ITEM 1 - TEMPORARY SECRETARY

Motion by seconded by and carried to appoint Robert J. Lichtenthal, Jr. as Temporary Secretary for the Annual Meeting.

Ayes:
Noes:

05/06/19-pjf
ITEM 2 - TEMPORARY CHAIRMAN

Motion by seconded by and carried to appoint Mark S. Carney as Temporary Chairman for the Annual Meeting.

Ayes: 
Noes:

05/06/19-pjf
ITEM 3 - CHAIRMAN

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

Ayes: 
Noes: 

05/06/19-pjf
ITEM 4 -  VICE CHAIRMAN

Motion by [name] seconded by [name] and carried to nominate Mark S. Carney as Vice Chairman of the Erie County Water Authority for the ensuing year.

Ayes:
Noes:

05/06/19-pjf
ITEM 5 -  TREASURER

Motion by    seconded by    and carried to nominate E. Thomas Jones as Treasurer of the Erie County Water Authority for the ensuing year.

Ayes:    
Noes:    

05/06/19-pjf
ITEM 6 - SECRETARY

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

Ayes:
Noes:

05/06/19-pjf
ITEM 7 - ASSISTANT TREASURER

Motion by [seconded by] and carried to nominate Daniel J. NeMoyer as Assistant Treasurer of the Erie County Water Authority for the ensuing year.

Ayes:
Noes:

05/06/19-pjf
ITEM 8 - ASSISTANT SECRETARY

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

Ayes:
Noes:

05/06/19-pjf
ITEM 9 -  RENEWAL OF COMMERCIAL CRIME POLICY

Motion by seconded by and carried that the Erie County Water Authority ratify the continuation of Public Employee Dishonesty coverage in the amount of $250,000 for the scheduled positions of Treasurer and Bill Collector and $500,000 for all other employees.

Ayes: 
Noes: 

05/06/19-pjf
ITEM 10 - AUTHORIZATION TO DESIGNATE DEPOSITORIES FOR FUNDS

Motion by seconded by 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:
Noes:

05/06/19-pjf
ITEM 11 - AUTHORIZATION TO APPROVE THE FOLLOWING TO EXECUTE ERIE COUNTY WATER AUTHORITY CHECKS ON BEHALF OF THE ERIE COUNTY WATER AUTHORITY

Motion by ___________ seconded by ___________ and carried to authorize the following to execute Erie County Water Authority checks on behalf of the Authority:

Assistant Treasurer
Attorney
Executive Director
Secretary to the Authority
Treasurer

Ayes: 
Noes:

05/06/19-pjf
ITEM 12 - AUTHORIZATION TO APPROVE THE FOLLOWING TO MAKE WIRE TRANSFERS ON BEHALF OF THE ERIE COUNTY WATER AUTHORITY

Motion by seconded by and carried to authorize the following to make wire transfers on behalf of the Erie County Water Authority:

Assistant Manager of Accounting Services
Cash Manager
Manager of Accounting Services

Ayes:
Noes:

05/06/19-pjf
ITEM 13 -  AUTHORIZATION FOR THE FOLLOWING TO APPROVE WIRE TRANSFERS VIA BANK CALL BACKS ON BEHALF OF THE ERIE COUNTY WATER AUTHORITY

Motion by _______ seconded by _______ and carried to authorize the following to approve wire transfers via bank call backs on behalf of the Erie County Water Authority:

   Business Office Manager
   Chief Account Clerk
   Chief Customer Service Representative
   Sr. Account Clerk

Ayes:

Noes:

05/06/19-pjf
ITEM 14 - AUTHORIZATION TO APPROVE THE FOLLOWING TO MAKE AUTOMATED CLEARING HOUSE (ACH) TRANSFERS ON BEHALF OF THE ERIE COUNTY WATER AUTHORITY

Motion by seconded by and carried to authorize the following to make payroll ACH transfers on behalf of the Erie County Water Authority:

See attached list

Ayes:
Noes:

05/06/19-pjf
## APPROVED STAFF FOR ACH TRANSFERS

<table>
<thead>
<tr>
<th>Position</th>
<th>NYS Retirement</th>
<th>Payroll Direct Deposit</th>
<th>Payroll Withholding Taxes</th>
<th>Accounts Payable</th>
</tr>
</thead>
<tbody>
<tr>
<td>Asst. Mgr. of Accounting Services</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Cash Manager</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
<tr>
<td>Comptroller</td>
<td></td>
<td></td>
<td></td>
<td>X</td>
</tr>
<tr>
<td>Manager of Accounting Services</td>
<td></td>
<td></td>
<td></td>
<td></td>
</tr>
</tbody>
</table>

- "X" indicates approval for ACH transfers.
ITEM 15 - AUTHORIZATION TO APPROVE THE FOLLOWING TO VIEW ALL DEPOSITORY, COLLATERAL AND INVESTMENT ACTIVITY ON THE INTERNET ON BEHALF OF THE ERIE COUNTY WATER AUTHORITY

Motion by seconded by and carried to authorize the following to view all depository, collateral and investment activity on the Internet on behalf of the Erie County Water Authority:

Assistant Manager of Accounting Services
Business Office Manager
Cash Manager
Chief Account Clerk
Comptroller
Deputy Director
Manager of Accounting Services

Ayes:  
Noes:

05/06/19-pjf
ITEM 16 - AUTHORIZATION TO APPROVE THE FOLLOWING TO EXECUTE ALL FEDERAL AND STATE TAX RETURNS ON BEHALF OF THE ERIE COUNTY WATER AUTHORITY

Motion by seconded by and carried to authorize the following to execute all Federal and State Tax Returns on behalf of the Erie County Water Authority:

- Assistant Manager of Accounting Services
- Cash Manager
- Comptroller
- Manager of Accounting Services

Ayes:
Noes:

05/06/19-pjf
ITEM 17 - AUTHORIZATION TO APPROVE AND EXECUTE PURCHASE ORDERS AFTER DEPARTMENTAL AND BOARD APPROVAL

Motion by seconded by and carried to approve the Director of Administration and, in the absence of the Director of Administration the Comptroller to authorize and execute purchase orders after departmental and Board approval.

