



SARATOGA COUNTY WATER AUTHORITY

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SARATOGA COUNTY WATER AUTHORITY BOARD OF DIRECTORS OFFICIAL MEETING MINUTES THURSDAY, MAY 28, 2015 @ 2:30P.M.

PRESENT: Chairman John Lawler, Treasurer Kevin King, Supervisor Arthur Johnson, Supervisor Patrick Ziegler, SCWA Board Member Tom Cumm; Mark Schachner, Esq. & Leah Everhart, Esq., SCWA Special Counsel; Ed Hernandez, Executive Director. **Absent:** Supervisor Anita Daly and SCWA Board Member Jim Smith.

Chairman Lawler called the regular meeting to order at 2:30 p.m. and welcomed all in attendance.

Motion was made by Mr. Cumm and seconded by Mr. King to adopt the draft minutes of the April 23, 2015 Board Meeting minutes as the official minutes of that meeting. Mark Schachner requested an amendment to the minutes to reflect that he was in attendance at that meeting and not Ms. Everhart. Also, Secretary Alden requested that a paragraph that was erroneously carried over from previous minutes be deleted that referenced the Performance Measurement Report. **Motion carried unanimously to adopt the amended minutes of the April 23, 2015 minutes.**

(As is the practice of the Board, the Board waived a reading of the draft minutes and the adopted minutes include the long form resolutions that were passed at said meeting and the Board waived the reading of the long form resolutions.)

Reports:

Production: Ed Hernandez, Executive Director, reported that production data for the month of April 2015 was 5.75 MGD. He noted that during the first three weeks of May the plant was producing up to 8 MGD. Mr. Cumm inquired if the Water Authority would be in a financial position to begin repaying the County on the Service Agreement. Mr. Hernandez stated that if flows continued in the current pattern, the Authority would most likely be in a good position to begin repayment. He also commented that if flows continued in the current pattern, the Authority should consider adding additional filtration racks for the increased flows. Mr. Hernandez stated it was early in the year for this discussion, but he was optimistic.

Financial: Mr. Hernandez discussed the financial reports through April 30, 2015. Budgeted expenses were \$648k and actual expenses were \$514k. Revenues year to date were budgeted at \$1.55 million and actual revenues were \$1.63 million. He noted that the next bond payment is due June 1, which is for the new 2014 Series bond issuance.

Capital Projects Update: Mr. Hernandez stated the project area was paved today, the building is virtually completed, the tanks are in service, and the HVAC and electronic controls are still in process. The contractors are still behind schedule but moving in the right direction. The first round of test results were very good. Mr. King stated that the funds from the SCIDA were received and have been deposited to the Renewal and Replacement account rather than establishing another bank account.

New Business:

Motion to authorize the payment of the vouchers for the month at a total cost of \$64,125.28 in operating costs, \$1,598.00 in SPDES Outfall Project Costs, \$509,101.33 in DBP Project as reviewed by Kevin King, Treasurer. Mr. King noted the larger purchases, but that most expenses were routine. **Mr. Ziegler moved to authorize that vouchers be approved for payment. The motion was seconded by Mr. Cumm. Motion passed unanimously.**

Resolution 2015-002 was offered by Mr. Cumm and seconded by Mr. Johnson to adopt the SCWA Continuing Disclosure Policy. Ms. Everhart discussed briefly the requirement for this policy and the format and deadlines that have been included in same. Mr. King noted that there were several outlined items that require the Authority to disclose any matters that may affect the status of the bonds. Mr. Cumm inquired if this was a revised policy. Mr. Hernandez stated that the Authority has been complying with Continuing Disclosure requirements since the original bonds were issued, but this was a formal policy now, with additional matters outlined.

