

EAST OF HUDSON WATERSHED CORPORATION

EXECUTIVE COMMITTEE MEETING

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

TIME and DATE: 9:30 AM, Thursday, October 23, 2014

Meeting Minutes

1. Open Meeting

In Attendance: Michael Griffin (alternate for Bruce Walker), Warren Lucas, Peter Parsons, Chris Burdick, Rich Williams, Sabrina Charney-Hull, Sharon Dirac, Joanne Tavino, Kevin Fitzpatrick, Danielle Harris, Vincent Gregorio (NYCDEP)

Absent: David Kelly, Ken Schmitt, Bruce Barber, Walter Artus

2. Status Report: 2013 Audit

In-house review by R.S. Abrams (10/27/14)

Ms. Tavino reported that audit preparation is on schedule; items requested by the auditor (R.S. Abrams) have been provided. Nick Giangrande will be at EOHWC offices on Monday, October 27th for the entire day. The goal for completion is by next Executive Committee meeting on 11/13/14).

Management Letters

Confirmation letters were sent to EOHWC officers and to EOHWC funding sources (NYCDEP and Town of Bedford in 2013). Management letters will be prepared after audit with report of findings, concerns and/or recommendations.

Form 990, CHAR 500

Both forms are to be completed and submitted by the 11/15/14 due date.

3. Status Report: Form 1023

The Form 1023 was completed and submitted to the IRS (via UPS) on Tuesday, October 21, 2014. (Delivery confirmed on October 23, 2014; IRS receipt received on 11/7/14).

4. Status Report: 2015 Budget

Ms. Tavino reported that she has looked at the administrative expenses and will be budgeting just under \$500,000 in 2015 (i.e. expenses related to salaries, insurance, overhead, etc.). Program costs will depend on anticipated projects next year; Mr. Fitzpatrick noted that we will have a better idea of 2015

projects later this month (after NYSDEC review of projects); and will provide more details at the next Executive Committee meeting.

5. Follow-up: NYCDEP Meeting on 9/23/14

A discussion took place on the status of information requests from NYCDEP (as noted at last Executive Committee meeting on 9/25/14). Mr. Gregorio (NYCDEP) sent information to Ms. Harris on requirements related to VENDX and worker's compensation documents. Ms. Harris will coordinate with EOHWC staff to address and fulfill this request.

6. Report & Update: Conference Call with NYSDEC

Ms. Harris and Mr. Fitzpatrick provided a brief summary of the conference call that they had with Robert Capowski and Ken Kosinski of the NYSDEC on October 14, 2014. EOHWC has submitted reports on completed projects which are now under review by NYSDEC.

7. Project Status Update

Letter to municipalities requesting projects

Mr. Fitzpatrick reported that very few municipalities had responded to the "call for projects" letter sent just after the Executive Committee meeting on September 25, 2014 (specifically the towns of Bedford, Lewisboro and Pound Ridge). Discussion took place about a follow-up notice being prepared for distribution to municipalities. Further discussion and update on responses will be addressed at next meeting (1/13/14).

S-MU-03 Work Change Directive #3

Thereupon a motion by Chris Burdick, seconded by Director Lucas, it was unanimously agreed that

WHEREAS, the East of Hudson Watershed Corporation ("EOHWC") is implementing the stormwater retrofit project identified as "S-MU-03" (BOCES), which is a channel stabilization project located in the Town of Somers; and

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

WHEREAS, by Resolution #R-0703-01, which was adopted on July 3, 2014, the Executive Committee of the EOHWC authorized the construction contract to be awarded to Legacy Supply, LLC to perform the construction work for S-MU-03 ("construction contract"); and

WHEREAS, the construction contract was awarded in the amount of \$791,099 ("contract price"), which includes costs for all work other than unit price work in the amount of \$696,399 and costs for all unit price work in the amount of \$94,700; and

WHEREAS, the costs for unit price work includes, amongst other things, costs for "Miscellaneous Additional Work" in the amount of \$75,000; and

WHEREAS, Legacy Supply, LLC encountered and disposed of 119 cubic yards of boulders and rocks while performing grading and excavation work for S-MU-03; and

WHEREAS, EOHWC and Legacy Supply, LLC have agreed that EOHWC shall pay the contractor in the amount of \$18,290.10 (“Boulder/Rock Removal Cost”), which represents costs for 89.22 cubic yards of the total 119 cubic yards of boulders and rocks that were encountered and disposed of at the reduced unit price of \$205 per cubic yard; and

