

AUBURN WATER SYSTEM, INC.

RESOLUTION NUMBER 012/2020

**A RESOLUTION AMENDING THE BY-LAWS OF AUBURN WATER SYSTEM,
INC. RELATIVE TO ELECTIONS OF DIRECTORS TO THE BOARD OF
DIRECTORS AND, REMOVING THE REQUIREMENT FOR AN ANNUAL
MEMBERSHIP MEETING AND EXTENDING THE TERMS OF CERTAIN
DIRECTORSHIP SEATS SO AS TO IMPLEMENT THE CHANGES TO THE
ELECTIONS PROCESS**

WHEREAS, the Board of Directors of the Auburn Water System, Inc. ("AWS") recognizes that turnout to both the annual meeting and the annual election of directors has fallen, and

WHEREAS, the Board of Directors desires to use the resources of AWS as effectively as possible and recognizes that elections are expensive and require substantial staff time, and

WHEREAS, the Board of Directors desires to maintain the control of the members over AWS as a not-for-profit water utility while operating effectively and efficiently, now therefore

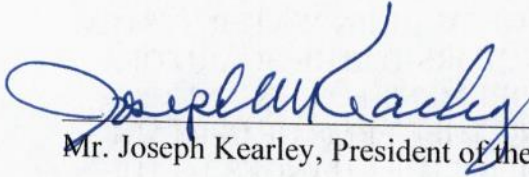
BE IT RESOLVED by the Board of Directors of Auburn Water, System, Inc. as follows:

The By-laws of Auburn Water System are hereby amended as shown in the attached strike-through and underline edited version of said By-laws which are attached hereto and incorporated herein by reference.

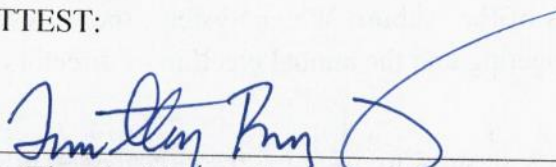
BE IT FURTHER RESOLVED that the terms of the Directors seats that would otherwise expire in 2020 are hereby extended to 2021 so as to properly implement the By-Laws changes incorporated herein.

APPROVED AND ACCEPTED this 21 day of January, 2020

AUBURN WATER SYSTEM, INC.


Mr. Joseph Kearley, President of the Board

ATTEST:


Mr. Timothy Bryant, Corporate Secretary

CORPORATE SEAL:

