

TOWN OF GOSHEN
TOWN BOARD MEETING

June 22, 2017

MINUTES

A regular meeting of the Town Board of the Town of Goshen was held on the 22nd day of June, 2017 at the Town Hall located at 41 Webster Avenue, Village of Goshen, County of Orange, State of New York.

Present: Douglas Bloomfield Supervisor
 Melissa Gallo Councilmember
 George Lyons Councilmember
 Kenneth Newbold Councilmember

Absent: John VanDerMolen Councilmember

Also Present: Richard Golden, Esq. Attorney for the Town
 Priscilla Gersbeck Town Clerk

A. CALL TO ORDER

The meeting was called to order by Supervisor Bloomfield at 7:34 pm, followed by the Pledge of Allegiance.

B. AMENDMENT TO THE AGENDA

Items 3 & 4 under Old Business are removed.

C. PRIVILEGE OF THE FLOOR (agenda items only)

Summary: dialogue questions & answers: Explain the water transportation company, what it is and who pays for it? It allows the developer to provide water & sewer for various parcels. Under NY Law, transportation corporations provide water and or sewer services to the parcels noted. Needs a consent from the town to form the corporation with protection provisions for the Town. Any changes to the parcels the corporation will need an additional Town consent. The transportation corporation is responsible to provide water and or sewer to the parcels and charge the parcels and to oversee the construction, maintenance and repair of the water works included. The amount of water used is administered by the transportation corporation, referenced in the completed FEIS. The properties involved are charged for the services. That amount is regulated and paid by those properties only. The transportation corporation administrative costs are charged to the property owners. There is no general charge to the taxpayers of Goshen.

D. REPORTS:

Councilperson Gallo: Reporting for JRC, registration for summer camp kicks-off Monday. The JRC is looking to expand fields on Knoell Rd. and to expand the soccer fields at Salesian Park. A new volleyball court is going into Gangley Park. Changes to the JRC Board have been noted.

Councilperson Lyons: Reporting for Highway, several days were spent cleaning out ditches in Craigville Park. The highway sweeper has been down since August of 2016. Recently we received a loaner sweeper from Showalter's Equipment until our sweeper is repaired. The catch basin rehabilitation project on Pleasant Ridge Run is near completion. Four No Parking signs have been installed on Greencrest Road. The Salesian Park Temporary access road has been completed. This required the utilization of more base materials for the wetter areas. The Town provided all of the base materials and the Village provided all of the asphalt millings for the top

cover material. The crew on this job did a great job in building this temporary road. Ditching with the grader is under way on some of the west division roads. Over four (4) miles of roadway ditching has been completed since work commenced on 6/15/17.

Councilperson Newbold: Update on Town Hall roof repairs will be discussed under agenda item #6. He encouraged the public to take a walk around the Village of Goshen to see the pianos and horses. The talented people who decorated the pianos and horses did an awesome job.

Supervisor Bloomfield: Had a wonderful time attending the BOCES graduation ceremony held in the Main Street School Building. At the Chamber breakfast, an announcement that two food companies are interested in coming to Goshen. To his disappointment, the names were not made public. At the Monday work session, 15 resolutions were approved to support water and sewer grants which are officially at the State of New York for review.

E. OLD BUSINESS:

1. DISCUSS AND APPROVE CONSENT RESOLUTION TO ESTABLISH A WATER TRANSPORTATION COMPANY IN SUPPORT OF THE AMY'S KITCHEN PROJECT.

Attorney Golden explained and read the following resolution so everyone understands what is being granted and the conditions involved.

TOWN OF GOSHEN
RESOLUTION OF
MUNICIPAL CONSENT TO FORMATION
OF WATER-WORKS CORPORATION

INTRODUCED BY: Councilperson Kenneth Newbold

SECONDED BY: Councilperson George Lyons

WE, the undersigned members of the Town Board of the Town of Goshen, County of Orange, New York, and the Town of Goshen Superintendent of Highways, do hereby consent to the formation of a water-works corporation under the provisions of Article 4 of the Transportation Corporations Law of the State of New York, to be known as the Echo Lake Water-Works Corporation (and sometimes referred to herein as the "Corporation"), for the purpose of supplying potable water to the employees of Amy's Kitchen, Inc., residents and guests of Science of the Soul development, and the Ver Hage Industries, LLC development, with respect only to the area comprised of parcels of real property identified on the Town tax maps as Section 12, Block 1, Lots 1.222, 19.2, 23.2 and 24.2, in accordance with the engineering plan for the proposed water system specifying location and size and type of wells, pumps, distribution mains and other facilities of the water supply and/or distribution system as set forth in Exhibit "A", annexed hereto, upon the following terms and conditions:

