

# **MINUTES OF SPECIAL MEETING**

## **STRATFORD TOWN COUNCIL**

April 9, 2015

THE STRATFORD TOWN COUNCIL CONDUCTED A SPECIAL MEETING ON THURSDAY, APRIL 9, 2015 IN COUNCIL CHAMBERS OF TOWN HALL, 2725 MAIN STREET, STRATFORD, CT PURSUANT TO NOTICE DULY POSTED.

### **I. CALL TO ORDER** — 7:38 P.M.

**PRESIDING:** Council Chairman Joseph Kubic

**COUNCIL MEMBERS IN ATTENDANCE:** Mr. Peter Massey, Ms. Stephanie Philips, Mr. Jason Santi, Mr. Brian Dempsey, Mr. Kenneth Poisson, Mr. Gavin Forrester, Mr. James Connor, Mr. Joseph Kubic, Mr. Paul Hoydick

**COUNCIL MEMBERS ABSENT:** Mr. Matthew Catalano

**OTHERS IN ATTENDANCE:** Mayor John Harkins, CAO Steve Nocera, Mayoral Aide Chris Bandecchi, Chief of Staff Marc Dillon, Town Attorney Tim Bishop, Asst. to the Town Attorney John Florek

- II. A. The proposed sale of the assets of the Stratford Water Pollution Control Authority (“SWPCA”) and the Town of Stratford used in connection with the SWPCA (collectively, the “SWPCA Assets”), to the Greater New Haven Water Pollution Control Authority (“GNHWPCA”).
- B. The Asset Purchase Agreement related to the sale of SWPCA assets to GNHWPCA by and among GNHWPCA, as Buyer, and each of the Town of Stratford and SWPCA, as Sellers (the “Asset Purchase Agreement”).
- C. The proposed sale to GNHWPCA of certain real property owned by the Town of Stratford and used in connection with the SWPCA.
- D. The proposed granting to GNHWPCA of easements/rights of way to certain real property of the Town of Stratford and used in connection with the SWPCA.

(For II.A-D Please See Attached RESOLUTION AUTHORIZING THE SALE OF REAL PROPERTY INTERESTS AND ASSETS OWNED BY THE TOWN OF STRATFORD AND USED IN CONNECTION WITH THE STRATFORD WATER POLLUTION CONTROL AUTHORITY, TO THE GREATER NEW HAVEN WATER POLLUTION CONTROL AUTHORITY)

A MOTION WAS MADE BY MR. FORRESTER, SECONDED BY MR. CONNOR TO APPROVE THE FOREGOING RESOLUTION. THE MOTION PASSED WITH 7 IN FAVOR AND 2 (Ms. Philips and Mr. Hoydick) OPPOSED.

- III. The Concurrent Ordinance to be adopted by the Town of Stratford in furtherance of the regionalization of the SWPCA operations with the GNHWPCA operations pursuant to the Asset Purchase Agreement.

RESOLVED: That the first reading of the above entitled Ordinance be and is hereby dispensed with as copies thereof have been previously furnished to each member of the Town Council, and that the same be adopted as a first reading and referred to the Ordinance Committee.

A MOTION WAS MADE BY MR. FORRESTER, SECONDED BY MR. DEMPSEY TO REFER THE FOREGOING ORDINANCE TO ORDINANCE COMMITTEE. THE MOTION PASSED WITH 7 IN FAVOR AND 2 (Ms. Philips and Mr. Hoydick) OPPOSED.

- IV. ADJOURNMENT — Hearing no further discussion in connection with the above agenda items or further business, the Chairman called for a motion to adjourn at 7:54 p.m. ON A MOTION MADE BY MR. SANTI AND SECONDED BY MR. CONNOR, IT WAS VOTED 9 TO 0 TO ADJOURN THE MEETING.

ATTEST: Carol Cabral  
Carol Cabral, Council Clerk

**A RESOLUTION AUTHORIZING THE SALE OF REAL PROPERTY INTERESTS AND ASSETS OWNED BY THE TOWN OF STRATFORD AND USED IN CONNECTION WITH THE STRATFORD WATER POLLUTION CONTROL AUTHORITY, TO THE GREATER NEW HAVEN WATER POLLUTION CONTROL AUTHORITY**

sponsored by: Hon. Joseph Kubic – Ninth district Council Member

**WHEREAS**, the Town of Stratford, Connecticut (the “Town”) owns certain real property interests (whether by deed or easement) and assets (collectively, the “Assets”) used in connection with operating the Stratford Water Pollution Control Authority (“SWPCA”) wastewater systems and wastewater treatment activities (collectively, the “Wastewater Activities”); and

