

**MINUTES OF THE  
SPECIAL JOINT MEETING OF THE  
WINDHAM TOWN COUNCIL & THE  
WILLIMANTIC SERVICE DISTRICT**



**WINDHAM TOWN HALL MEETING ROOM**

**Tuesday, February 25, 2014 - 7:00 P.M**

**1. Call to Order**

Joe Underwood, President of the Town Council, called the meeting to order at 7:02 P.M.

Town Council members present: Joseph Underwood, Charles Krich, Mark Doyle, Lorraine McDevitt, Michael Lessard, James Flores, Christel Donahue, Tony Fantoli and Charlotte Patros

Mayor Ernest S. Eldridge and Tom DeVivo were excused.

Town Manager Neal Beets was also in attendance.

**2. Pledge of Allegiance**

Underwood led all in the Pledge of Allegiance.

**3. Citizens and Delegations: Public Comment**

None

**4. Town Council Comment**

None

**5. Town Council discusses and possibly approves a Resolution authorizing the Town to issue refunding/refinancing bonds in the maximum amount of \$3,000,000 to refund/refinance certain of the Town's outstanding bonds at a lower interest rate, and authorizing the appropriation of the proceeds of such refunding/refinancing bonds.**

Doyle MOVED, Fantoli seconded, to waive the reading of Resolution #2625. All were in favor. MOTION PASSED UNANIMOUSLY.

McDevitt MOVED, Doyle seconded, to adopt Resolution #2625. All were in favor.

**RE: AUTHORIZATION TO ISSUE REFUNDING BONDS IN THE MAXIMUM AMOUNT OF \$3,000,000 TO REFUND CERTAIN OF THE TOWN'S OUTSTANDING BONDS AND AUTHORIZING THE APPROPRIATION OF THE PROCEEDS OF SUCH REFUNDING BONDS.**

RESOLVED, that the Town Council of the Town of Windham (the "Town") hereby approves the following Resolution:

(i) that the Town is hereby authorized to issue its refunding bonds, in an amount not to exceed THREE MILLION DOLLARS (\$3,000,000) (the "Refunding Bonds"), to fund the appropriation authorized by section (ii) of this resolution. The Refunding Bonds shall be issued pursuant to Section 7-370c of the Connecticut General Statutes, as amended, and any other enabling acts. The Refunding Bonds shall be general obligations of the Town secured by the irrevocable pledge of the full faith and credit of the Town; and

(ii) that the Town appropriate the proceeds of the Refunding Bonds to fund the redemption and the payment, in whole or in part, as determined by the Town Manager and the Treasurer of the Town, of the outstanding principal, accrued interest and any call premium on all or any portion of any issue of the Town's General Obligation Bonds including, but not limited to, the Town's General Obligation Bonds issued in 2006 (the "Prior Bonds"), together with the costs of issuance including but not limited to, any applicable consultants' fees, legal fees, trustee's and escrow agent fees, investment fees, verification fees, credit enhancement fees, underwriters' fees, bond insurance premiums, net temporary interest and other financing or transactional costs, and other expenses related to the payment or redemption of such bonds for the purposes of refunding them; and

(iii) that the Town Manager and the Treasurer shall sign the Refunding Bonds by either manual or facsimile signatures and that the law firm of Pullman & Comley, LLC is designated as bond counsel to approve the legality of the Refunding Bonds; and

(iv) that the Town Manager and the Treasurer are authorized to determine which of the Prior Bonds are to be redeemed and the amount, date, interest rates and interest mode maturities, redemption provisions, form and other details of the Refunding Bonds; to designate one or more banks or trust companies to be certifying bank, registrar, transfer agent and paying agent for the Refunding Bonds and escrow agent with respect to the refunding escrow or escrows to be funded with proceeds of the Refunding Bonds; to provide for the keeping of a record of the Refunding Bonds; to sell the Refunding Bonds at public or private sale; to deliver the Refunding Bonds; and to perform all other acts which are necessary or appropriate to issue the Refunding Bonds; and

