

ANNUAL MEETING OF DIRECTORS AND MEMBERS

TIME and DATE: 10:00a.m., Tuesday, January 4, 2022
Zoom Videoconference

Meeting Minutes

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

Voting Members in Attendance: Richard Williams, Sr. (Town of Patterson); Matthew Slater (Town of Yorktown); Warren Lucas (Town of North Salem); JoAnne Daley as alternate for James Schmitt (Town of Pawling); Michael Cazzari (Town of Carmel); Rich Franzetti as alternate for Michael Cazzari (Town of Carmel); Tony Goncalves (Town of Lewisboro); Tony Hay (Town of Southeast); Kevin Hansan (Town of Pound Ridge); Robert Scorrano (Town of Somers); Catherine Brosnan as alternate for Richard Becker (Town of Cortlandt); Ed Brancati as alternate for Gina Picinich (Town of Mount Kisco); Lauri Taylor (Village of Pawling); Sabrina Charney-Hull as alternate for Lisa Katz (Town of New Castle); Jacqueline Annabi (Town of Putnam Valley)

Others in Attendance: Dan Ciarcia (Town of Yorktown); Christine Chale (Corporate Counsel); Patrick Logan (Corporate Counsel); Vincent Giorgio (NYCDEP); Millie Magraw (Westchester County Planning); Kevin Fitzpatrick (EOHWC); Keith Giguere (EOHWC); Linda Matera (EOHWC); Cory Lapidus (EOHWC)

2) Pledge of Allegiance

3) Elect Officers for 2022

Motion by Alternate Brancati, seconded by Alternate Franzetti 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:

Rich Williams, Sr.
Matthew Slater

President
Vice President

Warren Lucas
JoAnne Daley

Treasurer
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 2023, 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-0104-01)

Supervisor Cazzari joined the meeting.

4) Board Evaluations and Conflict of Interest Forms

Director William informed members that each year a Confidential Evaluation of Board Performance and Conflict of Interest must be completed and sent back as soon as possible. Linda Matera noted that they were sent out with the agenda and requested they be sent back within the month. Director Lucas asked if there was a link in which they could be accessed. Linda stated there were no links to these documents, however, links will be sent for completion of the Putnam County Financial Disclosure and Board Member Training for new members.

5) Appoint Committees

a. Executive Committee

Motion by Alternate Brancati, seconded by Director Slater 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:

Richard Williams, Sr.
Warren Lucas
Matthew Slater
Mary Ellen Odell

Tony Goncalves
Michael Cazzari
James Schmitt

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
Dan Ciarcia

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 2023, 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-0104-02)

b. Governance Committee

Motion by Director Lucas, seconded by Alternate Brancati 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
Warren Lucas
Michael Cazzari

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 2023, 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-0104-03)

c. Audit Committee

Motion by Director Lucas, seconded by Director Slater 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;

Tony Goncalves
Robert Scorrano
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 2023, 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-0104-04)

d. Finance Committee

Motion by Director Lucas, seconded by Director Slater to appoint the Finance 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 advisory committees not specifically listed therein; and

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
Jacqueline Annabi

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 2023, 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-0104-05)

e. Technical Committee

Motion by Director Slater, seconded by Director Cazzari 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:

Richard Franzetti
Ed Brancati
Sabrina Charney-Hull
Dan Ciarcia

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 2023, 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-0104-06)

6) Re-adopt EOHWC Policies

a. Banking Relationships

Motion by Alternate Brancati, seconded by Director Slater 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 Manual of Fiscal Policies and Procedures.

Motion passed; all in favor.

(R-0104-07)

b. Code of Ethics

Motion by Director Slater, seconded by Alternate Brancati 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 4, 2022, is hereby adopted to supersede the existing Code of Ethics adopted by the Board of Directors on January 5, 2021; 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-0104-08)

c. Mission Statement with Performance Measures

Motion by Alternate Brancati, seconded by Director Slater 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 4, 2022 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-0104-09)

d. Procurement Policy

Motion by Director Lucas, seconded by Alternate Brancati 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, January 10, 2017, May 8, 2018 and April 25, 2019 (“Procurement Policy”); 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-0104-10)

e. Sexual Harassment Policy

Motion by Director Lucas, seconded by Director Annabi 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; and

WHEREAS, the New York State Division of Human Rights has revised certain portions of its model policy and has issued a new model policy; and

WHEREAS, there is on file with the Corporation's Secretary an amended Sexual Harassment Policy in substantially the form provided by the State's revised model.

