



# EAST OF HUDSON WATERSHED CORPORATION

## BOARD OF DIRECTORS MEETING

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

TIME and DATE: 10:00 AM, Tuesday, August 12, 2014

### Meeting Minutes

#### 1) Opening of Meeting at 10:10 AM

- In attendance: Michael Griffin (Town of Patterson), and as proxy for Bruce Walker (Putnam County); David Kelly (Town of Pawling); Peter Parsons (Town of Lewisboro); Warren Lucas (Town of North Salem); Bruce Barber, proxy for Michael Grace (Town of Yorktown); Robert Tendy (Town of Putnam Valley); Tony Hay (Town of Southeast); Chris Burdick (Town of Bedford); Sabrina Charney Hull, Proxy for Robert Greenstein (Town of New Castle); Jon Powers (Proxy for Town of Pound Ridge); Steve Woelfle, Proxy for Rick Morrissey (Town of Somers); Maureen Fleming (Town of Kent); Michael Cindrich (Town of Mt. Kisco); Rich Williams (Town of Patterson); George Rodenhausen (Legal Counsel, EOHWC); Rahul Verma (EOHWC); Sharon Dirac (EOHWC); Kevin Fitzpatrick (EOHWC); Joanne Tavino (EOHWC); Danielle Harris (EOHWC); Laurie Taylor (Putnam County Planning); Vincent Giorgio (NYCDEP); Mike Meyer (NYCDEP)
- ABSENT: James Schoenig (Village of Brewster); Robert Tendy (Town of Putnam Valley); Kenneth Schmitt (Town of Carmel)

#### 2) Pledge of Allegiance

#### 3) Approve Meeting Minutes – May 13, 2014

Thereupon a motion by Director Burdick, seconded by Director Kelly, it was unanimously agreed:

**WHEREAS**, the Board of Directors of the East of Hudson Watershed Corporation deemed it desirable and essential to approve the Board of Directors Meeting Minutes from May 13, 2014; and

**WHEREAS**, the Directors of the East of Hudson Watershed Corporation have reviewed the Meeting Minutes for the May 13, 2014 meeting;

**NOW, THEREFORE BE IT RESOLVED**, that the Board of Directors of the East of Hudson Watershed Corporation hereby approves the Board of Directors Meeting Minutes for May 13, 2014 **(R#0812-01)**

#### 4) Project Status and Financial Reports

Mr. Verma distributed and presented a report on project status; Ms. Tavino presented a financial report (current to July 24, 2014).

#### 5) Approve Southeast Reimbursement Agreements

Approve Reimbursement, Reassignment & Reclassification of Expenses – SRP SE-DI-03

Thereupon a motion by Director Burdick, seconded by Director Kelly, it was agreed:

**WHEREAS**, the Town of Southeast (“Southeast”), a member of the East of Hudson Watershed Corporation (“EOHWC”), began implementing the stormwater retrofit project identified as “SE-DI-03”, prior to the formation of the EOHWC; and

**WHEREAS**, SE-DI-03 is included in the EOHWC's Regional Stormwater Retrofit Plan, as approved by the New York State Department of Environmental Conservation; and

**WHEREAS**, Southeast has requested the EOHWC provide reimbursement of expenses incurred for work performed in connection with SE-DI-03; and

**WHEREAS**, by Resolution #R-0806-06, which was adopted on August 6, 2013, the Board of Directors of the EOHWC approved the reimbursement of expenses, in the amount of \$5,423.75 from the Putnam County MOA Funds, for the purpose of reimbursing Southeast for costs incurred for the stormwater retrofit project identified as "SE-POT-02" ("Reimbursement No.1"); and

**WHEREAS**, by Resolution #R-1203-07, which was adopted on December 3, 2013, the Board of Directors of the EOHWC approved the reimbursement of expenses in the amount of \$10,809.58 for the purpose of reimbursing Southeast for costs incurred for SE-POT-02 ("Reimbursement No.2"); and

**WHEREAS**, it has now been determined that the invoices for Reimbursement No.1 and Reimbursement No.2 previously submitted to the EOHWC and disbursed to Southeast were incorrectly invoiced to SE-POT-02 and should have been invoiced to SE-DI-03; and

**WHEREAS**, Southeast has submitted an additional request for reimbursement expenses in the amount of \$36,094.01, which represents costs for the engineering work performed by Nathan L. Jacobson & Associates in the amount of \$8,144.83 and construction work performed by Southeast's employees in the amount of \$27,949.18 ("Reimbursement No.3"); and

