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**STAMP Water Works, Inc. Meeting
Tuesday, September 20, 2022
Location: 99 MedTech Drive, Innovation Room
8:30 AM**

STAMP WATER WORKS, INC. MINUTES

Attendance

Board Members: C. Yunker, P. Battaglia, P. Zeliff, M. Clattenburg (Video Conference), T. Hens, S. Mountain, R. Crossen
Staff: L. Farrell, M. Masse, S. Hyde, L. Casey, J. Krencik, P. Kennett, C. Suozzi
Guests: Tim Kucinski (Phillips Lytle/Video Conference)
Absent:

1.0 Call to Order

P. Zeliff called the meeting to order at 8:35 a.m. in the Innovation Zone.

2.0 Agenda Additions / Deletions / Other Business – Nothing at this time.

Organizational Formation:

3.0 Resolutions of the Board of Directors - L. Farrell stated that Genesee County Economic Development Center (GCEDC) and Genesee Gateway Local Development Corp (GGLDC) policies were used as a base for the policies included with the meeting materials. L. Farrell reviewed agenda items 3a through 3g with the Board members. L. Farrell noted that the GGLDC and the GCEDC follow Public Authorities' Law, General Municipal Law, Open Meetings Law, and Freedom of Information Law. The STAMP Water Works, Inc. was created under Transportation Corporation Law. At this time, it is unclear as to which laws this entity must follow. Therefore, to be as transparent as possible, staff, with Phillips Lytle's guidance and expertise, has incorporated all these laws, except General Municipal Law, into the STAMP Water Works, Inc. policies.

3a. Statement of Organization – Included with meeting materials.

3b. Certificate of Incorporation – Included with meeting materials.

3c. By-Laws – The by-laws, which were included with the meeting materials, have been approved by the Genesee Gateway Local Development Corp (GGLDC). Only the GGLDC can amend the by-laws. However, if any changes are deemed necessary, this Board can make recommendations to the GGLDC.

3d. Officer Appointments – The role of each officer is included in the by-laws. After a brief discussion by Board members, it was suggested to approve the below listed slate of officers:

Chair -	P. Zeliff
Vice-Chair -	P. Battaglia
Secretary -	S. Mountain
Treasurer -	T. Hens

C. Yunker made a motion to nominate P. Zeliff as the STAMP Water Works, Inc. Board Chair; the motion was seconded by P. Battaglia. Roll call resulted as follows:

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P. Battaglia -	Yes	C. Yunker -	Yes
T. Hens -	Yes	P. Zelif -	Yes
S. Mountain -	Yes	R. Crossen -	Yes
M. Clattenburg –	No Vote/Video Conference Only		

The item was approved as presented.

C. Yunker made a motion to nominate P. Battaglia as the STAMP Water Works, Inc. Board Vice Chair; the motion was seconded by S. Mountain. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Hens -	Yes	P. Zelif -	Yes
S. Mountain -	Yes	R. Crossen -	Yes
M. Clattenburg –	No Vote/Video Conference Only		

The item was approved as presented.

C. Yunker made a motion to nominate S. Mountain as the STAMP Water Works, Inc. Board Secretary; the motion was seconded by P. Battaglia. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Hens -	Yes	P. Zelif -	Yes
S. Mountain -	Yes	R. Crossen -	Yes
M. Clattenburg –	No Vote/Video Conference Only		

The item was approved as presented.

T. Hens made a motion to nominate himself as the STAMP Water Works, Inc. Board Treasurer; the motion was seconded by P. Battaglia. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Hens -	Yes	P. Zelif -	Yes
S. Mountain -	Yes	R. Crossen -	Yes
M. Clattenburg –	No Vote/Video Conference Only		

The item was approved as presented.

3e. Audit & Finance Committee Charter - This charter will be required to be reviewed annually by the Committee. P. Zelif appointed the following members to the Audit & Finance Committee:

- Committee Chair – P. Battaglia
- Committee Member – T. Hens
- Committee Member – R. Crossen
- Committee Member – P. Zelif

3f. Governance & Nominating Committee Charter - This charter will be required to be reviewed annually by the Committee. P. Zelif appointed the following members to the Governance & Nominating Committee:

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Committee Chair – C. Yunker
Committee Member – M. Clattenburg
Committee Member – S. Mountain
Committee Member – P. Zeliff

Additional discussion included a request from the Board Chair and Vice Chair to schedule quarterly meetings for the STAMP Water & Sewer Works that coincide with regularly scheduled GCEDC/GGLDC Committee and Board meetings.

