

- I. Call to Order - Pledge of Allegiance - Roll Call**
- II. Announcements - Chairperson**
 - A.** An executive session under Section 708(a) of the Sunshine Act was held today at 5:00 PM to discuss personnel matters and potential claims against CRW with general counsel.
 - B.** The next Regular Meeting is scheduled for Wednesday, May 22, 2019 at 6:00 PM in the Locust Court Building, 212 Locust Street, Harrisburg, Pennsylvania, and is open to the public.
- III. Presentations**
 - Draft Drinking Water Rules and Regulations – Tanya Dierolf
- IV. Public Comments - Draft Drinking Water Rules and Regulations (3 Minutes)** *Please complete a written response form for your public comments that are available next to the Sign-In Sheet.*
- V. Committee Reports**
 - Budget and Finance
 - Personnel and Administrative
 - Operations/Engineering
 - Legal/Risk Management
 - Public Outreach / M/W/DBE
- VI. Management Report**
- VII. Minutes of Previous Meeting** - March 27, 2019 - Regular Meeting Minutes
- VIII. Modifications or Deletions to the Agenda**
- IX. Public Comment - Agenda Items (3 Minutes)**
- X. Old/New Business**

Executive:

A. Authorized Representative to Execute Certificate of Titles and Registration Cards for CRW's Fleet of Vehicles and Equipment:

Motion: The Board authorizes Charlotte Katzenmoyer, CEO, as CRW's representative to execute all Certificate of Titles and Registration Cards for CRW's Fleet of Vehicles and Equipment.

B. Notice of Proposed Amendment to By-Laws Provided to Board Members on April 17, 2019:

Motion: In accordance with Article VIII, Section 1 of the Amended and Restated By-Laws of Capital Region Water, the Board of Directors introduce and recommend the proposed amendment which is attached to the Agenda as Exhibit "A". A red-lined copy of the amendment will also be attached to the minutes of today's meeting and will be available for voting by the Authority at the next meeting to be held on May 22, 2019.

C. Resolution No. 2019-006 - Renewable Energy Credit Sale:

Motion: The Board approves Resolution No. 2019-006 authorizing (1) the CEO and other proper officers and employees, with the advice and consent of General Counsel, to engage in a competitive process advertising for sale of all or a portion of the available Renewable Energy Credits; and (2) the CEO to execute, attest, acknowledge, and deliver the Agreement of Sale and any related documents as may be necessary to effect the sale of the Renewable Energy Credits, subject to the review and approval of said instruments by Capital Region Water's General Counsel. The Board shall authorize or ratify the Agreement entered by the CEO at the next available Board meeting.

Administrative:

A. Resolution No. 2019-007 - Amended and Restated Flexible Benefits Plan with WageWorks, Inc., Effective February 1, 2019:

Motion: The Board approves Resolution No. 2019-007 authorizing its Chief Executive Officer, Director of Administration and Chief Financial Officer, as one of the authorized representatives to execute any and all documents to adopt the Amended and Restated Flexible Benefits Plan with WageWorks, Inc., effective February 1, 2019 in accordance with Section 9.1 ARTICLE IX ADMINISTRATION. Also, in accordance with ARTICLE XI MISCELLANEOUS, Section 11.17(d)(2), Capital Region Water appoints its Director of Administration as the Protected Health Information Privacy Official, effective February 1, 2019. Copies of the executed Amended and Restated Flexible Benefits Plan with WageWorks, Inc. shall be attached to Resolution No. 2019-007 as Exhibit "A". A copy of the Summary Plan Description shall be attached to Resolution No. 2019-007 as Exhibit "B".

Finance:

A. Authorization to Open a New Account titled CRW 2018 Wastewater PENNVEST Account at First National Bank:

Motion: The Board authorizes the appropriate officers' execution of the Bank Resolution and Signature Cards to open a new Account with First National Bank, titled CRW 2018 Wastewater PENNVEST effective April 24, 2019.

B. Update to 2019 Signature Cards with First National Bank:

Motion: The Board authorizes the CEO, CFO, Chairperson, Vice Chairperson, Secretary and Treasurer to execute the appropriate Bank Resolution and updated Signature Cards with First National Bank as of April 24, 2019.

