

MINUTES**MONROE COUNTY WATER AUTHORITY
REGULAR MEETING****Thursday, April 12, 2018****9:30 a.m.****Board Room, General Offices, 475 Norris Drive, Rochester, New York**

9:32 a.m. The Vice Chairman called this Regular Meeting to order.

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

Members present (7): S. Nasca, S. Volpe, M. Fero, R. Hurlbut, A. Bernstein, W. Bleier-Mervis, J. Rulison
Members absent (0)

Staff present:

N. Noce, Executive Director; K. Eisenmann, Secretary to the Authority; R. Metzger, P.E., Chief Engineer; R. Benschhoff, Exec. Dir. of Operations; S. M. Savage, P.E., Dir. of Engineering; L. Magguilli, Assistant to Exec. Dir.; D. Hendrickson, Human Resource Manager; G. Jablonsky, Manager of Information Technology; T. Uschold, Associate Management Analyst

General Counsel present: R. Miller, Esq. of HS&E

Monroe County Legislative Liaison present: Hon. Frank X. Allkofer

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.

Pledge of Allegiance to the Flag – lead by Vice Chairman Nasca

#18-064 Approve minutes of the Authority's Regular Meeting held on March 8, 2018.

On a motion made by Mr. Rulison, seconded by Mr. Bernstein, the foregoing resolution #18-064 was put to a voice vote and unanimously carried. Ayes: 7; Nays: 0.

#18-065 Accept list of disbursements on check registers dated March 7, March 14, March 21, March 28 and April 4, 2018 which were forwarded to the Authority Members for their review.

On a motion made by Mr. Bernstein, seconded by Mr. Rulison, the foregoing resolution #18-065 was put to a voice vote and unanimously carried. Ayes: 7; Nays: 0.

#18-066 Accept Purchase Order List of materials and supplies for the period March 1, 2018 through April 4, 2018 in the amount of \$592,070.55.

On a motion made by Ms. Bleier-Mervis, seconded by Mrs. Volpe, the foregoing resolution #18-066 was put to a voice vote and unanimously carried. Ayes: 7; Nays: 0.

COMMUNICATIONS — Mr. Noce was pleased to reference correspondence received from the New York State Chapter of the American Public Works Association (APWA) announcing that the Town of Richmond – East Lake Road Water Project, is the 2017 recipient of the NYS Chapter Project of the Year Award – Small Cities / Rural Communities Award – Environmental. He and Mr. Savage explained that this statewide APWA award follows the regional honor presented earlier this year by the APWA Genesee Valley Branch.

Mr. Noce was delighted to display photos and thank-you notes recently sent to Richard Metzger, P.E., from school teams participating in the Hydro Dynamics Robotics Competitions in appreciation for his time and mentoring in their teams' Robotics Projects. The "Robotic Angels Team" presented Mr. Metzger with a framed memento celebrating their project & presentation awards for their Zebra Mussel Guillotine.

Mr. Noce also mentioned that at a recent meeting of the Greater Rochester Enterprise (GRE), the Water Authority and other area organizations/companies were recognized for 10-years' participation in GRE, and he displayed the commemorative panoramic water scene photograph presented to the Authority.

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~ **Item #18-067** ~ *Vice Chairman Nasca and Treasurer Rulison offered the following resolution and moved its adoption:*

#18-067

RESOLUTION #18-067
EXPRESSING APPRECIATION FOR YEARS OF SERVICE AND
BEST WISHES OF THE MONROE COUNTY WATER AUTHORITY BOARD
TO KATHLEEN A. PRESTIDGE UPON HER RETIREMENT

WHEREAS, Kathleen A. Prestidge, a longtime employee of the Water Authority retired March 31, 2018; and

WHEREAS, Kathleen A. Prestidge is a highly skilled and knowledgeable 28+ year veteran of the Water Authority; and,

WHEREAS, Kathleen A. Prestidge will be remembered for her dedicated service by her fellow employees and management of the Water Authority;

NOW THEREFORE BE IT RESOLVED, MCWA extends its appreciation and best wishes for a happy, fulfilling retirement;

BE IT FURTHER RESOLVED, that the Secretary of the Board is hereby requested to forward a copy of this resolution to Kathleen A. Prestidge, MCWA Retiree.

