

September 9, 2020

**Old Colony Beach Club Association Board of Governors Meeting
Remote Meeting Hosted with Zoom**

The meeting was called to order at 6:30 PM by the Board Chair, Douglas Whalen. Board members attended by means of Zoom videoconference software.

ATTENDANCE: Members present- Janet Montano, Nancy Zimmerman, Lester Webb, Steve Humes, Rich Kingston and Doug Whalen.

Member absent – Gavin Cartiera

Members of the Public: Harvey Schiller, Jim Fazzino, and Joe Frutuoso (joined meeting in progress).

Approval of 8/12/2020 Board of Governors Meeting Minutes: A motion was made (Zimmerman/Webb) to approve the August 12, 2020 Board of Governors Meeting minutes. Janet noted that on page 2 of the minutes in the Public Works section the word “not” should be removed from the sentence, “Lester suggested that members leaving the beach should (not) take their beach passes with them.” There was no other corrections. The motion passed unanimously.

Treasurers Report (Janet Montano): Janet presented the Treasurers Summary for the period ending July 31, 2020 (Attachment 1). A motion (Kingston/Humes) was made to accept the Treasurers Summary. There was no discussion. The motion passed unanimously.

Action Items Update: Rich reported that there were three outstanding Action Item. The pending Item#69 was regarding Doug directing the Association’s attorney to send a letter to the homeowner of 19 Hartung Place instructing them to take action to correct a trespass on Association property. Doug stated that the attorney was in the process of creating this letter and that the attorney would send a draft of this letter to all Board members sometime this week. The next pending item was #70 asking Gavin and Rich to review the current list of fines to see if additional infractions with an appropriate fine need to be added to this list. Rich stated and he and Gavin would be working on this task over the winter. The last item on the list was #71 regarding Doug sending a letter to the residents of the east side of Swan Avenue asking them for donation. Doug stated that item has been completed. Janet reported that six (6) people have donated a total of \$475.

Committee Reports-

Chairman's Report (Doug Whalen): Doug reviewed his Chairman's report for this meeting (Attachment 2).

Clerk's Report (Rich Kingston): Rich reported that he had cancelled the reservation for the Shoreline Church for the September 12 General Membership meeting as the meeting will be held outside at the volleyball court on the beach instead. Rich asked Doug about the Covid-19 arrangements for this meeting. Doug stated that chairs will be placed six feet apart and that face masks will be required. Nancy was concerned about what to do about seating if the eighty (80) rented chairs are not enough. Doug will check with Brian Cutler from the Synagogue about borrowing additional chairs if necessary.

Tax Collector (Nancy Zimmerman): Nancy reported that as of today, September 9, \$161,723.04 has been collected in taxes and late fees billed for July 1. Nancy stated that there are only two (2) delinquent taxpayers who owe a total of \$1,828.05. Nancy noted that the current finance charge of 3% per annum that has been put in place in response to an Executive Order will revert to 18% per annum if the current Executive Orders expire on October 1st.

Recreation (Gavin Cartiera): In Gavin's absence Doug reported that the Movies on the Beach was popular this summer while the Sand Castle Contests were not. Doug hopes to have a better recreation program next year.

Public Safety (Steve Humes): Steve reported that the security services have been completed for this year. Steve stated that these services should be put out to bid for next year in hopes of obtaining a new vendor. He will be working on that issue over the winter.

Public Works (Lester Webb): Lester reported that it has been a very difficult summer working with HS Plaut Environmental Services. Lester stated that he would also like to explore alternatives to this vendor for next year.

Corona Virus Updates: Doug had nothing new to report.

WPCA Report - Steve reported that the WPCA's primary focus for the last few meetings has been to prepare for the presentation to the membership at the meeting this Saturday, September 12th. The presentation will include a project status update with primary emphasis on explaining the selected benefit assessment methodology decision that has been made by the WPCA. Steve also reported that the acquisition of the real property for the pump

station is proceeding. The WPCA is also waiting for the town to sign the agreement for the buy-in and pay their share for this buy-in.

