

NYC Brownfield Partnership

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Program Outline

I. Name and Mission Statement

The name of the organization shall be the **NYC Brownfield Partnership (Partnership)**.

The Partnership is a voluntary association of brownfield stakeholders consisting principally of environmental consulting firms, environmental law firms, environmental remediation contracting firms, brownfield development organizations, and community-based organizations (Member Organizations) that conduct brownfield activities in New York City communities. The NYC Brownfield Partnership has been initiated to provide services and confer benefits to New York City communities and residents and promote sustainable brownfield management in New York City.

Generally, the mission of the Partnership is:

- To promote the training of workers from targeted New York City communities to provide new career opportunities and develop locally derived labor to serve the brownfield cleanup industry;
- To promote the training and development of the next generation of brownfield professionals and leaders from New York City high schools, colleges, and universities;
- To promote the creation and development of small businesses in New York City communities that serve the brownfield industry;
- To promote better citizen understanding of brownfield investigation and remediation work plans and reports;
- To promote the broader purpose of brownfield management through public awareness and education.

II. Definitions

- a. A “Brownfield Practitioner” is an environmental consultant, environmental attorney, environmental cleanup contractor, community-based organization member, brownfield developer, government environmental officer or other environmental professional involved in brownfield properties and whose geographical area of work includes New York City.
- b. A “Member Organization” is an environmental consulting firm, environmental law firm, environmental cleanup contracting firm, community-based organization, for-profit or not-for-profit brownfield development organization, architectural organization, or other organization in a brownfield related field that is enrolled in the NYC Brownfield Partnership. A Member Organization employs Brownfield Practitioners.

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III. Board of Directors

The Board of Directors shall serve without pay and consist of no fewer than seven (7) voting members and no more than eleven (11) voting members. The Board must always maintain an odd number of voting members.

To be eligible to be a member of the Board of Directors, one must support the Mission Statement and be a Brownfield Practitioner that has at least five (5) years of related experience.

The Board of Directors should consist of, at a minimum, the following, provided that the failure of the Board to be so constituted shall not prevent the Board from taking any action or invalidating any action that is otherwise valid under the bylaws:

- One (1) environmental consultant;
- One (1) environmental attorney;
- One (1) brownfield developer (for-profit or not-for-profit);
- One (1) community-based organization member

The Board is responsible for overall policy and direction of the Partnership and for the administration of the Partnership's programs. The Board will also determine, on an annual basis, recommended voluntary annual contributions for Member Organizations that are part of the Partnership.

Board Members shall serve two-year terms. Board Members are eligible to serve consecutive terms.

Board Members with three (3) absences from regular meetings in one year shall be dismissed from the Board.

Resignation from the Board must be in writing and received by the Secretary. The resignation shall be effective upon receipt by the Partnership or at such subsequent time as may be specified in the notice of resignation.

When a vacancy on the Board exists, nominations of new Board members from existing Member Organizations may be received from any Member Organization. Following acceptance of his/her nomination by a Brownfield Practitioner, all accepted nominations shall be reported via electronic mail to all Member Organizations. Each Member Organization will be given a period of two (2) weeks to evaluate nominations and return a single vote from the pool of nominees for each vacant seat via electronic mail.

The program year for the Partnership will run from October 1st through September 30th.

A Board member may be removed by a three-fourths vote of the remaining directors.

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IV. Officers

The Officers of the Board shall consist of a Chair, Vice Chair, Secretary and Treasurer elected by the Board.

- a. The Chair will preside at all Board meetings and perform other duties associated with the office.
- b. The Vice-Chair will assume the duties of the Chair in case of the Chair's absence.
- c. The Secretary will be responsible for the minutes of the Board and send out copies of minutes to all Board Members. The Secretary shall also be responsible for sending out meeting announcements and agendas to each Board member.
- d. The Treasurer shall track monies raised by the Partnership through voluntary contributions by Member Organizations or through other means. The Treasurer shall present a report at each Board Meeting.

The Board of Directors may elect such other Officers as it deems necessary or expedient. The powers and duties of such Officers shall be determined by the Board of Directors. The Partnership shall attempt to ensure that officers are representative of all the different industry sectors involved in the Partnership.

Elected officers will serve a term of one year. The chair will be elected annually and will not be eligible to serve more than two consecutive terms.

V. Member Organizations and Environmental Practitioners

Any organization that meets the definition in II(b) is eligible to join the Partnership.

Each Member Organization will identify one Brownfield Practitioner to represent the Member Organization within the Partnership. These Brownfield Practitioners may serve to advise the Board of Directors in their operations and may assist in the administration of the Partnership's services and benefits, but will not have voting rights, unless the Brownfield Practitioner is on the Board of Directors.