C. Update to 2019 Signature Cards with PNC Lockbox:

Motion: The Board authorizes the CEO, CFO, Chairperson, Vice Chairperson, Secretary and Treasurer to execute the appropriate Bank Resolution and updated Signature Card with PNC Bank relative to the Lockbox as of April 24, 2019.

D. Resolution No. 2019-010 – Rate Schedule Sheet for Tapping and Fire Line Fees:

Motion: The Board approves Resolution No. 2019-010 authorizing the Rate Schedule Sheet for Fees for Tapping and Fire Line Fees, effective April 24, 2019. A copy of the Rate Schedule Sheet for Tapping and Fire Line Fees will be attached to Resolution No. 2019-010 as Exhibit "A" and incorporated therein.

E. Resolution No. 2019-011 – Rate Schedule Sheet for Water Operational Fees:

Motion: The Board approves Resolution No. 2019-011 authorizing the Rate Schedule Sheet for Water Operational Fees, effective June 1, 2019. A copy of the Rate Schedule Sheet for Water Operational Fees will be attached to Resolution No. 2019-011 as Exhibit "A" and incorporated therein.

Engineering:

A. WSC Emergency Generator Project - Change Order No. 7:

Motion: The Board authorizes the Director of Engineering to execute Change Order No. 7 with Pagoda Electrical, Inc. for a credit in the amount of \$2,482.88 and increase of 316 calendar days to the contract time to May 31, 2019 for Substantial Completion, and to June 14, 2019 for Final Completion. Funding Source: Water #60800801-80100-00007 – Wtr WSC Emergency Generator System Project.

- B. Task Order 2019-10-01: Engineering Services for Risk Modeling and Data Visualization with KCI Technologies, Inc.:** The Board authorizes the Director of Engineering to execute Task Order 2019-10-01 with KCI Technologies, Inc., as outlined in KCI's Proposal, dated April 9, 2019 in the amount not-to-exceed \$90,236. Funding Source: Water #60504541-54104 - Wtr Engineering Services and Wastewater #80504541-54104 - Ww Engineering Services.
- C. Resolution No. 2019-008 – Stormwater Easement Agreement with The Salvation Army:**
Motion: The Board approves Resolution No. 2019-008 authorizing the Chairperson and Secretary to execute the Stormwater Easement Agreement between The Salvation Army and Capital Region Water for Dauphin County Tax Parcel No. 13-030-002-000-0000. A copy of the Stormwater Easement Agreement shall be attached to Resolution No. 2019-008 as Exhibit "A" and incorporated therein.
- D. Resolution No. 2019-009 – Cooperation Agreement with Harrisburg Redevelopment Authority for RACP Grant Compliance:**
Motion: The Board approves Resolution No. 2019-009 authorizing the Chairperson and Secretary to execute the Cooperation Agreement with the Harrisburg Redevelopment Authority for RACP Grant Compliance with CRW for the Paxton Creek De-Channelization Project. A copy of the Cooperation Agreement shall be attached to Resolution No. 2019-009 as Exhibit "A" and incorporated therein.

Operations:

- A. Authorization to Dispose/Salvage Vehicles G-15 and G-18 – Wastewater Division:**
Motion: The Board authorizes the CEO to take any appropriate action, and to sign any necessary documents required to dispose and/or salvage the following vehicles within the Wastewater Division:

G-15: 2008 Chevrolet 1/2 Ton Pickup Truck, VIN #1GCEC14008Z155863 (Salvage Value \$250)
G-18: 1990 International 4900 Dump Truck, VIN #1HTSDTVR4LH261579 (Salvage Value \$500)

XI. Public Comment - Non Agenda Items (3 Minutes)

XII. Board Member Comments

XIII. Adjournment



Proposed Amendments to By-Laws

**Exhibit A
to
Agenda, dated April 24, 2019**

This file contains the following documents:

