



EAST OF HUDSON WATERSHED CORPORATION
ANNUAL MEETING OF DIRECTORS AND MEMBERS

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

TIME and DATE: 10:00 a.m., Tuesday, January 8, 2019

Meeting Minutes

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

Voting Members in Attendance: Peter Parsons (Town of Lewisboro) for himself and for Warren Lucas (Town of North Salem); Rich Williams (Town of Patterson); JoAnne Daley as alternate for James Schmitt (Town of Pawling); Chris Burdick (Town of Bedford); Sandra Fusco as alternate for MaryEllen Odell (Putnam County); Michael Quinn (Town of Yorktown); Ilan Gilbert (Town of Yorktown); Steve Ferreira as alternate for Linda Puglisi (Town of Cortlandt); Steve Woelfle as alternate for Rick Morrissey (Town of Somers); Sam Oliverio (Town of Putnam Valley); Ed Brancati as alternate for Gina Picinich (Town of Mount Kisco); Joseph Zarecki as alternate for Robert Liffland (Village of Pawling); Tony Hay (Town of Southeast); Maureen Fleming (Town of Kent); Sabrina Charney-Hull as alternate for Michael Greenstein (Town New Castle); Rich Franzetti as alternate for Ken Schmitt (Town of Carmel).

Others in Attendance: George Rodenhausen (Corporate Counsel); Vincent Giorgio (NYCDEP); Kevin Fitzpatrick (EOHWC); Linda Matera (EOHWC)

2) Pledge of Allegiance

3) Elect Officers for 2019

Motion by Ed Brancati, seconded by Director Oliverio to elect officers to the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 8, 2019,

WHEREAS, nominations were called at the annual meeting of the Board of Directors of the East of Hudson Watershed Corporation for the positions of President, Vice President, Secretary and Treasurer, and

WHEREAS, the following Directors identified below were each nominated for the position of an Officer of the Corporation as listed below; and

WHEREAS, each of the Directors identified has accepted the nomination;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby elects the following slate of Officers for the East of Hudson Watershed Corporation:

<u>Peter Parsons</u>	President
<u>Richard Williams</u>	Vice President
<u>Warren Lucas</u>	Treasurer
<u>JoAnne Daley</u>	Secretary

AND BE IT FURTHER RESOLVED that said 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 January of 2020, or until such time as the Board of Directors elects new Officers to the East of Hudson Watershed Corporation.

Motion passed; all in favor.

(R-0108-01)

4) Board Evaluations

Director Parsons requested that Board members complete the 2019 Confidential Evaluation of Board Performance and place them in the designated box on the table before leaving.

5) Appoint Committees

a. Executive Committee

Motion by Ed Brancati, seconded by Director Parsons to appoint the Executive Committee to the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 8, 2019,

WHEREAS, the Bylaws of the East of Hudson Watershed Corporation, Article VI provide for the creation of an Executive Committee to act in an advisory capacity to, and to exercise such authorities and responsibilities as determined reasonable by the East of Hudson Watershed Corporation Board of Directors, and

WHEREAS, the Board of Directors finds it to be in the interest of the East of Hudson Watershed Corporation to also appoint individuals with a particular expertise in watershed affairs, but who are not Directors, to serve as Ex-Officio members;

NOW, THEREFORE, BE IT 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 rights and privileges thereof:

Peter Parsons
Warren Lucas
Ken Schmitt
James Schmitt

Richard Williams
Joanne Daley
Chris Burdick
Mary Ellen Odell

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:

Sabrina Charney-Hull
Michael Quinn

Rich Franzetti

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 January of 2020, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members to the Executive Committee.

Motion passed; all in favor.

(R-0108-02)

b. Governance Committee

Motion by Ed Brancati, seconded by Director Parsons to appoint the Governance Committee to the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 8, 2019,

WHEREAS, the Bylaws of the East of Hudson Watershed Corporation, Article VI provide for the creation of a Governance Committee to act in an advisory capacity to Board of Directors, to keep the Board informed of current best governance practices, to review corporate governance trends, to update the corporation's governance principles, and to advise appointing authorities on the skills and experiences required of potential board members, and the oversight of the Code of Ethics and to review Financial Disclosures, and

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby appoints the following individuals to the Governance Committee of the East of Hudson Watershed Corporation, with all rights and privileges thereof;

Richard Williams
Chris Burdick
Ken 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 January of 2020, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members.