3g. Code of Ethics - This policy will be required to be reviewed annually. Genesee County's Code of Ethics was used as a guideline when preparing this policy for the GCEDC and GGLDC.

3h. Disposition of Real Property Guidelines - This policy will be required to be reviewed annually and the related information must be reported into the Public Authorities Reporting Information System (PARIS). It is a template that comes from the Authorities Budget Office and outlines all the requirements that must be followed related to disposition of real property.

3i. Travel Policy – This policy is required by Public Authorities Law.

3j. Defense and Indemnification Policy - Included with meeting materials.

3k. Whistleblower Policy – From the policy, L. Farrell reiterated that each member of the Board, officer and employee is responsible to report any violation of the Code (whether suspected or known) to the Corporation's Board President.

3l. Board Member Duties and Responsibilities – L. Farrell stated that this policy sets forth standards of conduct. Board members must participate in state approved training regarding their legal, fiduciary, financial and ethical responsibilities as directors of the STAMP Water Works, Inc. within one year of appointment to the Board.

3m. Policy Prohibiting Extension of Credit – L. Farrell stated that this policy prohibits the extension of credit to Board members.

3n. Certificate of Independence – Included with meeting materials.

3o. Procurement Policy - This policy mirrors the procurement policies approved and adopted by the GCEDC and GGLDC. Two competitive quotes must be obtained for any procurement that is between \$5,000 and \$10,000. Three competitive quotes are required for any procurement greater than \$10,000. It is anticipated that much of the procurement for this entity will require an official, competitive bidding process. Procurement less than \$5,000 and approved within the budget does not need to come forward to the Board for approval. Authorization for individual expenditures of \$5,000 and over shall require Board approval. Official competitive quotes are not required for professional services. This policy is required to be reviewed annually.

3p. Investment Policy – This policy includes information related to collateral for the STAMP Water Works, Inc. bank accounts. This policy mirrors the Investment Policy approved and adopted by the GCEDC and GGLDC. Staff will need to determine if this entity is eligible for collateral. If the banks determine that this entity is not eligible for collateral, the policy may need to be updated. This policy is required to be reviewed annually.

3q. Fiduciary Acknowledgement - Included with meeting materials.

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After reviewing agenda items 3a through 3q, the following motions and approvals were made:

T. Hens made a motion authorizing staff to open bank accounts at 1) Bank of Castile/Tompkins Community Bank for general purposes with maximum total deposits of \$5M and 2) Key Bank as the secondary bank with maximum total deposits of \$5M; the motion was seconded by R. Crossen. Roll call resulted as follows:

P. Battaglia -	Abstain	C. Yunker -	Abstain
T. Hens -	Yes	P. Zelif -	Yes
S. Mountain -	Yes	R. Crossen -	Yes
M. Clattenburg -	No Vote/Video Conference Only		

P. Battaglia and C. Yunker abstained from voting. They serve on the Board of Directors at the Bank of Castile.

The item was approved as presented.

R. Crossen made a motion to accept the Resolutions of the Board of Directors; the motion was seconded by T. Hens. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Hens -	Yes	P. Zelif -	Yes
S. Mountain -	Yes	R. Crossen -	Yes
M. Clattenburg -	No Vote/Video Conference Only		

The item was approved as presented.

4.0 Mission Statement & Measurement Report – Public Authorities Law requires that these entities annually review the mission statement and performance goals to ensure that its mission has not changed and that the performance goals continue to support its mission. This report will be posted to the website and submitted to the ABO and OSC.

STAMP Water Works, Inc.'s mission is to own, operate and maintain an onsite transmission system (including storage) to provide water to all tenants within the STAMP site that would be purchased from various municipal sources.

