

**South Central Connecticut Regional Water Authority
Minutes of the February 21, 2019 Meeting**

The regular meeting of the South Central Connecticut Regional Water Authority (“RWA” or “Authority”) took place on Thursday, February 21, 2019, at the office of the Authority, 90 Sargent Drive, New Haven, Connecticut. Chairman DiSalvo presided.

Present: Authority – Ms. Sack (via teleconference) and Messrs. Borowy, Cermola, Curseaden, and DiSalvo
Management – Discepolo, Kowalski, Nesteriak, Reckdenwald and Mr. Bingaman
Berchem Moses: R. Berchem and M. Studer
Carmody & Torrence – C. Stohler
RPB – Mr. Havrda
Staff – Mrs. Slubowski

The Chair called the meeting to order at 12:30 p.m.

Mr. Bingaman reviewed the safety moment distributed to members.

At 12:31 p.m., on motion made by Mr. Cermola, seconded by Mr. Curseaden, and unanimously carried, the Authority voted to go into executive session to discuss strategy and negotiations. Present in executive session were Messrs. Borowy, Cermola, Curseaden, DiSalvo, Atty. Berchem, Stohler and Studer, and Mss. Discepolo, Kowalski, Nesteriak, Reckdenwald, Slubowski and Mr. Bingaman.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Absent

At 12:45 Mss. Discepolo, Kowalski, Nesteriak, Reckdenwald and Slubowski withdrew from the meeting.

At 1:00 Mss. Discepolo, Kowalski, Nesteriak, Reckdenwald, Sack and Slubowski entered the meeting.

At 1:17 p.m., the Authority came out of executive session and Atty’s Berchem, Stohler and Studer withdrew from the meeting. It was the consensus of the Authority to continue the executive session at the end of the meeting to discuss additional items. On motion made by Mr. Curseaden, seconded by Mr. Cermola, and unanimously carried, the Authority voted to recess the regular meeting to meet as the Strategic Planning Committee.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 2:27 p.m., the Authority reconvened and Mr. Havrda entered the meeting. On motion made by Mr. Cermola, seconded by Ms. Sack, and unanimously carried, the Authority voted to recess the regular meeting to meet as the Audit-Risk Committee.

Borowy	Aye
Cermola	Aye
Curseaden	Aye

DiSalvo Aye
Sack Aye

At 3:02 p.m., the Authority reconvened.

At the recommendation of the Strategic Planning Committee, it was the consensus of the Authority to authorize management to proceed with the development of non-core strategies as discussed in the committee's executive session.

On motion made by Mr. Curseaden, seconded by Mr. Cermola, and unanimously carried, the Authority voted to approve moving forward pursuant to the discussion held in executive session.

Borowy Aye
Cermola Aye
Curseaden Aye
DiSalvo Aye
Sack Abstain

At Mr. Bingaman's request, the Chair removed item #7, *Received Report on Code of Ethics Compliance for the period ended November 30, 2018*, from the Consent Agenda for further discussion.

Mr. Bingaman reviewed the current process for ethics reporting, resulting from an internal audit performed by Marcum in 2009. He noted that the existing process requires the organization to report biannually on violations for work performed after hours and food/gifts received. Mr. Bingaman proposed converting the existing reporting requirement from bi-annual to annual with quarterly reminders to employees and board members. It was the consensus of the Authority to change the existing reporting practice to annual reporting with no changes to the current ethical practice.

On motion made by Mr. Cermola, seconded by Mr. Borowy, and unanimously carried, the Authority:

1. Approved the minutes of the January 17, 2019 meeting.
2. Approved the capital budget authorization for March 2019.

RESOLVED, that the Vice-President of Finance and Controller is authorized to submit to the Trustee one or more requisitions in an aggregate amount not to exceed \$1,950,000 for the month of March 2019 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 2019 for all Capital Improvement Projects to be exceeded. In the absence of the Vice-President of Finance and Controller, the Executive Vice-President and Chief Financial Officer or the Vice-President – Asset Management is authorized to sign in her place.

3. Receive Capital Budget Transfer Notifications for March 2019.
4. Received the Monthly Financial Report for January 2019.
5. Received the Accounts Receivable Update for January 2019.
6. Received the Derby Land Parcel Update.

Borowy Aye

Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Abstain

The Authority held a discussion on corporate culture, which included:

- Existing culture of management and Authority
- Governance
- Board Function
- Meeting Frequency
- Transparency

Ms. Nesteriak, RWA's Senior Vice President of Operations & Business Strategy, provided an AMI update, which included:

- Installation progress and number of installations to date
- Total number of FlexNets and meters installed
- Upcoming communication schedules for Derby, Seymour, Ansonia and Woodbridge
- Updates and next steps

Authority members reported on recent Representative Policy Board committee meetings.

At 3:51 p.m., Mr. Havrda withdrew from the meeting and on motion made by Mr. Cermola, seconded by Mr. Curseaden, and unanimously carried, the Authority voted to go into executive session to discuss strategy and negotiations. Present in executive session were Authority members, Mss. Discepolo, Kowalski, Nesteriak, Reckdenwald, Slubowski and Mr. Bingaman.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 4:15 p.m., the Authority came out of executive session and on motion made by Mr. Curseaden, seconded by Mr. Cermola, and unanimously carried, the meeting adjourned.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Respectfully submitted,

Kevin Curseaden, Secretary