

QUARTERLY MEETING OF DIRECTORS AND MEMBERS

TIME and DATE: 10:12 a.m., Tuesday, January 6, 2026

Meeting Minutes

1) Open of Meeting at 10:12 AM

Voting Members in Attendance: Richard Williams, Sr. (Town of Patterson) Robert Scorrano (Town of Somers); Ellen Calves (Town of Bedford); Warren Lucas (Town of North Salem); Catherine Giordano (Town of Pawling); Kevin Hansan (Town of Pound Ridge); Michael Preziosi as alternate for Richard Becker (Town of Cortlandt); Michael Cazzari (Town of Carmel); Tony Goncalves (Town of Lewisboro); Ed Brancati as alternate for Michael Cindrich (Town of Mount Kisco); Lauri Taylor (Village of Pawling); Sabrina Hull as alternate for Victoria Tipp (Town of New Castle); Ed Lachterman (Town of Yorktown); Neal Tomann as alternate for Kevin Byrne (Putnam County); Jaime McGlasson (Town of Kent); Joseph Rende (Town of North Castle) via Zoom;

Others in Attendance: JoAnne Daley (Town of Pawling); CJ Brooks (Town of Putnam Valley); Christine Chale (Corporate Counsel) via Zoom; Cassandra Britton (Corporate Counsel); Vincent Giorgio (NYCDEP); Stephen Cutignola (NYCDEP); Millie Magraw (Westchester County Planning); Kevin Fitzpatrick (EOHWC); Keith Giguere (EOHWC); Linda Matera (EOHWC)

2) Approve Meeting Minutes: October 7, 2025

Motion by Director Goncalves, seconded by Director Scorrano to approve the Quarterly Board of Directors Meeting Minutes of October 7, 2025; all in favor.

3) Financial Update

Keith Giguere reported that the financials provided today are as of November 30. Currently, there is \$12,304,000 in cash of which \$9,942,000 is FAD and \$2,351,000 in WQIP funds. Outstanding commitments total \$1,865,000. We are still earning more interest than we did last year and multiple times more than the previous years because we switched financial institutions. Going forward, we will earn little if any interest on bank accounts because as we spend down the money, we are not going to be getting a replacement for us to sit on and hold. The money is going to come in and be used quickly.

4) Professional Indemnity Insurance Renewal

Keith explained that in the renewal we reduced the amount of retention from \$25,000 to \$10,000 at the Board's request last year. The policy will be \$10 cheaper than it was for the previous policy. We are considered to be at their lowest premium level. It was presented at the December Executive Committee meeting for approval and was recommended to the Board of Directors.

Motion by Director Lachterman, seconded by Director Cazzari to approve the renewal of the Professional Indemnity Insurance Policy for the period of December 31, 2025-December 31, 2028; all

in favor.

5) Annual Insurance Review

Keith presented a matrix of all of the insurance for review that the Corporation carries. He reminded members that the pollution policy renews every three years.

6) List of Reporting and Filing Due Dates

Linda Matera provided a brief explanation of the spreadsheet containing due dates of various reports and compliance requirements. As items are accomplished, dates will be inserted into the spreadsheet, which will be presented at each meeting with updated information. Members will be expected to complete annual compliance items and the Putnam County Financial Disclosure for which an email link will be provided by the county in February and must be completed by May 15. Various Board members requested that updates be made to their email addresses.

7) 2026 Meeting Dates

Director Williams presented the 2026 Board of Directors and Executive Committee Meeting dates. He asked that the staff be emailed if any conflicts arise with the dates presented.

Motion by Director Lucas, seconded by Director Taylor to accept the 2026 Board of Directors and Executive Committee Meeting dates; all in favor.

8) Project Update

Kevin Fitzpatrick reported that the current phosphorus reduction total is 796 kilograms with a few projects that bring us close to approximately 890. These projects will be going out to finish design or construction for this year. He fully expects to wrap the remaining projects up in anticipation that we will be able to begin working on projects for the next 5-year program

a) Program Summary

Kevin explained that the program summary reflects all of the projects that we have done in each municipality. We expect to reach our goal of 796 for Years 1-10. We are already in the third year of Years 11-15 of the program for the new permit with a goal of 460 additional kilograms and should not anticipate meeting that goal. We will hit the ground running once we receive the funding and are able to begin work on projects for Years 11-15.

9) Funding Agreement Status

a) FAD

Vincent Giorgio explained that the initial estimate for when the contract would register was the fall of 2025. They ran into a few snags along the way and are looking at a new estimated date of May 2026. Director Williams pointed out that because of all of the delays we are where we are right now. He asked that the NYCDEP start talking about working on a contract for the FAD rollover funds. Vincent said that EOHWC has a commitment in writing for that money but right now our priority is to work on the \$10 million contract. He is unsure why they are unable to begin the negotiations at this time but invited Director Williams to take whatever actions he feels is necessary to elevate the negotiations. Director Williams said the new NYSDEC water supply permit is out and he did petition them to assist the Corporation in the water supply permit, but he didn't see any good news in the

water withdrawal permit. Vincent said that the water withdrawal permit was essentially issued as a continuation of the previous conditions.

b) Westchester

Millie Magraw said that Westchester County is just waiting for Putnam County to sign the letter agreement before they can move forward. Once that happens then there will be legal stuff that needs to occur.