This resolution adopted unanimously

#18-068 Confirm the following personnel appointment pending approval and pursuant to the Rules and Regulations of the Monroe County Civil Service Commission:
Promotional Appointment of Benjamin Howlett to the title of Distribution Maintenance Mechanic, effective April 16, 2018, at Salary Schedule 4, Group 6, Step 9.

On a motion made by Mr. Bernstein, seconded by Ms. Bleier-Mervis, and duly put to a vote on roll call, the foregoing resolution #18-068 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-069 Confirm the following personnel appointment pending approval and pursuant to the Rules and Regulations of the Monroe County Civil Service Commission:
Temporary Appointment of Kevin Harman to the title of Utility Worker, effective April 16, 2018, at Salary Schedule 4, Group 3, Step 1.

On a motion made by Mr. Hurlbut, seconded by Mr. Bernstein, and duly put to a vote on roll call, the foregoing resolution #18-069 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-070 Confirm the following personnel appointment pending approval and pursuant to the Rules and Regulations of the Monroe County Civil Service Commission:
Appointment of Michael Balistere to the title of Assistant Construction Inspector, effective April 27, 2018, at Salary Schedule 5, Group 2, Step 1.

On a motion made by Mr. Fero, seconded by Mrs. Volpe, and duly put to a vote on roll call, the foregoing resolution #18-070 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

For Items #18-071 and #18-072, Ms. Hendrickson addressed the Board on revising salary schedules for student interns and for seasonal laborers/clerks. She explained these are being updated with modest increases to more closely align with current market in recruiting capable student intern candidates and to keep pace with minimum wage escalation in hiring of college students for seasonal employment.

#18-071 Resolved hereby to: **Approve Student Intern Salary Schedule Summary** in the form presented on this date; to be effective immediately.

On a motion made by Mr. Bernstein, seconded by Mrs. Volpe, and duly put to a vote on roll call, the foregoing resolution #18-071 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

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#18-072 Resolved hereby to: **Approve Seasonal Labor Salary Schedule** in the form presented on this date; to be effective immediately.

On a motion made by Mr. Hurlbut, seconded by Mrs. Volpe, and duly put to a vote on roll call, the foregoing resolution #18-072 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

In discussion of Item #18-073, Mr. Savage briefed the Members about the general duties of the Authority's Consulting Engineer as defined by our Trust Indenture. Mr. Savage recapped the RFQ process and stated the selection committee reviewed the proposals received and recommend O'Brien and Gere (OBG). He mentioned OBG has been MCWA's Consulting Engineer for a number of years; he also discussed value of services provided under this contract per year and the contract terms.

#18-073 Authorize the Executive Director to execute a **Professional Services Agreement with O'Brien & Gere Engineers, Inc. (OBG) to undertake the duties of the Water Authority's Consulting Engineer** for an initial term of three years, with the option to extend for up to two additional one-year terms with mutual consent.

On a motion made by Mr. Rulison, seconded by Mr. Bernstein, and duly put to a vote on roll call, the foregoing resolution #18-073 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

For Item #18-074, Mr. Savage again addressed the Board; he provided summary overview of the scope and location of Phase 2 of the project taking place in the Towns of Chili and Wheatland. He discussed bid results and responded follow up questions from Vice Chairman Nasca.

#18-074 Authorize the award of a **unit price contract for the 2017 Water Main Replacements – Phase 2** to the low, responsive, responsible bidder, Randsco Pipeline, Inc. in the bid amount of \$309,665.

On a motion made by Mr. Hurlbut, seconded by Ms. Bleier-Mervis, and duly put to a vote on roll call, the foregoing resolution #18-074 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

In discussion of Item #18-075, Mr. Noce briefed the Board for authorization on this unit price contract for purchasing Neptune Water Meters and meter-related parts and accessories. He recapped bid results and invited any questions from the Members.

