

REPRESENTATIVE POLICY BOARD

AQUARION WATER AUTHORITY

OCTOBER 20, 2026

MEETING TRANSCRIPTION

George Logan:

Hello, everyone. We have not officially started the meeting yet [inaudible 00:02:29] speaker. Just to let you all know that we are now recording. We are live. For those online and in person, we're going to get started in just a few minutes. Thank you, all.

George Logan:

So I have this microphone, right? We need to make sure that everyone can be heard. Some folks have booming voices. No problem when you shout. Why don't have to use the microphone. Don't have to hold it up to your mouth, but it would be helpful, while you're speaking, if you used the microphone.

Also, keep in mind, anytime you speak, to address the presiding member or anyone who's running the meeting, please, especially in the beginning, state your name and town, to make sure we have the record correct.

All right. Everyone has their copies of the committee assignments? Alrighty. Folks online, feeling good?

All right. Well, I am going to hand it over to our illustrious CEO, Mike Freda. Mike Freda, kick off the Aquarian Water Authorities Force RPB meeting. Take it away, Mike.

Mike Freda:

Well, thank you very much, George, and welcome, everyone. I am incredibly excited to be part of this AWA board, this RPB board. And I'm sure that when you went through some of the training last week, I want you to know that I really believe that we're at the precipice of an outstanding level of greatness moving forward. Each of you have come to us as part of this board, this representative policy board, with a great deal of skill sets, a great deal of knowledge, and I think the institutional knowledge of each and every one of you will compliment all of us, including each and every one of you, as we move forward.

I believe that this is an incredible opportunity for all of us, including the RPB members here, because you're going to have fiduciary responsibility, you're going to be demonstrating leadership with the various committees that you're going to be sitting on, and the very compelling mission, ladies and gentlemen, to be able to be part of such an outstanding organization, the Aquarion Water Company, to be part of that mission, to provide one of life's most precious resources, pure clean water, I believe, is a very compelling and a very profound message, so I'd like to thank each and every one of you for taking your time to making your commitment to help us move forward with this great company.

We have two great sister companies, each of which have very powerful and distinctive cultures. These two organizations, in this case the Aquarion and also the RWA, they're led by two outstanding presidents, each of whom have a great deal of institutional knowledge. And throughout the layers of each organization, I found, in my travels, both to Bridgeport and to New Haven, that each and every person I've met has done a great job here. They've been with us for many years. There's a great deal of longevity, and I think that says a lot for these two organizations. As we move forward, I truly believe this is an outstanding opportunity, and each of you will play a key role in that, working with us.

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Thank you for your time. It's great to be able to kick off this meeting. And before I turn it over to Lucy, I'd like to start with some mechanics here.

To start, I'd like to ask for a motion for a presiding member of this October 20th meeting. Could we have a motion on that, ladies and gentlemen?

George Logan:

Who'll be the first to motion then?

Thomas Herrmann:

I'll make a motion that Jack Betkoski be our presiding member of this meeting.

James Paolino:

I'll second that nomination.

George Logan:

All right. Can you state your name and town, please?

Thomas Herrmann:

I'd be happy to. Thomas Herrmann, Easton, Connecticut.

George Logan:

First.

Second?

James Paolino:

James Paolino, Wilton, Connecticut.

George Logan:

Thank you.

Mike Freda:

All right. Can I get the person who is the recipient of the motion again?

George Logan:

Jack,

Mike Freda:

Is that Jack? If you can repeat.

George Logan:

Yeah, Jack.

Mike Freda:

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Okay, that's Jack.

All right. We have a motion, and we have a second. Was that Tom on the second?

George Logan:

Tom Herrmann on the first, from Easton.

Mike Freda:

Okay.

George Logan:

Second, Jim Paolino, from Wilton on the second.

Mike Freda:

We have a motion and a second. Is there any other discussion, ladies and gentlemen?

Hearing none, can we call for that vote? All those in favor, signify by saying aye.

George Logan:

Great. Hold on one moment here, if you will. We need to do a roll call. It'll accomplish two things. One, we'll know who's here, and one, will know who's actually voted on this meeting.

We have, in the corner Brian Sismania, from the resource department, director, and Andrea Millard, from customer service. However, you guys are going to be playing a pretty important role. Can you guys come and sit in the front here where you can actually see, and it'll make the room look better too? Nice and full, and you can see everyone. Hold on a moment.

You two can sit here. And what we're going to do, we have a big spreadsheet, 11 by 17, make sure it's big, that has everyone's name on it. What we're going to do is we're going to call each person's name that is officially on the RPB and get their vote. Once we go through the vote, because everyone's vote is weighed, we're also going to see the number of people that are here, and we'll know what the total number of votes that are present. My understanding is that the majority for today is ... 51 votes is the quorum, so that's what we're aiming for.

Thomas Miskelly:

I'm not sure that that's what ...

George Logan:

Again, name and town, please.

Thomas Miskelly:

Yep. Hi, Thomas Miskelly. My understanding was that, if a municipality has not yet appointed a representative, then their weighted vote number does not count towards determining a quorum. Okay. In the legislature, there were 101 votes that had been allocated, so I think we need something less than 51, more like 37 or 38, because I thought 74 had actually been assigned. Quorum would seem to me to be 38, which is 50% plus one. I could be wrong.

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George Logan:

Thank you.

CEO Mike Freda, is it okay if I hand the mic over to Rochelle Kowalski?

Mike Freda:

Yes, please do, George.

George Logan:

Thank you. I'm sorry. One moment.

Rochelle Kowalski:

51 weighted votes is the quorum for the RPB to conduct business. However, for the voting, you're right, it's a majority of the number, which I believe is 74 votes. It would be ... Approximately 38 would be a majority, but 51 to conduct business.

George Logan:

Right. All right. We're going to do a roll call now. Are you okay?

Mike Freda:

Well, I'm still not perfectly clear, and I think we all should be.

George Logan:

Okay. Hold on one moment, please.

Thomas Miskelly:

My understanding is that we currently can conduct business with 38 votes represented.

Speaker 2:

What Rochelle is saying is that, in order to have a meeting, you have to have 51 votes in attendance.

Mike Freda:

51 weighted votes?

Speaker 2:

51 weighed votes.

George Logan:

Okay. That's a difference of understanding that I have, particularly since it's a difference between what we need to conduct a meeting and what we need to ... Well, it's the number of votes that are present that determine whether a motion passed. I will defer to your understanding.

Jennifer Slubowski:

[inaudible 00:11:58] per what we're discussing.

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Thomas Herrmann:

Yes.

Jennifer Slubowski:

Yeah.

George Logan:

Great. All right. We're going to do a roll call. That will accomplish two things. One, we will know if we overall hit that 51 mark, and then two, we'll see what the total is.

All right. We're going to roll call here. Andrea, would you like me to say the names? All right.

Kevin Curdenden:

[inaudible 00:12:24].

George Logan:

Hold on one second.

CEO Mike Frida, is that okay with you if I read the names off?

Mike Frida:

George, please continue. Thank you.

George Logan:

And once I get through all of this, if I miss anyone's name, obviously, just let me know.

It looks like these are in alphabetical order by way of town. Beacon Falls, Jack Betkoski?

Jack Betkoski:

Yes.

George Logan:

He's a yes vote.

Bethel, Matthew Knickerbocker.

Matthew Knickerbocker:

Aye.

George Logan:

Yes vote.

Cornwall, we have Dave Barger. Is he here? Is Dave Barger online?

Jennifer Slubowski:

He's not online, George.

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George Logan:

[inaudible 00:13:19] spreadsheet. [inaudible 00:13:21].

Easton, Thomas Herrmann?

Thomas Herrmann:

Present.

George Logan:

Present, and?

Thomas Herrmann:

Yes.

George Logan:

Yes. Okay.

Jill Vergara, of Fairfield?

Jill Vergara:

Aye.

George Logan:

Thank you.

Iain Kinsella, of Goshen?

Iain Kinsella:

Aye.

George Logan:

And please, if I mispronounce your name, I want to learn to get it right, just definitely correct me.

Griggs, Frederick Lee?

Frederick Lee:

Yes.

George Logan:

Groton, Gregory Leonard?

Gregory Leonard:

Yes.

George Logan:

Lebanon, Charles Weinsteinger.

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Charles Weinstein:

That's a yes vote.

George Logan:

All right. Online. Can you put a V for Virtual next to the name, please?

Leesville, Jeff Zullo.

Jeff Zullo:

Aye. Jeff Zullo here.

George Logan:

Online. Thank you. A yes.

Anthony Bratz, Marlborough?

Anthony Bratz:

Aye.

George Logan:

Thank you.

George Flaherty. Middlebury?

George Flaherty, Jr.:

Yes, aye.

George Logan:

Thank you.

Ken Kellogg, Monroe.

Kenneth Kellogg:

Aye.

George Logan:

Thank you. Bernie Clark, New Canaan.

Bernard Clarke:

Aye.

George Logan:

New Milford, Pete Bass.

Newtown, Thomas Miskelly?

Thomas Miskelly:

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Aye.

George Logan:
Norfolk, Matthew Kimkoski?

Matthew Knickerbocker:
Yes.

George Logan:
Norwalk, Harry Rilling. Harry, are you online?

Jennifer Slubowski:
No, he's not online.

George Logan:
Oxford, Deborah Alterio?

Deborah Alterio:
Aye.

George Logan:
Thank you, Deborah.
Plainville, Michael Paulhus.

Michael Paulhus:
Aye.

George Logan:
Thank you.
Ridgefield, Rudy Marconi.

Rudy Marconi:
Aye.

George Logan:
Seymour, Beth Nisteriak.
Shelton, Don Marcilio-

Jennifer Slubowski:
She's not online.

Speaker 3:

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Aye.

George Logan:
Everything all right online?

Jennifer Slubowski:
Yeah. I was just letting you know Beth was not online.

George Logan:
Thank you.
Sherman, Aldo Pascarella.

Aldo Pascarella:
Present.

George Logan:
Southbury, Steven Snell.
Southington. Robert Tonon?

Robert Tonon:
Yes.

George Logan:
Stanford, Mike Robles?

Miguel Robles:
Yes.

George Logan:
Torrington, Mario Kaleau?

Mario Kalau:
Yes.

George Logan:
How are we doing with the last name there?

Mario Kalau:
That's pretty good.

George Logan:
Pretty good. Let me hear it. Let me hear it.

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Kevin Curdenden:
In English it's Kaleau.

George Logan:
Thank you.

Kevin Curdenden:
[inaudible 00:16:28] Kaleau. [inaudible 00:16:29].

George Logan:
Trumbull, Paul Tipanelli.

Paul Timpanelli:
Yes.

George Logan:
Weston, Gus Christensen.
Westport, Representative Jonathan Steinberg?

Rep. Jonathan Steinberg:
Aye.

George Logan:
Wilton, Claire Fennessy?

Claire Fennessey:
Yes.

George Logan:
Wilkin, James Paolino?

James Paolino:
Yes.

George Logan:
All right. Have I missed anyone? Whoa, yes. Hold on a second. Hold on. [inaudible 00:17:06].
Jon Zagrodsky?

Jon Zagrodsky:
Aye.

George Logan:

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Aye. All right, hold on. Now, just hold on just for a couple minutes. We just need to look at the spreadsheet, add it up and see where we are in both counts. This will not take long.

Speaker 4:

[inaudible 00:17:31].

George Logan:

All right. Let's take a look. Oh. [inaudible 00:18:33].

All right. It was an unanimous vote for all that are here, and the number is 71. Total votes, 71. That's what we're working with today.

Let's do a... Yeah. We have a quorum, for sure. And just to make sure we're all on the same page, a majority vote should be 36, does that sound correct? We're good? All right. Just give us another minute now.

Mike Freda, is there something you'd like to say to hand it off to-

Mike Freda:

Yes. Thank you.

George Logan:

... Jon Zagrodsky? Thank you.

Mike Freda:

I'd like to thank George Logan here, and I'd like to thank everyone for your patience here, because this was a very important part of the process this evening for at least this meeting, so thank you for your patience. George, thank you for doing the roll call, and it's once again a pleasure to be here with everybody. I'm looking forward to working with everybody here, so thank you.

