



EAST OF HUDSON WATERSHED CORPORATION

BOARD OF DIRECTORS MEETING

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

TIME and DATE: 10:00 AM, Tuesday, November 18, 2014

Meeting Minutes

1) Opening of Meeting at 10:07 AM

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

2) Pledge of Allegiance

3) Approve Meeting Minutes – Board of Directors Meeting, August 12, 2014

Director Kelly requested an amendment be made to the draft minutes of the 8/12/14 meeting.

Thereupon a motion by Director Burdick, seconded by Director Powers, 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 August 12, 2014; and

WHEREAS, the Directors of the East of Hudson Watershed Corporation have reviewed the Meeting Minutes for the August 12, 2014 meeting;

WHEREAS, the Directors of EOHWC agreed to amend the meeting minutes as noted by Secretary Kelly.

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 August 12, 2014. **(R#1118-01)**

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

4) Form 1023 Filing

Form 1023 was completed and filed with the IRS. Application process and determination notice will take several months. Report on status complete. No action taken.

5) **Accept 2013 Audit**

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

WHEREAS, the Executive Committee of the East of Hudson Watershed Corporation (the "Corporation") has reviewed the independent auditor's report on the audited financial statements of the Corporation for the fiscal year ending on December 31, 2013; and

WHEREAS, the Executive Committee believes the independent auditor's report and the financial statements are reasonable and appropriate and has recommended that the Board of Directors accept the independent auditor's report and authorize the release of the financial statements; it is therefore

RESOLVED, that the Board of Directors hereby accepts the independent auditor's report on the audited financial statements of the Corporation for the fiscal year ending on December 31, 2013 and authorizes the release of such audited financial statements. **(R#1118-02)**
(Vote: For-15; Against-0; Abstain-0)

6) **EOHWC Budgets (Internal) for 2012, 2013, and 2014**

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

WHEREAS, the Executive Committee of the East of Hudson Watershed Corporation (the "Corporation") has reviewed the proposed budget for 2015 and the corrected budgets for 2012, 2013, and 2014; and

WHEREAS, the Executive Committee believes the corrected budgets for 2012, 2013, and 2014 and the proposed budget for 2015 are reasonable and appropriate and has recommended that the Board of Directors accept the independent auditor's report and authorize the budgets to the Authorities Budget Office, DEP and any other agency or members of the public requesting them; it is therefore

RESOLVED, that the Board of Directors hereby adopts the proposed budgets for 2013, 2014, and 2015 as attached and authorizes the release of such budgets to the Authorities Budget Office, DEP and any other agency or members of the public requesting them. **(R#1118-03)**
(Vote: For-15; Against-0; Abstain-1)

7) **EOHWC Financial Statements**

Ms. Tavino presented EOHWC Financial Statements (10-31-14). Discussion took place; no action taken.

The Form 990 and CHAR500 for 2013 were completed by EOHWC auditors (R.S Abrams) and sent to the appropriate agencies (IRS and NYS Charities Bureau respectively) on November 13, 2014.

8) **Project Status Update**

Mr. Fitzpatrick distributed and discussed Project Update Reports:

- Summary of Completed Retrofit Projects: Project Years 1 & 2
- Summary of Completed Retrofit Projects: Project Years 3 & 4

Discussion took place; no action taken.

9) Status Report: Regulatory Agencies

EOHWC staff reported that reports and filings with NYSDEC and NYCDEP are being processed and revised as needed per the requests of respective agencies. Discussion took place; no action taken.

10) New Position: Full Time Engineer

Thereupon a motion by Director Burdick, seconded by Director Kelly, it was unanimously agreed that the EOHWC will recruit and hire a full-time engineer at an annual rate not to exceed \$80,000 per year.

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

Thereupon a motion by Director Morrissey, seconded by Director Burdick, it was unanimously agreed to authorize the Executive Committee to select and hire candidate for position as full-time Engineer (at a salary not to exceed \$80,000 per year).

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

11) Review and Sign Checks and Vouchers

Checks and vouchers were reviewed and signed as presented.

12) Engagement Agreement-Rodenhausen Chale, LLP

Thereupon a motion by Director Burdick, seconded by Director Kelly, it was unanimously agreed that EOHWC will execute a revised engagement agreement for George Rodenhausen (Rodenhausen Chale, LLP). The revised agreement includes a retainer which will be paid at the rate of \$8,000/month.

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

13) Next Quarterly Meeting

Thereupon a motion by Director Burdick, seconded by Ms. Charney-Hull, it was unanimously agreed to schedule the Annual Meeting of the EOHWC Board of Directors on January 13, 2015.

The next quarterly meeting will be held on February 24, 2015.

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

14) Other Business

General discussion; no action taken.

15) Executive Session

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.

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

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

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

16) Adjournment

Thereupon a motion by Director Griffin, seconded by Director Kelly, all in favor, the meeting was adjourned at 12:45 pm.

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