

Office of the City Clerk  
515 North Avenue  
New Rochelle, NY 10801



Telephone No. (914)654-2159

Fax No. (914)654-2158

Board of Ethics  
Charles Phipps  
Chairman

April 10, 2024

Dawn Warren, Esq.  
City Corporation Counsel  
City of New Rochelle  
515 North Avenue  
New Rochelle, New York 10801

**Re: Robert Cox Complaint dated February 23, 2024**

Dear Dawn:

The City of New Rochelle Board of Ethics received the attached complaint that was sent via letter from Robert Cox to the Board of Ethics on or about February 23, 2024.

We understand that on February 20, 2024, the City voted on and approved legislation that benefitted not-for-profit (“NFP”) Sustainable Westchester, Inc.<sup>1</sup> Mr. Cox’s complaint states the vote was improper because, in his opinion, current Mayor Ramos-Herbert did not disclose an interest in Sustainable Westchester and nevertheless discussed and voted on the legislation before the City Council approving the City’s contract with Sustainable Westchester in her position as Mayor of the City. The Board of Ethics also reviewed the letter of Mayor Ramos-Herbert dated March 6, 2024 (the “March 6 Letter”) and met and discussed this matter with outside retained counsel.

New York State General Municipal Law (“GML”) governs conflicts of interest of municipal officers and employees. GML § 801 broadly prohibits municipal officers from having an interest in a contract with the municipality for which they serve. The GML defines Interest as

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<sup>1</sup> According to its website, “Sustainable Westchester is a nonprofit consortium of Westchester County local governments that facilitates effective collaboration of sustainability initiatives.” <https://sustainablewestchester.org/>. It is understood that Municipalities (including the City of New Rochelle) are/were “members” of Sustainable Westchester and vote for board members who run the day-to-day operations of Sustainable Westchester with its Executive Director and other staff. It is understood that the City, however, was not a member of Sustainable Westchester in 2024. Mayor Ramos-Herbert referenced this fact in her March 6, 2024 Letter to this Board.

a “direct or indirect pecuniary or material benefit accruing to a municipal officer.”<sup>2</sup> GML §802 contains numerous exceptions to the prohibition. GML §802(1)(f) provides that GML §801’s prohibition does not apply to contracts with NFP’s such as Sustainable Westchester. Therefore, pursuant to New York State statutory law, municipal officers, such as the Mayor are not prohibited from having an Interest in a contract with Sustainable Westchester – although, from the facts presented here, it does not appear that the Mayor had any interest in Sustainable Westchester and neither did the City.<sup>3</sup> It is noted that the New Rochelle Charter § 94.01A(1) provides for a broad reference to an “Interest” and the New York State Comptroller has opined in an Opinion, 2001 N.Y. Comp. Lexis 9 (August 1, 2001), that directors of NFP’s who also serve as elected officials should recuse themselves in voting on any contract with that particular NFP – again, not the facts here.

Mayor Ramos-Herbert represents in the March 6 Letter that she is not and never had a personal membership interest in Sustainable Westchester and has never served as an officer or director of Sustainable Westchester. Further, Mayor Ramos-Herbert represents that she has never received any payment or financial benefit from Sustainable Westchester. Thus, the Mayor had no “Interest” in the Sustainable Westchester contract and therefore, there was no need for her to provide any notice to the public prior to voting on the Sustainable Westchester contract or recuse herself from voting on the Sustainable Westchester contract.

It is also alleged by Mr. Cox that an impermissible “Interest” was created by Mayor Ramos-Herbert having voted and/or receiving a proxy to vote at a Sustainable Westchester meeting held on February 14, 2024. Mayor Ramos-Herbert represented that she did not vote at that meeting (nor was a vote even taken). Therefore, said proxy certainly cannot be a basis for the Mayor not to vote at the City Council meeting on the Sustainable Westchester contract.<sup>4</sup>

Based on these representations, we find that Mayor Ramos-Herbert had no “Interest” in Sustainable Westchester or the City’s contract with it and hence was permitted to vote on that contract at the February 20, 2024 City Council Meeting.

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<sup>2</sup> A similar definition of “Interest” appears in the City Charter. *See* New Rochelle City Charter § 94.02(2)(b).

