

TOWN COUNCIL
Town of Trumbull
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TOWN HALL
Trumbull

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Trumbull Town Council
August 23, 2011
MINUTES

CALL TO ORDER: Chairman Carl A. Massaro, Jr., called the special meeting to order at 8:08 p.m. at the Trumbull Town Hall, Trumbull, Connecticut. All present joined in a moment of silence and the pledge of allegiance.

ROLL CALL: The clerk called the roll and recorded it as follows:

PRESENT:

Suzanne S. Testani	Mark S. Altieri	Jeff S. Jenkins (arrived at 8:37 p.m.)
Chadwick Ciocci	Carl A. Massaro, Jr.	Robert J. Pescatore, Jr.
Roberta A. Bellows	James F. Meisner	David R. Pia
Tony J. Scinto	Debra A. Lamberti	Mary Beth Thornton
Jane Deyoe	Martha A. Jankovic-Mark	John A. DeVecchio, Jr.
Daniel Helfrich	Michael Rappa	
Ann Marie Evangelista	Kristy L. Waizenegger	

ABSENT: Michael J. London and John M. Rotondo.

The Chair extended his gratitude to all of the Town Council members for attending this special meeting and acknowledged all of the hard work put forth by this council in recent months. The Town Council had been requested to have this special meeting to address the auditor resolution and is the primary reason for the meeting.

1. RESOLUTION TC23-179: Moved by Ms. Lamberti, seconded by Ms. Testani.

BE IT RESOLVED, That McGladrey & Pullen be and the same, is hereby appointed as the Independent Auditor for the Town of Trumbull for fiscal year 2011-2012.

The Chair stated that the Town Council had been provided with memoranda on the recommendation of the auditor and the RFP results. There were seven (7) responses. McGladrey & Pullen had just completed the final year of their three (3) year contract, which included a provision for a two (2) year extension.

Ms. Lamberti reported that she and Mr. Scinto attended the auditor interviews, all auditors were equally qualified. It was the committee's recommendation to appoint McGladrey & Pullen as the auditors for one (1) additional year. Normally the auditors start their work in June but will not be able to start their work until September due to fact the committee was unable to meet for people's lack of availability.

In response to Ms. Thornton, Ms. Lamberti explained the meeting involved the auditor interviews with herself, Mr. Scinto, Mr. Sirico and the Director of Finance in attendance. Other people were requested to attend but no one was available or able to agree on a date to meet.

Ms. Thornton stated in the past the Finance Committee would conduct the interviews noting that the RFP results date as May 16, 2011 and the committee's date as August 3, 2011.

In response to Ms. Thornton's question, Ms. Lamberti stated that the auditor has not been working without a contract. The lag in time was due to the lack of response of those invited to participate in the interview.

In response to Ms. Thornton, Mr. Scinto explained that the lowest bidder was not taken in this situation due to the explanation of the auditor's timeline; if a new auditor was brought in they would start working 2-3 months behind. Normally, the auditor would have started in June. McGladrey & Pullen would be able to start working on the audit immediately as opposed to a new auditor brought in. The Town Council Finance Committee had been asked via e-mail to attend the meeting. The meeting had been pushed out repeatedly due to fact that the Director of Finance could not get enough people to attend the meeting in May, June or July. It was not until August that they were able meet. Mr. Scinto explained that in some cases those who received the e-mails did not respond. Mr. Scinto explained that he had never been a participant in the interview process before and could not speak to whether the Town Council's Finance Committee had met in the past or not. The recommendation of the committee is to extend the McGladrey & Pullen's contract for one year is due to the fact that the auditor would have normally begun the work in June. If this resolution were not brought to the special meeting the auditor would not be able to begin until the end of September.

Mr. DeVecchio stated that he has been on the Finance Committee for six years and does not remember interviewing the auditors. Someone could have come to one of the regular monthly meetings. Due to the fact that there was a delay in this process there will be a minimum of \$8,300 in additional cost. The seven firms listed had teams working on the bid, six of them would now not be chosen. Mr. DeVecchio stated that he did not remember interviewing the firms previously but does remember voting on the auditor. Mr. DeVecchio spoke in favor of McGladrey & Pullen but noted that they are not the lowest bidder.

Mr. Scinto stated that there was no vote taken at the committee meeting. The committee agreed with Mr. Sirico's recommendation due to the late start date the recommendation was to work with the same firm for the audit to be done correctly,

Ms. Lamberti explained that due the committee's concern the recommendation was to hire McGladrey & Pullen for only one (1) additional year.