Webster Bank Loan/Bonding Proposal for Storm Drainage System –

Doug stated that the Association's bond attorney for the loan with Webster Bank has reported that one of the conditions for this loan is that the Association cannot incur any additional debt for the life of the Webster Bank loan unless the bank approves that additional debt. The bond attorney did state that a clause has been added to the loan to exclude the funds required by the Clean Water Fund to install the sewers. The language in the loan referring to a clean tax opinion on the transaction has been modified to mollify any effect to the Association from this issue. As part of this loan process Doug stated that Webster Bank will move the Association's funds to a government and institutional banking account. Doug asked the Board's opinion regarding the current process of only requiring the signatures of the three Board officers rather than additional signees. The Board members were fine with that arrangement. A motion (Whalen/Humes) was made to accept the new account resolution from Webster Bank Government and Institutional Banking (Attachment 3). Steve asked if this resolution has been approved by our bond counsel. Doug confirmed that fact. The motion passed unanimously.

Other Old Business – Doug informed the Board that the Association's insurance company has been changed. Doug stated that Ferguson and McGuire has been the Association's insurance company for many years. The new insurance company has many shoreline communities as its clients. Doug also reported that the WPCA has been included in the Association's policies so there is no longer a need for separate insurance for the WPCA.

New Business – There was no new business.

Public Comment – Doug read two emails from Association members that have been received since the last Board meeting. The first one was from John Melonopoulos asking about the feasibility of installing electric road gates during the sewer construction. John expressed his opinion that the security gates should be manned during all daylight hours, even on bad weather days, during the summer. John made the Board aware that those with limited mobility might have a problem attending a meeting on the beach. Doug then read a second e-mail from Alicia Castanho requesting recycle bins at the beach entrances. Alicia also suggested that concrete sidewalks would make access to the beach available for physically challenged people and those in wheelchairs. She wrote that Miami Beach has this type of arrangement. Alicia asked if the Association has ever considered a gazebo or a multi-purpose type of building at the volleyball court area.

Doug asked for public comments from those attending this meeting. Harvey Schiller asked if the sand that has blown off of the Breen Avenue beach entrance can be put back as the golf carts are getting stuck at this entrance. Lester replied that he is attempting to do this. Joe Frutuoso offered to provide his trailer to move the guard shack to its winter position. Joe did state that golf cart batteries do freeze if left outside during the winter. Joe asked the Board if the minutes could include an appeal for unneeded/unwanted bikes for the Bikes for Kids program in Essex which he works with. The web address for this organization is www.bikesforkidsct.org. Joe believes that the Board should have a formal process to handle suggestions from the public. He feels that there is often no feedback from the Board regarding the possibility of action on member suggestions when they are made. Joe would like a status update regarding the gates being open during the day during the summer for the mail. He believes that the privacy of this association is deteriorating in many ways. Joe stated that the beach pass system has been compromised and that there needs to be better control on who has these passes. Joe stated that Association members have the right to have guests but guests should not have their own passes to take home with them. Joe has observed someone from Soundview with an OCBCA beach pass seating groups of people on the beach next to Association members with valid beach passes. Joe offered to assist in a new beach pass process. Joe stated that temporary and portable speed bumps would be preferable to permanent ones. Joe would like to have the Board consider member input on the need for speed bumps before any final decisions is made about this matter. Joe believes that speed bumps are useless and cause difficulties for emergency vehicles. Joe feels that the decision has been made in favor of speed humps without any significant input from the membership. Doug informed Joe that he made three phone calls to the Old Lyme Postmaster without any return calls. Doug noted that the Association was sued in 2005 for using a portable speed bump that caused damage to a car. Joe responded that the example of a speed bump that he has provided the Board is a product of newer technology. Joe suggested that the Board send a letter to the Postmaster and inform him that mail trucks need to make deliveries regardless of whether the particular road is closed or not. Jim Fazzino asked about Doug's earlier statement that although Webster Bank was willing to provide a loan two other banks would not. Doug stated that the loan is treated as a tax write off by the banks and that the other banks decided that did not need the amount being borrowed by OCBCA. Jim thanked Rich for the manner in which his comments were recorded in the last month's meeting minutes. Jim stated that at last month's Board meeting Doug was recorded as saying that we, the Association, are abiding by the state laws concerning items that are out of the scope of the sewer project. Jim wanted the Board to be aware of and to be on record that Chapter 103, Section 7-249 of the Connecticut General

