

**South Central Connecticut Regional Water Authority
Minutes of November 6, 2017 Meeting**

An emergency special meeting of the South Central Connecticut Regional Water Authority (“RWA”) took place on Monday, November 6, 2017, at the office of the Authority, 90 Sargent Drive, New Haven, Connecticut. Vice Chair Cermola presided.

Present: Authority – Ms. Sack, Messrs. Borowy, Cermola, and Curseaden

Absent – Mr. DiSalvo

Management – Mss. Discepolo, Gavrilovic, Kowalski, Nesteriak and Messrs. Bingaman, Flynn and Norris

Staff – Mrs. Slubowski

Vice Chair Cermola called the meeting to order at 9:00 a.m. He stated that the purpose of the meeting was to consider and act on: 1) the South Central Connecticut Regional Water Authority’s Application for the Great Hill Tunnel and Pipeline Restoration Project, 2) motion for protective order, 3) project financing, 4) capital budget amendment, and 5) a bid exemption.

At 9:02 a.m., on motion made by Mr. Curseaden, seconded by Mr. Borowy, and unanimously carried, the Authority voted to go into executive session to discuss strategy. Present in executive session were the Authority members, Mss. Discepolo, Gavrilovic, Kowalski, Nesteriak, Slubowski and Messrs. Bingaman, Flynn, and Norris.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Absent
Sack	Aye

At 10:06 a.m., the Authority reconvened.

It was the consensus of the Authority that the Great Hill Tunnel and Pipeline Restoration Project is an emergency and the board supports management in its effort to expedite the work on the project. The Authority acknowledged that this Application does not fall under the normal cause of action due to the urgency of the project.

Mr. Curseaden moved for adoption of the following resolution:

RESOLVED, that the Authority hereby accepts the Application, for approval of a project for the Great Hill Tunnel and Pipeline Restoration in North Branford, Connecticut, as a completed Application, substantially in the form submitted to this meeting, and authorizes the filing of said Application with the Representative Policy Board; and

FURTHER RESOLVED, if approved by the Representative Policy Board, the President and Chief Executive Officer, the Vice President of Asset Management, the Vice President of Operations, and the Senior Advisor to the President and Director of Business Strategy, or any one of them are authorized to take any and all actions necessary to complete the project for the Great Hill Tunnel and Pipeline Restoration.

Ms. Sack seconded the motion. There being no further discussion, the Chair called for the vote:

Borowy	Aye
Cermola	Aye
Curseaden	Aye

DiSalvo	Absent
Sack	Aye

Mr. Curseaden moved for adoption of the following resolution:

WHEREAS, the Authority wishes to include certain confidential information in its Application to the Representative Policy Board, for the approval of a project for the Great Hill Tunnel and Pipeline Restoration in North Branford, Connecticut that the Authority considers “Confidential Information” and believes to be exempt from disclosure under the Freedom of Information Act.

NOW THEREFORE BE IT RESOLVED, that the Authority authorizes its Vice Chairperson and the Chief Executive Officer, to file a motion and related materials with the Representative Policy Board, to request the issuance of a protective order to maintain confidential the information to be contained in Appendices B, C, D and E, “Confidential Information,” of the Authority’s Application.

Mr. Borowy seconded the motion. There being no further discussion, the Chair called for the vote:

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Absent
Sack	Aye

Mr. Borowy moved for adoption of the following resolution:

RESOLVED: That the South Central Connecticut Regional Water Authority (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 Fifteen Million Dollars (\$15,000,000) 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 the Great Hill Tunnel and Pipeline Restoration Project 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 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 may be issued by the Authority in the amount of \$15,000,000 in anticipation of the receipt of the proceeds from the sale of such Bonds.
2. The 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 Project and sign such application and any other documents which may be necessary or desirable to apply for eligibility of the Project and financial assistance 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 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 anytime 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.

Ms. Sack seconded the motion. There being no further discussion, the Chair called for the vote:

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Absent
Sack	Aye

Mr. Borowy moved for adoption of the following resolution:

RESOLVED, that the proposed revisions to the Capital Budget for the Authority for the 2018 fiscal year presented to this meeting, including a revised plan of capital improvements for the 2018 through 2022 fiscal years, is hereby adopted and ordered to be filed, subject to the approval of the application for the Great Hill Tunnel and Pipeline Restoration Project and the associated Issuance of Bonds Resolution by the Representative Policy Board, with the records and the U.S. Bank National Association pursuant to Section 614 for the General Bond Resolution.

Ms. Sack seconded the motion. There being no further discussion, the Chair called for the vote:

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Absent
Sack	Aye

Mr. Borowy moved for adoption of the following resolution:

RESOLVED, That the Authority authorizes Management to negotiate the purchase of a contract with Xylem, without public bidding, for the emergency installation of a bypass system for the Great Hill Tunnel and Pipeline Restoration; and

FURTHER RESOLVED, that the Authority agrees that the request for exemption is in the best interest of the Regional Water Authority for the reasons set forth in Mr. Norris' *Request for Exemption from Public Bidding* dated November 2017.

Mr. Curseaden seconded the motion. There being no further discussion, the Chair called for the vote:

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Absent
Sack	Aye

At 11:10 a.m., on motion made by Mr. Curseaden, seconded by Mr. Borowy, and unanimously carried, the Authority voted to recess the meeting subject to call of the Vice Chair.

Borowy	Aye
Cermola	Aye
Curseaden	Aye
DiSalvo	Absent
Sack	Aye

Kevin Curseaden, Secretary