

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

Meeting of: January 22, 2019

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

Present: LaVerne Blik, Jean Johnson, David Scudder, Dan LaGasse, Mark Humbert, William Hammond, Lori Furguson

Absent: Robert Hutteman, Donald Ross

Advisors Present: Michael Howard, General Counsel

Staff Present: Martin J. Aman, Executive Director
Jason Monroe, Director of Operations
Derek Ceratt, Technical Director
Jessica Freling, Administrative Assistant
Demaris Verzulli, Secretary of the Meeting
Sheryl LaDelfa, Accounting Manager (Financials portion only)

Visitors: None

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 2019 as LaVerne Blik, Chairman; Robert Hutteman, Vice Chairman; David Scudder, Secretary and Jean Johnson, Treasurer. He asked for a motion to appoint that slate of officers. After due discussion and deliberation, Mr. LaGasse moved, Mr. Hammond seconded, and all members present unanimously approved the following resolution:

RESOLVED, that the following slate of officers of the Authority be appointed for 2019:
LaVerne Blik, Chairman; Robert Hutteman, Vice Chairman; David Scudder, Secretary;
Jean Johnson, Treasurer.

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

II. Chairman's Report

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

RESOLVED, that the minutes of the December 18, 2018 meeting of the Wayne County Water and Sewer Authority be accepted with no changes.

Correspondence: None

Designate WA Official Newspapers for 2019

It was agreed that the Authority will continue in 2019 to use the Times of Wayne County and Lakeshore News as the legal papers for the Authority. Mr. LaGasse moved, Mr. Scudder 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 2019. Ms. Freling is to be directed to notify the papers and place an ad to notify the public.

2019 Meeting Schedule

Mr. Bliet asked all members what their preference was for the regular Board meetings for the upcoming year. All members present agreed to keep the 4th Tuesday of each month at 4:00 p.m. for the scheduled meetings. Mr. LaGasse moved, Mr. Scudder 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 4th Tuesday of each month at 4:00 p.m. Ms. Freling is to be directed to notify the public with ads in the legal papers according to the Open Meetings Law.

Discuss Committees & Committee Assignments

After due discussion and deliberation, Mr. Hammond moved, Ms. Furguson seconded and all members present unanimously approved the following resolution:

RESOLVED, that the memberships of the Board members in the Audit, Finance and Governance Committees be extended for one year.

Review/Adopt Engineering Services Rate Schedule

Mr. Ceratt presented the Standard Hourly Rate Schedule from MRB Group, the Authority's engineering firm, on the white board. After reviewing and discussing the schedule, Mr. Scudder moved, Ms. Furguson 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 2019 with MRB Group as engineering consultants to the Authority.

Review/Adopt Legal Services Agreement

Mr. Ceratt displayed on the white board 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. LaGasse moved, Mr. Hammond 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 2019 with Michael A. Howard, Esq. as Legal Counsel to the Authority.

Mr. Aman reminded the Board that the Authority has engaged Boylan Code as Special Counsel for litigation and employment law matters and he presented on the white board 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. LaGasse moved, Mr. Scudder 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 2019 with Boylan Code, LLP as Special Counsel to the Authority.

Review/Adopt Systems Integrator Services Proposal

Mr. Ceratt displayed on the white board a Services Proposal from Colacino Industries, the Authority's designated professional SCADA/control system service provider, for related maintenance services. After due discussion and deliberation, Mr. Hammond 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 2019 Services Proposal, including hourly rates (a copy of which is attached hereto) from Colacino Industries for miscellaneous SCADA maintenance services.

Adopt Wage Rate Schedule

At 4:10 p.m., after due discussion and deliberation, Mr. Hammond moved, Mr. LaGasse seconded and all members present unanimously approved the following resolution:

RESOLVED, that the Board adjourn into Executive Session for discussion with counsel in regard to the performance compensation of particular persons.

At 4:21 p.m., the Board returned to Open Session.

Mr. Scudder moved, Ms. Johnson seconded, and all members present unanimously approved the following resolution:

RESOLVED, that the Board adopt Schedule A, the Authority salary schedule for 2019, a copy of which shall be placed in the office of the Executive Director.

III. Treasurer's Report

Ms. Johnson presented the warrant and bills.

