

**EOH Watershed Corporation First Meeting
Somers Town Hall
November 10, 2011
10:00 AM**

Attendees:

Dutchess: Dave Kelly, Supervisor, Town of Pawling
Walter Artus, Town of Pawling
Joanne Daley, Town of Pawling
Bart Clark, Village of Pawling

Putnam: Lauri Taylor, Putnam County
Ken Schmitt, Supervisor, Town of Carmel
Rich Williams Sr., Town of Patterson
Kathy Doherty, Supervisor, Town of Kent
Bruce Barber, Proxy, Town of Kent
Paul Eldridge, Putnam County Executive
Danielle Harris, Putnam County Attorney's Office

Westchester: Mary Beth Murphy, Supervisor, Town of Somers
Sabrina D. Charney Hull, AICP, Town of Somers
Lee Roberts, Supervisor, Town of Bedford
Barbara Gerrard, Supervisor, Town of New Castle
Penelle Paderewski, Town of New Castle
Warren Lucas, Supervisor, Town of North Salem
Stephen Ferreira, Town of Cortlandt
Bruce Barber, Proxy, Town of Yorktown
William Weaver, Supervisor, Town of North Castle
Adam Kaufman, AICP, Town of North Castle

Other

Attendees: George Rodenhausen Rodenhausen, Esq., Council EOHWC
William Harding, WPPC, New York State Department of State
Michael Meyer, NYCDEP
Katherine Pacchiana, Main Street Connect
Matt Slater, NYS Assembly

1. Roll Call- Determination of Quorum

Director	Proxy
Ken Schmitt, Carmel	
Bob Tandy, Putnam Valley	Bruce Barber
Kathy Doherty, Kent	
Michel Rights, Southeast	
Michael Griffin, Patterson	Rich Williams
Lee Roberts, Bedford	
Linda Puglisi, Cortlandt	Steve Ferreira

Charles Duffy, Lewisboro	
Mike Cindrich, Mt Kisco	
Barbara Gerrard, New Castle	
William Weaver, North Castle	
Warren Lucas, North Salem	
Gary Warshauer, Pound Ridge	
Mary Beth Murphy, Somers	
Susan Siegel, Yorktown	Bruce Barber
Paul Eldridge, Putnam County	
James Schoenig, Brewster	
David Kelly, Pawling (T)	
Robert Lifland, Pawling (V)	

13 Directors present (four proxies)- Quorum met.

2. Adoption of Bylaws

A few comments were made regarding the Bylaws

- A typographic error on page 7, section 11 should read “shall be the act”
- The notice provisions and email notification language should be put into the Directors section.

Motion: Richard Williams **Second:** Director Kelly **All in favor**

3. Election of Officers

President- Mary Beth Murphy

Motion: Richard Williams **Second:** Director Doherty **All in favor**

Vice President- Michael Griffin

Motion: Richard Williams **Second:** Director Schmitt **All in favor**

Secretary- David Kelly

Motion: Richard Williams **Second:** President Murphy **All in favor**

Treasurer- Warren Lucas

Motion: Richard Williams **Second:** Director Weaver **All in favor**

4. Adoption of Corporate Seal

George Rodenhausen provided the Board with a copy of the corporate seal which is required as part of establishing the corporation. The Board adopted the seal.

Motion: Richard Williams **Second:** Director Kelly **All in favor**

5. Orientation to Authority Budget Office (“ABO”) Requirements

George Rodenhausen explained the public authorities accountability act which was created to oversee development corporations in New York. The Public Authorities Board

oversees local/public authorities across the state. The Act requires submission of annual reports, mission statements, overall transparency, etc. The Board member training requirement refers to governance and responsibilities of the board and must be obtained within one year of formation (by 10/18/12). Training requirements (2 hour course) can be met through online training or the ABO can send a trainer to train the Board (this would be at no cost to the Board). The Corporation must have an annual meeting and annual election of officers. There is a fiduciary obligation form.