**WHEREAS**, the Greater New Haven Water Pollution Control Authority (the “GNHWPCA”) is a regional water pollution control authority created pursuant to Connecticut General Statutes (“C.G.S.”) §§ 22a-500-519 by the municipalities of New Haven, East Haven, Hamden and Woodbridge, which adopted concurrent ordinances to create GNHWPCA, and such municipalities are currently all of the municipalities comprising GNHWPCA; and

**WHEREAS**, the Town desires to become a constituent municipality of GNHWPCA by adopting a Concurrent Ordinance along with the municipalities of New Haven, East Haven, Hamden and Woodbridge; and

**WHEREAS**, GNHWPCA desires to purchase from the Town, and the Town desires to sell to GNHWPCA (the “Transaction), the Assets; and

**WHEREAS**, in connection with the Transaction, GNHWPCA has agreed to assume all of the Town’s Clean Water Fund loan obligations outstanding as of the date of the closing of the Transaction, and the Town will be relieved of its full faith and credit obligation to repay such loans; and

**WHEREAS**, SWPCA owns certain assets (collectively, the “SWPCA Assets”) used in connection with running the Wastewater Activities, and GNHWPCA desires to purchase from SWPCA, and SWPCA desires to sell to GNHWPCA, the SWPCA Assets; and

**WHEREAS**, the Town and SWPCA desire to enter into that certain Asset Purchase Agreement (the “Purchase Agreement”) by and among the Town, SWPCA and GNHWPCA, in substantially the form presented to the Town Council of the Town of Stratford, Connecticut (the “Council”), effectuating the Transaction and the sale of the Assets and the SWPCA Assets to GNHWPCA; and

**WHEREAS**, for reasons more fully set forth herein, the Council finds and determines it to be in the best interest of the Town to authorize the sale of the Assets and consummate the Transaction;

**NOW, THEREFORE, BE IT DULY RESOLVED BY THE COUNCIL:**

**Section 1.** The Town is hereby authorized to enter into and carryout the Transaction, and take all action in furtherance thereof as the Mayor of Stratford (the “Mayor”) deems necessary or desirable to effectuate the purposes thereof.

**Section 2.** The Council has reviewed the terms and conditions of the Purchase Agreement and each of the documents contemplated thereby (collectively, the “Transaction Documents”) and finds it advisable and in the best interest of the Town for the Town to enter into and consummate the Transaction and enter into the Purchase Agreement and each of the Transaction Documents to which the Town is a party, substantially in the form presented to the Council. Accordingly, the terms and provisions of the Purchase Agreement and each of the Transaction Documents, and the transactions contemplated therein (including the Transaction), be, and such terms, provisions and transactions hereby are, in all respects approved and adopted substantially in the form presented to the Council.

**Section 3.** The Mayor, or his designee, on behalf of the Town, is authorized to execute and deliver the Purchase Agreement and each Transaction Document to which the Town is a party, with such additions to, deletions of, and other non-substantive changes in the terms and provisions thereof as may be approved by the Mayor or such designee, acting in conjunction with counsel to the Town, such approval to be conclusively evidenced by the Mayor’s or his designee’s execution and delivery of the Purchase Agreement and each of the Transaction Documents in definitive form, and any other commercially necessary or appropriate agreements which are necessary, appropriate or desirable in connection with or incidental to the Transaction.

**Section 4.** The Mayor, or his designee, on behalf of the Town, is authorized to take or cause to be taken all such further action, and to execute and deliver or cause to be executed and delivered, and, if appropriate, file or record, or cause to be filed and recorded, any and all documents, as the Mayor or such designee deems necessary, desirable or appropriate to carry out and consummate the Transaction, the Purchase Agreement, the Transaction Documents, and any and all agreements and the transactions contemplated by the Purchase Agreement and each of the Transaction Documents, and otherwise to carry out and consummate the intent and purposes of the foregoing Sections and each of them.

**Section 5.** This Resolution shall become effective immediately upon passage pursuant to Section 2.2.9 of the Town Charter.

**CONCURRENT ORDINANCE ADDING THE TOWN OF STRATFORD  
AS A CONSTITUENT MUNICIPALITY OF  
THE GREATER NEW HAVEN WATER POLLUTION CONTROL AUTHORITY**

I. Definitions.

For purposes of this Concurrent Ordinance, each of the following terms shall have the meaning set forth below:

“Asset Purchase Agreement” shall mean an agreement by and among Stratford, the Stratford Water Pollution Control Authority and the GNHWPCA which shall set forth the terms and conditions of the transfer of the Stratford Wastewater System Assets to the GNHWPCA.