After due discussion and deliberation, Mr. LaGasse moved, Mr. Hammond 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: Vouchers 19-01 to 19-178 totaling \$578,918.80

Ms. Johnson presented the Financial Statements for the month of December. After due discussion and deliberation, Mr. Scudder moved, Mr. Hammond 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 2018 be approved and accepted.

IV. Agenda Items

Village of Fair Haven Water Supply Contract

Mr. Aman reported that Mr. Howard has drafted a proposed water supply contract with the Village of Fair Haven. The Authority now buys Fair Haven water through the Cayuga County Water and Sewer Authority (CCWSA) to serve Ingersoll Drive in the Town of Wolcott. Wolcott is contemplating new water districts and Fair Haven would like to sell water to the Authority directly. A short section of the pipe through which this water is supplied was installed for the benefit of CCWSA, thus triggering the historical purchase of this water from CCWSA, but ownership of this section is now being turned over to the village. Although the proposed wholesale rate is higher than the Authority pays other suppliers, it is the wholesale rate that Fair Haven charges the Town of Sterling in Cayuga County. The contract allows up to 50,000 gallons per day, with the wholesale rate proposed at \$3.50 per thousand gallons and to be adjusted annually and in proportion to Fair Haven's retail rate increases. During this report, Mr. Humbert entered the meeting. After due discussion and deliberation, Ms. Furguson moved, Mr. Humbert seconded and all members present unanimously approved the following resolution:

RESOLVED, that the Executive Director be authorized to execute and deliver the Village of Fair Haven Water Supply Agreement pending approval of the Village of Fair Haven and the Authority's General Counsel Michael Howard.

Western Regional WWTP Project Update

Mr. Aman reminded the Board that he had been authorized in November to execute the official Owner-Engineer Agreement with MRB Group for Professional Services for the Western Wayne County Regional Wastewater Treatment Plant project, pending Mr. Howard's approval. Mr. Howard reported that he had negotiated with MRB's attorneys a number of changes, involving risk allocation, limitation of liability, approval of sub-contractors, insurance and indemnification, to this lengthy

contract. Overall, the changes are beneficial to the Authority and result in a form that will be useful going forward.

Mr. Aman updated the Board on a potential alternate location for the sewer main that would minimize impacts on the Village of Palmyra. Discussions with the NYS Canal Corporation have resulted in a tentative agreement to allow an easement along the canal path from Macedon to Palmyra that will necessitate only one canal crossing and much less construction disruption in the Village of Palmyra. As a result, there will be a narrative addendum to the SEQR paperwork and an additional 30-day review period for the interested and involved agencies to comment, after which the Authority can adopt an update to its negative declaration. LaBella has estimated its costs to handle the necessary paperwork/procedures at \$5,000. Completion of the amended SEQRA process is a condition precedent to project financing by EFC.

Mr. Aman reported that MRB has now completed the MWBE Utilization Plan and that the Board was required to designate a Minority Business Officer. Mr. Howard also recommended that the Board make some additional resolutions relating to the project and Mr. Aman's authorization to execute additional supplemental agreements that may be required to advance the project. After due discussion and deliberation, Mr. Hammond moved, Ms. Johnson seconded and all members present unanimously approved the following resolution:

RESOLVED, that the Executive Director be, and hereby is, designated as the Authority's Minority Business Officer in connection with the Western Regional Wastewater Treatment System Improvements Project and is authorized and directed to execute and deliver the Minority- & Women- Owned Business Enterprise (MWBE) Utilization Plan in the form prepared by MRB, as Project Engineer, effective as of January 1, 2019; and

BE IT FURTHER RESOLVED, that the Executive Director be, and hereby is, authorized and directed to execute such further supplemental agreements as are required by EFC and/or are necessary to advance the Regional Wastewater Treatment Project, as defined in the Western Regional Wastewater Treatment System Improvements and Service Agreement with the Town of Macedon, Town of Marion, Town of Palmyra and Village of Palmyra, subject to the approval of the Authority's General Counsel Michael Howard.

Mr. Aman reported that there was a meeting with representatives of the Palmyra-Macedon School District to bring them up to speed with the project so the appropriate budgeting can be done. Next week there is a meeting scheduled with the attorneys of the participating municipalities to discuss the adoption of a Uniform Sewer Use Ordinance and the imposition of the Capital Charge, and one with the NYSDOT in regard to the sewer main installation planned along Route 21 from Marion to Palmyra. Mr. Howard presented the revised project schedule. The photographic flying over the area has been completed.