Ayes:  
Noes:

05/06/19-pjf
ITEM 18 - AUTHORIZATION TO APPROVE AND EXECUTE ASSOCIATED PURCHASING AGREEMENTS, WARRANTEES AND MAINTENANCE AGREEMENTS ON DEPARTMENTAL BOARD APPROVED PURCHASE ORDERS NOT TO EXCEED AN AGGREGATE OF $20,000 PER CALENDAR YEAR PER VENDOR

Motion by seconded by and carried to approve the Director of Administration to authorize and execute associated purchasing agreements, warranties and maintenance agreements on departmental and Board approved purchase orders not to exceed an aggregate of $20,000 per calendar year per vendor.

Ayes:
Noes:

05/06/19-pjf
ITEM 19 - AUTHORIZATION TO APPROVE ECWA MEMBERSHIP AND PARTICIPATION IN JOINT PURCHASING ALLIANCES AS PERMITTED BY LAW

Motion by [name] seconded by [name] and carried to approve the Director of Administration to authorize and execute membership agreements, and other documents as needed, to enter into joint purchasing associations and alliances as deemed appropriate and permitted by law, and for the Director of Administration to have supervisory capacity to manage these procurement relationships.

Ayes: [list of names]
Noes: [list of names]

05/06/19-pjf
ITEM 20 - AUTHORIZATION TO APPOINT A LABOR-MANAGEMENT HEALTHCARE COALITION REPRESENTATIVE

Motion by seconded by and carried to appoint Karen A. Prendergast, Comptroller as the Authority’s representative for the Labor-Management Healthcare Coalition, Inc. for the ensuing year.

Ayes: 
Noes:

05/06/19-pjf
ITEM 21 - COMMITTEES AND BOARDS

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

<table>
<thead>
<tr>
<th>Name</th>
<th>Finance Committee</th>
<th>Audit Committee</th>
<th>Governance Committee</th>
<th>Ethics Board</th>
</tr>
</thead>
<tbody>
<tr>
<td>Jerome D. Schad, Chairman</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>Mark Carney, Vice Chairman</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
<tr>
<td>E. Thomas Jones, Treasurer</td>
<td>X</td>
<td>X</td>
<td>X</td>
<td>X</td>
</tr>
</tbody>
</table>

Ayes:

Noes:

05/06/19-pjf
ITEM 22 - RULES OF ORDER

Motion by         seconded by         and carried to approve that

the Board of Commissioners adopt parliamentary Rules of Procedure using the


Ayes: 

Noes:

05/06/19-pjf
ITEM 23  ADOPTION OF THE DEFENSE AND INDEMNIFICATION OF BOARD MEMBERS, OFFICERS AND EMPLOYEES POLICY

Motion by _______ seconded by _______ and carried to approve that the Board of Commissioners continue to adopt the attached Defense and Indemnification Policy No. 94 adopted on March 26, 2019.

Ayes: 
Noes: 

05/06/19-pjf
PURPOSE

To establish the policy for the defense and indemnification of members, officers and employees of the Erie County Water Authority.

POLICY

Pursuant to Public Authorities Law § 1071, neither members of the Erie County Water Authority (the “Authority”) nor any person or persons acting in its behalf, while acting within the scope of its authority shall be subject to any personal liability resulting from the erection, construction, reconstruction, maintenance or operation of the properties or any of the improvements or from carrying out any of the powers expressly given to the Authority in Article 5, Title 3 of the Public Authorities Law. Although § 1071 gives statutory immunity to Authority members and employees, the section sets forth no provision relating to defense.

Public Authorities Law § 2824(1)(f) direct board members of any state or local public authority to “adopt a defense and indemnification policy and disclosure such plan to any and all prospective board members.”

Public Officers Law § 18 established a comprehensive defense and indemnification policy for any public authority whose governing body has agreed by resolution, rule or regulation to confer the benefits of that section upon its members, officers and employees and to be held responsible for the costs incurred under the provisions of Public Officers Law § 18.

Consistent with the provisions of the Public Authorities Law, the Authority elects to make the provisions of Public Officers Law § 18 applicable to its members, officers, and employees. Nothing in contained in this policy or within the general provisions of state law shall be deemed to extend the provisions of Public Officers Law § 18 to any independent contractor with whom the Authority may have contracted.

For purposes of this policy, the term “members” means the Commissioners, duly appointed pursuant to Public Authorities Law § 1053(1). The term “members” also include “ad hoc members” who are appointed to serve as non-voting committee members pursuant to the Authority’s Amended and Restated By-Laws.
ITEM 24 - ADJOURNMENT

Motion by seconded by 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 2020.

Ayes:
Noes:

05/06/19-pjf