

SOUTH CENTRAL CONNECTICUT REGIONAL WATER AUTHORITY

WATER SYSTEM REVENUE BOND RESOLUTION
GENERAL BOND RESOLUTION

TWENTY-EIGHTH SERIES B
SUPPLEMENTAL RESOLUTION

Authorizing the Issue of

WATER SYSTEM REVENUE REFUNDING BONDS, TWENTY-EIGHTH SERIES B
dated the Date of Delivery

SOUTH CENTRAL CONNECTICUT REGIONAL WATER AUTHORITY
WATER SYSTEM REVENUE REFUNDING BONDS, TWENTY-EIGHTH SERIES B

TABLE OF CONTENTS

ARTICLE I

AUTHORITY AND DEFINITIONS

| | |
|---|------|
| | Page |
| Section 101. Authority for Supplemental Resolution..... | 1 |
| Section 102. Definitions..... | 2 |

ARTICLE II

AUTHORIZATION OF TWENTY-EIGHTH SERIES B BONDS

| | |
|---|---|
| Section 201. Principal Amount, Designation and Series | 3 |
| Section 202. Purpose..... | 3 |
| Section 203. Date, Maturity and Interest Rates | 3 |
| Section 204. Interest Payment Dates | 3 |
| Section 205. Registration, Denominations, Numbers and Letters | 3 |
| Section 206. Paying Agents | 4 |
| Section 207. Redemption..... | 4 |
| Section 208. Sale of Twenty-eighth Series B Bonds | 5 |
| Section 209. Official Statement | 5 |
| Section 210. Book-Entry-Only System..... | 5 |

ARTICLE III

DISPOSITION OF PROCEEDS OF TWENTY-EIGHTH SERIES B BONDS

| | |
|-------------------------------------|---|
| Section 301. Construction Fund..... | 6 |
| Section 302. Escrow Fund..... | 6 |
| Section 303. Other Funds..... | 6 |

ARTICLE IV

FORM AND EXECUTION OF TWENTY-EIGHTH SERIES B BONDS

| | | |
|--------------|---|---|
| Section 401. | Form of Twenty-eighth Series B Bonds and Trustee's Certificate of Authentication..... | 7 |
| Section 402. | Execution of Twenty-eighth Series B Bonds..... | 7 |
| Section 403. | Continued Exemption from Federal Income Taxation | 7 |
| Section 404. | No Recourse on Twenty-eighth Series B Bonds..... | 7 |

ARTICLE V

BOND INSURANCE

| | | |
|--------------|------------------------------------|---|
| Section 501. | Voting Rights of Bond Insurer..... | 7 |
| Section 502. | Notice to Bond Insurer..... | 8 |

ARTICLE VI

CONTINUING DISCLOSURE

| | | |
|--------------|-----------------------------|---|
| Section 601. | Continuing Disclosure | 8 |
|--------------|-----------------------------|---|

ARTICLE VII

MISCELLANEOUS

| | | |
|--------------|-------------------------------|---|
| Section 701. | Delegation of Authority | 9 |
| Section 702. | Effective Date | 9 |

EXHIBIT A – Certificate of Determination

EXHIBIT B – Form of Twenty-eighth Series B Bond

SUPPLEMENTAL RESOLUTION

Authorizing the Issuance of Water System Revenue Refunding Bonds, Twenty-eighth Series B

RECITALS

WHEREAS, the South Central Connecticut Regional Water Authority (the “Authority”) is authorized pursuant to Connecticut Special Act No. 77-98, as amended (the “Act”), and the Water System Revenue Bond Resolution, General Bond Resolution, adopted July 31, 1980 as amended and supplemented (the “Resolution”), to issue bonds of the Authority from time to time; and

WHEREAS, the Resolution provides that such bonds shall be issued subject to the terms, conditions and limitations established by the Resolution and one or more supplemental resolutions authorizing each series of bonds; and

WHEREAS, under and pursuant to the Resolution, the Authority has from time to time authorized the issuance of bonds of the Authority pursuant to certain supplemental resolutions; and

WHEREAS, the Authority hereby determines that it is necessary and desirable that the Authority issue its Water System Revenue Refunding Bonds, Twenty-eighth Series B , (the “Twenty-eighth Series B Bonds”) to finance (i) the refunding of certain maturities of the Authority’s Outstanding Bonds, (ii) funds for deposit to certain reserve funds held under the Resolution, if necessary and (iii) the costs of issuance related to the Twenty-eighth Series B Bonds; and

WHEREAS, the Representative Policy Board of the South Central Connecticut Regional Water District (the “RPB”) approved the issuance of the Authority's Twenty-eighth Series B Bonds on February 21, 2013.

