

**MEETING OF THE BOARD OF DIRECTORS OF
THE WATER AUTHORITY OF GREAT NECK NORTH
HELD ON NOVEMBER 18, 2019
AT 50 WATERMILL LANE, GREAT NECK, NEW YORK.**

PRESENT:

Michael C. Kalnick, Chairperson
Jay Johnas, Director
Jean Celender, Director
Carol Frank, Director
Dan Levy, Director
Michael Smiley, Director
Steven Weinberg, Director

Village of Kings Point
Village of Great Neck
Village of Great Neck Plaza
Town of North Hempstead
Village of Saddle Rock
Village of Great Neck Estates
Village of Thomaston

ALSO PRESENT:

Robert Graziano, Deputy Chairperson
Ralph Kreitzman, Vice Chairperson
Gregory Graziano, Superintendent
Michael Rispoli, Assistant Superintendent
Sue Huang, Civil Engineer
Judith Flynn, Treasurer
Debra Ray, Secretary
Stephen G. Limmer, Counsel
Gary Stuart, Engineer
Colleen Meehan, Project Engineer
Janet Morley, Vice President
William Jackson, Partner

Water Authority of Great Neck North
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McLaughlin and Stern, LLP
CDM Smith, Consulting Engineers
CDM Smith, Consulting Engineers
Capital Markets Advisors, LLC
Hawkins Delafield & Wood LLP

NOT PRESENT:

Susan Lopatkin, Director

Village of Kensington

The Board meeting was called to order at 6:15 p.m. Seven members (Chairperson/Director Kalnick, Directors Celender, Frank, Johnas, Levy, Smiley and Weinberg) were present, constituting a quorum.

On the motion of Director Levy, seconded by Director Frank, by Resolution #19-11-01, the Minutes of the Board's October 21, 2019, meeting were reviewed by the Directors and were approved. The vote was 7 for, 0 against, 0 abstentions. A copy of the Minutes is on file with the Secretary.

On the motion of Director Johnes, seconded by Director Levy, by Resolution #19-11-02, the Board reviewed and approved the Abstract of Claims. The vote was 7 for, 0 against, 0 abstentions. A copy of the Abstract is on file with the Secretary.

On the motion of Director Weinberg, seconded by Director Smiley, by Resolution #19-11-03, the Board reviewed and approved the Treasurer's Monthly Report. The vote was 7 for, 0 against, 0 abstentions. A copy of the Report is on file with the Secretary.

Gary Stuart presented the Engineer's Report:

1. **SMLP Project** – Improvements at several well sites to address flooding issues including the raising of well houses above flood elevations. **<EFC has granted extension until July 2021>**

Well 2A – Demolition of existing building and construction of new well house that will be approximately 8 feet higher than existing. Reusing the existing well but replacing the existing pump with a new one. Includes new chemical feed system and generator in enclosure. Construction underway.

- Construction continues. Foundation walls and footings for the new building have been poured.
- The generator has been removed.
- New CMU walls in the Booster Pump Station have been installed.
- New MCC's will be installed in early November.

Well 6 – Demolition of portion of existing building and construction of new well pump portion of building such that new pump and associated equipment is above flood elevation. Project will also include 1,4-dioxane treatment system. Authority is pursuing WIIA grant funding via WIIA. Anticipated construction start is July 2020.

- Design and development of pilot testing protocol continues. Finalizing procurement documents for the pre-purchase of the carbon contactor units. Pilot testing is tentatively scheduled to start in early December.

Well 8 – Construction of new well house atop the existing below grade structure and installation of new pump and associated equipment above flood elevation in new building. Anticipated construction start is September 2020.

- Design continues.

2. **Weybridge Road Tank Catwalk Structural Project** – Funding has been provided by cellular companies for improvements to catwalk for new cellular equipment to be installed on tank. Catwalk structural improvements have been completed.

- T-Mobile completed their work and final inspection occurred on 11/11/19. Sprint started their work during the week of 11/11/19. AT&T still needs to come back to the site as they did not replace the antenna supports as required.