**RESOLUTION NUMBER 2015-002 OF THE BOARD OF DIRECTORS
ADOPTING CONTINUING DISCLOSURE POLICY**

**Offered by: T. Cumm
Seconded by: A. Johnson**

WHEREAS, the Authority has significant continuing disclosure obligations with respect to its outstanding securities and any further securities it issues pursuant to Rule 15c2-12 under the Securities Exchange Act; and

WHEREAS, the Authority's Bond Counsel has provided a form of Continuing Disclosure Policy intended to ensure that the Authority effectively carries out these obligations; and

WHEREAS, the Authority's Attorneys and Financial Advisor have reviewed the proposed Continuing Disclosure Policy and made revisions, and the revised Continuing Disclosure Policy has been provided to the Board of Directors;

NOW THEREFORE BE IT RESOLVED THAT the Board of Directors hereby adopts the Continuing Disclosure Policy substantially in the form presented at this meeting, with such changes as the Executive Director or Chairman deem necessary and advisable; and

BE IT FURTHER RESOLVED THAT the Chairman, Executive Director and all other officers, agents or employees of the Authority are authorized and directed to take such actions as may be necessary to comply with and effectuate the provisions and intent of the Continuing Disclosure Policy.

**Ayes – Cumm, Johnson, Lawler, King, Ziegler
Nays – None
Absent – Daly, Smith**

The Resolution was declared duly adopted on May 28, 2015.

State of New York)
)
County of Saratoga)

I, Carol Alden, Secretary of the Saratoga County Water Authority, do hereby certify that the foregoing is a true copy, and the whole thereof, of a resolution duly adopted by the Saratoga County Water Authority on the 28th day of May, 2015.

IN WITNESS WHEREOF, I have hereunto subscribed my name and signed this certificate this 28th day of May, 2015.

Carol A. Alden,
Sec. of the Saratoga County Water Authority

The next matter was the contract amendment for Delaware Engineering for additional costs relating to the extended completion date of the project. Mr. Hernandez recommended that the Board approve the contract amendment. Mr. Lawler was reluctant to do so. He questioned again if the engineer had any responsibility regarding the work stoppage in February. Mr. Cumm inquired if the engineer onsite would have been able to notice the damage to the concrete wall until after the forms were pulled away, to which Mr. Hernandez stated they would not. Mr. Johnson inquired if this amendment was for additional work the engineers were required to perform due the damaged wall. Mr. Hernandez stated Delaware was requesting three additions: 1. To add Task 13 – Contract Admin beyond Substantial Completion Date for \$16,050. 2. To add Task 14 – Construction Inspection beyond Substantial Completion Date for \$18,900. 3. To add Task 12 – Concrete redesign at a cost of \$12,311.36. The total amount of the change to the contract would be \$32,816.36. Mr. King inquired about the initial delays at the commencement of the contracts. Mr. Hernandez stated that he felt the contractors were behind schedule from Day 1. He noted that once they entered into the winter months it compounded. Mr. Cumm inquired of Mr. Hernandez if he felt that the amount due for the redesign was reasonable. Mr. Hernandez stated he felt it was due to the multiple meetings involved in the redesign. Mr. Cumm reiterated again that he wanted to know positively that the fault of the damaged wall was the fault of the contractor. Mr. Hernandez stated in the affirmative. He stated that responsibility for the construction falls directly on the contractor. **Motion was made by Mr. Johnson and seconded by Mr. Ziegler to approve the amendment to the Delaware Engineering contract in the amount of \$32,816.36. Unanimous.**

The Board scheduled the next meeting of the SCWA Board of Directors for **2:30 p.m. on June 25th, 2015.** There will also be a short Personnel Committee meeting prior to the regular meeting at 2:15 p.m. Members of that Committee are Mr. Cumm, Mr. Smith and Mr. Ziegler.

Motion was made at 3:05 p.m. by Mr. Johnson to adjourn to Executive Session for purposes of discussing a possible litigation matter. Motion was seconded by Mr. Ziegler. Unanimous.

At 3:50 p.m. Mr. Ziegler requested to be excused from the meeting due to another obligation.

At 4:05 p.m. Motion to return to open session was made by Mr. Johnson and seconded by Chairman Lawler. Unanimous.

At this time, a motion was offered by Chairman Lawler and seconded by all Board members to authorize commencement of legal action against Saratoga Water Services and/or Global Foundries, if necessary, to protect the Saratoga County Water Authority's contractual and financial rights and obligations. Motion carried unanimously.

At 4:10 p.m. Motion to adjourn was made by Mr. Cumm and seconded by Mr. King. Motion passed and meeting was adjourned.

Respectfully Submitted,

Carol A. Alden, Confidential Secretary