

10-27-2024 DRAFT

Minutes of the Joint Special Meeting of the OLSBA Board of Governors and Water Pollution Control Authority on Wednesday, October 23, 2024, at 7pm via Zoom

1. OLSBA BOG - A quorum was verified by a roll call.
2. WPCA – A quorum was verified by a roll call

The Joint Meeting of the BOG and WPCA was called to order by OLSBA President Diane Duhaime at 7:12 pm.

The following members were present:

OLSBA Officers:

Diane Duhaime (**Diane D**), President
Paul Yellen (**Paul Y**), Vice President
Rob Cappellucci (**Rob C**), Treasurer

Board of Governors:

John Mandracchia (**John M**)
Jay Moynihan (**Jay M**)
Tim Larson (**Tim L**)
Scott Rottinghaus (**Scott R**)
MaryKate Reynolds (**MaryKate R**)

WPCA Officers and Board:

Tim Larson (**Tim L**), Chairman
Bob Palazzo (**Bob P**), Vice Chairman
Chris Shelton (**Chris S**), Treasurer
Jay Moynihan (**Jay M**), Secretary

Dennis Colombie (**Dennis C**)
John Mandracchia (**John M**)
Jack Reynolds (**Jack R**)
Diane Duhaime (**Diane D**)

- Gregory Symon was not in attendance.
 - 78 attendees were on the Zoom meeting.
 - Diane Duhaime welcomed all attendees and introduced Attorney Brendan Sharkey and Kurt Mailman from the Fuss & O’Neill engineering firm.
3. Attorney Brendan Sharkey provided an overview of the voting process for November 9, 2024 Special Meeting of the Association being held via Zoom only to vote on the \$6.8M Supplemental Bond Resolution
 - A. Following COVID-19, there are now state statutes in place that govern the conduct of public meetings held exclusively via electronic means. It is also important to note OLS is a municipality.
 - i. The Association President is authorized to call a Special Meeting per the OLS charter and state statutes. Once called, notice must be sent to members at least 5 days in advance. The meeting must adhere strictly to the agenda, allowing only amendments and discussion of existing items.
 - ii. Protocols for meetings conducted via electronic means:
 - a. The meeting notice must announce the meeting will be held only by electronic means and how the vote will be taken.
 - b. The meeting will be recorded which shall be announced in the notice.
 - c. All votes, unless unanimous, must be taken by roll call. This is done with individuals turning their camera on, verifying who they are, and individually casting their vote.
 - iii. Voting Process:
 - a. In OLS, each property is restricted to one vote.

- b. The Secretary of the meeting will have a list of all properties in the Association and one person from each property will have the ability to cast a vote. After going through the list once, any properties that did not vote will be called again to ensure they weren't missed.
 - c. Proxies are allowed in OLS and the typical process will be followed. Proxies must be signed, notarized, and submitted by the Friday prior to the meeting (11/8) by 5 pm. Proxyholders must be another association member (property owner in OLS with voting rights).
 - d. The State of Connecticut recognizes out of state notaries and OLS will accept a copy (scanned or photo) of the completed and notarized proxy form via email sent to secretary@oldlymeshores.org. Instructions are on the Proxy Form.
 - e. Phone Participants: Members joining by phone only and without appearing on camera when voting, must send an email to secretary@oldlymeshores.org no later than 10 a.m. on Friday, 11/8/2024, to identify the phone number they will use and provide their full name and property address as part of the required process for authenticating their identity for voting by phone during the Zoom meeting.
 - iv. Once the roll call is complete, the votes will be tallied and announced. The meeting will then proceed with any remaining agenda items before adjourning.
- B. Attorney Sharkey addressed that the vote on 11/9 will be the only vote that will be presented to the OLS membership for approval of the sewer project construction.
 - i. The WPCA had initially planned for a second referendum to approve awarding the contract for sewer construction once bids were received. However, bond counsel Shipman and Goodwin recently advised moving forward without a second vote due to concerns about separating the bond approval from the Board's authority to proceed with construction. Holding two votes could yield conflicting outcomes, which would increase legal risk from state authorities and neighboring beach associations.
 - ii. Not having a second vote does not, however, extend to the stormwater and road repaving projects, which may require a second vote from the membership before awarding contracts because they are internal projects not tied to the other entities as in the case of the shared sewer project.
- C. Questions:
 - i. What is the vote required when going out for debt?
 - a. Answer: A majority vote is required in the State of Connecticut.
 - ii. What is the role of each entity in the Bond Resolution, specifically with regards to the association President?
 - a. Answer: OLS has consulted with bond counsel, who indicated that OLS faces more restrictions than other associations due to having at least two officers listed in the resolution. This presents a potential obstacle to moving forward swiftly. While the Board of Governors can establish a policy outlining the president's responsibilities prior to signing, bond counsel advised that the resolution language remain unchanged.
 - iii. Is the 6.8M supplemental bond resolution predicated on receiving state funding (15M forgivable loan)? If the funding is not received will the bond authorization be valid?

- a. Answer: This needs to be confirmed with bond counsel. Jay M to review a copy of the most recent resolution and send any questions or comments to bond counsel including questions on ensuring the amended resolution from 2019 is included if it in fact was properly passed.
 - iv. **Jack R** strongly urged the BOG to reverse the amount of power granted to the association president. He also noted that the association maintains some control in the process through having a representative on the Alliance, which must have a unanimous vote before moving forward on any bids.
 - v. **Bob P** expressed concern that requiring a second vote for storm drainage improvements and road reconstruction instead of one vote as was originally intended for all three projects (sewers, stormwater, and road repaving) could mean the entire \$16.5M may be used only on the sewer project, and not have any money left for the other projects.
 - a. **Diane D** suggested for a cap to be placed in the bond resolution on the sewer project expenses to avoid this situation, and Attorney Sharkey will be contacting bond counsel to obtain closure on the outstanding issues with the bond resolution.
- 4. Discussion - [WPCA Slide Presentation](#) that was sent to the membership on October 10, 2024 and slide presentation from Kurt Mailman including status of the questions that members sent to askthewpca@oldlymeshores.org.
 - A. Kurt Mailman presented a PowerPoint on the history of the project and the pollution problem facing OLS, the rationale behind the shared sewer project, recent developments and cost saving measures, the cost and financing breakdown, the risks of not proceeding with the project, and a proposed schedule.
 - B. Chris S then broke down both the net cost estimates and the gross costs (with financing) for the shared sewer project, the stormwater, and roadway repaving.
 - C. Attorney Sharkey highlighted that a consent order from the State of Connecticut, entered into by the association and others in 2018, requires remediation of the pollution issues as discussed in Kurt Mailman's presentation.
 - D. Tim L read the Frequently Asked Questions (FAQS) consisting of questions received from OLS residents and responses thereto.
 - E. Kurt Mailman, Fuss & O'Neill and Attorney Sharkey took questions from those on the Zoom meeting.
 - F. Tim Larson announced that links to the slides and FAQS, and the entire meeting recording will be provided to OLS members via email.
- 5. BOG - Motion to adjourn made by **Tim L/** Seconded by **MaryKate R**
 Roll Call: YES - All NO – None Abstain: None
 Motion Passes
- 6. WPCA - Motion to adjourn made by **Chris S/** Seconded by **John M**
 Roll Call: YES - All NO – None Abstain: None

Meeting adjourned by **Diane Duhaime** at 10:39 pm