3. **SCADA Upgrade** – Installation of new control panels, communications equipment, and associated work at all Authority facilities/sites so that all SCADA equipment is consistent and up-to-date. Work at some sites are being funded through SMLP program.

1. Well 9 and A-Plant SCADA control panels are in operation as the contractor is addressing any remaining punch list items.
2. Fabrication of Well 10A and Wildwood Booster control panels has been completed. Cutover of the Wildwood Booster SCADA panel will be performed while the Wildwood tank is being serviced

(tentatively scheduled for mid-November). Well 10A cutover will be performed after Wildwood cutover is complete.

3. SCADA System reports have been developed and installed.
 4. SCADA system training for system operation and historical reporting is being scheduled.
 5. Eagle Control is in the process of developing submittals for Community Drive.
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4. **Greenway Terrace Water Main** – Installation of approximately 800 feet of water main for new development. Correspondence with developer in September indicated project may be ready for construction later this fall or in spring 2020 but no word since.
 1. No status change since last meeting.
 5. **Well 7 Electrical and Instrumentation Upgrades** – Various upgrades to improve reliability including new electrical service, motor control center, transformer, wiring, and chemical safety panel have been completed and the pump station has been put back into operation. This work is being performed as a change order to the SCADA Upgrade project.
 - Construction is 99% complete. Miscellaneous punch list items remain (transducer installation and software update) related to SCADA.
 6. **East Shore Road Water Main Improvements** – Replacement of approximately 7,200 feet of water main including valves, hydrants, and 59 services along East Shore Road, from approximately Twin Ponds/Foxwood Road to Hick's Lane.
 - Construction is complete other than punch list items.
 7. **Middle Neck Road Water Main Improvements** – Replacement of approximately 6,000 feet of water main including valves, hydrants, and services along Middle Neck Road from approximately Appletree Lane to Great Neck Road, and transfer of services from approximately 4,000 feet of 8-inch to existing 12-inch main with abandonment of the 8-inch. Bidding in January 2020 is anticipated with construction start slated for April 2020.
 - Met with Great Neck Pollution Control District on October 21st. Final design continues.
 8. **Pheasant Run Water Main Extension** - Installation of approximately 1,280 feet of water main for new development.
 - No change. Waiting for developer to update storm water drainage plan before finalizing design.
 9. **Old Mill II Water Main Extension** - Installation of approximately 1,110 feet of water main for new development.
 - On hold at this time. Developer not ready.
 10. **Bromley Lane (Elizabeth Baker School) Water Main Extension** - Installation of approximately 265 feet of water main from end of Bromley Lane to new school auditorium.
 - Incorporated Authority review comments into design. Working with developer on trench restoration details.
 11. **West Shore Road Hydraulic Evaluation** – Modeling to evaluate potential impacts of proposed subdivision at 190 West Shore Road.
 - Model scenarios have been developed and model runs completed. Working on summary memorandum with the preliminary results, which will be submitted by 11/18/19.

Suet-Yee Huang presented the Civil Engineer's Report:

Civil Engineer Suet-Yee Huang presented the Board with a proposal by letter dated November 12, 2019, from H2M Architects + Engineers to provide engineering services for the Tank Foundation Repair at Wildwood Road for a total of 54 hours with a not to exceed cost of \$7,560.00. On the motion of Director Levy, seconded by Director Johnneas, by Resolution #19-11-04, the Board accepted the proposal from H2M as set forth in its letter dated November 12, 2019. The vote was 7 for, 0 against, 0 abstentions. A copy of the letter on file with the Secretary.

