

**WAYNE COUNTY WATER AND SEWER AUTHORITY  
BOARD MEETING MINUTES**

**Meeting of:** January 24, 2017

**Location:** Wayne County Water & Sewer Authority Operations Center, Walworth, New York

**Present:** LaVerne Blik, Jean Johnson, Robert Hutteman, David Scudder, Dan LaGasse, Mark Humbert

**Absent:** Rick Stevens

**Advisors Present:** Michael Howard, General Counsel

**Staff Present:** Martin J. Aman, Executive Director  
Jason Monroe, Director of Operations  
Demaris Verzulli, Secretary of the Meeting  
Sheryl LaDelfa, Accounting Manager (Financials portion only)

**Visitors:** None

Vice Chairman LaVerne Blik called the meeting to order at 4:00 p.m.

**I. Election of Officers:** Mr. Blik turned the meeting over to Mr. Howard for the annual election of officers.

Mr. Howard reported that the nominating committee has recommended the slate of officers for 2017 as LaVerne Blik, Chairman, Robert Hutteman, Vice Chairman, and Jean Johnson, Treasurer. He asked for a motion to appoint that slate of officers. After due discussion and deliberation, Mr. Humbert moved, Mr. Scudder seconded, and all members present unanimously approved the following resolution:

RESOLVED, that the following slate of officers of the Authority be appointed for 2017:  
LaVerne Blik, Chairman; Robert Hutteman, Vice Chairman; Jean Johnson, Treasurer.

Mr. Howard recommended that since the board is currently short two members, the office of Secretary of the Authority be left open until there is a full board.

Mr. Howard then turned the meeting over to the Chairman, Mr. Blik.

**II. Chairman's Report**

**Adoption of Minutes:** Mr. Scudder moved, Mr. Hutteman seconded and all members present approved the following resolution:

RESOLVED, that the minutes of the December 27, 2016 meeting of the Wayne County Water and Sewer Authority be accepted with no changes.

**Correspondence:** Mr. Aman reported that Mark Graf had submitted his resignation, effective December 31, 2016. After due discussion and deliberation, Mr. Humbert moved, Mr. LaGasse seconded, and all members present unanimously approved the following resolution:

RESOLVED, that the board accept the resignation of Mark Graf and express appreciation to him for his years of service to the Authority.

### **Designate WA Official Newspapers for 2017**

It was agreed that the Authority will continue in 2017 to use The Times of Wayne County and Lakeshore News as the legal papers for the Authority. Mr. Hutteman moved, Mr. LaGasse seconded and all members present unanimously approved the following resolution:

RESOLVED, that the Wayne County Water & Sewer Authority is directed to designate the legal papers as the Times of Wayne County and the Lakeshore News for the year 2017. Ms. VanDame is to be directed to notify the papers and place an ad to notify the public.

### **2017 Meeting Schedule**

Mr. Blik asked all members what their preference was for the regular Board meetings for the upcoming year. All members present agreed to keep the 4<sup>th</sup> Tuesday of each month at 4:00 p.m. for the scheduled meetings. Mr. Hutteman moved, Ms. Johnson seconded and all members present unanimously approved the following resolution:

RESOLVED, that the regular Board meetings of the Wayne County Water & Sewer Authority will take place on the 4<sup>th</sup> Tuesday of each month at 4:00 p.m. Ms. VanDame is to be directed to notify the public with an ad in the legal papers.

### **Discuss Committees & Committee Assignments**

Mr. Howard recommended that discussion of committees be postponed until February when one and possibly two new members would have been appointed to the board.

### **Review/Adopt Engineering Services Rate Schedule**

Mr. Aman presented to the Board the Standard Hourly Rate Schedule from MRB Group, the Authority's engineering firm. After reviewing the schedule, Mr. Humbert moved, Mr. Hutteman seconded and all members present unanimously approved the following resolution:

WHEREAS, the Authority has determined that it is in the best interest of the Authority to continue its engagement of the firm of MRB | group, Engineering, Architectural, Surveying, P.C. ("MRB Group") for engineering consulting it is therefore

RESOLVED, that the Executive Director of the Authority is hereby authorized and directed to accept the Standard Hourly Rate Schedule (a copy of which is attached hereto) providing for engineering services for 2017 with MRB Group as engineering consultants to the Authority.