Mr. DelVecchio spoke in favor of Mr. Scinto and Ms. Lamberti having given their time to the committee.

Mr. Altieri stated this is a procedural issue, council people do not sit in on RFP proposals. After the RFP process, it is vetted at the Finance Committee, following committee it is voted upon. Due to the fact there is a time issue; the town will now take the third highest bidder for the mandatory yearly audit.

The Chair explained that the group that interviewed the auditors was not a substitute for the Finance Committee. The Finance Committee had been invited to attend and to participate in the review process along with the Town officials. Most of the Finance Committee members will recall multiple e-mails from the Chair trying to solicit membership for the meeting. Everyone has a hand in this and does not like a town obligation coming to August 23, 2011 as a special council action. The Chair extended his appreciation of the council coming to this special meeting to address this resolution and to get the auditor in place.

In response to Ms. Mark, Ms. Lamberti stated that no work has been performed to date without a contract. When a new auditor comes in to work, they personally interview the Finance Director, the BoE Business Manager and their respective staff members to gather the information on how they do their accounting. McGladrey & Pullen already knows those practices. McGladrey & Pullen will still go through all of the books and accounting procedures as required. McGladrey & Pullen can hit the ground running.

Ms. Mark stated that she is not sure that the work could not be crunched and done in time by the lowest bidder, speaking in favor transparency and of the process going through the Finance Committee speaking against the resolution.

Mr. Rappa stated that the memoranda from the Director of Finance states that all firms were qualified and all firms said they could have the work done in a timely manner. Mr. Rappa spoke to the good accounting practices by changing your auditor periodically.

In response Mr. Pia, Ms. Lamberti explained that the other firms had said that they hoped they would be able to complete the audit by the 31st of December as required.

In response to Ms. Mark, Ms. Lamberti explained that if something came up that was not included in the contracted work; the town would incur those costs. Ms. Mark stated that she may be able to understand more if she had seen the contract.

Mr. Scinto stated that the cost of McGladrey & Pullen would be the same cost as last year actually \$400 more and would only be a one year contract. The other bids represent three year contracts.

Moved by Ms. Thornton, seconded by Mr. Altieri to Table RESOLUTION TC23-179 for one week to the Finance Committee of the Town Council.

The Chair explained that if the resolution were postponed it would not be heard by the council until September 8, 2011 which would shorten the period additionally.

Mr. Altieri seconded the motion to allow the resolution to go through committee and to be vetted; there is no Finance Director or Town attorney present at this meeting. McGladrey & Pullen has been used in the past and has done an excellent job.

Mr. Scinto stated that it was the committee's understanding that waiting to September 8, 2011 would not be favorable.

Ms. Mark stated that there are questions that need to be answered and that there is no one present to speak to this resolution.

Mr. Pescatore called point of order.

The Chair agreed that the discussion does not take place on a motion to table.

The Chair called for a vote.

The Chair voted.

VOTE: Motion carried 11-7 (Against: Scinto, Ciocci, Bellows, Lamberti, Evangelista, Massaro and Testani)

RESOLUTION TC23-180: Moved by Ms. Testani, seconded by Mr. Pia.

BE IT RESOLVED, that the Trumbull Town Council shall authorize and direct the Town Clerk to give such notice required by law and at the regular municipal election on November 8, 2011 of a ballot question or questions of the Charter Revisions adopted by the Town Council on August 1, 2011 as the Town Council shall adopt through this resolution and that the same be provided to the registration of electors entitled to participate therein, and

BE IT FURTHER RESOLVED, That the Town Clerk shall prepare explanatory text for each question, subject to review and approval of the Town Attorney.

The Chair stated the formation of the ballot questions is the final duty of the Town Council with regard to the Charter Revision. The Chair had circulated the three proposed questions to the Town Council prior to this meeting. The first question is in the format that the statute requires and is the only question absolutely required for the ballot. It is based on the question used in the 2003 Charter Revision. The second question deals with and separates the question for a referendum for capital projects and the third question separates the question for the annual budget. Both of these referenda are new, important and deserve a separate question on the ballot.

