

ADOPTED

**AUTHORITY MEETING MINUTES
March 20, 2023**

Board Members Present: Chairman Ken Long; Vice Chairman Vincent Bono, Neil Angell, James D’Onofrio, Barbara Freeman, Nancy Novak (via Zoom), Richard Redmond and James Williams

Absent: James Franco

Authority Staff Present: William Rabbia, Jodi Tuttle, Joshua Olbrys, Emily Albright, Joseph Artessa, Eileen Brinck, Justin Fitch, Pat Lisandrelli and Andrew Opperman

Others Present: Authority Counsel Kevin Martin and Brenden Kennedy, Partner-BST & Co.

Chairman Long called the March 20, 2023, Authority Board meeting to order at 4:30 PM and opened with the Pledge of Allegiance.

A moment of silence in remembrance of Authority Treasurer Harry Hertline followed.

Chairman Long asked Board Secretary Jodi Tuttle to read the Memorial Resolution recognizing the life and contributions of Harry A. Hertline aloud.

Resolution No. 1 was introduced by Mr. Angell and Ms. Freeman, seconded by all other Board members present, and unanimously adopted recognizing the achievements of Board Member Harry A. Hertline and designating the Authority Administrative Office Building (Utica) as the Harry A. Hertline Administrative Building. (Ayes 7; Nays 0; Absent: Mr. Franco; Absent for Vote: Mr. D’Onofrio).

Board members expressed condolences and shared memories of working with Harry over the years.

A motion was made by Mr. Redmond, seconded by Mr. Bono, and passed to approve the December 19, 2022 Authority Minutes.

There were no comments submitted for the public comment period.

Brendan Kennedy, Partner at BST & Co., provided an overview of the audited financial statements of the Authority for the years ended December 31, 2022 and 2021. Mr. Kennedy met with the Authority’s Audit and Finance Committees prior to this meeting to review the Independent Auditor’s Report and Statement of Net Position. Mr. Kennedy reviewed the Independent Auditor’s Report and explained the required communications to the Board through a PowerPoint presentation.

**BOARD OF
DIRECTORS**

Kenneth A. Long
Chairman

Vincent J. Bono
Vice Chairman

Harry A. Hertline
Treasurer

Neil C. Angell

James M. D’Onofrio

James A. Franco

Barbara Freeman

Nancy A. Novak

Richard G. Redmond

James M. Williams

William A. Rabbia
Executive Director

Jodi M. Tuttle
Authority Board Secretary

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The Authority received an unmodified opinion on the financial statements, which is the highest level of assurance one can receive from an auditing firm. There were no internal control matters to report and no significant deficiencies, material weaknesses or compliance findings noted. In accordance with Governmental Auditing Standards, the Authority was issued a clean opinion. The Authority also received an unmodified opinion on examination of investment compliance with NYS requirements. Mr. Kennedy stated that the Authority's liquidity is strong and that the 2022 financial report continues to reflect the strong operating results of the Authority. He noted that the Authority has increased its net position by \$6.1 million for the year ended December 31, 2022. Changes in net pension asset and other post-employment benefits favorably impacted net position by \$1 million. Mr. Kennedy reviewed operating revenues and expenses. Tipping fee revenue is strong and other operating revenues remain healthy. He noted that the Authority's financial performance is exceeding its peers. The Agreed Upon Procedures Report for the City of Utica Solid Waste Fund will commence in May 2023.

Mr. D'Onofrio arrived at the meeting at 4:40 PM.

Comptroller Joseph Artessa said that Resolution No. 2 is an annual resolution necessary to reconcile the 2022 budget and 2022 budget amendments to the 2022 audited financial statements and for the purposes of the rate covenant compliance report.

Resolution No. 2 was introduced by Mr. Bono, seconded by Mr. D'Onofrio, and passed reconciling the 2022 budget and 2022 budget amendments to reflect 2022 actual activity. [8 Ayes; 0 Nays; Absent: Mr. Franco]

Executive Director William Rabbia explained that the following resolutions related to Board policies were reviewed by the Governance Committee at its December meeting.

