

**South Central Connecticut Regional Water Authority
Minutes of the September 19, 2019 Meeting**

A regular meeting of the South Central Connecticut Regional Water Authority (“RWA” or “Authority”) took place on Thursday, September 19, 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, Gonzalez, Kowalski, Nesteriak, Reckdenwald and Messrs. Bingaman and Norris
RPB – Mr. Malloy
Staff – Mrs. Slubowski

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

Mr. Bingaman, RWA’s President and Chief Executive Officer, reviewed highlights from the RWA’s Safe and Sound Week last month.

At 12:31 p.m., motion made by Ms. Sack, seconded by Mr. Curseaden, 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 1:00 p.m., the Authority reconvened and on motion made by Mr. Curseaden, seconded by Mr. Borowy, and unanimously carried, the Authority voted to recess the regular meeting to meet as the Environmental, Health & Safety Committee.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 2:10 p.m., the Authority reconvened.

On motion made by Mr. Cermola, seconded by Mr. Borowy, and unanimously carried, the following items contained in the consent agenda were approved and adopted or received, as appropriate:

1. Minutes of the August 15, 2019 meeting.
2. Capital budget authorization for October 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 \$3,700,000 for the month of October 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shall contain or be accompanied by a certificate identifying such requisition and stating that the amount to be withdrawn pursuant to such requisition is a proper charge to the Construction Fund. Such requisitions are approved notwithstanding the fact that amounts to be withdrawn for a particular project may exceed the amount indicated for such month and year in the current Capital Improvement Budget but will not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 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. Capital Budget Transfer Notifications.
4. Key Performance Indicators.
5. Accounts Receivable Update for August 2019.
6. Derby Tank Update.
7. RPB Dashboard Report.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Ms. Kowalski, RWA’s Vice President of Finance and Controller, reviewed the quarterly financial reports for the first quarter of FY 2020, ending August 31, 2019, which included:

1. Revenues, expenses, and changes in net position
2. Operating and maintenance expenses
3. FY Capital Budget report
4. Investment earnings report

Ms. Kowalski reviewed the proposed supplemental resolutions providing for the issuance, sale, and delivery of the Thirty-fifth Series bonds. Mr. Cermola moved for adoption of the following resolutions:

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.

Mr. Borowy seconded the motion. After discussion, the Chair called for the vote:

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Ms. Reckdenwald, RWA’s Senior Vice President of Employee Services, reported on a Fifth Amendment to the Authority Voluntary Investment Plan (401K). This amendment will eliminate the six months of service requirements in order to qualify for RWA’s prorated share of a global metric payout to an employee’s 401K. Mr. Curseaden moved for adoption of the following resolutions:

RESOLVED, that the Authority Voluntary Investment Plan be, and it hereby is, amended by the Fifth Amendment, effective as of June 1, 2019; and be it

FURTHER RESOLVED, that the Chairperson of the Authority is authorized, empowered and directed to execute the Fifth Amendment on behalf of the Authority, and the appropriate officers of the Authority are authorized, empowered and directed to take any and all additional action which they deem necessary or appropriate in order to implement the same.

Mr. Cermola seconded the motion. After discussion, the Chair called for the vote:

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
- Six month look ahead
- Remaining Accounts

She also provided an update of the Armory Street pipe repair in Hamden, which included:

- History of pipe
- Pipe repair details
- Notification outreach
- Next steps

Authority members reported on recent meetings of the Representative Policy Board ("RPB") committee meetings and made assignments for attendance at the fourth quarter 2019 RPB committee meetings.

At 3:15 p.m., Mr. Malloy withdrew from the meeting and Ms. Gonzalez, RWA's Director of Service, entered 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 personnel and strategy and negotiations. Present in executive session were Authority members, Mss. Discepolo, Gonzalez, Kowalski, Nesteriak, Reckdenwald, Slubowski and Messrs. Bingaman and Norris.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 3:40 p.m., Ms. Gonzalez withdrew from the meeting.

At 4:10 p.m., the Authority came out of executive session, and on motion made by Mr. Borowy, seconded by Mr. Curseaden, and unanimously carried, the Authority voted to adjourn.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Respectfully submitted,

Kevin Curseaden, Secretary

Attachments:

1. SCCRWA Fifth Amendment to Authority Voluntary Investment Plan
2. SCCRWA Resolution Approving Fifth Amendment to Authority Voluntary Investment Plan
3. SCCRWA Thirty-Fifth Series Supplemental Resolution
4. SCCRWA Resolutions Approving Water System Revenue Bonds, Thirty-Fifth Series