

QUARTERLY MEETING OF DIRECTORS AND MEMBERS

TIME and DATE: 10:00 a.m., Tuesday, October 6, 2026

Meeting Minutes

1) Call to Order

Voting Members in Attendance: Richard Williams, Sr. (Town of Patterson) for himself and as alternate for Richard Becker (Town of Cortlandt) and Jaime McGlasson (Town of Kent); Robert Scorrano (Town of Somers); Ellen Claves (Town of Bedford); Warren Lucas (Town of North Salem); JoAnne Daley as alternate for Catherine Giorando (Town of Pawling); Richard Franzetti as alternate for 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); Dan Ciarcia as alternate for Ed Lachterman (Town of Yorktown); Alison Jolicoeur (Town of Putnam Valley); Joseph Rende (Town of North Castle) via Zoom

Others in Attendance: Christine Chale (Corporate Counsel) via Zoom; Vincent Giorgio (NYCDEP); Steven Cutignola (NYCDEP); Kevin Fitzpatrick (EOHWC); Keith Giguere (EOHWC); Vanessa Kressman (EOHWC); Linda Matera (EOHWC)

2) Pledge of Allegiance

3) Approve Meeting Minutes of August 4, 2026

Motion by Director Scorrano seconded by Director Goncalves to approve the Quarterly Board of Directors Meeting Minutes of August 4, 2026; all in favor.

4) Financial Update

a. Adopt 2027 Budget

Director Williams introduced Vanessa Kressman, who was interviewed by the Executive Board and recommended to the full Board for appointment as the Corporation's new Comptroller following Keith Giguere's departure.

Director Williams then addressed the IT services stipend currently paid to Linda Matera, noting that it had not been included in the annual cost-of-living increases reflected in the budget. Keith Giguere recommended incorporating the stipend into Linda's base salary so that it would no longer be treated as a separate stipend.

Keith noted that, although the budget includes a 4% cost-of-living increase, the Board has historically deferred formal approval of compensation adjustments until its January meeting. This timing can present administrative challenges, as the first payroll of the year sometimes occurs before the Board's first meeting. He requested that the Board consider approving the compensation adjustments at this meeting to ensure they can be implemented in advance of the January payroll.

Motion by Director Calves, seconded by Director Goncalves to approve the employee compensation increases as presented in the 2027 Budget; all in favor.

Motion by Director Williams, seconded by Director Lucas to incorporate the amount previously paid to Linda Matera as an IT services stipend into her base salary; all in favor.

Motion by Director Williams, seconded by Director Lucas to amend the 2027 Budget to include the additional cost-of-living increase applicable to Linda Matera's salary; all in favor.

Keith presented the 2027 Budget and directed attendees' attention to the first line, noting that "NYC DEC" should be corrected to "NYC DEP."

Keith explained that the Corporation received \$1.5 million from the New York City Department of Environmental Protection (NYCDEP) on October 1, 2026, to advance project work. Based on Kevin Fitzpatrick's projections, the Corporation anticipates spending approximately \$4,250,000 in 2027 and expects to request additional funding from NYCDEP in that amount during the course of the year. Vincent Giorgio pointed out that the funding agreement includes a budget process that must be followed before additional funds can be released. Kevin acknowledged the requirements and explained that the Corporation hopes to advance several major projects into construction during the summer. As with the initial \$1.5 million payment, additional funding requests will need to be submitted in accordance with NYCDEP's established procedures, which can be lengthy.

Kevin noted that one of the anticipated projects involves a school district and would generally require construction to be completed within a two-month window. Depending on the timing of funding approval and the project schedule, construction may need to be shifted to another period. The goal is to advance the project through design and coordinate with NYCDEP to secure the necessary funding to proceed with construction.

Vincent asked whether Army Corps of Engineers (ACOE) funding was included in the \$4,250,000 budgeted amount. Kevin confirmed that it was not. Keith added that the Corporation continues to carry a receivable of \$62,000 from ACOE and anticipates receiving payment before the end of the year. The request was submitted in November 2025, but ACOE has been slow to respond to Kevin's inquiries.

Keith then reviewed the Westchester/Putnam Water Quality Improvement Project (WQIP) funding. The Corporation anticipates receiving \$2 million from Westchester County and \$1.5 million from Putnam County, for a total of \$3.5 million. These funds are expected to be received by year-end, pending execution of the agreements. The budget also includes approximately \$190,000 in Operations and Maintenance (O&M) receipts from municipalities.