WHEREAS, Legacy Supply, LLC has requested to assign a portion of the total Boulder/Rock Removal Cost as unit price work identified as “Miscellaneous Additional Work” and the remaining portion as a revision to the construction work and change in the contract price pursuant to a change order; and

WHEREAS, the EOHWC has previously approved Work Change Directives No.1 & No. 2, which identified the work to be performed and included the related costs in the total amount of \$64,023.92, that constituted a portion of the construction work that is categorized as Miscellaneous Additional Work; and

WHEREAS, Legacy Supply, LLC has submitted Work Change Directive No. 3 to the EOHWC for approval, a copy of which is annexed hereto as Exhibit “A”; and

WHEREAS, Work Change Directive No. 3 seeks to identify the work to be performed and includes the related costs in the amount of \$10,975.70, representing 53.54 cubic yards of boulders and rocks that were encountered and disposed of onsite at the unit price of \$205 per cubic yard, which constitutes a portion of the construction work that is categorized as Miscellaneous Additional Work; and

WHEREAS, Work Change Directive No. 3 does not require a change in the contract price, as the costs represented in Work Change Directive No. 3 are included in the costs for the Miscellaneous Additional Work, pursuant to the terms of the construction contract; and now therefore be it

RESOLVED, that the Executive Committee of the EOHWC hereby approves Work Change Directive No. 3, which does not require a change in the contract price, but that identifies the work to be performed and the related costs in the amount of \$10,975.70, representing 53.54 cubic yards of boulders and rocks that were encountered and disposed of onsite at the unit price of \$205 per cubic yard, which constitutes a portion of the construction work that is categorized as Miscellaneous Additional Work; and be it further

RESOLVED, that the Executive Committee of the EOHWC hereby authorizes the President of the Corporation to execute Work Change Directive No. 3, as submitted by Legacy Supply, LLC in connection with the construction contract for S-MU-03, in order to give effect to this Resolution, consistent with the terms hereof, all in a form satisfactory to the Corporation’s Staff Attorney. **(R#1023-01)**

S-MU-03 Change Order #1

Thereupon a motion by Chris Burdick, seconded by Director Parsons, it was unanimously agreed that **WHEREAS**, the East of Hudson Watershed Corporation (“EOHWC”) is implementing the stormwater retrofit project identified as “S-MU-03” (BOCES), which is a channel stabilization project located in the Town of Somers; and

WHEREAS, S-MU-03 is included in the EOHWC’s Regional Stormwater Retrofit Plan, as approved by the New York State Department of Environmental Conservation; and

WHEREAS, by Resolution #R-0703-01, which was adopted on July 3, 2014, the Executive Committee of the EOHWC authorized the construction contract to be awarded to Legacy Supply, LLC to perform the construction work for S-MU-03 (“construction contract”); and

WHEREAS, the construction contract was awarded in the amount of \$791,099 (“contract price”), which includes costs for all work other than unit price work in the amount of \$696,399 and costs for all unit price work in the amount of \$94,700; and

WHEREAS, Legacy Supply, LLC encountered and disposed of 119 cubic yards of boulders and rocks while performing grading and excavation work for S-MU-03; and

WHEREAS, EOHWC and Legacy Supply, LLC have agreed that EOHWC shall pay the contractor in the amount of \$18,290.10 (“Boulder/Rock Removal Cost”), which represents costs for 89.22 cubic yards of the total 119 cubic yards of boulders and rocks that were encountered and disposed of at the reduced unit price of \$205 per cubic yard; and

WHEREAS, Legacy Supply, LLC has requested to assign a portion of the total Boulder/Rock Removal Cost as unit price work identified as “Miscellaneous Additional Work” and the remaining portion as a revision to the construction work and change in the contract price pursuant to a change order; and

WHEREAS, Legacy Supply, LLC has submitted Change Order No. 1 to the EOHWC for approval, a copy of which is annexed hereto as Exhibit “A”; and

WHEREAS, Change Order No. 1 has been submitted to revise the construction work and change the contract price, by increasing the contract price in the amount of \$7,314.40, representing 35.68 cubic yards of boulders and rocks that were encountered and disposed of onsite at the unit price of \$205 per cubic yard; and

WHEREAS, by incorporating Change Order No. 1, the contract price will be adjusted to the amount of \$798,413.40; and now therefore be it

RESOLVED, that the Executive Committee of the EOHWC hereby approves Change Order No. 1, which revises the construction work and changes the contract price, by increasing the contract price in the amount of \$7,314.40, to represent adjustments in costs for the 35.68 cubic yards of boulders and rocks that were encountered and disposed of onsite at the unit price of \$205 per cubic yard; and be it further

