EAST OF HUDSON WATERSHED CORPORATION

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QUARTERLY MEETING OF DIRECTORS AND MEMBERS
TIME and DATE: 10:00 a.m., Tuesday, August 4, 2026

Meeting Minutes

1) Opening of Meeting at 10:00 AM

Voting Members in Attendance: Richard Williams, Sr. (Town of Patterson) for himself and as alternate for Alison Jolicoeur (Town of Putnam Valley), Robert Scorrano (Town of Somers) for himself and as alternate for Ed Lachterman (Town of Yorktown); Warren Lucas (Town of North Salem) for himself and as alternate for Tony Goncalves (Town of Lewisboro); Ellen Calves (Town of Bedford); JoAnne Daley as alternate for Catherine Giordano (Town of Pawling); Michael Preziosi as alternate for Richard Becker (Town of Cortlandt); Joseph Castellano (Town of Southeast); Lauri Taylor (Village of Pawling); Neal Tomann as alternate for Kevin Byrne (Putnam County); Jaime McGlasson (Town of Kent)

Others in Attendance: Christine Chale (Corporate Counsel) via Zoom; Alison Jolicoeur (Town of Putnam Valley) via Zoom; Cassondra Britton (Corporate Counsel); Heather McVeigh (Town of Yorktown); Steven Cutignola (NYCDEP); Kevin Fitzpatrick (EOHWC); Keith Giguere (EOHWC); Linda Matera (EOHWC)

2) Pledge of Allegiance

3) Approve Meeting Minutes of May 5, 2026

Motion by Director Scorrano, seconded by Director Lucas to approve the Quarterly Board of Directors Meeting Minutes of May 5, 2026; all in favor.

4) Financial Update

Keith Giguere reported that the financials presented reflect balances as of June 30, as July statements have not yet been received. Total cash on hand as of June 30 was over $11 million, of which $9,041,000 is related to FAD. Outstanding commitments totaled approximately $750,000**,** with approximately $300,000 of that amount related to FAD**.**

5) Approve Update 401 (k) Documents

Keith explained that the 401(k) plan administrator, Human Interest, has provided an amendment to the Corporation's plan to bring it into compliance with the requirements of the SECURE 2.0 Act**.** The Executive Committee reviewed the amendment and recommended that it be presented to the Board for approval. During the review, it was also discovered that the plan documents had never been updated to remove Director Lucas as the plan trustee. The Corporation's intent is for the Treasurer to serve as the plan trustee. Accordingly, the Board packet includes a proposal to designate Director Calves as the current trustee so that she may execute the SECURE 2.0 Act amendment on behalf of the Corporation.

Cassondra Britton explained that a similar resolution will be presented at each annual reorganization meeting so that the plan trustee is updated whenever there is a change in the Treasurer position, ensuring that the plan documents remain consistent with the Corporation's procedures. Cassondra also addressed a question raised by the Executive Committee regarding the employee 401(k) match. She explained that the employer match is at the discretion of the Corporation. Going forward, the Corporation will make the employee match explicit each year as part of the budget process at the annual reorganization meeting. This determination will be made and documented annually. Cassondra emphasized that the proposed amendment is intended solely to update the plan and ensure compliance with applicable regulations, including the SECURE 2.0 Act.

Motion by Director Scorrano, seconded by Director Lucas to approve the amendments to the 401(k) plan. Motion passed; all in favor.

Motion by Director Scorrano, seconded by Director Taylor, to appoint Director Calves as Trustee for the purpose of communicating with 401 (K) service providers.

The following is a formal record of action taken by the Board of Directors of the East Hudson Watershed Corporation (the "EOHWC") with respect to the adoption of the 401(k) plan (the "Plan"). The following resolutions are hereby adopted:

WHEREAS, EOHWC sponsors the Plan;

WHEREAS, EOHWC appoints a person to act as the Trustee for purposes of communicating with the Plan's service providers;

WHEREAS, EOHWC wishes to remove the former Trustee and name a Trustee effective (August 4th, 2026);

NOW, THEREFORE, BE IT RESOLVED that Ellen Calves, as Treasurer of EOHWC, is hereby appointed to act as Trustee for purposes of the Plan's service providers effective August 4, 2026; Ellen Calves, Treasurer, can be contacted at supervisor@bedfordny.gov and (914) 666-6530.

BE IT FURTHER RESOLVED that the officers of EOHWC be, and they hereby are, authorized and directed to take any and all actions and execute and deliver such documents as they may deem necessary, appropriate or convenient to effect the foregoing resolutions including, without limitation, causing to be prepared and filed such reports documents or other information as may be required under applicable law.

