

# **NEW YORK CITY WATER BOARD**

## **Governance Committee Meeting**

**10:30 a.m.  
December 16, 2021**

[START RECORDING]

MR. OMAR NAZEM: Thank you. Good morning, everyone. Just to make it clear what this meeting is. This is a meeting of the governance committee of the New York City Water Board. It's one of the Board's topical subcommittees. We are having a meeting of the full Board in one hour at 11:30. This is the governance committee meeting.

Most of the people listening are probably repeat callers, so I'll be brief. Just a couple of things we like to say on the record. We've been doing these meetings under State authority to hold virtual conference call meetings in light of the ongoing public health issues of the pandemic. This meeting continues to be in that format. I would ask everyone to please place their phone on mute in order to limit the background noise. I would remind everyone that this meeting is being recorded. The audio and transcript will be available on the Board's website at [NYC.gov/NYCwaterboard](http://NYC.gov/NYCwaterboard), shortly after the meeting.

I would also remind everyone politely that

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1 this is a business meeting of the Board. It's  
2 not forum for public input. Everyone's  
3 obviously welcome to join and listen, but the  
4 speaking roles for this meeting are limited to  
5 the Board members and the Board officers as  
6 requested by the members. If you have any  
7 comments or have anything you wish to inquire  
8 about—you hear here any water board topic. What  
9 you should do is e-mail us at  
10 NYCwaterboard@DEP.NYC.gov or you can call us at  
11 (718) 595-3594. Those are the forums to get  
12 your question answered, not this meeting today.

14 The Board meeting agenda and any documents  
15 we're going to refer to are all available on the  
16 Board's website, NYC.gov/NYCwaterboard. There's  
17 also a text captioning option, if you have  
18 someone with you who is hearing impaired. It's  
19 a long URL, but you find it on the agenda  
20 document on the Board's website. It's Extreme  
21 Text.net URL. Copy and paste that into your  
22 browser and you should be able to follow that  
23 along. That's it from me. I'm going to hand it  
24 to Al Rodriguez now to open the meeting with the  
25 roll call. Thank you.

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MR. ALBERT RODRIGUEZ: All right. Thank you, Omar. Calling the roll. Chairman Goldin?

MR. JON GOLDIN: Subcommittee Chairman Goldin. Yes, I'm here. Thanks.

MR. RODRIGUEZ: Okay. Member Fernandez-Ketcham?

MS. EVELYN FERNANDEZ-KETCHAM: Good morning, everyone. Here.

MR. RODRIGUEZ: Member Shaw?

MS. ARLENE SHAW: Here.

MR. RODRIGUEZ: Mr. Goldin, we have quorum for this committee meeting.

MR. GOLDIN: Thank you very much.

[Crosstalk]

MR. GOLDIN: - - other members in attendance, including the real Chair.

MR. ALFONSO CARNEY: Al, would you poll the participants to see what other Board members may be present?

MR. RODRIGUEZ: Sure. Chairman Carney?

MR. CARNEY: I'm here.

MR. RODRIGUEZ: Okay. Member Freed? Member Hsu? Member Zarrilli?

MR. DANIEL ZARRILLI: Thank you.

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2 MR. GOLDIN: Thank you, Al. Very much  
3 appreciated. Do we have—are you able to tell,  
4 Omar, whether we have any—or anyone else for  
5 that matter, if we have members of the public  
6 with us today?

7 MR. NAZEM: I don't have that in front of  
8 me. I noticed the rings, we have probably about  
9 five and ten other folks on. Some city  
10 employees and some members of the public.

11 MR. GOLDIN: Okay. Great. Well, I will—I  
12 will assume that we do have interested citizens  
13 because I certainly hope that we do. And I want  
14 to welcome everybody to this governance  
15 committee meeting. As you know, this is not a  
16 meeting of the full Water Board. I mentioned  
17 during the roll, that when I was referred to as  
18 chairman, I'm merely subcommittee chairman  
19 because Al Carney who is our esteemed chairman  
20 of the Water Board is on. He will be leading a  
21 meeting with the full Board as is mentioned—as  
22 was mentioned earlier, at 11:30. And of course,  
23 you're all welcome to join that as well.

24 We have some important items that we're  
25 going to cover today, including relating to the

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2 responsibilities of the Board and of this  
3 committee. And one of the key-main roles that  
4 helps the Board discharge its duties,  
5 specifically with respect to the exercise of its  
6 governance obligations. And we are also going  
7 to be talking about the self-evaluation process  
8 that is required under applicable law for state  
9 authorities and boards, which we have results  
10 from. And so we're going to be covering what  
11 those results look like. They are anonymized,  
12 but they're available in the materials. So you  
13 can see what in the aggregate what the  
14 perspectives were of the members who answered  
15 the questionnaire. And I just want to thank Joe  
16 Murin and Omar Nazem and Al Rodriguez: and all  
17 of the fantastic professionals who keep us  
18 running and keep us effective and do a great job  
19 putting together-putting together the materials  
20 and covering all the logistics and making sure  
21 everything runs on time.

22 Just a word about the role of the governance  
23 committee. It's meant to do what's implied by  
24 the name. To make sure that we have appropriate  
25 corporate governance practices. And to make

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1  
2 sure they're being implemented. To strive for  
3 best practices. And the, the formal composition  
4 is three members of the Board. Other members of  
5 the Board, of course, are welcome to join and to  
6 participate. And we have the ability to and the  
7 obligation to consider the governing documents,  
8 like the bylaws and charters and code of ethics.  
9 And also other general good governance issues,  
10 especially relating to various policies that the  
11 Board undertakes and to devise, amend or  
12 implement. And we can recommend that those  
13 policies be implemented or amended to the Board  
14 for its consideration.

15 And so this is—given that this is a public  
16 Board whose—that is, the Water Board is a public  
17 Board whose activity has a personal effect on  
18 every person who is a—who is within the  
19 jurisdiction of the, of the system, whether as a  
20 resident or as an employee. You know, it is  
21 very important that we operate with appropriate  
22 transparency and good governance principles as a  
23 basic matter.

