



## 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., Wednesday, January 13, 2016

#### 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); Chris Burdick (Town of Bedford); David Kelly (Town of Pawling); Bruce Walker (Putnam County); Bruce Barber 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 (Town of Pound Ridge); Edward Brancati as alternate for J. Michael Cindrich (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); Ken Schmitt (Town of Carmel); Rich Franzetti (Town of Carmel);

Others in Attendance: Christine Chale (Corporate Counsel); Antonino Modica (NYCDEP); Kevin Fitzpatrick (EOHWC); Joanne Tavino (EOHWC); Linda Matera (EOHWC); Yvette Rivera (EOHWC)

##### **2) Pledge of Allegiance**

##### **3) Elect Officers for 2016**

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

**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 2017, or until such time as the Board of Directors elects new Officers to the East of Hudson Watershed Corporation. **(R-0113-01)**

Motion passed; all in favor.

**a. Acknowledgement of Fiduciary Duties**

Joanne Tavino reminded Board members who have not completed a Fiduciary Acknowledgement form to do so and return it to the East of Hudson Watershed Corporation (EOHWC) as soon as possible.

**4) Appoint Committees**

**a. Executive Committee**

Motion by Director Burdick, seconded by Director Lucas to appoint the Executive Committee to the East of Hudson Watershed Corporation.

**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 East of Hudson Watershed Corporation 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 rights and privileges thereof:

Peter Parsons

Bruce Walker

David Kelly

Richard Williams

Chris Burdick

Warren Lucas

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:

Bruce Barber

Walter Artus

Sabrina Charney-Hull

**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 2017, 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)**

Motion passed; all in favor.

**b. Audit Committee**

Motion by Director Burdick, seconded by Ed Brancati to appoint the Audit Committee to the East of Hudson Watershed Corporation.

**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 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 January 2017, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members. **(R-0113-03)**

Motion passed; all in favor.

**c. Governance Committee**

Motion by Director Lucas, seconded by Director Kelly to appoint the Governance Committee to the East of Hudson Watershed Corporation.

**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

**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 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 2017, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members. **(R-0113-04)**

Motion passed; all in favor.

**d. Technical Committee**

Motion by Director Kelly, seconded by Ed Brancati to appoint the Technical Committee to the East of Hudson Watershed Corporation.

**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 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 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:

Sabrina Charney-Hull

Bruce Barber

Walter Artus

**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 2017, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members. **(R-0113-05)**

Motion passed; all in favor.

**e. Review and Award Committee**

Motion by Director Parsons, seconded by Ed Brancati to appoint the Review and Award Committee to the East of Hudson Watershed Corporation.

**WHEREAS**, Guideline 8 of the Corporation's Procurement Policy authorizes a two-step procedure in the selection and retention of engineering firms, in which the first step is to issue a request for qualifications publicly and/or by direct solicitation. The responses to the request for qualifications are then reviewed by a Review Committee to be appointed by the Board of Directors. The Review Committee is then authorized to establish and approve a list of qualified firms; and

**WHEREAS**, the second step of the Procurement Policy process is the issuance of requests for proposals to the qualified list or a subset of the qualified list for specific projects or groups of projects. The proposals received are then reviewed and awarded by an Award Committee, to be appointed by the Board of Directors; and

**WHEREAS**, the Board of Directors wishes to have the Executive Committee maintain close supervision and control of this solicitation and award process to ensure compliance with the Policy, the Funding Agreement and applicable laws;

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of the East of Hudson Watershed Corporation hereby appoints the Executive Committee to serve as both the Review Committee and the Award Committee as provided in the Corporation's Procurement Policy. **(R-0113-06)**

Motion passed; all in favor.

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

### **a. Mission Statement with Performance Measures**

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

**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 13, 2016 are in conformance with said performance standards and that reasonable progress has been made to achieving the goals of the authority. **(R-0113-07)**

Motion passed; all in favor.

### **b. Procurement Policy**

Motion by Ed Brancati, seconded by Director Kelly to re-adopt the Procurement Policy for the East of Hudson Watershed Corporation.

