Bylaws and Rules of Practice Review Committee

of the

Representative Policy Board

October 28, 2026

Special Meeting Minutes

Committee Present: Frederick Lee (Greenwich), John W Betkoski (Beacon Falls), George Flaherty, Jr. (Middlebury), Thomas A Herrmann (Easton), Matthew Knickerbocker (Bethel) (R), Jonathan Steinberg (Westport), and Jill S Vergara (Fairfield)

Committee Absent: Aldo Pascarella (Sherman)

RPB Present: Anthony M. Bratz (Marlborough) (R), and Gregory C Leonard (Groton) (R)

AWA: David Borowy (Authority Board) (R)

AWA Management: Jose Candelaria, Peter Fazekas (R), Rochelle Kowalski, George Logan, Deb Szabo, Lucy Teixeira

Harris Beach Murtha Cullina: Dan Canavan, Esq.(R)

Ciulla & Donofrio, LLP: Jeffrey M Donofrio, Esq

Call to Order

The meeting was Called to Order at 5:34 p.m.

The first meeting of the RPB Bylaws and Rules of Practice Review Committee commenced with opening remarks by George Logan, AWA Director of Community Relations. He welcomed members and a quorum was confirmed.

1. Election of Presiding Member

The committee noted that the first order of business was to elect a Presiding Member for the meeting. On motion made by Thomas A Herrmann (Easton) and seconded by John W Betkoski (Beacon Falls), the Committee voted unanimously to elect Frederick Lee (Greenwich), as the Presiding Member for the October 28, 2026, meeting.

Mr. Lee commented on the Committee's assignment, which included:

- Reviewing proposed Bylaws and Rules of Practice.

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- Considering recommendations related to governance, committee operations, compensation/expense policies, audit requirements, and other organizational procedures.
- Forwarding recommendations to the full Representative Policy Board (RPB) for recommendation and possible approval.

Members discussed whether the committee should immediately recommend the adoption of the draft Bylaws or conduct a detailed review prior to making a recommendation.

2. Safety Moment

Frederick Lee (Greenwich) lead the Safety Moment review with the Committee and AWA Management.

3. Public Comment

None

4. Communications and Training Needs

Members discussed the importance of understanding the development and legal foundation of the proposed bylaws. It was agreed that historical and legal context would be valuable to support the committee's review of the Bylaw and Rules of Practice.

5a. Overview of AWA RPB Draft Bylaws

Attorney Daniel Canavan, Harris Beach Murtha Cullina, the AWA's legal counsel, provided an overview of the draft bylaws, including:

- The draft bylaws were developed primarily from the Aquarion Water Authority (AWA) enabling legislation.
- The bylaws closely mirror those used by the Regional Water Authority (RWA), with modifications necessary to reflect AWA's structure and requirements.
- The Enabling Legislation establishes many governance requirements, including voting procedures and board composition.
- While the organization currently operates under the Enabling Legislation, adoption of Bylaws is important to formalize governance procedures.
- Atty. Canavan indicated that recommendation by the Committee to the RPB for adoption at its November meeting would be preferable, but the organization could continue to operate under the Enabling Legislation if additional time was required.

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Committee members discussed a redlined comparison of the draft AWA Bylaws and the RWA Bylaws and information identifying provisions that originate directly from the Enabling Legislation versus provisions adopted from RWA governance practices.

Atty. Canavan agreed to provide members with the requested information.

The Committee also discussed the timing of Bylaw adoption, current framework and consideration of amendments at a later date, section-by-section review, and voting requirements for future amendments.

Following discussion, Matthew Knickerbocker (Bethel) made a motion to approve the recommendation of the draft AWA RPB Bylaws, as presented, to the RPB for consideration and action at the next meeting in November. John W Betkoski (Beacon Falls) seconded the motion.

Committee members held further discussions for the need to review the Bylaws section by section.

After discussion, the motion and second were withdrawn to allow for the Committee to conduct a detailed section-by-section review of the Bylaws.

The committee proceeded to review provisions relating to:

- Meetings, Notices and Quorums.
- Weighted Voting.
- Officers and Leadership.
- Committees.
- Executive sessions.
- Adjournments.

Discussion topics included:

- Timing for receiving meeting materials.
- Availability of meeting minutes.
- Requirements that meetings be held jointly with the Authority Board.
- Clarification of quorum calculations when board vacancies exist.
- Treatment of abstentions and recusals.
- Participation and voting by remote attendees.

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Counsel explained that quorum requirements derive from the enabling legislation and that a quorum remains based on the established weighted-vote threshold.

Review of Article 2 – Weighted Voting

The committee reviewed the weighted voting structure established by the enabling legislation.

