

# **Draft Meeting Minutes OLSBA BOG Special Board Meeting - January 24, 2026**

## **Meeting Overview**

**Meeting Time:** 10:53 AM - 11:37 AM (44 minutes)

**Meeting Type:** Special Meeting via zoom

**Primary Purpose:** Address DEEP letter regarding January 31st vote and discuss response options

## **FOI Compliance Timing**

Paul explained the technical meeting start requirement:

- Meeting notice distributed at 10:53 AM on January 23rd
- Connecticut FOI requires 24-hour notice for special meetings
- Meeting couldn't legally start until 10:53 AM on January 24<sup>th</sup>

## **Agenda**

### **1. Attendance Roll Call-Verify Quorum**

#### **Officers Present:**

- Paul Yellen - President
- John Cunningham - Vice President
- Rob Cappellucci - Treasurer
- Tracy Cappellucci - Secretary

#### **Board of Governors Present (Full Board):**

- Tim Larson
- Jack Thomas
- Jerry VandeWerken
- Mary Kate Reynolds
- Bob Palazzo
- Jay Moynihan

#### **Legal Counsel:**

- Norbert Church

### **2. Review and discuss letter received from DEEP on 1/22/2026 regarding our scheduled vote on 1/31/2026. Discuss and vote on options for OLD LYME Shores moving forward based on information received from meeting with DEEP on 1/23/2026. Discuss and vote on formal response to DEEP.**

#### **Initial Receipt and Reaction**

##### **January 22nd, 5:36 PM:**

- Paul received DEEP letter with "very shocking" and "strong language"
- Letter demanded vote by January 27th - never previously mentioned in discussions
- Board members "taken aback" by tone and demands
- Letter reached some residents before reaching Paul
- Paul described it as "floating around the Beach Association"

##### **Immediate Response (Evening of January 22nd):**

- Paul spoke extensively with Jay Moynihan and Norbert Church
- Began contingency planning for potential January 27th meeting

- Left phone messages for Carlos and Nisha at DEEP
- Sent emails to DEEP (initially bounced back - state system down)
- Emails eventually received by DEEP on January 23rd morning

### **DEEP Meeting - January 23rd (Detailed Account)**

#### **Meeting Logistics:**

- Scheduled time: 1:00 PM - 1:30 PM
- Actual duration: 1:00 PM - 1:45 PM (15 minutes over)
- Format: Virtual meeting (Zoom)

#### **OLSBA Attendees:**

- Paul Yellen (President)
- Jay Moynihan (Board of Governors)
- Norbert Church (Legal Counsel)

#### **DEEP Attendees:**

- Carlos (primary contact)
- Nisha (primary contact)
- Notably absent: The person who wrote the harsh January 22nd letter

#### **Meeting Opening - Jay Moynihan's Timeline Presentation:**

- Jay provided comprehensive timeline of last 3 weeks of communications
- Emphasized that January 27th deadline was never previously mentioned
- Highlighted all prior meetings and discussions with DEEP
- Noted the surprise and concern about the sudden deadline

#### **Paul's Strategic Approach:**

- Avoided getting into "blame game" with DEEP
- Stayed focused on practical solutions
- Emphasized material had already been distributed to members for January 31<sup>st</sup> meeting
- Explained constraints preventing January 27th meeting

#### **Norbert Church's Legal Arguments:**

- **FOI Requirements:**
  - Connecticut Freedom of Information laws require proper notice
  - Special meetings need specific advance notification
  - January 27th didn't allow sufficient time for compliance
- **Bylaw Constraints:**
  - OLSBA's internal bylaws have specific meeting requirements
  - Charter sections govern meeting procedures
  - Violation could open association to internal lawsuits
- **Quorum Concerns:**
  - Need to ensure sufficient member attendance
  - Need to ensure positive votes for project approval
  - January 27th timing made quorum achievement uncertain
- **Legal Risks of Non-Compliance:**
  - Potential investigation by Connecticut FOI Commission
  - Meeting could be ruled null and void
  - Any actions taken would also be null and void
  - Would return project to starting point

#### **DEEP's Evolution During Meeting:**

- **Initial Position:**

- Skeptical about January 31st date
- Wanted to "meet and talk about it"
- Seemed surprised by some of OLSBA's constraints
- **Mid-Meeting Shift:**
  - Became receptive to January 31st explanation
  - Started understanding OLSBA's legal requirements
  - Focused on making January 31st work
- **Final Position:**
  - Concurred that January 31st was satisfactory
  - No longer required additional meeting to discuss
  - Committed to Saturday availability
  - Acknowledged they had "backtracked" on letter demands

