



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 12, 2015

Meeting Minutes

1) Opening of Meeting at 10:12 AM

In attendance: Michael Griffin (Town of Patterson); Peter Parsons (Town of Lewisboro); Warren Lucas (Town of North Salem); Tony Hay (Town of Southeast); Chris Burdick (Town of Bedford); Sabrina Charney-Hull (Town of New Castle); Jon Powers alternate for Richard Lyman (Town of Pound Ridge); Adam Kaufman, alternate for Michael Schiliro (Town of North Castle); Maureen Fleming (Town of Kent); Steve Woelfle as alternate for Rick Morrissey (Town of Somers); Stephen Ferreira as alternate for Linda Puglisi (Town of Cortlandt); Joseph Zarecki (Zarecki & Associates); George Rodenhausen (Corporate Counsel); Michael Meyer (NYCDEP); Antonino Modica (NYCDEP); Kevin Fitzpatrick (EOHWC); John Belyea (EOHWC); Joanne Tavino (EOHWC); Linda Matera (EOHWC); Yvette Rivera (EOHWC)

2) Approve Meeting Minutes

Motion by Director Burdick, seconded by Director Parsons to approve February 24, 2015 Board of Directors Quarterly Meeting Minutes; all in favor.

3) List of Regulatory Compliance Due Dates

Joanne Tavino reported that East of Hudson Watershed Corporation has met the first quarter compliance due date deadlines. A list of compliance dates will updated and presented monthly.

4) Stormwater Retrofit Program Update

A presentation was given by Kevin Fitzpatrick on the stormwater retrofit program providing an update of the current estimated phosphorus reduction and efficiencies. East of Hudson Watershed Corporation Controller, Joanne Tavino, provided a financial account of the current stormwater retrofit program. Kevin Fitzpatrick informed the board of the completion of the 2014 Annual Report. Copies the 2014 Annual report are available by request and may also be viewed on the East of Hudson Watershed Corporation website.

5) DEP Update

Project Accounting Reports for 2012-2013 and 2014 were presented by Joanne Tavino. Having received approval from Michael Meyer at the April 28, 2015 meeting, Ms. Tavino notified the board that the third invoice would be submitted to the New York City DEP upon board approval. Motion by Director Parsons, seconded by Director Burdick to submit the third invoice to the DEP in the amount of \$5,500,000; all in favor.

6) Financial Update

Joanne Tavino notified the board that the 2014 audit was completed by the March 31, 2015 deadline. It was recommended that next year's audit fee be renegotiated with RS Abrams to a lower rate due to time saving procedures put in place as well as schedules which can now be completed by the controller (previously done by R S Abrams). Bound copies of the 2014 audit are available. Further, it was requested that the 2014 Financial Audit be accepted by the board, having had copies to review and after no further questions or comments. Motion by Director Burdick, seconded by Director Lucas to accept the 2014 Financial Audit; all in favor.

Additionally, it was requested that permission to submit both the New York State CHAR 500 and Federal Form 990 be granted by the board. Motion by Director Lucas, seconded by Director Parsons to file CHAR 500 and Form 990; all in favor.

7) Updated EOHWC Code of Ethics to be adopted

Motion by Director Burdick, seconded by Director Parsons to approve revised 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 12, 2015, is hereby adopted to supersede the existing Code of Ethics adopted by the Board of Directors on January 14, 2014; 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.

Motion passed, all in favor.

Additionally, it was brought to the boards' attention by Director Burdick that items 4 and 5 on page 2 of the Conflict of Interest questionnaire which are to be completed by the East of Hudson Watershed Corporation directors only should contain a dollar value. Corporate Attorney advised an amount of \$100. Motion by Director Burdick, seconded by Director Parsons to amend the Annual Conflict of Interest Statement Questionnaire Part B, items 4 and 5 to contain a dollar value of \$100 in blank; all in favor.

8) Personnel

Modify Office Assistant Positions

Motion by Director Parsons, seconded by Director Burdick to modify office assistant positions.

WHEREAS, on January 12, 2015, the Board of Directors resolved that the two Part-Time Office Assistant positions were made regular positions, with a maximum for each position of 20 hours per week, without benefits, at a rate of pay between \$12.50 and \$16.00 per hour, subject to the discretion of the President; and

WHEREAS, on April 23, 2015, the Executive Committee recommended to the Board of Directors that each of the office assistants, having taken on additional work to replace the departed office manager, be authorized to work up to and including 29 hours per week as part time employees, that their rate of pay be \$18.00 without benefits except for holidays falling on days they would have worked;

WHEREAS, the Executive Committee has designated the titles of the two office assistants as Accounts Payable Coordinator and Records Management Coordinator;

NOW THEREFORE IT IS HEREBY RESOLVED, by the Board of Directors of the East of Hudson Watershed Corporation that the two part-time office assistant positions, designated Accounts Payable Coordinator and Records Management Coordinator, are hereby authorized to work up to 29 hours per week as part-time employees, that their rate of pay be \$18.00 without benefits except for holidays falling on days they would have worked.

Motion passed, all in favor.

Approve Employment Agreement

Motion by Director Burdick, seconded by Director Parsons to approve Employment Agreement.

WHEREAS, the EOHWC Executive Committee has recommended that the Corporation increase its engineering staff by the addition of one full-time engineer to report to the Program Manager in order to ensure that the Year 5 stormwater retrofit projects are implemented on time; and

WHEREAS, as an emergency action, on April 9, 2015, the Executive Committee engaged John Belyea on a temporary basis pending approval of the Board of Directors of the employment agreement at its next regular meeting, and thereafter, if approved, on a regular basis as Project Engineer, and

WHEREAS, Mr. Belyea accepted employment in the position upon such terms and conditions; and

WHEREAS, the Board finds that the addition of the Project Engineer position is important to the attainment of the Corporation's phosphorus reduction targets and could facilitate replacing consultant engineers with in-house engineering at a lower cost;

NOW THEREFORE IT IS HEREBY RESOLVED, by the Board of Directors of the East of Hudson Watershed Corporation approves the annexed employment agreement with John Belyea as Project Engineer

Motion passed, all in favor.

9) O & M

Inspections of Closed out Projects

Kevin Fitzpatrick presented the Stormwater Retrofit Program: Operations and Maintenance Requirements manual. Sabrina Charney-Hull discussed the estimated dollar amounts of the potential cost associated with maintaining projects. The idea of forming a subcommittee on O&M was proposed to determine the how it would be paid for. Mr. Fitzpatrick announced that a meeting will take place in June, at which time an update will be provided as well as a copy of the manual to each town.

Motion by Director Burdick, seconded by Director Parsons to adopt the Stormwater Retrofit Program: Operations and Maintenance Requirements manual with an amendment to the title on page 3 which presently reads: Table 1. Estimated O&M Cost by Municipality; to be amended to: Table 1. Estimated O&M Costs for Projects by Municipality; all in favor.

10) Other Business

George Rodenhausen informed the board of the case in which the NRDC (National Resources Defense Council) was suing the DEC to invalidate the MS4 permit that was issued to New York State in 2010. The coalition provided legal support on behalf of DEC in an effort to uphold the general permit as it was issued. NRDC requested that the permit be revised to require individual permits in each case, which would require an individual application and a public hearing on each one. NRDC brought their case to the court of appeals where attorneys for the DEC filed an amicus brief thereby upholding MS4 permit as it was originally issued. This will remain in effect for the next five years.

**11) Adjournment - Motion to adjourn by Director Burdick; seconded by Director Parsons; all in favor.
Adjourned 11:25am**