Date	Description
4/15/2019	Memorandum of Notice of Proposed Amendments to By-Laws
4/15/2019	Red-lined copy of proposed Amendments to By-Laws to be presented at the April 24, 2019 Board Meeting

Remarks:

Board Action Requested:

- Review and Comment
- For Your Information
- Future Agenda Item

Uploaded By: Karen M. McKillip, Archivist

Notice of Proposed Amendments to By-Laws

Douglas E. Keith, Chief Financial Officer

April 15, 2019

To: J. Marc Kurowski, Chairperson
Crystal A. Skotedis, Vice Chairperson
Garvey Presley, Jr., Secretary
Andrew M. Enders, Assistant Secretary/Treasurer
Alisa E. Harris, Board Member

cc: Michael T. Doweary, Director of Administration

Pursuant to Article VIII, Section 1 of the current By-Laws of Capital Region Water, this notice will serve to advise you that you are being provided (via CRW's Intranet) with a red-lined copy of the proposed amendments to the By-Laws which will be presented at the April 24, 2019 regular monthly meeting.

If there are no objections or further changes, the proposed amendments to the Amended and Restated By-Laws will be voted on by Resolution at the regular monthly meeting to be held on May 22, 2019.

In the event you have any questions, please contact me or the Solicitor, Scott Wyland, Esq.

Attachment – Red-lined Proposed Amendments to By-Laws

AMENDED AND RESTATED
BY-LAWS
OF
CAPITAL REGION WATER
as of ~~May 28, 2014~~ May 22, 2019

ARTICLE I
Name and Office

Section 1. Name. The name of the Authority is "CAPITAL REGION WATER" (which throughout these By-Laws shall be identified as the "Authority" since it is a Municipal Authority under the Act.)

Section 2. Office. The office of the Authority shall be located in the City of Harrisburg, Dauphin County, Pennsylvania, or such other place as shall be designated by the members of the Authority.

ARTICLE II
Powers of the Authority

Section 1. General Powers. The Authority shall be a body corporate and politic, organized under the Municipality Authorities Act of 1945, P.L. 382, as amended and supplemented by Act No. 22, approved June 19, 2001, as further amended and supplemented from time to time (the "Act"), and any other applicable statute or law; and, may exercise any power contemplated by law for a general purpose authority either specifically granted by that Act, or other applicable Act or Acts and not prohibited by the Constitution of Pennsylvania and the laws of the General Assembly.

Section 2. Construction. The powers of the Authority, as provided for in Article II,

Section 1 above, shall be construed broadly in favor of the Authority. All possible powers of the Authority, as delineated by the Municipality Authorities Act of 1945, as amended and supplemented, or as hereafter amended or supplemented, and any other applicable statute or law under the provisions of which the Authority may operate or participate, except as limited in Article II, Section 1 above, shall be considered as if specifically and individually set forth in this Article.

ARTICLE III **Officers**

Section 1. General. The officers of the Authority shall consist of a Chairperson, Vice Chairperson, Secretary, Treasurer, and/or one or more Assistant Secretary/Treasurer(s). All officers, except the Assistant Secretary/Treasurer(s), shall be members of the Authority. The offices of Secretary and Treasurer may be held by the same person.

Section 2. Chairperson. The Chairperson shall exercise the executive and administrative powers of the Authority. The Chairperson shall preside at all meetings of the Authority, and shall submit to the Authority such recommendations and information as the Chairperson may consider proper. Except as otherwise authorized by resolution of the Authority, the Chairperson shall execute all contracts, deeds, bonds, or other instruments made by the Authority in its name. The Chairperson shall appoint all members of committees, established by resolution of the Authority. The Chairperson shall notify the Harrisburg City Council, at least one month in advance, of the expiration of the term of office of any member of the Authority. In addition, the Chairperson shall notify the Harrisburg City Council of any resignation of a member of the Authority, stating the

unexpired term thereof. The Chairperson shall in the intervals between meetings, consult with the various officers and employees of the Authority regarding the business of the Authority and perform such other duties as directed by the Authority.

