

**Minutes of the Special Meeting of the OLSBA Board of Governors  
on Thursday, January 4, 2024 via Zoom**

- I. Meeting called to order at 7:02 PM  
President Diane Duhaime (**Diane D**) welcomed returning BOG members and officers, and newly-appointed BOG members and officers, all of whom were present.

**Officers:**

Paul Yellen (**Paul Y**), Vice President

Norm Yester (**Norm Y**), Treasurer

Joanne Gilland (**Joanne G**),  
Secretary

**Board of Governors:**

John Mandracchia (**John M**)

Jay Moynihan (**Jay M**)

MaryKate Reynolds (**MaryKate R**)

Scott Rottinghaus (**Scott R**)

Kathi Stickley (**Kathi S**)

Gregory Symon (**Greg S**)

40 attendees were in on the Zoom call.

Diane D thanked former President Bryan Even and Vice President Tom Annulli and Governor Lou Riccelli for their service. Paul Y, current VP, was thanked for filling in as President pro tem. All other member volunteers were thanked for making OLS the very best beach on the shoreline.

- II. **Vote** seeking to approve the minutes for the December 6, 2023 Special Meeting of the BOG

A motion made by **John M**/ seconded by **Greg S**

Roll Call: YES -ALL

NO- none

Abstain- Jay M

Motion passes.

III. **WPCA Matters**

- a. Diane D noted that the "WPCA Matters" topic is the main reason this special meeting was called, as the WPCA has some time constraints regarding these matters. **Vote** seeking BOG acknowledgment and approval of the WPCA board vote at its November 21, 2023 meeting which approved the signing of an Amendment #4 to the July 27, 2018 "Owner-Engineer Agreement" between Old Colony Beach Club Association, Miami Beach Association and Old Lyme Shores Beach Association, on the one hand, and Fuss & O'Neill, on the other hand, for the Shared Infrastructure Design.

Motion made by **Greg S**/ seconded by **Jay M**

Discussion: It was asked if the motion would authorize the president to sign on behalf of the OLSBA and it was decided that the wording should be more specific.

Motion made by **Greg S to amend vote** to include wording that president of OLSBA and WPCA can sign on behalf of the association and WPCA/ seconded by **Jay M**

Roll Call on Motion to Amend:

YES- ALL

NO- none

Abstain- none

Discussion of the impact on the 192 households.

Roll Call on Amended Motion

: YES- ALL

NO- none

Abstain- none

Motion passes.

*The WPCA reported that this amendment: (i) includes reimbursement to Fuss & O'Neill for services previously authorized and provided by Fuss & O'Neill but not included as eligible expenses for State reimbursement in the Clean Water Fund Infrastructure Interim Funding Obligation; (ii) includes expenses for the potential rebid of the Shared Infrastructure, expenses associated with restarting the project, expenses for assistance with required State Treasury process (if needed following project go/no go decision); (iii) has already been reviewed and approved by the State and must be signed according to the timeline driven by the State; (iv) results in a total additional cost of \$88,000 payable to Fuss & O'Neill of which OLSBA will be responsible for 21.1% (\$13,900) under the Clean Water Fund 720-D Shared Infrastructure Design Interim Funding Obligation Infrastructure (after subtracting the 25% grant from the gross amount of \$88,000, and provided that the Town of Old Lyme meets its remaining contingency obligations for joining the Shared Infrastructure).*

- b. **Vote** seeking BOG approval and acknowledgment of the WPCA board vote at its November 21, 2023 meeting which approved the signing of an amendment (CWF No. 720-D1) to the Clean Water Fund 720-D Shared Infrastructure Design Interim Funding Obligation Infrastructure to, among other things, increase the loan obligation to cover all CT Department of Energy and Environmental Protection (DEEP) approved design costs for the shared infrastructure (eligible expenses qualify for the 25% grant), and to extend the loan maturity date by 12 to 18 months (TBD) beyond the current maturity date of January 30, 2024, per the mutual agreement among and between the Old Lyme Shared Sewer Alliance, the CT DEEP and CT Treasury.

Motion made by **Greg S/** seconded by **Jay M**

Discussion on having the wording consistent with the prior vote and it should mention that the president can sign on behalf of the association. Diane D noted that WPCA's approval of the signing encompasses all who would be required to sign; however, amending the motion to specify president works too.

A motion made by **Jay M** to **amend** the vote to include wording to allow the president to sign on behalf of the association/ seconded by **Greg S** and amended motion unanimously passed.

Discussion on the agreement with engineering costs incurred during the design of the project; this motion and the next is the actual design loan that we have with the state of CT – a loan inclusive of F and O, legal costs, interest- adding about \$676,000 to the original base cost of \$601,900. Total amount \$1,261,783 (gross number); net number approx. \$1 million.

Roll Call on Amended Motion:

YES- John M, MaryKate R, Scott R, Kathi S, Greg S

NO- Jay M

Abstain – none

Motion passes.

c. **Vote** seeking approval of draft [Amended and Restated WPCA Ordinance](#) .

