

**TOWN of WILTON**  
**WATER and SEWER AUTHORITY**  
20 TRAVER ROAD  
GANSEVOORT, NEW YORK 12831  
(518)581-8626  
[Http://water.townofwilton.com](http://water.townofwilton.com)

**Board Related Governance Public Authority Information**

**Pursuant to Public Authorities Law Section 2800**

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## **OVERVIEW**

The Town of Wilton Water and Sewer Authority (WWSA) is a body corporate and politic constituting a public benefit corporation of the state of New York created in 1991 by and existing under Title 6-c of Article 5 of the Public Authorities Law of the State of New York (the "Act"). The WWSA Board consists of five members, who were originally appointed by the Town Board of Wilton. The Town of Wilton's accountability for the Authority does not extend beyond making appointments.

## **OPERATIONS**

The primary operations of the WWSA are to provide water and sewer service to residents of the Town of Wilton.

### **Water**

The WWSA currently operates three water supply facilities, the Fairways Water Plant located near McGregor Country Club and the Mulberry Water Plant located in the Mulberry Estates Subdivision and the Jones rd water plant. All three water supply facilities are supplied from deep groundwater wells. In efforts to supply customers with the safest water possible the WWSA chlorinates the water supplies for disinfections of potential virus and bacteria. To ensure the reliability of service the WWSA utilizes natural gas driven power generators at the water plants to allow for uninterrupted service during sustained power outages. The WWSA currently serves about 2500 water customers.

### **Sewer**

The Sewer operations of the WWSA consist of the operation and maintenance of a sanitary sewer collection system owned by the WWSA. Sewage from this collection system is discharged into the Saratoga County Sewer District #1 system. The Saratoga County Sewer District #1 accepts this sewage, for treatment and discharge at their Sanitary Sewer Treatment Plant in Mechanicville.

The Town of Wilton Water & Sewer Authority (WWSA) is a public benefit Corporation established in 1991. The Authority consists of five members, who were originally appointed by the Town Board of Wilton.

# WILTON WATER and SEWER AUTHORITY ("WWSA")

## CORPORATE GOVERNANCE COMMITTEE

This Charter for the Corporate Governance Committee was adopted by the Wilton Water and Sewer Authority Chair and a majority of the members of Board of the WWSA, a public benefit corporation established under the laws of the State of New York, on the 34 day of OCTOBER 2006.

### I. PURPOSE

The Corporate Governance Committee (the "Committee") shall assist WWSA Chair and the Board in: (i) developing and recommending to the Board, policies to promote honest and ethical conduct by Board members, officers, and employees, and enhance public confidence in the WWSA; (ii) developing, recommending to the Board and overseeing implementation of WWSA policies relating to corporate governance, including the WWSA Corporate Governance Principles; and (iii) reviewing on a regular basis the overall corporate WWSA governance of the WWSA, and recommending improvements when necessary.

### II. COMMITTEE AUTHORITY

In discharging its role, the Committee is empowered to investigate any matter brought to its attention. To facilitate any such investigation, the chairperson of the Committee shall have access to all books, records, facilities and staff of the WWSA.

### III. COMMITTEE MEMBERSHIP

The Committee shall consist of 3 or more members of the Board and shall include the WWSA Chair. All other members of the Committee shall be appointed by the Chair. The WWSA Chair shall be the chairperson of the Committee. A member of the Committee may be removed, for cause or without cause, the WWSA Chair. No member of the Committee shall be employed by (a) the WWSA or (b) a private entity that does, or is likely to do, business with the WWSA.

### IV. COMMITTEE MEETINGS

The Committee shall meet on a regularly-scheduled basis at least <sup>1</sup>/~~2~~ times per year, and more frequently as circumstances dictate. The Committee shall cause to be kept adequate minutes of all its proceeding and records of any action taken. Committee members will be furnished with copies of the minutes of each meeting. The Committee shall be governed by the same rules regarding meetings, notice, quorum, and voting requirements

as are applicable to meetings of the Board, including without limitation any applicable provisions set forth in the Public Authorities Act.

