



# UDIG·NY

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## **Minutes from the Annual Meeting of the Members**

April 30, 2024



# 2024 Annual Meeting Minutes

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*The 54th Annual Meeting of the Members of UDig NY, Inc. was called to order by President, Matt Scorzelli, at 9:00 am in a hybrid fashion with some virtual attendance and some in person attendance at the UDig NY Center for Damage Prevention on April 30, 2024.*



President Scorzelli thanked Governor Kathy Hochul, and the Public Service Commission for their continued support of UDig NY's damage prevention initiatives and recognized the celebration of National Safe Digging Month. President Scorzelli asked Secretary, Leon Hacker, to read the Notice of the Annual Meeting. Secretary Hacker read the notice of annual meeting and advised that at least 30% of the voting membership were represented, constituting a quorum under the Corporations Bylaws.

President Scorzelli introduced the UDig NY Officers and Directors. President Scorzelli recognized the Directors that left the Board in the last year; thanking Michael Bass formerly with Buckeye Partners and Don Ayers retired from Enterprise Products for their service to underground utility protection and honored them with the Golden Spade Award. President Scorzelli then recognized and thanked past presidents of the Board of Directors.

President Scorzelli acknowledged the participating and sustaining members and noted a full list is available with the Annual Report video and on the UDig NY website.

President Scorzelli indicated that supplemental meeting documents were provided to each pre-registered attendee. He then called for approval of the 2023 Annual Business Meeting minutes. Bill VanDame made a motion to approve the minutes, Ron Deitz made a second to the motion. A unanimous vote passed the motion. President Scorzelli called for a motion to accept the Treasurer's Report as presented in the supplemental meeting documents. A motion to accept the Treasurer's report was made by Ron Dietz. A second to the motion was made by Bill VanDame. A unanimous vote passed the motion. President Scorzelli then asked if there was any old business from the 2023 Annual Business Meeting and there was none. President Scorzelli then asked if there was any new business for this year's meeting and again there was none.

President Scorzelli then called upon Don Ayers, member of the Governance Committee to read the nominating report.

Don Ayers provided the Nominating Report.

# 2024 Annual Meeting Minutes

| Candidate         | Company                         | Industry             | Status     | Term                            |
|-------------------|---------------------------------|----------------------|------------|---------------------------------|
| Chris Fellows Jr. | Onondaga County Water Authority | Water                | Exempt     | 3-year term expiring April 2027 |
| Leon Hacker       | Verizon                         | Telecommunications   | Non-Exempt | 3-year term expiring April 2027 |
| Michael Kolecki   | MSK Consulting                  | Design & Engineering | Sustaining | 3-year term expiring April 2027 |
| David Lammon      | National Grid                   | Gas & Electric       | Non-exempt | 3-year term expiring April 2027 |
| Joseph Laraiso    | M&C Utilities                   | Contractors          | Sustaining | 3-year term expiring April 2027 |
| Marc Talomie      | Buckeye Partners L.P.           | Pipeline             | Non-exempt | 3-year term expiring April 2027 |

Upon completion of the 2024 elections, the exact number of Board of Directors positions will continue to be 17, with each class or group classification set as follows:

| Director positions to be elected by year |      |      | Representatives from member groups |        |            |
|--|------|------|------------------------------------|--------|------------|
| 2025                                     | 2026 | 2027 | Non-exempt                         | Exempt | Sustaining |
| 6  | 5    | 6    | 11                                 | 3      | 3          |

| Industry | Cable TV | Contractors | Design/Engineers | Gas | Gas & Electric | Pipeline | Telecommunications | Water |
|----------|----------|-------------|------------------|-----|----------------|----------|--------------------|-------|
| Seats    | 1        | 2           | 2                | 3   | 4              | 3        | 1                  | 2     |



President Scorzelli called for a motion to elect the Directors for the designated terms. Ron Dietz made a motion to elect the Directors for the designated terms of office. Bill VanDame made a second to the motion. A unanimous vote passed the motion.



President Matt Scorzelli called for a resolution of support. Ron Dietz stated, "Be it resolved that all acts of the Officers and Directors of the Corporation from the date of their election until the end of this meeting be and they hereby are, in all respects ratified, confirmed, and approved." President Scorzelli then appointed Don Ayers to serve as the interim officer of UDig NY, Inc. with duties to convene at a corporate meeting at 10:00 a.m. the same day for election of officers and the transaction of normal business. Don Ayers then thanked everyone for attending and indicated that immediately following the adjournment of the meeting virtual award presentations and the Annual Report video would play. Ron Dietz made a motion to adjourn. Bill VanDame made a second to the motion. A unanimous vote passed the motion.