The Echo Lake Water-Works Corporation is hereby granted the right and privilege to provide a water supply and/or distribution system for the Amy's Kitchen, Inc., and the Science of the Soul and Ver Hage Industries, LLC developments, involving tax parcels 12-1-1.222, 19.2, 23.2 and 24.2, as set forth in the SEQRA Findings Statement issued by the Planning Board on October 20, 2016, and to erect, construct, own, maintain and operate a water supply and/or distribution system, wells, pumps, distribution mains and other facilities for such purpose.

The consent of the Town Board and the Town Superintendent of Highways to the filing of the Certificate of Incorporation of Echo Lake Water-Works Corporation is made upon the following conditions:

1. All pipes shall be located under the direction of the Town Board or its authorized agent.
2. At all times after the placing of wells, pumps, distribution mains and other water facilities the Corporation shall examine and keep the same in proper condition and repair and do all necessary work to maintain such installation.
3. All wells, pumps, water distribution mains and other water facilities shall be placed, erected and maintained in a workmanlike manner so that they shall in no way endanger the public, and the

Corporation shall at all times indemnify and save harmless the Town, including its officers, employees and agents, from and against any and all actions, suits, damages, costs, charges and expenses by reason of the location and maintenance of such water facilities or by reason of any act done or omitted to be done by the Corporation, and shall maintain such insurances as reasonably required by the Town for such purpose.

4. The corporation shall secure permission from such other public bodies, officers and commissions as may be required by law, and provide to the Town Board a copy of the agreement by which the City of Middletown is to supply the Corporation's water.
5. Notwithstanding § 46 of the Transportation Corporations Law to the contrary, any extension of the area to be serviced by the Corporation must receive the further consent of the Goshen Town Board and Superintendent of Highways.
6. An escrow shall be posted, in an initial amount of determined by the Town Engineer, for the cost of the retained engineering services for the Town of Goshen to perform the examinations, inspections, and reporting concerning the installation of the wells, pumps, water distribution mains and other water facilities, which shall be governed by a separate agreement between the Town of Goshen and Amy's Kitchen, Inc., setting forth the requirements for the replenishment, auditing, and return of the escrow monies, and other appropriate provisions.

Discussion: Councilperson Lyons questioned why the Superintendent of Highways is listed in the water works corporation, but not listed in the sewer works corporation. Answer: According to State Law, certain items included are required. The two corporations are not mirrored. Also what would happen if, for some reason, Middletown can no longer supply water. Answer: There is no obligation of the Town to supply water. The Town can step in by administrating the corporation assets and obligations.

Upon Roll Call Vote:

Supervisor, Douglas Bloomfield	<u>AYE</u>	Councilmember Kenneth Newbold	<u>AYE</u>
Councilmember Melissa Gallo	<u>AYE</u>	Councilmember John Van Der Molen	<u>ABSENT</u>
Councilmember George Lyons	<u>AYE</u>		

Vote: Resolution carried by a vote of 4 to 0

2. DISCUSS AND APPROVE CONSENT RESOLUTION TO ESTABLISH A SEWER TRANSPORTATION COMPANY IN SUPPORT OF THE AMY'S KITCHEN PROJECT.

TOWN OF GOSHEN RESOLUTION OF MUNICIPAL CONSENT TO FORMATION OF SEWAGE-WORKS CORPORATION

INTRODUCED BY: Councilperson Melissa Gallo
SECONDED BY: Councilperson George Lyons

WE, the undersigned members of the Town Board of the Town of Goshen, County of Orange, New York, do hereby consent to the formation of a sewage-works corporation under the provisions of Article 10 of the Transportation Corporations Law of the State of New York, to be known as the Echo Lake Sewage-Works Corporation (and sometimes referred to herein as the "Corporation"), for the purpose of supplying sewage collection services only to the area comprised of parcels of real property identified on the Town tax maps as Section 12, Block 1, Lots 1.222, 19.2, 23.2 and 24.2, in accordance with the map and specifications for a sewer collection system as set forth in Exhibit "A", annexed hereto, upon the following terms and conditions:

