



## 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, December 3, 2013

### Meeting Minutes

1) Opening of Meeting at 10:10 AM

- In attendance; Mary Beth Murphy (Town of Somers), Warren Lucas (Town of North Salem), David Kelly (Town of Pawling; Proxy for Village of Pawling), Rich Williams (Proxy for Michael Griffin); Katherine Doherty (Town of Kent), Bruce Walker (Proxy Delegate for Putnam County); Lee Roberts (Town of Bedford), Sabrina Charney Hull (Proxy Delegate for Town of New Castle); Steve Ferreira (Proxy Delegate for Town of Cortlandt), Peter Parsons (Town of Lewisboro), Rich Franzetti (Proxy for Town of Carmel), Bruce Barber (Proxy for Town of Yorktown and Town of Putnam Valley); Jon Powers (Proxy Delegate for Gary Warshauer); George Rodenhauer (Legal Counsel, EOHWC); Rahul Verma (EOHWC); Sharon Dirac (EOHWC); Laurie Taylor (Putnam County Planning) ; Antonino Modica (NYCDEP).
- ABSENT: Tony Hay (Town of Southeast), J. Michael Cindrach (Town of Mt. Kisco), James Schoenig (Village of Brewster)

2) Pledge of Allegiance

3) Approve Meeting Minutes – August 6, 2013 and October 24, 2013

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

WHEREAS, the Directors of the East of Hudson Watershed Corporation deemed it desirable and essential to approve the Board of Director Meeting Minutes from August 6, 2013 & October 24, 2013; and

WHEREAS, the Directors of the East of Hudson Watershed Corporation have reviewed the Meeting Minutes for the August 6, 2013 & October 24, 2013 meetings; and request that the Attendee section of the August 6, 2013 be changed with minor corrections (town names);

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 6, 2013 (with corrections made) and Board of Directors Meeting Minutes for October 24, 2013.  
**(Resolution R-1203-01)**

4) Review Revised Draft Personnel Policy

Rich Williams provided an update on the status of the policy review since delegation to the Personnel Policy Review Committee (Rich Williams and Tony Hay) at the October 24, 2013 Board meeting.

Mr. Williams noted that the Committee submitted a revised copy (with editorial mark-ups) to Rahul Verma. Both versions (mark-up copy and clean copy with changes) were distributed to all members prior to meeting.

A discussion took place on further changes that need to be made and additional revisions that require further review. Director Murphy suggested that since the policy is not ready for adoption at this meeting, it should be delegated to the Executive Committee for review and redraft. She requested that all members submit their comments in writing (to Mary Beth Murphy or Rahul Verma) by December 15, 2013. Comments received by this date will be reviewed at the next Executive Committee meeting (tentatively scheduled for 12/19/13). A final draft will be prepared by the Committee for presentation and adoption at the next quarterly Board meeting.

5) Review Administrative Assistant Position

Rahul Verma noted that based on the Board's motion and subsequent resolution at the October 24, 2013 Board of Directors meeting, Sharon Dirac's position as Administrative Assistant is scheduled for review (in terms of position, duties and compensation). Mr. Verma distributed a copy of a job description for Office Manager and requested the Board's consideration of his recommendation to appoint/promote Ms. Dirac to this position during this review process.

The Board agreed to table/postpone further discussion until Executive session.

6) Update on Part Time Bookkeeper Position

Mary Beth Murphy requested a retroactive approval and resolution for the temporary hire of Franz Jackson as Part Time Bookkeeper due to the emergent situation created by the termination of previous Office Manager/Accountant at EOHWC. (As noted in email transmission from Director Murphy to Board members; dated November 8, 2013, 11:29 AM; Subject: Bookkeeper position).

Thereupon a motion by Director Lucas, seconded by Director Roberts, it was unanimously agreed:

WHEREAS, the Directors of the East of Hudson Watershed desire to keep the EOHWC running effectively, paying bills and meeting payroll; and

WHEREAS, President Mary Beth Murphy acted in an emergent situation to fill the need for a Part Time Bookkeeper and hired Franz Jackson in this capacity on November 8, 2013 at a rate of \$24.59 per hour;

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation hereby retroactively approves the appointment of Franz Jackson as temporary Part-time Bookkeeper; and

BE IT FURTHER RESOLVED, that he will fill the position on a temporary basis at the rate of \$24.59 per hour until the vacancy for regular Part Time Bookkeeper is filled.