NOW, THEREFORE, BE IT RESOLVED BY THE SOUTH CENTRAL CONNECTICUT REGIONAL WATER AUTHORITY AS FOLLOWS:

ARTICLE I

AUTHORITY AND DEFINITIONS

Section 101. Authority for Supplemental Resolution.

This supplemental resolution (the “Twenty-eighth Series B Supplemental Resolution”) to the Resolution in substantially the form presented at this meeting with such changes, omissions, insertions and revisions as the Chairperson or Vice Chairperson and Chief Executive Officer or Vice President Business Planning, Development and Finance shall deem advisable and as set forth in the Certificate of Determination (as hereinafter defined) is adopted in accordance with the

provisions of Article II and Article IX of the Resolution and pursuant to the authority contained in the Act.

Section 102. Definitions.

A. All terms defined in Section 102 of the Resolution shall have the same meanings, respectively, in this Twenty-eighth Series B Supplemental Resolution.

B. In addition, as used in this Twenty-eighth Series B Supplemental Resolution, unless the context otherwise requires, the following terms shall have the following respective meanings:

“Bond Insurance Policy” means the insurance policy, if any, issued by the Bond Insurer guaranteeing the scheduled payment of principal of and interest on the Twenty-eighth Series B Bonds when due as set forth in the Certificate of Determination.

“Bond Insurer” means the insurance company or any successor thereto or assignee thereof as set forth in the Certificate of Determination.

“Certificate of Determination” means a certificate of determination signed by the Chairperson or Vice Chairperson and the Chief Executive Officer or the Vice President Business Planning, Development and Finance required by Section 701 hereof, setting forth the terms of the Twenty-eighth Series B Bonds and Bond Insurer provisions, if any, and attached hereto as **Exhibit A** and made a part hereof.

“Closing Date” means on or about May __, 2013.

“Continuing Disclosure Agreement” means that certain Continuing Disclosure Agreement between the Authority and U.S. Bank National Association, as Trustee and Dissemination Agent, to be dated the date of issuance of the Twenty-eighth Series B Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof.

“CUSIP Number” means the number assigned and disseminated by the Committee on Uniform Security Identification Procedure (“CUSIP”) Service Bureau of Standard & Poor’s, or its successor, which uniquely identifies the issuer, the type of security issued, maturity and interest rate of such security or if such identification cease to be available, CUSIP Number means any standardized security identification adopted by the Authority, which is widely available to and utilized by financial industry participants.

“Official Statement” means the Official Statement of the Authority pertaining to the Twenty-eighth Series B Bonds.

C. Unless the context otherwise requires, in this Twenty-eighth Series B Supplemental Resolution words of the masculine gender shall mean and include correlative words of the feminine and neuter genders; words importing the singular number shall mean and include the plural number and vice versa; words importing persons shall include firms, associations and

corporations; and the terms, “hereby”, “hereof”, “hereto”, “herein”, “hereunder” and any similar terms refer to this Twenty-eighth Series B Supplemental Resolution.

ARTICLE II

AUTHORIZATION OF TWENTY-EIGHTH SERIES B BONDS

Section 201. Principal Amount, Designation and Series.

A series of bonds entitled to the benefit, protection and security of the Resolution is hereby authorized in the maximum amount not to exceed \$100,000,000. Such series of bonds shall be designated as, and shall be distinguished from, the Bonds of all other series by the title of “Water System Revenue Refunding Bonds, Twenty-eighth Series B.”

Section 202. Purpose.

The purposes for which the Twenty-eighth Series B Bonds are being issued are to finance (i) the refunding of certain maturities of the Authority’s Outstanding Bonds, (ii) funds for deposit to the Capital Contingency Fund, the Debt Reserve Fund and the Operating Reserve Fund, as necessary and (iii) the costs of issuance related to the Twenty-eighth Series B Bonds. The amount of the Twenty-eighth Series B Bonds being issued for Other Corporate Purposes is as set forth in the Certificate of Determination.

Section 203. Date, Maturity and Interest Rates.

The Twenty-eighth Series B Bonds shall be dated the Date of Delivery.