Motion passed; all in favor.

(R-0108-03)

c. Audit Committee

Motion by Ed Brancati, seconded by Director Parsons to appoint the Audit Committee to the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 8, 2019,

WHEREAS, the Bylaws of the East of Hudson Watershed Corporation, Article VI provide for the creation of an Audit Committee to recommend to the Board the hiring of a certified independent accounting firm for the corporation, establish the compensation to be paid to the accounting firm, and provide direct oversight of the performance of the independent audit performed by the accounting firm hired for such purposes; and

WHEREAS, the Directors of the East of Hudson Watershed Corporation wish to appoint members to the Audit Committee for said purposes,

NOW, THEREFORE, BE IT 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 rights and privileges thereof;

Peter Parsons
Chris Burdick
Mary Ellen Odell

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 January 2020, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members.

Motion passed; all in favor.

(R-0108-04)

d. Finance Committee

Motion by Ed Brancati, seconded by Director Parsons to appoint the Finance Committee to the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 8, 2019,

WHEREAS, by Resolution R-0509-01, dated May 9, 2017, the Board of Directors resolved that the purpose of the Finance Committee is to provide financial oversight to the Corporation, including oversight of the annual budget process, cash flow and money management, financial planning, investments and investment policy, financial reporting, compliance with requirements of funding agreements, and creation and monitoring of internal controls and accountability policies; and

WHEREAS, the Directors of the East of Hudson Watershed Corporation wish to appoint members to the Finance Committee for said purposes;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby appoint the following individuals to the Finance Committee of the East of Hudson Watershed Corporation, with all rights and privileges thereof;

Warren Lucas

Tony Hay

Sam Oliverio

AND BE IT FURTHER RESOLVED that the members of the Finance Committee shall serve until the next annual meeting of the East of Hudson Watershed Corporation, to be held on, or about January 2020, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members.

Motion passed; all in favor.

(R-0108-05)

e. Technical Committee

Motion by Director Parsons, seconded by Director Oliverio to appoint the Technical Committee to the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 8, 2019,

WHEREAS, the Bylaws of the East of Hudson Watershed Corporation, Article VI provide for the creation of a Technical Committee to act in an advisory capacity to Board of Directors, to keep the board informed of engineering and scientific information with respect to stormwater retrofits, total maximum daily loads, phosphorus modeling, waste load allocations and other technical issues related to the New York City Watershed; and

WHEREAS, the Board of Directors of the East of Hudson Watershed Corporation wish to appoint members to the Technical Committee to provide advice to the board on technical matters relating to the implementation of the stormwater retrofit program;

NOW THEREFORE IT IS HEREBY RESOLVED that the following individuals are hereby appointed to the Technical Committee to hold office until the next annual meeting of the corporation:

Michael Quinn
Ed Brancati
Sabrina Charney-Hull
Rich Franzetti

AND BE IT FURTHER RESOLVED that the members of the Technical Committee shall serve until the next annual meeting of the East of Hudson Watershed Corporation, to be held on, or about January of 2020, or until such time as the Board of Directors of the East of Hudson Watershed Corporation shall appoint new members.

Motion passed; all in favor.

(R-0108-06)

6) Re-adopt EOHWC Policies

a. Banking Relationships

Motion by Director Parsons, seconded by Director Burdick to designate authorized financial institutions for accounts for the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 8, 2019,

WHEREAS, the Corporation is duly authorized and permitted to engage in cash and/or permitted investment transactions pursuant to its Certificate of Incorporation and Bylaws and its duly adopted Manual of Fiscal Policies and Procedures; and

WHEREAS, the Corporation has heretofore resolved to open and manage accounts in its name with M & T Bank (5 total accounts checking/money market), Samuel Ramirez & Co., Inc. (1 investment account), and M&T Securities, Inc. (1 investment account); and

NOW THEREFORE BE IT RESOLVED, by the Board of Directors that the Corporation hereby confirms that M&T Bank is an authorized institution for such designated banking accounts, subject to the conditions of the respective authorizing resolutions approved January 13, 2016 and to the Manual of Fiscal Policies and Procedures; and

BE IT FURTHER RESOLVED by the Board of Directors that the Corporation hereby confirms that Samuel Ramirez & Co., Inc. and M&T Securities, Inc. are authorized institutions for such designated investment accounts, subject to the conditions of the respective authorizing resolutions approved October 18, 2016 and to the Manual of Fiscal Policies and Procedures.