The Echo Lake Sewage-Works Corporation is hereby granted the right and privilege to provide a sewer system for the Amy's Kitchen, Inc., and the Science of the Soul and Ver Hage, Industries, LLC development,

involving tax parcels 12-1-1.222, 19.2, 23.2 and 24.2, as set forth in the SEORA Findings Statement issued by the Planning Board on October 20, 2016; to erect, construct, own, maintain and operate disposal systems, including sewer pipes and other appurtenances which are used or useful in whole or in part in connection with the collection, treatment or disposal of sewage, and other waste, including sewage pumping stations and sewage treatment and disposal plants, to own, lease, hold and maintain lands, buildings, easements, chattels, franchises and appurtenances incidental to the collection, treatment and disposal of sewage or other waste.

The Town Board's consent to the filing of the Certificate of Incorporation of Echo Lake Sewage-Works Corporation is made upon the following conditions:

1. All pipes shall be located under the direction of the Town Board or its authorized agent.
2. At all times after the placing of sewer lines the Corporation shall examine and keep the same in proper condition and repair and do all necessary work to maintain such installation.
3. All sewer lines shall be placed, erected and maintained in a workmanlike manner so that they shall in no way endanger the public, and the Corporation shall at all times indemnify and save harmless the Town, including its officers, employees and agents, from and against any and all actions, suits, damages, costs, charges and expenses by reason of the location and maintenance of the sewer lines or by reason of any act done or omitted to be done by the Corporation, and shall maintain such insurances as reasonably required by the Town for such purpose.
4. The Corporation shall secure permission from such other public bodies, officers and commissions as may be required by law, and provide to the Town Board a copy of the agreement by which the City of Middletown to receive and treat the Corporation's wastewater.
5. The Town shall have the option to purchase or condemn the stock or assets of the Corporation and/or its successors and assigns, and upon doing so shall pay fair market value for the stock or assets. This option may be exercised at any time by serving notice in accordance with § 120 of the Transportation Corporations Law.
6. The stock of the Corporation shall be held in escrow by the City of Middletown (if the City of Middletown fails or refuses to hold the stock in escrow then the stock shall be held in escrow by the Town), and shall be released from escrow and title to such stock shall pass to the Town upon the occurrence of the following:
 - a. The Corporation's failure to complete construction of the sewer system, exclusive of delays caused by forces beyond its control, including but not limited to, acts of God, war, strikes or labor unrest, unavailability of materials or national emergency, and/or its failure to resume construction and diligently pursue completion within thirty (30) days after written notice from the Town that the Town has determined that the corporation has failed to complete construction;
 - b. The Corporation's abandonment of the sewer system, or discontinuance of the maintenance and operation of the sewer system for a period of sixty (60) consecutive calendar days, and its failure to resume operation of the sewer system within ten (10) days after written notice from the Town that the Town has determined that the Corporation has abandoned, or discontinued the maintenance and operation of, the sewer system for sixty (60) consecutive calendar days; or
 - c. The creation by the Corporation of a health hazard as determined by Orange County, New York, Department of Health ("OCDOH") or the New York State Department of Environmental Conservation ("NYSDEC"), and the Corporation's failure to commence a remedy of such health hazard within ten (10) days after receipt of written notice of such health hazard from either OCDOH or NYSDEC and diligently pursue to completion the remedy of such health hazard.
7. A performance bond by a New York surety (or cash at option of the Corporation) shall be posted for the completion of the construction of the sewage-works system in an amount determined by the Town Engineer and in such form as approved by Town's attorney.
8. An escrow shall be posted, in an initial amount of determined by the Town Engineer, for the cost of the retained engineering services for the Town of Goshen to perform the examinations, inspections, and reporting as set forth in § 118 of the Transportation Corporations Law, which shall be governed by a separate agreement between the Town of Goshen and Amy's Kitchen, Inc., setting forth the requirements for the replenishment, auditing, and return of the escrow monies, and other appropriate provisions.