And now, I'd like to turn it over to our great president, Lucy Teixeira, to talk about the safety moment.

David J. Borowy:

Thank you very much. It's my honor to moderate the chair of this first meeting, and it's like I'm back home, because when I became a PUC commissioner in 1997, one of my first stops was Aquarion Water Company, and I became very passionate about water at that time and was very involved in regulating emerging water companies throughout my tenure at PUC.

But now, we're onto another chapter, which I'm thrilled to be part of, and I thank you for giving me that honor and electing me as the presiding officer for this week. Without further ado, we're going to start off the meeting with the safety moment, and we're going to have Lucy Teixeira come up and talk about that.

Lucy Teixeira:

Good evening, everyone, and welcome to Aquarion. I know you all received the package with all of the details on keeping your head safe, so I'm not going to go into all the details, but I do want to just tell you that safety is extremely important to the management team at Aquarion. We will always start every

meeting with the safety moment, and there is nothing more important to us than making sure that our employees go home in the same manner in which they arrived.

And in the spirit of just keeping everybody safe, I want to let everybody know how to exit the building in case of an emergency. Both of you came in through the front door, so those doors are right behind you. There's also an exit right behind me and to the left, there's another exit that way. With that, I will turn the meeting back over to Jack. [inaudible 00:21:59].

Speaker 1:

Of course. Thank you, Lucy.

The next order of business, do we have any public comment this evening?

Kevin Curdenden:

Yes.

Speaker 1:

Yes, please.

Kevin Curdenden:

[inaudible 00:22:14] I think they need to be as forceful as possible in getting them to move on.

Jennifer Slubowski:

Last night, October 7th, I sent a letter to ...

George Logan:

[inaudible 00:22:31]. Thank you.

Group:

[inaudible 00:22:36].

Jennifer Ahearn:

Good evening, and I'm a little thrown off. Traffic is bad. Thank you for giving us the opportunity to public to have a comment. I recognize I only have a few minutes. My notes are drafts. I was originally planning to read off them, but instead, I will just address you.

My name is Jennifer Ahearn.

George Logan:

Please use the microphone.

Jennifer Ahearn:

Okay. Thank you. Appreciate that. You're my neighbor in Westport.

My name is Jennifer Ahearn. I am a 47-year resident of Wilton. I first became aware of the 3131B ... I'm not sure, I'm not looking at the exact number, a few weeks ago in September, when I received a notice and the map of the preferred routing of the new water transmission line.

I'm not opposed, of course, to the water transmission line, that it completes, it's going to happen. The plan apparently was ... The routes were established as preferred over four years ago, I gather, in 2022. I immediately called when I discovered where the route was going. I immediately called Dennis Fields, who was very responsive, and another gentleman from the Aquarion Water Company, who let me know that this was all in the planning phase, that nothing was happening right now, and that if you needed it, this was a good time to call and get everybody aware of what's going on, and the problems that will ensue, we all know, what well many of us know, the stumbles that came along with the 106, the Wilton and Canyon section, which was first said to be a one-year project. It's lasted four and a half years. It's still going on as far as I know.

There's a lot of problems, and this particular route is landing in an intersection which carries a lot of traffic for a lot of areas of the state to come down in Brookfield, and that's a very [inaudible 00:24:42]. It's not so much a not in my backyard story, because that's not what I'm doing here. It's not about not in my backyard. It's a bigger picture, and a lot has changed since 2022.

Dennis was extremely thoughtful and helpful. I spent two and a half hours on the road with he in the AirCOM, ACOM, however you pronounce it, gentleman, engineer who was involved in the creation and the design of the routing system, and we discussed a lot of things. Things obviously have changed dramatically since [inaudible 00:25:18] no longer owns Aquarion, and we're now in this public, quasi, I guess, public dynamic.

George Logan:

One more minute.

Jennifer Ahearn:

Okay. One more minute? Okay. Let me just cut to the chase then. Okay? What I'm saying is, I was your first Freedom of Information Act request. It has not been satisfied. No production of documents have happened. Following that meeting, I was advised by Dennis that all of these plans went into place and were available on the January 2022 phase one routing alternatives analysis, which I promptly, as Dennis was aware, filed a, knowing that it was now possible, I filed an FOI with Dennis, directly with Aquarion. I was referred to an outside attorney. That was on September 28th. No documents have been produced.

I also filed a copy with Wilton. Nothing has been produced. In fact, they said they didn't have any, and no one knew anything. I went to town hall, no one knew anything about anything.

George Logan:

Feel free to wrap up anytime.

Jennifer Ahearn:

Yeah. [inaudible 00:26:23] with you. What I'm letting you know right now is that I'm asking the board, yourselves, to ensure the underlying analysis is released, and alternatively, meaningfully reviewed before the route is finalized. And the shortest or least expensive route which was expressed to me at this two and a half hour meeting is not necessarily the safest and most appropriate six years later in the evolution of Fairfield County. Thank you very much.

George Logan:

Thank you.

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Jennifer Ahearn:

Mm-hmm.

George Logan:

Thank you for your comments.

Any other public comment? Any other public comment? Any other public comment?

If not, we'll proceed with the agenda. The next item is communications, identifying training needs
[inaudible 00:27:08] Sarah?

Sarah:

We thought it was important for us to include this on the agenda in order to prepare any training or provide any additional training to all of you that will allow you to perform your duties to the best of your abilities.

At the training meeting that we had a couple of weeks ago, someone identified a need for refresher FOIA training, which will take place a little later in the agenda. I just wanted to keep all of you in mind, to the extent that if you can think of something, we're happy to provide it to you.

George Logan:

Thank you very much.

The next item on the agenda is the established statutory committees and leadership. We have passed out proposed members of the Consumer Affairs Finance Committee and Land Use Committee. I would entertain a motion that this body establish those committees, consumer affairs, finance, and land use committee. Do I hear a motion?

Paul Timpanelli:

So moved.

George Logan:

Mr. Tipanelli?

Matthew Knickerbocker:

Second.

George Logan:

Second by Mr. Knickerbocker. Any questions on the motion? Any questions on the motion? Any questions on the motion?

If not, all those in favor signify by saying aye.

Group:

Aye.

George Logan:

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Opposed? Motion carried.

Now, we're going to establish special committees on leadership. That's the Bylaws and Rules of Practice For You Committee, the Nominating Committee for the RFP officers, the Nominating Committee for Authority Members. Do I hear a motion to approve?

Paul Timpanelli:

So moved.

George Logan:

Mr. Tipanelli? Second.

Speaker 5:

[inaudible 00:29:01].

George Logan:

Any questions? Any questions on the motion? Any-

Speaker 6:

Any questions? Any questions on the motion? Any questions on the motion? If not, all those in favor signify by saying aye.

Group:

Aye.

Speaker 6:

Opposed?

Speaker 7:

For the record, was there a motion?

Speaker 6:

Yes.

Speaker 7:

A first, please? Town and name?

Speaker 6:

Mr. Timpanelli, Trumbull.

Speaker 7:

Timpanelli, Trumbull. Paul Timpanelli, Trumbull?

Speaker 6:

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Yes.

James Paolino:
Paolino, Wolcott.

Speaker 7:
Jim Paolino, Wolcott. That was for which item on the agenda?

Speaker 6:
That was for B.

Speaker 7:
B. Did you get it? Hold on one moment. Great. Thank you.

Speaker 6:
The next is, we passed out a schedule of the November and December meeting dates. Can we have a motion to accept those?

Matthew Knickerbocker:
Move to accept it as presented. Matt Knickerbocker, Bethel.

Frederick Lee:
I actually have an objection.

Speaker 6:
Oh. Okay.

Speaker 7:
Sorry, who's the second?

Speaker 6:
No, not a second. He's objecting. He has a conflict.

Frederick Lee:
Yeah, I have a conflict.

Rudy Marconi:
I'll second to get it on the floor for debate.

Speaker 6:
Thank you, Mr. Marconi.
Okay. We're open for discussion now.

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Frederick Lee:

Frederick Lee, from Greenwich. I do have some conflicts on certain dates. I'm not sure if that's anyone else, but I'd like to throw it out there.

For the potential special meeting in November, I would suggest, if possible, we can do either November 13th, or 15th, or 17th. As for the special meeting on November 18th, I might not be able to do, but I can do November 17th and 24th. And then, regarding the December 16th meeting, regular board meeting, I need to see if we can move from ... Either the 17th would be perfect for me because Thanksgiving [inaudible 00:31:09].

Speaker 6:

Any objection from Mr. Timpanelli or Mr. Marconi?

Paul Timpanelli:

[inaudible 00:31:15].

Speaker 6:

Any objection?

Rudy Marconi:

Can you repeat? [inaudible 00:31:20]-

Speaker 6:

[inaudible 00:31:20]-

Rudy Marconi:

Oh, I'm sorry. No objection.

Speaker 6:

No? Representative Steinberg?

Jonathan Steinberg:

I think, since he was not on microphone, it'd be helpful for everybody if he'd repeat his yes.

Speaker 6:

Mr. Logan, could you give him the microphone, please?

George Logan:

Who wants the microphone?

Speaker 6:

Frederick. [inaudible 00:31:36].

Frederick Lee:

Thank you, everyone. I'm sorry. Again, it's Frederick Lee, from Greenwich. I'd like to make a motion to move the potential special meeting from the November 11th to the 18th to November 14th, if possible.

Speaker 6:

Point of clarification, there are two potential special meetings; which committee are you referring to?

Frederick Lee:

I'm referring to the potential special committee ... I'm sorry, exactly. The finance committee, potential special meeting on the finance committee.

Speaker 6:

That's a Saturday, just-

Frederick Lee:

Oh, okay. That'd be the 17th, if that's possible.

Speaker 8:

I just have a question. Maybe I'm misunderstanding, but my understanding is that what is being suggested here is a range from 11th to the 18th. There's no specific date established, and that the finance committee will talk amongst themselves to determine an appropriate date within that range. Is that fair?

Lucy Teixeira:

[inaudible 00:32:35]-

Frederick Lee:

Okay. All right. So then, I'll withdraw that. Hold on. And I will make the motion on the special meeting for the board of November 18th to, essentially, the 17th, November 17th, or November 24th.

Lucy Teixeira:

November 24th is the big one [inaudible 00:32:55].

Frederick Lee:

I would move it to November 17th, if it's acceptable to the group.

Speaker 9:

I have a hard conflict on the 17th.

Jon Zagrodsky:

So do I.

Speaker 10:

So do I.

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Speaker 11:

So do I.

Speaker 9:

Unless it was done during the day, I'll be able to attend. I have a hard conflict in the evening, just to clarify.

Speaker 10:

Same.

Frederick Lee:

Is it possible to do midday, 1:00?

Lucy Teixeira:

[inaudible 00:33:21].

Frederick Lee:

That'd be actually a double in terms of communicating [inaudible 00:33:27] would make it easier. I'd make a motion to do it at November 17th, a Tuesday, at 1:00.

Speaker 6:

Is that acceptable to the maker of the motion and the second?

Paul Timpanelli:

Yes, it is acceptable.

Speaker 7:

President, that motion was made as an amendment, correct?

Speaker 6:

Correct, yes. So, okay? Okay?

Speaker 7:

Yes.

Speaker 6:

Everybody all right with that?

Speaker 7:

Okay.

Speaker 6:

Okay.

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Frederick Lee:

Then, I do have one more. Sorry to be a pain.

Speaker 6:

Oh. Okay. Well, let's ... All those in favor, aye.

Group:

Aye.

Speaker 6:

Opposed?

Jon Zagrodsky:

Opposed.

Speaker 6:

Okay. One opposed?

Speaker 7:

Hold on. Hold on one moment, please, for the record.

Speaker 6:

Mr. Zagrodsky.

Lucy Teixeira:

[inaudible 00:34:18].

Speaker 6:

Do you have one more change of date?

Frederick Lee:

Yes, I do. I did have, for the board regular meeting on December 16th, if we could do December 17th.

Speaker 6:

Is that okay for you?

Lucy Teixeira:

Is that a conflict for the RWA?

Frederick Lee:

[inaudible 00:34:42].

