

EXECUTIVE COMMITTEE MEETING
9:30 A.M., Thursday, November 18, 2021
Zoom Videoconference

Meeting Minutes

1) Open Meeting

Voting Members in Attendance: Rich Williams (Town of Patterson); Warren Lucas (Town of North Salem); Peter Parsons (Town of Lewisboro); Matthew Slater (Town of Yorktown); Rich Franzetti as alternate for Ken Schmitt (Town of Carmel); Vincent Tamagna as alternate for MaryEllen Odell (Putnam County)

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

2) Approve Meeting Minutes of October 23, 2021

Motion by Director Lucas, second by Alternate Tamagna to approve the meeting minutes of October 23, 2021; all in favor.

3) Financial Update

Keith Giguere reported that the current fund balance is \$16,757,000 of which \$2,595,000 is Putnam, \$3,650,000 is Westchester and \$10,511,000 is FAD. Total available cash is \$16,138,000. Keith invited questions.

4) Approval of 401(k) Plan Documents

Director Lucas explained that Christine Chale, Keith and himself had a meeting with Human Interest to review the plan documents and make some changes. Christine followed up with them and has not heard back about when we will receive the documents containing the minor edits. The document we already signed with Human Interest, Inc. indicates that they are responsible for the administration, record keeping, and fiduciary obligations. Director Lucas is the Trustee of the plan but Human Interest is doing the work as a 3(38) Fiduciary. Keith and Christine reviewed the details of the plan documents in terms of whether it reflected the Board's discussion of what the various components of the plan were in order to be consistent with what the Board of Directors approved. Keith added that the documents will be presented for Director Lucas's signature once the changes have been made. Alternate Tamagna asked if it would be a good idea to have a second trustee. Director Lucas said he would be agreeable to having a second trustee. Keith indicated that he inquired if a generic trustee could be added to the plan and they said it had to be an actual person that was physically able to sign.

Director Lucas recommended that the resolution today be approved so the January start date is not missed and then we can follow up with Human Interest, Inc. on adding trustees. Christine suggested that we designate trustees based on an officer position within the Corporation so that the trustee is a role designated by the Board and not a particular person.

Motion by Director Lucas, second by Alternate Tamagna to approve the 401(k) Plan documents.

WHEREAS, the Executive Committee has researched available 401(k) programs and seeks to adopt a plan to be administered by Human Interest, Inc., with certain services provided by its wholly-owned subsidiary, Human Interest Advisors LLC, and including administration, recordkeeping, fiduciary, compliance, distributions, and preparation of annual filings, pursuant to a Services Agreement, a copy of which is on file with the EOHWC Secretary (the "Plan"); and

WHEREAS, on October 12, 2021, by Resolution No. R-1012-01, the EOHWC Board of Directors authorized the adoption of the Plan, with the final form thereof to be approved by the Executive Committee.

NOW, THEREFORE, BE IT RESOLVED, by the Executive Committee of the EOHWC as follows:

1. The Plan shall be adopted effective 01/01/2022, which Plan is hereby adopted and approved;
2. The President of the EOHWC, or in their absence, the Vice-President, is hereby authorized to execute the Plan documents, including but not limited to the Adoption Agreement #002 and Custodial Account Agreement, on behalf of the EOHWC, in substantially the form on file in the office of the EOHWC Secretary, with such changes as may be approved by the party executing the same on behalf of the EOHWC.
3. The EOHWC Treasurer is hereby appointed as the Trustee of the Plan; and
4. The officers, employees and agents of the EOHWC are hereby authorized and directed for and in the name and on behalf of the EOHWC to do all acts and things as may be necessary or, in the opinion of the officer, employee or agent acting, desirable and proper to effect the purposes of the foregoing resolution.

Motion passed; all in favor.

R-1118-01

5) List of Reporting and Filing Due Dates

Linda Matera reported that a small number of members still need to complete various New York State ABO compliance requirements. Director Lucas offered to reach out to Michael Schiliro to remind him of outstanding items. Director Slater will follow up with Dan Ciarcia about the Board member training. MaryAnn Carr will be leaving the Bedford office of Supervisor before the deadline for board member training.

