

Ethics Review Committee Meeting
May 15, 2025
Verbatim Meeting Minutes

Meeting start time: Chairman Bush 6:34pm

Member Wiseman:
present.

Member Tabacsko:
Michael Tabacsko present.

Member Robinson:
Member Robinson present.

Vice Chairman Tencza:
David Tencza present.

Chairman Bush:

Tim Bush present? Usually I don't have any opening remarks. I do [inaudible 00:00:11]. It's good to have Mr. [inaudible 00:00:13]. I served on a prior, iteration of this committee [inaudible 00:00:19] and I felt good coming back in this committee knowing I'm [inaudible 00:00:25]. It's good to see you. it's also good to have Mr. Wiseman back. Mr. Fisher or Chief Fisher, served [inaudible 00:00:32] in your, uh, in your absence. He cannot be with us tonight. And, I would say a few things about Ms. Robinson. [inaudible 00:00:48].

Member Robinson:
Yeah.

Chairman Bush:

The next item on the agenda is to re-review and approve the draft meeting minutes for April 3rd, 2025. I don't know if you, if you had an issue you wanted to raise with that [inaudible 00:00:59], or.

Records Administrator Gary Perrin:

Mr. Chairman, thank you. Through, the chairman, I just wanted to, ensure that the body had the opportunity to review those minutes as they are posted as draft, but they are verbatim. They were in a packet. If there was not an opportunity to review them, Councilor Sullivan may advise we can move to keep them as posted as drafts and move to approve them upon your final review edits on the next meeting.

Chairman Bush:
That, that's fine by me.

Vice Chairman Tencza:

Yes, Mr. Chairman. I mean, I appreciate the opportunity to read them before we approve the final draft, so if we need a motion for that then [inaudible 00:01:39] administratively.

Records Administrator Gary Perrin:

You could administratively, move to, review and edit and vote on to approve them in the next meeting. That's correct.

Chairman Bush:

That's what we'll do. [inaudible 00:01:52].

Member Wiseman:

Aye.

Member Robinson:

Aye.

Chairman Bush:

now we'll get to the review of the new ethics complaint. Just before we do that, just before the hearing officially began, I do want to make sure that the complainant had, there was a couple items that came up in the last couple days. You have those [inaudible 00:02:08]. You, did you have them before you, tonight?

Fred Teeboom:

Yeah, this morning.

Chairman Bush:

Okay. but you did get both items before you came in here?

Fred Teeboom:

There's one item that we just checked.

Chairman Bush:

So, he got-

Speaker 1:

He got the-

Chairman Bush:

What should he get?

Records Administrator Gary Perrin:

He got the entire packet. He received the memorandum, dated May 14th from, Lori Wilshire present on Nashua Board of Alderman-

Chairman Bush:

Okay.

Records Administrator Gary Perrin:

As attachment one, as attachment two. He's in receipt of the communication dated May 15th from Tim Cummings, director of administration services to the Ethics Boards of Review. He received a communication from Lori Wilshire, president of National Board of Alderman, dated May 14th, 2025. He received a memorandum dated May 8th, 2025 to the Board of Alderman from corporate counsel, Steven A. Bolton, as well as meeting minutes for Tuesday, May 13th, 2025, Board of Alderman meetings.

Chairman Bush:

Am I correct to understand from [inaudible 00:03:07] members in the committee [inaudible 00:03:09]?

Member Robinson:

Yes.

[inaudible 00:03:10].

Chairman Bush:

The second one.

Member Robinson:

[inaudible 00:03:12].

Chairman Bush:

I got [inaudible 00:03:15] May 14th, the letter from, Alderman Wilshire may have come in earlier in the day. I saw it later in the day, but I don't know when exactly. I just want to make sure [inaudible 00:03:26]'s got everything. before we begin on the ethics complaint, speaking with counsel beforehand, did you have some items that you want to, to address? or did you want... How [inaudible 00:03:44]?

Robert Sullivan Of Counsel:

Why don't I talk for a minute?

Chairman Bush:

Sure.

Robert Sullivan Of Counsel:

[inaudible 00:03:47]. my name is Robert Sullivan, and I'm a of counsel for this committee. I'm from Portsmouth. I have kind of a large background in this kind of stuff, and, mostly I [inaudible 00:04:02]. So, I reviewed I believe all the things that you have reviewed, the complaint, the [inaudible 00:04:15] committee procedure, the response that you received [inaudible 00:04:22] against whom the complaint's been made. And, to try to simplify that, I have formulated the belief that you have four questions to answer, in and that there is a logical order in which they should be. I think that will [inaudible 00:04:48].

So, the first question is that, Mr. Teeboom has proposed some rules changes, which you may or may not consider. If you choose to adopt rules changes, it's done by a majority vote, simple majority vote, no particular procedural prerequisites. You are not obligated to consider them, but you may. They relate primarily to the hearing that you may or may not have, and now what's becoming clear I think is that [inaudible 00:05:30]. So, question number one, what to do with the rules, change proposals? question number two is a very initial inquiry for you and decision for you, I think is whether or not you have jurisdiction to proceed with this matter.

The fact that President Wilshire has filed with you documents, which show that she made inquiry of the corporation counsel and ultimately the entire Board of Alderman, before she took any action, uh, may provide her with, what amounts from insulation in that there is no jurisdiction, under Section 12-34E [inaudible 00:06:21], for you to hear an ethics complaint based upon something that she had sought legal advice from the corporation counsel. So that would be question two for you to consider. Do you have jurisdiction to go ahead? if you determine that you have jurisdiction to proceed, then I think the third question for you is to then look at the complaint as you have looked at other complaints, and make a determination as to whether it satisfied the criteria, [inaudible 00:06:52] some of the obvious criteria, you know, is it under oath, for example?

And then the more, judgment-laden criteria of whether or not it, it makes out specific facts enough to allege a violation of the efforts. And then if you find that it does not satisfy those criteria, then the matter ends there. However, if you find that the complaint does satisfy those criteria, then you proceed to your fourth question, which would be, you would hold a hearing and the hearing would have to be advertised and occurred at a later date based upon the, again, the criteria [inaudible 00:07:37]. So, I think that's a way to organize what you have to do tonight. If that makes sense. And may abbreviate [inaudible 00:07:45].

Chairman Bush:

Does anybody have any questions for counsel based on that?

Fred Teeboom:

Could you repeat the, second, if [inaudible 00:07:58] time to look it up. [inaudible 00:08:01].

Robert Sullivan Of Counsel:

12, 12-34.

Fred Teeboom:

12-34. E?

Robert Sullivan Of Counsel:

E.

Fred Teeboom:

[inaudible 00:08:10] advisory.

Robert Sullivan Of Counsel:

Yep.

Chairman Bush:

I don't see this 12-34E. I'm looking at-

Fred Teeboom:

[inaudible 00:08:15].

Chairman Bush:

I don't know, what [inaudible 00:08:16] first one. I'm looking at 5-102. Advisory opinions of officials.

Fred Teeboom:

Which one is that?

Chairman Bush:

Where it says.

Member Tobacsho:

[inaudible 00:08:29] 5-102 [inaudible 00:08:30].

Fred Teeboom:

[inaudible 00:08:31].

Chairman Bush:

[inaudible 00:08:33]. Okay. So, where it says, um-

Fred Teeboom:

[inaudible 00:08:37].

Chairman Bush:

Advisory opinion of officials relative to duties. Any municipal employee shall be entitled to the opinion of the city solicitor/corporation counsel upon any question arising on the Part five relating to the duties, responsibilities, and interest of such employees. All requests for such opinions by a subordinate municipal employee shall be made in confidence directly to the chief

officer of the municipal agency in which he's employed, who shall in turn request in confidence such opinion in the city solicitor/corporation counsel, or on behalf of such subordinate municipal employee, and all constitutional officers and chief officers [inaudible 00:09:21]. The city solicitor/corporation counsel shall file such opinion in writing with the city clerk, and such opinion shall be a matter of public record. However, no opinion will be rendered by the city solicitor/corporation counsel or except upon the submission of detailed existing facts, which raise a question of actual or prospective violation of any provision [inaudible 00:09:47]."

Fred Teeboom:

[inaudible 00:09:46].

Robert Sullivan Of Counsel:

May I read the section to which I was referring.

Chairman Bush:

Certainly. Which one to go?

Robert Sullivan Of Counsel:

Well, it's 12-32E. But here it's-

Fred Teeboom:

[inaudible 00:09:56].

Robert Sullivan Of Counsel:

it's shortened [inaudible 00:09:57].

Fred Teeboom:

One second. Which one, which paragraph were you just reading?

Chairman Bush:

5-102.

Fred Teeboom:

5-102.

Robert Sullivan Of Counsel:

"The committee, this committee shall not have jurisdiction over any complaint if prior to the acts alleged in the complaint, the defendant has obtained an advisory opinion under Section 5-102," which you just heard, "and has acted in accordance with that opinion." By her filings with you, President Wilshire has at least raised that issue. She has said, "I sought advice from the corporation counsel, and in fact private counsel as well."

Fred Teeboom:

Which paragraph are you from?

Chairman Bush:

So, he threw you off because the original thing

Fred Teeboom:

[inaudible 00:10:41].

Chairman Bush:

All right. So, it is 12-32E, not 12-34E.

Fred Teeboom:

Okay.

Chairman Bush:

So, 12-32E.

Fred Teeboom:

Okay. Let me-

Chairman Bush:

Let me know when you get there.

Fred Teeboom:

Yeah. [inaudible 00:10:53].

Chairman Bush:

Certainly.

Fred Teeboom:

Is there [inaudible 00:10:56]. Not a good way to start. Okay. 12-30-

Chairman Bush:

Two.

Fred Teeboom:

3, 2. And which one, which item?

Chairmen Bush:

E.

Fred Teeboom:

E. Okay.

Chairman Bush:

"The committee shall not have jurisdiction over any complaint if prior to the acts alleged in the complaint, the defendant has obtained an advisory opinion under 5-102 and has acted in accordance with that opinion."

Fred Teeboom:

[inaudible 00:11:25]. So, 12-32B, E.

Chairman Bush:

12-32E. Correct.

Fred Teeboom:

Refers to 5-102.

Chairman Bush:

Correct.

Fred Teeboom:

And 5-102-

Chairman Bush:

Has a process.

Fred Teeboom:

Is... Okay. 5-102. Is it, one you are reading?

Robert Sullivan Of Counsel:

Yes.

Chairman Bush:

Correct.

Fred Teeboom:

Okay.

Chairman Bush:

Do you have that?

Fred Teeboom:

I got both them, [inaudible 00:12:06].

Chairman Bush:

Okay.

Fred Teeboom:

5-32E.

Chairman Bush:

References the process by which-

Fred Teeboom:

[inaudible 00:12:13].

Chairman Bush:

an official can get this advisory opinion-

Fred Teeboom:

5-

Chairman Bush:

and what they need to do.

Fred Teeboom:

102. Yeah. That's [inaudible 00:12:19].

Chairman Bush:

You are? Okay, good.

Fred Teeboom:

Yeah. So, you want to get into that [inaudible 00:12:24]?

Chairman Bush:

I was not.

Fred Teeboom:

Are we going to get into that?

Chairman Bush:

well, you know, Mr. Teeboom, I like you. I've always liked you.

Fred Teeboom:

Yeah.