<sup>3</sup> Even if a municipal officer is permitted to have an Interest in a contract with a non-profit, the GML requires public disclosure of that Interest (GML § 803). The City Charter requires recusal from any vote on any matter that may financially benefit his or her financial interest. *See* New Rochelle City Charter § 94.02(3)(m). However, as discussed herein, neither of these sections are implicated on the facts presented here.

<sup>4</sup> We see no reason to opine here on whether voting at a Sustainable Westchester meeting as a representative of New Rochelle would constitute grounds for recusal as this did not occur.

Accordingly, we find no violation by Mayor Ramos-Herbert of any ethics code (State or City).

Very truly yours,

**City of New Rochelle Board of Ethics**

A thick, horizontal blue scribble used to redact a signature.

**Charles Phipps, Chairman**

A handwritten signature in blue ink, appearing to read "David Blumenthal", written over a horizontal line.

**David Blumenthal, Member**

A handwritten signature in blue ink, appearing to read "Michelle Oliveros", written over a horizontal line.

**Attachment**  
cc: Robert Cox

Robert Cox  
Publisher  
Talk of the Sound  
34 Usher's Quay  
Dublin, Ireland D08 VP68  
+353 (89) 972 0669 (use WhatsApp)

New Rochelle Board of Ethics  
City of New Rochelle  
515 North Avenue  
New Rochelle, NY 10801

RE:,Ethics Complaint - Mayor Yadira Ramos-Herbert

February 23, 2024

Dear Chairman Phipps,

In the course of my reporting on the City of New Rochelle, it has come to my attention that a third elected official of the City of New Rochelle, Yadira Ramos-Herbert, voted to approve a New Rochelle City Council resolution benefiting Sustainable



Westchester, a tax-exempt organization, while having a prohibited interest in Sustainable Westchester.

To wit, upon reason and belief, Yadira Ramos Herbert participated as a voting member of the recent Sustainable Westchester Annual Members Meeting held over Zoom at 10:00 am on Wednesday, February 14, 2024. Mayor Ramos Herbert has confirmed to me in an email that she participated in the meeting, but apparently by way of justification she said she did not vote.

She seems to believe not being asked to cast a vote while participating as a voting member of Sustainable Westchester's Annual Members Meeting justifies her decision to not disclose her prohibited interest in Sustainable Westchester at a City Council meeting where a new municipal contract with Sustainable Westchester was discussed and voted upon. She presided over the discussion, called the vote, then voted for the contract.

She was joined on the Zoom call by former New Rochelle Mayor Noam Bramson, now the Executive Director of Sustainable Westchester, and New Rochelle Council Member Sara Kaye.

A year earlier, on February 15, 2023, at the [2023 Sustainable Westchester Annual Members Meeting](#), a vote was held among representatives of member municipalities to elect two new Board Members to begin a 2023 term and to extend 4 other board members.

This link is a video clip of the 2023 vote.

<https://vimeo.com/916021625>

Not sure of their math, but because the Board of Directors has term limits, there are four people identified as leaving the board (Dan Chorost, Dana Levenberg, Peter McCartt, Laura Rossi), 2 new people added to the board (Bridget Gibbons, Dane War-

ren) and 4 people being renewed on the board (Sara Kaye, Su-Fern Tan, Vennela Yadhati, Sara Goddard).

I was previously unaware of this committee that appears to sit above the board and staffs the board. Had I been aware, I would have included it in my ethics complaint for Noam Bramson last fall.

It appears Noam Bramson voted in February 2023 to add or extend six directors, who turned around and voted a few months later to hire him as Executive Director. That is spilled milk so not worth the trouble of further research on my part. Let me add that the meeting was chaired by Sara Goddard who is married to Teagan Goddard who told me he has known Noam since Noam was 22 years old.

The rampant appearances of conflicts of interest at the highest levels of Sustainable Westchester is their problem, and outside the scope of this ethics complaint, but it does go to state-of-mind. Sustainable Westchester's board seems to have a cavalier attitude about addressing conflicts of interest that are manifest in New Rochelle. It also indicates that although Mayor Ramos-Herbert says no votes were cast during the 2024 Sustainable Westchester Annual Member's Meeting in which she participated, her role, a voting member of a group of representatives of member municipalities, plays a significant role in the governance of Sustainable Westchester, deciding who goes on the Board of Directors, the people who in turn hire the Executive Director, who then makes hiring decisions throughout the organization.