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

1. The Board of Directors of the Corporation hereby adopts the revised Sexual Harassment Policy in the form attached hereto for the Corporation, its employees, and non-employees, said policy being substantively the same as the State's model.
2. A copy of this revised policy shall be promptly provided to all employees.
3. The Corporation's Board of Directors, other officers, employees and agents are hereby authorized and directed for, and in the name and on behalf of the Corporation, to do all acts and things required or provided by the Sexual Harassment Policy.

Motion passed; all in favor.

(R-0104-11)

7) Approve Bank Signatories

Motion by Director Lucas, seconded by Alternate Brancati to approve bank signatories for the East of Hudson Watershed Corporation.

WHEREAS, the Manual of Fiscal Policies and Procedures approved by the Corporation authorizes the President, Vice President, Treasurer and a member of the Board designated by the Board of Directors to act as a signatory on checks; and

WHEREAS, the Corporation has authorized the establishment of the following accounts of the Corporation at M&T Bank:

Municipal Investment NOW (Operating Account)
Municipal Investment NOW (Payroll Account)
Municipal Money Market Savings
Municipal Money Market Savings (O&M)

Municipal Money Market Savings (FAD)

NOW THEREFORE BE IT RESOLVED, that the following are all of the officers of the Corporation authorized to sign checks as of January 4, 2022:

President: Richard Williams, Sr.
Treasurer: Warren Lucas
Vice President: Matthew Slater
Designated Board Director: James Schmitt

BE IT FURTHER RESOLVED, that any officer of the Corporation is authorized to execute and deliver such certificates as may be deemed necessary or convenient to evidence the authorization set forth herein.

Motion passed; all in favor.

(R-0104-12)

8) Other Business

Director Lucas took a moment to recognize new Board members who were present and welcomed them. He informed new members that the organization was incorporated in 2011 and explained that the Corporation is under bubble compliance as an MS4 to do phosphorus reduction in every town. Each town has a phosphorus goal they must reach. The organization was formed so that we are in bubble compliance, meaning for example, that if a project is installed in Patterson, it benefits all 19 municipalities. If there is some interest in understanding why we started the Corporation and what it is doing for us, we would be happy to do that with everybody. Kevin Fitzpatrick, Linda Matera, Keith Giguere and Cory Lapidus were introduced to members as the East of Hudson Watershed Corporation employees. We've been very fortunate up to this point to get funding from either the Water Quality Improvement Projects (WQIP) program or the New York City Department of Environmental Protection (NYCDEP) to pay for everything. Prior to that, it was up to the individual municipalities to achieve their phosphorus goal on their own. For example, the estimated cost in North Salem prior to this program was \$1.7 million. This program is being done on behalf of all the towns in the New York City Watershed. It has been working fairly well. Vincent Giorgio from NYCDEP and Millie Magraw from the Westchester County Planning Department are involved and attend our meetings regularly. There are many projects and the program is ongoing. If you are not familiar with what's been going on in your towns, we will be more than happy to discuss that and give you a little more information about exactly what this is doing for us. Director Williams informed members that this is a requirement of the MS4 Program which we are all required to implement. It is a 10 year program and we are currently in year 11. We are presently wrapping up the stormwater retrofit projects we were committed to do in the first 10 years. At this time we are waiting for the New York State Department of Environmental Conservation (NYSDEC) to issue the new MS4 Permit that we anticipate is going to extend this program for another 10 years. We saw an earlier version of the MS4 that wasn't very favorable, but with EOHWC we were able to fight it back pretty well. Director Lucas took a moment to introduce the Corporation attorneys, Christine Chale and Patrick Logan.

9) Adjournment – Motion to adjourn by Alternate Brancati, seconded by Director Slater; all in favor. Adjourned 10:21 AM