Chairman Bush:

But this is a committee. We're going to get into whatever we get into, and if we need to have [inaudible 00:12:36] you talk about something, we'll certainly do that, okay? But we're going to try to figure out now which way we're going to go with this. Just listen to counsel and, [inaudible 00:12:46] wish for the gentleman as far as I know, and hopefully we can treat each other as such. Okay? so essentially, I think the question is, [inaudible 00:13:00] counsel wherever he is, is there anything else you going to raise [inaudible 00:13:03]?

Robert Sullivan Of Counsel:

Sitting and thinking about it, it makes sense to me that you deal with the rules request since they relate primarily to a hearing if you determine you're going to have [inaudible 00:13:14] and not right now.

Chairman Bush:

Yeah, I Well, there's a number of rules requests and there's a request for rules changes and, what I'd like to do because [inaudible 00:13:28] a significant ethical, questions raised here is [inaudible 00:13:43] we can get the rules changes to make a [inaudible 00:13:43]. We really got to determine whether or not we have a jurisdictional issue here. you know, I know Attorney Bolton's here, And I don't know if the committee wants to go into a private session on that, on the rules changes or if that's appropriate or would rather just do an open session [inaudible 00:13:59].

Robert Sullivan Of Counsel:

My advice always is do as much as you possibly can in open session. There's certainly the spirit of the right to know law.

Chairman Bush:

All right. Well with that in mind, you know, I'll Go ahead.

Vice Chairman Tencza:

So, I'm sorry Mr. Chairman, just, is it your intention to take up the, the controlled rule changes?

Chairman Bush:

No. Because you-

Vice Chairman Tencza:

Okay.

Chairman Bush:

you know, you guys... No, the rules changes are, there's been a number of emails sent by attorney, excuse me, [inaudible 00:14:28] including one of which he wants to have [inaudible 00:14:30] attorney [inaudible 00:14:32] that's a whole separate issue. What I'd like to do tonight, at least initially, is actually address what we came here for, which was an initial screening, for lack of a better word, term pursuant to the rules of the complaint, which we're all familiar with as I understand it. you know, a fairly lengthy complaint against, the president of the Board of Alderman by a former alderman. So, my preference would be to deal with that issue and then if we, if we have time, we can deal with any rules changes.

You know, if we're getting, if we screen it in and we're going to have a final hearing and there needs to be some discussion about, you know, what the rules are for the final hearing, I'd like to have everyone make those decisions, you know, under, you know, Mr. Teeboom sent all that stuff to me, as the chairperson, but I'm not comfortable making any rules changes. We want the entire, board, you know, hearing and being [inaudible 00:15:35], et cetera. So, if we can deal with that, if, you know, [inaudible 00:15:39]. With respect to, the initial kind of jurisdictional issue, you know, Attorney Sullivan has indicated he'd prefer that we do this in, in public.

I don't know if anybody has any feelings about doing it in public or not doing it in public. with respect to [inaudible 00:15:59], let's just take the jurisdiction issue first, right before we even get to the substance of the complaint.

Member Wiseman:

I agree.

Chairman Bush:

[inaudible 00:16:07] if we want to do it in the open, we can do it [inaudible 00:16:12]. I guess the question would be, is, does the letter that we all received yesterday constitute, I was not [inaudible 00:16:29]. Does that constitute pursuant to 502 an advisory opinion? Does everyone have 502?

Unknown Speaker:

Can you state what letter you're talking about? Just so, you know-

Chairman Bush:

The letter from, Lori Wilshire to me, directed to me at 5:14, with a CC to Attorney Sullivan that was provided to, you yesterday, correct? Or today?

Fred Teeboom:

No, I'm looking for the right [inaudible 00:17:09] opinion, the corporation counsel. I don't have a written opinion [inaudible 00:17:16] corporation counsel [inaudible 00:17:17]. No matter what Attorney Sullivan said, so we might [inaudible 00:17:21].

Chairman Bush:

We [inaudible 00:17:23].

Fred Teeboom:

I don't have a written opinion.

Chairman Bush:

You certainly... You'll, certainly have an opportunity to be heard before we make a decision.
How's that sound?

Fred Teeboom:

Well, I'm just trying to help you along here.

Chairman Bush:

Well, that, Much appreciated. So, does, do you have the rule?

Member Tobacsko:

Yeah. Well, I've got the-

Vice Chairman Tencza:

Sorry. I [inaudible 00:17:45].

Chairman Bush:

Okay.

Member Tobacsko:

Do you have it [inaudible 00:17:47]?

Member Wiseman:

Yes, I have it.

Chairman Bush:

So,

Member Wiseman:

You're talking about 5-102?

Member Tobacsko:

Yes.

Member Wiseman:

Yeah.

Chairman Bush:

So, the letter, I guess I'll just read it, in pertinent part says, "Please be..." Second paragraph. "Please be advised that I sought the advice of legal counsel on these matters and only acted upon the advice after I consulted with corporation counsel, negating any attempt or knowledge required for an ethical violation to have occurred. I sought the advice of on the legality of my actions on least two separate occasions, most recently on the [inaudible 00:18:25] April 22nd, 2025, just prior to the Board of Alderman meeting. And upon receiving advice, the conduct was legal, I relied on that advice in good faith. [inaudible 00:18:38]. I always strive to adhere the highest standards, conducting myself in integrity, and I regret that I now find myself in such a situation where my actions are being misconstrued. please ensure this letter is considered in the review of this matter, and I'm confident that after a thorough review it will be clear that I acted in accordance with the advice of legal counsel." So, I think it's fairly clear that,

PART 1 OF 4 ENDS [00:19:04]

Chairman Bush:

Over here that, were this to be screened in on attorney Bolton, we may or may not ask him questions. that she sought, you know, it, it doesn't say in here but I'm assuming it's his advice before doing any of this stuff. So that, that, you know, may provide a defense down the road. The question is, that I have, is kind of a preliminary matter is does this really comply with 5-102?

Because if you look at it, it says, I'm just going to read the last sentence, "The city solicitor court reaching counsel should file such an opinion with the city clerk and such opinion should be a matter of public record. However, no opinion will be rendered by the city's solicitor corporation counsel or except upon the submission of detailed existing facts which raise a question of actual or perspective violation." And there is a provision of this, part five.

I mean, let's just be honest here. We're getting in the weeds, we're getting in the weeds of municipal ordinances.

Member Tobacsko:

Yeah.

Chairman Bush:

And, I think there have been some complainants, and we'll speak to them, in the past before this committee who have been displeased by our rigid kind of reading of these rules or what we think we need to do. Right? here it seems to me that we've got a respondent who, you know, is, raising, a defense that she basically did what she, you know, she cleared this with city council which, you know, may be ultimately a defense of this but, in respect to 5-102, with respect to the procedure that needs to be followed, you know I guess we could certainly ask attorney, Bolton if he's willing to answer any questions about what's followed in a sufficient manner [inaudible 00:21:15].

Vice Chairman Tencza:

I think that would make sense to, to clarify this issue. I'm not sure that the ethical, uh, reading of technical requirements of the 5-102 necessarily needs to be adhered to or, for us to find just a

side jurisdictional only because, Attorney Bolton from the evidence we have of, the transcripts on the record at the [inaudible 00:21:41] hearing. giving his, opinion publicly with that on it. quite frankly if he didn't file, a written opinion in, and maybe he did, I don't know, but if he didn't file an opinion I'm not sure that counts against all the [inaudible 00:22:02] stuff.

Member Tobacsko:

Well, I'm just going to say I think that what's important for us to keep in mind is, the, you know, the fact here, [inaudible 00:22:15] from most of what we heard is that she requested [inaudible 00:22:21] as the reading of this stage. Whether or not every T was crossed and every I was dotted she did what she needed to do and I think to, to the overall question of did she violate the ethics provisions, I think by going, you know, and seeking advice from counsel tells us that she, that she's not, you know, that she didn't have any ill intent and that she, she's dealing with a situation. I think the entire situation is another point in my reading of all of this it's a brand new, subject matter that, that kind of brought this all about. The number of directors of Pennichuck is a very unique situation, you know, the city being its own shareholder and the number of seats that have changed to the overall makeup of this independent company whose sole shareholder is the city.

But that's not the issue before us. The issue before us is did one individual do something wrong? And, I think you know, in the plowing of this new ground, you know it's- there's a lot of, you know, confines. I'm guessing there's some loose ends. did every, you know, correlating, every other, document that, that relates to the, the number of directors and the makeup of that board and, and how they're appointed. You know, this isn't the first time its happened. So, I think the individuals involved here we should be careful not to be so harsh as to penalize somebody for being part of a process that's a brand-new chapter in the system. So-

Chairman Bush:

With that in mind, and I guess if we're going to be, having- we're going to be questioning Attorney Bolton here, for the rules I think that Mr. Teeboom is going to want to have an opportunity to, to cross examine him so,

Fred Teeboom:

There's a prohibition against attorney, the city, [inaudible 00:24:51] procedure and that's in 12.33B. Before you even get off track on this third one and, and ignore it. 12-33B.

Chairman Bush:

So, let me ask you this, Mr. Teeboom. I've got emails from you, my good friend.

Fred Teeboom:

Yep.

Chairman Bush:

Which indicate, and this is your words. A person you cannot, question, right? The credibility of this person, right? And you've indicated to me, in these emails, repeatedly, that you want an opportunity to cross examine, Attorney Bolton at a hearing down the road. Hold on, let me

finish. So, counsel for the city may attend the hearing in an advisory capacity, on issues of law and procedure but shall not otherwise participate in the questioning of witnesses or deliberation. He's not going to be involved in the questioning of witnesses or deliberation.

Member Wiseman:

That would be in a hearing, but we're not there.

Chairman Bush:

Well, I mean, we're in a preliminary hearing where he would be- he's kind of going to be testifying as a witness as to, as to what he did or didn't say to- so, the court would have to... I'm just asking you now, because you just raised a point, you don't think he can testify as a witness or, or not.

Fred Teeboom:

If he testified as a witness then I can cross examine him.

Chairman Bush:

I think that's absolutely right.

Fred Teeboom:

That takes care of my rule number one.

Chairman Bush:

Okay.

Fred Teeboom:

Rule number, well I have two of them.

Chairman Bush:

Do you want to mark the time that you and I are in agreement?

Chairman Bush:

It was 7:00. It's early, it's early still.

Fred Teeboom:

We have been on the radio together.

Speaker 4:

So, there you go. So, are you comfortable with that if you're going to be subject to cross examination and obviously I can, you know, it's not going to get out of hand, I don't think I'm really going to ask any questions of you.

Corporation Counsel Attorney Bolton:

Let, let me say that the letter from President Wilshire that you read strikes me as a waiver of any attorney client privilege.

Chairman Bush:

Let me get that.

Corporation Counsel Attorney Bolton:

That might have existed. So, accepting that is a waiver. I am willing to be questioned and speak about what advice I may have given him.

Chairman Bush:

Can you raise the right hand? Do you swear the testimony you're about to give is the truth, the whole truth, and nothing but the truth so help you God?

Corporation Counsel Attorney Bolton:

I do.

Chairman Bush:

I'm not going to ask you to read through all the questions. You, know what we're looking for. If you could just relay the conversations that you had with [inaudible 00:27:16] relative to her accepting this position?

