

RESOLUTION No. _____

**A RESOLUTION APPROVING THE SALE OF
THE TOWN OF OCEAN VIEW'S
WATER DISTRIBUTION SYSTEM TO
TIDEWATER UTILITIES, INC.**

WHEREAS, the Town of Ocean View (the "Town") established a water distribution system which became operational in 2008 to facilitate the provision of public water to residents of the Town with private wells; and

WHEREAS, the Town's water distribution system is utilized to supply water to approximately nine hundred seventy-one (971) properties within the Town; and

WHEREAS, since the water distribution system became operational, Tidewater Utilities, Inc. ("TUI") has supplied the water to residents connected to the Town's water distribution system and has provided operation and maintenance services of the Town's water distribution system pursuant to a Water Service Agreement between the Town and TUI; and

WHEREAS, TUI provides water service to other residents of the Town through a water system owned by TUI; and

WHEREAS, the Town and TUI entered into that certain Asset Purchase Agreement ("APA") dated June 3, 2024, for the sale of the Town's central water supply distribution system (i.e. the water distribution system) to TUI, subject to the approval of the APA by the Town's Council (the "Council"); and

WHEREAS, the Town Manager made a presentation concerning the sale of the Town's water distribution system at the regular Town Council meeting held on June 11, 2024; and

WHEREAS, the Town Council held a public workshop on June 25, 2024, to share information regarding the pending sale of the Town's water distribution system to TUI; and

WHEREAS, Town Council has reviewed and considered the terms and provisions of the APA;

NOW THEREFORE, BE IT RESOLVED that the Council hereby approves the sale of the Town's water distribution system and the form, terms and provisions of the APA and the transactions and actions contemplated thereby.

BE IT FURTHER RESOLVED, that Carol Houck, in her capacity as Town Manager (the "Authorized Person"), be and hereby is authorized and directed, in the name of and on behalf of the Town, to make all such arrangements and to do and perform any and all acts as may be appropriate or necessary to implement fully the terms of the APA and each of the transactions contemplated thereby, including without limitation, to execute and deliver any and all papers, agreements, documents, instruments, or certificates as may be appropriate or necessary, and to incur and pay all such fees and expenses as may be appropriate and necessary, and that the making of any such arrangements, the performance of any such acts, the execution, filing and delivery, as applicable, by such Authorized Person of any such papers, agreements, documents, instruments and certificates and the payment of all such fees and expenses shall, in each case, conclusively establish the authority of such Authorized Person with respect thereto.

BE IT FURTHER RESOLVED that the actions of the Authorized Person and Council taken in accordance with this resolution and the APA and transactions contemplated by the foregoing resolutions are hereby ratified and approved in all respects as acts and deeds of the Town.

TOWN OF OCEAN VIEW

By: _____
John Reddington, Mayor

Adopted: _____, 2024

By: _____
Stephen Cobb, Council Member

By: _____
Colleen Twardzik, Council Member

By: _____
Jay Tyminski, Council Member

By: _____
Don Walsh, Council Member and
Mayor Pro Tempore

I, Donna Schwartz, Town Clerk of the Town of Ocean View, hereby certify that the foregoing is a true and correct copy of a Resolution adopted by the Town Council of the Town of Ocean View at its meeting held on July _____, 2024, at which a quorum was present and voting throughout and that the same is still in full force and effect.

Donna Schwartz
Town Clerk
Town of Ocean View