

**MINUTES**

MONROE COUNTY WATER AUTHORITY  
ANNUAL MEETING

WEDNESDAY, APRIL 24, 2019

Immediately Following Regular Meeting which begins at 9:30 a.m.  
Board Room, General Offices, 475 Norris Drive, Rochester, New York

10:12 a.m. The Chairman called this Annual Meeting to order.

Roll Call of the membership of the Board and determination that a quorum was present.

Members present (6): S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison

Members absent (1): A. Bernstein

Staff present:

N. Noce, Executive Director; M.A. Hussar, Secretary to the Authority; R. Metzger, P.E., Chief Engineer; R. Benshoff, Exec. Dir. of Operations; S. M. Savage, P.E., Dir. of Engineering; L. Magguilli, Assistant to Exec. Dir.; D. Hendrickson, Dir. of Human Resources; C. LaManna, Director of Production and Transmission; Amy Molinari, Budget Analyst

General Counsel present: R. Miller, Esq. HS&E; E. Hebert, Atty. HS&E

Monroe County Legislative Liaison present: (0)

Packets containing detailed information on Agenda items were distributed in advance of meeting date to each Member, Executive Staff and Counsel for their prior review.

#19-AM-01 RESOLVED: That the actions of the officers of the Monroe County Water Authority since the Annual Meeting held Thursday, April 12, 2018 be, and they hereby are, ratified and reaffirmed.

On a motion made by Mr. Rulison, seconded by Ms. Bleier-Mervis, the foregoing resolution #19-AM-01 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-02 Nomination and appointment of Scott D. Nasca as Chairperson of the Monroe County Water Authority.

On a nomination made by Mr. Rulison, seconded by Mr. Fero, the foregoing resolution #19-AM-02 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-03 Nomination and appointment of Matthew J. Fero as Vice Chairperson of the Monroe County Water Authority.

On a nomination made by Mr. Nasca, seconded by Mrs. Volpe, the foregoing resolution #19-AM-03 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-04 Nomination and appointment of Joseph R. Rulison as Treasurer of the Monroe County Water Authority.

On a nomination made by Mr. Hurlbut, seconded by Ms. Bleier-Mervis, the foregoing resolution #19-AM-04 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-05 RESOLVED: That the following banks be, and they hereby are, designated depositories for Authority funds:

Bank of America	Rochester, New York
The Bank of New York Mellon	Pittsburgh, Pennsylvania(Trustee)
The Bank of New York Mellon (Third Party Custodian for Key Bank)	New York, New York
The Bank of New York Mellon Third Party Custodian for M&T Bank)	New York, New York

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M & T Bank	Rochester, New York
Key Bank	Albany, New York
JP Morgan Chase Bank	Rochester, New York

On a motion made by Mr. Rulison, seconded by Mr. Hurlbut, the foregoing resolution #19-AM-05 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-06 RESOLVED: In connection with both the re-appointment of M & T Bank as a designated depository bank pursuant to the foregoing resolution #19-AM-05 and a request from M&T Bank to modify the Authority's treasury management procedures and authorizations, the Authority adopts the resolutions set forth in the "RESOLVED" paragraphs numbered 1 - 10 on Attachment "A" hereto.

On a motion made by Mr. Fero, seconded by Mr. Hurlbut, the foregoing resolution #19-AM-06 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-07 RESOLVED: In connection with both the re-appointment of Key Bank as a designated depository bank pursuant to the foregoing resolution #19-AM-05 and a request from Key Bank to modify the Authority's treasury management procedures and authorizations, the Authority adopts the resolutions set forth in the "RESOLVED" paragraphs numbered 1 - 10 on Attachment "A" hereto.

On a motion made by Mrs. Volpe, seconded by Mr. Rulison the foregoing resolution #19-AM-07 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-08 RESOLVED: In connection with both the re-appointment of JP Morgan Chase Bank as a designated depository bank pursuant to the foregoing resolution #19-AM-05 and a request from JP Morgan Chase Bank, NA and its affiliates to modify the Authority's treasury management authorizations, the Authority adopts the resolutions set forth in the paragraphs entitled "RESOLVED" on Attachment "A" hereto.

