

MINUTES OF EXECUTIVE SESSION – January 4, 2021

ROOM 03 – TOWN HALL  
7:00PM

PRESENT: Chairman, William E. Kingkade, Jr. Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Town Administrator Richard A. Villani. Also present Town Counsel Charles Boddy, Jr.

Pursuant to Governor' Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Chairman Kingkade opened the Meeting.

ROLL CALL VOTE: Chairman William E. Kingkade, Jr., Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin all vote in the affirmative to go into Executive Session to meet to discuss a new Contract for Town Counsel.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. The Board reviewed the current contract for Town Counsel Charles Boddy, Jr. which expires May 5, 2021. Mr. Boddy was present. Mr. Kingkade asked for the date after which the contract would automatically renew for one year. The date is February 4, 2021. Mr. Boddy suggested drafting an extension for the automatic renewal date. Mr. O'Loughlin stated he would like to negotiate a new contract before the renewal date. He requested a proposal from Mr. Boddy.
2. Mr. Walsh moved, seconded by Mr. Walsh to adjourn executive session at 7:59 PM.  
UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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William E. Kingkade, Jr., Chairman

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Michael K. Walsh

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Thomas J. O'Loughlin

MINUTES OF EXECUTIVE SESSION – January 25, 2021

ROOM 03 – TOWN HALL  
7:00PM

PRESENT: Chairman, William E. Kingkade, Jr. Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Town Administrator Richard A. Villani. Also present Town Counsel Charles Boddy, Jr.

Pursuant to Governor's Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Chairman Kingkade opened the Meeting.

ROLL CALL VOTE: Chairman William E. Kingkade, Jr., Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin all vote in the affirmative to go into Executive Session to meet to discuss a new Contract for Town Counsel.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. The Board reviewed the current contract for Town Counsel Charles Boddy, Jr. which expires May 5, 2021. Attorney Boddy was present. Attorney Boddy presented to the Board a one-year contract proposal and a 5 year contract proposal. Mr. Walsh asked why submit a one-year proposal. Attorney Boddy stated that he is not sure the job is a "good fit" for him. He has experienced some unpleasant experiences including the "Dennis Carroll" situation, Police Chief Selection Review Committee process and a Taxpayer lawsuit. He said the job has "been a challenge." Mr. Walsh said he was not interested in a one-year deal. Mr. O'Loughlin noted the parties have now entered into negotiations. He said he would be interested in a one-year deal. He felt the 5 year deal would be "tough to work on." It represents a \$38,627.00 increase in the first year. After that the increases are 3 ½%, 3 ½%, 4% and 4%. He said he is opposed to providing a Disability Policy. He would agree to 20 carryover vacation days and 6 weeks' vacation. He questioned longevity pay of \$1,800.00 as currently Article 2 employees receive \$650.00. He also did not agree to \$1,800.00 per month to handle the labor negotiations. Regarding the Town reimbursing for Professional Development, he wants to insert "subject to the Select Board approving." Mr. Walsh said he would like Attorney Boddy to look at the "whole Package." He wants Attorney Boddy to "not go anywhere." Mr. Kingkade said he has many of the same concerns as Mr. O'Loughlin. He is agreeable to providing a Disability Policy. The Selectmen and Attorney Boddy signed a First Contract Amendment amending Paragraph 11 of Attorney Boddy's April 23, 2018 contract inserting the date of June 30, 2021 as the date by which the Select Board must notify Attorney Boddy of their intention not to renew his contract for a further term upon its expiration.

2. Mr. Walsh moved, seconded by Mr. Walsh to adjourn executive session at 9:14 PM.  
UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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William E. Kingkade, Jr., Chairman

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Michael K. Walsh

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Thomas J. O'Loughlin

MINUTES OF EXECUTIVE SESSION – February 8, 2021

ROOM 03 – TOWN HALL  
7:00PM

PRESENT: Chairman, William E. Kingkade, Jr. Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Town Administrator Richard A. Villani.

Pursuant to Governor' Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

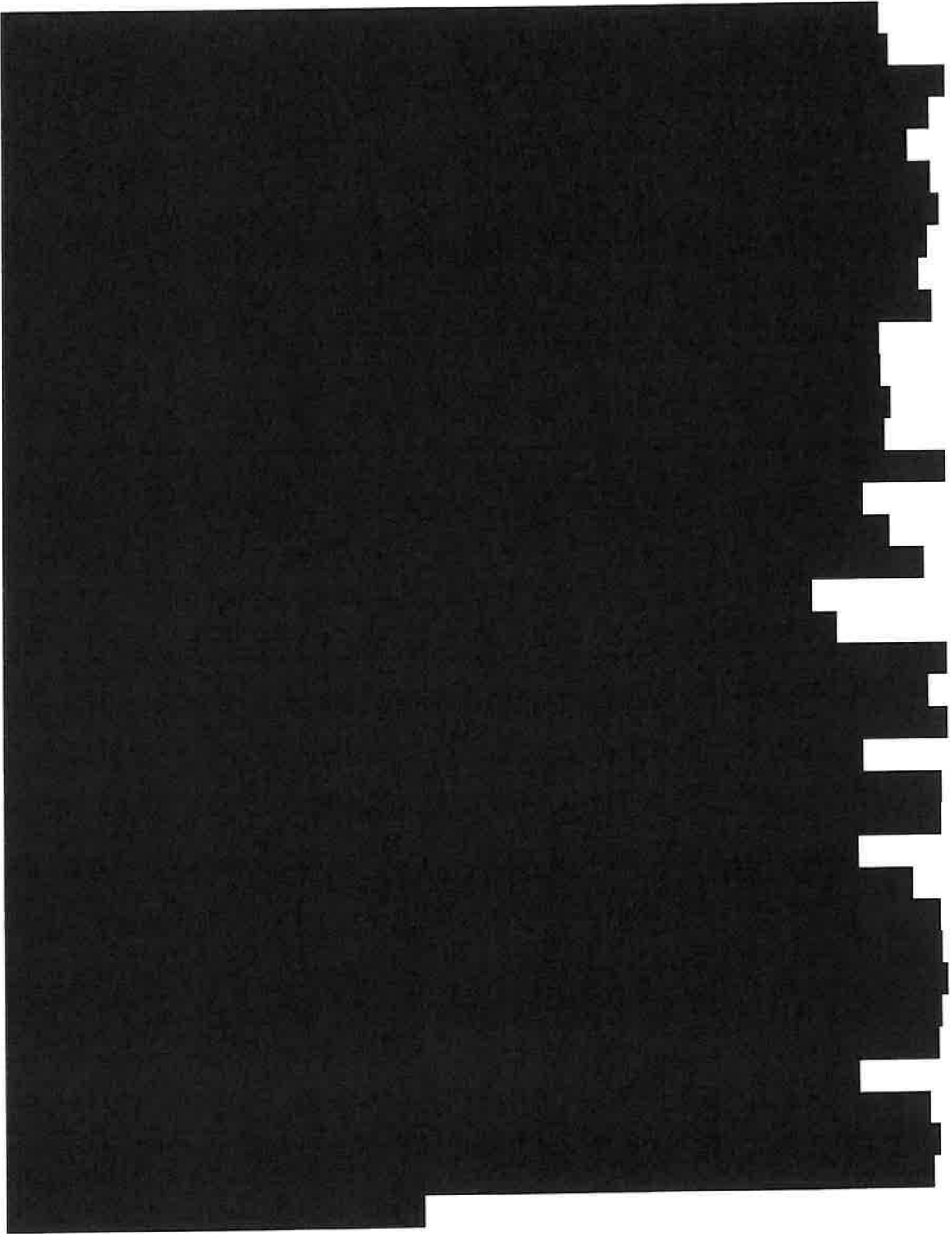
Chairman Kingkade opened the Meeting.

ROLL CALL VOTE: Chairman William E. Kingkade, Jr., Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin all vote in the affirmative to go into Executive Session to meet to discuss two (2) complaints concerning an employee, rather than his/her professional competence.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

[REDACTED]

[REDACTED]



3. Mr. Walsh moved, seconded by Mr. Walsh to adjourn executive session at 7:50 PM.  
UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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William E. Kingkade, Jr., Chairman

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Michael K. Walsh

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Thomas J. O'Loughlin

MINUTES OF EXECUTIVE SESSION – February 22, 2021

ROOM 03 – TOWN HALL  
7:00PM

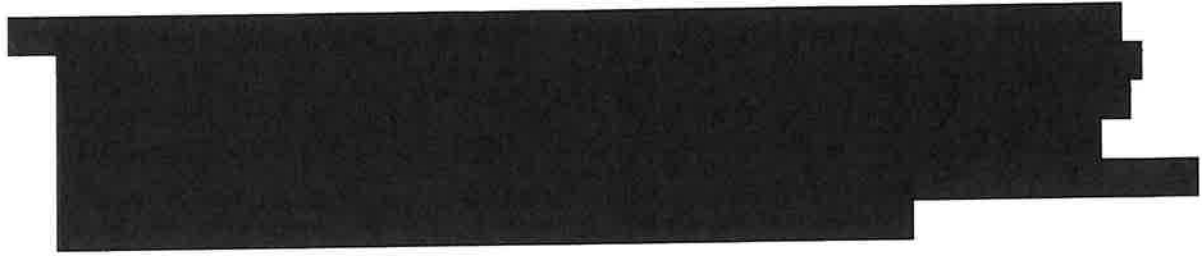
PRESENT: Chairman, William E. Kingkade, Jr. Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Town Administrator Richard A. Villani.

Pursuant to Governor' Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Chairman Kingkade opened the Meeting.

ROLL CALL VOTE: Chairman William E. Kingkade, Jr., Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin all vote in the affirmative to go into Executive Session to meet to discuss a  
[REDACTED] and receive updates from Attorney Patrick Holland, discuss a new

[REDACTED]



4. Mr. Walsh moved, seconded by Mr. Walsh to adjourn executive session at 8:44 PM.  
UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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William E. Kingkade, Jr., Chairman

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Michael K. Walsh

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Thomas J. O'Loughlin



MINUTES OF EXECUTIVE SESSION – March 8, 2021

ROOM 03 – TOWN HALL  
7:00PM

PRESENT: Chairman, William E. Kingkade, Jr. Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Town Administrator Richard A. Villani.

Pursuant to Governor' Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Chairman Kingkade opened the Meeting.

ROLL CALL VOTE: Chairman William E. Kingkade, Jr., Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin all vote in the affirmative to go into Executive Session to meet with the Town Administrator to discuss the Water Company acquisition and to discuss the Tax Collector contract.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. The Board reviewed and signed the new contract for the Tax Collector, Theresa Dias.
2. The Board met with Town Administrator, Rick Villani, to discuss the Water Company Acquisition. He informed the Board that lead Attorney Jed Nosal is leaving the firm of Brown Rudnick and joining the firm of Womble Bond Dickinson. The Board needs to decide if they want to retain Attorney Nosal and his new firm to continue to represent the Town. Mr. Walsh moved, seconded by Mr. O'Loughlin: To retain Attorney Jed Nosal and his new Law Firm of Womble Bond Dickinson to continue to represent the Town in the acquisition of the Water Company. The Board next discussed the DPU decision regarding the valuation of the Milford Water Company with Attorney Jed Nosal, Attorney Jesse Reyes and Attorney Gerry Moody. Attorney Nosal explained that the DPU Order is not final until accepted by the Supreme Judicial Court. Either party can challenge the Order before it is final and there is no set timeline. The standard for review is to demonstrate a "clear error of law." The most important issue is the methodology applied by the DPU to value the Company at \$66,395.908. The price will actually be more than the DPU valuation as the Water Company will be able to add the additional cost of capital invested since the valuation date of December 31, 2018. The Water Company will argue they have invested an additional \$4 million in improvements. Also, the Company has begun the Godfrey Brook Well Project which is a significant upgrade and will be an additional \$6 million capital investment. This Project could be completed by December 31, 2021. Attorney Nosal said he believes before the Water Company decides to appeal the decision, they would be interested in the Town's position as to how much it would pay for the Water Company. Attorney Nosal believes it

is likely the Water Company will appeal the DPU decision. Attorney Moody stated that even if the price is \$80 million, he thinks this can be done through the rates. Attorney Nosal said the Town and the Water Company can still explore a settlement as to the valuation. Mr. O'Loughlin moved, seconded by Mr. Walsh: To authorize Attorney Nosal to negotiate terms favorable to and acceptable to the Town to purchase the Water Company. UNANIMOUS. Mr. O'Loughlin moved, seconded by Mr. Walsh: To continue to pursue the acquisition of the Water Company. UNANIMOUS.