VI. Committees

The Board may appoint standing and ad hoc committees, as needed.

Committee chairs must be Brownfield Practitioners from a Member Organization and must be elected by the Board.

Committee chairs shall report on their activities at least annually and at such other times as directed by the Board Chair.

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Such Committees may be vested with such powers as the Board may determine by resolution passed by a majority of the full Board of Directors, provided however, that no such Committee shall have the authority of the Board of Directors with reference to:

- a. Amending, altering or repealing this Program Outline;
- b. Electing, appointing or removing any director or officer of the Partnership.

All Committees so appointed will keep regular minutes of the transactions of their meetings and shall cause them to be recorded in books kept for that purpose.

Outside advisory committees may be utilized by the Board to advise it in performance of its functions.

VII. Meetings

Regular Board meetings shall be held on a quarterly basis. The date of the regular quarterly meetings shall be set by the Board of Directors, who shall also set the time and place.

Special meetings may be held at any time when called for by the Chair or a majority of Board members. Special meetings should be convened no less than one week in advance of the calling of such meeting.

Agendas shall be provided to all Board Members at least three (3) days in advance of any meeting.

VIII. Voting

- a. A quorum must be attended by greater than 50 percent of the Board Members before business can be transacted or motions made or passed. Members may attend meetings by teleconference where circumstances necessitate.
- b. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.
- c. Passage of a motion, with the exception of any Program Outline Amendment, requires a simple majority (i.e., more than half the voting members present).
- d. Passage of Program Outline Amendments requires a two-thirds majority affirmative vote.

IX. Annual Voluntary Contributions

Annual voluntary contributions, whose recommended amount shall be established by the Board of Directors on an ongoing basis, are encouraged from all active Member Organizations but are not required for enrollment in the Partnership. Annual voluntary contributions are to be used to fund the Brownfield Scholarship Program administered

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by the Partnership and to fund other program related or unrelated expenses (i.e. insurance for Board Directors and Officers, preparation for the annual Big Apple Brownfield Awards, etc.). Scholarship payments will be made directly to the “Brownfield Scholarship Program at CUNY”, which will administer the scholarship awards. Voluntary contributions will be collected annually. For Member Organizations, contributions will be due October 1st for the following program year. A minimum annual voluntary contribution of \$2,000 is recommended for all Members Organizations. Greater voluntary contributions are acceptable. Lesser amounts may be voluntarily contributed by Member Organizations, particularly where those Member Organizations are small businesses, non-profits, or community based organizations. Failure to make voluntary annual contributions will not be a basis for exclusion from the Partnership.

X. Loans

No loans shall be contracted on behalf of the Partnership and no evidence of indebtedness shall be issued in its name.

XI. Indemnification

The Partnership shall purchase and maintain insurance on behalf of any person who is or was a director, officer, employee or agent of the Partnership against any liability asserted against such person and incurred by such person in any such capacity or arising out of any status as such, whether or not the Partnership would have the power to indemnify such person against such liability. The Board of Directors has the power to direct voluntary contributions made by member organizations to cover the cost of insurance.

XII. Conflict of Interest

Any Board Member who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from acting on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will refrain from discussion and voting on said item.

XIII. Amendments

The Board of Directors shall have power to make, alter, amend and repeal the Program Outline of this Partnership; provided that such alteration, amendment or repeal shall first have received a two-third affirmative vote of Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each Board Member at least one week in advance of said meeting.

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XIV. Dissolution

In order to dissolve this Partnership, the Board Chair must present a resolution recommending that the Partnership be dissolved to the active Board Members. A proposal for dissolution may be considered at a regular or special meeting of the Board of Directors only after thirty (30) days notice in writing by US or electronic mail is given to each Board Member in good standing. The resolution to dissolve shall be adopted by a two-third vote of Board Members in favor of dissolution. Upon adoption of the resolution for dissolution, this Partnership shall cease to conduct its affairs, except insofar as may be necessary for the proper completion thereof.

XV. Partnership Programs

On becoming an active Member Organization, such Member Organization agrees to make a reasonable effort to perform one or more of a series of duties to support established Partnership programs on an annual basis during the program year. These services may include actual services or benefits listed below, or may consist of activities to support these services or benefits, including advisory services and service on sub-committees. Currently, there are six Partnership Programs that have been established. These include:

- Pro-Bono Community Counseling Program (ongoing);
- Green Job Training Program (ongoing);
- Pro-Bono Technical Training Program (ongoing);
- Brownfield Entrepreneurship Program (ongoing);
- Brownfield Internship Program (ongoing and annual);
- Brownfield Scholarship Program (annual); and
- Brownfield Award Program (annual).

