

FILING RECEIPT

ENTITY NAME: EAST OF HUDSON WATERSHED CORPORATION

DOCUMENT TYPE: INCORPORATION (NOT-FOR-PROFIT)

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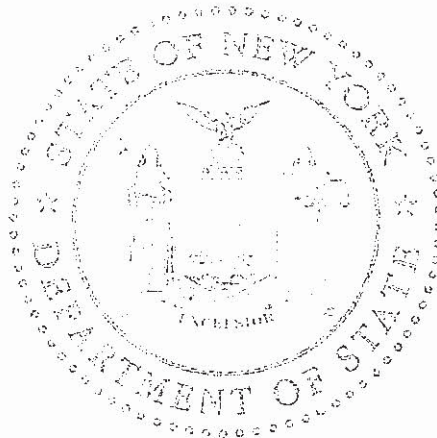
RAPPORT MEYERS WHITBECK SHAW
& RODENHAUSEN
436 UNION ST.
HUDSON, NY 12534-2427

10/18/2011

ADDRESS FOR PROCESS:

SUPERVISOR TOWN OF SOMERS
335 ROUTE 202
SOMERS, NY 10589

REGISTERED AGENT:



SERVICE COMPANY: CORPORATION SERVICE COMPANY - 45

SERVICE CODE: 45

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FILING 75.00
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946523JBA

DOS-1025 (04/2007)

STATE OF NEW YORK
DEPARTMENT OF STATE

I hereby certify that the annexed copy has been compared with the original document in the custody of the Secretary of State and that the same is a true copy of said original.



WITNESS my hand and official seal of
the Department of State, at the City of
Albany, on October 19, 2011.

A handwritten signature in black ink, appearing to read "Daniel E. Shapiro".

Daniel E. Shapiro
First Deputy Secretary of State

111018000756

CERTIFICATE OF INCORPORATION
OF
EAST OF HUDSON WATERSHED CORPORATION

A Not-for Profit Local Development Corporation
Under Sections 402 and 1411 of the Not-for-Profit
Corporation Law of the State of New York

The undersigned, being over the age of eighteen years, for the purpose of forming a not-for-profit local development corporation pursuant to Section 1411 of the Not-for-Profit Corporation Law of the State of New York (the "N-PCL"), hereby certifies:

FIRST: The name of the Corporation is EAST OF HUDSON WATERSHED CORPORATION (the "Corporation").

SECOND: The Corporation is a corporation as defined in subparagraph (a)(5) of Section 102 of the N-PCL and as provided in Section 1411 of the N-PCL and is a Type C corporation as defined in Section 201 of the N-PCL.

THIRD: The Corporation is formed and will be operated exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, and for the specific purposes of:

(a) reducing the discharge and existing levels of phosphorus and other constituents of stormwater runoff in the watershed of the New York City water supply system east of the Hudson River (the "New York City EOH Watershed") in order to protect the quality of the waters therein and to achieve compliance with all federal, state and local laws, regulations and permits applicable to the municipalities located within the New York City EOH Watershed and the businesses and persons therein; and

(b) acting in the public interest by relieving and reducing unemployment, promoting and providing for additional and maximum employment, bettering and maintaining job opportunities, instructing or training individuals to improve or develop their capabilities for such jobs, carrying on scientific research for the purpose of aiding a community or geographical area by attracting new industry to the community or area or by encouraging the development of, or retention of, an industry in the community or area, and lessening the burdens of government relating to the New York City EOH Watershed.

FOURTH: The Corporation shall carry out the foregoing purposes, on behalf of the municipalities located wholly or partly within the New York City EOH Watershed (the "EOH Municipalities"), by means of engaging in the following activities:

a) administering, organizing and implementing any and all necessary programs and projects in order for the EOH Municipalities to achieve compliance with the requirements of all federal, state and local laws, regulations and permits in relation to New York City's use of the surface waters within the EOH Municipalities for New York City's water supply, including, but not limited to, the Municipal Separate Storm Sewer System ("MS4") heightened requirements, on a non-profit basis;

(b) applying for, obtaining and contracting with any federal, state or local governmental agency, foundation, organization or individual for the purpose of obtaining grants, loans, or other form of financial assistance and expending or authorizing the expenditure of such funds in furtherance of the non-profit public purposes of the Corporation;