Michael Rispoli presented the Assistant Superintendent's Report:

Assistant Superintendent Rispoli presented the Board with a written cost analysis and justification for a system wide leak detection program for 2019. Quotes were requested from 4 companies; however, only one company, New York Leak Detection (NYLD), by letter dated April 18, 2019, submitted a proposal. NYLD conducted a leak detection survey in 2018 and detected 18 leaks, from which the Authority was losing approximately 106,200 gallons of water a day, which would calculate to a lost annual revenue under the previous rates of \$173,529.03. NYLD's proposal for 2019 is \$16,000, which represents no increase from 2018. Assistant Superintendent Rispoli recommended the Authority accept the proposal of NYLD. On the motion of Director Levy, seconded by Director Frank, by Resolution #19-11-05, the Board accepted the proposal by New York Leak Detection as set forth in its letter dated April 18, 2019. The vote was 7 for, 0 against, 0 abstentions. Copies of the letter and written cost and analysis justification are on file with the Secretary.

Gregory Graziano presented the Superintendent's Report:

Superintendent Graziano introduced William Jackson, a Partner at Hawkins Delafield & Wood LLP, and Janet Morley, a Vice President at Capital Markets Advisors, LLC, to provide an overview and answer questions regarding the proposed issuance of Water System Revenue Bonds.

On the motion of Director Levy, seconded by Director Smiley, by Resolution #19-11-06, the Board adopted the following resolution:

RESOLUTION OF THE WATER AUTHORITY OF GREAT NECK NORTH
REGARDING THE PROPOSED ISSUANCE OF
WATER SYSTEM REVENUE BONDS AND RELATED MATTERS

WHEREAS, the Water Authority of Great Neck North (the "Authority") is a corporate governmental Authority constituting a public benefit corporation organized under Title 8-B of Article 5 of the Public Authorities Law of the State of New York (the "Act"); and

WHEREAS, the Authority is authorized under the Act to issue from time to time its revenue bonds and to use the proceeds derived from the sale thereof to pay the cost of any water project (as defined in the Act) or for other corporate purposes under the Act; and

WHEREAS, the Authority desires to provide for the issuance of one or more series of revenue bonds at this time (the "Series 2019 Bonds") to: (a) pay Costs of Construction of certain Water Projects (as such terms are defined in the Bond Resolution hereinafter mentioned) and (b) pay costs of issuance of the Series 2019 Bonds; and

WHEREAS, the Authority desires to issue the Series 2019 Bonds as current interest fixed rate bonds under and pursuant to the "Water System Revenue Bond Resolution" adopted by the Authority on March 21, 2016 (the "Bond Resolution"); and

WHEREAS, the Board of Directors of the Authority previously has appointed (a) the investment banking firm of Raymond James & Associates, Inc. to be the underwriter for

the Bonds (the “Underwriter”), (b) Capital Markets Advisors LLC as financial advisor in connection with the issuance of the Bonds, and (c) Hawkins Delafield & Wood LLP as Bond Counsel in connection with the issuance of the Bonds; and

WHEREAS, in connection with the issuance and sale of the Series 2019 Bonds there have been prepared and submitted to this meeting forms of the following documents:

(a) a draft of the series resolution of the Authority (the “Series 2019 Resolution”) relating to the issuance of the Series 2019 Bonds, as required by the Bond Resolution;

(b) a draft of the Preliminary Official Statement of the Authority relating to the Series 2019 Bonds (the “Preliminary Official Statement”);

(c) a draft of the Bond Purchase Agreement (the “Bond Purchase Agreement”) between the Authority and the Underwriter for the sale of the Series 2019 Bonds;

(d) a draft of the Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”), which the Authority shall enter into for the benefit of the owners of the Series 2019 Bonds in order to assist the Underwriter in complying with paragraph (b)(5) of Rule 15c2-12 of the Securities Exchange Act of 1934 (“Rule 15c2-12”); and

WHEREAS, the Board of Directors desires to approve the execution and delivery of the agreements and related documentation necessary to accomplish the sale, issuance and delivery of the Series 2019 Bonds.

NOW, THEREFORE, Be it Resolved by the Board of Directors of the Water Authority of Great Neck North as follows:

Section 1. The Authority hereby determines and finds that it is desirable for the Authority to provide for the issuance of bonds, from time to time, pursuant to the Act and the Bond Resolution and to issue, at this time, one or more series of bonds in an aggregate principal amount not to exceed \$20,000,000 (the “Series 2019 Bonds”) to: (a) pay Costs of Construction of certain Water Projects and (b) pay costs of issuance of the Series 2019 Bonds.