Keith explained that the remainder of the budget is largely consistent with prior years, with project design and construction estimates provided by Kevin based on the work anticipated to be completed during 2027. He noted that some construction costs do not directly correspond to the funding shown in the budget because certain projects are still being funded through Years 6–10 allocations. The budget continues to include funding for the Wastewater Study, which Kevin hopes to advance and complete in 2027. The remaining budget reflects minor adjustments to account for anticipated increases in various expenses.

Keith also noted that the Corporation's attorneys had reduced their retainer because of the limited amount of work currently being performed. He anticipates that legal expenses may increase as Kevin

advances additional projects and requires more legal assistance. Under Other Expenses, Keith pointed out that additional funding had been included to provide training on the accounting system for the Corporation's incoming Comptroller.

Motion by Alternate Franzetti, seconded by Director Calves to accept the 2027 Annual Budget; all in favor.

5) Human Interest 401k Match

Keith explained that, during the prior year's audit, it was noted that the Corporation's 401(k) plan document identifies the employer match as discretionary and subject to Board approval rather than a fixed amount. It was therefore recommended that the Board formally approve the employer match each year as part of the budget approval process and that a memo be distributed to each employee outlining the approved match.

Keith noted that the Corporation has maintained the following employer match for the past several years: 100% of employee contributions on the first 3% of compensation and 50% on the next 6%, resulting in a maximum employer match of 6% when an employee defers 9% of compensation.

Motion by Director Lucas, seconded by Director Goncalves, to approve an employer 401(k) match of 100% on the first 3% of employee contributions and 50% on the next 6%, for a maximum employer match of 6% on a 9% employee deferral; all in favor

6) Approve Comptroller Appointment

Director Williams explained that the Executive Committee had interviewed candidates for the Comptroller position and made a recommendation to the full Board regarding the appointment of the Corporation's new Comptroller.

Motion by Director Goncalves, seconded by Director Calves to approve the appointment of Vanessa Kressman as Comptroller of the East of Hudson Watershed Corporation.

WHEREAS, the EOHWC Executive Committee has recommended that the Corporation provide for the appointment of a Comptroller designee to begin work prior to the announced retirement date of December 4, 2026 for Comptroller Keith A. Giguere in order to provide for a period of overlap in the best interests of the Corporation; and

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

1. The duties of Comptroller, a full time at will position, are substantially as provided in the attached position description together with such other or different tasks as may be assigned by the President from time to time in the best interests of the Corporation. The Board of Directors hereby authorizes a temporary position of Comptroller designee to perform such duties of the Comptroller as shall be assigned by the President from time to time in the best interests of the Corporation, in order to provide for full continuity of operations.
2. The appointment of Vanessa Kressman on an interim (temporary) basis to the position of Comptroller designee at a salary of \$95,000 is hereby approved, with the assumption of the full duties of Comptroller to occur upon the effective date of retirement of Comptroller Giguere. The salary may be adjusted by the Executive Committee by up to \$5,000 following the completion of a six-month probationary period and performance review.

Motion passed; all in favor.

R-1006-01

7) Authorize Hiring by Executive Committee

Director Williams explained that one of the challenges encountered during the recruitment process for the new Comptroller was the length of time required to complete the hiring process. Candidates were interviewed by staff and then by the Executive Committee, with final approval delayed until a full Board meeting. This left candidates waiting for an extended period without knowing whether they would be offered the position, potentially resulting in their accepting other employment opportunities. It was noted that a similar situation could arise with the anticipated hiring of a Watershed Planner next year. To avoid unnecessary delays and improve the Corporation's ability to secure qualified candidates, he explained that a resolution had been included in the meeting packet to authorize the Executive Committee to make hiring decisions for positions already approved in the budget. Ed Brancati entered the meeting at 10:16 a.m. Director Lucas expressed support for the proposed change, noting that delegating this authority to the Executive Committee would simplify the hiring process.

Motion by Director Goncalves, seconded by Alternate Hull to authorize the Executive Committee to hire for positions within the approved budget.

WHEREAS, pursuant to the East of Hudson Watershed Corporation By-Laws Article 5 Section 1(iii), the Board of Directors may delegate authority by resolution to the Executive Committee; and

WHEREAS, the Board of Directors seeks to authorize the Executive Committee to approve hiring for approved positions within approved budgets; and

WHEREAS, the Board of Directors finds that such authorization is in the best interests of the Corporation;

NOW THEREFORE BE IT RESOLVED by the Board of Directors of the East of Hudson Watershed Corporation that the Executive Committee is authorized to approve the hiring of candidates for positions that are approved by the Board and within personnel expense lines included in the Corporation's approved budget.

