

OLD COLONY BEACH CLUB ASSOCIATION  
SPECIAL MEETING  
SATURDAY, JULY 14, 2012  
SHORELINE COMMUNITY CENTER, 39 HARTFORD AVE., OLD LYME, CT

Doug Whalen, Chairperson, called the meeting to order at 12:04 pm. Doug Whalen, serving as Meeting Moderator, read the following "Call to Meeting:"

All members entitled to vote at meetings of The Old Colony Beach Club Association are hereby warned that a Special Meeting will be held at the Shoreline Community Center, 39 Hartford Avenue, Old Lyme, Connecticut on Saturday, July 14, 2012 at 12:00 noon to consider and act upon the following item:

1. To consider and act upon a resolution entitled "Resolution Appropriating \$11,000,000 For The Planning, Acquisition, Design And Construction Of A Sanitary Sewer System To Serve The Old Colony Beach Club Association And Authorizing The Issuance Of \$11,000,000 Clean Water Fund Obligations Of The Old Colony Beach Club Association To Meet Said Appropriation".

Copies of said resolution are on file and open to the public at the residence of Richard Kingston, Clerk, The Old Colony Beach Club Association, 12 Old Colony Road, Old Lyme, Connecticut.

The Meeting Moderator stated that this notice had been placed in The New London Day and posted on all OCB bulletin boards and, as a result, the Board has met all of the requirements for a Special Meeting. *{This notice was also mailed to the home address for the first listed owner of each OCBCA property}* The Association Secretary, Richard Kingston, verified the presence of a quorum consisting of at least 50 members of the Association. The Meeting Moderator appointed Karen Kingston and Marie Whalen as Checkers and Tellers for the vote to be taken. The Meeting Moderator then read the Bond Resolution (Attachment A).

The Meeting Moderator informed the membership that the first payment from individual homeowners would not be due until the project is completed. OCBCA is currently in year two of a five year project. The next three years will be dedicated to design and construction. An optimistic projection is that actual construction would begin September 2014. Robert Sculley, engineer supervisor from the state Department of Public Health (DPH), has informed the Board that if sewers should become available there would be no public health code restriction for seasonal to year round conversion of homes.

**Joel Weisman of 60 Gorton Avenue made the motion to approve the resolution as it appears in #1 above. The motion was seconded by Andrew Labrot of 29 Old Colony Road.** Discussion followed. Leonard Gregorian asked that the Association By-Laws be revisited at the September Semi-Annual Membership Meeting to return the bonding authority from 20 to 2 ½ per cent. Nicholas DiCorleto asked about the financial involvement of DEEP. The Meeting Moderator responded that the DEEP would provide a \$2.249 million grant. The remainder of the cost would be paid back by OCBCA residents over twenty years at two percent interest. Larry LaPilla asked if the amount due could be paid all at once by the homeowner rather than over twenty years. The WPCA will get the answer to that question from DEEP. Joe Frutuoso asked about the possibility of burying electrical cables when the sewers are being installed. The Moderator stated that although we have received preliminary information that that may be quite expensive the Board will continue to explore this option and present the results to the membership. Nick DiCorleto asked how often the sewer assessment payments would be made. Frank Noe offered Point of Woods' current practice of billing the residents for the sewer assessment twice a year and making the bond payments once a year. William Diefenbacher asked whether the connection fee would be an additional fee. The answer to this question is yes although the manner of connection will be determined by the OCBCA Water Pollution Control Authority (WPCA) in the future. Frank Noe, co-chairman of

OLD COLONY BEACH CLUB ASSOCIATION  
SPECIAL MEETING  
Saturday, July 14, 2012

Ground Water Study subcommittee, spoke about funding available from the state Department of Energy and Environmental Protection (DEEP) to assist with this project. Joan Byer spoke in favor of the Resolution. Joel Zimmerman asked whether the funds from DEEP were a loan or a grant. The Meeting Moderator responded that the amount available was a grant. Joel Weisman called the motion. The Meeting Moderator explained that marking an X or a check in the box marked YES you are voting to approve the \$11,000,000 bond. If you are not in favor of the bond you should mark an X or a check in the box marked NO.

After the vote the Meeting Moderator announced the results of the secret ballot. **The YES vote was 147 and the No vote was 15. The motion to approve the Resolution carried.**

A motion (Joel Weisman/Frank Nicotera) to adjourn at approximately 12:45 was made and seconded by acclamation.

