



EAST OF HUDSON WATERSHED CORPORATION
QUARTERLY MEETING OF DIRECTORS AND MEMBERS

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

TIME and DATE: 10:00 a.m., Tuesday, May 9, 2017

Meeting Minutes

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

Voting Members in Attendance: Peter Parsons (Town of Lewisboro) for himself and Chris Burdick (Town of Bedford); Rich Williams (Town of Patterson); Warren Lucas (Town of North Salem); Rich Franzetti as alternate for Ken Schmitt (Town of Carmel); Bruce Walker as alternate for MaryEllen Odell (Putnam County); JoAnne Daley as alternate for Dave Kelly (Town of Pawling); Steve Ferreira as alternate for Linda Puglisi (Town of Cortlandt); Rick Morrissey (Town of Somers); Jon Powers as alternate for Richard Lyman (Town of Pound Ridge); Joseph Zarecki as alternate for Robert Liffland (Village of Pawling); Tony Hay (Town of Southeast); Maureen Fleming (Town of Kent); Edward Brancati as alternate for J. Michael Cindrich (Town of Mount Kisco); Michael Quinn as alternate for Michael Grace (Town of Yorktown)

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

2) Pledge of Allegiance

3) Approve Meeting Minutes of January 10, 2017

a. Annual Meeting

Motion by Director Parsons, seconded by Jon Powers to approve the Annual Board of Directors Meeting Minutes of January 10, 2017; all in favor.

b. Quarterly Meeting

Motion by Director Parsons, second by Director Lucas to approve the Quarterly Board of Directors Meeting Minutes of January 10, 2017; all in favor.

4) Financial Disclosures

Joanne Tavino notified board members that they should have received an email link to complete the financial disclosure, which is due by May 15, 2017.

5) Elect Finance Committee

a. Resolution to Elect Finance Committee

Motion by Director Parsons, seconded by Jon Powers to appoint Warren Lucas, MaryEllen Odell and Tony Hay to the Finance Committee to provide oversight for East of Hudson Watershed Corporation.

WHEREAS, the Board of Directors has heretofore appointed members to a Finance Committee to provide financial oversight for the Corporation; and

WHEREAS, the Board wishes to formally establish the purposes of the Finance Committee and to appoint members for the current year;

NOW THEREFORE IT IS HEREBY RESOLVED, that the purpose of the Finance Committee is to provide financial oversight for the Corporation, including oversight of the annual budget process, cash flow and money management, financial planning, investments and investment policy, financial reporting, compliance with requirements of funding agreements, and creation and monitoring of internal controls and accountability policies; and

BE IT FURTHER RESOLVED that the Board of Directors hereby appoints the following individuals to the Finance Committee, with all rights and privileges thereof;

Warren Lucas
Tony Hay
MaryEllen Odell

BE IT FURTHER RESOLVED that the members of the Finance Committee shall serve until the next annual meeting of the East of Hudson Watershed Corporation, to be held on or about January 2018, or until such time as the Board of Directors shall appoint new members.

Motion passed; all in favor. (R-0509-01)

b. Resolution to Appoint New Member to Audit Committee

Motion by Director Parsons, seconded by Director Lucas to appoint Chris Burdick to replace Warren Lucas on the Audit Committee.

WHEREAS, in the interest of maintaining the independence of the Audit Committee from the financial management and operations of the Corporation, the Corporation's Counsel has recommended that the Treasurer of the Corporation not serve as a member of the Audit Committee; and

WHEREAS, the Treasurer has agreed it is in the best interests of the Corporation that he be replaced on the Audit Committee and continue to serve as a member of the Finance Committee;

NOW THEREFORE IT IS HEREBY RESOLVED that the Board of Directors hereby appoints Chris Burdick to replace Warren Lucas as a member of the Audit Committee, with all rights and privileges thereof; and

BE IT FURTHER RESOLVED that all members of the Audit Committee shall serve until the next annual meeting of the East of Hudson Watershed Corporation, to be held on or about January 2018, or until such time as the Board of Directors shall appoint new members.

Motion passed; all in favor. **(R-0509-02)**

6) Acceptance of Audit

a. 2016 Audit

Motion by Director Parsons, seconded by Bruce Walker to accept the 2016 Audit; all in favor.

b. 2016 Form 990

Motion by Director Parsons, seconded by Bruce Walker to accept the 2016 Form 990; all in favor.

c. 2016 CHAR 500

Motion by Director Parsons, seconded by Bruce Walker to accept the 2016 CHAR 500; all in favor.

