

**South Central Connecticut Regional Water Authority  
Minutes of the December 20, 2018 Meeting**

A regular meeting of the South Central Connecticut Regional Water Authority (“RWA” or “Authority”) took place on Thursday, December 20, 2018 at the office of the Authority, 90 Sargent Drive, New Haven, Connecticut, Chairman DiSalvo presiding:

**Present:** Authority – Ms. Sack and Messrs. Borowy, Cermola, Curseaden and DiSalvo  
Management – Mss. Discepolo, Kowalski, Nesteriak, Reckdenwald, Silvia-Aramendi and Messrs. Bingaman, Norris and Triana  
Berchem Moses: R. Berchem and M. Studer  
Carmody & Torrence – C. Stohler  
Staff – Mrs. Slubowski

The Chair called the meeting to order at 12:30 p.m. He thanked Mr. Cermola for acting as Chair at last month’s Authority meeting in his absence.

Mr. DiSalvo reviewed the Safety Moment distributed to board members.

At 12:30 p.m., on motion made by Mr. Curseaden, seconded by Mr. Cermola, and unanimously carried, the Authority voted to go into executive session to discuss strategy and negotiations and real estate acquisitions. Present in executive session were Authority members, Mss. Discepolo, Kowalski, Nesteriak, Reckdenwald, Slubowski, Mr. Bingaman and Attys. Berchem, Stohler, and Studer.

At 12:55 p.m., Mss. Discepolo, Kowalski, Nesteriak, Reckdenwald and Slubowski withdrew from the meeting.

At 1:00 p.m., Mr. Bingaman and Atty. Stohler withdrew from the meeting.

At 1:30 p.m., Mss. Discepolo, Kowalski, Nesteriak, Reckdenwald, Slubowski, Mr. Bingaman and Atty. Stohler returned to the meeting.

At 1:45 p.m., Attys. Berchem, Stohler and Studer withdrew from the meeting and Messrs. Norris and Triana entered the meeting.

At 1:56 p.m., Messrs. Norris and Triana withdrew from the meeting.

At 2:37 p.m., the Authority reconvened.

As discussed in executive session, Ms. Sack moved for adoption of the following resolution:

**Resolved**, that the Vice President of Asset Management is authorized to proceed and negotiate the acquisition of 7+/- acres at 1420 West Woods Road, Hamden and 350 Brooks Road, Bethany, for the purchase of land as discussed in executive session.

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

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Mr. Curseaden moved for adoption of the following resolution:

**Resolved**, that the Vice President of Asset Management is authorized to proceed and negotiate the acquisition of 14+/- acres at 351 Forest Street rear in Hamden for the purchase of land on the terms and conditions as discussed in executive session.

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

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 2:40 p.m., Ms. Silvia-Aramendi entered the meeting.

Ms. Discepolo, RWA's Executive Vice President and Chief Financial Officer, and Ms. Kowalski, RWA's Vice President of Finance and Controller, reviewed the proposed 2019 Rate Application and planned issuance of Water System Revenue Bonds. In addition to an overview of the application, their presentation included:

- Historical Perspective
- Innovative Solutions
- Rate Making Process
- Actions to Mitigate Increase
- Issuance Test Details
- Savings

Mr. Cermola moved for adoption of the following resolutions:

**RESOLVED**, That the South Central Connecticut Regional Water Authority (the "Authority"), subject to the approval of the Representative Policy Board ("RPB") pursuant to Section 14 of Special Act 77-98, as amended, hereby establishes water rates and related charges as set forth in the issuance test rate application submitted for discussion at today's meeting (the "2019 Issuance Test Rate Application") and listed in its Section 6, "Notice of Public Hearing and Filing of Rates and Other Charges for Water and Related Services," which shall become effective upon the delivery of all or a portion of the Authority's Water System Revenue Bonds, as detailed in the resolutions found in Section 6 of the 2019 Issuance Test Rate Application and resolutions previously issued by the Authority; and

**RESOLVED**, That in light of the information contained in the 2019 Issuance Test Rate Application, the Authority hereby finds that the rates and charges adopted in the foregoing resolution will generate funds in amounts, which, together with other funds projected to be available, will suffice for and not be in excess of the amount of funds required as set forth in Section 14 of the Act; and

**BE IT FURTHER RESOLVED**, That the Authority hereby authorizes the submission of an application, substantially in the form of the 2019 Issuance Test Rate Application submitted to this meeting and filed with its records, to the RPB for its approval.