### **Review/Adopt Legal Services Agreement**

Mr. Aman presented the board with a letter clarifying and confirming the terms and conditions of Michael Howard's engagement as general legal counsel to the Authority. After due discussion and deliberation, Mr. Humbert moved, Ms. Johnson seconded and all members present unanimously approved the following resolution:

WHEREAS, the Authority recognizes the need to enter into written agreements for professional services including those of its legal counsel in order to determine the applicable contract period, the services to be provided and the basis for compensation of those services; and

WHEREAS, the Authority has determined that it is in the best interest of the Authority to continue and renew its contract with Michael A. Howard, Esq. on the terms set forth in the Engagement Agreement (a copy of which is attached hereto); it is therefore

RESOLVED, that the Executive Director of the Authority is hereby authorized and directed to execute the Engagement Agreement providing for legal services for 2017 with Michael A. Howard, Esq. as Legal Counsel to the Authority.

Mr. Howard reminded the board that in July the Authority had engaged Boylan Code as Special Counsel for litigation and employment law matters and he presented the board with a letter from Boylan Code clarifying and confirming the terms and conditions of Boylan Code's engagement as Special Counsel to the Authority. After due discussion and deliberation, Mr. Humbert moved, Mr. Hutteman seconded and all members present unanimously approved the following resolution:

WHEREAS, the Authority recognizes the need to enter into written agreements for professional services including those of its legal counsel in order to determine the applicable contract period, the services to be provided and the basis for compensation of those services; and

WHEREAS, the Authority has determined that it is in the best interest of the Authority to continue and renew its contract with Boylan Code, LLP as Special Counsel to the Authority for employment law, litigation and other specified matters on the terms set forth in the Engagement Agreement (a copy of which is attached hereto); it is therefore

RESOLVED, that the Executive Director of the Authority is hereby authorized and directed to execute the Engagement Agreement providing for specified services for 2017 with Boylan Code, LLP as Special Counsel to the Authority.

### **Review/Adopt Systems Integrator Services Proposal**

Mr. Aman presented to the Board a Services Proposal from Colacino Industries (Newark Electric), the Authority's designated professional SCADA/control system service provider, for related maintenance services. After due discussion and deliberation, Mr. Hutteman moved, Ms. Johnson seconded and all members present unanimously approved the following resolution:

WHEREAS, the Authority has determined that it is in the best interest of the Authority to continue its engagement of the firm of Colacino Industries as SCADA/control system service provider, including related maintenance services, it is therefore

RESOLVED, that the Executive Director of the Authority is hereby authorized and directed to accept the 2017 Services Proposal, including hourly rates (a copy of which is attached hereto) from Colacino Industries for miscellaneous SCADA maintenance services.

### **III. Treasurer's Report**

Ms. Johnson presented the warrant and bills.

After due discussion and deliberation, Mr. Hutteman moved, Mr. Humbert seconded and all members present unanimously approved the following resolution:

RESOLVED, that the following statements are hereby authorized and directed to the Treasurer for payment: Water Authority Operational – (includes all) vouchers 17-1 to 17-178 totaling \$539,763.22.

Ms. Johnson presented the Financial Statements for the month of December. After due discussion and deliberation, Mr. Hutteman moved, Mr. Humbert seconded and all members present unanimously approved the following resolution:

RESOLVED, that the Wayne County Water and Sewer Authority's Monthly Financial Statements for December 2016 be approved and accepted.

#### **IV. Agenda Items**

Mr. Hutteman announced to the board that Mr. Aman is the 2017 recipient of the Charles Walter Nichols Award presented by the Genesee Valley Branch of the New York Chapter of the American Public Works Association. Since Mr. Aman will be unable to attend the awards banquet on Thursday, January 26, Mr. Hutteman will accept the award on Mr. Aman's behalf. Mr. Howard will attend, as well as representatives from MRB Group, including former partner Tony Malone.

