



*“PENDING APPROVAL AT THE NEXT BOARD OF DIRECTOR’S MEETING”*

**SPECIAL MEETING OF THE**  
**GREATER NEW HAVEN WATER POLLUTION CONTROL AUTHORITY**  
**BOARD OF DIRECTORS**  
**CALLED BY THE CHAIRMAN OF THE BOARD**  
**THURSDAY, APRIL 30, 2015 6:00 P.M.**  
**260 EAST STREET**  
**NEW HAVEN, CONNECTICUT**

The special meeting of the Greater New Haven Water Pollution Control Authority was held April 30, 2015 at 6:00P.M. at the GNHWPCA office, 260 East Street, New Haven, CT in order to transact the following:

Chairman Paolillo called the meeting to order at 6:00 P.M.

Roll Call:

Director’s present: Director Joyce Alton, New Haven  
Director Michael Fimiani, New Haven  
Chairman Alphonse Paolillo, New Haven  
Director Clayton Williams, New Haven  
Director Anthony Criscuolo, East Haven  
Director Russell Cyr, Hamden  
Vice Chairman Stephen Mongillo, Hamden  
Director Jeffrey D. Ginzberg, Woodbridge

Director absent: Director Vincent Arpino, East Haven

Also present: Sidney J. Holbrook, Executive Director  
Gabriel Varca, Treasurer  
Gary Zrelak, Director of Operations  
Thomas Sgroi, Director of Engineering  
Mario Ricozzi, Manager of Design CSO, LTCP  
Glenn Santoro, Esq., Robinson & Cole LLP  
Deborah L. Torre, Secretary

1. Approval of minutes of April 14, 2015 – Regular Meeting.

Director Fimiani made the following motion:

**RESOLVED:** That the minutes of the April 14, 2015 Regular Meeting of the Board of Directors of the Authority are hereby adopted and approved in the

form attached hereto as the Exhibit to Agenda Item #1, any such changes, revisions or additions thereto having been noted to and by the Secretary of the Authority.

Director Alton seconded the motion.

Voice Vote: Unanimous

AYES

NAYES

ABSTENTIONS

Alton  
Criscuolo  
Cyr  
Fimiani  
Ginzberg  
Mongillo  
Paolillo  
Williams

2. Public participation relating to agenda items.

**No public present.**

3. Consideration and approval of a resolution authorizing the Executive Director, Sidney J. Holbrook, to negotiate, execute and deliver an asset purchase agreement by and among the Authority, the Town of Stratford and the Town of Stratford Water Pollution Control Authority to acquire substantially all of the wastewater system assets of the Town of Stratford.

Director Alton made the following motion:

**RESOLVED:** That the Asset Purchase Agreement by and among the Authority, the Town of Stratford and the Town of Stratford Water Pollution Control Authority pursuant to which the Authority will acquire substantially all of the wastewater system assets of the Town of Stratford, as further described in the Exhibit to Agenda Item #3, is hereby approved, and the Executive Director, Sidney J. Holbrook, be and hereby is authorized, empowered and directed, for and on behalf of the Authority, to negotiate, execute and deliver such agreement and any and all other agreements, instruments, documents, and certificates contemplated thereby or required in connection therewith, in each case, with such amendments, restatements, modifications and supplements thereto as may be approved by the Executive Director, such approval to be conclusively

evidenced by the Executive Director's execution and delivery thereof; and

**FURTHER RESOLVED:** that any and all actions heretofore or hereafter taken by the Executive Director or any other proper officer of the Authority in accordance with the preceding resolution is hereby approved, ratified and confirmed in all respects as the act and deed of the Authority.

Director Fimiani seconded the motion.

Final stages of the Asset Purchase Agreement have been approved by the towns of Hamden, East Haven and Stratford. Woodbridge will approve the agreement on May 13, 2015 and the GNHWPCA will meet with the City of New Haven's City Services and Environmental Policy Committee on May 12, 2015 before it goes to the Board of Aldermen.