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

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Mr. Curseaden moved for adoption of the following resolutions:

**WHEREAS**, the South Central Connecticut Regional Water Authority (the “Authority”) has previously and separately authorized financing for the Great Hill Tunnel and Pipeline Restoration Project and numerous projects expected to be financed through the State of Connecticut Drinking Water Fund; and

**WHEREAS**, the Authority wants to authorize bonds to finance additional water system capital projects.

**NOW THEREFORE BE IT RESOLVED:** That the Authority hereby establishes the general terms and provisions of the Authority’s Water System Revenue Bonds which may be issued as Project Loan Obligations delivered to the State of Connecticut (the “Bonds”) which are to be issued under its Water System Revenue Bond Resolution, General Bond Resolution adopted by the Authority and approved by the Representative Policy Board on July 31, 1980, as amended (the “General Bond Resolution”).

1. The Bonds shall not exceed Eighteen Million Dollars (\$18,000,000) in aggregate principal amount.
2. The Bonds may be issued as obligations in one or more series pursuant to the General Bond Resolution and a Supplemental Resolution to be adopted by the Authority for each series of Bonds, each of which shall specify the amount of the Bonds, the purposes for which the Bonds are to be issued, the date or dates, maturities, sinking fund installments if any, interest rates, series, denominations, form, redemption prices, and such other details of the Bonds as the Authority shall determine in accordance with the limits established by the General Bond Resolution and hereby.
3. The purposes of the Bonds shall be to finance or refinance the cost of certain capital improvements to the water system of the Authority from approximately July 1, 2019 through December 31, 2020 in accordance with a certain capital improvement plan adopted by the Authority on June 21, 2018 as may be amended from time to time, to provide funds for deposit to the Capital Contingency Fund, Debt Reserve Fund, and Operating Reserve Fund, as necessary pursuant to the General Bond Resolution and as permitted by the Code and to pay costs of issuance (the “Project”).
4. The Bonds may be sold by negotiation as serial or term bonds with stated maturities and may be sold in a private placement to the State of Connecticut or a purchaser approved by the Authority.
5. The form of this resolution entitled “Resolution Approving the Proposed Issuance of Water System Revenue Bonds,” a copy of which shall be filed with the records of the Authority, shall be submitted to the Representative Policy Board for its approval in accordance with Section 22 of Special Act No. 77-98, as amended.

**BE IT FURTHER RESOLVED:** That the Authority hereby expresses its official intent pursuant to §1.150-2 of the Federal Income Tax Regulations, Title 26 (the “Regulations”), to reimburse expenditures paid sixty days prior to and any time after the date of passage of this resolution in the maximum amount authorized hereby and for the Project defined herein with the proceeds of bonds, notes, or other obligations authorized to be issued by the Authority. Such bonds, notes or other obligations shall be issued to reimburse such expenditures not later than 18 months after the later of the date of the expenditure or the substantial completion of the Project, or such later date the Regulations may authorize. The Authority hereby certifies that the intention to reimburse as expressed herein is based upon its reasonable expectations as of this date.

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

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 3:30 p.m., 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 Compensation Committee.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 3:45 p.m., the Authority reconvened. On motion made by Mr. Borowy and seconded by Ms. Sack, and unanimously carried, the Authority voted to recess the regular meeting to meet as the Environmental, Health and Safety Committee.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 4:32 p.m., the Authority reconvened.

