

THE SOUTHWOOD CORPORATION  
BOARD OF DIRECTORS  
MINUTES OF OCTOBER 27, 2023 MEETING

A regular meeting of the Board of Directors of The Southwood Corporation (the “Company”) was held on Friday, October 27, 2023, at 8:35 a.m., at the Company’s offices at 25 Walnut Street, Nashua, New Hampshire.

Written materials relating to items listed in the Agenda were provided to the Board members for their review prior to the meeting.

The following Directors were present for the start of the meeting, constituting a quorum:

C. George Bower, Chairman  
David P. Bernier (via Microsoft Teams)  
Aymarie R. Corriveau  
Elizabeth A. Dunn  
H. Scott Flegal  
Stephen D. Genest  
Ralph Jenkins  
Thomas J. Leonard III  
Jay N. Lustig  
John D. McGrath  
Deborah B. Novotny (via Microsoft Teams)  
Sarah Pillsbury

D. Bernier and D. Novotny stated the reasons they could not attend the meeting in person, that they were alone, and could hear the proceedings.

Attending all or a portion of the meeting from the Company were:

Larry D. Goodhue, Chief Executive Officer  
Donald L. Ware, Chief Operating Officer  
Mary V. DeRoche, Human Resources Director  
George Torres, Chief Financial Officer and Treasurer  
Carol Ann Howe, Assistant Treasurer and Corporate Secretary  
Steven Greenwood, IT Director  
Tara King, Revenue and Customer Operations Director  
John Boisvert, Chief Engineer  
Christopher J. Countie, Director, Water Supply and Community Systems  
Alan D. Brown, Manager, Distribution  
Lori Douglas, Corporate Controller  
Jay Kerrigan, Manager Regulatory Affairs, Internal Control and Business Services  
Hannah Marshall, Engineer

Other Attendees:

Brian Law, Director Candidate  
Patricia Klee, Member, Nashua Board of Aldermen

C. Howe recorded the minutes of the meeting.

The Chairman called the meeting to order.

Approval of Minutes

There being no comments on the draft minutes of the May 25, 2023 Board meeting, on motion duly made S. Genest and seconded by E. Dunn, all of the Directors then voting, it was unanimously

Resolved: that the minutes of the May 25, 2023 meeting of the Board of Directors are hereby approved.

Corporate Matters – Resignation and Appointments of Officers

L. Goodhue indicated a new Officer position was being added to The Southwood Corporation in order to satisfy the requirements of the By-Laws of the Corporation which indicates “The Secretary of the Corporation shall be a resident of the State of New Hampshire”. Therefore, the Board considered the addition of an Officer role of Secretary to the Corporation.

On motion duly made by S. Genest and seconded by E. Dunn, all of the Directors then voting, it was unanimously

Resolved: that the following individual, being a resident of the State of New Hampshire, is hereby elected Secretary of The Southwood Corporation, as set forth below, to serve in accordance with the By-Laws of the Corporation and at the discretion of the Board of Directors:

<u>Name</u>	<u>Title</u>
George Torres	Secretary

And, in such role, the Secretary shall also serve as the registered agent of the Corporation as a resident in the State of New Hampshire, and may, from time to time at his discretion, delegate certain responsibilities and duties of the office, as deemed necessary in the ordinary course of business, to the Corporate Secretary or Assistant Secretary of the Corporation, as such role may be deemed to be necessary, created and filled by the Board of Directors.

Further

Resolved: that Carol Ann Howe shall resign her elected Officer position as Corporate Secretary of The Southwood Corporation, as the role was designated and constituted upon her election to that role on May 6, 2023. And, effective with this resolution, Carol Ann Howe shall be appointed to the role of Corporate Secretary of the corporation, as deemed necessary by the Board of Directors, and to serve in that role as duties and responsibilities are delegated to her by the Secretary of the corporation, from time to time at his discretion.

There being no further business to come before the Board, the Chairman adjourned the meeting at 8:36 a.m.

*Carol Ann Howe*

Carol Ann Howe, CPA  
Assistant Treasurer &  
Corporate Secretary