Resolution No. 3 was introduced by Ms. Freeman, seconded by Mr. Angell, and passed approving the Authority's current Mission Statement and Performance Measures with no modifications and approving the Performance Measure Report for 2022; and directing the Board Secretary to file and post the Performance Measure Report in accordance with the New York State Public Authorities Law. [8 Ayes; 0 Nays; Absent: Mr. Franco]

Resolution No. 4 was introduced by Mr. Bono, seconded by Mr. Williams, and passed approving the current annual Board of Directors Evaluation of Board Performance form, without modifications. The Authority Secretary will submit a confidential summary of the results to the Authorities Budget Office before the March 31st deadline. [8 Ayes; 0 Nays; Absent: Mr. Franco]

Resolution No. 5 was introduced by Mr. Angell, seconded by Mr. Bono, and passed re-appointing Andrew Opperman, Solid Waste Engineer, as the Authority's Contracting Officer for the period 2023-2024, responsible for the disposition of Authority property and approving the Procedure for the Disposition of Authority Property, without modification. [8 Ayes; 0 Nays; Absent: Mr. Franco]

Resolution No. 6 was introduced by Mr. D'Onofrio, seconded by Mr. Williams, and passed approving the Authority's Procurement Policy, with no modifications, and designating sole source vendors/purchases. [8 Ayes; 0 Nays; Absent: Mr. Franco]

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Resolution No. 7 was introduced by Mr. Redmond, seconded by Ms. Freeman, and passed authorizing and directing the Executive Director to certify and submit all reports required under the Public Authorities Accountability Act. [8 Ayes; 0 Nays; Absent: Mr. Franco]

Mr. Rabbia stated that the Governance Committee reviewed the Code of Ethics Policy and Fraud Policy and recommended that a modification be made to the Code of Ethics Policy by removing the outdated \$75 limit for receipt of awards or plaques. The Committee is not recommending any modifications to the current Fraud Policy.

Resolution No. 8 was introduced by Mr. Bono, seconded by Ms. Freeman, and passed approving the Authority's current Code of Ethics Policy, with one modification, and the Fraud Policy, without modification. As in the past, both policies will be posted at all Authority facilities with a copy to all employees. [8 Ayes; 0 Nays; Absent: Mr. Franco]

Executive Director Rabbia said that updated resolutions for the election of Officers and Committee members for 2023, and updated signatories for the Bank of New York Mellon, are required due to the passing of Mr. Hertline.

Resolution No. 9 was introduced by Mr. Angell, seconded by Mr. Bono, and passed electing the following updated slate of Officers and Committee Members for 2023: Slate of Officers: Ken Long, Chairman; Vincent Bono, Vice Chairman; and Richard Redmond, Treasurer; Audit Committee: Richard Redmond Chair; Vincent Bono, Vice Chair; Neil Angell and James Franco; Finance Committee: Richard Redmond, Chair; Vincent Bono, Vice Chair; Neil Angell and James Franco; Governance Committee: Barbara Freeman, Chair; James Williams and Nancy Novak; and FOIL Appeals Committee: James D'Onofrio, Chair; Barbara Freeman and James Franco. [8 Ayes; 0 Nays; Absent: Mr. Franco]

Resolution No. 10 was introduced by Mr. D'Onofrio, seconded by Mr. Williams, and passed authorizing an updated Incumbency Certificate/Authorized Callbacks, reflecting updated signatories in connection with corporate trust transactions and accounts with the Bank of New York Mellon. [8 Ayes; 0 Nays; Absent: Mr. Franco]

Resolution No. 11 was introduced by Mr. Williams, seconded by Mr. Angell, and passed to reschedule the June 2023 Authority Board of Directors Meeting from June 19th to June 12th, as Juneteenth will be observed on June 19th. [8 Ayes; 0 Nays; Absent: Mr. Franco]

Deputy Executive Director Joshua Olbrys explained that Resolution No. 12 before the Board would authorize another five-year agreement with the Boonville Knights of Columbus to harvest and manage Evergreen trees on Authority Parcels 1 through 8 on the North side of NYS Route 294. Mr. Olbrys said that the Knights have been doing an excellent job harvesting Christmas trees, including replanting approximately 200 trees annually, in accordance with the Authority's Land Management Plan.

