) members appointed by the Putnam County Executive, subject to confirmation by the Putnam County Legislature;

(iv) Two (2) members appointed by the Westchester County Executive;

(v) One (1) member appointed by the Dutchess County Executive;

(vi) One (1) member appointed by the Environmental Parties to represent the environmental community;

(vii) Three (3) ex-officio, non-voting members: the Commissioners of NYSDEC, NYSDOH, and NYCDEP.

(b) The Chairperson of the EOH Committee shall be chosen by a majority vote of the EOH Committee.

(c) The members or their representatives, except those who serve ex-officio or employees of the state or federal government or New York City, will be reimbursed for actual and necessary expenses incurred in the performance of their duties.

109. Watershed Protection and Partnership Council. East of Hudson Advisory Committee. Functions. The EOH Committee shall have the power to:

(a) Make recommendations to the Executive Committee on issues that affect water quality, community character, and economic concerns of the East of Hudson Watershed;

(b) Solicit information from governments and private parties on matters affecting water quality, including water quality data, project information, and proposed laws and regulations;

(c) Investigate, review, and advise the Executive Committee on issues that are referred to the EOH Committee by the Executive Committee or on issues that the EOH Committee deems appropriate;

(d) Make recommendations and decisions regarding these duties and responsibilities. Each recommendation or decision shall be made by the affirmative vote of a majority of the members of the EOH Committee.

(e) Upon referral by a County and/or municipality participating in the development of a Croton Plan pursuant to Section 18-82 of the Watershed Regulations, the EOH Committee shall review the draft Croton Plan and use its best efforts to have the parties reach an agreement on a Croton Plan or a modified Croton Plan. If the EOH Committee is unable to resolve the dispute, the EOH Committee shall refer the dispute to the Executive Committee. The EOH Committee may then make recommendations to the Executive Committee on the draft Croton Plan, provided that the EOH Committee may not recommend that the City agree to a Croton Plan that imposes additional financial obligations on the City without the City's consent.

110. Watershed Protection and Partnership Council. East of Hudson Advisory Committee. Terms of Office. The EOH Committee members shall have the following terms of office:

(a) All of the Committee members appointed by the Governor, the Mayor, the EOH Parties and the Environmental Parties shall be appointed for a term of two (2) years;

(b) All other members, including ex-officio members, of the EOH Committee shall be appointed for an indefinite term at the will of the appointing authority.

(c) Each member appointed to the EOH Committee shall hold office for the term for which he or she was appointed and until his or her successor is appointed and has taken office in his or her stead or until he or she shall resign or be removed in the manner provided by law.

(d) In the event of a vacancy of the office of any member, such vacancy shall be filled for the balance of the unexpired term, if applicable, in the same manner as the original appointment.

111. Watershed Protection and Partnership Council. Technical Advisory Committee. Membership.

(a) There is hereby established a Technical Advisory Committee ("TAC") that shall report to the Executive Committee and shall consist of fourteen (14) members, as follows:

(i) One (1) member appointed by the Governor;

(ii) One (1) member appointed by the Mayor to represent City consumers of the City's water supply;

(iii) Three (3) members to represent the WOH Communities chosen by the WOH Members appointed to the CW Corporation;

(iv) One (1) member appointed by the Putnam County Executive, subject to confirmation by the Putnam County Legislature;

(v) One (1) member appointed by the Westchester County Executive;

(vi) One (1) member appointed by the Dutchess County Executive;

(vii) One (1) member chosen by the Environmental Parties;

(viii) Four (4) members will be ex-officio members: the Commissioners of NYSDEC, NYSDOH, NYCDOH, and NYCDEP; and

(ix) One (1) ex-officio, non-voting member: the USEPA Region II Administrator.

(b) The Chairperson of the TAC shall be chosen by a majority vote of the TAC.

(c) All members of the TAC shall have the appropriate scientific or technical expertise to enable the TAC to fulfill its purposes.

(d) The members or their representatives, except those who serve ex-officio or employees of the state or federal government or New York City, will be reimbursed for actual and necessary expenses incurred in the performance of their duties.

