



QUARTERLY MEETING OF DIRECTORS AND MEMBERS

10:00 A.M., Tuesday, May 12, 2020

Via Zoom Videoconference

Meeting Minutes

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

Voting Members in Attendance: Richard Williams, Sr. (Town of Patterson); Chris Burdick (Town of Bedford); Warren Lucas (Town of North Salem); JoAnne Daley (Town of Pawling); Peter Parsons (Town of Lewisboro); Sam Oliverio (Town of Putnam Valley); Michael Quinn (Town of Yorktown); Michael Preziosi as alternate for Linda Puglisi (Town of Cortlandt); Tony Hay (Town of Southeast); Lauri Taylor as alternate for Robert Liffland (Village of Pawling); Sabrina Charney-Hull as alternate for Ivy Pool (Town New Castle); Rich Franzetti as alternate for Ken Schmitt (Town of Carmel); Ed Brancati (Town/Village of Mount Kisco); Les Maron as alternate for Kevin Hansan (Town of Pound Ridge)

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

2) Pledge of Allegiance

3) Approve Meeting Minutes: January 7, 2020

Motion by Director Burdick, seconded by Ed Brancati to approve the Annual Board of Directors Meeting Minutes of January 7, 2020; all in favor.

Motion by Director Burdick, seconded by Ed Brancati to approve the Quarterly Board of Directors Meeting Minutes of January 7, 2020; all in favor.

4) Financial Update

Joanne Tavino reported that the current fund balance is \$20 million; \$3 million in Putnam, \$5 million in Westchester and \$12 million in FAD funds. Of that amount, \$10 million is invested in treasuries and \$5.5 million is in bank CDs, due to the decrease in treasury yields. Year-to-date expenditures are \$521,154, and income earned for the same period is \$161,020. Current contract balances of open projects is \$1.1 million of signed contract balances due on projects currently being worked on. An invoice will be going out to Westchester County for the 2019 O&M reimbursement. All checks have been sent to the Westchester municipalities and have cleared our account. Westchester County will reimburse the corporation for those payments which amount to \$85,000. Millie Magraw informed Joanne that she will email a voucher for completion and noted that with the current situation it may take a week or two longer to process the reimbursement check. Ed Brancati asked what the current rate is on investments held by East of Hudson Watershed Corporation. Joanne said that the current rate on treasuries is 0.1%, however, we still hold investments gaining 2% interest that were purchased last year that are coming due in August and October. The reason we are switching over to CDs is because the

interest rate is somewhere between 0.6 - 0.7%. Going forward, it is not likely that we will be getting the rates we were getting in the past. Nevertheless, we are using the funds as we actively move towards starting to finish up the FAD projects.

5) Audit and Tax Returns

Joanne explained that the Executive Committee accepted the 2019 Audit at the April meeting. It is being presented to the Board of Directors today for acceptance as well so that the tax returns that are due on Friday, May 15th can be filed.

Motion by Director Parsons, seconded by Ed Brancati to accept the 2019 Audit and to submit Form 990 and CHAR 500; all in favor.

6) List of Reporting and Filing Due Dates

Joanne reported that there are still some items due that have not been completed by board members, specifically, the Conflict of Interest forms and 2 Board Member Trainings. Financial Disclosures should be submitted by anyone who has not completed theirs no later than Friday, May 15th.

7) Amendment to By-Laws

George Rodenhausen indicated that the existing By-Laws do not currently allow for videoconferencing. It is being done now under executive order of the Governor and there is similar ruling from the Authorities Budget Office (ABO). In the event that we want to continue after the coronavirus is over, we need to amend the By-Laws. The Executive Committee recommended that videoconferencing be allowed according to the permission of Open Meeting Law (OML). It's useful to have once the coronavirus is over so we can continue having monthly and quarterly meetings by videoconference if we choose to do so. Les Maron said he understood that non-profits do not have to follow OML. George stated that it was written into the East of Hudson Watershed Corporation By-Laws and is also a requirement of the funding agreement, therefore, we are obligated to abide by OML.

