

REPRESENTATIVE POLICY BOARD
JOINT COMMITTEE ON ENABLING LEGISLATION
DECEMBER 20, 2023
MEETING TRANSCRIPTION

Mark:

We're going to start the meeting.

I want to just make sure we know who's on this committee. Jennifer had some questions. So before we start, let's do the safety moment first. Has everybody read that? It's the same one that we've been going over. We have minutes here from the last meeting. Anyone want to approve the minutes from the last meeting?

Tim:

I'll move to approve.

Tony:

Seconded.

Mark:

Okay. All those in favor of approving the minutes?

Committee members:

Aye.

Mark:

So now before we start the discussion, I wanted to confirm who's on the committee. Jennifer had a question, who's on the committee. So let's see who's here. Jennifer, you want to say who's here? I got Charles.

Tim:

Yes.

Mark:

Charles?

Charles:

Yes, I'm here.

Tim:

Tim Slocum.

Mark:

Tim Slocum's on the committee, Tony Rescigno, and Vin, right?

Jennifer:

Yes.

Mark:

Are the other people just sitting here, are here?

Mark:

Okay, so the committee consists of Charles, Tony, Tim and Vinnie and myself, also Kevin Curseaden is supposed to be their liaison to be on the committee, so I just want to make sure that you know Kevin is on the committee, according to Jennifer. Okay? So those are the members of this committee. I mean, you're all welcome, but that's the committee. Okay? Does anybody have a problem with that? Okay, so now we can go to the agenda and we can start talking about ... Kevin is on his way. Okay, so could you bring up the bullets there, Jennifer, please? All right?

Jennifer:

Okay.

Mark:

Okay, so I thought that maybe what we should do is go over the ones that we have the least controversy in so far. If anybody objects to that, let me know so we can get onto the ones that have maybe some controversy, okay, or not objections, but understanding. Okay? So on the first one is just a Murtha comment and states that we don't need this, but because we're open to new legislation, they want to put this in so that if we want to buy a business that's outside the state of Connecticut, this would allow that to happen. Okay?

Number two, section four, page five, setting the Authority shall meet at least quarterly. This means that the Authority comes into the same quarterly thing meeting requirement that the RPB has. We all meet monthly, but it gives them the option to meet quarterly. They did not have the option before. Any problem with that guys?

Committee members:

No.

Mark:

Okay. Section four, page six, connection of a typo, the word timber. Okay? Shouldn't be any problem with that. Okay, section five, page seven, increasing the Authority board to seven members. Why don't we come back to that one? Okay, section nine, page eight, allowing the Authority to meet at least quarterly. Almost the same thing, isn't it? Increasing RPB, meeting quorum with those. Okay. It's basically the same thing, isn't it? Also setting that four members of Authority are a quorum if the board is more than five members. Well, that all depends if the board's more than five members. Right now it's not.

Okay. Number six, Sections 14. Setting that the interest rate can be applied to pass new bills. This is the most important one because the computer system, our system can't do that and we need to be able to do that. Okay? We need to be able to do that. Any problem with that guys?

Tim:

We're good with that.

Mark:

All right, number seven, section 18, page 21, combined with moving paragraph, section eight, page 21, first paragraph after board records. Shouldn't be any problem with that either.

Tim:

None.

Mark:

Number eight, section 19, page 24 and 25. Adjust the \$2 million threshold of the RPB approval capital as well as the non-core. 1 million allowing future adjustments on CPI factor, subject to RPB approval. The current proposal is to increase from 2 million to 3.5 million and the 1 million to 1.5 million. Anybody have a problem with that one?

Jay:

Yes, I do, Mr. Chairman. I do. I don't think it's enough. And I'm looking at since the last meeting when I said I didn't think it was then, we hired Mr. Cosma, the new business development director, and I don't know if he has parameters for how much he could go out and look for it or to bring in business in dollars and cents.

Mark:

He can go out and look for more than that. After 1.5 million, we have to approve it.

Jay:

Yes, but it may not be enough if it's up. What if it's over 3.5 million? You think it should be 4 million or 5 million?

Mark:

That means we have to give approval over that. Under 3.5 million, they don't come to us. Over 3.5 million. They just need the RPB approval. Over a million and a half they have to get RPB approval. In other words, the 1.5 million, they could buy something for 1.2 million.

Charles:

The only, I understand what you're saying, Mark. This is Charles. I understand what you're saying, but to Larry's point the other day, sometimes when they're talking to prospects, the prospects struggle with having to go through the process and if we feel that the 1.5 or the 3.5 isn't enough, that would simply make this new hires job a little bit more difficult. Kevin, do you want to have any input on that? I mean,

did that make some sense as far as we have a new hire. Is that going to be sufficient, especially now if we're opening it to outside of Connecticut also?

Kevin:

This is Kevin. I think the original request was 4 million for capital improvement projects and 2 million for non-core. And there was some concerns expressed about increasing it at all. So it's kind of a negotiation somewhat or an attempt to meet in the middle at 3.5 and 1.5. I'm not sure if, Jay, if your concern is that that's just not enough and it should be 2 million right from the get-go because of future projects or future acquisitions. Is that what you're?

Jay:

Yes, I'm looking to future acquisitions, especially if we have a director now in place to look for acquisitions. Otherwise, we'd have to go back to [inaudible 00:09:46] to increase the three-

Kevin:

Well, no, this would be allowing you to, if it was at 1.5 million, the Authority could go forward with a purchase of an acquisition without coming to the RPB for approval. If it was over 1.5 million, we would just come to the RPB for approval. Kind of what we've done now is just looking to increase the-

Mark:

It increases it. I think that's sufficient, and I'm thinking on my own, I think the RPB still has to have some kind of checks and balances. It doesn't prevent them from getting a \$5 million company. It doesn't prevent them from getting a \$2.5 million company. We're just going to have to come [inaudible 00:10:35].