You will, of course, recall the New Rochelle Board of Ethics previously sustained conflict of interest charges against Noam Bramson and Sara Kaye because they failed to disclose a prohibited interest in Sustainable Westchester, and did not recuse themselves from discussions and voting on contracts involving Sustainable Westchester.

[Bramson-Kaye Ethics Report 2023](#)

In a letter dated December 1, 2023, the City of New Rochelle Board of Ethics notified City Manager Kathleen Gill of its decision to sustain allegations made by Robert Cox dated October 30, 2023, that Mayor Noam Bramson and City Council Member Sara Kaye voted on Resolutions authorizing the City of New Rochelle to enter into contracts with Sustainable Westchester despite a *prohibited interest*, serving on the Non-Profit's Board of Directors.

Under General Municipal Law §803, a member of City Council must publicly disclose his or her interest in a Non-Profit *each time* it becomes apparent the municipality may enter into a contract with the Non-Profit, and that written disclosure must be made part of and set forth in the official record of the proceedings of the Council. Further, the Council Member shall promptly recuse himself/herself from acting on a matter before the city when acting on the matter or failing to act on the matter.

The Board of Ethics issued an opinion that the legislation passed involving Sustainable Westchester between 2015 and 2023 is null, void, and wholly unenforceable because Noam Bramson and Sara Kaye had a **conflict of interest** given their relationship to New Rochelle and Sustainable Westchester.

The Board of Ethics referred the pending contracts to the City Manager and Corporation Counsel to make a determination.

The City subsequently obtained an independent legal opinion from outside counsel regarding the only remaining active Sustainable Westchester contract, an Energy Services Agreement referred to as the Community Choice Aggregation Program.

Counsel concurred with the judgement of the New Rochelle Board of Ethics, their outside counsel, the City Manager, and the Corporation Counsel, that the failure of Noam Bramson and Sara Kaye to disclose their interest in Sustainable Westchester and recuse themselves from voting on legislation benefitting Sustainable Westchester rendered the contracts null, void and wholly unenforceable.



The ESA is the only contract currently pending with Sustainable Westchester. All other contracts between the City and Sustainable Westchester have since expired.

In light of the foregoing, Corporation Counsel recommended that the City consider adopting new legislation to continue the ESA with Sustainable Westchester, pursuant to the same terms and conditions as the original ESA, to expire on October 31, 2024. This recommendation was to allow the City to continue services with Sustainable Westchester for the remaining 8 ½ months and avoid any sudden disruption to customers' electric services. Once the contract expires, the City can issue a new RFP for a program administrator if it wishes to continue with the same or a similar energy program.

A Resolution was placed on the Council Agenda on February 20, 2024.

<https://vimeo.com/915294978>

On the night of the Council Meeting of February 20, 2024, before discussing the Sustainable Westchester Resolution to extend the ESA, Mayor Ramos-Herbert recognized Council Member Kaye for the purpose of Sara Kaye recusing herself as she is still on the Board of Directors of Sustainable Westchester.

Council Member Kaye stated, for the first time at a council meeting, that she is on the Board of Directors of Sustainable Westchester. She stated she did not believe it necessary for her to recuse herself but would do so to avoid delaying the meeting. She remained seated on the dais. The Corporation Counsel interrupted the meeting to advise Council Member Kaye that she needed to leave the dais, at which time Council Member Kaye left the dais.

Mayor Ramos-Herbert then continued with the meeting. There was a presentation by the Development Office on the history of Sustainable Westchester contracts, a brief



Q&A and a voice vote by which the council unanimously approved the new Sustainable Westchester contract, including an affirmative vote cast by Mayor Ramos-Herbert.

Yadira Ramos-Herbert should have recused herself from the discussion of Sustainable Westchester and not voted because she has a prohibited interest in Sustainable Westchester.

Because she voted on the new Sustainable Westchester ESA contract on February 20, that new contract is, like all the others, null, void and wholly unenforceable.