#18-075 Authorize the award of a **unit price purchase contract for Neptune Cold Water Meters and Large Cold Water Meters** to the low responsive responsible bidder, Neptune Technology Group, with a total Bid amount (Groups A & B) of \$2,790,812.40. Bid was separated into two groupings: Group A encompasses all the Neptune Meters; Group B covers all Neptune meter-related parts and accessories. This is a one-year, unit price contract with the option to renew for up to four additional one-year terms upon mutual consent.

On a motion made by Mr. Bernstein, seconded by Mr. Fero, and duly put to a vote on roll call, the foregoing resolution #18-075 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

For Item #18-076, Mr. Benshoff addressed the Board for authorization in utilizing the Monroe County Contract for purchasing screened top soil, fill dirt and sands from various vendors awarded under the Contract. He explained the Authority uses top soil etc. throughout the year for projects and lawn restoration/repair.

#18-076 Authorize the **purchase of Screened Topsoil, Fill Dirt, Select Fill and Various Sands utilizing Monroe County Contract – Highway Materials – Group II**, Contract #0103-16 for an estimated amount of \$40,000 through the contract period ending February 28, 2019 – from various vendors awarded including: Brongo Contracting & Supply (#4700007277), Greentech (#4700007285), Macedon Landscaping (#4700007291), Monroe Roadways (#4700007294), Morrison Excavating Inc. (#4700007295), R.M. Landscape Inc. (#4700007296), Taouk Development LLC (#4700007300), and Blake Miller Lawn & Landscape (#4700007445).

On a motion made by Mr. Hurlbut, seconded by Mr. Bernstein, and duly put to a vote on roll call, the foregoing resolution #18-076 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

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For Items #17-077 through #17-079, Mr. Benshoff briefed the Board for each of these authorizations in utilizing Monroe County Contract – Highway Materials - Group II, for purchasing these materials from various vendors awarded under the Contract. He explained the materials are used throughout the year for main repair work and construction projects.

#18-077 Authorize the **purchase of Construction Stone Products utilizing Monroe County Contract – Highway Materials – Group II** – Contract No. 0103-16, for an estimated total amount of \$400,000 through the contract period ending February 28, 2019 - from various vendors awarded including: Dolomite Products Co. Inc. (#4700007281), Hanson Aggregates NY LLC (#4700007286), and Iroquois Rock Products (#4700007288).

On a motion made by Mr. Rulison, seconded by Mrs. Volpe, and duly put to a vote on roll call, the foregoing resolution #18-077 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-078 Authorize the **purchase of Temporary Asphalt Material (Patching Material and Hot Mix Material) utilizing Monroe County Contract – Highway Materials – Group II**, Contract No. 0103-16, from vendor awarded, Rochester Asphalt Materials (#4700007297), for an estimated total amount of \$150,000 through the contract period ending February 28, 2019.

On a motion made by Mr. Bernstein, seconded by Mr. Fero, and duly put to a vote on roll call, the foregoing resolution #18-078 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-079 Authorize the **purchase of Temporary Asphalt Material (Patching Material) utilizing Monroe County Contract – Highway Materials – Group II**, Contract No. 0103-16, from vendor awarded, Innovative Municipal Products (US) Inc. (#4700007287), for an estimated total amount of \$100,000 through the contract period ending February 28, 2019.

On a motion made by Ms. Bleier-Mervis, seconded by Mr. Rulison, and duly put to a vote on roll call, the foregoing resolution #18-079 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

For Item #18-080, Mr. Benshoff again addressed the Board for authorization in utilizing this Monroe County Contract - for routine and emergency tree service. He indicated work to be performed as needed during the year.

#18-080 Authorize the **use of Monroe County Contract – Highway Materials – Group I**, Contract No. 0102-16, #4700007325 (currently held by Terry Tree Service LLC) for **Routine & Emergency Tree Service**, work to be performed as needed, for an estimated amount of \$50,000 through the contract period ending February 28, 2019.

On a motion made by Mr. Bernstein, seconded by Mr. Hurlbut, and duly put to a vote on roll call, the foregoing resolution #18-080 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

In discussion of Item #18-081, Mr. Benshoff once more addressed the Board for authorization in utilizing this Monroe County Contract - for General Motors parts and supplies - as needed for the maintenance and repair of Authority fleet vehicles.

