

**SPECIAL MEETING OF THE WOODRIDGE LAKE SEWER
DISTRICT SEWER AUTHORITY AND THE BOARD OF DIRECTORS OF THE
WOODRIDGE LAKE SEWER DISTRICT
SATURDAY, APRIL 30, 2016, 11:00AM, AT THE GOSHEN CENTER SCHOOL
CAFETERIA, 42 NORTH STREET, GOSHEN, CT**

CALL TO ORDER: Raymond A. Turri, Chairman of the Woodridge Lake Sewer District Sewer Authority and President of the Board of Directors of the Woodridge Lake Sewer District called the meeting to order at 11:01 A.M.

ATTENDANCE: Sewer Authority members and Board members Raymond Turri, James Mersfelder, Alfred Shull and Richard Reis were in attendance. Also attending were Tax Collector/Secretary Laurie Mosley and Bruce Chudwick from Shipman & Goodwin, Bond Counsel to the District.

Chairman and President Raymond Turri opened the meeting by asking if there was any need for discussion on the Annual Meeting. The informational presentation was so positively accepted, they received a standing ovation. All agreed there was no need for discussion.

Acting for the Woodridge Lake Sewer District Sewer Authority, a motion was made by Alfred L. Shull, seconded by Richard Reis, to approve the following resolution:

**RESOLUTION TO RECOMMEND THE REGIONAL SEWER EXTENSION PROJECT
AND FINANCING THEREOF**

RESOLVED, that the Sewer Authority of the Woodridge Lake Sewer District (the "District") recommends to the District Board of Directors that the District appropriate and authorize the issuance of bonds, notes, temporary notes or other obligations in an amount not to exceed \$15,500,000 for the construction of improvements to and extensions of the District's wastewater treatment system to connect with and use the City of Torrington's wastewater treatment facility, identified as Regional Alternative 1 (the "Project") in the Regional Sewer Extension Project, Phases 1 and 2, Environmental Report prepared by Woodard & Curran, Inc., issued on December 26, 2015 and updated on February 10, 2016 (the "Report").

No discussion, **SO VOTED UNANIMOUSLY.**

Acting for the Woodridge Lake Sewer District Board of Directors, a motion was made by Alfred L. Shull, seconded by Richard Reis, to approve the following resolution:

**RESOLUTION TO APPROVE THE REGIONAL SEWER EXTENSION PROJECT AND
FINANCING THEREOF, AND TO CALL A SPECIAL DISTRICT MEETING FOR FINAL
APPROVAL**

WHEREAS, the Board of Directors of the Woodridge Lake Sewer District (the "District") has determined, subject to the approval of the Special District Meeting, that the District appropriate and authorize the issuance of bonds, notes, temporary notes or other obligations in an amount not to exceed \$15,500,000 for the construction of improvements to and extensions of the District's wastewater treatment system to connect with and use the City of Torrington's wastewater treatment facility, identified as Regional Alternative 1

(the "Project") in the Regional Sewer Extension Project, Phases 1 and 2, Environmental Report prepared by Woodard & Curran, Inc., issued on December 26, 2015 and updated on February 10, 2016 (the "Report").

BE IT RESOLVED, that the attached detailed appropriation and bonding resolution for the Project (the "Resolution") is hereby approved and shall be submitted to a Special District Meeting to be held on Saturday, May 28, 2016 in accordance with the attached Notice of Special District Meeting, which is also hereby approved.

**WOODRIDGE LAKE SEWER DISTRICT
SPECIAL DISTRICT MEETING**

**RESOLUTION TO APPROPRIATE \$15,500,000 FOR THE CONSTRUCTION OF
IMPROVEMENTS TO AND EXTENSIONS OF THE DISTRICT'S WASTEWATER
TREATMENT SYSTEM TO CONNECT WITH AND USE THE CITY OF TORRINGTON'S
WASTEWATER TREATMENT FACILITY, AND TO AUTHORIZE THE ISSUE OF
BONDS, NOTES OR OTHER OBLIGATIONS IN AN AMOUNT NOT TO EXCEED
\$15,500,000 TO FINANCE THE APPROPRIATION**

BE IT RESOLVED:

SECTION 1. That The Woodridge Lake Sewer District (the "District") appropriate \$15,500,000 for the construction of improvements to and extensions of the District's wastewater treatment system to connect with and use the City of Torrington's wastewater treatment facility, identified as Regional Alternative 1 (the "Project") in the Regional Sewer Extension Project, Phases 1 and 2, Environmental Report prepared by Woodard & Curran, Inc., issued on December 26, 2015 and updated on February 10, 2016 (the "Report"). The appropriation may be expended for site improvements, costs related to the acquisition of land or rights therein, design, engineering and construction costs, equipment, materials, professional fees, and for administrative, legal and financing costs and other costs related to the Project. The appropriation shall include any federal, state or other grants-in-aid or other funds received for the Project. The District Board of Directors may reduce or modify the scope of the Project, and the entire appropriation may be expended on the Project as so reduced or modified.

