



EAST OF HUDSON WATERSHED CORPORATION

BOARD OF DIRECTORS ANNUAL MEETING

LOCATION: Business Office: 2 Route 164, Patterson, NY 12563

TIME and DATE: 10:00 a.m., Tuesday, January 13, 2015

Meeting Minutes

1) Opening of Meeting at 10:05 AM

- In attendance: Michael Griffin (Town of Patterson); David Kelly (Town of Pawling); Peter Parsons (Town of Lewisboro); Warren Lucas (Town of North Salem); Bruce Walker (Putnam County); Bruce Barber, alternate for Michael Grace (Town of Yorktown); Robert Tendy (Town of Putnam Valley); Tony Hay (Town of Southeast); Chris Burdick (Town of Bedford); Sabrina Charney Hull, alternate for Robert Greenstein (Town of New Castle); Jon Powers alternate for Richard Lyman (Town of Pound Ridge); Adam Kaufman, alternate for Michael Schiliro (Town of North Castle); Rick Morrissey (Town of Somers); Maureen Fleming (Town of Kent); Stephen Ferreira as alternate for Linda Puglisi (Town of Cortlandt); James Schoenig (Village of Brewster); George Rodenhausen (Legal Counsel, EOHWC); Sharon Dirac (EOHWC); Kevin Fitzpatrick (EOHWC); Vincent Giorgio (NYCDEP); Antonino Modica (NYCDEP)
- ABSENT: Kenneth Schmitt (Town of Carmel); Michael Cindrach (Town of Mt. Kisco); Robert Liffland (Village of Pawling); Joanne Tavino (EOHWC)

2) Pledge of Allegiance

3) Elect Officers for 2015

Thereupon a motion by Director Parsons, seconded by Director Burdick, it was unanimously agreed:

WHEREAS, nominations were called at the annual meeting of the Board of Directors of the East of Hudson Watershed Corporation for the positions of President, Vice President, Secretary and Treasurer, and

WHEREAS, the following Directors identified below were each nominated for the position of an Officer of the Corporation as listed below; and

WHEREAS, each of the Directors identified has accepted the nomination;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby elects the following slate of Officers for the East of Hudson Watershed Corporation:

| | |
|------------------------|----------------|
| <u>Michael Griffin</u> | President |
| <u>Peter Parsons</u> | Vice President |
| <u>Warren Lucas</u> | Treasurer |
| <u>David Kelly</u> | Secretary |

3/20/2015 11:17 AM

AND BE IT FURTHER RESOLVED that the Officers so elected shall have and faithfully exercise the duties of their respective Office as provided by Article IV of the Bylaws of the East of Hudson Watershed Corporation,

AND BE IT FURTHER RESOLVED that said Officers shall serve until the next annual meeting of the East of Hudson Watershed Corporation, to be held on, or about January of 2016, or until such time as the Board of Directors elects new Officers to the East of Hudson Watershed Corporation. **(R0113-01)**
(Vote: For-15; Against-0; Abstain-0)

4) Appoint Committees

a. Executive Committee

Thereupon a motion by Director Tendy, seconded by Director Burdick, it was unanimously agreed:

WHEREAS, the Bylaws of the East of Hudson Watershed Corporation, Article VI provide for the creation of an Executive Committee to act in an advisory capacity to, and to exercise such authorities and responsibilities as determined reasonable by the EOHWC Board of Directors, and

WHEREAS, the EOHWC Board of Directors deems it desirable and essential to create an Executive Committee for said purposes, and

WHEREAS, the Board of Directors finds it to be in the interest of the East of Hudson Watershed Corporation to also appoint individuals with a particular expertise in Watershed affairs, but who are not Directors, to serve as Ex-Officio members;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby appoints the following individuals to the Executive Committee of the East of Hudson Watershed Corporation, with all the rights and privileges thereof:

Michael Griffin

Bruce Walker

Peter Parsons

Chris Burdick

Warren Lucas

Kenneth Schmidt

David Kelly

AND BE IT FURTHER RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby appoints the following individuals to the Executive Committee of the East of Hudson Watershed Corporation to sit as Ex-Officio, non-voting members:

