



REGULAR MEETING OF THE
GREATER NEW HAVEN WATER POLLUTION CONTROL AUTHORITY
BOARD OF DIRECTORS
WEDNESDAY, JANUARY 12, 2022 6:00 P.M.
260 EAST STREET
NEW HAVEN, CONNECTICUT

AGENDA

1. Approval of minutes of December 8, 2021 – Special Meeting.
2. Public participation relating to agenda items.
- 3 A. Election of Chairman of the Board.
- 3 B. Election of Vice Chairman of the Board.
- 3 C. Appointment of Treasurer.
- 3 D. Appointment of Secretary.
4. Consideration and approval of a resolution authorizing the Executive Director, Sidney J. Holbrook, to negotiate, execute and deliver an agreement with Arcadis U.S., Inc. and O'Neil Accounting & Consulting, LLC for services relating to the preparation of a Cost of Service Study, for an aggregate amount not to exceed \$32,000.00.
5. Executive Session pursuant to Section 1-200(6)(A); Section 1-200(6)(D), Section 1-210(b)(7); and Section 1-225(f) of the General Statutes of Connecticut for the purpose of discussing the appointment, employment, performance, and/or evaluation of the Executive Director, Sidney J. Holbrook; and the purchase of real estate by the Authority, respectively.
6. Consideration and approval of a resolution authorizing the Chairman of the Board of Directors to negotiate, execute and deliver a letter agreement extending the term of the Employment Agreement with Sidney J. Holbrook, the Executive Director of the Authority.
7. Executive summary and department updates and presentations.

8. Consideration and approval, as necessary, of any other new business of the Authority.
9. Call to the public.
10. Adjournment.



RSM US LLP

December 22, 2021

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Board of Directors
Greater New Haven Water Pollution Control Authority
New Haven, Connecticut

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Attention: Board of Directors,

This letter is to inform the Board of Directors of Greater New Haven Water Pollution Control Authority (the Authority) about significant matters related to the conduct of our audit as of and for the year ended June 30, 2021, so that it can appropriately discharge its oversight responsibility and we comply with our professional responsibilities.

Generally accepted auditing standards (AU-C 260, *The Auditor's Communication With Those Charged With Governance*) require the auditor to promote effective two-way communication between the auditor and those charged with governance. Consistent with this requirement, the following summarizes our responsibilities regarding the financial statement audit as well as observations arising from our audit that are significant and relevant to your responsibility to oversee the financial reporting process.

Our Responsibilities With Regard to the Financial Statement Audit

Our responsibility under auditing standards generally accepted in the United States of America and *Government Auditing Standards* issued by the Comptroller General of the United States have been described to you in our arrangement letter dated July 21, 2021. The audit of the financial statements does not relieve management or those charged with governance of their responsibilities, which are also described in that letter.

Overview of the Planned Scope and Timing of the Financial Statement Audit

We have issued a separate communication dated September 27, 2021 regarding the planned scope and timing of our audit.

Significant Accounting Practices, Including Policies, Estimates and Disclosures

In our meeting with you, we will discuss our views about the qualitative aspects of Greater New Haven Water Pollution Control Authority's significant accounting practices, including accounting policies, accounting estimates and financial statement disclosures. The following is a list of the matters that will be discussed, including the significant estimates, which you may wish to monitor for your oversight responsibilities of the financial reporting process:

- Significant Estimates
 - o Allowance for Doubtful Accounts
 - o Depreciation Useful Life of Capital Assets
 - o Cost Sharing Plan/Assumptions

Audit Adjustments and Uncorrected Misstatements

We are not aware of any uncorrected misstatements other than misstatements that are clearly trivial.

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Greater New Haven Water Pollution Control Authority
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There were no audit adjustments made to the trial balances presented to us to begin our audit.

Consultation With Other Accountants

We are not aware of any consultations management had with other accountants about accounting or auditing matters.

Management Representations

Attached is a copy of the management representation letter.

Closing

We will be pleased to respond to any questions you have about the foregoing. We appreciate the opportunity to continue to be of service Greater New Haven Water Pollution Control Authority.

This report is intended solely for the information and use of the Board of Directors and management and is not intended to be, and should not be, used by anyone other than this specified parties.

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Greater New Haven Water Pollution Control Authority

260 East Street New Haven, CT 06511 203 466 5280 p 203 772 1586 f www.gnhwpc.com

December 22, 2021

RSM US LLP
225 Asylum Street
Hartford, CT 06103

This representation letter is provided in connection with your audits of the basic financial statements of The Greater New Haven Pollution Authority as of and for the years ended June 30, 2021 and 2020 for the purpose of expressing an opinion on whether the financial statements are presented fairly, in all material respects, in accordance with accounting principles generally accepted in the United States of America (U.S. GAAP).