# WILTON WATER and SEWER AUTHORITY ("WWSA")

## AUDIT COMMITTEE

This Charter for the Audit Committee was adopted by the Wilton Water and Sewer Authority Chair and a majority of the members of the WWSA, a public benefit corporation established under the laws of the State of New York, on this 27 day of OCTOBER, 2006.

### I. PURPOSE

The Audit Committee (the "Committee") shall assist and provide guidance to the WWSA Chair and the Board in monitoring and overseeing (a) the conduct of the WWSA's financial reporting process, the application of accounting principles, and the engagement of the WWSA's outside accountants; (b) the WWSA's internal controls and risk management systems; and (c) general matters relating to legal, regulatory and ethical compliance at the WWSA.

### II. COMMITTEE AUTHORITY

The Committee's role is one of oversight. In carrying out this oversight function, the chairperson of the Committee (the "Committee Chair") and the vice-chairperson of the Committee (the "Committee Vice-Chair") shall have additional responsibilities, as set forth in Section VI of this Charter. The Committee Chair and/or the Committee Vice-Chair regularly shall report to the entire Committee their findings with respect to these additional responsibilities and refer to the entire Committee for its consideration any matter relating thereto as the committee Chair and/or the Committee Vice-Chair deem necessary or appropriate.

Notwithstanding these oversight responsibilities, the WWSA is responsible for preparing their own financial statements and the respective outside auditors are responsible for auditing the respective financial statements. The Committee, the Committee Chair, and the Committee Vice-Chair recognize that the WWSA Comptroller and the outside auditors have more time, knowledge and detailed information about the WWSA than do Committee members. Consequently, in carrying out its oversight responsibilities, no member of the Committee shall be deemed to provide (i) any expert or special assurance as to the financial statements of the WWSA or (ii) any professional certification as to the work of any outside auditor.

In discharging its role, the Committee is empowered to investigate any matter brought to its attention. To facilitate any such investigation, the Committee Chairman and/or Vice Chairman shall have access to all books, records, facilities and staff of the WWSA. With the prior approval of the WWSA Chair or a majority of the Board, the Committee may

retain, compensate and/or terminate outside counsel, auditors or other experts as it deems necessary and will receive adequate funding from the WWSA to engage such advisors in accordance with WWSA procedures.

### **III. COMMITTEE MEMBERSHIP**

The Committee shall consist of 3 or more members of the Board, appointed by the WWSA Chair. The WWSA Chair shall appoint the Committee Chair and the Committee Vice-Chair. A member of the Committee may be removed, for cause or without cause, by the WWSA Chair. In the absence of the Committee Chair or the Committee Vice-Chair at a meeting of the Committee, the WWSA Chair shall appoint a temporary chairperson to chair such meeting. No member of the Committee shall be employed by (a) the WWSA, or (b) a private entity that does, or is likely to do, business with the WWSA. Insofar as practicable, at least one member of the Committee shall have financial experience.

### **IV. COMMITTEE MEETINGS**

The Committee shall meet on a regularly-scheduled basis at least 6? times per year, and more frequently as circumstances dictate. The Committee will cause to be kept adequate minutes of all its proceedings and records of any action taken, and will report on its proceedings and any action taken to the next full meeting of the Board. Committee members will be furnished with copies of the minutes of each meeting. The Committee shall be governed by the same rules regarding meetings, notice, quorum, and voting requirements as are applicable to full meetings of the Board, including without limitation any applicable provisions set forth in the Public Authorities Law and Article 7 of the Public Officers Law.

The Committee may request that any member of the Board, the WWSA Comptroller, the Chief Compliance Officer, any officer or staff of the WWSA, or any other persons whose advice and counsel are sought by the Committee, attend any meeting of the Committee to provide such pertinent information at the Committee requests.

### **V. COMMITTEE REPORTS**

The Committee Chair shall report on the Committee's proceedings, and any recommendations made.

