

2 **SPECIAL MEETING**

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4 TOWN OF WALLINGFORD  
5 PUBLIC UTILITIES COMMISSION  
6 WALLINGFORD TOWN HALL  
7 45 SOUTHMAIN STREET  
8 ROOM 315  
9 WALLINGFORD, CT 06492  
10 THURSDAY, DECEMBER 23, 2021  
11 6:30 P.M.

12 *Meeting was held in person as well as remotely*

13 **MINUTES**  
14

15 **PRESENT:** Chairman Robert Beaumont (remotely); Commissioners Patrick Birney and Joel  
16 Rinebold; Electric Division General Manager Tony Buccheri; Business Manager Marianne Dill,  
17 Town Attorney Gerald E. Farrell, Sr.; Mayor William W. Dickinson, Jr.; Executive Secretary  
18 Michelle Bracale acting as Recording Secretary

19 *Absent: Director Richard Hendershot*

20 Mr. Birney called the Meeting to order at 6:35 P.M., and the pledge of Allegiance was recited.  
21

22 **1. Pledge of Allegiance**  
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24 **2. Executive Session pursuant to CT §1-225(f), §1-200(6)(D), (E) and §1-**  
25 **210(b)(5)(B) and §7-232a to discuss the Pierce property lease.**  
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27 **Motion was made to move into Executive Session at 6:35 p.m. pursuant to CT §1-225(f), §1-**  
28 **200(6)(D), (E) and §1- 210(b)(5)(B) and §7-232a to discuss the Pierce property lease.**  
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30 **Made by: Mr. Rinebold**

31 **Seconded by: Mr. Birney**

32 **Votes: 3 ayes**  
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34 **Attendance at Executive Session:** Chairman Robert Beaumont (remotely), Commissioners  
35 Patrick Birney and Joel Rinebold, Electric Division General Manager Tony Buccheri, Business  
36 Manager Marianne Dill, Town Attorney Gerald E. Farrell, Sr., Mayor William W. Dickinson, Jr.

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**Time of Executive Session: 6:35 p.m. to 7:26 p.m.** Mr. Birney noted that no votes or actions were taken during Executive Session.

**Public Question and Answer Period**

Mr. Birney opened the Public Question and Answer Period. No members of the Public were present and Mr. Birney closed the Public Question and Answer Period.

**Public Question and Answer Period Closed**

**3. Discussion and possible action to approve amendments to the Lease of the Pierce Property and the facilities encompassing same, the Assignment of the Lease by CMEEC to MPH AL Pierce, LLC, the Estoppel Agreement in connection with same Assignment, and the execution of the documents by Mayor Dickinson.**

Mr. Rinebold stated that he would be prepared to make a motion to approve the First Amendment to the Lease, the Amendment to Notice of Lease, Estoppel Certificate, the Lessor Estoppel Certificate, Waiver Agreement, Consent to Assignment and Assumption of the Pierce Project Lease and Interconnection Agreement which is related to the Electric Interconnection, and Acknowledgement of Termination of Contract for the sale of the Pierce Project, Energy to the Town of Wallingford between CMEEC and the Town with conditions that be subject to non-substantive changes by legal counsel, and the Mayor and execution by the Mayor.

Mr. Birney stated that he would entertain that.

Attorney Farrell suggested that an addition to the First Amendment to the lease be put in with an additional section that would explain how the rent received after credit for personal property tax be apportioned as to the electric division and other departments of the town, and that be added to it before executed by the Mayor. Stating that the Electric Division would receive whatever rent payment is remaining after the personal property tax is credited, other than in calendar year 2022, where the Electric Division will receive one half of the rent insofar as no personal property tax will be due during this period. The allocation of rent during calendar year 2022 would mirror the allocation under the current Lease.

Mr. Rinebold stated he would accept that.

Mr. Birney noted the existence of a motion on the floor , and noted that he would second the motion.

Mayor Dickinson noted that the Town Council had delegated its authority related to the actions contained in Mr. Rinebold’s Motion to the Public Utilities Commission.

Mr. Farrell confirmed that the Town Council delegated to the Public Utilities Commission the actions contemplated by Mr. Rinebold’s Motion and the Town Council would not be reviewing

83 the Public Utility Commission's actions prior to the Mayor's execution of the transaction  
84 documents. The Public Utilities Commission would have the right to approve the transaction  
85 documents with the Mayor to execute.

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87 Mr. Birney noted that he would now open the floor for discussion on the motion.

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89 Mr. Beaumont concluded that everything looked in place, and that it is getting time to vote on it.

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91 Mr. Rinebold stated that he believes it is good for the Town; minimizes risk and maximizes  
92 stability.

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94 Mr. Birney noted that he had a conversation with Mr. Buccheri as they were working on Phase  
95 One that the focus of the WED is on distribution and transmission and not generation. There are  
96 some material distribution and transmission projects that will require attention and capital over  
97 the next 10 years. Based on the economics and the legal analysis, it is clearly not the right time  
98 to get back into the generation business, so he supports the motion. Mr. Birney also wanted to  
99 publicly thank Attorney Farrell, who has worked tirelessly on this project over the last six weeks  
100 with a lot of hours burned with some outside professionals, and some last minute work needed to  
101 get the information to where it is right now. He wanted to sincerely thank him for all that work  
102 here.

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104 **Motion to Approve (A) (i) the First Amendment of the Lease, which shall include a**  
105 **provision that until such time as Tenant's obligations to satisfy Property Taxes commences,**  
106 **Section 3.1(c) of the Lease shall remain in full force and effect and after Tenant's obligation**  
107 **to satisfy Property Taxes commences, the Electric Division enterprise fund shall receive all**  
108 **rent that is not attributable to the Tenant's Property Tax obligations; (ii) the Amendment**  
109 **to Notice of Lease, (iii) the Estoppel Certificate, (iv) the Lessor Estoppel Certificate, (v) the**  
110 **Waiver Agreement, (vi) the Consent to Assignment and Assumption of Pierce Project**  
111 **Lease and Interconnection Agreement; and (vii) the Acknowledgement of Termination of**  
112 **Contract for the sale of the Pierce Project, Energy to the Town of Wallingford between**  
113 **CMEEC and the Town, subject to non-substantive changes authorized by legal counsel and**  
114 **the Mayor; and (B) the execution of the aforesaid documents by the Mayor.**

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116 **Made by: Rinebold**

117 **Seconded by: Birney**

118 **Votes: 3 ayes – Unanimous**

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120 **ADJOURNMENT**

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122 **Motion to adjourn at approximately 7:33 p.m.**

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124 **Made by: Rinebold**

125 **Seconded by: Birney**

126 **Votes: 2 ayes**

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128 The meeting was adjourned at approximately 7:33 p.m.

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Respectfully submitted,  
  
Michelle Bracale  
Recording Secretary

Respectfully submitted,  
  
Joel Rinebold  
Secretary