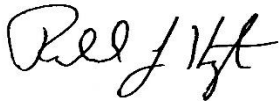
Statutes states, "revenue from the assessment of benefits shall be used solely for the acquisition and construction of the sewer system."

Doug advised the Board that the Coastal Cleanup volunteers will meet at the volleyball court this Saturday, September 12. Lauren Zielinski will be making a presentation after which the volunteers will pick up trash and debris along the shoreline.

NEXT MEETING - The next Board of Governor's meeting date is October 7th. The location is to be determined.

A motion (Whalen/Montano) was made to adjourn at 7:26 PM. The motion passed.

Respectfully submitted



Richard Kingston

Clerk

September 17, 2020

Minutes Approved at October 7, 2020 Board of Governors Meeting

Results of Voting at the September 9, 2020 Old Colony Beach Club Association Board of Governors Meeting. Board of Governor Members present- Janet Montano, Nancy Zimmerman, Lester Webb, Steve Humes, Rich Kingston and Doug Whalen.

Webster Bank Loan – A motion (Whalen/Humes) was made to accept the new account resolution from Webster Bank Government and Institutional Banking (Attachment 3). Steve asked if this resolution has been approved by our bond counsel. Doug confirmed that fact. The motion passed unanimously.

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Attachment 1

Balance July 1, 2020:	\$258,123.04	
	\$167,187.55	*
	(\$20.49)	FY 2020 tax overpayment made in 2019*
	<u>\$15.83</u>	FY 2020 tax overpayment credit*
Income:	\$167,182.89	
Expenses:	\$30,198.18	
Balance August 31, 2020:	\$395,107.75	
General Fund Checking	\$91,193.32	
General Fund MM Savings	\$188,339.11	
Capital Fund MM Savings	<u>\$115,575.32</u>	
Balance August 31, 2020	\$395,107.75	

*QuickBooks does not consider tax overpayments made in one FY as income in that year but as income in the following FY.

Attachment 2

Chairman's report for 9/9 BOG meeting

- Suggestion to have garbage barrel at each entrance along with a green recycle barrel next season. Will need to see if we can get someone to move barrel's out to street for collection each week. Would ask Plaut Environmental to adjust contract if we implement this program.
- Roof to guard shack is leaking in many places, have contractor ready to repair roof immediately after hammer law is lifted.
- Brookside gate is being repaired just waiting for wheel order to come in, all other parts are in.
- Need to get portable shed to guard shack.
- Webster bank loan should close week of 9/17/20, Bond attorney looking at Term sheet for issues. The loan does require the Association to have a \$24,000 balance at all times during the life of the loan.
- Thank Angie for an excellent job opening & closing the gates this summer. Still trying to speak to the postmaster of Old Lyme to find out why we cannot keep gates closed like every other association in the beach community.
- The OCBCA sewer plans have arrived and will be stored in the guard shack.
- A suggestion to start next year off by issuing new beach passes to every residence. We could do them in a bright yellow color and put the address on each pass. We would make (2) passes for each residence. Would look to have a board member be responsible to issue additional passes for lost or stolen passes during the year
- Signed waiver for conflict of interest with Bruce Chudwick law firm. The law form is being retained by Ira Feigenbaum related to the Hartung Road easement program.
- Need approval for the purchase of the property on Portland Ave. This will be the pump station location instead of a lease for \$50k we will do an outright purchase for the same amount.
- Need a new file cabinet for guard shack.
- Winterize the community- shed, plywood windows, golf cart storage, locks in shed. Doug stated that we will save \$200 by storing the shed on Association premises.

