

MINUTES**MONROE COUNTY WATER AUTHORITY****ANNUAL MEETING**

THURSDAY, APRIL 12, 2018

Immediately Followed Regular Meeting on this date
 Board Room, General Offices, 475 Norris Drive, Rochester, New York

10:10 a.m. The Vice Chairman called the Annual Meeting to order.

Roll call of the membership of the Board and determination that a quorum was present, conducted upon commencement of the Regular Meeting held just prior to this Annual Meeting; All 7 Members remain here present for the Annual Meeting:

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. Benshoff, Exec. Dir. of Operations; S. M. Savage, P.E., Dir. of Engineering; L. Magguilli, Assistant to Exec. Dir.; D. Hendrickson, Human Resource Manager

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

#18-AM-01 RESOLVED: That the actions of the officers of the Monroe County Water Authority since the Annual Meeting held Thursday, April 13, 2017 be, and they hereby are, ratified and reaffirmed.

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-AM-01 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-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 Mrs. Volpe, and duly put to a vote on roll call, the foregoing resolution #18-AM-02 unanimously carried. AYES: 7 (Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison, Nasca); NAYS: 0.

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

On a nomination made by Mr. Bernstein, seconded by Mrs. Volpe, and duly put to a vote on roll call, the foregoing resolution #18-AM-03 unanimously carried. AYES: 7 (Nasca, Volpe, Hurlbut, Bernstein, Bleier-Mervis, Rulison, Fero); NAYS: 0.

#18-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 Mr. Fero, and duly put to a vote on roll call, the foregoing resolution #18-AM-04 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-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 (Trustee)	Pittsburgh, Pennsylvania
The Bank of New York Mellon (Third Party Custodian for Key Bank)	New York, New York

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The Bank of New York Mellon (Third Party Custodian for M&T Bank)	New York, New York
M & T Bank	Rochester, New York
Key Bank	Albany, New York
JP Morgan Chase Bank	Rochester, New York

On a motion made by Mr. Bernstein, seconded by Mr. Fero, and duly put to a vote on roll call, the foregoing resolution #18-AM-05 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-AM-06 RESOLVED: In connection with both the re-appointment of M & T Bank as a designated depository bank pursuant to the foregoing resolution #18-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. Rulison, seconded by Mr. Hurlbut, and duly put to a vote on roll call, the foregoing resolution #18-AM-06 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-AM-07 RESOLVED: In connection with both the re-appointment of Key Bank as a designated depository bank pursuant to the foregoing resolution #18-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 Mr. Bernstein, seconded by Mrs. Volpe, and duly put to a vote on roll call, the foregoing resolution #18-AM-07 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-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 #18-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. Fero, and duly put to a vote on roll call, the foregoing resolution #18-AM-08 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-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 Ms. Bleier-Mervis, and duly put to a vote on roll call, the foregoing resolution #18-AM-09 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

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#18-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. Fero, seconded by Mr. Hurlbut, and duly put to a vote on roll call, the foregoing resolution #18-AM-10 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-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 Mrs. Volpe, and duly put to a vote on roll call, the foregoing resolution #18-AM-11 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-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 2018.

On a motion made by Mr. Rulison, seconded by Mr. Bernstein, and duly put to a vote on roll call, the foregoing resolution #18-AM-12 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-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 Allen S. Bernstein; 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 Mr. Bernstein, and duly put to a vote on roll call, the foregoing resolution #18-AM-13 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-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, and duly put to a vote on roll call, the foregoing resolution #18-AM-14 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

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#18-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 Matthew J. Fero;
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. Rulison, seconded by Mr. Hurlbut, and duly put to a vote on roll call, the foregoing resolution #18-AM-15 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-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. Bernstein, seconded by Mr. Rulison, and duly put to a vote on roll call, the foregoing resolution #18-AM-16 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-AM-17 Resolved hereby to adopt the Monroe County Water Authority Prohibited Contractor List, updated April 10, 2018, as issued by the Monroe County Water Authority Ethics Board.

On a motion made by Mr. Rulison, seconded by Mr. Bernstein, and duly put to a vote on roll call, the foregoing resolution #18-AM-17 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

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

#18-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 Executive Engineer 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 Executive Engineer 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.

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On a motion made by Mr. Rulison, seconded by Mrs. Volpe, and duly put to a vote on roll call, the foregoing resolution #18-AM-19 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

#18-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. Bernstein, seconded by Ms. Bleier-Mervis, and duly put to a vote on roll call, the foregoing resolution #18-AM-20 unanimously carried. AYES: 7 (Nasca, Volpe, Fero, Hurlbut, Bernstein, Bleier-Mervis, Rulison); NAYS: 0.

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


Kathleen A. Eisenmann, Secretary to the Authority


Scott D. Nasca, Chairman