Directors do not function in the capacity of Supervisor but as Directors. You do not need to go back to your Town Boards and ask for guidance. You are to act in the best interest of the Corporation. The reporting requirements for the Corporation are involved, but are less extensive than the reporting requirements to the NYC DEP. There are committee obligations that come from the Authorities Office (Audit, Finance and Governance). The website contains 15-20 guidance documents and there will be paperwork for staff to produce.

President Murphy noted that some of the reporting requirements had deadlines that were fast approaching and that the Corporation should work to make sure that the deadlines are met. George Rodenhausen noted that the ABO is aware that the Corporation was just formed and that there is no money. President Murphy indicated that the Corporation should send a letter stating this. George mentioned that 90 days after the start of the fiscal year an annual report is due which will include that information.

6. Adoption of Mission Statement

George Rodenhausen provided the Directors with a copy of a draft mission statement for the corporation. A suggestion was made to change the language referring to the "MS4 heightened permit conditions" to "Watershed Improvement Strategy" and whether or not the mission statement should be broadened to include mapping. President Murphy stated that the mapping should stay with the Coalition. Bruce Barber questioned whether or not modeling would be required as set forth in the MS4 permit. George Rodenhausen said that he has not heard anything from NYC DEP regarding this topic. Director Kelly indicated that the mission statement should be kept as simple as possible and the Corporation should keep what was proposed. If there is a need, a change can be made later on.

The mission statement as prepared by George Rodenhausen and emailed to the Corporation on November 7, 2011 was adopted.

Motion: Director Weaver **Second:** Director Eldgridge **All in favor**

7. Approval of Legal Counsel Retainer Agreement

George Rodenhausen described the Legal Counsel Retainer Agreement, stating that it is very broad and may include only work performed at the direction of the President and the Board of Directors. Motion was made to accept the Legal Counsel Retainer Agreement.

Motion: Director Lucas **Second:** Director Kelly **All in favor**

8. Bank Accounts

George Rodenhausen explained that the Corporation will receive \$10 million within 90 days after NYC's approval which would be sometime between March 2012 and April 2012. Director Lucas stated that some criteria should be compiled regarding the type of services that the EOHWC is looking for so that the Board could begin soliciting banks. Director Kelly suggested Putnam County Savings Bank. Director Lucas, as Treasurer volunteered to investigate banks and suggested that if anyone has a preferred bank to provide him with the contact information. Richard Williams stated that the Benefit Corporation had to approve of opening the bank account. George Rodenhausen noted that a signed resolution would be necessary. Director Eldridge asked if there was a time line for the funding. President Murphy indicated that the Corporation will meet when the Coalition meets. Michael Meyer offered to update the City's timeline and provide it to the Coalition/Corporation. President Murphy indicated that Putnam and Westchester were both under pressure by NYS DEC to get the retrofit program underway. Danielle Harris asked when Westchester County was going to transfer the WQIP funding. President Murphy noted that the IMA is currently in Planning and is expected to be sent to the Board of Legislators this month. Putnam and Westchester appear to be on the same timeframe to obtain money by the end of the year. An inquiry was made regarding the status of the letter agreement between the County's and NYC DEP. Mike Meyer indicated that Westchester had additional requirements and it has not been signed yet. President Murphy asked that the Corporation be kept in the loop and Mike agreed to forward President Murphy information on the letter's status.

9. Formation of Committees

The Corporation discussed the formation of the Executive Committee, and the Governance, Audit and Finance committees.

Richard Williams nominated the Executive Committee of the Coalition to be the Executive Committee of the Corporation with the exclusion of Director Gerrard and Director Eldridge and the addition of Director Roberts and the new Putnam County Executive. Therefore the Corporation Executive Committee would consist of the Putnam County Executive, President Murphy, Vice President Griffin, Director Doherty, Director Lucas, Director Roberts, Director Kelly, Rich Williams, Sabrina D. Charney Hull, Bruce Barber and Walter Artus.

Motion: Richard Williams **Second:** Steve Ferreira **All in favor**

The Governance Committee, consisting of three people was discussed. Director Lifland, Director Warshauer and Director Schmidt were nominated.

