

**South Central Connecticut Regional Water Authority
Minutes of the December 17, 2020 Meeting**

A regular meeting of the South Central Connecticut Regional Water Authority (“RWA” or “Authority”) took place on Thursday, December 17, 2020, via remote access. Chair DiSalvo presided.

Present: Authority Members Present – Messrs. DiSalvo, Borowy, Cermola, Curseaden, and Ms. Sack
Management – Mss. Collins, Kowalski, Reckdenwald, Nesteriak, and Messrs. Bingaman, Norris, and Singh
RPB – Mark Levine
Staff – Mrs. Slubowski

Chair DiSalvo called the meeting to order at 12:31 p.m.

Ms. Reckdenwald, RWA’s Senior Vice President of Corporate Services, reviewed the Safety Moment distributed to members.

Mr. DiSalvo reported that he will step down as Chair of the Authority on December 31, 2020; however, he added that he will continue in his role as Director of the RWA through the end of his term on December 31, 2023. Mr. DiSalvo noted that the Chair position is a two-year term and he has served one year. Therefore, the Authority will need to nominate a director for the Chair position for the remaining one-year term. Ms. Sack asked that further discussion take place in an executive session.

At 12:39 p.m., on motion made by Ms. Sack, seconded by Mr. Borowy, and unanimously carried, the Authority voted to go into executive session to discuss the Chair position. Present in the executive session were the Authority members, Mr. Bingaman, and Mrs. Slubowski.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 12:58 p.m., the Authority came out of executive session.

Chair DiSalvo stated that it would be appropriate to move agenda Item H, *Elect Officers for Calendar Year 2021* and add Item H.1, *Elect Chair for Calendar Year 2021*, before Item B, *Non-Core Business Committee*. After, discussion Mr. Cermola moved for adoption of the following resolution:

RESOLVED, that David Borowy be elected as Chairperson for the remaining year of the two-year term, effective January 1, 2021, and until a successor is elected and has qualified.

Ms. Sack seconded the motion, the Chair called for the vote:

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Ms. Sack would like it on the record that she fully supports Mr. Cermola’s nomination for David Borowy in the transition to Chairmanship.

Mr. Cermola moved for adoption of the following resolution:

RESOLVED, that Anthony DiSalvo be elected as Vice-Chair for a one-year term effective January 1, 2021, and until a successor is elected and has qualified.

After discussion, the Chair called for the vote:

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Mr. Borowy moved for adoption of the following resolution.

RESOLVED, that Kevin Curseaden be elected as Secretary/Treasurer for a one-year term effective January 1, 2021, and until a successor is elected and has qualified.

Ms. Sack seconded the motion, the Chair called for the vote:

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Mr. Curseaden stated that although he believes there should be term limits for all officer positions, he accepts the nomination and agrees to continue to serve as Secretary/Treasurer for an additional year due to significant other transitions this year on the board.

At 1:09 p.m., on motion made by Mr. Borowy, seconded by Mr. Cermola, and unanimously carried, the Authority voted to recess the meeting to meet as the Non-Core Business Committee.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Ms. Sack withdrew from the meeting at 1:10 p.m. and re-entered the meeting at 1:45 p.m.

At 2:58 p.m., the Authority reconvened and Mr. Levine entered the meeting. On motion made by Ms. Sack, seconded by Mr. Curseaden, and unanimously carried, the Authority voted to recess the meeting to meet as the Audit Risk Committee.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 3:28 p.m., the Authority reconvened, and on motion made by Ms. Sack, seconded by Mr. Curseaden and unanimously carried, the Authority voted to recess the meeting to meet as the Environmental, Health & Safety Committee.

At 3:50 p.m., the Authority reconvened.

