

QUARTERLY MEETING OF DIRECTORS AND MEMBERS
LOCATION: Business Office: 2 Route 164, Suite 2, Patterson, NY 12563
TIME and DATE: 10:00 a.m., Tuesday, May 11, 2021
Zoom Videoconference

Meeting Minutes

1) Open of Meeting at 10:00 AM

Voting Members in Attendance: Richard Williams, Sr. (Town of Patterson); Peter Parsons (Town of Lewisboro); Warren Lucas (Town of North Salem); Rich Franzetti as alternate for Kenneth Schmitt (Town of Carmel); Sam Oliverio (Town of Putnam Valley); Vincent Tamagna as alternate for MaryEllen Odell (Putnam County); Kevin Hansan (Town of Pound Ridge); Sabrina Charney Hull as alternate for Ivy Pool (Town of New Castle); Steve Woelfle as alternate for Rick Morrissey (Town of Somers); Matt Slater (Town of Yorktown); Ed Brancati as alternate for Gina Picinich (Town of Mount Kisco); Lauri Taylor (Village of Pawling); Tony Hay (Town of Southeast); Maureen Fleming (Town of Kent); MaryAnn Carr (Town of Bedford)

Others in Attendance: Christine Chale (Corporate Counsel); Patrick Logan (Corporate Counsel); Vincent Giorgio (NYCDEP); Millie Magraw (Westchester County Planning); Kevin Fitzpatrick (EOHWC); Joanne Tavino (EOHWC); Linda Matera (EOHWC); Cory Lapidus (EOHWC)

2) Pledge of Allegiance

3) Approve Meeting Minutes

a) January 5, 2021 Annual Board of Directors

Motion by Director Lucas, seconded by Rich Franzetti to approve the Annual Board of Directors Meeting Minutes of January 5, 2021; all in favor.

b) January 5, 2021 Quarterly Board of Directors

Motion by Director Lucas, seconded by Rich Franzetti to approve the Quarterly Board of Directors Meeting Minutes of January 5, 2021; all in favor.

4) Financial Update

Joanne Tavino reported the total expenditures year to date through April 30 is \$272,874 and total income for the same period is \$3,398. The current fund balance is \$17.8 million of which \$2.8 is Putnam WQIP, \$4.1 is Westchester WQIP and \$10.9 million is FAD. The total value invested in treasuries is \$6.4 million and \$1.5 million is in bank CDs. Investment income since inception is currently \$440,350. The balances due to contractors on current open contracts is \$869,070 and FAD projects commitments are \$4.8 million to date under the new FAD agreement of which we owe contractors \$596,741.

5) Audit–CHAR500 & FORM 990

Joanne reported that this year’s audit went very well despite COVID restrictions. Patricia Brennan of STAC did everything remotely and everything was uploaded to their website. The audited financial statements were presented to the Executive Committee and were approved for recommendation to the Board of Directors to accept the audited financial statements. Motion by Director Oliverio, seconded by Director Lucas to accept the 2020 Audited Financial Statements; all in favor.

The New York State CHAR500 and FORM 990 which were prepared by our auditors and accepted by the Executive Committee at the April Executive Committee meeting are due on May 17. Joanne requested a motion from the Board of Directors to accept and file the tax returns as presented. Motion by Director Lucas, seconded by Director Oliverio to accept and file the NYS CHAR500 and FORM 990 as presented; all in favor.

6) List of Reporting and Filing Due Dates

Joanne informed members that the deadline for Putnam County financial disclosures is May 15. Board members whose names are highlighted on the compliance chart are required to complete the missing forms as specified.

7) O&M Program Update

Joanne mentioned that she is waiting for one last check from Yorktown to be received before she can send out payments to the municipalities that completed their O&M. Supervisor Slater said the Comptroller was away for the last two weeks the check would be processed upon her return. Joanne said that once the last check is received the invoice will be sent to Westchester County and they will reimburse us in full for the Westchester municipalities and then EOHWC will reimburse the Westchester municipalities in full.

