

RESOLUTION

WHEREAS, this Board by Resolution adopted certain By-Law Amendments; and

WHEREAS, said Resolution amended the By-Laws to provide for:

1. Telephonic conferencing of meetings
2. Adoption of Resolutions by unanimous written consent
3. Creation of Audit Committee
4. Creation of Governance Committee

WHEREAS, said By-Law Amendments have not yet been published pursuant to Section 1154 of the Onondaga County Water Authority Act; and

WHEREAS, the Board desires to reconsider said Resolution.

NOW THEREFORE, on motion duly made and seconded, it is hereby

RESOLVED, that the October 19, 2005 Resolution be and the same hereby is reconsidered; and it is further

RESOLVED, that the Resolution is hereby amended to delete therefore said provisions with respect to telephonic conferencing of meetings and adoption of resolutions by unanimous written consent; and it is further

RESOLVED, that the By-Laws of the Onondaga County Water Authority are hereby amended by adding thereto a new Article IV entitled Special Committees, as follows:

ARTICLE IV SPECIAL COMMITTEES

1. Audit Committee There is hereby established an Audit Committee of the Board. The purpose of the Audit Committee shall be to recommend the hiring of a certified independent accounting firm for the Authority, establish the compensation to be paid to the accounting firm and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes. The membership of the Audit Committee shall be all of the Board Members, who shall be familiar with corporate financial

and accounting practices to the extent practicable. Notwithstanding the forgoing, no Board Member shall serve as a member of the Audit Committee who has

- (a) in the past two years been employed by the Authority or an affiliate in an executive capacity,
- (b) in the past two years been employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Authority or received any other form of financial assistance valued at more than \$15,000 from the Authority,
- (c) is a relative of an executive officer or employee in an executive position of the Authority or an affiliate, or
- (d) in the past two years has been 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.

The Audit Committee shall meet at such times, as the Chairman shall direct.

2. Governance Committee There is hereby established a Governance Committee of the Board. The Governance Committee shall keep the Board informed of current best governance practices, review corporate governance trends, update the Authority's on corporate governance principles, and advise the Legislature of the County of Onondaga on the skills and experiences required of potential Board Members. The membership of the Governance Committee shall be all of the Board Members. Notwithstanding the foregoing, no Board member shall serve as a member of the Governance Committee who has

- (a) in the past two years been employed by the Authority or an affiliate in and executive capacity,
- (b) in the past two years been employed by an entity that received remuneration valued at more than \$15,000 for goods and services provided to the Authority or received any other form of financial assistance valued at more than \$15,000 from the Authority,
- (c) is a relative of an executive officer or employee in an executive position of the Authority or an affiliate, or
- (d) in the past two years has been 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.

The Governance Committee shall meet at such times as the Chairman shall direct; and it is further

RESOLVED, that Article IV and Article V of the By-Laws shall be renumbered Article V and Article VI, respectively;