On a motion made by Mr. Hurlbut, seconded by Mr. Rulison, the foregoing resolution #19-AM-08 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-09 RESOLVED: That any one of the following: Scott D. Nasca, Chairperson of the Authority, Joseph R. Rulison, Treasurer of the Authority, Nicholas A. Noce, Executive Director of the Authority, or Director of Finance and Business Services of the Authority, or Larry M. Magguilli, Assistant to the Executive Director of the Authority, be, and they each hereby are, authorized to execute written consent on behalf of the Monroe County Water Authority for the withdrawal, substitution, or transfer of securities deposited or held in escrow to secure deposits of the Authority in depository banks as required by Section 1097 of the Public Authorities Law.

On a motion made by Mr. Hurlbut, seconded by Mr. Fero, the foregoing resolution #19-AM-09 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-10 RESOLVED: That any one of the following: Scott D. Nasca, Chairperson of the Authority, Joseph R. Rulison, Treasurer of the Authority, Nicholas A. Noce, Executive Director of the Authority, or Director of Finance and Business Services of the Authority, or Larry M. Magguilli, Assistant to the Executive Director of the Authority, be, and they each are, authorized to sign all necessary requisitions and certifications pertaining to the payment, deposit, transfer or other disposition of Authority funds as permitted by law, including funds in the hands of its Trustee under the Authority's Trust Indenture of October 1, 1991, as amended, and are designated as Authorized Officers pursuant to said Trust Indenture.

On a motion made by Mr. Rulison, seconded by Mr. Hurlbut, the foregoing resolution #19-AM-10 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

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#19-AM-11 RESOLVED: That any one of the following: Scott D. Nasca, Chairperson of the Authority, Joseph R. Rulison, Treasurer of the Authority, Nicholas A. Noce, Executive Director of the Authority, or Director of Finance and Business Services of the Authority, or Larry M. Magguilli, Assistant to the Executive Director of the Authority, or others so delegated by Director of Finance or Nicholas A. Noce or Larry M. Magguilli from time to time, and/or the trustee, be, and they each hereby are, authorized to invest monies held in the Bond Fund, Construction Fund, New Construction Fund, and Capital Improvement fund, pursuant to Sections 511, and 608, respectively, of the Authority's Trust Indenture.

On a motion made by Mr. Hurlbut, seconded by Mr. Rulison, the foregoing resolution #19-AM-11 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-12 Upon recommendation of the Monroe County Water Authority's Governance Committee, the Board hereby approves the Authority's **Annual Statement of Investment Policy** for 2019.

On a motion made by Mr. Rulison, seconded by Mrs. Volpe, the foregoing resolution #19-AM-12 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-13 Appointment of **Members of the Authority's Standing Audit Committee** in accordance with the Monroe County Water Authority's By-Laws and Policy on Internal Controls and Financial Accountability. The following Members shall serve on this Committee: Joseph R. Rulison (Committee Chair), Sheryal A. Volpe, and Matthew J. Fero; and the Chairperson of the Authority serves as an ex officio member of the Audit Committee pursuant to the Authority's By Laws.

On a motion made by Mr. Hurlbut, seconded by Ms. Bleier-Mervis, the foregoing resolution #19-AM-13 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-14 Appointment of **Members of the Authority's Standing Finance Committee** in accordance with the Monroe County Water Authority's By-Laws and Policy on Internal Controls and Financial Accountability. The following Members shall serve on this Committee: Robert W. Hurlbut (Committee Chair), Allen S. Bernstein, and Sheryal A. Volpe; and the Chairperson of the Authority serves as an ex officio member of the Finance Committee pursuant to the Authority's By Laws.