(c) acquiring by gift or purchase, holding, selling, conveying, assigning, mortgaging or leasing any property, real or personal, necessary or incidental to the non-profit public purposes of the Corporation;

(d) administering water quality protection programs necessary to maintain and enhance the water quality in the New York City EOH Watershed, which shall include making decisions on the funding and implementation of said programs consistent with the laws, regulations and permits related to the New York City EOH Watershed and all other applicable federal, state and local laws, regulations and permits;

(e) entering into, performing and carrying out the terms of any and all contracts, which are necessary, incidental to or in connection with the non-profit public purposes of the Corporation, or in advancement thereof; and

(f) performing any other act which is incidental to or in connection with the non-profit public purposes of the Corporation, or in advancement thereof, but not for the pecuniary profit or financial gain of its members, directors or officers, except as permitted under Article 5 of the N-PCL.

FIFTH: The activities referred to in paragraph "FOURTH" hereof will achieve the lawful public objective of lessening the burdens of the government, as carrying out such purposes and exercising the powers conferred upon the Corporation involve the performance of an essential government function. It is understood, however, that the performance of such functions will assist the EOH Municipalities in reducing unemployment and in promoting job growth and economic development by achieving compliance with the laws, regulations and permits related to the New York City EOH Watershed.

SIXTH: The operations of the Corporation will be performed in the New York City EOH Watershed. The office of the Corporation will be located in the within the County of Westchester, State of New York.

SEVENTH: Each EOH Municipality is eligible to become a member of the Corporation. The initial members of the Corporation are the municipalities listed below. The Corporation shall have a board of directors and the directors shall at all times be the chief elected official of each member. The names and addresses of the initial directors are listed below.

Member: Town of Carmel
Initial Director: Kenneth Schmitt, Supervisor
Carmel Town Hall
60 McAlpin Avenue
Mahopac, New York 10541

Member: Town of Putnam Valley
Initial Director: Robert Tendy, Supervisor
Putnam Valley Town Hall
265 Oscawana Lake Road
Putnam Valley, New York 10579

Member: Town of Kent
Initial Director: Katherine Doherty, Supervisor
Kent Town Hall
25 Sybil's Crossing
Kent Lakes, New York 10512

Member: Town of Southeast
Initial Director: Michael Rights, Supervisor
Southeast Town Hall
1360 Route 22
Brewster, New York 10509

Member: Town of Patterson
Initial Director: Michael Griffin, Supervisor
Patterson Town Hall
PO Box 470
1142 Route 311
Patterson, New York 12563

Member: Town of Bedford
Initial Director: Lee V. A. Roberts, Supervisor
Bedford Town Hall
321 Bedford Road
Bedford Hills, New York 10507

Member: Town of Cortlandt
Initial Director: Linda D. Puglisi, Supervisor
Cortlandt Town Hall
1 Heady Street
Cortlandt Manor, New York 10567

Member: Town of Lewisboro
Initial Director: Charles Duffy, Supervisor
Lewisboro Town Hall
11 Main Street, PO Box 500
South Salem, New York 10590

Member: Town/Village of Mount Kisco
Initial Director: J. Michael Cindrich, Mayor
Mount Kisco Town Hall
104 Main Street
Mount Kisco, New York 10549

Member: Town of New Castle
Initial Director: Barbara Gerrard, Supervisor
New Castle Town Hall
South Greeley Avenue,
Chappaqua, New York 10514

Member: Town of North Castle
Initial Director: William Weaver, Supervisor
North Castle Town Hall
15 Bedford Road
Armonk, New York 10504

Member: Town of North Salem
Initial Director: Warren J. Lucas, Supervisor
North Salem Town Hall
266 Titicus Road
North Salem, New York 10560

Member: Town of Pound Ridge
Initial Director: Gary David Warshauer, Supervisor
Pound Ridge Town Hall
179 Westchester Avenue
Pound Ridge New York 10576

Member: Town of Somers
Initial Director: Mary Beth Murphy, Supervisor
Somers Town Hall
335 Route 202
Somers, New York 10589

Member: Town of Yorktown
Initial Director: Susan Siegel, Supervisor
Yorktown Town Hall
363 Underhill Avenue
Yorktown Heights, New York 10598

Member: Putnam County
Initial Director: Paul Eldridge, County Executive
40 Glencida Avenue
Carmel, New York 10512