#18-081 Authorize the **purchase of various General Motors (GM) Parts and/or Supplies for maintenance and repair of Water Authority vehicles utilizing Monroe County Contract – General Motors, Automotive Engine & Auto Body Parts – BP #0213-16** from vendor awarded, Hoselton Chevrolet (#4700007335), for an estimated amount of \$25,000 through the contract period ending March 31, 2019.

On a motion made by Mr. Rulison, seconded by Mr. Fero, and duly put to a vote on roll call, the foregoing resolution #18-081 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

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For Item #18-082, Mr. Metzger addressed the Members for authorization in use of the NYS OGS contract for Heavy Equipment to purchase a replacement forklift for the Shoremont WTP. He explained this to replace an aging unit and he responded to an inquiry from Mr. Nasca on utilization and lifespan of this type of heavy equipment.

#18-082 Authorize the **procurement of a Doosan G30N-7-LP Forklift under the terms of New York State Contract Group 40625**, Contract No. PC67141, held by Clark Equipment Co. d/b/a Doosan Infracore Construction Equipment America, for an estimated amount of \$28,531.

On a motion made by Mr. Rulison, seconded by Mrs. Volpe, and duly put to a vote on roll call, the foregoing resolution #18-082 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

In discussion of Item #18-083, Mr. Metzger again briefed the Board; this to authorize use of the NYS OGS contract for Advanced Scientific Equipment & Instruments – held by Hach Company – to purchase laboratory and process monitoring and control equipment throughout the year.

#18-083 Authorize the **procurement of Advanced Scientific Equipment & Instruments under the terms of New York State Contract Group 38700**, Contract No. PC67243, held by the Hach Company, for an estimated amount of \$100,000 for a one-year term with the option to extend for an additional one-year term upon mutual consent.

On a motion made by Mr. Bernstein, seconded by Mr. Hurlbut, and duly put to a vote on roll call, the foregoing resolution #18-083 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

For Item #18-084, Mr. Jablonsky briefed the Board for authorization in utilizing NYS OGS Technology and Commodity Contracts for purchasing various network equipment as may be needed throughout the year, and he mentioned a few pieces of equipment are needed at this time.

#18-084 Authorize the **purchase of Network equipment for 2018 from the NYS OGS Technology and Commodity Contracts** at a total estimated cost of \$50,000.

On a motion made by Mr. Hurlbut, seconded by Mr. Bernstein, and duly put to a vote on roll call, the foregoing resolution #18-084 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

For Item #18-085, Mr. Jablonsky briefed the Board for authorization to renew annual technical support contracts for existing Oracle licenses. The Members had also been provided with his recommendation memorandum detailing these renewals.

#18-085 Authorize the **renewal of annual support contracts for existing Oracle licenses from Oracle Corp. under NYS OGS Contract #PM20940** for an estimated total cost of \$26,000.

On a motion made by Mr. Rulison, seconded by Mr. Hurlbut, and duly put to a vote on roll call, the foregoing resolution #18-085 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-086 The Members of the Authority expressly make the following determinations for all awards of Procurement Contracts made during this meeting: (i) the proposed awardee has been found to be responsible; (ii) the proposed awardee complied with the State Finance Law provisions regarding Permissible Contacts (as defined in the Authority's Procurement Disclosure Policy); (iii) the proposed awardee has (or will prior to the final award being effective) complied with the State Finance Law provisions that require disclosure of all information required to be in the Authority's Solicitation Materials (as such term is defined in the Authority's Procurement Disclosure Policy); and (iv) the procurement process did not involve conduct that is prohibited by the Public Officers Law, the Authority's Procurement Disclosure Policy, and the Authority's Code of Ethics and Conflict of Interest Policies.

On a motion made by Mr. Bernstein, seconded by Mr. Hurlbut, and duly put to a vote on roll call, the foregoing resolution #18-086 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

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For Item #18-087, Mr. Noce addressed the Board; he explained the only revision at this time is in order to reflect a change in designation of Contracting Officer.

#18-087 The Board hereby **approves MCWA's Disposal Guidelines**, as revised and presented.

