



## EAST OF HUDSON WATERSHED CORPORATION

### BOARD OF DIRECTORS MEETING

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

TIME and DATE: 10:00 a.m. Thursday, February 27, 2014

### Meeting Minutes

1) Opening of Meeting at 10:00 AM

- In attendance: Michael Griffin (Town of Patterson); Peter Parsons (Town of Lewisboro), David Kelly (Town of Pawling; and as proxy for Robert Liffland, Village of Pawling); Rich Franzetti, Proxy for Kenneth Schmitt (Town of Carmel); Bruce Barber, Proxy for Robert Tendy (Town of Putnam Valley) and Michael Grace (Town of Yorktown); Tony Hay (Town of Southeast); Bruce Walker (Proxy Delegate for Putnam County); Chris Burdick (Town of Bedford), Steve Ferreira (Proxy Delegate for Town of Cortlandt); Peter Parsons (Town of Lewisboro); Sabrina Charney Hull (Proxy Delegate for Town of New Castle); Adam Kaufman (Proxy Delegate for Town of North Castle); Jon Powers (Proxy Delegate for Town of Pound Ridge); Rick Morrissey (Town of Somers); Maureen Fleming (Town of Kent); Jim Palmer (Proxy for J. Michael Cindrach, Town of Mt. Kisco); Kevin Winn (Town of Bedford); Rich Williams (Town of Patterson); Dan Peters (Village of Pawling); George Rodenhausen (Legal Counsel, EOHWC); Rahul Verma (EOHWC); Sharon Dirac (EOHWC); Kevin Fitzpatrick (EOHWC); Joanne Tavino (EOHWC); Danielle Harris (EOHWC); Laurie Taylor (Putnam County Planning); Antonino Modica (NYCDEP); Mike Meyer (NYCDEP)
- ABSENT: Warren Lucas (Town of North Salem); James Schoenig (Village of Brewster)

2) Pledge of Allegiance

3) Approve Meeting Minutes

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

WHEREAS, the Board of Directors of the East of Hudson Watershed Corporation deemed it desirable and essential to approve the Board of Directors Meeting Minutes from January 14, 2014; and

WHEREAS, the Directors of the East of Hudson Watershed Corporation have reviewed the Meeting Minutes for the January 14, 2014 meeting;

NOW, THEREFORE BE IT RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation hereby approves the Board of Directors Meeting Minutes for January 14, 2014.

**(Resolution R-0227-01)**

4) Adopt Revised Personnel Policy for East of Hudson Watershed Corporation

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

WHEREAS, the Board of Directors of the East of Hudson Watershed Corporation deems it desirable and essential to adopt a policy that shall serve as a guide on personnel policies and procedures for the East of Hudson Watershed Corporation's Directors and employees; and

WHEREAS, the Directors of the East of Hudson Watershed have reviewed the Personnel Policies and Procedures Manual (Version 2, dated February 21, 2014) as approved by the Executive Committee;

NOW, THEREFORE BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby adopts and approves the East of Hudson Watershed Corporation Personnel Policy & Procedures Manual, and

BE IT FURTHER RESOLVED that a copy of the Personnel Policy shall be provided to each employee promptly after its adoption, and each employee shall sign and acknowledge receipt of the manual per the Employee Acknowledgement (provided in the manual as Appendix A).

**(Resolution R-0227-02)**

5) New Lease for EOHWC

Director Griffin informed the Board that the EOHWC has been in negotiations with the owners of the EOHWC office building (2 Route 164, Patterson) to lease additional space on the main floor.

George Rodenhausen provided additional details, noting that the monthly rate of \$2,200 would increase to \$3,500 per month, and would provide additional space (including main reception area and an additional office/storage space off the main hallway).

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

WHEREAS, the Directors of the East of Hudson Watershed Corporation have identified the need to increase rental space at the East of Hudson Watershed Corporation office (2 Route 164, Patterson, NY), and

WHEREAS, after preliminary negotiations, the landlord (Hudson Valley Trust) had proposed a new lease agreement in the amount of \$3,500 per month (for a term of three years commencing February 1, 2014), and

WHEREAS, corporate counsel for the East of Hudson Watershed Corporation has reviewed the preliminary lease agreement and will further review and approve a final lease agreement, and

WHEREAS, the Board of Directors of the East of Hudson Watershed Corporation wishes to delegate authority to negotiate and execute the lease agreement to the Executive Committee;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby authorizes the Executive Committee to continue negotiations, review the lease, and execute the lease agreement as reviewed and approved by the Committee and corporate counsel.

**(Resolution R-0227-03)**

6) Presentation of Annual Report – Rahul Verma

Rahul Verma conducted a presentation of the draft annual report for 2013. The presentation included eleven slides (per the attached outline). Questions and comments were held until the conclusion of the presentation and included the following:

George Rodenhausen requested clarification/definition of the terms “actual,” “estimated,” and “awarded” as related to the phosphorus reduction amounts for years 1 – 4 projects (noted on Slide 5). Rahul Verma explained that “actual” was used to describe projects that had been granted approval by NYSDEC (whereas “estimated” amounts had not yet been received, and “award” designated jobs recently awarded projects still in design phase).

As to some of the inconsistencies and/or recent revisions to the draft report, Rich Williams suggested that an updated report be finalized and distributed by the date of next quarterly meeting (May 13, 2014).

Kevin Winn (Engineer for the Town of Bedford) asked about the status of Operation & Maintenance (O&M) costs. Rahul Verma noted that EOHWC has been getting O&M cost estimates from Engineers; and Rich Williams has been working on a draft O&M policy. Bruce Barber noted that NYCDEP funding is not applicable (DEP funds cannot be used for O&M related costs.)

