



Monroe County Water Authority

Memorandum

To: MCWA Governance Committee*

Date: September 29, 2022

From: Nicholas Noce, Executive Director

Copy: S. Nasca, Ex-Officio
D. Hendrickson

Subject: Meeting Scheduled **Thursday, October 6, 2022 at 8:30 a.m.**

Attached is the agenda for the Thursday, October 6, 2022 meeting of the Governance Committee.

The main item for this meeting focuses on several policies that need to be reviewed and readopted. These policies are attached for the Committee to review and include: Conflict of Interest Policy, Code of Ethics Policy, Governing the Use of Discretionary Funds Policy, Acquisition of Interests in Real Property Policy, Software Code of Ethics Policy, Disposal Guidelines Policy.

Executive Staff has reviewed each of these policies listed and feel no revisions are suggested at this time.

The next item on the agenda will be to confirm the December 1, 2022 meeting at 8:30 a.m.

If you have any questions, please feel free to contact me. Please inform Diane or me if you are unable to attend the October 6th meeting. Thank you.

NN/dlh
Attachment

*Committee Members:
Sheryal Volpe, Chairperson
Marcia VanVechten
Sheila Mason

**MONROE COUNTY WATER AUTHORITY
CONFLICTS OF INTEREST POLICY
(READOPTED OCTOBER 2022)**

**ARTICLE 1
PURPOSE**

The purpose of this Conflicts of Interest Policy is to protect the Authority's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Member, officer or employee of the Authority. This policy is intended to supplement but not replace any applicable state laws governing conflicts of interest applicable to the Authority.

A conflict of interest is just one example of a violation of ethical conduct. This policy is intended to complement the Authority's Code of Ethics Policy by providing specific procedures to deal with conflicts of interest. To the extent that a matter falls within the scope of both this policy and the Authority's Code of Ethics Policy, the provisions of this Conflicts of Interest Policy shall govern.

**ARTICLE 2
PROHIBITION AGAINST CONFLICTS**

Section 1107 of the New York Public Authorities Law sets forth the following requirements with respect to conflicts of interest:

It shall be a misdemeanor for any of the members of the authority, or any officer, agent, servant or employee thereof, employed or appointed by them to be in any way or manner interested directly or indirectly in the furnishing of work, materials, supplies or labor, or in any contract therefore which the authority is empowered by this title to make.

In the event the Authority discovers a violation of the above provision, the Authority shall conduct an investigation and, if warranted, report the offense to the Inspector General of the State of New York.

This policy provides additional guidance regarding real or potential conflicts of interest, including circumstances not within the scope of Section 1107 of the New York Public Authorities Law.

ARTICLE 3 DEFINITIONS

As used herein, the following terms shall have the meanings set forth below:

1. Interested Person

This includes any Member, officer, employee or member of a committee with Member-delegated powers who has a direct or indirect Financial Interest, as defined below.

2. Financial Interest

A person has a Financial Interest if the person has, directly or indirectly, through business, investment or family:

(a) an ownership or investment interest in, or employment with, any entity with which the Authority has a transaction or arrangement, or

(b) a compensation arrangement with any entity or individual with which the Authority has a transaction or arrangement, or

(c) a potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Authority is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are substantial in nature.

A Financial Interest is not necessarily a conflict of interest. Under Article 4, Section 2, a person who has a Financial Interest may have a conflict of interest only if the appropriate body determines that a conflict of interest exists. As described in the Authority's Code of Ethics Policy, no conflict of interest exists where a Financial Interest arises solely from a relative that holds a clerical, ministerial or low-level management position with an existing or potential vendor, lacks the power to influence the relationship between the business and the Authority and did not obtain his or her position as a means to influence a Member, officer or employee of the Authority.

ARTICLE 4 PROCEDURES

1. Duty to Disclose

An Interested Person must disclose the existence of his or her Financial Interest and all material facts surrounding the Financial Interest to the Executive Director, the Chairperson of the Authority or the independent Ethics Board formed pursuant to Article 4 of the Authority's Code of Ethics Policy.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the recipient shall consult with counsel and either render a written decision or refer the matter to the independent Ethics Board.

3. Procedures for Addressing a Conflict of Interest

(a) An Interested Person may make a presentation to the Executive Director, the Chairperson of the Authority or the Ethics Board.

(b) The ruling person or body shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

(c) After exercising due diligence, the ruling person or body shall determine whether the Authority can obtain an equal or more advantageous transaction or arrangement with reasonable efforts from a person or entity that would not give rise to a conflict of interest.