On a motion made by Mr. Rulison, seconded by Mrs. Volpe, and duly put to a vote on roll call, the foregoing resolution #18-087 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-088 Resolved hereby to: **Amend the By-Laws of the Monroe County Water Authority**, as presented, in the form attached hereto and made a part of the minutes hereof.

Resolution to Amend the By-Laws was Tabled at March 8, 2018 regular meeting for 1 meeting as required.

On a motion to Take from Table made by Mr. Nasca, seconded by Mr. Rulison, the foregoing resolution was put to a voice vote to Take from Table and unanimously carried. Ayes: 7; Nays: 0.

And thereafter:

On a motion made by Mr. Hurlbut, seconded by Mrs. Volpe, and duly put to a vote on roll call, the foregoing resolution #18-088 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

In discussion of Item #18-089, Mr. Noce addressed the Members, in addition to the Report having been previously e-mailed to each Board Member for their prior review. Mr. Noce acknowledged staff for team efforts in preparing various pieces in compiling this Annual Report.

#18-089 Resolved: The Board hereby **approves the Monroe County Water Authority's 2017 Annual Report**, submitted in accordance with Section 2800 of the Public Authorities Law and entered electronically into the Public Authorities Reporting Information System (PARIS) as required by the New York State Authorities Budget Office.

On a motion made by Mr. Rulison, seconded by Mr. Hurlbut, and duly put to a vote on roll call, the foregoing resolution #18-089 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

EXECUTIVE SESSION

#18-ES 9:58 a.m. Vice Chairman Nasca requested a motion to enter executive session under attorney-client privilege to discuss collective bargaining negotiations currently underway. Moved by Mr. Bernstein, seconded by Mr. Fero, and put to a vote on roll call, the Board unanimously agreed to enter executive session. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

10:09 a.m. Motion to conclude executive session: Moved by Mr. Rulison, seconded by Ms. Bleier-Mervis, the Board upon voice vote unanimously agreed to conclude executive session. Vice Chairman Nasca called this Regular Meeting back in open session. No formal action taken.


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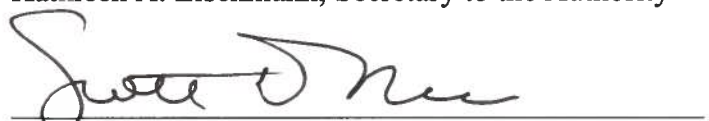
Presented for Board Members' informational purposes:

- Notification of proposed recipients of Requests for Proposals (RFP) for Telecommunication Services/Support.
- In Board folders for review:
 - MCWA Quarterly Claims Report – Period Ending: March 31, 2018.
 - Any routine monthly updates.

* * *

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


Kathleen A. Eisenmann, Secretary to the Authority


Scott D. Nasca, Vice Chairman

**AMENDED AND RESTATED
BY-LAWS OF THE MONROE COUNTY WATER AUTHORITY**

(Section 1096, paragraph 10 of the Public Authorities Law provides that the Monroe County Water Authority shall have the power to make by-laws for the management and regulation of its affairs, and, subject to agreements with its bondholders, to make rules for the sale of water and the collection of rents and charges therefor. A copy of such By-Laws and rules, and all amendments thereto, duly certified by the Secretary of the Authority, shall be filed in the office of the Clerk of the County and thereafter published once in two newspapers having a general circulation in the County.)

**ARTICLE I
The Authority**

1. Name of Authority. The name of the Authority is the Monroe County Water Authority (the “Authority”).
2. Purposes. The Authority is a public benefit corporation, created by and having the powers and functions set forth in the Monroe County Water Authority Act of the Public Authorities Law, as amended (the “Act”).
3. Fiscal Year. The fiscal year of the Authority shall coincide with the calendar year. The Authority’s fiscal year may be changed by resolution adopted at a regular or special meeting of the Authority.

**ARTICLE II
Meetings**

1. Annual Meeting. The annual meeting of the members of the Authority (the “Members”) for the election of officers and the transaction of such other business as may properly come before it shall be held at the principal offices of the Authority, 475 Norris Drive, Rochester, New York, or at such other place, and at such time and on such date during the month of April in each year as directed by the Chairperson of the Authority.
2. Regular Meetings. Regular meetings of the Members shall be held at least once in each and every calendar month at a date, time and place directed by the Chairperson of the Authority.