Tim:

Aren't we talking about capital projects?

Mark:

No. Capital projects is different.

Tim:

Well, I thought that's what-

Kevin:

Tim, one is the 3.5 million is the capital projects, and the 1.5 million is the non-core.

Tim:

Right. And the one point, and I recall the Consumer Affairs Council, Mr. Donofrio, he stepped in and thought that the 2 million threshold was high, as I recall.

Mark:

Yes, that's right.

Tim:

And I sort of deflected back on that rationale and was satisfied with the 4 million on the capital. To me, the fact that these are all in the same paragraph makes this maybe a little conjoined in a way that's not as distinct as it could be. But I'm comfortable with the 1.5 and I'm happy with 4, but 3.5 is a settlement. I don't think it's a big deal, but capital projects are what they are. Everything just costs so much.

Kevin:

I think Rochelle has something.

Mark:

[inaudible 00:11:38] still keeps the RPB authority and that's what the checks and balances are between the RPB and the Five member Authority [inaudible 00:11:46].

Tim:

And I have no argument with that rationale as well. So I'm okay, I'm okay. But that's how I remember it being framed in the original conversation.

Kevin:

That's right.

Tim:

So just wanted to state that.

Kevin:

Mark, Rochelle has something to add.

Rochelle:

I just wanted to clarify. So even though it would start, if it's agreed to with 1.5 and the 3.5, we did go in with our proposal that it would be subject to CPI increases every three years if the RPB approved. So there is some mechanism to further-

Mark:

Yes. Okay.

Charles:

Mark, this is Charles again. I understand completely the need and desire for the checks and balances. And to Jeff's point, with the meeting coming up in January to get more information regarding non-core businesses, with the timing, we can't really change it. It does seem to me to be a little premature setting the numbers at the 1.5 or any number without having input from the new director and to see what the more information that we're going to get in January. So to err in the side of caution, I understand where Mark and Tim are coming from with keep it in place the checks and balances, with they'll have the opportunity to do more if they have to. Just seems a little bit out of sequence here, but it's the timing, and we can't change the timing, so I'll accept or I'll go along.

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Mark:

Anybody else on that?

Kevin:

Jay has a question.

Jay:

I would go along with 1.5 and 4 right now.

Kevin:

Thank you, sir.

Mark:

Well that put me out of the ballgame. All right, so I mean the consensus of the three committees we went to was the 3.5 and the 1.5. So I'd like to move on from this one.

Tim:

I do have one question, Mark. Sorry to slow things down, but with Rochelle's comment about the CPI, should that not in fact be a component of section 19, or am I mistaken on that to even be concerned? Oh, it does say that. It does say that.

Mark:

It does say.

Tim:

My apologies, I see CPI, I apologize. I see it twice. Good job.

Mark:

Okay, we're on section nine. I mean number nine, section 21. Look at if the word improvement should be defined to eliminate questions about the applicability of certain provisions upon review, not proposing the further defined improvement, but to add affiliated business entity. And Larry can tell you what that means.

Larry:

Yes, we're adding affiliated business entity to that paragraph so that we can make sure that the businesses that are commercial or otherwise are not taxed under that particular section.

Mark:

Okay, makes sense to me. We haven't had a problem with that one. So section 10, I mean number 10, I keep saying section. I'm sorry. Correcting the spelling of the word all. Shouldn't be any problem with that.

Number 11 relates to the threshold for the RPB approval of a project. See also number eight, proposed to increase capital project from 3.5 to be adjusted, subject to RPB and approved by the CP. I think that's just a repeat of what we just went over, isn't it? Is there something different there? Did I miss something?

Tim:

It states three years.

Mark:

Okay. Every three years. Okay. Well, did it there too.

Tim:

Did it? I thought it said CPI.

Mark:

Yes.

Tim:

Hey, I could be wrong.

Larry:

That deals with if a customer is aggrieved by a decision of the RPB on a capital project that is 3.5 million, that they have the ability to appeal that decision. So this is just comports section 30 with the previous section that we looked at.

Mark:

Okay. Number 12, Special Act page, correcting the word affect to effect. I have to mention Barbara Dybas again, because she's the one that picked that up. Section 13, I mean number 13, I'm sorry, keep doing that. Sustainable manufacturing support to allow non-core business activity. Additional information, EPA defines sustainable manufacturing as the creation of manufacturing process through economically sound processes that minimize negative environmental impacts while conserving energy and natural resources. I guess we're all for that.

The lab we are in discussion with provides analytical services critical to the support sustainable manufacturing by enabling the lab's manufacturing clients to operate their processes at the highest level of efficiency. An optimized manufacturing process minimizes process waste generation, minimizes every usage and minimizes scrap product. Any problem with that? Okay. Number 14, page 27, remove not exceeding 40 years from the respective dates. And Rochelle can tell you that one.

Rochelle:

This is to remove the prohibition of doing financing more than 40 years. Not that we would necessarily do it or we want an opportunity to do it, it makes sense.

Mark:

Okay, so we've got that one down. Number 15.

Rochelle:

Number 15.

Mark:

Yes. Remove the bonds issued by it at price not more than the principal amount thereof and accrued interest. Do you want explain that, or is that the same as you just explained?

Rochelle:

It's another one. So this is to remove the prohibition that's currently in the enabling legislation to not be more than par if we decide to totally distinguish our debt. And if a bond is not fallible, we actually have to buy the [inaudible 00:19:09]. We just want the [inaudible 00:19:10].