Section 3. Vice Chairperson. In the absence of the Chairperson, the Vice Chairperson shall preside at all meetings of the Authority; and in the case of the resignation, death, or inability of the Chairperson to perform his/her duties, the Vice Chairperson shall perform the duties of the Chairperson and shall perform such other duties as directed by the Authority.

Section 4. Secretary. The Secretary shall attend all meetings of the Authority, and shall keep a record of the proceedings in a book to be kept for that purpose. The Secretary shall also record the presence or absence of each member of the Authority; conduct the roll call on all questions properly before the Authority; and enter upon the minutes of the respective meetings any statements and/or disclosures by members of the Authority at said meetings. The Secretary shall promptly transmit to all members of the Authority, and to its solicitor, a copy of the minutes of each meeting of the Authority. In addition, the Secretary shall have custody of the records of the Authority; have the ability to certify true and correct copies of all contracts, documents, or other records of the Authority; maintain the corporate seal of the Authority and shall attest and affix the seal of the Authority to all contracts, deeds, and other instruments executed by the Authority; and shall cause to be given all notices of special meetings of the Authority. The Secretary shall perform such other duties as are customarily to the Office of Secretary and such other duties as directed by the Authority.

Section 5. Treasurer. The Treasurer shall ~~have~~oversee the care and custody of all funds of the Authority, ~~ensuring~~keeping full and accurate account of receipts and disbursements, ~~as well as depositing or~~and causing to be deposited all monies in the name of the Authority in such ~~banks or~~ banks as the Authority may select. ~~In addition, the Treasurer shall sign all orders and checks for the payment of money, as the Authority shall direct. All such orders and checks shall be countersigned by the Chairperson and/or other member or members of the Authority as approved by Resolution of the Authority.~~ The Treasurer shall supervise the keeping of regular books of account showing receipts and expenditures, and at each regular meeting of the Authority (or upon request) shall cause to be rendered to the Authority, an accounting of the financial condition of the Authority and of its financial transactions and perform such other duties as directed by the Authority.

Section 6. Election of Officers. The officers of the Authority shall be nominated and elected at the annual meeting. All officers shall hold office for a period of one year or until their successors have been elected. All officers shall be eligible for re-election. In case of a vacancy in any office, occurring at any time between meetings where officers are elected, the Authority shall elect a successor from its membership at the next regular meeting, or special meeting, and such election shall be for the unexpired term of said office.

Section 7. Removal. Upon the affirmative vote of a 4/5th majority vote of all members, any officer may be removed, either with or without cause, and a successor may be elected at any meeting called for such purpose. This section may only be altered, modified or amended by a 4/5th majority vote of all members.

ARTICLE IV

Meetings

Section 1. Regular Meetings. The regular meetings of the Authority shall be held on the fourth Wednesday of each month at 6:00 p.m. at the office of the Authority, or at such other time or place as the Authority by proper action may fix. Notice of regular meetings shall comply with the Pennsylvania Sunshine Act.

Section 2. Special Meetings. Special meetings of the Authority may be called at any time by the Chairperson or any two Authority members. In such case, the Secretary shall give notice of the said special meeting of the Authority, for the purpose of transacting any business designated in the call. Such notice shall be signed in the name of the Secretary and forwarded to each Authority member at least two days prior to the proposed date of the special meeting. Notice shall be deemed to have been given either when deposited in the United States mail, postage prepaid, or when telefaxed to a member's business address or when electronically mailed to a member's e-mail address. The notice shall specify the place, day and hour of the meeting, as well as the general nature of the business to be transacted. Such notice may be waived by any member of the Authority. At such special meeting, no business shall be considered other than that designated in the call, but if all the members of the Authority are present at a special meeting, even though no notice of the meeting shall have been given to them or any of them, any and all business may be transacted.

Section 3. Annual Meeting. The annual meeting of the Authority shall be held at the first regular meeting of the Authority in January of each year.

Section 4. Use of Conference Telephone and Similar Equipment. One or more

members may participate in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other. Participation in a meeting pursuant to this section shall constitute presence in person at the meeting.