A motion made by **Greg S**/ seconded by **Jay M**

Discussion: Jay M discussed the appointment process; it seems the BOG is no longer the appointing authority and the changes recommend the WPCA; Diane D noted she was on the committee that drafted the revised Ordinance and the changes provide the membership will vote for WPCA leadership, not appointment by WPCA unless someone leaves midterm; Jay questioned the need to change the process because there are 7 excellent individuals currently on the WPCA.

Paul Graml - the process has been out of balance and is not working well; Questions by MaryKate R why are we proposing an ordinance now at this moment. Paul Graml let membership ratify the slate; currently not in compliance with current ordinance which states that there should be at least two BOG on the WPCA. John M worries that representation minimum of 2 in the 7 slots; proposing a maximum of 2; Paul Graml noted the changes are to mirror and be consistent with the BOG election process; the current Ordinance was based on Point of Woods' ordinance and doesn't work well for us. Diane D - the main reason is to give the power to the membership (like BOG members are elected) instead of to a small group of people. Paul Y worries that we are not currently in compliance and thus moving forward and wants to correct the noncompliance part.

Paul Graml proposed 2024 Spring Meeting- will start from zero - every WPCA member will be voted in and go forward. John M concerned 192 households are not fully represented because they are not engaged and present at the Spring Meeting; Greg S- recommendation that this be on the agenda for the 1/24/24 meeting (to increase representation at our annual meetings). Greg S)(how to get proxy votes). Diane D- on our radar to encourage proper form for proxy voting; Jay M inquired the effective date if this were voted in tonight. Diane D stated it would become effective tonight, all would be in compliance, the BOG could vote to amend it at next or any future meeting, the present plan is to bring it to a vote for ratification by the membership at the spring meeting; John M- also need to work on a proxy voting proposal. Diane D - proxy voting can be an item on the agenda for the 1/24 regular meeting

Roll Call: YES- Greg S            NO- Jay M , MaryKate R, Scott R  
                 Abstain- John M, Kathi S  
Motion does not pass.

John M requested to make to rewrite and amend proposal for a new draft to reflect agreements for a future BOG meeting. Membership will be asked to ratify the draft ordinance.

- d. **Vote** seeking BOG approval to transfer \$12,500 WPCA line item of the OLSBA FY2023-2024 budget to the WPCA budget.

*The \$12,500 is 50% of the \$25,000 WPCA funding amount for FY2023-2024. At a future meeting, the WPCA plans to request the return of \$9,000 for legal expenditures paid from the WPCA account but not approved by the WPCA or BOG board. For additional information, please refer to the FUNDING ALLOCATION - FISCAL YEAR 2023-2024 document prepared by John Cunningham, WPCA Treasurer.*

A motion made by **Greg S**/ seconded **John M**

Roll Call: YES- All

NO- none

Abstain- none

Motion passes.

- IV. Vote** seeking to reappoint John Mandracchia and Kathi Stickley to the Nominating Committee, and to appoint Diane Duhaime and Paul Yellen to the Nominating Committee.

A motion made by **MaryKate R**/ seconded **Jay M**

Roll Call: YES- Jay M, MaryKate R, Scott R, Greg S

NO - none

Abstain- John M, Kathi S

- V. Discussion:** initial financial information communication sent to membership on December 30, 2023, per the 12-6-2023 BOG unanimous vote to approve ongoing communications from the BOG to all OLSBA members, containing and describing financial information such as mill rate, budget, legal expenses, and **capital reserve account comparisons**. A copy is available at [OLSBA Financial Communication \(2020-2023\)](#).

Diane D thanked governors and officers for their time given while researching and creating the communication document. Greg S has concerns on legal expenses without proper voting on said expenditures; wants full transparency with the association about what is in our financials.

**VI.** Ad hoc search committee report on the status of search for independent audit firm of OLSBA's financials and financial processes per BOG unanimous vote of the 12/6/2023 Special Meeting.

Jay M looked at the costs of an audit as well as talked with individuals at the state. A full audit may be too lengthy to complete and too costly (up to \$20,000 dollars). There is the possibility of a partial audit which takes only 60-90 days to complete. It will review controls in place for the last two years. The cost will be no more than \$10,000 dollars for a report which could be done in time for annual meeting. Will develop a request for proposal prior to the January 24 BOG meeting with minimum of 3 firms to reach out to determine interest. Will be looking for direction from the board on how they want to proceed.

Paul Y has concerns about how much money we have moving forward while looking at our upcoming fixed costs and the impact on our bottom line.