**WHEREAS**, Southeast has informed the EOHWC that Southeast will be submitting an additional request for the reimbursement of expenses incurred for the engineering work performed in connection with SE-DI-03 in the amount of \$4,855.17 ("Reimbursement Request No.4"); and

**WHEREAS**, Southeast has informed the EOHWC that Southeast will be submitting an additional request for the reimbursement of expenses incurred for construction labor and materials in connection with SE-DI-03 in the amount of \$50,000 ("Reimbursement Request No.5"); and

**WHEREAS**, in light of reassignment of costs from SE-POT-02 to SE-DI-03 for Reimbursement No.1 and Reimbursement No.2, it is understood that Southeast's full reimbursement request for SE-DI-03 includes a total cost in the amount of \$107,182.51; and

**WHEREAS**, it has now been determined that the source of funds to be used for funding SE-DI-03 should be identified; now therefore be it

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves Reimbursement No.1 in the amount of \$5,423.75 and Reimbursement No.2 in the amount of \$10,809.58 shall be reassigned from SE-POT-02 to SE-DI-03; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves Reimbursement No.1 in the amount of \$5,423.75 and Reimbursement No.2 in the amount of \$10,809.58, that was previously paid to Southeast, shall be reclassified from the Putnam County MOA Funds to the NYCDEP Funding Agreement WSP Funds; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves Reimbursement No.3 in the amount of \$36,094.01 from the NYCDEP Funding Agreement WSP Funds as described herein, for the purpose of reimbursing Southeast for costs incurred for work performed in connection with SE-DI-03; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves Reimbursement No.4 in the amount of \$4,855.17 from the NYCDEP Funding Agreement WSP Funds, for the purpose of reimbursing Southeast for costs incurred for engineering work performed in connection with SE-DI-03 and authorizes the distribution of funds for the project referenced herein upon receipt of appropriate vouchers and documentation from Southeast and subject to the review by and approval of the Executive Committee; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves Reimbursement No.5 in the amount of \$50,000 from the NYCDEP Funding Agreement WSP Funds, for the purpose of reimbursing Southeast for costs incurred for construction labor and materials in connection with SE-DI-03 and authorizes the distribution of funds for the project referenced herein upon receipt of appropriate vouchers and documentation from Southeast and subject to the review by and approval of the Executive Committee; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC hereby authorizes the reimbursement of expenses in an amount not to exceed \$107,182.51 for the purpose of reimbursing Southeast for costs incurred for SE-DI-03. **(R# 0812-02)**

Approve Classification of Reimbursement Expenses - SRP SE-EB-05

Thereupon a motion by Director Burdick, seconded by Director Kelly it was agreed:

**WHEREAS**, the Town of Southeast (“Southeast”), a member of the East of Hudson Watershed Corporation (“EOHWC”), began implementing the stormwater retrofit project identified as “SE-EB-05”, prior to the formation of the EOHWC; and

**WHEREAS**, SE-EB-05 is included in the EOHWC’s Regional Stormwater Retrofit Plan, as approved by the New York State Department of Environmental Conservation; and

**WHEREAS**, Southeast has requested the EOHWC provide reimbursement of expenses incurred for work performed in connection with SE-EB-05; and

**WHEREAS**, by Resolution # R-0806-06, which was adopted on August 6, 2013, the Board of Directors of the EOHWC approved the reimbursement of expenses in the amount of \$23,695.44 from the Putnam County MOA Funds, for the purpose of reimbursing Southeast for costs incurred for SE-EB-05 (“Reimbursement No. 1”); and

**WHEREAS**, by Resolution #R-1203-07, which was adopted on December 3, 2013, the Board of Directors of the EOHWC approved the reimbursement of expenses in the amount of \$829.88 for the purpose of reimbursing Southeast for costs incurred for SE-EB-05 (“Reimbursement No. 2”); and

**WHEREAS**, the EOHWC has previously disbursed funds in the amount \$1,102.63 for the purpose of reimbursing Southeast for costs incurred for SE-EB-05 (“Reimbursement No. 3”); and

**WHEREAS**, it is understood that Southeast’s full reimbursement request for SE-EB-05 includes a total cost in the amount of \$25,627.95, all of which has been disbursed to Southeast; and

**WHEREAS**, it has now been determined that the source of funds to be used for funding SE-EB-05 should be identified; now therefore be it