Bruce Barber

Rich Williams

Sabrina Charney-Hull

Walter Artus

AND BE IT FURTHER RESOLVED that the members of the Executive Committee shall serve until the next annual meeting of the East of Hudson Watershed Corporation, to be held on, or about January of 2016, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members to the Executive Committee. **(R-0113-02)**
(Vote: For-15; Against-0; Abstain-0)

b. Audit Committee

Thereupon a motion by Director Kelly, seconded by Director Burdick, it was unanimously agreed:

WHEREAS, the Bylaws of the East of Hudson Watershed Corporation, Article VI provide for the creation of an Audit Committee to act in an advisory capacity to the Board of Directors; and

WHEREAS, the Directors of the East of Hudson Watershed Corporation wish to appoint an Audit Committee for said purposes,

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby appoint the following individuals to the Audit Committee of the East of Hudson Watershed Corporation, with all the rights and privileges thereof;

Warren Lucas

Tony Hay

Bruce Walker

AND BE IT FURTHER RESOLVED that the members of the Audit Committee shall serve until the next annual meeting of the East of Hudson Watershed Corporation, to be held on, or about February of 2016, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members. **(R-0113-03)**

(Vote: For-15; Against-0; Abstain-0)

c. Governance Committee

Thereupon a motion by Director Parsons, seconded by Director Burdick, it was unanimously agreed:

WHEREAS, the Bylaws of the East of Hudson Watershed Corporation, Article VI provide for the creation of a Governance Committee to act in an advisory capacity to the Board of Directors, to keep the Board informed of current best governance practices, to review corporate governance trends, to update the corporation's governance principles, and to advise appointing authorities on the skills and experiences required of potential board members, and the oversight of the Code of Ethics and to review Financial Disclosures, and

WHEREAS, the Directors of the East of Hudson Watershed Corporation wish to create a Governance Committee for said purposes;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby appoint the following individuals to the Governance Committee of the East of Hudson Watershed Corporation, with all the rights and privileges thereof;

David Kelly

Ken Schmidt

Chris Burdick

AND BE IT FURTHER RESOLVED that the members of the Governance Committee shall serve until the next annual meeting of the East of Hudson Watershed Corporation, to be held on, or about January of 2016, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members. **(R-0113-04)**

(Vote: For-15; Against-0; Abstain-0)

5) **Re-adopt EOHWC Policies (Annual Review)**

a. Mission Statement

Thereupon a motion by Director Kelly, seconded by Director Burdick, it was unanimously agreed:

WHEREAS, at the annual meeting of the East of Hudson Watershed Corporation held on November 10, 2011, the Board of Directors adopted a Mission Statement for the Corporation, and

WHEREAS, Public Authorities Law, §2824-a requires the Corporation to re-examine its mission statement and stated measurement goals on an annual basis, and

WHEREAS, Public Authorities Law, §2824-a requires the Corporation to provide for performance measures to evaluate the performance of the authority and achievement of its goals,

NOW, THEREFORE, BE IT RESOLVED that the Directors of the East of Hudson Watershed Corporation re-adopt the mission statement for the East of Hudson Watershed Corporation as amended by Rapport Meyers, LLP and dated January 22, 2013, and

BE IT FURTHER RESOLVED that the Directors of the East of Hudson Watershed Corporation adopt the performance measures as prepared by Rapport Meyers, LLP and dated January 22, 2013 and as may be amended herein, and

BE IT FURTHER RESOLVED that the Directors of the East of Hudson Watershed Corporation find that upon examination of the performance standards, that the activities of the Corporation in 2012 is in conformance with said performance standards and that reasonable progress has been made to achieving the goals of the authority. **(R-0113-05)**

(Vote: For-15; Against-0; Abstain-0)

b. Procurement Policy

Thereupon a motion by Director Lucas, seconded by Director Kelly, it was unanimously agreed:

WHEREAS, the East of Hudson Watershed Corporation (EOHWC) Board of Directors is composed of the chief elected officials of municipalities that are required under law to follow General Municipal Law Section 103 (GML103) for all purchases and to adopt internal policies and procedures governing all procurement of goods and services not subject to the bidding requirements of GML 103 or any other law; and

WHEREAS, the Directors of the East of Hudson Watershed Corporation deemed it desirable and essential to adopt a policy for the procurement of goods and services by and for the East of Hudson Corporation, and did adopt a policy for the procurement of goods and services on March 1, 2012, and

WHEREAS, said procurement policy requires that the Directors conduct an annual review of the Procurement Policy at their Organizational Meeting, and