#### **Contractor Bid Discussion:**

- OLSBA raised issue of February 8th bid expiration
- DEEP had previously extended bids for 11 months
- DEP showed "no enthusiasm" for extending to 12 months
- This was part of DEEP's motivation for wanting vote by January 31st

#### **Shift to Proactive Planning:**

- Norbert suggested focusing on what could be accomplished in advance
- Rather than waiting until after January 31st vote
- DEEP thought this was "terrific" approach
- Lead to discussion of documentation checklist

#### **Meeting Outcome - Paul's Summary:**

- "We came out of the meeting getting everything that we wanted"
- January 31st date accepted
- DEEP committed to Saturday availability
- Checklist provided for advance preparation
- Positive, collaborative tone established

#### **DEEP Checklist**

- Distributed to all Board of Governors members and WPCA members

#### **Checklist Structure and Priority**

##### **Critical Items (Marked in Red):**

- Bond counsel opinion letters
- Contract documentation from Fuss & O'Neill
- These items need completion before January 31st
- Paul emphasized: "The only things that are critical for this week are the items in red"

##### **Non-Critical Items:**

- Everything else can be completed after the vote
- Will be addressed in due course

#### **Responsibility and Coordination**

##### **Primary Contact Point:**

- Fuss & O'Neill (F&O) serves as main coordinator with DEEP
- Kurt Mailman is the engineering representative from F&O
- F&O is assembling all required materials
- F&O has direct contacts with contractors

##### **OLSBA's Role:**

- Provide supporting documentation as requested by F&O
- Most of documentation already in place
- OLSBA has copies of Old Colony's legal opinion documents

**Internal Coordination Plan:**

- Paul and Jay will review checklist together
- Will assign specific responsibilities for each item
- Will verify completion of assigned tasks
- Rob sent financial documentation on the morning of the 24th

**Overall Status:**

- Most items already completed
- F&O coordinating remaining items
- Critical items manageable before January 31st
- DEEP will complete review on January 31st

**Proxy Vote Reimbursement Debate**

**John Cunningham's Original Proposal**

**Core Concept:**

- Reimburse members for overnight delivery costs of proxy votes
- Implement as credit on fiscal year 2027 tax assessments
- Not cutting checks - just reducing future tax bills

**Rationale:**

- Urgency due to Board timing, not homeowner failure
- Board responsible for late-stage timing issues
- Members sending proxies from considerable distances
- Overnight delivery costs more than regular postage
- Impending snowstorm complicating delivery
- Would generate goodwill with membership

**Administrative Offer:**

- John volunteered to help with administration
- Suggested creating new line item on recurring invoices
- Claimed it would be "pretty easy to do in QuickBooks Online"

**Arguments in Favor**

**Mary Kate Reynolds' Historical Precedent:**

- Referenced past reimbursement offer for tax assessments
- Approximately 90% of members gave money back to community
- Suggested offering it knowing most wouldn't claim it
- Proposed putting a limit on reimbursements
- Compared to travel and expense policies
- Viewed as goodwill gesture more than actual expense

**Jerry VandeWerken:**

- Supported as way to encourage proxy voting
- Overnight delivery accomplishes same purpose as attending
- Saves members expense and time of driving
- Suggested making it one-time offer due to short notice
- Proposed clearly communicating it's not a precedent
- Emphasized urgency of situation

**Jay Moynihan:**

- Supports idea as participation encouragement
- Saw potential for increasing voter turnout

### Arguments Against

#### Rob Cappellucci's Strong Opposition (Treasurer):

- **Administrative Burden:**
  - Questioned where to draw the line on reimbursements
  - Noted he's essentially one-person financial staff
  - Even with John's help, still creates extra work
- **Responsibility Principle:**
  - Emphasized it's each homeowner's responsibility to vote
  - Members should do what they need to do
  - All dealing with same snowstorm
  - Not a financial burden (\$25-50 shouldn't put anyone out)
- **Budget Impact:**
  - Would be \$10,000 hit to budget
  - Compared to members opposing \$1,000 budget items
  - Would require new line item in fiscal year 2027 budget
  - Called it "subsidizing our own reimbursement"
  - No current line item for reimbursements
- **Final Assessment:**
  - Preferred not to cut reimbursement checks
  - Would rather do tax credit if forced to do anything
  - Ultimately committed to implementing whatever board decides

#### Bob Palazzo's Equity Concerns:

- **Driving Distance Issue:**
  - Asked about reimbursing members driving 100 miles
  - Estimated \$50 gas cost for round trips
  - Examples: Massachusetts, Hartford area residents
  - Time and money investment comparable to mailing
- **Fairness Question:**
  - "How do you differentiate one from the other?"
  - Why reimburse mailing but not driving?
  - Both are methods of participating in vote

