

ROE JAN WATERSHED COMMUNITY, INC.

BOARD OF DIRECTORS

MINUTES – OCTOBER 27, 2018

The first Annual Meeting of the Board of Directors of the Roe Jan Watershed Community, Inc. (“Corporation”) was held this day at 206 Mill Road, Germantown, New York. Kaare Christian, Incorporator, M. Elias Ducker, Ellen Jouret-Epstein, Michael Hamilton and Daniel P. Odell were present. Mr. Christian called the meeting to order at 10:15 a.m.

Mr. Christian presented a Statement of Incorporator in Lieu of Organization Meeting (“Statement”), executed by Mr. Christian, reciting the filing of the Certificate of Incorporation with the New York State Department of State and the issuance of a Filing Receipt. In the Statement Mr. Christian, as Incorporator, had also appointed himself, Mr. Hamilton and Jamie Purinton as the initial Directors of the Corporation. On motion duly made, seconded and carried, the Board ratified the Statement. The presence of Mr. Christian and Mr. Hamilton constituted a quorum for the meeting. (The Official Minute Book shall here include a copy of the Statement.)

Mr. Christian addressed the Board regarding the desirability of expanding the Board and electing additional Directors. On motion duly made, seconded and carried, the Board adopted the following preambles and resolutions:

“WHEREAS, a quorum of the initial Board of Director of the Corporation, as appointed by the Incorporator, has been convened for its first Annual Meeting; and

“WHEREAS, it is the desire of the Board to reelect the initial Directors, to expand its size and to elect additional directors. Now, therefore, be it

“RESOLVED, that Kaare Christian, M. Elias Dueker and Michael Hamilton be, and hereby are, elected to serve as Directors for the term of ONE YEAR and until a successor has been duly elected; and be it

“FURTHER RESOLVED, that Ellen Jouret-Epstein, Colleen Lutz and Daniel P. Odell be, and hereby are, elected to serve as Directors for the term of TWO YEARS and until a successor has been duly elected; and be it

“FURTHER RESOLVED, that Jamie Purinton and Conrad Vespo be, and hereby are, elected to serve as Directors for the term of THREE YEARS and until a successor has been duly elected.”

Mr. Christian addressed the Board regarding the election of a Chairman of the Board. On motion duly made, seconded and carried, the Board adopted the following preamble and resolution:

“WHEREAS, it is the desire of the Board to elect a Chairman.
Now, therefore, be it

“RESOLVED, that Kaare Christian be, and hereby is, elected
Chairman of the Board, to serve for the term of ONE YEAR,
concurrent with his service as Director.”

Chairman Christian addressed the Board regarding the election of officers of the Corporation. On motion duly made, seconded and carried, the Board adopted the following preamble and resolution:

“WHEREAS, the Board has determined that it would be
appropriate to elect Officers of the Corporation. Now,
therefore, be it

“RESOLVED, that the following individuals be, and hereby are,
elected to serve in the offices indicated until the next Annual Meeting:

President	Kaare Christian
Vice President	Michael Hamilton
Treasurer	Jaia Orient
Secretary	Daniel P. Odell”

Director Conrad Vespo entered and met with the Board.

Chairman Christian addressed the Board regarding the adoption of the proposed Bylaws of the Corporation. Copies of the proposed Bylaws had been made available to the Board in advance of the meeting. On motion duly made, seconded and carried, the Board adopted the following preambles and resolution:

“WHEREAS, the Board has been presented with and
reviewed the proposed Bylaws of the Corporation, and

“WHEREAS, the Board has found the proposed Bylaws
to be sufficient to manage the affairs of the Corporation.
Now, therefore, be it

“RESOLVED, that the proposed Bylaws be, and hereby are,
adopted.”

(The Official Minute Book shall here include a copy of the Bylaws of the Corporation.)

Chairman Christian addressed the Board regarding the need for the Corporation to have a designated financial institution. On motion duly made, seconded and carried, the Board adopted the following preambles and resolution:

“WHEREAS, the Board has determined that it would be appropriate to select and designate a financial institution for the Corporation, and

“WHEREAS, The Bank of Greene County has been proposed to serve in that capacity. Now, therefore, be it

“RESOLVED, that The Bank of Greene County be, and hereby is, designated as a financial institution of the Corporation.”

The Chairman presented his report, reviewing the progress of the organization since its inception, the successful formation of the Corporation and the plans for future growth.

The Board engaged in a discussion of several initiatives in furtherance of the mission of the Corporation, including a possible source water program - testing the waters of tributaries to the Roeliff Jansen Kill, and the voluntary participation in well water testing by municipalities and private owners. It was acknowledged that such a program would require the cooperation of a variety of constituents along the waterway. The Board discussed the need to be working toward the development of a Watershed Management Plan, as opposed to watershed assessment. (More?)

Chairman Christian reminded the Board that each Director had received, and was required to complete and submit pursuant to the Bylaws, a Conflict Disclosure Form. Chairman Christian noted that the water samples, collected under the Corporation’s auspices, were tested by a Bard College laboratory, and that Director Dueker held a faculty position with that laboratory. It was the sense of the Board that the relationship did not present a conflict of interest. Director Dueker stated that, should he or the Board deem necessary, he would recuse himself from the deliberation and voting on any matter related to Bard College.

On motion duly made, seconded and carried, the meeting was adjourned at 10:53 a.m.

Respectfully Submitted,

Daniel Odell
Secretary