General Municipal Law Article 18 is the principal New York State statute governing conflicts of interest on the part of municipal officers and employees and, among other things, is meant to prohibit municipal officers and employees from having interests in contracts with the municipality for which they serve, but only under certain circumstances. In order for a municipal officer or employee to have a **prohibited interest** in a contract (one that violates the law), four conditions must be met: (1) there must be a contract; (2) the individual must have an interest in the contract; (3) the individual, in his or her public capacity, must have certain powers or duties with respect to the contract; and (4) the situation must not fit within any of the exceptions listed in law.

A contract includes any claim, account, demand against or agreement with a municipality - verbal or written, express or implied.

A municipal employee and/or elected official has an interest in a contract when they receive a direct or indirect financial or material benefit as a result of a contract with a municipality where they are employed or serve as an elected official. This is a factual determination.

A municipal employee and/or elected official is deemed to have an interest in the contracts of any firm, partnership, or association of which they are a member or employee. Similarly, they are deemed to have an interest in the contracts of any corporation of which they are an officer, director, or employee (emphasis added), as well as in

the contracts of any corporation of which they directly or indirectly own or control any stock.

After a review of the Council agenda and a video recording (minutes are not yet available) of the February 20, 2024, city council meeting, it is clear that Mayor Ramos-Herbert did not recuse herself, leave the dais and leave the room as required under the law. In fact, Mayor Ramos-Herbert presided over the meeting. She then called a vote and voted to approve the new ESA contract.

The value of the new ESA contract was not stated in the resolution of February 20, 2024, but is certainly in the tens of thousands of dollars.

The conflict involved is not limited to contracts, invoices, and payments, but also access, influence, and prestige afforded Sustainable Westchester, by its agreements with the City of New Rochelle, including through the efforts of Yadira Ramos-Herbert.

I believe the information presented here is more than sufficient to establish that Ramos-Herbert committed ethics violations.

Upon reason and belief, Mayor Ramos-Herbert had an interest in the ESA contract between Sustainable Westchester and the City of New Rochelle and further, her interest constitutes a *prohibited interest* because she had official powers or duties as a member of the New Rochelle City Council with respect to the contract.

To wit, as a member of the New Rochelle City Council she had the power or duty to authorize or approve the contract, or authorize or approve payment under the contract, and the power or duty to appoint an officer or employee who had the power or duty to authorize or approve the contract, or authorize or approve payment under the contract.

Despite a *prohibited interest* in contracts between the City of New Rochelle and Sustainable Westchester, Mayor Ramos-Herbert and voted on a City Council resolution which was to the benefit of Sustainable Westchester while a voting member of

the Sustainable Westchester Member's committee at the Sustainable Westchester Annual Meeting.

Upon reason and belief, none of the 17 statutory exceptions to a *prohibited interest* in the contract between the City of New Rochelle and Sustainable Westchester apply to Mayor Ramos-Herbert.

A member of a body with a *prohibited interest* in a contract must abstain when the body is voting to authorize contracts where a *prohibited interest* exists.

Disclosure of a *prohibited interest* must be made publicly, to an immediate supervisor and **to the governing body of the municipality**, which must include the **disclosure in the official record of its proceedings**.

There are no exceptions for when an individual must disclose his or her interest, recuse him or herself or abstain from the discussion or vote on a matter.

If a person willfully enters into a contract in which they have a *prohibited interest*, the contract is **null, void, and unenforceable**.

If a person willfully and knowingly violates the law by entering into a contract in which a person has a *prohibited interest*, or by failing, when required, to disclose an interest in a contract, **the person may be guilty of a misdemeanor**.

If a situation involves conduct that does not technically violate either General Municipal Law Article 18 or the City's municipal code of ethics but still raises potential questions of conflict of interest, it still may be advisable for a municipal employee and/or elected official to recuse themselves or to abstain from participating in the discussion or vote on a particular matter.

Under Article I § 33-9 E, the New Rochelle Board of Ethics shall have "all the powers and duties as prescribed by Article 18 of the General Municipal Law" including "to protect innocent public officers from unwarranted assaults on their integrity."