Mark:

Okay. You're going to have to excuse me for a second. I have to deal with my wife on some matter. I'll be back. You can continue. Can somebody take my place on this to go to section [inaudible 00:19:31].

Kevin:

I can.

Mark:

Thank you, Kevin.

Kevin:

So we're at number 16, RPB compensation. Update base compensation amount. The proposal is \$250. That's based on inflation from the date of the creation of the Authority through the present date. Change to every third versus fifth year. Right now there's a consumer price index inflationary factor that we had put in the enablement legislation I think in 2016 or 2017 and it's at every fifth year. And that was stalled during the pandemic, stopped or put on hold. And we're asking that it be changed to every third year and update the relevant or reference states. Any questions or concerns or objections to number 16?

Tony:

No.

Kevin:

Number 17, Authority board, consecutive term limits, limit of three or four terms. I think this has been kind of tied to, if we go back to number four, so I don't know if we want just ... there was some concerns about that and some further discussion. So why don't we just skip number 17 right now and go to number 18. Consider including a CPI factor for Authority board member compensation available every three years, subject to RPB approval. So the RPB would've to say whether it was a inflationary factor for

board member compensation. Does anyone have any strong feelings about number 18, or objections to number 18?

Tony:

No.

Kevin:

All right. Regarding number four above, we can ignore right now because we've already put that off to potentially the RPB and change the rules of practice for criteria for Authority members. 19, total weighted votes for approval. Examples below are from the current wording and there was a discussion. We had this discussion, I think it was at the Consumer Affairs Committee meeting. Mark, we're at number 19 if you're back in.

Mark:

I'm back.

Kevin:

Mark, we just got to number 19, which is the votes.

Mark:

Okay, I think we've talked about this and we don't want to eliminate the vote, so I don't know if we're going to take this out or it just explains what it does, but some projects require a majority. Some projects require two-thirds vote. Some projects are just a minor majority. I think those should stay. I mean that's my opinion. And we talked about that those staying in. The problem arises with absentees and vacancies. And I think we should talk a little bit about that. Do we count absentees and vacancies in the part that would continue the vote? I mean [inaudible 00:23:05] vacancy.

Kevin:

I'm sorry, Mark. I just wanted to follow up some. I'm not sure if the discrepancies are by design from the initial enabling legislation, but some of these board actions address vacancies but not absences. That's section 18 and 19. They address vacancies but not absences. Section 14 related to rate changes doesn't specify what the vote would be. So I'd assume that would be a simple majority vote.

Mark:

Majority, yes.

Kevin:

Section five, majority votes present, but two-thirds of the weighted votes need to be present. And this is for approving Authority board members. So someone could make the assumption that they thought it was more important about appointing Authority board members. And so they're requiring that higher scrutiny vote or a more strict vote of two-thirds of the weighted votes of those present but not of the total board. And then section one, increasing the 5% cap for non-core majority of total weighted votes of the RPB.

And then there section 18 is also talks about the sale of land of over 20 acres or conveyance of land over 20 acres needing three-fourths of the total weighted votes excluding vacancies. So I guess first, the RPB or this committee should decide whether they think any ... I don't think that the two-thirds or the three-fourths, I don't think that should change. But the committee should decide whether it's important to exclude vacancies and absences, or exclude vacancies but not absences. And what's the intention behind these votes?

So it's a little bit more of an in-depth look at the background or the history of why these votes are currently placed in there. They don't necessarily all have to be uniform. If they're not uniform, it doesn't mean that they're not correct or there's something wrong with the enabling legislation. It just means that we're asking this committee and the RPB to take a look at it and decide whether this could be made a little bit more ... the different votes could align and be a little bit more uniform, if possible.

Mark:

I think that they were put in by the founding fathers when they formed the enabling legislation to protect the small towns, the big towns, vice versa. And I think they should stay, but that's my opinion.

Tim:

I could see excluding the vacancies but not the absences.

Tony:

That's good. Yes.

Tim:

I mean how many vacancies in a given time [inaudible 00:26:12] you have to have on the whole board versus you could have a lot of absences for whoever knows what reason.

Tony:

Question on the vacancies. Vacancies means that no one is appointed by the town. Correct?

Tim:

It's an empty seat.

Mark:

But it's my understanding that a person stays there until replaced. In other words, if the town doesn't vote, the person that's there stays there [inaudible 00:26:41] unless that person just leaves. But if the person's term is up, they stay put until the town either votes them, re-nominates them or nominates somebody else.

Tony:

Correct.

So to Tim's point, I don't even remember an example where somebody left, so we had an actual [inaudible 00:27:07], but it could help. I'm not saying [inaudible 00:27:07]. Right now, it's Mario Branford. There hasn't been a replacement suggested. As far as absences, my position on absences at

this point in time, especially with our ability to do hybrid meetings, I tend to agree with Mark that these all work and there's a reason for them.

And as long as hybrid, somebody's attending electronically or digitally, that vote counts. I mean that is an attendance, is my understanding. Right? So they would count as the vote if they're attending hybrid. I don't have a problem with any of these. The vacancy thing, I could go either way with that, but I don't think that's a high issue. But I think Mark's right, that these things were put in there to balance the large and small. Basically without having this type of thing in there, we're a one town organization.

Kevin:

Mark, this is Kevin. I had a question for you. When you say you think it should stay the same, you mean the different requirements of two-thirds or simple majority?

Mark:

Yes, [inaudible 00:28:31]. Yes.

Kevin:

Okay.