(d) If an equal or more advantageous transaction or arrangement is not reasonably attainable under circumstances that would not give rise to a conflict of interest, the ruling person or body shall refer the matter to the independent Ethics Board to determine whether the transaction or arrangement should proceed or be terminated. A ruling to proceed shall include a determination that the transaction or arrangement is in the Authority's best interest, is done for its own benefit and is fair and reasonable to the Authority.

(e) Notwithstanding the foregoing, the provisions of Article 2 hereof shall govern any violations of Section 1107 of the New York Public Authorities Law.

4. Violations of the Conflicts of Interest Policy

(a) If the ruling person or body has reasonable cause to believe that an Interested Person has failed to disclose actual or possible conflicts of interest, it shall inform the Interested Person of the basis for such belief and afford him or her an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the response of the Interested Person and making such further investigation as may be warranted in the circumstances, the ruling person or body determines that the Interested Person has in fact failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE 5 RECORDS OF PROCEEDINGS

The ruling person or body shall keep records of all proceedings, including:

1. the names of the persons who disclosed or otherwise were found to have a Financial Interest in connection with an actual or possible conflict of interest, the nature of the Financial

Interest, any action taken to determine whether a conflict of interest was present, and the ruling person or body's decision as to whether a conflict of interest in fact existed.

2. the names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken or written rulings made in connection therewith.

ARTICLE 6

ANNUAL STATEMENTS

Each Member and officer shall annually sign a statement affirming that such person has:

- (a) received a copy of the conflicts of interest policy,
- (b) read and understands the policy, and
- (c) agreed to comply with the policy.

The Authority shall furnish all other employees with a copy of this Conflicts of Interest Policy on an annual basis.

**MONROE COUNTY WATER AUTHORITY
CODE OF ETHICS POLICY
(READOPTED OCTOBER 2022)**

**ARTICLE 1
PURPOSE**

As a public benefit corporation, the Monroe County Water Authority (the “Authority”) must conduct its operations in a manner that best serves the interests of its customers and the general public. The Authority expects all Members, officers and employees to observe high ethical standards of conduct in the performance of their duties, comply and cause the Authority to comply with all laws and regulations governing business transactions, and use and cause the Authority to use Authority funds and assets only for legal and appropriate public purposes.

This Code of Ethics governs the day-to-day actions of all Members, officers and employees of the Authority. To the extent that a matter falls within the scope of both this policy and the Authority’s Conflicts of Interest Policy or Whistleblower Policy, the provisions of the Conflicts of Interest Policy or the Whistleblower Policy, respectively, shall govern.

**ARTICLE 2
POLICIES**

1. Discharge of Duties

In the course of performing his or her duties, Members, officers and employees shall:

(a) endeavor to perform the duties of their positions to the best of their ability in furtherance of the Authority’s public purposes;

(b) uphold high standards of dedicated public service;

(c) support and encourage fellow employees in the proper execution of their duties; and

(d) when a question of conduct or regulation occurs, seek the advice of a supervisor, the Authority’s attorneys or the Authority’s independent Ethics Board (formed pursuant to Article 4 hereof).

2. Prohibited Conduct

In the course of performing his or her duties, Members, officers and employees shall not:

(a) receive any compensation for or have an interest, financial or otherwise, direct or indirect, or incur any obligation that is in substantial conflict with the proper discharge of their duties to the Authority;

(b) engage in other employment that might impair the independence of their judgment in the execution of their duties with the Authority;

(c) disclose confidential information acquired in the course of official duties nor use such confidential information to further their own personal financial interests;

(d) directly or indirectly solicit or accept any gifts, entertainment, discounts, services, loans or anything of value totaling \$75 or more in any calendar year from any supplier, significant commercial customer, or other persons with whom the Authority does business (gifts of \$75 or more in value must be returned to the donor with the explanation that Authority policy will not permit acceptance of the gift; the Authority will reimburse the employee for the expense of returning gifts); and

(e) engage in conduct prohibited under the Authority's Whistleblower Policy.