We confirm, to the best of our knowledge and belief, that as of December 21, 2021:

Financial Statements

1. We have fulfilled our responsibilities, as set out in the terms of the audit arrangement letter dated July 21, 2021, for the preparation and fair presentation of the financial statements referred to above in accordance with U.S. GAAP.
2. We acknowledge our responsibility for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.
3. We acknowledge our responsibility for the design, implementation and maintenance of internal control to prevent and detect fraud.
4. Significant assumptions used by us in making accounting estimates, including those measured at fair value, are reasonable and reflect our judgment based on our knowledge and experience about past and current events, and our assumptions about conditions we expect to exist and courses of action we expect to take.
5. Related-party transactions have been recorded in accordance with the economic substance of the transaction and appropriately accounted for and disclosed in accordance with the requirements of U.S. GAAP.
6. With respect to drafting the financial statements services performed in the course of the audit:
 - a. We have made all management decisions and performed all management functions;
 - b. We assigned an appropriate individual to oversee the services;
 - c. We evaluated the adequacy and results of the services performed and made an informed judgment on the results of the services performed;
 - d. We have accepted responsibility for the results of the services; and
 - e. We have accepted responsibility for all significant judgments and decisions that were made.

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7. All events subsequent to the date of the financial statements, and for which U.S. GAAP requires adjustment or disclosure, have been adjusted or disclosed.
8. The effects of all known actual or possible litigation and claims have been accounted for and disclosed in accordance with U.S. GAAP.
9. The GNHWPCA is a defendant in various litigation, principally involving property damage and other miscellaneous claims. Based upon the advice of legal counsel, management believes that the ultimate resolution of these matters will not have a material adverse effect on the financial condition or the results of operations of the GNHWPCA.
10. There are no unasserted claims or assessments that our lawyer has advised us are probable of assertion and must be disclosed in accordance with Statement of Financial Accounting Standards No. 5 and/or GASB Statement No. 10.
11. There are no claims that have exceeded coverage amounts in the last three fiscal years.
12. There are various lawsuits and claims pending against the Authority, the ultimate effect of which, if any, cannot presently be determined; however, the ultimate resolution of these matters is not expected to have a material adverse effect on the financial condition of the Authority.
13. We have no direct or indirect legal or moral obligation for any debt of any organization, public or private, or to special assessment bond holders, that is not disclosed in the financial statements.
14. We have complied with all aspects of laws, regulations and provisions of contracts and agreements that would have a material effect on the financial statements in the event of noncompliance.
15. We have no knowledge of any uncorrected misstatements in the financial statements.

Information Provided

16. We have provided you with:
 - a. Access to all information of which we are aware that is relevant to the preparation and fair presentation of the financial statements such as records, documentation and other matters.
 - b. Additional information that you have requested from us for the purpose of the audits;
 - c. Unrestricted access to persons within the entity from whom you determined it necessary to obtain audit evidence.; and
 - d. Minutes of the meetings of the governing board and committees, or summaries of actions of recent meetings for which minutes have not yet been prepared.
17. All transactions have been recorded in the accounting records and are reflected in the financial statements.
18. We have disclosed to you the results of our assessment of risk that the financial statements may be materially misstated as a result of fraud.
19. It is our responsibility to establish and maintain internal control over financial reporting. One of the components of internal control is risk assessment. We hereby represent that our risk assessment

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process includes identification and assessment of risks of material misstatement due to fraud. We have shared with you our fraud risk assessment, including a description of the risks, our assessment of the magnitude and likelihood of misstatements arising from those risks, and the controls that we have designed and implemented in response to those risks.

20. We have no knowledge of allegations of fraud or suspected fraud affecting the entity's financial statements involving:
 - a. Management.
 - b. Employees who have significant roles in internal control.
 - c. Others where the fraud could have a material effect on the financial statements.
21. We have no knowledge of any allegations of fraud or suspected fraud affecting the entity's financial statements received in communications from employees, former employees, analysts, regulators, short sellers or others.
22. We have no knowledge of noncompliance or suspected noncompliance with laws and regulations whose effects were considered when preparing financial statements.
23. We have disclosed to you all known actual or possible litigation and claims whose effects should be considered when preparing the financial statements.
24. We have disclosed to you the identity of the entity's related parties and all the related-party relationships and transactions of which we are aware.
25. We maintain commercial insurance for various risks of loss related to torts; theft of, damage to, and destruction of assets; errors and omissions; injuries to employees; and natural disasters. Claims have not exceeded coverage amounts in the last three fiscal years.
26. We are aware of no significant deficiencies, including material weaknesses, in the design or operation of internal controls that could adversely affect the Authority's ability to record, process, summarize and report financial data.
27. We are aware of no communications from regulatory agencies concerning noncompliance with, or deficiencies in, financial reporting practices.
28. During your audits, you may have accumulated records containing data that should be reflected in our books and records. All such data have been so reflected. Accordingly, copies of such records in your possession are no longer needed by us.