Mark:

I think the absenteeism, the vacancies, take the those off is okay, but the absenteeism, no. Does anybody else want-

Kevin:

What about section 14 that doesn't specify any vote? Just leave it or do you want to change it?

Mark:

Yes, it's a majority. It would be a majority.

Kevin:

Okay.

Mark:

I don't have a problem with that.

Tony:

No.

Larry:

Hi, this is Larry. I just wanted to point out that the reason we're doing this is that there have been occasions where there is an absence in a seat and takes a while to get that filled, but at the same time, people, for whatever reason, are not able to attend a meeting even with the hybrid approach. If you take into example, as an example, some recent attendance, it was over 27 votes that was not present at a meeting, which could have an impact on getting a project or a vote approved by the RPB.

So that was management's thinking on not only excluding absences along with the vacancies. Also, remember that in 2017 when we got the legislation changed last, we did in section 18, which has to do with land sales, we did eliminate vacancies from the vote count, suggesting at the very minimum that we comport section 19 with section 18 so that they are the same in terms of the vote count. I think that was an oversight when the drafting occurred.

Mark:

What do you mean by that? I'm trying to figure this out. Relating to land sales [inaudible 00:30:34].

Tony:

Make it a simple majority.

Mark:

Yes, I'm not for that.

Larry:

It would be a majority of the weighted votes present.

Mark:

Are you speaking about-

Larry:

The vacancies would be excluded.

Mark:

Okay, but you were still thinking about the last meeting when there was a problem with the connection, right?

Larry:

No, no, no. I'm not talking about problems with connections. I'm talking about members not attending a board meeting either in person or through technology. Therefore, those votes currently would be included in the total votes needed to pass a particular resolution. And we're suggesting that absences not be counted in the total votes and that it be, whether it's a majority or two-thirds or whatever it is of the votes present.

Mark:

Yes, but if these absences are caused by a technical problem, that's not an absence to me.

Larry:

I'm not talking about that.

Mark:

Okay. You're not talking about that.

Larry:

I'm talking about somebody not being there either through remote technology or physically in the room.

Mark:

I would like to ask Charles. You run a lot of board meetings, right?

Charles:

Yes.

Mark:

You were chairman of the bank for many, many years. What do you feel about that? Absence is an absence? Vacancy is a vacancy? How do you feel? What you doing?

Charles:

Again, we didn't have hybrid at that point in time, because, well, we had it for a year or two, but I mean it was not really an issue. We did people that were present. It was the majority there. We didn't count absences. Like say you needed a two-thirds or something like that, we didn't count that.

Tim:

It was only those present.

Charles:

Exactly, exactly.

Mark:

Right. I'm for that.

Charles:

We always had that before, but we didn't have an absent situation, especially pre-COVID with the hybrid.

Mark:

And that's the way it works in government.

Tim:

That's right. [inaudible 00:33:04].

Mark:

It's always who's present. If your town appoints you to be a member of the RPB, you have the responsibility to be there. If you're not, then you're not representing your town properly.

Tim:

That's right.

Mark:

And you're being a crappy representative, so I don't think [inaudible 00:33:19] should have to penalize that.

Tim:

No, I agree. I go back with Charles. That's the way we did it. You had to be present.

Kevin:

Mark, this is Kevin. I just want to make sure I understand. So what you're saying, can you explain basically if somebody is absent for whatever reason, they just don't show up to the meeting, but they're appointed to a seat and they don't show up to a meeting and there's a vote that night, is the requirement of the weighted votes, does it include their number of votes?

Mark:

No. Yes, I think that's what we've settled on in this conversation.

Mark:

A vacancy is a vacancy. You don't count the vacancy. So say there's a town that has six votes and it's been vacant, hasn't been reappointed, those six votes are out.

Kevin:

Well, that's a vacancy. Right. I'm talking about somebody's in the seat, but they're just not, they don't show up that night.

Mark:

Then you can't count that either.

Tim:

Yes. That's how I feel.

Kevin:

Okay. I just want to make sure.

Tim:

That's what you're trying to accomplish.

Correct.

Rochelle:

Yes.

Tim:

That's proposed. And that's the world we live in at this point in time.

Mark:

It is.

Tim:

You got to show up at the marked point. We each have responsibilities through our town. A little bit of that was frankly in my thought process with the compensation, frankly.

Mark:

That's right. That's right. That's right. I think maybe when the RPB, when you sent to the town the reappointment of that RPB member, they should say that RPB member missed this many meetings. Maybe not a bad idea to do, or attended this many meetings. I don't know. Sounds like a good idea to me. [inaudible 00:35:45] mayor knows what that representative did for the town.

Tim:

What about illness?

Charles:

What if all the sudden [inaudible 00:36:05] is ill?

Well, that's what you say, I was ill this day. How many are you going to have? 25 absences because you were ill? [inaudible 00:36:15].

Mark:

I'm just saying I don't want to bring that up now. Okay. That was just a thought. Okay.

Bob:

Okay, Mark, I'd like to talk-

Kevin:

Mark, let Bob talk for minute.

Mark:

Sorry. I'm sorry.

Bob:

I believe if we're going to have a meeting, we would still have to determine whether a quorum was present. It's not like all of a sudden of the 101 votes, we could have the meeting with only 50 votes.

Mark:

That's right. The quorum-

Bob:

So we would still have to get a quorum.

Tim:

Right.

Bob:

So that takes care of some of it. It's not like all of a sudden we were to have a meeting and only three towns showed up and wanted something that didn't agree with a lot of the other towns, but for some reason the representatives didn't show. We would still have to have a quorum in order to have the meeting and the vote.

Tim:

Right.

Bob:

I just want to make sure everybody understands that.

Tim:

Absolutely.