(v) that the Town Manager and the Treasurer are authorized to call irrevocably for redemption such of the maturities of the Prior Bonds, as they shall determine to refund from the proceeds of the Refunding Bonds and other moneys as they may determine to make available for this purpose and to defease such Prior Bonds by executing and delivering an escrow agreement in such form and upon such terms as they shall approve, such approval to be conclusively evidenced by their execution thereof; and

(vi) that the Town Manager and the Treasurer are authorized to bind the Town 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 Refunding Bonds

authorized by this resolution, including covenants to pay rebates of investment earnings to the United States in future years; and

(vii) that the Town Manager and the Treasurer, or either of them, are authorized to make representations and enter into written agreements for the benefit of holders of the Refunding Bonds to provide secondary market disclosure information, which agreements may include such terms as he deems advisable or appropriate in order to comply with applicable laws or rules pertaining to the sale or purchase of such Refunding Bonds; and

(viii) that the Town Manager, the Treasurer and the Director of Finance, or any one of them, are authorized to take all other action which is necessary or desirable to enable the Town to effectuate the refunding of all or a portion of the Prior Bonds and to issue Refunding Bonds authorized hereby for such purposes, including, but not limited to, the entrance into agreements on behalf of the Town with underwriters, trustees, escrow agents, bond insurers, and others to facilitate the issuance of the Refunding Bonds, the escrow of the proceeds thereof and investment earnings thereon and the payment of the Prior Bonds in whole or in part; and

(ix) that the Town Manager and the Treasurer, or either of them, are hereby authorized if they determine it is in the Town's best interest, to acquire, on behalf of the Town, bond insurance or other forms of credit enhancement guaranteeing the Refunding Bonds on such terms as the Town Manager or the Treasurer, as the case may be, determines to be appropriate, such terms to include, but not be limited to, those relating to fees, premiums and other costs and expenses incurred in connection with such credit enhancement, the terms of payment of such expenses and costs and such other undertakings as the issuer of the credit enhancement shall require; and the Town Manager or the Treasurer, as the case may be, are authorized, on the Town's behalf, to grant security to the issuer of the credit enhancement to secure the Town's obligations arising under the credit enhancement, including the establishment of a reserve from the proceeds of the Refunding Bonds; and

(x) that the Town Manager and the Treasurer are hereby authorized in connection with the issuance of the Refunding Bonds to execute and deliver on behalf of the Town such reimbursement agreements, remarketing agreements, standby bond purchase agreements, interest rate swap agreements, and any other appropriate agreements the Town Manager and the Treasurer deem necessary, appropriate or desirable and the Town Manager and the Treasurer are hereby authorized on behalf of the Town to secure the payment of such agreements with the full faith and credit of the Town, if they deem it necessary, appropriate or desirable.

#### **MOTION PASSED UNANIMOUSLY**

**6. Presentation from the Town Manager regarding the operating and capital budgets for the Town of Windham and the Willimantic Service District.**

Town Manager Neal Beets gave a power point presentation of the operating and capital budgets for the Town of Windham and the Willimantic Service District for fiscal year 2014/2015. He also briefly explained his recommendations.

**7. Town Council and WSD information requests, questions, discussion, and possible action about the operating and capital budgets for the Town of Windham and the Willimantic Service District.**

McDevitt questioned the approach the Town is planning to take regarding the proposed Economic Development Director position.

Flores questioned the reason for having two Finance Directors if the Town is proposing the consolidation of the Finance Departments. He asked that the Town Manager respond to his question at the next meeting.

**8. Future Agenda Items**

None

**9. Citizens and Delegations: Public Comment**

None

**10. Adjournment**

Doyle MOVED, McDevitt seconded, to adjourn the Special Joint meeting of the Windham Town Council and Willimantic Service District at 8:20 P.M. All were in favor. MOTION PASSED UNANIMOUSLY.

**Submitted By:**

Barbara J. McKinney

Clerk of the Town Council