3. Mr. Walsh moved, seconded by Mr. O'Loughlin to adjourn executive session at 8:26 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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William E. Kingkade, Jr., Chairman

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Michael K. Walsh

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Thomas J. O'Loughlin

MINUTES OF EXECUTIVE SESSION – March 26, 2021

ROOM 03 – TOWN HALL

3:30 PM

PRESENT: Chairman, William E. Kingkade, Jr. Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Town Administrator Richard A. Villani.

Pursuant to Governor' Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Chairman Kingkade opened the Meeting.

ROLL CALL VOTE: Chairman William E. Kingkade, Jr., Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin all vote in the affirmative to go into Executive Session to meet with the Town Treasurer to discuss his employment contract.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. The Board met with Treasurer, Chris Pilla, to discuss his employment contract. He said he signed a new contract in April of 2019. He was offered a position in another Town with a starting salary of \$115,000.00, which he declined. He requested his salary be set at \$105,000.00 beginning on July 1, 2021 and \$110,000.00 beginning on July 1, 2022. Mr. O'Loughlin said he was OK with the request as were Mr. Walsh and Mr. Kingkade. Mr. Walsh moved, seconded by Mr. O'Loughlin: To set the treasurer salary at \$105,000.00 beginning on July 1, 2021 and \$110,000.00 beginning on July 1, 2021. UNANIMOUS.
2. Mr. Walsh moved, seconded by Mr. O'Loughlin to adjourn executive session at 4:02 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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William E. Kingkade, Jr., Chairman

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Michael K. Walsh

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Thomas J. O'Loughlin

MINUTES OF EXECUTIVE SESSION – March 29, 2021

ROOM 03 – TOWN HALL  
7:00 PM

PRESENT: Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Town Administrator Richard A. Villani.

ABSENT: Chairman William E. Kingkade, Jr.

Pursuant to Governor' Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Selectman Michael K. Walsh and Selectman Thomas J. O'Loughlin both vote in the affirmative to go into Executive Session to meet with Labor Counsel, Patrick Holland, to discuss Union Grievances/Contract Updates.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. The Board met with Labor Counsel, Patrick Holland and Finance Director, Zach Taylor, to discuss grievances filed by Highway employees alleging the Town did not pay a 20% State of Emergency Premium for hours worked on February 17, 2021. The Grievances were denied by Highway Surveyor, Scott Crisafulli. Zack did a time card audit which resulted in the discovery of the application of a State of Emergency Premium, which had occurred a number of times prior to February 17, 2021. He further indicated in addition to the premium pay, any employee who worked two 8 hour shifts received double time pay with the 20% premium applied which is a clear violation of the contract. In fact, the 20% premium was not disclosed as it was converted to hours and not shown as a premium. He said there was no State of Emergency resulting from a snow storm. The employees relied on the COVID 19 State of Emergency. He stated the issue is that the Town cannot pay a 20% premium plus double time pay. Also, there is an issue as to whether the payment of the premium applies under the COVID 19 State of Emergency. Mr. O'Loughlin believed the employees derived a benefit they were not entitled to receive. They are not entitled to receive double time pay and a premium. Attorney Holland stated there are three options for the Board. One is to claw back the money paid. Two is to give the employees the money they received, but agree it is not precedent setting or three recoup the double time pay and allow the employees to retain the premium pay. The Board authorized Attorney Holland to inform the Union the Town will not claw back the 20% premium plus the double time pay if the Union agrees to correct the contract language regarding a "weather related emergency" so as not to include COVID 19 as a State of Emergency.

2. Mr. O'Loughlin moved, seconded by Mr. Walsh to adjourn executive session at 9:17 PM.  
UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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William E. Kingkade, Jr., Chairman

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Michael K. Walsh

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Thomas J. O'Loughlin

MINUTES OF EXECUTIVE SESSION – April 20, 2021

ROOM 03 – TOWN HALL

6:00 PM

PRESENT: Chairman Michael K. Walsh and Selectman Thomas J. O’Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Pursuant to Governor’ Baker’s March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectmen Thomas J. O’Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with Town Counsel Charles Boddy, Jr. to discuss a new employment contract.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. The Board met with Town Counsel Charles Boddy to discuss negotiation of a new employment contract. Attorney Boddy said he is requesting a first-year salary of \$155,000.00. He eliminated the disability insurance and life insurance provisions and reduced the Longevity Request from his last proposal. He is seeking 6 weeks’ vacation and the ability to carry over up to 20 vacation days. He is also requesting the Town pay up to \$12,000.00 for Professional Development. He feels the requested salary is commensurate with raises given to other Department Heads. Mr. Walsh said the Board will take the matter under advisement to review the contract will try to “get the contract done” for Mr. Boddy. Mr. O’Loughlin said the first-year contract salary request is a 21% increase, 3.5 % increase in year 2 and a 3.1 % increase in year 3. The overall pay increase for 3 years is 9.37%.
2. Mr. O’Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 7:49 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – April 26, 2021

ROOM 03 – TOWN HALL  
7:00 PM

PRESENT: Chairman Michael K. Walsh and Selectman Thomas J. O’Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Pursuant to Governor’ Baker’s March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectman Thomas J. O’Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with Attorney Jed Nosal to receive an Update on the Purchase of the Water Company, meet with the Town Administrator to discuss the Highway Collective Bargaining Agreement, meet with Town Counsel to discuss the lawsuit Shook v. Town of Milford and meet with Town Counsel to discuss his employment contract.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. The Board met with Attorneys Jed Nosal and Jesse Reyes to receive an update on the Water Company acquisition. Also present were Finance Director Zach Taylor, Treasurer Chris Pilla and Attorney Gerry Moody. Attorney Nosal said the DPU valued the Water Company at \$66,395,908.00. There will also be capital improvements since December 31, 2018 which are estimated to be \$10 million to be added to the value. Jed informed the Water Company that the Town is still interested in acquiring the Water Company. The Water Company is meeting with their stockholders to discuss a potential transaction with the Town to purchase the Company. This would be an asset purchase agreement, excluding liabilities unless expressly included by agreement. The Town would not be liable for the Water Company employee pension. The agreement would also be subject to the Town securing financing and Town Meeting approval. We may also need a Phase I Environmental Report. Jed asked the Board if he can provide these terms to the Water Company as an outline for an agreement. If Water Company employees come to work for the Town, they will be eligible for a Town pension. Mr. O’Loughlin recused himself as his son works for the Water Company. He left the room at 8:35 PM. Attorney Moody said the employees will be part of the Milford Retirement System. Mr. O’Loughlin returned to the meeting at 8:41 PM. Jed advised the Board the Water company will request a rate increase from the DPU. Attorney Moody stated the Water Company can roll in the \$10 million in capital and litigation costs which could mean a significant rate increase. Jed said he will present the proposed agreement outline of terms to the Water Company. Finance Director Taylor asked about the timeline to complete the due diligence. Jed said it can be done by December 1, 2021. Mr.



O'Loughlin moved, seconded by Mr. Mazzuchelli: To authorize Attorney Nosal to present the proposed terms for an agreement to the Water Company. UNANIMOUS.

2. The Board reviewed the Memorandum of Agreement for the Highway Collective Bargaining Agreement. The Board signed the Agreement.
3. The Board met with Town Counsel Charles Boddy, Jr. to discuss the civil case Shook v. Town of Milford. The Plaintiff, Shook alleges he was injured diving into the pool at Milford High School. There is a Court ordered mediation scheduled for May 20, 2021.

[REDACTED]

Mr. Boddy is seeking settlement authority from the Board. At one time the plaintiff requested in the area of \$15,000.00 to settle the case. He also requested a Select Board member be available on the day of the mediation to authorize any potential settlement. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli: To authorize Town Counsel to settle the case for up to \$10,000.00. UNANIMOUS. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli: To authorize Chairman Walsh to work with Town Counsel if there is a need to settle the case for greater than \$10,000.00. UNANIMOUS.

4. The Board met with Town Counsel Charles Boddy, Jr. to continue discussing a new employment contract. They discussed salary and professional development. The Board proposed a salary and stipend total of \$163,504.00 in Year 1, \$169,044.00 in year 2 and \$174,806.00 in year 3. Selectman O'Loughlin is going to provide written documentation of the proposed salary and forward to Attorney Boddy for his review.
5. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 9:30 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – May 10, 2021

ROOM 03 – TOWN HALL  
6:30 PM

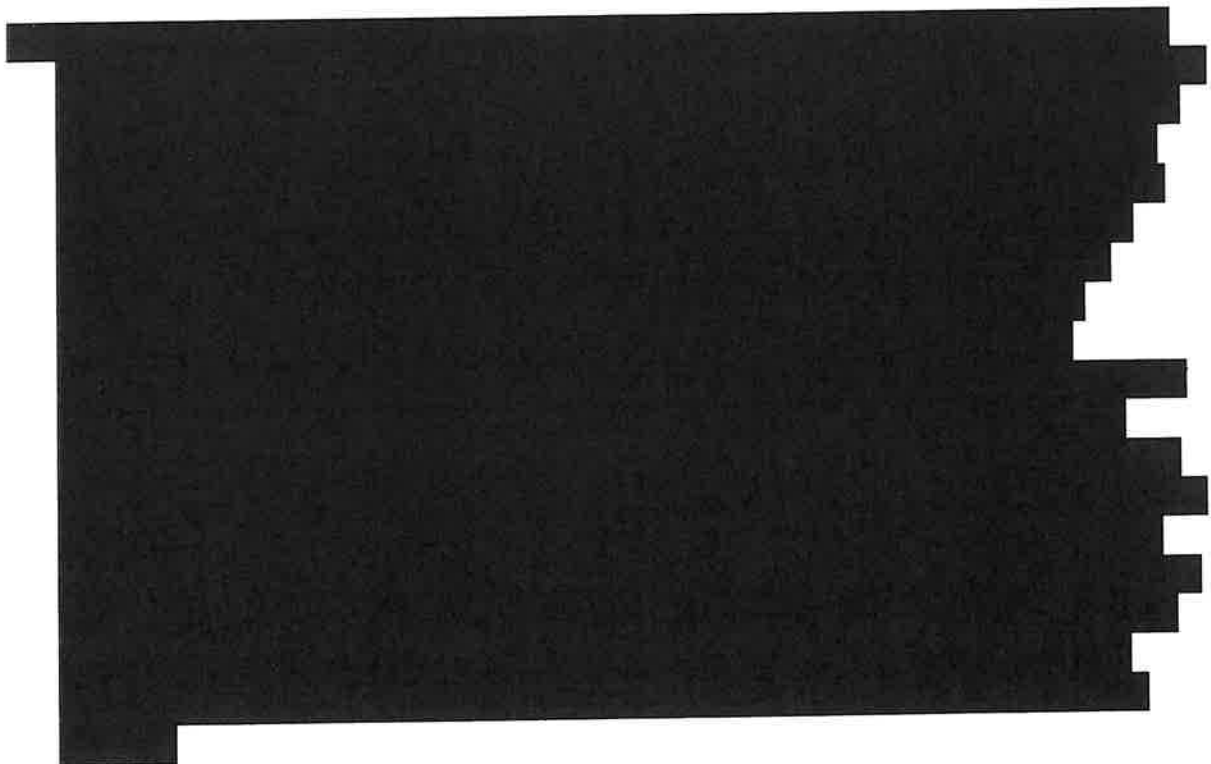
PRESENT: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Pursuant to Governor' Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with meet with Town Counsel, Charles Boddy, Jr., IT Director Chris George and HR Director, Kristin Melpignano to discuss the deployment of security measures and devices, or strategies with respect thereto, for the protection of the Town of Milford's electronic data, information and the equipment relating to its creation and storage.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.



2. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 6:59 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – May 10, 2021

ROOM 03 – TOWN HALL

7:00 PM

PRESENT: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Pursuant to Governor' Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with meet with Attorney Jed Nosal, Finance Director Zach Taylor, Treasurer Chris Pilla, Finance Committee Chris Morin, Attorney Gerry Moody and the Town Administrator to receive an update on the acquisition of the Water Company.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. Attorney Nosal informed the Board he spoke with the counsel for the Water Company and they are in agreement with the framework for an asset purchase as presented to the Board at their last meeting. The Water Company wants to close on December 1<sup>st</sup>. He further advised the Board he met with Finance Director Taylor, Treasurer Pilla, Attorney Gerry Moody and the Town Administrator to discuss a proposed timeline to effectuate a December 1<sup>st</sup> closing date. The Town would need to schedule a Town Meeting at least 120 days prior to the closing date. Finance Director Taylor recommended an August 2<sup>nd</sup> Town Meeting date. Treasurer Pilla stated the bond would be priced on November 22<sup>nd</sup> and the Board would have to sign the bond paperwork on November 23<sup>rd</sup>. Attorney Moody said a two thirds vote is required at Town Meeting to approve the purchase. He suggested a live, rather than remote, Town Meeting. We will need to update wages also. He also said we should invite the appointed Water Commissioners to future meetings. Finance Committee Chair Morin suggested providing a stipend to Attorney Moody for his consulting work to finish the purchase. Attorney Nosal informed the Board the next step is to negotiate a Letter of Intent to present to the Board for approval. He will prepare a Master Schedule of all steps needed through the closing date.
2. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 9:12 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – May 25, 2021

ROOM 03 – TOWN HALL  
3:00 PM

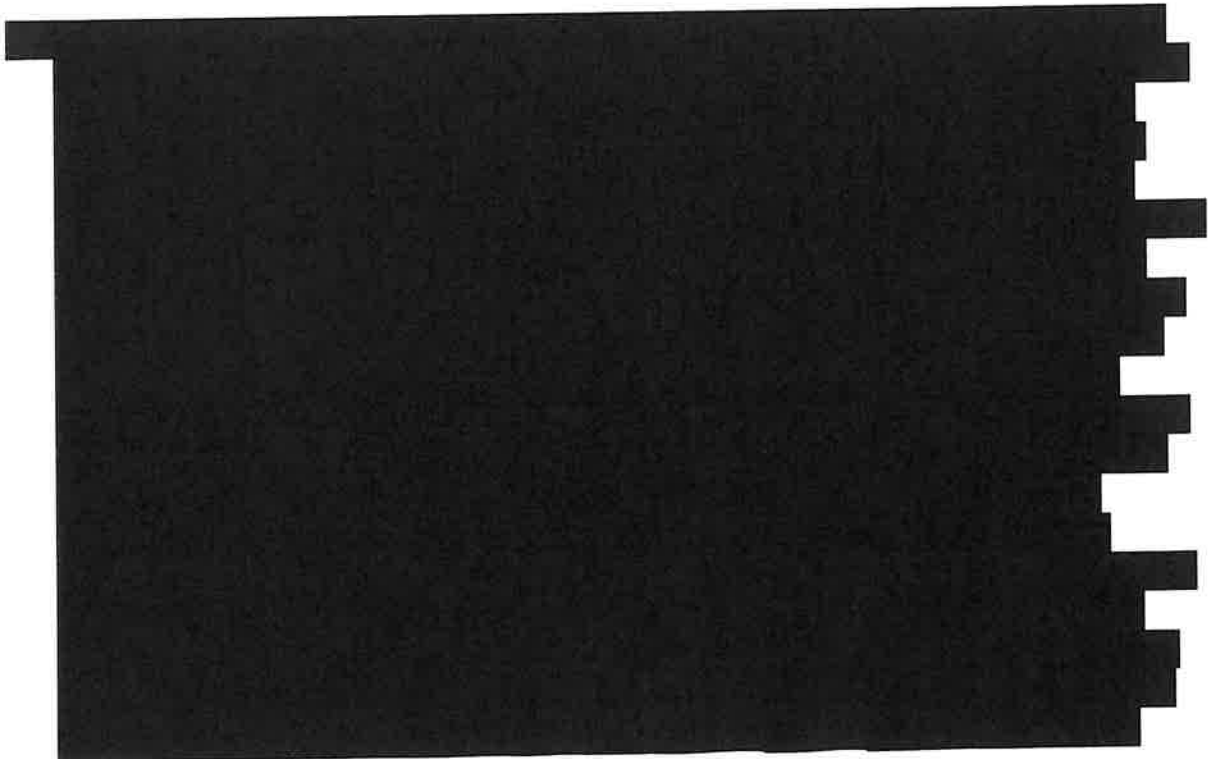
PRESENT: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

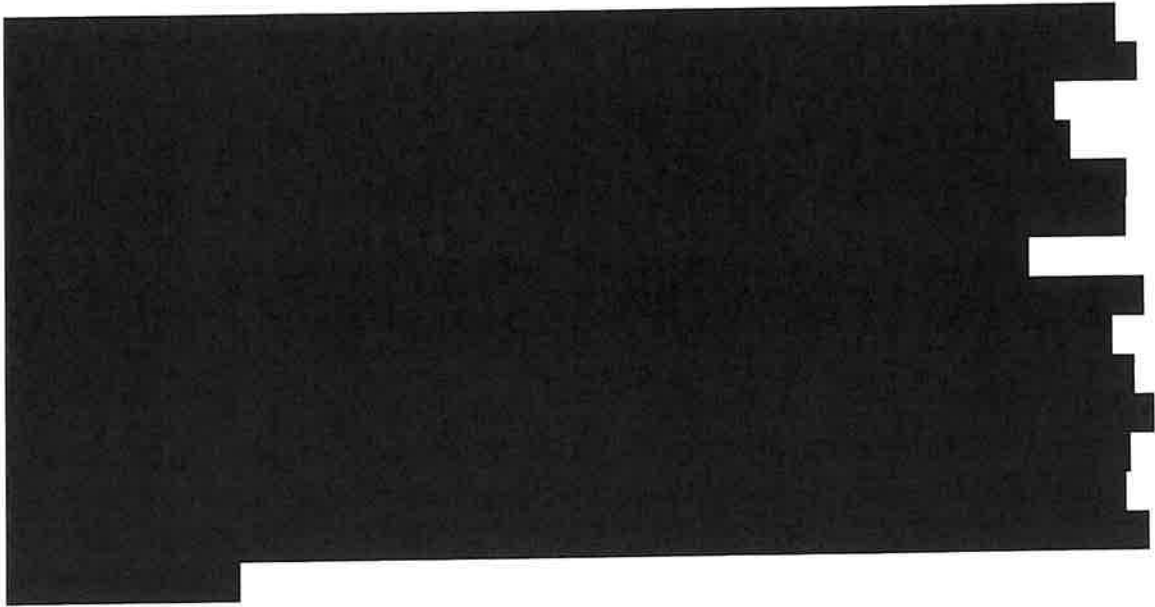
Pursuant to Governor' Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Mr. Walsh opened the Meeting.

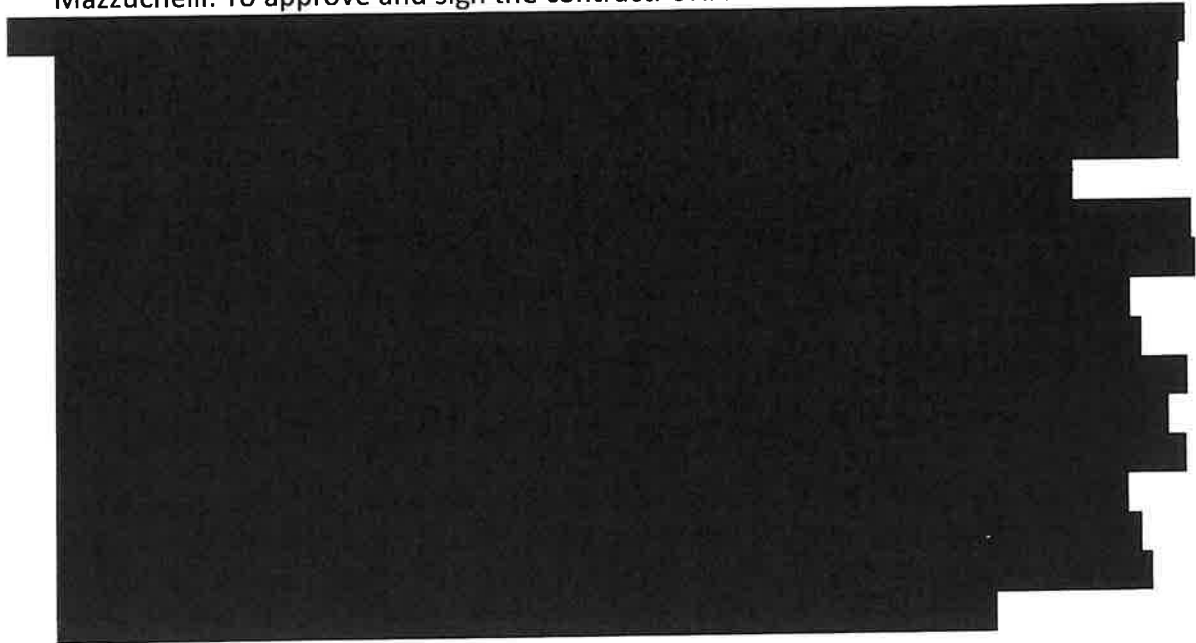
ROLL CALL VOTE: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to receive Attorney/Client and Expert/Client communication of legal advice regarding anticipated litigation or legal issues the disclosure of which would compromise the Town's position, to meet with Attorney Jed Nosal, to receive an update on the Water Company, to meet with Town Counsel for a discussion of reasonably anticipated litigation or legal issues the disclosure of which would compromise the Town's position and to consider a vote to approve internal release of June 6, 2019 Executive Session minutes, not yet made public, of the Select Board to Thomas Greene, an investigator hired by the Town of Milford and working on its behalf.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.



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2. Attorneys Jed Nosal, Jesse Reyes and Gerry Moody, Finance Director Zach Taylor, Treasurer Chris Pilla and the Town Administrator were present to discuss the Water Company acquisition. Mr. O'Loughlin left the room at 4:09 PM due to a conflict. Attorney Nosal presented a draft Letter of Intent and Timeline as well as proposals from Tata & Howard and GZA for additional services that could be needed to complete the purchase. Attorney Nosal reviewed his recommended changes to the Letter of Intent. Mr. Mazzuchelli moved, seconded by Mr. Walsh: To authorize Attorney Nosal to go forward with his changes to the Letter of Intent and to make reasonable revisions and then present the Letter of Intent to the Select Board. It is a Vote. 2 to 0. Mr. O'Loughlin returned to the meeting at 4:29 PM. Attorney Nosal next reviewed the Timeline. The Special Town Meeting will be held on August 2, 2021. He also recommended having a Public Forum before the Town Meeting to provide an opportunity for residents to ask questions about the purchase. Attorney Nosal said he has a quote from Tata & Howard to prepare a report as to what capital improvements are needed for the Water Company going forward. The quote is \$12,300.00. This report would assist in evaluating the need for a rate increase. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli: To authorize the Town Administrator to sign a contract with Tata & Howard. UNANIMOUS. Attorney Nosal next informed the Board that GZA provided a quote of \$8,900.00 to do an Environmental Report. They did a report in 2017 but a new one would need to be done if the Board authorizes it. Finance Director Taylor said he would support a new report being done. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli: To authorize the Town Administrator to sign a contract with GZA. UNANIMOUS. Attorney Nosal next discussed a report in the Boston Globe regarding PFAS which are harmful chemicals being found in water supplies. He said he will incorporate this issue in the Town's due diligence efforts and request the Water Company to inform the Town if they tested for PFAS and what were the results and if they have not tested, when will they test. The Board reviewed a contract proposal from Attorney Gerry Moody to provide consultant

services for the Water Company acquisition. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli: To approve and sign the contract. UNANIMOUS.



4. The Board reviewed a request from Thomas Greene, an investigator retained by the Town to conduct an investigation concerning Police Chief Mike Pighetti, to release Executive Session minutes dated June 6, 2019 as well as records from the Municipal Police Training Committee regarding Chief Pighetti. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli: To release the June 6, 2019 Executive Session minutes and records to Investigator Greene only for the sole purpose of the investigation he was authorized to conduct. UNANIMOUS.
5. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 5:45 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

\_\_\_\_\_  
Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli



MINUTES OF EXECUTIVE SESSION – June 7, 2021

ROOM 03 – TOWN HALL

7:00 PM

PRESENT: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Pursuant to Governor' Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Mr. Walsh opened the Meeting.