3. Specifically Prohibited Actions

Unless otherwise permitted by the Ethics Board, no Member, officer or employee shall engage in the following actions to the extent they create a conflict of interest with the Authority's interest:

(a) receipt by a family member of a Member, officer or employee (family being defined as related by blood or marriage) of gifts or other items described in Section 2(d) of this Article 2;

(b) speculating or dealing in equipment, supplies, or materials normally purchased by the Authority;

(c) borrowing money from the Authority, suppliers, significant commercial customers, individuals or firms with whom the Authority does business (loans or mortgages from banks or individuals doing business with the Authority are exempted if the terms are at current rates and the customary collateral for such transactions is provided);

(d) acquiring an interest in real estate in which it is known that the Authority also has a current or anticipated interest;

(e) misusing information to which the individual has access by reason of his or her position – such as by disclosing confidential information (of a technical, financial or business nature) to others outside or inside the business (whether or not a consideration is received), or using such information for his or her own or family's (as previously defined) benefit;

(f) soliciting funds or other items of value from Authority vendors, suppliers or consultants for oneself or to benefit any other organization, club or person, whether such other persons or entities are charitable, religious or profit-making;

(g) serving as an officer, director or manager with another company or business organization directly or indirectly related to the Authority without specific authorization from the Authority; and

(h) representing current or potential customers to submit applications, plans or other compliance information to the Authority for approval.

The foregoing list does not encompass every situation that may lead to a conflict.

4. Duty to Disclose

Each Member, officer and employee shall have the duty to report to the Ethics Board (as defined below) in writing any violation or possible violation of the terms of this Policy, including without limitation instances of conduct prohibited by this Article 2. The following describes some, but not all, situations that must be disclosed:

(a) engaging in activities as an individual or as the holder of more than a one percent financial interest, directly or indirectly (as an owner, stockholder, securities holder in a publicly owned corporation, partner, joint venturer, creditor, guarantor, director, trustee or beneficiary of a trust), in or with a firm that (i) provides services or supplies materials or equipment to the Authority or (ii) to which the Authority makes sales or provides services;

(b) serving as an employee, owner or consultant of another organization providing goods and/or services to the Authority or one or more of the Authority's significant commercial customers, or functioning individually and providing said services to the Authority or one or more of the Authority's significant commercial customers;

(c) membership on or employment with any entity where such employment, service or membership is incompatible with the proper discharge of official duties, or would impair independent judgment or action in the performance of official duties; and

(d) selling goods, services or other items of value to Authority vendors, suppliers or consultants for oneself or to benefit any other organization, club or person, whether such other persons or entities are charitable, religious or profit-making.

5. Nepotism Policy

(a) Any person living in the same household as a current Member, officer or employee and any person who is a direct descendant of a current Member, officer or employee's grandparents (e.g. siblings, parents, children, nieces, nephews, cousins, etc.) or the spouse of such descendant (individually and collectively, a "Relative") may be considered for a permanent position only if all of the following conditions are met:

- The Relative is an appointment from a Civil Service List.
- There will be no supervisory relationship between the Relative and the current Member, officer or employee.
- The Relative and the current Member, officer or employee will not work in the same department.
- The Executive Director, with the advice of the Department Heads, has approved the hiring of the Relative.

(b) If current Members, officers or employees marry, it may be necessary for the Authority to reassign one or both individuals, particularly in the case of close working, or direct supervisory relationships.

(c) A Relative may be considered for summer or temporary employment only if all of the following conditions are met:

- There will be no supervisory relationship between the Relative and the current Member, officer or employee.
- The Relative and the current Member, officer or employee will not work in the same department.

(d) In no event shall a current Member, officer, or employee participate in any decision to hire, promote, discipline, or discharge a Relative.

ARTICLE 3 DISCLOSURE STATEMENTS

On an annual basis, the Authority shall obtain a completed financial disclosure statement (in the form set forth as Exhibit A attached hereto, a "Disclosure Statement") from each Member, the Executive Director, the Executive Staff, and any employees with authority to approve purchases of amounts greater than \$1,000.

ARTICLE 4 PROCEDURES

1. Ethics Board

The Authority shall establish an Ethics Board comprised of three persons not employed by the Authority. The Members of the Authority shall appoint the members of the Ethics Board on an annual basis. The Ethics Board shall interpret and make recommendations to the Authority regarding any question under or purported violation of this Policy and any statutory enacted ethics standards affecting Members, officers and employees.