Mr. Aman reminded the Board that the Town of Walworth has approached the Authority about the possibility of participating in the Western Regional Wastewater Project as a viable option for treating the town's wastewater. The town will be contracting with an independent engineer to assess the needs of the town's existing wastewater plant looking forward 20 years to allow a comparison with the regional alternative. The Authority has cautioned the town that any decision to participate would require the approval of the Authority and each of the Participating Municipalities as well as DEC and EFC, and would have to be structured in a way that does not jeopardize current favorable financing terms including grants and EFC hardship financing, nor the overall Project schedule. Both the DEC and EFC are aware that this is a talking point and have not greeted it negatively; however, they have recommended that the Project continue as it is currently configured with any participation by Walworth being kept separate, perhaps as a separate additional facility financing. By May of 2019, Walworth should have enough information to choose a direction. The participation of Walworth would necessitate significant upsizing of the plant since the flow to the town's plant is approximately 700,000 gallons per day. Mr. Aman remarked that the Village and Town of Webster are looking at a regional solution in Monroe County and he has offered to visit them to compare notes.

Records Management Grant Discussion

Mr. Aman reported that Ms. Freling, as Records Management Officer, has been working on preparing a grant application to the NYS Archives for a Records Inventory Grant. The large quantity of paper records that the Authority has inherited from the former Villages of Lyons and Macedon and the assumption of the Town of Sodus water system has resulted in a great need to sort through and organize the records that the Authority should keep. The grant application will include the cost of a consultant to do this work. Some resolutions are necessary to comply with grant requirements. After due discussion and deliberation, Mr. Humbert moved, Mr. Hammond seconded and all members present unanimously approved the following resolution:

WHEREAS, in 1997 the Board of Directors of the Wayne County Water and Sewer Authority (Authority) established a records management program and adopted the New York SARA 1993 Revision of the Records Retention and Disposition Schedule MI-1 for its use in its records management program; and

WHEREAS, the New York State Archives has updated Records Retention and Disposition Schedule MI-1 since that time; and

WHEREAS, the New York State Archives does not require that a governing body adopt the Schedule again in order to use the revised edition; now, therefore

BE IT RESOLVED, that the Authority direct all Authority employees and records management contractors to utilize the 2006 Revision of the Records Retention and Disposition Schedule MI-1 in disposing of records listed therein.

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

WHEREAS, the Wayne County Water and Sewer Authority (Authority) has inherited records from the former Villages of Lyons and Macedon and the Town of Sodus; and

WHEREAS, these records and records currently stored in the Authority's basement storage room are in need of sorting, organizing, labeling and storing or discarding according to Records Retention and Disposition Schedule MI-1, which the Authority has adopted; now, therefore

BE IT RESOLVED, that Jessica Freling, as Records Management Officer of the Authority, hereby be authorized and directed to file an application for funds from the New York State Archives, Local Government Records Management Improvement Fund, and upon approval of said request to enter into and execute a project agreement with the State for such financial assistance to the Authority.

Cavanaugh Associates Update (Non-Revenue Water Contract)

Mr. Aman reported that Cavanaugh Associates personnel will be visiting the Authority on Tuesday and Wednesday, February 5 and 6 to conduct their Phase 1a non-revenue water audit. Mr. Aman reported that he asked Cavanaugh to quantify exactly what the Authority could expect to take away from this project; that would be a written report consisting of a compilation of the data and their analysis of it.

Regional Water Storage Tank Update

Mr. Aman reported that there will be an upcoming meeting of the supervisors of all the participating towns to review the status of the project. In regard to the funding, at this point there is not yet a resolution of what needs to be addressed in the Authority's indenture to allow borrowing from the

USDA. Thus the worst case is to obtain EFC funding at market rate. This higher interest rate would result in a slightly higher cost per customer than USDA funding. All viable funding alternatives are still being pursued.

Port Bay Sewers Update

Ms. Furguson reported that the contractors were still working up until the snow storm this week. There was an update meeting last week; work is being done on the pump stations. Work on laterals and grinder pumps is tentatively planned for spring. Much of the main installation is completed.