9. A written guarantee shall be provided by the Corporation to the Town, in the form of a bond by a New York surety (or cash at option of the Corporation) in an amount determined by the Town Engineer, guaranteeing that the Corporation will continue to maintain and operate the system for a period of at least five years.
10. Notwithstanding Article 10 of the Transportation Corporations Law, or any other legal or equitable authority, to the contrary, any extension of the area to be serviced by the Corporation must receive the further consent of the Goshen Town Board.

Upon Roll Call Vote:

Supervisor, Douglas Bloomfield	<u>AYE</u>	Councilmember Kenneth Newbold	<u>AYE</u>
Councilmember Melissa Gallo	<u>AYE</u>	Councilmember John Van Der Molen	<u>ABSENT</u>
Councilmember George Lyons	<u>AYE</u>		

Vote: Resolution carried by a vote of 4 to 0

~~3. DISCUSS AND APPROVE SEWER LINE EASEMENT AGREEMENT BETWEEN THE TOWN OF GOSHEN AND THE GOSHEN PUBLIC LIBRARY & HISTORICAL SOCIETY.~~

~~4. DISCUSS AND APPROVE A PERMANENT ACCESS EASEMENT AGREEMENT BETWEEN THE TOWN OF GOSHEN AND THE GOSHEN PUBLIC LIBRARY & HISTORICAL SOCIETY.~~

5. REAUTHORIZE BY RESOLUTION THE COUNTY OF ORANGE TO APPLY FOR A GRANT FOR WATER EFFICIENT FLEETWASH PROJECT.

Resolution as follows;

TOWN OF GOSHEN
Resolution

AUTHORIZING THE COUNTY OF ORANGE TO PARTICIPATE IN THE NEW YORK STATE DEPARTMENT OF STATE (NYS DOS) 2017-2018 LOCAL GOVERNMENT EFFICIENCY GRANT APPLICATION FOR THE ORANGE COUNTY WATER EFFICIENT FLEETWASH PROJECT AND SUPPORTING THE JOINT APPLICATION BY ORANGE COUNTY, THE TOWN OF GOSHEN AND THE VILLAGE OF GOSHEN FOR THE PURPOSES OF SEEKING FUNDING FOR THE INSTALLATION OF A SHARED WATER EFFICIENT FLEETWASH AT THE ORANGE COUNTY DPW COMPLEX

INTRODUCED BY: Councilperson Kenneth Newbold
 SECONDED BY: Councilperson George Lyons
 DATED: June 22, 2017

WHEREAS, the County of Orange, the Town of Goshen and the Village of Goshen share a particular interest in the prospects of constructing a shared fleetwash facility which would serve multiple municipalities and county departments and would provide a sustainable return on investment for all involved parties, and

WHEREAS, the County of Orange will be the lead applicant for this grant application, and

WHEREAS, the Town of Goshen and the Village of Goshen will be co-applicants; and

WHEREAS, Orange County will be the source of the 10% cash match required in the application regulations by NYS DOS, and the maximum funding request to the Local Government Efficiency Grant Program to complete the construction of the shared fleetwash facility will not exceed \$600,000.

NOW, THEREFORE, BE IT RESOLVED:

1. Orange County will participate as the co-applicant in the above specified application and the scope of work includes administration of the grant award, issuance of an RFP/BID for construction and construction oversight;
2. Orange County intends to enter into an intermunicipal agreement which will describe the scope of shared services in detail; and
3. The County Executive is authorized to execute any and all papers and agreements required in connection with such application, subject to review thereof by the County Attorney for purposes of form and content.

BE IT FURTHER RESOLVED, that the Town Board of the Town of Goshen authorizes the County of Orange to participate in the New York State Department of State (NYS DOS) 2017-2018 Local Government Efficiency Grant application for the Orange County Water Efficient Fleetwash Project and supporting the joint application by Orange County, the Town of Goshen and the Village of Goshen for the purposes of seeking funding for the installation of a shared Water Efficient Fleetwash at the Orange County DPW complex.

Upon Roll Call Vote:

Supervisor, Douglas Bloomfield	<u>AYE</u>	Councilperson, John Van Der Molen	<u>ABSENT</u>
Councilperson, Melissa Gallo	<u>AYE</u>	Councilperson, Kenneth Newbold	<u>AYE</u>
Councilperson, George Lyons	<u>AYE</u>		

Vote: Resolution carried by a vote of: 4 to 0.