Corporation Counsel Attorney Bolton:

On at least two occasions, and could well be three or four occasions, both President Wilshire and I discussed what the procedure would be for her to nominate and put before the board of aldermen a person to fill that director spot on the, Pennichuck Corporation board of directors. And I, she was aware, to a large extent, having participated in some of the discussions with the Pennichuck Corporation of the reason why it was felt that the city needed to have, or at least desired to have, more representation on that board.

Not that it would control what corporation, but at least it would be aware and able to monitor that- what was going on. And, she raised with me the question on her being the board of alderman, person, on the Pennichuck board of directors. And, I said there was no prohibition against that, specifically the amendments that implemented this in the, Pennichuck Corporation bylaws.

There are provisions that apply to other directors that are not the employees of the City of Nashua, that their spouses not be employees of the City of Nashua, and certain other things. Those prohibitions are expressly waived for the nominee of the mayor, and of the president of the board of aldermen. So, President Wilshire and I spoke about the propriety of her nominating herself to that position.

I pointed out that, in other circumstances, she nominates one of the other board members for herself to sit on the board of directors of the Nashua Association for the Elderly which runs the Nashua Senior Center. And that came about when the city provided a property upon which that,

facility is built. Similarly, the Conway Ice Arena, the president of the board of alderman nominates another person or herself to be on the board of directors of that organization in a similar way.

Again, not to dominate the organization, but to have some representation and to be aware of what is transpiring, with the organization. We discussed that in some detail and I said otherwise the nominating process would be what she's familiar with; the president of the board could nominate someone, if there was no objections, by some members of the board. That could be considered confirmed. As it happened, that's what did happen on February 25th, more recently at the, this past Tuesday at the subsequent meeting at the board of alderman. Then the board expressly, by roll call, wrote and ratified that previous confirmation of President Wilshire and expressed that they reconfirmed that she was the board of alderman's choice to be on the board of directors of the Pennichuck corporation.

I did not file anything in writing with the city clerk. At that time, I still considered my conversations with President Wilshire and the specific questions she asked me and the specific, advice and opinions I rendered to her, to be something to attorney client privilege and that would override whatever provisions of an actual ordinance, seem to suggest or require that an opinion be filed with the city clerk.

I don't think the board of alderman has the authority, under state law, by ordinance to dispense from attorney client privilege. As I expressed before, I now think I am free to say that, having been waived, by President Wilshire and I'm happy now if it's the will of the committee to file a written statement with the city clerk covering those discussions.

During the proceedings before the board of aldermen, back on February 25th and again on, this past Tuesday, some of the other board members asked questions about the procedure we were following and why we were doing what we were doing, whether everything was being done appropriately. The minutes capture my remarks on those subjects, and those are public. So, I think to a certain extent, I can supplement those by a writing that I file with the city clerk or those minutes although not capturing every detail of my discussion with President Wilshire, basically get to the point which is that this was done properly and appropriately.

Chairman Bush:

So, we have actually five former Alderman in this room, which actually exceeds the number of lawyers we have in this room. So, as a non-Alderman I have a question for you in terms of I'm just, I don't know about the Board of Alderman but, you know, attorney, uh, excuse me [inaudible 00:33:15] can certainly ask you some questions on some of the things he said. Is this usual for, for an Alderman to appointment himself to a position that has a pay stipend? Does this- has this ever happened before?

Corporation Counsel Attorney Bolton:

I don't know whether there's any payment rendered to the directors or specifically when the director is also an Alderman, in, associated with the other two organizations; uh, The National Association for the Elderly or Conway Ice Arena. So, I can't, those are the two that come to mind as being most similar. I don't know whether there's a stipend. Frankly, other than what Mr. Teeboom has written in his complaint I don't know that there's any payment made for directors of Pennichuck.

Chairman Bush:

Okay. He had just said, in his complaint, that you accepted, you accepted at face value. He didn't, uh, get into any conversation or believe that Mr. [inaudible 00:34:13] who, who communicated to him that, if I have the name right, it wasn't [inaudible 00:34:19] for, for \$12,000 a year.

Corporation Counsel Attorney Bolton:

That may or may not be, but she hasn't accepted it yet.

Chairman Bush:

Okay.

Corporation Counsel Attorney Bolton:

And it hasn't been paid to her yet.

Chairman Bush:

Right.

Corporation Counsel Attorney Bolton:

And, if anything this allegation is premature if it's correct at all.

Chairman Bush:

Okay and I guess the other thing is just the other question I have before we let, let the other board members ask is I was going to ask this to Ms. [inaudible 00:34:43], even if you take away the \$12,000, saying she says, "I'm not taking any money", assuming that's even accurate, but let's assume for a second it is, right? My next question would be he has some documentation in there which says that the board of Alderman should not be on. Do you know anything about that or do you take that as, I think you said the board of aldermen can't sit on it, right? Is that part of your allegations?

Corporation Counsel Attorney Bolton:

Let me answer-

Chairman Bush:

Yeah go, go ahead. Go ahead.

Corporation Counsel Attorney Bolton:

Previously, prior to this past winter, the bylaws of the Pennichuck Corporation provided someone other things, that none of their directors could be an Alderman, an employee of the city or the spouse of an employee or the spouse of an Alder-person and that still applies to other directors of the [Pennichuck Corporation. It specifically does not apply to the director appointed by the mayor, or the one appointed by the presser of the board of aldermen, with the confirmation of the board.

So that prohibition does not apply to those two directors. So, in the case of President Wilshire, that prohibition does not apply to her.

Chairman Bush:

Okay. Does anyone, starting with Mr. Wiseman, do you have any questions of the corporation?

Member Wiseman:

I do. the question I wanted to follow up with you on was that, the board of aldermen voted and, and approved the appointment of Alderman Wilshire?

Corporation Counsel Attorney Bolton:

Yes.

Member Wiseman:

Okay.

Corporation Counsel Attorney Bolton:

This past Tuesday reconfirming what they had done back in February. This time, it was done very, more formally, roll call, well, Alderman Sullivan was in Germany and was not present on Tuesday. The other 14 people, 13 voted in favor of the confirmation of President Wilshire. President Wilshire, abstained so the vote was 13 to nothing.

Member Wiseman:

The

Corporation Counsel Attorney Bolton:

By roll call.

Member Wiseman:

Thank you.

Chairman Bush:

Mr. Tabacsko?

Member Tabacsko:

Thank you. One of the things that I was reading in the documents here, the [inaudible 00:37:13] did the, the original minutes that have the parts of the prohibition on members of the board of aldermen and the mayor and that. So, they put on their website an amended set of bylaws and documents. But they didn't- that didn't change. So, as you're describing, so that's still applies to the other, I mean I don't know how many seats there are but you just created two new seats, to which that prohibition of city employees doesn't apply. Is there something, I mean is it just a matter, you know, this only happened recently, is there some, some kind of a document, you know, that Pennichuck-

PART 2 OF 4 ENDS [00:38:04]

Some kind of a document, you know, that Pennichuck, you know, an addendum to the bylaws or something, saying, "That's true for the first 11 seats, but these next two don't, that doesn't count."

Corporation Counsel Attorney Bolton:

They did a formal amendment to the bylaws. It's in writing and...

Member Tabacsko:

Because that...

Corporation Counsel Attorney Bolton:

it basically says, "Except as to the two positions covered in section such and such."

Member Tabacsko:

Oh, okay. All right. Maybe [inaudible 00:38:28].

Corporation Counsel Attorney Bolton:

"No director shall be the mayor of the City of Nashua or a member of the Board of Aldermen on the City of Nashua or an employee," various things like that. The spouse of one of the above.

Member Tabacsko:

Right.

Corporation Counsel Attorney Bolton:

But that was done by the Pennichuck Board of Directors as a formal amendment. It is in writing. It is part of their bylaws.

Member Tabacsko:

But it's, So, it's at the beginning of that. I don't have the piece, here. I know we've got many copies of it. I just... When I was reading it, it wasn't clear to me that those two seats were treated differently.

Vice Chairman Tencza:

Okay, [inaudible 00:39:02]. So, [inaudible 00:39:18] happy to, to read the amended bylaws that are supposed to be on the Pennichuck...

Chairman Bush

Yeah.

Vice Chairman Tencza:

website as it relates to their position. So, first, Article II of the Pennichuck bylaws that, have been previously cited say that except, except as provided in Article II, section 5A2 and 5A3

below, during the term, any members who are [inaudible 00:39:48] member of the Board of Directors shall not be... I'm sorry, Board of Directors, member of the Board of Directors shall not be... And that's when it lists the prohibitions against. so, for the seven appointed members, can't be a mayor, or a member of the Board of Aldermen. But then later in Article II, section 5A, uh, it says that another of the persons qualified pursuant to Article II, section A21 above pertaining to residents of the city of Nashua shall be nominated by the president of the Board of Aldermen to the city of Nashua and shall be automatically approved submissions [inaudible 00:40:23] without further action from the full Board of Directors.

Member Tobacsko:

[inaudible 00:40:27] followed onto another page that apparently didn't get copied into the PDF [inaudible 00:40:32].

Vice Chairman Tencza:

So, just to clarify, as I read the, the new bylaws for Pennichuck, the nominations, or the people nominated pursuant by first the mayor and then the Board of Aldermen, are not, don't have the same prohibitions regarding.

Member Tobacsko:

[inaudible 00:40:53]

Vice Chairman Tencza:

Being the mayor. I guess the mayor could appoint himself under this to the board of [inaudible 00:40:58] to the board of Pennichuck if he wanted to.

Member Tobacsko:

Okay. That, that answers the only nagging piece that I had. Thank you.

Chairman Bush:

Attorney Robinson, any questions [inaudible 00:41:11]?

Attorney Robinson:

I do not.

Vice Chairman Tencza:

I just have one, question. This may actually be more of a question for Attorney Sullivan. So, my own concern is that there is, 5-106, regarding, city employees on, boards or being... and it may be just that the language of the, language is not clear because the title. The title of the act is, or, the chapter relates to being appointed to city boards where there's a fee or a salary but this isn't a city board, this is an outside city board.

So, 5-106. the title is ineligibility of, elected board members for nomination to certain city positions. And then it says no incumbent member of the Board of Aldermen, Board of Public Works, Board of Education, or Board of Fire Commission shall be eligible for nomination or

appointment to any position requiring confirmation by the Board of Aldermen if such, if such position pays a salary or other, emolument. So, I don't know if that's clear that, that this board would be, included in, in that subsection.

Robert P. Sullivan, Of Counsel:

It, certainly not clear to me that it is. And I think that's a matter that you would get into if you determine to proceed to a hearing.

Chairman Bush:

Any other questions for Attorney Bolton before we turn over to Mr. Teeboom? No? We can begin our follow-up based on, Alderman Teeboom's questions.

Fred Teeboom:

Yeah, so, again, question to Mr. Bolton. [inaudible 00:43:29] DERC is not to deal with a [inaudible 00:43:34].

Chairman Bush:

Here's, what we're going to do.

Fred Teeboom:

Hold on.

Chairman Bush:

Here's what we're going to do. Right now, we'll go to [inaudible 00:43:40]. Let's just try to, like, do this, and... You can make whatever comments you want to make later on, but right now, I want you to question Attorney Bolton if you can.