Annually, the Ethics Board shall review the completed Disclosure Statements to identify businesses with direct or indirect ties to Members; officers and/or employees of the Authority. The Ethics Board shall determine whether any of these relationships warrant placing the business on a list of businesses that the Authority will not hire (the "Prohibited Contractors List"). In making its determination, the Ethics Board shall assess the nature of the relationship between a Member, officer or employee and an outside business. The Prohibited Contractors List shall include only those businesses where the relationship could lead to ethics problems (e.g., if a relative owns a business that could supply goods or services to the Authority). In contrast, the Prohibited Contractors List shall not include businesses where the potential for ethics problems is minimal (e.g., where a relative is a clerical, ministerial or low-level management employee at an existing or potential vendor, lacks the power to influence the relationship between the business and the Authority and did not obtain his or her position as a means to influence a Member, officer or employee of the Authority).

2. Powers of Ethics Board

At its discretion, the Ethics Board may recommend to the Authority appropriate disciplinary action, which may include, but is not limited to, a reprimand, suspension or termination of employment. Any such recommendation will only be final after any hearing required by Section 75 of the Civil Service Law or any applicable Collective Bargaining Agreement.

ARTICLE 5
ONE-YEAR MORATORIUM

No person who has served as a Member or officer of the Authority shall within a period of one year after the termination of such service or employment render services before the Authority or receive compensation for any such services rendered on behalf of any person, firm, corporation or association in relation to any case or transaction with respect to which such person was directly concerned, or participated in, during the period of his or her service with the Authority.

Notwithstanding the foregoing, the one-year moratorium shall not apply to (i) normal business issues arising as a result of the person's status as a water customer of the Authority and (ii) professional services provided by such person pursuant to a written agreement with the Authority, to the extent such agreement is otherwise consistent with this Code of Ethics.

ARTICLE 6
DISTRIBUTION OF THIS POLICY

This Code of Ethics shall be distributed to each Member, officer and employee of the Authority annually. It shall also be distributed to each new Member, officer and employee as soon as practicable following commencement of such position.

**MONROE COUNTY WATER AUTHORITY
SOFTWARE CODE OF ETHICS POLICY
(READOPTED OCTOBER 2022)**

**ARTICLE 1
PURPOSE**

At the Monroe County Water Authority (the “Authority”), we utilize information technology necessary for the Authority’s operations, including software. As part of the Authority’s information systems, we acquire and license software from select third party software publishers and trade associations (collectively, the “Software Vendors”). All employees and personnel of the Authority are required to respect the copyrights, software licensing rights, and property rights held by the Software Vendors, in accordance with applicable federal and State copyright laws. To that end, all employees and personnel that utilize software in the course of performing his or her duties must comply with the terms and conditions of this Software Code of Ethics Policy (the “Policy”).

**ARTICLE 2
POLICIES**

1. General Software Ethics Policy.

The Authority adopts the following as its general statement of its software ethics policies:

Unauthorized duplication of copyrighted software violates the law and is contrary to our organization’s standards of conduct. We disapprove of such copying and recognize the following principles as a basis for preventing its occurrences:

- We will neither engage in nor tolerate the making or using of unauthorized software copies under any circumstances.
- We will provide legally acquired software to meet the legitimate software needs in a timely fashion and in sufficient quantities for all our electronic devices.
- We will comply with all license or purchase terms regulating the use of any software we acquire or use.
- We will enforce strong internal controls to prevent the making or using of unauthorized software copies, including effective measures to verify compliance with these standards and appropriate disciplinary measures for violation of these standards.

2. Specific Terms and Conditions.

In the course of performing their duties, all employees and personnel shall observe the following policies:

- We must use software in accordance with the provisions of all applicable software contracts and/or license agreements between the Authority and the Software Vendors.
- We must use software in compliance with all applicable State and federal copyright laws.

- We may not make unauthorized copies of the Authority's software. Any duplication of copyrighted software, except for back up and archival purposes, is prohibited.
- We may not use or copy any illegal software onto any of the Authority's electronic devices.
- Any employee or personnel who is unsure of the scope of a given software license or software agreement must contact the Authority's Information Technology Department to inquire about copyright compliance.

3. Compliance by Authority Employees and Personnel.

All employees and personnel shall sign the acknowledgement set forth below stating that he or she has received a copy of and agrees to comply with this Policy. Each signed acknowledgement will be filed with the Authority's Human Resources Department.

Any violation of this Policy by an employee or personnel, including, but not limited to, illegally copying or using software, may result in disciplinary action, up to and including termination of employment, as determined in the Authority's sole discretion.

