



EAST OF HUDSON WATERSHED CORPORATION

2 Route 164, Suite 2, Patterson, NY 12563

845-319-6349

EXECUTIVE COMMITTEE MEETING

Via Videoconference

TIME and DATE: 9:30 AM, Thursday, April 23, 2020

Meeting Minutes

1) Open Meeting

Voting Members in Attendance: Rich Williams (Town of Patterson); Chris Burdick (Town of Bedford); Warren Lucas (Town of North Salem); Peter Parsons (Town of Lewisboro); JoAnne Daley as alternate for James Schmitt (Town of Pawling); Rich Franzetti as alternate for Ken Schmitt (Town of Carmel)

Others in Attendance: Millie Magraw (Westchester County); Michael Quinn (Town of Yorktown); Vincent Giorgio (NYCDEP); Michael Meyer (NYCDEP); George Rodenhausen (Corporate Counsel); Kevin Fitzpatrick (EOHWC); Joanne Tavino (EOHWC); Linda Matera (EOHWC)

2) Approve Meeting Minutes of March 26, 2020

Motion by Director Burdick, seconded by Director Parsons to approve the meeting minutes of March 26, 2020; all in favor.

3) Financial Update

Joanne Tavino reported that total funds from the end of March remain at \$20 million. Checks drawn today total \$141,224. It was requested that Warren Lucas transfer \$67,597 for O&M reimbursement checks and \$47,977 for FAD disbursements. Proceeds in the amount of \$1,057,000 were received into the operating account from a T-bill paying 2.35% interest that recently matured. Currently, a 1 year T-bill is only paying 0.1% interest, so we are looking into CDs. A 1-year CD is somewhere in the ballpark of .6-.7%. The original plan was to not reinvest the \$1 million with the anticipation of going into spring and summer construction and utilizing the funds. Since things have slowed down due to the current situation, it will not be necessary because we have about \$1 million available at our local bank which will cover us, and another \$1 million coming due in June. We can decide how we would like to proceed in June. Joanne added that she would not go out further than 1 year on CD investments and highlighted that the difference between a 1-year and 2-year CD is that a 1-year CD has an interest rate around .6 or .7%, and the 2-year CD has a rate of about .8%. Investments have been done on a ladder, therefore, we have investments maturing that will be available just about every 2 months. Director Lucas suggested that we go with the 1-year CD. Director Lucas asked Kevin Fitzpatrick if the work being done with construction is considered essential. Kevin said his understanding was that construction was considered essential as long as it was being done on utilities. That was a determination made by the New York State Department of Transportation towards the end of March when things were scaled back due to the coronavirus. No other determinations have come down since then that say construction is no longer considered essential. There are three projects that come to mind that are wrapping up, and there are other catch basin insert projects which will soon be ready to go out to construction that are easy installations, however, they do require people being out on site. In conclusion, it was Kevin's understanding that the East of Hudson Watershed Corporation projects fall under essential business.

4) List of Reporting and Filing Due Dates

Joanne reported that the New York State Authorities Budget Office (NYSABO) March 31st deadline for the Audit Report have been met. The next deadline is the Financial Disclosure reports for all of our members. Some members have already completed them but there remains about a dozen who have not. There is still couple of weeks until that deadline. The tax returns are due May 15 and are currently being worked on. They will be presented for approval at May Board of Directors meeting. The O&M reimbursement checks will be mailed today. Once all checks have cleared, Joanne will submit an invoice to Millie Magraw for Westchester's portion. Vincent Giorgio asked if the Audited Financials went out on April 1st. Joanne stated that she sent both the Project Accounting Report and the Audited Financials in an email as Vincent had requested at the March meeting. The formal bound copies of the Audited Financials from our auditor, as well as the Project Accounting Report have been sent to Putnam and Westchester County Executives and Attorneys, as well as the Valhalla & Kingston offices of the NYCDEP.

