

**South Central Connecticut Regional Water Authority
Minutes of the March 23, 2023 Meeting**

A regular meeting of the South Central Connecticut Regional Water Authority (“RWA” or “Authority”) took place on Thursday, March 23, 2023, at 90 Sargent Drive, New Haven Connecticut and via remote access. Chairman Borowy presided.

Present: Authority Members Present – Messrs. Borowy, Curseaden, and Mss. LaMarr and Sack
Management – Mss. Kowalski and Calo, and Messrs. Bingaman, Donovan, Hill,
Lakshminarayanan, and Singh
RPB – Mr. Clifford
Claire C. Bennitt Watershed Fund – Ms. Powell
Public Member – Ms. Czarnecki
Staff – Mrs. Slubowski

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

Mrs. Calo, the RWA’s Sr. Director, Employee Relations & HR Operations, reviewed the Safety Moment distributed to members.

Chair Borowy offered the opportunity for members of the public to comment. There was one public member present, Ms. Czarnecki, who addressed the board looking for support regarding an upcoming public hearing for a firing range in Prospect near the Naugatuck Reservoir.

Ms. Powell, Director of the Claire C. Bennitt Watershed Fund, reported that the board met earlier in the month and is recommending two candidates for board member positions. She provided background for Mr. Kelahan, a former educator/administrator, and Ms. Schenkle, a current RWA employee.

After discussion, Mr. Curseaden moved for approval of the following resolution:

RESOLVED that Brian Kelahan be, and hereby is, elected as a Director of the Watershed Fund, Inc. to serve in such capacity until the annual meeting of the Member in 2025, or until such later time as his successor has been lawfully appointed and qualified or he otherwise ceases to fill such position; and

FURTHER RESOLVED, that Amanda Schenkle be, and hereby is, elected as a Director of the Watershed Fund, Inc. to serve in such capacity until the annual meeting of the Member in 2025, or until such later time as her successor has been lawfully appointed and qualified or she otherwise ceases to fill such position.

Ms. LaMarr stated her support of the recommendations. She seconded the motion, the Chair called for the vote:

Borowy	Aye
Curseaden	Aye
LaMarr	Aye
Sack	Absent

At 12:44 p.m., Ms. Powell withdrew from the meeting and on motion made by Ms. LaMarr, seconded by Mr. Curseaden, and unanimously carried, the Authority voted to recess the regular meeting to meet as the Environmental, Health & Safety Committee.

Borowy	Aye
Curseaden	Aye
LaMarr	Aye
Sack	Absent

At 1:22 p.m., the Authority reconvened.

On motion made by Ms. LaMarr, seconded by Mr. Curseaden, and unanimously carried, the Authority voted to approve, adopt, or receive, as appropriate the following items in the revised Consent Agenda, as amended:

1. Minutes of the February 23, 2023 meeting.
2. Capital Budget Authorization for April 2023.

RESOLVED, that the Vice President & Chief Financial Officer is authorized to submit to the Trustee one or more requisitions in an aggregate amount not to exceed \$7,500,000 for the month of April 2023 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 2023 for all Capital Improvement Projects to be exceeded.

3. Capital Budget Transfer Notifications (no action required) – April 2023
4. Accounts Receivable Update – February 2023
5. Key Performance Indicators
6. RPB Quarterly Dashboard Report

Borowy	Aye
Curseaden	Aye
LaMarr	Aye
Sack	Absent

At 1:24 p.m., Ms. Sack entered the meeting.

Ms. Kowalski, the RWA’s Vice President & Chief Financial Officer, reviewed the quarterly financial reports for the 3rd quarter of FY 2023, which included:

- Balance Sheet
- Revenues, expenses, and changes in net position
- Operating and maintenance expenses and key variances
- FY 2023 capital expenditures and projections

- Interest earning highlights & cash basis results

Ms. Kowalski, the RWA’s Vice President & Chief Financial Officer, reported on a Type B3 Amendment for Authority approval to transfer funds from the Customer Information System (CIS) project account to the overall budget contingency to be held in reserve for FY 2024 for the project.