Section 5. Quorum. Three members of the Authority shall be necessary to constitute a quorum for the transaction of business, and the acts of a majority of the members present at a meeting at which a quorum is present, shall be the acts of the Authority. If there be less than a quorum present at either a regular or special meeting, a majority of those present may adjourn or recess the meeting, until such time as a quorum is present, when the regular or special meeting may be reconvened as a legally constituted and valid meeting.

Section 6. Notice. Notice to the public of all meetings, whether regular or special, shall be given in accordance with the Sunshine Act, the Act of July 3, 1986, P.L. 388 as may be amended, supplemented or reenacted, and with any other applicable statutory requirements.

ARTICLE V

Personnel

Section 1. Employment of Personnel. The Authority, may from time to time appoint such personnel, as the Authority may require, determining the qualifications of such persons, as well as their tenure and compensation.

Section 2. Assistant Secretary/Treasurer. The Authority may appoint an Assistant Secretary/Treasurer to assist the Authority's Secretary and the Authority's Treasurer in the

execution and performance of their respective duties and the Assistant Secretary/Treasurer shall perform such other duties as directed by the Authority.

Section 3. Chief Executive Officer. The Authority may appoint a Chief Executive Officer, to assist in the supervision of the day-to-day administration of the business and affairs of the Authority. The Chief Executive Officer shall be subject to the direction and control of the Authority. The Chief Executive Officer shall assist in the preparation of budgets, certification of vouchers for payment and the supervision of employees. The Chief Executive Officer shall, at the opening of each meeting of the Authority, submit a written agenda of the business to be transacted. The Chief Executive Officer shall be charged with the carrying out of all orders, directions, and resolutions adopted by the Authority and shall perform such other duties as directed by the Authority. [Any passing references to "Executive Director" in the remainder of the By-Laws, if there are any, shall be changed to Chief Executive Officer.]

Section 4. General Counsel. The Authority shall appoint a general counsel who shall have charge of all legal matters of the Authority and shall report thereon from time to time to the Authority. He shall receive such compensation as the Authority shall determine. The Authority may from time to time appoint such assistant counsel as may be necessary and determine their compensation. Nothing in this section shall be construed to prohibit the Authority from appointing such other solicitors and/or special counsels as may be deemed necessary.

ARTICLE VI **Advisory Committees**

Section 1. Committees. The Authority may from time to time establish advisory committees for the purpose of advising the Authority.

Section 2. Appointment. All members of Advisory Committees shall be designated by the Chairperson of the Authority.

Section 3. Meetings. Meetings of the respective Advisory Committees may be held at such times and places as may be determined by the respective Committees. The Chairperson of the Authority may call meetings of any of the Advisory Committees.

Section 4. Reports. Reports from any Advisory Committee shall be delivered to the Chairperson of the Authority and shall be presented at a meeting of the Authority.

ARTICLE VII

Audits, Examination Reports, Return of Documents and Files

Section 1. Audits and Examination. The Authority shall, at least once in each year, make or cause to be made by a certified public accountant, an audit of the books, accounts, records and affairs of the Authority and of the status of its loans, bonds and fiscal affairs in general and of such other matters as the Authority may specifically designate. The Authority may make or cause to be made such other examination at any time as it may deem desirable. The results of all such audits shall be reported in writing to the Authority and copies thereof shall be placed on file with the Authority and properly noted in its minutes.

The Chief Executive Officer shall report to the Authority whenever examination of any of its affairs are made by the Federal Government, by the Commonwealth of Pennsylvania or by any other federal, state or local agency, and at the conclusion of any

such examination the Chief Executive Officer shall forthwith request of said agency a written report of the result of its examination, which report when received shall be presented at the next regular meeting of the Authority and shall be properly noted on its minutes.

Section 2. Filings, Reports and Publications. The Authority shall prepare and file all reports, filings and publications required by law, under the Act or under other applicable statutes, regulations, agreements or indentures. Copies of all such reports, filings and publications shall be placed on file with the Authority and properly noted in its minutes.

