

**MINUTES OF THE SPECIAL MEETING OF THE WOODRIDGE LAKE SEWER DISTRICT
SATURDAY, MAY 28, 2016, 9:30 A.M.
AT CAMP COCHIPIANEE, 291 BEACH STREET, GOSHEN, CT**

CALL TO ORDER: Raymond A. Turri, President of the Board of Directors of the Woodridge Lake Sewer District called the meeting to order at 10:02 A.M.

President Raymond Turri apologized for the late start. There were so many people attending the meeting, it took extra time to check everyone in properly.

ATTENDANCE: There were one hundred ninety five Woodridge Lake Sewer District attendees present. The list of those present is on file with the minutes of this meeting.

Board members serving at this meeting were Raymond Turri, James Mersfelder, James Hiltz, Alfred Shull, Richard Reis and Alternate's Joan Lang and John Kelley. Also attending were Tax Collector/Secretary Laurie Mosley, Bruce Chudwick from Shipman and Goodwin, Counselor at Law.

Before taking action on the items on the agenda Raymond Turri took the time to update the district since the April 30, 2016 informational meeting. There were six items that still needed to be approved so that we could go forward with our final bidding documents. The most important item, the first item, was the Facility Project report. This report was a six year effort by many. In order to move forward in implementing a long term plan to resolve the DEEP issues, we needed the approval of DEEP, (second item). DEEP received this completed plan on May 9th. On May 17th, the District received a letter from the Director of DEEP approving the project. Ray noted this was in record time. This approval could not have happened without the effort of many. Ray wanted to note the key people involved including Jim Mersfelder, Jim Hiltz, Joan Lang, Bob Goldfeld, Ken Green, Richard Reis, and Al Shull. Also set up six years ago was a Planning Committee which is headed by Ken Green. Its members include: Chip Roraback. Jim Mersfelder, Ray Turri and Charles Ekstrom, Plant Superintendent. Also included are our engineers, Dave Prickett and Jay Sheehan as well as our lawyers John Wertam and Bruce Chudwick. All went to countless meetings on the issue over the years.

The third item needed was short term financing. Richard Reis and Jim Mersfelder have been hard at work looking for competitive construction financing. They have gone to several local banks and one in Colorado. The Colorado bank, CoBank, follows approved USDA loan customers and has proposed the lowest rate. If executed today, the loan would be a short term construction loan of 12.6 million dollars at an interest rate of 1.65%.

The fourth item needed dealt with a property owner near the treatment plant. Nancy Wadhams owns land in which the WLSD needed to go through to hook to Torrington. The district needed an easement/approval to run piping underground on her property. Ray Turri and Nancy went over maps, walked her property, discussed and studied the project together. Nancy's response to the project was if this project was good for the Town of Goshen and the WLSD community, she was all for it. Ray had our attorney Charles Roraback write up the official papers for the easement and on Friday they were signed. Nancy agreed on the official payment, one dollar!

The fifth item, our engineering company has finished preparing the maps and plans needed to go to the Town of Goshen and the City of Torrington for approval through the Inland Wetlands Commissions. Those should not be a problem. We still need Connecticut DOT approval, but we have a preliminary verbal approval there.

The last item is we need approval of the taxpayers. That is why the special meeting has been called.

CALL TO ORDER: President Raymond Turri officially made a call to the meeting at 10:15AM. A MOTION WAS MADE BY Godwin Noele, seconded by Ken Duhy, to waive the reading of the Notice of the Meeting and the full resolution. The President called for a vote by voice, for those in favor of the motion and those against. There was no voice against the motion, **THE MOTION CARRIED** .

The following is the Resolution:

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.

District President Raymond Turri requested a motion to vote on the Bond Resolution by paper ballot. **A MOTION WAS MADE** by Charles Roraback, seconded by Alfred Shull to Vote on the Bond Resolution by paper ballot. The President called for a voice vote, for those in favor of the motion and those against. There was no voice votes against the motion, **THE MOTION CARRIED.**

District President Raymond Turri requested a motion to Approve the Bond Resolution. **A MOTION WAS MADE** by Charles Roraback, seconded by Alfred Shull to Vote to Approve the Bond Resolution.

Discussion of the motion. Bruce Chudwick, from Shipman & Goodwin in Hartford, discussed the voting procedure and the Resolution. Bruce explained what the district was to resolve in each section. A question and comment session occurred. Jim Mersfelder answered several questions regarding the project and several items discussed at the April 30th informational meeting.

The President called for a ballot count. Clerk Alfred Shull appointed Barry Donaldson and Scott Donahue to be the tellers of the ballots. The two would tally all the ballot votes.

District President Raymond Turri requested a motion to take a recess while the tellers counted the votes. **A MOTION WAS MADE** by Richard Reis, seconded by James Reiman to take a recess at 10:20AM. The President called for a voice vote, for those in favor of the motion and those against. There was no voice votes against the motion, **THE MOTION CARRIED.**

The Annual Budget meeting was then held during the recess. The meeting was reopened at 10:40AM.

President Raymond Turri asked Clerk Alfred Shull to read the results of the vote:

There was 194 votes to approve the motion, 1 against the motion, **THE MOTION CARRIED.**

There was no other business to come before the meeting. **A MOTION TO ADJOURN WAS MADE** by Jim Hiltz seconded by Richard Reis and the meeting adjourned at 10:50 A.M.

Respectfully submitted,

WOODRIDGE LAKE SEWER DISTRICT

Alfred L. Shull, Clerk

Laurie Mosley, Recording Clerk