Section 2. There is hereby delegated to any Authorized Officer (as such term is defined in the Bond Resolution), subject to the limitations contained herein and in the Bond Resolution, the power with respect to the Series 2019 Bonds to carry out and make determinations relating to:

(a) The date or dates and principal amount of each maturity of the Series 2019 Bonds, the redemption provisions, if any, of the Series 2019 Bonds, the debt service payment dates and which Series 2019 Bonds are serial bonds and/or term bonds, if any;

(b) The interest rate or rates per annum that the Series 2019 Bonds shall bear, provided that the true interest cost for the Series 2019 Bonds shall not exceed four and fifty hundredths per centum (4.50%);

(c) The minimum purchase price of the Series 2019 Bonds, provided that such minimum purchase price shall not be less than twenty million dollars (\$20,000,000);

(d) The denomination or denominations of and the manner of numbering and lettering the Series 2019 Bonds;

(e) Provisions for the sale or exchange of the Series 2019 Bonds and for the delivery thereof;

(f) Provisions with respect to funds and accounts and subaccounts therein, if applicable, as provided in the Bond Resolution;

(g) Provisions for the approval of the terms of sale for the Bonds by the State Comptroller, pursuant to Section 1197-g.3(a) of the Act; and

(h) The authority to make such other determinations and to take such other actions deemed advisable by any Authorized Officer in connection with the issuance, sale and delivery of the Series 2019 Bonds authorized hereby and the investment of the proceeds of such sale, all to the extent not in conflict with the provisions hereof or of the Bond Resolution.

Section 3. The Board of Directors hereby adopts the Series 2019 Resolution, in substantially the form presented to this meeting with such changes, insertions or omissions and such completion of blanks therein as may be approved by any Authorized Officer, the execution and delivery of the Series 2019 Bonds to be conclusive evidence of such approval.

Section 4. The Preliminary Official Statement, in substantially the form presented to this meeting and its use in connection with the public offering and sale of the Series 2019 Bonds is hereby approved with such changes, insertions or omissions as may be approved by any Authorized Officer, the execution thereof shall be conclusive evidence of such approval. Any Authorized Officer is hereby authorized to cause the Preliminary Official Statement to be distributed to prospective purchasers of the Bonds and/or published on the Internet via any Internet platform, substantially in such form, with such changes therein as such Authorized Officer may approve as aforesaid, such distribution to be conclusive evidence of such approval. The distribution and publication of the Preliminary Official Statement and the use of the information contained therein in connection with the public offering and sale of the Bonds are hereby authorized.

Section 5. To enable the Underwriter to comply with Rule 15c2-12, any Authorized Officer is hereby authorized to execute and deliver one or more documents certifying that, except for certain omissions permitted by Rule 15c2-12, the Preliminary Official Statement is deemed final as of its date.

Section 6. Any Authorized Officer is hereby authorized to prepare a final Official Statement for the Series 2019 Bonds (the "Official Statement"), substantially in the form of the Preliminary Official Statement with such changes, insertions or omissions as may be approved by any Authorized Officer, the execution thereof to be conclusive evidence of such approval. Any Authorized Officer is hereby authorized to execute the Official Statement and to deliver the same to the Underwriter and/or cause the same to

be published on the Internet via any Internet platform. The distribution of the Official Statement and the use of the information contained therein in connection with the public offering and sale of the Bonds are hereby authorized.

Section 7. The Bond Purchase Agreement, in substantially the form presented to this meeting, is hereby approved with such changes, omissions and insertions as may be approved by any Authorized Officer. The execution and delivery of such Agreement by such Authorized Officer shall constitute conclusive evidence of such approval.

Section 8. The Continuing Disclosure Agreement, in substantially the form presented to this meeting, is hereby approved with such changes, insertions or omissions as may be approved by any Authorized Officer. The execution and delivery of such agreement by such Authorized Officer shall constitute evidence of such approval.