The GNHWPCA will be purchasing \$62 million dollars of Assets for \$52 million dollars. The obligations include \$16 million dollars in new revenue bonds and the assumption of \$36 million dollars in CWF loans.

Also discussed for the record was the following information:

- No employees from Stratford will be negatively affected by the purchase. They can come to work at the GNHWPCA or move to another department in Stratford.
- There will be no increase in sludge coming into New Haven as a result of the partnership.
- There is no investigation from the EPA on the GNHWPCA/Stratford regionalization.

Vice Chairman Mongillo values the work that has been done for the asset purchase. He said we are well positioned to run this entity and is in favor of the acquisition. He also makes note that this topic was discussed several times in public session and the board has been involved in the discussion for several months.

Director Ginzberg asked what the second paragraph of the Resolve means, "actions heretofore" and "any other proper officer". The first refers to the escrow and the remediation of the agreement and the "other officer" refers to Gabe Varca, Director of Finance. Director Ginzberg also asked if the board would be voting tonight on the asset purchase agreement without all the changes being made to the agreement, Attorney Santoro said yes. Further negotiations to the Asset Purchase Agreement schedules and charges are to be made. The numbers we have now are estimates and ranges. We won't know the exact

numbers until all the phases are done. Some issues remain to be worked out in regards to environmental issues on the grounds of the Stratford WPCA which will have no effect on the current GNH rate payers.

Chairman Paolillo thanked the staff for the information that had been supplied to his constituents, communicating to them both the environmental and financial benefits. Our Director of Operations also addressed the residents' concerns regarding the incinerator and sludge.

Voice Vote: Unanimous

AYES

NAYES

ABSTENTIONS

Alton  
Criscuolo  
Cyr  
Fimiani  
Ginzberg  
Mongillo  
Paolillo  
Williams

4. Consideration and approval of a resolution adopting and approving the "Concurrent Ordinance Adding the Town of Stratford as a Constituent Municipality of the Greater New Haven Water Pollution Control Authority."

Director Williams made the motion:

**RESOLVED:** That the "Concurrent Ordinance Adding the Town of Stratford as a Constituent Municipality of the Greater New Haven Water Pollution Control Authority," as further described in the Exhibit to Agenda Item #4, is hereby adopted and approved by the Authority, subject to and conditioned upon the adoption thereof by each constituent municipality of the Authority.

Director Alton seconded the motion.

The Greater New Haven Water Pollution Control Authority was formed in 2005, adopted by the City of New Haven and the Towns of East Haven, Hamden and Woodbridge. New Haven, East Haven, Hamden and Woodridge have to adopt and approve the addition of Stratford for the deal to occur.

Voice Vote: Unanimous

AYES

NAYES

ABSTENTIONS

Alton  
Criscuolo

Cyr  
Fimiani  
Ginzberg  
Mongillo  
Paolillo  
Williams

5. Discussion of amendments to certain sections of the Sewer Ordinance.  
Adding the Town of Stratford into the Sewer Ordinance.

**No votes taken.**

6. Consideration and approval of amendments to certain sections of the Authority Bylaws.

Director Williams made the following motion:

**RESOLVED:** That the amendments to certain sections of the Authority's Bylaws, as provided in the Exhibit to Agenda Item #6, are, to be effective as of July 1, 2015 subject to the closing of the transactions contemplated by the Asset Purchase Agreement by and among the Authority, the Town of Stratford and the Town of Stratford Water Pollution Control Authority, hereby adopted and approved in all respects.

Vice Chairman Mongillo seconded the motion.

The amendments to certain sections of the Authority's Bylaws will incorporate the Town of Stratford and add two new board members. Stratford has signed off on the Bylaws. The Bylaws are to be adopted now, so by July 1, 2015 the GNHWPCA can operate properly.