Mr. Cermola, Chairman of the Compensation Committee, stated that the Committee recommended the approval of salary increases for the Chief Executive Officer (CEO) and the Senior Executive Team, in conformance with a total compensation study of median comparable market data done by Willis Towers Watson in February 2017. Mr. Cermola moved for approval of the following resolution:

**RESOLVED,** that effective January 1, 2019, at the Compensation Committee’s recommendation, the Authority approves a compensation increase for the Chief Executive Officer of the South Central Connecticut Regional Water Authority in conformance with a total compensation study of median comparable market data done by Willis Towers Watson.

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

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Mr. Cermola moved for approval of the following resolution:

**RESOLVED**, that effective January 1, 2019, at the Compensation Committee's recommendation, the Authority approves a compensation increase for the Senior Executive Team of the South Central Connecticut Regional Water Authority in conformance with a total compensation study of median comparable market data done by Willis Towers Watson.

Mr. Curseaden seconded the motion. The Chair called for the vote.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

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

1. Approve minutes of the November 15, 2018 meeting.
2. Approve capital budget authorization for January 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 \$3,000,000 for the month of January 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 detailed in Ms. Discepolo's memorandum dated December 12, 2018.
4. Receive Accounts Receivable Update for November 2018.
5. Receive Key Performance Indicators for the period ended November 30, 2018.
6. Receive Derby Tank Parcel Acquisition Update.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 3:53 p.m., Ms. Reckdenwald withdrew from the meeting and Ms. Silvia-Aramendi entered the meeting.

Ms. Kowalski reviewed the quarterly financial reports for the second quarter of FY 2019 ending November 30, 2018, including:

- Revenues
- Expenses
- Maintenance test
- Balance sheet
- Operating and maintenance expense details
- Capital budget report
- Investment earnings

At 4:05 p.m., Ms. Silvia-Aramendi withdrew from the meeting.

Ms. Kowalski reviewed management's request for the Seymour Wellfield project financing. Mr. Borowy moved for approval of the following resolution:

**WHEREAS**, the Seymour Wellfield Back-Up Well and Metering Project described below (the "Project") was included initially in the South Central Connecticut Regional Water Authority's (the "Authority") capital improvement plan; and

**WHEREAS**, the Authority wishes to finance the Project as well as the funding of reserve funds held under the General Bond Resolution (as defined below) and associated costs of such financing with bonds and/or financial assistance from the State of Connecticut (the "State") Drinking Water Revolving Fund Program, for the qualified portion of this project, and to approve the form of a loan agreement related thereto.

**NOW THEREFORE BE IT RESOLVED:** That the Authority hereby establishes the general terms and provisions of the Authority's Bonds which may be issued as Project Loan Obligations delivered to the State of Connecticut (the "Bonds") and which may be on a parity with or subordinate to bonds issued pursuant to the Water System Revenue Bond Resolution, General Bond Resolution adopted by the Authority and approved by the Representative Policy Board on July 31, 1980, as amended (the "General Bond Resolution").

1. The Bonds shall not exceed One Million Three Hundred Thousand Dollars (\$1,300,000) in aggregate principal amount.
2. The Bonds may be issued as obligations in one or more series pursuant to a supplemental resolution to be adopted by the Authority for each series of Bonds, each of which shall specify the amount of the Bonds, the purposes for which the Bonds are to be issued, the date or dates, maturities, sinking fund installments if any, interest rates, series, denominations, form, redemption prices, security provisions and such other details of the Bonds as the

Authority shall determine in accordance with the limits established by the applicable provisions of the General Bond Resolution and hereby.