Section 3. Return of Documents, Files, etc. All documents, files, correspondence, research, etc. prepared by any member, officer or personnel of the Authority, including but not limited to, the Assistant Secretary/Treasurer, Chief Executive Officer, General Counsel, Solicitor or Special Counsel, or obtained by such person or persons shall remain the property of the Authority and all of the foregoing shall be promptly returned to the Authority within two (2) weeks of the death, expiration of the term or resignation of such person or persons.

ARTICLE VIII **Amendments**

Section 1. Amendments to By-Laws. The By-Laws of the Authority shall be amended only with the approval of at least three of the members of the Authority. No amendment shall be adopted unless it shall have been introduced at a prior regular meeting or special meeting, and unless five (5) days written notice thereof, together with an exact copy of the proposed amendment, shall have been given to each member of the Authority, reciting the

time and place of the meeting at which the proposed amendment shall be acted upon.

ARTICLE IX
Personal Liability of Members

Section 1. A member of this Authority shall not be personally liable for monetary damages as such for any action taken, or any failure to take any action, unless: (i) the member has breached or failed to perform the duties of his/her office in good faith, in a manner he/she reasonably believes to be in the best interests of the Authority, and with such care, including reasonable inquiry, skill and diligence, as a person of ordinary prudence would use under similar circumstances; and (ii) the breach or failure to perform constitutes self-dealing, willful misconduct or recklessness. The provisions of this Article IX shall not apply to the responsibility or liability of a member pursuant to any criminal statute or for the payment of taxes pursuant to local, state or federal law.

The By-Laws of this Authority are hereby further amended by adding thereto a new ARTICLE X to specifically provide for the indemnification of members, officers, employees or agents to the fullest extent permitted by applicable law and shall read in its entirety as follows:

ARTICLE X
Indemnification

Section 1. Subject to the limitations hereinafter set forth, the Authority shall have the power to indemnify each member, officer, employee or agent of the Authority and his/her heirs, executors or administrators, to the full extent permitted by law, against all judgments, fines, liabilities, and reasonable expenses (including, but not limited to, court costs, attorneys' fees and any amount paid in any settlement), which judgments, fines, liabilities and expenses were incurred or expended in connection with any claim, suit, action or proceeding, whether civil, criminal, administrative or investigative, and whether or not the indemnified liability arises or arose from any action by or in the right of the Authority, in which he/she was involved because of anything he/she may have done or omitted to do as a member, officer, employee or agent of the Authority or of any organization that he/she may have served as a member, officer, employee or agent at the request of the Authority, but such indemnification can be made only if a determination is made as hereinafter provided that such indemnification should be made. Such indemnification shall not impair any other right any such person may have.

Said indemnification can be made only if a determination has been made, with the advice of counsel for the Authority, by members not involved in the claim or proceeding, or by a disinterested person or persons named by said members not involved in the claim or proceeding, or by independent legal counsel in a written opinion: (i) that the member, officer, employee or agent acted or failed to act, in either case, in good faith, and in a manner he/she reasonably believed to be in, or not opposed to, the best interests of the

Authority, and with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful, and (ii) that the amount of the proposed indemnification is reasonable, and (iii) that the proposed indemnification is just and proper and can be legally made by the Authority under then existing law, and (iv) that the indemnification shall be made by the Authority in an amount stated in the determination; provided, however, that the indemnification provided for herein shall not be available if the act or failure to act giving rise to the claim for indemnification has been determined by a court to have constituted willful misconduct or recklessness.

Section 2. Expenses incurred by an officer, member, employee or agent in defending a civil or criminal action, suit or proceeding as described above shall be paid by the Authority in advance of the final disposition of such action, suit or proceeding upon receipt of an undertaking by or on behalf of such person to repay such amount if it shall ultimately be determined that the person is not entitled to be indemnified by the Authority.

Section 3. The Authority shall have the power to buy and maintain insurance and to establish and fund a self-insurance indemnification reserve fund on behalf of the members, officers, employees and agents of the Authority and a person serving at the request of the Authority as a member, officer, employee or agent of another organization, against liability incurred in any such capacity, or arising out of his/her status as such.

Section 4. The invalidity of any portion of this ARTICLE X shall not affect the validity of the remainder hereof.