Water System Advisory Committee
Memorandum of Agreement

In accordance with the terms of the Water Supply Definitive Agreement ("Agreement") dated January 21, 2014, between The Connecticut Water Company ("CWC") and the Town of Mansfield, the parties have agreed to establish a Water System Advisory Committee ("Advisory Committee") to provide local input and ensure communication and collaboration relating to the water system, system improvements, local planning, economic development, water and land conservation, and environmental stewardship.

The water system shall include the Capital Improvements as defined in the Agreement to extend water from Tolland to the University and Mansfield, including the Four Corners area, and the Existing Infrastructure that has been used by the University to provide water service to customers in the Town of Mansfield prior to the Company providing service for the Town The system improvements shall include equipment, modifications and all work by the CWC in connection with the CWC system to meet all CWC obligations under the Agreement.

It is agreed that the Advisory Committee shall be established and operated in accordance with the following guidelines:

A. Committee Membership and Terms

1) The CWC will convene a Water System Advisory Committee, and shall invite representatives of the Town, UConn, adjacent municipalities, regional planning agencies, and other stakeholders as follows:

   a. Mansfield - four representatives, all of whom shall be Mansfield residents:
      - One shall be from the Conservation Commission;
      - One from Economic Development Commission;
      - One member from the Planning & Zoning Commission or a representative of a Mansfield board or commission as selected by the Council; and
      - One Mansfield resident as appointed by the Town Council;

   b. The towns of Coventry, Tolland, Willington, and Windham - one representative each;

   c. The University of Connecticut - one representative;

   d. The Executive Director of the Capitol Region Council of Governments or his/her staff designee;

   e. The Director of the Eastern Highlands Health District or his/her staff designee; and

f. One representative from each of the following environmental organizations:
   - Willimantic River Alliance
   - Joshua's Trust

2) The selection of the members will be decided by each community or organization; a diverse representation of municipal, residential, business and industrial customers and various stakeholder interests is encouraged.

3) Each representative of the Advisory Committee shall serve a term of two (2) years. There is no limit on the number of terms which a representative may serve. A member's term on the Advisory Committee may be terminated if the individual's repeated lack of attendance impedes the ability of the Committtee to perform their duties.

4) Whenever a member resigns or is removed from the Advisory Committee the municipality or organization which that member represented shall select a replacement in a manner that the municipality or organization deems proper.

B. Role of the Advisory Committee

1) The Advisory Committee shall:

   a. Advise the CWC in connection with the supply of Potable Water and the operation, expansion and integration of the CWC System;

   b. Provide information regarding plans and regulations of local land use commissions, consistency of proposals with the Plan of Conservation and Development, and future water supply needs that should be considered in the CWC Water Supply Plan;

   c. Make recommendations of best management practices, including but not limited to water conservation programs, and shall work cooperatively with the CWC in the implementation thereof; and

   d. Serve in an advisory role and shall not approve or deny specific projects or otherwise limit the CWC's ability to perform their obligations under the Agreement with the Town or the University or to comply with other statutes or regulations.

2) The Advisory Committee shall be advisory-only in nature. The Advisory Committee shall conduct its work in a manner which is prudently expeditious and which neither unreasonably delays nor withholds review.

3) The Advisory Committee shall receive, review and report to the Mansfield Director of Planning on the following requests for water service in Mansfield:

a. Connections to the CWC System in Mansfield, whether a new use or change to existing use, that require a change in zoning or approval by a local land use commission; and

b. Any extension of the CWC System in Mansfield after the Completion Date

4) The Mansfield Director of Planning shall advise the CWC and the Advisory Committee chair of a request for water service that requires review by the Advisory Committee with information on when such application will be heard before the applicable local land use commission and the statutory deadlines for action by the commission. The Advisory Committee shall meet and provide any recommendations regarding such requests in a way that neither unreasonably delays nor withholds review.

   No local land use commission will be required to delay action on an application that would conflict with statutory deadlines for action because the Advisory Committee has not provided their recommendation. If the Advisory Committee has not commented with sufficient time for the commission to act in accordance with their statutory deadlines, then the Advisory Committee shall be deemed to have waived the opportunity to comment on that application.

5) The CWC shall advise the Advisory Committee in advance of filing of any application for a general rate increase with PURA that would impact the customers in Mansfield or other Advisory Committee member towns.

C. Meetings

1) For two years beginning no later than July 1, 2014, as the Capital Improvements, as defined in the Agreement are designed and constructed, the Advisory Committee will meet at least quarterly. Thereafter, the Committee shall meet as needed to provide for the timely review of applications under consideration by Mansfield land use commissions but no less frequently than semi-annually. By majority vote, the Advisory Committee may schedule additional meetings.

2) The time and location of the meetings shall be determined by the Advisory Committee, with notice of all meetings of the Advisory Committee provided on the CWC's website with copies provided to the Mansfield Town Clerk.

3) Meetings shall be open to the public and there shall be an opportunity for public comment provided at each meeting.

4) All meeting materials shall be publicly available except materials deemed to be security sensitive pursuant to *Connecticut General Statutes* Section 1-200(6)(c). The CWC reserves the right to restrict public access to any discussions or materials that would otherwise be protected as security sensitive.

5) The Advisory Committee shall adopt and may amend such rules of procedure for the conduct of its affairs as it deems appropriate to fulfill its duties. The Advisory Committee shall elect a chair and vice chair, with the chair being one of the

representatives designated by Mansfield. The procedure for establishing a quorum and conduct of meetings shall be consistent with Roberts Rules of Order.

6) A majority of the members of the Advisory Committee constitutes a quorum for taking any action. The vote of the majority of the members present at a meeting at which a quorum is present constitutes an act of the Advisory Committee.

7) An affirmative act of the Advisory Committee shall be recorded and shall be required in order to approve any matter that is before it. The absence of a quorum or a failure of the Advisory Committee to vote for a recommendation on a matter shall not preclude or delay action by the CWC, or any local board or commission.

IN WITNESS of the foregoing, the Parties have executed this Memorandum of Agreement by their duly authorized officers as of the date first set forth above.

TOWN OF MANSFIELD, CONNECTICUT

By:_____
Name: Matthew W. Hart
Title: Town Manager

CONNECTICUT WATER COMPANY

By:_____
Name: Eric W. Thornburg
Title: President & CEO