### **VI. KEY RESPONSIBILITIES OF COMMITTEE CHAIR AND VICE-CHAIR**

1. The following responsibilities are set forth as a guide. The Committee Chair and the Committee Vice-Chair are authorized to carry out these and such other responsibilities assigned by the Committee, the WWSA Chair or the Board, from time to time, and take any actions reasonably related to the mandate of the Charter.

Chair and the Board with respect to the appointment (and if appropriate dismissal), evaluation, compensation of the outside WWSA's auditors;

2. review and provide guidance to the Board with respect to any auditing and non-auditing services provided to the WWSA by any of the WWSA's outside auditor;
3. review and provide guidance to the Board with respect to the annual audit plan as proposed by the WWSA Comptroller in consultation with the WWSA Executive Director;
4. review and discuss with the WWSA Comptroller, the relevant WWSA employees, each outside auditor, and the internal auditors: (i) any significant audit findings during the year, including the status of previous audit recommendations; (ii) any changes required in the scope of the audit plan; (iii) the audit budget and staffing; and (iv) the coordination of audit efforts in order to monitor completeness of coverage, reduction of redundant efforts, and the effective use of audit resources;
5. review and discuss with the WWSA Comptroller, the relevant WWSA employees, and the outside auditor accounting policies that may be viewed as critical, as well as any recent or proposed significant changes in WWSA accounting policies; and inquire as to the outside auditors' views as to the application of accounting principles;
6. monitor the consistency and comparability of the financial reporting processes of the WWSA;
7. monitor the integrity, consistency and comparability of the financial reports and other financial information provided by the WWSA to any other governmental or regulatory body, the public or other uses thereof, including reconciliations where necessary;
8. review and provide guidance to the Board with respect to in the appointment, compensation and (if necessary) dismissal of the Comptroller;
9. at least annually, review with the WWSA Comptroller a report by each outside auditor describing: (i) such outside auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the firm, and any steps taken to deal

To assist the Committee in fulfilling its purpose, the Committee Chair and/or the Committee Vice Chair shall:

*Auditors, Financial Statements & Accounting Policies:*

1. review and discuss with the WWSA comptroller and the relevant WWSA employees, any audit problems or difficulties encountered in the course of audit work, including any restrictions on the scope of activities or access to required information and advise the Committee as to how to resolve any disagreements regarding financial reporting;
2. inquire as to the outside auditor's view of the accounting treatment related to significant new transactions or other significant matters or events not in the ordinary course of business;
3. review and discuss with the WWSA Comptroller, the relevant WWSA employees, and each outside auditor any material financial or non-financial arrangements that do not appear on the financial statements of the WWSA;
4. review and discuss with the WWSA Comptroller and each outside auditor: (i) any accounting adjustments that were noted or proposed by the auditors but were "passed" (as immaterial or otherwise), (ii) any communications between the audit team and the audit firm's national office respecting auditing or accounting issues presented by the engagement and (iii) any "management" or "internal control" letter issued, or proposed to be issued, by any outside auditor to the WWSA;
5. review with the WWSA comptroller and the outside auditor the periodic financial statements and footnotes of the WWSA and discussing the adequacy of the system of internal and the appropriateness of the accounting principles used, and the judgments made, in the preparation of such periodic financial statements;
6. meet annually (or more frequently if necessary) with each respective outside auditor (without the WWSA Comptroller or other officers or staff of the WWSA present) to discuss the periodic financial statements of the WWSA.