Moved by Mr. Ciocci, seconded by Ms. Testani to amend RESOLUTION TC23-180 to add the following three questions:

1. SHALL THERE BE A GENERAL REVISION OF THE CHARTER OF THE TOWN OF TRUMBULL?
YES
NO

2. SHALL THERE BE A FURTHER REVISION OF THE CHARTER OF THE TOWN OF TRUMBULL TO PROVIDE FOR A REFERENDUM ON CAPITAL PROJECTS OF FIFTEEN MILLION (\$15,000,000.00) DOLLARS OR MORE?

YES

NO

3. SHALL THERE BE A FURTHER REVISION OF THE CHARTER OF THE TOWN OF TRUMBULL TO PROVIDE FOR A REFERENDUM ON THE ANNUAL BUDGET?

YES

NO

Mr. Ciocci added that the following language to the resolution.: “ BE IT FURTHER RESOLVED, That said questions shall be submitted to the qualified electors of the Town of Trumbull and printed upon the ballot in the following form”.

In response to a question by Ms. Testani, The Chair stated the posting of the explanatory text is not a duty of the Town Council. The explanatory text will be posted in the voting locations, the registrar’s office, at the Town Clerk’s office, in a variety of other locations and websites in town. There will plenty of notice.

Mr. Jenkins arrived at 8:37 p.m.

In response to a question from Ms. Mark, the Chair explained only the questions are on the ballot. Explanatory text has to be provided to the electorate and it is the duty of the Town Clerk to provide and to give notice. The explanatory text is never printed on the ballot.

Mr. Meisner stated that he is uncomfortable having the explanatory text done by the Town Clerk, L&A should have been involved. The third question is vague as there are two budget referenda provided in the revised Charter.

In response to Mr. Meisner’s question with regard to the explanatory text, the Chair stated that the next deadline is the Town Clerk’s to file the ballot questions along with the rest of the ballot with the Secretary of State’s office on September 23, 2011. The questions could have been brought to the September agenda but the Chair did not see the necessity of waiting since the Town Council had vetted the proposed revisions for seven hours on August 1, 2011 and the Town Council does know what questions can and should be.

In response to Mr. Altieri’s question, the Chair stated that any question that goes on the ballot stands on its own. If any one of the questions were to fail it would not impact the other questions.

Mr. Altieri stated that the entire Charter Revision could be lost and the could still have an extra referendum. The Chair agreed and further explained conversely there could be one question on whether to have a General Revision of the Charter and all proposed revisions could sink or swim. That is the exact reason why the questions are separated.

Ms. Mark spoke to the fact that so much of the Charter has been changed and depends on other sections, that the proposed questions should be drafted with more specific language. She stated there are still mistakes within current draft Revision and would not vote in favor of these questions.

Ms. Thornton stated that the BoE question should be separated out as well. The Chair stated that question could be moved. There are three questions under consideration at this point, if there are additional questions to consider they could be moved.

Ms. Mark questioned whether the additional question could be moved next week; the current questions are drafted in a vague manner and spoke to details missing in the questions?

The Chair explained it is the practice of a Charter Revision that the questions are to be brief and of a summary nature. The explanatory text that goes along with the Charter Revision has the explanation and detail of what the questions are about. The revisions are out to the public and will be published in the newspaper soon. The explanatory text will explain each change and would be put together in such a fashion that they would line up with the prospective questions. Otherwise you could have questions for each of 50 proposed revisions, which is not how it is done. The detail of one revision could be several pages long.

Mr. Altieri questioned if the explanatory text would be sufficient for the voters to understand and be able to vote, referring to the amount of changes made and whether those who have not been through the process would be able to understand the changes.

Ms. Testani stated that the Charter has been changed in the past, the people have had the opportunity to watch channel 17. There have been many meetings, and they have been given the opportunity to educate themselves. The explanatory text is another step to educating the people. Mr. Timpanelli had made the statement at one of the L&A meetings that the general populous of Trumbull does not care about the Charter Revision process. While that may be true, it is up to the people to have an interest in the process. The opportunity has been provided in multiple ways.

Mr. Altieri agreed with Ms. Testani, although in past Charter Revisions had a focus on one, two or three components to be changed and/or repaired. Any one who took the time to watch the proceedings had a reasonable idea of what was being done or what the output was. The difference with this revision is its scope and that so much discussion has taken place. A lot has been done in this one revision; the explanatory text will also be lengthy.