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves the Reimbursement No. 1 in the amount of \$23,695.44, Reimbursement No.2 in the amount of \$829.88 and Reimbursement No. 3 in the amount of \$1,102.63, that was previously paid to Southeast, shall be classified and come from the Putnam County MOA Funds; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves the reimbursement of expenses in an amount not to exceed \$25,627.95 for the purpose of reimbursing Southeast for costs incurred for SE-EB-05. **(R-0812-03)**

Approve Reimbursement & Reclassification of Expenses – SRP SE-PA-05

Thereupon a motion by Director Burdick, seconded by Director Kelly it was agreed:

**WHEREAS**, the Town of Southeast (“Southeast”), a member of the East of Hudson Watershed Corporation (“EOHWC”), began implementing the stormwater retrofit project identified as “SE-EB-05”, prior to the formation of the EOHWC; and

**WHEREAS**, SE-EB-05 is included in the EOHWC's Regional Stormwater Retrofit Plan, as approved by the New York State Department of Environmental Conservation; and

**WHEREAS**, Southeast has requested the EOHWC provide reimbursement of expenses incurred for work performed in connection with SE-EB-05; and

**WHEREAS**, by Resolution #R-0806-06, which was adopted on August 6, 2013, the Board of Directors of the EOHWC approved the reimbursement of expenses in the amount of \$23,695.44 from the Putnam County MOA Funds, for the purpose of reimbursing Southeast for costs incurred for SE-EB-05 ("Reimbursement No. 1"); and

**WHEREAS**, by Resolution #R-1203-07, which was adopted on December 3, 2013, the Board of Directors of the EOHWC approved the reimbursement of expenses in the amount of \$829.88 for the purpose of reimbursing Southeast for costs incurred for SE-EB-05 ("Reimbursement No. 2"); and

**WHEREAS**, the EOHWC has previously disbursed funds in the amount \$1,102.63 for the purpose of reimbursing Southeast for costs incurred for SE-EB-05 ("Reimbursement No. 3"); and

**WHEREAS**, it is understood that Southeast's full reimbursement request for SE-EB-05 includes a total cost in the amount of \$25,627.95, all of which has been disbursed to Southeast; and

**WHEREAS**, it has now been determined that the source of funds to be used for funding SE-EB-05 should be identified; now therefore be it

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves the Reimbursement No. 1 in the amount of \$23,695.44, Reimbursement No.2 in the amount of \$829.88 and Reimbursement No. 3 in the amount of \$1,102.63, that was previously paid to Southeast, shall be classified and come from the Putnam County MOA Funds; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves the reimbursement of expenses in an amount not to exceed \$25,627.95 for the purpose of reimbursing Southeast for costs incurred for SE-EB-05. **(R#0812-04)**

Approve Reimbursement, Reassignment & Classification of Expenses – SRP SE-PA-24

Thereupon a motion by Director Burdick, seconded by Director Kelly it was agreed:

**WHEREAS**, the Town of Southeast ("Southeast"), a member of the East of Hudson Watershed Corporation ("EOHWC"), began implementing the stormwater retrofit project identified as "SE-PA-24", prior to the formation of the EOHWC; and

**WHEREAS**, SE-PA-24 is included in the EOHWC's Regional Stormwater Retrofit Plan, as approved by the New York State Department of Environmental Conservation; and

**WHEREAS**, Southeast has requested the EOHWC provide reimbursement of expenses incurred for work performed in connection with SE-PA-24; and

**WHEREAS**, by Resolution #R-1203-07, which was adopted on December 13, 2013, the Board of Directors of the EOHWC approved the reimbursement of expenses in the amount of \$5,104.14 for the purpose of reimbursing Southeast for costs incurred for the stormwater retrofit project identified "SE-PA-06B" ("Reimbursement No. 1"); and

**WHEREAS**, it has now been determined that the invoice for Reimbursement No.1 previously submitted to the EOHWC and disbursed to Southeast was incorrectly invoiced to SE-PA-06B and should have been invoiced to SE-PA-24; and

**WHEREAS**, Southeast has submitted an additional request for reimbursement in the amount of \$113.25 for the work performed in connection with SE-PA-24 ("Reimbursement No. 2"); and

**WHEREAS**, Southeast has informed the EOHWC that Southeast will be submitting an additional request for the reimbursement of expenses incurred for the engineering work performed in connection with SE-PA-24 in the amount of \$3,886.75 (“Reimbursement No.3”); and

**WHEREAS**, in light of reassignment of costs from SE-PA-06B to SE-PA-24 for Reimbursement No.1, it is understood that Southeast’s full reimbursement request for SE-PA-24 includes a total cost in the amount of \$9,104.14; and