Motion passed; all in favor. R-0804-04

6) List of Reporting and Filing Due Dates

Linda Matera reported that the Corporation is current with nearly all required reporting and compliance items. Keith Giguere is continuing to work on the Annual Project Accounting Report for the DEP and counties, as well as the 2025 Annual Report due to NYSABO. Linda noted that the final outstanding compliance item is NYSABO training for Director Jolicoeur, which is scheduled for August 26. Once the training has been completed, the Corporation will be fully compliant with all required reporting and training obligations.

7) Personnel Policy Amendment/Flexible Work Arrangement

Motion by Director Scorrano, seconded by Director Calves to adopt the Flexible Work Policy arrangement.

WHEREAS, the East of Hudson Watershed Corporation (the "Corporation") wishes to adopt an updated Flexible Work Policy and incorporate such policy into the employee manual; and

WHEREAS, a form of the updated Flexible Work Policy is on file with the secretary of the Corporation; and

WHEREAS, the Executive Committee of the Corporation has reviewed such policy and deems the adoption thereof to be in the best interests of the Corporation;

NOW THEREFORE IT IS HEREBY RESOLVED by the Board of Directors of the East of Hudson Watershed Corporation that the updated Flexible Work Policy is hereby adopted by the Corporation.

Motion passed; all in favor. R-0804-01

8) Authorize Amendment to Corporation Agreements

a. Westchester County

Director Williams presented a resolution to amend the funding agreement with Westchester County.

Motion by Director Calves, seconded by Director Scorrano to authorize the amendment to the Westchester County Corporation Agreement to provide additional funding.

WHEREAS, on June 12, 2012, the County of Westchester (the "County") and East of Hudson Watershed Corporation ("EOHWC") entered into an agreement in which the County transferred to the Corporation the sum of Ten Million Dollars ($10,000,000.00) (the "WQIP Funds") to facilitate the administration, design, construction management, construction, and operation and maintenance of certain eligible projects included in the Stormwater Management Plan, for the operation and maintenance of eligible stormwater retrofit projects for years 1-5 (the "Original Agreement"); and

WHEREAS, pursuant to an Amendment dated as of August 30, 2016 ("2016 Amendment"), the County of Westchester extended the Original Agreement to carry over the WQIP funds for the operation and maintenance of eligible stormwater retrofit projects for years 6-10; and

WHEREAS, EOHWC desires that the Original Agreement, as extended by the 2016 Amendment, to be further extended for an additional five-year period as to all remaining WQIP funds in accordance with the terms and conditions of the Original Agreement, as so extended and to further include additional funding (the "Revised Corporation Agreement"); and

WHEREAS, a form of Second Amendment and Supplement to the Corporation Agreement is on file with the Secretary ("Second Amendment") to provide for extension of the Westchester Agreement, as extended by the 2016 amendment, for a further five year period as to all remaining WQIP funds, and to provide for distribution by the County to the Corporation of an additional amount of $2,000,000 in WQIP Funds available to Westchester County as described in the Second Amendment, and to authorize the use of such Additional WQIP Funds by the Corporation toward the administration, design, construction, implementation, operation and maintenance of stormwater retrofit projects, including administrative expenses associated therewith, identified within the third five-year stormwater retrofit plan;

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

1. The President is authorized to execute the Second Amendment substantially in the form on file with the Secretary, 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 such agreement.

Motion passed; all in favor. R-0804-02

b. Putnam County

Director Williams presented a resolution to amend the funding agreement with Putnam County.

Motion by Director Calves, seconded by Director Scorrano to authorize the amendment to the Putnam County Corporation Agreement to provide additional funding.

WHEREAS, on June 12, 2012, the County of Putnam ("Putnam") and EOHWC entered into an agreement in which Putnam transferred to the Corporation the sum of Eight Million Two Hundred Thousand Dollars ($8,200,000.00) (the "WQIP Funds") to facilitate the administration, design, construction management, construction, and operation and maintenance of certain eligible projects included in the Stormwater Management Plan, for the operation and maintenance of eligible stormwater retrofit projects for years 6-10 (the "Putnam Agreement"); and

WHEREAS, pursuant to an Amendment dated as of May 10, 2016 ("2016 Amendment"), the County of Putnam extended the Putnam Agreement to carry over the WQIP funds for the operation and maintenance of eligible stormwater retrofit projects for years 6-10; and

WHEREAS, EOHWC desires that the Original Agreement, as extended by the 2016 Amendment, be further extended for an additional five-year period as to all remaining WQIP funds in accordance with the terms and conditions of the Original Agreement, as so extended and to further include additional funding (the "Revised Corporation Agreement"); and