On motion made by Mr. Cermola, seconded by Mr. Curseaden, and unanimously carried, the Authority voted to approve, adopt, or receive, as appropriate the following items in the Consent Agenda, as amended:

1. Minutes of the November 19, 2020 meeting.
2. Capital Budget Authorization for January 2021.

RESOLVED, the Vice-President of Financial Services is authorized to submit to the Trustee one or more requisitions in an aggregate amount not to exceed \$1,370,000 for the month of January 2021 for transfer from the Construction Fund for capital expenditures. Each such requisition shall contain or be accompanied by a certificate identifying such requisition and stating that the amount to be withdrawn pursuant to such requisition is a proper charge to the Construction Fund. Such requisitions are approved notwithstanding the fact that amounts to be withdrawn for a particular project may exceed the amount indicated for such month and year in the current Capital Improvement Budget but will not cause the aggregate amount budgeted for fiscal year 2021 for all Capital Improvement Projects to be exceeded. In the absence of the Vice President of Financial Services, the Vice-President of Asset Management is authorized to sign in her place.

3. Capital Budget Transfer Notifications
4. Accounts Receivable update for November 30, 2020
5. Key Performance Indicators
6. RPB Quarterly Dashboard Report
7. Derby Tank Update
8. North Cheshire Update

Ms. Kowalski, RWA's Vice President of Financial Services, reviewed the quarterly financial reports for the second quarter of FY 2021 ending November 30, 2020, including:

- Balance sheet
- Maintenance test
- Statement of revenues and expenses
- Operating and maintenance expenses
- Capital expenditures results and year-end projections
- Investment earnings

Ms. Nesteriak, RWA's Executive Vice President and Chief Operating Officer, reported on activities over the past month, which included:

- Status of COVID at RWA
- Disinfection and cleaning procedures
- Reporting requirements
- Pulse survey results

Ms. Kowalski provided an update on the cash receipts and billing post-COVID. She reported that the impacts of COVID on cash collections are not as severe as expected but that there is still uncertainty of the effects of the pandemic. She stated that cash collections are being monitored on a weekly basis. She also noted that after meeting with the Representative Policy Board (RPB) Finance Committee earlier in the week there will be a recommendation to the RPB to extend zero interest billing thru March 31, 2021, and possibly to the end of the fiscal year on May 31, 2021.

At 3:17 p.m., Mr. Levine withdrew from the meeting and Messrs. Hill and Kelly entered the meeting.

Ms. Nesteriak, and Mr. Hill, the RWA's Water Treatment Chief Operator, and Mr. Kelly, RWA's Capital Construction Lead, provided an overview of the Application for a project to construct improvements at the West River Water Treatment Plant located in Woodbridge, Connecticut. Mr. Borowy moved for approval of the following resolutions:

RESOLVED, that the Authority hereby accepts the new Application, dated December 17, 2020, for a Project to Construct Improvements at the West River Water Treatment Plant located in Woodbridge, Connecticut, as a completed Application, substantially in the form submitted to this meeting, and authorizes filing said Application with the Representative Policy Board ("RPB"); and

FURTHER RESOLVED, if approved by the RPB, the President and CEO, the Executive Vice President and Chief Operating Officer, and the Vice President of Asset Management are authorized to take any and all actions necessary to complete the construction improvements at the West River Water Treatment Plant in Woodbridge, Connecticut.

Mr. Cermola seconded the motion, after discussion the Chair called for the vote:

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Chair DiSalvo noted that the Application contains certain "critical information" that management believes is exempt from disclosure under the Freedom of Information Act. Mr. Borowy moved for adoption of the following resolution:

WHEREAS, the Authority wishes to include certain confidential information in its Application to the Representative Policy Board for approval of a project to construct improvements at the West River Water Treatment Plant located in Woodbridge, Connecticut that the Authority considers "critical information" and believes to be exempt from disclosure under the Freedom of Information Act.

NOW THEREFORE BE IT RESOLVED, that the Authority authorizes its Chairperson and the Chief Executive Officer to file a motion and related materials with the Representative Policy Board to request issuance of a protective order to maintain confidential the information to be contained in Appendices A, B, C, D, E, F and G "Confidential Information," of the Authority's Application.