Miscellaneous Water Projects

Mr. Aman reported that there are two projects pending in Arcadia but with the government shutdown they are not progressing. He has contacted the regional Department of Health office about the delay in review of the plans.

He reported that in the Town of Huron the permissive referendum period for Water District 8 has ended and the project will be moving forward.

Mr. Monroe reported that the preliminary layout for the Arcadia 16 project has been done and he has met with the engineers to review supply details and the need for power for sump pumps.

Mr. Aman reported that the county will be reconstructing a portion of Mill Street in Marion between the Seneca Foods driveway to the hamlet. The design for the project is awaiting DOH approval. The Town of Marion will pay for the materials and the Authority will install the main before the county begins the road project, hopefully in 2019.

Village of Red Creek Water Operations

Mr. Monroe reported that day to day operations have proceeded smoothly. Seth Galek is working with the Village Clerk on replacing large meters in businesses where water use has diminished and smaller meters are needed to record the low flows.

Miscellaneous Meetings Report

Mr. Aman reported that the number of meetings in regard to the Western Regional Wastewater Plant project is increasing; it is necessary to keep the participants up to speed. He has met with Chuck Bastian of Bernard Donegan's office and Bond Counsel Charles Schachter on various financing options for that project. The financial consultants have recommended an alternative that would preclude the need for the Authority to issue a BAN for certain project costs and would minimize debt service costs applicable to the Participating Municipalities. Under this approach, the Authority would utilize a portion of its cash reserves to pay such costs (as it has done with respect to pre-funding legal and engineering expenses) and the Participating Municipalities would reimburse the Authority as a component of the Capital Costs due under the IMA. Mr. Howard noted that a minor definitional change would be required to both the IMA and the Supporting IMA to effect this change.

Set Finance Committee Meeting

It is necessary that the Finance Committee meet to review the Investment Guidelines and Procurement Policy. After due discussion and deliberation, Ms. Johnson moved, Mr. Hammond seconded and all members present unanimously approved the following resolution:

RESOLVED, that a meeting of the Finance Committee of the Wayne County Water and Sewer Authority be scheduled at 3:30 p.m. prior to the February 26, 2019 Board meeting.

Monthly Report

Mr. Monroe presented a verbal monthly report. He displayed on the white board a new, graphical way of reporting water purchase data and work orders performed. There was discussion of what type of reports the Board would like to see.

He reported that the crews have focused on keeping facilities clear of snow as storms come and equipment maintenance.

There has been an effort in the former Village of Lyons on identifying lead services that can be replaced with the newly available funding; this has required cutting into streets to see the actual service material. Sewer lateral replacements there are also becoming necessary. The policy of the former village was that the customer owned the lateral from the building to the main (which is also the current WCWSA policy.) Property owners often are not willing to pay a contractor to cut into the street for those repairs. As the Authority is replacing laterals, the replacement is from the main to the right-of-way, with a cleanout installed there. The customer is responsible from that cleanout into the building. This is being done at the customer's expense after an application is made and paid for.

Mr. Aman reported that there are plans to invest significant funds in new safety equipment such as trench boxes, and a number of safety training meetings are being scheduled. New York State has instituted a new rule, administered by Dig Safely New York, requiring public employees to be certified as excavators if they are to operate excavating equipment. Plans for this training are underway.

There being no further business, upon a motion by Mr. Scudder, seconded by Mr. Humbert, the meeting was adjourned at 5:40 p.m.

Attachments to these minutes:

1. MRB Group Standard Hourly Rate Schedule for 2019
2. Letter from Michael Howard clarifying and confirming the terms and conditions of his engagement as General Counsel to the Authority for 2019
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 2019
4. Colacino Industries Services Proposal for 2019