“Bonds” shall have the meaning set forth in CGS 22a-500.

“Bylaws” shall mean the rules and regulations governing the administration of the property of GNHWPCA and the conduct of its affairs.

“CGS” shall mean the General Statutes of the State of Connecticut, as amended.

“Concurrent Ordinance” shall mean this Concurrent Ordinance adding the Town of Stratford as a Constituent Municipality of the GNHWPCA.

“Constituent Municipality” shall have the meaning set forth in CGS 22a-500.

“East Haven” shall mean the Town of East Haven, Connecticut.

“Effective Date” shall mean the later to occur of (1) the date upon which this Concurrent Ordinance becomes effective in (i) New Haven, (ii) East Haven, (iii) Hamden, (iv) Woodbridge, and (v) Stratford, and (2) the closing of the transfer and sale of the Stratford Wastewater System Assets to the GNHWPCA.

“GNHWPCA” shall mean the Greater New Haven Water Pollution Control Authority established pursuant to the ordinance previously adopted by each of New Haven, East Haven, Hamden and Woodbridge, as revised by this Concurrent Ordinance.

“Hamden” shall mean the Town of Hamden, Connecticut.

“New Haven” shall mean the City of New Haven, Connecticut.

“Plan of Operation” shall mean the preliminary plan of operation prepared and submitted by the Constituent Municipalities in accordance with CGS 22a-500 to 22a-519, inclusive, as may be amended from time to time, which shall include the procedure by which Bonds of the GNHWPCA shall be approved and be in furtherance of the environmental protection laws of the State.

“Sewer Ordinance” shall have the meaning set forth in Section VIII of this Concurrent Ordinance.

“State” shall mean the State of Connecticut.

“Stratford” shall mean the Town of Stratford, Connecticut.

“Stratford Wastewater System Assets” shall mean the entire municipal wastewater system of Stratford and the Stratford Water Pollution Control Authority and all assets related to such wastewater system, including, but not limited to, any device, equipment, appurtenance, plant facility and method of collecting, transporting, receiving, reducing, treating, reclaiming, separating, disposing of or discharging sewage or the residue from the treatment of sewage, including any component of the foregoing, but specifically excluding all of Stratford’s stormwater assets.

“Woodbridge” shall mean the Town of Woodbridge, Connecticut.

## II. Statement of Purpose of GNHWPCA.

The GNHWPCA is a regional water pollution control authority previously created in accordance with CGS 22a-500 with each of New Haven, East Haven, Hamden, and Woodbridge as a Constituent Municipality. The purpose of the GNHWPCA is the furtherance of the environmental protection laws of the State and to gain efficiencies and economies of scale with respect to the planning, design, construction, management, operation and maintenance of the Wastewater System of New Haven, East Haven, Hamden, Stratford and Woodbridge and any other Constituent Municipality which may adopt a concurrent ordinance and become a member of the GNHWPCA in the future. The GNHWPCA, the existing Constituent Municipalities of the GNHWPCA and Stratford each desire that Stratford become a member and Constituent Municipality of the GNHWPCA.

## III. Incorporation of the GNHWPCA.

The name of the regional water pollution control authority created pursuant to CGS 22a-500 to 22a-519, inclusive, shall continue to be the Greater New Haven Water Pollution Control Authority. The principal office of the GNHWPCA is 260 East Street, New Haven, Connecticut.

## IV. Plan of Operation.

The GNHWPCA shall be operated in accordance with a Plan of Operation and in accordance with CGS 22a-500(c) and 22a-501(a). The Plan of Operation may be revised from time to time upon the approval of a majority of the Directors, subject to and in accordance with CGS 22a-501.

## V. Board of Directors

### A. Number of Directors.

The GNHWPCA shall increase the size of its Board of Directors, created under CGS 22a-500(b), to consist of eleven (11) directors. Four (4) directors shall be appointed by New Haven, two (2) directors shall be appointed by each of Hamden, East Haven and Stratford, and one (1) director shall be appointed by Woodbridge.

B. Directors.

The terms of office and appointing Constituent Municipality of each member of the revised eleven-member board of directors of the GNHWPCA are set forth on Exhibit A attached hereto, and shall be effective as of the Effective Date. Each director shall be entitled to one (1) vote on any matter that shall come before the Board of Directors for their approval.

C. Authority and Compensation.

The business of the GNHWPCA shall be managed by or under the direction of the Board of Directors which may exercise all such powers of the GNHWPCA and do all such lawful acts and things as are allowed by the Connecticut General Statutes, as amended, and the Bylaws.