Fred Teeboom:

Okay. I was not prepared for that at this point.
[inaudible 00:43:52]

Chairman Bush:

Well, there's been a lot of things that have happened in the last couple of days that none of us were prepared for. We got a lot of this documentation late, just like you did. So, we all do the best we can with that.

Fred Teeboom:

Okay, Attorney Bolton, yeah.

Fred Teeboom:

Okay.

Chairman Bush:

Do you need more time? Do you, do you want like a take a 10-minute break so you can prepare some questions? Don't want you to be rushed.

Ms. Ortolano:

Schedule it on a hearing day. Just to have them schedule a hearing.

Fred Teeboom:

No, we're not going to cancel a hearing. I'll just go ahead and proceed to ask him some questions.

Chairman Bush:

Okay.

Fred Teeboom:

Why is there... You agree you didn't write a written opinion as required by the conduct code. Why did you not submit a written opinion to the city clerk?

Corporation Counsel Attorney Bolton:

I think...

Fred Teeboom:

before this hearing?

Corporation Counsel Attorney Bolton:

I think I explained that.

Fred Teeboom:

Explain it again.

Corporation Counsel Attorney Bolton:

Until Chairman Bush read the letter from Alderman Wilshire, I did not know that she was effectively waiving the attorney-client privilege as regards the discussions we had about the nomination to this position. My belief remains my belief, that until she waived the privilege, I was required not to reveal our discussions. That being the case, I did not file anything in writing with the city clerk relating those discussions. As I said, I'm happy to do so now that the privilege has been waived.

Fred Teeboom:

5-102 says, which is that opinion, 5-102 requires you to file an opinion, and it says city attorney.

Corporation Counsel Attorney Bolton:

It actually does not say that.

Fred Teeboom:

[inaudible 00:45:57].

Corporation Counsel Attorney Bolton:

It says city solicitor, corporation counsel.

Fred Teeboom:

That's correct. Are you... Okay, are you the corporation counsel?

Corporation Counsel Attorney Bolton:

I am.

Fred Teeboom:

Okay. It requires a corporation counsel to file with the city clerk a written opinion, has nothing to do with attorney privilege. You could have filed it under... Why did you not file it as a privileged communication? [inaudible 00:46:20] 5-102 requires the city attorney to file an opinion. Why did you not do that?

Corporation Counsel Attorney Bolton:

[inaudible 00:46:26]

Chairman Bush:

I'm going to stop you there, Mr. Teeboom. Under the rules of procedure 12-31, and Attorney Bolton, you're both big boys, I'm not going to get involved in this as long as it's... But under 12-31, paragraph 15, opposing parties and their counsel may cross-examine witnesses, and the party or party's counsel who called the witness may re-examine the witness concerning matters raised in cross-examination. The chairman shall prohibit badgering of the parties or witnesses, disruptive behavior, or profanity.

You haven't engaged in disruptive behavior, you haven't engaged in profanity, and I'm not even sure you badgered the witness yet. But what you're doing is you're asking him the same question over and over again that we have an answer to. He said it was privileged. He's clearly said they didn't file it under the accordence of 5-102. He said that he didn't believe that he could do any of that stuff because under the attorney client privilege until Alderman Wilshire sent me the letter, he was bound by privilege. That's his answer, and I think that's understood by every member of the committee. So, I'd ask you to move on.

Fred Teeboom:

Okay. When you advised Ms. Wilshire, did you advise her about the questions that I've raised in the conduct ordinances, specifically those that she would violate or could violate by taking a position with Pennichuck? Did you refer to the conduct regulations?

Corporation Counsel Attorney Bolton:

I had no knowledge of what questions you would raise at the time of our discussions. She asked me if there would be anything wrong or inappropriate in doing that. I compared it to other situations that have existed for a long time, and I determined that there would be nothing inappropriate about it. I have opinions now about the issues you raised, and I am remaining of the opinion that there is nothing inappropriate or violative...

Fred Teeboom:

Are you...

Corporation Counsel Attorney Bolton:

... like her conduct.

Fred Teeboom:

Are you familiar with the conduct regulations at all?

Corporation Counsel Attorney Bolton:

I've certainly read them many times.

Fred Teeboom:

Are you familiar with the conduct regulations that I claim that she v- that Ms. Wilshire violated?

Corporation Counsel Attorney Bolton:

I have read your documents.

Fred Teeboom:

Were you familiar with those conduct regulations before you had my documents?

Corporation Counsel Attorney Bolton:

I was aware of them.

Fred Teeboom:

And you still advised her that the position would be appropriate?

Corporation Counsel Attorney Bolton:

I did.

Fred Teeboom:

And why did you advise her that it would be appropriate?

Corporation Counsel Attorney Bolton:

Because that was my opinion.

Fred Teeboom:

That was your opinion? And that opinion was not based on specific knowledge of the conduct regulations? Or was it based on [inaudible 00:49:25]?

Corporation Counsel Attorney Bolton:

It was based on my knowledge.

Fred Teeboom:

Based on your knowledge? But your knowledge was not specific about any specific conduct regulations?

Corporation Counsel Attorney Bolton:

I didn't say that.

Fred Teeboom:

Was it?

Corporation Counsel Attorney Bolton:

I have read all of the chapter about conduct regulations, and I saw nothing. When we were discussing this, it was my opinion that she would not be in violation of anything. That remains my opinion.

Fred Teeboom:

Okay. Let's talk about Pennichuck. Are you aware that Nashua has full control over Pennichuck?

Corporation Counsel Attorney Bolton:

I am aware of the opposite. It does not.

Fred Teeboom:

It does not? Are you aware of... Well, we've got to exhibit here, because are you aware of the statements by Pennichuck about their control by Nashua being the sole shareholder?

Corporation Counsel Attorney Bolton:

I am aware that the city of Nashua is the sole shareholder of Pennichuck. I'm also aware that the control is very much limited.

Fred Teeboom:

Very much limited?

Corporation Counsel Attorney Bolton:

Very limited.

Fred Teeboom:

That's your opinion.

Corporation Counsel Attorney Bolton:

[inaudible 00:50:34]

Chairman Bush:

Can I just ask you a question?

Fred Teeboom:

That's another opinions.

Chairman Bush:

Can I ask... I don't care who answers it, frankly. It seems like Alderman Tenczar, former Alderman Tenczar raised a nominal question. You're, I think when they were going down in some weeds here around what's going on at Pennichuck, right? Seems to me it's 5-106, right? That, that's the main thing, here. You've got, to me, you're the person with the burden.

Fred Teeboom:

Yep.

Chairman Bush:

But it seems to me that, okay, I'm looking at all your complaints, and I guess what I'm interested in, it's pretty clear that she only acted on the advice of counsel, right? You may disagree with the legal advice, you may think the legal advice is incorrect. You may be right that the legal advice is incorrect, I don't know. But it seems to me that this person, pretty clearly, who you've made an ethical violation against, acted in accordance with what Attorney Bolton or Corporation Counsel Bolton just said, basically followed his advice and the Board of Aldermen voted 13 to nothing to let her on there. I guess my question is, what does 5-106 really mean? Ineligibility...

Fred Teeboom:

5-106?

Chairman Bush:

5-106. In- Ineligibility of elected board members for nomination to certain paid city positions. No incumbent member of the Board of Aldermen shall be eligible for nomination or appointment to any position requiring confirmation by the Board of Aldermen if such position pays a salary [inaudible 00:52:14].

Fred Teeboom:

I have two [inaudible 00:52:18] 5-106, which is payment.

Chairman Bush:

Right.

Fred Teeboom:

And it was also on 5-10... What was the other one?

Unknown Speaker:

Five.

Chairman Bush:

You've got 5-96. You've got 5-101 and you've got 5-106.

Fred Teeboom:

Right. So...

Chairman Bush:

So, do you want to ask Attorney Bolton or corporation counsel about those three NROs?

Fred Teeboom:

Well, I already asked him if he had specifically addressed the specific 5-1... Five...

Chairman Bush:

Okay.

Fred Teeboom:

[inaudible 00:52:46]

Chairman Bush:

And, and he told you...

Fred Teeboom:

And he says, to my recollection, I'm familiar with them, but not specifically those...

Chairman Bush:

Okay.

Fred Teeboom:

regulations as I understand [inaudible 00:52:58].

Corporation Counsel Attorney Bolton:

I think he's misquoting. I didn't say I was not familiar with 5-106 or any of the other ones.

Fred Teeboom:

Well, let's ask again. Are you familiar with the [inaudible 00:53:08] regulations or were you familiar with the details when you were advising Ms. Wilshire?

Corporation Counsel Attorney Bolton:

I don't know anything about whether Pennichuck pays its directors anything. 5-106 specifically refers to paid city positions. So, I don't think it applies.

Fred Teeboom:

5-106. 5-106 is eligibility of elected board members for nominations to serve in paid [inaudible 00:53:43] paid city positions, and no incumbent member shall be eligible for nomination or appointment to any position requiring confirmation by the Board of Aldermen if it pays a salary or emolument. She got appointed to a position...

Unknown Speaker:

That had a salary attached.

Fred Teeboom:

that had a salary.

Chairman Bush:

And your answer is?

Corporation Counsel Attorney Bolton:

Refers to paid city positions. Whether she gets paid by Pennichuck for being on their Board of Directors, which I still don't know and no one has told me it has happened...

Fred Teeboom:

[inaudible 00:54:20]

Corporation Counsel Attorney Bolton:

That is completely different. This is not a paid city position.

Chairman Bush:

So, you would have advised her that even if they have a salary, you weren't concerned about it because if your view is that Pennichuck is not a city position?

Corporation Counsel Attorney Bolton:

Correct.

Chairman Bush:

And your position is that Pennichuck is a city position.

Fred Teeboom:

My position is she gets paid, the position over a board of which we the Board of Aldermen have total control.

Attorney Robinson:

[inaudible 00:54:47]

Chairman Bush:

Do you have any other questions for Attorney Bolton?

Fred Teeboom:

yes. You claim you wanted to have this position appointed because the Board of Aldermen had inadequate knowledge? Why did you exactly want Ms. Wilshire to be appointed to the, to the Board of Directors?

Corporation Counsel Attorney Bolton:

I don't believe I testified anything like that.

Fred Teeboom:

Ms. Wilshire appointed herself. She wouldn't have appoint Did she appoint herself because you said it's okay for her to appoint herself?

Corporation Counsel Attorney Bolton:

Not in those words, but essentially, yes.

Fred Teeboom:

Yes. And when you told her she appointed herself...

Corporation Counsel Attorney Bolton:

Your question to me was why did I want her appointed? I don't think I testified that I wanted her appointment.

Chairman Bush:

It seems just from the documents you have provided, not to get too far in the weeds here, that it was an initial meeting. I may have to... It was an initial meeting where they thought that she was the person who had the most knowledge, right? And then subsequently, I think on May 13th, they all got together and they all know about it. They all know she's on it, right? So...

Fred Teeboom:

They knew about it, but none of them, if you go through the minutes, Mr. Chairman...

Chairman Bush:

Okay.

Fred Teeboom:

At no time was anybody informed by this attorney acting as the city attorney that she could be violating conduct regulations. Never brought up. It was brought up with the bylaws, the fact that bylaws might have changed. And I, we can get into that in the hearing, because there's two sets of bylaws. There's early bylaws and ones that were changed [inaudible 00:56:37] March. But she got herself appointed in February. We can get into it in the hearing. Okay? But they were never told about violating conduct regulations by this attorney.