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

Standard Hourly Rate Schedule 2019

<u>CATEGORY</u>	<u>RATE</u>
Principal Engineer	\$195.00
Senior Project Manager	\$168.00
Project Manager	\$160.00
Sr. Civil Engineer	\$155.00
Civil Engineer III	\$130.00
Civil Engineer II	\$120.00
Civil Engineer I.....	\$110.00
Senior Process Manager	\$105.00
Process Manager	\$95.00
Sr. GIS Analyst	\$105.00
Sr. Design Technician	\$105.00
Design Technician	\$70.00
Senior Architect.....	\$168.00
Associate Architect.....	\$115.00
Junior Architect.....	\$105.00
Senior Planning Associate	\$115.00
Planning Associate.....	\$100.00
Construction Administrator	\$80.00
Construction Facility Observation.....	\$90.00
Construction Utility Observation	\$85.00
Administrative Assistant	\$65.00
Reproduction Coordinator.....	\$65.00
Specialty Rate.....	\$180.00
Litigation.....	\$275.00

*RATES EFFECTIVE JANUARY 1, 2019 – DECEMBER 31, 2019

January 3, 2019

Martin J. Aman, Executive Director
Wayne County Water And Sewer Authority
3377 Daansen Road
Walworth, New York 14568

Dear Mr. Aman:

I am pleased to have the opportunity to continue to be of service to the Wayne County Water And Sewer Authority ("Authority") in my capacity as an attorney practicing independently from Boylan Code LLP ("Firm") and look forward to working with you, your staff and the Authority Board members during the current calendar year. I will do my best to provide the highest quality legal services in a responsive and efficient manner.

The purpose of this letter is to clarify and confirm the terms and conditions of my engagement as legal counsel to the Authority during 2019 for the services set forth herein.

Scope of Representation

I will act as general counsel to the Authority and will represent the Authority in connection with all legal matters including, without limitation, general corporate; statutory and regulatory compliance; environmental matters; procurement and contracting; compliance with SEQRA; FOIL and Open Meetings; permitting; and, all other matters requiring legal assistance, with the exception of litigation and employment law matters which will continue to be handled by the Firm, or another qualified firm ("Special Counsel") in the Authority's discretion.

I will be the attorney responsible for the representation and will be available, upon your request, to assist with the coordination of any matters assigned by you to Special Counsel, as needed from time to time. When questions or comments arise about my services, billings, or other aspects of my representation, please do not hesitate to contact me. It is important that you are satisfied with my services and responsiveness at all times.

Fees, Expenses and Billing Practice

I will bill for my services on the basis of actual time expended. As an accommodation to the Authority, I have agreed to limit my hourly rate through 2019 to \$255.00 per hour (representing a 2% inflationary increase over the prior year). Please note that this represents a substantial discount from my normal hourly rate (\$345.00) for similar services. I am pleased to offer this fee accommodation because of my longstanding relationship with the Authority since its formation and my commitment to assist the Authority in its mission to provide comprehensive water and sewer services to the residents of Wayne County on a cost effective basis.

In addition, I will limit my fees for attendance at the regularly scheduled monthly Authority

meetings to a fixed cost of \$425.00 per meeting. All other meetings, including Authority meetings other than the regularly scheduled monthly meeting will be billed based on my actual time expended at the hourly rate set forth above.

I generally render bills monthly, which will be due net thirty days. In addition to my fees, the Authority will be responsible for payment for disbursements and out-of-pocket expenses, incurred on your behalf. In addition, I charge \$1.25 per page for outgoing (but not incoming) faxes and \$.18 per page for copies. If I bind documents in connection with any matter I charge a flat fee of \$3.00 for each bound volume produced. Third party binding is billed at its actual cost to me. Mileage will be charged at the applicable IRS rate.

Please note that I charge a premium for time that involves electronic research due to the cost incurred for subscribing to the electronic service and the timesaving it provides. This premium will be separately listed on your itemized bill.

A substantial portion of my services may be performed outside of your presence, such as legal research, discussions and negotiations with third parties, including other attorneys, and the preparation of documents. The bills which you will receive will be detailed and should sufficiently apprise you of the nature of the services performed.

I reserve the right to charge a billing fee of 1½% per month or fraction thereof for bills that are not paid within the month after the month in which they are billed.

Arbitration

In accordance with Part 1215 of the Joint Rules of the New York State Appellate Divisions, I am required to advise you that if a dispute arises about my fees, you have the right to arbitration of the dispute pursuant to Part 137 of the Rules of the Chief Administrator of the Courts, a copy of which will be provided to you upon request.