**WHEREAS**, it has now been determined that the source of funds to be used for funding SE-PA-24 should be identified; now therefore be it

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves Reimbursement No.1 in the amount of \$5,104.14, shall be reassigned from SE-PA-06B to SE-PA-24 and classified from the Putnam County MOA Funds; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves Reimbursement No.2 in the amount of \$113.25 from the Putnam County MOA Funds, for the purpose of reimbursing Southeast for costs incurred for work performed in connection with SE-PA-24; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC approves Reimbursement No.3 in the amount of \$3,886.75 from the Putnam County MOA Funds and authorizes the distribution of funds for the project referenced herein upon receipt of appropriate vouchers and documentation from Southeast and subject to the review by and approval of the Executive Committee; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC hereby authorizes the reimbursement of expenses in an amount not to exceed \$9,104.14 for the purpose of reimbursing Southeast for costs incurred for SE-PA-24. **(R#0812-05)**

Approve Reimbursement & Reclassification of Expenses – SRP SE-POT-01

Thereupon a motion by Director Burdick, seconded by Director Kelly it was agreed:

**WHEREAS**, the Town of Southeast (“Southeast”), a member of the East of Hudson Watershed Corporation (“EOHWC”), began implementing the stormwater retrofit project identified as “SE-POT-01”, prior to the formation of the EOHWC; and

**WHEREAS**, SE-POT-01 is included in the EOHWC’s Regional Stormwater Retrofit Plan, as approved by the New York State Department of Environmental Conservation; and

**WHEREAS**, Southeast has requested the EOHWC provide reimbursement of expenses incurred for work performed in connection with SE-POT-01; and

**WHEREAS**, the EOHWC has previously disbursed funds in the amount of \$90,381.44 for the purpose of reimbursing Southeast for costs incurred for SE-POT-01 (“Reimbursement No.1”); and

**WHEREAS**, Southeast has submitted an additional request for the reimbursement in the amount of \$49,725.49 for the engineering work performed in connection with SE-POT-01 (“Reimbursement No.2”); and

**WHEREAS**, Southeast has informed the EOHWC that Southeast will be submitting an additional request for the reimbursement of expenses incurred for the engineering work performed for SE-POT-01 in the amount of \$30,893.07 (“Reimbursement No.3”); and

**WHEREAS**, it is understood that Southeast's full reimbursement request for SE-POT-01 includes a total cost in the amount of \$171,000; and

**WHEREAS**, it has now been determined that the source of funds to be used for funding SE-POT-01 should be identified; now therefore be it

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves Reimbursement No.1 in the amount of \$90,381.44, that was previously paid to Southeast for work performed for SE-POT-01, shall be

reclassified from the Putnam County MOA Funds to the NYCDEP Funding Agreement WSP Funds; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves Reimbursement No.2 in the amount of \$49,725.49 from the NYCDEP Funding Agreement WSP Funds, for the purpose of reimbursing Southeast for costs incurred for engineering work performed in connection with SE-POT-01; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC approves Reimbursement No.3 in the amount of Southeast \$30,893.07 from the NYCDEP Funding Agreement WSP Funds and authorizes the distribution of funds for the project referenced herein upon receipt of appropriate vouchers and documentation from Southeast and subject to the review by and approval of the Executive Committee; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC hereby authorizes the reimbursement of expenses in an amount not to exceed \$171,000 for the purpose of reimbursing Southeast for costs incurred for SE-POT-01. **(R#0812-06)**

Approve Reimbursement & Reassignment of Expenses – SRP SE-POT-02

Thereupon a motion by Director Burdick, seconded by Director Kelly it was agreed:

**WHEREAS**, the Town of Southeast (“Southeast”), a member of the East of Hudson Watershed Corporation (“EOHWC”), began implementing the stormwater retrofit project identified as “SE-POT-02”, prior to the formation of the EOHWC; and

**WHEREAS**, SE-POT-02 is included in the EOHWC’s Regional Stormwater Retrofit Plan, as approved by the New York State Department of Environmental Conservation; and

**WHEREAS**, Southeast has requested the EOHWC provide reimbursement of expenses incurred for work performed in connection with SE-POT-02; and

**WHEREAS**, by Resolution #R-0806-06, which was adopted on August 6, 2013, the Board of Directors of the EOHWC approved the reimbursement of expenses, in the amount of \$5,423.75 from the Putnam County MOA Funds, for the purpose of reimbursing Southeast for costs incurred for SE-POT-02 (“Reimbursement No.1”); and

