



# SARATOGA COUNTY WATER AUTHORITY

JOHN E. LAWLER, CHAIRMAN  
ED HERNANDEZ, P.E., EXECUTIVE DIRECTOR

260 BUTLER ROAD, GANSEVOORT, NY 12831  
TELEPHONE: (518) 761-2058  
FACSIMILE: (518) 792-4942  
www.saratogacountywaterauthority.com

THOMAS K. CUMM  
ANITA M. DALY  
ARTHUR J. JOHNSON  
KEVIN T. KING  
JAMES M. SMITH  
PATRICK S. ZIEGLER

## SARATOGA COUNTY WATER AUTHORITY BOARD OF DIRECTORS OFFICIAL MEETING MINUTES THURSDAY, SEPTEMBER 24, 2015 @ 2:30P.M.

**PRESENT:** Chairman John Lawler, Supervisor Anita Daly, Treasurer Kevin King, Supervisor Arthur Johnson, Supervisor Patrick Ziegler (arrived at 2:45 due to prior commitment), SCWA Board Members Tom Cumm and Jim Smith; Ed Hernandez, Executive Director, and SCWA General Counsel Mark Schachner, Esq. and John Dowd, Esq. Also in attendance were Supervisor Ed Kinowski, Town of Stillwater, Chairman Matt Veitch, Saratoga County Board of Supervisors. Absent: None

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. Smith to adopt the draft minutes of the September 4, 2015 Board Meeting minutes as the official minutes of that meeting. Supervisor Daly and Treasurer Kevin King abstained. Motion carried.**

**Motion was made by Supervisor Johnson and seconded by Mr. Smith to adopt the draft minutes of the Finance Committee meeting of September 4, 2015 as the official minutes of that meeting. Motion carried unanimously.**

(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 August 2015 at 5.78 MGD. Chairman Lawler inquired if the Clifton Park usage was a record for them. Executive Director Hernandez stated he believed it was close. Supervisor Daly expressed concerns about the odor issues within the last couple of weeks in Clifton Park. She stated that Clifton Park Water had been receiving a significant number of complaints regarding the odor of the water. Mr. Hernandez stated that no other customers of the Water Authority had any complaints. He stated that Clifton Park uses several sources of water and the change in sources throughout their system can affect the taste and odor experienced by their customers. Mr. Hernandez indicated that the SCWA is running more water through the new GAC system to be proactive to Clifton Park's concerns.

Financial: Mr. Hernandez discussed the financial reports through August 31, 2015. Budgeted expenses were \$1.29 million and actual expenses were \$1.04 million. Revenues year to date were budgeted at \$3.11 million and actual revenues were \$3.82 million. Mr. Hernandez stated that net income to date was \$324,563

Legal Update: Chairman Lawler requested that the Legal report be done in Executive Session due to contractual discussions and possible litigation matters.

**Motion was made to approve a budget transfer from budget line “Fuel” to “Equipment Parts - Plant” in the amount of \$5,000. Motion was offered by Mr. Ziegler and seconded by Mr. King. Motion carried unanimously.**

**Motion to authorize the payment of the vouchers for the month at a total cost of \$112,338.10 in operating costs, \$174.50 in SPDES Outfall Project Costs, \$255.00 in DBP Project costs, as reviewed previously by the Treasurer. Mr. Cumm moved to authorize that vouchers be approved for payment. The motion was seconded by Mr. Smith. Motion passed unanimously.**

**Motion to approve Change Directive #1 from Tech Electric to reduce the cost of the contract for electrical services related to the Plant Upgrade Project by \$35,000. Motion was offered by Mr. King and seconded by Mr. Ziegler. Motion carried unanimously.**

**Motion to approve a contract with Stored Tech for Professional IT Services.** Mr. Hernandez explained that the previous contractor requested to be released from contract due to understaffing. He stated that proposals were sought from two other vendors and his recommendation was to enter into contract with Stored Tech. Chairman Lawler inquired if they were a Saratoga County vendor. Mr. Johnson inquired about the length of the contract to which Mr. Hernandez stated one year with option to renew annually. Secretary Alden stated they had several locations throughout New York State, including Saratoga Springs. **Motion carried unanimously.**

Chairman Lawler discussed the actions of the Governance Committee meeting which was held prior to the Board meeting. Chairman Lawler discussed the proposed change to the Whistleblower Policy to delete language relating to supervisors or Ethics officers. **Motion was made by Mr. Cumm to approve and readopt the following policies:**

**Code of Ethics, Equal Opportunity, Affirmative Action, Disposition of Real & Personal Property, Discretionary Funds Policies. Motion includes amending the Whistleblower Policy in Section 1, “Reporting Wrongdoing”, Subsection A: “The Public Authority Employee shall disclose any information concerning wrongdoing either orally or in a written report to general counsel.”**

**Motion was seconded by Mr. King. Motion carried unanimously.**

The next Agenda item was to adopt the Draft SCWA Conflict of Interest Policy which was a recent recommendation by the Authorities Budget Office. Chairman Lawler requested the matter be tabled until the October meeting pending legal review.