5) Videoconferencing discussion

George Rodenhausen asked if members want to consider amending the current by-laws to include videoconferencing. We are currently using videoconferencing because the Governor and the NYSABO have made it clear that it is permitted during this crisis, but that doesn't mean that we will continue with it going forward. Our existing by-laws require in-person meetings, therefore once this crisis has passed, we will resume in-person meetings. In previous discussions on this topic it was determined that we should have in-person meetings to keep the Executive Committee and the Board coming to meetings and not have the option to simply attend by videoconference. Now that we are doing it, we may feel otherwise and want to consider amending the by-laws. As it stands now, our by-laws require in-person meetings both by the Executive Committee, full Board and any other committees by the board. If we choose to change that, we'll have to prepare some by-law amendments. Director Williams recommended continuing to focus on in-person meetings and suggested adding the videoconference option for greater participation when appropriate, or for those who simply can't attend a particular meeting. Director Lucas agreed with Director Williams and felt it would be appropriate to amend the by-laws to allow videoconferencing when necessary. Director Burdick also agreed adding that when safe and permissible, in-person meetings should resume, however, for the time being we should supplement with videoconferencing as needed. Additionally, Director Burdick asked Counsel if some flexibility could be allowed in the by-laws. Counsel recommended adding the authorization to the by-laws and leaving it to the Chairperson to specify whether we wanted to allow videoconferencing or require in-person attendance for a particular meeting.

Motion by Director Burdick, seconded by Director Parsons to authorize Counsel to prepare an amendment to the East of Hudson Watershed Corporation By-Laws to allow videoconferencing; Motion passed; all in favor.

6) Project Update

Kevin discussed advancing the program during the delays due to coronavirus and indicated that he is seeing roadblocks with the engineering firms having the capability to get work pushed forward in a timely manner. Currently, there are several installation agreements that are out for review and signature. George, Linda and Kevin have been trying to push the banks and those involved to be responsive for these installation agreements. It will likely take a longer time moving forward. Additionally, there are school district projects that were planned and others needing homeowners' association approvals that are at a standstill. We will continue advancing catch basin inserts which are close to being installed. They will account for many kilograms for the spring and summer season.

Offer letters from the NYCDEP were recently received for 2 of the Metro North locations in Katonah (B-MU-701) and Croton Falls train stations (NS-MU-701) which brings us closer to installations. We are expecting an updated quote from Fabco for both projects. Completion of both projects is expected in May or June. Once both are installed, Metro North will look at this in a different light and will be more likely to work with us with confidence on the other sites. They've been concerned about the effect on commuters and want to make sure the installations go smoothly. Communicating with Metro North has been difficult because we're calling empty phone lines. We're hopeful that they will respond to our emails. Nevertheless, we are continuing to push ahead and trying to line up some construction for the summer. We have some installation agreements out for signature on municipal projects. We will have to wait on town board meetings in order to advance a few of them. Presently, the concentration is going to be on getting municipal projects installed as quickly as possible because that should be the path of least resistance for us. We also have a few projects that we will be wrapping up and submitting for kilograms to NYSDEC. We just recently added a project in the town of Somers at the Green Briar subdivision (S-CF-901) which is a FAD project in the smallest portion of the FAD basin in Westchester County and is estimated to account for approximately 9 kilograms worth of reduction through catch basin inserts.

a) Legacy Supply/Change Order #6 (Kent-MB-601)

Director Williams presented change order #6 from Legacy Supply for continued delay charges relating to project redesign. Kevin indicated that this is expected to be the last change order submitted for delay charges. Director Williams and Kevin have been working with Legacy Supply and Paggi Engineering to get the final design edit complete. At a meeting held earlier in the week, Legacy indicated they would establish a plan by close of business this Friday to provide a dollar amount for the final change order to wrap up construction. Given that time line, it would be reasonable to expect them to be back on site by the first Monday in May. There is still approximately \$200,000 of work that has not been completed on the original contract. Some credit will be applied toward that amount and then there may be some additional costs that will need to be discussed with Legacy Supply.

Motion by Director Williams, seconded Director Burdick to approve change order #6, submitted by Legacy Supply, LLC in the amount of \$10,475.96 to address delay charges.