**WHEREAS**, by Resolution #R-1203-07, which was adopted on December 3, 2013, the Board of Directors of the EOHWC approved the reimbursement of expenses in the amount of \$10,809.58 for the purpose of reimbursing Southeast for expenses incurred for SE-POT-02 (“Reimbursement No.2”); and

**WHEREAS**, it has now been determined that the invoices for Reimbursement No.1 and Reimbursement No.2 previously submitted to the EOHWC and disbursed to Southeast were incorrectly invoiced to SE-POT-02 and should have been invoiced to the stormwater retrofit project identified as “SE-DI-03”; and

**WHEREAS**, Southeast has submitted an additional request for reimbursement in the amount of \$35,224.71 for the work performed in connection with SE-POT-02 (“Reimbursement No.3”); and

**WHEREAS**, Southeast has informed the EOHWC that Southeast will be submitting an additional request for the reimbursement of expenses incurred for the engineering work performed in connection with SE-POT-02 in the amount of \$121,895.29 (“Reimbursement No.4”); and

**WHEREAS**, in light of reassignment of costs from SE-POT-02 to SE-DI-03 for Reimbursement No.1 and Reimbursement No.2, it is understood that Southeast’s full reimbursement request for SE-POT-02 includes a total cost in the amount of \$157,120; and

**WHEREAS**, it has now been determined that the source of funds to be used for funding SE-POT-02 should be identified; now therefore be it

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves Reimbursement No.1 in the amount of \$5,423.75 and Reimbursement No.2 in the amount of \$10,809.58, that was previously paid to Southeast, shall be reassigned from SE-POT-02 to SE-DI-03; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC hereby approves Reimbursement No.3 in the amount of \$35,224.71 from the NYCDEP Funding Agreement WSP Funds, for the purpose of reimbursing Southeast for costs incurred for work performed in connection with SE-POT-02.

**RESOLVED**, that the Board of Directors of the EOHWC approves Reimbursement No.4 in the amount of \$121,895.29 from the NYCDEP Funding Agreement WSP Funds and authorizes the distribution of funds for the project referenced herein upon receipt of appropriate vouchers and documentation from Southeast and subject to the review by and approval of the Executive Committee; and be it further

**RESOLVED**, that the Board of Directors of the EOHWC hereby authorizes the reimbursement of expenses in an amount not to exceed \$157,120 for the purpose of reimbursing Southeast for costs incurred for SE-POT-02. **(R# 0812-07)**

**6) Review & Accept 2012 Audit**

Thereupon a motion by Director Kelly seconded by Director Burdick, it was agreed:

**WHEREAS**, the Executive Committee of the East of Hudson Watershed Corporation (the "Corporation") has reviewed the independent auditor's report on the audited financial statements of the Corporation for the fiscal year ending on December 31, 2012; and

**WHEREAS**, the Corporation believes the independent auditor's report and the financial statements are reasonable and appropriate and has recommended that the Board of Directors accept the independent auditor's report and authorize the release of the financial statements; it is therefore

**RESOLVED** that the Board of Directors hereby accepts the independent auditor's report on the audited financial statements of the Corporation for the fiscal year ending on December 31, 2012 and authorizes the release of such audited financial statements. **(R# 0812-08)**

**7) Executive Session**

Thereupon a motion by Director Kelly, seconded by Director Burdick, it was unanimously agreed to move into Executive Session to discuss and review personnel matters.

Thereupon a motion by Director Lucas, seconded by Director Burdick, it was unanimously agreed to return to general session.

**8) Hire Staff Attorney & Controller**

Thereupon a motion by Director Parsons, seconded by Director Kelly it was agreed to enter into an Employment Agreement with Joanne Tavino as Controller and to authorize President Griffin to sign said Agreement as approved by Counsel:

(Vote: 13 to 2)

Thereupon a motion by Director Kelly, seconded by Director Burdick it was agreed to enter into an Employment Agreement with Danielle Harris as Staff Attorney and to authorize President Griffin to sign said Agreement as approved by Counsel.

(Vote: 13 to 2)

**9) Next Quarterly Meeting Date**

The Board discussed and agreed to schedule the next quarterly meeting on Tuesday, November 18, 2014.

## **10) Adjournment**

Thereupon a motion by Director Griffin, seconded by Director Kelly, the meeting was adjourned at 1:45 pm.