

EAST OF HUDSON WATERSHED CORPORATION

BOARD OF DIRECTORS MEETING MINUTES

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

TIME and DATE: 10 AM, Tuesday, February 5, 2013

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

Thereupon motion of Director Liffland, seconded by Director Powers, it was unanimously,

RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation hereby elects the following slate of Officer for the East of Hudson Watershed Corporation: Mary Beth Murphy as President, Michael Griffin as Vice President, Warren Lucas as Treasurer, and David Kelly as Secretary.

AND BE IT FURTHER RESOLVED that the Officers so elected shall have and faithfully exercise the duties of their respective Office as provided by Article IV of the Bylaws of the East of Hudson Watershed Corporation,

AND BE IT FURTHER RESOLVED that said Officers shall serve until the next annual meeting of the East of Hudson Watershed Corporation, to be held on, or about February of 2014, or until such time as the Board of Directors elects new Officers to the East of Hudson Watershed Corporation
(Resolution R-0213-01 – Election of Officers)

Thereupon motion of Director Liffland, seconded by Director Powers, it was unanimously

RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby appoints the following individuals to the Executive Committee of the East of Hudson Watershed Corporation, with all the rights and privileges thereof; Bruce Walker, Mary Beth Murphy, Michael Griffin, Lee V.A. Roberts, Katherine Doherty, Warren Lucas

AND BE IT FURTHER RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby appoints the following individuals to the Executive Committee of the East of Hudson Watershed Corporation to sit as Ex-Officio, non-voting members: Bruce Barber, Rich Williams, Sabrina Charney Hull, Walter Artus.

AND BE IT FURTHER RESOLVED that the members of the Executive Committee shall serve until the next annual meeting of the East of Hudson Watershed Corporation, to be held on, or about February of 2014, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members to the Executive Committee.

(Resolution R-213-02 – Creation of Executive Committee, Attached)

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

RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation hereby appoint the following individuals to the Audit Committee of the East of Hudson Watershed Corporation, with all the rights and privileges thereof; Director Hay, Treasurer Lucas, Director Kelly and Penny Paderewski

AND BE IT FURTHER RESOLVED, that the 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 February of 2014, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members.

(Resolution R-0213-03 Creation of Audit Committee, Attached)

Thereupon motion by Director Hay, seconded by Director Walker, it was unanimously

RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation hereby appoint the following individuals to the Governance Committee of the East of Hudson Watershed Corporation, with all the rights and privileges thereof; Director Liffland, Director Warshauer, Director Schmitt.

AND BE IT FURTHER RESOLVED, that the members of the Governance Committee shall serve until the next annual meeting of the East of Hudson Watershed Corporation, to be held on, or about February of 2014, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new thereto new members.

(Resolution R-0203-04 – Creation of Governance Committee)

- 4) Vincent Giorgio gave an update on the DEP Funding Agreement, which will also be sent in an email indicating where we are with the Agreement. As of January 25, 2013 the Vendex submission has been approved and is now in Mayor's Office of Contract Services (MOCS) for Advice to Award, when that is completed it will then go to DEP Contract Office for final award. Items that are still needed: Budgets and Invoice from East of Hudson Watershed Corporation.
 - **Action Item(s):**
 - Mary Beth Murphy asked for George Rodenhausen to list the required submittals for the NYCDEP Funding Agreement by February 12, 2013; Mary Beth Murphy also indicated the EOHWC will complete those submittals by February 28, 2013.
 - Vincent Giorgio email to EOHWC by February 12, 2013
- 5) Board of Directors Quarterly Meeting Schedule (May 7, 2013; August 6, 2013; December 3, 2013)

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

RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation approves and establishes the quarterly meeting dates as heretofore stated, and

BE IT FURTHER RESOLVED that the meetings so scheduled shall not preclude the Board of Directors from conducting such other special meetings as needed and for which notice has been provided pursuant to the Bylaws of the Corporation.

(Resolution R-0203-05 – Establish 2013 Meeting Schedule for the Board of Directors, Attached)

- 6) Mary Beth Murphy asked that the EOWHC Technical Committee as previously formed last year to be dissolved.
 - Bruce Walker stated his concern with the aspect of the Committee being dissolved as to how Year 5 will roll-out and is concerned that there is no procedure in place. Bruce Walker volunteered to create a process for submissions to EOHWC.
 - **Action Item(s):**
 - Bruce Walker will provide draft process at Executive Committee Meeting on February 22, 2013.
- 7) ABO Compliance
 - Mary Beth Murphy reminded the Board of Directors that they must take the Director Training for ABO Compliance. Kim Keller attached the website page and other materials related to the ABO Compliance to the agenda and was redistributed at the meeting. (<http://www.abo.ny.gov/training/onlinetraining.html>)
 - **Action Item(s):**
 - Each Director to report completion of Director Training to Kim Keller
 - George Rodenhausen explained that the Signing of Financial Disclosure Forms by Directors and Proxies is to be submitted to **Putnam County Director of Personnel** to be filed and reviewed as we are being treated as Putnam County Employees.
 - Financial Disclosure Forms are to be completed, placed in a sealed envelope and sent to Kim Keller by February 28, 2013, once they are all received, Kim Keller will hand deliver the sealed envelopes to Putnam County Personnel Department. A form will be generated by EOHWC for signature by each Director and their Proxy that reads **"I have submitted the Financial Disclosure to East of Hudson Watershed Corporation to then be submitted to County of Putnam"**