Section 9. (a) The Chairperson, Secretary and/ or any other Authorized Officer are hereby authorized and directed, on behalf of the Authority, (i) to execute the Series 2019 Bonds in the form and manner set forth in the Series 2019 Resolution and herein and (ii) upon the execution of the Series 2019 Bonds, to deliver the Series 2019 Bonds in the amount authorized to be issued hereunder, to the Trustee for authentication and delivery to or upon order of the Underwriter pursuant to the Bond Purchase Agreement, upon payment of the purchase price and upon compliance by the Underwriter with the terms of the Bond Purchase Agreement.

(b) The Authorized Officers are hereby authorized and empowered, collectively or individually, to take all action and steps and to execute all instruments, documents and contracts on behalf of the Board of Directors and the Authority that are necessary or desirable in connection with the execution and delivery of the Series 2019 Bonds and for carrying out the transactions and other matters contemplated by this resolution, and which are specifically authorized or are not materially inconsistent with the terms and provisions of this resolution or the Bond Resolution or any action relating to the Series 2019 Bonds heretofore taken by the Board of Directors. The Authorized Officers, collectively or individually, are hereby authorized to do all things necessary to provide for the issuance of the Series 2019 Bonds.

(c) It is the intent of the Board of Directors to hereby authorize the Authorized Officers, collectively or individually, to do all things, to take all actions, and to execute and deliver all agreements, certificates, instruments and other documents necessary or desirable in connection with the issuance of the Series 2019 Bonds and the performance of all agreements and covenants on the part of the Authority contained therein or in the Bond Purchase Agreement without the need for further action by the Board of Directors.

Section 10. Capitalized terms used herein and not otherwise defined shall have the respective meanings accorded such terms in the Bond Resolution.

Section 11. This resolution shall take effect immediately.

The vote was 7 for, 0 against, 0 abstentions.

Superintendent Graziano explained a problem with regard to certain commercial buildings on Middle Neck Road, wherein multiple stores within a building are each provided with its own water bill. The problem that has developed, is that since all of the stores within the building are being provided with their water by one service through one meter and, if one of the tenants in one of the stores does not pay its water bill, the water to that store cannot be turned off without turning the water off to all of the other stores. After a long discussion, it was decided that the Superintendent would work with the Authority's attorney, Stephen Limmer, to draft language for a proposed change to the Rules and Regulations to provide, in substance, that one bill for all of the water to a building, even if it has multiple stores, will be sent solely to the owner of the building, and not to the individual tenants. A vote will be held at the next meeting on December 9, 2019.

Director Weinberg left the meeting at 7:05 p.m.


On the motion of Director Celender, seconded by Director Johnas, by Resolution #19-11-07, the Board approved the reappointment of Director Weinberg as a Member of the Governance Committee and a Member of the Audit Committee for terms of 3 years, from January 1, 2020, to December 31, 2023. The vote was 6 for, 0 against, 0 abstentions.

On the motion of Director Levy, seconded by Director Frank, by Resolution #19-11-08, the Board approved the reappointment of Director Lopatkin as Chairperson and Member of the Audit Committee for terms of 3 years, from January 1, 2020, to December 31, 2023. The vote was 6 for, 0 against, 0 abstentions.

On the motion of Director Levy, seconded by Director Smiley, by Resolution #19-11-9, the Board acknowledged its receipt and review of the Rate Study Recommendations from Michael Maker, Executive Consultant, with NewGen Strategies & Solutions, dated October 21, 2019, and agreed to consider it each year at its February meeting. The vote was 6 for, 0 against, 0 abstentions.

On the motion of Director Celender, seconded by Director Levy, by Resolution #19-11-10, the Board went into Executive Session to obtain advice of counsel at 7:15 p.m. The Board emerged at 7:20 p.m. and Chairperson Kalnick announced that no action had been taken and no minutes would be produced.

The meeting was adjourned at 7:25 p.m.

Approved by Secretary: 

Date: December 9, 2019