On a motion made by Mr. Rulison, seconded by Ms. Bleier-Mervis the foregoing resolution #19-AM-14 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-15 Appointment of **Members of the Authority's Standing Governance Committee** in accordance with the Monroe County Water Authority's By-Laws. The following Members shall serve on this Committee: Wendy Bleier-Mervis (Committee Chair), Sheryal A. Volpe, and Allen S. Bernstein; and the Chairperson of the Authority serves as an ex officio member of the Governance Committee pursuant to the Authority's By Laws.

On a motion made by Mr. Hurlbut, seconded by Mrs. Volpe the foregoing resolution #19-AM-15 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-16 Appointment of **Members of the Authority's Standing Compensation Committee** in accordance with the Monroe County Water Authority's By-Laws. The following Members shall serve on this Committee: Wendy Bleier-Mervis (Committee Chair), Robert W. Hurlbut, and Matthew J. Fero; and the Chairperson of the Authority serves as an ex officio member of the Compensation Committee pursuant to the Authority's By Laws.

On a motion made by Mr. Rulison, seconded by Mr. Fero the foregoing resolution #19-AM-16 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

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For Item #19-AM-17, Mr. Hebert, Atty., Harter, Secrest & Emery LLC. addressed the Board informing them that the April 8, 2019 meeting of the MCWA Ethics Board, had been rescheduled and thereafter held on April 18, 2019. Secretary to the Board was directed to make note of Ethics Meeting rescheduled date herein, these official minutes of the Annual Meeting of the Board, held April 24, 2019.

#19-AM-17 Resolved hereby to adopt the **Monroe County Water Authority Prohibited Contractor List**, updated April 8, 2019 as issued by the Monroe County Water Authority Ethics Board.

On a motion made by Mr. Rulison, seconded by Mrs. Volpe, the foregoing resolution #19-AM-17 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-18 The Monroe County Water Authority Ethics Board, as created pursuant to the Code of Ethics Policy, Article 4, shall be comprised of the following three (3) persons:  
Michael E. Davis (Chairperson), John DiCaro, and Christopher A. Schiano .

On a motion made by Ms. Bleier-Mervis, seconded by Mr. Rulison, the foregoing resolution #19-AM-18 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-19 WHEREAS, Section 1095(3) of the New York Public Authorities Law states that (i) the officers of the Authority shall include a Chairperson, a Vice Chairperson, a Treasurer, and a Secretary and (ii) the Authority may appoint such additional officers as it may require for the performance of its duties; and

WHEREAS, the Authority has identified the positions of **Executive Director**, **Director of Finance and Business Services**, and **Assistant to the Executive Director** as those for which the title of officer will enable the Authority to perform its duties and fulfill its mission.

NOW, THEREFORE, BE IT RESOLVED:

1. The Authority hereby designates the positions of **Executive Director**, **Director of Finance and Business Services**, and **Assistant to the Executive Director** as officers of the Authority effective immediately and continuing until the earlier of removal of such designation by the Authority or the next Annual Meeting of the Authority.

2. The Members and staff of the Authority are hereby authorized and directed for and on behalf of the Authority and in its name to do all such further acts and things as may be necessary, or in the opinion of the person so acting, desirable and proper to effect the purposes of the foregoing resolutions.


On a motion made by Mr. Rulison, seconded by Mrs. Volpe, the foregoing resolution #19-AM-19 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

#19-AM-20 The Monroe County Water Authority shall routinely post notice of board meetings in the public foyer at its General Offices location, 475 Norris Drive, Rochester, New York.

On a motion made by Mr. Rulison, seconded by Mrs. Volpe, the foregoing resolution #19-AM-20 was duly put to a vote on roll call and unanimously carried. Ayes: 6 (S. Nasca, S. Volpe, M. Fero, R. Hurlbut, W. Bleier-Mervis, J. Rulison); Nays: 0.

There being no further business to come before the Authority, Chairman Nasca adjourned the Annual Meeting at 10:25 a.m.

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MaryAnn Hussar, Secretary to the Authority

  
Scott D. Nasca, Chairman