

## **OLSBA WPCA BOARD MEETING MINUTES - DRAFT MAY 2, 2024 7:00PM VIA ZOOM**

### **ESTABLISH QUORUM & CALL TO ORDER**

Al Roy, WPCA Chair, welcomed everyone to our re-scheduled WPCA meeting and called the meeting to order at 7:03 PM after establishing a quorum. All members of the Board were in attendance: John Cunningham, Dede DeRosa, Diane Duhaime (ex-officio), Paul Graml, Jay Moynihan, Bob Palazzo, Al Roy, and Greg Symon. There were eight additional members of the community on the Zoom call.

### **APPROVAL OF MARCH MEETING MINUTES**

A motion was made by Greg Symon to approve the minutes from the 03-19-2024 WPCA Board Meeting. John Cunningham seconded the motion. The motion passed unanimously.

### **TREASURER'S REPORT**

John Cunningham, WPCA Treasurer, provided a report of financial activity including bills paid and expected future expenses for this fiscal year. (Link to full [Treasurer's Report](#)). There has been minimal transaction activity since the March 19th meeting and future expenses for the remainder of the fiscal year remain at approximately \$19K, most of which will ultimately be reimbursed from our Clean Water Funds. The WPCA has not yet requested or received the second budget allocation from the BOG and will continue to manage cash flow very conservatively to assist OLS in managing overall cash flow until the new fiscal year commences on 7/1/2024.

John Cunningham also provided an update on his reengineering project to move all loosely managed financial information into Quickbooks Online (QBO) and reconcile all vendor payments since 2012. The goal of the reengineering effort is to provide a sound, consistent, transparent platform for financial reporting to our board, the Association board, the membership, Alliance partners, and the State of Connecticut. The effort is currently focused on the OLS internal infrastructure. Once this is completed, work will begin on reconciling the Shared Infrastructure expenses. This will be a more involved effort since it will require coordination with Old Colony Beach who serves as the bookkeeper for the Shared Expenses. (Link to [Financial Reengineering Updates](#))

Diane Duhaime asked how the additional payment to New London would be handled upon signing of a new Intermunicipal Agreement requiring an additional \$10K "good faith" payment to be shared by the three beaches since this payment would be due immediately upon signing. A lengthy discussion ensued regarding the New London agreement. As to the \$3,333 (OLS share of upfront payment) it was determined that this was already being held by Old Colony in anticipation of the signing. There was disagreement among Board members as to whether the final NL contract needed to come back to the Board for final approval or whether the WPCA Chairman and OLS Board President had sufficient authority to finalize the contract terms and subsequently sign the documents since the new terms had been provided to board members via emails from the New London and Old Lyme WPCA Chairs. Paul Graml made a motion to authorize the WPCA Chairman to finalize and sign the contract and Greg Symon seconded the

motion. After much discussion regarding the process to be followed by the Board in approving the final New London contract, it was agreed that both Boards would review and approve the final terms and contract language as provided for in the motions approved in November 2023 (WPCA) and January 2024 (WPCA). Paul Graml subsequently withdrew his motion and Greg Symon withdrew his second and motion was withdrawn.

### **OLS WPCA PROJECT COST RE-ESTIMATING INITIATIVE**

Al Roy reported that a work group consisting of Paul Graml, Bob Palazzo, John Cunningham and Dennis Columbie (60 Saltaire) has been formed to review the last bids and estimates being utilized by the State of Connecticut and provide an opinion on current project costs. Both Bob and Dennis have significant experience in this type of project estimating. An initial look indicates that costs have increased 18-21% since 2021 - the State has been using an inflation increase of 25%. All paid design costs, projected construction costs, new buy-in costs, legal expenses, contingencies, etc. will need to be thoroughly reviewed along with all previous and new grants and loans in order to project costs to the Association and individual homeowners. The goal is to get a draft available for Board review in May.

### **WPCA BOARD UPDATES**

Al Roy welcomed Jay Moynihan to the Board. Jay was appointed by the Board of Governors to complete Sue Mahoney's term until June 2024. Since Jay is also on the BOG, this fills the WPCA Ordinance requirement to have at least two BOG members on the WPCA. The question was raised as to whether the proposed WPCA ordinance revisions should be introduced at the Annual Meeting in June for membership vote. The revised ordinance would allow for the membership to directly elect WPCA Board members and limit the number of cross-over BOG/WPCA members in order to create a more democratic structure for the WPCA. No decision was made on this point. Diane Duhaime questioned whether the BOG should include solicitation for WPCA members when the BOG publishes their next call for volunteers for other OLS openings. The group agreed this would be a good next step to develop a pipeline of potential candidates.