ARTICLE 3 DISTRIBUTION OF THIS POLICY

This Policy will be distributed to each employee and personnel of the Authority annually. It will also be distributed to each new employee and personnel as soon as practicable following commencement of such position.

ARTICLE 4 ACKNOWLEDGEMENT BY EMPLOYEES AND PERSONNEL

I acknowledge the receipt of the Authority's Software Code of Ethics Policy. I further acknowledge that I have read the Policy and agree to abide by its terms and conditions. I understand that the Authority may, in its discretion, monitor my use of software and that any violation of this Policy will be investigated by the Authority and may result in disciplinary action, including, but not limited to, termination of my employment. I understand that certain violations of this Policy may also subject me to civil or criminal prosecution in accordance with State and federal copyright laws.

By signing below, I understand that my use of software is subject to certain federal and State copyright laws as well as the Authority's Policy, which prohibit the unauthorized copying and use of software programs. I agree to comply with such laws and Policy.

Name: _____
(Please Print)

Signature: _____

Date: _____

MONROE COUNTY WATER AUTHORITY
DISPOSAL GUIDELINES
READOPTED OCTOBER 2022

The Monroe County Water Authority (the “Authority”), a New York public benefit corporation, in compliance with the New York State Public Authorities Law, has established these Guidelines for the Disposal of Property (the “Guidelines”).

These Guidelines shall apply to the disposal of real property and personal property throughout the year following their adoption and until such time as the Authority adopts new or revised Guidelines. The Members of the Authority shall review and approve of these Guidelines, with any necessary modifications and revisions, on a no less than annual basis.

1. Designation of Contracting Officer

The Authority hereby designates Larry Magguilli as the Authority’s Contracting Officer, in compliance with the provisions of New York State Public Authorities Law. The Contracting Officer shall hold this position until the Members of the Authority designate a new Contracting Officer or until such time as the Members adopt new Disposal Guidelines.

The Contracting Officer shall be responsible for the administration and implementation of these Guidelines. The Contracting Officer shall cause these Guidelines to be posted on the Authority’s website so that they are available to the general public.

2. Application of Guidelines

The procedures outlined in these Guidelines shall apply to the Authority’s disposal from time to time of all personal property having a fair market value at the time of disposal of more than five thousand dollars (\$5,000.00) and all interests in real property. In addition, these Guidelines contain procedures governing the disposal of property for less than fair market value. As used in these Guidelines, “property” shall include personal and real property. Personal and real property are distinguished from each other as appropriate in some Sections of these Guidelines.

The Authority shall dispose of personal property with a fair market value at the time of disposal of five thousand dollars (\$5,000.00) or less under the terms of the Authority’s Policy for Tracking and Disposal of Fixed Assets.

3. Purpose

The Authority has adopted these Guidelines to comply with the provisions of NYS Public Authorities Law and to realize a favorable return on the disposal of Authority property.

4. Fair Market Value

Before disposing of property, the Contracting Officer shall take reasonable measures to determine the fair market value of the property to be disposed. The fair market value of property that (i) is unique in nature, or (ii) due to unique circumstances of the proposed transaction, is not readily valued by reference to an active market for similar property, shall be determined through an appraisal by a qualified professional. Prior to its disposal, the fair market value of all real property shall be established by an appraisal conducted by a qualified professional.

5. Advertised Bid

All disposals of Authority property shall be made after public advertisement for bids for the purchase of Authority property. The Contracting Officer shall order the advertising for bids in such a manner and in such publications as the Contracting Officer deems reasonably necessary to permit full and fair competition for the property consistent with the fair market value and nature of the property.

All advertisements for soliciting bids on Authority property shall state the method, place and deadline for the submission of bids, and request any other information the Contracting Officer deems necessary to evaluate bids being solicited.

All advertisements and announcements soliciting bids shall state the place and time at which the content of all bids received for the property advertised shall be publicly disclosed. The content of all bids received shall be publicly disclosed as announced in the solicitation for bids.

6. Award of Property Subject to Bid

Award of the property for which bids have been solicited shall be made within a timeframe reasonable for the evaluation of the bids received. The Contracting Officer shall evaluate the bids and select the bid most advantageous to the Authority based upon (a) conformance with the invitation for bids, (b) the terms, including but not limited to the price offered, and (c) any other factors that warrant consideration.

Notwithstanding the foregoing, the Authority may reject as inadequate all bids received in response to a particular solicitation for bids if the Contracting Officer deems that it is in the best interest of the Authority to reject all bids.