SECTION 2. That the District finance the appropriation by issuing its bonds, notes or other obligations in an amount not to exceed \$15,500,000, or so much thereof as may be necessary after deducting any federal, state or other grants-in-aid or other funds received for the Project. The bonds, notes or other obligations shall be general obligations of the District secured by the irrevocable pledge of the full faith and credit of the District. The bonds, notes or other obligations shall be issued pursuant to the Connecticut General Statutes, as amended. The bonds, notes or other obligations may be sold as a single issue or consolidated with any other authorized issues of bonds or notes of the District. The bonds, notes or other obligations may be in the form of project loan obligations issued to the State of Connecticut under the State's Clean Water Fund Program or loans issued to the United States Department of Agriculture, Rural Development, and Rural Utilities Service. The Treasurer shall keep a record of the bonds, notes or other obligations. The bonds, notes or other obligations shall be signed in the name and on behalf of the District by the District President and Treasurer, shall bear the

District seal or a facsimile thereof and shall each recite that every requirement of law relating to its issue has been fully complied with and that such bond, note or other obligation is within every debt and other limit prescribed by law. The terms, details and particulars of such bonds, notes or other obligations shall be determined by the District Board of Directors and Treasurer. Said bonds, notes or other obligations shall be sold by the District Board of Directors and Treasurer, in their discretion, at public sale or by negotiation, or to the State under the Clean Water Fund Program or to the United States Department of Agriculture, Rural Development, and Rural Utilities Service.

SECTION 3. That the District President and Treasurer are authorized to issue temporary notes in anticipation of the receipt of the proceeds of said bonds, notes or other obligations, including issuing and renewing temporary notes in the form of interim funding obligations issued to the State of Connecticut under the State's Clean Water Fund Program, in anticipation of the receipt of the proceeds of said bonds, notes, other obligations or project loan obligations. The temporary notes shall be general obligations of the District secured by the irrevocable pledge of the full faith and credit of the District. The temporary notes shall be issued in accordance with the Connecticut General Statutes, as amended. The temporary notes shall be signed in the name and on behalf of the District by the District President and Treasurer, shall bear the District seal or a facsimile thereof and shall each recite that every requirement of law relating to its issue has been fully complied with and that such note is within every debt and other limit prescribed by law. The net interest cost on such notes, including renewals thereof, and the expense of preparing, issuing, and marketing such notes, to the extent paid from the proceeds from the issuance of bonds, notes, other obligations or project loan obligations, shall be included as a cost of the appropriation.

SECTION 4. That the District hereby declares its official intent under Treasury Regulation Section 1.150-2 of the Internal Revenue Code of 1986, as amended, that the Project costs may be paid from temporary advances of available funds and that the District reasonably expects to reimburse any such advances from the proceeds of borrowings in an aggregate principal amount not in excess of the amount of borrowing authorized for the Project; that the District President and Treasurer are authorized to bind the District pursuant to such representations and agreements as they deem necessary or advisable in order to ensure and maintain the continued exemption from federal income taxation of interest on the bonds, notes, other obligations or temporary notes authorized by this resolution, if issued on a tax-exempt basis, including covenants to pay rebates of investment earnings to the United States in future years; and that the District President and Treasurer are authorized to make representations and agreements for the benefit of the holders of the bonds, notes, other obligations or temporary notes to provide secondary market disclosure information and to execute and deliver on behalf of the District an agreement to provide such information with such terms and conditions as they, with the advice of bond counsel, deem necessary and appropriate, including bonds, notes, other obligations or temporary notes issued by the State under the State's Clean Water Fund Program or by the United States Department of Agriculture, Rural Development, Rural Utilities Service.

SECTION 5. That the bonds, notes, other obligations or temporary notes, or any portion thereof, may bear interest which is includable in the gross income of holders thereof for federal income tax purposes pursuant to the Internal Revenue Code of 1986, as amended, as the issuance of such taxable bonds, notes, other obligations or temporary notes is hereby determined to be in the public interest.

SECTION 6. That the District President, or his or her designee, is authorized to contract with engineers, contractors and others on behalf of the District and to approve construction expenditures for the Project. The District Board of Directors is authorized to enter into, and revise from time to time, agreements with the City of Torrington for the connection with and use of the City's wastewater treatment facility.

SECTION 7. That the District President, or his or her designee, is authorized to apply for and accept or reject any federal, state or other grants-in-aid or other funds for the Project, to execute and deliver to the State a project loan and project grant agreement under the Clean Water Fund Program, to execute and deliver to the United States Department of Agriculture, Rural Development, Rural Utilities Service any and all documents for grants and loans for the Project; and the District Board of Directors, Treasurer and other District officials and employees are authorized to take all actions necessary and proper to obtain such grants and loans, to implement such project loan and project grant agreement, to complete the Project and to issue the bonds, notes, other obligations or temporary notes to finance the appropriation.