3. Special Meetings. All special meetings may be held at any time or place within the County of Monroe on twenty-four (24) hours' notice to each Member, or upon shorter notice by written waiver of notice of such meeting signed by each Member. Such notice may be oral, by facsimile, electronically mailed, personally delivered or written.

Special meetings may be called by the Chairperson, or in his or her absence, by the Vice-Chairperson. Special meetings also may be called by any two Members.

4. Regular and Special Meetings. Any regular and special meetings shall be open for the consideration of any matter properly brought to the attention of the Authority.

5. Waiver. Notice of a meeting need not be given to any Member who submits a signed waiver whether before or after the meeting, or who attends the meeting without protesting, prior thereto or at its commencement, the lack of notice to him or her.

6. Quorum. Four Members shall constitute a quorum at any meeting duly called and held. No action shall be taken except pursuant to the favorable vote of at least four Members. A majority of the Members present, whether or not a quorum is present, may adjourn any meeting to another time and place.

ARTICLE III

Members of the Authority

1. Term of Office. The term of office for Members shall be as fixed by Section 1095 of the Public Authorities Law (enacted into law as Chapter 804 of the Laws of 1950 as amended by Chapter 116 of the Laws of 1951, and as further amended by Chapter 938 of the Laws of 1977, and as may be further amended from time to time), and they shall have the duties and powers as set forth therein.

2. Members of the Authority:

- (i) Power and General Duties. The Members shall oversee the management of the affairs of the Authority by its Executive Director and other employed officers. The Members shall establish, monitor and update from time to time such policies as they deem necessary or desirable and appropriate to promote honest and ethical conduct by the Authority's officers, employees, and to maintain and enhance the public's confidence in the Authority. To that end, the Members shall periodically review and update the Authority's code of ethics and policies regarding conflicts of interest; policies regarding the procurement or disposition of real and personal property, or interest therein, by the Authority; and policies regarding the purchase of goods and services, including service contracts. All of such policies shall be consistent with the Act, other applicable law or these By-Laws.
- (ii) Fiduciary Duty. The Members shall perform each of their duties in good faith and with that degree of diligence, care and skill that an ordinarily prudent person in like position would use under similar circumstances,

and apply independent judgment in the best interest of the Authority, its mission and the public.

- (iii) Acknowledgement. Each Member shall execute an acknowledgement, in the form prescribed by the New York State Authorities Budget Office.
- (iv) Oath of Office. Within thirty (30) days after beginning their appointments, each Member shall take an oath of office as required by Section 10 of the New York Public Officers Law.

3. Governance Committee. The Authority shall appoint and constitute a standing governance committee comprised of at least three (3) independent Members who possess the necessary skills to understand the duties and functions of the Governance Committee. At least annually, the Chairperson of the Authority shall appoint the members and select the chair of the Governance Committee. The Chairperson of the Authority shall be a member ex officio of the Governance Committee and shall have the right, but not the duty, to vote on all propositions before such committee. The responsibilities of the Governance Committee shall include:

- (i) developing and recommending to the Members a set of corporate governance principles applicable to the Authority, reviewing corporate governance trends and obligations, especially as they pertain to public authorities and reporting on same periodically, reviewing the Authority's corporate governance guidelines periodically, and recommending to the Members such changes to the Authority's corporate governance guidelines as the Governance Committee from time to time deems necessary or desirable and appropriate;
- (ii) reviewing annually with the Members the appropriate skills, characteristics and experiences required of Members in the context of the then current composition of the Authority and, as applicable, advising the County Legislature on the skills and experience required of potential Members; and
- (iii) examining ethical and conflict of interest issues, performing Member self-evaluations, and recommending to the Members, as necessary, revisions to these By-Laws.

