



**NAUGATUCK VALLEY
COUNCIL of GOVERNMENTS**

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MINUTES

Naugatuck Valley Council of Governments – Transitional Executive Committee

COGCNV Conference Room

49 Leavenworth Street, Suite 303

Waterbury, CT 06702

November 14, 2014

NVCOG Members: David Casseti (by phone), Mayor, Ansonia; Chris Bielik, First Selectman, Beacon Falls; Leonard Assard, First Selectman, Bethlehem; Ken Cockayne, Mayor, Bristol; Jerry Sitko, Proxy, Cheshire; Anita Dugatto, Mayor, Derby; Ed St. John, First Selectman, Middlebury; Bob Mezzo, Mayor, Naugatuck; Joanne Pelton (by phone), Proxy, Oxford; Charles Wiegert, Proxy, Plymouth; Tom Galvin, Proxy, Prospect; Kurt Miller, First Selectman, Seymour; Mark Lauretti, Mayor, Shelton; Ed Edelson, First Selectman, Southbury; Ed Mone, First Selectman, Thomaston; Neil O’Leary, Mayor, Waterbury; Roy Cavanaugh, Proxy, Watertown; Tom Dunn, Mayor, Wolcott; Bill Butterly, First Selectman, Woodbury.

Speakers and Guests: John Monteleone, Southbury; Kevin DelGobbo, Waterbury; Mark Massaro, Northeast Utilities; Lou Mangini, Congresswoman Rosa DeLauro’s Office; Susan Doscow, member of the public; Edgar Wynkoop, CTDOT; Kevin Maloney, Connecticut Conference of Municipalities; Darlene Kish-Thomson, Lori Cheever, eBenefits Group; Darin Offerdahl, Michaud, Accavallo, Woodbridge & Cusano, LLC.

Staff: Peter Burns, NVCOG Interim Management Consultant; Samuel Gold; Pat Gallagher; Glenda Prentiss; Aaron Budris; Joanna Rogalski; Lauren Rizzo; Virginia Mason; Rick Dunne; Clare Falcha; Mark Nielsen; Arthur Bogen; Sean Kellerher.

1. Roll Call, Introductions, and Public Comment

Co-Chairman Ed Edelson called the meeting to order at 12:30 p.m. Interim Management Consultant Peter Burns called the roll. Mr. Edelson said that as a courtesy to some people, a couple of items on the agenda would be moved. He asked whether the Bylaws or Nominating should be done first.

Mr. Burns said he would like to amend the agenda to go to Item 5.c.i, Draft NVCOG Bylaws. On a motion by _____, seconded by _____, it was unanimously

VOTED: To amend the agenda to go to Item 5.c.1, Draft NVCOG Bylaws, first.

Mr. Edelson said the Bylaws would be taken up and said to the members that they had been reviewed by the committee and they should have seen a copy.

Mr. Burns said the Bylaws were drafted by the staff and referred to legal counsel who made several suggestions and alterations, which were incorporated into the draft. The draft Bylaws were then forwarded back to counsel and he had accepted them to move forward. Mr. Burns said a question had been raised by Mayor Chatfield regarding the Bylaws, he was concerned that were we going to adopt them or were these revisions to Bylaws. Mr. Burns said these were standalone, new Bylaws for the new organization. He also said that legal counsel basically said that if the body in its whole wants to vote to accept them and move forward with them that would be the operation. Mr. Burns said he encouraged this as there are some issues with some of the legal paperwork and that he’d like to have the Bylaws in place. Additionally, he said the next item that would be discussed

would be for officers to operate the new COG as it moves forward on January 1. Mr. Burns said he and staff would be happy to answer any questions on the Bylaws, but that he recommends going forward.

Kevin DelGobbo said he was aware Mayor Chatfield had a question on the adoption and that Mr. Burns had answered that, but he had also mentioned a technical issue contained within the Bylaws and wondered if that had been identified and resolved. Mr. Burns replied that he thought the technical issue was the question on the regional planning commission, and in the Bylaws it says specifically that each community designates its representative to that group. Mr. Burns said he'd had conversation with legal counsel and he's basically said that he's comfortable with that because the decision still goes back to the local level. Mr. DelGobbo verified that Mr. Burns felt this addressed Mayor Chatfield's question, and Mr. Burns affirmed that it did. Mr. Burns said he thought the other issue, as this was a new organization with, perhaps, growing pains, was that as the organization functions and you have a new director over a period of time, there might be some amendments that might be required for clarification to make the organization run smoother. Mr. Burns said legal counsel is basically saying he is happy with the Bylaws as presented.

