

EAST OF HUDSON WATERSHED CORPORATION

BOARD OF DIRECTORS MEETING MINUTES

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

TIME and DATE: 10:00 AM, Tuesday, May 7, 2013

Meeting Minutes

- 1) Opening of Meeting @ 10:25am
 - In attendance:
 - Mary Beth Murphy (Town of Somers)
 - Michael Griffin (Town of Patterson)
 - Warren Lucas (Town of North Salem)
 - David Kelly (Town of Pawling), as Proxy for Robert Liffland (Village of Pawling)
 - Katherine Doherty (Town of Kent)
 - Bruce Walker (County of Putnam)
 - Robert Tendy (Town of Putnam Valley)
 - Lee V.A. Roberts (Town of Bedford)
 - Peter Parsons (Town of Lewisboro)
 - Sabrina Charney-Hull, as Proxy for Susan Carpenter (Town of New Castle)
 - Jon Powers (Town of Pound Ridge)
 - Arthur D'Angelo, as Proxy for Linda Puglisi (Town of Cortlandt)
 - Bruce Barber, as Proxy for Michael Grace (Town of Yorktown)
 - George Rodenhausen (EOHWC Attorney)
 - Rich Williams (Town of Patterson)
 - Rahul Verma (EOHWC)
 - Kim Keller (EOHWC)
 - Lauri Taylor (County of Putnam)
 - Michael Meyer (NYCDEP)
 - Absent:
 - Kenneth Schmitt (Town of Carmel)
 - James Schoenig (Village of Brewster)
 - Tony Hay (Town of Southeast)
 - J. Michael Cindrich (Town of Mt. Kisco)
 - Howard Arden (Town of New Castle)

2) Pledge of Allegiance

3) Approve Meeting Minutes from 2/3/13 Board of Directors Meeting

Thereupon motion of Director Roberts, seconded by Director Lucas, it was unanimously

RESOLVED, the Directors of the East of Hudson Watershed Corporation have reviewed the Meeting Minutes prepared by the Office Manager of EOHWC from the February 5, 2013 Meeting,

AND BE FURTHER RESOLVED, that the Directors of the East of Hudson Watershed Corporation hereby approves the Board of Director Meeting Minutes of February 5, 2013. (Resolution R-0507-01)

4) Executive Committee Meeting Updates

Mary Beth Murphy gave a summary of what events have occurred during the Executive Committee Meetings:

- 1) 2/22/13
 - a. The Year 4 Workplan was discussed and since then has been submitted.
 - b. RFQ's for Engineers were circulated and since have been reviewed by Mary Beth Murphy, David Kelly, Rahul Verma and Michael Griffin
 - c. Status Update of Year 3 Projects was summarized by Rahul Verma
 - d. Audit of bills and checks were signed
- 2) 3/13/13
 - a. Tonetta Brook and Wells Brook Tree Removal Award was awarded to Legacy Valve
 - b. Audit of bills and checks were signed
- 3) 3/29/13
 - a. Kent-MB-Add-2 Project was awarded to Legacy Valve
 - b. Kent-MB-Add-3 Project was awarded to WJL Equities
 - c. Audit of bills and checks were signed
- 4) 4/5/13
 - a. Review of RFQ's received with David Kelly, Mary Beth Murphy and Rahul Verma
- 5) 4/25/13
 - a. Southeast-PA-05 Project was awarded to Brennan Construction Co.
 - b. SEQRA was discussed and reviewed for adoption
 - c. Funding Agreement Draft Invoice was review and approved for submission to NYCDEP (Michael Meyer)
 - d. CPA and Auditing Services was awarded to R.S. Abrams & Co.
 - e. Audit of bills and checks with signed
 - f. Five (5) Engineers were interviewed based on RFQ submitted to EOHWC.
- 6) 5/2/13
 - a. A meeting with NYSDEC & NYCDEP with respect to LUP

5) Draft SEQRA Policy for Review, Comment, Adoption

Rahul Verma and George Rodenhausen discussed the SEQRA and the guidelines set forth in the SOP provided for adoption

Thereupon a motion Director Griffin and seconded by Director Kelly, it was unanimously

RESOLVED, the Directors have reviewed the attached SEQRA Policy prepared by the Executive Director and reviewed by Rapport Meyers, L.P,

BE IT FURTHER RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby adopts and approves the SEQRA Policy prepared by the Executive Director and pending counsel review by Rapport Meyers, L.P.
(Resolution R-0507-02)

6) Draft FOIL Policy for Review, Comment, Adoption

George Rodenhausen discussed the need for a FOIL Policy as it is outlined in the By-Laws of the EOHWC that we will have this procedure in place as set in the SOP provided.

Thereupon a motion of Director Lucas and seconded by Director Parsons, it was unanimously

RESOLVED, the Directors have reviewed the attached FOIL Policy prepared Rapport Meyers, L.P,

BE IT FURTHER RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation hereby adopts and approves the FOIL Policy prepared by Rapport Meyers, LLP
(Resolution R-0507-03)

7) 2013 List of Qualified Professional Service Providers

Rahul Verma distributes a list of Qualified Engineers based on the interviews with Engineer, Mary Beth Murphy, David Kelly, and Michael Griffin.