3. The purposes of the Bonds shall be to finance or refinance the cost of permitting, placement, design and construction of a well at the Seymour Wellfield to replace one of the four failing wells at such site, the deposit to certain reserve funds held under the General Bond Resolution and the payment of costs of issuance of the Bonds (the "Seymour Wellfield Project").
4. The Bonds may be sold by negotiation as serial or term bonds with stated maturities and may be sold in a private placement to the State of Connecticut or a purchaser approved by the Authority.
5. The form of this resolution entitled "Resolution Approving the Proposed Issuance of Bonds," a copy of which shall be filed with the records of the Authority, shall be submitted to the Representative Policy Board for its approval in accordance with Section 22 of Special Act No. 77-98, as amended.

**BE IT FURTHER RESOLVED that:**

1. Temporary notes of the Authority which may be issued as Interim Funding Obligations delivered to the State of Connecticut may be issued by the Authority in the amount of \$1,300,000 in anticipation of the receipt of the proceeds from the sale of such Bonds.
2. The President / Chief Executive Officer, the Executive Vice President and Chief Financial Officer, the Vice President of Finance and Controller and any Vice President or any one of them may apply to the State Department of Public Health for eligibility and funding of the Seymour Wellfield Project and sign such application and any other documents which may be necessary or desirable to apply for eligibility of and to apply for and obtain financial assistance for the Seymour Wellfield Project from the State's Drinking Water Fund Program and that any such action taken prior hereto is hereby ratified and confirmed.

**BE IT FURTHER RESOLVED:** That for the purposes of providing to the Authority the loan and grant from the State for the Seymour Wellfield Project, the Authority hereby approves a project loan and subsidy agreement for the Seymour Wellfield Project in such form and with such changes, omissions, insertions and revisions as the President/Chief Executive Officer or Executive Vice President and Chief Financial Officer or Vice President of Finance and Controller shall deem advisable and the approval of the Authority shall conclusively be determined from any of their signatures thereon.

**BE IT FURTHER RESOLVED:** That the Authority hereby expresses its official intent pursuant to §1.150-2 of the Federal Income Tax Regulations, Title 26 (the "Regulations"), to reimburse expenditures paid sixty days prior to and any time after the date of passage of this resolution in the maximum amount authorized hereby and for the Seymour Wellfield Project defined herein with the proceeds of bonds, notes, or other obligations authorized to be issued by the Authority. Such bonds, notes or other obligations shall be issued to reimburse such expenditures not later than 18 months after the later of the date of the expenditure or the substantial completion of the Seymour Wellfield Project, or such later date the Regulations may authorize. The Authority hereby certifies that the intention to reimburse as expressed herein is based upon its reasonable expectations as of this date.

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

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Ms. Kowalski reviewed management’s request for long-term financing for the AMI project. Mr. Borowy moved for approval of the following resolution:

**WHEREAS**, on July 17, 2014, the Authority adopted and on November 20, 2014, the Representative Policy Board (the “RPB”) approved the resolutions which established the general terms and provisions of the Authority’s bonds which may be issued as project loan obligations in one or more series delivered to the State of Connecticut in the aggregate principal amount not to exceed \$28,425,000 to finance, among other things, the cost of certain capital improvements to the Authority’s water system, specifically the purchase and installation of advanced meter reading infra structure (the “AMI Project”); and

**WHEREAS**, the Authority has issued PLO No. 2018-7063 and PLO No. 2019-7071 each to finance a portion of the AMI Project; and

**WHEREAS**, the Authority wishes to provide for the issuance, sale and delivery of the Authority’s Project Loan Obligation for the third portion of the AMI Project (the “PLO”) and approve the Project Loan and Subsidy Agreement by and between the State of Connecticut and the Authority related to such portion of the AMI Project (the “AMI Loan Agreement”).

**NOW THEREFORE, BE IT RESOLVED**, that the President/Chief Executive Officer, the Executive Vice President and Chief Financial Officer, the Vice President of Finance and Controller and any Vice President or any one of them may apply to the State Department of Public Health for eligibility and funding of the AMI Project and sign such application and any other documents which may be necessary or desirable to apply for eligibility of and to apply for and obtain financial assistance for the AMI Project from the State’s Drinking Water Fund Program and that any such action taken prior hereto is hereby ratified and confirmed.