Kevin Fitzpatrick requested that every retrofit be cleaned up for spring. Inspections will be done by EOHWC and photographs will be taken of the retrofits to incorporate into the website to be used as education elements and to check on everybody’s work thus far for the spring.

8) Project Update

Kevin reported that we are just shy of 620 kilograms of phosphorus credit. There are a few projects in the final stages of design and permitting that are going to go to construction later this fall. Two projects specifically of note are NewC-NCR-801 in the Town of New Castle and SE-DI-815 in Southeast. Both are channel stabilization projects that incorporate other water quality measures which are estimated to total close to 100 kilograms. We will have many projects coming to a head as we get to the end of the summer and beginning of fall. Many of them will be quick installations of catch basin inserts. We finally had a little bit of progress on negotiations with private property developers that have taken longer than expected. We are eager to continue making progress and work with New York State Department of Environmental Conservation (NYSDEC) to make sure that we are lining up our current program with anything that they might be looking at for the future along with any funding opportunities that are going to come up through NYSDEC and the United States Army Corps of Engineers (USACOE). As mentioned at previous meetings, USACOE has been taking a greater interest in what we’ve been doing with our retrofit projects and program and are looking actively for projects that we can execute. As you are aware, we’ve been very reluctant to move forward with Westchester County projects until we have a better grasp of the funding which could potentially be coming down the line now that we have an opportunity to tap into that and

continue looking for projects in Westchester. It doesn't mean that we'll run out and execute anything that comes across the table but it is important to make sure that Westchester municipalities continue to provide us with retrofits that will be a good match for the program.

The table is being set for an expansion and larger role for the Corporation. The Executive Committee has been very active in trying to get us lined up for assisting with wastewater efforts in the future of septic programs and wastewater. As we plan for the future we are trying to incorporate more of our projects into community outreach and education opportunities. There are a lot of possibilities to pick retrofits that we can tie local communities into to get them interested and educated on what it is we are trying to do. It will be a huge effort coming up in the next cycle when the NYSDEC comes out with the next MS4 permit. For that reason we want to make sure that Board members are staying active and continue to encourage their MS4 coordinators to work with us so we can provide any assistance that they need moving forward into the next permit. With the success of our program there is no reason to stop at phosphorus reduction so we will be looking at education and outreach as well.

Director Lucas informed members that Assemblyman Burdick was able to get EOHWC \$300,000 for a Watershed Water Plan Study and thanked him for his work. We did something similar to this when we were looking at the FAD basin and did a study which ended up getting us many millions of dollars to mitigate phosphorus in the FAD basin. We're hoping that this will allow us to identify the major problems in each municipality and come up with what we think the cost is going to be for everything we are looking at and then go forward with that to get some of the money being made available by the federal government. That \$300,000 is part of a line item in the state budget that specifically names East of Hudson Watershed Corporation so that we are not waiting and the money will be available to us this year for the study. Director Williams also thanked Peter Harkham who worked very closely with Assemblyman Burdick on getting the money for the study.

a. Program Summary

Kevin presented the Program Summary and mentioned that over the course of the last two years a few municipalities mentioned that they are doing studies for mapping of their infrastructure. It is always a stronger application when we collaborate with other towns to do these studies.

9) Assign Replacement for Michael Quinn on Technical Committee

Director Williams discussed the vacancy of Michael Quinn's seat on the Technical Committee and the need to replace him to assist Kevin with reviewing documents. Board members were invited to submit names of anyone that would be a good fit. Alternate Charney-Hull added that it would be helpful if the person chosen is from a municipality that has projects in the program.