Tom Galvin said Bob Chatfield had some question on Section 12 involving meeting without a notice and whether that could be done. Mr. Burns said he thought legal counsel's position was that even if you were to do that, and a community can do that today, there would be filing of emergency meeting minutes within 24 hours, and under the Freedom of Information law, there are protections for that kind of thing. He continued that sometimes it is hard to have a quorum, but that under the new law, and as legal counsel had said, the freedom to allow people to participate by way of telephone conferencing expedites the need for a quorum to be physically present, but as long as they are participating, legal counsel thinks that because of the way the statute is written those things are well protected, and as long as you had a special meeting or emergency meeting that you would then file the proper notice and you would be covered.

Sean Kellerher said the section about meetings without notice was largely created to take care of meetings that happen sort of by coincidence; for example, if there were 10 members of NVCOG that happened to meet up on the street corner and in discussion began to discuss NVCOG issues, it would be acceptable as long as no action is taken. So as long as no action is taken, they could still just happen to meet and discuss issues with no violation of Freedom of Information issues.

Ed Edelson said he had a technical question on page 18 with regard to the commission. Mr. Edelson said it basically says the record of meeting needs to be done within 24 hours, and he felt this was setting up a very high standard. He understands that the vote count should be within 24 hours, but more time should be allowed for the actual minutes and have it still be compliant with FOI. He felt the Bylaws should be amended to reflect that. Sean Kellerher said he would examine the FOI and amend the Bylaws to be compliant.

First Selectman Ed Mone of Thomaston had arrived late and had questions concerning the draft Bylaws, if they had been amended according to attorney suggestions. Mr. Burns said that they had been taken into consideration and staff had amended accordingly, they had all been reconfirmed with Attorney Mednick and he had absolutely no problems and had signed off on them.

Joanna Rogalski said that Item 4 regarding proxies had not yet been addressed by the subcommittee in their policy meeting. Ed Edelson inquired, to be clear, that in a sense the motion

was on the table to accept that as part of this vote. Ms. Rogalski said she was responding to Mr. Mone's question. In discussion, Ms. Rogalski said Attorney Mednick had not reviewed that section. She said what she had written, and it was also what Sean Kellerher had concurred with her, was that there was a comment by him about the need for proxies, but no further discussion about who can or cannot be a proxy. Mr. Edelson clarified that this was discussion with Attorney Mednick, and it was the staff suggestion that she and Mr. Kellerher were in concurrence about. Mr. Kellerher said they had discussed all commentary on the Bylaws with Attorney Mednick during their initial revision with him, and that they had talked briefly about this and all the issues, and while this issue was important, it was not sufficient to pause the adoption process of the Bylaws. He said that while these issues are meaningful, there is leeway to address them at a later date through the amendment clause. He also said that since we have alternates, we can use alternates or proxies as we see fit, alternates being the preferred method, as noted in the Bylaws. Mr. Mone queried as to whether alternates were elected officials. Mr. Kellerher said the Bylaws state who are the alternates, and he believed that it's either an elector or a chief administrative official of the member town. Ms. Rogalski said that, however, the way they are written right now, there is language as to who cannot be a proxy, but not who can.

For clarity, Mr. Mone asked again if the Bylaws had been amended to reflect the four suggested changes sent forth by Attorney Mednick. Sean Kellerher said the first three have been included into the Bylaws – the ability of the executive committee to create and discontinue staff positions, the lack of an emergency meeting provision, and the size of the executive committee, but the fourth item has not been included into the Bylaws or discussed with Attorney Mednick outside of the context of the proxy issue being a fairly minor one that could be addressed at a later date through the amendment clause. He stated that all other commentary by Attorney Mednick has been included into the Bylaws.

On a motion by David Cassetti, seconded by Chris Bielik, it was unanimously

VOTED: To accept the Draft Bylaws and agree to the staff suggestions that appear on the cover page of the Draft Bylaws.

Mr. Burns said the next item on the agenda that he would like to move forward was to have the nominating committee come forth with its recommendations.

Mr. Edelson stated that as part of the transitional formation committee, they suggested, he believed at the last meeting, although he said he might be mistaken about it, he thought they would serve as the interim nominating committee until the real NVCOG is set up January 1, rather than create another committee, as they were already reviewing things. So they had put together a slate that they recommended for consideration. At this point, Mr. Dunn noted a misspelling of his name on some paperwork that had been distributed.

Mr. Edelson said he had been excited that both Mayor O'Leary and Mayor Laretti had stepped forward and agreed to be Chair and Vice-Chair, as it sends a strong and positive message about the importance of the new Naugatuck Valley COG and the willingness of the whole region to work together. He said everyone on the list had been contacted and indicated their willingness to serve. Mr. Miller asked that the list be read for those on the phone.