112. Watershed Protection and Partnership Council. Technical Advisory Committee. Functions. The TAC will have the power to:

(a) Advise the Council and its committees on scientific and technological developments in the field of water pollution control and water supply protection;

(b) Recommend research needs within the Watershed;

(c) Review scientific and technical proposals, studies, and reports;

(d) Aid in the definition of water quality problems and their causes;

(e) Establish any necessary subcommittees to analyze specific issues;

(f) Alert the Council and its committees to emerging environmental and water quality problems within the Watershed; and

(g) Make recommendations and decisions regarding these duties and responsibilities. Each recommendation or decision shall be made by the affirmative vote of a majority of the members of the TAC.

113. Watershed Protection and Partnership Council. Technical Advisory Committee. Terms of Office. The TAC members shall have the following terms of office:

(a) The member first appointed by the Governor shall be appointed for a term of three (3) years.

(b) The member first appointed by the Mayor shall be appointed for a term of two (2) years.

(c) The member first appointed by the Putnam County Executive shall serve a term of two (2) years.

(d) The member first appointed by the Westchester County Executive shall serve a term of three (3) years.

(e) The member first appointed by the Dutchess County Executive shall serve a term of four years.

(f) Of the three (3) members first to be chosen by the WOH Parties, one (1) shall serve a term of two (2) years, one (1) shall serve a term of three (3) years, and one (1) shall serve a term of four (4) years.

(g) The first member appointed by the Environmental Parties shall be appointed for a term of two (2) years.

(h) Upon expiration of the term of the members first appointed pursuant to subparagraphs (a) through (g), all other appointments shall be for a term of four years from the appointment date.

(i) All other members, including the ex-officio members, of the TAC shall be appointed for an indefinite term at the will of the appointing authority.

(j) Each member appointed to the TAC shall hold office for the term for which he or she was appointed and until his or her successor is appointed and has taken office in his or her stead or until he or she shall resign or be removed in the manner provided by law.

(k) In the event of a vacancy of the office of any member, such vacancy shall be filled for the balance of the unexpired term, if applicable, in the same manner as the original appointment.

114. Watershed Protection and Partnership Council. Technical Advisory Committee. Meetings; Quorum; Quorum for Approvals. The TAC shall meet at least quarterly, keep a record of all its proceedings, and determine the rules of its own procedure.

115. Watershed Protection and Partnership Council. East of Hudson Sporting Advisory Committee. Membership.

(a) There is hereby established an East of Hudson Sporting Advisory Committee that shall report to the Council and shall consist of members as follows:

(i) One (1) member appointed by the Putnam County Executive, subject to confirmation by the Putnam County Legislature to represent the EOH Communities located in Putnam County;

(ii) One (1) member appointed by the Westchester County Executive to represent the EOH Communities located in Westchester County;

(iii) Three (3) members to represent organized hunting, sporting, recreational or fishing groups: one (1) of which shall be appointed by the Putnam County Executive, subject to confirmation by the Putnam County Legislature; one (1) of which shall be appointed by the Westchester County Executive; and one (1) of which shall be appointed by the Dutchess County Executive; and

(iv) One (1) member to represent the environmental community chosen by the Environmental Parties;

(v) Three (3) ex-officio members: the Commissioners of NYSDEC, NYSDOH, and NYCDEP;

(vi) Two (2) ex-officio, non-voting members: the Commissioner of the New York State Office of Parks Recreation and Historic Preservation; and the USEPA Region II Administrator.

(b) Each ex-officio member may designate an employee to act on the member's behalf.

(c) Each voting member shall have one full vote.

(d) The Chairperson of the EOH Sporting Advisory Committee shall be chosen by a majority vote of the Committee.

(e) The EOH Sporting Advisory Committee shall meet as needed to fulfill its purposes, but shall meet at least annually.

116. Watershed Protection and Partnership Council. East of Hudson Sporting Advisory Committee. Functions.

(a) The Sporting Advisory Subcommittee will have the power to:

(i) Consult with the City, NYSDEC, NYSDOH, USEPA, and local governments, pursuant to Article II, on proposed recreational uses of property acquired by the City or State pursuant to the land acquisition program set forth in Article II;

(ii) Consult with the City, NYSDEC, NYSDOH, USEPA, and local governments, pursuant to Article II, on the review of existing and potential recreational uses on currently owned City property; and

(iii) Inform the Executive Committee and Council as to its findings and recommendations.