Member: Village of Brewster
Initial Director: James Schoenig, Mayor
Brewster Town Hall
50 Main Street
Brewster, New York 10509

Member: Town of Pawling
Initial Director: David P. Kelly, Supervisor
160 Charles Colman Boulevard
Pawling, New York 12564

Member: Village of Pawling
Initial Director: Robert Liffland, Mayor
9 Memorial Avenue
Pawling, NY 12564

EIGHTH: The Secretary of State of the State of New York is hereby designated the agent of the Corporation upon whom process against it may be served. The post office address to which the Secretary of State shall mail a copy of any process against the Corporation served upon him or her as agent of the Corporation is:

Supervisor
Town of Somers
335 Route 202
Somers, New York 10589

NINTH: The Corporation is not formed for pecuniary profit or for financial gain. All

income and earnings of the Corporation shall be used exclusively for its corporate purposes. No part of the income or earnings of the Corporation shall inure to the benefit or profit of any board member or private person, corporate or individual, except that reasonable compensation may be paid for services rendered to or for the Corporation. No member or private person, corporate or individual, shall be entitled to share in the distribution of any of the Corporation's property or assets upon dissolution of the Corporation, provided, however, that the Corporation may repay loans and repay contributions made to it only if and to the extent any such contribution may not be allowable as a deduction in computing taxable income under the Internal Revenue Code or any future federal tax code.

TENTH: Notwithstanding any other provision of this certificate of incorporation, the Corporation is organized exclusively for one or more charitable purposes specified in Section 501(c)(3) of the Internal Revenue Code and shall not carry out any activity not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or the corresponding Section of any future federal tax code or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code or the corresponding Section of any future federal tax code.

ELEVENTH: In the event of dissolution all of the remaining assets and property of the Corporation after payment of necessary expenses thereof and payment of adequate provision for all known liabilities as may be required by law, shall be distributed as determined by the board of directors in a manner consistent with the N-PCL.

TWELVTH: No part of the activities conducted by the Corporation shall include carrying on propaganda or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code) or participating in or intervening in any political campaign on behalf of, or in opposition to, any candidates for public office.

THIRTEENTH: Nothing herein shall authorize the Corporation directly or indirectly to engage in or include among its purposes any of the activities described in subsections 404(b) through (v) of the N-PCL.

FOURTEENTH: The board of directors may adopt by-laws with respect to indemnification to provide at all times the fullest indemnification permitted by the N-PCL, as amended from time to time.

FIFTEENTH: To the extent not prohibited by the N-PCL, the Corporation may purchase and maintain insurance:


(a) to indemnify the Corporation for any obligation that it incurs as a result of the indemnification of the directors and officers; and

(b) to indemnify directors and officers.

SIXTEENTH: The by-laws of the Corporation, not inconsistent with this certificate, may be adopted, amended or repealed by the board of directors.

SEVENTEENTH: The Corporation will be subject to the Public Authorities Accountability Act of 2005 (the "Act"). As such, the Corporation will be required to, among other things: (a) undergo an annual independent audit and submit the results of such audit to the members of the Corporation and the New York State Authorities Budget Office, (b) prepare and submit its annual budget to the members of the Corporation and the New York State Authorities Budget Office, (c) adopt the various ethical, reporting, property disposition and disclosure policies required by the Act, and (d) form governance and audit committees to ensure the Corporation is in compliance with the Act and any other applicable laws.

IN WITNESS WHEREOF, this Certificate has been subscribed this 14th day of October, 2011, by the undersigned who affirms that the statements made herein are true under the penalties of perjury.



George A. Rodenhausen
Sole Incorporator
Rapport Meyers LLP
20 Spring Brook Park
Rhinebeck, New York 12572

111018000756

CERTIFICATE OF INCORPORATION

OF

EAST OF HUDSON WATERSHED CORPORATION

2011 OCT 18 11:23:36 2011 OCT 17 11:10:2

Section 1411 of the Not-for-Profit Corporation Law

STATE OF NEW YORK
DEPARTMENT OF STATE
FILED

OCT 18 2011

Filer: Rapport Meyers Whitbeck Shaw & Rodenhausen
436 Union St.
Hudson, NY 12534-2427
Cust. Ref#946523Jba

TAX \$ _____
BY: [Signature]

DRAWDOWN

CSC 45
Drawdown

West
Type C

[Signature]

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