4. Audit Committee. The Authority shall appoint and constitute a standing audit committee comprised of at least three (3) independent Members who possess the necessary skills to understand the duties and functions of the Audit Committee and shall be familiar with corporate financial and accounting practices. At least annually, the Chairperson of the Authority shall appoint the members and select the chair of the Audit Committee. The Chairperson of the Authority shall be a member ex officio of the Audit Committee and shall have the right, but not the duty, to vote on all propositions before such committee. The responsibilities of the Audit Committee shall include:

- (i) reviewing and approving the Authority’s financial statements;
- (ii) overseeing the Authority’s internal controls and compliance systems;
- (iii) appointing, compensating and overseeing outside auditors retained by the Authority. Unless otherwise approved by the Members, such outside auditors shall not provide non-audit services to the Authority;
- (iv) resolving disagreements with respect to, and overseeing compliance with, accounting policies and principles;
- (v) reviewing management reports on internal controls and attestation of such reports by the Authority’s outside auditors; and
- (vi) investigating compliance with the Authority’s policies and/or referring instances of non-compliance to the appropriate offices for investigation.

5. Finance Committee. The Authority shall appoint and constitute a standing finance committee comprised of at least three (3) independent Members who possess the necessary skills to understand the duties and functions of the Finance Committee. At least annually, the Chairperson of the Authority shall appoint the Members and select the chair of the Finance Committee. The Chairperson of the Authority shall be a member ex officio of the Finance Committee and shall have the right, but not the duty, to vote on all propositions before such committee. The responsibilities of the Finance Committee shall include, without limitation:

- (i) reviewing proposals for the issuance of debt by the Authority;
- (ii) preparing and submitting to the Authorities Budget Office (“ABO”) a statement of intent to guide the Authority’s issuance and overall amount of bonds, notes, or other debt obligations that the Authority may issue by a deadline fixed by the ABO; and
- (iii) issuing recommendations regarding the issuance of debt by the Authority.

6. Compensation Committee. The Authority shall appoint and constitute a standing compensation committee comprised of at least three (3) independent Members who possess the necessary skills to understand the duties and functions of the Compensation Committee. At least annually, the Chairperson of the Authority shall appoint the Members and select the chair of the Compensation Committee. The Chairperson shall be a member ex officio of the Compensation Committee and shall have the right, but not the duty, to vote on all propositions before such committee. The responsibilities of the Compensation Finance Committee shall include, without limitation:

- (i) appointing, compensating and overseeing an independent compensation consultant retained by the Authority;
- (ii) working with the independent compensation consultant to create, implement, and regularly update a written compensation philosophy; and

- (iii) from time to time, reviewing and implementing procedures regarding the performance and compensation of Executive Staff of the Authority (as defined in Article IV, Section 6 of these By-Laws), including preparing a written annual performance review of the Executive Director, reviewing the annual performance reviews of other Executive Staff prepared by the Executive Director, and recommending annual salary increases based, in part, on the Authority's written compensation philosophy and the written annual performance reviews described in this item (iii).

7. Other Standing Committees. The Chairperson may, from time to time, appoint other standing committees for general or specific purposes, each consisting of at least two Members. The Chairperson shall be a member of each such committee by virtue of his office. Such standing committees will be charged with duties and responsibilities described by the Chairperson and shall report to the Authority at its regular meetings.

8. Members Compensation. Pursuant to Section 1095 of the New York Public Authorities Law, the Members shall receive such compensation as is fixed from time to time by the Monroe County legislature for the performance of their regular duties, as defined by resolution of the Members, which shall include the attendance of regular meetings of the Authority provided for in Article I of the By-Laws.

ARTICLE IV Officers of the Authority

1. The officers of the Authority shall be a Chairperson, Vice Chairperson and Treasurer, who shall be Members, and a Secretary who need not be a Member of the Authority. The Chairperson shall be elected annually by the Members at their annual meeting in accordance with Section 1095 of the Public Officers Law. The Vice Chairperson and Treasurer of the Authority shall be elected annually by the Members at their annual meeting or, in the case of a vacancy, at any regular meeting of the Members. The Secretary and any other officer shall be appointed by, and shall serve at the pleasure of, the Authority, subject to the rights of such persons under the Civil Service Law.

2. Chairperson. The Chairperson shall preside at all meetings of the Members. He or she shall sign in the name of the Authority all notes, bonds or other evidences of indebtedness when so authorized by resolution of the Authority, and shall perform such other duties as may be assigned to him or her from time to time by the Authority.