Speaker 6:

I think you try, with the group this large, you try to be as flexible as possible, but there's going to be some times that I'm hearing people have hard conflicts to move to the 17th, so I don't think it's going to be possible. All right?

Frederick Lee:

I'm open.

Speaker 6:

Okay.

Frederick Lee:

Yeah, yeah.

Speaker 6:

All right. That's it?

Jill Vergara:

[inaudible 00:35:10] 1B for the nominating committee, on the 29th, I have conflicts. I was hoping we could change it to October 28th, if it's possible for multiple committees to meet on the same day.

Speaker 6:

Just to make sure we're clear, again, can you just state your name and town, please?

Jill Vergara:

Jill Vergara, with Fairfield. I have a conflict on October 29th with the nominating committee. I'd like to change it to the 28th, which is the same day that the Laws and Rules of Practice Review Committee will be meeting.

Speaker 6:

Does anybody have any issue with that?

Speaker 7:

Clarification question. We've got dates for some meetings. We've got committees that really should go up and meet and determine their own meetings.

Speaker 6:

Correct.

Speaker 7:

But we don't have any times for these meetings, or locations, or all of that. It's kind of hard to calendar and check to see whether we have conflicts unless we have more precise information. What's the plan on that, so that we can figure that out?

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Speaker 6:

Understood. I think that-

Lucy Teixeira:

I'm sorry. Can you repeat your question, please?

Speaker 7:

Sorry. We've got have dates for these meetings, but we don't have times and so it's hard to tell, at least on my calendar, whether I'm going to have a conflict. Are these all at 5:30, or?

Lucy Teixeira:

Yes.

Speaker 7:

Okay.

Lucy Teixeira:

You can choose to make these times whatever date and time you want. I just figured I would start off and-

Speaker 7:

Oh, it's just totally fine. It's just not [inaudible 00:36:57].

Lucy Teixeira:

Yeah, 5:30 is the proposed time-

Speaker 7:

For all these meetings.

Lucy Teixeira:

... for all of them.

Speaker 7:

Fine.

Lucy Teixeira:

Except for the Nominating Committee meeting. Since those are two committees, I suggested that one meets at 5:30 and the other one at 7:00, just to provide an opportunity for more people to attend either or both committees. But you can choose to have them all on the same day, if it fits your needs better.

Speaker 7:

Yes. Except for those two, they're all now at 5:30 and the one that we've changed now is the special committee on the 18th, it's now the 17th at 2:00 p.m.

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Lucy Teixeira:

Yes.

Speaker 7:

1:00 p.m.?

Lucy Teixeira:

1:00 p.m.

Speaker 7:

1:00 p.m. Okay.

Speaker 12:

Is it proposed [inaudible 00:37:55] indicated to do a meeting at 7:00?

Lucy Teixeira:

Again, I was trying to accommodate and just put it out there for those people that had conflicts during the day due to their jobs and responsibilities, but again, you can suggest an alternative time to that. It's certainly up to you.

Rudy Marconi:

Thomas already said, what I think I hear you saying is that these dates are being proposed. If approved, then the relevant committees can organize themselves and fine tune the meeting times-

Lucy Teixeira:

Yes.

Rudy Marconi:

... and perhaps change the date with notification?

Lucy Teixeira:

Yes, although I put these here, and if you're going to change the date, it shouldn't be too much of a difference, because there's a flow that needs to occur with regards to the budgets with the authority board meetings as well as the RPB and the finance committee meetings. If you start changing things all over the place, it's going to be a little chaotic.

Rudy Marconi:

Okay. So finance, we established a range, but the committees can specify a time within those dates amongst themselves?

Lucy Teixeira:

Yes.

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Rudy Marconi:

It doesn't have to be approved then?

Lucy Teixeira:

Yeah, that's correct.

Speaker 6:

So looking at a revised schedule to people, correct?

Lucy Teixeira:

Yes.

Speaker 6:

Anybody have any additional comments about that?

Yes, sir.

Matthew Knickerbocker:

Just a question. Do all committee meetings require a FOI notification?

Lucy Teixeira:

Yes.

Speaker 6:

Yes.

Frederick Lee:

Please repeat the question.

Speaker 6:

Sorry. Sorry.

Matthew Knickerbocker:

So then the changes need to be made within whatever the allowable timeframe is.

Lucy Teixeira:

Correct.

Speaker 6:

Don't we need another motion to accept or revise?

Speaker 7:

My understanding is we made a motion to approve the amended motion, and we have to vote on the amended motion.

Speaker 6:

Okay. Very good. Thank you.

All those in favor of the amended motion, signify by saying aye.

Group:

Aye.

Speaker 6:

[inaudible 00:40:14] the legislature.

Opposed? Motion carried. Okay.

Speaker 13:

My amendment, though, I'm confused a bit, is that including the change to the 29th date?

Speaker 6:

Yes.

Speaker 13:

Okay.

Speaker 6:

Yes, because that was the amendment.

Speaker 7:

That was the amendment.

Speaker 6:

Frederick was set aside by the range.

Speaker 13:

Thank you.

Speaker 6:

Okay. We all clear on that?

Speaker 13:

Mm-hmm.

Lucy Teixeira:

I think, as soon as the committee identifies a specific time, then if you let us know, we do have to notice that, for FOIA purposes.

Speaker 6:

Which is a nice segue into the next item is to set the RPB meeting procedures to delivery. Lucy, you want to talk about that?

Lucy Teixeira:

Sure. What we would like the committee members to identify is the appropriate time that you feel is necessary for you to receive the materials for each meeting, how early in advance, keeping in mind that, for financial close purposes, it can't be too early in the month because we need to close the books, but to establish the timeframe that you need to review materials.

Rudy Marconi:

When do you normally close?

Lucy Teixeira:

Within the first couple of weeks of the month, but we do need time to gather all the materials, prepare. Hopefully, if the meeting is the third week of the month, that Friday before the meeting is typically an appropriate timeframe, so about a week. Is that the timeframe that you normally use, Rochelle, about a week before the meeting?

Rochelle Kowalski:

I think one of the things is to add issues with financials, the money, but usually, it just goes to the authority [inaudible 00:42:19].

Frederick Lee:

My point on that, for Greenwich, the finance committee really needs to have more than a few days to actually review. I would expect that the documentation would be pretty thorough, from everything I've heard, that therefore, the finance committee should have time to actually do a field analysis before presenting their opinions to the board. It sounds like it's less than a week, from what I'm hearing.

Lucy Teixeira:

Well, you'll get to get at least two weeks when we're talking about the budget approval for 2027. You will receive the budgets well in advance of the statutory deadlines for you to meet to vote so we can send the materials to our trustees. You'll see that, on the proposed meeting schedule, that there is several weeks between the time that you would receive the materials, the time that the finance committee meets, and the time at which you would make your recommendation to the authority board.

Frederick Lee:

Right. But if I read this correctly, the finance committee meets anywhere from the range from November 11th to 13th. That's less than two weeks, technically, from end of month for your closing. But then on the second half of the actual meeting for the board, would be November 18th. Is that when we would have to present the finance committee to the group?

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Lucy Teixeira:

Yeah, but you'll see, further up, on October 29th, the authority will actually send the preliminary budgets to the RPD electronically for your review. As early as October 29th, you will have those budgets in your possession to review. And then, there are several meetings that will occur after you receive those budgets, opportunities to meet with management as well as the authority board, or you can question the operating budget, the capital projects, and all of that.

Frederick Lee:

My concern is just to make sure that the finance committee has a controlled dedicated numbers and then to present reasonable and factual information to the group. That's the key point.

Lucy Teixeira:

Yes.

Rochelle Kowalski:

Maybe, just to clarify, the meetings from November 11th through the 18th that you'll get, that's for the budget committee though.

Frederick Lee:

Oh.

Lucy Teixeira:

Yes. Yeah, the dates that you have in all the proposed times and dates are specific to understanding, reviewing, and hopefully, approving the operating capital budgets for 2027.

Frederick Lee:

Thank you.

Lucy Teixeira:

In your packages, you were provided with two policies. One was a conflict of interest policy, and the other was a cost allocation policy. These policies were established with regards specific to the change in control that took place, and as part of that change in control process, Aquarion committed to, as part of the Aquarion Water Authority, to establish these policies and submit them to PURA, as part of some deliverables to them. If you read through them, I think they're pretty thorough and direct, and in my experience, pretty common methodologies for the cost allocation process and the conflict of interest.

Speaker 6:

Thank you. Any questions on that? Any questions? If not, let's hear a motion that we accept the conflict of interest policy and the cost allocation policy.

Paul Timpanelli:

So moved [inaudible 00:46:51].

Speaker 6:

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So moved by Mr. Timpanelli.

Oh, you have a question? Okay.

Rudy Marconi:

Point of order, why don't we ... I'll second that-

Speaker 6:

One at a time.

Rudy Marconi:

[inaudible 00:47:00] it's on the floor, then we can enter the question.

Speaker 6:

Okay. We're going to just do the first one, right?

Speaker 7:

Okay. Just for the record, Paul Timpanelli, from Trumbull, and the second-

Speaker 6:

Mr. Knickerbocker.

Speaker 7:

[inaudible 00:47:10] Knickerbocker. And this is for the conflict of interest policy?

Speaker 6:

Yes.

Speaker 7:

Sorry, Ms. Ekler took the microphone, but let's move on, so you can hear us. I just have a question with regard to the second one, so I will reserve that until we get that subject, now that we're not doing both of those.

Speaker 6:

Okay. Do we have any other questions or comments on the conflict of interest policy? Any comment?

Rudy Marconi:

No questions. I just want to clarify. You originally called for a motion on both, but I am making a motion on the first one.

Speaker 6:

Correct.

Rudy Marconi:

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Okay. Just to clear the record.

Speaker 6:

You seconded it. Bob made the motion.

Speaker 7:

I have a question. It says here all members should be provided with the policy and acknowledge that they've read and understand it and are in compliance with the terms of the policy on an annual basis. Will we all be signing some attestation to that effect?

Speaker 6:

I would think so. I know every board that I'm on signs something. I'm thinking we sign something [inaudible 00:48:24].

Rochelle Kowalski:

The conflict of interest is for the authority-

Speaker 7:

Yeah, we're going to need the money.

Rochelle Kowalski:

The conflict of interest is for the authority board, but we wanted to share it with you, and because it's a change control requirement, to get your approval if you're supportive of it, but it's for the authority to protect.

Speaker 7:

Thanks [inaudible 00:48:48].

Lucy Teixeira:

Yes, as part of the change in control, PURA requires the authority board to draft and approve it, and to also share it with the RPB and have the RPB approve it in their minutes, for disclosure purposes.

Matthew Knickerbocker:

Question that was legitimately raised here as to whether or not we each need to sign and attest to that; is that still a yes?

Speaker 7:

It sounds like this is for the authority board [inaudible 00:49:22].

Rochelle Kowalski:

Yeah, to sign. Yeah.

Speaker 6:

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Yes, sir.

Speaker 14:

Would it be possible, instead of doing this tonight, to refer it to the bylaws and rules committee on October 28th, so it can be reviewed alongside the bylaws instead of approved [inaudible 00:49:33]?

Rochelle Kowalski:

The bylaws is for the RPB, and there will be, you'll see in that document that there is information about conflict of interest for the RPB, but this particular policy is for the authority.

Speaker 14:

I see. So they're two separate.

Rochelle Kowalski:

Yeah.

Speaker 14:

Got it.

Speaker 6:

Any further comments? [inaudible 00:49:51]?

Speaker 14:

No, I just ...

Speaker 6:

Okay. All those in favor?

Group:

Aye.

Speaker 6:

Opposed? Motion carried.

Next is the cost allocation. Policy, do I hear a motion to approve?

Paul Timpanelli:

Approve.

Speaker 6:

Seconded by Mr. Knickerbocker?

Matthew Knickerbocker:

Yeah. I have a question.

Speaker 6:

Okay. I know Mr. Steinberg has a question as well.

Jonathan Steinberg:

Thank you. I think this is our first manifestation of breaking into the new frontier. RWA has had, I'm sure, its allocation policy has had Aquarion. This is the first time you've got combined entities.

