

MINUTES of the **ANNUAL MEETING** of the **ERIE COUNTY WATER AUTHORITY** held in the office, 295 Main Street, Room 350, Buffalo, New York, on the 30th day of April 2020.

PRESENT: Jerome D. Schad, Commissioner
Mark S. Carney, Commissioner
Terrence D. McCracken, Secretary to the Authority
Karen A. Prendergast, Chief Financial Officer (via teleconference)
Margaret A. Murphy, General Counsel (via teleconference)
Russell J. Stoll, Chief Operating Officer
Leonard F. Kowalski, Executive Engineer (via teleconference)
Daniel J. NeMoyer, Director of Human Resources (via teleconference)
Lavonya C. Lester, Director of Administration (via teleconference)
Sabrina A. Figler, Director of Water Quality (via teleconference)
Matthew W. Barrett, Security Officer (via teleconference)
Jeffrey Schlierf, Acting Manager of Information Technology (via teleconference)
Richard J. Deren, Network Specialist

ATTENDEES:

PLEDGE TO THE FLAG

I. CALL TO ORDER/ROLL CALL

The meeting was called to order at 9:30 a.m. A quorum was present with two Commissioners.

ITEM 1 - NOMINATION OF TEMPORARY SECRETARY

Motion by Mr. Jerome Schad seconded by Mr. Mark Carney and carried to appoint Karen A. Prendergast as Temporary Secretary for the Annual Meeting.

Ayes: Two; Commrs. Schad and Carney

Noes: None

ITEM 2 - NOMINATION OF TEMPORARY CHAIR

Motion by Mr. Jerome Schad seconded by Mr. Mark Carney and carried to appoint Mark S. Carney as Temporary Chair for the Annual Meeting.

Ayes: Two; Commrs. Schad and Carney
Noes: None

ITEM 3 - NOMINATION OF CHAIR

Nominations were opened for the office of Chair.

Motion by Mr. Mark Carney seconded by Mr. Jerome Schad and carried to nominate Jerome D. Schad as Chair of the Erie County Water Authority for the ensuing year.

Motion by Mr. Mark Carney seconded by Mr. Jerome Schad and carried to move that nominations be closed.

Ayes: Two; Commrs. Schad and Carney
Noes: None

Motion carried to elect Jerome D. Schad as Chair.

At this point, Mr. Mark Carney turned the meeting over to the newly elected Chair.

ITEM 4 - NOMINATION OF VICE CHAIR

Nominations were opened for the office of Vice Chair.

Motion by Mr. Jerome Schad seconded by Mr. Mark Carney and carried to nominate Mark S. Carney as Vice Chair of the Erie County Water Authority for the ensuing year.

Motion by Mr. Jerome Schad seconded by Mr. Mark Carney and carried to move that nominations be closed.

Ayes: Two; Commrs. Schad and Carney
Noes: None

Motion carried to elect Mark S. Carney as Vice Chair.

ITEM 5 - TREASURER

Nominations were opened for the office of Treasurer.

Motion by Mr. Jerome Schad seconded by Mr. Mark Carney and carried to nominate Mark S. Carney as Treasurer of the Erie County Water Authority for the ensuing year.

Motion by Mr. Jerome Schad seconded by Mr. Mark Carney and carried to move that nominations be closed.

Ayes: Two; Commrs. Schad and Carney

Noes: None

Motion carried to elect Mark S. Carney as Treasurer.

ITEM 6 - SECRETARY

Nominations were opened for the office of Secretary.

Motion by Mr. Jerome Schad seconded by Mr. Mark Carney and carried to nominate Terrence D. McCracken as Secretary to the Erie County Water Authority for the ensuing year.

Motion by Mr. Jerome Schad seconded by Mr. Mark Carney and carried to move that nominations be closed.

Ayes: Two; Commrs. Schad and Carney

Noes: None

Motion carried to elect Terrence D. McCracken as Secretary to the Erie County Water Authority.