WHEREAS, a form of Second Amendment and Supplement to the Corporation Agreement is on file with the Secretary ("Second Amendment") to provide for extension of the Putnam Agreement, as extended by the 2016 amendment, for a further five year period as to all remaining WQIP funds, and to provide for distribution by the County to the Corporation of an additional amount of $1,500,000 in WQIP Funds available to Putnam County as described in the Second Amendment, and to authorize the use of such Additional WQIP Funds by the Corporation toward the administration, design, construction, implementation, operation and maintenance of stormwater retrofit projects, including administrative expenses associated therewith, identified within the third five-year stormwater retrofit plan;

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

3. The President is authorized to execute the Second Amendment substantially in the form on file with the Secretary, with such changes not materially affecting the substance thereof as approved by the signer.

4. 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 such agreement.

Motion passed; all in favor. R-0804-03

9) Project Update

Kevin Fitzpatrick reported that Kent-MB-1000 is currently the Corporation's only project under construction. The Corporation plans to go out to bid for construction on three additional projects and will continue moving the projects forward through the remainder of 2026 and into the 2027 planting season. Kevin noted that significant cleanup is currently required at the Kent-MB-1000 site. Recent weather has resulted in a substantial amount of soil being washed out, and he expects to work with the contractor to address the issues and complete the necessary site restoration. Kevin reported that the Corporation is very close to banking 80 kilograms of phosphorus reduction credits with the State from the project. Once those credits are banked, the Corporation's total phosphorus reduction will increase to approximately 893 kilograms. Kevin stated that staff will continue working to prepare the next round of projects for bidding and will keep the projects moving forward.

a. Program Summary

Kevin Fitzpatrick reported that, now that official approval has been received to carry over the Years 1–10 WQIP funds for Westchester and Putnam Counties, the Corporation can begin planning in greater detail and developing RFPs for design services. The Corporation will also review projects currently on the shelf that could move quickly into construction. One such project is located in Yorktown and was previously put on hold in anticipation of the next funding cycle. It is expected that construction funding for that project will become available in the spring.

Kevin explained that, before moving forward, he will work with counsel to ensure that all contract documents and RFPs are current. The new funding agreement with NYCDEP includes additional requirements and several hurdles that must be addressed. The Corporation is working closely with NYCDEP to ensure that all requirements are met. Kevin expects the rollout of the new funding cycle to be gradual as everyone becomes familiar with the new contract requirements, but he believes the close coordination with NYCDEP will position the Corporation to move forward effectively.

Kevin noted that, in previous years, there were typically eight to ten projects on the active project list at any given time. He does not expect that approach to continue under the new funding agreement. Previously, the Corporation had more flexibility to begin engineering on projects even when there was a possibility that a project might ultimately not proceed through design and construction. Going forward, projects funded under the new NYCDEP agreement will need to have a very high likelihood of reaching construction. Kevin explained that the Corporation previously operated with approximately a 75% project success rate, but moving forward it will need to be closer to 100%. If a project is started and funded through the NYCDEP agreement but does not reach construction, the Corporation would need to identify another source of funding, potentially drawing on funds that are already significantly depleted. Kevin emphasized that greater involvement from the municipalities and highway departments will therefore be essential. Over the next several months, he plans to meet with each town to identify at least one project that has a very high likelihood of successful completion. Many of these projects may already be included in the Years 11–15 Workplan submitted to the State approximately two years ago. Kevin will review those projects as well as any new opportunities that municipalities have identified during the past two years. Kevin encouraged municipalities to continue providing information about new issues as they arise. While the Corporation cannot directly address flooding problems, there may be situations where a flooding issue presents an opportunity for a project that also provides phosphorus reduction. Municipalities were asked to continue forwarding information on potential projects so that these opportunities can be evaluated.

The amendment to the Workplan is due to New York State by December 31. Kevin requested that municipalities bring potential projects forward by the end of November so that he has the month of December to develop the necessary details. He also hopes to meet with every municipality before that deadline. Kevin stated that, now that the funding is in place, the Corporation can move at full speed ahead with identifying strong projects. Director Calves asked whether there is a checklist identifying what constitutes a good project. Kevin explained that he will send each municipality an email containing a list of projects already identified for that municipality. He will also provide guidance on the types of projects that should be prioritized, noting that priorities can change with each funding cycle as new technologies and project opportunities become available. Kevin noted that municipal property continues to be a particularly strong opportunity for projects, although the Corporation has already completed many projects on municipal properties. As a result, some creativity will be required to identify additional viable opportunities. He said his upcoming communication to the municipalities will include key considerations and guidance to help identify the best projects to move forward.