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Attachment 3

NEW ACCOUNT RESOLUTION
GOVERNMENT AND INSTITUTIONAL BANKING, WEBSTER BANK, N.A.

Public Entity Name ("Customer"): Old Colony Beach Club Association	
Street Address:	TIN:
City / State / Zip: Old Lyme, CT 06371	
Mailing Address: P. O. BOX 10	
City / State / Zip: Old Lyme, CT 06371	
Telephone Number:	Email Address:
Please List all Representatives ratifying this Resolution:	
Mayor / First Selectman / Councilman / Alderman / Treasurer:	
Selectman / Board Member / Councilman / Alderman / Deputy Treasurer:	
Selectman / Councilman / Alderman / Official: [Name/Title]	
Selectman / Councilman / Alderman / Official: [Name/Title]	
Selectman / Councilman / Alderman / Official: [Name/Title]	
Selectman / Councilman / Alderman / Official: [Name/Title]	
Selectman / Councilman / Alderman / Official: [Name/Title]	
Entity Type: (Select One)	
<input type="checkbox"/> Municipality	<input type="checkbox"/> State Agency
<input type="checkbox"/> State Government	<input type="checkbox"/> Housing Authority
<input type="checkbox"/> Water Auth/District	<input type="checkbox"/> School Dist
<input type="checkbox"/> Local Agency	<input checked="" type="checkbox"/> Other (specify):
Tax District	

Purpose (select one):

- ☐ I/we, pursuant to the authority delegated to me/us by the City/Town Council, Board of Selectmen, Board of Aldermen, Board of Finance, Board of Directors, or other applicable authorized officials of the above-named Customer at a meeting duly held on _____, a copy of which authority is attached hereto, do hereby certify that, by enacting all of the following resolutions (the "Resolutions"), the cash management services (the "Cash Management Services") described herein available from or offered by Webster Bank, National Association ("Bank"), its agents, affiliates and/or contractors are authorized.
- ☐ I, the undersigned, _____ [NAME] am _____ [TITLE] of Customer, and in that capacity have access to and knowledge of its public documents, and have authority to certify such documents and records. I hereby certify that all of the following Resolutions have been duly enacted and ratified by the City/Town Council, Board of Selectmen, Board of Aldermen, Board of Finance, Board of Directors or other applicable authorized officials of the above-named Customer, as a valid enforceable action of Customer, at a meeting duly held on _____.

Election of Bank as Depository; Indemnity

RESOLVED, that the Bank is hereby designated as a depository of funds of the Customer with the authority to accept for deposit all checks, drafts, notes, bills of exchange, acceptances or other orders for the payment of money in whatever manner endorsed by any authorized signer (each an "Authorized Signer"); and, without limiting the generality of the foregoing, which endorsement may be in writing, by stamp, or otherwise and which endorsement may be effectively made with or without designation or signature of the person so endorsing. All funds in the Customer's accounts shall be subject to the account agreements, services agreements, rules, regulations, policies, procedures and bylaws of the Bank governing deposits now in effect or hereafter adopted or amended by the Bank; and the Bank shall not be liable in connection with the collection of such items which are handled by the Bank without gross negligence and the Bank shall not be liable for the acts of its agents, subagents or for any other casualty; and

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RESOLVED, that the Customer shall, and by adoption of the Resolutions does, agree to indemnify the Bank against any claim resulting from payments made pursuant to, or actions taken in good faith in reliance upon any authorization contained in the Resolutions, including any actions taken after a change in the authority, authorization or status of any Authorized Representative or Delegate (each as defined below) or Authorized Signer, membership in or composition of, management, ownership, powers or legal structure of the Customer, but before the Bank has received actual notice of revocation in writing of such change and has had sufficient time to act upon such notice; and