c) Putnam County

Neal Tomann said that he met with County Executive Kevin Byrne last week and expressed the EOHWC Board's concern with the delay of the contract. Kevin promised to make it a top agenda item and doesn't like the way it has been dragging on. Director Calves asked if both county agreements will have to go back through the NYCDEP. Vincent said that when this began back in 2012 there was a separate letter agreement that outlined the arrangement for how the money can be spent and the reporting responsibilities. Typically, the way the water quality funds work is whoever gets the funds has to report back to the county on how the funds were spent. There were a lot of concerns that it would be cumbersome, so NYCDEP agreed to accept the accountings rather than go through the counties. That letter agreement not only puts guiderails on how the money could be spent, but sort of codified this reporting arrangement. That needs to be re-upped because that only goes for Years 1-10. The NYCDEP has already reviewed the language and is satisfied with it. Westchester County has given us a nod that the language looks ok as well. What we don't have is the letter agreement referencing the right of objection process that the county needs to go through. Once we have the dates from the counties, we can put them into the letter agreement, and then the IMAs with the counties can be executed and will not need to go through the city process.

10) O & M discussion

a) Approve Westchester O&M Agreement

Director Williams presented the resolution to approve the Amendment to the Westchester O&M Agreement.

Motion by Alternate Brancati, seconded by Director Lucas to authorize an amendment to the Westchester County Operations and Maintenance Agreement.

WHEREAS, the County of Westchester (the "County"), acting by and through its Department of Planning, entered into an agreement (Agreement No. C-PL-18-460), dated August 13, 2019 (the "Agreement"), with East of Hudson Watershed Corporation (the "Corporation") for the purpose of providing East of Hudson Program Quality Investment Fund Program earnings for the eligible operation and maintenance costs and expenses for eligible stormwater retrofit projects approved by the New York State Department of Environmental Protection as detailed in the Agreement and in accordance with the *Policy for the Operation and Maintenance of East of Hudson Watershed Corporation Stormwater Retrofits*, as amended, commencing retroactively to include the operation and maintenance costs as described in the Agreement and terminating on December 31, 2022; and

WHEREAS, the County and the Corporation now desire to enter into an amendment to the Agreement (the "First Amendment") in order to retroactively extend the termination date from December 31, 2022 to December 31, 2027 copies of which are on file with the office of EOHWC.

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

1. The President, or in his absence or unavailability the Vice President, is authorized to execute the First Amendment substantially in the form attached hereto, with such changes not materially affecting the substance thereof as approved by the signer.
2. The President and the Corporation's 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 provisions of the First Amendment.

Motion passed; all in favor.

(R-0106-14)

b) Status of O&M

Kevin explained that the deadline for the 2025 O&M submittals was December 31, 2025. He has only received 5 submittals to date which include Lewisboro, Carmel, Somers, Town of Pawling, and Cortlandt. He explained that if they are submitted before March 31, they can be included next year. If you do not submit by March 31, they will not be accepted at all. He asked if the Board wanted to change the way it is currently done and said that if the date is going to change at all, it would only make sense to move it to December 1 because he needs to double-check that it has all been done according to the submitted reports and documentation. He noted that the audit deadlines need to be completed internally and that he needs more than 30 days. Director Williams said that while the date cannot be moved, the question is whether we are going to give an extension. It was agreed that the deadline would be extended to January 15. Director Calves asked if Kevin could send a reminder to board members of the new deadline date.

Motion by Director Williams, seconded by Director Calves to extend 2025 O&M submission deadline to January 15, 2026; all in favor.

11) Staff Salaries

Director Williams presented the staff salary increases and explained that a 4% cost of living increase is being given. Motion by Director Lucas, seconded by Director Goncalves to approve a 4% salary increase; all in favor.

12) Office Lease Renewal

Director Williams presented the resolution and lease renewal and asked if anyone had questions. Christine Chale pointed out that there is the sharing of electric and heating oil to be included. She asked how much Keith was budgeting for that. Keith said that in the five years he has been with the Corporation, Hudson Valley Trust has never assessed a charge for that so there is no budget for it because we don't know what their total fuel cost is. They are only giving us the basis of what they are judging it on. It is going to be a reconciliation from what they spent. Director Goncalves asked what the proportional use is. Keith said approximately 30%. Christine said that while it is not a problem, she just wanted the board to be aware that there is an increase in the form of the utility sharing over the base cost.

Motion by Director Scorrano, seconded by Director Goncalves to approve the office lease renewal with Hudson Valley Trust, Inc. at \$3,600 per month for a term of 3 years commencing February 1, 2026 and expiring on January 31, 2029.

WHEREAS, the Hudson Valley Trust, Inc, has proposed a lease rider which extends the current

lease agreement for another 3 years at \$3600 a month (the “Lease Agreement”); and

WHEREAS, the proposed lease rider agreement is on file with the secretary.

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

1. The President, or in his absence or unavailability the Vice President, is authorized to execute the Lease Agreement substantially in the form attached hereto, with such changes not materially affecting the substance thereof as approved by the signer.
2. The President and the Corporation’s 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 provisions of the Lease Agreement.

13) Other business

No other business was brought forward.

14) Adjournment – Motion to adjourn by Director Lachterman, seconded by Director Goncalves; all in favor. Adjourned: 10:50 AM.