10) EOHWC Staff

Director Williams reminded members that Joanne Tavino will be retiring in June and wished her the best. A new comptroller was hired to replace her but that didn't work out very well. The position was re-advertised and additional individuals were interviewed and we did find a gentleman that is very qualified by the name of Keith Giguere. He will fit in well with the organization is extremely competent. The starting salary is \$85,000. A review will be conducted by the Executive Committee and, based upon his job performance, will be eligible for up to \$5,000 increase after a six month probationary period. Director Lucas explained that one of the things that was discussed was that EOHWC is a small office and the importance of getting along well with others. A background check is being done currently and we will proceed from there once it comes back.

Motion by Director Oliverio, second by Director Lucas to approve the appointment of Keith Giguere

to the position of Comptroller to the East of Hudson Watershed Corporation.

WHEREAS, the EOHWC Executive Committee has recommended that the Corporation provide for the appointment of a Comptroller designee to begin work prior to the announced retirement date of Comptroller Joanne Tavino in order to provide for a period of overlap in the best interests of the Corporation; and

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

1. The duties of Comptroller, a full time at will position, are substantially as provided in the attached position description together with such other or different tasks as may be assigned by the President from time to time in the best interests of the Corporation. The Board of Directors hereby authorizes a temporary position of Comptroller designee to perform such duties of the Comptroller as shall be assigned by the President from time to time in the best interests of the Corporation, in order to provide for full continuity of operations.

The appointment of Keith A. Giguere on an interim (temporary) basis to the position of Comptroller designee at a salary of \$85,000 is hereby approved, with the assumption of the full duties of Comptroller to occur upon the effective date of retirement of Comptroller Tavino. The salary may be adjusted by the Executive Committee by up to \$5,000 following the completion of a six-month probationary period and performance review.

Motion passed; all in favor.

R-0511-01

Director Williams presented a resolution for a compensation adjustment for the East of Hudson Watershed Corporation office manager, Linda Matera. Because of the issues with the Comptroller who was previously hired and left, Linda has taken on more responsibilities with regard to bookkeeping and human resources in addition to her regular duties. Director Lucas explained that Linda runs the office and can step in temporarily in the event someone is needed to assist with Comptroller responsibilities temporarily. Director Oliverio pointed out that even with the 12% increase it would be difficult to find someone to fill the role that Linda is filling. Both Director Hay and Director Fleming acknowledged Linda's work but said they would be voting against the compensation because their towns gave 0% increases to their employees except those that had union contracts. Alternate Brancati added that the increase is justified due to the nature of the expanding role and additional responsibilities.

Motion by Director Parsons, second by Alternate Brancati to accept the salary and scope of work change for Linda Matera.

WHEREAS, the EOHWC Executive Committee has recommended that the Corporation increase the compensation of its Office Manager, Linda Matera in recognition of her duties performed for the Corporation as set forth in the attached description; and

WHEREAS, the Board of Directors has reviewed the Executive Committee's recommendation regarding the increase in compensation for the Office Manager and finds that authorizing said increase is in the best interests of the Corporation.

NOW THEREFORE IT IS HEREBY RESOLVED that the salary of Linda Matera, Office

Manager for the Corporation, shall increase by 12% from \$56,625.65 to \$63,421.00, effective May 11, 2021.

(Vote: Aye: 13, Nae: 2, Abstain: 0)

Motion Passed.

R-0511-02

11) Other business

No other business was brought forward.

12) Adjournment – Motion to adjourn by Director Oliverio, seconded by Director Parsons; all in favor. Adjourned: 10:47 AM.

PRESIDENT'S CERTIFICATE

I certify that the foregoing is a true and correct copy of the May 11, 2021 Quarterly Meeting Minutes approved by the Board of Directors.



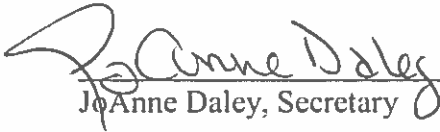
Richard Williams, Sr., President




Date

SECRETARY'S CERTIFICATE

I certify that the foregoing is a true and correct copy of the May 11, 2021 Quarterly Meeting Minutes approved by the Board of Directors.


JoAnne Daley, Secretary


Date