Duty to Cooperate

Upon the conclusion of my representation of the Authority (whether due to retirement of otherwise), I will (i) work with you to identify a suitable individual successor or firm meeting your requirements and acceptable to you in your sole discretion and (ii) transfer copies of my existing files, documents and records (whether electronic or paper) either to you directly (to the extent that such records have not previously been provided to you) or to such successor, at your direction. In addition, as a general matter, I will retain copies of closed files for at least seven years as required by the New York Rules of Professional Conduct, as amended.

This Agreement will be effective as of January 1, 2019, following your acceptance and approval by the Authority's Board.

Marty, I appreciate the opportunity to continue to be of service to the Authority and look forward to continuing to work with you during 2019.

Martin J. Aman, Executive Director
January 3, 2019
Page 3

Please indicate the Authority's acceptance of the terms of this engagement agreement by signing below.

Very truly yours,

Michael A. Howard, Esq.

Accepted and agreed to this ___ day of January, 2019.

Wayne County Water And Sewer Authority

By: _____
Martin J. Aman, Executive Director

January 22, 2019

Martin J. Aman, Executive Director
Wayne County Water And Sewer Authority
3377 Daansen Road
Walworth, New York 14568

Dear Marty:

We are pleased to have the opportunity to continue to be of service to the Wayne County Water And Sewer Authority ("Authority") and look forward to working with you, your staff and the Authority Board members during the remainder of this year. We will do our best to continue to provide the highest quality legal services in a responsive and efficient manner.

The purpose of this letter is to clarify and confirm the terms and conditions of our engagement as legal counsel to the Authority during 2019 for the services set forth herein.

Scope of Representation

We will act as special legal counsel to the Authority and will represent the Authority in connection with specified legal matters including, without limitation, all labor and employment law and litigation matters. We understand that the Authority will be working independently with Michael Howard, Esq. who will be assisting the Authority as outside, corporate counsel with general corporate; statutory and regulatory compliance; procurement and contracting; compliance with SEQRA; FOIA and Open Meetings; permitting; and, other general corporate matters requiring legal assistance pursuant to the terms of an engagement agreement separately entered into by and between the Authority and Mr. Howard.

My partner, Carol Maue and I will be the attorneys primarily responsible for the representation and will be assisted by other attorneys and professional staff, as necessary. When questions or comments arise about our services, staffing, billings, or other aspects of our representation, please do not hesitate to contact me. It is important that you are satisfied with our services and responsiveness at all times.

Fees, Expenses and Billing Practice

We will bill for our services on the basis of actual time expended. As an accommodation to the Authority, we have agreed to limit our hourly rates through 2019 as follows: \$280.00 for partners; \$205.00 for associates; and, \$155.00 for paralegals. Please note that this represents a substantial discount from our normal hourly rates. We are pleased to offer this fee accommodation because of our longstanding relationship with the Authority since its formation and our commitment to assist the Authority in its mission to provide comprehensive water and sewer services to the residents of Wayne County on a cost effective basis.

To the extent that Mr. Howard may be unavailable from time to time and we are asked to attend regularly scheduled Authority monthly meetings, we will limit our fees for attendance at such meetings to a fixed cost of \$400.00 per meeting. All other meetings, including Authority meetings other than the regularly scheduled monthly meeting will be billed based on our actual time expended at the hourly rates set forth above.

We generally render bills monthly, which will be due net thirty days. In addition to our fees, the Authority will be responsible for payment for disbursements and out-of-pocket expenses, incurred on your behalf. In addition, we charge \$1.25 per page for outgoing (but not incoming) faxes and \$.18 per page for copies. If we bind documents in connection with any matter we charge a flat fee of \$3.00 for each bound volume produced. Third party binding is billed at its actual cost to us. Mileage will be charged at the applicable IRS rate.

Please note that we charge a premium for time that involves electronic research due to the cost the firm incurs for subscribing to the electronic service and the timesaving it provides. This premium will be separately listed on your itemized bill.

A substantial portion of our services may be performed outside of your presence, such as legal research, discussions and negotiations with third parties, including other attorneys, and the preparation of documents. The bills which you will receive will be detailed and should sufficiently apprise you of the nature of the services performed.

We reserve the right to charge a billing fee of 1½% per month or fraction thereof for bills that are not paid within the month after the month in which they are billed.