Minutes recorded by:  
Richard Kingston, Clerk

OLD COLONY BEACH CLUB ASSOCIATION  
SPECIAL MEETING  
Saturday, July 14, 2012

**ATTACHMENT A:**

RESOLUTION APPROPRIATING \$11,000,000 FOR THE PLANNING, ACQUISITION, DESIGN AND CONSTRUCTION OF A SANITARY SEWER SYSTEM TO SERVE THE OLD COLONY BEACH CLUB ASSOCIATION AND AUTHORIZING THE ISSUANCE OF \$11,000,000 CLEAN WATER FUND OBLIGATIONS OF THE OLD COLONY BEACH CLUB ASSOCIATION TO MEET SAID APPROPRIATION

**RESOLVED:**

Section 1. The sum of \$11,000,000 is appropriated for the planning, acquisition, design and construction of a sanitary sewer system to serve The Old Colony Beach Club Association in the Town of Old Lyme, Connecticut (the "Association"), including, but not limited to, connection fees for the conveyance of sewage to an existing regional sewerage facility and all costs associated with connecting to said regional sewerage facility, pump stations, acquisition of real property as may be required for the project, engineering, land surveying, geophysical studies, rights of way and easements, storm drainage improvements, road reconstruction, and all other tasks related to the planning, acquisition, design and construction of said project, all to be completed in substantial accordance with plans and specifications as outlined in that certain study entitled "Wastewater Management Plan, The Old Colony Beach Club Association, Old Lyme, Connecticut," dated October, 2011, as it may be amended from time to time, prepared by RFP Engineering, LLC, 59 Hudson Road, Bangor, Maine 04401, and as it may be amended from time to time by Fuss & O'Neil, 146 Hartford Road, Manchester, Connecticut 06040, and for administrative, printing, legal and financing costs related thereto, said appropriation to be inclusive of any and all State and Federal grants-in-aid less defrayment of any sewer project costs paid by The Old Lyme Shores Beach Association thereof (collectively, the "Project").

Section 2. The Chairman is authorized in the name and on behalf of the Association to apply for and accept any and all Federal and State loans and/or grants-in-aid of the Project and is further authorized to expend said funds in accordance with the terms hereof and in connection therewith to contract in the name of the Association with engineers, contractors, attorneys and others. To meet any portion of the costs of the Project determined by the State of Connecticut Department of Energy and Environmental Protection to be eligible for funding under Section 22a-475 et seq. of the Connecticut General Statutes, as the same may be amended from time to time (collectively, the "Clean Water Fund Program"), the Association is authorized and may issue interim funding obligations in anticipation of project loan obligations and project loan obligations ("Clean Water Fund Obligations") in an aggregate amount not to exceed \$11,000,000 and in such denominations as the Chairman and Treasurer shall determine. Clean Water Fund Obligations, Project Loan and Grant Agreements under the Clean Water Fund Program, and any other instruments, agreements or certificates under the Clean Water Fund Program shall be executed in the name and on behalf of the Association by the manual or facsimile signatures of the Chairman and Treasurer, and bear the Association seal or a facsimile thereof. The aggregate principal amount of the Clean Water Fund Obligations to be issued, the dated date, final maturity, rate or rates of interest, the date, time of issue and sale and all other terms, details and particulars of such Clean Water Fund Obligations, subject to the provisions of the Clean Water Fund Program, shall be determined by the Chairman and Treasurer. Said Clean Water Fund Obligations may be secured as to both principal and interest by (a) the full faith and credit of the Association, (b) a pledge of revenues to be derived from the project, including, without limitation, sewerage system use charges, sewerage system connection charges and sewerage system benefit assessments, or any combination thereof, or (c) a pledge of revenues to be derived from the Project, including, without limitation, sewerage system use charges, sewerage system connection charges and sewerage system benefit assessments, or any combination thereof, and also by the full faith and credit of the Association. Each of the Clean Water Fund Obligations shall recite that every requirement of law relating to its issue has been duly complied with, that such obligation is within every debt and other limit prescribed by law, and that

OLD COLONY BEACH CLUB ASSOCIATION  
SPECIAL MEETING  
Saturday, July 14, 2012

either (a) the full faith and credit of the Association, or (b) a pledge of revenues to be derived from the Project, including, without limitation, sewerage system use charges, sewerage system connection charges and sewerage system benefit assessments, or any combination thereof, or (c) a pledge of revenues to be derived from the Project, including, without limitation, sewerage system use charges, sewerage system connection charges and sewerage system benefit assessments, or any combination thereof, and also the full faith and credit of the Association are pledged to the payment of the principal thereof and the interest thereon.

Section 3. The Association hereby expresses its official intent pursuant to §1.150-2 of the Federal Income Tax Regulations, Title 26 (the "Regulations"), to reimburse expenditures paid sixty days prior to and anytime after the date of passage of this resolution in the maximum amount and for the Project defined in Section 1 with the proceeds of Clean Water Fund Obligations authorized to be issued by the Association. The Clean Water Fund Obligations shall be issued to reimburse such expenditures not later than 18 months after the later of the date of the expenditure or the substantial completion of the Project, or such later date the Regulations may authorize. The Association hereby certifies that the intention to reimburse as expressed herein is based upon its reasonable expectations as of this date. The Chairman or his designee is authorized to pay project expenses in accordance herewith pending the issuance of Clean Water Fund Obligations.

Section 4. The Chairman is hereby authorized, empowered and directed in the name and on behalf of the Association to execute and deliver such other instruments, documents and agreements and to take such other and further action, as he shall deem necessary, appropriate or desirable to carry out the purpose and intent of the foregoing resolutions and to effectuate the transactions contemplated hereby.