- Mary Beth Murphy asked that the Acknowledgement of Fiduciary Responsibility be signed (by all Directors and Proxies), returned to Kim Keller by February 28, 2013.
- Mary Beth Murphy asked that the Completion of Board Self-Assessment Survey by Directors also be returned to Kim Keller by February 28, 2013.
- **Action Item(s):**
 - Complete “Acknowledgement of Fiduciary Responsibility Form (Attached)
 - Complete Board Self-Assessment Survey (Provided via E-mail and at 2/5/13 Board Meeting)
- Re-Adoption of Mission Statement with Performance Measures

Thereupon motion of Director Powers, seconded by Director Walker, it was unanimously

RESOLVED that the Directors of the East of Hudson Watershed Corporation re-adopt the mission statement for the East of Hudson Watershed Corporation as amended by Rapport Meyers, LLP and dated January 22, 2013, and

BE IT FURTHER RESOLVED, that the Directors of the East of Hudson Watershed Corporation adopt the performance measures as prepared by Rapport Meyers, LLP and dated January 22, 2013 and as may be amended herein, and

BE IT FURTHER RESOLVED, that the Directors of the East of Hudson Watershed Corporation find that upon examination of the performance standards, that the activities of the Corporation in 2012 is in conformance with said performance standards and that reasonable progress has been made to achieving the goals of the authority.
(Resolution R-0203-06 Re-Adoption of Mission Statement with Performance Measures, Attached)

- Adoption of Code of Ethics

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

RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation does hereby adopt and approve the Code of Ethics (as presented or as amended in accordance with comments received at the Annual Meeting), and

BE IT FURTHER RESOLVED that a copy of the Code of Ethics shall be provided to each Director and employee promptly after its Adoption.
(Resolution R-0203-07 – Adoption of Code of Ethics – Attached)

- 8) Rahul Verma gave a summary of the Year 3 Work Plan Update based on the table provided (attached hereto).
- Michael Griffin’s concern was the amount of money already being spent and no projects are in the ground which was also the general concern for most of the members.
 - Mary Beth Murphy advised the Board of Directors that she will review Year 3 progress with Rahul Verma on February 5, 2013.
 - Kim Keller included a Year 3 Financial Update in chart provided (as attached)
 - **Action Item(s):**
 - Year 3 progress review meeting by February 5, 2013.

- 9) Approval of the Year 4 Work Plan
- Rahul Verma provided a table of Year 4 Retrofit Projects to be submitted to the NYSDEC as the Year 4 Work Plan.
 - Amend Paragraph 2 to read 56 and not 74
 - Warren Lucas has a project that he would like to add to the work plan that has not been submitted to EOHWC.
 - Steve Ferreira has a project that he would like to add to the work plan that has been submitted to EOHWC via email.

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

RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation hereby approves the Year 4 Work Plan, as presented, subject to such modifications as may be approved by the Executive Committee, and

BE IT FURTHER RESOLVED, that the Executive Committee is authorized to review and approve modifications to the work plan prior to its submission to the NYS Department of Environmental Conservation after review of a Report prepared by the EOHWC Executive Director, and

BE IT FURTHER RESOLVED, that by March 5, 2013 the Executive Director shall submit to the Executive Committee a report on each of the projects. The report shall include a description of any modifications to the project proposed or any modifications to the calculations for each project. The Report shall also identify any retrofit project which, after further evaluation, will be removed from consideration and the reasons why the project was removed and whether any alternate retrofit practices were considered for the location.

(Resolution R-0203-09 – Approval of the Year 4 Work Plan, Attached)

- 10) Adoption of a Procurement Policy

Thereupon motion of Director Liffland, seconded by Director Powers, it was unanimously

RESOLVED, that the EOHWC reaffirms that the Corporation will follow GML 103 and Article 7 of the Funding Agreement between the City of New York and EOHWC (“Funding Agreement”), and the New York City Watershed Memorandum of Agreement dated January 21, 1997 (“Watershed MOA”), and

BE IT FURTHER RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation hereby adopts and approves the amended Procurement Policy prepared by Rapport Meyers, LLP(as presented or as amended in accordance with comments received at the Annual Meeting).