Tim:

So you're saying is keep the quorum part weighted, but not in the total calculation. In other words, to have the vote, you would have a weighted-

In order to have the meeting would have to have a quorum.

Right. And the quorum would be weighted.

Yes.

Right.

That's probably better.

Charles:

Yes. If you show up, you're one person, one vote, even though it's four for me and three for somebody else.

Charles:

Right, that's what this is trying to address, Tim, that it's not one person, one vote. That's the difference between, like you were talking about town meetings or bank meetings and things like that. There it's one person, one vote. That isn't what we have here. And to Bob's point, we should have weighted calculation in that core to even have the meeting, to have the vote.

I believe so.

Look, you're right, it's not, but I think the way it might be interpreted here is we may be thinking we could have a vote with not all of the 101. Say that we're only 50, but yet some of the people voting have small counts. Okay? That's what I'm trying to say.

Jamie:

I agree with you. Still need a quorum. This would be just to address if there's absences and vacancies, but you still need a quorum.

Charles:

Still need a quorum.

Mark:

All right, so we can put that in there. I have no problem with that. Does anybody have a problem with making sure there's a quorum?

Tony:

None.

Kevin:

Well, you have to have a quorum.

Tony:

In order to do anything. We have to have determine-

Mark:

[inaudible 00:39:26]. Absolutely.

Tony:

That's right. So there's no problem with that.

Tim:

No. And our meetings are scheduled. They're scheduled meetings, so it's not like people can't plan. I mean we have exceptions like this type of meeting, but generally this is pretty much boilerplate you got a schedule.

Kevin:

Jay has a question.

Jay:

Those present rather than a quorum of the hundred and-

Kevin:

Well, the quorum should be defined. I don't have it in front of me, but the enabling legislation already what a quorum is, and the quorum is probably defined as what percentage of the weighted votes. And that also defines whether something's vacant and whether it is a quorum, address vacancies or not.

Speaker X:

Vacancy perhaps, and they're not adding to the quorum.

Rochelle:

In other words, they're not [inaudible 00:40:28].

Mark:

Okay. Number 20.

Kevin:

Hold on, Mark. Hold on.

Mark, wait a minute. We're not there yet.

We're not changing the quorum requirement. Bob's point was to state we would need a quorum anyway [inaudible 00:40:52] before you can take action. [inaudible 00:40:55].

Nothing convenient.

Right? Yes.

Charles:

Okay, Mark, we're done.

Mark:

Thanks, Charles. Number 20, change the requirement to publish concise financial pay statement in the newspaper. That's a no-brainer too. They're going to put it on the website. Does anybody have a problem with that?

Tim:

No.

Mark:

Okay. Number 21, the reference to the annual PURA report under the should be removed because they don't have to do a PURA report anymore. Okay, so I think we should go back to ... which one is it? Hold on. I'm sorry.

Kevin:

Four.

Four.

Mark:

Number four. [inaudible 00:41:37] shall meet. No, it's number four.

Kevin:

Number four and number seven.

Mark:

[inaudible 00:41:43] four and seven members. What is everybody's feeling on that? That's the most controversial one. We have [inaudible 00:41:48] questions, I think.

Kevin:

And Mark-

Mark:

Before we start that, is there any other controversial things that we want to talk about besides number four?

Kevin:

17. Number 17 has kind of been tied to number four.

Tim:

Right.

Yes. We want [inaudible 00:42:03] out, four and 17 results.

Kevin:

Yes.

Tony:

I think there's a consensus at our last meeting-

Mark:

Excuse me, number 17 is out, right? We're not doing supplements. Okay. Yes, I'm sorry.

Tony:

Okay. I'm saying I think there was a consensus that increasing the number of board members to seven was acceptable to everybody.

Tim:

I agree.

Charles:

That's my understanding too, that the seven members wasn't an issue.

Tim:

I think we were comfortable with that.

Charles:

Terms and the cycles and things like that.

Mark:

I know Bob has a concern about what their terms should be, length of term for each member. And you have seven, and I wanted to ask Charles again, on your board, did you have different length of terms on the board? Were there three-year members, 10-year or five-year members, one-year members, or were they all the same?

Charles:

No, they're all the same. We had an age limit, but that's all that cycle, and even term limits, we didn't have that either.

Mark:

Okay, so term limits is up, so there's some question of how-

Bob:

Not term limits, Mark.

Kevin:

No, I don't think Bob's [inaudible 00:43:29].

Mark:

Pardon? No. You said you didn't have term limits. Well, that's out here. We're not doing that.

Bob:

No, it's not necessarily out, Mark.

Tim:

No, we haven't excluded that. We're starting with four, section five.

Bob:

With four first. Then when we reach his conclusion to four, we'll consider 17.

Mark:

Okay. I just thought that term limits-

Tim:

I think some of the conversation I recall was whether or not outside of the district was copasthetic, and I think we ultimately agreed that it was, but I think that's where a lot of the conversation was initially in our earlier meeting.

Mark:

The question also is shall there be seven members, which means that would be seven members, or that the board could go to seven members? That's a problem. I think that if you can't be in the middle of the road-

Tim:

Oh no, it has to be. It's got to change.

Mark:

Yes, we got to change. Okay. And the question is, what would be the term of their-

Charles:

Length of term.

Mark:

Length of term. I'm sorry, [inaudible 00:44:38]. I apologize for that, length of term.

Charles:

You got to get Mark to Steve.

Kevin:

Mark, Rochelle has something to say.

Rochelle:

I just want to mention, Mark, we have an example that we can show based on the more recent conversation about what the terms would look like if it was seven, and how the initial term would actually work on the sixth and seventh member. [inaudible 00:45:08].

