

COAKLEY EXECUTIVE COMMITTEE

Wednesday, January 13, 2021

10:00 a.m., Teleconference

Meeting Minutes

The Coakley Executive Committee (EC) Teleconference call commenced at 10:02 a.m.

Conferenced in by phone: Chairman Eric Spear, Seth Jaffe, Esq., Curtis Shipley, Esq., Peter Britz, Dan MacRitchie, Joe Montello and Marian Steimke.

Others conferenced in by phone: Mathew Scruton, Greenland Town Administrator, Michael Tully, North Hampton Town Administrator, Mike Edgar,

Chairman Spear read the following:

Per NH RSA 91-A:2, III (b) the Chair has declared the COVID-19 outbreak an emergency and has waived the requirement that a quorum be physically present at the meeting pursuant to the Governor's Executive Order 2020-04, Section 8, as extended by Executive Order 2020-25, and Emergency Order #12, Section 3. Members will be participating remotely and will identify their location and any person present with them at that location. All votes will be by roll call.

I. Review the minutes of the December 9, 2020 Coakley Teleconference call.

Attorney Seth Jaffe moved to approve the minutes of the December 9, 2020 meeting; Attorney Curtis Shipley seconded this motion. On a roll call 3-0 vote, the Committee voted to approve the December 9, 2020 minutes.

OU-1

II. BILLS

City of Portsmouth

A. Invoice #2900654358 dated 12/9/2020 50% \$2,750.00
Peter Britz & Financial services - 12/2020

Attorney Seth Jaffe moved to approve item II – A for payment; Attorney Curtis Shipley seconded this motion. On a roll call 3-0 vote, the Committee voted to approve Item II – A for payment.

DC MacRitchie

Payment Certification dated: 1/13/2021
 Invoice dated: 12/28/2020
 Services rendered through: 12/9/2020

B. Invoice #205643 50% \$1,725.00
 Professional Services

Peter explained this was for budgeting and projection work and EPA updates on cash flow.

Attorney Seth Jaffe moved to approve item II – B for payment; Attorney Curtis Shipley seconded this motion. On a roll call 3-0 vote, the Committee voted to approve Item II – B for payment.

Peter Britz Reimbursement

C. Memo on Invoice #3001 dated 12/21/2020 50% \$12.50
 Reimbursement for PFAS seminar/LSPA

Peter said this was for reimbursement for a webinar which he paid for on his credit card.

Attorney Seth Jaffe moved to approve item II – C for payment; Attorney Curtis Shipley seconded this motion. On a roll call 3-0 vote, the Committee voted to approve Item II – C for payment.

CES, Inc. Payment Certification dated: 1/13/2021
 Invoices dated*: 11/23/2020 **unless otherwise noted*
 Services rendered through*: 10/25/2020 **unless otherwise noted*

D. Invoice #20205091 dated 11/27/2020 100% \$9,770.00
 Stormwater Work Plan

E. Invoice #20205013 35% \$568.75
 2020 Spring Sampling

*F-x. Invoice #20205014 - not paid out of OU-1 35% \$1,003.24
 CES incorrectly divided this to bill to include OU-1 (correct is 100% OU-2)
 Bedrock Investigation Activities*

F. Invoice #20205016 – corrected 35% \$5,748.70
 2020 Fall Sampling
This is a corrected invoice from CES

G. Invoice #20205015 Services through: 11/1/2020 35% \$509.25
 General technical Support

Peter said CES acquired and took the name of Haley Ward, and he explained the invoices. Item II-D should be the stormwater work plan, the HB494 memo pilot, and removal of the beaver dam. Item II-E was to complete a report and development of PFAS pilot. Item II-F was for development of pump test work plan and access agreement with NHDOT to remove beaver dam and a fee NHDOT charged of \$400. This invoice also included a memo on where to locate the new well. Item II-G was for coordination with agencies.

Mistakes on CES invoices / CES sent corrected invoices:

- Item II-F-x above was on the OU-1 agenda as presented at the meeting for invoice5014, but it should have been 100% OU-2.
- Item II-F above for invoice 5016 was not on the agenda for OU-1 but was listed as 100% on the OU-2 section of the agenda this invoice should have had the 35% 65% split applied to it. It is correctly represented in these minutes.

Attorney Seth Jaffe moved to approve items II – D, E, G for payment; Attorney Curtis Shipley seconded this motion. On a roll call 3-0 vote, the Committee voted to approve Items II – D, E, G for payment.

Attorney Seth Jaffe moved to authorize payment of Item II – F subject to Peter's determination the allocation between OU1 and OU2 of 35% / 65% is appropriate for this case and use his discretion to pay. If Peter thinks the group should discuss further, then Peter should not pay this invoice. Attorney Curtis Shipley seconded this motion. On a roll call 3-0 vote, the Committee voted to approve Item II – F for payment.

Nordstrom Enterprises

H.	Invoice dated: 11/21/2020	100% \$8,245.00
	Invoice #: 15-30893	
	Mowing the Landfill Cap	

Peter said last year the amount charged was lower due to damage caused by contractor.

Attorney Seth Jaffe moved to approve item II – H for payment; Attorney Curtis Shipley seconded this motion. On a roll call 3-0 vote, the Committee voted to approve Item II – H for payment.

III. OU - 1 ACTION ITEMS

There were no action items.