*Internal Controls & Risk Management:*

7. together with the Auditor and the Chief Compliance officer, review, discuss (if necessary) investigate compliance with WWSA policies;



8. review and discuss with the WWSA Comptroller, the Chief Compliance Officer, the relevant employees of the WWSA: (i) any significant deficiencies in the design or operation of the internal controls of the WWSA (ii) any fraud, whether or not material, involving any WWSA employees and (iii) related findings and recommendations of the outside auditors together with management's responses;
9. review and discuss with the WWSA Comptroller, the Chief Compliance Officer, the relevant WWSA employees, and WWSA's risk assessment and risk management systems, and oversee the underlying policies with respect to risk assessment and risk management;

*Miscellaneous:*

10. submit to the entire Committee for its consideration any matters (including matters relating to the foregoing) that the Committee Chair and/or Committee Vice-Chair deem seem should appropriately be considered by the entire Committee; and
11. report regularly to the Committee on the findings and recommendations of the Committee Chair and the Committee Vice-Chair relating to the foregoing, and on any other matters the Committee Chair and/or the Committee Vice-Chair deem appropriate or the Committee, the WWSA Chair or the Board request.

## VII. KEY RESPONSIBILITIES OF THE COMMITTEE

The following responsibilities are set forth as a guide with the understanding that the Committee may diverge as appropriate given the circumstances. The Committee is authorized to carry out these and such other responsibilities assigned by the WWSA Chair or Board, from time to time, and take any actions reasonably related to the mandate of this Charter.

To fulfill its purpose, the Committee shall:

*Auditors, Financial Reporting & Accounting Policies:*

1. consultation with the WWSA Comptroller and the officer primarily responsible for the finances of the WWSA, oversee the work of the WWSA's Chair and the Board with respect to the appointment (and if appropriate dismissal), evaluation, compensation of the outside WWSA's auditors;

2. review and provide guidance to the Board with respect to any auditing and non-auditing services provided to the WWSA by any of the WWSA's outside auditor;
3. review and provide guidance to the Board with respect to the annual audit plan as proposed by the WWSA Comptroller in consultation with the WWSA Executive Director;
4. review and discuss with the WWSA Comptroller, the relevant WWSA employees, each outside auditor, and the internal auditors: (i) any significant audit findings during the year, including the status of previous audit recommendations; (ii) any changes required in the scope of the audit plan; (iii) the audit budget and staffing; and (iv) the coordination of audit efforts in order to monitor completeness of coverage, reduction of redundant efforts, and the effective use of audit resources;
5. review and discuss with the WWSA Comptroller, the relevant WWSA employees, and the outside auditor accounting policies that may be viewed as critical, as well as any recent or proposed significant changes in WWSA accounting policies; and inquire as to the outside auditors' views as to the application of accounting principles;
6. monitor the consistency and comparability of the financial reporting processes of the WWSA;
7. monitor the integrity, consistency and comparability of the financial reports and other financial information provided by the WWSA to any other governmental or regulatory body, the public or other uses thereof, including reconciliations where necessary;
8. review and provide guidance to the Board with respect to in the appointment, compensation and (if necessary) dismissal of the Comptroller;
9. at least annually, review with the WWSA Comptroller a report by each outside auditor describing: (i) such outside auditor's internal quality-control procedures; (ii) any material issues raised by the most recent internal quality-control review, or peer review, of the firm, or by any inquiry or investigation by governmental or professional authorities, within the preceding five years, regarding one or more independent audits carried out by the firm, and any steps taken to deal with any such issues; and (iii) all relationships between the outside auditor and the WWSA;

10. on an annual basis, in each case together with the WWSA Comptroller: (i) review a formal written statement from each outside auditor delineating all relationships between such outside auditor with respect to any disclosed relationships or services that may impact the objectivity and independence of such outside auditor and take appropriate action in response to such outside auditor's report to satisfy itself of such auditor's independence; (iii) consider whether, in the interest of assuring continuing independence of each outside auditor, the WWSA's respective outside auditors should be rotated; and (iv) set clear hiring policies for employees or former employees of the outside auditors;

*Internal Controls and Risk Management:*

11. review and discuss with the WWSA Comptroller, the Chief Compliance Officer, the relevant employees, and each outside auditor the adequacy of the WWSA's internal and disclosure controls and procedures;
12. together with the Chief Compliance Officer, review and discuss with the relevant WWSA employees, and each outside auditor any significant risks or exposures and assess the steps such employees have taken to minimize such risks;
13. review periodically with the Chief Compliance Officer and the Counsel of the WWSA: (i) legal and regulatory matters that may have a material impact on the financial statements of the WWSA and (ii) the scope and effectiveness of compliance policies and programs;