Motion by Director Parsons, seconded by Ed Brancati to approve the proposed amendment for videoconferencing to the By-Laws of the East of Hudson Watershed Corporation; all in favor.

8) O & M Program Update

Kevin informed members that their highway departments should be working on project O&M. Each year a notice is sent out to each town's MS4 Coordinator, Highway Department Supervisor and Supervisor/Mayor reminding them that project inspections should be done regularly and documentation should be submitted to the EOHWC as soon as possible. It was noted that the town of Pawling has been the first to submit their inspection and documentation this year.

9) Project Update

Kevin reported we are currently at 566 kilograms of reduced phosphorus. Unfortunately, there has been a slowdown with design engineers due to the coronavirus. We do anticipate having a good number of projects under construction come early fall. Metro North catch basin insert installations will soon be done in Katonah and North Salem. We were hoping to move the other Metro North projects ahead but unfortunately it's been difficult to get hold of Metro North during this time. Hopefully, as things open up we'll be able to establish a clearer line of communication.

Overall we are still on target with all of our projects and expect to exceed the reduction total of 920 kilograms over the 10 year course of the program. At this point we are refining it more to either hit that

920 directly on the head ,or we get a better understanding of what the NYSDEC and the NYCDEP will want us to accomplish.

Director Williams indicated that he had a conversation with NYSDEC regarding the program and will update members at a separate coalition meeting.

a) Program Summary

Kevin presented the program summary and invited individual questions.

11) Watershed Planner Position

Kevin explained that the EOHWC advertised to fill the position of Watershed Planner and received a very good response. We've been able to narrow it down to a group of 8 qualified candidates which will be further narrowed down to 5. The resumes of the 5 individuals will be sent on to the Executive Committee for consideration and comments. The big question with this position is that we need to define the direction of the corporation moving forward in order to hire the most qualified candidate. The response from the state and all the individual municipalities as to how everyone would like to define the future of the corporation should really be the driving force of how we shape the position. This individual could be assisting the Director of Engineering, running phosphorus reduction projects or MS4 compliance. Once we better define the role, we have a good group of candidates that we can move forward with. We need authorization from the board so that the Executive Committee and staff can make a decision to hire between this meeting and the August Board of Directors meeting on an interim basis to bring them in and have them work a few months. That individual would then be hired on a permanent basis in August based upon their performance. George indicated that the full board has to make the decision to hire this individual, but it can be delegated to the Executive Committee to make an interim decision given what Kevin just outlined.

Motion by Ed Brancati, seconded by Director Burdick to authorize the Executive Committee of the East of Hudson Watershed Corporation to hire a qualified Watershed Planner on an interim basis, to be presented to the Board of Directors for permanent hire at the August meeting; all in favor.

12) Other business

Director Lucas inquired if EOHWC office staff required any personal protective equipment (PPE). Joanne expressed appreciation for Director Lucas's consideration and said that staff members come into the office one at a time while the other 2 staff members work from home, therefore, the need for PPE is not currently necessary. Once the state starts allowing us to open, we will let you know if there is any need.

12) Adjournment

Motion to adjourn by Director Burdick, seconded by Ed Brancati; all in favor. Adjourned 10:24 AM.

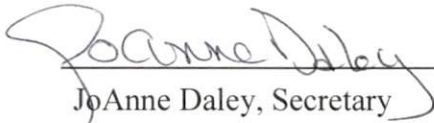


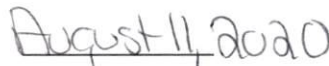
East of Hudson Watershed Corporation

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

SECRETARY'S CERTIFICATE

I certify that the foregoing is a true and correct copy of the May 12, 2020 Quarterly Meeting Minutes approved by the Board of Directors.


JoAnne Daley, Secretary


Date