**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 (GML103) 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 Watershed Corporation, and did adopt a policy for the procurement of goods and services on March 1, 2012, revised and adopted by the Board of Directors on February 5, 2013, 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 attached 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;

**NOW, THEREFORE, BE IT RESOLVED** that the Board of Directors of the East of Hudson Watershed Corporation hereby re-adopts and approves the attached Procurement Policy. **(R-0113-08)**

Motion passed; all in favor.

## **6) Banking Resolutions**

### **a. M & T Bank**

Motion by Director Lucas, seconded by Director Burdick to approve the M & T forms of Corporate Banking Resolutions attached in order to remove Michael Griffin and add Richard Williams as Authorized Signer for the five M&T Bank accounts listed below:

Municipal Investment NOW (Operating Account)

Municipal Investment NOW (Payroll Account)

Municipal Money Market Savings

Municipal Money Market Savings (O&M)

Municipal Money Market Savings (FAD)

**(R-0113-10 through R-0113-14)**

Motion passed; all in favor.

### **b. J P Morgan Chase**

Motion by Director Kelly, seconded by Ed Brancati to approve the JP Morgan Chase form of Corporate Banking Resolution attached in order to remove Michael Griffin as Authorized Signer for the JP Morgan Chase Public Funds Commercial MMDA Account (WSP). **(R-0113-115)**

Motion passed; all in favor.

## **7) O & M Policy Discussion**

Director Morrissey recommended putting a bid package together in order to provide more accurate O & M figures than those originally provided. The bid package would have to be very specific to the types of things needed to be maintained in reference to the retrofits. It was emphasized that gaining access to projects such as BOCES and Somers High School could be an issue. The benefit of having a contractor perform maintenance on select projects such as these is that obtaining access for maintenance would be easier and a contractor's bid would provide a more accurate dollar amount. Director Parsons mentioned that while the maintenance can be easily performed in his town by the Lewisboro Highway Department,

he is more concerned with the cost associated with having to make a substantial purchase of equipment. Sabrina Charney-Hull noted the policy sets forth a municipality either taking care of O & M themselves or hiring a third party to accomplish it, if they cannot. Kevin Fitzpatrick agreed and proposed arranging a meeting with each town in order to get a definitive answer. In addition, it was indicated that he would prepare a checklist that specifies which practices will be maintained by the towns and which will be addressed by a third party, further providing a more accurate O & M cost estimate. Director Parsons charged Kevin with the task of making sense of this idea on a project by project basis. Director Williams stressed that the whole O & M policy is predicated on the DEC permit which essentially states that each municipality is obligated to either maintain or cause to be maintained, the practices within their border.

**a. O & M Resolutions received to date**

Director Parsons informed the Board that 12 adopted O & M resolutions have been received. The remaining 7 municipalities include: Town of Yorktown, Town of Cortlandt, Village of Brewster, Town of Putnam Valley, Town of Carmel, Putnam County, and Town of Pawling. Rich Franzetti noted that he is waiting for a meeting to be scheduled by Kevin between the Town of Carmel and the Carmel Central School District to discuss the maintenance of projects on school property. Once an arrangement is agreed upon, the O & M resolution will be adopted by the Town of Carmel.

**8) Designate Principal Office of the East of Hudson Watershed Corporation**

Motion by Director Parsons, seconded by Director Burdick to designate the principal office of the East of Hudson Watershed Corporation.

**WHEREAS**, Article 1, Section 1 of the By-Laws of the East of Hudson Watershed Corporation (the "Corporation"), as amended August 12, 2014, grants the Board of Directors authority to designate the principal office of the Corporation; and

**NOW THEREFORE IT IS HEREBY RESOLVED** that the principal office of the Corporation shall be located at 2 Route 164, Patterson, New York 12563. **(R-0113-16)**

Motion passed; all in favor.

**9) Other Business**

No action taken.

**10) Executive Session**

Motion by Director Parsons, second by Director Burdick to enter into Executive Session to discuss matters leading to the employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person or persons; all in favor. Motion by Director Parsons, seconded by Director Burdick to come out of Executive Session; all in favor. Director Parsons stated that no action was taken in Executive Session and that staff recommendations will be deferred until the February 9, 2016 meeting.

**11) Adjournment – Motion to adjourn by Director Parsons, seconded by Director Burdick; all in favor. Adjourned 11:18 am**