24 And so with that, let me see if there're  
25 other comments relating to our function and our

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2 purpose that, that any of the aforementioned  
3 staff members want to make, or others who may be  
4 on the line, or other members of the  
5 subcommittee or the real Chair, as I referred to  
6 him and who we also have the pleasure of having  
7 with us.

8 MR. CARNEY: Jon, thank you, first of all  
9 for taking the responsibility of chairing the  
10 governance committee. I've not said this in the  
11 past, I know we've had several meetings, but  
12 you, you think carefully about these matters,  
13 and I am very grateful because it's great  
14 support. Not just for the Board members, but  
15 for the staff as well. That kind of leadership  
16 gives staff a sense of where we're going, where  
17 we need to be. What you think is important,  
18 what we all think important. And I say the same  
19 thing to the other two committee members. Thank  
20 you all very much for your service.

21 MR. GOLDIN: I appreciate that Chairman  
22 Carney. And I certainly also appreciate Member  
23 Shaw and Member Fernandez-Ketcham for their  
24 efforts on this Board, as well as those of the  
25 staff.



1  
2 Do either Joe or, or Omar, sort of want to  
3 give an overview of the self-evaluation process.  
4 I described it a bit in reference that the  
5 authorities—state authority law requires that we  
6 conduct a self-evaluation and that that's done  
7 on an anonymous basis. And the—and the results  
8 are aggregated and made available to the public.  
9 But I did want to give other folks an  
10 opportunity to share any thoughts about that  
11 process.

12 MR. JOE MURIN: Thank you, Jon. This is  
13 Executive Director, Joe Murin. I'm going to  
14 defer on commenting on it because I think Omar  
15 has handled it and has been working with  
16 yourself as well as the other Board members. So  
17 I'll let him give the overview and the  
18 commentary on that. And then allow you and the  
19 other board—the committee members to go through  
20 the discussion and follow it from there. Omar,  
21 turn it back over to you.

22 MR. NAZEM: Yes. I would—I would repeat  
23 something Jon said. Just to emphasize that we  
24 do the—can we, we give—we're required to members  
25 the opportunity to think about the effectiveness

1 of the Board and how the Board conduct its  
2 business. And how the members—the appointed  
3 members interact with the staff, using this  
4 structured type of format. The use of the sheet  
5 and the kept responses they sent back genuinely  
6 are anonymized.  
7

8 It goes back, not even to officer of the  
9 Board or one of the staff you see in these  
10 meetings. It goes to one of our accounting  
11 personnel who opens them, tabulates them, and  
12 puts them in a spreadsheet. So we don't even  
13 see the handwriting or the ink marks on the  
14 form. It truly is anonymous. It's a useful  
15 sheet in the sense that it covers quite a range  
16 of topics on ranging from fairly technical  
17 questions about how the Board thinks about  
18 statutory authority to questions about, does the  
19 board really—conducting the Board - - getting  
20 things done.

21 And some kind of more subjective questions  
22 about the member's viewpoint on how the members  
23 of the collective and individually exercise  
24 their governance and exercise their judgement  
25 and carry out the authority of the Board. It's

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1 a useful document. It's prescribed in state  
2 law. Of course, we format—we follow almost  
3 identically the format the state authority's  
4 budget office ask us to use. The same form year  
5 to year which helps us. We lay out the results  
6 or several years. We can see trend lines and  
7 the answers or kind of things that pop out from  
8 year to year in terms of variances. So it's a  
9 good process, The entire process, it's an  
10 anonymous process. And it's standardized both -  
11 - and the Board as well as statewide cross all  
12 the authorities.

14 MR. GOLDIN: Thank you. Thank you, Omar. I  
15 do have one question about that, and it relates  
16 to a point that the esteemed real Chair  
17 mentioned to me. Which is, my understanding is  
18 that the—that the process is standardized but  
19 that there may be some opportunity under the  
20 governing law or regulation for customization of  
21 the criteria that are listed, the questions,  
22 essentially that are—that are listed. I don't  
23 think that's something that we've done in the  
24 past. But is that—is that your understanding,  
25 is that something that is available as an option

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for us to think about?

MR. NAZEM: Yes. My understanding is, provided you cover the range of topic prescribed by the state ABO, they won't penalize you or disallow the form responses if you add additional questions. Whether you tack them on as additional lines to the form itself or you staple a second form. You can have a similar format with the board specific or topic specific questions. I think either approach would be allowable.

The key thing, they want you to—state ABO wants you to cover the range of prescribed topics. And then if you want to enquire beyond that, that would be permissible.

MR. GOLDIN: I see, so the criteria that are on there are fixed, but there is an ability to supplement them.

MR. NAZEM: Correct. If you were to make minor changes to the wording of the prescribed form, in the name of clarity or in the name of tailoring the form to the specific facts and circumstances of the board. I doubt the state ABO would be—look askance at that. Their focus

1 is they want to see you're covering the full  
2 suite of topics they prescribed in their format.  
3 If you do it with slightly different verbiage, I  
4 doubt they're going to care much. If you want  
5 to go over and beyond that and inquire about  
6 other topics that may be specific given the  
7 unique mission or leading financial profile of a  
8 particular board, I doubt they would—they would  
9 probably encourage it, honestly. I think  
10 they're trying to make sure cover all the key  
11 topics.  
12

13 But their focus is they want to get the key  
14 topic in their mind covered, and they want to be  
15 able to compare board to board statewide. And  
16 if you do other things, whether stapling a  
17 second sheet or appending additional questions  
18 in the bottom, they're not—they're unlikely to  
19 complain about that.

20 MR. GOLDIN: Understood. And Chair Carney,  
21 did you, did you have thoughts on this that you  
22 wanted to share with us?

