



EAST OF HUDSON WATERSHED CORPORATION
ANNUAL MEETING OF DIRECTORS AND MEMBERS

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

TIME and DATE: 10:00 a.m., Tuesday, January 10, 2017

Meeting Minutes

1) Open of Meeting at 10:00 a.m.

Voting Members in Attendance: Peter Parsons (Town of Lewisboro); Rich Williams (Town of Patterson); Warren Lucas (Town of North Salem) for himself and as alternate for Dave Kelly (Town of Pawling); Chris Burdick (Town of Bedford); Bruce Walker as alternate for MaryEllen Odell (Putnam County); Michael Quinn as alternate for Michael Grace (Town of Yorktown); Steve Ferreira as alternate for Linda Puglisi (Town of Cortlandt); Rick Morrissey (Town of Somers); Jon Powers as alternate for Richard Lyman (Town of Pound Ridge); Edward Brancati as alternate for J. Michael Cindrach (Town of Mount Kisco); Joseph Zarecki as alternate for Robert Liffland (Village of Pawling); Tony Hay (Town of Southeast); Maureen Fleming (Town of Kent); Sabrina Charney-Hull as alternate for Michael Greenstein (Town New Castle); Rich Franzetti as alternate for Ken Schmitt (Town of Carmel); Sam Oliverio (Town of Putnam Valley).

Others in Attendance: George Rodenhausen (Corporate Counsel); Antonino Modica (NYCDEP); Kevin Fitzpatrick (EOHWC); John Belyea (EOHWC); Linda Matera (EOHWC); Yvette Rivera (EOHWC)

2) Pledge of Allegiance

3) Overview of Municipal Reimbursement

Kevin Fitzpatrick discussed that while preparing for Years 6-10, the process of municipal reimbursement came up. As the next cycle of projects is approached, all towns taking on phosphorus reduction projects are urged to notify East of Hudson Watershed Corporation (EOHWC) as soon as possible. Our early involvement is important in order to make sure all criteria are met as required by the New York City Department of Environmental Protection (NYC DEP), so any issues can be avoided when a reimbursement request is submitted.

4) Elect Officers for 2017

Motion by Director Burdick, seconded by Bruce Walker to elect officers to the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 10, 2017,

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>Peter Parsons</u>	President
<u>Richard Williams</u>	Vice President
<u>Warren Lucas</u>	Treasurer
<u>David Kelly</u>	Secretary

AND BE IT FURTHER RESOLVED that said 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 2018, or until such time as the Board of Directors elects new Officers to the East of Hudson Watershed Corporation. **(R-0110-01)**

Motion passed; all in favor.

5) Appoint Committees

a. Executive Committee

Motion by Director Oliverio, seconded by Jon Powers to appoint the Executive Committee to the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 10, 2017,

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 East of Hudson Watershed Corporation Board of Directors, 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 rights and privileges thereof:

Peter Parsons
Richard Williams
Warren Lucas
David Kelly

MaryEllen Odell
Chris Burdick
Ken Schmitt

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:

Rich Franzetti
Sabrina Charney-Hull

Bruce Barber

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 2018, 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-0110-02)**

Motion passed; all in favor.

b. Audit Committee

Motion by Director Parsons, seconded by Director Williams to appoint the Audit Committee to the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 10, 2017,

WHEREAS, the Bylaws of the East of Hudson Watershed Corporation, Article VI provide for the creation of an Audit Committee to recommend to the Board the hiring of a certified independent accounting firm for the corporation, establish the compensation to be paid to the accounting firm, and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes; and

WHEREAS, the Directors of the East of Hudson Watershed Corporation wish to appoint members to the 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 rights and privileges thereof;

Warren Lucas
Richard Lyman
MaryEllen Odell

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 January 2018, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members. **(R-0110-03)**

Motion passed; all in favor.

c. Governance Committee

Motion by Director Oliverio, seconded by Jon Powers to appoint the Governance Committee to the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 10, 2017,

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 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

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

David Kelly
Chris Burdick
Ken Schmitt

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 2018, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members. **(R-0110-04)**

Motion passed; all in favor.

d. Technical Committee

Motion by Director Parsons, seconded by Director Williams to appoint the Technical Committee to the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 10, 2017,

WHEREAS, the Bylaws of the East of Hudson Watershed Corporation, Article VI provide for the creation of a Technical Committee to act in an advisory capacity to Board of Directors, to keep the board informed of engineering and scientific information with respect to stormwater retrofits, total maximum

daily loads, phosphorus modeling, waste load allocations and other technical issues related to the New York City Watershed; and

WHEREAS, the Board of Directors of the East of Hudson Watershed Corporation wish to appoint members to the Technical Committee to provide advice to the board on technical matters relating to the implementation of the stormwater retrofit program;

NOW THEREFORE IT IS HEREBY RESOLVED that the following individuals are hereby appointed to the Technical Committee to hold office until the next annual meeting of the corporation:

Rich Williams
Sabrina Charney-Hull
Rich Franzetti
Bruce Barber

AND BE IT FURTHER RESOLVED that the members of the Technical Committee shall serve until the next annual meeting of the East of Hudson Watershed Corporation, to be held on, or about January of 2018, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members. **(R-0110-05)**

Motion passed; all in favor.

6) Re-adopt EOHWC Policies (Annual Review)

a. Mission Statement with Performance Measures

Motion by Director Parsons, seconded by Jon Powers to re-adopt the Mission Statement with Performance Measures for the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 10, 2017,

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 attached and

BE IT FURTHER RESOLVED that the Directors of the East of Hudson Watershed Corporation adopt the performance measures as attached, 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 through January 10, 2017 are in conformance with said performance standards and that reasonable progress has been made to achieving the goals of the authority. **(R-0110-06)**

Motion passed; all in favor.

b. Code of Ethics

Discussion ensued regarding the Code of Ethics draft. It was agreed that the language added to item #3, under Standards of Conduct will read, “Inexpensive advertising and promotional items are not considered to have “value” and may be accepted provided that it does not constitute an attempt to influence or an incentive or reward for any official act.”