Member Organizations may also provide pro-bono services to support brownfield educational conferences and workshops.

Details regarding the structure and administration of Partnership programs, and the recommended duties of Member Organizations related to these programs, are provided in “Programs of the NYC Brownfield Partnership” in Addendum 1 of this Program Outline. That document will be amended periodically to reflect changes to Partnership programs and the addition of new ones. The Board of Directors may elect to establish additional Partnership Programs over time.

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Addendum 1 - Programs of the NYC Brownfield Partnership

The NYC Brownfield Partnership is a voluntary association of brownfield stakeholders consisting principally of environmental consulting firms, environmental law firms, environmental remediation contracting firms, brownfield development organizations and community-based organizations (Member Organizations) that conduct brownfield activities in New York City communities. The NYC Brownfield Partnership (Partnership) has been initiated to provide services and confer benefits to New York City communities and residents and promote sustainable brownfield management in New York City. Generally, the mission of the Partnership is:

- to promote green job training from targeted New York City communities to develop career opportunities and locally derived labor to serve the brownfield cleanup industry;
- to promote the training and development of the next generation of environmental professionals and leaders from New York City high schools, colleges, and universities;
- to promote the creation and development of small businesses in New York City communities that serve the brownfield industry;
- to promote better citizen understanding of investigation and remediation work plans and reports;
- to promote the broader purpose of brownfield management through public awareness and education.

By joining the Partnership, a Member Organization agrees to make a reasonable effort to provide a series of services and benefits to New York City communities on an annual basis. Currently, there are six primary services and benefits that are provided:

I. NYC Pro-Bono Community Counseling Program

Under the rules of New York City's Local Brownfield Cleanup Program, citizens are provided with the opportunity to review and comment on Remedial Action Work Plans for all cleanup projects. These plans can be highly technical and difficult to understand for the lay citizen. In some cases, community residents express the need for assistance in understanding and evaluating these plans.

To address this need, Member Organizations of the Partnership that are environmental consultants may agree to provide pro-bono expert consultation for community residents and groups that need assistance in reviewing and understanding remedial action work plans. Each Member Organization Environmental Consultant that agrees to participate in performing pro-bono environmental consulting services will be included on a master list of counselors maintained by the Partnership. A list of available Member Organization Environmental Consultants will be maintained by a Board Member appointed by the Partnership. When community assistance is requested, the Partnership will provide the name of the next available consultant from the list. The Member Organization Environmental Consultant will perform a conflict of interest review.. If there is no conflict

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of interest, the appropriate regulatory agency will provide the selected Member Organization Environmental Consultant with a copy of the remedial action work plan and the name and contact information for the community contact. Review of the document is performed and direct communication made by the Member Organization with the community member(s).

This process is intended to be confidential. The Member Organization is asked to provide timely document review and communication with the community contact and candid and impartial counseling. Generally, counseling should begin within one week after receipt of the documents and completion of the conflict of interest review. Once the consultation is completed, the Member Organization is placed last on the consultation list.

This program is offered by the Partnership completely free of charge to New York City communities. At the completion of the program, the chair may ask that the community member(s) complete a simple questionnaire to provide feedback on the quality of the service, to gauge overall performance, and to solicit recommendations for improvement.

II. NYC Brownfield Internship Program

To provide long-term sustainability for the New York City brownfield industry, it is necessary to ensure that there is an adequate supply of new environmental professionals to fill the ranks of workers needed to perform these duties in the future. Many of the environmental professionals of tomorrow are currently environmental students in high schools and colleges throughout the city. Two specific programs, an internship program and a scholarship program, are supported under the Partnership to help promote the development of future environmental professionals in New York City.

Internships provide valuable experience for students that can be used to help shape their choice of specific fields of academic training and provide them with a competitive advantage in securing jobs in the environmental profession when their education is complete. To help promote development of environmental professionals, Member Organizations in the Partnership agree to provide one or more internships each year to students from New York City high schools and colleges that are interested in a professional career in the environmental industry.

III. NYC Brownfield Scholarship Program

Scholarships provide valuable assistance to students in their efforts to pay for the costs of tuition for undergraduate and graduate education. To provide funding for the Partnership's NYC Brownfield Scholarship Program, Member Organizations make annual voluntary contributions. Annual contributions cover the program year which extends from October 1st through September 30th of each year. Contributions are requested by October 1st. Payments are made by Member Organizations directly to the Brownfield Scholarship Program at CUNY. Based on potential interest, as gauged by the Board, a percentage of funds may be directed to the "Fund for Public Schools" for

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high school seniors. These organizations will administer the scholarship awards. A minimum annual voluntary contribution of \$2000 is recommended for all Member Organizations. Greater voluntary contributions are encouraged. Lesser voluntary contributions by Member Organizations are also acceptable, particularly where those Member Organizations represent small businesses, non-profit, or community based organizations. Failure to make a contribution will not be a basis for exclusion from the Partnership.