7. Notification of Successful Bid

The Authority shall notify the successful bidder in writing of the Authority's acceptance of the bid. This notice shall contain a description of the property, the amount of the successful bid and any other material terms of the bid. The bidder shall be required to make payment to the Authority Treasurer in a form and on terms acceptable to the Authority before taking possession of the property.

The Authority shall gather the following information regarding any successful bidder: name, address, phone number.

The Authority shall provide to the successful bidder a deed, bill of sale, lease or other appropriate instrument adequate to transfer to the successful bidder the interest in the property.

8. Contracts to Dispose of Property

The Authority may solicit bids for contracts to dispose of the Authority property covered by these Guidelines. In the event that the Authority determines that the services of a company are necessary to assist the Authority in disposing of certain of its property, the Authority shall follow the same procedures in selecting an organization to dispose of property as the Authority follows under these Guidelines for disposal of property through advertised bid.

9. Disposal of Property by Negotiation

The Authority may dispose of property through negotiation or by public auction without regard to the above described procedures if the Contracting Officer determines that any of the following conditions exist:

- (a) introduction into the market of the personal property to be disposed of would adversely affect the state or local market for that kind of property due to the property's artistic qualities, antiquity, historical significance, rarity, or other quality (separate from the property's utilitarian purpose), and a fair market price and other terms for the sale of the personal property can be obtained through negotiation;
- (b) the fair market value of the property does not exceed fifteen thousand dollars (\$15,000);
- (c) prices for the property that were obtained by advertised bid were not reasonable or the bid process did not generate open competition;
- (d) disposal of the property to the state or any political subdivision at fair market value can be arranged through negotiation;
- (e) the property is being disposed of for less than fair market value under the circumstances set forth in Section 11 of these Guidelines; or
- (f) such action is otherwise authorized by law.

10. Documentation of Disposal by Negotiation

The Contracting Officer shall cause to be prepared an explanation of the circumstances of the disposal when property is disposed of through the negotiation process described in Section 9, and any of the following are true:

- (a) personal property disposed of has an estimated fair market value in excess of fifteen thousand dollars (\$15,000);
- (b) real property sold has an appraised value in excess of one hundred thousand dollars (\$100,000.00);
- (c) real property leased has an estimated annual fair market rent over the term of the lease in excess of fifteen thousand dollars (\$15,000.00);
- (d) the personal or real property has been disposed of by exchange; or
- (e) any part of the consideration for the property disposed of consists of real property.

Not less than ninety (90) days prior to the scheduled date of any transaction under Section 9 and 10 of these Guidelines, the Contracting Officer shall provide the following information to the members of the Authority (the "Members"), the Office of the State Comptroller, the New York State Director of the Budget, the New York State Commissioner of General Services, the New York State Authorities Budget Office, and the New York State Legislature c/o the Speaker of the House and the Senate Majority Leader:

- (a) description of the parties involved in the property transaction;
- (b) justification for disposing of the property by negotiation;
- (c) identification of property, including its location;
- (d) estimated fair market value of the property;

- (e) proposed sale price of the property;
- (f) size of the property; and
- (g) expected date of sale of the property.

11. Disposal of Property for Less than Fair Market Value (Effective March 1, 2010)

The Authority may sell, lease or otherwise alienate an asset owned, leased or otherwise in the Authority's control for less than fair market value only if the Contracting Officer determines that any of the following conditions exist:

- (a) the transferee is a government or other public entity, and the terms and conditions of the transfer require that the ownership and use of the asset will remain with the government or any other public entity;
- (b) the purpose of the transfer is within the purpose, mission or governing statute of the Authority; or
- (c) the Authority seeks to transfer the asset to a non-governmental entity, the disposal is not consistent with the Authority's mission, purpose or governing statutes, and the Authority either:
 - i. provides written notification to the Governor, the Speaker of the Assembly, and the temporary President of the Senate, and all such recipients fail to deny the proposed transfer within the applicable time period as set forth in Section 2897 of the Public Authorities Law; or
 - ii. the transfer is of property obtained by the Authority from a political subdivision where the Authority resides and is approved in accordance with Section 2897(7)(iii) of the Public Authorities Law.