I imagine that probably 90% of cost allocations, the framework that's been shared with us, should be just fine, direct expenses associated with one or the other, but I'd like to better understand the potential of shared expenses. You talked about a couple of software licenses and the like. I would imagine there would be some costs that are involved with the combined entity which go beyond that, and I'd like to understand how [inaudible 00:51:15] occur, because much of the allocation is based upon actual usage or involvement, whereby the Aquarion side of the equation is paying the largest share of things.

But when it comes to shared expenses, is that a fifty-fifty arrangement? Is there something else going on? And are there not shared expenses that go beyond just the software licenses?

Lucy Teixeira:

Yes, there are other costs. If you look at the policy, there were different factors that we would use to allocate cost. One is based on customers. If we had a shared resource that was providing a service to customers, we would allocate those costs based on the actual number of customers, the percentage at each entity, for fairness.

And if you were sharing anything that has to do with employees, then you would allocate that based on number of employees at each entity. And then, there's the two-factor formula for certain costs, such as the shared CEO and the shared CFO. Those are two employees that are paid out of RWA but they provide services to both entities, and that would be a combination of customer and employees.

Jonathan Steinberg:

Thank you. That's very helpful, but again, can you clarify the last part of that? In the event where there are shared expenses, you're using the two factor allocation formula. I'm still not clear exactly whether that would typically result in something closer to fifty-fifty, or-

Lucy Teixeira:

It's [inaudible 00:53:09] customers and higher revenues. When you look at those two components and you mathematically calculate that, Aquarion would get a higher percentage of those costs.

Jonathan Steinberg:

I do have to say that I have concerns about that, given the fact the authority board will have majority of RWA. It concerns me that we could be bearing a larger percentage of shared costs for an administrative setup that is supposed to be balanced. I can't give you an example of what might be considered balanced, but I'm concerned about it.

Jill Vergara:

I share those concerns, and I was hoping that at this meeting, you could actually reduce the formula and tell us exactly what the percentage is, since you have the numbers.

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Lucy Teixeira:

Is it 60? I don't want to give you the exact number, but it's ... Rochelle, do you remember what the exact number is?

Rochelle Kowalski:

40.5 for [inaudible 00:54:24].

Lucy Teixeira:

It's 59.5 for AWA and 40.5 to RWA.

Rochelle Kowalski:

[inaudible 00:54:46] it can't be [inaudible 00:54:46].

Lucy Teixeira:

Well, we would review the percentage every year to make sure that the allocation is still appropriate based on the number of customers and revenues. And it would be reviewed by the internal auditors as well.

Frederick Lee:

Okay. Frederick, from Greenwich. [inaudible 00:55:11]-

Speaker 6:

[inaudible 00:55:11]-

Frederick Lee:

All right. It's Frederick from Greenwich again. [inaudible 00:55:21] exactly into what Jill was saying. One, the allocation percentages in the document says should, based on what we just talked about, should they [inaudible 00:55:31] shall so that it's actually done. It shouldn't be self-open-ended.

The second issue I have is also with the auditing. Who appoints the auditor, and who gets to approve it? It shouldn't be-

Lucy Teixeira:

The RPB, actually. You will need to approve the auditor, and we will make that recommendation at the November meeting.

Frederick Lee:

Okay. Yeah, because it doesn't say that at this point.

The second is, who gets to report? Right now, it doesn't say that it actually goes to this body, or at least the finance committee within this body. I think the audit should be actually shared with us.

Lucy Teixeira:

You mean the report on the shared methodology?

Frederick Lee:

Well, not only the methodology, the actual report from the auditors. The finance committee should be reviewing the budget and everything. They should be-

Lucy Teixeira:

Rochelle is our CFO, so she can maybe speak to that.

Rochelle Kowalski:

If you're talking about the audited financial report, the finance committee of the RPB does get that report. That's part of the protocol that we follow.

Frederick Lee:

I'm just looking at, based on the framework, it doesn't really state that specifically.

Rochelle Kowalski:

I think, in the framework in particular, it's more about, there would be oversight of the documentation and support for the allocation, but the audited financial reports, I'd definitely go to the RPB finance committee and make their public document after their file so they're available for the whole RPB. And for the finance committee, before the audit starts, they'll actually be approving with the finance committee with the auditor to go through the scope.

Frederick Lee:

But that's the RPB finance committee within it at any stage in terms of who the auditors picked, will we have a say in that?

Rochelle Kowalski:

Yes.

Frederick Lee:

Yeah. Okay.

Speaker 15:

I just a follow-up to that. You had said you were going to make a recommendation of the auditor you'd like to see. Are you going to recommend three to five firms, and then the finance committee gets to choose among them? Or are you going to recommend one firm and say, this is the one we think you guys should go with? That doesn't really give them a choice.

Lucy Teixeira:

We're going to make a recommendation for one, in the interest of time, and we can give you information on the cost and the experience that they've had with auditing public entities.

Speaker 15:

Okay. But be that as it may, it doesn't really-

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George Logan:

Okay. But be that as it may, it doesn't really provide the committee with a choice. Let's-

Rochelle Kowalski:

We can do an RFP if the RPB so chooses.

George Logan:

Well, I'm not on finance [inaudible 00:58:15].

Rochelle Kowalski:

Yeah.

George Logan:

I think it should be, they should have a choice. It shouldn't have to be, "Here's the auditor we want you guys to approve. They're new to the committee, they're new to the board. Let's just do what they're saying. Let's just approve it." The auditor that they told us to approve doesn't seem like independent oversight to me.

Rochelle Kowalski:

The RPB has the authority to select the auditor. So I imagine that we can do an RFP and you can review their qualifications and their costs and then select that auditor. My understanding is that the current auditing firm has provided services to the RWA in an affordable and very professional manner and that they have experience auditing many other municipalities. So that should provide you with comfort, but it really will be up to the RPB to make that selection and determination.

George Logan:

Thank you.

Rudy Marconi:

Who is the current auditor?

George Logan:

What was your question?

Rudy Marconi:

Yeah. Who is the current auditor? [inaudible 00:59:23]

Paul Timpanelli:

I'd like to make a motion to change on page two. The first paragraph [inaudible 00:59:37].

Rochelle Kowalski:

Noted.

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Speaker 17:

I'll second.

George Logan:

You can also use the word "will." "Shall or will," either one.

An amendment. Right, Mr. Timpanelli?

Paul Timpanelli:

I'm not sure either [inaudible 00:59:54].

Rochelle Kowalski:

It's on page two.

Yes.

Paul Timpanelli:

So we're going to accept that policy on the cost allocation as amended, correct?

George Logan:

A motion, Mr. Knickerbocker?

Matthew Knickerbocker:

Yeah. So moved.

George Logan:

Are we approving the amendment or the motion as amended?

Matthew Knickerbocker:

We're approving the motion as amended.

George Logan:

I still have another time.

Matthew Knickerbocker:

Okay.

George Logan:

I'd just like to clarify my previous question. I feel strongly that when we're talking about the combined entity operations, it had nothing to do with number of customers or that those costs should be split between RWA and AWA and not allocated on the basis of customers and the like. If we keep it as it is, I will be a no-go about this.

Dan Morgan:

Thank you.

Thomas Miskelly:

Point of information, what exactly are we talking about? How much money? What is the percentage of the overall budget that we're referring to?

Rudy Marconi:

If you just get name and town, just for the record.

Thomas Miskelly:

Thomas Miskelly, [inaudible 01:01:45] about this cost sharing two factor formula.

Rochelle Kowalski:

It really depends on the costs on an annual basis. So for example, if we're procuring for goods and services in the future where we hope to receive some savings to both entities and we receive one quote, we'll allocate those costs to each entity based on that percentage. So I can't give you an exact dollar amount for the whole spectrum of allocable costs. And then there are others that are more specific based on the salaries of the two individuals as well as some other shared services costs like insurance. There's some insurance person that handles insurance for both entities. So those salaries and overheads would be allocated as part of this policy. We can give you some numbers. I just don't know them off the top of my head right now.

Speaker 16:

It feels a little odd to be talking about this one kind of cold just with a quick reading when this really is a framework between RWA and AWA. It strikes me that we're going to come to a point of view as to what fair allocations of any of this stuff is. We kind of need to have a negotiation with the other board. How do we know what we're saying is the right approach without their input? They've been at this a lot longer than [inaudible 01:03:22] because that board's been around. And so I kind of don't know what our role is in trying to sort this or approve this when it feels like this is probably a cost allocation framework that was determined by that board or I don't know. So I just don't have a context or perspective to come in and say that this is right or wrong.

I need to engage the other board. Has this been done in the past? What changes have been made recently? And we have some examples that show exactly how some of these costs are allocated. I don't know what to say about this.

Rochelle Kowalski:

This is a new policy that was required as part of change in control from Pura. So we have to file it with Pura so that both entities share costs fairly based on a methodology. These methodologies that are noted here are common when you have sister companies or subsidiaries of a large entity where there's some sort of formula to allocate certain costs. And the authority board developed this policy and approved it specific to the request from Pura. So the RWA RPB, to my knowledge, has not approved this policy because they didn't have it in the past and it was established specific to meeting the obligations required of us with Pura.

Speaker 16:

And there's urgency to do this now?

Rochelle Kowalski:

We have to file it within the next 30 or so days. We have filed it already subject to the RPB's approval.

Thomas Miskelly:

One other question is probably in here and I might've missed it. Is the allocation formula based on the number of customers in each group or the revenue from those customers in each group?

Rochelle Kowalski:

It depends on what type of cost it is. So the customer factor, for example, will be used for certain costs that are focused on customer service, operations, those types of expenses.

Thomas Miskelly:

I remember that part again.

Rudy Marconi:

So if I understand it right, when a PURA approved transfer to Aquarion Water Authority, this was a condition of your approval?

Rochelle Kowalski:

Yes.

Rudy Marconi:

A requirement?

Rochelle Kowalski:

Yes.

George Logan:

That's it unless Rochelle has any issues. Any further discussion on this motion? Any further discussion?

I might just add, if I may, [inaudible 01:06:09] that I asked about this in the second training session and the response I got intentionally gave the New Haven people to vote over us to make sure that bond council bond issuers were comfortable, that as you say, experienced hands were at [inaudible 01:06:33]. So they've been in existence since 1977. And so there's a signal going on for the bond market that there's going to be some continuity here. I'm not sure that's going to give them the vote or the ultimate final day. But that was the reason that was expressed to me at that second training.

Deb Szabo:

I think you're referring to the authority?

Rochelle Kowalski:

Yes.

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George Logan:

Oh, I'm sorry. Are we talking about -

Rochelle Kowalski:

Yes,

Deb Szabo:

This is different.

George Logan:

This is what?

Deb Szabo:

This is the [inaudible 01:07:10].

George Logan:

Right, but the concern is that the New Haven board is going to somehow shift costs to our authority. Is that your concern?

Speaker 16:

Which I don't know. I kind of want to hear somebody present this and have examples to how this stuff is calculated before I have a perspective on that. I don't know.

George Logan:

It is you don't want the board's, the authorities to be in competition with each other. You want them to be cooperating?

Deb Szabo:

Correct. The intention here is definitely not to, it's to follow the cost allocation policy to put in place because it was a change of control requirement. It can be revisited and I think expected to be periodically revisited, but it is a requirement.

Gregory Leonard:

Greg Leonard, will the scope of work the independent auditor include a specific audit on how this is brought to be and how calculations is done?

Rochelle Kowalski:

So with regards to the majority of the costs are going to be very specific to each entity. So when the auditor performs an audit for Aquarion Water Authority, Aquarion Water Authority will pay 100% of that bill as invoiced. So I would say 80, 90 plus percent of cost will be very specific to each entity. However, there are certain costs where a vendor or an RFP that we do, it might be a license for a particular software that benefits both entities where you can't separate out the costs and that's where you would use that methodology to allocate that specific expense.

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Gregory Leonard:

No, I understand that. What I'm talking about board is that after the fact audit the policies, [inaudible 01:09:07] auditor going to review as part of the annual independent audit.

Rochelle Kowalski:

Yeah, I think if it's a requirement of yours, the auditor will be able to provide you with affirmation that the costs were charged to each entity as per the policy.