117. Catskill Watershed Corporation. Creation and Membership.

(a) The Parties agree that in order to establish a working partnership between the City and the WOH Communities, and to carry out the purposes of this Agreement, an independent locally-based and locally administered not-for-profit corporation, organized under Section 1411 of the Not For Profit Corporation Law, the Catskill Watershed Corporation shall be established, to manage certain Watershed Partnership and Protection Programs more fully described in Article V and for such other purposes as are described herein. The Articles of Incorporation and by-laws for the CW Corporation are appended hereto as Attachment CC and may be amended as provided for therein in a manner consistent with this Agreement.

(b) The CW Corporation shall be a Type C Corporation organized under New York Not for Profit Corporation Law, composed of the following members:

(i) Twelve (12) members representing the WOH Communities as follows: Delaware County 6; Greene County 2; Ulster County 2; Schoharie County 1; and Sullivan County 1.

(ii) Two members appointed by the Governor: one (1) of whom shall be a full-time resident of a Town partially or wholly located in the West of Hudson Watershed and shall be chosen from a listing of three (3) possible representatives submitted to the Governor by the Environmental Parties for consideration; and

(iii) One (1) member who shall be a City employee appointed by the Mayor.

(c) The WOH Community members shall be chosen and serve as follows:

(i) Each member must be an elected public officer who resides within a town which is located wholly or in part in the Watershed. No town shall be the residence of more than one member;

(ii) A member who ceases to be an elected public official shall complete his or her unexpired term. A vacancy shall occur when a member: (A) dies; (B) resigns; (C) becomes incapacitated for a period greater than six months; (D) relocates his or her residence to a town which already has a member in residence; or (E) is removed for cause as provided in the by-laws of the CW Corporation;

(iii) A member shall hold over in office after his or her term expires until a member is elected to fill the new term;

(iv) The classes of the Directors and manner of selection shall be as provided in the by-laws of the CW Corporation.

(d) All actions undertaken by the CW Corporation shall be by an affirmative vote of at least ten (10) members.

(e) CW Corporation members appointed by the Mayor and Governor will not participate in any discussion or vote on any decision regarding litigation involving the City or State.

(f) Except for any subcommittee on the Tax Consulting Fund set forth in paragraph 136 of this Agreement, the member of the CW Corporation appointed by the Mayor shall be appointed to every subcommittee formed by the CW Corporation.

118. Catskill Watershed Corporation. Functions.

(a) The CW Corporation shall have the following corporate purposes:

(i) To administer those Watershed Partnership and Protection Programs specified in Article V and subject to the terms thereof;

(ii) To make decisions regarding the funding and implementation of those Watershed Protection and Partnership Programs administered by it, as specified in Article V and subject to the terms thereof;

(iii) To exercise and perform such other powers and duties as deemed necessary to fulfill its purposes and functions; and

(iv) To convene committees and subcommittees.

(b) The CW Corporation shall have the following corporate powers:

(i) To have a corporate seal and to adopt by-laws;

(ii) To enter into agreements and contracts, and to buy, sell, lease, convey, exchange or otherwise deal in property (whether real, personal, or mixed) as necessary to further its corporate purposes;

(iii) To sue and be sued;

(iv) To elect, retain, and compensate officers, employees and agents; and

(v) To exercise such other legal powers as may be exercised by a not-for-profit corporation formed under Section 1411 of the Not-For-Profit Corporation Law.

(c) The by-laws of the CW Corporation shall include provisions that it is bound by and subject to the New York State Open Meetings Law (Public Officers Law Article 7) and the New York State Freedom of Information Law (Public Officers Law Article 6).

(d) Without limiting the generality of the foregoing, the CW Corporation shall be specifically authorized to administer or manage the Watershed Partnership and Protection Programs identified in Article V as being administered or managed by the CW Corporation.

(e) Within six (6) months of the Effective Date of this Agreement, the CW Corporation shall form a Sporting Advisory Committee to consult on recreational uses on the City's existing land and land acquired under the Land Acquisition Program set forth in Article II. The subcommittee members shall be selected by the CW Corporation and will include, at a minimum, one or more members to represent organized hunting, sporting, recreational and fishing interests.