23 MR. CARNEY: I do and thank you, Chairman  
24 Goldin. It—it's my own view and I've actually  
25 in another part of my life had to work with the

1 ABO to refashion questions like this. Some of  
2 them are—some of these questions are  
3 particularly applicable to what the Water Board  
4 does. Others are not, in my humble view. What  
5 I would like to do is to ask staff to look at  
6 the questions and to help us to reword them, to  
7 refashion them, to reform them as may be  
8 necessary to better reflect what the Water Board  
9 does.  
10

11 Our first question, "Board members have a  
12 shared understanding of the mission and purpose  
13 of the Water Board." We are a rate setting  
14 authority. That's what we do. There are Board  
15 members who are apparently not as clear on that  
16 as we would like them to be. The question can  
17 be stated in a more precise way. And we should  
18 probably give that some thought. We have public  
19 people—we have members of the public on the  
20 call. It's important that these good people  
21 understand that we are—we are trying to do as  
22 best we can with what we've been charged to do.

23 Another question. "The Board members set  
24 clear and measurable performance goals for the  
25 Water Board that contribute to the

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1 accomplishment of its mission." If its mission  
2 is to set the rates fairly and equitably, do we  
3 have measurable performance goals for setting  
4 the rates? Are we doing a good job? Are we—are  
5 we accurately reviewing the recommendations that  
6 may be made by the Departmental of Environmental  
7 Protection? Are we doing what we need to do to  
8 get that right?

10 Another question. "The Board members are  
11 knowledgeable about the Water Board's programs,  
12 financial statements, reporting requirements and  
13 other transactions." Well, is that really  
14 applicable to what we do? Do the Water Board  
15 members go—there is a committee, a joint  
16 committee, of course, a joint audit committee.  
17 We review the financial statements that are  
18 submitted by both the water finance authority  
19 and by the Water Board and Omar works with us to  
20 get that done. Is it—is that a fair question  
21 for the members of the Water Board who are not  
22 on that committee, who do not review that  
23 document?

24 I think what we need is to have—and Chairman  
25 Goldin, I may be way, way out on my skis, way

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2 out over my skis on this one. But I think we  
3 need to consider carefully what the questions—  
4 how the questions relate to what our members do.  
5 And where there are revisions necessary, and I'd  
6 ask staff to take a look at that, it would be  
7 great to get those recommendations. The end.

8 MR. GOLDIN: Well, I certainly don't think  
9 you're over any skis at all and as usual, your  
10 comments are insightful and helpful. I will ask  
11 a follow-up question for the staff to consider  
12 along with what you just said. Which is, if the  
13 notion is that these criteria are required even  
14 if they don't have a perfect fit with what we  
15 do, is there an ability to put a column that  
16 says, not applicable? Or something along those  
17 lines so folks think it's just not relevant to  
18 what we do, they can still indicate rather than  
19 having to pick agree or disagree with a  
20 statement that they don't think is pertinent.

21 Maybe if Omar or Joe, you can address Chair  
22 Carney's comments and also my question about  
23 whether it's possible to add another column or  
24 if that's not consistent with what the—what the  
25 state is looking for.

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2 MR. CARNEY: I would suggest that we give  
3 staff a chance to think that one—to think it all  
4 through carefully. And I think you a course  
5 should be involved directly in whatever  
6 recommendations staff may choose to make. If a  
7 column I necessary, or a column is deemed  
8 appropriate, let's do it. But if not, then  
9 let's reform the questions so that they more  
10 accurately reflect our need to have answers from  
11 the governance people on this Board.

12 Look, I don't want to get too far in front  
13 of the process, but if Joe and Omar and Al can  
14 think that through carefully, it'd be great to  
15 know where they come out on it. Al Rodriguez,  
16 I'm sorry.

17 MR. GOLDIN: And thank you, Chair Carney,  
18 cause I was not clear. I did not mean to put  
19 any of the staff members on the spot in terms of  
20 giving us a finite answer on—

21 MR. CARNEY: [Interposing] Sure, sure. I  
22 know that.

23 MR. GOLDIN: —language or adding columns, I  
24 just—I wonder if they had any preliminary  
25 thoughts what we said thus far that they think

1  
2 are worth sharing with the committee at this  
3 point. Or if the issue is one that the staff  
4 wants to take under advisement, and we can  
5 confer that at a subsequent meeting. I—and  
6 specifically I just—I don't know off the top of  
7 my head if that—if those wording changes are  
8 really a—how creditable and practical they are.  
9 And maybe the staff just has an immediate  
10 reaction to that.

11 MR. CARNEY: Sure.

12 [Crosstalk]

13 MR. CARNEY: Maybe member Fernandez-Ketcham  
14 is on. Evelyn, do you have—it's Al. I don't—  
15 you may not have any thoughts on this at all at  
16 the moment. But if you do, I'd love to hear  
17 what they are.

18 MS. FERNANDEZ-KETCHAM: Yes. Good morning,  
19 everyone. I actually do. I think that it'll be  
20 worth revisiting the criteria for language. I  
21 mean, it looks like we all managed to answer.  
22 We managed to agree and somewhat agree for most  
23 of the criteria, so they seem like they are  
24 applicable. We found our own way of answering,  
25 right?

1  
2 But that might be worth exploring further to  
3 get more exact with the language. I love the  
4 ideal though of the non-applicable. But a  
5 course it's always danger in the non-applicable  
6 that somebody may lean towards just entering  
7 non-applicable, which is why I would make the  
8 case for working on the language for the  
9 criteria.