S. Mountain made a motion to accept the Mission Statement & Measurement Report as presented; the motion was seconded by P. Battaglia. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Hens -	Yes	P. Zelif -	Yes
S. Mountain -	Yes	R. Crossen -	Yes
M. Clattenburg -	No Vote/Video Conference Only		

5.0 Internal Controls Narrative – The internal controls narrative for the GCEDC/GGLDC was included with the meeting materials. L. Farrell will add language to the narrative to incorporate controls for the STAMP Water Works, Inc. L. Farrell noted that the narrative states that all GGLDC checks require two

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signatures by Board members. The Board concurred that the same should be required for the STAMP Water Works, Inc.

6.0 Authorized Signers of Agreements, Contracts, etc. – L. Farrell recommends that the Chair and the Vice-Chair are authorized signers of agreements, contracts, etc.

R. Crossen made a motion to approve the Authorized Signers of Agreements, Contracts, etc. as presented; the motion was seconded by T. Hens. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Hens -	Yes	P. Zelif -	Yes
S. Mountain -	Yes	R. Crossen -	Yes
M. Clattenburg –	No Vote/Video Conference Only		

The item was approved as presented.

7.0 Authorized Bank Signers – L. Farrell recommends that Audit & Finance Committee members are authorized bank signers. All checks must be signed by two authorized signers.

C. Yunker made a motion to approve the Authorized Bank Signers as presented; the motion was seconded by R. Crossen. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Hens -	Yes	P. Zelif -	Yes
S. Mountain -	Yes	R. Crossen -	Yes
M. Clattenburg –	No Vote/Video Conference Only		

The item was approved as presented.

8.0 Authorized to Request Information Regarding Bank Accounts – L. Farrell requested that she and P. Kennett are authorized to request information regarding the bank accounts.

C. Yunker made a motion to approve L. Farrell and P. Kennett to obtain bank account information as presented; the motion was seconded by T. Hens. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Hens -	Yes	P. Zelif -	Yes
S. Mountain -	Yes	R. Crossen -	Yes
M. Clattenburg –	No Vote/Video Conference Only		

The item was approved as presented.

Normal Business:

C. Suozzi left the meeting at 9:25 a.m.

9.0 Water Supply Agreement – Genesee County – M. Masse began by providing a brief overview for the Board members. In 2010 and 2012 when the Environmental Impact Study was completed, 3 MGD of water and wastewater in and out was projected for the STAMP site. At that time, the Town of Alabama

stated that they did not want to supply the onsite water or treatment of the onsite wastewater. Therefore, the Transportation Corps for the water and sewer works have been established. In 2013, a regional water and wastewater supply analysis was completed because it was evident that 3 MGD would not be sufficient for the site. Staff looked at the potential for 12 MGD at the site. The analysis concluded that Niagara County Water District (NCWD) was the best solution, providing up to 6 MGD to the site. Also, at that time, the agency was working with the Village of Medina to take the site's discharge. However, a change in the mayor's leadership occurred and the Village of Medina no longer wished to continue this relationship. The DEC recommended that the agency look to discharge into Oak Orchard Creek. Ultimately, Oak Orchard Creek in the Town of Shelby was selected as the discharge point. The Town of Alabama serves as the backstop for the Water and Sewer Works Corporations. If either of these corporations were to fail, the Town of Alabama would take over operations. Currently, there is the option of 3 different water sources, including Monroe County Water Authority (MCWA), Erie County Water Authority and Niagara County Water District. It appears that NCWD will provide the lowest cost option for sourcing water. In March of 2017 the GCEDC entered into a water supply agreement with Genesee County to supply STAMP with water. The GCEDC may pursue supplies outside of Genesee County once it becomes technically and economically unfeasible for the County to provide the quantities needed. If there are users at STAMP who are non-manufacturing companies, there is a 10% surcharge that MCWA will require Genesee County to pay them.

M. Masse also asked the Board to consider additional information that did not require approval at this time. He stated that the GCEDC owns the property and the infrastructure. Traditionally, in a municipal setting, the municipality owns the pipes and obtains an easement for the property. In this case, the STAMP Water Works, Inc could end up owning the pipes and property. P. Zelif recommended that easements are obtained for the land, and ownership remains with the GCEDC. The GCEDC had determined that any easements requested from a utility corporation in the normal course of business did not require Board approval. The STAMP Water Works, Inc. Board confirmed that M. Masse only needs to report easements that are obtained for this purpose. An approval will not be required by this Board. M. Masse, for future reference, also wanted to confirm that it would be the Water Works Inc.'s intention to accept the dedication of the pipes from the GCEDC, contingent upon a future approval.