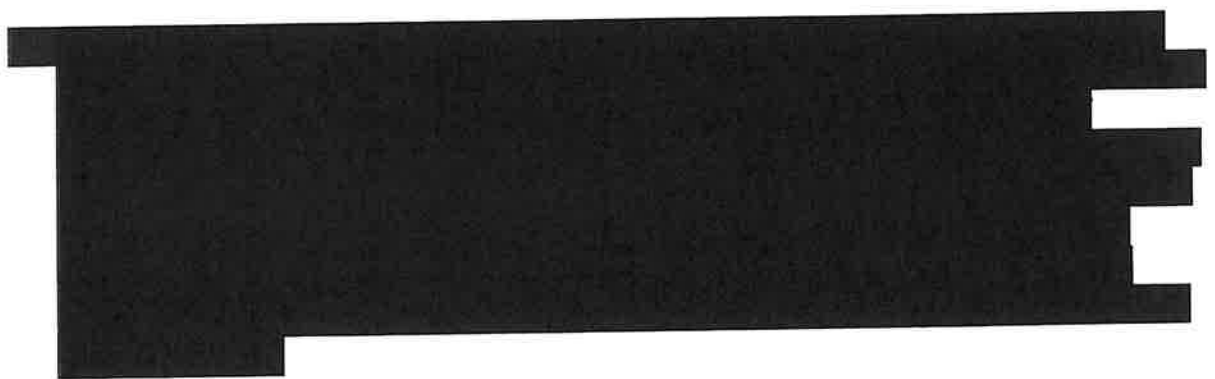
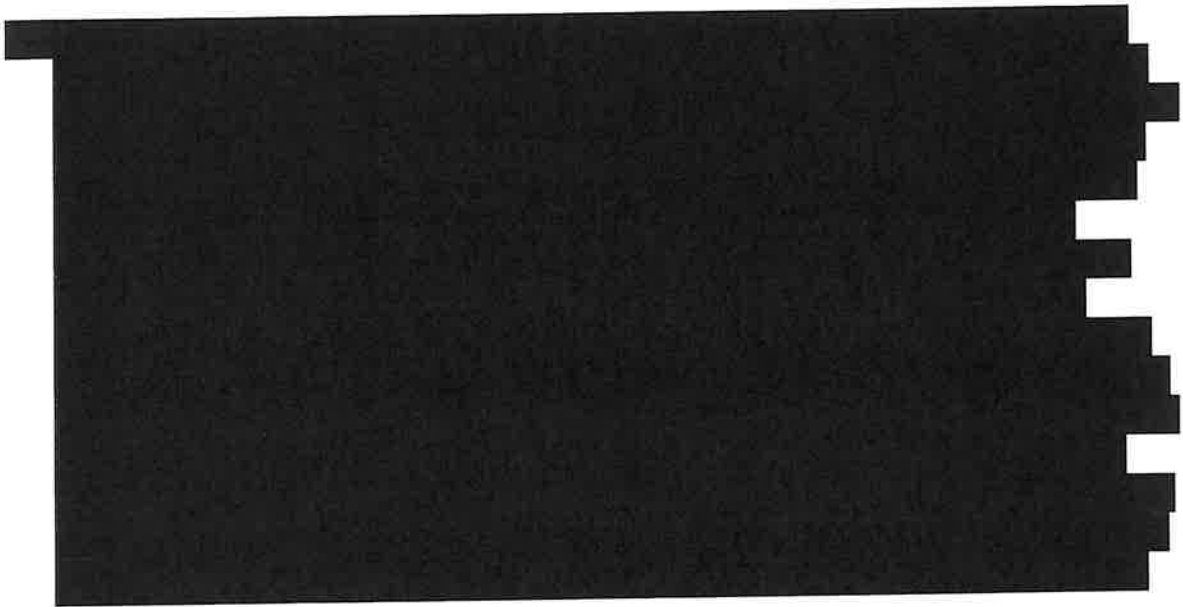
ROLL CALL VOTE: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with Attorney Jed Nosal to receive an Update on the Purchase of the Water Company and to receive Attorney/Client and Expert /Client communication of legal advice regarding the purchase of real property assets, the disclosure of which would compromise the Town's position, to meet with Town Counsel to review the case of Shook v Milford to receive Attorney/Client legal advice regarding litigation or legal issues the disclosure of which would compromise the Town's position, to meet with Town Counsel to discuss Milford Youth Center Water Infiltration to receive Attorney/Client and Expert/Client communication of legal advice regarding reasonably anticipated litigation or legal issues the disclosure of which would compromise the Town's position and to discuss O'Loughlin v Buckley, Kingkade and Milford [MCAD] to receive Attorney/Client legal advice regarding pending litigation, attorney work product, or legal issues the disclosure of which would compromise the Town's position.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. Attorney Nosal informed the Board he spoke with the counsel for the Water Company and they now have a final agreed upon Letter of Intent for the asset purchase of the Water Company. Mr. Mazzuchelli moved, seconded by Mr. Walsh to sign the Letter of Intent. Mr. O'Loughlin voted to sign the Letter of Intent with the exception of Paragraph 8 as he has a conflict as his son is an employee of the Water Company. UNANIMOUS. Attorney Nosal also informed the Board that the Water Company tested for PFAS and the results were well below the minimum levels. Finance Director Taylor reminded the Board of the need to bring in the Water Commissioners to participate in the acquisition meetings going forward. Attorney Moody stated the three Commissioners will serve until April. He will meet with them after they are sworn in to bring them up to date. He also said his analysis is that the debt of the Water Company can be absorbed through the existing rates. Mr. O'Loughlin left the room at 9:22 PM. Attorney Moody next discusses pay rates for the Water Company employees. He recommended a 7.5% increase. Mr. Mazzuchelli moved, seconded by Mr. Walsh: To increase the pay rates for

the Water Company employees by 7.5%. It is a Vote 2 to 0. Mr. O'Loughlin abstained. Mr. O'Loughlin returned to the meeting at 9:32 PM.

2. Town Counsel Boddy informed the Board that he and Chairman Walsh attended a mediation in the case of Shook v. Milford. Prior to the mediation the plaintiff demanded the sum of \$35,000.00 to settle the case. Their demand at the mediation was \$90,000.00. The mediator thinks the plaintiff may have a decent case. The plaintiff is alleging the swim instructor did not properly instruct the plaintiff on how to dive. Mr. Mazzuchelli suggested increasing the Town's offer to \$25,000.00. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli: To increase the offer to settle to \$35,000.00. UNANIMOUS.



5. Mr. Mazzuchelli moved, seconded by Mr. Walsh to adjourn executive session at 10:54 PM. It is a Vote.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – June 21, 2021

ROOM 03 – TOWN HALL

6:00 PM

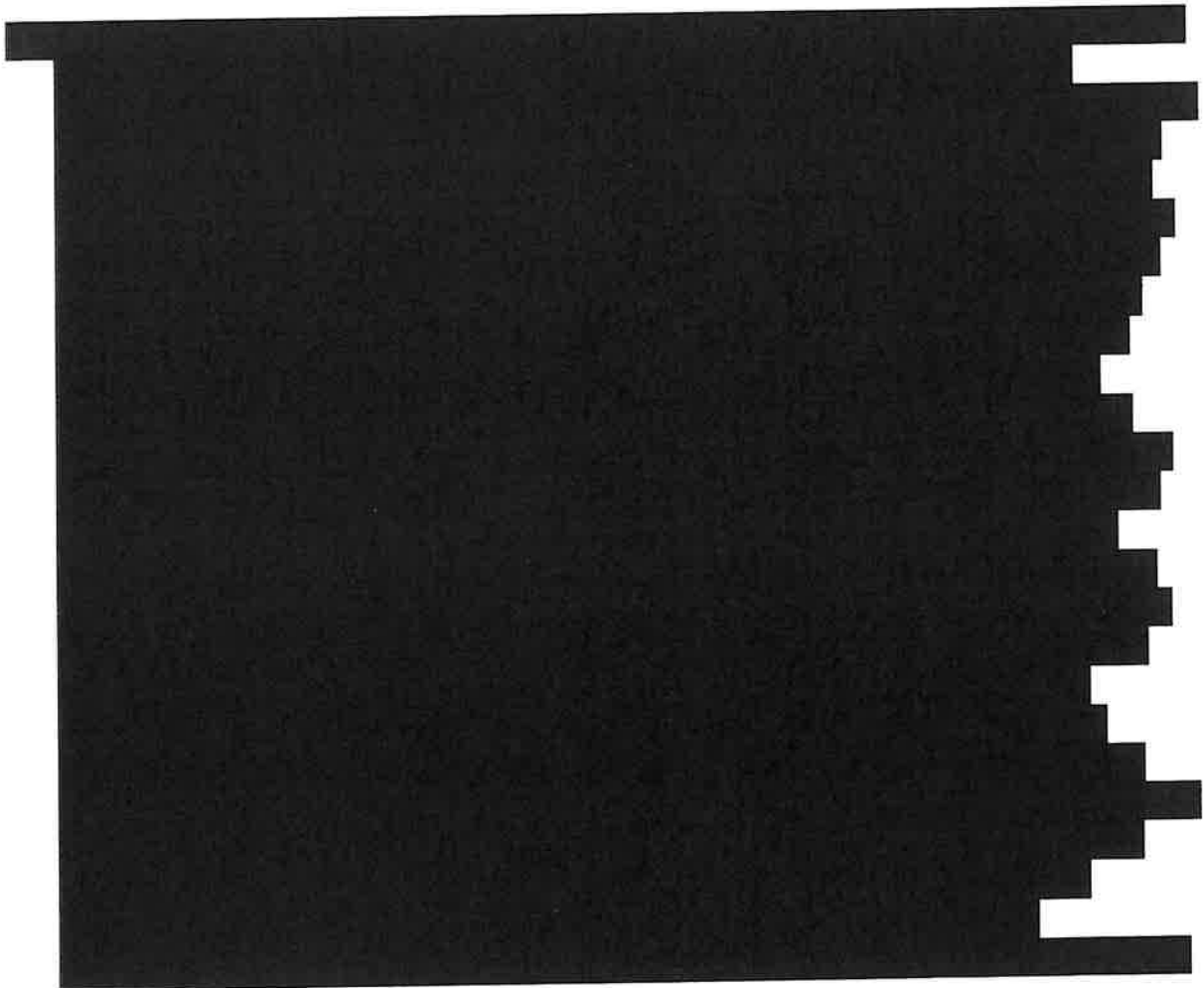
PRESENT: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