Motion by Director Parsons, seconded by Director Oliverio to re-adopt the Code of Ethics for the East of Hudson Watershed Corporation as amended.

WHEREAS, the New York State Not-for-Profit Revitalization Act has increased the requirements for all not-for-profit corporations with regard to the provisions of the corporation’s code of ethics; and

WHEREAS, the Board of Directors is desirous of maintaining compliance with both the New York State Not-for-Profit Revitalization Act and the requirements of the Authorities Budget Office; and

WHEREAS, the Authorities Budget Office requires that the Code of Ethics of the Corporation be reviewed annually by the Board of Directors, which the Board has done; and

WHEREAS, it is a requirement of the New York State Not-for-Profit Revitalization Act that the Board of Directors appoint an Ethics Officer to ensure compliance with the Code of Ethics;

NOW THEREFORE IT IS HEREBY RESOLVED, by the Board of Directors of the East of Hudson Watershed Corporation that:

1. The annexed Code of Ethics dated January 10, 2017, is hereby adopted to supersede the existing Code of Ethics adopted by the Board of Directors on May 10, 2016; and
2. The Corporation’s Legal Counsel is hereby appointed to serve in the position of Ethics Officer, with the duties and responsibilities set forth in the Code of Ethics; and
3. The annexed Annual Statement Regarding Conflicts of Interest is hereby adopted as the annual statement to be completed by all Directors, Alternates and Employees of EOHWC.
(R-0110-08)

Motion passed; all in favor.

c. Banking Relationships

Motion by Director Parsons, seconded by Director Burdick to designate authorized financial institutions for accounts for the East of Hudson Watershed Corporation.

At the Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 10, 2017, the following resolution was moved and seconded:

WHEREAS, the Corporation is duly authorized and permitted to engage in cash and/or permitted investment transactions pursuant to its Certificate of Incorporation and Bylaws and its duly adopted Manual of Fiscal Policies and Procedures; and

WHEREAS, the Corporation has heretofore resolved to open manage accounts in its name with M & T Bank (5 total accounts checking/money market), J.P. Morgan Chase Bank (1 checking account), Samuel Ramirez & Co., Inc. (1 investment account), and M&T Securities, Inc. (1 investment account);

NOW THEREFORE BE IT RESOLVED, by the Board of Directors that the Corporation hereby confirms that M&T Bank and J.P. Morgan Chase Bank are authorized institutions for such designated banking accounts, subject to the conditions of the respective authorizing resolutions approved January 13, 2016 and to the Manual of Fiscal Policies and Procedures; and

BE IT FURTHER RESOLVED by the Board of Directors that the Corporation hereby confirms that Samuel Ramirez & Co., Inc. and M&T Securities, Inc. are authorized institutions for such designated investment accounts, subject to the conditions of the respective authorizing resolutions approved October 18, 2016 and to the Manual of Fiscal Policies and Procedures. **(R-0110-09)**

Motion passed; all in favor.

7) Approve Revised Procurement Policy

Motion by Director Parsons, seconded by Director Burdick to adopt the Revised Procurement Policy for the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 10, 2017,

WHEREAS, the Corporation's Procurement Policy requires that the Directors conduct an annual review of the Procurement Policy at their organizational meeting, and

WHEREAS, the Executive Committee has recommended to the Board of Directors amendments to the Procurement Policy to eliminate the two-step procurement procedure for engineering services agreements, update the Policy to be consistent with applicable laws and agreements and otherwise clarify procurement procedures and approvals;

WHEREAS, the Directors have reviewed the proposed amendments and find the Policy as amended would maintain a fair and open process, while procuring goods and services for the best value at the lowest price;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby adopts and approves the revised Procurement Policy.
(R-0110-07)

Motion passed; all in favor.

8) Approve revised 2017 Tentative Meeting Dates

The revised list of meeting dates for 2017 was discussed and it was agreed that NYS DEC Meeting/Proposed Changes to MS4 Permit scheduled at 10:00 AM on January 17, 2017 is not an East of Hudson Watershed Corporation meeting and should be removed from the list. All other dates are approved.

9) Bylaws Amendment for Videoconferencing

George Rodenhausen explained that the Executive Committee raised the question as to whether videoconferencing is an option. Under the NYS Not-for-Profit Revitalization Act, EOHWC can include the option to have videoconferencing added to the Bylaws. Currently, equipment to support videoconferencing does not exist in the EOHWC offices and the purchase of such equipment would be required.

Motion by Bruce Walker, seconded by Director Parsons to have Corporate Counsel draft an amendment to the Bylaws to include a videoconferencing option to be considered at the next Board meeting. Motion passed; all in favor.

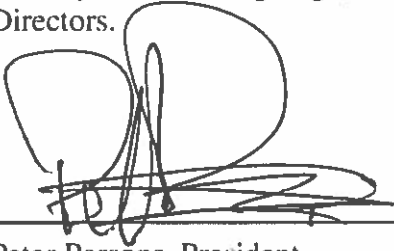
10) Other Business

No other business was brought forward.

11) Adjournment – Motion to adjourn by Director Parsons, seconded by Director Burdick; all in favor. Adjourned 10:39 AM

PRESIDENT'S CERTIFICATE

I certify that the foregoing is a true and correct copy of the minutes approved by the Board of Directors.

A handwritten signature in black ink, appearing to read 'Peter Parsons', written over a horizontal line.

Peter Parsons, President

5-9-17

Date