

THE SOUTHWOOD CORPORATION

BOARD OF DIRECTORS

MINUTES OF JANUARY 24, 2025 MEETING

A regular meeting of the Board of Directors of The Southwood Corporation (the “Company”) was held on Friday, January 25, 2025 at 8:02 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  
Amymarie R. Corriveau (via Microsoft Teams initially and later joined in person)  
Elizabeth A. Dunn  
H. Scott Flegal  
Ronald J. Houle  
Ralph Jenkins  
Jay N. Lustig  
John D. McGrath  
Deborah B. Novotny  
Sarah Pillsbury

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

John J. Boisvert, Chief Executive Officer and Chief Engineer  
Donald L. Ware, Chief Operating Officer (via Microsoft Teams)  
George Torres, Chief Financial Officer and Treasurer  
Christopher J. Countie, Director of Operations  
Sarah E. Rossetti, Human Resources Director  
Steve M. Greenwood, IT Director  
Erin Holmes, Director of Engineering and Environmental Services  
Alan D. Brown, Manager, Distribution  
Carol Ann Howe, Assistant Treasurer and Corporate Secretary  
Lori Douglas, Corporate Controller

C. Howe recorded the minutes of the meeting.

The Chairman called the meeting to order.

Resolution for Southwood Dissolution

G. Torres explained that he was requesting the Board approve a Resolution for the dissolution of Southwood Corporation. He described some of the steps that were involved before we had been able to close Southwood. First we had to close out the HECOP partnership which entailed a filing with the State and filing a final tax return. We are now asking for a Resolution that will be needed to close the Company as that had not been previously requested. Board members asked a few questions related to Company which were addressed by G. Torres and L. Douglas.

There being no further comments, on motion duly made by D. Novotny and seconded by R. Jenkins, all of the Directors then voting it was unanimously

Resolved: That The Southwood Corporation shall be dissolved effective as of the date of January 24<sup>th</sup>, 2025.

Resolved: That George Torres, as Chief Financial Officer of The Southwood Corporation, be empowered to execute any and all documents necessary in his opinion or in the opinion of counsel to effectuate the dissolution of The Southwood Corporation, including making all filings, the taking of such actions, the execution and delivery of such documents, and the making of such filings to be sufficient and conclusive evidence that the same are within the authority conferred by these votes.

There being no further business to come before the Board, the Chairman adjourned the meeting at 8:08 a.m.

*Carol Ann Howe*

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Carol Ann Howe, CPA  
Assistant Treasurer & Corporate Secretary