Chairman Bush:

I don't want to get... If anybody in the committee thinks that, you know, wants to interject here or anything, but my, Feel free. But my concern is, I think you, as an old timer in Nashua who's been around and...

PART 3 OF 4 ENDS [00:57:04]

Chairman Bush:

I think you, as an old-timer in Nashua who's been around, and I have great respect for you. And Attorney Bolton could have a lengthy discussion here about... And a lengthy disagreement about the history of Pennichuck. Probably, I'm going to guess that you and Attorney Bolton could have a disagreement about a lot of things.

But the main person here from my perspective, is Laurie Wilshire, and whether or not Laurie Wilshire committed an ethical violation that runs contrary to the code, the very limited code for which this committee has a very limited jurisdiction, okay? That's why I'm trying to keep my eye on the ball.

Fred Teeboom:

[inaudible 00:57:40].

Chairman Bush:

What I have right now is, I've got a woman who sent me a letter yesterday, which has been shared with the committee, in which she indicated, and you correct me if I'm wrong please, that she basically advised, was advised by city council on a number of occasions that it was okay for her to take this position.

I think tonight what was seen, and I'll let you interject in a second, but we'll talk about 5102. You have indicated you think that technically Mister... Attorney Bolton did not file the letter as required by 5102. I think that's pretty clear he didn't file it, he has admitted to that, he has told you why he didn't do it, because it would've been a violation of privilege.

On 5106, which is another, NRO, he's indicated why he doesn't believe that 5106 applies. He's the person advising the person who theoretically has an ethical problem here, and he's telling her she doesn't have a problem. So, from my perspective, you know, what I'm interested in from you

is, how do you counterbalance that? How do you counterbalance a layperson who's on the Board of Alderman.

Fred Teeboom:

I hear you. [inaudible 00:58:58] very, very simple.

Chairman Bush:

Go ahead.

Fred Teeboom:

City Council Bolton is guilty of malpractice.

Chairman Bush:

Okay.

Fred Teeboom:

And I have another question. The jurisdiction on this committee is limited. I know, because I sponsored the ordinance that created this committee. [inaudible 00:59:18].

Chairman Bush:

Are you happy you did that?

Vice Chairman Tenczar:

Is that an admission? You only have a couple of [inaudible 00:59:24].

Fred Teeboom:

If I run again, I'm going to make a few changes to this rule.

Chairman Bush:

Excellent, excellent.

Fred Teeboom:

Because the point of it is, that the honorable Mr. Bolton, who's been around a long time, basically malpracticed.

Chairman Bush:

Well, you said [inaudible 00:59:42].

Fred Teeboom:

when he advised the attorney-

Chairman Bush:

you said that [inaudible 00:59:45].

Fred Teeboom:

So, the question I have on this committee is, am I able to appeal any decision this committee makes based on this finding, whatever, because I sense some bias. Can I appeal that to superior court?

Chairman Bush:

You know, I don't know. And I don't know that that's our... I don't know that that's...

Fred Teeboom:

Because...

Chairman Bush:

Really the rule of this committee, but I'll say this to you, okay? I know this committee pretty well, Mr. Teeboom, and I think I know you fairly well. Okay? And I think I can say this to you, and I think you'll respect it. I could be wrong.

But sitting here and telling us... And you know that telling us, saying that somebody committed malpractice, and obviously I can sense that there's some tension between you and Attorney Bolton. But, if you're interested in carrying the day with this committee, engaging in that type of stuff doesn't help you. I'll tell you why.

For two reasons, one, one, because I don't think it's befitting the citizens of Nashua that you serve so honorably. It isn't. We got the press here. You don't sit here and say that somebody's committed malpractice.

Number two, it also doesn't help you. It actually hurts you, in terms of your argument against Mrs. Wilshire. It would actually be the lead in this [inaudible 01:01:05]. Because, you're basically saying, what I, you've basically come out and said what I was trying to drive at, which is, you know, Wilshire doesn't commit an ethical violation if you're basically saying Bolton committed malpractice. What she did was she listened to her attorney... Not her attorney, but she listened to advice of counsel, and then she acted upon that in good faith.

So how is this committee supposed to find she committed an ethical violation, when you're saying that the ethical, the, the advice she got was malpractice? How am I now supposed to find that she's committed an ethical violation?

Fred Teeboom:

First of all, my question...

Chairman Bush:

Go on.

Fred Teeboom:

On the answer about malpractice was in answer to your question. You said, "How do I react to this?" And I gave you my reaction.

Chairman Bush:

That's right, which I think is an honest answer.

Fred Teeboom:

And I gave you an honest answer.

Chairman Bush:

Right. [inaudible 01:01:49]

Fred Teeboom:

And I only reacted, and I only reacted in answer to your question.

Chairman Bush:

Right.

Fred Teeboom:

That's why I said it was malpractice. That's my opinion.

Chairman Bush:

Sure.

Fred Teeboom:

Just like it's his opinion that he gave her good advice.

Chairman Bush:

All I'm telling you is in your, in your answer, I think your answer... We can disagree-

Fred Teeboom:

Okay.

Chairman Bush:

On what's polite dialogue, but substantively, I don't think we can disagree that your answer hurts you. Your answer is the single most damning thing that's been brought in your complaint, which is, you say he committed malpractice.

Fred Teeboom:

Yeah.

Chairman Bush:

And if you say he committed malpractice, then how is this committee supposed to make a decision that the person who, who relied on his advice, is somehow unethical?

Fred Teeboom:

No, I go further than that.

Chairman Bush:

Okay.

Fred Teeboom:

That was just one point. The other point is, Ms. Wilshire happens not to be here.

Chairman Bush:

Doesn't have to be, under the rules.

Fred Teeboom:

No, I know that.

Chairman Bush:

That you created.

Fred Teeboom:

I know that. [inaudible 01:02:41].

Chairman Bush:

You created these rules.

Fred Teeboom:

That's another one we have to change.

Chairman Bush:

Okay. And do you know how you change those rules? How do you change those rules, Alderman Teeboom, while we're on the subject.

Fred Teeboom:

There's only one, you have to be on the Board of Alderman.

Chairman Bush:

You've got to go to the Board of Alderman, which is what I've been trying to say, that we cannot change these rules. I've had subpoena arguments. We,

Fred Teeboom:

You can add [inaudible 01:03:00] to the rules.

Chairman Bush:

Go to the Board of Alderman to change them.

Fred Teeboom:

You can add to the rules. We allowed in the rules that you can add and amend the rules.

Chairman Bush:

Minor procedural stuff. Go ahead.

Fred Teeboom:

So...

Chairman Bush:

Go ahead. You've, you've got more questions for him?

Fred Teeboom:

No, I was trying to make another point with you, but,

Chairman Bush:

Oh, well, you can make another point with me.

Fred Teeboom:

I lost, I lost my train of thought already.

Chairman Bush:

That's alright.

Unknown Speaker:

Fred, take a five-minute recess.

Fred Teeboom:

I want to take a five-minute recess, because you got me upset.

Chairman Bush:

I'm...

Fred Teeboom:

Telling me that my argument is damaging.

Chairman Bush:

I'm going to say one more thing before we get there, and I am going to take up one of your rule changes that you proposed. And then we can deal with that and then you can go back to questioning Attorney Bolton, but I want to do this before we take a break.

I'm going to give each committee member, I don't know if you've seen this or one of your committee, one of your... Okay.

Vice Chairman Tencza:

Thank you.

Chairman Bush:

So, one of the things that I will take up, which I know makes you happy is... Oh, I do have this. This is a decision... And I'll remind everyone in this room, because you've asked that you wanted a non-person representative, or non-attorney representative, right?

Fred Teeboom:

No, advisory.

Chairman Bush:

Non-attorney advisory committee. Okay.

Fred Teeboom:

It's a non-attorney.

Chairman Bush:

That you, and who is that non-advisory person you want to have on?

Fred Teeboom:

The non-attorney advisory is Laurie Ortolano.

Chairman Bush:

Okay.

Fred Teeboom:

Who brought a complaint before this committee before.

Chairman Bush:

She's brought complaints before, correct. So, I'm going to suggest to you, and to Ms. Ortolano... I'm reading from Muccioli versus City of Nashua in the footnote. This isn't from me, this isn't from an unethical board or whatever. This is from Jackie Coburn. Maybe people don't... Judge Jackie Coburn. Who says, number one footnote.

"The court strongly suspects that Laurie Ortolano a non-party to this action is drafting the petitioners," in this case Denise Muccioli, "filings in this case, including the instant motion as well as the petition. In fact, the court observed Mrs. Ortolano communicating with the petitioner during the hearing in this matter." And for the record, I think it's pretty clear that the 12 people or 14 people in this room, but that's exactly what's been going on here, to a limited degree. Although Mr. Teeboom, frankly you can take care of yourself when you're asking questions. You don't need any help, but whatever.

"The court reminds. Mrs. Ortolano," this is Jackie Coburn, "that she is not an attorney and it is generally unlawful for non-attorneys to engage in the practice of law, which includes drafting legal filings on behalf of others. See RSA3117. State v Stuttle 124 New Hampshire 832 837, interpreting RSA3117 to prohibit non-attorneys from preparing and filing documents in the court system on behalf of others."

So, I'm going to tell you right now that there's, you know... You guys can, I'm not going to say you can do what you want in the five-minute break you have, but in terms of like my vote, I'm only just one. And that's why I didn't answer your questions, because I'm the chairperson. Any rule changes, which I don't believe we can make, but I'm one of five, one of them that I want to be... You cannot have non-attorneys advising and I'm gently saying that it's a violation of RSA3117.

With that having been said, you want five minutes, we'll give you a, we'll give you 10. How does that sound? You want to stay here or you want to go somewhere else?

Fred Teeboom:

Oh, I'll go, I'll leave you guys here.

Laurie Ortolano:

Attorney Bush?

Chairman Bush:

Yes, Ms. Ortolano, you want a copy of that order?

Laurie Ortolano:

Well, I have it, but it was supposed to have been struck according to Jackie Coburn. So, you are reading something that isn't struck. Which [inaudible 01:06:57].

Chairman Bush:

It is not struck. There's nothing in here that's struck.

Laurie Ortolano:

She claimed that that was going to be struck from the record, because I challenged her on it. So now I'm going to go to court and see why that wasn't struck.

Chairman Bush:

This is 7/7/2023, [inaudible 01:07:10]. And I...

Laurie Ortolano:

You got this from the court, didn't you?

Chairman Bush:

I'll tell you, I'll tell you, I got this much later than 7/7/23.

Laurie Ortolano:

I know, that's why I'm surprised.

Chairman Bush:

[inaudible 01:07:19].

Laurie Ortolano:

Because around eight or nine in the month of April... Uh, August, it was going to be struck.

Chairman Bush:

And it-

Laurie Ortolano:

So, because I challenged her, what she wrote, and she admitted that it was an error. And she was going to strike it. So, it's not struck. But also, I want to say...

Chairman Bush:

I think that, wasn't that on, that she thought that you were... She messed up on you, and there was an order for a motion for reconsideration.

Laurie Ortolano:

It's the same document. This is the same document.