10) O & M discussion

Kevin Fitzpatrick reported that July brought an extraordinary amount of rain, creating numerous issues throughout the watershed and placing additional demands on highway departments and DPWs. He acknowledged that municipal staff are already overwhelmed with the cleanup and other responsibilities resulting from the weather events. Kevin asked municipalities to make sure that EOHWC projects do not get lost in the shuffle over the next several months. He emphasized the importance of having additional eyes on the projects to ensure that the retrofits continue to function properly. If a municipality does not have the staff available to address an O&M issue, Kevin asked them to contact him so that EOHWC can determine whether the issue needs to be addressed immediately, or whether it can be delayed until it can be handled properly. Kevin noted that not all O&M activities have the same level of urgency. If a retrofit continues to function properly, the Corporation may be able to allow additional time for the municipality to address cleanup or repairs.

Kevin also reminded municipalities that all work performed on EOHWC projects should be documented and submitted to the Corporation before December so that the work can be processed. He specifically noted that municipalities with projects located on school properties should be aware that August is likely the last opportunity to access the schools for cleaning and maintenance before students return immediately after Labor Day.

Alternate Preziosi asked whether O&M costs remain reimbursable. Kevin explained that O&M costs are not fully reimbursable but are handled through the Corporation's shared O&M program. Municipalities should submit documentation for all completed work, which is placed into the program's overall funding pool. EOHWC evaluates the work and distributes the available funding among the municipalities based on their respective phosphorus reduction requirements.

11) Elect Governance Committee Member

Director Williams announced that there is an opening on the Governance Committee and asked whether any Board member would be willing to fill the vacancy. Jaime McGlasson volunteered to serve on the Governance Committee for the remainder of the current term.

Motion by Director Calves, seconded by Director Lucas to appoint Jaime McGlasson to the Governance Committee until the next annual meeting of the East of Hudson Watershed Corporation.

WHEREAS, the Bylaws of the East of Hudson Watershed Corporation, Article VI provides for the creation of a Governance Committee to act in an advisory capacity to the 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, to advise appointing authorities on the skills and experiences required of potential board members, to oversee the Code of Ethics, and to review Financial Disclosures; and

WHEREAS, a vacancy exists on the Governance Committee;

NOW, THEREFORE, BE IT RESOLVED that the Board of Directors of the East of Hudson Watershed

Corporation hereby appoints the following individual to the Governance Committee of the East of Hudson Watershed Corporation, with all rights and privileges thereof;

Jaime McGlasson

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 2027, 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-0804-05

12) Other business

Director Calves asked for an update on the search for a replacement for Keith's Comptroller position. Keith reported that the position was re-advertised after the initial posting generated a limited response. The second advertisement was conducted through Indeed and resulted in several candidates being identified. Two candidates are scheduled to interview next Thursday.

Alternate Preziosi asked whether the State had responded regarding the implementation plan. Director Williams reported that he had not yet received any response. Director Williams informed the Board that Riverkeeper is scheduled to attend the August Executive Committee meeting. He explained that Riverkeeper is seeking a partner in connection with the implementation plan and is advocating for more stringent standards for the reservoirs. Alternate Preziosi asked whether any municipalities had received feedback from NYSDEC regarding implementation requirements under the MS4 Permit. Director Williams said that, to date, municipalities have received nothing beyond reminders that required reporting is due. Kevin Fitzpatrick noted that several related documents and regulatory initiatives appear to be moving forward simultaneously, including the Watershed Implementation Plan and NYCDEP's rules and regulations. He commented that it is difficult to know which issue will be resolved first, as the various initiatives are interconnected and could affect one another.

Director Williams also reported that discussions are underway regarding changes to the allowable in-lake phosphorus concentrations, which could create a higher performance standard for the Corporation and municipalities. He stated that current standards are generally around 20 milligrams, with proposed standards reducing some reservoirs to 18 milligrams and others to 15 milligrams. The target being discussed is 18 milligrams, which would require additional phosphorus removal efforts. Director Williams expressed concern about language in the implementation plan stating that, despite the millions of dollars spent and the work completed to date, there has been no demonstrable change in phosphorus levels in the reservoirs. He noted that Riverkeeper disputes that conclusion and contends that phosphorus levels are actually increasing and that additional work is necessary.

13) Adjournment – Motion to adjourn by Alternate Preziosi, seconded by Alternate Daley; all in favor. Adjourned: 10:30 AM.