#### **Regional Water Storage Tank Update**

Mr. Aman reported that he had received the appraisal for the Brantling Hill property. At 4:30 p.m. Mr. Hutteman moved, Mr. LaGasse seconded, and all members present unanimously approved the following resolution:

RESOLVED, that the Board go into Executive Session, in accordance with the New York Public Officers Law § 105 (h), to discuss the proposed acquisition of real property.

At 4:50 p.m. Mr. LaGasse moved, Mr. Humbert seconded, and all members present unanimously approved the following resolution:

RESOLVED, that the Board return to open session.

Mr. Hutteman left the meeting.

After due discussion and deliberation, Mr. LaGasse moved, Mr. Scudder seconded, and all members present unanimously approved the following resolution:

WHEREAS, the Wayne County Water And Sewer Authority (hereafter "Authority") proposes to investigate the suitability of a parcel of vacant land ("Property") on the west side of Brantling Hill Road in the Town of Arcadia for the potential development of a regional storage tank project ("Project"), including the construction of a water main extension to connect to the Authority's existing transmission system, and

WHEREAS, the Authority has commissioned and reviewed an appraisal of the Property, together with relevant technical information and preliminary construction estimates to determine the fair market value of the Property in consideration of the Authority's unique needs for the Property given the Property's size, central location within the Authority's service area and elevation; and

WHEREAS, the Authority plans to enter into a purchase option agreement ("Option") with the owner of the Property to allow the Authority to conduct necessary preliminary technical and environmental investigations, studies and due diligence; and

WHEREAS, the Option will preserve the Authority's ability to purchase the Property for a sum certain at a later date following completion of due diligence, without committing the Authority to do so at the present time; and

WHEREAS, the negotiation of the Option, payment of the Option price and potential future exercise of the Option, together with the potential financing and development of the Project is

subject to environmental review under the State Environmental Quality Review Act ("SEQRA") and could be interpreted as a single action ("Action") under SEQRA; and

WHEREAS, the Authority has determined that the SEQRA review of the Action should appropriately be segmented such that the negotiation of the Option and payment of the Option price will have a separate and distinct SEQRA review from the potential exercise of the Option, acquisition of the Property, and financing and development of the Project, which may not ultimately occur depending on the outcome of the Authority's due diligence;

NOW, THEREFORE, upon consideration by the Authority of all relevant information including, but not limited to, review of the attached Environmental Assessment Form ("EAF"), Option, cost estimates and appraisal, be it

RESOLVED, the Authority has reviewed the Action and has determined that it would be no less protective of the environment to segment the SEQRA review because not only may exercise of the Option not occur, but should it later occur, it would be in conjunction with a definite plan for the financing and development of the Project which at that time will be fully subject to SEQRA; and it is further

RESOLVED, that the SEQRA review of the Action shall be segmented such that the negotiation of the Option and payment of the Option price will have a separate and distinct SEQRA review from the potential exercise of the Option, acquisition of the Property and financing and development of the Project, and it is further

RESOLVED, that in consideration of and consistent with Part 2 and Part 3 of the EAF, which are hereby approved, the Authority finds and determines that the negotiation of the Option and the payment of the Option price will not have a significant adverse impact on the environment and, accordingly, hereby grants a Negative Declaration pursuant to SEQRA; and be it further

RESOLVED, that the Authority's adoption of the Negative Declaration has been prepared in accordance with Article 8 of the Environmental Conservation Law of the State of New York and implemented under 6 N.Y.C.R.R. Part 617; and be it further

RESOLVED, that if the Authority decides to exercise the option, acquire the Property and finance and develop the Project in the future, such future development shall be subjected to a complete and full SEQRA review, including an independent determination of significance, and any determination under SEQRA herein shall be without prejudice to the involved agencies taking a fresh and new "hard look" at any potential environmental impacts associated with any future financing and development of the Project; and be it further

RESOLVED, that notice of this Resolution and the Notice of Negative Declaration shall be filed to the extent required by the applicable regulations under SEQRA and/or any other relevant statute or regulation; and be it further

RESOLVED, that the Executive Director is hereby authorized to take such further actions and execute any and all further documents required to effectuate these Resolutions.