Chairman Bush:

My understanding, because I remember reading a motion for reconsideration where she confused you with Mrs. Cahoon, and she had said something that Mrs. Cahoon had said. And you said in a motion for reconsideration, "Hey, that wasn't me. That was, I think it was Mrs. Cahoon."

Laurie Ortolano:

No.

Chairman Bush:

She said... Because you had a motion for reconsideration that she...

Laurie Ortolano:

Yeah, that's not exactly the story. However, when you read something like this in a public meeting, about me personally acting in the capacity of a lawyer...

Chairman Bush:

Correct.

Laurie Ortolano:

Which I'm not, he asked about a non-attorney. You always say this is an advisory meeting. It's not superior court, it's not a court of law.

Chairman Bush:

Correct.

Laurie Ortolano:

Okay. And then you read something that is a court issue.

Chairman Bush:

Correct.

Laurie Ortolano:

I'm concerned about that. To say that that rule applies, RSA3117, to a citizen helping a citizen in an advisory meeting that's not court, not a court record. I think that's a problem. And honestly-

Chairman Bush:

I think your conduct is a problem, if you're advising him. If you look at that rule.

Laurie Ortolano:

And I did not write Mr. Teeboom's filing at all.

Chairman Bush:

That's fine.

Laurie Ortolano:

Not a word did I write on that.

Chairman Bush:

I'm telling you, I'm telling you that if you read verbatim what she cautioned you about the superior court.

Laurie Ortolano:

Writing their filings.

Chairman Bush:

That is exactly what she says.

Laurie Ortolano:

Drafting of the petitions.

Chairman Bush:

Drafting of the, including the instant motion [inaudible 01:09:00]

Laurie Ortolano:

Never happened.

Fred Teeboom:

Wait, nobody looked at my filing. Nobody looked at my filing.

Laurie Ortolano:

I did not touch his filing.

Chairman Bush:

Look at this though. "The court observed Mrs. Ortolano communicating with the petitioner during the hearing on this matter, which is exactly what was going on here. Listen, no one's going to charge you probably, but I'm cautioning you as well as him."

Laurie Ortolano:

Well, honestly...

Chairman Bush:

And you've been cautioned by a superior court judge. So just, if you've got some concerns, that's fine. I've got some concerns, and I just raised them. And if you tell me that the Superior Court has stricken this from the record, then we will have this stricken from the record here as well. But right now.

Laurie Ortolano:

Okay.

Chairman Bush:

This stands because it's a public document.

Laurie Ortolano:

Okay.

Chairman Bush:

But if you tell me it's been stricken, then we will strike this from the record.

Laurie Ortolano:

What I asked the attorney.

Fred Teeboom:

I want my 10 minutes.

Laurie Ortolano:

What I asked for Mr. Teeboom to do was sign me onto the petition, so I'm on it, so that I'm not counseling. Just put me on your petition. So that I'm here.

Chairman Bush:

That would have been an easier way to do it.

Laurie Ortolano:

That's exactly what I want. He said, well, but he didn't know there was going to be a hearing tonight. Neither did I. You made a hearing. And by the way, I hope you vote tonight to make these uh, minutes verbatim. Because, now you've done all this hearing interview stuff and your record tells you that this is going to be just a short transcript.

Chairman Bush:

I don't think that's accurate at all. But do you want, now when, you want the verbatim transcript, are you going to want this in the verbatim transcript?

Laurie Ortolano:

You're going to put it in because you did it, it's part of the record. It belongs there now, I can't do anything about it. You didn't give me an option to go into non-public.

Vice Chairman Tenczar:

Can we just go into recess? I'm not sure why any of this needs to be on the record.

Chairman Bush:

What?

Laurie Ortolano:

Well, I want the, I want that you put him under oath and you conducted a hearing, which I don't think was right tonight for anyone. However, and if I had known that, and Fred had known that, I would have said, "Put me on the petition." I didn't know. We didn't know. We didn't know we were coming to a hearing.

Chairman Bush:

It's an initial screening.

Laurie Ortolano:

But you did a hearing.

Chairman Bush:

The last time you had a hearing, you testified under oath. So how can you say you didn't know what was going to happen? [inaudible 01:10:50].

Laurie Ortolano:

Wait a minute. That was a different witness. Nobody came up to the stand. I didn't know.

Chairman Bush:

He didn't know he was going to be here either.

Laurie Ortolano:

[inaudible 01:10:54]. Right. So, I was the complainant. You asked me questions as the complainant. Only the complainant, okay? That was it. Now, we've got the complainant being questioned and we've got a party here. We're conducting a partial hearing. That's completely different.

Corporation Counselor Attorney Bolton:

I'm not a party.

Laurie Ortolano:

Well, you're a witness. He would have been called by Fred.

Chairman Bush:

So, to Vice Chairman Tenczar's point, [inaudible 01:11:18].

Laurie Ortolano:

I mean, I would hope you would do verbatim, I don't care if you don't do verbatim on the rest of it, but I would hope you would do verbatim on the under-oath part and the testimony.

Vice Chairman Tenczar:

Well, [inaudible 01:11:28]. I believe the recording is always available, regardless of how it's transcribed.

Laurie Ortolano:

No, once it's transcribed, they don't have to keep the recording anymore. RSA91A allows it to be destroyed. So, if you don't.

Vice Chairman Tenczar:

Isn't the recording posted?

Laurie Ortolano:

No, not the full, If he does a transcript, that's only a partial transcript. It's only the partial you get, and the recording is not maintained. So.

Chairman Bush:

Everything here is on the record, completely on the record. We haven't gone into any type of,

Laurie Ortolano:

I'm just saying, your rules say that the first screening meeting will be non-verbatim minutes, but this became more of a hearing, and for that reason I think the minutes should be verbatim.

Vice Chairman Tenczar:

Thank you.

Laurie Ortolano:

That's all.

Chairman Bush:

Appreciate it.

Roger Wiseman:

I'd like to move that we go into executive session.

Chairman Bush:

Private session?

Roger Wiseman:

Whatever the...

Member Robinson:

Non-public session.

Roger Wiseman:

Non-public session.

Chairman Bush:

Non-public session. Can we do that without the complainant?

Robert P. Sullivan Of Counsel:

You have to give a reason, and the reason might be legal advice.

Roger Wiseman:

I would like legal advice, yes.

Chairman Bush:

Okay. Alright. Is there a second?

Member Robinson:

Second.

Chairman Bush:

Okay.

Committee entered into Non-Public Session under RSA 91-A:3, II (1) at 7:51pm

Motion by Member Wiseman, second by Vice Chairman Tencza

Chairman Bush call a Voice Vote:

Chairman Bush- Aye

Vice Chairman Tencza- Aye

Member Robinson- Aye

Member Tobacsko- Aye

Member Wiseman – Aye

Committee exited Non-Public Session at 7:59pm

Motion by Member Tobacsko, second by Vice Chairman Tencza

Chairman Bush call a Voice Vote:

Chairman Bush- Aye

Vice Chairman Tencza- Aye

Member Robinson- Aye

Member Tobacsko- Aye

Member Wiseman – Aye

PART 4 OF 4 ENDS [01:12:28]

Ethics Review Committee Meeting
May 15, 2025
Verbatim Meeting Minutes

Committee return to Public Session at 8:02pm

Chairman Bush:

Record. We recessed, we went into non-public to an, to ask some legal questions. And now we're back. And your question?

Fred Teeboom:

And then a question, my questions. Okay. I'd like to refer, Okay. Mr. Bolton. why did you force, or why did you pressure, did you pressure the Pennichuck board to change the bylaws?

Corporation Counselor Attorney Bolton:

There was no testimony about my interaction with the Pennichuck board.

Fred Teeboom:

Well.

Corporation Counselor Attorney Bolton:

And I don't think this is a proper subject for cross examination.

Fred Teeboom:

Let me tell you

Corporation Counselor Attorney Bolton:

Completely irrelevant to the issues we're here for.

Fred Teeboom:

Lemme [inaudible 00:00:45].

Chairman Bush:

You know what? I think the board is very much interested in you. You made some complaints about Lori Wilshire Right?

Fred Teeboom:

Yeah.

Chairman Bush:

Been pretty public, been in the papers.

Fred Teeboom:

Yes.

Chairman Bush:

And you know you wouldn't like anybody questioning your ethics in the front page of Union Leader. So how does your battles over the Pennichuck go to whether Lori Wilshire committed an ethical act? I'd like to hear more about her and his relationship.

Fred Teeboom:

I ask her a question. She ain't here.

Chairman Bush:

That's right.

Fred Teeboom:

She chose to hide.

Chairman Bush:

Well, she, does not need to appear either here or at the final hearing.

Fred Teeboom:

Correct.

Chairman Bush:

The rules. But I think you got

Fred Teeboom:

That's another very strange thing. So, I can only ask Mr. Bolton the kind of things I would ordinarily ask Ms. Wilshire. But now I'm here.

Chairman Bush:

But you, but you got to kind of ask him. Well, you do have to ask him relevant-

Fred Teeboom:

I did, a relevant question. So, the question is, why did you pressure, why did you pressure the Board of Pennichuck to change the bylaws?

Corporation Counselor Attorney Bolton:

I object to the question. It's irrelevant. It's argumentative. There's been no testimony about it in the direct examination.

Chairman Bush:

Sustained.

Corporation Counselor Attorney Bolton:

And-

Fred Teeboom:

Let me give some, let me give you the example of exactly why I said what I said. It says in the minutes of 25 February, which I have as an exhibit, exhibit number five, it says, "In some discussions, I felt, got the idea that it was, felt that this was operating as it was designed, completely independent for the city." so got the idea. But here it is. "In the course of discussions, some of which I was joined by Alderman Klee and the board of president Wilshire, also the mayor and others. I pressed," quoting on page 11, page [inaudible 00:02:59] exhibit number five, "I press for additional changes to the corporation," as a direct quote on Attorney Bolton.

Chairman Bush:

Okay. So, let me ask you this. Let's say that he did press the Pennichuck to do something, whatever it is, to change the.

Fred Teeboom:

Yeah. Right.

Chairman Bush:

to change the bylaws.

Fred Teeboom:

Uh.

Chairman Bush:

To allow an alderman to serve.

Fred Teeboom:

And why?

Chairman Bush:

Oh, well, that question I'm not sure is relevant. How is that question relevant as to whether or not Lori Wilshire committed an ethical violation?

Fred Teeboom:

Because Alderman, Bolton testified that the bylaws had permitted it.

Chairman Bush:

Okay. But you just told.

Fred Teeboom:

But they, permitted it because he pressured them to change the bylaws.

Chairman Bush:

You also said, uh, on a number of occasions, "Do you believe that he committed malpractice?"

Fred Teeboom:

Yes.

Chairman Bush:

So, my question- I disagree with that. But let's take your, let's take what you say as gospel, right?

Fred Teeboom:

Well, it's right here.

Chairman Bush:

If Lori Wilshire-

Fred Teeboom:

[inaudible 00:03:57].

Chairman Bush:

If Lori Wilshire had took this position based on bad legal advice-

Fred Teeboom:

Yeah.

Chairman Bush:

Does that mean she committed an ethical violation?

Fred Teeboom:

Well, let's examine it. That's a very good question.

Chairman Bush:

Thank you.

Fred Teeboom:

And I was waiting for that-

Chairman Bush:

Mark the time. 8:45.

