

THIRD AMENDMENT TO
JOINT POWERS AGREEMENT FOR
UTICA WATER AND POWER AUTHORITY

UWPA's proposed amendment to Article III, Section 3.1a, adding language allowing the appointment of an alternate at-large public member, was approved by the City of Angels' Resolution 16-11 dated March 15, 2016 and UPUD's Resolution 2016-01 dated March 15, 2016.

ARTICLE III

INTERNAL ORGANIZATION

Section 3.1 Governing Body

- a. The business of the Authority shall be conducted by a five member Board of Directors, consisting of two (2) directors appointed by UPUD, and two (2) directors appointed by ANGELS, and a fifth "at-large" director who shall be appointed by majority vote of the UPUD and ANGELS members of the UPA to serve a two (2) year term, and who can be reappointed to serve successive terms. The selection process shall be determined by the Board. Said fifth "at-large" director will have all the duties and responsibilities of an elected director except he or she cannot hold an officer position. Said fifth "at-large" director shall be subject to recall and replacement at any time upon the vote of the UPUD and ANGELS members of the UPA as set forth in Section 3.3.b.

An alternate "at-large" member may be appointed by a majority vote of the four directors serving for UPUD and ANGELS. The role of the alternate "at-large" director, if appointed, is to assume the duties of the "at-large" director in the absence or unavailability of the "at-large" director. The UPUD and ANGELS directors determine the selection process of the "at-large" alternate. UPUD and ANGELS directors may recall and remove the "at-large" alternate by majority vote.

The two UPUD and two ANGELS Directors and the alternates for those directors shall from time to time be selected from and designated in writing by the governing body of each of the parties. The governing body of each party shall designate an alternate for each director who shall serve in the absence of their Directors. The role of the alternate director shall be to assume the duties of the director appointed by his/her member entity in case of the absence or unavailability of such Directors. The Directors and the alternates so named shall serve at the pleasure of their respective appointing governing body and shall continue to serve until the respective successors are appointed.