ITEM 7 - ASSISTANT SECRETARY

Nominations are open for the office of Assistant Secretary.

Motion by Mr. Jerome Schad seconded by Mr. Mark Carney and carried to nominate Karen A. Prendergast as Assistant Secretary to the Erie County Water Authority for the ensuing year.

Motion by Mr. Jerome Schad seconded by Mr. Mark Carney and carried to move that nominations be closed.

Ayes: Two; Commrs. Schad and Carney
Noes: None

Motion carried to elect Karen A. Prendergast as Assistant Secretary to the Authority.

ITEM 8 - AUTHORIZATION TO DESIGNATE DEPOSITORIES FOR FUNDS

Motion by Mr. Jerome Schad seconded by Mr. Mark Carney and carried that the Erie County Water Authority designate the financial institutions listed below as depositories for funds collected by the Treasurer:

EVANS BANK, N.A.
JP MORGAN CHASE BANK, N.A.
JP MORGAN SECURITIES LLC
KEY BANK OF NEW YORK
M&T BANK
MANUFACTURERS & TRADERS TRUST COMPANY/
WILMINGTON TRUST, N.A.
UBS FINANCIAL SERVICES, INC.

And furthermore, the Treasurer is hereby authorized and directed to execute all necessary signature cards and other financial institution documents necessary for funds collected by the Treasurer to be deposited in the named institutions. This resolution incorporates by reference any resolution required by a financial institution to be adopted by the governing board of a depositor.

Ayes: Two; Commrs. Schad and Carney
Noes: None

ITEM 9 - AUTHORIZATION TO APPROVE THE FOLLOWING TO EXECUTE ERIE COUNTY WATER AUTHORITY CHECKS ON BEHALF OF THE ERIE COUNTY WATER AUTHORITY

Motion by Mr. Jerome Schad seconded by Mr. Mark Carney and carried to authorize the following to execute Erie County Water Authority checks on behalf of the Authority:

Director of Human Resources
General Counsel
Chief Operating Officer
Secretary to the Authority
Treasurer

Ayes: Two; Commrs. Schad and Carney
Noes: None

ITEM 10 - AUTHORIZATION TO APPROVE THE FOLLOWING TO ORIGINATE WIRE TRANSFERS OR TRANSFERS BETWEEN ACCOUNTS ON BEHALF OF THE ERIE COUNTY WATER AUTHORITY

Motion by Mr. Mark Carney seconded by Mr. Jerome Schad and carried to authorize the following to originate wire transfers or transfers between accounts on behalf of the Erie County Water Authority:

Cash Manager
Manager of Accounting Services

Ayes: Two; Commrs. Schad and Carney
Noes: None

ITEM 11 - AUTHORIZATION FOR THE FOLLOWING TO APPROVE ORIGINATED WIRE TRANSFERS BY TELEPHONE OR ONLINE ON BEHALF OF THE ERIE COUNTY WATER AUTHORITY

Motion by Mr. Mark Carney seconded by Mr. Jerome Schad and carried to authorize the following to approve originated wire transfers by telephone or online on behalf of the Erie County Water Authority:

Business Office Manager
Chief Customer Service Representative
Sr. Account Clerks

Ayes: Two; Commrs. Schad and Carney
Noes: None

ITEM 12 - AUTHORIZATION TO APPROVE THE FOLLOWING TO ORIGINATE DIRECT DEPOSITS AND APPROVE DIRECT PAYMENTS THROUGH THE AUTOMATED CLEARING HOUSE (ACH) ON BEHALF OF THE ERIE COUNTY WATER AUTHORITY

Motion by Mr. Mark Carney seconded by Mr. Jerome Schad and carried to authorize the following to originate direct deposits and approve direct payments through the Automated Clearing house (ACH) on behalf of the Erie County Water Authority:

Cash Manager
Comptroller
Manager of Accounting Services

Ayes: Two; Commrs. Schad and Carney
Noes: None

ITEM 13 - AUTHORIZATION FOR THE CASH MANAGER TO MANAGE ONLINE INQUIRY ACCESS TO AUTHORITY BANK ACCOUNTS FOR THE PURPOSE OF VIEWING DEPOSITORY, COLLATERAL AND INVESTMENT ACTIVITY AND RESEARCHING AND REFUNDING CUSTOMER PAYMENTS

Motion by Mr. Mark Carney seconded by Mr. Jerome Schad and carried to approve the authorization for the Cash Manager to manage and permit others inquiry access to depository, collateral and investment activity and to research and refund customer payments online on behalf of the Erie County Water Authority.

