



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, August 9, 2016

Meeting Minutes

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

Voting Members in Attendance: Peter Parsons (Town of Lewisboro) for himself and as alternate for Chris Burdick (Town of Bedford); Warren Lucas (Town of North Salem) for himself and as alternate for Dave Kelly (Town of Pawling); Bruce Walker as alternate for MaryEllen Odell (Putnam County); Sabrina Charney-Hull as alternate for Robert Greenstein (Town of New Castle); 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)

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

2) Pledge of Allegiance

3) Approve Meeting Minutes: May 10, 2016

Motion by Jon Powers, seconded by Director Lucas to approve the Board of Directors' Meeting Minutes of May 10, 2016; all in favor.

4) Financial Update

Joanne reported that the year-to-date expenditures through June 30th were approximately \$1.5 million. We currently have a fund balance of \$12 million. The program will finalize with an estimated \$6 million fund balance; \$4 million of Westchester funds and \$2 million of Putnam funds with budgeted expenses for the remainder of the program.

5) Fiscal Policies and Procedures

Joanne reported that she has been working with George Rodenhausen and Christine Chale to revise the Fiscal Policies and Procedures manual. Specifically, certain areas have been cut out and appropriately placed into other policies. Additionally, the vacancy of the executive director position allows the

president and director of engineering to step in on those duties. Procedures have been added since 2012 of how change orders are handled and in addition, a separate procurement policy has been written. Joanne requested that the Board of Directors adopt the version presented today as the new Fiscal Policies and Procedures manual. Director Parsons added that the Executive Committee has reviewed and recommended its adoption.

Motion by Director Parsons, seconded by Jon Powers to adopt the revised Fiscal Policies and Procedures manual as recommended by the Executive Committee.

At the Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on August 9, 2016, the following resolution was moved and seconded:

WHEREAS, the Corporation has adopted numerous policies since the current Manual of Fiscal Policies and Procedures was adopted by the Board of Directors on March 1, 2012; and

WHEREAS, after thorough review and discussion, on July 28, 2016, the Executive Committee recommended to the full Board of Directors that the annexed revised Manual of Fiscal Policies and Procedures be adopted to eliminate redundancies and conflicts with subsequently adopted policies and procedures and to make other substantive changes to improve internal controls; and

WHEREAS, the proposed revised Manual authorizes the President to act in the place of the Executive Director when the Executive Director position is vacant, and clarifies that the Administrative Officer is the Executive Director when the position is filled and is the Director of Engineering when the position of Executive Director is vacant; and

WHEREAS, the proposed revised Manual includes a municipal reimbursement procedure for payment of municipal expenses associated with stormwater retrofit projects, clarifies change order procedures for improved internal control and recognizes that the Corporation will use the encumbrance system of accounting to track expenses; and

WHEREAS, the proposed revised Manual is consistent with the recommendations of the Corporation's auditors and the rules of the Authorities Budget Office;

NOW THEREFORE IT IS HEREBY RESOLVED by the Board of Directors of the East of Hudson Watershed Corporation that the revised Manual of Fiscal Policies and Procedures is adopted effective immediately.

Motion passed; all in favor.

6) List of Reporting and Filing Due Dates

Joanne provided a list of reporting and filing due dates noting that other than the remaining four financial disclosures that were due May 15, 2016, all other items are currently up to date. Village of Brewster, Town of Bedford, Town of Yorktown and Town of Pawling are currently delinquent. Bruce

Walker volunteered to reach out to James Schoenig (Village of Brewster) and Dave Kelly (Town of Pawling). Director Parsons agreed to contact Chris Burdick (Town of Bedford) and Michael Grace (Town of Yorktown).

7) Project Update

Kevin reported that we are currently at 358.2 kilograms reduced. Within the next month or two, another 8 projects will be submitted, which will bring us to approximately 386 kilograms. We anticipate completing a majority of the projects by the end of the year. The expectation is that there will be enough construction to exceed 460 kilograms. Projects which may be the exception are MK-NC-20 & 21 and NS-EB-01. The NYS DEC is aware of all our numbers and is pleased with our progress thus far.

a. Program Summary

An updated Program Summary packet was presented by Kevin. Individual towns were encouraged to reach out with any questions.

8) O & M discussion

Kevin reminded members that O & M works by bubble compliance. All members are required to participate in order for the program to work. Very few reports from highway departments and representatives have been received to date. We need to know what the full program requires in a given year in order to know what to ask each town to contribute, whether it's a financial responsibility or time and materials. Kevin and John will be visiting sites and have volunteered to contact the highway departments and meet them on site to instruct them to execute certain steps so progress can be made. Importance was placed upon being proactive, rather than reactive. Director Parsons added that it may be best to reach out to highway departments after September 1st, as most are currently occupied and more than likely would not have the time to respond prior to that time. Kevin agreed and pointed out that the fall months are likely a better time to address O & M nevertheless. We are presently waiting for O & M agreements from both the Town of Pawling and Putnam County. Dave Kelly has promised to provide the signed agreement, however; we continue to await its delivery. John Belyea has volunteered to reach out to the town clerk at the Town of Pawling at the request of Director Parsons in order to obtain a signed and sealed copy. Putnam County is expected to approve their O & M agreement in the next few days.

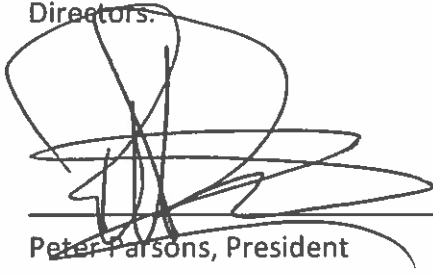
9) Other business

Director Hay requested that when meeting agendas are emailed, any changes from the original draft be made obvious. Director Parsons suggested changes be shown in red and if there are no changes, that it is clearly stated.

**10) Adjournment – Motion to adjourn by Director Parsons, seconded by Jon Powers; all in favor.
Adjourned 10:18 am.**

PRESIDENT'S CERTIFICATE

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

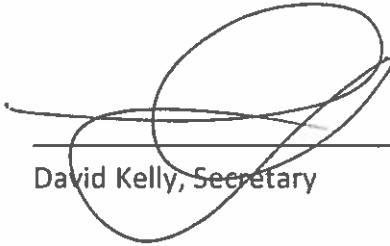


Peter Parsons, President

10/18/16
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

10/18/16
Date