10 MR. GOLDIN: Yeah. And that's a great  
11 point, Member Ketcham. Thank you so much for  
12 that perspective. The only reason I thought  
13 non-applicable might be an appropriate column is  
14 because there is no mechanism by which it is  
15 tracked as to whether people return them at all.  
16 In fact, as we see, we have—we have four  
17 responses which is not—which are not responses  
18 from the full board, and I wonder if they're up  
19 to feel like maybe because they don't think some  
20 of the items are applicable, they don't really  
21 know what answer. So I agree with you. There  
22 is some danger in having that column, but I  
23 wonder if it may be something that given the  
24 essentially non-enforceable compulsory nature of  
25 this exercise may be warranted in any event. It

1 was a very thoughtful comment. I don't know.  
2 Member Shaw did you have any other thoughts on  
3 this that you wanted to share?  
4

5 MS. SHAW: I think a lot of said—I think—I  
6 think it not being a good—to other people's  
7 point, I don't think it's a good survey based on  
8 what we do. I think a lot of the stuff don't  
9 really apply. But you your point about people  
10 not turning it in, I didn't turn it in, because  
11 it's on the counter. I forgot to mail it. It's  
12 COVID.

13 [Laughter].

14 MR. CARNEY: You're not forgiven. You're  
15 not forgiven.

16 MS. SHAW: I did not send it in, since we're  
17 answering your point about people didn't turn it  
18 in because it was not applicable. No. It was  
19 you're not close to the mailbox. And G-d help  
20 you to find a mailbox in like, South Brooklyn.

21 MR. GOLDIN: Member Shaw, I appreciate your,  
22 your practicality and your frankness. I didn't,  
23 I didn't mean to make anybody feel—

24 MS. SHAW: No. I just—no, no—

25 MR. GOLDIN: - - .

1  
2 MS. SHAW: Literally, you know, you were  
3 wondering as to why people didn't fill it in.  
4 I'm just being honest. It-it-

5 MR. GOLDIN: No. That's all right.

6 MS. SHAW: It's on my counter. When I saw  
7 the meeting, ironically, I saw it on the counter  
8 this morning. I was like, oh, shit, I never put  
9 this in the mail.

10 [Laughter].

11 MR. GOLDIN: And to that end, another  
12 question that I would ask is, is there an  
13 alternative that the state provides? And the  
14 answer may very well be no, but is there an  
15 alternative that the state provides whereby this  
16 can be done anonymously albeit, electronically?  
17 Because I think we can get 100% compliance, if  
18 folks could just log on.

19 The facts that folks have to print it out  
20 and fill it out or get it in the mail and then  
21 put it in an envelope and address it. Folks  
22 don't tend to spend a lot of time in hardcopy  
23 correspondence these days. So that's-that's  
24 another-that's another point that's implicit I  
25 think is a comments that were made that's very

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helpful.

And so, where I will just leave it before giving the members and the staff, Al or Joe or Omar, who may want to say something. I'll just leave it as; I don't think that we—any of us expect any specific proposals or judgments now because we are essentially putting you guys on the spot. We certainly don't mean to do that. But what I do think would be helpful is maybe in contemplation or preparation for our next meeting, if you guys are able to look into a couple of these questions. One being, is an N/A, the non-applicable column, appropriate? Is changing the wording other than in the most ministerial way acceptable? And is there an electronic means of doing this?

And other questions that the staff thinks, or the members think for that matter really should be in here for what we do that are missing. And I think that insofar as you all are able take some time—spend some time with it, think about that. And obviously, I'd like to confer with you about it before the next meeting and share your thoughts as to what amendments if

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2 any we ought to make to the process and the  
3 form. I'd be grateful.

4 MR. CARNEY: Jon, it's Al. My go to  
5 position is we need to be sure that we are  
6 providing the public with evaluations of our own  
7 performance that are applicable to our  
8 performance. To say that means that there may  
9 be there—and it's my first thought on this, Jon.  
10 And you are the Chairman, you will make a  
11 decision. My first thought on that is that  
12 there should be no questions on this evaluation  
13 that are not applicable to who we are. And  
14 that's my first thought. I may be absolutely  
15 flat out wrong about that. But I need to think  
16 about it a bit more and if you give me a chance  
17 to do that, I will think about it and share my  
18 thoughts with you. I think—

19 MR. GOLDIN: [Interposing] I apologize for  
20 interrupting but I just want to say the non-  
21 applicable column was not necessarily the first  
22 or best choice. I raised it—

23 MR. CARNEY: [Interposing] Sure. Sure. No.  
24 I got it.

25 MR. GOLDIN: — as an alternative, in the

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1  
2 event, we are not really permitted to strike  
3 some of these.

4 MR. CARNEY: Well, but let's assume for the  
5 moment that we can. You may be right. Maybe we  
6 cannot. In which event there will be questions  
7 that are not applicable. My sense from speaking  
8 with the ABO people is they want for us to give  
9 an evaluation of our performance based on what  
10 this authority does, and we can do that.

11 We have four meeting, five meeting a year.  
12 We can provide them with what they want, and  
13 I'm—I am comfortable that we're now at a full  
14 slate of members. Dan isn't on the phone, but  
15 yet—but we have the ability to refashion these  
16 questions in a way that opens up this authority  
17 to public review of what we think we're doing.  
18 And I'm comfortable with that, that we can do  
19 that.

20 So I hope I sent my self-evaluation form in.  
21 I'm not sure. [Laughing] Not sure that I did  
22 after listening to Arlene. But I think I did.  
23 But, but—

24 MS. SHAW: Electronic is important. We  
25 didn't realize, we've always done these, the—



1 when we sit at the end of the meeting.

2 MR. CARNEY: Well, that's right. We sit and  
3 we jot off these.

4 MR. GOLDIN: There you go.

5 MS. SHAW: Yeah. Exactly. And I think  
6 something to the extent the world has been  
7 modernized inside of this remote space, cause I-  
8 I just don't--and to that point, I think that--I  
9 get that the meetings need to be public. But I  
10 do think we get better board member attendance  
11 now that we've been virtual. And I think that  
12 we should really sort of think about how to  
13 better modernize this process.

14 MR. CARNEY: Absolutely. So Mr. Chairman,  
15 here's where I come out. I think that staff  
16 ought to be charged with the responsibility of  
17 refashioning the questions to make sure that  
18 they--and there may be topics that are not  
19 reflected on this survey. That our topics,  
20 matter with which we deal on a yearly basis that  
21 should be in this survey. Things that the ABO  
22 doesn't know we do. Let's give staff an  
23 opportunity and not--this is a yearlong project.