**(Resolution R-1203-02)**

Rahul Verma noted that the position as Part Time Bookkeeper has been advertised (Journal News, Poughkeepsie Journal) and posted (EOHWC website), and stated that he would like to have the position filled by the end of the year. Mr. Verma requested that the hiring decision be delegated to the Executive Committee so that a decision can be made at the December Executive Committee meeting.

Thereupon a motion by Director Murphy, seconded by Director Parsons, it was unanimously agreed

WHEREAS, the East of Hudson Watershed Corporation has advertised for the position of Part-time Bookkeeper; and

WHEREAS, resumes of the respondents were evaluated, and interviews were scheduled from amongst the most qualified respondents; and

WHEREAS, the Directors of the East of Hudson Watershed Corporation wishes to follow the recommendation of the Executive Committee to select an applicant for the position of Part-time Bookkeeper;

NOW THEREFORE BE IT RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation delegates the Executive Committee to interview, select and appoint a Part-time Bookkeeper; and

BE IT FURTHER RESOLVED, the Executive Director of the EOHWC is hereby authorized and directed to execute any and all documents necessary to give effect to this Resolution, consistent with the terms hereof, all in a form satisfactory to the President and the Corporation Attorney.

**(Resolution R-1203-03)**

7) Select Part Time Attorney

Rahul Verma provided an update on the recruitment of a Part Time Attorney for EOHWC, including a summary of applications received and interviews conducted (with Director Kelly). Four candidates were interviewed and two of these four were selected as final candidates (Resumes of two final candidates included in agenda attachments package transmitted to Board of Directors for review).

Further discussion was deferred until commencement of Executive Session.

[After an Executive session called by Mary Beth Murphy at 10:55 a.m., the general session was reopened at 12:45 p.m.]

8) Review of Administrative Assistant

After review of a job description for Office Manager (distributed prior to Executive Session), Mary Beth Murphy made a motion to appoint Sharon Dirac to the position.

Ms. Dirac requested further review of salary change/increase (based on scope of position) and expressed an interest in further growth and development in her role at EOHWC.

David Kelly agreed to oversee a review of the job description, responsibilities, and further development and changes in April 2014 (prior to Ms. Dirac's annual review on anniversary date 5/9/14), noting that further consideration & discussion of job responsibilities and salary changes can be addressed at that time.

Thereupon a motion by Director Murphy, seconded by Director Roberts, it was unanimously agreed:

WHEREAS, the Board of Directors of the East of Hudson Watershed Corporation at the October 24, 2013 Board of Directors meeting, agreed to review the employment status of Sharon Dirac (including changes and/or modifications in pay, position title and job responsibilities); and

WHEREAS, the previous position as Office Manager/Accountant at East of Hudson Watershed Corporation has been vacated, and the Board of Directors has reviewed the job description of the Office Manager as presented by the Executive Director at the meeting on December 3, 2013;

NOW, THEREFORE BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby approves the promotion of Sharon Dirac to an appointment as Office Manager effective December 3, 2013 and commencing immediately;

BE IT FURTHER RESOLVED that the EOHWC shall pay Sharon Dirac for compensation of services, an annual salary of Forty Five Thousand Dollars (\$45,000) per year, payable in equal bi-weekly installments, subject to deductions for Federal and State payroll taxes;

BE IT FURTHER RESOLVED, the Executive Director of the EOHWC is hereby authorized and directed to execute any and all documents necessary to give effect to this Resolution, consistent with the terms hereof, all in a form satisfactory to the President and the Corporation Attorney.