*Ethics & Conflicts of Interests:*

14. together with the Chief Compliance Officer, review periodically with the relevant WWSA employees the level of compliance with all applicable ethics codes, guidelines, and regulations;

*Miscellaneous:*

15. conduct an annual self-evaluation of the performance of the Committee, including its effectiveness and compliance with this Charter;
16. review and reassess the adequacy of the Charter annually;
17. consider any matter referred to the entire Committee by the Committee Chair and/or Vice-Chair.

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Board and Committee meeting minutes  
Can be found at [water .townofwilton.com](http://water.townofwilton.com) (home page)  
Under the WWSA meetings tab

WWSA STATEMENT OF BOARD DUTIES AND UNDERSTANDING

PUBLIC AUTHORITIES ACCOUNTABILITY ACT

<u>Topic</u>	<u>Public Authorities Law Section</u>	<u>Authority/Board Obligations</u>
Independent Members	§2925(2)	<ul style="list-style-type: none"><li>· Except for members serving ex officio, members must be "independent".</li><li>· A board member is "independent" if the member is not and within the past two years has not been:<ul style="list-style-type: none"><li>(a) employed by an authority or an affiliate in an executive capacity;</li><li>(b) employed by an entity that received remuneration or financial assistance valued at more than \$15,000 from the authority;</li><li>(c) a relative of an executive officer or employee in an executive position of the authority or an affiliate; and</li><li>(d) a lobbyist registered under a state or local law and paid by a client to influence the management decisions, contract awards, rate determinations or any other similar actions of the authority or an affiliate.</li></ul></li></ul>
Oversight Duties	§ 2824(1)(a)	<ul style="list-style-type: none"><li>· Board must execute direct oversight of the authority's chief executive and other senior management in effective and ethical management of the authority.</li></ul>
Financial and Management Controls	§ 2824(1)(b)	<ul style="list-style-type: none"><li>· Board must understand, review and monitor the implementation of financial and management controls and operational decisions.</li></ul>

Training

§ 2982(2)

· Board members must participate in state approved training (regarding legal, fiduciary, financial and ethical responsibilities) within one year of appointment.

· Board members must Participate in such continuing training as many be required due to regulatory and statutory changes.

Restrictions on Board  
Members Positions

§ 2924(3)

· No board member, including the chairperson may serve as the Authority's Chief Executive Officer, Executive Director, Chief Financial Officer Comptroller, or any other equivalent position while serving on the Board.

Prohibition on Loans

§ 2924(5)

· No authority may extend or maintain credit in the form of a personal loan to or for any officer, board member or employee of the Authority.

EXHIBIT B

BY-LAWS

OF THE

TOWN OF WILTON WATER AND SEWER AUTHORITY

Pursuant to the authority contained in section 1125 of Title 6-C of Article 5 of the Public Authorities Law, as set out in Chapter 595 of the Laws of 1991 of the State of New York (the "Act"), the Town of Wilton Water and Sewer Authority (the "Authority") hereby approves the following by-laws for the regulation of its activities:

ARTICLE I  
THE AUTHORITY

Section 1. NAME. The name of the Authority shall be the "Town of Wilton Water and Sewer Authority".

Section 2. SEAL. The official seal of the Authority shall be in a design, circular in form, bearing the words and date as follows:

TOWN OF WILTON WATER AND SEWER AUTHORITY

Section 3. OFFICE. The principal office of the Authority shall be located at Wilton Town Hall, 20 Traver Road, Gansevoort, New York 12831.

ARTICLE II  
OFFICERS AND PERSONNEL

Section 1. OFFICERS. The officers of the Authority shall be a Chairman, Vice Chairman, Secretary, Treasurer, and such other officers as the Authority may determine. Officers shall be appointed as provided in Title 6-C of the Public Authorities Law.