John M- last year our budget was not approved and we are operating under 22-23 budget but working with our 23-24 expenses

**VII.** Based on the information set forth in the December 30, 2023 Financial Communication sent to the membership, **vote** seeking to approve the following:

- Standardize all future financial reporting for OLSBA on an accrual basis
- Produce both cash basis and accrual basis financial reports for this current fiscal year and the two prior fiscal years
- Automatically generate by the 15<sup>th</sup> day of each month, a monthly financial report for the prior calendar month to include, at least, the following:
  - o Balance Sheet (Current)
  - o Profit & Loss (Year to Date)
  - o Statement of Cash Flows (Year to Date)
  - o Budget vs. Actuals (Year to Date)
  - Transaction Report (Prior Month grouped by Vendor)

A motion made by **Greg S/** seconded by **John M**

Discussion: Jay M wants overview from treasurer and wants to know why the mid-year change from cash to accrual. Norm Y explained the difference between cash and accrual accounting. Believes that a policy and procedures manual would be beneficial for the association.

Roll Call: YES- All                      NO- none                      Abstain- none

Motion passes.

**VIII.** **Vote** seeking to approve payment of the following by our treasurer:

<u>Date Rec.</u>	<u>Vendor Name</u>	<u>For</u>	<u>Amount</u>	<u>Line Item</u>
12/1/2023	Bill Campbell	3 mowings	450.00	Maint

12/8/2023	Greg Symon	Sign repair supplies	133.62	Maint
12/15/2023	Greg Symon	Sign repair supplies	148.18	Maint
12/12/2023	Paul J. Yellen	Sign repair supplies	16.10	Maint
12/11/2023	Conn. Water Co.	00099586, <i>Shower</i>	66.38	Utilities
12/10/2023	Eversource	51054582028, street lights	9.62	Utilities
12/12/2023	Eversource	51324992072, street lights	10.46	Utilities
12/19/2023	Eversource	51081003006, street lights	10.50	Utilities

- Ramboll, Sheffield Brook Outfall Assessment for Old Colony Beach and OLS, \$4,875 (one-half of \$9,750)
- Any other expenses or bills

A motion made by **John M**/ seconded by **Scott R**

Discussion: Greg S wanted to separate Ramboll from other expenses because the others are easy to review and pay.

Greg S made a motion to **amend** the motion to remove the Ramboll/ seconded by **Jay M**.

Roll Call on Motion to Amend:

YES- All

NO- none

Abstain- none

Motion passes.

Roll Call on Amended Motion:

YES- John M, MaryKate R, Scott R, Jay M, Kathi S

NO- none

Abstain - Greg S

Motion passes.

Motion made to approve the Ramboll expense by **Jay M**/ seconded by **MaryKate R**.

Discussion on the background information for the expense. Paul Y gave a brief background about this expense regarding Sheffield Brook and how historically we have gone 50/50 with Old Colony.

Motion made by **Greg S** to table this for the Jan 24 meeting/ seconded by **Jay M**

Discussion on finding out more information on the expense with Old Colony. Al Roy said the invoice goes back to August 2023.

Roll Call on Motion to Table:

YES All

NO – none

Abstain- none

Motion made to pay additional recent bills from the CWC for \$293.98 for public fire protection (hydrants) **John M/** seconded by **Jay M.**

Roll Call: Yes- All

NO- none

Abstain- none

Norm Y- responsible to find out if there are any unpaid bills i.e., anticipated digging out Sheffield brook; wants accurate financial statements

Motion passes.

**IX. Vote** seeking to approve Vice President coordinating the engagement of one or more contractors to move sand away from the sea wall as and where appropriate \*, and approve payment by our treasurer in an amount not to exceed \*\*\$2,400 from our beach maintenance line item to complete this work.

Motion to amend made by **John M** (added \* “ and to remove shells as well as the cleaning of Sheffield Brook” and “not to exceed \*\*\$4,500”/ seconded by **Greg S.**

Roll Call on Motion to Amend:

Roll Call: Yes - All

NO- none

Abstain - none

Motion passes.

Discussion on the status of the log and debris removal from the beach which should be removed in April. Currently the height of the sand is unprecedented with the biggest impact on Sea Spray beach. George Finley has been instrumental in his role watching out for the beach.

Roll Call: Yes - All

NO- none

Abstain - none

Motion passes.

**X.** Report on Posted Schedule for the 2024 BOG Monthly Regular Meetings, and Association Annual Meeting and Fall Meeting, per the 12-6-2023 BOG unanimous vote for BOG to work with the Secretary to prepare and publish a schedule. Schedule can be located at [OLSBA 2024 Meeting Schedule BOG-WPCA](#)

Joanne G. reported there are monthly regular monthly meetings for the Board of Governors on Wednesdays, at 7 pm. starting with January 24. They are posted on the website.

**XI.** Public Comments: none

**XII.** Adjournment

Motion made to adjourn the meeting by Greg S/ seconded MaryKate R

Roll Call : YES- All

NO- none

Abstain - none

Motion passes

Meeting adjourned at 9:09 PM.

Minutes submitted by Joanne Gilland, Secretary, Old Lyme Shores Beach Association