Anthony Brown:

Anthony Brown, Marlborough. For the allocation percentages, who's approved that? And then in the future for revisiting every year, who approves the new allocation formula?

Rochelle Kowalski:

The authority board would approve that based on the recommendations from management with regards to the actual number of customers, the actual number of employees, and the revenues.

Anthony Brown:

So the percentage isn't finalized yet because the authority hasn't met and agreed upon those percentages?

Rochelle Kowalski:

They have. So it was established when the policy was provided based on the numbers that we had in place at that time. The numbers don't change very significantly to drive any material impact on these percentages.

Claire Fennessey:

Is that calculation being audited annually?

Rochelle Kowalski:

It will be.

Claire Fennessey:

Claire Fennessey from Wilton. I just want to know if that allocation is being independently audited.

Rochelle Kowalski:

It will be independently audited by the internal audits. The external auditor.

Claire Fennessey:

I also saw that IT costs are only, the calculation is only customers, but isn't there a lot of IT expense that's not customer related?

Rochelle Kowalski:

Well, we have very separate and distinct IT systems and employees. So again, those costs are specific to each entity. It would be in the case, as I mentioned, a shared license or a product that we would purchase together where the allocation makes sense and you can't have it billed directly separately to each entity. But we don't have common systems. Each entity has their own operation, their own IT systems, and those costs are born by each entity specifically.

Speaker 17:

[inaudible 01:11:30], Monroe. I think one of the challenges we're having here is that because we have not been through a budget cycle, we're not familiar with some of these costs and to an earlier point of recalling, how material they are and what drive that. My question for you is, given that I understand you're under a deadline with Pura requirement is there sufficient time for us to entertain this at our next meeting? Let's schedule the facility of the files with Pura on time. And if so, would that afford us some more opportunity to perhaps get us a little bit more granularity on these indirect costs and how we define them such that there's absolutely no other way to segregate them out based on these other metrics that you defined so that we get a little bit more comfort around what we're talking about?

Rochelle Kowalski:

Yes, we can do that.

Frederick Lee:

Frederick Lee, I just want to add, are you changing the word within the document as I questioned? That sort of makes sure that it comes before us again so that we do it every year. So I think that might help because I share the same concern. So once it's locked in, we should be able to re-look at it. I think this is one of the mechanisms to allow us to look at it.

Rochelle Kowalski:

Yeah.

Speaker 17:

I believe I made the original motion on this item. I'll withdraw the motion at this time.

Rudy Marconi:

Okay, so we're going to call out the motion as amended.

Speaker 17:

I'm withdrawing my original motion.

Rudy Marconi:

You're withdrawing.

Speaker 17:

If I recall correctly, if there's an amended motion on the floor, I'd make a motion to table that. We'll accomplish the same thing.

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Rudy Marconi:

Second.

All those in favor?

Jeff Zullo:

Aye.

Rochelle Kowalski:

This is specific to the cost allocation policy.

Rudy Marconi:

Okay. Any opposed? Any opposed to be table on this?

Paul Timpanelli:

Okay.

Rudy Marconi:

What would you like to do now? Want to table the whole thing? Is that what you want to do?

Paul Timpanelli:

I'm fine with changing the wording. That's my intent. I think that satisfies a lot of the issues, but I'll [inaudible 01:14:10].

Rudy Marconi:

I think we just table the whole thing.

Yeah, you're right. It's tabled. [inaudible 01:14:17] That's what I thought. Okay. Okay. We'll move on to the agenda. Thank you. This is very entertaining here this evening. Let's see. So we're going to move on to the consideration act on the resolutions of the [inaudible 01:14:34].

Deb Szabo:

Hi everyone. Deb Szabo, vice president of finance at Aquarion. And before we get into the details of the resolutions that are before you, just want to take a minute to talk to basically some general comments that apply to both of them. So first I want to address what the resolutions are not. They are not a request for approval of the projects. The projects are already approved and they are already well underway in terms of construction. So what are we asking for in these resolutions? They are a request for authorization to issue bonds under the Drinking Water State Revolving Fund, also known as the DWSRF. That program provides low cost financing for eligible projects and oftentimes forgiveness in the form of loan grants. So it's a very affordable program to finance our capital improvements.

What these resolutions are authorizing us to do is continue along the progress that we are already in this program. So it's a multi-step program to get through with the DWSRF. We are at a stage right now where we are asking for you to authorize us to enter into what's called the loan agreements. That essentially lays out just the general terms of what we're looking for with regards to maximum allowed borrowing. There will be another resolution that goes to the authority board when we're at the point

we're actually entering into the loan obligation. So I'll pause there for a second to see if there's any questions. Yes?

Rudy Marconi:

First question, this is the first item that we're going to be dealing with, money matters. Could you just explain what the fiduciary responsibility and liability of RPD members are with regard to any such indebted responsibility?

Deb Szabo:

I'll ask Rochelle to help me out with that one.

Rochelle Kowalski:

There is no personal [inaudible 01:17:04] on the debt.

Rudy Marconi:

Thank you. Am I to understand that both of these proposals are specifically related to the lead replacement issue or is it just happens that these are the two that have come before us?

Deb Szabo:

There are two separate resolutions. One is specific to our lead program, and within that there are three separate projects within the lead resolution. The second resolution is related to our PFAS projects, and there are six projects within that resolution.

Rudy Marconi:

Thank you. One last question. Are both PFAS and LEAD eligible for the low interest programs that you've described?

Deb Szabo:

Yes, they are both eligible. The interest rate on the programs right now are 2% for 20-year loans, and there are also grants that forgive a portion of those loans that they're each eligible for, but at different levels. We have additional information we can provide on that as well.

Rudy Marconi:

Okay. We have one last comment. I just want to add I worked on PFAS and legislation. These are great programs and Aquarion does a really good job on it. Yeah, I just wanted to verify the interest rate on the loan?

Deb Szabo:

2%.

Rudy Marconi:

Right. And that's 20 years?

Deb Szabo:

Correct.

Rudy Marconi:

Bond language, does this board have the responsibility of addressing the bond language? Who is the bond council draft this language? Normally in a municipal project like this, we would have language supplied by bond council that we would have to approve.

Deb Szabo:

Yes, we have worked with an external bond council who assists us in the process with the drafting of the resolutions that went to the authority board, what you see before you hear, and then the subsequent resolution, should this get approved when we get to the actual loan obligation stage.

Rudy Marconi:

Okay. And a question whenever your bonding comes up, debt service, what is the current debt service from the organization and what would this add to it in anyway?

Deb Szabo:

This would add to it, yes. The current debt service, I don't have the exact number in front of you, but it's about \$100 million of debt service.

Rudy Marconi:

And has that gone up appreciably in the last couple of years or has it run pretty steady? What is the trend?

Deb Szabo:

Well, the debt service all went into place with the change of control. So to affect the change of control, there was close to \$2.4 billion of debt issued.

Rudy Marconi:

And the finance committee will receive all that information, debt projections, etcetera.

Deb Szabo:

Correct, yes. It's also -

Rudy Marconi:

On the rates?

Deb Szabo:

Yep. It's also an important part of the budget process because within the budget you'll be looking at cash flow projections, maintenance requirements under those debt covenants. So that will all be in the budget packet that you receive.

Rudy Marconi:

Thank you.

Thomas Herrmann:

Thank you. Tom Hermann from Easton. Thank you, Mr. Marconi, for bringing up terms of these loan arrangements. Just furthering that, is there an opportunity for debt forgiveness, principal forgiveness -

Deb Szabo:

Yes.

Thomas Herrmann:

With these programs? Can you speak to that? And can you also speak to what the alternative financing arrangement or arrangements might be if we were not to approve this tonight?

Deb Szabo:

So speaking first of the potential grants that could be granted already, so for the PFAS resolution that's before you, the resolution is for \$12.5 million. That is a maximum that we would look to borrow under this program. The estimated subsidies for those projects within there is \$1.8 million. So the loan amount, if we were to borrow the maximum amount would be 10.7. On the LED program, the resolution before you is for 12.175 million with a projected subsidy of 9.079 million, leaving the loan obligation at 3,026,000.

Thomas Herrmann:

Alternatives, were we known to approve these?

Deb Szabo:

If these were not to be approved, they would have to be funded through commercial borrowing.

Thomas Herrmann:

What would that look like?

Deb Szabo:

If we looked at the rates that we have right now in some of our outstanding debt before interest rates went up, we see our rates, I think high fives, right? 5.85?

Rochelle Kowalski:

It's in the 4-4.5% rate. So we have to be financed through taxes [inaudible 01:22:10].

Thomas Herrmann:

Thank you. Does this vote also approve the projects? I think you said they were approved before.

Deb Szabo:

The projects are already approved. They're already underway, so it's not a request for project approval.

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Thomas Herrmann:

Nothing limits these to the state loans, right? So as written, the authority could issue ordinary market bonds under this approval.

Deb Szabo:

Yes, but the resolution for here is for those under the Drinking Water Act.

Thomas Herrmann:

The PFAS resolution that 12.535 million leaves no room for reserve deposits and issuance costs. The resolution also authorizes. Are those [inaudible 01:23:01]?

Deb Szabo:

Can you repeat your question? You said it does not leave room for that?

Thomas Herrmann:

Yeah, it leaves no room under the total amount we're authorizing.

Deb Szabo:

So the 12.535 has already considered the reserve requirements under the program.

Thomas Herrmann:

Okay. And item D is a water main that's not PFAS driven, right?

Deb Szabo:

Well, so under the PFAS resolution, there are five projects that are treatment related and one that would be a main interconnection that would essentially resolve the PFAS issue.

Thomas Herrmann:

Oh, so it's an interconnection that connects PFAS issue. So 71%, 8.65 million goes to inventory planning procedures and documentation, and only 2.7 million replaces the actual lines, 172 lines, so about \$15,700 each. So what did phase one cost and what did it produce?

Deb Szabo:

I'm going to ask Dan to join me. He's the VP of engineering.

Thomas Herrmann:

Thank you.

Dan Morgan:

Good evening. Dan Morgan, Vice President of Engineering. Can you just repeat your question?

Thomas Herrmann:

Just how did the cost ultimately break down between phase one? And I think we're voting on phase two now, is that right?

Dan Morgan:

You voting on phase two, the resolution. Yeah.

Thomas Herrmann:

So what's phase one?

Dan Morgan:

Phase one was just the first... Call them phase one, phase two. The first one is about 122 lead service lines. This one is 177 service lines. As we find lead service lines through our inventory process, we are identifying those right now as a lot of Bridgeport, some in Greenwich, some other places. So it just happens to be called phase one and phase two for no good reason other than identifying which one is which, if that makes sense.

Thomas Herrmann:

And I should know this, but there are health issues related to lead pipes, right? Is it carcinogen in the water as a result?

Dan Morgan:

So Aquarion uses corrosion control inhibitors to basically keep the lead attached to the pipes. So it creates a film. So our lead results, if you look at them historically on the water quality side, are very, very good in compliance. So we're going out there and following, we have till 2037 to replace every service line of lead or a galvanized line, if you will, downstream with the lead pipe. So we're working through that and locating them and doing it. So it's regulatory compliance.

Thomas Herrmann:

And that's federal?

Dan Morgan:

Yes, it's federal. So 3EPA, yes.

Thomas Herrmann:

Thank you.

Claire Fennessey:

Have they all been identified?

Dan Morgan:

We're still working through that. Our lead master plan, which is part of that resolution, is we are doing about I think 4,000 additional investigations to increase the accuracy for statistical modeling and machine learning modeling to help us identify where the additional lead, if any, would be. No, we are not done yet.

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Claire Fennessey:

So probably a silly question, but how do you know if you're on schedule or not if you haven't yet identified them all?

Dan Morgan:

So when we finished the lead master plan in 2027, that will identify by percentage where we expect to be lead and where we expect not to be led. We have a really high percentage, and forgive me, I don't know the numbers offhand, of what we know today on the customer side and company side. And basically what we're suggesting is that as we go from today to 2037, we will identify and replace lead service lines as they become known, and we're doing our very best

Speaker 18:

... has that become known? We're doing our very best to identify funding sources because right now we're getting 75% rent forgiveness, if you will, on the loan. So we're able to do both the customer side and the company side.