Yadira Ramos-Herbert is a member of the New Rochelle City Council. By failing to notify the Council of their *prohibited interest* in a contract with or involving Sustainable Westchester to their Council colleagues, which must include the disclosure in the official record of its proceedings, their actions, or failure to act constitute an unwarranted assault on their integrity: Martha Lopez-Hanratty, Albert Tarantino, David Peters, Shane Osinloye, Sara Kaye and Matt Stern.

Likewise for municipal employees, including City Manager Kathleen Gill, various City Commissioners, and employees working under those commissioners.

The actions of Yadira Ramos-Herbert raise grave questions of whether she may have knowingly and deliberately violated the New Rochelle City Charter, the New Rochelle Code of Ethics, New York State law, in particular Article 18 of the General Municipal Law, and/or other applicable laws, or policies, or aspects of the above by using their elected office to discuss, promote, advocate for or otherwise bring into being contracts with or involving Sustainable Westchester while they had a *prohibited interest* in Sustainable Westchester and failing to disclose that *prohibited interest* to their City Council colleagues in public meetings and entering that disclosure into the official record of its proceedings at times when such contracts were discussed or voted on, failing to abstain from the discussion or vote on a matter involving Sustainable Westchester; failing to state the reason for recusing themselves from such discussion or abstaining from such votes; failing to recuse themselves from such discussions; and, failing to abstain from such votes.

In short, she discussed and voted on matters and contracts involving an organization in which she had a *prohibited interest* when she should not have done so and by, so doing may have created significant risk and hardship for other Council members and administration employees by rendering contracts with or involving Sustainable Westchester null, void and unenforceable.

As these allegations are a matter of documented and readily available public record, and the violations are clear-cut, I would ask that you simply watch the video and read the Resolution, then compare them to the voting record of the City Council Resolution from February 20, 2024, involving Sustainable Westchester and find that Yadira Ramos-Herbert discussed and voted on authorization for a contract with Sustainable Westchester while she was a voting member of the recent Sustainable Westchester Annual Members Meeting held on Wednesday, February 14, 2024, which is defined under the law as a *prohibited interest*.

Find below relevant emails and attachments regarding the Sustainable Westchester Annual Members Meeting held on February 14, 2024, and the Memo and Resolution for the new Sustainable Westchester ESA contract from February 20, 2024.

Your attention to this matter is greatly appreciated.

Robert Cox

**From:** [Kaye, Sara](#)  
**To:** [Ramos Herbert, Yadira](#)  
**Subject:** Fw: RSVP to Sustainable Westchester's 2024 Annual Members Meeting  
**Date:** Monday, January 8, 2024 11:30:16 AM  
**Attachments:** [Proxy Form Members Meeting Feb 14 2024.docx](#)  
[PRELIMINARY AGENDA SW 2024 Annual Meeting.docx](#)

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Hi Yadira,

Did you receive this invitation? If not, I'll ask SW to update their contact information.

Would be great if you could attend the meeting, but if not, I can serve as your proxy.

Thanks,  
Sara

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Dear Chief Elected or Designated Representative:

This is the official notice of the **2024 Sustainable Westchester Annual Members Meeting** to be held via Zoom on Wednesday, February 14, 2024, from 10-11:30 AM\*.

As voting members, please RSVP to Director of Operations, Cat Sayles [cat@sustainablewestchester.org](mailto:cat@sustainablewestchester.org) by Friday, ~~January 12, 2024~~. Indicate either your attendance or designate a proxy who will be attending and voting on behalf of your municipality. If you are designating a proxy, please fill out the attached form and return it with your email response. Should you need assistance, you are welcome to designate a member of the Sustainable Westchester Board of Directors to vote on your behalf.

Once we receive your RSVP, we will register you or the designated person for the event. You (or they) will then receive confirmation of your registration (via email) to include the appropriate links to enter the meeting.

Our apologies if you have already responded and are receiving this additional reminder. You will receive a confirmation of your registration shortly. We look forward to seeing you at the annual meeting.

Should you require additional information or have any questions, please email Cat Sayles at [cat@sustainablewestchester.org](mailto:cat@sustainablewestchester.org).

**\*There will be two (2) 15-minute Sustainable Westchester program breakout sessions from 11-11:30 AM. Attendance is optional.**

Attachments: Preliminary Agenda; Voting Proxy

40 Green Street