Authority members discussed project timing, the reason for the proposed amendment. After discussion, Ms. Sack moved for approval of the following resolution:

RESOLVED, that the Authority approves the transfer of \$1,324,000 from the CIS capital budget account to the overall capital budget contingency account.

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

Borowy	Aye
Curseaden	Aye
LaMarr	Aye
Sack	Aye

Mr. Bingaman, the RWA’s President & Chief Executive Officer:

- Reported on a meeting earlier in the month with the Authority and RPB chairs, and the First Selectman of Branford, to discuss activities between the RWA and the town. It was a good meeting and no issues were raised.
- Stated that he is scheduled to meet with the Authority chair, RPB Woodbridge representative, and the First Selectwoman of Woodbridge, on Friday to provide an update on some items of interest. He will keep the board updated on the meeting.
- Highlighted that he contacted the president of AdvanceCT, an organization that succeeded the Connecticut Economic Resource Center. The organization recruits businesses to the State of Connecticut. He and Mr. Lakshminarayanan will be meeting with AdvanceCT staff early next week to discuss water resources as a recruiting tool in New Haven County.

Authority members reported on recent Representative Policy Board (“RPB”) committee meetings and assignments scheduled for the second quarter 2023 RPB Committee meetings.

[BREAK FROM 2:12 P.M. TO 2:25 P.M.]

At 2:25 p.m., on motion made by Ms. LaMarr, seconded by Ms. Sack, and unanimously carried, the Authority voted to recess the regular meeting to meet as the Commercial Business Committee.

Borowy	Aye
Curseaden	Aye
LaMarr	Aye
Sack	Aye

At 2:25 p.m., Mr. Clifford withdrew from the meeting.

At 3:15 p.m., the Authority reconvened.

Mr. Borowy stated that the Commercial Business Committee is recommending to the Authority approval to forward to the RPB the Asset Purchase Application (the “Application”), related confidential documents, and authorization for management to proceed with any and all actions to effectuate the transactions, for reasons discussed in the committee’s executive session. Ms. LaMarr moved for approval of the following resolutions:

1. *Resolutions to approve the recommendation of the Application to the RPB and authorization for management to proceed with any and all actions to effectuate the transactions:*

RESOLVED, that the Authority hereby accepts the Application, dated March 23, 2023 for the purchase of Assets, Building and Land of “Target One” a Confidential Plumbing Company, located in eastern Connecticut, as a completed application, substantially in the form submitted to this meeting, and authorizes filing said Application with the Representative Policy Board (“RPB”); and

FURTHER RESOLVED, if approved by the RPB, that the President & CEO of the Regional Water Authority and manager of RWA Well Services, LLC (the indirect wholly owned subsidiary of the Authority) and the Vice President & Chief Financial Officer of the Regional Water Authority and manager of RWA Well Services, LLC (each such person) be, and each of them hereby is, authorized and empowered to take any and all actions necessary to complete the Asset Purchase and Real Estate Purchase, including, upon satisfaction of all closing conditions, the execution of the Asset Purchase Agreement, the Real Estate Purchase Agreement, and all such further agreements as appropriate, to effectuate the transactions contemplated within the Application.

Mr. Curseaden stated his support of the Application for reasons discussed in the Commercial Business Committee’s executive session. He seconded the motion, the Chair called for the vote:

Borowy	Aye
Curseaden	Aye
LaMarr	Aye
Sack	Aye

2. *Approval of recommendation of the issuance of Protective Order for the Application’s confidential information:*

On motion made by Ms. Sack, seconded by Ms. LaMarr, and unanimously carried, the Authority voted to authorize management to file a motion and related materials with the RPB to request issuance of a protective order to maintain confidential the information to be contained in Appendices A through Q, “Confidential Information,” of the Application.

Borowy	Aye
Curseaden	Aye
LaMarr	Aye
Sack	Aye

South Central Connecticut Regional Water Authority
March 23, 2023

At 3:19 p.m., on motion made by Ms. Sack, seconded by Mr. Curseaden, and unanimously carried, the Authority meeting adjourned.

Respectfully submitted,

Catherine E. LaMarr, Secretary