M. Masse then returned the discussion to the water supply agreement with Genesee County. There is a clause in the agreement that allows for the GCEDC to transfer the Water Supply Agreement to the STAMP Water Works, Inc. that is formed under NYS Transportation Corporation Law. The GCEDC will vote on the assignment at their next meeting. This assignment requires the GCEDC to notify the County.

Fund Commitment: None.

C. Yunker made a motion to accept assignment of the Water Supply Agreement with Genesee County contingent upon the GCEDC approving the assignment; the motion was seconded by R. Crossen. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Hens -	Yes	P. Zelif -	Yes
S. Mountain -	Yes	R. Crossen -	Yes
M. Clattenburg -	No Vote/Video Conference Only		

The item was approved as presented.

10.0 Water Supply Agreement - Tenants – STAMP Water Works, Inc. needs to enter into water supply agreements with tenants at STAMP. A draft that was prepared by Phillips Lytle was provided at the Board meeting for review. M. Masse provided an overview of the agreement. He stated that there is a list of customer obligations included. Fees & expenses, payment terms, rate changes, and interest rates on late payments are also outlined. M. Masse stated that this would be the template used for each company but could be amended based on negotiations and would be brought forward for approval. The Board recommended the following changes to the agreement: 1) the tenant will be required to make a deposit equivalent to an estimated quarter’s usage that will be held in escrow, and 2) billing will occur monthly. Plug Power would be the first tenant to enter into this agreement.

Fund Commitment: None.

P. Battaglia made a motion to approve the Water Supply Agreement with the above-mentioned modifications; the motion was seconded by R. Crossen. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Hens -	Yes	P. Zeff -	Yes
S. Mountain -	Yes	R. Crossen -	Yes
M. Clattenburg –	No Vote/Video Conference Only		

The item was approved as presented.

11.0 Water Facilities Operation & Maintenance Agreement – The Town of Batavia has provided an agreement for the operation and maintenance of the water facilities for STAMP Water Works, Inc.

Fund Commitment: \$3,500 annually. This amount will need to be modified as more tenants come on board at STAMP and costs change based on usage.

S. Mountain stated that he will abstain from voting. He is the Town of Batavia Engineer.

P. Battaglia made a motion to accept the Water Facilities Operation and Maintenance Agreement with the Town of Batavia as presented; the motion was seconded by C. Yunker. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Hens -	Yes	P. Zeff -	Yes
S. Mountain -	Abstain	R. Crossen -	Yes
M. Clattenburg –	No Vote/Video Conference Only		

The item was approved as presented.

12.0 Water Rate – M. Masse presented the following water rate calculation:

	Per 1,000 gallons
	MCWA Sourced
Purchase of Water	\$ 2.48

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Unbilled Purchase of Water (Flushing)	\$	0.10
Genesee County Surcharge	\$	1.20
System Reserve	\$	0.02
Operation & Maintenance	\$	0.02
	<u>\$</u>	<u>3.82</u>

The Board discussed that there should be two rates, including a construction rate, which should be billed at the local municipal rate (Town of Alabama) and an operational rate. The Board discussed increasing the operational rate to allow for administrative costs and a reserve. The Board proposed the following increase to the water rate:

Purchase of Water	\$	2.48
Unbilled Purchase of Water (Flushing)	\$	0.10
Genesee County Surcharge	\$	1.20
System Reserve	\$	0.02
Operation & Maintenance	\$	0.05
Administration	\$	0.10
	<u>\$</u>	<u>3.95</u>

L. Farrell also noted that D&O and general liability insurance have not been secured for the STAMP Water Works, Inc. and the STAMP Sewer Works, Inc.

R. Crossen made a motion to accept the operational rate at \$3.95 per 1,000 gallons; the motion was seconded by P. Battaglia. Roll call resulted as follows:

P. Battaglia -	Yes	C. Yunker -	Yes
T. Hens -	Yes	P. Zelif -	Yes
S. Mountain -	Yes	R. Crossen -	Yes
M. Clattenburg -	No Vote/Video Conference Only		

The item was approved as presented.

13.0 Adjournment

As there was no further business, C. Yunker made a motion to adjourn at 10:05 a.m., which was seconded by R. Crossen and passed unanimously.