Chairman	Neil O'Leary
Vice Chairman	Mark Lauretti
Treasurer	Tom Dunn
Secretary	Ken Cockayne

Six At-Large Members/Executive Committee:

Len Assard
Chris Bielik
Ed Edelson
Bob Mezzo
Kurt Miller
Ed Mone

Mr. Edelson said that originally they had said they would present a slate for consideration, and if anyone else would like to step forward that would be fine, he thought what had been said was that this would be voted on in December at the next meeting, but he thought Mr. Miller or Mr. Burns might like to say a word or two about it.

Mr. Burns said that since this is a new organization that is trying to be put together, there are some legal documents that need to be signed as the group goes forward, so they were hoping that, obviously, both co-chairs were saying if there are other nominations they would certainly be welcomed, but they would hope that the group would accept this recommendation from the nominating committee, and that they be voted effective today, but their new term would not actually begin until January 1.

Bill Butterly made a motion that the names be put forward today, and this was seconded by David Cassetti.

Mr. Edelson questioned that to be clear, they become effective January 1, but they can sign documents prior to that? Mr. Butterly asked how that would be done. Mr. Edelson said he guessed his question was whether this helped out. He stated there is continuity with the ten, and with Mr. Miller and him both willing to stay on the board as a whole. He stated he would be willing to work with the four executives to make sure the ball keeps going. He said it makes sense to have the names of the new people, and not two months later new signatures going around, but wanted to make sure everyone was comfortable with that.

Kevin DelGobbo said he thought that got back to the legal question, which he believed is that we are now operating under an MOU that was provided for under the statute and in which the organization is legally able to operate during the transition period, and that's the board that is currently constituted. Separate and apart from that, Mr. DelGobbo continued, will be the new organization starting January 1, and these would be the officers for that organization. He did not think that these officers would have any authority to act until January 1.

Samuel Gold said that Attorney Mednick had advised that an MOA runs until December 31, and then this board is empowered to make any decisions.

Bill Butterly asked whether he should withdraw the motion. Mr. Burns felt the motion could stand effective with the period of time being January 1 as we move forward.

Ken Cockayne asked whether staff could prepare a press release that could be sent to all the CEOs to use concerning the election of officers. Mr. Gold questioned if this should be done in December. Mr. Miller asked if the official vote would be taken in December or now, and Mr. Burns thought the vote should happen now and that a press release could be put out.

Mr. Edelson asked if there was any further discussion on the motion to basically elect the new executive board with their taking effect on January 1. There being none, the motion was unanimously VOTED.

Mr. Edelson said there would now be a return to the normal agenda, starting with Item 2, Approval of Minutes.

2. **Approval of the Minutes of the October 10, 2014 NVCOG TEC Meeting**

On a motion by Ed Mone, seconded by Jerry Sitko, it was unanimously VOTED: To approve the minutes of the October 10, 2014 NVCOG TEC meeting.

Rick Dunne noted a misspelling of his name on the top of page 5 of the minutes.

3. **Accept Hosting of the CNVR MPO from COGCNV effective January 1, 2015**

Ed Edelson said that as the consolidation path was started, he thought the idea was the MPOs would soon follow and be consolidated at least to follow our boundaries, and we would not see what's really happening here, where we're split between two MPOs, and he hopes that will still happen, but we're currently in a period where we have two MPOs working within one council of governments.

On a motion by Kevin DelGobbo, seconded by Tom Dunn, it was unanimously

VOTED: To accept the hosting of the Central Naugatuck Valley Region Metropolitan Planning Organization from the Council of Governments of the Central Naugatuck Valley effective January 1, 2015.

At this point, Ed Edelson asked it be noted for the record that Mayor Lauretti had joined the meeting.

4. **OPM Transit Orient Development Grant Application Endorsements**

- a. Waterbury
- b. Seymour
- c. Derby, Ansonia, Shelton joint application
- d. Naugatuck

On a motion by Jerry Sitko, seconded by Chris Bielik, it was unanimously

VOTED: To endorse the OPM Transit Orient Development Grant Applications of Waterbury; Seymour; Derby, Ansonia, Shelton joint application; and Naugatuck.

5. **NVCOG Formation Update**

(Text below reflects the order in which discussion took place.)

Mr. Edelson said the remaining formation items would now be discussed, as two of them had been dealt with already. Mr. Burns said one item being worked on is the expansion of the lease of this facility to include the front of the building. All the technical terms have been ironed out with the landlord and Attorney Mednick. There will be a meeting on Monday with the contractor and owners to discuss the renovations that need to be done and a schedule.

Mr. Burns then said he would be turning part of things over to Sean Kellerher to discuss the Code of Ethics and draft organizational chart, a copy of which he believed everyone had received, including the job descriptions. He said they had been presented to the HR committee and they had accepted it and agreed to forward that document to the finance committee. The only job description that is slightly different from what everyone had initially thought is that of the executive director. This job description is not a merging of that of the two organizations, but the actual description that was used in the advertising. He said interviews for the position are being held today and tomorrow.