Chairman Lawler requested that the next Agenda item, amendment to the Draft Operating Budget, be tabled until after Executive Session matters due to recent possible litigation matters that may affect the budget.

**The next meeting of the Authority Board was scheduled for October 29<sup>th</sup>, 2015 at 2:30 p.m.** Both Mr. Cumm and Mr. Johnson noted they would be unable to attend. The Audit Committee meeting will be delayed until November as both Johnson and Cumm are on that Committee.

Chairman Lawler inquired if there was any other business to be brought before the Board at this time. **He then moved to adjourn to Executive Session to discuss Privileged Attorney Client matters at 2:55 p.m.**

**Motion was made by Mr. Cumm to return to open session at 4:15 p.m. Seconded by Mr. Ziegler. Motion to return to open session carried unanimously.**

The next matter was **to approve the 2016 Amended Draft Operating Budget as the Approved Budget and to resubmit same to the Saratoga County Board of Supervisors and NYS Public Authorities Reporting Information System (PARIS).** Motion to approve was made by Mr. King and seconded by Mr. Smith. Motion carried unanimously.

The next matter was a motion to **Ratify and Further Authorize the Chairman to Execute an Easement Agreement with Brookfield Power for the purposes of completing the Authority Outfall Project.** Motion was offered by Mr. Johnson and seconded by Mr. King. Motion carried unanimously.

At this time, motion was made to return to Executive Session was made by Mr. Ziegler and seconded by Mr. Cumm to discuss one final matter involving potential litigation and was privileged attorney/client discussions at 4:25 p.m.

At 4:45 p.m. motion to return to open session was made by Mr. Cumm and seconded by Mr. King. Unanimous.

At this time, the following resolution was offered by Chairman Lawler and seconded by Mr. Cumm:

**RESOLUTION AUTHORIZING COMMENCEMENT OF LEGAL  
ACTION AGAINST SARATOGA WATER SERVICES**

**Offered by: John E. Lawler  
Seconded by: Tom Cumm**

**WHEREAS**, a Settlement Agreement was entered into in 2008 among Saratoga County Water Authority (Authority), Saratoga County, Saratoga Water Services (SWS), Luther Forest Corporation and Luther Forest Technology Campus Economic Development Corporation; and

**WHEREAS**, an Agreement was entered into between the Authority and Global Foundries (GF) in 2011 for the Authority to sell and for GF to purchase water from the Authority; and

**WHEREAS**, the Authority has learned that GF intends to purchase unknown quantities of water from SWS thereby potentially jeopardizing the Authority’s financial solvency; and

**WHEREAS**, the Authority has made numerous and substantial efforts to inquire of and meet with GF to ascertain the amounts of water GF will purchase from the Authority and SWS; and

**WHEREAS**, the Authority has also made numerous offers to GF to reach agreement on amounts of water to be purchased; and

**WHEREAS**, GF has failed to provide the Authority with information about amounts of water to be purchased and refused to discuss any reasonable offers of compromise.

**NOW THEREFORE BE IT RESOLVED THAT** the Authority authorizes commencement of breach of contract litigation against SWS upon evidence of SWS agreement to sell water in violation of the 2008 Settlement Agreement;

The question of the adoption of this Resolution was duly put to a vote on roll call which resulted as follows:

- AYES: 7 – Cumm, Daly, Johnson, King, Lawler, Smith, Ziegler**
- NAYS: None**
- ABSENT: None**
- ABSTAIN: None**

**The Resolution #2015-0924 was declared duly adopted on September 24, 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 24<sup>th</sup> day of September, 2015.

IN WITNESS WHEREOF, I have hereunto subscribed my name and signed this certificate this 24<sup>th</sup> day of September, 2015.

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

**At 4:55 p.m. Motion to adjourn was made by Mr. Cumm and seconded by Mr. Johnson. Motion passed and meeting was adjourned.**

**Respectfully Submitted,**

**Carol A. Alden, Confidential Secretary**