Arbitration

In accordance with Part 1215 of the Joint Rules of the New York State Appellate Divisions, we are required to advise you that if a dispute arises about our fees, you have the right to arbitration of the dispute pursuant to Part 137 of the Rules of the Chief Administrator of the Courts, a copy of which will be provided to you upon request.

Marty, we appreciate the opportunity to continue to be of service to the Authority and look forward to working with you.



Please indicate the Authority's acceptance of the terms of this amended and restated engagement agreement by signing below.

Very truly yours,
BOYLAN CODE, LLP


Scott M. Mooney, Partner

Accepted and agreed to the ___ day of January, 2019

Wayne County Water And Sewer Authority

By: _____
Martin J. Aman, Executive Director





COLACINO INDUSTRIES

QUALITY SINCE 1943

Proposal

January 21, 2019

Marty Aman
Wayne County Water and Sewer Authority
3377 Daansen Road
Walworth, NY 14568

RE: 2019 Services Proposal

Dear Marty;

Per our conversation last week, we are pleased to offer the following services proposal for your review. If you have any questions, please feel free to call.

Standard Services Offering

Colacino Industries is a full service Electrical Contractor and Systems Integrator based in Newark, New York. From this one location we are capable of providing traditional Electrical Power and Control Engineering as well as **24 Hour Emergency Service** for all disciplines in the Electrical Industry including, but not limited to the following:

- Electrical Power Distribution
- Emergency Power Distribution Systems (12KW to 2MW)
- High Voltage Maintenance and Testing
- Building Automation Systems, Installation and Maintenance
- SCADA / Telemetry (Supervisory Control and Data Acquisition) Systems
- Process and Batch Control
- Machine Automation, Vision & Motion Control
- Non-Proprietary Fire, Security and Access Control Systems
- Telecom / Data / Fiber Design and Installation
- Fiber Optic Transmission and Backhaul
- Underground Facilities including Trench and Trenchless Technology
- Arial (Bucket Truck) Service
- Full Service Fabrication Shop with Stainless Steel and Aluminum Capabilities.
- Rigging and Advanced Material Handling

Equipment Availability

Colacino Industries has the following general construction equipment available:

- 15 Fully Stocked Service Vans
- Caterpillar 420DIT Backhoe with 12" , 24" and 30" Buckets, Material Handling Arm and Forks
- Kubota .8, 5.5 and 8 Ton Rubber Tracked Mini Excavator with multiple bucket sizes.
- (2) Bobcat Skidsteer Tractors with multiple attachments.
- Ditchwitch 4010 Trencher with Integrated Backhoe. Provides 8" trench up to 5' in depth.

- Electric and Propane Man Lifts to 45'
- Bucket Trucks to 50'
- Portable Welding Equipment including MIG, TIG and HeliARC
- Fiber Optic Fusion Splicing, Termination and Testing Equipment.

Emergency Services Available

Colacino Industries is capable of delivering an Emergency Response Time of .5 to 1.5 Hours for your locations in Wayne County. A list of contact numbers will be provided in a separate document with this proposal. In addition to the manpower support, Colacino Industries has a full inventory of standard and emergency parts to support your facility in the event of an equipment failure. A partial listing includes:

- Square D Power Distribution Equipment
- Schneider & Allen Bradley Automation Hardware including PLC's, Drives, Contactors....
- Circuit Breakers to 2000 Amp, Wire up to 500MCM, Conduit, Splice Kits,
- Emergency Generators (Portable) from 12KW to 2MW

Standard Warranty

All material supplied by Colacino Industries is warranted is to be free from defects for a period of 1 year or by manufactures period specified, whichever is longer. Any supplied labor and workmanship is warranted for the lifetime of the installed equipment.

Hourly Rates

- | | |
|--------------------------|-------------|
| • Journeymen Electrician | \$100.00/HR |
| • Electrician Level 1 | \$90.00/HR |
| • Electrician Level 2 | \$75.00/HR |
| • Apprentice | \$70.00/HR |
| • PLC/SCADA Programmer | \$140.00/HR |
| • Engineering | \$140.00/HR |

Typical Payment Terms Requested

NET 30

Summation

If you have any questions or want to discuss the proposal, please give me a call. Thanks again for the opportunity to quote your needs.

Sincerely;

James R. Colacino
Systems Engineering
Colacino Industries
315-331-1330
315-573-4066 Cell