Mr. Cermola seconded the motion and, after discussion, the Chair called for the vote:

Borowy	Aye
Cermola	Aye
Curseaden	Aye

DiSalvo Aye
Sack Aye

Ms. Kowalski stated the need for the approval of project financing. After discussion, Mr. Borowy moved for approval of the following resolutions:

RESOLVED: That the Authority hereby establishes the general terms and provisions of the Authority's Bonds which may be issued as Project Loan Obligations delivered to the State of Connecticut (the "Bonds") which are to be issued under its Water System Revenue Bond Resolution, General Bond Resolution adopted by the Authority and approved by the Representative Policy Board on July 31, 1980, as amended (the "General Bond Resolution").

1. The Bonds shall not exceed Seventeen Million Five Hundred Thousand Dollars (\$17,500,000) in aggregate principal amount.
2. The Bonds may be issued as obligations in one or more series pursuant to the General Bond Resolution and a supplemental resolution to be adopted by the Authority for each series of Bonds, each of which shall specify the amount of the Bonds, the purposes for which the Bonds are to be issued, the date or dates, maturities, sinking fund installments if any, interest rates, series, denominations, form, redemption prices, security provisions and such other details of the Bonds as the Authority shall determine in accordance with the limits established by the General Bond Resolution and hereby.
3. The purposes of the Bonds shall be (I) to finance or refinance the cost of certain capital improvements to the water system of the Authority including improvements to the West River Water Treatment Plant consisting of (a) the construction of three new dissolved air floatation (DAF) basins within a new DAF building to the south of the existing filter building; (b) the replacement of the hypochlorite system with an on-site hypochlorite generation system with a brine or salt silo, day tank, metering pumps, and two on-site sodium hypochlorite generators; and (c) electrical service upgrades including new utility service, new transformer (furnished by UI), new exterior switchgear and automatic transfer switch with walk-in enclosure and new emergency stand-by generator; (II) to provide funds for deposit to the Capital Contingency Fund and the Debt Reserve Fund, as necessary pursuant to the General Bond Resolution and as permitted by the Internal Revenue Code of 1986, as amended and (III) to pay costs of issuance (the "Project").
4. The Bonds may be sold by negotiation as serial or term bonds with stated maturities and may be sold in a private or direct placement to a bank or the State of Connecticut.
5. The Authority reasonably expects to incur expenditures (the "Expenditures") in connection with the Project of which a general functional description is provided above. The Authority reasonably expects to reimburse itself for the cost of Expenditures with respect to the Project with the proceeds of tax-exempt debt to be issued by the Authority within eighteen (18) months after the date of any Expenditure or the date the Project is placed in service or abandoned, whichever is later. The maximum principal amount of such debt with respect to the Project is not expected to exceed \$17,500,000.
6. The form of this resolution entitled "Resolution Approving the Proposed Issuance of Bonds" a copy of which shall be filed with the records of the Authority, shall be

submitted to the Representative Policy Board for its approval in accordance with Section 22 of Special Act No. 77-98, as amended.

BE IT FURTHER RESOLVED that:

1. Temporary notes of the Authority which may be issued as Interim Funding Obligations delivered to the State of Connecticut may be issued by the Authority in the amount of \$17,500,000 in anticipation of the receipt of the proceeds from the sale of such Bonds.
2. The President / Chief Executive Officer, the Vice President of Financial Services and any Vice President or any one of them may apply to the State Department of Public Health for eligibility and funding of the Project or any part of the Project and sign such application and any other documents which may be necessary or desirable to apply for eligibility of and to apply for and obtain financial assistance for the Project from the State's Drinking Water Fund Program and that any such action taken prior hereto is hereby ratified and confirmed.

Mr. Cermola seconded the motion. The chair called for the vote:

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 4:41 p.m., the Authority voted to go into executive session to discuss personnel matters. Present in the executive session were Authority members, Mr. Bingaman and Ms. Reckdenwald.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 5:07 p.m., the Authority came out of executive session and the meeting adjourned.

Respectfully submitted,

Kevin Curseaden, Secretary