Resolution No. 12 was introduced by Ms. Freeman, seconded by Mr. Williams, and passed authorizing the Boonville Knights of Columbus temporary, limited use of designated Authority property on the North side of NYS Route 294 in the Town of Ava, for the purpose of harvesting and managing Evergreen Trees on the property identified as Parcels 1 through 8, through April 2028. [8 Ayes; 0 Nays; Absent: Mr. Franco]

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Mr. Rabbia said that the Authority had entered into a Professional Services and Lease Agreement with the Law Office of Kevin G. Martin, P.C. for a three-year period commencing June 1, 2022, through May 31, 2025. He stated that Resolution No. 13 would modify the term of the current Agreement and include an increase to the monthly retainage fee for services provided by Kevin G. Martin, P.C., effective April 1, 2023, through May 31, 2027.

Resolution No. 13 was introduced by Mr. Redmond, seconded by Mr. Bono, and passed approving a modified Professional Services and Lease Agreement with the Law Office of Kevin G. Martin, P.C. [8 Ayes; 0 Nays; Absent: Mr. Franco]

Mr. Olbrys reported that the City of Rome requested assistance in taking down four fully abated structures (houses) under the Authority's regional demolition program. The Authority will provide transportation and demolition at no charge. The City of Rome will only be required to pay for the disposal of the demolition debris to be landfilled.

Mr. Olbrys provided an update on the Regional Landfill natural gas utilization project awarded to BerQ RNG. The Authority, BerQ and Barton & Loguidice (B&L) had a meeting at the Landfill in February. BerQ has hired B&L to do the required air permitting work. Installation of automated landfill wellheads is scheduled to begin this summer. Mr. Olbrys said that this will allow for time to learn the new system before the plant is up and running. He stated that BerQ is planning to tap into the Iroquois Pipeline. BerQ is currently working on the right of ways and route planning. Plant design should be completed in May.

Mr. Rabbia said that the Authority will be holding its annual Earth Day Recycling Event on Saturday, April 22nd at the Oneida-Herkimer Recycling Center from 10 AM to 2 PM. Events will include confidential paper shredding by ConfiData; unused medication and pharmaceutical collection by the NYS Department of Environmental Conservation; E-Waste; household hazardous waste drop-off (i.e., paints, chemicals and pesticides) which will continue through September 30th; Recycling Center tours; and an appearance by the Utica Zoomobile. The Authority is also hosting another rain barrel and compost bin sale. Orders will only be accepted online at www.ohswa.compostersale.com or through the Authority's Facebook page.

Solid Waste Engineer Andrew Opperman provided an update on 2023 capital plan projects. Bids for the demolition work and replacement of tip floors at the Eastern Transfer Station (ETS)/Materials Recovery Facility [Recycling Center] (MRF) in Utica and Western Transfer Station (WTS) in Rome were awarded to National Building & Restoration (Utica) in January 2023. Mr. Opperman said that the floors required replacement due to operation use and material. Floors were cut, demolished, and new concrete placed throughout the month of February. The WTS tip floor returned to operations on February 21st; the ETS tip floor was back in service on February 28th; and the MRF tip floor returned to operations on March 7th. Mr. Opperman said that the scale project to demolish and replace scale #2 in Utica was bid in December 2022 and awarded to Scale Services & Supply (Troy, NY). The new scale material arrived March 16th, much earlier than the expected delivery date of July-August, so demolition work began early. Scale #2 should be up and running in April.

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Mr. Rabbia announced that the Oneida County Legislature has appointed Legislator Steven Boucher to serve on the Authority Board of Directors to complete the remainder of Mr. Hertline's term ending December 31, 2026.

At 5:23 PM, with no further business, Mr. Bono made a motion, seconded by Ms. Freeman, and passed to adjourn the meeting.

Respectfully submitted,

A handwritten signature in blue ink that reads "Jodi M. Tuttle". The signature is written in a cursive style with a horizontal line above the name.

Jodi M. Tuttle

Authority Secretary