IV. OU - 1 RECORD ITEMS

A. OU – 1 Balance as of 1/8/2021: **\$290,641.07**

OU-2**V. BILLS****City of Portsmouth**

- A. Invoice #2900654358 dated 12/9/2020 50% \$2,750.00
Peter Britz & Financial services - 12/2020

Attorney Seth Jaffe moved to approve item V – A for payment; Attorney Curtis Shipley seconded this motion. On a roll call 3-0 vote, the Committee voted to approve Item V – A for payment.

DC MacRitchie

Payment Certification dated: 1/13/2021
Invoice dated: 12/28/2020
Services rendered through 12/9/2020

- B. Invoice #205643 50% \$1,725.00
Professional Services

Peter said the work description was the same as for OU-1.

Attorney Seth Jaffe moved to approve item V – B for payment; Attorney Curtis Shipley seconded this motion. On a roll call 3-0 vote, the Committee voted to approve Item V – B for payment.

Peter Britz Reimbursement

- C. Invoice dated: 12/21/2020 50% \$12.50
Invoice #: memo on #3001
Reimbursement for PFAS seminar/LSPA

Attorney Seth Jaffe moved to approve item V – c for payment; Attorney Curtis Shipley seconded this motion. On a roll call 3-0 vote, the Committee voted to approve Item V – c for payment.

CES, Inc. Payment Certifications dated: 1/13/2021
Invoices dated: 11/27/2020
Services rendered through*: 10/25/2020 **unless otherwise noted*

- D. Invoice #20205013 65% \$1,056.25
2020 Spring Sampling

E.	Invoice #20205014 – corrected invoice Bedrock Investigation Activities	65%	\$1,863.16
F.	Invoice #20205015 Services through: 11/1/2020 General technical Support	65%	\$945.75
G.	Invoice #20205016 – corrected invoice 2020 Fall Sampling	100%	\$16,424.85

Peter explained the work done. Items V – D and F were the same as for OU-1.

Attorney Seth Jaffe moved to approve items V – D and F for payment; Attorney Curtis Shipley seconded this motion. On a roll call 3-0 vote, the Committee voted to approve Items V – D and F for payment.

Attorney Seth Jaffe moved to authorize payment of Items V – E and G subject to Peter's determinations the allocations between OU1 and OU2 are appropriate for these invoices and use his discretion to pay. If Peter thinks the group should discuss further, then Peter should not pay these invoices. Attorney Curtis Shipley seconded this motion. On a roll call 3-0 vote, the Committee voted to approve Items V – E and G for payment.

VI. OU - 2 RECORD ITEMS

A. OU-2 Balance as of 1/8/2021: **\$714,812.21**

COMBINED OU-1 & OU-2

VII. COMBINED OU – 1 & OU – 2 ACTION ITEMS

A. Report of Peter Britz of the City of Portsmouth dated 1/13/2021

Peter highlighted the Activity Report:

Deep Bedrock Study. CES indicated the work will begin Monday, 1/18/2021 and should take 3-4 days to drill the well.

CES Contract: This includes work to put timber mats in, the clearing needed for that work and interval sampling to be done before the pump test. The contract is for \$55,975.00. Peter discussed the locations of the timber mats and said the new well is southwest of the landfill by a couple hundred feet in and is on NHDOT property. We located the well location during a drought. Due to there being more water than expected, we decided timber mats were needed. Once the work is done, the timber mats will be removed and the area will recover. Seth asked if we got confirmation from a wetlands guy / or an email from us confirming our understanding that no approval is required from us to document. Peter let the town of N. Hampton know as well.

Attorney Seth Jaffe moved to approve the CES contract; Attorney Curtis Shipley seconded this motion. On a roll call 3-0 vote, the motion passed.

Fall Sampling Results. Validator completed their work, and Haley Ward (formerly CES) is working on the report. We will send a letter with results of sampling when complete.

CES is now Haley Ward.

VIII. COMBINED OU – 1 & OU – 2 RECORD ITEMS

- A. Letter from Peter Britz to Andrew Hoffman, NHDES dated 12/11/2020 regarding \$1,413.89 payment of invoice #198712001-11.
- B. CES Contract Amendment for Deep Bedrock Investigation Tasks dated 10/27/2020 and executed by Chair Eric Spear 12/14/2020.
- C. CES Contract Amendment for Deep Bedrock Investigation Task Direct Push Investigation - Area West of MW-21 dated 12/9/2020 and executed by Chair Eric Spear 12/14/2020.

IX. OTHER BUSINESS

CPA discussion – Curtis summarized the conversation with CPA Dave Hamilton from the day before. They discussed general issues regarding tax returns on OU1 and OU2 trusts to make sure the EC is doing things consistently and minimizing taxes. This needs more research by Dave Hamilton, which he is following up with. Curtis expects a firmer idea of any next steps that might be appropriate to address the group's questions.

Bob said the interests of the municipalities and private parties differ. Cities do not pay taxes and private parties do. He discussed tax obligations passed through to parties versus being paid by trusts. If the trusts paid taxes that means cities would be paying income taxes. He said it was too early to tell whether this is a concern. If the expenditures which the trust could take exceeded the income, there would be no tax even though there was a tax obligation. It gets complicated. There might be some issue for municipalities that private parties do not have.

X. SCHEDULE THE NEXT COAKLEY EXECUTIVE COMMITTEE MEETING

The next meeting will be held on Wednesday, February 17, 2021 at 9:30 a.m. The meeting adjourned at 10:30 a.m.

Dated: 3/8/2021

DocuSigned by:

EFF1EDC827B74AC...
Eric Spear, Chair
Coakley Executive Committee

Respectfully Submitted, Marian Steimke