7) Financial Update

a. Year-to-date and Inception-to-date

Joanne reported that the funds on hand as of March 31 were \$10.7 million. There were approximately \$400,000 in expenditures the first quarter. The first five-year program will end with \$6.5 million in remaining funds. Approximately \$1 million was budgeted for Year 6 construction projects and roughly \$500,000 for administrative expenses in 2017. We expect to end the year with \$5 million on hand.

b. Investments

Joanne notified members that with help and approval of Director Lucas on investment transactions done to date, the first six months yielded a .5% return, compared to 0.05% that was being earned prior to investing. The most recent fund purchase is currently yielding .9%.

8) List of Reporting and Filing Due Dates

Joanne reported that we are up to date on most items. Kevin stated that the 2016 Annual DEC Retrofit Report was submitted to New York State of Department of Environmental Conservation (NYS DEC) and will soon be sent to Putnam County as well. Submission dates will be added to the schedule for both items in time for the next meeting. If any anyone is interested in viewing the 2016 Annual Report, an internal copy is available.

9) Project Update

Kevin Fitzpatrick reported there are currently 12 projects which are in various phases of construction, 8 of which will be closed out by the next Board of Directors meeting and will bring us above the 400 kilogram removal threshold. The remaining 4 projects will be on schedule to be completed by end of year and will put us at 519 kilograms removed for the first five years of the program. The execution of all the projects we have, excluding SE-POT-02, will bring us to our goal with extra kilograms that will be carried over into the next five-year cycle.

It was noted that the bottom chart contains only Year 6 projects that are active. As we move into the future, projects for additional years will be added. We expect the projects highlighted in yellow to go to construction within the next year or they may be removed entirely because they have been completed. The chart will be updated regularly. The workplans for years 7, 8, 9 and 10 will be added to the chart once they have been compiled and reviewed.

a. Program Summary

Kevin presented the Program Summary and invited any questions or inquiries from supervisors.

10) Annual Work Plan

Kevin explained that in order to move ahead with the workplan, continued support and efforts to lock in private property installations will be necessary. We will be working diligently to find executable projects. The cooperation of private property owners will be the largest issue we will have to tackle over the next five years. Towns will be notified when assistance is necessary because oftentimes East of Hudson Watershed Corporation (EOHWC) will not be as successful in getting an agreement in place with private property owners as the representative of the town would be. In addition, it is requested that when you meet with your planning departments to look at projects within your towns, please keep in mind that EOHWC can get involved and start working with the towns and private developers to make sure they incorporate phosphorus reduction elements into projects that are already being executed. The NYS DEC has encouraged us to attach the phosphorus reduction element on projects within each municipality that are being executed by private developers, therefore, any cooperation that can be provided will be most helpful. Director Lucas suggested that it may be a good idea to review the regulations and change them to require that of all towns. Director Williams stated that it could discourage commercial development from coming into that community because the developer is being forced to incur additional costs that are not benefiting them. Kevin acknowledged that could be an issue and feels that we need to work on other methods to achieve these goals. Director Williams emphasized that if a project is being done and stormwater is part of the approval process, EOHWC cannot get credit; however, if it is something over and above what is required of the approvals of NYS DEC and New York City Department of Environmental Protection (NYC DEP), then EOHWC can get credit for that portion. Kevin concluded that we need to come up with a strong approach and encourage better communication with planning departments within each municipality. Bruce Walker suggested the best way to obtain a list of projects in Putnam county would be to contact Sandra at the Planning Board and request a copy of the Large Developments Project Report. Kevin reminded members that he will be reaching out to every supervisor to set up a line of communication with the appropriate point of contact.

11) O & M Update

Kevin notified the members that in order to bill each town at a standard rate across the board, the Federal Emergency Management Agency (FEMA) rates will be utilized to prepare the O & M schedule of values. Additionally, notification was given that the 2017 O & M inspections will be underway soon. It was discovered that highway departments are not always the correct contact in each town for O & M, thereby the name of the best individual to contact was requested by Kevin.

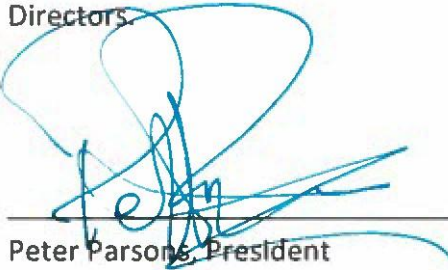
12) Other business

No other business was brought forward.

11) Adjournment – Motion to adjourn by Director Parsons, seconded by Director Lucas; all in favor. Adjourned 10:32 AM.

PRESIDENT'S CERTIFICATE

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

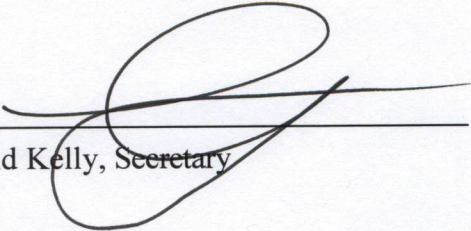


Peter Parsons, President

8/8/17
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

5/9/17
Date