**BE IT FURTHER RESOLVED**, that the Chairperson or Vice Chairperson and President/Chief Executive Officer or Executive Vice President and Chief Financial Officer or Vice President and Controller be authorized (i) to issue, sell and deliver the PLO in an amount not to exceed \$5,000,000, and (ii) to determine the principal amount, date, date of maturity, interest rate, form and other details of the PLO, 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 Supplemental Resolution authorizing the issuance of the PLO substantially in the form attached hereto as Exhibit A, with such changes, omissions, insertions and revisions as the Chairperson or Vice Chairperson and President/Chief Executive Officer or Executive Vice President and Chief Financial Officer or Vice President and Controller shall deem advisable and which shall be as set forth in a Certificate of Determination attached thereto.

**BE IT FURTHER RESOLVED**, that for the purposes of providing to the Authority the loan and grant from the State, the Authority hereby approves the AMI Loan Agreement substantially in the form as the President/Chief Executive Officer or Executive Vice President and Chief Financial Officer or Vice President and Controller shall deem advisable and the approval of the Authority shall conclusively be determined from any of their signatures thereon.

**BE IT FURTHER RESOLVED**, that the Chairperson, Vice Chairperson, President/Chief Executive Officer, the Executive Vice President and Chief Financial Officer and Vice President and Controller, or any one of them, are hereby authorized to execute and deliver such documents as may be necessary or desirable to issue and deliver the PLO, including but not limited to, the AMI Loan 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 PLO 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.

**BE IT FURTHER RESOLVED**, that the Chairperson, Vice Chairperson, President/Chief Executive Officer, Executive Vice President and Chief Financial Officer or Vice President and Controller, or any one of them are hereby authorized to accept such grants from the State for the AMI Project as set forth in the AMI Loan Agreement and to apply the proceeds of the grant to the AMI Project.

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

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Ms. Kowalski reviewed managements request for the interim financing for the AMI project. Mr. Cermola moved for approval of the following resolution:

**WHEREAS**, the South Central Connecticut Regional Water Authority (the “Authority”) proposes to issue its Water System Revenue Bonds which may be issued as Project Loan Obligations (the “Bonds”) and delivered to the State of Connecticut (the “State”) and its bond anticipation notes in anticipation of the proceeds of the Bonds (the “Notes”) in accordance with Special Act 77-98 of the General Assembly of the State of Connecticut, as amended (the “Act”) and the Water System Revenue Bond Resolution, General Bond Resolution, adopted by the Authority and approved by the Representative Policy Board of the South Central Connecticut Regional Water District (the “RPB”) on July 31, 1980, as amended and supplemented (the “General Bond Resolution”); and

**WHEREAS**, on July 17, 2014, the Authority adopted and on November 20, 2014, the RPB approved the resolutions which established the general terms and provisions of the Authority’s Bonds in the aggregate principal amount not to exceed \$28,425,000 to finance, among other things, the cost of the purchase and installation of advanced meter reading infrastructure (the “Project”); 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**, on February 22, 2018, the Authority issued \$7,588,217.94 of Bonds in the form of a project loan obligation (PLO No. 2018-7063) delivered to the State to permanently finance a portion of the Project; and

**WHEREAS**, on August 21, 2018, the Authority issued \$3,258,240.26 of Bonds in the form of a project loan obligation (PLO No. 2019-7071) delivered to the State to permanently finance a portion of the Project; and

**WHEREAS**, the Authority plans to issue not to exceed \$5,000,000 of Bonds in the form of a project loan obligation to be delivered to the State to permanently finance a portion of the Project; and

**WHEREAS**, the Authority wishes to provide for the issuance, sale and delivery of Notes to finance a portion of the Project.