Ms. Testani stated that the Charter Revision Commission voted in a bi-partisan manner to accept the changes, the Town Council has had the opportunity to take out what was felt as inappropriate. The Town Council worked together until very early in the morning on August 1, 2011. There were many changes proposed and some were taken away. The people of Trumbull have had a lot of opportunity to educate themselves and to understand what the changes are. The Revision was passed unanimously by the CRC.

Ms. Mark stated the final draft has extensive issues and cross reference issues.

The Chair directed the council back to the discussion on the motion noting the discussion was getting far field from the motion

In response to Mr. Rappa, the Chair clarified that the CRC does not have the right or the responsibility to give the Town Council the questions. Under the statute the Town Council gives the electorate the questions and directs the Town Clerk to place them on the ballot. The questions had been prepared for the August 1, 2011 meeting but due to late hour of that meeting, the Town Council did not get to the questions. Atty. Maslan, who has assisted through the Charter Revision process all along, has reviewed the questions and has approved them for the ballot.

In response to Ms. Thornton's questions, the Chair stated by statute the explanatory text is written by the Town Clerk and is reviewed by the Town Attorney. The Town Clerk is responsible for the final text. The Chair added that when the text is prepared he would expect that the Town Council will have an opportunity to see it, but will not pass on it because it is not the Council's duty or right to pass on the text. Amongst the information given to the Town Council, when the final CRC Report was received, was a several page document that gave a general description of the changes chapter by chapter; the explanatory text will be similar to that.

Ms. Thornton stated that the final document does not contain all of the changes that were made at the August 1, 2011 meeting. Ms. Thornton submitted a list of eleven (11) items for the record explaining that after comparing the final document with 8-1-11 minutes the list had been compiled. Some of the eleven (11) items are simple typos, some are changes that were intended but did not come out in the final document. Ms. Thornton added that maybe the list could be incorporated into the final document and that the document would need to be published as they intended it to be. The Chair stated that the list would be reviewed.

In response to Ms. Mark, The Chair explained that nothing had been taken from the Town Council. The Council does not have the right or the obligation to prepare the text; under the law it falls under the Town Clerk's obligation. Forming the ballot questions is the Town Council's final act.

Mr. Pescatore suggested the addition of the following language to the first question, "as submitted by the Charter Revision Commission on August ____, 2011", so it is known which revisions are being voted upon. Question #2 and #3 should be amended to be read so that they are on a stand alone basis .

The Chair stated that each question stands on its own, when you couple the explanatory text with each of the questions the voter will know what each question intends. In the first question it is not necessary to put the date of when the revision was adopted, because the explanatory text will include what is being voted on. Questions #2 & #3 stand alone along with the explanatory text.

Mr. Pescatore stated that it may be clear to us that the questions stand on the own but to other people it may not be and questioned whether the questions could be amended to reflect that.

The Chair explained that the text is designed to explain what the revisions are and would not know if it would include the explanation that the questions stand alone. The voter has two (2) sources: the printed document and the explanatory text. Those two items will direct them to question with an answer of "yes" or "no".

In response to a question from Ms. Thornton, the Chair stated that the length of time that the public has to review the explanatory text would depend on when it is completed; the minimum amount of time would be from 09-23-11 on, representing approximately 6-7 weeks.

Mr. Meisner suggested the word *special* be added to the referendum question and the Chapter references be added. The first question does not make it clear that it does not include the next two items, suggesting adding the word *excluding* to the first question, since the council is not under a deadline that the questions should go through committee.

The Chair stated the motion on the floor is to amend the resolution.

Ms. Evangelista agreed that the questions appear interconnected; and suggested removing the word FURTHER from questions #2 & #3.

In response to Mr. DelVecchio's question, the Chair stated that he had written the questions based on all of the discussion that the Town Council has had, the questions were passed to Atty. Maslan for review. These questions were the two outstanding proposals as compared to everything else and that the council may want to separate them out as separate ballot questions.

Mr. Ciocci withdrew his motion.