Director Hay commented on the “Staffing” list in the draft annual report – noting that because this is an annual report for the 2013 calendar year, employees hired in 2014 should not be included; likewise, employees who worked in 2013 (but are not longer employed) should be included (esp. as to year end salary calculations in 2013 expenditures).

Director Hay also questioned the financial figure presented for “general administration” (Table 6A and 6B). Rahul Verma noted that figures have been updated since the report the Board received a week ago. Director Hay requested that the final (revised) numbers be available for a review by the Audit Committee before they are included in the annual report presented to the Board in May.

Director Burdick suggested that the numbers need to be revised and presented as “final” in May (without further changes). He also requested that Rahul Verma send (electronically) the Power Point presentation to Board members.

Director Griffin requested that once things are up-to-date (numbers are current and final), he would like updated reports to be available at monthly Executive Committee meetings (and in the future, available in an electronic format that can be accessed regularly by Board members electronically).

7) Procurement Policy

The procurement policy was distributed to Board members with the agenda prior to the meeting for annual review and re-adoption.

Thereupon a motion of Director Griffin, seconded by Director Parsons, 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 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. **(Resolution R-0227-04)**

8) Appointment of Governance Committee

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

WHEREAS, the By-laws 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, Robert Liffland, Ken Schmidt;

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 February of 2015, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members.

**(Resolution R-0227-05)**

9) Authorize Executive Committee to Award Contracts

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

WHEREAS, the Executive Director of the East of Hudson Watershed Corporation has identified several projects which will be ready for construction in 2014, and

WHEREAS, the Directors of the East of Hudson Watershed Corporation must complete several actions to see these projects constructed including authorization of an invitation to bid for the projects, approve the award of the bid to the lowest responsible bidder, and must authorize entering into a contract with the lowest responsible bidder, and

WHEREAS, these actions will require frequent meetings of the Directors of the East of Hudson Watershed Corporation, and

WHEREAS, the Directors of the East of Hudson Watershed Corporation find that the frequent meetings that will be necessary to provide for the construction of these projects are a hardship and therefore wish to delegate their authority to review and award contracts to the projects identified on Schedule A to the Executive Committee;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby authorizes the Executive Committee to evaluate bids, and to award and enter into contracts with the lowest responsible and responsive bidder on behalf of the Corporation for construction contracts.

#### 10) Other Business

##### Executive Committee Membership (R. Morrissey)

A discussion took place based on the request of Director Morrissey to enact a change to expand membership of Executive Committee to include Director Morrissey as an additional member.

Director Griffin and George Rodenhausen explained that the current (original) Committee was established with the voting membership of seven directors to maintain a balance between counties (i.e. three members for Westchester; three members for Putnam and one member for Dutchess counties respectively).

Director Kelly raised an objection to the expansion of membership, explaining that - as one of only two members from Dutchess County - he did not wish to see an increase the representation of other counties (Putnam and Westchester) and become further outnumbered our under-representation on the Committee (as County with only two members). He also suggested that the current size of the Committee was more conducive to conducting Board business on a monthly basis.

Director Hay noted that an increase in membership would also create an increase in required attendance at meetings to reach (two-thirds) quorum.

A motion was made by Director Burdick (seconded by Director Morrissey) to increase Executive Committee membership to nine from the current seven (adding one member for Putnam County, and one member for Westchester County). The motion was not approved and no resolution was passed.

##### Letter to NYSDEC

Board members agreed that Rahul Verma will send a letter to NYSDEC requesting authorization for an extension of project completion dates for Year 5 projects (noting that 2014 is the end of Year 5). Mr. Verma will discuss and draft the letter with Bruce Barber and George Rodenhausen. The letter is based on the DEC's offer (verbal agreement) to extend the completion date (made by the NYSDEC at the last meeting of the EOHW Coalition held earlier this month.)

##### Proxy Presence at Executive Sessions (Dave Kelly)

Dave Kelly noted the regular (and increased) use of proxies at Board of Directors meetings. He expressed a concern about the presence of proxies at Executive sessions, particularly those called to address personnel matters (such as employee performance reviews). Director Kelly requested consideration and/or action to change the corporation's

By-laws to indicate that a member's proxy should not be present during such executive sessions.

Tony Hay requested that an exception be made for Putnam County (Bruce Walker is a delegate or "standing" proxy for County Executive Mary Ellen O'Dell). Sabrina Charney-Hull noted that as the "standing proxy" (delegated by Town Supervisor as such); the Supervisor of her municipality expects her to maintain all rights and duties of the Supervisor while serving as such during Board meetings.

George Rodenhausen suggested that if and when any proposal is made to change the matter of proxy attendance at Executive sessions, the distinction could be made between standing proxy/delegate (who, as such, would be able to attend executive session) and those proxies who attend on a "per meeting" basis (and who, as such, could be excluded).

#### Training for New BOD Members

Dave Kelly reported that EOHWC 101 training with new Board members took place prior to today's meeting. New Board members are aware of the requirement to take online training through the ABO website.

#### Forms

Sharon Dirac issued a reminder to Board members that the financial disclosure forms sent by Director Kelly after the January Board meeting need to be completed and returned to Sharon Dirac, Office Manager at EOHWC or by mail to PO Box 176, Patterson, NY 12563 (or via Putnam County Website). Ms. Dirac will follow up on submission status at May meeting (i.e. forms completed and recieved).

#### Audits

George Rodenhausen. noted that the Audit (for 2012) is now over one year late, and further noted that the Audit Committee will need to ensure systems are in place to get 2013 done in a timely manner. (The Board was advised that the Audit Committee includes Warren Lucas, Tony Hay and Bruce Walker).

#### 11) Adjournment

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

Meeting adjourned at 11:40 a.m.