WHEREAS, the Directors have reviewed the EOHWC procurement policy and find the policy maintains a fair and open process, while procuring goods and services for the best value at the lowest price, and

WHEREAS, the Directors have reviewed the attached Procurement Policy;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby readopts and approves the attached Procurement Policy. **(R-0113-06)**

(Vote: For-15; Against-0; Abstain-0)

6) Update: Financial Disclosure Forms (Annual Submission)

7) Quarterly Meeting Schedule for 2015 Calendar Year

Thereupon a motion by Director Burdick, seconded by Director Kelly, it was unanimously agreed the EOHWC Quarterly Board Meetings for 2015 will be scheduled as follows:

February 24, 2015
May 12, 2015
August 11, 2015
November 10, 2015

(Vote: For-15; Against-0; Abstain-0)

8) Discuss: Proposal to Rescind Resolution #0513-03: Encumber Funds (O&M)

Thereupon a motion by Director Burdick, seconded by Director Hull, it was unanimously agreed:

WHEREAS, on May 13, 2014, by resolution R-0513-03, the Board of Directors of the East of Hudson Watershed Corporation authorized the amount of \$5,666,069.40 to be encumbered from the Putnam County MOA Funds and Westchester County MOA Funds to pay the estimated future operation and maintenance costs directly related to or resulting from stormwater retrofit projects; and

WHEREAS, the Executive Committee has recommended that the Board of Directors rescind said resolution as the encumbered funds are likely to be needed to complete the design and construction of the first five year stormwater retrofit plan and to pay for the continuing operation of the Corporation's offices and staff;

NOW, THEREFORE, BE IT RESOLVED, by the Board of Directors of the East of Hudson Watershed Corporation that resolution R-0513-03 is hereby rescinded and that any funds that had been encumbered thereunder are hereby released. **(R-0113-07)**

(Vote: For 15; Against-0; Abstain-0)

9) Executive Session: Personnel

Thereupon a motion by Director Burdick, seconded by Director Walker, it was unanimously agreed to move into Executive Session to discuss and review personnel matters.

Discussion took place (salary review). No action taken. Board will review materials presented and make decision at quarterly meeting on February 24, 2015.

Thereupon a motion by Director Kelly, seconded by Director Burdick, it was unanimously agreed to move back into general session.

10) Approving Two Part-Time Office Assistants

WHEREAS, on September 11, 2014, by resolution R-0911-02, the Executive Committee authorized the position of "Part-Time Office Assistant" to work a maximum of 20 hours per week at an hourly rate between \$12.50 and \$16.00 per hour for the duration of three to four months; and

WHEREAS, on September 25, 2014, the Executive Committee authorized a second Part-Time Office Assistant to work on the same terms and conditions as the first Part-Time Office Assistant for the duration of three months; and

WHEREAS, both actions were deemed necessary by the Executive Committee on an emergency basis to attain compliance with the record keeping, data update and reporting required by the Funding Agreement and regulatory agencies, all of which is a prerequisite to receiving the remaining funding from NYCDEP and conducting successful negotiations for years 6 through 10 of the stormwater retrofit program; and

WHEREAS, the Executive Committee recommends that the two Part-time Office Assistant positions which had been established on an emergency temporary basis be made regular positions, as both positions have been filled and have proven to be essential in the Corporation's ability to maintain compliance;

NOW, THEREFORE, IT IS HEREBY RESOLVED by the Board of Directors of the East of Hudson Watershed Corporation that the two Part-Time Office Assistant positions are made regular positions, with a maximum for each position of 20 hours per week, without benefits, at a rate of pay between \$12.50 and \$16.00 per hour, subject to the discretion of the President; and

BE IT FURTHER RESOLVED, that the duties of the Part-Time Office Assistant positions shall be phone coverage, filing, copying, scanning, mailings, updating databases, compiling reports and other tasks as assigned by the President, the Controller or the Office Manager; and

BE IT FURTHER RESOLVED, that the President is authorized to take whatever actions are required to fill such positions and to determine the appropriate rate of pay within the limits established by this resolution.

(R-0113-08)

(Vote: For-15; Against-0; Abstain-0)

11) Other Business

None

12) Adjournment

Thereupon a motion by Director Parsons, seconded by Director Burdick, all in favor, the meeting was adjourned at 12:15.

(Vote: For-15; Against-0; Abstain-0)