

**DISCUSSION OUTLINE**  
**WPCA INFORMATION EXCHANGE**  
**SEPTEMBER 26, 2023**  
**A. Roy**

**Welcome / Intro**

- **Welcome:** thanks for joining us
- **Info Exchange** – not a formal meeting
  - No formalities: Call to order, Roll Call, Routine Business, Motions, Votes, etc.
  - No minutes
  - Check later for WPCA Updates – Info Exchange summary

**---- WHY This format? ----**

- **Our WPCA is currently not properly constituted** per requirements of the founding ordinance
  - Board members have not been reappointed (two reappointment cycles)
  - BOG and WPCA recently realized systemic PROCEDURAL issues affecting both boards (not yet resolved)
    - BOG - Adherence to PROCEDURAL REQUIREMENTS of the Charter
    - BOG / WPCA – Adherence to PROCEDURAL REQUIREMENTS of our Founding **OLSBA WPCA Ordinance**
  - More on this later

**Topics**

**1. DEEP \$15M Forgivable Loan / Financial Capability Assessment**

- This offer is a DIRECT RESPONSE TO:
  - Joint Alliance Letter to DEEP – January, 2023 (posted on WPCA website)
  - My ongoing, ad hoc communications with DEEP, the Alliance, and F&O
  - My CANDID AND DIRECT FEEDBACK to DEEP at the meeting in Hartford in March 10
- Conditional offer – FCA Prerequisite
- FCA estimates submitted last week – Town led, W&C, QA by F&O
  - Estimated costs exceed affordability formula – QUALIFIED
- Waiting for DEEP - next steps

**2. NL IMA Extension negotiation**

- Define IMA
- Was set to expire Sept 1 – two offers / counteroffers
- WPCA board endorsed agreement IN PRINCIPLE ONLY last hours of August 31
- Agreement revisions being drafted by NL attorney

### 3. Preparing publication of a new or updated set of FAQs (NEW TOPIC)

- Last posted FAQs as an Update on the website in November, 2020
- Members have been asking some questions that could be best addressed in a FAQ
  - Will accepting the additional \$15M from DEEP force OLS and the Alliance to proceed to construct of the combined sewer/road/stormwater project? Regardless of cost concerns and unresolved issues?  
**(Not a foregone conclusion by anyone, including DEEP. I continue to communicate numerous concerns during discussions with my contacts at DEEP – including financial AFFORDABILITY, unsustainable provisions of the CSA and others. DEEP is sensitive to these and several issues)**
  - Will DEEP ever be persuaded to rescind the Unified Consent Order, or somehow release OLS from requirements of that order?  
**(EXTREMELY UNLIKELY. There is no case evidence exactly on point in this situation. DEEP will most likely continue to participate in problem solving and forestall enforcement action until they see a lack of commitment and progress from the Alliance.)**
  - Is the Unified Consent Order legitimate? Did DEEP follow statutory requirements when issuing the order? **(YES. Per CT CGS)**
  - Is DEEP required to have scientific evidence and/or evidence or an actual citation of health code violations as a prerequisite to issuing Consent Orders or Administrative orders? **(NO, per CT CGS)**
  - How did Old Saybrook avoid costly solutions being imposed on them when implementing a program to address their community pollution problem? Why can't OLS adopt the same strategy? **(THEY DIDN'T – Individual on-site remediation measures for over 700 properties not possible; Endorsement of a \$42M sewer project is pending)**
  - Did we really give away land for a dollar to provide the location for facilities associated with the sewer project? **(ABSOLUTELY NOT – a properly executed easement on OLSBA property on Gorton Ave was signed by all parties in exchange for a 12' x 20' modern storage building, funded by the shared infrastructure project)**

### 4. Recent WPCA Postings

- Response from DEEP Regarding Challenge to Consent Decree – posted in Updates
- 2012 Ordinance Establishing WPCA – posted under documents in the pull-down WPCA menu

