

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

STAMP SEWER 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
Guests: Tim Kucinski (Phillips Lytle/Video Conference)
Absent:

1.0 Call to Order

P. Zeliff called the meeting to order at 10:05 a.m. in the Innovation Zone.

1a. Enter Executive Session

R. Crossen made a motion to enter executive session under the Public Officers Law, Article 7, Open Meetings Law Section 105, at 10:05 a.m. for the following reasons:

1. The medical, financial, credit or employment history of a particular person or corporation, or matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or corporation.

The motion was seconded by T. Hens and approved by all members present.

1b. Enter Public Session

C. Yunker made a motion to enter back into public session at 10:35 a.m., seconded by R. Crossen and approved by all members present.

2.0 Agenda Additions / Deletions / Other Business –

Organizational Formation:

P. Zeliff stated that the discussions that took place for agenda items 3a through 3q during the STAMP Water Works, Inc. Board meeting also apply to agenda items 3a through 3q for the STAMP Sewer Works, Inc. No additional discussion is needed. The pertinent details from the Water Works minutes have been added to agenda items 3a through 3q for ease of reference.

3.0 Resolutions of the Board of Directors - The Genesee County Economic Development Center (GCEDC) and Genesee Gateway Local Development Corp (GGLDC) polices were used as a base for the policies included with the meeting materials. 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 Sewer 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 of these laws, except General Municipal Law, into the STAMP Sewer 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. Zelif
Vice-Chair -	P. Battaglia
Secretary -	S. Mountain
Treasurer -	T. Hens

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:

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

Additional discussion included a request from the Board Chair and Vice Chair to schedule quarterly meetings for the STAMP Water Works, Inc. & STAMP Sewer Works, Inc. 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 STAMP Sewer 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 will be required to be reviewed annually.

3p. Investment Policy – This policy includes information related to collateral for the STAMP Sewer 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.

T. Hens briefly left the meeting briefly.

R. Crossen made a motion to accept the Resolutions of the Board of Directors, including the appointment of officers outlined in agenda item 3d and appointment of Committee members outlined in agenda items 3e and 3f; the motion was seconded by S. Mountain. Roll call resulted as follows:

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

The item was approved as presented.

T. Hens returned to the meeting.

R. Crossen 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 S. Mountain. 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.

P. Zelif stated that the discussions that took place for agenda items 4 through 8 during the STAMP Water Works, Inc. Board meeting also apply to agenda items 4 through 8 for the STAMP Sewer Works, Inc. No additional discussion is needed. The pertinent details from the Water Works minutes have been added to agenda items 4 through 8 for ease of reference.

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 Sewer Works, Inc.'s mission is to operate and maintain an onsite wastewater treatment system for sanitary sewer waste from tenants within the STAMP site and the Hamlet of Alabama. STAMP Sewer Works, Inc. will also own, operate, and maintain an outfall pump station and force main to accept post treated process wastewater from industrial tenants within the STAMP site.

R. Crossen made a motion to accept the Mission Statement & Measurement Report as presented; 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		

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 Sewer Works, Inc. L. Farrell noted that narrative states that all GGLDC checks require two signatures by Board members. The Board concurred that the same should be required for the STAMP Sewer 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 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.

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.

R. Crossen made a motion to approve the Authorized Bank Signers as presented; 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.

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.

R. Crossen made a motion to approve L. Farrell and P. Kennett to obtain bank account information as presented; 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.

Normal Business:

9.0 Background Document – Agreement with Camden & Village of Oakfield – The construction of the wastewater treatment facility will be undertaken once there is a significant volume of sanitary sewer flow. In the short term, there was an installation of the sanitary sewer hold and haul tank to accommodate Plug Powers needs once they start operations. The GGLDC had previously approved an agreement with Camden and the Village of Oakfield to truck and treat the waste at their facility. The agreement was included with meeting materials.

10.0 Conceptual Layout of Operations & WWTF – The STAMP Process Water and Sanitary Sewer Process Flow was included with the meeting materials for review.

11.0 Adjournment

As there was no further business, R. Crossen made a motion to adjourn at 10:55 a.m., which was seconded by T. Hens and passed unanimously.