

**South Central Connecticut Regional Water Authority
Minutes of the April 13, 2022 Special Meeting**

A special meeting of the South Central Connecticut Regional Water Authority (“RWA” or “Authority”) took place on Thursday, April 13, 2022, via remote access. Chairman Borowy presided.

Present: Authority Members Present – Messrs. Borowy and Curseaden, and Mss. LaMarr and Sack
Management – Mss. Augur, Kowalski and Verdisco and Messrs. Bingaman, Donovan, Courchaine, and Lakshminarayanan
Murtha Cullina – Atty. McLaughlin
Staff – Mrs. Slubowski

Chair Borowy called the meeting to order at 2:30 p.m.

Ms. Verdisco, the RWA’s Chief Human Resources Officer & Vice President of Corporate Services, reviewed the Safety Moment distributed to members.

At 2:35 p.m., Mr. Courchaine entered the meeting, and on motion made by Ms. LaMarr, seconded by Mr. Curseaden, and unanimously carried, the Authority voted to go into executive session to discuss contract negotiations. Present in executive session were Authority members, Atty. McLaughlin, Mss. Kowalski, Slubowski and Verdisco, and Messrs. Bingaman, Donovan, Courchaine, and Lakshminarayanan,

Borowy	Aye
Curseaden	Aye
DiSalvo	Absent
LaMarr	Aye
Sack	Aye

At 3:09 p.m., the Authority came out of executive session.

Ms. LaMarr motioned for approval of the following resolution to authorize management to enter into an Asset Purchase Agreement, as discussed in executive session:

WHEREAS, the Board deems it to be advisable and in the best interests of the Authority to authorize RWA Well Services, LLC, a Connecticut limited liability company (the “**Acquisition Sub**”) that is an indirect wholly-owned subsidiary of the Authority to enter into that certain Asset Purchase Agreement by and between Acquisition Sub and a Connecticut limited liability company engaged in water operations, treatment, and related services as more fully discussed in executive session (“**Seller**”) substantially in the form provided to the Board on or about April 13, 2022 (the “**Asset Purchase Agreement**”), pursuant to which Acquisition Sub will purchase all or substantially all of the assets of the Seller (the “**Asset Purchase**”).

NOW THEREFORE LET IT BE:

RESOLVED, that the form, terms and provisions of the Asset Purchase Agreement, including all exhibits and schedules attached thereto, be, and hereby are, determined to be fair, advisable, and in the best interest of the Authority and Acquisition Sub; and that the Asset Purchase Agreement be, and hereby is, adopted and approved;

RESOLVED, that each of Larry L. Bingaman, the President and Chief Executive Officer of the Authority and a manager of Acquisition Sub, and Rochelle Kowalski, the Vice President of Financial Reporting and Analysis of the Authority and a manager of Acquisition Sub (each such person, an "**Authorized Officer**") be, and each of them hereby is, authorized and empowered to execute and deliver the Asset Purchase Agreement, including all exhibits and schedules attached thereto, in the name and on behalf of Acquisition Sub with such additions, deletions, or changes therein (including, without limitation, any additions, deletions, or changes to any schedules or exhibits thereto) as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions, or changes);

RESOLVED, that Acquisition Sub be, and hereby is, authorized and empowered to perform all of its obligations under the Asset Purchase Agreement, including but not limited to, the Asset Purchase;

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to execute and deliver each of the Transaction Documents, including all exhibits and schedules attached thereto, in the name and on behalf of Acquisition Sub with such additions, deletions, or changes therein (including, without limitation, any additions, deletions, or changes to any schedules or exhibits thereto) as the Authorized Officer executing the same shall approve (the execution and delivery thereof by any such Authorized Officer to be conclusive evidence of his or her approval of any such additions, deletions, or changes);

RESOLVED, that Acquisition Sub be, and hereby is, authorized and empowered to perform all of its obligations under the Transaction Documents.

GENERAL AUTHORIZATION

RESOLVED, that each of the Authorized Officers be, and each of them hereby is, authorized and empowered to take all such further action and to execute and deliver all such further agreements, certificates, instruments, and documents, in the name and on behalf of Acquisition Sub, to pay or cause to be paid all expenses; to take all such other actions as they or any one of them shall deem necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, or further the transactions contemplated by and the intent and purposes of the foregoing resolutions;

RESOLVED, that the omission from these resolutions of any agreement or other arrangement contemplated by any of the agreements or instruments described in the foregoing resolutions or any action to be taken in accordance with any requirements of any of the agreements or instruments described in the foregoing resolutions shall in no manner derogate from the authority of the Authorized Officers to take all actions necessary, desirable, advisable, or appropriate to consummate, effectuate, carry out, or further the transactions contemplated by and the intent and purposes of the foregoing resolutions.

Mr. Curseaden noted his approval of the resolution after having the opportunity to review and discuss the matter in executive session. He seconded the motion. The Chair called for the vote:

Borowy Aye
Curseaden Aye

DiSalvo	Absent
LaMarr	Aye
Sack	Aye

On motion made by Mr. Curseaden, and seconded by Ms. LaMarr, the Authority voted to approve the following resolution for the Ninth Amendment to the Authority's Voluntary Investment Plan:

RESOLVED: That the Ninth Amendment to the Authority Voluntary Investment Plan be, and it hereby is, approved and adopted, in substantially the form of the Ninth Amendment discussed in executive session; and be it

FURTHER RESOLVED: That the Chairperson of the Authority be, and he hereby is, authorized, empowered and directed to execute the Ninth Amendment to the Authority Voluntary Investment Plan on behalf of the Authority, in substantially the form of the Ninth Amendment attached hereto, with all such additional or different terms and provisions as the Chairperson shall approve as being in the best interests of the Authority, his execution and delivery thereof to be conclusive evidence of such approval, and the appropriate officers of the Authority are authorized, empowered and directed to take any and all additional actions which they deem necessary or appropriate in order to implement the same.

Ms. Sack restated that the effective date of the Ninth Amendment would reflect the date of the transaction as discussed in executive session. The Chair called for the vote:

Borowy	Aye
Curseaden	Aye
DiSalvo	Absent
LaMarr	Aye
Sack	Aye

At 3:12 p.m., on motion made by Ms. LaMarr, seconded by Mr. Curseaden, and unanimously carried, the meeting adjourned.

Borowy	Aye
Curseaden	Aye
DiSalvo	Absent
LaMarr	Aye
Sack	Aye

Respectfully submitted,

Catherine E. LaMarr, Secretary