Motion: Director Kelly **Second:** Richard Williams **All in favor**

The Audit and Finance Committee was discussed and questions arose as to whether it would be a conflict of interest if the Corporation Treasurer was appointed to that Committee. It was determined that it would not be a conflict of interest and therefore the

Audit and Finance Committee would consist of Director Hay, Treasurer Lucas, Director Kelly and Penny Paderewski

Motion: Treasurer Lucas **Second:** Director Weaver **All in favor**

It was determined that the Technical Committee would consist of the Ex-Officio members of the Coalition: Sabrina D. Charney Hull, Rich Williams, Bruce Barber and Walter Artus.

Motion: Director Kelly **Second:** Treasurer Lucas **All in favor**

10. Staffing and Benefits

President Murphy stated that the process for finding a Program Director is underway and interviews will be scheduled shortly. Treasurer Lucas said that he reached out to NYSHIP Empire Plan and benefits can be provided through this avenue. He opined that benefits would have to be offered to obtain a qualified candidate. Director Roberts asked if dental and vision were included and Director Eldridge stated that is was just major medical. Director Dougherty suggested that the Program Director contribute towards their insurance. Richard Williams noted that during the interviews we can present a general benefits package (medical, holidays, etc.) and if the candidate wants back with something they can. Bruce Barber noted that CWC has an extensive benefits package. President Murphy agreed with Richard Williams suggestion of starting with the basics and going from there. Director Lucas suggested that the basic benefit package include 90% of Health and Dental, a retirement account, 15 days annual leave, 12 sick days, NYS disability and retirement, Aflak, etc. Director Eldridge suggested that the Audit and Finance Committee look into it.

President Murphy suggested that the staffing be kept small. Some administrative and technical help will be required a bookkeeper (not necessarily a CPA) position should be included. Discussion of the location of the offices occurred and it was decided that it would depend on where the Program Director was coming from. Director Weaver asked who was going to do the day-to-day monitoring and President Murphy responded that that would be the responsibility of the Board of Directors. Director Schmidt suggested that background checks, references and criminal history be investigated. President Murphy noted some concern that she had only received four applications and not that many firms expressed interest. She said that if the responses don't prove to be worthy, they will have to send another request for qualifications out. The response period was extended from November 20th to December 1st.

11. Formation of Website

Director Lucas announced that the website homepage has been formed and is hosted through his Town website. The web address is www.coh.org

12. Approval of Funding Agreement with NYC

George Rodenhausen noted that it needs to be approved; however there are still a couple of open issues. The first is the list of administrative functions of the Corporation. The list was revised by the EOH Watershed Coalition Executive Committee and was sent down to the City. There is a spot being held in the agreement (Exhibit C) even though it is not yet there and the issues have not been resolved. Rent of City lands as last discussed was to be handled on a case by case basis. The bigger issue still remains involving the \$35,000.00 minimum project cost. A discussion of the definition of an individual project was held. Is an individual project one project or can it be several similar projects? Michael Meyers asked if any time has been spend to determine how big this problem is? The Technical Committee was directed to get this information to the Executive Committee before November 29th. A meeting with Dave Warren and other NYC representatives will be held at 10:00AM on November 29th in Kent Town Hall. Interviews for the Program Director can be scheduled after the meeting with NYC DEP.

13. Status of Funding Agreements with Westchester and Putnam Counties

There is a need to follow-up on the letter regarding the release of WQIP funding from the Counties. Mike Meyers is to send an update to President Murphy and President Murphy will keep Putnam County in the loop. Danielle Harris announced that in order for Putnam County to transfer money a bank account and reporting letter agreement need to be in place.

14. Budget

It was determined that before a budget is put together, a Program Director should be hired.

15. Meeting Schedule

The next meeting was scheduled for the December 8th at 10:00AM in Somers. Topics to be discussed include Personnel, Funding Agreement and Banking. Director Kelly will send the notices, email, postings, inform the press, etc. Folks should send him a list of press contacts if they have one. President Murphy said that she would prepare a written meeting schedule (quarterly meetings) for next year. Danielle Harris reminded folks about their invoices and President Murphy asked the CKWIC Technical Committee to look into DEC's letter regarding the Year 3 submission made in September.

The meeting was adjourned at 12:25 PM.

Motion: Richard Williams **Second:** Director Kelly **All in favor**