Supplementary Information

29. With respect to supplementary information presented in relation to the financial statements as a whole:
 - a. We acknowledge our responsibility for the presentation of such information.
 - b. We believe such information, including its form and content, is fairly presented in accordance with U.S. GAAP.

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- c. The methods of measurement or presentation have not changed from those used in the prior period.
 - d. There are not underlying significant assumptions or interpretations regarding the measurements or presentation of such information.
 - e. When supplementary information is not presented with the audited financial statements, we will make the audited financial statements readily available to the intended users of the supplementary information no later than the date of issuance of the supplementary information and the auditor's report thereon.
30. With respect to the Required Supplementary Information and management discussion and analysis as listed in the table of contents presented as required by the Governmental Accounting Standards Board to supplement the basic financial statements:
- a. We acknowledge our responsibility for the presentation of such required supplementary information.
 - b. We believe such required supplementary information is measured and presented in accordance with guidelines prescribed by U.S. GAAP.
 - c. The methods of measurement or presentation have not changed from those used in the prior period.
 - d. There are no underlying significant assumptions or interpretations regarding the measurement or presentation of such information.
31. We believe that the information obtained from the audited financial statements of and other participant information provided by the Connecticut Municipal Employees' Retirement System (CMERS), are appropriate in the circumstances. We did not give instructions, or cause any instructions to be given, to the Plan or its auditor in an attempt to bias their work, and we are not otherwise aware of any matters that have had an impact on the independence or objectivity of the Plan or its auditor.

Compliance Considerations

In connection with your audit conducted in accordance with *Government Auditing Standards*, we confirm that management:

- 32. Is responsible for the preparation and fair presentation of the financial statements in accordance with the applicable financial reporting framework.
- 33. Is responsible for compliance with the laws, regulations and provisions of contracts and grant agreements applicable to the auditee.
- 34. Is not aware of any instances of identified and suspected fraud and noncompliance with provisions of laws, regulations, contracts, and grant agreements that have a material effect on the financial statements.
- 35. Is responsible for the design, implementation and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

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36. Acknowledges its responsibility for the design, implementation and maintenance of internal controls to prevent and detect fraud.
37. Has a process to track the status of audit findings and recommendations.
38. Is not aware of any investigations or legal proceedings that have been initiated with respect to the period under audit.
39. Has provided views on the auditor's reported findings, conclusions and recommendations for the report.
40. Acknowledges its responsibilities as it relates to nonaudit services performed by the auditor, including that it assumes all management responsibilities; that it oversees the services by designating an individual, preferably within senior management, who possesses suitable skill, knowledge or experience; that it evaluates the adequacy and results of the services performed; and that it accepts responsibility for the results of the services.

In connection with your audit of federal awards conducted in accordance with Subpart F of Title 2 U.S. Code of Federal Regulations (CFR) Part 200, *Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Uniform Guidance) and State of Connecticut Single Audit Act, we confirm:

41. Management is responsible for complying, and has complied, with the requirements of Uniform Guidance and State of Connecticut Single Audit Act.
42. Management is responsible for understanding and complying with federal statutes, regulations, and the terms and conditions of federal awards related to each of its federal and state programs.
43. Management is responsible for establishing and maintaining, and has established and maintained, effective internal control over compliance for federal and state programs that provides reasonable assurance that the auditee is managing federal awards in compliance with federal and state statutes, regulations, and the terms and conditions of the federal and state award that could have a material effect on its federal and state programs.
44. Management is responsible for the preparation of the schedule of expenditures of federal and state awards, acknowledges and understands its responsibility for the presentation of the schedule of expenditures of federal and state awards in accordance with the Uniform Guidance; believes the schedule of expenditures of federal awards, including its form and content, is fairly presented in accordance with the Uniform Guidance State of Connecticut Single Audit Act; asserts that methods of measurement or presentation have not changed from those used in the prior period, or if the methods of measurement or presentation have changed, the reasons for such changes have been communicated; and is responsible for any significant assumptions or interpretations underlying the measurement or presentation of the schedule of expenditures of federal and state awards.
45. Management will make the audited financial statements readily available to the intended users of the schedule no later than the issuance date by the entity of the schedule of expenditures of federal and state awards and the auditor's report thereon.
46. Management has identified and disclosed all of its government programs and related activities subject to the Uniform Guidance State of Connecticut Single Audit Act compliance audit.