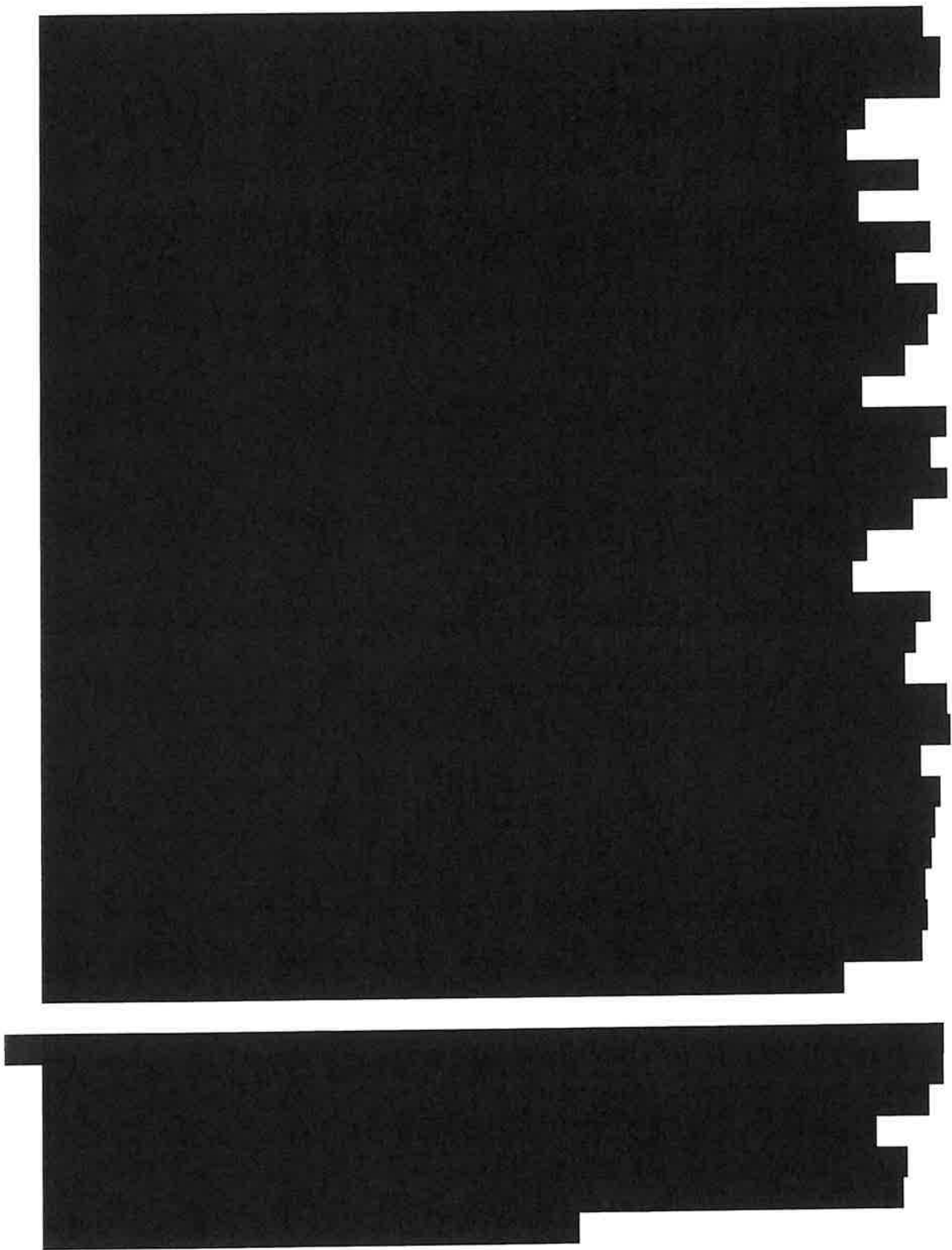
Pursuant to Governor' Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with Attorney Patrick Holland and MACE Union Representatives to hold a Stage 2 Grievance Hearing.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.





3. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 6:31 PM.

Respectfully submitted:

Richard A. Villani, Minutes Recorder

MILFORD SELECT BOARD

Michael K. Walsh, Chairman

Thomas J. O'Loughlin

Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – June 23, 2021

ROOM 03 – TOWN HALL

4:30 PM

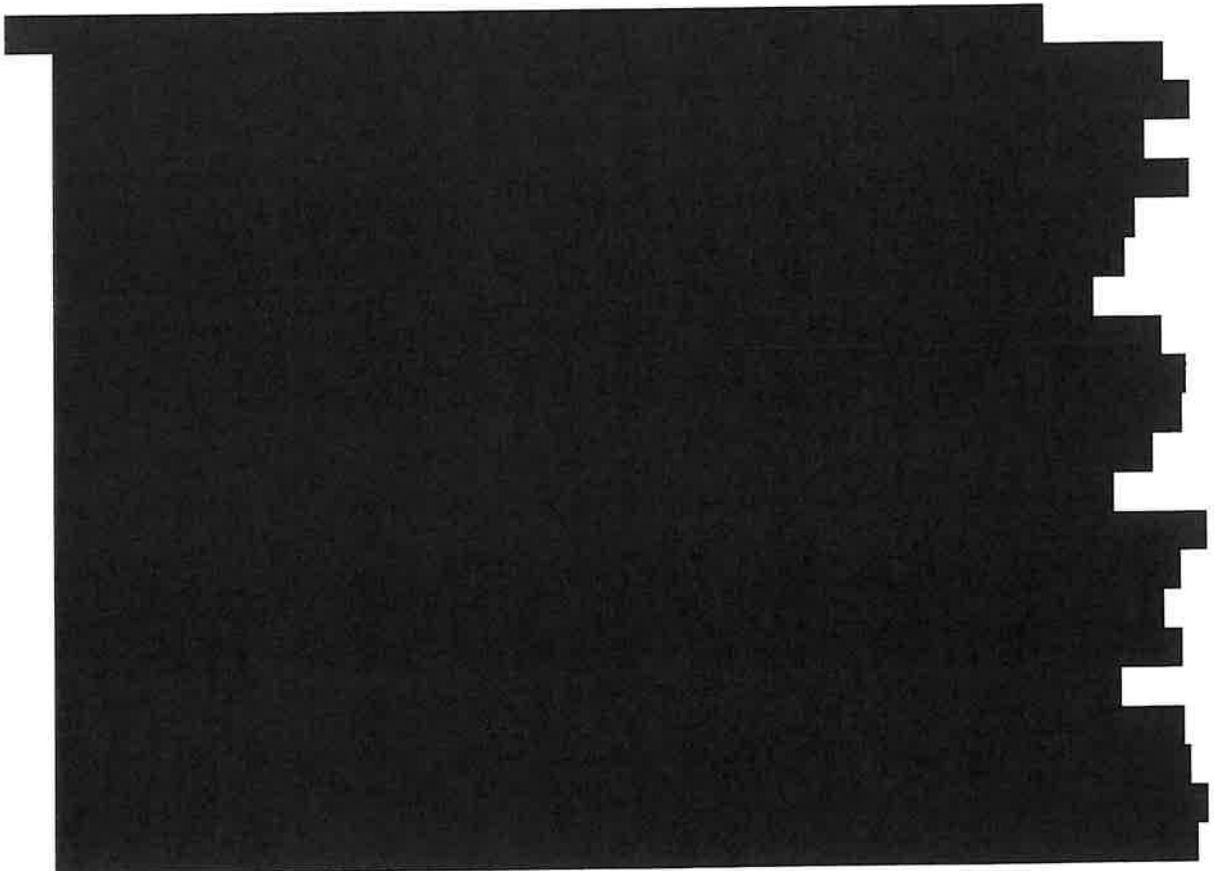
PRESENT: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.


Pursuant to Governor' Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with Town Counsel, Charles Boddy, Jr. and HR Director, Kristin Melpignano to receive Attorney/Client and Expert/Client communication of legal advice regarding reasonably anticipated litigation or legal issues the disclosure of which would compromise the Town's position.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.



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2. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 5:02 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli



MINUTES OF EXECUTIVE SESSION – June 30, 2021

ROOM 03 – TOWN HALL  
4:00 PM

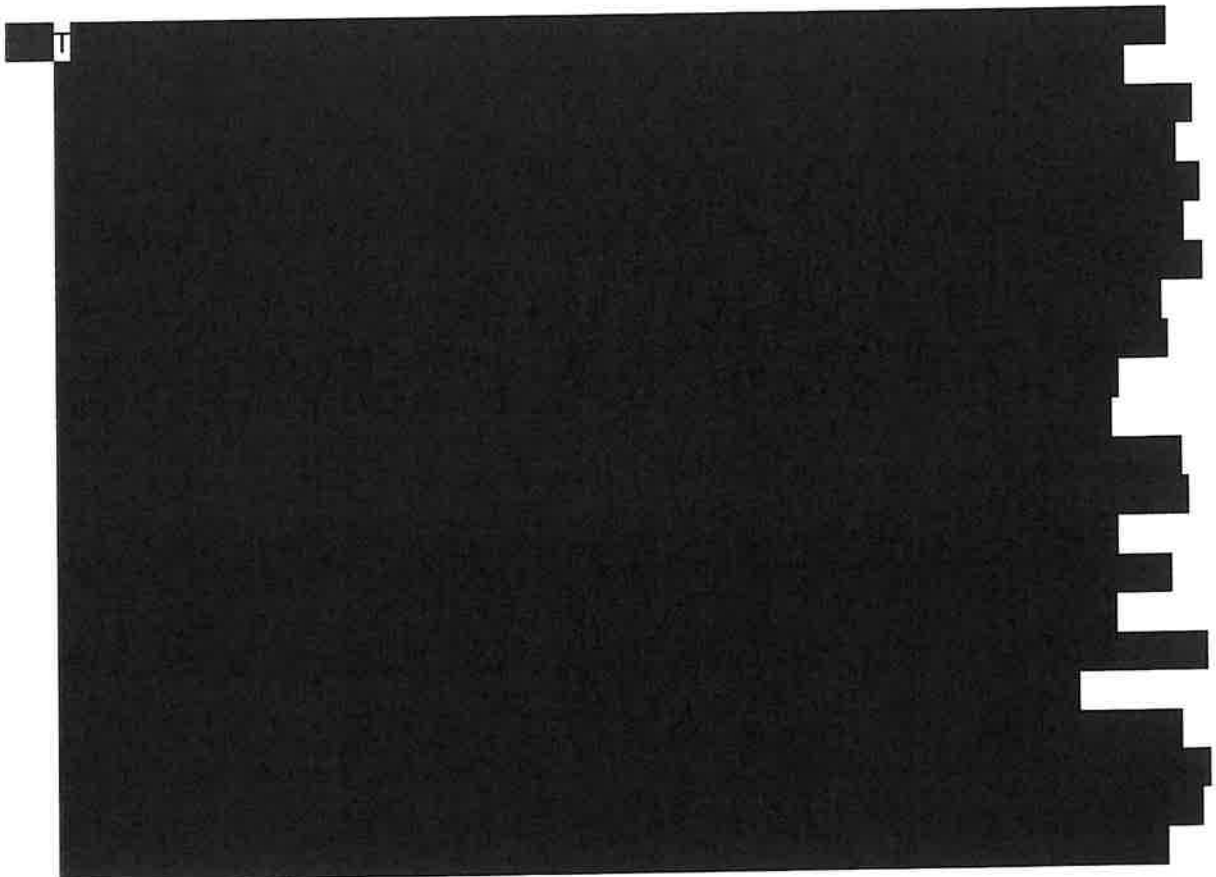
PRESENT: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

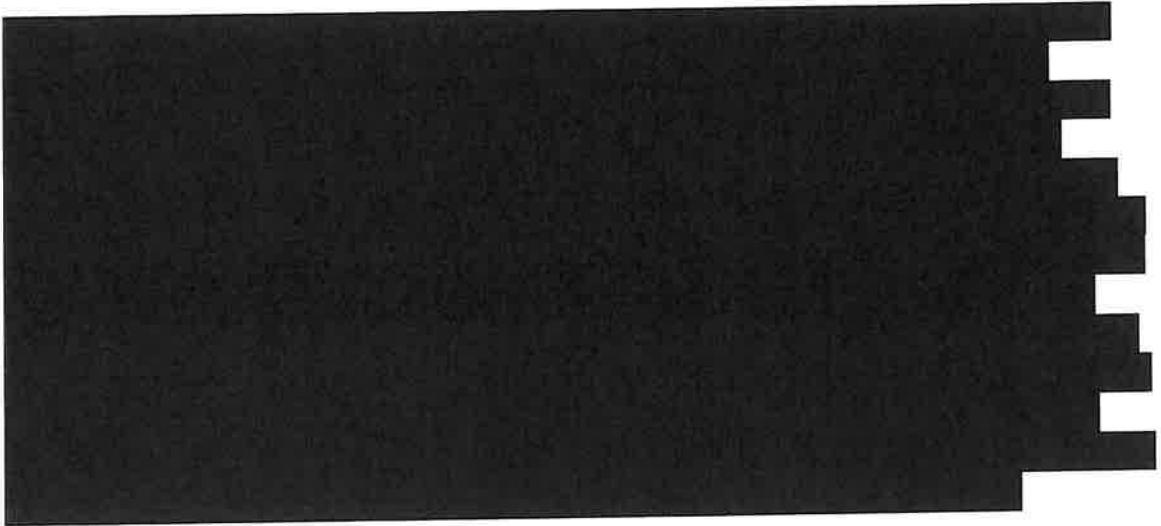
Pursuant to Governor' Baker's March 12, 2020 order suspending certain provisions of the Open Meeting Law, G.L. c. 30A sec 18, this meeting is being conducted via remote participation.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with meet with Town Counsel, Charles Boddy, Jr. and HR Director, Kristin Melpignano to receive Attorney/Client and Expert/Client communication of legal advice regarding reasonably anticipated litigation or legal issues the disclosure of which would compromise the Town's position.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.





2. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 5:05 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – July 12, 2021

ROOM 03 – TOWN HALL  
7:00 PM

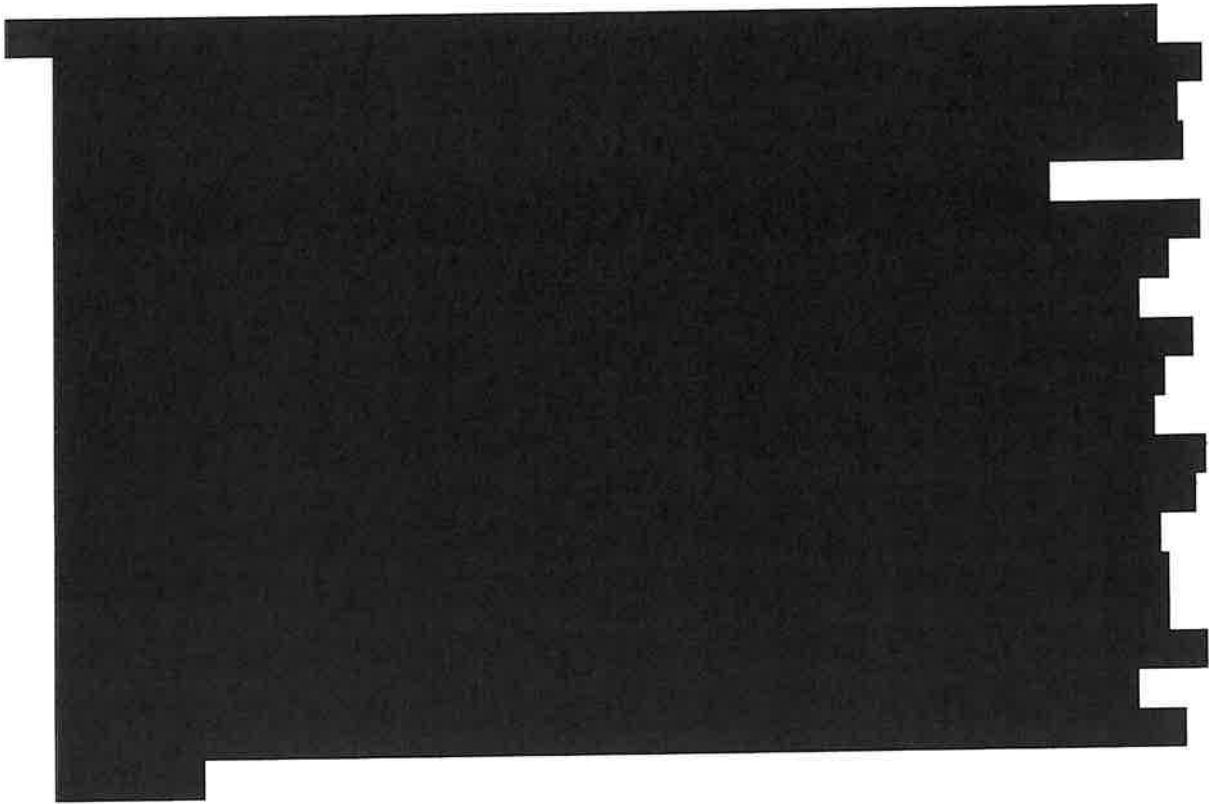
PRESENT: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with Attorney Jed Nosal to receive an Update on the Purchase of the Water Company and to receive Attorney/Client and Expert /Client communication of legal advice regarding reasonably anticipated litigation or legal issues the disclosure of which would compromise the Town's position.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. The Board met with Attorney Jed Nosal and Attorney Jess Reyes, Attorney Gerry Moody, Finance Director Zach Taylor, Treasurer Chris Pilla, Finance Committee Chairman Al Correia, Water Commissioners Jonathan Bruce, Phil Ciaramicoli and Jamie Lucchini and Town Administrator Richard A. Villani to receive an update on the Water Company acquisition and prepare for the Public Forum to be held on July 19, 2021. Attorney Nosal reviewed a draft Power Point presentation for the Forum. Treasurer Pilla said the price for the company will be \$78 million, which includes capital improvements. The Town will seek a General Obligation Bond for up to 40 years. Debt service will be \$4 million in year 1 and then decline each year. The net interest rate is 2.75 %. Finance Director Taylor indicated Milford will be receiving approximately \$8.5 million under the American Rescue Plan Act (ARPA). He recommends we use \$6 million for the Water Company. He also estimated the Town will receive \$6 million in a bond premium which he also recommends be used for capital improvements. He stressed we need to develop retained earnings. Attorney Nosal will send the Tata & Howard Capital Needs Assessment Report to everyone for their review.



3. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 9:28 PM.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – July 26, 2021

ROOM 03 – TOWN HALL  
3:00 PM

PRESENT: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to discuss the case of O'Loughlin v Buckley, Kingkade and Milford [MCAD]: To receive Attorney/Client legal advice regarding pending litigation, attorney work product, or legal issues the disclosure of which would compromise the Town's position

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

recused himself and left the meeting at 3:03 PM and he did not return.

Mr. O'Loughlin

2. Mr. Mazzuchelli moved, seconded by Mr. Walsh to adjourn executive session at 3:37 PM. It is a Vote.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – July 30, 2021

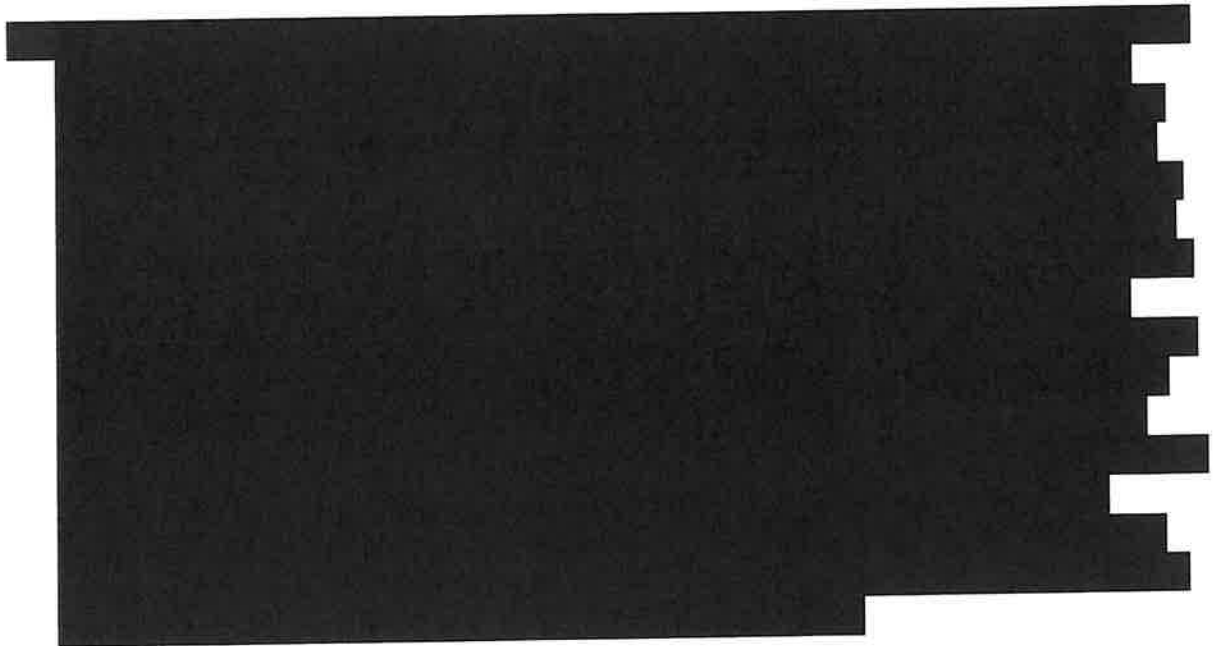
ROOM 03 – TOWN HALL  
10:30 AM

PRESENT: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with Town Counsel Charles D. Boddy, Jr. FOR THE Police Chief Investigation to receive Attorney/Client legal advice regarding pending litigation, attorney work product, or legal issues the disclosure of which would compromise the Town's position.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.



2. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 11:17 AM.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli



MINUTES OF EXECUTIVE SESSION – August 9, 2021

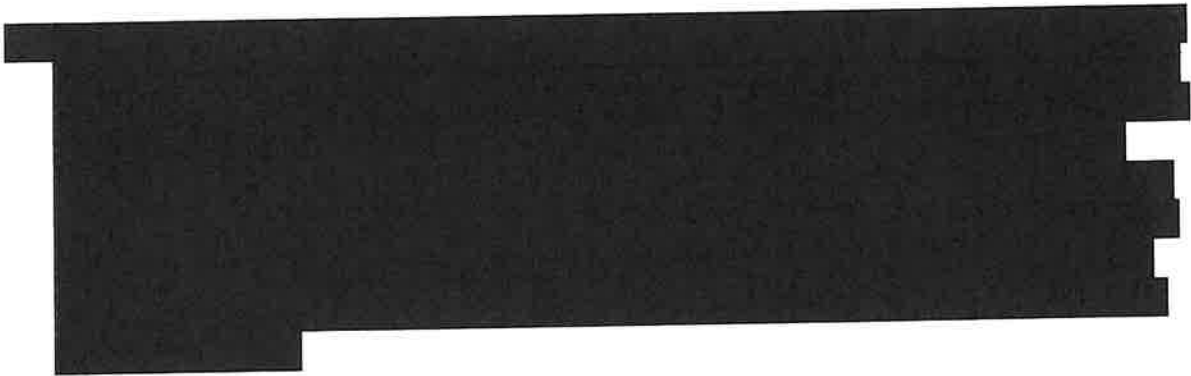
ROOM 03 – TOWN HALL  
7:00 PM

PRESENT: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectman Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with Town Counsel Charles D. Boddy, Jr. for the Police Chief Investigation to receive Attorney/Client legal advice regarding pending litigation, attorney work product, or legal issues the disclosure of which would compromise the Town's position.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.



2. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 8:30 PM.

Respectfully submitted:

\_\_\_\_\_  
Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

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**MINUTES OF EXECUTIVE SESSION – September 28, 2021**  
**ROOM 03 – TOWN HALL**  
**10:00 AM**

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PRESENT: Chairman Michael K. Walsh and Select Board members Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectmen Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to discuss the discipline or dismissal of, or complaints or charges brought against a police officer, employee, staff member, or individual pursuant to the General laws and contractual rights providing for such executive session in an employment contract between the Town and the Police Chief.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

[REDACTED]

[REDACTED]

2. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli: To adjourn the Select Board meeting. UNANIMOUS.