3. Vice Chairperson. The Vice-Chairperson shall, in the absence or incapacity of the Chairperson, perform the duties of that officer.

4. Treasurer. The Treasurer shall have the care and custody of all funds and securities of the Authority from whatever source derived and shall deposit the same forthwith in the name of the Authority in such bank or banks in the State of New York as the Authority shall designate. The moneys in such accounts shall be paid out on check of the Treasurer, the Executive Director or the Director of Finance and Business Services, on requisition by the Authority, or on requisition of such other person or persons as the Authority may authorize to make such requisitions. Funds not immediately required by the Authority shall be invested in accordance with the Authority's investment policy and applicable law.

5. Secretary. The Secretary shall keep the minutes of the meetings of the Authority; shall attend to the serving of notices of all meetings, regular or special; shall affix the seal to all papers or documents as may require it; shall attend to such correspondence as may be assigned to him or her; and shall perform all the duties as the Authority may designate. The Authority may designate an Acting Secretary who, in the absence or incapacity of the Secretary, shall perform the duties of that officer.

6. Other Officers and Employees. From time to time, the Authority shall appoint and assign the duties and qualifications of one or more of an Executive Director, a Director of Finance and Business Services, an Executive Engineer, a Personnel Manager, a Director of Production/Water Supply, a Director of Operations, a Director of Facilities and Fleet Maintenance, a Civil Engineer - Water Distribution, a Director of Information Technology, and an Assistant to the Executive Director (collectively, and together with the Secretary, the "Executive Staff"), subject to the applicable terms of the Civil Service Law of the State of New York. The Authority may appoint, and at its pleasure remove, such other officers and employees as it may require for the performance of its duties, fix and determine their qualification, duties and compensation, subject to the provisions of the Civil Service Law of the State of New York.

7. Contracts; Authority to Execute. The Members may, by resolution, authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Authority, and such authority may be general or confined to specific instances; but, unless so authorized by the Members by resolution, or expressly authorized by these By-Laws, no officer, agent or employee shall have any power or authority to (i) bind the Authority by any contract or engagement other than in the ordinary course of the Authority's business or (ii) pledge the Authority's credit or to render it liable financially in any amount for any purpose, except for the payment of a debt or obligation not in excess of:

- (i) for all contracts, or orders, for work, materials or supplies performed or furnished in connection with construction, the sum of \$5,000.00; and
- (ii) for all other purposes, the sum of \$15,000.00.

The foregoing limitations shall not apply to the payment of the Authority's obligations under, in connection with or pursuant to any contract or engagement that has been properly authorized in accordance with these By-Laws.

8. Defense and Indemnification of Members, Officers and Employees. The Authority shall defend, indemnify and save harmless its employees (as "employee" is defined in Section 18 (1)(b) of the Public Officers Law of the State of New York) to the full extent authorized or permitted by Section 18 of the Public Officers Law (being Chapter 277 of the Laws of 1981) or by any other applicable law. Said Section 18 of the Public Officers law is incorporated by reference herein as if fully set forth in this Section 8. The Authority makes the agreements required by Section 2(b) of said Section 18 of the Public Officers Law and is authorized to provide insurance as permitted by Section 8 of said Section 18 of the Public Officers Law.

ARTICLE V
Amendments

1. These By-Laws may be repealed or amended by the Monroe County Water Authority at any duly called regular or special meeting of the Authority, provided, however, that any motion to repeal or amend these By-Laws shall not be adopted until the same has laid on the table until the next succeeding regular meeting.

ARTICLE VI
Seal

1. The seal of the Water Authority shall be circular in form and shall bear the name of the Monroe County Water Authority, State of New York and 1951. Thus:

I, KATHLEEN EISENMANN, duly appointed and qualified Secretary of the Monroe County Water Authority do hereby CERTIFY that the foregoing is a true, correct and complete copy of the By-Laws of said Monroe County Water Authority, as amended April 12, 2018.

WITNESSETH, my hand and seal this 12th day of April 2018.

Kathleen A. Eisenmann,
Secretary to the Authority