

PINE ORCHARD ASSOCIATION
Bylaws Committee
Minutes of Special Meeting on
July 31, 2023, at 7:00 PM
Held using Zoom Application

1. **Call to order:** The meeting was called to order by Vin Giordano at 7:01 p.m.
2. **Roll call of members:** The following members were present: Vin Giordano, Matt Barez, David Scheer, John Grathwol, Peggy Haering, David Silverstone, Andrew Ruff, Tom Roche, Karen Jubanyik, Niall Ferguson, and Seth Hershman. Absent: Curtis O'Connor.
3. **By-Laws Review.** The president asked for a report of the bylaw committee. David Scheer discussed proposed updates to the by-laws and a communications plan to make a final appeal for Association members to provide an email address to facilitate providing meeting notices. John Grathwol said that while email is preferred, he wanted to continue mailings to those members that do not provide an email address for certain meetings, like Nominations, By-laws, and Zoning. The by-laws committee is still considering how to designate certain board assignments, which are currently called 'committees' even though they may have only one member.

David Scheer said that he and John Grathwol recommended creation of an ad hoc procurements committee to conduct vendor searches for services likely to exceed \$10,000 on a periodic basis. Those might include insurance, zoning, landscaping, and legal services. David Sheer said that it was a matter of good governance, and he did not want to have any appearance of cronyism. Matt Barez said that the only service that was likely to be captured by David's description was legal services. Peggy expressed concern that creation of the proposed committee was focused on review/replacement of counsel and that it made no sense to pursue such an activity where the Association is engaged in ongoing litigation. Niall Ferguson spoke in favor of vetting long-term vendors like accountants, zoning and insurance. After further discussion, Vin said that he would be in favor of creating a provisional committee to review long-term vendor relationships, develop procedures for such review, and potentially to undertake procurements to ensure that we are getting the best value and quality of service. It was agreed that the proposed new committee would not be included in any by-laws revision. Peggy recommended that rather than continuing to discuss proposed changes, the by-laws committee get on with the task of drafting actual language that could be presented to the Board.

4. **Committee Assignments.** Vin Giordano said that he will shortly be issuing committee assignments for Board members. There was a brief discussion of nomenclature to be used.

5. **ZBA Appointments**. Matt Barez reported that an alternate member of the ZBA expressed interest in becoming a full-time member and that he would be making recommendations for ZBA appointments soon. Matt has scheduled a review with the Zoning Enforcement Officer to explore how the Board could improve oversight of zoning matters.
6. **Pending litigation**. The POA's attorney, Peter Berdon, was unable to attend the meeting due to a conflicting obligation. Vin Giordano reported that the POA's brief in the Wihbey appeal (involving short term rentals) is due in the CT Supreme Court on August 25, 2023. Peggy said that she checked the Appellate Court docket in the McBurney matter and that a briefing schedule has not yet been issued.
7. **POA Building status update**. Vin reported on damage to the Association HQ that was caused by a rabid raccoon that fell down the flue. The animal gnawed through doors and created a mess throughout the building. The Association will need to replace some interior doors, floor coverings, and undertake furnace repair. The damage is covered by insurance, but we have a \$5000 deductible. The insurance adjuster has surveyed the damage and confirmed that the amount of damage exceeds \$5000. David Sheer questioned whether the Association should continue ownership of the building in light of the cost of carrying it. Peter Robinson reported that we receive \$5200 in rental income for the building and total maintenance expenses come to \$13,667—for a net annual cost of approximately \$8000. Vin Giordano pointed out that the Association needs somewhere to keep its files and hold meetings. David Sheer said that there were other places where Association meetings could be held and felt that some members preferred Zoom rather than in-person meetings. Peggy recommended that we not make such a decision based on the experience of the past 3 years and expressed a preference for keeping the building for community meetings. She also said that the Board should not take any action on the disposing of the building without soliciting community input. Andy Ruff and Peter Robinson will prepare a brief study of different scenarios for the September 11 meeting, looking at strategies to accommodate the office manager and archive materials in the event the building is conveyed back to the Town of Branford.
8. **Review quotes for Crescent Bluff**. Vin reported that we have received DEEP permission to proceed with the replacement of the stairway leading to the beach. There is an ongoing debate about whether the Association is required by the judgment to reinstate access to the walkway. Vin observed that some people have been reaching the walkway, but current conditions are dangerous. Niall Ferguson and David Scheer opposed the Association taking any action to reconnect to the walkway at the end of Crescent Bluff. David Silverstone proposed the Association replace the stairway and not take any action to construct access to the walkway at the present time. Vin said that the cost of the proposed stairway replacement is approximately \$30,000 and that the quote does not include replacing the hand-railing, which is also costly. As the currently proposed work (in addition to funds

already expended) will consume most of the \$60,000 that was budgeted for shoreline maintenance for this year, Vin felt it was best to limit the present work to stairway replacement, which will be done in such a manner as to preserve our ability to undertake future work to preserve access if we so desire. He intends to solicit the views of residents of Crescent Bluff Avenue on the issue of walkway access.

9. **Public comments.** None.

10. **Adjournment.** Upon motion and second, the Board voted to adjourn the meeting at 9:15 p.m.

Respectfully submitted,

Margaret Haering
Clerk