The Twenty-eighth Series B Bonds shall be issued as serial or term bonds or a combination of serial and term bonds which shall mature on the first day of August in the years and in the aggregate principal amounts and the rates of interest as established by the Certificate of Determination. Interest shall be calculated on the basis of a 360-day year consisting of twelve 30-day months.

Section 204. Interest Payment Dates.

The Twenty-eighth Series B Bonds shall bear interest from their dated date, payable semiannually on the [first day of February and August] in each year commencing _____, 2013 to maturity.

Section 205. Registration, Denominations, Numbers and Letters.

The Twenty-eighth Series B Bonds shall be issued in fully registered form, without coupons, in the denomination of \$5,000 or any integral multiple of \$5,000. Subject to the provisions of the Resolution, the form of the Twenty-eighth Series B Bonds and the Trustee’s

certificates of authentication shall be substantially in the form set forth in Article IV of this Twenty-eighth Series B Supplemental Resolution.

The Twenty-eighth Series B Bonds when issued will be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”). Only one Bond will be issued for each maturity and CUSIP Number in the aggregate principal amount of such maturity and CUSIP Number, and initial purchases of the Bonds will be made in book-entry only form in denominations of \$5,000 or any integral multiple thereof. Purchasers of the Twenty-eighth Series B Bonds will not receive certificates representing their interest in the Twenty-eighth Series B Bonds. Unless the Authority determines otherwise, as long as the Twenty-eighth Series B Bonds are registered in the name of Cede & Co., transfers or exchanges of ownership interest in the Twenty-eighth Series B Bonds may be accomplished via book-entry transactions only, through DTC.

Section 206. Paying Agent.

The principal of, premium, if any, and interest on the Twenty-eighth Series B Bonds shall be payable at the corporate trust offices of U.S. Bank National Association, St. Paul, Minnesota, Trustee and Registrar and of U.S. Bank National Association, New York, New York, as Paying Agent. The principal of, premium, if any, and interest on all Twenty-eighth Series B Bonds shall also be payable at any other place which may be provided for such payment by the appointment of any other Paying Agent or Paying Agents, as permitted by the Resolution. Interest on the Twenty-eighth Series B Bonds shall be payable by check mailed by the Trustee to the registered owner whose name appears on the registration books of the Authority (or, at the option of any registered owner of at least one million dollars (\$1,000,000) in aggregate principal amount of the Twenty-eighth Series B Bonds, interest thereon may be paid by wire transfer to the registered owner pursuant to wire instructions furnished by such registered owner) as of the fifteenth day of January and July in each year (or the preceding business day if such fifteenth day is not a business day).

Section 207. Redemption.

A. The Twenty-eighth Series B Bonds with a stated maturity on or after _____, _____, are subject to redemption at the option of the Authority in denominations of \$5000 or any integral multiple thereof, either in whole or in part, on any date on or after _____, at a Redemption Price equal to 100% of the principal amount to be redeemed, plus interest accrued to the redemption date.

B. The Twenty-eighth Series B Bonds may be subject to mandatory sinking fund redemption at 100% of the principal amount thereof plus accrued interest to the date of redemption, from sinking fund payments which are required to be made in amounts sufficient to redeem on [August 1] of each of the years and in the amounts as established by the Certificate of Determination.

C. The Twenty-eighth Series B Bonds are subject to mandatory redemption in whole at 100% of the principal amount thereof plus accrued interest to the date of redemption if all or substantially all of the Water System is taken by the State or any municipality in the State with

general governmental powers and duties as more particularly described in Section 507 of the Resolution.

Section 208. Sale of Twenty-eighth Series B Bonds.

The Twenty-eighth Series B Bonds may be sold by competitive sale in accordance with a notice of sale or by negotiated sale to such purchaser and in accordance with such terms as the Chairperson or Vice Chairperson and Chief Executive Officer or Vice President Business Planning, Development and Finance shall determine and as set forth in the Certificate of Determination, and, in the case of a negotiated sale, pursuant to a Purchase Contract, and such officials are hereby authorized to accept a bid or execute the Purchase Contract with such terms and conditions as such officials shall determine and to sell the Twenty-eighth Series B Bonds in accordance with such bid or Purchase Contract, as the case may be.

Section 209. Official Statement.

