

ANNUAL MEETING OF DIRECTORS AND MEMBERS

TIME and DATE: 10:00a.m., Tuesday, January 7, 2025

Meeting Minutes

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

Voting Members in Attendance: Richard Williams, Sr. (Town of Patterson) for himself and as alternate for Michael Cazzari (Town of Carmel); Kevin Hansan (Town of Pound Ridge); Joseph Rende (Town of North Castle) via Zoom; JoAnne Daley as alternate for James Schmitt (Town of Pawling); Jacqueline Annabi (Town of Putnam Valley) via Zoom and as alternate for Jaime McGlasson (Town of Kent); Michael Preziosi as alternate for Richard Becker (Town of Cortlandt); Tony Goncalves (Town of Lewisboro); Robert Scorrano (Town of Somers); Ed Brancati as alternate for Michael Cindrich (Town of Mount Kisco); Lauri Taylor (Village of Pawling); Sabrina Charney-Hull as alternate for Victoria Tipp (Town of New Castle); Neal Tomann as alternate for Kevin Byrne (Putnam County); Dan Ciarcia as alternate for Ed Lachterman (Town of Yorktown)

Others in Attendance: Christine Chale (Corporate Counsel); Cassandra Britton (Corporate Counsel); Vincent Giorgio (NYCDEP); Steven Cutignola (NYCDEP); Millie Magraw (Westchester County Planning); Kevin Fitzpatrick (EOHWC); Keith Giguere (EOHWC); Linda Matera (EOHWC)

2) Pledge of Allegiance

3) Elect Officers for 2025

Motion by Director Taylor, seconded by Alternate Brancati to nominate Richard Williams, Sr. for President to the East of Hudson Watershed Corporation.

Motion by Director Scorrano, seconded by Director Calves to nominate Robert Scorrano for Vice President to the East of Hudson watershed Corporation.

Motion by Director Williams, seconded by Alternate Brancati to nominate Ellen Calves for Treasurer to the East of Hudson Watershed Corporation.

Motion by Director Taylor, seconded by Alternate Hull to nominate JoAnne Daley for Secretary 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:

<u>Rich Williams, Sr.</u>	President
<u>Robert Scorrano</u>	Vice President
<u>Warren Lucas</u>	Treasurer
<u>JoAnne Daley</u>	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 2026, or until such time as the Board of Directors elects new Officers to the East of Hudson Watershed Corporation.

Motions passed; all in favor.

(R-0110-01)

4) Board Evaluations and Conflict of Interest Forms

Director William informed members that Board Evaluation and Conflict of Interest forms contained in each member's packet should be completed and handed in before leaving the meeting today.

5) Appoint Committees

a. Executive Committee

Motion by Alternate Hull, seconded by Director Scorrano to replace Kevin Byrne with Warren Lucas on 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:

<u>Richard Williams, Sr.</u>	<u>Tony Goncalves</u>
<u>Ellen Calves</u>	<u>Michael Cazzari</u>
<u>Robert Scorrano</u>	<u>James Schmitt</u>
<u>Warren Lucas</u>	

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

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 2026, 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-0110-02)

b. Governance Committee

Motion by Director Hanson, seconded by Director Goncalves 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;

Warren Lucas

Nicholas Durante

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 2026, 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-0110-03)

c. Audit Committee

Motion by Director Williams, seconded by Director Brancati 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

Lauri Taylor

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 2026, 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-0110-04)

d. Finance Committee

Motion by Director Calves, seconded by Director Goncalves 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

Ellen Calves

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 2026, 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-0110-05)

e. Technical Committee

Motion by Director Williams, seconded by Alternate Preziosi 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:

Sabrina Charney-Hull

Ed Brancati

Richard Franzetti

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 2026, 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-0110-06)

6) Re-adopt EOHWC Policies

a. Banking Relationships

Motion by Alternate Daley, seconded by Director Goncalves 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 (2 total accounts checking/money market), PCSB 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 and PCSB Bank are authorized institutions for such designated banking accounts, subject to the conditions of the respective authorizing resolutions approved January 13, 2016 and August 9, 2022 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-0110-07)

b. Code of Ethics

Motion by Director Scorrano, seconded by Alternate Hull 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 7, 2025, is hereby adopted to supersede the existing Code of Ethics adopted by the Board of Directors on January 16, 2024; 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-0110-08)

c. Mission Statement with Performance Measures

Motion by Alternate Hull, seconded by Alternate Daley 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 7, 2025 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-0110-09)

d. Procurement Policy

Motion by Alternate Brancati, seconded by Alternate Hull 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, April 25, 2019 ("Procurement Policy"), and August 10, 2021 ("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.

BE IT FURTHER RESOLVED that 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 Procurement Policy.

Motion passed; all in favor.

(R-0110-10)

e. Sexual Harassment Policy

Motion by Alternate Daley, seconded by Director Taylor 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-0110-11)

7) Approve Bank Signatories

Motion by Alternate Brancati, seconded by Director Goncalves 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, carryover)

Municipal Investment NOW (Payroll Account, carryover) and

WHEREAS, the Corporation has authorized the establishment of the following accounts of the Corporation at PCSB Bank:

Municipal Investment (Operating Account)

Municipal Investment (Payroll Account)

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 7, 2025:

President:	<u>Richard Williams, Sr.</u>
Treasurer	<u>Ellen Calves</u>
Vice President	<u>Robert Scorrano</u>
Designated Board Director	<u>Lauri Taylor</u>

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-0110-12)

8) Other Business

No other business.

9) Adjournment – Motion to adjourn by Director Williams, seconded by Director Hansan; all in favor. Adjourned 10:14 AM