24 You and staff can certainly work together to  
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1 fashion questions for this Board that hopefully  
2 would make the N/A column not necessary. Maybe  
3 it is necessary. I absolutely agree that it may  
4 be necessary. But let's see what we can come up  
5 with. Omar and Joe are—you all have  
6 extraordinarily intellectual folk; work on it,  
7 if you will.

8 [laughter]

9 [crosstalk]

10 MR. NAZEM: Okay. Go ahead, Jon. I'm sorry.

11 MR. GOLDIN: No, sorry. I was just going to—  
12 I was just going to say I appreciate your  
13 thoughtfulness, Chair Carney. And I would say,  
14 the one piece I would add to that is I think  
15 it's a bit of a two-step. I think the first  
16 step in which Al Rodriguez needs to be  
17 intimately involved, is what are we permitted to  
18 do? How much flexibility is afforded to a  
19 particular board under the law and regulations?  
20  
21 And then from there, working with the other  
22 members of the staff to determine what  
23 amendments, if any, should be made to the  
24 existing questions, the wording, the form,  
25 whether it's additional columns. Or, and

1  
2 whether there ought to be other questions that  
3 are tailored to the work of the Board that  
4 aren't really captured in this. And I do agree  
5 it's a--this is not a project that lends itself  
6 to immediate resolution. It's something that  
7 really requires some reflection. And so  
8 certainly, I don't think any of us intend to put  
9 staff on the spot here because there are a bunch  
10 of moving parts here. But I think there're  
11 really some very insightful comments. And I  
12 appreciate everybody's input.

13 MS. FERNANDEZ-KETCHAM: This is Evelyn, if I  
14 may.

15 MR. GOLDIN: Please.

16 MS. FERNANDEZ-KETCHAM: I just wanted to add  
17 that maybe what's helpful--for example, when you  
18 look at it and start to break it down, right,  
19 any somewhat agree, or somewhat disagree. Those  
20 are probably the ones that we should focus on to  
21 figure out why did more than one board member  
22 somewhat agree? So that means that there's an  
23 area there that it's not explicit. And if I  
24 answered with somewhat agree, it's maybe because  
25 we need to connect it more, to Chair's point

1  
2 that we need to connect them more to what we  
3 actually do. So maybe giving us more concrete—  
4 because I get this is an instrument that looks  
5 like it's a general instrument. So maybe we  
6 need to modify it so that we have examples,  
7 well, what does it mean, for the water board,  
8 the policies, practices and decisions of the  
9 Board, to maybe help us all better understand  
10 and contextualize it for what is applicable to  
11 the Board, to the actual role that we do.

12 MR. GOLDIN: Very helpful. And I think it  
13 is worth noting, actually, that there are a  
14 number of questions where all the respondents  
15 gave the same answer, which suggests that there  
16 is some consistency in the understanding. And  
17 in all but two instances, all of the respondents  
18 were within one or two categories, which also I  
19 think the concentration, relative concentration  
20 of the responses, I think, reflects some  
21 consistency. There're obviously two areas where  
22 we had three different responses that were  
23 offered. And maybe we should think a bit more  
24 about those. Not that not that the distribution  
25 of the responses is conclusive, but it certainly

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1  
2 is worth thinking about those questions in  
3 particular.

4 MS. FERNANDEZ-KETCHAM: Correct. Thank you.

5 MR. CARNEY: Jon, thank you. It's been a  
6 great—it's been a good discussion. I don't know  
7 that staff is clear on what it is that we're  
8 looking for them to do. But I would hope that  
9 you and staff would get together and flesh out  
10 more of what staff might do. This is not an  
11 urgent matter. It is something we can do over  
12 time, and we will.

13 But we should be prepared to talk about, in  
14 my view, Mr. Chairman, what the recommendations  
15 may be, not at the next meeting, but at the  
16 meeting that precedes the distribution of the—of  
17 the survey, such that the Board is comfortable  
18 that you all have done your job, and now we've  
19 got to actually think carefully about what the  
20 answers are, what our respective answers are.

21 MR. GOLDIN: That is helpful. And I will  
22 certainly follow up with staff. And I think the  
23 broad strokes are relatively clear. Insofar as  
24 we need to know, how much flexibility we have in  
25 terms of what sort of amendments are

1  
2 permissible. And then what kinds of amendments  
3 might be ones that the staff thinks are worth  
4 recommending within the guardrails of what we're  
5 allowed to do. But obviously, the challenge is  
6 in the details there, and that's something that  
7 will be a longer-term process.

8 I don't know if any of the staff members  
9 want to give a comment on this at this point.  
10 As I said, I certainly don't expect any  
11 definitive answers or specifics. But I  
12 certainly want to give you the opportunity if  
13 there's anything you want to mention in light of  
14 the exchange that we've been having.

15 MR. MURIN: So this is Joe Murin here again.  
16 Thank you, Jonathan. Thank you, Evelyn, and  
17 Arlene, and Chairman Carney. I think this was a  
18 very robust discussion. Omar and I both have  
19 been taking notes, as you've been talking. And  
20 I know we'll also go back, and we'll look at the  
21 transcript. And thank you for saying don't put  
22 us on the spot right now because there's a lot  
23 to take in here. And I think as you laid out,  
24 Committee Chair Goldin, we can go back and work  
25 with you and the other two members, Arlene and

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1 Evelyn to make sure that we're covering all  
2 these points. And we're doing this in a timely  
3 fashion so that we can have the questionnaire  
4 revised within the context of what we're  
5 allowed, permissible, add things that we need to  
6 and also make sure that we're covering the—to  
7 Evelyn's point, I think the specificity of what  
8 are we getting to with some of the questions.  
9

10 So that's, I think it's going to be—take a  
11 little while for us, in terms of like, over the  
12 course of I'd say, the next couple months, we  
13 could probably put that together. I think  
14 usually we do—the governance committee is like—  
15 does this at the end of the year. So we've got  
16 more than enough time before we would have the  
17 questionnaire back out and then get the results  
18 back to be able to incorporate it within. And  
19 also, I don't want to speak for Secretary  
20 Rodriguez in terms of the degree that he may  
21 have to look at—or our legal may have to look at  
22 in terms of what we can or can't do, or how we  
23 can modify it within the confines of the law.