6. DISCUSS UPDATE ON TEMPORARY FIX OF THE TOWN HALL ROOF AND DECIDE ON A PLAN OF ACTION.

Supervisor Bloomfield explained that on June 9th the Town submitted a grant application to Senator Bonacic office for review. An estimate of \$148,200 was received to *replace* the Town Hall roof. In the meantime, an estimate of \$22,000 was given to *repair* the roof. This is approximately 15% the cost of replacement and significantly more than what the Town is willing to spend on repairs. Once the grant is approved, the Town has the money to immediately proceed. We wouldn't wait a year to do it. In the meantime, the Building Inspector believes that as we wait for a decision on the grant, the roof may leak, but will not cave in.

Supervisor Bloomfield asked for input from the Board.

Councilperson Newbold: With all of the new construction, he noted how busy local roofing contractors are in Orange County. Bids from another county will probably be on the high end if there is an *urgent* need.

Councilperson Lyons: Believes the repair estimate is high. Perhaps a local bidder would come in at a reasonable amount. We need to follow our Procurement Policy when seeking a contractor. Councilperson Gallo agreed.

Supervisor Bloomfield: Will talk with someone in Senator Bonacic office to find out what month the grant will be awarded. This will determine if we are looking for repairs or a new roof.

F. NEW BUSINESS:

1. DISCUSS AND APPROVE MOTION TO APPOINT MARY RISO AS CLERK TO THE TOWN SUPERVISOR EFFECTIVE JULY 1, 2017.

Councilperson Gallo made the motion to appoint Mary Riso as Clerk to the Town Supervisor effective July 1, 2017, at an annual salary of \$47,498.61. Councilperson Lyons seconded the motion.

On A Voice Vote, the motion passed: 4 AYES Bloomfield, Gallo, Lyons, Newbold
0 NAYS
1 ABSENT Van Der Molen

2. DISCUSS AND APPROVE MOTION TO APPROVE THE APPOINTMENT OF KIRSTEN SANTANGELO AS TOWN OF GOSHEN DEPUTY CLERK EFFECTIVE JULY 1, 2017.

Councilperson Newbold made the motion to approve the appointment of Kirsten Santangelo as Town of Goshen Deputy Clerk effective July 1, 2017 at an annual salary of \$38,329.26. Councilperson Lyons seconded the motion.

On A Voice Vote, the motion passed: 4 AYES Bloomfield, Gallo, Lyons, Newbold
0 NAYS
1 ABSENT Van Der Molen

3. DISCUSS AND APPROVE MOTION TO HIRE JENNIFER BLAISON TO FULL-TIME POSITION OF PRINCIPAL PAYROLL CLERK EFFECTIVE JULY 10, 2017.

Councilperson Gallo made the motion to hire Jennifer Blaison to full-time position of Principal Payroll Clerk effective July 10, 2017 at an annual salary of \$47,498.61. Councilperson Lyons seconded the motion.

On A Voice Vote, the motion passed: 4 AYES Bloomfield, Gallo, Lyons, Newbold
0 NAYS
1 ABSENT Van Der Molen

4. DISCUSS AND AUTHORIZE BUDGET OFFICER TO OPEN MONEY MARKET ACCOUNT FOR WITH STERLING BANK AT THE RATE OF 0.85%.

Budget Officer, Christine Cavaliere requested permission to open a Money Market account for \$2,000,000 with Sterling Bank at the rate of 0.85% to increase the yields on the Town's available cash.

Councilperson Newbold made the motion to authorize the Budget Officer to open a Money Market Account with Sterling Bank as stated above. Councilperson Lyons seconded the motion.

On A Voice Vote, the motion passed: 4 AYES Bloomfield, Gallo, Lyons, Newbold
0 NAYS
1 ABSENT Van Der Molen

5. DISCUSS AND PASS RESOLUTION TO REPORT THE " STANDARD WORK DAY" FOR THE TOWN OF GOSHEN ELECTED AND APPOINTED OFFICIALS TO THE STATE OF NEW YORK.
Resolution as follows.