Motion passed; all in favor.

(R-0108-07)

b. Code of Ethics

Motion by Director Parsons, seconded by Ed Brancati to re-adopt the Code of Ethics for the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 8, 2019,

WHEREAS, the New York State Not-for-Profit Revitalization Act has increased the requirements for all not-for-profit corporations with regard to the provisions of the corporation's code of ethics; and

WHEREAS, the Board of Directors is desirous of maintaining compliance with both the New York State Not-for-Profit Revitalization Act and the requirements of the Authorities Budget Office; and

WHEREAS, the Authorities Budget Office requires that the Code of Ethics of the Corporation be reviewed annually by the Board of Directors, which the Board has done; and

WHEREAS, it is a requirement of the New York State Not-for-Profit Revitalization Act that the Board of Directors appoint an Ethics Officer to ensure compliance with the Code of Ethics;

NOW THEREFORE IT IS HEREBY RESOLVED, by the Board of Directors of the East of Hudson Watershed Corporation that:

1. The annexed Code of Ethics dated January 8, 2019, is hereby adopted to supersede the existing Code of Ethics adopted by the Board of Directors on January 9, 2018; and

2. The Corporation's Legal Counsel is hereby appointed to serve in the position of Ethics Officer, with the duties and responsibilities set forth in the Code of Ethics; and

3. The annexed Annual Statement Regarding Conflicts of Interest is hereby adopted as the annual statement to be completed by all Directors, Alternates and Employees of EOHWC.

Motion passed; all in favor.

(R-0108-08)

c. Mission Statement with Performance Measures

Motion by Director Parsons, seconded by Director Burdick to re-adopt the Mission Statement with Performance Measures for the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 8, 2019,

WHEREAS, Public Authorities Law, 2824-a requires the Corporation to re-examine its mission statement and stated measurement goals on an annual basis, and

WHEREAS, Public Authorities Law, 2824-a requires the Corporation to provide for performance measures to evaluate the performance of the authority and achievement of its goals,

NOW, THEREFORE, BE IT RESOLVED that the Directors of the East of Hudson Watershed Corporation re-adopt the mission statement for the East of Hudson Watershed Corporation as attached and

BE IT FURTHER RESOLVED that the Directors of the East of Hudson Watershed Corporation adopt the performance measures as attached, 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 through January 8, 2019 are in conformance with said performance standards and that reasonable progress has been made to achieving the goals of the authority.

Motion passed; all in favor.

(R-0108-09)

d. Procurement Policy

Motion by Director Parsons, seconded by Ed Brancati to re-adopt the Procurement Policy for the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on June 8, 2019

WHEREAS, the East of Hudson Watershed Corporation (EOHWC) Board of Directors is composed of the chief elected officials of municipalities that are required under law to follow General Municipal Law Section 103 (GML103) for all purchases and to adopt internal policies and procedures governing all procurement of goods and services not subject to the bidding requirements of (GML103) or any other law; and

WHEREAS, the Directors of the East of Hudson Watershed Corporation deemed it desirable and essential to adopt a policy for the procurement of goods and services by and for the East of Hudson Watershed Corporation, and did adopt a policy for the procurement of goods and services on March 1, 2012, revised and adopted by the Board of Directors on February 5, 2013 and January 10, 2017, and

WHEREAS, said procurement policy requires that the Directors conduct an annual review of the Procurement Policy at their Organizational Meeting, and

WHEREAS, the Directors have reviewed the attached EOHWC Procurement Policy and find the policy maintains a fair and open process, while procuring goods and services for the best value at the lowest price;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby re-adopts and approves the attached Procurement Policy.