For each proposed transfer of an asset below fair market value, the Contracting Officer shall provide the following information to the Members and to the public:

- (a) a full description of the asset;
- (b) an appraisal of the fair market value of the asset and any other information establishing the fair market value requested by the Members;
- (c) a description of the purpose of the proposed transfer and a reasonable statement of the kind and amount of the benefit to the public resulting from the transfer, including, without limitation:
 - i. the kind, number, location, wages or salaries of jobs created or preserved that are required by the transfer; and
 - ii. the benefits, if any, to the communities in which the asset is situated that are required by the transfer;
- (d) a statement of the value to be received compared to the fair market value;
- (e) the names of any private parties participating in the transfer and a statement of the value to the private party; and
- (f) the names of other private parties who have made an offer for such asset, the value offered, and the purpose for which the asset was sought to be used.

The Members shall consider the foregoing information before approving the disposal of any property for less than fair market value. The Members shall also make a written determination that there is no reasonable alternative to the proposed below-market transfer that would achieve the same purpose. The reporting requirement of this Section 11 is in addition to the reporting requirements of Section 9 and 10 of these Guidelines, as applicable.

12. Yearly Property Report

Each year the Contracting Officer shall publish a report listing all of the real property of the Authority to the extent permitted under applicable laws and regulations governing homeland security. The report will list and fully describe all real and personal property disposed of by the Authority during the previous twelve-month period.

The report shall contain a full description of each item of property disposed of, the price received by the Authority and the name of the individual(s) or entity that purchased the property.

The Contracting Officer shall cause the report to be delivered to the Office of the State Comptroller, the New York State Director of the Budget, the New York State Commissioner of General Services, the New York State Authorities Budget Office and the New York State Legislature c/o the Speaker of the House and the Senate Majority Leader.

The Contracting Officer shall publish the report on the Authority's website.

13. Annual Report to the New York State Authorities Budget Office

The Authority will include in its Annual Report, in addition to providing the information contained in the Yearly Property Report described above, a listing and description of all real property disposed of by the Authority during such year having an estimated fair market value in excess of Fifteen Thousand and No/100 Dollars (\$15,000.00). The Annual Report must include, at a minimum, the price received by the Authority and the name of the purchaser for all property sold. The Annual Report shall also contain a description of all assets, services or both assets and services that are sold by the Authority without competitive bidding, which description shall include the following:

- (a) the nature of those assets and/or services;
- (b) the names of the counterparties; and
- (c) where the contract price for assets that are sold by the Authority is less than fair market value, then a detailed explanation of the justification for making such sale without competitive bidding will be provided along with a certification by the Executive Director and Director of Finance and Business Services stating that they have reviewed the terms of the sale and determined that it complies with the applicable law and the Authority's procurement guidelines.

The Authority shall cause its Annual Report to be delivered to the County Executive, the Chief Financial Officer, the President of the Monroe County Legislature and the Authorities Budget Office within ninety (90) days after the end of the Authority's fiscal year.

The Authority shall publish its Annual Report on the Authority's website.

**MONROE COUNTY WATER AUTHORITY POLICY REGARDING
THE ACQUISITION OF INTERESTS IN REAL PROPERTY
(READOPTED OCTOBER 2022)**

The following paragraphs set forth the policy for acquisition by the Monroe County Water Authority (the “Authority”) of interests in real property.

1. **Acquisition of Interests.** Any of the Officers of the Authority is authorized, from time to time, to negotiate and acquire (i) permanent and temporary easements, (ii) options for the purchase of acquisition of easements, lands or rights of land and (iii) lands or interests in lands, for and on behalf of the Authority, which may be reasonably necessary or desirable for or in connection with the installation, construction, reconstruction, operation, maintenance or repair of any of the Authority’s plants, facilities and appurtenances.
2. **Execution of Documents and Price.** In connection with the acquisition of interests in real property, any Officer is authorized to execute, deliver and file or record such documents in form acceptable to him or her in connection therewith and to pay such price or compensation therefore as may be acceptable to him or her.
3. **Acquisitions Requiring Prior Board Approval and/or an Appraisal.** Notwithstanding the foregoing, any acquisition that exceeds \$15,000 shall require prior approval of the Board, and any acquisition that exceeds \$100,000 shall require an independent appraisal. The purpose of the appraisal shall be to substantiate that the amount paid by the Authority does not exceed a fair and reasonable compensation for the acquisition given the facts and circumstances of the proposed transaction.
4. **Authorized Purpose.** No acquisition of an interest in real property may be made unless the purpose for which such acquisition is made complies with the Authority’s Procurement Disclosure Policy and Section 1096 of the New York Public Authorities Law regarding the powers of the Authority.
5. **Annual Report to the New York State Authorities Budget Office.** The Authority will include in its Annual Report a listing and description of, to the extent permitted under applicable laws and regulations governing homeland security, all real property acquired by the Authority during such year having an estimated fair market value in excess of Fifteen Thousand and No/100 Dollars (\$15,000.00). The Annual Report must include, at a minimum, the price paid by the Authority and the name of the seller for all property acquired.

