

**PERSONNEL, PENSION AND INSURANCE COMMITTEE
SPECIAL MEETING**

The Metropolitan District

Remote Only

Wednesday, January 13, 2021

Present: Commissioners Donald Currey, Maureen Magnan, Dominic Pane, Pasquale J. Salemi, Raymond Sweezy, Alvin Taylor and District Chairman William A. DiBella (7)

Absent: Commissioners John Avedisian, Shubhada Kambli, Byron Lester, and Alphonse Marotta (4)

Also

Present: Commissioner Allen Hoffman
Scott W. Jellison, Chief Executive Officer
Christopher Stone, District Counsel
John S. Mirtle, District Clerk
Kelly Shane, Chief Administrative Officer
Christopher Levesque, Chief Operating Officer
Christopher Martin, Chief Financial Officer
Nick Salemi, Communications Administrator
Carrie Blardo, Executive Assistant to the CEO
Victoria Escoriza, Executive Assistant
Julie Price, Professional Level Trainee
David Silverstone, Independent Consumer Advocate

CALL TO ORDER

Chairman Taylor called the meeting to order at 4:04 PM

PUBLIC COMMENTS RELATIVE TO AGENDA ITEMS

No one from the public appeared to be heard.

APPROVAL OF MEETING MINUTES

On motion made by Commissioner Sweezy and duly seconded, the meeting minutes of November 9, 2020 were approved.


**AUTHORIZATION FOR DISTRICT CLERK TO EXECUTE A
CERTIFICATE OF AUTHORITY FOR WILMINGTON TRUST**

To: Personnel, Pension and Insurance Committee for consideration on January 13,
2021

It is RECOMMENDED that the Personnel, Pension and Insurance Committee recommend to the District Board passage of the following resolution:

Be It Resolved: that the District Clerk be and is authorized to execute the attached Wilmington Trust Certificate of Authority ("Certificate of Authority") on behalf of the District, and that the terms and conditions set for in the Certificate of Authority are incorporated herein and made a part of this resolution which, upon passage, effectively authorizes the Chief Financial Officer/Director of Finance and the Manager of Treasury, severally, to act on behalf of the District in the manner consistent with the terms and conditions set forth in said Certificate of Authority.

Respectfully Submitted,



Scott W. Jellison
Chief Executive Officer

Manufacturers and Traders Trust Company ("MTB")

CERTIFICATE OF AUTHORITY AND APPOINTMENT

The Certificate of Authority and Appointment is at the organizational level. It indicates two to three of the positions within your organization that are authorized by your board or governing body to execute legal documents on behalf of the organization with respect to the The Metropolitan District Post Employment Benefits Trust (the "Plan").

CERTIFICATE OF AUTHORIZED OFFICERS

The Certificate of Authorized Officers is a companion form to the Certificate of Authority and Appointment. It names the officers, with specimen signatures, currently filling the positions specified in the Certificate of Authority. The named individuals should be authorized to complete, execute and deliver agreements to Manufacturers and Traders Trust Company with respect to the Plan.

The corporate secretary or assistant secretary of your organization should execute the Certificate of Authority and Appointment and Certificate of Authorized Officers.

CERTIFICATE OF AUTHORIZED REPRESENTATIVES

The Certificate of Authorized Representatives is a listing of the individuals, with specimen signatures, who are authorized to give Manufacturers and Traders Trust Company orders, directions or instructions with respect to the Plan. Specific limitations that will be applied to an individual's authorization may be noted next to their specimen signature.

If any of the individuals on the Certificate of Authorized Officers will have authority to give Manufacturers and Traders Trust Company orders, directions or instructions with respect to the Plan, they should also be listed on the Certificate of Authorized Representatives.

UPDATES TO CERTIFICATES

After the initial submission, the Certificate of Authorized Officers and Certificate of Authorized Representatives only needs to be updated when one or more of the named individuals have changed. One of the named individuals listed on the current Certificate of Authorized Officers must execute any updates to the Certificate of Authorized Representatives.