Discussion focused on:

- How votes are recorded.
- Whether non-weighted members' votes are documented in meeting minutes.
- Differences between AWA and RWA board compositions.
- The relationship between weighted voting and statutory requirements.

Members noted that all votes, including those of non-weighted members, have been recorded in prior meeting minutes.

Review of Article 3 – Officers

The committee reviewed provisions concerning:

- Officer positions.
- Nominations and elections.
- Duties of the Chair, Vice Chair, Secretary, and Treasurer.
- Terms of office.

Discussion topics included:

- Whether non-voting members should be eligible to serve as officers or committee chairs.
- The authority of committee leadership where members may not possess weighted votes.
- Clarification of the Treasurer's responsibilities given that the board does not directly manage funds.
- Identification of documents requiring officer signatures.

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Counsel advised that the enabling legislation does not prohibit non-voting members from serving in leadership positions and stated that further legal review could be conducted if desired.

Review of Article 4 – Committees

The committee began review of Article 4 concerning:

- Standing committees established by the enabling legislation.
- The Executive Committee.

Counsel noted that committee structures are largely dictated by statute.

Review of Article 5 – Professional Services

The committee reviewed provisions concerning:

- Appointments.
- Compensation.

Review of Article 6 – Financial

The committee reviewed provisions concerning:

- Compensation for AWA RPB members.
- Board Duties.
- Conflict of Interest.
- Limitation of Liability of Members.
- Indemnification of Members.

Review of Article 7 – Nondiscrimination

The committee reviewed provisions concerning:

- Guarantee of Equal Employment Practices by the Board.
- Activities of the Board to be Performed without Discrimination.

Review of Article 8 – Orientation of New Members

The committee reviewed provisions concerning:

- PowerPoint Presentation was discussed.

Review of Article 9 – Appointment of Members to the Authority Board

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The committee reviewed provisions concerning:

- Election and Terms.
- Nominating Committee & Process

Activities of the Board to be Performed

Action Items

1. Legal Counsel to provide a redlined comparison of AWA and RWA bylaws.
2. Legal Counsel/Staff to identify provisions derived directly from enabling legislation versus discretionary governance provisions.
3. Legal Counsel to clarify officer signature authority and the Treasurer's role.
4. Committee members to continue detailed review of draft bylaws and identify potential amendments for future discussion including:
    - Section 1.9 (Quorum): Review details related to the numerical voting requirement to achieve quorum for the RPB.
    - Article II (Weighted voting): Consider adding a requirement in the Bylaws to inform members regarding the number of weighted votes are required for passage of agenda items.
    - Section 3.4 (Chairperson): Consider adding a requirement to the Bylaws to require all questions (and resulting responses by AWA Management) directed to the Chairperson concerning any agenda voting items are forwarded to the entire RPB.
5. AWA Management to continue development of committee and board meeting schedules for upcoming approval.

Vote Taken

Following the detailed review of the draft Bylaws, Jill S Vergara (Fairfield) made a motion to forward the draft AWA RPB Bylaws, as presented, to the RPB for consideration and action at the next meeting in November. John W Betkoski (Beacon Falls) seconded the motion. The Committee voted unanimously to refer the draft Bylaws to the AWA RPB for action at the November 18, 2026, Special Meeting.

5b. Overview of AWA RPB Draft Rules of Practice

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Attorney Daniel Canavan, Harris Beach Murtha Cullina, the AWA's legal counsel, provided an overview of the draft AWA RPB Rules of Practice, including:

Review of 1 – Description of Operations

The committee reviewed provisions concerning:

- Enabling Legislation.

Review of 2 – Rules of Practice

The committee reviewed provisions concerning:

- Scope and Construction of Rules.
- Public Notice.
- Public Hearings.
- Rate fixing.
- Land Use Standards
- Procedures for Consumer Complaints

Action Items

- None

Vote Taken

Following the detailed review of the Rules of Practice, Thomas A Herrmann (Easton) made a motion to forward the draft AWA RPB Rules of Practice, as presented, to the RPB for consideration and action at the next meeting in November. John W Betkoski (Beacon Falls) seconded the motion. The Committee voted unanimously to refer the draft Rules of Practice the AWA RPB for action at the November 18, 2026, Special Meeting.

VI. OCA Roles and Freedom of Information requirements

Attorney Jeffrey M Donofrio, Ciulla & Donofrio-LLP, AWA OCA provided a brief overview of Freedom of Information requirements as it related to the AWA RPB and OCA roles, including:

- Consumer Complaints.
- Data & Record Inquiries.

VII. Adjournment

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Jonathan Steinberg (Westport) made a motion to adjourn the meeting. Thomas Herrmann (Easton) seconded the motion. The meeting was adjourned at 7:43 p.m.

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