

**Resolution #143-17-15
of the Board of Councilmen and
the Water Pollution Control Authority
City of Torrington, Connecticut**

CERTIFICATION:

I, Joseph L. Quartiero, City Clerk, do hereby certify that the following is a true and correct copy of a resolution adopted by the Board of Councilmen and by the Water Pollution Control Authority at a duly called and held meeting on September 5, 2017, at which a quorum was present and acting throughout, and that the resolution has not been modified rescinded, or revoked and is at present in full force and effect:

RESOLUTION OF THE BOARD OF COUNCILMEN AND OF THE WATER POLLUTION CONTROL AUTHORITY ("WPCA") RATIFYING THE WPCA'S APPROPRIATION OF \$20,260,000 FOR THE PLANNING, DESIGN, CONSTRUCTION AND RECONSTRUCTION OF THE WATER POLLUTION CONTROL FACILITY AND WASTEWATER INFRASTRUCTURE PROJECT, AND AUTHORIZING THE ISSUANCE OF NOT EXCEEDING \$20,260,000 OF REVENUE BONDS, NOTES AND OBLIGATIONS OF THE CITY IN THE SAME AMOUNT TO FINANCE THE APPROPRIATION AND PENDING THE ISSUANCE THEREOF, THE MAKING OF TEMPORARY BORROWINGS FOR SUCH PURPOSE

BE IT RESOLVED,

Section 1. That the City of Torrington (the "City") ratifies the appropriation of \$20,260,000 by the Water Pollution Control Authority (the "WPCA") for the planning, design, construction, reconstruction of, and improvements to, the Water Pollution Control Facility and wastewater infrastructure, including but not limited to, the replacement of preliminary treatment processes and equipment, primary treatment tank repair and construction of new primary tanks and associated equipment, aeration tank modifications and associated equipment replacement, new final clarifiers and associated equipment, new nitrogen and phosphorus treatment processes and associated equipment, new emergency generators and associated electrical systems, electrical distribution systems, HVAC systems and all related appurtenances, and rehabilitation of the sanitary pumping stations, all as more particularly described in the Facility Plan for the City of Torrington Water Pollution Control Facility, dated October 2012, as it may be amended from time to time, said appropriation to be inclusive of permit fees, survey and study costs, architect, engineering and other consultant fees, legal fees, administrative fees, net temporary interest and other financing costs, and other expenses related to the project and its financing (the "Project"), and said appropriation to be inclusive of any and all State and federal grants-in-aid thereof. The WPCA is authorized to 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 City issue its bonds, notes or obligations in an amount not to exceed \$20,260,000 to finance the appropriation for the Project. The amount of bonds,

notes or obligations authorized to be issued shall be reduced by the amount of grants received for the Project to the extent that such grants are not separately appropriated to pay additional costs of the Project. The bonds, notes or obligations shall be issued pursuant to Sections 7-259, 7-263a, and 7-369 of the General Statutes of Connecticut, Revision of 1958, as amended (the "Statutes"), and, as applicable, any other enabling acts including without limitation Sections 22a-475 to 22a-483 of the Statutes. The bonds, notes or obligations shall be special limited obligations of the City secured as to both principal and interest solely by a pledge of and lien upon all or any portion of the revenues of the WPCA (the "WPCA Revenues"), and shall not be secured by a pledge of the full faith and credit of the City. The bonds, notes or obligations may be issued in one or more series. The Treasurer shall keep a record of the bonds, notes or obligations. The Mayor and the Treasurer of the City shall sign the bonds, notes or obligations by their manual or facsimile signatures. The bonds, notes or obligations shall bear the seal of the City or a facsimile of the seal. The law firm of Updike, Kelly & Spellacy, P.C. is designated as bond counsel to approve the legality of the bonds, notes or obligations. The Mayor and the Treasurer are authorized to determine the amount, date, interest rates, maturities, form and other details of the bonds, notes or obligations; to designate a bank or trust company to be certifying bank, registrar, transfer agent and paying agent for the bonds, notes or obligations; to sell the bonds, notes or obligations at public or private sale; to deliver the bonds, notes or obligations; and to perform all other acts which are necessary or appropriate to issue the bonds, notes or obligations.