Moved by Mr. Ciocci, seconded by Mr. Pia to amend RESOLUTION TC23-180 to read as:
RESOLUTION TC23-180: BE IT RESOLVED, That the Trumbull Town Council shall authorize and direct the Town Clerk to give such notice required by law and at the regular municipal election on November 8, 2011 of a ballot question or questions of the Charter Revisions adopted by the Town Council on August 1, 2011 as the Town Council shall adopt through this resolution and that the same is provided to the registration of electors entitled to participate therein, and

BE IT FURTHER RESOLVED, That the Town Clerk shall prepare explanatory text for each question, subject to review and approval of the Town Attorney, and

BE IT FURTHER RESOLVED, That said questions shall be submitted to the qualified electors of the Town of Trumbull and printed upon the ballot in the following form:

1. SHALL THERE BE A GENERAL REVISION OF THE CHARTER OF THE TOWN OF TRUMBULL?
YES
NO
2. SHALL THERE BE A REVISION OF THE CHARTER OF THE TOWN OF TRUMBULL TO PROVIDE FOR A REFERENDUM ON CAPITAL PROJECTS OF FIFTEEN MILLION (\$15,000,000.00) DOLLARS OR MORE?
YES
NO
3. SHALL THERE BE A REVISION OF THE CHARTER OF THE TOWN OF TRUMBULL TO PROVIDE FOR A REFERENDUM ON THE ANNUAL BUDGET?
YES
NO

In response to a question from Ms. Testani , the Chair stated that Atty. Maslan would not have an issue with this amendment made to the resolution.

VOTE: Motion to amend carried 12-6-1 (Against: Mark, Thornton, Rappa, Meisner, Helfrich, Altieri) (Abstention: DelVecchio)

Mr. Rappa moved to amend to add the following language, *subject to town attorney approval and approval by the Town Council.*

The Chair stated that the language of the resolution refers to the statute and that is what is required. Whether the Town Council were to approve/disapprove of the explanatory text would be irrelevant, since legally, the Town Council has no say in the matter. Practically speaking the Town Council does have a say in it and has had a say in it.

Ms. Mark stated that she would not have opened the Charter knowing these results and the lack of Council control at the end.

The Chair clarified that the voters have the control at the end.

In response to Mr. Pia, Mr. Ciocci stated that the Town Clerk would accept input with regard to writing of the explanatory text. The Chair added that it would be his expectation that the Town Clerk will get guidance in writing the text and that the Town Attorney will have to approve it.

Mr. Meisner suggested that a draft be prepared and circulated amongst the council as well as the town attorney for comments -not that this is required by state law, but it would be beneficial. Even with the town attorney reviewing the explanations they will not be letter perfect. The explanation provided is a crucial part of this process. The council should have input into this part of the process.

The Chair stated that he shares those concerns and has the goal in mind that when the public goes to the polls in November it will have a clear, unbiased explanation of what the changes are. That is what the statute requires and the Chair trusts the Town Attorney and Atty. Maslan will be involved in the writing of the text.

In response to Mr. Pescatore's question the Chair explained that the statute calls for the appointing authority to write the ballot questions and direct the Town Clerk to put them on the ballot and to prepare the explanatory text. The Town Council, being the appointing authority, is not mentioned beyond adopting the proposed Charter revisions and ballot questions. The Chair further explained that the statute does not provide for the appointing authority's action beyond directing the ballot questions and directing the text to be prepared and has no role in explanatory text. As a practical matter, there are a lot of changes, a lot of text to be done and the council and the attorneys who have been involved in the process have a lot of information to share and the Chair is certain it will be.

Ms. Thornton spoke against this resolution explaining that the council is being asked to create questions on a document that the council went through and understands that it is not complete; although it has incorrect references and phrases. The document is not a true final draft and the council does not have the control to make sure it is a final draft as it should be.

Mr. Meisner spoke in favor of voting against this resolution with the idea that it should go through Committee adding that there is no town attorney present at this meeting. There is no deadline issue; it is important not to rush this and could be brought to the regular council meeting.

At the request of Mr. Jenkins, the Chair called a recess at 9:17 p.m.
The Chair called the meeting back to order at 9:30 p.m.

Ms. Mark questioned why the council had not voted on each individual question? The Chair stated that no one had asked to.

The Chair clarified for the council that there is not a motion on the floor but the resolution as amended was on the floor in which the council had been discussing.

Ms. Mark moved to take each of the questions individually.
No second was heard.

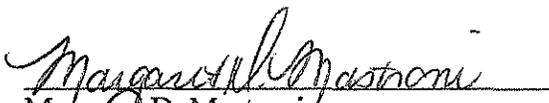
Moved by Mr. Meisner, seconded by Ms. Mark to postpone RESOLUTION TC23-180 to committee of the September 8, 2011 Town Council meeting.

