



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, May 10, 2016

Meeting Minutes

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

Voting Members in Attendance: Peter Parsons (Town of Lewisboro); Warren Lucas (Town of North Salem); Rich Williams (Town of Patterson); Chris Burdick (Town of Bedford); Bruce Walker (Putnam County); Sabrina Charney-Hull as alternate for Robert Greenstein (Town of New Castle); Rick Morrissey (Town of Somers); Rich Franzetti as alternate for Ken Schmitt (Town of Carmel); Bruce Barber as alternate for Michael Grace (Town of Yorktown); Steve Ferreira as alternate for Linda Puglisi (Town of Cortlandt); Jon Powers as alternate for Richard Lyman (Town of Pound Ridge); 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); Adam Kaufman as alternate for Michael Schiliro (Town of North Castle)

Others in Attendance: George Rodenhausen (Corporate Counsel); Vincent Giorgio (NYCDEP); Kevin Fitzpatrick (EOHWC); Joanne Tavino (EOHWC); Linda Matera (EOHWC)

2) Pledge of Allegiance

3) Approve Meeting Minutes: February 9, 2016

Motion by Director Burdick, seconded by Jon Powers to approve the Board of Directors' Meeting Minutes of February 9, 2016; all in favor.

4) Re-adopt Code of Ethics

Motion by Director Burdick, seconded by Director Oliverio to re-adopt the Code of Ethics.

WHEREAS, the New York State Not-for-Profit Revitalization Act has increased the requirements for all not-for-profit corporations with regard to the provisions of the corporation's code of ethics; and

WHEREAS, the Board of Directors is desirous of maintaining compliance with both the New York State Not-for-Profit Revitalization Act and the requirements of the Authorities Budget Office; and

WHEREAS, the Authorities Budget Office requires that the Code of Ethics of the Corporation be reviewed annually by the Board of Directors, which the Board has done; and

WHEREAS, it is a requirement of the New York State Not-for-Profit Revitalization Act that the Board of Directors appoint an Ethics Officer to ensure compliance with the Code of Ethics;

NOW THEREFORE IT IS HEREBY RESOLVED, by the Board of Directors of the East of Hudson Watershed Corporation that:

1. The annexed Code of Ethics dated May 10, 2016, is hereby adopted to supersede the existing Code of Ethics adopted by the Board of Directors on May 12, 2015; and
2. The Corporation's Legal Counsel is hereby appointed to serve in the position of Ethics Officer, with the duties and responsibilities set forth in the Code of Ethics; and
3. The annexed Annual Statement Regarding Conflicts of Interest is hereby adopted as the annual statement to be completed by all Directors, Alternates and Employees of EOHWC.
(R-0510-01)

Motion passed; all in favor.

5) Acceptance of 2015 Audit

Director Parsons praised Joanne Tavino's efforts in bringing East of Hudson Watershed Corporation (EOHWC) up to date on all audits.

Motion by Director Parsons, seconded by Director Burdick to accept the 2015 Audit; all in favor.

Resolution Regarding Accounting Method

Joanne explained that we had hoped to move to a cash basis method of accounting, but upon further research by the auditor, it was determined that it would be more complicated. A resolution is being presented today to rescind the original resolution of November 10, 2015 that indicated we would switch to cash basis. The EOHWC will continue to use the current accrual basis method.

Motion by Director Lucas, seconded by Director Parsons to rescind the resolution of November 10, 2015 which authorized changing from accrual basis to cash basis accounting method;

At the meeting of the Board of Directors of the East of Hudson Watershed Corporation held on May 10, 2016.

WHEREAS, Board of Directors previously adopted Resolution No. 1110-03 on November 10, 2015 authorizing a change in the accounting method from accrual to cash method; and

WHEREAS, on further review and consultation with its auditor, the Corporation's Comptroller has recommended that the Corporation continue to use the accrual method;

WHEREAS, the Corporation believes the recommendation is reasonable and in the best interests of the Corporation; it is therefore

RESOLVED, that the Board of Directors hereby rescinds Resolution No. 1110-03 adopted November 10, 2015 regarding the change in accounting. The accounting method will remain as accrual method.
(R-0510-03)

Motion passed; all in favor.