Authorized Representatives, Powers, Delegates

RESOLVED, that any one of the officers, members, managers, partners, principals of Customer, or individuals holding a position specified in Section B of the attached "Account Set-Up Form" (the "Authorized Representative") be, and each individually is, (a) authorized and directed to open such deposit accounts and execute on behalf of Customer any signature cards, agreements or other documents necessary to obtain deposit account services with the Bank, (b) authorized, subject to certain limitations set forth below, to enter into all agreements, commitments, schedules, instructions and addenda thereto, including all services as defined therein, with Bank, for the purpose of establishing and maintaining Cash Management Services, and (c) authorized to execute and deliver: (i) any agreement or other document including, but not limited to, the Master Services Agreement for Cash Management Services (the "MSA") that may be necessary or appropriate for the purpose of establishing and maintaining the Cash Management Services; (ii) all account opening documentation and operating instructions; (iii) the designating/changing of Authorized Signers, authorized users and Delegates and the designation of non-signers/inquiry-only users; and (iv) any amendment or revision to any such agreement or other document which in the opinion of the Authorized Representative may be necessary or appropriate; and

RESOLVED, that Customer has determined that the Authorized Representatives shall be authorized to establish and maintain Cash Management Services with Bank, to procure any and all Cash Management Services now offered by Bank or as may be offered by Bank from time to time; and

RESOLVED, that the Authorized Representatives are hereby empowered to appoint delegates (the "Delegates") to act on behalf of the Customer for the purpose of establishing and maintaining Cash Management Services with Bank; any such appointment to be in a writing which shall be provided to Bank, and which must include the names and titles of the Delegates, the term of the Delegates' appointment and any limitations placed on the Delegates. No Delegates shall have the authority to execute the MSA. Such authority to appoint Delegates shall be as set forth in Section C of the attached "Account Set-Up Form;" and

RESOLVED, that the Bank may rely on this document and on any certificate by an Authorized Representative as to the names, offices and signatures (including facsimile signatures) of the present officers of the Customer, and in like manner the names, offices, and signatures of any person(s) elected to fill any such offices in the future of the Customer, and will be notified of any change in the Resolutions or any change which affects the Resolutions or the validity thereof. Until the Bank has actually received written notice to the contrary and has had a reasonable period of time to act on such notice the Bank is authorized to act pursuant to the Resolutions and the persons most recently certified shall, as to the Bank, be conclusively presumed to be the officers to act under the authority herein conferred; and

Authorized Signers

RESOLVED, that the undersigned does hereby certify on behalf of the Customer that the individuals listed in and executing Section C of the attached "Account Set-Up Form" are duly elected or appointed to hold office and each is empowered to act alone for and on behalf of the Customer in accordance with the authority prescribed in the foregoing Resolutions, including acting as Authorized Signers on any accounts of Customer and that any one of such Authorized Signers is authorized to endorse on behalf of the Customer all checks, drafts, notes, bills of exchange, acceptances or other orders for the payment of money deposited to the credit of such accounts; and

RESOLVED, that such Authorized Signers have placed their true and accurate signatures in Section C of the attached "Account Set-Up Form", and Bank shall be entitled to rely in all matters on the authenticity of such signatures. The Bank may rely on the accuracy of the foregoing certification until the Bank has actually received written notice of a change and has had a reasonable period of time to act on such notice; and

RESOLVED, that all checks, drafts and other orders for the payment of money drawn against such accounts shall be signed by or initiated by any one of the Authorized Signers and that the Bank is hereby directed to accept and pay or otherwise honor without further inquiry any check, draft or other order for the payment of money against such accounts for whatever purpose and to whomsoever payable when made, signed, accepted or endorsed by any one of the named Authorized Signers, or any persons from time to time holding or claiming to hold any of the offices of the Customer indicated in Section C of the attached "Account Set-Up Form," even if such checks, drafts, or other orders for payment of money create or increase an overdraft of such account, although the payment or nonpayment of such overdraft is to be at the option of the Bank; and

RESOLVED, that the Bank may pay all checks, drafts, notes and orders bearing or purporting to bear the facsimile signature of an Authorized Signer when such signature resembles any specimen certified to the Bank in accordance with these Resolutions, regardless of by whom or by what means the actual or purported facsimile signature thereon may have been affixed thereto. The Customer assumes full responsibility of the use of actual or printed facsimile signature(s) on checks, drafts or orders of the Customer drawn on the Bank and for payment made by the Bank in reliance thereof which payments may be charged to the account of the Customer, and

