

As voted by the Board of Trustees and in accordance with the notice of the meeting, the monthly Workshop Meeting of the Board of Trustees of the Portland Water District was held in the Nixon Training Center at the general offices of the District, 225 Douglass Street, Portland, Maine, on Monday, December 9, 2024. In attendance from staff were C. Crovo, D. Kane, S. Firmin, J. Wallace, M. Archibald, and D. Katsiaficas.

Trustees Douglas, Shattuck-Heidorn, and Voltz were absent.

President Lunt convened the workshop meeting at 6:50 p.m.

1. PWD Bylaw Change

The Board discussed the proposed change to the Bylaws related to the hiring of the Corporation Counsel by the Board.

President Lunt noted that the Trustees had a copy of the letter sent by Peter Bennett as the District's counsel related to the appointment of the corporate counsel.

He asked for comments from the Board.

Trustee Willett noted that he was opposed to the change. He felt that the committee meeting description related to the approval of the bylaw change was deceiving, and he would have voted against it. He believes the present process isn't broken. He believes this is the Board inserting themselves where they don't belong, and it will erode the ability of the manager to operate. The General Counsel does more than legal work. He believes the Board sets the policy. They tell the GM what to do. If they don't follow the policy, they can be terminated. He believes other positions would be more suited to report to the Board, including the Treasurer. He believes this proposal is a mistake.

Trustee Libby agreed with Trustee Willett.

Trustee Shaughnessy asked what precipitated the reason for the change. She asked about a job description for the corporate counsel.

President Lunt explained why he wanted the change. He said he wanted the corporate counsel to keep the District out of trouble on legal matters. He felt that was best accomplished by having the Counsel report to the Board. He did not want the Counsel hampered by not being able to give frank legal advice because they would be at risk of being terminated by the General Manager.

A discussion ensued about whether there have been instances where legal advice has been given and ignored and the Board not told and what the role of corporate counsel should be. Trustee Crockett noted that municipalities have counsel appointed by the Town Council, and he felt there should be checks and balances and that the Board's appointment of counsel provided checks and balances.

Trustee Shaughnessy asked for a job description for the Corporate Counsel to help her make her decision.

A discussion of the historical role of counsel at PWD occurred among the trustees.

Trustee Willett felt it is a matter of trust, and that the new GM must be trusted. Trustee Shaughnessy noted that she hoped that employees who were told not to tell the Board something should go to the Board anyway. She felt that a lot of positions could report to the Board because of their importance. Given the job description of counsel, she believes the

counsel is enmeshed in the day-to-day operations of the District and should not report to the Board.

Trustee Levinsky asked what public entities do. He saw less downside by having the Board hire the corporate counsel.

Trustee McCann noted the change could be made, and if it didn't work out, it could be put back to the way it is now. He felt it was not an unreasonable arrangement to approve. He also noted that he felt the Board needed to regain the trust of employees given the difficult times this year and perhaps this was one way to do it.

A discussion took place about whether an attorney has whistleblower protection under the law, given attorney-client privilege and the rules governing lawyers.

Trustees Libby and Willett continued to disagree with the proposal to have the Board hire counsel.

Trustee Shaughnessy wants to have a paper trail for the review of the GM, and if Counsel is hired by the Board, them as well. Each Board member would weigh in on the Manager's performance in the past. Trustee Libby noted he thought the forms used in the past were useless. He was invited by the President to work on improving the process. The Planning Committee will take up making changes to the review process.

It was agreed to end the discussion and move forward on the agenda.

2. Legislative Update

Staff provided the Board with a legislative update on legislation that will be proposed in the next legislative session affecting the District.

Donna Katsiaficas, Corporate Counsel, explained what the District is presently expecting for legislation of interest in 2025. Cloture will be in January 10. The Board will be voting at its business meeting to authorize the interim General Manager or his designee to represent PWD during the legislative session.

Bills of interest to the Board include: a bill submitted by PWD that will enhance the financial stability of consumer-owned water utilities by allowing a district to borrow money to cover a possible default on a bond payment, legislation allowing the PUC to create a financial assistance program to help low-income customers pay their water bills, and a bill that Donna Katsiaficas worked on with the public advocate and the PUC which would protect a customer's information from being shared publicly.

At that point, Scott Firmin took over the presentation to advise what legislative activity to expect on PFAS related issues.

Scott explained that no bills have been printed yet. In June of 2025 an extension allowing demo debris into the state to mix with biosolids for disposal is set to expire. Legislation will likely be introduced to deal with this deadline. A bill looking for significant funding assistance for the building of a biosolids facility may also be coming. PWD would be supportive.

A question about Juniper Ridge expansion was addressed. The certificate of public need given to Juniper Ridge is presently under appeal. Scott noted we have a contract with Casella, which provides for them to dispose of our biosolids.

PFAS is a state problem, not just a local problem. There is no solution to the disposal of PFAS in biosolids at this time in the state.

2. Other Business

Ms. Katsiaficas alerted the Board to a change in the December business meeting agenda. The Board will meet with Raftelis from 6 to 6:30 p.m., and then the regular business meeting will start at 6:30 p.m.

She also asked that the Trustees access the meeting materials prior to the meetings. That way, if there is a problem, the District will be able to have a representative from IT available to troubleshoot.

3. Adjourn

The meeting was adjourned at 7:50 p.m.

Submitted by,

Donna M. Katsiaficas
Clerk