



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, February 9, 2016

Meeting Minutes

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

Voting Members in Attendance: Peter Parsons (Town of Lewisboro) for himself and as alternate for Warren Lucas (Town of North Salem); Rich Williams (Town of Patterson); 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); 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); Sam Oliverio (Town of Putnam Valley); Tony Hay (Town of Southeast); Maureen Fleming (Town of Kent); Rich Franzetti (Town of Carmel)

Others in Attendance: Michael Griffin; Samantha Leroy (Town of New Castle); Christine Chale (Corporate Counsel); Antonino Modica (NYCDEP); Vincent Giorgio (NYCDEP); Kevin Fitzpatrick (EOHWC); Joanne Tavino (EOHWC); John Belyea (EOHWC); Linda Matera (EOHWC); Yvette Rivera (EOHWC)

2) Pledge of Allegiance

3) Tribute to Michael Griffin

Peter Parsons presented a resolution thanking Michael Griffin for his dedication and excellent service to the East of Hudson Watershed Corporation and its predecessors from 2011 through 2015. Director Williams, Director Kelly, and Bruce Walker spoke of their experience in working with Michael Griffin over the years and the important contributions of his leadership.

Motion by Director Parsons, seconded by Director Burdick to recognize Michael Griffin's years of outstanding leadership to the member municipalities of the East of Hudson Watershed Corporation.

WHEREAS, MICHAEL GRIFFIN provided outstanding leadership to the municipalities in the east of Hudson watershed area throughout the twenty two years he served as Town Supervisor of Patterson and was successful in achieving the key goals of those communities, and

WHEREAS, he was initially a leader in opposing New York City's usurpation of home rule within the watershed area and especially in thwarting the City's wish to use eminent domain to achieve its objectives, and

WHEREAS, he used a combination of toughness in defending the watershed municipalities' interests and in understanding of the vital needs of the City to aid in the negotiation of the 1997 Memorandum of Understanding between Westchester and Putnam Counties, the watershed municipalities and New York City, and

WHEREAS, he worked as Vice-President of the East of Hudson Watershed Coalition to negotiate the formation of the East of Hudson Watershed Corporation in 2011 and then in turn became Vice-President of that Corporation and then President in 2014, and

WHEREAS, MICHAEL GRIFFIN worked as President to establish a solidly functioning and compliant Corporation which has been successful in achieving its goals for the first five years of its existence, and

WHEREAS, these contributions merit the thanks of all residents of the watershed, now

THEREFORE BE IT RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation in recognition of this most excellent service does offer the thanks of its constituent municipalities to MICHAEL GRIFFIN, and

BE IT FURTHER RESOLVED, that a copy of this resolution be spread upon the minutes of this February 9, 2016 Board Meeting for future members to see and that a copy of this resolution be presented to MICHAEL GRIFFIN. **(R#-0209-01)**

Motion passed; all in favor.

4) Approve Meeting Minutes: November 10, 2015 and January 13, 2016

Motion by Director Williams, seconded by Director Burdick to approve the Board of Directors' Meeting Minutes of November 10, 2015 with amendment to correct a misspelling; all in favor.

Motion by Director Williams, seconded by Director Burdick to approve the Board of Directors' Meeting Minutes of January 13, 2016 as amended; all in favor.

5) New York State and Audit Compliance items due:

- a. Board Member Training**
- b. Confidential Evaluation of Board Performance**
- c. Annual Statement Concerning Conflicts of Interest**
- d. Related Party Questionnaire from Auditors**

Director Parsons reiterated that a series of requirements need to be fulfilled by Board members in order to be compliant. While most Board members have completed all required items, those who have not should do so immediately, as failing to comply will stall important negotiations with the New York City Department of Environmental Protection (NYCDEP). Additionally, Joanne Tavino mentioned that she will be collecting the Confidential Board Evaluation and Annual Statement Regarding Conflicts of Interest at the meeting's conclusion from anyone who has not submitted them previously.

6) Financial Disclosure Submission to Putnam County

It was requested that Financial Disclosure Statements be completed either in writing or online by the May 15th deadline.

7) Financial Update

Joanne reported that no significant changes have taken place. Currently, we have \$13.4 million on hand. Due to lower bids coming in on some recent projects, the budget has changed somewhat. We are anticipating a fund balance of approximately \$6 million versus the \$5 million we were budgeting originally for the end of the program.

8) Project Update

Kevin Fitzpatrick informed the Board that we are still on target for approximately 530 kilograms which could be awarded by the conclusion of this calendar year. There are 17 open construction projects being brought to completion somewhere at the beginning of early summer and another 10 that will go out to bid in early spring. The intention is to conclude all construction projects by the end of the year. Kevin asked that anyone with potential concerns on open construction projects in their town reach out to him for clarification. The first five years of requirements will be concluded by the end of this year. The 2015 Annual Report was submitted to the New York State Department of Environmental Conservation (NYSDEC) on January 29th.

9) O & M Policy

An update of O & M resolutions received to date was given by Director Parsons. Currently, all but six towns have adopted the O & M resolution. The Town of Cortlandt will be approving it at tonight's meeting, the Town of Pawling will adopt it at tomorrow's meeting, and the Town of Putnam Valley will be presenting it for approval on February 17th. Director Williams stated that no update has been provided since his last meeting with the Village of Brewster attorney. Director Parsons asked that Director Williams bring the issue up in his next meeting with Brewster's attorney. Rich Franzetti of the Town of Carmel mentioned that the resolution is on the work session for tomorrow night and will be voted on next week. Putnam County plans to adopt it at the March meeting.