When the new director is brought on board, by charge and by the Bylaws, he/she over a period of time will have the opportunity to suggest changes, if any, to the full board. He continued that the draft organization and job descriptions are being provided for information and are a basis for moving forward. Questions were welcomed.

Ed Mone asked if the organizational chart would be distributed to the membership at large. Mr. Burns thought they had been. Sean Kellerher said the chart and job descriptions had been distributed to the HR subcommittee. Mr. Burns said copies would be provided and Sean Kellerher said every member would have a copy this afternoon of the organizational chart, job descriptions and salary schedule, and it was now in draft form to be voted on by this committee at the December meeting.

Mr. Kellerher said Attorney Mednick had reviewed the Code of Ethics and his comments had been remarked upon concerning the Bylaws but was proving more difficult with the Code of Ethics. Attorney Mednick was providing additional assistance through documents he had drafted for other organizations and Mr. Kellerher said other documents had also been obtained. He expects that the members will have a copy of the new Code of Ethics prior to voting on them at the December meeting. It will address all Attorney Mednick's comments and concerns, including conflict of interest.

Mr. Burns distributed a copy of the auditor's report. Darin Offerdahl of MAWC, said his firm was asked for suggestions on how to combine two finance departments from two different entities to the new NVCOG, and how to set it up from a financial standpoint. He reviewed items contained in the report he had prepared entitled *Independent Accountant's Report on Applying Agreed-Upon Procedures*. He noted that Item 6 could not be completed at this time, and would take place once NVCOG actually has a budget.

Mr. Edelson suggested the meeting schedule now be discussed. He said that historically COGCNV has been meeting on the second Friday of the month. Valley COG had been meeting on the second Wednesday. He inquired if there were any problems with staying with the second Friday schedule as a working lunch. He also noted that historically the meetings had taken place in restaurants

throughout the region, but this had changed due to the number of administrative items that needed to be addressed this year.

Mr. Cassetti asked if attendance could be done via conference call. Mr. Burns said the answer was yes. Kevin DelGobbo said Mayor Chatfield had brought up the possibility of once again moving the location around the COG by having a host town. Mr. Lauretti said that Fridays at noon were difficult for him to attend. Mr. Mone suggested having the meetings earlier than noon. Joanne Pelton also would prefer a day other than Friday.

Mr. Edelson asked the members to send their preferences to Lauren Rizzo and asked her to consolidate the results.

6. MS4 Storm Sewer Permits – Upcoming Public Hearings

Aaron Budris reviewed the background concerning the CT Department of Energy and Environmental Protection's (DEEP) plans to re-issue the MS4 General Permit with modifications, as presented at earlier COG meetings. DEEP was petitioned by the Connecticut Conference of Municipalities (CCM) and Connecticut Fund for the Environment (CFE) to hold public hearings concerning the proposed permit modifications. The public hearing will take place on December 17. Mr. Budris suggested all municipalities send a representative to the public hearing. COG staff will review new information presented at the public hearing, will prepare general comments for the region, and will keep municipal CEOs informed of any developments. Discussion on the MS4 storm sewer permits took place, including input from Kevin Maloney of CCM.

7. Regional Performance Incentive Grant Proposals

Samuel Gold said four ideas had been discussed for the Regional Performance Incentive Grant Program (RPIP) – Regional Animal Shelter Management Plan and Final Design; Ansonia-Derby Wastewater Treatment Facility Interconnect Feasibility Study and Preliminary Design; Naugatuck Valley Regional Geographic Information Systems Upgrade; and the Senior Citizen Property Tax Loan Program Feasibility Study. If members have additional ideas or any objections, they should contact Rick Dunne or Sam Gold. RPIP applications are due to OPM on 12/31/14.

8. Regional Salt and Sand Bid

Aaron Budris said three responses had been received for this bid. Three municipalities had shown interest. Future bids of this nature may be pursued.

At this point, Mr. Burns said they had been hoping for the entire group to hear from Darlene Kish-Thomson of eBenefits Group about benefits to the merging of the two COGs, but they were going to pass this responsibility back to the HR and the Finance Committee and ask Mr. Kish-Thomson to make a second presentation, and that at next month's meeting, if not a special meeting, bring something forth to the full body. He apologized to Ms. Kish-Thomson, saying the meeting had been jam packed and several of the mayors and first selectmen needed to vacate to take on other tasks.

9. **Adjournment**

At 1:25 p.m., on a motion by Tom Dunn, seconded by Tom Galvin, it was unanimously

VOTED: To adjourn the meeting.

Respectfully submitted by
Lauren Rizzo
Administrative Assistant
for
Ken Cockayne
Secretary

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