After due discussion and deliberation, Mr. Scudder moved, Mr. Humbert seconded, and all members present unanimously approved the following resolution:

RESOLVED, to authorize and approve the negotiation, execution and delivery of the purchase option agreement ("Option") for the parcel of vacant land ("Property") on the west side of Brantling Hill Road in the Town of Arcadia in substantially the form attached hereto, (upon the approval of the Authority's counsel) and the payment of the Option price of \$6,000.00.

### **Finance Committee Report**

Mr. Bliet, Acting Chairman of the Finance Committee, reported on the meeting of the Committee and described the resolution the Committee recommends that the Board make for the Investment Guidelines, to which no changes were necessary at this time. After due discussion and deliberation, Mr. Scudder moved, Mr. Humbert seconded and all members present unanimously approved the following resolution:

WHEREAS, the Authority is required by Public Authorities Law §2925 to adopt and annually review and approve comprehensive investment guidelines which detail the Authority's operative policy and instructions to officers and staff regarding the investing, monitoring and reporting of funds of the Authority; and

WHEREAS, the Authority has adopted comprehensive investment guidelines ("Investment Guidelines") and has reviewed the Investment Guidelines as required by statute; it is therefore

RESOLVED, that the Guidelines are hereby ratified and approved in their current form; and it is further

RESOLVED, that a copy of the Authority's Investment Guidelines adopted pursuant to Public Authorities Law §2925 be distributed to the Authority's officers, members and administrative staff as required by statute; and it is further

RESOLVED, that the Authority Staff are hereby authorized and directed to implement the Guidelines in accordance with their terms.

Mr. Bliet reported that there were no changes to the Procurement Policy. After due discussion and deliberation, Mr. Humbert moved, Mr. Scudder seconded and all members present unanimously approved the following resolution:

WHEREAS, the Authority is required by General Municipal Law §104b to adopt policies and procedures for purchases for which competitive bidding is not required by statute and to annually review such policies and procedures; and

WHEREAS, the Authority has adopted a Procurement Policy in conformance with the state finance law ("Policy") and has reviewed the Policy as required by statute; it is therefore

RESOLVED, that the Policy is hereby ratified and approved in its current form; and it is further

RESOLVED, that a copy of the Authority's Procurement Policy adopted pursuant to State Finance Law §§ 139-j and 139-k be distributed to the Authority's officers, members and administrative staff as required by statute; and it is further

RESOLVED, that the Authority Staff are hereby authorized and directed to implement the Policy in accordance with its terms.

### **Audit Committee Report**

Mr. Bliet, Chairman of the Audit Committee, reported on the meeting of the Committee wherein Michael DeBadts from the office of Raymond F. Wager, CPA described the procedures that will be used for the Authority's 2016 audit. It was the consensus of the board to accept the report of the Chairman of the Audit Committee.

### **Town of Sodus Discussion**

Mr. Aman reported that Mr. Howard has been working on the operating agreement for the Town of Sodus water system, and they have had preliminary meetings with the Village of Sodus and the Town of Williamson in regard to supply agreements. There will be a commitment to purchase a minimum of 140 million gallons per year from the village, which is 20 million more than the Town of Sodus is now committed to purchase. The water system is similar in age to the Walworth and Macedon systems. This is much newer pipe than that generally in the villages. Mr. Aman is waiting for approval from the town on the proposed operating agreement. Authority employees have surveyed the town's inventory and assisted in a repair. There will be an agreement with the Village of Sodus Point for the sale at a blended rate of water purchased by the Authority from the Town of Williamson and Village of Sodus. There will likely be a transmission charge of some sort to the Village of Sodus Point. Mr. Aman hopes to have drafts of the necessary agreements at the next board meeting for the members to look at.

### **Port Bay Sewers Update**

Mr. Aman reported that WCWSA staff along with MRB Group had met with the Village of Wolcott engineer to work on details about the village's former wastewater plant. Obtaining easements remains a challenge.

### **Town/Village of Macedon Update**

Mr. Aman reported that he is still waiting for the town to finalize the operating agreement for the former village water system. After a few comments from the town's attorney, agreement seems to be close. The appropriate village water system assets have now officially been turned over to the town.