Motion passed; all in favor.

R-1006-02

8) Approve Governance and Audit & Finance Charters

Director Williams presented the Governance Committee and Audit & Finance Committee Charters to the Board for review and invited questions or comments.

Motion by Director Goncalves, seconded by Director Taylor to approve Governance and Audit & Finance Charters.

WHEREAS, the East of Hudson Watershed Corporation (the "Corporation") wishes to approve the Audit and Finance Committee Charter and the Governance Committee Charter; and

WHEREAS, both the Audit and Finance Committee Charter and the Governance Committee Charter are on file with the secretary of the Corporation; and

WHEREAS, the Board of Directors of the Corporation has reviewed the Audit and Finance Committee Charter and the Governance Committee Charter and deems their approval to be in the best interests of the Corporation;

NOW THEREFORE IT IS HEREBY RESOLVED by the Board of Directors to approve the Audit and Finance Committee Charter and the Governance Committee Charter.

Motion passed; all in favor.

R-1006-03

9) Project Update

Kevin reported that, as the Corporation moves into the fall and winter months, the project update spreadsheet will gradually be phased out as the current projects progress toward completion. The goal is to move the remaining projects into construction during the spring and summer of 2027, with many requiring planting work. As the Corporation transitions into 2027, a new spreadsheet will be introduced to track projects for Years 11–15.

Kevin discussed the potential for a second NYCDEP payment, noting that eligibility would depend on project workflow and how the funds are expended. The Corporation will have \$1.5 million available to begin advancing projects. The priority is to move projects forward as quickly as possible to generate phosphorus reduction credits for Years 11–15, as the Corporation is currently closing out Year 13.

Kevin acknowledged that achieving the full phosphorus reduction target within the next two years may not be realistic. However, demonstrating progress and the Corporation's ability to fulfill its mission remain priorities. He expressed hope that the New York State Department of Environmental Conservation (NYSDEC) will finalize an updated Watershed Implementation Plan with a reduced phosphorus reduction target, which he believes may have decreased from 460 to 305. He emphasized the importance of completing the updated plan, as the current target is based on the 2009 plan and serves as the foundation for the Corporation's work.

Kevin expressed optimism about accelerating project implementation in 2027, noting that many projects and other necessary elements are already in place. Although new projects have continued to be identified over the past five years, progress on advancing them has been limited. He looks forward to helping municipalities move these projects forward and encouraged representatives to continue bringing potential projects to the Corporation's attention. He emphasized that submitting the Workplan to the State does not prevent subsequent revisions or additions.

a. Program Summary

Kevin reported that the summary will remain available upon request from Kevin. Individual packets containing all applicable projects will be provided to each municipality's Highway Department to assist with O&M activities.

10) O & M discussion

Kevin reported that he is wrapping up the year-end Operations and Maintenance (O&M) process and reminded all municipalities to continue performing required maintenance. He encouraged municipalities to submit their paperwork for completed O&M work before the December deadline, noting that documentation from 19 municipalities must be reviewed and that timely submissions would help facilitate the process.

Kevin confirmed that checks had been issued to all Westchester County municipalities to cover the County's financial contribution toward 2024 O&M. This concluded the agreement with Westchester County that had provided financial assistance to its municipalities. He recommended that each municipality continue discussions with its respective county regarding potential financial assistance, noting that, effective January 1, 2026, each municipality is responsible for its own O&M financial obligations.

Keith reminded members that O&M receivables must be recorded before year-end. He noted that, during the prior year's audit, O&M transactions had not yet been posted when the auditors arrived, emphasizing the importance of completing the documentation and accounting entries in a timely manner.

11) Proposed 2027 BOD & EC Meeting Dates

Director Williams presented the proposed 2027 Board of Directors and Executive Committee meeting schedule. A change was recommended to move the Annual and Quarterly Board meeting from January 5 to January 12, 2027, to accommodate the anticipated transition of several new town supervisors.

Motion by Alternate Franzetti, seconded by Director Lucas to approve the 2027 Board of Directors and Executive Committee meeting dates, with the Annual and Board of Directors meetings scheduled for January 12 instead of January 5; all in favor.

12) Other business

No other business was brought forward.

13) Adjournment – Motion to adjourn by Director Taylor, seconded by Director Goncalves; all in favor. Adjourned: 10:31 AM.