Mark:

Okay.

Tim:

So that way you have consistency, you have continuity, you don't have a problem.

Larry:

And it would be five-year terms.

Tim:

Right.

Larry:

And such that for the two new members, you would in essence be nominating two members at particular points in time in the cycle.

Mark:

So would always the sixth and seventh member be a three-year term, and the fourth and the seventh member be a four-year term all the time.

Rochelle:

No, they'd just-

Tim:

No. They have to cycle in. They have to cycle in. That's why they start with the three.

Mark:

Oh, to get back into the cycle.

Tim:

Yes.

Kevin:

Mark, this is Kevin. Larry reminded me that when we acquired Birmingham, we added I think three RPB members and they had staggered terms initially, I believe.

Charles:

It's just their first term that's different. Yes. So that they all weren't expiring at the same time.

Tim:

Right.

Mark:

Yes. But then you're going to eventually have to have two members at a time that would have to be reappointed, right?

Larry:

That's right. During the cycle, there would be points in time where two members would have to be considered for a nomination by the RPB committee.

Tim:

But you still have a quorum if you've got the five.

Kevin:

I mean even during that nominating cycle, the member is still serving until replaced.

Tim:

That's correct.

Kevin:

It isn't as if you're shorting the board, you're just doing two at a time versus one.

Tim:

Right. Yes, that seems to make sense.

Stephen:

I don't have a problem with the seven members, and I've come around to not having a problem of being the out of state. I initially agreed with Mark that I, not out of state, but out of the district. I initially questioned why we had to go outside. But then Larry's point about non-core businesses potentially being out of state or even out of region especially, that made a lot of sense to me. It was the OCA's comments [inaudible 00:47:47].

Mark:

Are you saying that we could have an out-of-state member on the board?

Stephen:

Not out-of-state.

Mark:

Out of district, you're saying, right?

Stephen:

Which I suppose could be out of state.

Well, this has it as shall be residents-

Larry:

The way it is in the draft is that all the members of the Authority have to be residents of the state of Connecticut. Because I think Jamie had made the point at the land use committee meeting that we didn't want to have somebody in Florida, for instance, permanently or even in Australia. So we specified that they have to be members of the state of Connecticut, which I certainly think is appropriate given our-

Stephen:

Very reasonable. Very reasonable.

Yes, I'd agree.

It's important.

Tim:

So it sounds like we're pretty good with this, right, Mark?

Larry:

Rochelle and I did some research on this today and have found examples of boards that have seven members and five-year terms. I think it's the Connecticut Housing Authority has seven members and five-year terms for each. We also talked to Murtha Cullina and they're familiar with that same model as well. So this is not as unusual as it may seem. It's just getting the terms right, which the model that Rochelle brought up does that.

Stephen:

That's logical. I'll look around. Thank you very much, Larry and Rochelle.

Mark:

Bob, are you okay with that now?

Bob:

Yes, Mark. I'm here.

Mark:

Okay. You're okay with it?

Bob:

I'm more comfortable with it now than I was, yes.

Mark:

Okay. Now, do you want to want to go to 17, term limits? Do we want to have term limits.

Tim:

I think it should definitely be considered. You're talking three times five is 15, four times five is 20. I mean, 20 years is a long time.

Mark:

15 is too.

Tim:

But maybe 15 is not as, well, it's definitely not as long as 20. Now what's our history? I mean, how many-

Charles:

How many years was Tony DiSalvo on it? Does anybody remember?

Tim:

30, 26? It was a long time.

Larry:

It was a long time. I remember appointing him.

Yes, I think it was 20 years. And I think Claire Bennett was on certainly longer than that.

Oh, yes, yes, yes, yes, yes. You're right. You're right. You're right.

Joe Samoa.

Mark:

Joe Cermola was on, Yes, but he was the [inaudible 00:50:56].

Bob:

It's still a term.

Mark:

Yes, okay. Yes, you're right. You're right.

Joe:

Mark?

Mark:

Pardon?

Joe:

This is Joe, I have a suggestion here. The present members of the Authority would be exempt from the requirement of whether it's three or four terms. So it's only new people that would be coming on that we would have to make a decision now whether it's going to be for three terms or four terms at the max, but those that are on right now would not necessarily have to be in this category.

Tim:

Is that a fact or a question?

Joe:

I didn't think of it that way.

Mark:

So you're suggesting.

Joe:

It's a suggestion.

There's a certain logic to that.

Mark:

I kind of feel anybody [inaudible 00:51:56].

Joe:

Great. Needs time. I don't know, maybe it's because of my age or something. I don't know what it is, but Yes, it takes a few years to get up to speed too. But I could support four years because at some point-
Four terms? You're saying four terms?

Four terms, yes. And then like you said, that's 20 years and that's a good run. If you had something that you had to accomplish, that'd give you a good history and everything else. So I think to Kevin's point is good logic to bringing in new people periodically.

Mark:

Three?

Tim:

So are people thinking three terms or four terms?

Charles:

I would support four. This is Charles.

Mark:

A person that was 60 years old, four terms would be 80. Same as the president.

Tim:

Yes. I think that's the other thing. You do have different start dates, but you got to be consistent. I recognize that, but most of these people aren't starting out as very young people. I could be mistaken on that. Everyone looks young to me.

Mark:

I'd be more in favor of three if anybody wanted to know my opinion on it.

Tim:

I think with seven board members, I'm inclined to think that three is good too. That's a pretty hefty board.