Ayes: Two; Commrs. Schad and Carney
Noes: None

ITEM 14 - AUTHORIZATION TO APPROVE THE FOLLOWING TO EXECUTE ALL FEDERAL AND STATE TAX RETURNS ON BEHALF OF THE ERIE COUNTY WATER AUTHORITY

Motion by Mr. Mark Carney seconded by Mr. Jerome Schad and carried to authorize the following to execute all Federal and State Tax Returns on behalf of the Erie County Water Authority:

Cash Manager
Chief Financial Officer
Comptroller
Manager of Accounting Services

Ayes: Two; Commrs. Schad and Carney
Noes: None

**ITEM 15 - AUTHORIZATION TO ISSUE AND FORWARD PURCHASE ORDERS
AFTER DEPARTMENTAL AND BOARD APPROVAL**

Motion by Mr. Mark Carney seconded by Mr. Mark Carney and Jerome Schad carried to approve the Director of Administration and, in the absence of the Director of Administration the Comptroller, to issue and forward purchase orders after departmental and Board approval.

Ayes: Two; Commrs. Schad and Carney
Noes: None

**ITEM 16 - AUTHORIZATION TO APPOINT A LABOR-MANAGEMENT
HEALTHCARE COALITION REPRESENTATIVE**

Motion by Mr. Mark Carney seconded by Mr. Jerome Schad and carried to appoint Joyce A. Tomaka, Comptroller as the Authority's representative for the Labor-Management Healthcare Coalition, Inc. for the ensuing year.

Ayes: Two; Commrs. Schad and Carney
Noes: None

ITEM 17 - COMMITTEES AND BOARDS

Motion by Mr. Mark Carney seconded by Mr. Jerome Schad and carried to approve that the following committee and board assignments for the coming year be made and that the Chair of the Erie County Water Authority will continue to be empowered to name new committees and assign members.

	Finance Committee	Audit Committee	Governance Committee	Ethics Board
Jerome D. Schad, Chair	X	X	X	X
Mark S. Carney, Vice Chair	X	X	X	X
New Commissioner after being duly appointed	X	X	X	X

Ayes: Two; Commrs. Schad and Carney

Noes: None

ITEM 18 - RULES OF ORDER

Motion by Mr. Mark Carney seconded by Mr. Jerome Schad and carried to approve that the Board of Commissioners adopt parliamentary Rules of Procedure using the publication based Robert's "Rules of Order,"; Jones, O.G., (1990) *Parliamentary Procedure at a Glance*. New York, Penguin Books.

Ayes: Two; Commrs. Schad and Carney

Noes: None

ITEM 19 - REAUTHORIZATION OF THE DEFENSE AND INDEMNIFICATION POLICY (POLICY NO. 94.0)

Motion by Mr. Mark Carney seconded by Mr. Jerome Schad and carried to approve that the Board of Commissioners reauthorize and continue the Defense and Indemnification Policy (Policy No. 94), without amendment.

Ayes: Two; Commrs. Schad and Carney

Noes: None

ITEM 20 - ADJOURNMENT

Motion by Mr. Carney seconded by Mr. Schad and carried to adjourn this annual organization meeting until the next organization meeting to be held on the first regularly scheduled board meeting after the 27th day of April 2021.

Ayes: Two; Commrs. Schad and Carney
Noes: None

A handwritten signature in black ink, appearing to read "T. D. McCracken", written in a cursive style.

Terrence D. McCracken
Secretary to the Authority

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