RESOLVED, that the Executive Committee of the EOHWC thereby authorizes the construction contract for S-MU-03 to incorporate Change Order No. 1, which increases the contract price to an amount not to exceed \$798,413.40; and be it further

RESOLVED, that the Executive Committee of the EOHWC hereby authorizes the President of the Corporation to execute Change Order No. 1, as submitted by Legacy Supply, LLC in connection with the construction contract for S-MU-03, in order to give effect to this Resolution, consistent with the terms hereof, all in a form satisfactory to the Corporation’s Staff Attorney. **(R#1023-02)**

S-MU-03 Change Order #2

A resolution was presented to approve a change order (CO#2) to the construction contract (Legacy Supply, LLC) in the amount of \$32,516.48. After review and discussion, the Executive Committee unanimously opposed the resolution (roll call count: 6 against; 0 in favor; 0 abstained). **(R#1023-03)**

S-MU- 03 Change Order #3

Thereupon a motion by Chris Burdick, seconded by Director Parsons, it was unanimously agreed that

WHEREAS, the East of Hudson Watershed Corporation (“EOHWC”) is implementing the stormwater retrofit project identified as “S-MU-03” (BOCES), which is a channel stabilization project located in the Town of Somers; and

WHEREAS, S-MU-03 is included in the EOHWC’s Regional Stormwater Retrofit Plan, as approved by the New York State Department of Environmental Conservation; and

WHEREAS, by Resolution #R-0703-01, which was adopted on July 3, 2014, the Executive Committee of the EOHWC authorized the construction contract to be awarded to Legacy Supply, LLC to perform the construction work for S-MU-03 (“construction contract”); and

WHEREAS, the construction contract was awarded in the amount of \$791,099 (“contract price”), which includes costs for all work other than unit price work in the amount of \$696,399 and costs for all unit price work in the amount of \$94,700; and

WHEREAS, the EOHWC has previously approved Change Order No. 1, which increased the contract price in the amount of \$7,314.40 and changed the contract price from \$791,099 to \$798,413.40; and

WHEREAS, Legacy Supply, LLC has submitted Change Order No. 3 to the EOHWC for approval, a copy of which is annexed hereto as Exhibit “A”; and

WHEREAS, Change Order No. 3 has been submitted to adjust the contract price by increasing the contract price in the amount of \$21,664.85, to cover the costs to for work performed to remedy a pre-existing drainage problem; and

WHEREAS, by incorporating Change Order No. 3, the contract price will be changed from \$798,413.40 to the amount of \$820,078.25; and now therefore be it

RESOLVED, that the Executive Committee of the EOHWC hereby approves Change Order No. 3, which adjusts the contract price by increasing the contract price in the amount of \$21,664.85, to cover the costs to for work performed to remedy a pre-existing drainage problem; and be it further

RESOLVED, that the Executive Committee of the EOHWC thereby authorizes the construction contract for S-MU-03 to incorporate Change Order No. 3, which changes the contract price to an amount not to exceed \$820,078.25; and be it further

RESOLVED, that the Executive Committee of the EOHWC hereby authorizes the President of the Corporation to execute Change Order No. 3, as submitted by Legacy Supply, LLC in connection with the construction contract for S-MU-03, in order to give effect to this Resolution, consistent with the terms hereof, all in a form satisfactory to the Corporation’s Staff Attorney. **(R# 1023-04)**

Pending Projects

A discussion took place regarding pending projects including Carmel-CR-102 A, 102B (contract is being prepared for construction this year); L-CR-28 (construction is scheduled for spring of 2015); and Kent-PA-31 (issues regarding easements are being addressed).

Project Close-outs

Final Payment – B-MU-07

Thereupon a motion by Director Parsons, seconded by Director Burdick, it was unanimously agreed that

WHEREAS, the East of Hudson Watershed Corporation (“EOHWC”) is implementing the stormwater retrofit project identified as “B-MU-07” (Bedford Hills Memorial Park), which includes the installation of a new wet extended detention pond, located in the Town of Bedford; and

WHEREAS, B-MU-07 is included in the EOHWC’s Regional Stormwater Retrofit Plan, as approved by the New York State Department of Environmental Conservation; and

WHEREAS, by Resolution #R-0829-01, which was adopted on August 29, 2013, the Executive Committee of the EOHWC authorized the construction contract to be awarded to Yonkers Excavating Corporation to perform the construction work for B-MU-07 (“construction contract”); and

WHEREAS, the Executive Committee authorized construction contract costs in the amount of \$372,750 and authorized an additional amount of \$70,000 to be paid to contractor to perform electrical and lighting work on the project, contingent upon payment to the EOHWC by the Town of Bedford (“contract price”); and