24 MR. RODRIGUEZ: Thank you, Joe. It's Al.

25 MR. GOLDIN: Thank you.

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1  
2 MR. RODRIGUEZ: Al Rodriguez. I've had some  
3 experience with this, as I said earlier, in  
4 another part of my life. You and I should  
5 spend, with Chairman Goldin, 15, 20 minutes on  
6 the telephone just talking about it. The  
7 question is an interesting one. Do we provide  
8 them with something that we want for them to  
9 accept? Or do we go to them and ask them what  
10 they will accept from us? My own view is that  
11 we become—it's a word that doesn't exist, I  
12 think—proactive, that we go to them. We figure  
13 it out and take it to them. But you and I  
14 should spend some time talking about that with  
15 Chairman Goldin.

16 MR. MURIN: Sure.

17 MR. GOLDIN: Okay. Thank you.

18 MR. MURIN: So the one thing I would say is  
19 that this form, which is used, I would say  
20 almost universally by local and state  
21 authorities, and I've never had the experience  
22 of this form being amended in any kind of way.  
23 But it is characterized by the ABO itself as a  
24 model. And that leads me to believe that there  
25 is some flexibility to do things with this form—



1  
2 MR. CARNEY: It's Al Carney, again. I have,  
3 in another part of my life, I have made major  
4 revisions in this—in this questionnaire. I  
5 mean, people don't do it because they believe  
6 that they're not permitted to do it. Nobody  
7 wants to ask the ABO. But the fact is that you—  
8 if the questions are not, and I'll use Joe  
9 Murin's words, the specificity for our authority  
10 is not clear in the questions, let's fix it.

11 MR. MURIN: Yeah. So I mean, I think that a  
12 short discussion with the ABO will probably  
13 clear this up right away.

14 MR. CARNEY: Well, again, I would go the  
15 other way. I would internally make some  
16 decisions about this, and then give the ABO that  
17 draft, if you will, and see where they go with  
18 it.

19 MR. GOLDIN: Yeah. Okay.

20 [Crosstalk]

21 MR. CARNEY: This is not a public record  
22 discussion, actually. It's something we—

23 MR. MURIN: [Interposing] No, I think  
24 that's—that's only one way to approach it.

25 MR. CARNEY: Okay. Cool.

1  
2 MR. GOLDIN: And I think—I think this is—  
3 this is all worth spending some time reflecting  
4 on, and conferring about, and figuring out the  
5 best—the best way to proceed. But thank you,  
6 Chair Carney, for your leadership on this and  
7 your thoughtfulness about it. And with respect  
8 to everything else we do for that matter.

9 MR. CARNEY: Are you - -. Thank you, sir.

10 MR. GOLDIN: Of course. I'm mindful that,  
11 that we do have another agenda item. And I want  
12 to make sure that we conclude in time for the—  
13 for the general board meeting. But is there  
14 anything else that the staff wanted to add on  
15 this before we move on?

16 MR. MURIN: No, Jon. I think you covered it  
17 very comprehensively. And we'll take all this  
18 back. And like we said, we'll circle back with  
19 you. And we'll have further discussion, that's  
20 the next step.

21 MR. GOLDIN: Thank you very much. So the  
22 fourth agenda item that that we have is relating  
23 to the Board's Chief Contracting Officer. And I  
24 wonder whether either Joe or Omar, you'd be  
25 willing to, just for the benefit of the members

1  
2 of the Board, give them a refresher and for the  
3 members of the public who may not be familiar  
4 with it, give us a sense as to what this role is  
5 and what we're being asked to consider.

6 MR. NAZEM: Yes. So Jon, this is--this is  
7 Omar. I'll take this. We added this to the  
8 agenda because it's an important named official  
9 role. It's not--it's not an officer role, per se,  
10 although it is usually an officer who holds the  
11 role. Currently, the chief contracting officer  
12 is myself. But by convention and tradition, it  
13 has been the treasurer who holds the role  
14 material. Matil [phonetic] had it before me.  
15 And we followed that convention after she left.  
16 And I took up the, the chief contracting officer  
17 duties myself. It's an appointment made by the  
18 executive director under the ED's administrative  
19 and oversight authority. But it's quite an  
20 important range of duties that fall under it.

21 The two big categories are the Board's  
22 procurement authority. The chief contracting  
23 officer oversees, designs and structures, all  
24 the RFPs we do. He oversees the negotiation and  
25 specifications of the contract terms. If there

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1  
2 are changes, we want to make to our standard RFP  
3 process, if there are changes, we take to our  
4 model contracts. How the economic structure of  
5 how the contract provisions are negotiated, and  
6 kind of being that point person who handles  
7 vendor relations and negotiations are all things  
8 that the chief contracting officer is tasked  
9 with, to carry out side by side with in-house  
10 counsel as well as legal partners of the law  
11 department of Al's group and others. That's  
12 the—that's probably the biggest bucket in terms  
13 of what the chief contracting officer is doing  
14 under their - - of being the CCO.

15 The other category of things the chief  
16 contracting officer does relate to the, the  
17 Board's property, which is really the property  
18 has lease holds on as well as the small amount  
19 of property we have in the office. These are  
20 personal properties as referred to in the  
21 Board's governing documents. And the chief  
22 contracting officer is responsible for  
23 maintaining the logs and records that deal with  
24 any property to which we've released the  
25 leasehold to transfer to a partner agency or to

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1  
2 an outside party, as well as to make records and  
3 justification analysis for any new property we  
4 happen to lease or purchase. Which is an  
5 infrequent event, but it does happen sometimes.  
6 We have some small capital equipment in the  
7 office that we technically lease, for example.