Fred Teeboom:

And I was waiting for that question because if Lori Wilshire were here, because she seems to me like we're doing it here. But if Lori Wilshire were here, I would ask her, "First of all, Ms. Wilshire, how long have you been on the board? Do you know the answer to that one?"

Chairman Bush:

I don't.

Fred Teeboom:

I do.

Chairman Bush:

Okay. How long has she been on the board?

Fred Teeboom:

I well let me do the see, math for you.

Chairman Bush:

Okay.

Fred Teeboom:

I ran in 1993, Tabacsko should know. He's in the board. In 1996, I resigned because I had to travel abroad and do engineering type things. And she ran and she won this Alderman Wilshire. So, 1996, roughly is when she took seat. She held that seat continuously till now, which makes it, let's say-

Member Tabacsko:

No, that's, that's

Fred Teeboom:

28 years.

Member Tabacsko:

Mr. Chairman.

Chairman Bush:

One point of clear appeal.

Member Tabacsko:

I don't, I can't challenge the dates, but I can tell you that I know she didn't run consecutively since '90 something. My history goes only to the early 2000s. But, I'm sure there was a time that, that she was... And she certainly didn't hold the same seat. She was board chairman for a long time, then she was off.

Fred Teeboom:

Not my.

Member Tabacsko:

Then she came back as an alderman.

Fred Teeboom:

Now my point. My point is she's been an alderman for over 25 years. That's a long time.

Chairman Bush:

Okay.

Member Wiseman:

Mr. Chairman.

Fred Teeboom:

You should certainly know and understand the conduct rules independent from best advice from Steve Bolton.

Member Wiseman:

My.

Chairman Bush:

Do it.

Member Wiseman:

My question is for the committee, for you counsel, what's the relevance of, of the complaint that's being made against President Wilshire? What's the relevance of her being on the board, board for 20, 25 years?

Fred Teeboom:

She should know the conduct rules.

Chairman Bush:

I think what he's trying to say is, I, don't know what you're trying to say.

Fred Teeboom:

I'm trying to say that if you're on the board for 25 years, sir.

Member Wiseman:

Yeah.

Fred Teeboom:

And you're president for a good part of those years.

Member Wiseman:

Yeah.

Fred Teeboom:

Like, about 10 years or so, and conduct rules are key to the NROs because she should know the conduct rules. She should know and have known object the conduct rules before she points herself to a paid position with Pennichuck Corporation. That's the-

Member Tabacsko:

Alderman, Mr. Chairman. The fact-

Fred Teeboom:

[inaudible 00:06:32].

Member Tabacsko:

The fact remains that yes, she may be more knowledgeable than any other alderman, but the prescribed method for her to, to deal with this was to go to corporation counsel, to seek an opinion. She did that.

Fred Teeboom:

You know, you're not supposed to argue the case. That's another rule in the ERC. You're supposed to be an independent board. You're now arguing the case in favor of what Wilshire should have done.

Chairman Bush:

Well, what I think we're, what I think people are trying to do is we're trying to get this back on track, frankly.

Fred Teeboom:

Well, we're on track.

Chairman Bush:

Because, you know, you're, you're going a little bit far afield. Do you have any more questions for Attorney Bolton relative.

Fred Teeboom:

Yeah.

Chairman Bush:

To the advice he gave to Lori Wilshire?

Fred Teeboom:

Yeah, I'm trying to figure out why he pressured. So, we found out.

Chairman Bush:

I

Fred Teeboom:

He said he didn't pressure a levy change.

Chairman Bush:

I think he would argue that he didn't pressure anybody, but go ahead.

Fred Teeboom:

And he pressured her. Said it in his, his own words.

Member Robinson:

He said pressed.

Chairman Bush:

[inaudible 00:07:27].

Fred Teeboom:

His own words.

Chairman Bush:

Pressed

Member Robinson:

Not pressured.

Fred Teeboom:

Pressed.

Member Robinson:

Pressed, not pressured.

Fred Teeboom:

Oh, that was a difference.

Member Tabacsko:

Pressed assured.

Chairman Bush:

Mr. Teeboom, I, we took a ten-minute break. I understand.

Fred Teeboom:

No.

Chairman Bush:

I understand you're frustrated here but.

Fred Teeboom:

No, the other thing he claimed is they had no knowledge of the so-called Pennichuck [inaudible 00:07:52] bought independently. Mr. Bolton, Attorney Bolton, did you attend the water committee meetings?

Chairman Bush:

I'm going have to stop you and you know, if it's a, if it becomes another hearing before the Superior Court, or you guys want to take an appeal, I understand.

Unknown Speaker:

Okay. Thank you. [inaudible 00:08:12].

Chairman Bush:

But here, here's what I'll say to you.

Unknown Speaker:

Already decided.

Chairman Bush:

You guys, everyone's all upset or it appears in, in your little group. You guys made an ethical complaint-

Fred Teeboom:

Yeah.

Chairman Bush:

... against a sitting alderman.

Unknown Speaker:

I didn't do anything.

Unknown Speaker:

I didn't do anything either. [inaudible 00:08:28] Don't put it on us.

Chairman Bush:

You made an ethical complaint against-

Fred Teeboom:

Yeah.

Chairman Bush:

a sitting alderman.

Fred Teeboom:

Yeah.

Chairman Bush:

You.

Fred Teeboom:

Yes.

Chairman Bush:

And there's been other people who said, well, I'm just going to stay with you. "I didn't know it was going to be a hearing. I didn't know it was going to be this." Okay.

Fred Teeboom:

Who said that.

Chairman Bush:

When you, You did. When you make an, you didn't know it was going to turn into a hearing. I didn't know he was going to be here until he showed up.

Fred Teeboom:

He's-

Chairman Bush:

When you make an ethical complaint against somebody, you better be able to back it up. Here's the guy sitting here-

Fred Teeboom:

Yep.

Chairman Bush:

Who you've had an opportunity to cross-examine-

Fred Teeboom:

Yeah.

Chairman Bush:

On pertinent information.

Fred Teeboom:

Yeah.

Chairman Bush:

Right. Relative to whether or not this woman committed an ethical complaint.

Fred Teeboom:

Yes.

Unknown Speaker:

It's not relevant.

Chairman Bush:

And, the stuff you're asking him about is not relevant to the ethical complaint. So, if you've got relevant I'm, this is going to be my last time, Mr. Teeboom. If you've got questions to him relative to his advice to a woman who you said committed an ethical violation, I'm all ears. If you want to get into the stockholders meetings and the history of Pennichuck, that's not relevant.

Fred Teeboom:

The-

Chairman Bush:

Ask him about his advice to Lori Wilshire and I'll let you go. But other than that, we're going to conclude your cross-examination.

Fred Teeboom:

You claim that the city, that the city needed to have a, Is it true that you claimed that the city had to have someone on the board of directors of Pennichuck?

Member Tabacsko:

I don't think I ever claimed that they needed to. No.

Fred Teeboom:

Did you say they should have?

Corporation Counselor Attorney Bolton:

That was no part of my testimony directly. It should not be permitted on cross. It's irrelevant as has been said.

Fred Teeboom:

There you go. See.

Chairman Bush:

We

Fred Teeboom:

You asked him to answer a question and he goes into [inaudible 00:10:13]

Chairman Bush:

But this is turning into Teeboom versus Bolton as opposed to the plaintiff against-

Fred Teeboom:

Because she took his advice.

Chairman Bush:

Okay. And she took his advice and-

Fred Teeboom:

And she should have known not have taken the bad advice.

Chairman Bush:

Well, you are saying that she took bad advice.

Fred Teeboom:

Yeah.

Chairman Bush:
From city council.

Fred Teeboom:
Yeah. And she should have known that she was, the conduct regulations.

Chairman Bush:
Okay. Based on her being on the aldermen for all these years.

Fred Teeboom:
25 years, 10 years at least, the Board of President. Absolutely.

Chairman Bush:
So, you would agree with me that she took his advice based on what he's saying and what she's saying, that she took his advice before she went on the Pennichuck board? Or do you have a dispute with that?

Fred Teeboom:
I have, No, she took his advice. I think she did. I think she should have taken his advice. she wrote it in a letter. I can't ask her, but Wilshire is, Yeah. I, think before-

Chairman Bush:
You-

Fred Teeboom:
She appointed herself, said, "Can I appoint myself?"

Vice Chairman Tencza:
[inaudible 00:11:12].

Fred Teeboom:
And he said yes.

Vice Chairman Tencza :
Previous to your, filing this complaint against, uh, Alderman Wilshire, do you agree that Mr. Bolton's or attorney Bolton's, comments on the records, on the record at the Board of Aldermen meetings that you provided to us also support that she went to him for advice and, and asked about this?

Fred Teeboom:
No, it doesn't say anywhere in the minutes-

Vice Chairman Tencza :

Okay.

Fred Teeboom:

That she looked for his advice.

Chairman Bush:

What do you say about the fact that you raised these issues? And I think it's, and maybe I'm making a leap of faith here. I could be wrong. You're the former Alderman, I'm not. But what do you say about the fact that these, arguments that you've made, right? That this was unethical conduct and a sitting board of Aldermen should not have taken this position. Right? I'm assuming, and maybe this is a big assumption, that those Aldermen all knew about that before May 13th, when they voted unanimously 13-nothing to allow her to be on this board. Right.

Fred Teeboom:

May the 13th was two days ago.

Chairman Bush:

Right?

Fred Teeboom:

Way back when in February it was done on the suspension. She says, it says right here. "Being no, unless there's no objection... That's a vote. "Unless there's no objection, President Wilshire accepts the appointment by appointing herself to the Pennichuck Corporation Board of Directors. That's on page 10 on the 25 February meeting. That's.

Chairman Bush:

And I, and I think Aldermen Jette was there. And wasn't Aldermen Gouveia there? There was a couple Aldermen there, right?

Fred Teeboom:

No, the-

Chairman Bush:

I read your account.

Fred Teeboom:

The board was there.

Chairman Bush:

I understand, but, and I'm not an expert on the board of Aldermen, obviously.

Fred Teeboom:

No, that's all right.

Chairman Bush:

But, but they did something in February. You don't like it. They then went before the entire, and I get that. But you went, they went before the entire board of AI- They all voted on this 13 to nothing.

Fred Teeboom:

Only as an abundance of caution, but no one in the minutes of.

Chairman Bush:

An abundance of caution for what? I'm sorry to interrupt you.

Fred Teeboom:

The letter Bolton wrote was in an abundance, it's in the filing that we just got. The letter from Bolton says here.

Chairman Bush:

Did they want to do the revote because there's been some questions raised about [inaudible 00:13:34].

Fred Teeboom:

"I suggest that in the excess of caution, I suggest the full motion be made." It didn't say anything about conduct regulations. It just says vote on it because it's in excess of caution. She appointed herself onto say.

Chairman Bush:

You're doing all right.

Unknown Speaker:

I going to help a little. But you know me.

Fred Teeboom:

The question of \$12,000 never came up. The conduct regulations never came up. The bylaws came up, but no one ever mentioned the bylaws being changed in by March, which she self-appointed herself in 22 February.

Chairman Bush:

Let me ask you this, and this is going to be my last question. I think we're already to wrap this up, Mr. Teeboom, but I'll give you this one. This strikes me as more of a political issue than an ethical issue.