**NOW THEREFORE, BE IT RESOLVED**, that the Authority hereby approves the resolution authorizing the issuance of the Notes (the "Note Resolution") in one or more series substantially in the form attached hereto as Exhibit A, with such changes, omissions, insertions and revisions as the Chairperson or Vice Chairperson and President / 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 for the appropriate series of Notes attached thereto.

**BE IT FURTHER RESOLVED**, that the Chairperson or the Vice Chairperson and the President / Chief Executive Officer or the Executive Vice President and the Chief Financial Officer or Vice President of Finance and Controller be authorized (i) to issue, sell and deliver the Notes in an amount for each not to exceed \$8,000,000, and (ii) to determine the amount, date, date of maturity, interest rate, form and other details of each series of Notes, pursuant to the Act and the General Bond Resolution or any other provisions of law thereto enabling.

**BE IT FURTHER RESOLVED**, that the Chairperson, the Vice Chairperson, the President / 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 execute and deliver such documents as may be necessary or desirable to issue, sell, secure and deliver the Notes, including but not limited to, an Official Statement if the Notes are publicly offered, a Contract of Purchase, a Tax Regulatory Agreement and a 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, security and delivery of the Notes 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.

**BE IT FURTHER RESOLVED**, that the Chairperson, the Vice Chairperson, the President / 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 authorized to apply for and accept federal and state grants to finance the project and federal and state loans to finance the Project, and enter into any grant or loan agreement prescribed by a federal agency or by the State, and that the Chairperson, the Vice Chairperson, the President / 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 authorized to take any other actions necessary to obtain such grants or loans or to implement such grant or loan agreements. Any grant proceeds may be used to pay project costs or principal and interest on bonds, notes, or temporary notes or obligations.

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

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

The Chair stated it would be appropriate to elect Authority officers for calendar year 2019. Mr. Borowy moved for adoption of the following resolution:

**RESOLVED**, that Mr. Cermola be elected to serve as Vice Chairperson for a one-year term effective January 1, 2019 and until a successor is elected and has qualified.

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

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Mr. Cermola moved for adoption of the following resolution:

**RESOLVED**, that Mr. Curseaden be elected to serve as Secretary-Treasurer for a one-year term effective January 1, 2019 and until a successor is elected and has qualified.

Ms. Sack seconded the motion, 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
- Total number of FlexNets and meters installed
- Upcoming communication schedules for Milford and Orange
- Updates and next steps

Mr. Bingaman:

- Reported on the Annual Regional Land Trust Summit held on December 4<sup>th</sup> to discuss land preservation. Attendees included Land Trusts located in the New Haven region.
- Noted that management met with Mr. Donofrio, Office of Consumer Affairs, to review actions of RWA's responses to the OCA's FY 2019 Budget letter. The OCA discussed

future recommendations and Mr. Bingaman provided the OCA with a review of RWA's non-core strategy.

- Highlighted that he was recently inducted as an honorary member into Delta Mu Delta at Southern Connecticut State University's School of Business.

At 4:47 p.m., the Authority voted to go into executive session to discuss strategy and negotiations. Present in executive session were Authority members, Mss. Discepolo, Kowalski, Nesteriak, Slubowski and Mr. Bingaman.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

At 4:55 p.m., the Authority reconvened.

Authority members reported on recent Representative Policy Board committee meetings and assignments made for the first quarter 2019 RPB Committee meetings.

At 5:00 p.m., on motion made by Mr. Cermola, and seconded by Mr. Borowy, and unanimously carried, the meeting adjourned.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Aye
Sack	Aye

Respectfully submitted,

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Kevin Curseaden, Secretary

Attachments:

1. SCCRWA Resolution authorizing project financing for the Seymour Wellfield Project
2. SCCRWA Resolution authorizing project loan and grant subsidy for AMI (Phase III)
3. SCCRWA Resolution authorizing interim financing for AMI (Phase IV)