The Official Statement of the Authority pertaining to the Twenty-eighth Series B Bonds in substantially the form presented at this meeting with such changes, omissions, insertions and revisions as the Vice Chairperson or Vice Chairperson and Chief Executive Officer or Vice President Business Planning Development and Finance shall deem advisable is hereby authorized and the Vice Chairperson or Vice Chairperson, Chief Executive Officer and Vice President Business Planning, Development and Finance shall sign and deliver copies of the Official Statement to the purchaser of the Twenty-eighth Series B Bonds for subsequent distribution.

Section 210. Book-Entry-Only System.

The Authority is hereby authorized to issue the Twenty-eighth Series B Bonds in book-entry-only form and to execute and enter into any agreement or instrument required by the Depository Trust Company (“DTC”), New York, New York, which will act as the initial securities depository for the Twenty-eighth Series B Bonds in order to qualify such Twenty-eighth Series B Bonds for DTC eligibility. The ownership of one fully registered Bond for each maturity and CUSIP Number, each in the aggregate principal amount of each maturity and CUSIP Number, will be registered in the name of Cede & Co., as nominee for DTC.

So long as Cede & Co. is the registered owner of the Twenty-eighth Series B Bonds, as nominee of DTC, references herein to the bondowners or registered owners of the Twenty-eighth Series B Bonds shall mean Cede & Co. and shall not mean the beneficial owners of the Twenty-eighth Series B Bonds.

In the event that (a) DTC determines to discontinue its service with respect to the Twenty-eighth Series B Bonds by giving notice to the Authority and discharging its responsibilities with respect thereto under applicable law and the Authority fails to appoint a successor securities depository for the Twenty-eighth Series B Bonds, or (b) the Authority determines to discontinue the system of book-entry transfers through DTC (or a successor securities depository), bond certificates are required to be delivered. The beneficial owner, upon registration of certificates

held in the beneficial owner's name, will become the registered owner of the Twenty-eighth Series B Bonds.

The Authority will recognize DTC or its nominee as the bondowner for all purposes including notices. Conveyance of notices and other communications by DTC to DTC participants, by DTC participants to indirect participants and by DTC participants and indirect participants to beneficial owners will be governed by arrangements among them, subject to any statutory and regulatory requirements as may be in effect from time to time.

Principal and interest payments on the Twenty-eighth Series B Bonds will be made to DTC or its nominee, Cede & Co., as registered owner of the Twenty-eighth Series B Bonds. Upon receipt of moneys, DTC's current practice is to credit immediately the accounts of the DTC participants in accordance with their respective holdings shown on the records of DTC. Payments by DTC participants and indirect participants to beneficial owners will be governed by standing instructions and customary practices and will be the responsibility of such DTC participant or indirect participant and not of DTC, the Authority, the Trustee or any Paying Agent, subject to any statutory and regulatory requirements as may be in effect from time to time.

ARTICLE III

DISPOSITION OF PROCEEDS OF TWENTY-EIGHTH SERIES B BONDS

Section 301. Construction Fund.

Upon delivery of the Twenty-eighth Series B Bonds and receipt of payment therefor, the Authority shall pay from the net proceeds thereof, after the payment of certain Costs of Issuance, to the Trustee for deposit in the Construction Fund the amount established by the Certificate of Determination, all or a portion of which shall be used to finance the Cost of Issuance of the Twenty-eighth Series B Bonds.

Section 302. Escrow Fund.

Upon delivery of the Twenty-eighth Series B Bonds and receipt of payment therefor, the Authority shall deposit the amount established by the Certificate of Determination in the Escrow Fund established pursuant to an Escrow Agreement by and between the Authority and the Trustee, as Escrow Agent, to defease certain Outstanding Bonds of the Authority.

Section 303. Other Funds.

The Trustee shall deposit such other proceeds in such other funds as set forth in the Certificate of Determination.

ARTICLE IV

FORM AND EXECUTION OF TWENTY-EIGHTH SERIES B BONDS

Section 401. Form of Twenty-eighth Series B Bonds and Trustee's Certificate of Authentication.

Subject to the provisions of the Resolution, the Twenty-eighth Series B Bonds and the Trustee's certificate of authentication shall be, respectively, in substantially the form as set forth in **Exhibit B** to this resolution, with such insertions or omissions, endorsements and variations as may be required or permitted by the Resolution.

Section 402. Execution of Twenty-eighth Series B Bonds.

The Chairperson or other Authorized Officer is hereby authorized and directed to execute the Twenty-eighth Series B Bonds and the Secretary or other Authorized Officer is hereby authorized to sign and attest the Authority's seal on the Twenty-eighth Series B Bonds, each by their manual or facsimile signatures.