The scholarship fund will be maintained by Invest in CUNY and Fund for Public Schools and will be disbursed in its entirety to provide scholarships for NYC public high school and college students with a demonstrated interest in brownfield and environmental remediation related fields. Students will be required to apply for scholarships and will be selected on a competitive basis by the Partnership in accordance with criteria established for the program.

IV. NYC Green Job Training Program

To sustain and support the growing brownfield cleanup industry, New York City needs more trained workers to implement brownfield investigation and cleanup plans. New York City has many unskilled workers seeking quality employment capable of providing support for themselves and their families. The Unskilled Worker Brownfield Training Program offered by the Partnership is designed to help address these two needs and build a workforce that can help achieve the city's brownfield cleanup goals.

Under this program, Member Organizations in the Partnership may agree to provide specialized, on-the-job training for one or more unskilled workers each year, pending workload performed in New York City. Existing community workforce development organizations will provide prior employment training and advanced preparation for unskilled workers prior to entry into this program to enable trainees to succeed and thrive during the training provided by the Member Organizations. Community workforce development organizations will provide mandatory certifications, such as 40 hour HAZWOPER training (see below), that trainees will need to participate in this program. These organizations will also provide advice to Member Organizations on effective worker training practices. The Partnership will work with the community workforce development organizations to communicate job types that Member Organizations may have available and to identify specific training needs for these positions.

Prior to participation in environmental remediation field work involving hazardous materials, all workers must first receive 40-hour HAZWOPER training and certification. This training and certification will be provided in conjunction with the training provided by community workforce development organizations and will be delivered prior to participation in this Partnership program. Member organizations will not be obligated to provide this or other worker certifications. Independent programs will be developed to secure outside financial support for community workforce development organizations to ensure delivery of unskilled workers for this program. It is anticipated that this will include costs for performance of the certification training and a stipend for trainees to cover time and travel costs.

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When unskilled worker participation in Partnership on-the-job training is complete, worker placement agencies, in conjunction with community workforce development organizations, will provide placement for both temporary and permanent employment in the environmental industry.

The goal of this program is to provide the training necessary to enable unskilled workers to acquire and sustain full-time employment in the brownfield and environmental industry. Member Organizations are not required to provide full time employment to workers they train. However, they are free to hire these workers if it serves their business interests, or they may hire from a list of workers trained under earlier stages of this program by contacting worker placement entities established for this program. A list of the workers that have completed training will also be maintained by the Partnership for this purpose. Workers in this training program are expected to be paid a living wage. Recommended salary for workers during the training period is \$12 per hour. Independent programs will be developed to secure outside financial support to provide a salary subsidy for Member Organizations to encourage greater participation.

V. NYC Brownfield Entrepreneurship Program

Growth of small businesses in New York City communities that support the brownfield cleanup industry is a valuable means to promote achievement of the city's long-term brownfield cleanup goals. The Partnership is committed to assisting growth of small businesses in NYC communities through the implementation of the Brownfield Entrepreneurship Program. One model for this program has five principal steps:

- Member Organizations in the Partnership work to identify roles commonly required as part of brownfield cleanup projects that are viable services for performance by small business sub-contractors;
- The Partnership works with community-based organizations to identify candidates interested in startup of small business to serve the brownfield cleanup industry under this program;
- The Partnership works to provide general instruction for candidates on the requirements for adequate performance of small business sub-contractor services;
- Candidates work with community-based organizations and existing small business incubators to establish appropriate small business capacity and capability;
- Small business sub-contractors established under this program are listed with their contact information on the Partnership website. Member organizations generally agree to select these small businesses as sub-contractors for specific services as it serves their business needs.

Member Organizations are under no specific obligation to use any small business sub-contractor but are strongly encouraged to give specific businesses within each sector at least one trial, as market needs dictate.

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VI. NYC Brownfield Award Program

The Partnership will sponsor an annual conference and award ceremony to announce the recipients of a series of awards bestowed on notable brownfield projects conducted in NYC. The recipients will be selected by the Board of Directors of the Partnership or by an alternate means established by the Board of Directors. The ceremony will also formally announce the recipients of the annual student scholarship program. It is anticipated that the ceremony will be conducted in April each year, in conjunction with Earth Day celebrations. The ceremony is anticipated to be conjoined with a one-day conference dedicated to New York City brownfield issues.