Section 3. That the City issue and renew its temporary notes or interim funding obligations from time to time in anticipation of the receipt of the proceeds from the sale of the bonds, notes or obligations or the receipt of grants for the Project. The amount of the temporary notes or interim funding obligations outstanding at any time shall not exceed \$20,260,000. The temporary notes or interim funding obligations shall be issued pursuant to Sections 7-264, 7-264a, 7-378 of the Statutes, and, as applicable, any other enabling acts including without limitation Sections 22a-475 to 22a-483 of the Statutes. The temporary notes or interim funding obligations shall be special, limited obligations of the City secured as to both principal and interest solely by a pledge of and lien upon all or any portion of the WPCA Revenues, and shall not be secured by a pledge of the full faith and credit of the City. The City shall comply with the provisions of Sections 7-378a and 22a-479(c) of the Statutes with respect to any such interim funding obligations. The Mayor and the Treasurer are authorized to determine the amounts, dates, interest rates, maturities, form, and other details of the temporary notes; to sell the notes at public or private sale; to execute and deliver the notes; and to perform all other acts which are necessary or appropriate to issue the temporary notes.

Section 4. That the City hereby declares its official intent under Federal Income Tax Regulation Section 1.150-2 that costs of the Project may be paid from temporary advances of available funds of the WPCA and that the City reasonably expects to reimburse any such advances (except to the extent reimbursed from grant moneys) from the proceeds of borrowings in an aggregate principal amount not in excess of the amount of borrowing authorized above for the Project. The Mayor and the Treasurer are authorized to amend such declaration of official intent as they deem necessary or advisable and to bind the City

pursuant to such representations and covenants as they deem necessary or advisable in order to maintain the continued exemption from federal income taxation of interest on the bonds, notes or obligations authorized by this resolution if issued on a tax-exempt basis, including covenants to pay to the United States in future years rebates of investment earnings derived from the investment of the proceeds of such obligations.

Section 5. That the Mayor and the Treasurer are authorized, upon a determination that such action is in the public interest, to issue any bonds, notes, obligations, temporary notes or interim funding obligations authorized by this resolution in such form and manner that the interest on such bonds, notes, temporary notes, or other obligations may be includable under the Internal Revenue Code of 1986, or any subsequent corresponding Internal Revenue Code of the United States, as from time to time amended, in the gross income of the holder or holders of such obligations.

Section 6. That the Mayor and the Treasurer are authorized to make representations and enter into written agreements for the benefit of holders of the bonds, notes, obligations, temporary notes or interim funding obligations to provide secondary market disclosure information, which agreements may include such terms as they deem advisable or appropriate in order to comply with applicable laws or rules pertaining to the sale or purchase of such bonds, notes, obligations, temporary notes or interim funding obligations.

Section 7. That the Mayor, the Treasurer, or any other proper officer or official of the City, are each authorized to apply for and accept grants and/or loans from the State of Connecticut or any other entity to finance the Project, and to enter into any grant or loan agreement prescribed by the State of Connecticut or any other grantor or lender, and that the Mayor and the Treasurer are authorized to take any other actions necessary to obtain grants or loans pursuant to Sections 22a-475 et seq. of the Statutes, or to any other present or future legislation, or to implement such grant or loan agreements. Any grant proceeds may be used to pay project costs or principal and interest on bonds, notes, obligations, temporary notes or interim funding obligations.

Section 8. That the Mayor, the Board of Councilmen, the WPCA, the Treasurer, and other proper officers and officials of the City are each authorized to take any other action which is necessary or desirable to complete the Project and to issue bonds, notes or obligations or obtain grants to finance the aforesaid appropriation.

IN WITNESS WHEREOF:

The undersigned has executed this certificate this ____ day of _____, 2017.

Joseph L. Quartiero, CMC
City Clerk