Section 403. Continued Exemption from Federal Income Taxation.

The Authority hereby agrees and covenants that it shall at all times perform all acts and things necessary or appropriate under any valid provision of law or in order to ensure that interest or amounts treated as interest, as applicable, paid on the Twenty-eighth Series B Bonds shall not be includable in the gross income of the owners thereof for Federal income tax purposes under the Code. Further, Authorized Officers are hereby authorized to execute all instruments and documents necessary to take such action.

Section 404. No Recourse on Twenty-eighth Series B Bonds.

No recourse shall be had for the payment of the principal or Redemption Price, if any, of or interest or amounts treated as interest, as applicable, on the Twenty-eighth Series B Bonds or for any claim based thereon or on the Resolution against any member or officer of the Authority or any person executing the Twenty-eighth Series B Bonds and neither any member or officer of the Authority nor any person executing the Twenty-eighth Series B Bonds shall be liable personally on the Twenty-eighth Series B Bonds by reason of the issuance thereof.

ARTICLE V

BOND INSURANCE

Section 501. Voting Rights of Bond Insurer.

For purposes of Section 701 (Events of Defaults), Section 704 (Proceedings Brought by Trustee), Section 705 (Restriction of Bondholder's Action), Section 707 (Effect of Waiver and

Other Circumstances), Section 903 (Supplemental Resolutions Effective With Consent of Bondholders), Section 1002 (Powers of Amendment), Section 1003 (Consent of Bondholders) and Section 1004 (Modifications by Unanimous Consent), in each case of the Resolution as long as the Bond Insurer, if any, has not failed to comply with its payment obligations under the Bond Insurance Policy, the Bond Insurer shall have all rights and privileges of the owners of the Twenty-eighth Series B Bonds to exercise rights of approval, consent, direction, waiver and request on behalf of and in place of the holders of Twenty-eighth Series B Bonds. For purposes of computing applicable percentages in said Sections, actions taken by the Bond Insurer as aforesaid shall be treated as actions taken by the holders of the Twenty-eighth Series B Bonds. In the event the Bond Insurer has failed to comply with its payment obligations under the Bond Insurance Policy, the foregoing provisions of this Section 501 shall not apply.

Section 502. Notice to Bond Insurer.

The Trustee and the Authority shall notify the Bond Insurer by 3:00 p.m. on the day such payment is due, should the payment of interest on or principal of the Twenty-eighth Series B Bonds not be made when such payment is due or the Authority fails to make a monthly payment into any Fund required to be made in connection with the Twenty-eighth Series B Bonds.

The Trustee and the Authority shall provide a copy to the Bond Insurer of any notice given to any other party with respect to the Twenty-eighth Series B Bonds.

ARTICLE VI

CONTINUING DISCLOSURE

Section 601. Continuing Disclosure.

The Authority hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Agreement. Notwithstanding any other provision of the Resolution, failure of the Authority or the Trustee to comply with the Continuing Disclosure Agreement shall not be considered an Event of Default; however, the Trustee may (and, at the request of any Participating Underwriter (as defined in the Continuing Disclosure Agreement) or the Holders of at least 25% of the aggregate principal amount of Outstanding Bonds, shall), with indemnification satisfactory to it, or any Bondholder or Beneficial Owner may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Authority, the Dissemination Agent (as such term is defined in the Continuing Disclosure Agreement) or the Trustee, as the case may be, to comply with its obligations under this Section and the Continuing Disclosure Agreement. For purposes of this Section, “Beneficial Owner” means any person which (a) has or shares the power, directly or indirectly, to make investment decisions concerning ownership of, any Twenty-eighth Series B Bonds (including persons holding Twenty-eighth Series B Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Twenty-eighth Series B Bond for federal income tax purposes.

ARTICLE VII

MISCELLANEOUS

Section 701. Delegation of Authority to Chairperson or Vice Chairperson and Chief Executive Officer or Vice President Business Planning, Development and Finance.