Following is the Notice:

**THE WOODRIDGE LAKE SEWER DISTRICT
P.O. BOX 258
GOSHEN, CONNECTICUT 06756**

NOTICE OF SPECIAL DISTRICT MEETING

NOTICE IS HEREBY GIVEN OF A SPECIAL DISTRICT MEETING OF THE WOODRIDGE LAKE SEWER DISTRICT TO BE HELD ON MAY 28, 2016, AT 9:30 A.M. AT CAMP COCH, 291 BEACH STREET, GOSHEN, CONNECTICUT FOR THE FOLLOWING PURPOSE:

1. To discuss and vote on a Resolution:
 - (a) To appropriate \$15,500,000 for the construction of improvements to and extensions of the District's wastewater treatment system to connect with and use the City of Torrington's wastewater treatment facility, identified as Regional Alternative 1 (the "Project") in the Regional Sewer Extension Project, Phases 1 and 2, Environmental Report prepared by Woodard & Curran, Inc., issued on December 26, 2015 and updated on February 10, 2016 (the "Report");
 - (b) To finance the appropriation by issuing its bonds, notes or other obligations in an amount not to exceed \$15,500,000, or so much thereof as may be necessary after deducting any federal, state or other grants-in-aid or other funds received for the Project. The bonds, notes or other obligations shall be general obligations of the District secured by the irrevocable pledge of the full faith and credit of the District;

(c) To authorize the District Board of Directors and Treasurer to determine the terms, conditions, and other details of the bonds, notes or other obligations, and to authorize the District President and Treasurer to make such determinations for temporary notes;

(d) To take actions under applicable Internal Revenue Service Regulations and State statutes to allow the District to issue the bonds, notes, other obligations or temporary notes on a tax-exempt or taxable basis; and

(e) To authorize the District President to enter into contracts for the Project, approve construction expenditures and apply for grants and loans for the Project, to authorize the District Board of Directors to enter into, and revise from time to time, agreements with the City of Torrington for connection with and use of the City's wastewater treatment facility, and to authorize the District Board of Directors, Treasurer and other District officials and employees to take all other actions necessary to complete the Project and issue the bonds, notes, other obligations or temporary notes to finance the appropriations.

Copies of the full text of the Resolution and the Report are on file and available for inspection at the Office of the District Clerk and on the District's website at wlsd-goshen.org in the Community Meetings section.

Dated at Goshen, Connecticut this 30th day of April, 2016.

WOODRIDGE LAKE SEWER DISTRICT

/s/ Raymond A. Turri, President

/s/ Alfred L. Shull, Clerk

No discussion, **SO VOTED UNANIMOUSLY.**

Bruce Chudwick discussed the legal aspects of the resolutions. He also counseled the Board on the legal voting rights as stated in the statutes for the State of Connecticut. (These are attached with these minutes).

Other business- James Mersfelder commented that the Board left out an agenda item at the last meeting and needed to be addressed. **A motion was made** by Alfred L. Shull, seconded by Raymond Turri to approve and ratify James Mersfelder's signature on the execution of the engineering agreement between Woodard & Currans and the Woodridge Lake Sewer District, dated April 2, 2016 and on the USDA Loan and Grant documents dated April 1, 2016. Both documents are subject to the voter approval on May 28, 2016. No discussion, **SO VOTED.**

Jim also discussed the 2016/2017 budget. With little time to go over the budget and then get information out to taxpayers, Jim suggested the Board move up the date of the regularly scheduled Board meeting. **A motion was made** by James Mersfelder, seconded by Raymond Turri to reschedule the Board meeting scheduled for May 16th to May 9th at 4:00PM at the WLSD trailer located at the treatment plant 113 Brush Hill Road, Goshen. No discussion, **SO VOTED.** Laurie Mosley would get a new agenda posted.

Raymond Turri noted he received a letter from Burt Welte, lot 320, at the Annual meeting and wanted to officially accept the letter. **A Motion was made** by Alfred L. Shull, seconded by Richard Reis for the Board to officially accept the letter. **SO VOTED.**

There was no other business to come before the Board meeting, Raymond Turri asked for a motion to adjourn. The motion to adjourn was made by Al Shull, seconded by Richard Reis. **SO VOTED**, and the meeting adjourned at 11:30 A.M.

Respectfully submitted,

Al Shull, Clerk

Laurie Mosley, recording Clerk

WOODRIDGE LAKE SEWER DISTRICT SEWER AUTHORITY
WOODRIDGE LAKE SEWER DISTRICT BOARD OF DIRECTORS