**(Resolution R-1203-04)**

9) Annual Review - Rahul Verma

Thereupon a motion by Director Murphy, seconded by Director Lucas, it was unanimously agreed:

**WHEREAS**, the East of Hudson Watershed Corporation employs Rahul Verma in the position of Executive Director; and

**WHEREAS**, the annual review of Mr. Verma has been conducted by the Executive Committee and reviewed by the Board of Directors; and

**WHEREAS**, the Directors of the East of Hudson Watershed Corporation wishes to follow the recommendation of the Executive Committee,

**NOW, THEREFORE BE IT RESOLVED**, that the Directors of the East of Hudson Watershed Corporation hereby approves a 3 percent (3%) annual increase for Executive Director Rahul Verma, and

**BE IT FURTHER RESOLVED** that this increase shall be made effective retroactively to Rahul Varma's annual review date of March 5, 2013 (one year anniversary of original date of hire on March 5, 2012); and

**BE IT FURTHER RESOLVED**, that the President of the EOHWC is hereby authorized and directed to execute any and all documents necessary to give effect to this Resolution, consistent with the terms hereof, all in form satisfactory to the President and the Corporation Attorney.

**(Resolution R-1203-05)**

#### 10) Paggi Consulting Engineering Consulting Contract

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

WHEREAS, the Directors of the East of Hudson Watershed Corporation on October 11, 2012 retained the consulting engineering services of Lawrence J. Paggi, P.E., P.C. to act as Project Manager for the East of Hudson Watershed Corporation (EOHWC) for a three (3) month term commencing on October 1, 2012; and

WHEREAS, the Board of Directors of the East of Hudson Watershed Corporation desire to extend the agreement with Lawrence J. Paggi, P.E., P.C. for services to the EOHWC in accordance with their proposal dated January 28, 2013

BE IT RESOLVED, that the Directors of the East of Hudson Watershed Corporation hereby approves Lawrence J. Paggi, P.E., P.C. to provide engineering services for a maximum of twenty (20) hours per week at the rate of \$72 per hour from December 31, 2013 to December 31, 2014 in accordance with the schedule of fees in the proposal dated January 28, 2013, and

BE IT FURTHER RESOLVED, the President of the EOHWC is hereby authorized and directed to execute any and all documents necessary to give effect to this Resolution, consistent with the terms hereof, all in form satisfactory to the President and the Corporation Attorney  
**(Resolution R-1203-06)**

#### 11) Transition Plan for New Supervisors

Election (November 2013) resulted in a change for six of EOHWC's Board of Directors (six Town Supervisors including Bedford, Kent, New Castle, North Castle, Pound Ridge, and Somers).

Rahul Verma suggested a transition plan/on-boarding process and Director Kelly agreed to draft an EOHWC 101 Training for new Supervisors – to be reviewed at EC meeting; and scheduled in the new year (January 2014).

#### 12) Address Memo from Corporate Counsel – 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 memo issued by Mr. Rodenhausen, dated October 23, 2013 (and previously discussed at October 24, 2013 Board meeting).

#### 13) Next Quarterly Meeting & 2014 Calendar Year Schedule

Next Board of Directors meeting was scheduled for January 14, 2014. The remaining quarterly meetings for 2014 will be scheduled at that time.

14) Other Business

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

**WHEREAS**, the Directors of the East of Hudson Watershed Corporation reviewed a submission of expenses from Supervisor Hay, Town of Southeast for Stormwater Retrofit Project expenses incurred for Stormwater Retrofit Projects SE-EB-05 (REI/Coventry/Rockledge), SE-PA-06B (Seven Oaks/Lower Mine Rd.), SE-PA-05 (Brewster Hill/NYS Route 312), and SE-POT -2 (Lincoln Road);

**NOW, THEREFORE BE IT RESOLVED** that the Board of Directors of the East of Hudson Watershed Corporation hereby approves the reimbursement of expenses incurred to the Town of Southeast for Stormwater Retrofit Project SE-EB-05 in the amount of and not to exceed \$829.88 (Eight Hundred Twenty Nine Dollars & 88/100); for Stormwater Retrofit Project SE-PA-06B in the amount of and not to exceed \$5,104.14 (Five Thousand One Hundred Four Dollars & 14/100) ; for Stormwater Retrofit Project SE-PA-05 in the amount of and not to exceed \$25,542.46 (Twenty Five Thousand Five Hundred Forty Two Dollars & 46/100) ; and for Stormwater Retrofit Project SE-POT-2 in the amount of and not to exceed \$10,809.58 (Ten Thousand Eight Hundred Nine Dollars & 58/100).

**(Resolution R-1203-07)**

15) Meeting adjourned at 1:15 p.m.