Form 990 and CHAR 500

A motion to file Form 990 and CHAR 500 was requested by Joanne in order to meet the filing deadline of May 15. Copies have been provided to the board and have been reviewed and accepted.

Motion by Director Parsons, seconded by Director Burdick to file Form 990 and CHAR 500; all in favor.

6) Financial Update

Joanne reported that the fund balance for the first quarter of the year ended with approximately \$13 million. We are still on budget to complete the five year program with an approximate \$6 million fund balance. Almost \$1 million has been spent year to date.

7) List of Reporting and Filing Due Dates

Joanne provided a list of reporting and filing due dates noting that other than the financial disclosures due May 15, 2016, all other items are currently up to date.

8) Project Update

Kevin Fitzpatrick announced that the 2015 Annual Report has been completed and copies are available.

Kevin reported that EOHWC is on target for completion of all year 1-5 projects with 537 kilograms. 2016 projects are expected to go forward this spring and summer. It's not expected that we will reach 460 kilograms of removal by December 31, 2016 due to the varying final completion dates. With our recent submission to the New York State Department of Environmental Conservation (NYS DEC), we have 342 kilograms removed to date. Highway departments have been notified about recent approval received from NYS DEC allowing us to incorporate culvert replacement into our program. Kevin requested to be made aware of any scenarios of flooding or failing culverts when highway departments are doing general upkeep.

a. Program Summary

An updated Program Summary packet was presented by Kevin.

9) Project Selection Policy

Kevin reported that a municipal reimbursement section was added to the Project Selection Policy in section 3.04 that provides each town with guidelines as to how municipal reimbursement projects should be followed. EOHWC should be part of the procedure upfront and the design manual, procurement policy, and fiscal policy should be adhered to. Failure to do so may result in not being awarded full reimbursement on a project.

Motion by Director Parsons, seconded by Bruce Walker to approve the amendment to the Project Selection Policy;

At the meeting of the Board of Directors of the East of Hudson Watershed Corporation held on May 10, 2016,

WHEREAS, the Executive Committee of the East of Hudson Watershed Corporation (“corporation”) has reviewed the proposed amendments to the project selection policy and procedures; and

WHEREAS, the Executive Committee believes the proposed amendment to the project selection policy and procedures for the corporation is reasonable and appropriate and has recommended that the Board of Directors approve the amendment to the project selection policy and procedures;

NOW, THEREFORE, IT IS HEREBY RESOLVED that the proposed amendment to the project selection policy and procedures is hereby approved. **(R-0510-02)**

Motion passed; all in favor.

10) O & M discussion

Kevin and John reported that they have been meeting with the representatives of each town to start taking a closer look at their projects. Many have already begun to fill in the O & M charts provided. A breakdown will be needed of the expected cost to maintain the projects in each town. The information will be used to compile a greater database in order to apply the correct rate and make it possible for us to project over the next five to ten years.

11) Executive Session

No executive session was held.

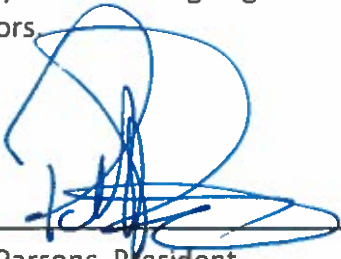
12) Other business

No other business was brought forward.

13) Adjournment – Motion to adjourn by Director Parsons, seconded by Director Burdick; all in favor. Adjourned 10:25 am.

PRESIDENT'S CERTIFICATE

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

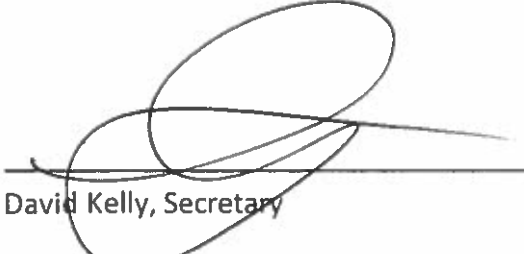


Peter Parsons, President

8/9/2016
Date

SECRETARY'S CERTIFICATE

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



David Kelly, Secretary

5/10/16
Date