### **ALLIANCE ACTIVITY**

**New London Inter-municipal Agreement** - After some trying negotiation activity, the NL WPCA Chairman accepted a counter-offer from the Alliance. The new terms call for a more reasonable increase over the original terms that NL had proposed. Details will follow once the agreement is confirmed by the NL WPCA Board.

**Cost Sharing Agreement (CSA)** - Diane Duhaime has been instrumental in cleaning up the current working version of the amendment to the CSA. Once certain design issues are finalized and the Town completes the third and final condition precedent, we will have a final draft for review and approval.

**\$15M Forgivable Loan/Bond Resolution** - Meetings and email exchanges with CT DEEP, Treasury and our Bond Counsel are ongoing. We are awaiting the latest draft of the loan agreement and terms for the \$15M forgivable loan.

We continue to work with the Bond Counsel and Treasury on development of the supplemental funding resolutions in an effort to optimize the allocation of the new \$15M "grant" and ensure ample funding capacity for the entire project. Ideally, we would be able to present the

supplemental resolution for review, questions and feedback prior to the Annual Meeting and plan for a vote by the entire membership. However, our ability to conclude all these discussions, finalize the resolutions, and effectively communicate details to the membership in time for the annual meeting is in question. A discussion on the sequence of activities and timing occurred. Al Roy emphasized the need to complete the appropriate level of review and due diligence vs. meeting an arbitrary deadline.

**Final Adjustments to the Shared Infrastructure Design** - As reported previously, four potential design modifications to the shared infrastructure were under consideration. Two are essentially resolved, one being cost neutral, the other generating project savings (amount not yet determined). F&O is continuing to address two modifications, one of which is the deep gravity collector along the shoreline which if modified would shift costs from MBA to OLS, OCB and The Town. The other is a proposed modification in the designed route for the force main from the Point O'Woods intersection to East Lyme which could yield significant savings. Also, we are coordinating with CT DOT on two bridge replacement projects along the path of the force main scheduled for construction start later this year. One at Armstrong Brook, the other at Four Mile River. We need to resolve the precise route and accommodations for our force main in the design of the bridge replacements.

## **WPCA "WORKSHOP" WALKTHROUGH AND COMMUNICATION PLAN**

Al Roy suggested postponing the walkthrough due to the late hour. The WPCA is planning a workshop-style meeting for WPCA and the BOG to review, educate and discuss critical issues as part of an overall communication plan for the membership. Dede DeRosa noted that the two Boards need to decide what priority this activity should have as we have been trying to get something off the ground for a couple of months and are having difficulty making time. There was a brief discussion about the amount of activity and issues that both Boards are dealing with and the complexity of the issues on the Sewer Project making it difficult for casual participants to engage. Dede committed to sending out a draft presentation which can be accessed [here](#). It is a work in progress so suggestions on content continue to be welcomed. In addition there is a comprehensive reading list of key WPCA documents for those interested in doing a deep dive. Link to reading list [here](#).

**Correspondence** - none

**Resident Comments** - none

A motion was made by Al Roy and seconded by Greg Symon, the meeting was adjourned at 8:45pm.

**The Next WPCA Board Meeting will be held Tuesday, May 21st at 7 pm**

**Following the meeting an email was received from Judeen Wrinn. The text of the email follows:**

I am an OLS resident and attend as many of these meetings that I can. I was too shy to speak up at the conclusion of tonight's meeting but I thought it important to share with you a few thoughts.

First, I am very grateful to all of you for all the hard work you do for our Association. It is very clear that you all put in a great many hours and work tirelessly to support what's required for a successful conclusion to this project. The sheer magnitude of this effort is overwhelming! In addition, the technical aspects of this are intimidating, to say the least. Your dedication and drive to bring it to conclusion is something I think very few others would be willing to take on. And yet, it seems like you hear nothing or more negative than positive comments, which has to be disheartening. I believe that there are likely more people like me who are just so very grateful for everything you're doing and I thought it important to tell you that.

I will also share that, similar to the BOG meetings, I deeply respect the candor of your meetings. I would be uncomfortable if there wasn't disagreement as I believe that someone may always see something that others do not. And, the commitments made today have to be lived with for far longer so your balance for speed with an understanding of the long-term impact are sincerely appreciated. Your willingness to speak up and to listen to one another gives me greater confidence that we will get to the right answers. I've never felt as positive about both the BOG and WPCA as I do now. Both groups are doing everything possible to ensure transparency and it's evident the motivations are in the best interests of the residents.

I know I'm not alone in my feelings so thought you should realize you are making a very positive difference to our Association and it's appreciated.

Gratefully,

Judeen Wrinn  
49 Billow Rd.