Voice Vote: Unanimous

AYES

NAYES

ABSTENTIONS

Alton  
Criscuolo  
Cyr  
Fimiani  
Ginzberg  
Mongillo  
Paolillo  
Williams

7. Consideration and approval of a resolution entitled, "Resolution Appropriating \$16,000,000 for the Acquisition of the Wastewater System Assets of the Town of

Stratford, Connecticut and for Various Capital Improvement Projects and Authorizing the Issuance and Sale of an Amount Not to Exceed \$16,000,000 Greater New Haven Water Pollution Control Authority Revenue Bonds to Meet Said Appropriations”.

Director Fimiani made the following motion.

**RESOLVED:** That the resolution entitled “Resolution Appropriating \$16,000,000 for the Acquisition of the Wastewater System Assets of the Town of Stratford, Connecticut and for Various Capital Improvement Projects and Authorizing the Issuance and Sale of an Amount Not to Exceed \$16,000,000 Greater New Haven Water Pollution Control Authority Revenue Bonds to Meet Said Appropriations,” attached hereto as the Exhibit to Agenda Item #7, is hereby adopted and approved by the Authority.

Director Williams seconded the motion.

The closing for the acquisition of the wastewater system assets of the Town of Stratford will be June 30, 2015, with the GNH taking over the operations beginning July 1, 2015. All necessary actions have been taken that are required regarding revenue bonds, discussion with analysts and presentation of transactions and benefits for the regional expansion.

Voice Vote: Unanimous

AYES

NAYES

ABSTENTIONS

Alton  
Criscuolo  
Cyr  
Fimiani  
Ginzberg  
Mongillo  
Paolillo  
Williams

8. Consideration and approval of a resolution approving the amendment of the resolution approved by the Board on January 13, 2015, authorizing the Authority to bid and award an agreement related to the relocation of the electrical panel and system which serves the Main Street Pump Station to provide for a \$42,740.00 aggregate increase in the expenditures related thereto, for a revised total project cost from \$126,000.00 to a not to exceed revised amount of

\$168,740.00.

Director Alton made the following motion:

**RESOLVED:** That amendment of that certain resolution approved by the Board on January 13, 2015 authorizing the Authority to bid and award an agreement for services related to the relocation of the electrical panel and system which serves the Main Street Pump Station, as required to accommodate State Project 43-128, to provide for a \$42,740.00 aggregate increase in the expenditures related thereto, for a revised total project cost from \$126,000.00 to not to exceed revised amount of \$168,740.00, is hereby approved, and the Executive Director, Sidney J. Holbrook, is hereby authorized, empowered and Directed, for and on behalf of the Authority, to negotiate, execute and deliver such agreement and any and all reasonable and necessary documents in furtherance thereof.

Director Cyr seconded the motion.

This DOT project RT1, RT 100, Main Street Pump Station, electrical panel relocation in East Haven, was pre-approved with an estimated project construction cost amount back on January 13, 2015. There has been an increase in expenditures that now requires a need for additional money be approved for the project.

Voice Vote: Unanimous

AYES

NAYES

ABSTENTIONS

Alton  
Criscuolo  
Cyr  
Fimiani  
Ginzberg  
Mongillo  
Paolillo  
Williams

9. Executive summary and department updates and presentations.

Executive Director Sidney J. Holbrook thanks the board for approving the Asset Purchase Agreement.

- Consent Order - Letter to EPA- 2 Logos noted, DEEP partnering with GNHWPCA. Discussion at the May meeting, vote on it at the June

meeting. Discussion on EPA Consent Order to take place in June. Vote to take place in July.

- Washington DC – NEWEA , Tom Sgroi, Director of Engineering, representing NEWEA and the GNHWPCA.
- Mr. Charles Patterson Jr., Hamden resident- reimbursement Board agrees.

10. Call to the public.

**No public present.**

11. Adjournment.

There being no further business, a motion was made by Director Williams, seconded by Director Alton and the motion passed unanimously. The meeting adjourned at 7:00 P.M.

Respectfully submitted

Deborah L. Torre  
Secretary