The Authority shall cause its Annual Report to be delivered and published as required by the New York State Authorities Budget Office pursuant to the Public Authorities Accountability Act of 2005.

The Authority shall publish its Annual Report on the Authority’s website.

MONROE COUNTY WATER AUTHORITY
POLICY GOVERNING THE USE OF AUTHORITY DISCRETIONARY FUNDS
(READOPTED OCTOBER 2022)

In general, the Monroe County Water Authority (the “Authority”) may expend funds solely for purposes that relate directly to a power, duty, or purpose of the Authority. The following policy sets forth guidelines for use of the Authority’s discretionary funds.

ARTICLE 1
DEFINITIONS

As used herein, the following terms shall have the meanings set forth below:

“Duties” means the duties of the Authority pursuant to the New York Public Authorities Law, including but not limited to Section 1096a, entitled “Additional duties of the authority.”

“Mission” means the following mission statement filed with the New York State Authorities Budget Office, as amended from time to time: *“The Monroe County Water Authority is a not-for-profit public benefit corporation that reliably provides quality, affordable water that fosters economic vitality and enhanced quality of life for Monroe County and area communities who request service.”*

“Purposes” means the purposes of the Authority set forth in the New York Public Authorities Law and the Authority’s Mission.

“Powers” means the powers of the Authority expressly granted pursuant to the New York Public Authorities Law, including but not limited to Section 1096, entitled “Powers of the authority.”

ARTICLE 2
PROPER USES OF THE AUTHORITY’S DISCRETIONARY FUNDS

Authority Members, officers, and employees shall expend the Authority’s discretionary funds for purposes that relate to and support the Mission of the Authority. Examples of permitted expenditures include, but are not limited to:

1. Expenditures permitted by law that relate directly to a Duty, Power or Purpose of the Authority.
2. Paying compensation and reimbursement to Authority Members, officers and employees pursuant to the Authority’s relevant policies, practices and procedures, as amended and updated from time to time.
3. Expenditures for distinguished service awards to Authority Members, officers, and employees made pursuant to the Authority’s Service Awards Program.
4. Charitable contributions, sponsorships of events and/or other financial contributions when made in furtherance of the Authority’s Duties, Powers or Purposes.

ARTICLE 3
IMPROPER USES OF THE AUTHORITY'S DISCRETIONARY FUNDS

Authority Members, officers, and employees shall not expend the Authority's discretionary funds in support of private or personal interests or to the benefit of directors, management, and staff. Examples of improper uses of the Authority's discretionary funds include, but are not limited to:

1. Any expenditure that would directly violate any other Authority policy, as amended and updated from time to time, including but not limited to the Code of Ethics Policy and the Conflicts of Interest Policy.
2. Personal loans to any person or entity, but not including customary extensions of credit to delinquent ratepayers or pursuant to governmental shared services arrangements.
3. Food, beverages, and other refreshments for personal use and in violation of the Authority's Food Expenditure and Reimbursement Policy.
4. Flowers and gifts for Authority Members, officers, and employees, or their family members.
5. Subsidized or free use of Authority services for the personal use of current or former Authority Members, officers, and employees, or their family members.
6. Other than awards made pursuant to Article 2, Section 3 above, celebrations for special occasions that do not directly relate to the purpose of the Authority, such as catering or decorations for summer picnics, office parties or holiday or retirement parties.
7. Charitable contributions or sponsorships of events not in furtherance of the Authority's Mission, Duties, Powers or Purposes.
8. Purchases of alcohol or tobacco products for human consumption.
9. Personal use of Authority vehicles, unless properly documented for tax purposes.
10. Costs to purchase or mail holiday cards, invitations or expressions of sympathy to Authority Members, officers, and employees, or their family members.
11. Assignment of cell phones or vehicles to non-Authority staff.

ARTICLE 4
LEGAL RIGHTS NOT IMPAIRED

This Policy Governing the Use of Authority Discretionary Funds is intended to provide guidance and is not intended to limit, diminish or impair any rights that the Authority may have under any applicable laws.