(Resolution R-0203-08 – Adoption of Procurement Policy, Attached)

- 11) Authorize the Executive Committee to Award Contracts

Thereupon a motion of Director Liffland, seconded by Director Powers, it was unanimously

RESOLVED, that the Board of Directors of the East of Hudson Watershed Corporation hereby authorizes the Executive Committee to evaluate bids, and to award and enter into contracts with the lowest responsible and responsive bidder on behalf of the Corporation for construction contracts, and Professional Service Contracts.

(Resolution R-0203-10 – Authorize the Executive Committee to Award Contracts, Attached)

- 12) Authorize the Following Pending Personnel / Professional Service Contracts
- Appoint Project Manager to East of Hudson Watershed Corporation
 - Tony Hay requested an Organization Chart showing each employee of EOHWC and their responsibilities.

Thereupon a motion of Director Lucas, seconded by Director Griffin with 11 yea to 1 nay,

RESOLVED, that the Directors of the East of Hudson Watershed Corporation hereby appoints Kevin Fitzpatrick to the position of Project Manager for the East of Hudson Corporation, which position shall commence on February 6, 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 Kevin Fitzpatrick shall be considered a full-time employee of the Corporation and shall be subject to the personnel policies of the Corporation; and

BE IT FURTHER RESOLVED, that the EOHWC shall pay Kevin Fitzpatrick for compensation of services, an annual salary of Eighty Thousand Dollars (\$80,000) per year, payable in equal bi-weekly installments, subject to deductions for health insurance, and Federal and State payroll taxes.

BE IT FURTHER RESOLVED, that this resolution shall become effective upon the execution of an Employment Agreement between Kevin Fitzpatrick 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-0213-11 – Appoint Project Manager to East of Hudson Watershed Corporation, Attached)

- Appoint Administrative Assistant to the East of Hudson Watershed Corporation
 - Rahul Verma explained the Administrative Assistant will support both Kim Keller and Rahul on administrative tasks

Thereupon of motion by Director Lucas, seconded by Director Griffin, with 11 yea to 1 nay,

RESOLVED, that the Directors of the East of Hudson Watershed Corporation hereby appoint Bonnie J. Garvey to the position of Administrative Assistant for the East of Hudson Corporation, which position shall commence on February 6, 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 Bonnie J. Garvey shall be considered a part-time employee of the Corporation with a maximum hours of employment of 20 hours per week, and shall be subject to the policies of the Corporation; and

BE IT FURTHER RESOLVED, that the EOHWC shall pay Bonnie J. Garvey 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 Bonnie J. Garvey 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-0213-12 – Appoint Administrative Assistant to East of Hudson Watershed Corporation, Attached)

- Consulting Agreement for Part-Time Engineering Services
 - To extend the already in place contract of Lawrence J. Paggi, P.E., P.C. for consulting services for 20 hours per week at the rate of \$72 per hour.
 - Amend Paragraph 3, to include at the rate of \$72 per hour after “twenty (20) hours per week”
 - Amend Paragraph 3, from June 30, 2013 to April 30, 2013
 - Mary Beth Murphy stated that existing office space will be arranged to accommodate staff personnel within the existing leased space.

Thereupon a motion by Director Lucas, seconded by Director Powers, with 9 yea and 3 nay,

RESOLVED, that the Directors of the East of Hudson Watershed Corporation hereby approves Lawrence J. Paggi, P.E., P.C. to provide engineering services for a maximum of twenty (20) hours per week at the rate of \$72 per hour from February 1, 2013 to April 30, 2013 in accordance with the schedule of fees in the proposal dated January 28, 2013, and

BE IT FURTHER RESOLVED, 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-0213-13 Engineering Services, Attached)

- Executive Committee to interview and retain Certified Public Accountant Services
 - CPA is needed to Certify Financial Statements to be in compliance with the ABO.
 - With the recommendation of the Audit/Finance Committee
 - Introduced by: L. Roberts, Second by: W. Lucas

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

RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby authorized the Executive Committee upon recommendation of the Audit Committee, to award and enter into contracts with the most qualified CPA, and

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-0213-14 – Authorize Executive Committee to Award Contract for CPA, Attached)

- Rahul Verma advised the Board of Directors that EOHWC will be seeking a web designer to build a website that is compliant with the ABO Requirements.

13) Other Business

- Mary Beth Murphy advised the Board that Monthly Executive Committee Meetings will take place February 22, 2013; March 22, 2013; April 26, 2013; May 24, 2013; June 28, 2013; July 26, 2013; August 23, 2013; September 27, 2013; October 25, 2013; November 22, 2013; December 27, 2013

14) Adjournment @ 1:00pm