RESOLVED, that the Resolutions and all the powers hereby granted shall continue in full force and effect until such time that Customer provides Bank with proper and timely written notice of termination of all Cash Management Services authorized herein; and the undersigned agree(s) to notify Bank promptly and in writing of the happening of any change in the identity of the officers, members, managers, partners or principals of the Customer or in the ownership of the Customer or in the Customer's legal structure and of the happening of any dissolution or bankruptcy of the Customer or of any partner, manager, member or principal of the Customer; and

RESOLVED, that any action heretofore taken by Customer's Authorized Representatives, Authorized Signers, or Delegates prior to the date of the Resolutions that is within the authority conferred herein is hereby ratified, confirmed, adopted and approved; and

Adoption/Certification of Resolutions

RESOLVED, that the Resolutions have been adopted in accordance and conformity with the Customer's governing documents, all agreements with third parties, and all laws applicable to the Customer, and that all necessary consents, formalities, powers and approvals have been obtained in connection with Customer's adoption of the Resolutions.

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Acknowledged and Agreed

IN WITNESS WHEREOF, I have hereunto set my hand and hereto affixed the seal of **Old Colony Beach Club Association** [Customer] on this

_____ day of _____, 2020.

Old Colony Beach Club Association [Customer]

Name: _____ *its (Title):* _____

and

Name: _____ *its (Title):* _____

Attested to by:

Name: _____ *its (Title):* _____

ACCOUNT SET-UP FORM

This Account Set-up Form is made a part of the New Relationship/Account Resolution, to which it is attached and incorporated by reference.

Customer Name: Old Colony Beach Club Association TIN: _____

Section A: Accounts

	Account Legal Name	Account Title	Account Number
1	Old Colony Beach Club Association		TBD
2	Old Colony Beach Club Association		
3	Old Colony Beach Club Association		
4			
5			
6			

Section B: Authorized Representatives (as defined by State Statute, Local Charter, Articles of Incorporation, or Corporate Resolution)

- | | |
|--|---|
| <input type="checkbox"/> Chairman | <input type="checkbox"/> Treasurer |
| <input type="checkbox"/> President | <input type="checkbox"/> Comptroller/Controller |
| <input type="checkbox"/> Any Vice President | <input type="checkbox"/> First Selectman |
| <input type="checkbox"/> Selectman/Alderman | <input type="checkbox"/> Mayor |
| <input type="checkbox"/> Town Administrator | <input type="checkbox"/> Director of Finance/Administration |
| <input type="checkbox"/> Town Manager | <input type="checkbox"/> Superintendent of Schools |
| <input type="checkbox"/> School Business Manager | <input type="checkbox"/> Other: _____ |

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Section C: Authorized Signers (as defined by State Statute, Local Charter, Articles of Incorporation, or Corporate Resolution)

Customer Name: Old Colony Beach Club Association TIN: _____

Name Phone Email	Date	Signature(s) / Title(s)	Account Number(s)
		_____ Signature/Certification Title:	
		_____ Signature/Certification Title:	
		_____ Signature/Certification Title:	
		_____ Signature/Certification Title:	
		_____ Signature/Certification Title:	
		_____ Signature/Certification Title:	
		_____ Signature/Certification Title:	
		_____ Signature/Certification Title:	

Section D: Authorized Delegates

___ No Delegates

___ Delegate(s) may be granted any authority of the Authorized Representative

___ Delegate(s) shall be granted only the authorities selected in the grid below:

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Delegated Authorities

Delegate's Name Title Phone #	Information / Inquiry Only	Add or Remove an Authorized Signer	Transfer funds b/t Webster accounts	Complete, amend, execute Operating Instructions	Execute Supplemental signature pages to the MSA	Designate Non-Signer ("Inquiry Only") Access	Administration of Authorized Users (Super User)	Open and Close Accounts

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