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47. Management has identified and disclosed to the auditor the requirements of federal and state statutes, regulations, and the terms and conditions of federal and state awards that are considered to have a direct and material effect on each major program.
48. Management has made available all federal and state awards (including amendments, if any) and any other correspondence relevant to federal and state programs and related activities that have taken place with federal and state agencies or pass-through entities.
49. Management has identified and disclosed to the auditor all amounts questioned and all known noncompliance with the direct and material compliance requirements of federal and state awards or stated that there was no such noncompliance.
50. Management believes that the auditee has complied with the direct and material compliance requirements.
51. Management has made available all documentation related to compliance with the direct and material compliance requirements, including information related to federal and state program financial reports and claims for advances and reimbursements.
52. Management is aware of no communications from federal and state awarding agencies and pass-through entities concerning possible noncompliance with the direct and material compliance requirements, including communications received from the end of the period covered by the compliance audit to the date of the auditor's report.
53. There are no findings and related corrective actions taken for previous audits, attestation engagements, and internal or external monitoring that directly relate to the objectives of the compliance audit, including findings received and corrective actions taken from the end of the period covered by the compliance audit to the date of the auditor's report.
54. Management is responsible for taking corrective action on audit findings of the compliance audit that meets the requirements of the Uniform Guidance State of Connecticut Single Audit Act.
55. There are no subsequent events that provide additional evidence with respect to conditions that existed at the end of the reporting period that affect noncompliance during the reporting period.
56. Management has disclosed all known noncompliance with direct and material compliance requirements occurring subsequent to the period covered by the auditor's report or stated that there were no such known instances.
57. Management has disclosed whether any changes in internal control over compliance or other factors that might significantly affect internal control, including any corrective action taken by management with regard to significant deficiencies and material weaknesses in internal control over compliance, have occurred subsequent to the period covered by the auditor's report.
58. Federal and state program financial reports and claims for advances and reimbursements are supported by the books and records from which the basic financial statements have been prepared.
59. The copies of federal and state program financial reports provided to the auditor are true copies of the reports submitted, or electronically transmitted, to the federal agency or pass-through entity, as applicable.

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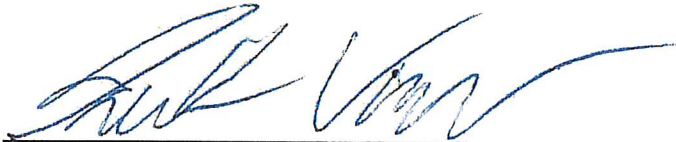
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60. Management has monitored subrecipients to determine that they have expended subawards in compliance with federal statutes, regulations, and the terms and conditions of the subaward and have met the other pass-through entity requirements of the Uniform Guidance.
61. Management has considered the results of subrecipient monitoring and audits, and has made any necessary adjustments to the auditee's own books and records.
62. Management has charged costs to federal and state awards in accordance with applicable cost principles.
63. The reporting package does not contain protected personally identifiable information.
64. Management has accurately completed the appropriate sections of the data collection form.
65. Management has disclosed all contracts or other agreements with service organizations.

Greater New Haven Water Pollution Control Authority



Mr. Sidney Holbrook,
Executive Director

Mr. Gabriel Varca,
Director of Finance and Administration



Greater New Haven Water Pollution Control Authority

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January __, 2022

Sidney J. Holbrook
455 Essex Road
Westbrook, Connecticut 06498

Re: Employment Agreement

Dear Sidney:

The Board of Directors of the Greater New Haven Water Pollution Control Authority (the “Authority”) has determined on this date, pursuant to Section 2(b) of the Employment Agreement, dated as of December 8, 2009, between you and the Authority (the “Employment Agreement”), that your employment with the Authority will be extended for an additional two-year period beyond the current Termination Date (as defined in the Employment Agreement), which, pursuant to our letter agreement dated on or about December 11, 2018, expired as of December 7, 2021. The parties hereto acknowledge and waive the notice requirements, pursuant to Section 2(c) of the Employment Agreement, and agree that the revised Termination Date shall now be December 7, 2023. The Board of Directors has determined that no other conditions apply to this extension.

Furthermore, pursuant to Section 4(a) of the Employment Agreement, the Board of Directors has determined that your annual adjustment in salary shall be increased by ____% per annum effective as of January 1, 2022.

All terms of the Employment Agreement shall remain in full force and effect and shall not be deemed amended by this letter. Please acknowledge your receipt of this letter by signing where indicated below.

Yours Very Truly,

GREATER NEW HAVEN WATER
POLLUTION CONTROL AUTHORITY

By: _____
Name:
Its: Chairman, Board of Directors

Acknowledged:

Sidney J. Holbrook