WHEREAS, Legacy Supply, LLC submitted change order request Number 6 dated 4/14/2020 representing an increase of \$10,475.96 in the current contract price of \$622,791.63 for Kent-MB-601 in the year 6-10 retrofit plan; and

WHEREAS, Kent-MB-601 is located on property of the Town of Kent on Montrose Drive in the Town of Kent and consists of installing multiple ponds; and

WHEREAS, the proposed change order request is for delay charges. This change order presents an increase in the amount of \$10,475.96 in the overall contract price, increasing the overall construction cost to \$633,267.59; and

WHEREAS, this change order, if approved, would increase the construction cost and would have an updated efficiency of approximately \$65,000/kg with an estimated phosphorus reduction of 11.2 kg/year. These values are expected to change pending completion of a design change order by Paggi Engineering, PC.

NOW THEREFORE IT IS HEREBY RESOLVED, by the Executive Committee of the Board of Directors of the East of Hudson Watershed Corporation that it approves the change order request

from Legacy Supply, LLC dated 4/14/2020, for an additional amount of \$10,475.96 for Kent-MB-601, increasing the construction cost from \$622,791.63 to \$633,267.59.

Motion passed; all in favor.
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Director Williams indicated that the second issue on moving this project forward is that we expect to see a new change order to wrap up the additional work on the project. Authorization was requested by Director Williams from the Executive Committee for him and Kevin to negotiate the next change order with Legacy Supply and move it forward so Legacy can get back on site.

Motion by JoAnne Daley, seconded by Director Burdick to authorize Director Williams and Kevin Fitzpatrick to negotiate change order #7 for additional work on Kent-MB-601 with Legacy Supply. Motion passed; all in favor.

7) Watershed Planner Position

Kevin informed members that many resumes were received from a variety of applicants ranging from those with experience to students who will be graduating this year. The pool has been narrowed down to 8 that appear to have the qualifications we are looking for, but the position is going to be dependent on how we, in conjunction with the coalition, shape the future of EOHWC. All of them are qualified to help us immediately, but depending on how the coalition wants to shape the duties of the corporation moving forward, we could be leaning toward one candidate over the other. Until restrictions are lifted, we cannot have them in the office, so an introductory Zoom meeting with some of the candidates will be set up to at least get a better sense of who they are, what their interests are and be able to advance the conversation a little bit better. It's probably not advisable to hire someone until we know we can have them sitting in the office with us and working on a regular basis. Director Williams recommended that Kevin work with Joanne and Linda to par that list down to maybe the top 5 or 6 candidates. Once the list is narrowed down, an email should be sent out advising the Executive Committee of who the candidates are along with their qualifications.

8) O&M Program Update

Kevin reported that he's currently spending most of the time driving from site to site trying to get an idea of where highway departments left off after the winter. Things look fine so far. We will continue to encourage towns to submit anything they have from the last 5 months. There's bound to be some cleanup going on right now, or at least there should have been. It was requested that towns submit the inspection forms as they are getting the work done, rather than submitting it on the deadline date of every calendar year.

9) May Board of Directors Meeting Agenda

Director Williams inquired if any committee members had anything they wanted to add to the May Board of Directors agenda. George stated that he would provide the draft of the amended by-laws which should be added to the agenda.

10) Checks & Vouchers

Monthly checks and vouchers were signed. No action taken.

11) Other business

No other business was brought forward.

12) Adjournment

Motion to adjourn by Director Burdick, seconded by Director Parsons; all in favor. Adjourned 10:13 AM.



PRESIDENT'S CERTIFICATE

I certify that the foregoing is a true and correct copy of the April 23, 2020 meeting minutes approved by the Executive Committee.



Richard Williams Sr., President



Date



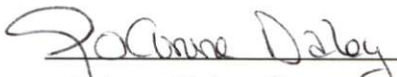
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SECRETARY'S CERTIFICATE

I certify that the foregoing is a true and correct copy of the April 23, 2020 meeting minutes approved by the Executive Committee.



JoAnne Daley, Secretary



Date