Kevin reminded the Board that Director Morrissey asked that a list of all projects be distributed to all in order to get feedback from each town as to whether maintenance will be conducted in house or it will be outsourced. It was requested that the correspondence he provided be reviewed and that a discussion take place with the each town's highway department to determine which projects will require being outsourced. Kevin offered his and John's help in answering any questions which might help move the process along.

10) Executive Session

Motion by Director Parsons, second by Director Burdick to enter into Executive Session at 11: 04 a.m. 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 at 11:13 a.m.; all in favor. No actions were taken in Executive Session.

11) Performance Reviews

Motion by Director Parsons, seconded by Director Burdick to approve a Resolution to Approve Updated Job Description and Compensation Adjustment Regarding Director of Engineering.

WHEREAS, a review of the performance of all employees has been conducted as of the end of December, 2015; and the Board of Directors has reviewed the Executive Committee's recommendation regarding the performance reviews and compensation adjustments for the EOHWC staff; and

WHEREAS, as part of such review, it has been determined that the development and implementation of EOHWC's program, compliance with regulatory requirements and fulfillment of its mission have necessitated the performance of enhanced responsibilities on the part of current employees;

NOW THEREFORE IT IS HEREBY RESOLVED, by the Board of Directors of the East of Hudson Watershed Corporation that a modified job description in the form attached hereto is hereby approved for the Director of Engineering; and

IT IS HEREBY FURTHER RESOLVED that from and after the effective date of appointment or promotion to such positions any existing employment agreement shall not be renewed; and

IT IS HEREBY FURTHER RESOLVED that the appointment of the following employee to the following position with the following salary is hereby approved, with such appointment taking effect as of the date set forth below:

Position	Employee	Annual Salary and Effective Date
Director of Engineering	Kevin Fitzpatrick	\$110,000 effective 1/1/16, with a further performance review at 6 months

(R#0209-02)

(Vote: Aye: 14 Nae: 1 Abstain: 1)

Motion by Director Parsons, seconded by Director Burdick to approve a Resolution to Approve Updated Job Descriptions and Compensation Adjustments.

WHEREAS, a review of the performance of all employees has been conducted as of the end of December, 2015; and the Board of Directors has reviewed the Executive Committee's recommendation regarding the performance reviews and compensation adjustments for the EOHWC staff; and

WHEREAS, as part of such review, it has been determined that the development and implementation of EOHWC's program, compliance with regulatory requirements and fulfillment of its mission has necessitated the performance of enhanced responsibilities on the part of current employees;

NOW THEREFORE IT IS HEREBY RESOLVED, by the Board of Directors of the East of Hudson Watershed Corporation that modified job descriptions in the forms attached hereto are hereby approved for the following positions: Senior Project Manager and Comptroller; and

IT IS HEREBY FURTHER RESOLVED that from and after the effective date of appointment or promotion to such positions any existing employment agreements shall not be renewed; and

IT IS HEREBY FURTHER RESOLVED that the appointment of the following employees to the following positions with the following salaries is hereby approved, with such appointments taking effect as of the date set forth below:

Position	Employee	Annual Salary and Effective Date
Senior Project Manager	John Belyea	\$100,000 effective 1/1/16, with a further performance review at 6 months
Comptroller	Joanne Tavino	\$80,000 effective as of the commencement of the pay period next succeeding the date of adoption of this resolution; 30 hours per week with PTO prorated.

IT IS HEREBY FURTHER RESOLVED that modified job descriptions in the forms attached hereto are hereby approved for the positions of Records Management Coordinator and Accounts Payable Coordinator, with duties substantially as provided in the attached position descriptions together with such other or different tasks as may be assigned by the President from time to time in the best interests of the Corporation, with a maximum of 29 hours per week, without benefits except for holidays falling on days they would have worked, at a rate of pay not to exceed \$25 per hour, effective as of January 1, 2016; and

IT IS HEREBY FURTHER RESOLVED that the appointment of Linda Matera to the position of Records Management Coordinator is hereby approved and the appointment of Yvette Rivera to the position of Accounts Payable Coordinator is hereby approved. **(R#0209-03)**

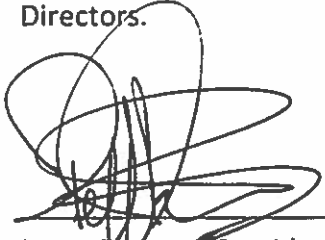
(Vote: Aye: 12 Nae: 3 Abstain: 1)

12) Other business

13) Adjournment – Motion to adjourn by Director Burdick, seconded by Director Parsons; all in favor. Adjourned 11:13 am.

PRESIDENT'S CERTIFICATE

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

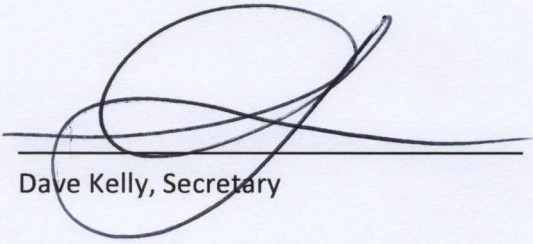


Peter Parsons, President

5/10/2016
Date

SECRETARY'S CERTIFICATE

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



Dave Kelly, Secretary

5/11/16

Date