Wilmington Trust is a registered service mark. Wilmington Trust Company, operating in Delaware only, Wilmington Trust, N.A., M&T Bank and certain other subsidiaries of M&T Bank Corporation, provide various fiduciary and non-fiduciary services, including trustee, custodial, agency, investment management and other services. International corporate and institutional services are offered through M&T Bank Corporation's international subsidiaries. Loans, credit cards, retail and business deposits, and other business and personal banking services and products are offered by M&T Bank, member FDIC.



CERTIFICATE OF AUTHORITY AND APPOINTMENT

The Metropolitan District (the "Client")

I, John Mirtle, the duly appointed representative of Client, in the capacity indicated below, am authorized to certify the approved actions with respect to the The Metropolitan District Post Employment Benefits Trust (the "Plan") of Client, a Municipality organized or operating under the laws of the State of Connecticut, hereby certify that at a meeting of the Client's Board of Directors or other governing body (the "Board") duly called and held, or by unanimous written consent or other method provided by applicable law or governing document, the following resolutions were duly adopted and remain in full force and effect.

NOW, THEREFORE, BE IT:

- RESOLVED, that Manufacturers and Traders Trust Company is appointed as Custodian of the Plan and is authorized to hold the assets of such under the terms of the Trust, Custody, Investment Management (with Custody) or Agent Agreement (the "Agreement"), as applicable.
- RESOLVED, that Client hereby authorizes the Chief Financial Officer/Director of Finance and the Manager of Treasury, (the "Authorized Officers"), or any one of them, in the name and on behalf of the Client, to complete, execute and deliver the Agreement to MTB substantially in the form presented to this governing body, with such revisions thereto and any amendments, the funds transfer agreement, other ancillary operating agreements, or any other documents related thereto (collectively, the "MTB Documents"), all as such Authorized Officers deem necessary or appropriate from time to time.
- RESOLVED, that Client hereby ratifies and confirms all actions taken by it prior to the date hereof in connection with such MTB Documents (including without limitation the Agreement) executed and delivered to Manufacturers and Traders Trust Company.
- RESOLVED, that Authorized Officers are, and each of them is, hereby authorized to designate from time to time the accounts subject to such agreements, and designate from time to time the individuals who may execute or effect transactions under and give notices, certifications and instructions with respect to such MTB Documents (including any funds transfer (wire or ACH) instructions), such individuals designated as "Authorized Representatives".
- RESOLVED, that MTB be and hereby is authorized to rely on the actual or purported signatures of any of Client's Authorized Officers and Authorized Representatives until MTB has actually received and had a reasonable time to act on written notice from Client revoking such authority.
- RESOLVED, that Client shall defend, indemnify and hold MTB harmless from and against all liabilities, costs, and expenses (including, but not limited to, attorneys' fees and disbursements) incurred by MTB in connection with honoring of any signature, instruction or action of any Authorized Officer or Authorized Representative, or the refusal to honor any signature, instruction or action of any person who has not been designated by the Client as an Authorized Officer or Authorized Representative of Client.
- RESOLVED, that these resolutions supersede all prior resolutions on the subject to which they pertain, and shall remain in full force and effect and binding upon Client until MTB has actually received and had a reasonable time to act on any subsequent Certificate of Authority; provided that these resolutions are limited in application to the aforesaid services to be provided by MTB and do not supersede or affect in any way the continuing validity of other resolution provided to MTB in regard to accounts that are serviced or services that are provided by any other division or department of MTB or with respect to any accounts that are not the subject of these resolutions.



IN WITNESS WHEREOF, I have executed this Certificate of Authority and Appointment this _____ day of December, 2020.

John Mirtle, District Clerk

On motion made by Commissioner Taylor and duly seconded, the report was received and resolution adopted by unanimous vote of those present.

OPPORTUNITY FOR GENERAL PUBLIC COMMENTS

No one from the public appeared to be heard.

COMMISSIONER COMMENTS & QUESTIONS

Scott Jellison, Chief Executive Officer, informed the committee that the State of Connecticut Commission on Human Rights and Opportunities approved the MDC's Affirmative Action Plan earlier in the day.

ADJOURNMENT

The meeting was adjourned at 4:06 PM

ATTEST:

John S. Mirtle, Esq.
District Clerk

Date Approved