8       So it's an important behind the scenes role.  
9 And whenever the Board is presented with a  
10 procurement action to consider or a model  
11 contract or gather documents and analysis behind  
12 a real property action, it's really coming out  
13 of the chief contracting officer's area and the  
14 team they work with on both DEP as well as among  
15 the board of professional staff. Unless you've  
16 immersed yourself in the kind of Board documents  
17 and bylaws and our provisions, it's not a term  
18 you've heard before. So we want to—we want to  
19 just make the Board aware of it, identify who it  
20 is. So that as you go through the governance  
21 committee document, you know who you're  
22 referring to when you see chief contracting  
23 officer as the treasurer. So that's really an  
24 informational point. Certainly, if there are  
25 questions or comments about what scope of

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1 updating or kind of questions but how we do the  
2 RFPs or questions about how behind scenes we  
3 analyze the real property actions on any of that  
4 would be questions you would direct to me,  
5 either in this forum or when you're offline.  
6

7 MR. GOLDIN: Thank you. Thank you, Omar.  
8 I'll just kick it off really quickly. And these  
9 are really observations that don't require an  
10 immediate response, again, not necessarily on  
11 the spot, but just something to reflect on it.  
12 If the suggestions are impractical for any  
13 reason that would be good to know.

14 The first that I have is from reading  
15 through the document that's titled, policy and  
16 the procurement of goods and services. I see  
17 that the contracting officer is permitted to  
18 enter into a contract without Board approval for  
19 an amount that is between \$25,000 and \$100,000  
20 and then needs to report that to the Board. And  
21 if it's under \$25,000, it doesn't—it doesn't  
22 require Board approval, and nor does it  
23 necessarily need to be reported to the Board.  
24 And I understand the need for that sort of de  
25 minimis exception, but what I wanted to ask

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1  
2 about is in the subsequent section that talks  
3 about no-bid contract.

4 It permits the contracting officer to enter  
5 into no-bid contracts, subject to the provisions  
6 of that Section 5, which do not—or Roman Numeral  
7 II, Section 5, I should say. That do not  
8 require necessarily even advising the Board of  
9 the entry into a contract under \$25,000. And if  
10 it's something that's reasonable and  
11 practicable, my view would be that the staff  
12 should please consider and let us know whether  
13 it would work or any other—whether there's a  
14 reason it can't work, such that if there's a no-  
15 bid contract, even under \$25,000, that the Board  
16 should be notified about it.

17 I understand it doesn't necessarily need to  
18 be approved by the Board in there, it would gum  
19 up the works if it did. But it just it seems to  
20 me that—that just informing the Board about all  
21 no-bid contracts that are—that are in any way  
22 material, even at a smaller level, make sense.  
23 That's one observation I had.

24 And then the other—the other observation I  
25 had isn't really related to the materials as

1 much as just sort of generally about the real  
2 property aspect of it, which is that—I  
3 understand that the contracting officer has to  
4 approve of leases and he takes an important part  
5 in, in the disposition of real property. And I  
6 don't know that this is a language issue for the  
7 policy. But I would certainly want us to be in  
8 a position where we would expect that the Board  
9 would be advised early—as early in the process  
10 as practicable when the disposition of property  
11 is being discussed, rather than when agreements  
12 are fully hammered out and they're brought to us  
13 for a thumbs up, thumbs down. I think in some  
14 instances, it would be very useful for the Board  
15 to have a sense as to—as to what's being  
16 considered, and how it's being considered, and  
17 how it's being approached in advance.

18  
19 Are there other thoughts or comments from  
20 other Board members or reactions from staff? As  
21 I said, my, my observations are really just  
22 one's for you to take under advisement. And let  
23 us know, I mean, if you want to or can respond  
24 at the moment, you can. But I don't mean to put  
25 you there.

**Ubiquis**



1  
2 MR. CARNEY: Jon, I think it's a terrific  
3 suggestion. Even if what we get—what your  
4 committee gets or what the Board gets is a list  
5 of those transactions that were the least  
6 exciting transactions, even if that's what we  
7 get, it's the contracting party, the non-bid  
8 transactions, it'd be great to know who got  
9 those. The public should be given the  
10 opportunity to know that. In my own view, it's  
11 a staff question to be answered by staff. But I  
12 like the idea very much. I'll shut up now  
13 because I'm not on the committee.

14 MR. RODRIGUEZ: So Member Goldin, would you  
15 mind repeating that for my notes, what's your—  
16 what you're proposing?

17 MR. GOLDIN: For sure. And in some in  
18 substance, what I'm suggesting, there were—there  
19 were two parts. The first was that, and I may  
20 be misreading it because there's cross reference  
21 to a number of sections. But as I read it,  
22 currently, the contracting officer can enter  
23 into a no-bid contract that is under \$25,000,  
24 without reporting it to the Board. And all I  
25 would ask is that if there is a no-bid contract

1 that's under \$25,000, that, like the contract  
2 between 25,000 and \$100,000, be reported to the  
3 Board at the next meeting. Specifically for no-  
4 bid contracts.

5  
6 MR. RODRIGUEZ: Yeah, I guess—I guess, what  
7 I was reading was in Section 2.2, is that  
8 anything over \$10,000 has to be bid out.

9 MR. GOLDIN: Well, there is—there is a  
10 Section 6 creates a waiver.

11 MR. RODRIGUEZ: Yeah. Okay.

12 MR. GOLDIN: There can be a—there can be no-  
13 bid contract. And it allows for no-bid  
14 contracts in circumstances where a person or  
15 firm has superior qualifications or their  
16 specialized knowledge is required, et cetera.  
17 So my point is just that if somebody is  
18 determined that that exception needs to be used,  
19 and is entering into a contract, under that  
20 provision, I think it's makes sense for the  
21 Board to be informed even if the amount is under  
22 \$25,000.

