

DRAFT
Minutes of the Special Meeting of the OLSBA Board of Governors
on Wednesday, September 25, 2024 via Zoom After
Adjournment of the WPCA Meeting

1. A quorum was verified by a roll call and the meeting was called to order by Paul Yellen 9:10 pm. The following Officers and Board of Governors members were present.

Officers:

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

Board of Governors:

Jay Moynihan (**Jay M**)

John Mandracchia (**John M**)

Greg Symon (**Greg S**)

Tim Larson (**Tim L**)

Scott Rottinghaus (**Scott R**)

- Officers Diane Duhaime (President), Rob Cappellucci (Treasurer), and board member MaryKate Reynolds were not in attendance.

There were ___ attendees on Zoom.

2. **Vote** to approve the minutes for the September 11, 2024, Regular Meeting of the BOG

Motion made by **Greg S**/seconded by **Tim L**

Roll Call: YES – All

NO- none

Abstain- none

Motion Passes.

3. **Vote** to approve the President and Treasurer taking steps necessary to engage legal counsel for OLSBA to advise on a variety of legal issues for OLSBA including, but not limited to, the convening of a Special Meeting of the Association and electronic voting by members in connection with the Special Meeting, and communications to OLSBA membership from the BOG and Officers; all of the foregoing in an amount not to exceed \$8,000 without a prior approval vote of the BOG

Motion made by **Tim L**/seconded by **John M**

Discussion:

- i. Jay M raised concerns on the process or lack thereof for how the attorney was selected (suggested looking at other firms) and why a lawyer is needed in relation to the communications to OLSBA membership from the BOG and Officers. He suggested a BOG taskforce including the president and two BOG members which would then make recommendations to the board.
- ii. Greg S questioned why the association needs to spend money on lawyers over a few concerns from members while Tim L & Scott R noted that the amount allocated is reasonable for the tasks that would be performed.

Roll Call: YES – **John M, Scott R, Tim L, Greg S**

NO- **Jay M**

Abstain- none

Motion Passes. (4-1)

4. **Vote** to approve the preparation and sending of ongoing communications from the BOG and Officers to all OLSBA members (without the need to convene a BOG meeting) regarding any matters related to the sewer system project.

Motion made by **Tim L**/seconded by **John M**

a. Discussion:

- i. Paul Y clarified the intent of this vote is to allow internal communications between the BOG and informal communications between the members of the BOG to design and put together any communications that will be sent out to the public without needing to hold further special meetings over the content or the means that the message will be sent with. Jay M voiced his belief that this topic should be discussed in a public meeting.

Roll Call: YES – John **M**, **Scott R**, **Tim L**, **Greg S** NO- **Jay M** Abstain- none

Motion Passes. (4-1)

5. **Vote** to approve the Treasurer to pay all legal bills incurred in connection with approval votes at this Special Meeting.

Motion made by **Tim L**/seconded by **Scott R**

Discussion:

- i. Members questioned the need for this vote as there is already a process for paying bills. It was suggested that the language is made clearer to be brought up at a later meeting.

Tim L withdraws motion to approve

Jay M motions to table / seconded by **Scott R**

Item is **tabled**

6. Public Comment

a. No public comments

7. Motion to adjourn made by **Tim L**/seconded by **John M**

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

Motion Passes.

Meeting adjourned at 9:34 pm