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Richard A. Villani  
Minutes Recorder

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – September 30, 2021

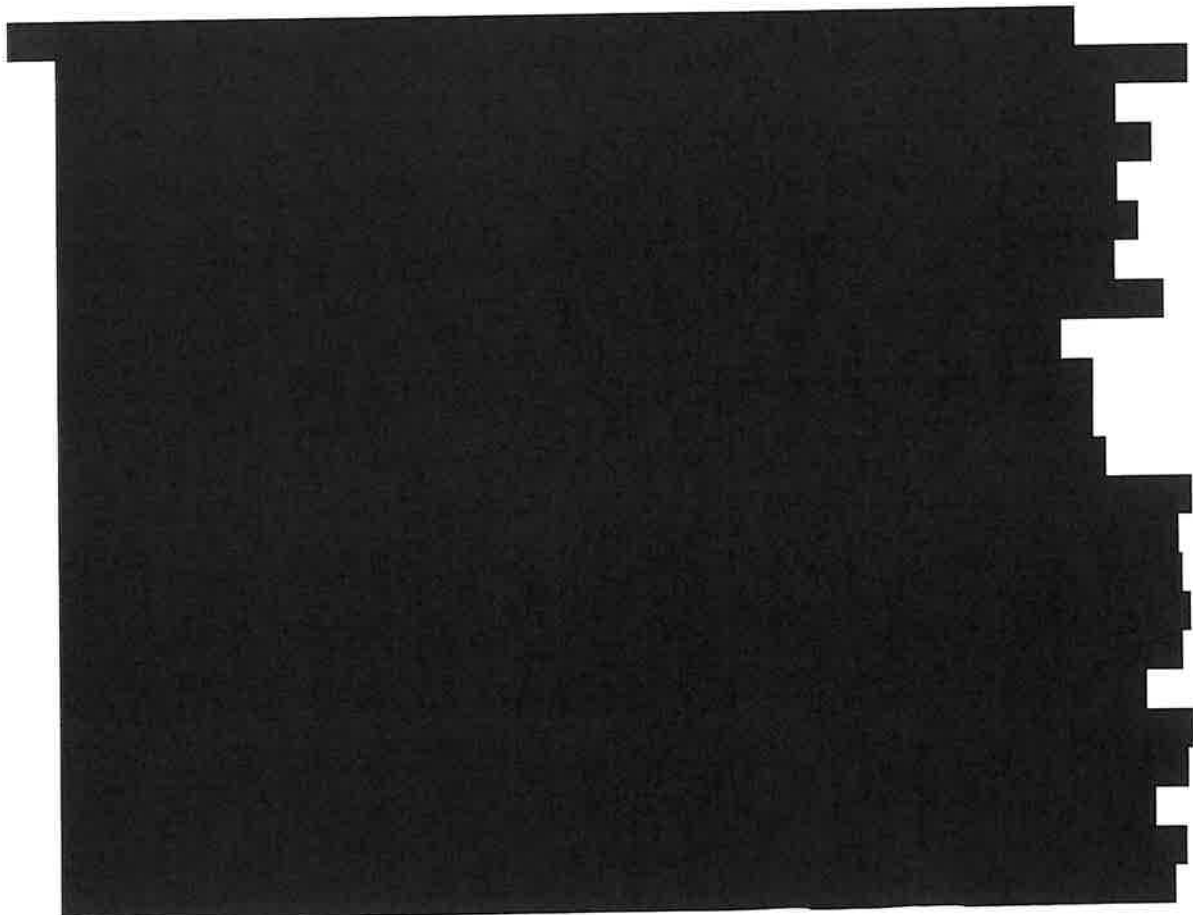
ROOM 03 – TOWN HALL  
3:00 PM

PRESENT: Chairman Michael K. Walsh and Select Board members Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectmen Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session for the Continuation of Executive Session to discuss the discipline or dismissal of, or complaints or charges brought against a police officer, employee, staff member, or individual pursuant to the general laws and contractual rights providing for such executive session in an employment contract between the Town and the Police Chief and for the case of Shook v Milford: To receive Attorney/Client legal advice regarding litigation or legal issues the disclosure of which would compromise the Town's position.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.



[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[REDACTED]

[illegible]

2. The Board met with Town Counsel Charles D. Boddy, Jr. to discuss the lawsuit Shook v. Town of Milford. The case is scheduled for trial on November 1<sup>st</sup>. The Plaintiff's original demand was \$35,000.00 and the Town's original offer was \$3,000.00. The Town went through Mediation which was not successful. At the Mediation the Plaintiff's demand to settle increased to \$99,000.00 and the Town offered \$35,000.00. The mediator recommended a settlement greater than \$35,000.00. Charles spoke with the Plaintiff's attorney regarding further mediation, which he declined. They reduced their offer to \$66,000.00. Charles thinks we can settle at \$50,000.00. He believes we have a good case, but our witness is nervous and may not be effective at trial. The Board informed Charles he did a good job getting the demand to \$50,000.00 and authorized him to settle the case for \$50,000.00.
3. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 3:55 PM. UNANIMOUS

Respectfully submitted:

\_\_\_\_\_  
Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – October 12, 2021

ROOM 03 – TOWN HALL  
7:00 PM

PRESENT: Chairman Michael K. Walsh and Select Board members Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectmen Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with Attorney Jed Nosal, re: Water Company Update and to Discuss strategy regarding the conveyance of Town owned land at the Sewer plant to Hopedale for the construction of a retention pond.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. The Board met with Town Counsel Charles D. Boddy, Jr. to discuss the Town of Hopedale's request to develop a retention pond on Town of Milford property in Hopedale where the Milford Sewer Plant is located. Attorney Joseph Antonellis, representing the Town of Hopedale, informed Attorney Boddy that Hopedale is offering to purchase the land where the retention pond is to be located for \$100,000.00 as well as pay for an appraisal and other costs. They will specify the exact dimensions of the land they would purchase as well as build an access road to the Sewer Plant. The Town of Milford will be granted a right of way over the access road. Town Counsel Boddy said he is looking for guidance from the Select Board. He said the Board could invite Attorney Antonellis and the Town of Hopedale's engineering firm to appear before the Select Board and the Sewer Commission and let Town Meeting then decide whether to sell the land. The Board decided to let Town Counsel Boddy continue to negotiate the sale and secure further information and get a broker's price opinion as to the value of the land.



3. The Board received an update from the Town Administrator regarding a Memo form Attorney Jed Nosal on the Water Company acquisition. The Asset Purchase Agreement is basically done with the exception of one issue regarding the termination of the Milford Water Company Pension Fund. We have also agreed on a mechanism to determine the final purchase price which will be set as of November 1, 2021 subject to a post-closing adjustment. Essentially, we are going to set the purchase price as of November 1, 2021. This price will include final numbers for the DPU valuation, and CapEx for 2019 and 2020. We will include projections through December 3, 2021 for the 2021 Capital Expenditures, the Accounts Receivable as well as the SWAP Fee (loan early termination).



I expect the final price will be just under \$77M based on the company's current numbers. We will pay this amount on the closing date. Within 60 days of the closing, the Town will provide an Adjustment Statement to the MWC that sets forth actual i) 2021 Capital Expenditures; (ii) Accounts Receivables; and (iii) the SWAP Fee, in each case as of the Closing Date (12-3-21). If this amount is less than the Purchase Price, the Company will pay the Town the Difference. If this amount is greater than the Purchase Price, the Town will have to pay the MWC the difference. Chris and Zach can confirm that this will work for financing purposes. Assuming we can resolve the Pension issues, Attorney Nosal expects to have a final form of the APA by October 15, 2021. The agreement will be final but we will need some additional time to finalize the schedules for the agreement (list of assets, included liabilities, excluded debt etc.). We will have those completed before November 11, 2021. His plan is to send the final form of the Agreement to the Board by October 15, 2021 for review and vote to approve the form on October 18, 2021 (no signature). He will send the Final Agreement and Final Schedules for signature before November 1, 2021.

4. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 9:05 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – October 18, 2021

ROOM 03 – TOWN HALL  
6:00 PM

PRESENT: Chairman Michael K. Walsh and Select Board members Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectmen Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with Attorney Jed Nosal, re: Water Company Update.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. The Board met with Attorney Jed Nosal, Attorney Sarah Wilk, Finance Director Zach Taylor, Treasurer Chris Pilla and Town Administrator Richard A. Villani to receive an update on the Water Company acquisition. Mr. Taylor asked Attorney Nosal why there was a significant change in the Accounts Receivables listed on Schedule 2.05. Attorney Nosal there are two "buckets" for the Account Receivables. The first is to account for the receivables on the closing date which will include everything billed, but not paid. The second is to account for the receivables for the 4<sup>th</sup> quarter which will not be billed until January 2022. We will use 2020 figures to estimate the accounts receivables. In February 2022, we will have actual accounts receivables dollar figures and we will then make an adjustment between the Town and the Water Company. Mr. Taylor said he agrees with this adjustment process. Attorney Nosal said the capital expenditure figure and the SWAP fee listed on Schedule 2.05 are also estimates. It is likely the actual capital expenditure cap will be lower than listed on Schedule A. Attorney Nosal stated the Indemnification Clause are beneficial to the Town and David White will provide a Personal Guarantee of \$4 million to deal with any claims that arise after the closing. Also, the Water Company will set aside money for any unfunded Pension claims that occur after the closing. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli: To accept the Asset Purchase Agreement dated October 18, 2021 as presented to the Board. UNANIMOUS.
2. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 6:29 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – November 1, 2021

ROOM 03 – TOWN HALL

6:00 PM

PRESENT: Chairman Michael K. Walsh and Select Board members Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectmen Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with Attorney Jed Nosal, re: Water Company Update and to discuss a contract for the Police Chief.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. The Board met with interim Police Chief James Falvey to discuss a new contract. His current contract term is "this Agreement shall take effect on February 8, 2021 and shall continue from day to day, as deemed appropriate by the Milford Select Board." The Board discussed a term to commence October 1, 2021 and ending September 30, 2023. The increase in the base salary would be about 10% over the contract term. They also discussed Vacation Carryover to allow for 6 weeks and the Chief would be paid at the end of Year 1 and Year 2 of the contract for any unused vacation. The Board agreed to continue the negotiations of the contract at the next Select Board meeting.
2. The Board met with Attorney Jed Nosal to receive an update on the Water Company acquisition. Attorney Nosal informed the Board the Asset Purchase Agreement is finalized except for a few minor matters. He expects the Water Company to sign the Agreement on November 8<sup>th</sup>. He asked the Board to approve and sign the Asset Purchase Agreement which will be held in escrow until signed by the Water Company. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli: That the Select Board approve and sign the Asset Purchase Agreement Execution Copy as provided to the Board on November 1, 2021; provided the Select Board signatures be held in escrow by the Town's Outside Counsel, Womble Bond Dickinson, pending the Milford Water Company shareholder vote and signature of the Asset Purchase Agreement; provided further that Outside Counsel for the Town may make non-material changes to the Agreement as necessary to ensure signature and is specifically authorized to insert an execution date; finalize the Agreement schedules and make adjustments to the number of years the Company must maintain "tail" insurance. UNANIMOUS.
3. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 6:58 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – November 8, 2021

ROOM 03 – TOWN HALL

7:00 PM

PRESENT: Chairman Michael K. Walsh and Select Board members Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectmen Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with Attorney Jed Nosal, re: Water Company Update and to discuss a contract for the Police Chief.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.

1. The Board met with acting Police Chief James Falvey to discuss a new contract. His current contract term is "this Agreement shall take effect on February 8, 2021 and shall continue from day to day, as deemed appropriate by the Milford Select Board." The Board and Chief Falvey discussed an extension of the contract term from October 1, 2021 to September 30, 2023. They agreed on the salary to be paid over the term of the contract. They also agreed to include 6 weeks' vacation and the Chief will be reimbursed up to 20 vacation days in each calendar year. He also can accumulate up to 200 days in sick leave, but he is not entitled to Sick Leave Buyback. He will receive an additional annual payment of 9% of base after 28 years of service. His Uniform allowance was set at \$2,500.00. He will be entitled to payment of unused vacation days, personal days and compensatory time while serving as a Lieutenant. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli: To approve the contract on the terms discussed with Acting Police Chief Falvey. UNANIMOUS.

2. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli to adjourn executive session at 9:22 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – November 22, 2021

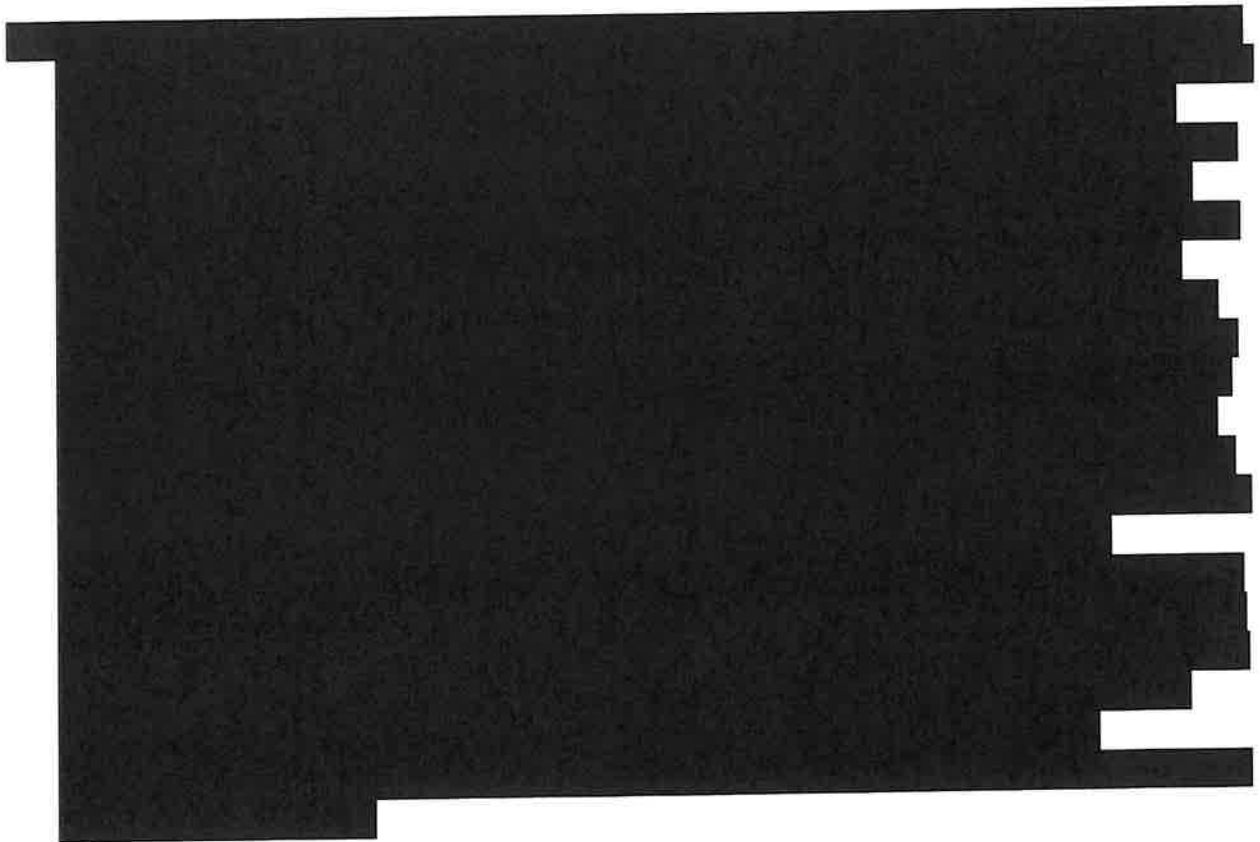
ROOM 03 – TOWN HALL  
4:30 PM

PRESENT: Chairman Michael K. Walsh and Select Board members Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectmen Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to meet with Town Counsel Charles Boddy, Jr. to discuss Police Union Contract Negotiations and to discuss a Request for Extension of Leave from employee Shannon Sanches.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.





2. The Board met with Town Counsel Charles Boddy, Jr. and Human Resources Director, Kristin Melpignano to discuss Police Union contract negotiations. Charles said he, Finance Director Taylor, Paralegal Melissa Tomas and Kristin met with Union representatives this morning. He had Zach price out the contract. He said the Police Union demands are ambiguous and "not fleshed out." He wants to have one combined integrated contract. He is meeting next with the Union on December 7<sup>th</sup>. He will update the Board with a Memo. This matter will be placed on the December 20<sup>th</sup> Select Board Executive Session Agenda.
3. Mr. Mazzuchelli moved, seconded by Mr. Walsh to adjourn executive session at 5:58 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – December 6, 2021

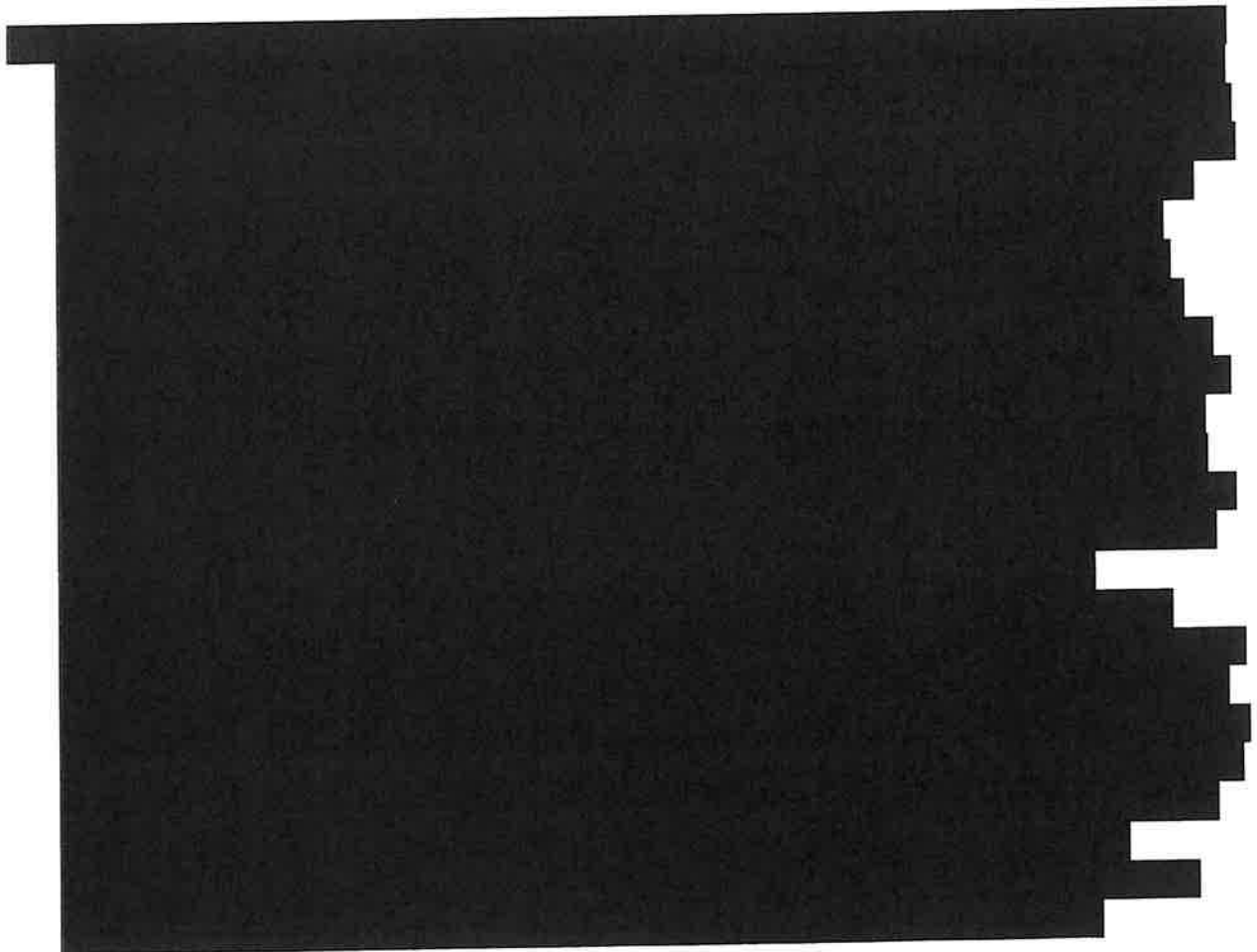
ROOM 03 – TOWN HALL  
7:00 PM

PRESENT: Chairman Michael K. Walsh and Select Board members Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectmen Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to receive Attorney/Client and Expert/Client communication of legal advice regarding reasonably anticipated litigation or legal issues the disclosure of which would compromise the Town's position and to meet with Town Counsel, re: Resignation as Labor Counsel.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.



2. The Board met with Town Counsel Charles Boddy, Jr. who informed the Board he is resigning as Labor Counsel for the Town effective December 31, 2021. Mr. O'Loughlin moved, seconded by Mr. Mazzuchelli: To accept the resignation of Town Counsel Boddy, Jr. as Labor Counsel effective December 31, 2021. UNANIMOUS.
3. Mr. Mazzuchelli moved, seconded by Mr. Walsh to adjourn executive session at 9:21 PM. UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli

MINUTES OF EXECUTIVE SESSION – December 20, 2021

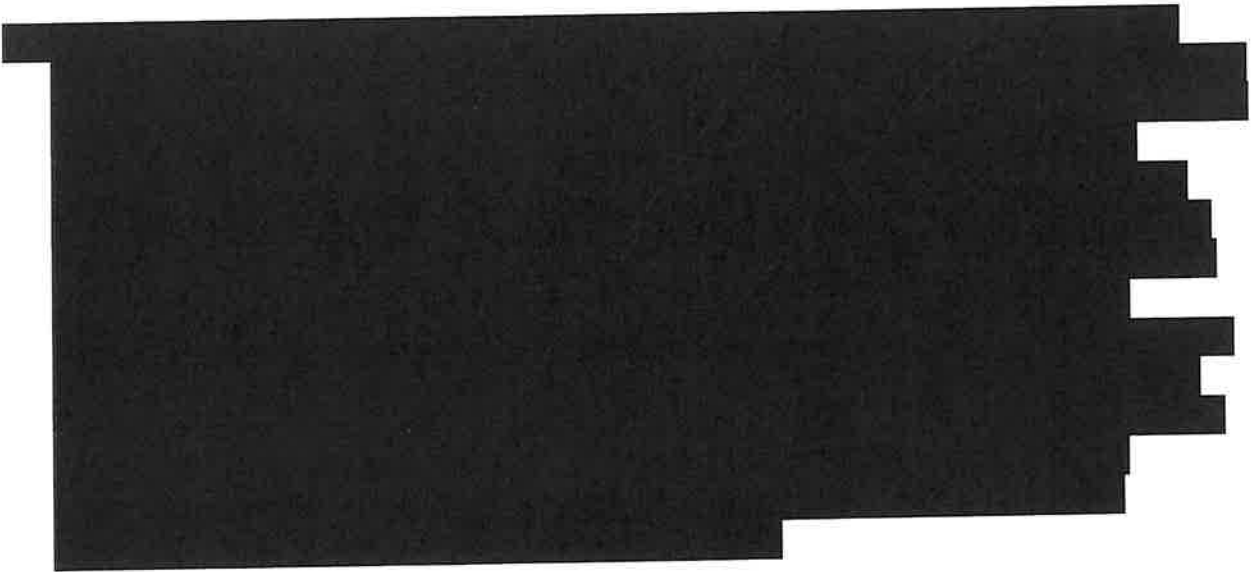
ROOM 03 – TOWN HALL  
4:30 PM

PRESENT: Chairman Michael K. Walsh and Select Board members Thomas J. O'Loughlin and Paul A. Mazzuchelli and Town Administrator Richard A. Villani.

Mr. Walsh opened the Meeting.

ROLL CALL VOTE: Chairman Michael K. Walsh and Selectmen Thomas J. O'Loughlin and Paul A. Mazzuchelli all vote in the affirmative to go into Executive Session to discuss a Request for Extension of Leave from employee Shannon Sanches, to meet with Town Counsel Charles Boddy, Jr. to discuss both the Dispatching Union Contract Negotiations and Police Union Contract Negotiations.

The Chair declared that an open meeting may have a detrimental effect on the position of the Town.



2. The Board met with Town Counsel Charles Boddy, Jr., Finance Director Zach Taylor and Police Chief James Falvey to discuss Dispatching Union contract negotiations. Charles said they had a second meeting with Union representatives. He reviewed a Memo with the Board regarding the items in dispute and those in agreement. The Board provided their recommendations as to each item in the Memo. They also discussed the item requesting Hazard Pay during the COVID 19 pandemic. Zach suggested seeking approval at Town Meeting, rather than using ARPA funds. He recommended funding through free cash. He did

recommend using ARPA for Hazard Pay for the custodians. The Board asked Zach and the Town Administrator to continue to develop a Plan as to the issuance of Hazard Pay. Mr. O'Loughlin left the meeting at 9:06 PM.

3. Mr. Walsh and Mr. Mazzuchelli met with Town Counsel Charles Boddy, Jr., Finance Director Zach Taylor and Police Chief James Falvey to discuss Police Union contract negotiations. Charles informed the Board that they had two meetings with Union representatives, but accomplished very little in the negotiations. He referred the members to Paragraph 6 of the June 3, 2019 contract in which the Union agreed to incorporate all Memorandums and side letters into one unified contract. He sent the Attorney for the Union a unified draft contract, but only received a response last week. They have another negotiation meeting scheduled and he will work to have the unified contract signed and then the parties can begin negotiating a new contract.
4. Mr. Mazzuchelli moved seconded by Mr. Walsh: To adjourn Executive Session at 9:23 PM. (IT IS A VOTE – 2 to 0). UNANIMOUS.

Respectfully submitted:

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Richard A. Villani, Minutes Recorder

MILFORD BOARD OF SELECTMEN

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Michael K. Walsh, Chairman

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Thomas J. O'Loughlin

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Paul A. Mazzuchelli