#### Paul Yellen's Multiple Concerns:

- **Appearance of Impropriety:**
  - Concerned about appearance of "buying votes"
  - Didn't want anything construed that way
  - Important to maintain integrity of voting process
- **Precedent Setting:**
  - Asked: "Do we then need to do it for all of our other meetings?"
  - Worried about any other special votes in future
  - Concerned about difficulty backing off from precedent
  - Creating expectation hard to reverse

#### Tracy Cappellucci notes (Secretary):

- Noted people paid different amounts for mailings
- Some used priority mail: \$12-15

- Others used overnight: higher costs
- Asked: "How do you even determine what the credit is?"
- If flat rate of \$25, some only paid \$12-15

**Tim Larson's Assessment:**

- Called it "very well intended"
- Didn't feel it was necessary
- Questioned when to shut it off
- Asked what constitutes eligibility
- Noted no line item in current budget

**Alternative Solutions Discussed**

**Jerry Vandewerken One-Time Offer:**

- Make it explicitly one-time due to short notice
- Clearly communicate in email it's not precedent
- Emphasize urgency of this particular situation
- Would address Paul's precedent concern

**Bob Palazzo's Flat Rate:**

- \$20 credit to everyone who votes
- Simpler administration
- Applied toward taxes
- Eliminates differentiation between mailing and driving

**Dave French:**

- **Proposal:**
  - Suggests use of something like DocuSign for future proxy votes
  - Would be binding documents
  - Shows when signed
  - More cost effective

**Paul Yellen notes:**

- Proxies must be notarized
- Can't do DocuSign with two people unless together
- Jerry pointed out notarization requirement
- Legal counsel requires "fresh ink" hard copy documents
- Paul emphasized need for actual signed document
- Not acceptable to email back proxy vote
- Must be hard copy for permanent records

**Paul asks for a motion to reimburse residents for voting costs**

- **Motion:** Mary Kate Reynolds
- **Second:** Bob Palazzo

**Vote Results: Unanimously does not pass**

**Post-Vote Process**

Jay outlined the expected sequence:

- After the January 31st vote, Fuss & O'Neill will be notified immediately
- F&O has direct contacts with contractors and will notify them that day
- DEEP will complete their review on January 31st
- Once DEEP has all documentation, they will issue a notice to proceed

**February 10th Regular Meeting Plans**

Jay mentioned plans for the regular February meeting:

- Attempting to arrange Fuss & O'Neill presentation on the stormwater project
- Will provide financial updates
- Will review where the association stands relative to project costs

### 3. Public Comments

#### Martin Merritt

##### Document Availability:

- Asked if the DEEP letter and checklist could be made public
- Paul explained the January 22nd letter is no longer applicable since DEEP backed off
- Noted the letter was already "floating around" the Beach Association
- Residents received it before Paul did
- Jay confirmed the checklist had been shared with WPCA
- Agreed to post the January 23rd acceptance letter on the website as public record

##### Significance of January 31st:

- Martin asked if the date was chosen because of contractor letter signing
- Paul clarified it met the 10-day notice requirement
- Saturday was chosen for convenience
- Jay confirmed bids expire on or around January 31st
- DEEP had extended bids for 11 months but resisted going to 12 months

##### Contractor Notification Process:

- Martin concerned about contractors receiving emails on Saturday
- Jay explained F&O will notify contractors immediately after the vote
- F&O has direct contacts with contractors

##### Timeline Concern:

- Jack asked if they should anticipate receiving something from DEEP on January 31st
- Should they plan a meeting for February 1st to award contracts?
- Jay clarified: Anticipate potential meeting in first week of February

##### Proxy Vote Preview:

- Jack asked if there's a way to get a preview of proxy vote numbers before the meeting
- Concerned about proxies stuck in the mail
- Paul noted proxy votes count toward quorum
- No specific mechanism discussed for advance counting of proxy votes received

#### Julia Nixon's Concerns

##### Meeting Notice Timing:

- Julia stated she didn't receive the email until Thursday morning at 12:44 AM
- Questioned if this met the 10-day notice requirement
- Paul explained it was distributed immediately after Wednesday night's meeting
- The 10-day period would be up on January 30th
- Meeting on January 31st is within compliance

##### Overnight Delivery Issues:

- Julia went to the post office immediately on Thursday
- Post office no longer guarantees overnight delivery

##### Vote Counting Process:

- Julia asked: "Who's going to do the counting?"
- Concerned about double counting if someone submits proxy and also attends in person

- Paul explained the check-in process; Mary Kate confirms it's the same way it was done in May

**Motion to Adjourn 11:37 am**

**Motion:** Mary Kate

**Second:** Jack

**Motion passes unanimously**