Mark:

Yep. Yep. Okay. Do we want to continue to talk about this? Jeff, do you have-

Jeff:

The RPB does not have to reappoint an FMA member to a second or a third or a fourth term. But if you at least allow yourself the option of four terms and the legislation, you have somebody that you want to keep, you have the discretion to do it. You're not required to, but if you don't have it in the legislation, you don't have the discretion to do it.

Tim:

So I see what you're saying, Jeff, basically is that there's a nominating committee that comes into being to do a selection process. And just because somebody is up for reconsideration, whether they like it or not, doesn't necessarily mean they'd be renominated.

Jeff:

Correct.

Tim:

Right, but four gives you the flexibility to make that not a hard decision if you think it became a hard decision.

Jeff:

Yes. If you have somebody you want to keep and you're sitting in that nominating, we'll use Jean Devon for another term, but we don't have the legal ability to do it, then that's a problem.

Tim:

That's a good point.

Jeff:

Yes. I mean, I agree with what you're saying completely, but it's kind of like an argument for no term limits at that point. You could use that same argument.

Stephen:

Sure. [inaudible 00:54:58].

I'm leaning.

I'm not sure if I remember one time there was a nomination from the nominating committee and then there was also a nomination from the floor. So there was a choice brought to the [inaudible 00:55:16] board a hard choice, not just a recommended by the nominating. There was another one that came from [inaudible 00:55:24].

Oh Yes, that's always a possibility.

It's a possibility.

But that's why you have the nominating committee to vet the candidate versus ... That's the struggle that goes on. I mean, that's why you have the nominating committee to examine somebody in depth versus just one night in front of the table. Correct. Then it becomes popularity concept.

Correct.

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I don't know. Jeff, I still stick with my four, but I'll go with whatever. I do think that the committee tonight ought to make a decision for a recommendation tomorrow. So we ought to come to some consensus.

Tim:

I agree. I'm comfortable with four based on Jeff's input there.

Mark:

I will too. I'll change [inaudible 00:56:11].

Tony:

That's fine.

I'm comfortable with four.

I think that takes care of it then, Mark, right?

Mark:

Yes. I think so. I think so. Do you want to go over it one more time so we know [inaudible 00:56:28] have a vote [inaudible 00:56:29] on this? [inaudible 00:56:33].

Mark:

We can accept it as we have the suggestion, and I'm sure it'll get rewritten for tomorrow night, right?

Tim:

I mean, basically what we've said tonight is what we have in front of us and we didn't make any changes tonight.

That's correct.

What Mark should present in my mind tomorrow is what we have in front of ourselves tonight.

Mark:

You're right, you're right. You're right.

Kevin:

Rochelle is speaking. I'm sorry.

Rochelle:

Just clarifying, four years for the terms.

Kevin:

Terms, Yes. Four, five-year terms.

Rochelle:

Instead of three or four.

Kevin:

Do we have to incorporate in your model for the starting terms?

Hold on here. If we're saying the term limit is some number of terms, we had somebody come in who filled a vacancy.

Tim:

Well, that's a new person.

Mark:

That's a new person. You have to do the same thing what we did with ... who did we appoint? Mario to fill the [inaudible 00:58:03].

Tim:

[inaudible 00:58:03] is they finish out that term. That doesn't-

That doesn't count.

That doesn't count as a term. And then you start your elected term.

Their appointment term.

Appointment or elected term.

And the only other thing is Joe's suggestion regarding existing members. Do they get included in this cycle or don't they? Or do we have anybody that's already in [inaudible 00:58:31]. I don't think-

Mark:

Who's the oldest on the board now?

Kevin:

Me.

Mark:

You're in your what, second term?

Kevin:

I think I'm the longest serving Authority member right now.

Tony:

I think you are.

Mark:

You're in your second term, right?

Kevin:

I think second term. I completed Dick Bell's term, and then I got re-nominated I think once or twice. That'd be my second.

Charles:

Well, how do you feel about it?

Kevin:

[inaudible 00:59:07] second term.

Charles:

Yes, as this would affect how you feel?

Kevin:

Go ahead, Mark.

Mark:

Do you think you should be included in the four terms with your terms already?

Kevin:

I mean, I personally [inaudible 00:59:22]. I personally don't have a problem with that. I think I've had conversations with Dave Borowy. I think that Dave is of the opinion that we should not be included in that, the existing board members, but I don't have an issue with it.

Tim:

Well, you're [inaudible 00:59:42] first.

To Jeff's point, at any given point, the RPB does not have to re-nominate.

Correct.

So we're covered. [inaudible 00:59:53].

Mark:

So let's include existing members then.

Tim:

No, Mark. Exclude present seated, Five member Authority people.

They're grandfathered in.

And then drop them if we want to. Or limit the four terms for any new members. However you want to word it.

Mark:

Okay. Just want to understand it. You got [inaudible 01:00:15].

Tim:

Some of them are really going to be grandmothers and grandfathers. I mean, it gets us back to the same place.

I think they should be included. That's just me.

Mark:

Okay. So are we going to present this as revised as today's revisions?

Kevin:

Yes. And the two revisions being the four year length term limits, and not including existing members.

Tim:

But I'm not in full agreement with that, but that's okay because we have a quorum and can oust my opinion.

Mark:

We want to go to the board as a united union on this.

Tim:

Absolutely. So if I'm the only dissenter, I'll fold, but I just wanted to make sure everybody thought it through, because there's really no one who is demonstrably harmed by being included. They have years to serve.

Mark:

I'm with you on that, but I'll fold too, but I really think they should be included.

Tim:

Yes.

Larry:

You are creating kind of second-class citizens if you have part of the board subject and part of the board not subject.

Tim:

Yes. It's kind of like they paid us off and they didn't.