6) Project Update

Kevin reported that construction will be starting on the Scolpino Park project in Southeast (SE-EB-715). The next construction project expected to be executed is in New Castle at Courtmel Road (NewC-NCR-801). The land use permit had to be finalized with NYCDEP and an updated planting plan will be shared with them as well before work can begin.

In the beginning of the 2022 we expect to get a large amount of catch basin inserts installed that are being designed by Insite Engineering. After that we plan to begin a project on private property at Woodcrest Terrace in Somers (S-MU-1015) for channel stabilization.

We are getting ready to prepare the year-end report for NYSDEC which will be submitted soon. A point to note to everyone is that towns are still reaching out to us with new projects for the next cycle which is great but we are still at the point now where all we can do is put them on the list for the future because we can't move forward with anything just yet. We anxiously await word from New York State for continuing Years 11-20 as the projects pile up for that cycle. In the meantime, we will continue to keep pushing ahead with projects we can work on. Director Parsons asked if Tom Snow has indicated when we might hear something. Kevin said he's been told that it is coming but they don't have an exact date yet.

7) Purchase Order Approval/Carmel-CF-901 & 902

Kevin explained that the Arbor View Road projects are both in the FAD basin. There are about 36 basins that we are looking to install filters in within the Town of Carmel. At this point, we do not have an installation agreement signed with the Town but wanted to have the purchase order approved so once the town has completed their review and looked everything over, we can get them installed quickly. Between the 2 projects the phosphorus reduction will be approximately 12 kilograms. The area is entirely residential. Pending the process with the Town of Carmel, we will be able to get them installed this year. They are roadside installations and the only interaction will be with the Town of Carmel. Alternate Franzetti asked if these are separate from the project on Marina Drive (Carmel-AM-1000) for which the installation agreements were just signed. Kevin confirmed that Arbor View is a separate project and that the library installation agreement just executed is one of four that will need to be executed for Carmel. The installation agreement for Arbor View Road will be sent over to the Town of Carmel along with the sheet plan for the locations being looked at. Alternate Franzetti will notify the Highway Department of the project. Kevin indicated that a private contractor will come out and replace the filters and do additional maintenance as needed. A full maintenance plan will be shared with the town.

Motion by Director Lucas, second by Alternate Franzetti to authorize the Corporation's President to sign purchase orders from Fabco Industries, Inc. for Carmel-CF-901 in the amount of \$33,650 and Carmel-CF-902 in the amount of \$30,750; all in favor.

8) O & M Program Update

Kevin reported that he is currently working on updating the O&M documents for each municipality. It's a good tool for towns to move forward with the projects they have and maintaining them but the idea is also to share this with the incoming town supervisors so they can get a clear snapshot of what EOHWC has done, what the projects are and what needs to be done in the future to keep them up. We hope to get them out to the municipalities in December for everyone to look over. Hopefully, it will serve as a good update for current supervisors and incoming ones as well. As we start wrapping up the end of the year we expect bills to start coming in for maintenance. Kevin requested that everyone reach out to their MS4 Coordinators and Highway Supervisors so we can keep the ball moving and lighten the load on Keith, being that this will be his first go around with assessing the O&M bills.

Director Williams took a moment to introduce and welcome Supervisor Elect Cazzari of the Town of Carmel.

9) Motion to enter into Executive Session to discuss the terms of employment of a particular person or persons, proposed by Director Lucas, seconded by Alternate Tamagma; all in favor.

10) Motion to come out of Executive Session proposed by Director Lucas, seconded by

Alternate Tamagna. No action taken in Executive Session.

11) Employee Compensation Discussion

Motion by Director Lucas, seconded by Alternate Tamagna to approve a salary adjustment for the East of Hudson Watershed Corporation Comptroller, Keith Giguere, in the amount of \$5,000 based on a favorable performance review; all in favor.

Motion by Director Williams, seconded by Director Lucas to increase employee compensation in the amount of 3% as of January 1, 2022; all in favor.

12) Checks and vouchers

Monthly vouchers were signed. No action taken.

13) Other business

14) Adjournment - Motion to adjourn by Director Lucas, seconded by Director Parsons; all in favor. Adjourned 10:14 AM.

DRAFT