Mr. Aman also reported that discussions have continued between the Town of Macedon and the Village of Palmyra about an alternative to upgrading those entities' aging wastewater treatment plants: pooling the funds to build a new plant. At this time, Governor Cuomo is advocating for a multi-billion dollar investment in infrastructure, eliminating old treatment plants and consolidating services. He favors regional solutions and these will probably be given priority in funding. On Thursday there will be a meeting with the Town of Macedon and Village of Palmyra at which their engineering firms will make a presentation to develop a list of reasons why a new plant would be a better alternative. Macedon is supportive of this and has budgeted funds for a study. Locating a new plant adjacent to the existing Palmyra plant is logical due to better discharge requirements, available land in a favorable site, and possible assisted gravity flow for portions of the way from Macedon. A force main along Quaker Road would keep construction and maintenance off of Route 31. Improvements to the Macedon plant would focus on those that will be useful if it becomes a pump station.

### **Village of Red Creek Sewers**

Mr. Aman reported that the first of two payments for the additional sewer unit charges collected by the village but not remitted to the Authority has been received.

### **Update on Building Expansion**

Mr. Monroe reported that soil testing has been done and the foundation design is in progress. A meeting will be held with MRB Group in February to develop a site plan. He and Mr. Aman met with BPS, the Authority's designated security group, for input and ideas, and also with a small firm to discuss audio-visual and phone system ideas. For procurement purposes, it might be advantageous to have MRB engage such firms as subcontractors. The plan remains to go to bid at the end of February. Mr. Aman will bring a financial analysis to a future board meeting to discuss the use of

funds. Mr. Howard remarked that a SEQR report will need to be done. There was discussion of the design for egress from the basement.

### Monthly Report

Mr. Monroe presented his monthly report. Because of favorable weather, the crew was able to remove the decommissioned hydrants from the abandoned water main on Main Street in Marion, and install a new hydrant on an underserved stretch of Walworth-Marion Road. Another is planned for between Huntley Road and Maple Avenue. In the month, two hydrants were struck by vehicles and one froze. Crews helped the Village of Macedon DPW on two repairs. Out east, focus on water main leaks revealed one leaking hydrant. The auger monster in the influent building has been serviced. The crew worked with the Wayne County DPW on the sewer forcemain on Route 31, where a neglected air release valve blew apart and was replaced. In the Village of Palmyra water plant, the corrosion control project is progressing, approved by the Department of Health because of the relatively high corrosivity of the Canandaigua Lake source water. In Macedon, the new pump station controls and alarm systems are complete. The grit chamber was cleaned out. As it is now a difficult manual cleanout process, upgrading the grit chamber is a priority. Repairs were done on paddles in the thickening tank and a motor and gear box were replaced in one of the mixers. In Lyons, the focus was on leak detection by listening on hydrants and wastewater plant maintenance. There were four new water services installed and one sewer lateral at Jim's Trailer World on Route 31 in Lyons.

Mr. Aman reported that he has spent time with Mr. Blik, as he did with Mr. Lyon, keeping him informed about current projects. Mr. Blik remarked that it is his opinion that Mr. Aman and Mr. Monroe need support staff due to the recent expansion of Authority responsibilities and personnel. Mr. Aman reported that he has become aware of several people with pertinent background and experience who could be potential candidates for an assistant type position. He would like to have someone on board by June 1 this year.

There being no further business, upon a motion by Mr. Humbert, seconded by Mr. Scudder, the meeting was adjourned at 6:28 p.m.

#### Attachments to these minutes:

1. MRB Group Standard Hourly Rate Schedule for 2017
2. Letter from Michael Howard clarifying and confirming the terms and conditions of his engagement as General Counsel to the Authority for 2017
3. Letter from Boylan Code, LLP clarifying and confirming the terms and conditions of the firm's engagement as Special Counsel to the Authority for 2017
4. Colacino Industries Services Proposal for 2017
5. Environmental Assessment Form in regard to Brantling Hill property

#### Action Items:

1. Publish notice of Authority's legal newspapers
2. Publish notice of Authority's meeting schedule

Respectfully submitted by: \_\_\_\_\_  
Demaris Verzulli, Secretary of the Meeting