Section 2. PERSONNEL. The Authority may from time to time employ such personnel, including private consultants, for professional and technical assistance and advice, as it may deem necessary to exercise its powers, duties and functions as prescribed by law. The selection and compensation of such personnel shall be determined by the Authority, subject to applicable law.

ARTICLE III  
TENURE OF OFFICE

Section 1.                   TERM. Each officer of the Authority shall hold office for terms as provided by law.

Section 2.                   OFFICERS HOLDING TWO OR MORE OFFICES. Any two or more offices may be held by the same person, except as otherwise provided by law. No officer shall execute or verify any instrument in more than one capacity if such instrument be required by law or otherwise to be executed or verified by any two or more officers.

ARTICLE IV  
DUTIES OF OFFICERS

Section 1.                   CHAIRMAN. The Chairman shall be a member of the Authority and shall preside at all meetings of the Authority. The Chairman shall sign (manually or by facsimile signature) all agreements, contracts, notes, bonds or other evidences of indebtedness and any other instruments of the Authority on behalf of the Authority when so authorized by the Authority, and shall perform such other duties as may be prescribed for the Chairman by law or by the Authority. The Chairman shall submit to the Authority such recommendations and information as he may consider proper concerning the business, affairs, and policies of the Authority.

Section 2.                   VICE CHAIRMAN. The Vice Chairman shall be a member of the Authority and shall assume the powers and duties of the Chairman in case of the absence or disability of the Chairman. In the event of the resignation or death of the Chairman, the Vice Chairman shall become Acting Chairman and perform the duties of the Chairman until such times as a new Chairman is appointed.

Section 3.                   SECRETARY. The Secretary shall keep all records of the Authority, record all the votes and record the minutes of the Authority in a journal to be kept for that purpose, attend to the serving of notices of all meetings when required, keep in safe custody the seal of the Authority and have power to affix such seal to all papers or other documents as may be required and to attest (by manual or facsimile signature) such seal, attend to such correspondence as may be assigned and perform such other duties as may be prescribed by the Secretary by law or by the Authority. The Secretary may delegate recordkeeping and other ministerial duties as he or she sees fit.

Section 4.                   TREASURER. The Treasurer shall be a member of the Authority and shall have the care and custody of all funds and securities of the Authority and shall deposit the same forthwith in the name of the Authority in such bank or banks in the



State of New York as the Authority shall designate. The Treasurer shall have charge of the treasury and custody of receipts, deposits and disbursements of all Authority moneys. The Treasurer shall keep full and accurate and separate accounts of the various funds and money in the custody of the Authority. The Treasurer shall at any reasonable time exhibit the books and accounts of the Authority to any member of the Authority upon application at the office of the Authority during business hours, render to the Authority at each regular meeting an account of the financial transactions and the current financial condition of the Authority, and render a full financial report at the annual meeting of the Authority. The Treasurer shall have such other powers and duties as are conferred upon the Treasurer by law or by the Authority. The Treasurer shall give such bond for the faithful performance of the duties of his office as the Authority shall determine and the premium therefor shall be paid by the Authority.

Section 5. ADDITIONAL DUTIES. The officers of the Authority shall perform such other duties and functions as may from time to time be required by the Authority, by the by-laws of the Authority, or by the rules and regulations of the Authority.

Section 6. REMOVAL, RESIGNATION, SALARY, ETC. Any officer appointed by the Authority may be removed by the Chairman with or without cause. In the event of the death, resignation or removal of an officer, the Chairman in his or her discretion may appoint a successor to fill the unexpired term of such officer at the next regular meeting of the Authority. All officers who are members of the Authority shall serve without compensation.

#### ARTICLE V GENERAL PROVISIONS

Section 1. FISCAL YEAR. The fiscal year of the Authority shall begin on the first day of January of each year.

Section 2. ANNUAL MEETING. The annual meeting of the Authority shall be held on the second Wednesday in January at the Wilton Town Hall located in the Town of Gansevoort. In the event such day shall fall on a legal holiday, the annual meeting shall be held on the next succeeding day that is not a legal holiday.

