

Minutes to Special Meetings

STTRATFORD WATER POLLUTION CONTROL AUTHORITY

April 9, 2015

Revised Minutes. May 21, 2015

The Stratford Water Pollution Control Authority (SWPCA) conducted a special meeting on Thursday, April 9, 2014, in Town Council Chambers in Stratford Town Hall, 2527 Main Street, Stratford CT 06615 immediately following a special Town Council Meeting held before this meeting. .

Presiding: The Honorable Joseph A. Kubic, Town Council Chairman
Members in Attendance: The Honorable Peter Massey, The Honorable Stephanie Phillips, The Honorable Jason Santi, The Honorable Brian Dempsey, The Honorable Kenneth Poisson, The Honorable Gavin Forrester III, The Honorable James Connor, and the Hnorable Paul Hoydick
Members Absent: The Honorable Matthew Catalano
Others In Attendance: . The Honorable John Harkins, Mayor. Chief Administrative Officer, Steve Nocera, Mayoral Aide Chris Bandecchi, Chief of Staff Marc Dillon, Town Attorney Tim Bishop, Asst. to the Town Attorney John Florek

1) Call to Order:

SWPCA Chairman Joseph A. Kubic called the special meeting of the SPWCA ot order at 7:54 pm

2) Approval of Asset Purchase Agreement (APA) and Authorize the Mayor or Mayoral Designee to execute all documents to complete the transaction. For all of the forgoing, please refer to Resolution in the appendix after these minutes or refer to the Stratford Town Council Special Meeting Minutes on April 9, 2014 for this document)

A MOTION WAS MADE BY MR. SANTI AND SECONDED BY MR. CONNOR TO APPROVE THE ASSET PURCHASE AGREEMENT AND AUTHORIZAE THE MAYOR OR MAYORAL DESIGNESS TO EXECUTE ALL DOCUMENTS TO COMPLETE THE TRANSACTION. THE MOTION PASSES SEVEN (7) VOTES IN FAVOR TO TWO (2) IN OPPOSITION. SWPCA MEMBERS VOTING IN FAVOR: MR. MASSEY, MR. SANTI, MR. DEMPSEY, MR. POISSON, MR. FORRESTER, MR. CONNOR AND CHAIRMAN KUBIC. VOTING IN OPPOISITON, MS. PHILLIPS AND MR. HOYDICK. MR. CATALANO ABSENT.

3) Adjournment

Seeing no further business. Chairman Kubic entertained a motion to adjourn the special meeting of the SWPCA.

A MOTION WAS MADE BY MR. CONNOR AND SECONDED BY MR. FORRESTER TO ADJOURN THE SPECIAL MEETING. THE MOTION PASSED UNANIMOUSLY.

Meeting adjourned at 7:58 pm

Respectfully Submitted,

David Fuller, Recording Secretary

Appendix (next page):

**A RESOLUTION AUTHORIZING THE SALE OF ASSETS OF THE
STRATFORD WATER POLLUTION CONTROL AUTHORITY TO THE
GREATER NEW HAVEN WATER POLLUTION CONTROL
AUTHORITY**

sponsored by: Hon. Joseph Kubic – Ninth district Council Member

WHEREAS, the Stratford Water Pollution Control Authority (the “SWPCA”) owns certain assets (the “Assets”) used in connection with operating the SWPCA wastewater systems and wastewater treatment activities (collectively, the “Wastewater Activities”); and

WHEREAS, the Greater New Haven Water Pollution Control Authority (the “GNHWPCA”) is a regional water pollution control authority created pursuant to Connecticut General Statutes (“C.G.S.”) §§ 22a-500-519 by the municipalities of New Haven, East Haven, Hamden and Woodbridge, which adopted concurrent ordinances to create GNHWPCA, and such municipalities are currently all of the municipalities comprising GNHWPCA; and

WHEREAS, the Town of Stratford, Connecticut (the “Town”) desires to become a constituent municipality of GNHWPCA by adopting a Concurrent Ordinance along with the municipalities of New Haven, East Haven, Hamden and Woodbridge; and

WHEREAS, GNHWPCA desires to purchase from SWPCA, and SWPCA desires to sell to GNHWPCA (the “Transaction”), the Assets; and

WHEREAS, the Town owns certain real property and assets (collectively, the “Town Assets”) used in connection with running the Wastewater Activities, and GNHWPCA desires to purchase from the Town, and the Town desires to sell to GNHWPCA the Town Assets; and

WHEREAS, SWPCA and the Town desire to enter into that certain Asset Purchase Agreement (the “Purchase Agreement”) by and among SWPCA, the Town and GNHWPCA, in substantially the form presented to the SWPCA, effectuating the Transaction and the sale of the Town Assets and the Assets to GNHWPCA; and

WHEREAS, for reasons more fully set forth herein, the SWPCA finds and determines it to be in the best interest of SWPCA to authorize the sale of the Assets and consummate the Transaction;

NOW, THEREFORE, BE IT DULY RESOLVED BY THE SWPCA:

Section 1. SWPCA is hereby authorized to enter into and carryout the Transaction, and take all action in furtherance thereof as the Mayor of the Town of Stratford (the “Mayor”) deems necessary or desirable to effectuate the purposes thereof.

Section 2. The SWPCA has reviewed the terms and conditions of the Purchase Agreement and each of the documents contemplated thereby (collectively, the “Transaction Documents”) and finds it advisable and in the best interest of SWPCA to enter into and consummate the Transaction and enter into the Purchase Agreement and each of the Transaction Documents to which it is a party, substantially in the form presented to the SWPCA. Accordingly, the terms and provisions of the Purchase Agreement and each of the Transaction Documents, and the transactions contemplated therein (including the Transaction), be, and such terms, provisions and

transactions hereby are, in all respects approved and adopted substantially in the form presented to the SWPCA.

Section 3. The Mayor, or his designee, on behalf of SWPCA, is authorized to execute and deliver the Purchase Agreement and each Transaction Document to which SWPCA is a party, with such additions to, deletions of, and other non-substantive changes in the terms and provisions thereof as may be approved by the Mayor or such designee, acting in conjunction with counsel to the Town, such approval to be conclusively evidenced by the Mayor's or his designee's execution and delivery of the Purchase Agreement and each of the Transaction Documents in definitive form, and any other commercially necessary or appropriate agreements which are necessary, appropriate or desirable in connection with or incidental to the Transaction.

Section 4. The Mayor, or his designee, on behalf of SWPCA, is authorized to take or cause to be taken all such further action, and to execute and deliver or cause to be executed and delivered, and, if appropriate, file or record, or cause to be filed and recorded, any and all documents, as the Mayor or such designee deems necessary, desirable or appropriate to carry out and consummate the Transaction, the Purchase Agreement, the Transaction Documents, and any and all agreements and the transactions contemplated by the Purchase Agreement and each of the Transaction Documents, and otherwise to carry out and consummate the intent and purposes of the foregoing Sections and each of them.

Section 5. This Resolution shall become effective immediately upon passage.