WHEREAS, the EOHWC has received payment from the Town of Bedford in the amount of \$70,000 to fund the costs for the contractor to perform the electrical and lighting work on the project; and

WHEREAS, the construction contract provides that Yonkers Excavating Corporation shall be paid in the amount of \$442,750 (“contract price”), which includes costs for: (1) all work other than unit price work in the amount of \$360,000, (2) walking path lighting work in the amount of \$70,000, and (3) unit price work in the amount of \$12,750; and

WHEREAS, the EOHWC has previously approved Change Orders No.1 and No. 2 which decreased the contract price in the amount of \$9,749 and adjusted the total contract price to the amount of \$433,001; and

WHEREAS, Yonkers Excavating Corporation has completed the construction work for B-MU-07 and has submitted a request for final payment in the amount of \$21,650.05; and now therefore be it

RESOLVED, that the Executive Committee of the EOHWC hereby approves the request for final payment in the amount of \$21,650.05, as submitted by Yonkers Excavating Corporation in connection with the construction contract for B-MU-07, subject to review by the Corporation’s Staff Attorney of the appropriate releases from the contractor, including without limitation, lien releases and certification from the contractor that all subcontractors and material suppliers have been paid by the contractor.

(R#1023-05)

Final Payment – SE-POT-01

Thereupon a motion by Director Parsons, seconded by Director Burdick, it was unanimously agreed that

WHEREAS, the East of Hudson Watershed Corporation (“EOHWC”) is implementing the stormwater retrofit project identified as “SE-POT-01” (Lake Tonnetta), which includes a subsurface gravel wetland stormwater treatment system located in the Town of Southeast; 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, by Resolution #R-0620-03, which was adopted on June 20, 2013, the Executive Committee of the EOHWC authorized the construction contract to be awarded to Legacy Valve LLC to perform the construction work for SE-POT-01 (“construction contract”) in the amount of \$971,727 (“contract price”); and

WHEREAS, the EOHWC has previously approved Change Orders No.1 through No. 4 which increased the contract price in the amount of \$55,596.62 and adjusted the contract price to the amount of \$1,027,323.62; and

WHEREAS, Legacy Valve LLC has completed the construction work for SE-POT-01 and has submitted a request for final payment in the amount of \$25,683.09; and now therefore be it

RESOLVED, that the Executive Committee of the EOHWC hereby approves the request for final payment in the amount of \$25,683.09, as submitted by Legacy Valve LLC, in connection with the construction contract for SE-POT-01, subject to review by the Corporation’s Staff Attorney of the appropriate releases from the contractor, including without limitation, lien releases and certification from the contractor that all subcontractors and material suppliers have been paid by the contractor. (R#1023-06)

8. Approve Vouchers & Sign Checks

Vouchers and checks were signed for distribution.

9. Other Business

Approve Executive Committee Meeting Minutes – 8/28/14, 9/11/14 and 9/25/14

Thereupon a motion by Director Burdick seconded by Director Lucas, it was unanimously agreed to approve the minutes of the August 28, 2014 Executive Committee meeting as presented. (Vote: For-5; Against-0; Abstain-1)

Thereupon a motion by Director Burdick seconded by Director Lucas, it was unanimously agreed to approve the minutes of the September 11, 2014 Executive Committee meeting as presented. (Vote: For-6; Against-0; Abstain-0)

Thereupon a motion by Director Burdick seconded by Director Lucas, it was unanimously agreed to approve the minutes of the August 28, 2014 Executive Committee meeting as presented. (Vote: For-6; Against-0; Abstain-0)

ABO Letter to EOHWC

Peter Parsons introduced the subject of a letter received by EOHWC from the Authorities Bureau regarding matters of compliance and report filings (Director Griffin distributed a copy of the letter to members). Director Lucas will contact the Bureau to discuss and clarify the details of the letter; update and further discussion will take place at the next Executive Committee meeting (11/13/14) and subsequent report will be made to the full Board at the next quarterly meeting (11/18/14).

Executive Session

Thereupon a motion by Director Burdick, seconded by Director Griffin, it was unanimously agreed that the Executive Committee would enter Executive Session to discuss personnel matters within the organization (12:15 pm).

Thereupon a motion by Director Burdick, seconded by Director Parsons, it was unanimously agreed that the Executive Committee would return to regular session (1: 30 pm).

10. Adjournment

Thereupon a motion of Director Burdick, seconded by Director Parsons, the meeting was adjourned at 1:30 pm.