

South Central Connecticut Regional Water Authority

Minutes of January 9, 2013 Meeting

An Emergency Special meeting of the South Central Connecticut Regional Water Authority was held Wednesday, January 9, 2013 at the office of the Authority, 90 Sargent Drive, New Haven, CT, Chair DiSalvo, presiding.

Present: Authority – Ms. Lieberman (via conference telephone), Messrs. Bell (via conference telephone), Cermola (via conference telephone), DiSalvo
Management – Messrs. Bingaman, Chaplik, Flynn, Hudak
Staff – Ms. Yoder

The Chair called the meeting to order at 9:00 a.m. He stated the purpose of the meeting was to consider and act on an Amendment to the Authority’s Application for Approval of a Photovoltaic Renewable Energy System at the North Sleeping Giant Water Treatment Facility located in Hamden, CT (the “Application”). He recalled the Application was filed with the RPB on November 29, 2012 and is scheduled for public hearing on January 14, 2013. He stated the emergency special meeting is necessary because of new information received from SolarCity, the Regional Water Authority’s (“RWA”) business partner for the project, in the last several days.

Mr. Hudak, RWA Environmental Planning Manager, stated that subsequent to the initial negotiation of the Power Purchase Agreement (“PPA”) with SolarCity, there was a change in IRS guidance to SolarCity regarding the treatment of appraised value and the costs of system removal in calculating early termination fees that would be paid by RWA in the event it terminated the PPA. He further stated that, in the process of researching a response to an interrogatory from the Office of Consumer Affairs, SolarCity discovered the method used to calculate the early termination fees in the PPA with RWA was outdated and provided the revised early termination fees included in the proposed amendment to the Application. He briefly described the changes to the fees. He described the advice management received from Murtha Cullina on the procedural aspects of submitting the amendment. Discussion focused on the likelihood RWA would have to pay an early termination fee and how the rating agencies would view the agreement with SolarCity. Mr. Bell moved for adoption of the following resolution:

Resolved, That the South Central Connecticut Regional Water Authority (the “Authority”) hereby authorizes submission to the Representative Policy Board (the “RPB”) for its acceptance an amendment to the Authority’s Application for Approval of a Photovoltaic Renewable Energy System at the North Sleeping Giant Water Treatment Facility located in Hamden, CT, filed with the RPB on November 29, 2012, substantially in the form of the amendment discussed at the meeting and filed with the Authority’s records.

Mr. Cermola seconded the motion. There being no further discussion, the Chair called for the vote:

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| Bell | Aye |
| Cermola | Aye |
| DiSalvo | Aye |
| Lieberman | Aye |
| Marsh | Absent |

At 9:11 a.m., on motion duly made by Mr. Cermola and seconded by Mr. Bell, the meeting was adjourned.

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| Bell | Aye |
| Cermola | Aye |
| DiSalvo | Aye |
| Lieberman | Aye |
| Marsh | Absent |

Richard G. Bell, Secretary