The Chairperson or Vice Chairperson and Chief Executive Officer or Vice President Business Planning, Development and Finance is hereby delegated the authority to (i) determine with respect to the Twenty-eighth Series B Bonds the amount, issue date, date of maturity, denominations, redemption provisions, interest rate and mode, and other details of the Twenty-eighth Series B Bonds, (ii) determine whether the Twenty-eighth Series B Bonds shall be sold by competitive or negotiated sale and if such sale is negotiated, the purchaser of the Twenty-eighth Series B Bonds, and (iii) accept and incorporate into the Twenty-eighth Series B Supplemental Resolution any terms or provisions required by the Bond Insurer, if any, which they deem necessary or appropriate, all in accordance with the Act, the Resolution and any other provision of law applicable thereto. The Chairperson or Vice Chairperson and Chief Executive Officer or Vice President Business Planning, Development and Finance shall prepare a Certificate of Determination prior to the date of delivery of the Twenty-eighth Series B Bonds to be attached hereto as **Exhibit A** and incorporated in this Twenty-eighth Series B Supplemental Resolution setting forth such details and particulars of the Twenty-eighth Series B Bonds and Bond Insurer provisions, if any, as determined in accordance with this delegation.

Section 702. Effective Date.

This Twenty-eighth Series B Supplemental Resolution shall take effect immediately.

EXHIBIT A

CERTIFICATE OF DETERMINATION

[See Document No. 8]

EXHIBIT B

[Form of Twenty-eighth Series B Bond]

SOUTH CENTRAL CONNECTICUT REGIONAL WATER AUTHORITY
WATER SYSTEM REVENUE REFUNDING BOND, TWENTY-EIGHTH SERIES B

Number _____ \$

ORIGINAL ISSUE DATE:

MATURITY DATE INTEREST RATE DATED DATE CUSIP

REGISTERED OWNER:

PRINCIPAL AMOUNT:

South Central Connecticut Regional Water Authority (the "Authority"), a public corporation constituting a public instrumentality and political subdivision organized and existing under the laws of the State of Connecticut, for value received, hereby promises to pay to the Registered Owner shown above, or registered assigns, unless redeemed prior thereto as hereinafter provided, the Principal Amount shown above on the Maturity Date shown above, and to pay interest on such Principal Amount until the Authority's obligation with respect to the payment of such Principal Amount shall be discharged as provided in the Resolution (as hereinafter defined), at the Interest Rate shown above semiannually on the [first day of February and August] in each year, commencing [August 1, _____.] Interest, calculated on the basis of a 360-day year consisting of twelve 30-day months will be paid from the Dated Date shown above. The principal and redemption price (if any) of this bond are payable upon presentation and surrender at the corporate trust office of U.S. Bank National Association, St. Paul, Minnesota, trustee and registrar under the Resolution, or its successor in trust (the "Trustee") or U.S. Bank National Association, New York, New York, paying agent under the Resolution, or at the principal office of its successor as such paying agent (the "Paying Agent"). The principal, redemption price, if any, and interest on this bond are payable in any coin or currency of the United States of America which, at the time of payment is legal tender for the payment of public and private debts, provided, however, that interest on this bond is payable to the person in whose name this bond is registered as of the close of business on the [fifteenth day of January and July] (or the preceding business day if such fifteenth day is not a business day) in each year by check (or, at the option of any registered owner of at least one million dollars (\$1,000,000) in aggregate principal amount of the

bonds, interest thereon may be paid by wire transfer to the registered owner pursuant to wire instructions furnished by such registered owner) to such registered owner as shown on the registration books of the Authority kept by the Trustee.

It is hereby certified and recited that all conditions, acts and things required by the Constitution or statutes of the State of Connecticut to exist, to have happened or to have been performed precedent to or in the issuance of this bond, exist, have happened and have been performed and that the issue of bonds of which this issue is one, together with all other indebtedness of the Authority, is within every debt and other limit prescribed by said Constitution or statutes. This bond is a general obligation of the Authority and the full faith and credit of the Authority are pledged to the prompt payment of both the principal of, premium, if any, and interest on this bond as the same shall become due.

This bond shall not be valid or become obligatory upon the Authority and shall not be entitled to any security, right or benefit under the Resolution until authenticated by the certificate of the Trustee endorsed hereon by the manual signature of a duly authorized official of the Trustee.

IN WITNESS WHEREOF, SOUTH CENTRAL CONNECTICUT REGIONAL WATER AUTHORITY has caused this bond to be executed in its name and on its behalf by the facsimile signature of its Chairperson or other Authorized Officer, and a facsimile of its corporate seal to be imprinted hereon and attested by the facsimile signature of its Secretary or other Authorized Officer, as of the Original Issue Date shown above.

