



## 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. Tuesday, January 14, 2014

### Meeting Minutes

1) Opening of Meeting at 10:15 AM

- In attendance: Michael Griffin (Town of Patterson); Warren Lucas (Town of North Salem), David Kelly (Town of Pawling); Robert Liffland (Village of Pawling); Kenneth Schmitt (Town of Carmel); Robert Tendy (Town of Putnam Valley); 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); Robert Tendy (Town of Putnam Valley); Rick Morrissey (Town of Somers), Bruce Barber (Proxy for Town of Yorktown); Rich Williams (Town of Patterson); Rich Franzetti (Town of Carmel); George Rodenhauser (Legal Counsel, EOHWC); Rahul Verma (EOHWC); Sharon Dirac (EOHWC); Laurie Taylor (Putnam County Planning) ; Antonino Modica (NYCDEP); Mike Meyer (NYCDEP)
- ABSENT: Maureen Fleming (Town of Kent), J. Michael Cindrich (Town of Mt. Kisco), James Schoenig (Village of Brewster)

2) Pledge of Allegiance

3) Election of Officers/Appoint Committees

Thereupon a motion of Director Burdick, seconded by Director Powers, 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: Michael Griffin as President, Peter Parsons as Vice President, Warren Lucas as Treasurer, and David Kelly as Secretary.

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, February of 2015, or until such time as the Board of Directors elects new Officers to the East of Hudson Watershed Corporation.

**(Resolution R-0114-01)**

Thereupon a motion of Director Lucas, seconded by Director Griffin, 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 Board of Directors of the East of Hudson Watershed Corporation wishes to appoint an Audit Committee for said purpose;

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation hereby appoints the following individuals to the Audit Committee of the East of Hudson Watershed Corporation, with all the rights and privileges thereof: Tony Hay, Warren Lucas, and 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 2014, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members.

**(Resolution R-0114-02)**

Thereupon a motion of 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 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, Peter Parsons, Warren Lucas, David Kelly, Bruce Walker, Chris Burdick, and Ken Schmidt;

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

**(Resolution R-0114-03)**

4) Adoption of Policies

Code of Ethics

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

RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation have reviewed the Code of Ethics prepared by Rapport Meyers, LLP, and the Board of Directors of the East of Hudson Watershed Corporation does hereby adopt and approve the Code of Ethics, and

BE IT FURTHER RESOLVED that a copy of the Code of Ethics shall be provided to each Director and employee promptly after its Adoption.

**(Resolution R-0114-04)**

Mission Statement

Thereupon a motion of Director Powers, 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 THERE BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation adopts 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 Board of Directors of the East of Hudson Watershed Corporation adopts 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 Board of Directors of the East of Hudson Watershed Corporation find that upon examination of the performance standards, that the activities of the Corporation in 2013 has been in conformance with said performance standards and that reasonable progress has been made to achieving the goals of the authority.

**(Resolution R-0114-05)**

5) Approve Meeting Minutes

Thereupon a motion by Director Powers, seconded by Director Parsons, 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 December 3, 2013; and

WHEREAS, the Directors of the East of Hudson Watershed Corporation have reviewed the Meeting Minutes for the December 3, 2013 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 December 3, 2013.

**(Resolution R-0114-06)**

6) Review status of Recruitment/Hiring

Part-time Bookkeeper Joanne Tavino (hired by EOHWC effective January 7, 2014) was introduced to members of the Board.

A discussion took place on the status of a recruiting a part-time temporary attorney (following previous discussion at the December 3, 2013 Board of Directors meeting and the December 19, 2013 Executive Committee meetings. Director Lucas noted that the cost estimates for maintaining insurance for an attorney as an employee of EOHWC were in the range of \$3800/year and, as such, were not considered an impediment to hiring an attorney as an employee (versus hiring as an independent contractor).

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

WHEREAS, the Directors of the East of Hudson Watershed Corporation deemed it desirable and essential to hire a part-time temporary attorney for EOHWC; and

WHEREAS, the members of the Executive Committee of the East of Hudson Watershed Corporation has reviewed resumes and interviewed qualified applicants for the position as attorney;

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation hereby delegates the Executive Committee to hire the person they deem the most qualified for the position at the Executive Committee meeting on January 23, 2014.

**(Resolution R-0114-07)**

7) Transition Plan for New Supervisors

Dave Kelly discussed and presented the training/orientation schedule for new Board members (EOHWC's Board includes six new Directors from the Towns of Bedford, Kent, New Castle, North Castle, Pound Ridge, and Somers); he announced the scheduled date/time as Thursday, January 23, 2014 at EOHWC office (2 Route 164, Patterson, NY) at 2:30 p.m.

8) Quarterly Meeting Schedule

The quarterly meeting scheduled presented to Directors in the meeting agenda was discussed, revised and finalized to include the following dates:

February 27, 2014

May 13, 2014

August 12, 2014

November 12, 2014

(The original date set in in February was changed to accommodate completion of EOHWC Annual Report for 2013. The original date set in November was changed due to the Veteran's Day holiday.)

9) Other Business

Years 6-10: A brief discussion took place on the need for Board members to resurrect the EOHWC Coalition (for Years 6 -10 planning) per the memo issued by Mr. Rodenhausen, dated October 23, 2013 (and previously discussed at October 24, 2013 Board meeting).

Office Space: Director Griffin noted that more space is available at EOHWC office and he will meet and discuss with Putnam Foundation/Hudson Valley Trust on additional cost. Updates will be presented as needed at the February Board meeting (status update, cost, etc.).

Annual Review: Director Kelly noted that the annual review of Executive Director Rahul Verma will take place at the next Executive Committee meeting on Thursday, January 23, 2014.

Financial Disclosure Forms: Bruce Walker will send form to Director Kelly, who will then send to Directors for completion; completed documents will be returned to Sharon Dirac, Office Manager at EOHWC or by mail to PO Box 176, Patterson, NY 12563.

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

Meeting adjourned at 11:25 a.m.