Thereupon a motion of Director Kelly and seconded by Director Lucas, it was unanimously

RESOLVED, the Directors have reviewed the 2013 List of Qualified Professional Service Providers as provided by the Executive Director,

BE IT FURTHER RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation hereby adopts and approves the 2013 List of Qualified Professional Service Providers prepared by the Executive Director, (Resolution R-0507-05)

8) Year 3 Work Plan Update

- Financial Update

Rahul Verma summarized the Year 3 projects and updated the Board on where projects stand and the following along with a spreadsheet of financial status to the projects.

David Kelly informed the Board that Rahul Verma has been working with individuals from his office with respect to a Year 3 Project.

9) Year 4 Work Plan Update

Rahul Verma briefed the Board of Directors with the following list of RFP's that are due back to EOHWC for review.

- The following Year 4 Projects have been issued for proposal
 - 1) Kent-MB-31, due 5/10/2013
 - 2) NewC-NCR-32 (Old Roaring Brook Rd), due 5/10/13
 - 3) S-MU-03 (BOCES), due 5/10/13

The following Board of Directors will be sent copies of the RFP's to review:

1. Mary Beth Murphy
2. David Kelly
3. Sabrina Charney-Hull
4. Bruce Barber

Action Item:

- **Rahul Verma to forward copies of RFP to the above for review**

Rahul Verma briefed the Board of Directors with the following list of Year 4 Projects that are ready to be issued for Proposal:

- 1) L-CR-11A to E
- 2) MK-MC-06,07,14,20,21,22,29
- 3) Pat-EB-09-03
- 4) SE-POT-08
- 5) S-MU-03, 35A-D
- 6) PC-5N- 5S
- 7) Carmel-CF-103
- 8) Carmel-PA-03

- 9) L-CR-10A, 10B
- 10) NewC-NCR-12A-C
- 11) B-MU-33
- 12) Carmel-AM-111

10) Financial Disclosures

Kim Keller issued a list of all Board of Directors/Proxies that still have not turned in the Financial Disclosure to her for delivery to the Putnam County Personnel Department. All financial disclosure forms will be turned in to Putnam County of Monday, May 13, 2013 of what has been turned in.

Action Item:

- **5/7/13 – Kim Keller to resend Financial Disclosure Forms to all Board Members for completion by and returned to her by Friday, May 10, 2013.**

11) Administrative Assistant Candidate

Mary Beth Murphy informed the Board of Directors that we went through the interviewing process to hire an Administrative Assistant due to the former one resigning her position with EOHWC. Rahul Verma distributed a copy of Sharon Dirac's resume.

Thereupon a motion by Director Griffin and seconded by Director Parsons, it was unanimously,

RESOLVED the Directors of the East of Hudson Watershed Corporation wishes to follow the recommendation of the selection committee and desires to appoint Sharon Dirac to the position of Administrative Assistant.

NOW, THEREFORE BE IT RESOLVED, that the Directors of the East of Hudson Watershed Corporation hereby appoint Sharon Dirac to the position of Administrative Assistant for the East of Hudson Corporation, which position shall commence on May 7, 2013, and shall continue in full force so long as the Employee's performance under this Agreement is satisfactory to the EOHWC, and so long as adequate funding is provided to the EOHWC to maintain its mission, and

BE IT FURTHER RESOLVED that Sharon Dirac shall be considered a part-time employee of the Corporation with a maximum hours of employment of 24 hours per week, and shall be subject to the policies of the Corporation; and

BE IT FURTHER RESOLVED that the EOHWC shall pay Sharon Dirac for compensation of services, an hourly rate of sixteen and 00/100 dollars per hour, payable in equal bi-weekly installments, subject to and Federal and State payroll taxes.

BE IT FURTHER RESOLVED that this resolution shall become effective upon the execution of an Employment Agreement between Sharon Dirac and the EOHWC.

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-0507-04)

12) Discussion – Project Plan for Year 6 – 10

Rahul Verma suggested that we begin administering a plan for Year 6 – 10 as it is fast approaching. Sabrina Charney-Hull and Bruce Walker volunteered to start a sub-committee on approaching ideas of gathering projects and information for funding, etc.

The following Board of Directors also volunteered for the Sub Committee for Year 6-10:

1. Bruce Walker
2. Sabrina Charney-Hull
3. Dave Kelly
4. Bruce Barber
5. Michael Griffin

6. Walter Artus

13) Discussion – O&M for Built Projects

Mary Beth Murphy addressed the issue of EOHWC allocating funds for O&M and for how long O&M should be funded by EOHWC. Bruce Walker suggested we set a standard format for O&M depending on the type of project built.

Mary Beth Murphy suggested that a Trust Account for each project be set-up between EOHWC and the Municipality where the project is located. We will seek advice or suggestion when the CPA comes on board with EOHWC for the best type of account/practice for this.

Action Items:

- **Rahul Verma to begin a spreadsheet of estimated O&M Costs.**

14) Meeting Adjourned @ 11:25am.