SOUTH CENTRAL CONNECTICUT
REGIONAL WATER AUTHORITY

By _____

[SEAL]

Attest

By _____

SOUTH CENTRAL CONNECTICUT REGIONAL
WATER AUTHORITY
WATER SYSTEM REVENUE REFUNDING BONDS, TWENTY-EIGHTH SERIES B

This bond is one of a duly authorized issue of bonds of the Authority designated “Water System Revenue Refunding Bonds, Twenty-eighth Series B,” in the aggregate principal amount of \$_____ issued under and pursuant to Special Act. No. 77-98 of the General Assembly of the State of Connecticut, as amended (the “Act”), and under and pursuant to a resolution of the Authority adopted July 31, 1980 entitled “Water System Revenue Bond Resolution, General Bond Resolution as amended and as supplemented by various supplemental resolutions, including the Twenty-eighth Series B Supplemental Resolution, adopted _____, 20_____ (which resolution, together with all supplemental resolutions hereafter adopted in conformity with the terms thereof, are herein called the “Resolution”). As provided in the Resolution, the bonds as to principal, redemption price thereof and interest thereon are payable from and secured by a pledge of certain revenues of the Authority’s Water System referred to in the Resolution and other funds held or set aside under the Resolution. Copies of the Resolution are on file at the office of the Authority and at the corporate trust office of the Trustee, and reference to the Resolution and any and all supplements thereto and modifications and amendments thereof and to the Act is made for a description of the pledge and covenants securing the bonds, the nature, extent and manner of enforcement of such pledge, the rights and remedies of the registered owners of the bonds with respect thereto, the terms and conditions upon which the bonds are issued and may be issued thereunder, the conditions upon which the Resolution may be amended or supplemented with or without the consent of the holders or registered owners of the bonds, and the terms upon which bonds may no longer be secured by the Resolution if sufficient moneys or specified securities are deposited with the Trustee in trust for their payment.

This bond is not a debt of the State of Connecticut or of any municipality in the State of Connecticut, and neither the State of Connecticut nor any municipality in the State of Connecticut is liable hereon; nor is this bond payable out of any funds other than those of the Authority as provided under the Resolution and the Act.

As provided in the Resolution, bonds of the Authority may be issued from time to time pursuant to supplemental resolutions in one or more series, in various principal amounts, may mature at different times, may bear interest at different rates and may otherwise vary as provided in the Resolution. The aggregate principal amount of bonds which may be issued under the Resolution is not limited except as provided in the Resolution, and all bonds issued and to be issued under the Resolution are and will be equally secured by the pledge and covenants made therein, except as otherwise expressly provided or permitted in the Resolution.

To the extent and in the manner permitted by the terms of the Resolution, the provisions of the Resolution, or any resolution amendatory thereof or supplemental thereto, may be modified or amended by the Authority with the written consent of the holders of at least two-thirds in principal amount of the bonds then outstanding under the Resolution and, in case less than all of a series of bonds would be affected thereby, with such consent of the holders of at least

two-thirds in principal amount of the bonds of each series so affected then outstanding under the Resolution, and, in case such modification or amendment would change the terms of any sinking fund installment, with such consent of the holders of at least two-thirds in principal amount of the bonds of the particular series and maturity entitled to such sinking fund installment then outstanding; provided, however, that, if such modification or amendment will, by its terms, not take effect so long as any bonds of any specified like series and maturity remain outstanding under the Resolution, the consent of the holders of such bonds shall not be required and such bonds shall not be deemed to be outstanding for the purpose of the calculation of outstanding bonds. No such modification or amendment shall permit a change in the terms of redemption or maturity of the principal of any outstanding bond or of any installment of interest thereon or a reduction in the principal amount or redemption price thereof or in the rate of interest thereon without the consent of the holder of such bond, or shall reduce the percentages or otherwise affect the classes of bonds the consent of the holders of which is required to effect any such modification or amendment, or shall change or modify any of the rights or obligations of the Trustee or of any Paying Agent without its written assent thereto.

This bond is transferable, as provided in the Resolution, only upon the books of the Authority kept for that purpose at the above mentioned office of the Trustee by the registered owner hereof in person or by such owner's attorney duly authorized in writing, upon surrender of this bond together with a written instrument of transfer satisfactory to the Trustee duly executed by the registered owner of this bond or such owner's duly authorized attorney, and thereupon a new registered bond or bonds in the same aggregate principal amount shall be issued to the transferee in exchange therefor as provided in the Resolution, and upon payment of the charges therein prescribed. The Authority, the Trustee and any Paying Agent may deem and treat the person in whose name this bond is registered as the absolute owner hereof for the purpose of receiving payment of, or on account of, the principal or redemption price hereof and interest due hereon and for all other purposes.