Fred Teeboom:

No, it's an ethical issue, sir. If you don't understand that, then you shouldn't be in the ethical committee. This is the, the ordinance codes-

Unknown Speaker:

[inaudible 00:14:28] political.

Fred Teeboom:

If it ever were a clear case as a violation, it's self-appointing yourself to a board over which the Pennichuck, Nashua has complete control. They got water committee meetings. Every ordinance is reviewed, every ordinance is voted on, every loan is made, is voted on. Everything that Pennichuck does except operate the water, keeping it clean so we can drink it. Everything else goes before the Board of Aldermen. There are water committee meetings and I can tell you exactly when they were. Two of those meetings Bolton went to, and the question come up, "Who's negotiating this new concept, this version?" And Bolton says, "I'm negotiating it." Right in the minutes, I can forward it to you if you got to the hearing.

Vice Chairman Tencza :

So, what does this have to do with Alderman Wilshire? Are you saying that somehow she's, c- because it's very different than your complaint that you, than what you.

Fred Teeboom:

How's that different.

Vice Chairman Tencza:

What you're talking about now? Because it seems like now you're saying that she's, she's going to be wielding some control over, for some other benefit to herself by Pennichuck Water Works.

Fred Teeboom:

I said that it was highly unethical to have a member of the Board of Alderman that has control over Pennichuck. I said that in my filing.

Vice Chairman Tencza:

Oh, I.

Fred Teeboom:

Also, be a member of the board of directors that they are controlling. That is completely unethical. Furthermore, there's a prevention against that in the Founder's code. Also, there used to be a convention against that in the bylaws until 1 March under pressure or pressed by Bolton, they were changed. The whole thing stinks, if you think about it. Pardon of my language. And if you don't understand that is an ethical problem, you don't belong in an ethics committee.

Member Tabacsko:

Mr. Chairman. I think that we've gotten pretty far afield from the question of-

Chairman Bush:

I think we're going to conclude the cross-examination at this point. And I think we'll move to, I think we've exhausted the issues here with a [inaudible 00:16:31].

Unknown Speaker:

Can I ask you a question?

Fred Teeboom:

No, we going to go into rules yet. We going to go into rules. Unless you're not going to have a hearing. If you're not going to have a hearing, I will re-file. Okay.

Chairman Bush:

What we're going to do now is we're going to actually make a decision on this temporary complaint or the initial complaint.

Fred Teeboom:

Then we going to screen it.

Chairman Bush:

Um, and we're going to

Unknown Speaker:

No, I think, you guys. I'm.

Chairman Bush:

Do, we want to do that in the open session or-

Unknown Speaker:

[inaudible 00:17:05].

Chairman Bush:

I think what we're going to do, uh, Alderman Teeboom is I think, out of kind of respect for the process, I think we're going to, we're going to debate this in open session.

Fred Teeboom:

Open. Yeah.

Chairman Bush:

Open. I don't think there's any reason to go into a.

Fred Teeboom:

Okay.

Chairman Bush:

Okay, if there's anybody who, who has a disagreement, we can certainly hear it. But I think what's been said about everybody who could be heard has already been said. I don't think there's any reason to go into a closed session because it's all, it is what it is. And I think the citizens of Nashua would have the, can have the benefit of, you know, hearing what we think. And they may conclude, I don't know what's going to be said, but they may conclude that, that we don't understand ethics. Or they may conclude that we do. I don't know. But I do think it's probably in their best interest. I think the committee agrees as a whole, that they should hear what we have to say. So, with that, with the deliberations, beginning, I'll just turn for, just because we know we start with Mr. Wiseman because he's farthest than me.

Member Tabacsko:

Such a wise man.

Chairman Bush:

If you want to, if you want to start, give us your initial thoughts and the deliberation, um, as to how you see things.

Robert P. Sullivan, Of Counsel:

The most normal way procedurally at this point would be for somebody to make a motion and have it seconded and then discussed.

Chairman Bush:

Motion for.

Vice Chairman Tencza:

I'm going to make a motion at this point that the committee find that there's no jurisdiction, to move forward with the hearing on this complaint.

Member Tabacsko:

I'll second that.

Vice Chairman Tencza:

And then if we have discussion, now we have discussion on it.

Chairman Bush:

All right. Do we want to have discussion on it?

Member Tabacsko:

anybody have anything that they want to

Vice Chairman Tencza:

I mean, I think we conduct these, these meetings pretty informally. I think, the folks who are here understand our position on it. But, from my position, regardless jurisdiction, you know, I understand that we'll just see what members' response is going to be, after this that, doesn't matter, that attorney, Alderwoman Wilshire, got, sought legal advice, but, under our rules, it does. because the rules say if you sought legal advice, even if it's bad legal advice, even it's the wrong legal advice, that takes the, jurisdiction away from this committee, to go forward and, hold a full hearing on it.

Like some of the other issues we've heard, I don't think the facts are really in dispute in this case. I don't think anyone is saying what Mr. Teeboom, has brought forward is, inaccurate or, incorrect. We may disagree that, on the outcomes or the conclusions that he draws. but, you know, no one's saying that, Alderwoman Wilshire, didn't, nominate and appoint herself, to the Pennichuck board. If there's a re- a problem with that, with Pennichuck, or otherwise, this is not the committee to take that up in or to do anything because all this committee can do, is make a recommendation to the Board of Aldermen who's already approved this decision that has been made. So, you know, there's nothing further we can do, judge, which is why I don't think we should, go any further. I think, Alderman Wilshire did the right thing, in seeking counsel, asking questions about it. and so therefore, you know, we can't find that there's any ethics violation.

Member Tabacsko:

Thank you. I totally agree with what you said, and I just want to note, it seems like where we were going is further and further away from, from the actual complaint against Alderman Wilshire. And, we were falling into this, debate about the underlying issue of the addition of seats on the Pennichuck board versus the Board of Aldermen and the rules that go along with that. And that's really not in the purview of the Ethics Review Committee that's something that the Board of Aldermen and the Pennichuck board can fight out among themselves. I just don't see it as an ethical thing. And I certainly don't believe that Alderman Wilshire was guilty of anything. So, that's my biggest question.

Chairman Bush:

Mr. Wiseman.

Member Wiseman:

I think this tonight, as well as, other meetings we've had it's always been important to delve into the facts and, to get all the facts laid on the table and make a judgment on whether or not there's been a violation of the, ethical code that, the city operates by. But, and, we heard a lot of facts put forth today, but it seems that it keeps coming back to whether or not this committee has the jurisdiction, to deal with these particular complaints. And it, I think it's clear that, that once we heard, of the discussion, once we got the letter, and the discussion advice of, advice of counsel between, the alderman and counsel, I think we don't have jurisdiction to deal with this.

Chairman Bush:

Follow, I'll end with you. Anything from you before we move on?

Member Robinson:

No, I'm not.

Chairman Bush:

Okay.

Member Robinson:

I just agree. I think it's clear from the memorandum that we received from her that she did consult, legal counsel. And, we heard from Attorney Bolton tonight that they had, two, maybe up to three to four conversations. And I do believe that the February minutes, recollect that there were conversations that were had between Attorney Bolton, and Alderwoman Wilshire. To the extent of exactly what was discussed, will not be evident in those minutes. But I did think it was clear. And therefore, we don't have jurisdiction.

Chairman Bush:

This committee has been an interesting experience for me, because I, you have to be the decision maker rather than the advocate. Right? And, I will tell you that one of the things I've learned is sometimes you make decisions you don't necessarily like, but you try to do the best you can under the facts as they are before you. And when you look at the facts as they are before you here, I think you said something stinks. Something may or may not stink here. Right? Something may or may not stink. But the reality is you've had the Chairman of the Board of Aldermen, I understand you say she's been around forever. Basically, what you're telling me and this committee is she should know better, but she, on the advice of counsel, I think repeatedly was told she could do this.

And therefore, while it doesn't technically meet the requirements of 5102, but I think, City Council explained why they didn't file that motion, she clearly, under the spirit of that ordinance, was listening to legal counsel, which you say gave her bad advice, but she had a good faith basis for believing she could do what she did. And therefore, I think the only decision this committee can make and the appropriate decision is to say, "We do not have jurisdiction because of 5102." I think that's where we're coming down. all in favor of, I guess declining jurisdiction because of, good faith belief, and require, and reliance on 5102 and reliance on the advice of City Council. All in favor of, essentially denying any ethical complaint filed by Alderman Teeboom, please say aye starting with Mr. Wiseman.

Member Wiseman:

Aye.

Member Tabascko:

Aye.

Member Robinson:

Aye.

Vice Chairman Tencza:

Aye.

Chairman Bush:

It's unanimous. I want to thank you for your time.

Unknown Speaker:

Will the minutes be verbatim?

Chairman Bush:

The minutes will be verbatim. If that's, if that's what we want, if that's fine.

Fred Teeboom:

Okay. [inaudible 00:25:08].

Chairman Bush:

With respect to your rule changes, with respect to the rule changes you brought up, which may or may not be germane down the road, given that the hour is late, I will just tell you rather than having a flurry of emails with you and, and I appreciate the fact that you were the originator of this committee. Go to the Board of Aldermen, go to the board of them. You know, I'm going to listen to what the board, you're the one who made the rules, go to the Board of Aldermen. There's been an issue with motion for reconsideration. And I'll give you credit for this order now. You know, motion re- I looked at the rule. She asked me, "Is there, there's nothing in the rule?" And in the past, we've apparently granted a motion or heard a motion for reconsideration. So, there's definitely some room for those rules to be tightened up, I'll say that.

Ms. Ortolano:

They will not listen because I've gone to them and sent emails to the board on changing the rule, and they do not respond to it.

Chairman Bush:

I tell you what I'll do, Mrs. [inaudible 00:26:01].

Ms. Ortolano:

They don't respond.

Chairman Bush:

You go to the board of Aldermen, you give me a letter saying that they have not listened to your request to amend the rules, and then we'll figure it out from there. But I think you've better at least present it to them first.

Ms. Ortolano:

I gave them a copy of my letter to the editor last week that says, "The board must act. They must change the rules." I haven't had anyone respond to me.

Fred Teeboom:

I have a final question.

Chairman Bush:

Sir.

Fred Teeboom:

Does this ethics committee have jurisdiction for me filing an ethics complaint against Bolton?

Chairman Bush:

Well, we're not going to answer hypothetical questions or anything like that.

Fred Teeboom:

Or giving bad advice.

Chairman Bush:

We take each complaint as they come in.

Fred Teeboom:

All right.

Chairman Bush:

And they seem to be coming in more and more so.

Fred Teeboom:

Well, you're going to be here back here.

Chairman Bush:

Well, that's fine. But, but tonight, we appreciate everyone's time.

Fred Teeboom:

So, we're going to go. We're going go. [inaudible 00:26:53].

Vice Chairman Tencza:

Mr. Chairman. I make a motion to adjourn.

Member Robinson:

Second.

Chairman Bush:

All in favor?

All:

Aye.

Chairman Bush:

So, adjourned.

Motion by Vice Chairman Tencza, second by Member Robinson to adjourn the meeting

Chairman Bush call a Voice Vote:

Chairman Bush- Aye

Vice Chairman Tencza- Aye

Member Robinson- Aye

Member Tobacsko- Aye

Member Wiseman – Aye

Ethics Review Committee meeting adjourned at 8:29pm.