Rudy Marconi:

So you'll do it all the way to the house?

Speaker 18:

If necessary, yes. Anything else?

Rudy Marconi:

Thank you. [inaudible 01:27:33].

Claire Fennessey:

Sorry, not all the way to the house though, right? You won't replace the water line from the meter to the house?

Speaker 18:

According to Water Authority and every other public water system, it's required to replace both the customer and company side, even though we don't own the customer side. If it is lead on both sides, we have to replace from our water main into the home past the water meter.

Claire Fennessey:

Okay. Thank you.

Speaker 18:

You're welcome.

Speaker 19:

With those capital projects already approved, is that reflected in the 200-page packet that you gave us on page 52? Is that what is shown to us? It's Aquarion Water Authority plan of capital improvements, and there's a comparison between the historical plan of capital improvements, which reflects for PFAS,

basically not very much investment. Up until now, there's been about \$5.5 million of investment in PFAS and 4.4 million in lead. And then now, over the next six years, they're planning on spending, for PFAS, over \$100 million, and for lead, \$60 million. Is that the capital improvement plan that you're discussing?

Speaker 18:

Yep.

Speaker 19:

Okay.

Speaker 18:

Just need to clarify something. I'm not sure what you're looking at.

Speaker 19:

Okay. It was provided to us. It was a 200-page document.

Speaker 18:

[inaudible 01:29:09].

Speaker 19:

[inaudible 01:29:10] Yes.

Speaker 26:

[inaudible 01:29:11]

Speaker 18:

But that [inaudible 01:29:23] offering of the sale, so I'd have to check those numbers. I have numbers that we've done. So right now we've completed about seven of the PFAS systems. Term '27, I think we completed another five. Don't quote me, I'd have to look that up. And then as we move forward, we have more to come. We've been going from the higher concentrations to the lower concentrations as much as we can.

Speaker 19:

Does that sound accurate, though, that it's escalating from 5.9 million up to 14.4 million, 26 million, 30 million in 2029, 23 million in 2030, and then three million in 2031? Does that sound right?

Speaker 18:

I don't know if those numbers particularly are accurate, because I don't have them in my budget with me, but I will tell you the numbers are escalating. We have quite a few more projects to do and we've done, and for the purposes of getting things done, smaller projects first because the bigger projects, we have some larger well fields, that are going to cost 12 to 25 million just to do that work. So that's why you'll see that at the end because it takes more time to plan those. So we've done the small ones the best we can, some of our smaller systems, and those have the highest concentrations of PFAS.

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Speaker 19:

It's a lot of catch up. I fully support this, but it just seems like a lot of catch up.

Speaker 18:

A lot of work.

Speaker 19:

And I also wanted to see how this related to, I thought there was a legislative act that prescribed putting any PFAS remediation onto the rate payer. I thought there was an act that prescribed that.

Speaker 18:

[inaudible 01:31:06].

Speaker 19:

Okay.

Speaker 18:

[inaudible 01:31:08].

Speaker 19:

Yes. Thank you.

Speaker 18:

Yes, sir.

Speaker 22:

Are you ready for a motion, Mr. Chair?

Matthew Knickerbocker:

Actually, I have a question first. Really, if we're following Robert's rules, we should have a motion on the floor seconded, then discussion.

Speaker 21:

I just whispered that to her.

Speaker 22:

Oh. [inaudible 01:31:30] Sorry. Okay. Motion made.

Matthew Knickerbocker:

Well, do you want a motion on each...

Speaker 22:

Each separately.

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Matthew Knickerbocker:
Separately, right?

Speaker 22:
Yes.

Matthew Knickerbocker:
Okay. I'll make a motion. For discussion purposes, we can move ahead to approve the resolution authorizing bonds to finance the PFAS project. [inaudible 01:31:47] first.

Thomas Herrmann:
Second. Tom Herrmann.

Matthew Knickerbocker:
Okay, now we [inaudible 01:31:47] bringing forth the discussion.

Thomas Herrmann:
Okay.

Speaker 23:
Thank you. This is, as I said, the first fiscal matter we've had to deal with. It's relatively modest in overall cost. It's for two things that are both important and required, but I have to express again my discomfort not having the context that Joe was trying to get into a little bit about how this fits into the broader strategy, what kind of other capital costs we're going to be looking at down the road. I would hope that perhaps between now and the next meeting there'd be an opportunity, whether by Zoom or through materials, for us to get a better understanding of the current fiscal situation, the strategy for capital improvements in the life. So we are not voting on a proposal without any context, without understanding what it might lead to and what our choices might be.
This is the first meeting. It's important, it needs to be done. I'm prepared to approve it, it's for good causes, but I don't feel like I have the context to really understand these capital requests within the context of everything else that Aquarion would like to do.

Speaker 18:
Mr. Marconi?

Rudy Marconi:
Yes. Is there a submission deadline for this program?

Speaker 18:
So each of the projects is in a different state in terms of construction. So we're thinking about wrapping up two of the projects this year and they'll need to have one agreement signed so that we don't lose that funding and that subsidy amount.

Rudy Marconi:

What does that have to be into?

Speaker 18:

Some of them were going to be filed and then the sale occurred, and so that has been postponed. The Department of Health, Public Health has been very cooperative in pulling that for us, but really wants us to get those documents in.

Rudy Marconi:

Time is of the essence?

Speaker 18:

Time is of the essence, yes.

Speaker 21:

Yes.

Matthew Knickerbocker:

Just a point of clarification. These projects are currently underway, just want to clarify that, correct?

Speaker 18:

Yes, they're currently under construction.

Matthew Knickerbocker:

I see no reason to delay authorizing the resolution. It's unavoidable that when there's a transfer of company ownership, that there are going to be things in process that we don't have the backstory on. I'm comfortable voting tonight. I would prefer not to push this off.

Speaker 21:

Yes, sir.

Speaker 22:

I concur with Mr. Knickerbocker, adding to the fact that there's no viable alternative worth considering that makes this less attractive.

Jon Zagrodsky:

Jon Zagrodsky, Darien. I further say these are just authorizing resolutions for projects that are already underway. There are no other decisions to be made other than approving this resolution so you can take advantage of this findings. Then later on we can get into more of the operations of the company and how these decisions are made, but now's not the time to do that. So I would strongly urge that we just approve this and move on. That's the only thing that we need to do. It's just for the cost of financing.

Speaker 24:

[inaudible 01:35:02] Are these funds, is this a competitive process? Do more people apply than get granted money?

Speaker 20:

Yes. So annually the DPH issues a request for projects, and so companies can submit their application for projects, the DPH reviews them and makes a selection of those projects. They get included in what's called their intended use plan.

Speaker 24:

So we just need to cross the finish line and get the money?

Speaker 20:

So we have already passed the first stage of being selected as part of the intended use plan. This phase is basically telling the DPH that, yes, we plan to continue to seek the funding. And essentially, they set it aside for us. When we sign the next agreement with them, we're saying that we do want to continue this process. There will be another authorization by the authority board to actually enter into the loan agreement.

Speaker 24:

So if we turn this down, we'll go somewhere else.

Speaker 20:

Yes.

Speaker 24:

Thank you.

Speaker 23:

Thank you.

Speaker 25:

I just wanted to add that pretty much what everyone said, expense already allocated already, already deep in the project. Worst case scenario is we either pay 2% or four and a half percent. So at this point it's progressive to yes.

Speaker 21:

Very good. Call in to question.

Speaker 25:

Call it.

Speaker 21:

All those in favor, call any questions signified by saying aye.

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All:

Aye.

Speaker 21:

[inaudible 01:36:39] is in motion. [inaudible 01:36:41] we're going to vote on is one regarding PFAS. All those in favor, signal by saying aye.

All:

Aye.

Speaker 21:

[inaudible 01:36:50] Second, multiple resolution regarding...

Speaker 22:

Mr. Chairman, I'd like to make a resolution authorizing bonds to finance lead line products.

Speaker 21:

[inaudible 01:37:00].

Rudy Marconi:

Second.

Speaker 22:

Motion main seconded. Any questions on motion? All in favor signified by saying aye.

All:

Aye.

Speaker 22:

Opposed?

Rudy Marconi:

[inaudible 01:37:12]

Speaker 21:

Okay. I think right now we're on to the role of the OCA. Waiting very patiently.

Jeffrey Donofrio:

Thank you. Good evening everyone. My name is Jeffrey Donofrio. I'm the consumer affairs officer for the Aquarion Water Authority and the South Central Connecticut Regional Water Authority. I was asked to come tonight and talk to you about the role of the OCA, and kind of give you an introduction into what it is the OCA does, as well as to give you a primer on FOIA.

I recognize a lot of municipal officials in the audience and we know you're all FOIA experts, so I'll try not to belabor it too much. I have provided a deck that you can use as kind of a playbook if you have FOIA questions going forward. So the role of the OCA was created in the Enabling Legislation for the South Central Connecticut Regional Water Authority. Is that Jennifer doing the slides? Thank you, Jennifer.

So in the Enabling Legislation in 1977, the special act that created the South Central Connecticut Regional Water Authority provides that the RPB shall establish an office of consumer affairs to act as the advocate. Consumer interests in all matters which may affect consumers, including without limitation, matters of rates, water quality, and supply.

So that's a pretty broad charge. Likewise, when the Aquarion Water Authority was created two years ago by the legislature in Public Act 24-1, Section 48 provides that the OCA established by the RPB for the RWA shall act as the advocate for consumer interests in all matters which may affect consumers of the Aquarion Water District and has a similar scope. Of course, Aquarion, unlike RWA, has some wastewater service operations as well. And in terms of what the OCA does, the legislation is broad. So the OCA essentially has standing to get involved in anything that's of interest to consumers. Next slide please.

And so what does that mean? From time to time, we get consumer complaints and you've got in your packet for tonight, and you'll discuss at your bylaws and rules review committee meeting, the rules of procedure, and that includes the process for handling consumer complaints. And the way it works is if a consumer has a complaint about anything, whether it's a billing issue, whether it's an undetected leak, whether it's a meter issue, whether it's a complaint about what they're charged for a connection, anything that they have a complaint about, they go to the company and the company attempts to resolve it. And if the company is unable to resolve it gets escalated to my office. We investigate the complaint usually by starting with a conversation, if possible, a face-to-face meeting or a Zoom meeting with the customer, usually a phone call is all we're able to get arranged, and we get all the information that we can from the customer about the history of the dispute, what they've done to try to resolve the dispute. We get information from the company and we make a recommendation on the resolution of the dispute.

If either the company or the customer is unsatisfied with the recommendation, they can within seven days request a hearing from the Consumer Affairs Committee. So one of the standing committees that you've created and that you're required by the Navy legislation to have is the Consumer Affairs Committee. So those of you who are members of the Consumer Affairs Committee, you may occasionally get hearings when a recommendation by the Office of Consumer Affairs as to the resolution of a customer dispute isn't satisfactory to either the company or the customer. Then it comes to you for your decision. All I can do is make recommendations, I can't bind anybody to anything. That's the role of the Consumer Affairs Committee if somebody doesn't accept it.

Issuance test rate applications are one of the more significant responsibilities for the OCA. When the authority files an issuance test rate application, we review the application, we submit interrogatories based on the substance of the application to get questions answered. You'll see that there's a limited number of items within the issuance test that are discretionary. So usually the interrogatories focus on those items. And we'll provide a written recommendation to the RPB a week before you have a hearing on any issuance test application and we'll testify at the public hearing.

Any capital project that you receive an application on, similar process. We'll review the capital project application that's submitted to you, issue interrogatories on any substantive questions that we have, provide you with a written recommendation a week before the hearings, testify at the hearing.

Land disposition applications, same process. From time to time, you'll receive, whether it be a recommendation to amend the land use plan or an actual proposal to dispose of property that's owned

by the authority. We'll review that, issue interrogatories, provide a written recommendation, testify at the public hearing.

To the extent you get any acquisitions that are proposed to you, we'll review those applications, issue interrogatories, issue written recommendations to the RPB and testify at the public hearing. We have authority to hire experts if we need subject matter experts because the specialized expertise would be of value to consumers in our review of a specific application. We'll go out and hire an outside subject matter expert if we think it's going to deliver a value to the consumer and add to the expertise of the review.

