



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 7, 2020

Meeting Minutes

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

Voting Members in Attendance: Peter Parsons (Town of Lewisboro) for himself and for Chris Burdick (Town of Bedford) and Kenneth Schmitt (Town of Carmel); Rich Williams (Town of Patterson); Warren Lucas (Town of North Salem); Vincent Tamagna as alternate for MaryEllen Odell (Putnam County); Matt Slater (Town of Yorktown); Michael Quinn (Town of Yorktown); Michael Preziosi as alternate for Linda Puglisi (Town of Cortlandt); Sam Oliverio (Town of Putnam Valley); Ed Brancati as alternate for Gina Picinich (Town of Mount Kisco); Lauri Taylor as alternate for Robert Liffland (Village of Pawling); Tony Hay (Town of Southeast); Maureen Fleming (Town of Kent); Ivy Pool (Town of New Castle); Sabrina Charney-Hull (Town New Castle)

Others in Attendance: George Rodenhausen (Corporate Counsel); Vincent Giorgio (NYCDEP); Millie Magraw (Westchester County Planning); Kevin Fitzpatrick (EOHWC); Joanne Tavino (EOHWC); Linda Matera (EOHWC)

2) Pledge of Allegiance

3) Elect Officers for 2020

Director Parsons proposed that Rich Williams succeed him as President of the Corporation.

Motion by Director Parsons, seconded by Ed Brancati to elect Rich Williams as President of East of Hudson Watershed Corporation; all in favor. Rich Williams assumed the chairmanship of the meeting.

Director Williams accepted and thanked Director Parsons for his outstanding leadership over the last 4 years as President of the East of Hudson Watershed Corporation.

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

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>Rich Williams</u>	President
<u>Chris Burdick</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 2021, 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-0107-01)

4) Board Evaluations

Director Williams requested that Board members complete the 2019 Confidential Evaluation of Board Performance and Conflict of Interest forms before leaving.

5) Appoint Committees

a. Executive Committee

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

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 2021, 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-0107-02)

b. Governance Committee

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

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;

Matthew Slater
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 2021, 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-0107-03)

c. Audit Committee

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

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 2021, 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-0107-04)

d. Finance Committee

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

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 2021, 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-0107-05)

e. Technical Committee

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

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 2021, 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-0107-06)

6) Re-adopt EOHWC Policies

a. Banking Relationships

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

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-0107-07)

b. Code of Ethics

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

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 7, 2020, is hereby adopted to supersede the existing Code of Ethics adopted by the Board of Directors on January 8, 2019; 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-0107-08)

c. Mission Statement with Performance Measures

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

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 7, 2020 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-0107-09)

d. Procurement Policy

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

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-0107-10)

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.

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-0107-11)

7) Other Business

No other business was brought forward.

8) Adjournment – Motion to adjourn by Director Parsons, seconded by Director Oliverio; all in favor. Adjourned 10:18 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 7, 2020 Annual Meeting Minutes approved by the Board of Directors.

Richard Williams, Sr., President

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 7, 2020 Annual Meeting Minutes approved by the Board of Directors.

JoAnne Daley

JoAnne Daley, Secretary

5-13-2020

Date