Standard work Day and Reporting Resolution

BE IT RESOLVED, that the Town of Goshen hereby establishes the following as standard work days for elected and appointed officials and will report the following days worked to the New York State and Local

Employees' Retirement System based on the record of activities maintained and submitted by these officials to the clerk of this body:

Title	Standard Work Day	Name	SS #	Registration #	Term dates	Days per ROA
Elected						
Supervisor	8	Douglas Bloomfield	x	x	1/1/16-12/31/17	22.81
Town Council	8	Kenneth Newbold	x	x	1/1/14-12/31/17	6.79
Town Justice	8	Kimberly Van Haaster	x	x	1/1/15-12/31/18	12.06
Town Justice	8	Rory Brady	x	x	1/1/16-12/31/19	3.68

On this 22nd day of June 2017.

Date enacted: June 22, 2017

(Signature of Clerk)

I, Priscilla Gersbeck clerk of the governing board of the Town of Goshen, of the State of New York, do hereby certify that I have compared the foregoing with the original resolution passed by such board, at a legally convened meeting held on the 22nd day of June 2017 on file as part of the minutes of such meeting, and that same is a true copy thereof and the whole of such original.

I further certify that the full board, consists of 5 members, and that 4 of such members were present at such meeting and that 4 of such members voted in favor of the above resolution.

IN WITNESS WHEREOF, I have hereunto Set my hand and the seal of the Town of Goshen.

RESOLUTION INTRODUCED BY: Councilperson Kenneth Newbold

SECONDED BY: Councilperson George Lyons

6. INFORMATION: A 2017 NYS GOVERNANCE FORUM WILL BE HELD WEDNESDAY 6/28/17 FROM 7:00PM TO 9:00PM, AT THE SELIGMANN CENTER AT THE ORANGE CO. CITIZENS FOUNDATION, 23 WHITE OAK DR., SUGAR LOAF, NY. THE SUBJECT TO BE DISCUSSED IS "SHOULD THE NEW YORK STATE CONSTITUTION BE REVIEWED/REVISED?" THE EVENT IS FREE OF CHARGE AND OPEN TO THE PUBLIC.

As stated, for information only.

G. FINANCE:

Councilperson Gallo made the motion to authorize the Supervisor to pay Accounts Payable check run as of 6/22/2017 amounting to \$148,516.62. Councilperson Lyons seconded the motion.

On A Voice Vote, the motion passed: 4 AYES Bloomfield, Gallo, Lyons, Newbold
0 NAYS
1 ABSENT Van Der Molen

Councilperson Newbold thanked Barbara Sokolofsky for the many years of service she gave to the Town as Clerk to the Supervisor. Well wishes in her retirement. "Thank you for a tremendous job". Congratulations!

H. PRIVILEGE OF THE FLOOR

Comments regarding the Legoland Project: Several members in the audience asked for the Planning Board Chairman to reconsider his decision to hold a meeting on Friday evening. It is Goshen High School graduation night. Also, some of the citizens observe the Sabbath and will be unable to attend. This is a large project in the Town and no matter what side of the issue a person is on, they should have the opportunity to attend without having to weigh missing an event. Possibility that some Arcadia Hills residents consider selling and a chance that prospective buyers could declare religious exemptions. If this happens, they will request the same amount of available water that Legoland is promised. Opinioned that residents will not stay in Goshen burdened with high taxes to support Merlin and a tax exempt religious community. Opinioned: "Goshen has a real threat of becoming a bankrupt town." Referenced an article in the 6-20-17 Times Herald Record regarding East Bound Lane on Route 17 in Goshen was shut down due to flooding. On the other hand, was concerned that Legoland's mitigation stated that water on the site drains toward Route 17. Had trouble understanding the FEIS. Questioned what roads will be designated to be used for an emergency.

Jerry Boss referenced a memorandum (received tonight) from Sean Hoffman P.E. Planning Board Consultant. The memorandum is in response to July 23, 2016 comments submitted by Gerard (Jerry) Boss to determine the disposition of his scope comments through the SEQRA process. On another issue; when Salesian Park was purchased between the Village and Town there was talk about Salesian being a passive park. What became of that? Answer: NYS Dept. of Parks & Rec. offered a sizeable grant which was not accepted, because the State would have total control of the Park. By not accepting the grant, the Village and Town control of Salesian park. Mr. Boss suggested having a recreational facility.

I. EXECUTIVE SESSION:

With no items for the Executive Session, Councilperson Lyons made the motion to adjourn the meeting. Councilperson Gallo seconded the motion. Motion carried.

J. ADJOURNMENT: 8:45PM

Priscilla Gersbeck, Town Clerk