With respect to the proposed budgets, we review proposed O&M and capital budgets. We attend meetings of the standing committees, ask questions, participate in the discussion, and then at the end of the process, I write a letter to the chair of the authority with my comments on the proposed budgets. And of course attend meetings of interest to consumers, which traditionally has been all the RPB meetings, the finance committee meetings, the consumer affairs committee meetings, executive committee meetings, nominating committee meetings. And one of the things that I do... Next slide please.

You'll find when you interact with me is that I provide a lot of unsolicited advice. And the reason that I do that is because I was appointed as the consumer affairs officer in 2008. So for the last 18 years, I've had the opportunity to really get to know how the sausage is made. And if I see an opportunity to deliver value to a consumer, regardless of whether it's in the context of an application or whether it's something that I see or hear at a finance committee meeting, something I see or hear at a budget presentation, and I've given you examples of things that I've stuck my nose into over the years at the RWA.

My expertise as a municipal lawyer and a construction lawyer kind of blends well with the OCA role. So if I see something, especially when it comes to project management, asset management, value engineering of capital projects, procurement and project delivery methodologies, then I usually do offer unsolicited advice. And so far I've been treated with respect and to the extent that my ideas don't make any sense, they've explained to me why my ideas don't make any sense.

The OCA is not an employee of the Regional Water Authority or the Aquarion Water Authority. The OCA from its inception has always been a private law firm, and that's what I do for a living. I own a law firm in North Haven that'll be 30 years old on November 1. I've been practicing in Connecticut for 36 years. My practice is municipal law. I do work for 23 municipalities currently, a lot of construction law, commercial litigation, some ADR.

So what I'd like to do now, and I'm last on the agenda, so I understand that you're indulging me, and I don't want to spend too much time on FOIA, but I really want to cover the meeting aspect of FOIA because that's really what you're going to deal with the most, both at the committee level and at the RPB level, and on your day-to-day committee activities. I want to make sure that y'all have a good understanding of what you can and can't do.

So FOIA applies to the Aquarion Water Authority because the Aquarion Water Authority is a political subdivision of the state of Connecticut. And under FOIA, Connecticut General Statute 1-200, political subdivisions of the state are considered public agencies that are governed by FOIA. So not only is the RMB a public agency, but all of the subcommittees are public agencies. So every subcommittee has to comply with the meeting notice requirements, the agenda requirements, the meeting minute requirements, executive session, everything that you have to comply with as a public agency with respect to meetings, you're going to be subject to. Okay?

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FOIA, I always like to say this when I talk about FOIA, FOIA has two purposes, okay? FOIA requires all meetings of public agencies to be public meetings unless you can qualify as a non-meeting, which we'll talk about in a minute, or it can be in an executive session, which we'll also talk about. And FOIA applies to public records. That's it. FOIA is not a Q&A statute. So if you get a question that's submitted to you in your capacity as a member of the RPB or a committee, you should take it to the respective body because individually, you all know this from your municipal careers, individually you don't have powers, right? Your powers come from being a participant of a public agency in a meeting that's been newly noticed at which a quorum is present.

So if you get individual FOI requests, it's important to let the chair of the RPB and the chair of your respective committee know so it can be determined how it gets responded to. Don't ignore it. Don't take it on yourself to respond to it.

Rudy Marconi:

You have four days within which to respond or acknowledge receipt.

Jeffrey Donofrio:

You have four days if you're going to deny the request, four business days to deny the request. So the request would be denied because there are exemptions under 1210 B10 of FOIA that exempt certain public records from disclosure. Okay? But that's not a call that any individual RPB member or any committee member or I make. That's a call for you.

Rudy Marconi:

There lies my question-

Jeffrey Donofrio:

As a board would-

Rudy Marconi:

Would we forward it to you or to-

Jeffrey Donofrio:

You would forward it to the chair of the RPB and you would forward it to AWA. Whether you would have public records really comes down to what the scope and nature of the request is, okay? Okay, next slide.

So we all know that FOIA is enforced by the commission, the Freedom of Information Commission, and if somebody claims that you violated FOIA with respect to a meeting within 30 days of when the secret meeting or the illegal meeting or the improperly noticed meeting or the illegal executive session, the things that trigger FOIA complaints arising out of meetings, there's a 30-day time limit for a complaint to be filed with FOIC. The only real exception to that, and FOIC's not really all that consistent on this issue, is when you have an illegal executive session. Because from the public's perspective, if you're having a legal executive session, they may not find out about it within the 30 days.

So sometimes FOIC views an otherwise untimely complaint alleging a secret meeting or an illegal executive session as timely. When it's beyond 30 days, sometimes they don't. It really depends upon

whether or not the complainant reasonably could have learned of the executive session by looking at things like minutes.

So we all know what a meeting is, or do we? So just to get this out of the way right away, no meetings by email. You can schedule, you can talk about scheduling. That's not a meeting. But if you're going to conduct any agency business, for example, somebody sends out a packet for the next RPB meeting and someone reads it and says, "Hey, I didn't know we were going to be talking about this project. I need this information in order to be prepared for the meeting."

Now, you can't have a meeting by email because the whole purpose of FOIA is to have a public meeting and have the public be aware of what's going to be discussed by posting an agenda no later than 24 hours before the meeting so that the public can participate if they want to. It's impossible for the public to participate in any kind of electronic mail meeting. It's impossible for the public to participate on social media in any kind of meeting. So no talking about agency business with a quorum by email, no talking about agency business with a quorum on social media. That's where you get in trouble because those constitute illegal meetings.

There are such a thing as non-meetings. You can go to that slide. Thank you. So assume everything's a public meeting, unless under FOIA it's a non-meeting or you can convene an executive session. So examples of non-meetings are the chance meeting, the social meeting that's not planned or intended. So if a quorum of you show up at a holiday party, it's not an illegal meeting. Okay?

Now, most of this really won't apply to you because you're not a political public agency. Okay? For purposes of caucuses, you're not going to be able to have a caucus where Republican members of the RPB meet or Democrat members of the RPB meet because you're not identified as Republicans or Democrats for purposes of your appointment to the RPB. So you can't have a caucus as members of the RPB or as members of a committee of the RPB.

Personnel search committee for executive level candidates, that you will deal with at the nominating committee level because you'll be nominating five members to the 11 member authority and you'll need to be able to interview your candidates once you post those positions, advertise them, and bring folks in for interviews. So those nominating committee meetings will be considered non-meetings for FOIA purposes. Okay?

Let's talk about executive sessions. Executive sessions, in my experience, are the types of meetings that we have the most problems with at the municipal level, and it really is pretty simple. You can, by two-thirds vote, convene an executive session to discuss one of the statutorily allowed purposes for an executive session. So in a special meeting, if you don't have an executive session on the agenda, you cannot add into the agenda because you cannot amend the agenda of a special meeting. If you don't have an executive session on an agenda for a regular meeting upon two-thirds vote, you can add the executive session to the agenda of the regular meeting. Okay?

Now, the agenda itself and the motion to convene an executive session have to identify the purpose of the executive session. Most municipal agendas, most public agencies when they make the motions, don't get this right. Once in a while, you do get FOI complaints and you have to go up to FOIC. Hopefully you're not up there often enough to get fined, but usually it results in some training being-

Jeffrey Donofrio:

... but usually, it results in some training being ordered if they find a violation of this type of obligation. So what can you talk about in executive session? It's very, very limited. You can talk about the appointment, employment, performance, or termination of an employee, okay? However, when you're going to talk about an employee in executive session, you have to give the employee notice that you're

going to talk about them, and they have an absolute right to require that the discussion be held in public. I do a lot of Loudermill hearings, and that's always a big issue in Loudermills, when you want to do a pre-termination hearing, whether the employee wants it to be in public, or wants it to be in executive session usually comes down to whether their counsel is wise enough to know that it's better to do it in executive session. But you won't have many opportunities to discuss employment-related matters, because those are operational issues that really get dealt with at the Authority board level, rather than at the RPB.

Secondly, strategy and negotiations, with respect to pending claims or pending litigation. Again, it's pending claims or pending litigation. It's not, "Hey, we've got a dispute with somebody. It's not in litigation. There's been no litigation threatened, but we don't want to talk about it in public." So you have to be a little bit careful about exactly what you can do by way of strategy and negotiations, and not having those kinds of conversations in public is always helpful. Security strategy, deployment of security personnel. Once in a while, if you're talking about a specific capital project, you may be called upon to have an executive session for that security-related purpose. Discussion of the selection of the site, or the lease sale or purchase of real estate, when it comes to disposing of, or potentially purchasing or leasing real estate, that's a proper purpose for you to talk in executive session. The idea being that it would hurt the Authority's negotiation position, potentially, if a buyer, a seller, a lessor, a lessee on the other side of the table from the negotiations was privy to your strategy.

And there's a catchall. Discussion of any matter which would result in disclosure of public records described in 1-210(b). So 1-210(b) has a laundry list of about 35 exemptions to FOIA. And some of the exemptions include things like trade secrets and proprietary information. So if you were going to consider an acquisition, then you'd convene in executive session to protect the proprietary and trade secret information that a prospective seller was sharing with you. There's other examples under 1-210 of times where you can meet in executive session. Attorney-client privilege is often misconstrued to mean that you can have an executive session just to talk to your lawyer. The way it's supposed to work is your lawyer has provided you with an opinion and you're going to discuss that opinion in executive session, not you're just going to have an executive session and pick your lawyer's brain about something else.

One of the things to keep in mind about executive sessions is that anybody that's invited into executive session is supposed to have an active role in the executive session. You're not supposed to just invite people in to be nice or because they want to be flies on the wall and know what's going on in the executive session. They're supposed to be active participants, because again, an executive session means you're excluding the public. So if you're going to pick and choose people beyond your RPB, if it's an RPB executive session, or people beyond your committee, if it's a committee executive session, to be fair to the public at large, who's being excluded, you should only include non-agency members that are going to play an active role and participate in the executive session.

Executive sessions are absolutely confidential, so you can't breach confidentiality. If you're not in the executive session, and you're a member of the public agency and you missed the meeting, so you weren't in the executive session, you can't talk to somebody who was in the meeting and say, "Tell me what happened in executive session." Again, the whole idea behind the confidentiality is we're excluding the public. So if we're excluding the public, we're not going to pick and choose people who weren't in the meeting, who weren't in the executive session, and share information with them that wasn't shared with the public at large. There's three types of meetings. Regular meetings. You don't have any regular meetings yet because right now all your meetings are special, because you haven't submitted your schedule of regular meetings to the Secretary of State yet. You'll be submitting your regular meeting list,

and you don't have to worry about this, it gets done administratively, not only to the state, but to the town clerks in all 59 of your towns.

You'll also be submitting agendas for all your meetings to the town clerks in all 59 of your towns. Special meetings are just meetings that are called in lieu of, or between, the regular meetings, and there's strict notice and posting requirements. I told you, you can't amend agendas at special meetings. That's one big requirement, but the minimum time to post the notice of a special meeting is 24 hours. Weekends and holidays don't count. So if you want to have a special meeting on a Monday, and Friday is a holiday, you got a problem. But again, it's not your responsibility. It's just something to be aware of when you're in your committees and you're talking about whether you need special meetings. Keep in mind that there are posting requirements that need to be met. Yes, sir?

Speaker 27:

Did I understand you correctly when you said every member of the RPB is going to be responsible for making sure the agendas of the RPB meetings are all individually recorded with the town clerks of every single town?

Jeffrey Donofrio:

No, the opposite. You don't have to worry about it. It will be done administratively.

Speaker 27:

Thank you.

Jeffrey Donofrio:

Yes.