The compensation, if any, and method for determining same for each director on the Board of Directors shall be as set forth in the Bylaws.

D. Term of Office.

The current term of each director of the GNHWPCA shall commence on the Effective Date and expire on the dates set forth on Exhibit A attached hereto. Directors shall be divided into two (2) groups of four (4) directors and one (1) group of three (3) directors, each as more fully set forth in the Bylaws. The current term of the first, second and third groups shall expire on December 31, 2017, December 31, 2015 and December 31, 2016, respectively, as more fully set forth in the Bylaws. Upon the expiration of each initial term of office for each of the current directors of the GNHWPCA, a new term of office of three years shall commence as more fully set forth in the Bylaws.

E. Appointment of Directors and Removal.

The directors to be appointed by New Haven shall be appointed by the Mayor of New Haven, subject to the approval of the Board of Aldermen of New Haven. The directors to be appointed by East Haven shall be appointed by the Mayor of East Haven, subject to the approval of the Town Council of East Haven. The directors to be appointed by Hamden shall be appointed by the Mayor of Hamden, subject to the approval of the Legislative Council of Hamden. The directors to be appointed by Stratford shall be appointed by the Mayor of Stratford, subject to the approval of the Town Council of Stratford. The directors to be appointed by Woodbridge shall be appointed by the Board of Selectmen of Woodbridge.

Any director may be removed from office as more fully set forth in the Bylaws. The appointment of subsequent directors shall be as more fully set forth in the Bylaws.

VI. Powers.

The GNHWPCA shall have all the powers set forth in CGS 22a-500 to 22a-519, inclusive.

VII. Bylaws.

Any and all amendments to the Bylaws of the GNHWPCA to include Stratford as a Constituent Municipality are hereby approved and adopted in all respects pursuant to the provisions of CGS 22a-501(a)(1) and Section 8.1 of the Bylaws.

A copy of the Bylaws of the GNHWPCA and all amendments thereto, duly certified, shall be filed in the office of each Constituent Municipality and the State of Connecticut Secretary of the State in accordance with CGS 22a-501(a)(1), as amended. The Bylaws may be revised in accordance with the express terms contained therein and CGS 22a-501(a)(1), as amended.

VIII. Sewer Ordinance.

The GNHWPCA previously adopted the sewer ordinance (the "Sewer Ordinance"). With respect to Stratford, the Sewer Ordinance shall become effective in Stratford as of the Effective Date and shall, as provided therein, supersede, amend, restate and replace the existing sewer ordinance of Stratford or portions thereof. The Sewer Ordinance may be amended, modified, restated or replaced by the Board of Directors of the GNHWPCA from time to time after adoption without the need for separate approval from the Constituent Municipalities.

IX. Transfer of Assets.

The transfer, sale and purchase of the Stratford Wastewater System Assets among the GNHWPCA, Stratford and the Stratford Water Pollution Control Authority is hereby approved. Prior to the execution of the Asset Purchase Agreement and the transfer of the Stratford Wastewater System Assets to the GNHWPCA, the proposed transfer and sale of the Stratford Wastewater System Assets shall, pursuant to the provisions of CGS 8-24, as amended, be referred to the Planning Commission of Stratford for a report, and a public hearing shall be held by Stratford so that the users of the water pollution control system and residents of Stratford may be heard concerning the proposed transfer of real property and the proposed provisions of the Asset Purchase Agreement in accordance with CGS 22a-509(d) and CGS 7-163e.

X. Severability.

The invalidity of any one or more of the words, phrases, sentences, clauses, sections or subsections contained in this Concurrent Ordinance shall not affect the enforceability of

the remaining portions of this Concurrent Ordinance or any part hereof, and, if any one or more of the words, phrases, sentences, clauses, sections or subsections contained in this Concurrent Ordinance shall be declared invalid by a court of competent jurisdiction, this Concurrent Ordinance shall be construed to most closely effectuate the intentions of the Constituent Municipalities and the remainder of the Concurrent Ordinance shall be valid and effective.

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Exhibit A

Directors

	<u>Appointed By</u>	<u>Term of Office Ending:</u>
<u>Group 1*</u>	New Haven	December 31, 2017
	East Haven	December 31, 2017
	Hamden	December 31, 2017
<u>Group 2*</u>	New Haven	December 31, 2015
	East Haven	December 31, 2015
	Woodbridge	December 31, 2015
	Stratford	December 31, 2015
<u>Group 3*</u>	New Haven	December 31, 2016
	New Haven	December 31, 2016
	Hamden	December 31, 2016
	Stratford	December 31, 2016

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\* Group designations are in accordance with Section 2.3 of the Bylaws.