Section 3. MEETINGS. Regular meetings of the Authority shall take place at such times and places as from time to time may be determined by the Authority. The Chairman may, when the Chairman deems it desirable, and shall, upon the written request of two members of the Authority, call a special meeting of the Authority for the purpose of conducting any business designated in the call. The call for a special meeting may be delivered to each member of the Authority at least one day before such special

meeting or may be mailed to the business or home address of such member at least three days prior to the date of such special meeting. Pursuant to Article 7 of the Public Officers Law, notice of any meeting shall be given to the news media and posted on a prominent bulletin board in the Wilton Town Hall at the same time. Any regular or special meeting may be adjourned to any other time at the will of a majority of the members of the Authority present and voting at such meeting.

Section 4. WAIVER OF NOTICE. Failure to give notice of any meeting of the Authority to any member of the Authority may be waived in writing by such members. Notice of an adjourned meeting need not be given to any member present at the time of the adjournment.

Section 5. QUORUM. At all meetings of the Authority, a majority of the members of the Authority shall constitute a quorum and the vote of a majority of the whole number of the members of the Authority shall be deemed the act of the Authority. A majority of the members present, whether or not a quorum is present, may adjourn any meeting to another time or place.

Section 6. ORDER OF BUSINESS. The order of business at regular meetings shall be:

- (a) Roll call and determination of quorum.
- (b) Reading of minutes of previous meeting.
- (c) Approval of the minutes of previous meeting.
- (d) Treasurer's Report
- (e) Reports of committees.
- (f) Bills and communications.
- (g) Unfinished business.
- (h) New business.
- (i) Adjournment.

Section 7. COMMITTEES. The members of all committees shall be appointed by the Chairman, who shall be an ex officio member of each committee. A quorum of any committee shall consist of a majority of the members of that committee.

Section 8. EXECUTION OF INSTRUMENTS. All Authority instruments and documents shall be signed or countersigned, executed, verified or acknowledged by such officer or official or other person or persons as provided in these by-laws or as the Authority may from time to time designate.

#### ARTICLE VI AMENDMENTS

Section 1. AMENDMENTS TO BY-LAWS. The by-laws of the Authority may be amended only with the approval of at least a

majority of all of the members of the Authority at a regular or a special meeting, but no such amendment shall be adopted unless at least seven days written notice thereof has been previously given to all members of the Authority.

ARTICLE VII  
INDEMNIFICATION

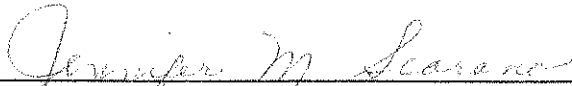
Section 1. GENERAL SCOPE OF INDEMNIFICATION. The Authority shall, to the fullest extent permitted by law, provide for and indemnify any person (and his/her testator or intestate) made, or threatened to be made, a party to any action or proceeding, whether civil or criminal in nature, by reason of the fact that such person is or was a member or an officer or employee of the Authority or served, at the request of the Authority, as an officer or employee of any subsidiary of the Authority, against judgments, penalties, fines, amounts paid in settlement and reasonable expenses, including attorney's fees, actually and necessarily incurred as a result of such action or proceeding (including any appeal therein), provided such member, officer or employee acted in good faith for a purpose which such person reasonably believed to be in the best interest of the Authority and, in criminal actions or proceedings, had no reasonable cause to believe that any action taken by or conduct of such person was unlawful.

Section 2. PRESUMPTION. The termination of any such civil or criminal action or proceeding by judgment, settlement, conviction or upon a plea of nolo contendere, or its equivalent, shall not in itself create a presumption that any such member, officer or employee did not act in good faith for a purpose which such person reasonably believed to be in the best interests of the Authority or that such person had reasonable cause to believe that any such action or conduct was unlawful.