23 MR. RODRIGUEZ: Okay. So for contracts that  
24 are between \$10,000 and \$25,000, that the  
25 procurement officer being a waiver is

1 appropriate, though the Board should be notified  
2 of that?

3  
4 MR. GOLDIN: Well, yeah. The amendment that  
5 I would specifically contemplate is that—is that  
6 under Section 6, the paragraph references that  
7 even if the contracting officer determines that  
8 a contract should be awarded on a non-  
9 competitive basis, that the contracting officer  
10 still has to comply with 2(5). That should just  
11 say, if it's on a non-competitive basis, the  
12 contracting officer has to comply with 2(5),  
13 except all such contracts need to be reported to  
14 the Board.

15 MR. RODRIGUEZ: Okay. So you're suggesting  
16 we amend the policy to provide for that?

17 MR. GOLDIN: Yes. Yes. And if there are  
18 problems with that, practical problems or  
19 otherwise, certainly, let me know. And if other  
20 Board members have thoughts on it, I'm happy to  
21 entertain them. For me, if we're going to have,  
22 you know, if we had a series of \$20,000, no-bid  
23 contracts, none of which had to be reported to  
24 the Board, that would be something that would be  
25 of concern to me.

1  
2 MR. RODRIGUEZ: Yes. So you would want that  
3 notice prior to that contract being consummated?

4 MR. GOLDIN: No, it can be—it can be after  
5 the contract, consistent with Section 5, Roman  
6 Numeral II.

7 MR. RODRIGUEZ: Okay.

8 MR. GOLDIN: Which states that if it's  
9 between 25 and a 100 the Board just needs to be  
10 notified at the next meeting.

11 MR. RODRIGUEZ: Okay.

12 MR. GOLDIN: So what I would just say, if  
13 it's no-bid, you don't have the \$25,000 floor.  
14 If it's no-bid, it's just it's just under 100.

15 MR. RODRIGUEZ: Okay.

16 MR. GOLDIN: And then the other—the other  
17 observation I made was just about that trying to  
18 keep us in the—in the loop on the real property  
19 determinations as early as practicable because  
20 sometimes I think folks have felt we find out  
21 about those later and they would like to  
22 ideally.

23 MR. RODRIGUEZ: Well, what I would suggest  
24 at this point, if you will allow me, is that the  
25 Committee accept your recommendation formally

1  
2 and then present it to the Board. And the Board  
3 can accept it.

4 MR. CARNEY: Do you think the Board  
5 accepting this is necessary here now, Omar?

6 MR. NAZEM: Yeah, it is possible-

7 MR. CARNEY: [Interposing] I think the  
8 Committee can actually vote it up and that's - -  
9 it becomes a governance committee matter.

10 MR. RODRIGUEZ: Yeah, but it is--the policy  
11 is the policy of the Board. It's not the  
12 policy-

13 MR. CARNEY: [Interposing] And the Board  
14 approved the policy that currently--that we  
15 currently have. But it's a board approved  
16 policy.

17 MR. RODRIGUEZ: Yeah. It's-

18 [Crosstalk]

19 MR. RODRIGUEZ: The policy is the policy of  
20 the Board and not the committee.

21 [Crosstalk]

22 MR. CARNEY: [Interposing] Okay. Then the  
23 Boards has to - -.

24 MR. RODRIGUEZ: --approved by the Board. So  
25 any amendment of the policy should also be

1  
2 approved by the Board, I would say.

3 MR. GOLDIN: I agree.

4 MR. CARNEY: If it's a Board-approved  
5 policy, then that's fine. I thought that-

6 MR. GOLDIN: So we can-I was just going to  
7 ask that if we could prepare a draft, it should  
8 be a very simple amendment for consideration by  
9 the whole Board, not at the board meeting that  
10 started a minute ago. But perhaps in the next  
11 one.

12 MR. RODRIGUEZ: Yeah. Most definitely. And  
13 that amendment would be distributed to the Board  
14 for their review, prior to the meeting, I think.

15 MR. CARNEY: Terrific.

16 MR. GOLDIN: That's fine. That's great.

17 Thank you. Is there anything else that we need  
18 to cover again? Be mindful of the time. Thank  
19 you very much to the members, and the staff, and  
20 members of the public who joined. But before we  
21 close out, is there anything else that any of  
22 the members or staff want to make sure we touch  
23 on?

24 MR. CARNEY: Good meeting, Chairman Goldin.  
25 Thank you very much.

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1  
2 MR. MURIN: This is Joe Murin. But no, I  
3 think Jonathan, you covered almost everything.  
4 So I defer to now you and the Secretary - -.

5 MR. GOLDIN: All right. so I guess—do we  
6 need a motion to adjourn?

7 MR. RODRIGUEZ: Yeah.

8 MR. GOLDIN: I guess—Member Fernandez is - -  
9 .

10 MR. CARNEY: Member Shaw, do you?

11 MR. GOLDIN: Yeah, from everyone listening  
12 or from the—

13 MS. SHAW: Yes, motion to end.

14 [Crosstalk]

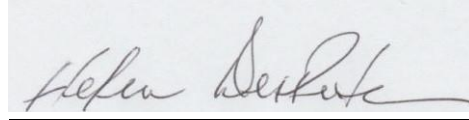
15 MR. GOLDIN: Okay. Very good. I'm in favor  
16 as well. So it's unanimous. Thank you,  
17 everybody.

18 [END RECORDING]

C E R T I F I C A T E

I, Helen DelPrete certify that the foregoing transcript of the New York City Water Board Committee Meeting was prepared using standard electronic transcription equipment and is a true and accurate record to the best of my ability. I further certify that I am not connected by blood, marriage or employment with any of the parties herein nor interested directly or indirectly in the matter transcribed.

Signature



Date

December 20, 2021**Ubiquis**

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