## 5. WPCA Financial Review

- Annual operating allocation from BOG, typically \$25,000
    - No WPCA Budget – Money is transferred to WPCA checking only when needed
  - WPCA does not prepare or have a budget –
    - Only one routine / recurring expense: Board member liability insurance
    - Other expenses – largely unforeseen / unplanned
    - Occasional contribution to the Alliance shared account for shared activity (IFO closings, Pump Station site maintenance)
    - FULL transparency – Financial Reports at Quarterly Meetings INCLUDES Report and post all bank statements – Recently added the equivalent of a Check Register to the reporting
  - Money transfers: OLSBA Account to WPCA Account – FY 2021-2022 and 2022-2023
- To Be verified:
- A. Carry-over balance in checking at start of FY 2022-2023
  - B. Transfer in \$15,000
  - C. Transfer in \$10,000
    - Payments to F&O – Previous design services (held invoices in anticipation of construction start)
    - Insurance payment – liability insurance for board members
    - \$9,000 payment to Hinkley Allen (partial payment)  
Recent Payment for legal services - atypical
  - Typically, very infrequent Legal Fees in past years, relatively small fees
  - Asked to pay a portion of an approximately \$37,000 invoice from Hinkley-Allen for legal services - from residual in WPCA \$25K allocation (not budget)
- RATIONALE for WPCA “contribution”
- WPCA obtained formal opinion on two specific WPCA requests
  - Cost sharing (WPCA and BOG) for review of several contracts
- Lion’s share of the total invoice was for specifically requested legal opinions and exploration of legal strategies
- GOING FORWARD – More formal **Authorization For Payment Procedure**
  - All non-routine and non-recurring expenditures
  - Replace verbal authorization process

## 6. WPCA Organizational Review

- The WPCA was founded by OLSBA Ordinance in 2012 (ordinance is currently under review to update for current needs)
- Requirements:
  - Shall consist of 7 members  
(Relaxed this requirement for an extended period due to limited project activity)
  - Members.... be appointed by the **Board of Governors – Important distinction here** – not he OLSBA officers – governors vote; president votes to break a tie
- Reasonable Past Practice:
  - WPCA Chairman and BOG collaborate on reappointments  
WPCA Chairman submits names of vetted nominees for new appointments
- FAILURE
  - WPCA chairman not aware – NO EXCUSE – Taking full responsibility
  - BOG not aware / did not advise (currently 5 governors, with one vacancy)
  - Officers not aware / did not advise
- REMEDIES
  - Submitted a formal request to OLSBA President and BOG for a special meeting with the single purpose of reappointing current members and appointing the nominee for the vacant position – submitted on Monday, September, 18
    - Per the OLSBA Bylaws – WITH – 24 notice  
Special meetings of the Board of Governors may be held at any place upon the call of the President or upon the call of any three or more members of the Board of Governors. Notice of each meeting shall be given in accordance with the provisions of the Connecticut Freedom of Information Act.
    - Outlined precise steps needed in my request
    - Provided an exhibit illustrating board member appointment cycles both now and future – Maintains staggered reappointment cycles
  - NO RESPONSE SINCE MONDAY, SEPTEMBER, 18
  - Drafted a “WPCA Board Member and Officer Onboarding” procedure (under review)
- **URGENT ISSUE**
  - Presently, the WPCA Board is not properly constituted in conformance with the ordinance
  - The WPCA is not currently authorized to engage with stakeholder in any official capacity until resolved
  - Interaction and deliberation on finalizing the Financial Capability Assessment, working with DEEP in submitting a formal request for the \$15 forgivable loan, planning for Design IFO maturity extensions, and collaboration with the Alliance and attorneys on final revisions to the NL IMA **are all currently in play**

- If left unresolved, the WPCA Chairman will be required to advise stakeholders regarding our inability to engage – Our membership, The Alliance, and CT DEEP

NOTE: OLSSPA ALLIANCE MEETING THIS WEEK, THURSDAY, 9/28/23

## 7. Resident Comments and Questions