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I, Jennifer M. Scarano, Secretary of THE TOWN OF WILTON WATER AND SEWER AUTHORITY, DO HEREBY CERTIFY that the foregoing is a true, correct and complete copy of the By-Laws of said Town of Wilton Water and Sewer Authority as amended to the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of said Town of Wilton Water and Sewer Authority this \_\_\_ day of July, 1992.

  
\_\_\_\_\_  
Jennifer M. Scarano  
Secretary to the  
Town of Wilton Water & Sewer Authority

[SEAL]

lower rates on their tax bills. It was discussed and agreed that the capital improvement reserve did not have the money to complete all requested repairs. We will not do repairs to dips in line on Hearthstone Drive, no Route 50 crossing and we will need a firm commitment of what conditions are in a contract. Dennis Feeney will send them a letter.

#### Audit Report

A draft of the report is attached.

#### CHAIRMAN'S REPORT

##### Operational Procedures of WWSA

Comptroller Green distributed and discussed audit procedures. Copies are attached.

##### Easement for Water Crossing Canadian Pacific Railroad

The Hudson Springs Apartment complex will run a water line under the rail road. A standard easement needs to be signed by the Chairman and WWSA needs to accept the easement.

Chairman Fleming asked for a motion to approve the Chairman's signature on the easement and accept the easement. Jamie Green offered the following resolution and moved its adoption:

#### **RESOLUTION: #06-48**

**NOW, THEREFORE, BE IT RESOLVED**, to approve the Chairman's signature on the easement and accept the easement. The adoption of the foregoing resolution was seconded by Secretary Fina, duly put to a vote and the resolution was declared adopted with all Board members present voting in favor.

#### DIRECTOR'S REPORT

##### Public Authorities Accountability Act

This is a new act that went into effect at the beginning of 2006. WWSA needs to pass a resolution to adopt a code of ethics in compliance with the standards found in section 74 of the Public Officers Law, amend it's current personnel policy with the additional policy that there is protection of the employee from retaliation for disclosing information concerning acts of wrongdoing and misconduct by the Authority and adopt its current policy for defense and indemnification of board members (attached). All Board Members will need to take a training course by year end.

Chairman Fleming asked for a motion to pass a resolution to adopt a code of ethics in compliance with the standards found in section 74 of the Public Officers Law, amend it's current personnel policy with the additional policy that there is protection of the employee from retaliation for disclosing information concerning acts of wrongdoing and misconduct by the Authority and adopt its current policy for defense and indemnification of board members (attached). Jamie Green offered the following resolution and moved its adoption:

**RESOLUTION: #06-49**

**NOW, THEREFORE, BE IT RESOLVED**, to pass a resolution to adopt a code of ethics in compliance with the standards found in section 74 of the Public Officers Law, amend it's current personnel policy with the additional policy that there is protection of the employee from retaliation for disclosing information concerning acts of wrongdoing and misconduct by the Authority and adopt its current policy for defense and indemnification of board members (attached). The adoption of the foregoing resolution was seconded by Secretary Fina, duly put to a vote and the resolution was declared adopted with all Board members present voting in favor.

Water Metering System Update

Thursday at 9:00 a.m. the customer information will be downloaded into the VXU and go out and read the meters. Employees will be trained on the process.

New Water Plant Progress

Preliminary discussions with DEC concluded that they agree with the calculations in the geologist report. DEC will not require the 72 hour pump test. The depth of the wells and the radius of control will need to be discussed with DOH but they were unavailable to meet last week. If DOH doesn't have a problem with these two issues Director Mooney recommends proceeding at that point.

New Storage Building

The bid for the building has been received at \$40,170. low bid. Director Mooney will have a detailed budget to present to the Board.

Employee Training

Director Mooney distributed a summary of employee training for 2005.

County Water Contract

They have not contacted us.

GIS Mapping

It is working out well; the remainder of the maps will be scanned in.

PROJECT APPROVAL STATUS

Saratoga Heritage Condos Phase 3

The first review is completed.

Hudson Springs PUD

The second review is completed.

Burnham Hollow

The second review is completed.

Olsen Farm

The first review is completed.