Motion passed; all in favor.

(R-0108-10)

e. Sexual Harassment Policy

Motion by Director Parsons, seconded by Director Oliverio to re-adopt the Sexual Harassment Policy for the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 8, 2019,

WHEREAS, pursuant to New York State Labor Law § 201-G(1), the New York State Division of Human Rights issued a model sexual harassment prevention policy and required every employer within the State to adopt the model sexual harassment prevention policy or establish a policy to prevent sexual harassment that equals or exceeds the minimum standards provided by the model sexual harassment prevention policy; and

WHEREAS, at its meeting on October 16, 2018, the Board of Directors adopted a revised Sexual Harassment Policy and Complaint Procedure in conformance with the requirements of the New York State Labor Law, replacing the old policy in Appendix C of the Corporation's Personnel Policies and Procedures Manual;

NOW, THEREFORE, BE IT RESOLVED that the Directors of the East of Hudson Watershed Corporation hereby re-adopt the Sexual Harassment Policy and Complaint Procedure for the East of Hudson Watershed Corporation.

Motion passed; all in favor.

(R-0108-11)

7) Adopt Updated EOHWC Policies

a. Personnel Policy

Motion by Director Parsons, seconded by Director Burdick to adopt the Revised Personnel Policies and Procedures Manual for the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 8, 2019,

WHEREAS, the Executive Committee has recommended to the Board of Directors amendments to the Corporation's Personnel Policies and Procedures Manual to reference the Paid Family Leave requirements of State law and the availability of dental and vision insurance; and

WHEREAS, the Directors have reviewed the proposed amendments and find the Manual as amended to reflect the requirements of State law and the health insurance policies of the Corporation;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed Corporation hereby adopts and approves the revised Personnel Policies and Procedures Manual.

Motion passed; all in favor.

(R-0108-12)

b. Fiscal Policy

Motion by Director Parsons, seconded by Director Burdick to adopt the Revised Manual of Fiscal Policies and Procedures for the East of Hudson Watershed Corporation.

At the Annual Meeting of the Board of Directors of the East of Hudson Watershed Corporation held on January 8, 2019, the following resolution was moved and seconded:

WHEREAS, the Corporation has adopted numerous policies including the current Manual of Fiscal Policies and Procedures which was adopted by the Board of Directors on August 9, 2016; and

WHEREAS, the proposed revised Manual authorizes the Office Manager to act in the place of the Accounts Payable Coordinator, since that position is now vacant and no longer required,; 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.

(R-0108-13)

8) Other Business

Motion by Director Burdick, seconded by Director Parsons to amend the Personnel Policy to authorize a stipend to eligible employees who elect not to take medical insurance effective January 1, 2019; all in favor.

Motion by Director Oliverio, seconded by Director Parsons to offer a stipend to each eligible employee who elects not to take medical insurance in the amount of \$5,000 for family and \$2,500 for individual.

(Vote: Aye: 15 Nay: 2 Abstain: 0)

9) Adjournment – Motion to adjourn by Director Parsons, seconded by Director Burdick; all in favor. Adjourned 10:17 AM

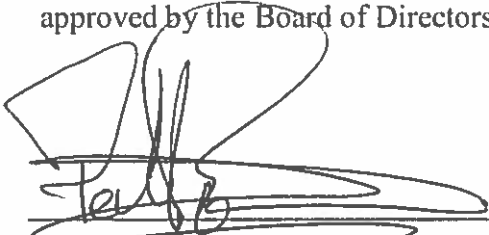


East of Hudson Watershed Corporation

2 Route 164, Suite 2
Patterson, NY 12563

PRESIDENT'S CERTIFICATE

I certify that the foregoing is a true and correct copy of the January 8, 2019 Annual Meeting Minutes approved by the Board of Directors.


Peter Parsons, President

5/14/19
Date



East of Hudson Watershed Corporation

**2 Route 164, Suite 2
Patterson, NY 12563**

SECRETARY'S CERTIFICATE

I certify that the foregoing is a true and correct copy of the January 8, 2019 Annual Meeting Minutes approved by the Board of Directors.



JoAnne Daley, Secretary

5-14-2019
Date