

**SOUTH CENTRAL CONNECTICUT REGIONAL WATER AUTHORITY
WATER SYSTEM REVENUE REFUNDING BONDS, THIRTY-FIFTH SERIES**

WHEREAS, Section 22 of Special Act 77-98, as amended, of the Connecticut General Assembly (the “Act”) provides, in pertinent part, that bonds shall be authorized by a resolution of the South Central Connecticut Regional Water Authority (the “Authority”) which shall provide for the terms and conditions of the bonds, and may provide for any matter which in any way affects the security or protection on the bonds; and

WHEREAS, Section 22 of the Act further provides, in pertinent part, that the Authority has the power, without the approval of the Representative Policy Board to refund any bonds by the issuance of new bonds; and

WHEREAS, Section 9 of the Act provides that the Authority may delegate to one or more of its members, officers, agents or employees, such powers and duties as it may deem proper; and

WHEREAS, the Authority wishes to provide for the issuance, sale and delivery of the Authority’s Water System Revenue Refunding Bonds, (Federally Taxable) Thirty-fifth Series (the “Thirty-fifth Series Bonds”).

NOW THEREFORE,

BE IT RESOLVED, that the Chairperson or Vice Chairperson and the President and Chief Executive Officer or Executive Vice President and Chief Financial Officer or Vice President of Finance and Controller be authorized (i) to issue, sell and deliver the Thirty-fifth Series Bonds in an amount not to exceed \$80,000,000 and (ii) to determine the amount, date, date of maturity, interest rate, form and other details of the Thirty-fifth Series Bonds, pursuant to the Act and the Water System Revenue Bond Resolution, General Bond Resolution as amended and supplemented (the “General Bond Resolution”) or any other provisions of law thereto enabling.

BE IT FURTHER RESOLVED, that the Authority hereby approves the Thirty-fifth Series Supplemental Resolution authorizing the issuance of the Thirty-fifth Series Bonds substantially in the form attached hereto as **Exhibit A**, with such changes, omissions, insertions and revisions as the Chairperson or Vice Chairperson and President and Chief Executive Officer or Executive Vice President and Chief Financial Officer or Vice President of Finance and Controller shall deem advisable and which shall be as set forth in a Certificate of Determination attached thereto.

BE IT FURTHER RESOLVED, that the Chairperson or Vice Chairperson and President and Chief Executive Officer or Executive Vice President and Chief Financial Officer or Vice President of Finance and Controller are hereby authorized to determine which of the Authority’s prior bonds are to be redeemed (the “Refunded Bonds”) with a portion of the proceeds of the Thirty-fifth Series Bonds and to call irrevocably for redemption and to defease the Refunded Bonds all in accordance with the General Bond Resolution. The President and Chief Executive

Officer and Executive Vice President and Chief Financial Officer or Vice President of Finance and Controller or either one of them are authorized to appoint an underwriter or underwriters, an escrow agent and a verification agent and to execute and deliver any and all purchase, escrow and related agreements necessary to provide for the sale of the Thirty-fifth Series Bonds and the payment when due of the principal of, interest and the redemption premium, if any, on the Refunded Bonds.

BE IT FURTHER RESOLVED, that the Chairperson, Vice Chairperson, President and Chief Executive Officer, the Executive Vice President and Chief Financial Officer and the Vice President of Finance and Controller, or any one of them, are hereby authorized to purchase a municipal bond insurance policy to guarantee the payment of principal and interest on the Thirty-fifth Series Bonds, if the Authority's financial advisor or the underwriter for the Thirty-fifth Series Bonds deems it advisable, and execute and deliver such documents as may be necessary or desirable to issue, sell and deliver the Thirty-fifth Series Bonds, including but not limited to, the Purchase Contract, the Escrow Agreement, and the Continuing Disclosure Agreement and to take such actions or to designate other officials or employees of the Authority to take such actions and execute such documents in connection with the issuance, sale and delivery of the Thirty-fifth Series Bonds as are determined necessary or advisable and in the best interests of the Authority and that the execution of such documents shall be conclusive evidence of such determination.

EXHIBIT A

THIRTY-FIFTH SERIES SUPPLEMENTAL RESOLUTION