VOTE: Motion Failed 8-10 (Against: Testani, Bellows, Pia, Ciocci, Scinto, Jenkins, Evangelista, Deyoe, Waizenegger and Lamberti)

VOTE: Adopted as amended 10-7-1 (Against: Pescatore, Thornton, Rappa, Mark, Meisner, Altieri and Helfrich) (Abstention: DelVecchio).

There being no further business to discuss upon motion made by Mr. Helfrich, seconded by Mr. DelVecchio the Town Council adjourned by unanimous consent at 9:36 p.m.

Respectfully Submitted,


Margaret D. Mastroni
Town Council Clerk

Charter Revision Comments 8/23/11 Special Meeting

1. Minutes, Page 9 bottom to page 10, top. Motion was made and seconded to accept all L&A Amendments, which are then listed in the minutes. There is nothing in the minutes stating that this motion was voted on. The minutes are wrong.
2. Minutes, page 10 middle. There is an error in the minutes. The motion was to reject on page 55, Chapter VIII, Section 8, NOT Section 7, subsection (c) of section B. The minutes are wrong.
3. Minutes, page 11, middle. Page 5 of redlined version and new versions. Vote was to reject all changes in Chapter II Section 7. The changes made to the heading ("and Appointments") were rejected and should be deleted. The documents are wrong. FINAL DOC IS WRONG. ONLY HEADING.
4. Minutes, Page 13 middle. All instances of the word "business" before the word "days" was to be removed. On page 4 of the final charter revision, in Section 5, Subsection B, Bullet 2, the reference to "seventh business day" was not removed. The documents are wrong. FOLLOW PROTOCOL
5. Minutes, page 13, bottom. Page 35 of redlined version and page 30 of the new versions. The minutes state that the change of number to 14 from 12 was rejected, but in the document an additional change not voted on was made. "A" should not have been deleted. The reference should be to 12A. The documents are wrong. FINAL DOC IS WRONG
6. Minutes, page 14, top. Page 47 of redlined version and page 40 of the new versions. Under consensus of the Town Council, the minutes and final charter documents are incorrect. Page 47, Chapter VIII, Section 6 Initiative - cross-reference is incorrect. Should be Section 8 not Section 9. The minutes and documents are wrong. ↳ SPECIM BUDGET REFERENCE (TYPO)
7. Minutes, page 14, top. Page 49 of the redlined version and page 42 of the new versions. Under consensus of the Town Council, the correct cross-reference should read as (3)(C), NOT (3)(C)(ii), which no longer exists in the charter. The minutes and documents are wrong. FINAL DOC IS WRONG
8. Minutes, page 14, middle. Page 49 of the redlined version and page 42 of the new versions. The minutes are incorrect. The final charter documents appear to be correct but do not match up with the minutes. The minutes should read that the motion is "to REJECT on page 49 the change to the phrase who voted during the previous municipal election." NOT "to REJECT on page 49 the change to the phrase previous municipal election." The minutes are wrong.

9. Minutes, page 14, middle (SAME PROVISION AS 8.) Page 49 of the redlined version and page 42 of the new versions. By statute the Town Council is given power to reject separate provisions of the proposed amendments. It is NOT given power to reject language that is currently in the charter. Therefore, by rejecting the phrase "who voted during the previous municipal election," the language must revert back to what is currently in the charter, which is: "Said petitions shall be signed by electors of the Town in a number not less than five percent (5%) of the number of electors on the last completed voter registration list." The language in the final charter documents is in error as it omits the ending phrase "on the last completed voter registration list." The documents are wrong.

7 B. ii, must have original language

10. Minutes, page 14, middle. Page 55 of the redlined version and page 46 of the new versions. The minutes are incorrect. They state that the consensus of the Town Council was to correct on Page 55, Section 8 A. (iv), the word petition should be inserted after the phrase Each page of said. The section that is changed is Section 8 B. (iv), not A. The minutes are wrong.

11. Minutes, page 15 middle. Page 22 of the redlined version and pages 18 and 19 of the new versions. Consensus of the Town Council. The minutes state that "Page 22 the cross reference issue is: 3Bi or ii infra should read as 3B and C." This is incorrect in the minutes and in the final charter documents. The correct cross reference should read 3B or C, NOT 3B and C. The minutes and documents are wrong.

ALSO—This change was made twice, in Chapter IV Section 1B(ii) and (iv), although the minutes don't reflect that both changes were approved. The minutes are wrong.