Charles:

It's kind of saying this is something that they held a position that was not subject to restriction, and we're now changing the rules while they're serving.

Tim:

Exactly

Charles:

Right? You exempt them from the penalty of term limits if you want to. Here's the valid reason for doing it.

Kevin:

It's prospective legislation essentially is the way it would work, unless you're going to say it's retroactive.

Charles:

But if at the end of the day there's an overwhelming sense that serving longer than that has disturbed this organization, then the vote should be in favor of including them. Right? Because we have members who have served for what, 30 plus years. And if we feel that's a disturbance to the organization, then they should be included, because Kevin's young enough to serve until he's 90. And that's [inaudible 01:02:59].

Larry:

Jamie's asked a question that I just saw pop up about why do we need term limits if the nominating committee can essentially decide.

Tim:

Well, that's Jeff's point. We already argued that point or killed it or whatever.

Kevin:

We had talked about this briefly. My rationale for bringing this up for term limits is it's my experience that somebody's serving on a board for 12, 15, 20 years. Even though there's the availability to not reappoint somebody, people develop relationships and it becomes politically difficult sometimes to not reappoint someone. I think that it makes it easier to bring fresh blood or fresh ideas onto the board. And then I think Jamie had brought up the point, we didn't really talk about it, but we're just talking about consecutive terms. So somebody could serve for four terms, be off for a year, and if their skills were really critical, they could be reappointed the following year. That's also another option. That was my thought process behind the term limits.

Mark:

I mean, four terms is 20 years. That's a lifetime on a board. Right, Charles? 20 years on a board?

Charles:

Unless you're Charlie Munger. [inaudible 01:04:50]. Yes. I thought we settled on the four. There's arguments on both sides, but I think 20 years is a long time. And it just kind of forces the nominating committee and the board to make changes and allow-

Mark:

That's right.

Charles:

... for changes.

Tim:

Well, we were trying to decide the final thing, whether or not to include the existing members or not. Do we want to resolve that through a vote, Mark, or how do you want to resolve that?

Mark:

That's a good question. Okay. Do you want to take a vote on it, guys?

Tim:

Yes. I would do it as a vote. I think it's reasonable.

Mark:

Okay. So all those who want to include the existing members now on the committee, who's on the committee there, Jennifer again?

Jennifer:

It is you, Vin, Charles, Tony, and Tim.

Mark:

Okay. Charles, Tony.

Bob:

Mark. Kevin's got a conflict.

Mark, I can vote first. I think I've decided that I do want to include the existing members, and it is based frankly on Larry's comment about creating two classes of board members. So I think I would support including the existing members.

Tony?

Tony:

Same thing.

Mark:

Vinny?

Vin:

I'll agree with that.

Charles:

Me, I'll go with you guys. And Kevin?

And Tim.

Tim, I'm sorry. Tim.

Tim:

I agree. I'm glad to see so many people swing my way.

Jamie:

You're very convincing.

Tim:

Well, it took Larry.

Mark:

Kevin, you're on this committee whether you like it or not here.

Kevin:

I'll vote in favor of it.

Mark, I think that makes everything unanimous then, right?

Mark:

Yes. That's right. That's right.

Charles:

I do have one other question though I just want to ask Mark. You may have other business, but I did want to ask one question of our consultant and lobbyist. Is this a normal or acceptable number, quantity of changes in something like this?

Nicoletta:

Yes.

Charles:

To me, it looks overwhelming. You feel comfortable with it?

Nicoletta:

Yes, I do feel comfortable with it. And so do our lobbyists, Gaffney and Bennett. So honestly, I think I've mentioned this last session or last meeting, it's better to have more in one year than to go back in a couple years and have to reopen it and just-

Charles:

Yes, and I understood that [inaudible 01:07:55]. I was just concerned that this more or is it too much, but you're comfortable.

Nicoletta:

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Yes, I'm comfortable with it especially since they're not controversial. If there was something bigger that the legislature would really have to study, I would maybe be a little bit hesitant. But I think with what we have here, we're in good shape.

Charles:

Great. Okay.

Larry:

And in reality, most of these changes are de minimis or they're correcting a punctuation or grammar or something like that. There's probably only four or so what I would call significant changes to the legislation.

Mark:

Okay. So where are we going? Do I need a census or a vote that we're going forth with the revisions that we made tonight to bring it to the RPB?

Tim:

I'll make that motion and I'll vote yes.

Second. Yes.

Mark:

Okay. So got that, Jennifer?

Jennifer:

Yes.

Mark:

Okay. Where's my list? [inaudible 01:09:03] my list. Here. Okay. So Charles?

Charles:

Yes.

Mark:

Tony?

Tony:

Yes.

Mark:

Vinnie?

Vin:

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Yes.

Mark:

Vin.

Vin:

Yes.

Mark:

Tim.

Tim:

Yes. Yes.

Mark:

Kevin?

Kevin:

Yes.

Mark:

And myself, yes. So we're going to go in there unanimously for this.

Bob:

Yes. Good.

Mark:

And if we have to discuss these things, we're going to be able to discuss as a whole.

Bob:

Absolutely.

Yes.

Mark:

I think this is one of the most constructive commitments I've [inaudible 01:09:49].

Tony:

Nice job, Mark. Appreciate you taking over.

Mark, I hope you're there [inaudible 01:09:57] soon.

What?

Hope you're there [inaudible 01:10:01] and not absent.

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Mark:

Tomorrow I'll be there. I'll be there. All right. Thank you guys.

Mark:

All right, thank you guys. Have a motion.

Tim:

Thank you. Motion to adjourn.

Tony:

Second.

Mark:

All right. Thanks a lot.