So long as Cede & Co. is the Registered Owner of this bond, unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC") to the Authority or its agent for registration of transfer, exchange, or payment and any certificate issued is registered in the name of Cede & Co. or in such other names as is requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE, OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

The bonds of the issue of which this bond is one are subject to redemption prior to maturity, upon published notice as hereinafter provided, (i) as a whole if all or substantially all of the Authority's Water System is taken by the State or any municipality in the State with general governmental powers and duties, under the conditions established by the Resolution, at 100% of the principal amount thereof together with accrued interest to the redemption date and (ii) otherwise, as a whole or in part, at any time, in such order of maturity and CUSIP Number as the Authority may determine and by lot within a CUSIP Number after _____, at the respective redemption prices (expressed as percentages of the principal amount of the bonds or

portions thereof to be redeemed) set forth below, in each case together with accrued interest to the redemption date:

| <u>Period During Which Redeemed</u> <u>(both dates inclusive)</u> | <u>Redemption Price</u> |
|--|-------------------------|
|--|-------------------------|

[OPTIONAL TO BE DETERMINED BY PURCHASER] The bonds of this issue of which this bond is one due on August 1, _____ are subject to mandatory redemption in part on each August 1 on and after August 1, _____ at 100% of the principal amount thereof plus accrued interest to the date of redemption, from sinking fund payments which are required to be made in amounts sufficient to redeem on August 1 of each of the years set forth in the following table, the principal amount of such bonds specified opposite each of such years:

| <u>Year</u> | <u>Amount</u> |
|-------------|---------------|
| | \$ |

In the event that less than all of the bonds are to be redeemed, the particular bonds or portions of bonds to be redeemed shall be selected by the Trustee as provided in the Resolution.

The bonds of the issue of which this bond is one are payable upon redemption at the above mentioned offices of the Trustee and the Paying Agent. Notice of redemption shall be published at least once a week for two successive weeks in two newspapers or financial journals of general circulation (or substantial circulation in the financial community) one in the City of New Haven, Connecticut and one in the Borough of Manhattan, City and State of New York, not less than thirty (30) days nor more than sixty (60) days prior to the redemption date, all in the manner and upon the terms and conditions set forth in the Resolution. A copy of such notice shall also be mailed, postage prepaid, not less than twenty-five (25) days before the redemption date, to the registered owners of any bonds or portions of bonds which are to be redeemed, at their last addresses appearing upon the registry books of the Trustee, but such mailing shall not be a condition precedent to such redemption and failure to so mail any such notice shall not affect the validity of the proceedings for the redemption of bonds. Notice need not be published if all the bonds or portions of bonds to be redeemed are registered bonds and a notice in the form required for published notice is mailed, postage prepaid, to the registered owners of such bonds at their last addresses appearing on the registry books of the Trustee. If notice of redemption shall have been published or mailed as aforesaid, the bonds or portions thereof specified in said notice shall become due and payable at the applicable redemption price on the redemption date therein designated, and if, on the redemption date, moneys for the payment of the redemption price of all

the bonds to be redeemed shall be available for such payment on said date, then from and after the redemption date such bonds shall cease to accrue interest and become payable to the holders or registered owners entitled to payment thereof on such redemption.

The Act provides that neither the members of the Authority nor any person executing this bond shall be liable personally on this bond or be subject to any personal liability or accountability by reason of the issuance of this bond.

The registered owner of this bond shall have no right to enforce the provisions of the Resolution or to institute action to enforce the covenants therein or to take any action with respect to an event of default under the Resolution or to institute, appear in or defend any suit or other proceeding with respect thereto, except as provided in the Resolution.

[Form of Certificate of Authentication]

TRUSTEE'S CERTIFICATE

This bond is one of the issue of the Water System Revenue Bonds, Twenty-eighth Series B , described herein. The facsimile signatures and seal on this bond are duly adopted facsimiles of the genuine signatures of the officers of the South Central Connecticut Regional Water Authority and of the duly adopted seal of said Authority. The legal opinion on the reverse side of the bond is a true and correct copy of the opinion of Pullman & Comley, LLC. The opinion was dated and delivered on the date of the original delivery of the bonds.

U.S. BANK NATIONAL ASSOCIATION,
Trustee

By: _____

Its Authorized Official

[BOND COUNSEL OPINION]