

**South Central Connecticut Regional Water Authority
Minutes of the July 18, 2019 Meeting**

A regular meeting of the South Central Connecticut Regional Water Authority took place on Thursday, July 18, 2019, at the office of the Authority, 90 Sargent Drive, New Haven, Connecticut. Chairman DiSalvo presided.

Present: Authority – Messrs. DiSalvo, Borowy, Cermola, Curseaden, and Ms. Sack
Management – Mss. Discepolo, Kowalski, Nesteriak, Reckdenwald and Messrs. Bingaman and Norris
RPB – Ms. Mowat Young
Staff – Mrs. Slubowski

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

Mr. Bingaman, RWA’s President & Chief Executive Officer, reviewed the safety moment distributed to members.

At 12:31 p.m., on motion made by Mr. Cermola, seconded by Mr. Borowy, and unanimously carried, the Authority voted to recess the regular meeting to allow the Authority to meet as the Pension and Benefit Committee.

Borowy	Aye
Cermola	Aye
Curseaden	Absent
DiSalvo	Aye
Sack	Aye

At 12:37 p.m., Mr. Curseaden entered the meeting.

At 1:33 p.m., the Authority reconvened.

Mr. Bingaman requested that Authority members remove Item 5, *Derby Tank Update*, from the consent agenda and move it to Item J, *Executive Session*, to discuss negotiations of which in open session would result in the disclosure of information exempt under Connecticut statute 1-210(b)(5)(A). It was the consensus of the Authority to remove Item 5 from the Consent Agenda and move it to Item J.

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 amended Consent Agenda:

1. Minutes of the June 20, 2019 meeting.
2. Capital budget authorization for August 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 \$2,900,000 for the month of August 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shall contain or be accompanied by a certificate identifying such requisition and stating that the amount to be withdrawn pursuant to such requisition is a proper charge to the Construction Fund. Such requisitions are approved notwithstanding the fact that amounts to be withdrawn for a particular project may exceed the amount indicated for such month and year in the current Capital Improvement Budget but will not cause the aggregate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 FY 2020 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. Monthly Financial Report for June 2019.
4. Accounts Receivable Update for June 2019.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Ms. Reckdenwald, RWA’s Senior Vice President of Employee Services, provided a quarterly employee engagement update, which included:

- Steelworker’s contract update
- Behavioral assessment tool for new candidates
- Leadership Development Program

Mr. Curseaden stated that he worked with management and legal counsel to revise the South Central Connecticut Regional Water Authority’s Description of Organization and Bylaws (“Bylaws”) to coincide with changes to the RWA’s Enabling Legislation. Changes made to the Bylaws consisted of cleaning up definitional terms. He moved for approval of the following resolution:

WHEREAS, Section 11(i) of Special Act 77-98 of the General Assembly of the State of Connecticut (the “Act”), as amended, gives the Authority the power to adopt and amend bylaws; and

WHEREAS, Article VIII of the Authority’s Description of Organization and Bylaws (“Bylaws”) describes the process for considering bylaw amendments;

NOW, THEREFORE BE IT RESOLVED, that the changes to the Bylaws attached hereto and made part of these minutes, are hereby adopted; and

FURTHER RESOLVED, that the Secretary be, and hereby is, authorized and directed to file the Bylaws, as amended, with the Secretary of State and the clerk of each town and city within the District as required by Section 11(i) of the Act.

Mr. Cermola seconded the motion and the resolution was adopted unanimously.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

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
- A status review of completed installations
- Six month look ahead
- Updates
- Capital Spending Analysis

Mr. Bingaman:

- Reported that Ms. Nesteriak attended The Watershed Fund (“Fund”) Golf Tournament earlier in the week and presented a donation, on behalf of the RWA, in the amount of \$7,700 in memory of Claire Bennett, a Fund Director who was the driving force in the development of the RWA in 1977.
- Acknowledged Mr. Norris, RWA’s Vice President of Asset Management, who reported on the recent destruction of the historical Door Tree in Hamden. He stated that vandals entered the RWA owned property and intentionally cut down the tree. The RWA Police are currently investigating and the RWA’s Public Affairs and Communications Manager is meeting with the media to notify the public of a monetary reward for information.

Authority members reported on recent Representative Policy Board committee meetings.

At 2:36 p.m., on motion made by Mr. Borowy, seconded by Mr. Cermola, and unanimously carried, the Authority voted to recess the regular meeting to allow the Authority to meet as the Compensation Committee.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 3:18 p.m., Ms. Mowat Young withdrew from the meeting.

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

Ms. Sack, Chair of the Pension & Benefit Committee, reported on the discussion of the Committee to approve the proposed Investment Policy Statement. Mr. Curseaden moved for approval of the following resolution:

RESOLVED, that the Authority hereby approves the proposed Investment Policy Statement (“Policy”), dated July 18, 2019 for RWA’s Salaried Employees’ Retirement Plan, Union Employees’ Retirement Plan, and the Retired Employees’ Contributory Welfare Trust (VEBA), with modifications, as discussed in the Committee meeting.

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

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Mr. Cermola reported on the Compensation Committee’s discussion of the Chief Executive Officer’s (CEO’s) FY 2019 goals and global metrics update and the Committee’s recommendations of: 1) salary increases for RWA’s CEO and its officers, effective August 1, 2019, and 2) the FY 2019 bonus payouts for RWA’s CEO and its officers. He moved for adoption of the following resolutions:

RESOLVED, that the Authority authorizes management to implement a salary increase based on the CEO’s recommendations for RWA’s CEO and its officers, effective August 1, 2019; and

RESOLVED, that the Authority approves RWA’s FY 2019 bonus payout based on the CEO’s recommendations for RWA’s CEO and its officers.

Mr. Curseaden seconded the motion, the Chair called for the vote:

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 3:55 p.m., on motion made by Mr. Curseaden, seconded by Mr. Borowy, and unanimously carried the Authority voted to go into executive session to discuss legal strategy and negotiations. Present in executive session were the Authority members, Mss. Discepolo, Kowalski, Nesteriak, Reckdenwald, Slubowski and Messrs. Bingaman and Norris.

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. Cermola, seconded by Mr. Borowy, and unanimously carried, the Authority voted to adjourn the meeting.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Respectfully submitted,

Kevin Curseaden, Secretary

Attachment:

1. Description of Organization and Bylaws, as amended.