... talked about amending the agenda at a regular meeting upon a 2/3 vote. We talked about not being able to amend the agenda for special meetings. Emergency special meetings are allowed when something arises that you can't meet the 24-hour written posting requirement for. I've not, in 36 years, ever encountered a legitimate emergency meeting. I've had towns that do call emergency special meetings and notice a meeting at 10:00 in the morning for 11:00 in the morning. FOIC wants to know that it is legitimately a matter of life and death, in order to satisfy that it was an emergency special meeting. There are minute-taking requirements for the RPB and for each of your committees. Again, it's not anything that the RPB needs to be aware of, other than you'll have to approve the minutes of all your meetings. So ordinarily, you see the draft minutes be circulated within seven days of when the meeting occurs, so you'll want to review those meeting minutes in your meeting packet and come prepared to the committee meetings to make any clarifications or corrections. Yes, sir?

Speaker 27:

Describe a little bit more of what administrative support is going to be available to the RPB, to the committees with things, not just minutes, but the drafting of the agendas, the posting of the agendas. If we get a FOIA request, who's going to prepare the letter that needs to go out to the person making the request, acknowledging the request? There's a whole lot of that paperwork that needs to be handled precisely. Is Aquarion going to have staff to help support that for us? Do the committees, or the leadership of those committees, need to do this themselves? Could you talk a little bit about that?

Jeffrey Donofrio:

The way that it's worked at the RWA is that the RWA RPB has had its own administrative staff, currently Jennifer Slubowski, who's online, running this meeting for us. My understanding is that AWA plans to follow that same model and have a dedicated, not Jennifer, but a dedicated staff person that will handle all of the communications with the RPB, be responsible for working with the committee chairs on preparing the agendas, be responsible for taking minutes at the committee meeting, circulating notifications and meeting packets to the RPB, being your day-to-day contact. If you need anything at all from AWA, she'll be your point person that you'll contact. If you have questions about substantive matters, you should feel free to contact me, even if it's not a complaint. Now, when a consumer in one of your communities that you represent has a complaint, you should be copied on the correspondence from the Authority to me, notifying me that a complaint has been escalated, and I'll keep you in the loop.

If you're contacted by a consumer directly saying, "Hey, I'm unhappy about something, who do I talk to?" You can give them my contact information. They can contact me directly. I'll find out whether or not they've had any direct communication with the Authority. If so, who they talked to, how it was left, whether a determination has been made. If not, put them in touch with the right person and make sure that the complaint gets addressed, but I should have said that at the onset. Now, I have 18 years of experience dealing with this governance model. You're drinking out of a fire hose [inaudible 02:07:22] on water. So if you have a question and you want to reach out and call me or send me an email, don't be shy about taking advantage of that institutional knowledge. I don't really want to spend much time on talking about requests for public records, because really, you shouldn't have to deal with complying with any request for public records.

Because the public agency is the RPB, and the other public agencies that you'll be members of are the committees that you sit on. So if you get a document request, and I don't remember in 18 years the RPB or a standing committee ever getting an FOIA request. I know that the Authority itself gets FOIA requests, but in terms of the individual board or committee members, you're a larger group. You cover a larger area with more customers, so it's perfectly feasible that you may get FOIA requests. The process should be let the chair of the RPB know, and if it's sent to you in your capacity as a member of the finance committee, the land use committee, the consumer affairs committee, let the chair of that committee know, and then that chair ought to communicate with AWA, because as First Selectman Marconi indicated, a determination needs to be made within four business days of when that request is received, whether to deny it.

Now, I'll tell you that the case law is that if you don't respond within four days, it's being denied. In terms of compliance, the obligation is not to produce the response of public records within four days, it's to comply promptly. And whether or not a specific time period is prompt, the FOIC looks at things like the breadth of the request, the number of years of records that are being asked, the scope of the request, and how many different employees, or departments, or offices of the organization need to be involved in retrieving records. What else is going on within the organization at the time? I've had FOIA cases where 30 days is deemed to be adequate, and I've had FOIA cases where six months is deemed to be adequate. Obviously, responsiveness is important.

Folks ask for public records, they're entitled to come in and inspect them, or they're entitled to receive copies, but the organization doesn't have to shut down its operations and then do nothing else but retrieve and produce responsive public records. So there are some nuances with respect to public record compliance. If you have a specific question, I'm happy to answer it. But, again, it really isn't something that any of you, individually, should be involved in, because as individuals, you're not public agencies. It's no different than if you're a member of a board of selectmen, or you're a member of a

town or city council, or you're a member of a planning and zoning commission. If you get an FOIA request, it's the organization's responsibility to provide a response, not you, individually.

Your responsibility is to notify the organization that you received the request, and to the extent that you have any responsive records, then provide them. One of the other things I wanted to mention, when it comes to documents, is if you're using a personal device, and I assume that all of you are going to be using a personal device to send and receive emails, to send and receive text messages concerning AWA business, that's all FOIA-able. The focus isn't on, "Is it a personal account versus an Authority account?" The focus is on, "Are you doing the people's business? Are you doing agency business when you're sending or receiving a communication?" And if the answer is yes, if it's relevant to AWA RPB business, then it's going to be responsive to a document request. Let's see. Like I said...

Jennifer, did you send a copy of the deck, or can you send a copy of the deck to the full RPB?

Jennifer Slubowski:

Yes, I could.

Jeffrey Donofrio:

Great. So that way, you'll have this. You can keep it. It's up-to-date. There's some changes that have occurred up in FOIC the last couple of years, in terms of increasing the maximum fine to \$5,000. That usually comes into play when there's a protracted, or bad faith, failure to produce public records. The other thing that's going on up there is, there's a big push to deal with frivolous FOIA requests, but you may have to deal with that in your municipal lives, but you're not going to have to deal with that at this level because, like I said, we don't want to see a volume of FOIA requests. Obviously, all the meetings are public. The RWA started having hybrid meetings during COVID and has continued that.

And I'm sure that, given your number of members, you'll need to have hybrid meetings as well. But like I said, to the extent that if you think of something, whether it's the governance model, I'll come to the nominating and bylaws committee meetings, and finance, and consumer affairs. And if you have questions, just don't be shy to ask me anything, and take advantage of my familiarity with the government's model and the terminology, because it is different. It's a political subdivision of the state. It's a nonprofit tax-exempt water utility, and it is different. It's very different for Lucy and her team, and I'm sure it's very new for all of you, and I want to be a resource and be helpful to you any way that I can. Okay? Thank you.

Speaker 28:

I have a quick question for you. In terms of meeting, I guess, in terms of... Say we're at Costco and I happen to meet three people from the RPB. Normally, I'm told that would be constituted an unofficial quorum. Is that still what happens here?

Jeffrey Donofrio:

Well, it gets a little bit blurry, because it wouldn't be a quorum, but I don't know if you ever dealt with Tom Hennick. Tom Hennick was the public information officer. Now, Russell Blair is the public information officer for FOIC. Now, Russell's not a lawyer, but if you were to say to Russell, if you asked Russell that question, he would say, "If you're doing the people's business, if you're talking about agency business, that's an illegal meeting." My position, as a lawyer, is there's no quorum, it's not a meeting. That's what the case law says.

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Speaker 28:
[inaudible 02:14:54].

Jeffrey Donofrio:
Yes. Right.

Speaker 28:
Okay.

Jeffrey Donofrio:
But, of course, in a weighted vote scenario, if it's Stanford, Bridgeport...

Speaker 29:
What if Aquarion decides to throw a holiday party for us and we all come and have cocktails?

Jeffrey Donofrio:
I would not support that. The OCA would wait. The OCA was asked years ago about a holiday party, and was Scrooge, and said no.

Speaker 29:
Got it.

Jeffrey Donofrio:
It's a bad idea.

Speaker 29:
I'm not saying they would. I'm just saying if they did.

Jeffrey Donofrio:
It's a first meeting and you're thinking of a party already.

Speaker 29:
[inaudible 02:15:30].

Jeffrey Donofrio:
Yeah, I think the closest thing you're going to get to a party is the Snapple and the sandwiches.

Speaker 29:
Got it. Thank you. Thank you.

Jeffrey Donofrio:
Okay. Yes?

Speaker 30:

What about our access to the Authority's minutes and the documents backup?

Jeffrey Donofrio:

You can go to any authority meeting. You will designate a member of the RPB to attend every Authority meeting. To the extent that you want copies of anything, you'll be able to reach out to your staff person and get agendas and meeting minutes.

Speaker 30:

And past meetings, where decisions have been made for our area, we can have access to that?

Jeffrey Donofrio:

The Authority meeting minutes, for at least the last three or four years, are all on the ourwater.com website.

Speaker 30:

Okay.

Jeffrey Donofrio:

Yeah. I think, for a while, the recordings of the meetings were up as well, but I think it took up too much space, so they stopped doing that. Okay. Thanks, folks.

Speaker 29:

Thank you.

Speaker 31:

Thank you to Attorney Donofrio. I'll tell you, FOIA could be a real... Look at Rudy, former secretary, it can be a real pain in the butt. People can really be miserable, so really... I'm on a local board in Beacon Falls, and people send the craziest letters and requests, so become familiar with it. And as was said, that's going to be emailed to you. That whole packet's going to be emailed to you. So thank you very much. Before we adjourn, we wanted to introduce the RWA staff that's here tonight. Could you stand up and introduce yourself, please, RWA staff that's here? We've met some of them.

David Borowy:

I'll say I'm chairman of the Authority, so it isn't just RWA, it's Aquarion as well. And with the other Authority members, we have Catherine Lamarr, who is our treasurer. No, secretary. Which one are you?

Catherine Lamarr:

Secretary and treasurer.

David Borowy:

Oh, it's the two. Sorry. Okay. And then, we also have Mario Ricoszi, who is a member of the Authority as well.

Speaker 31:

He's very famous there in the stand. Yes.

David Borowy:

Yeah. And we had a couple of our members who were on as well. So I believe we have all of us that were here in one form or another watching you read. We will come to every one of your meetings. Maybe not all of us will come to every meeting, but we will, if you would like, give you a report of what we did at our last meeting to give you an update. Just as you will probably want to hear from each of your committees, the land use, the consumer affairs, and finance, we'll also give a report as to what our actions have been. Many of our actions will be what you will need to do. We will have recommended something for you to do. But other than that, we will want to let you know what we've been doing, and what's of interest, and certainly be available for you to ask questions.

Speaker 31:

Thank you.

Speaker 30:

[inaudible 02:18:25] soon?

David Borowy:

Well, they appointed the nominating committees tonight, so you could get other members to join you so we can have a full complement of our 11-member board because we, as the 11-member board, report to you, and we, as an 11-member board, also report to New Haven. So we would like to have a full 11-member board, and we hope to have that soon. Thank you.

Speaker 31:

Thank you very much. Thank you for being here. Yes?

Speaker 27:

Just a point of clarification. We're all being assigned to committees. They'll be meeting shortly. Just to be clear, any member of the RPB can attend those committee meetings. Are they allowed to participate and just not vote? How's that to work?

Speaker 31:

Yes, [inaudible 02:19:13].

Speaker 27:

All right, so what you're saying is we can attend any committee meetings. We can participate in the conversation. We just won't have a vote at the end of those meetings.

Speaker 31:

Okay. Any other questions before we adjourn? Yes, sir?

Speaker 28:

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Should we be getting together real quick to decide when those special meetings from November 11th to the 18th will be made?

David Borowy:

May I suggest that someone self-designate themselves and send out a Doodle poll, calendar poll? I think that might be the most time efficient.

Speaker 31:

Our administrator, right?

David Borowy:

Yeah.

Speaker 31:

The committee administrator does that.

Speaker 32:

I know [inaudible 02:19:53].

Speaker 31:

Right here. It not going to take that long.

Speaker 32:

[inaudible 02:19:57].

Speaker 31:

He'll take care of that.

Speaker 32:

Okay, but everyone's okay with the Doodle poll, right? And if that doesn't work for you, I'll send a Doodle pole out, and you can send me an email back to folks that want to [inaudible 02:20:08].

Speaker 31:

Okay. Well, I want to say, this has been very, very exciting tonight. Thank you for all for your patience. Great meeting, lots of information, historic, and we'll look forward to seeing you all again, and please get home safely. And I thank you and say the motion to adjourn. Mr. Marconi?

Rudy Marconi:

Second. Adjourn.

Speaker 31:

Second. All in favor? Thank you all very much.

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Speaker 33:

Bye.

Speaker 32:

First, Marconi. Second, Lee. [inaudible 02:20:35].