



NORWICH BOARD OF PUBLIC UTILITIES' COMMISSIONERS
SPECIAL MEETING
March 31, 2015

The Special Meeting of the Norwich Board of Public Utilities' Commissioners was held on Tuesday, March 31, 2015 in the 2nd Floor Board Room of Norwich Public Utilities (NPU) located at 16 South Golden Street, Norwich.

Item 1. The Meeting was called to order at 6:10 p.m. by Chairman James Sullivan.

Present: Chairman James Sullivan, Vice Chairman Diana Boisclair, Secretary Larry Goldman, Commissioner Robert Groner and Commissioner Grace Jones. Also in attendance were General Manager John Bilda, Assistant General Manager Chris LaRose, and NPU Staff Steve Sinko, Kerri Kemp, Jeff Brining, Mike LaLima, Dave Poore, Mark Decker, Laura Huren, Chris Riley, Eric McDermott and Michele Addabbo.

Chairman Sullivan welcomed Senator Cathy Osten to the meeting.

Item 2. Fifteen-Minute Public Comment Period. None.

Item 3. Minutes of the Special February Meeting, held on Tuesday, February 24, 2015. Secretary Goldman, seconded by Commissioner Groner moved to approve the Minutes of the Special February Meeting held on Tuesday, February 24, 2015, as written. Unanimously approved.

Item 4. Action Items. Organization of the Board of Public Utilities' Commissioners. Commissioner Jones, seconded by Commissioner Groner moved to appoint the slate of officers as follows: Unanimously approved.

James Sullivan, Chairman
Diana Boisclair, Vice Chairman
Larry Goldman, Secretary
Robert Groner, Commissioner
Grace S. Jones, Commissioner

• RESOLUTION APPROVING THE CONSOLIDATION AND EXPANSION OF FUNDING TO \$5.5 MILLION FOR AND IMPROVEMENTS TO DEEP RIVER RESERVOIR INTO ONE RESOLUTION HEREIN, REPEALING THE TWO PRIOR RESOLUTIONS FOR DEEP RIVER RESERVOIR AS CONSOLIDATED HEREIN, AND AUTHORIZING THE CITY AND DEPARTMENT OF PUBLIC UTILITIES TO ENTER INTO GRANT AND LOAN AGREEMENTS AND A JOINT RESOLUTION WITH THE STATE OF CONNECTICUT WITH RESPECT TO SUCH DEEP RIVER IMPROVEMENTS. Chris LaRose spoke to the Board regarding the above resolution. Secretary Goldman, seconded by Commissioner Jones moved to approve the following resolution:

RESOLUTION APPROVING THE CONSOLIDATION AND EXPANSION OF FUNDING TO \$5.5 MILLION FOR AND IMPROVEMENTS TO DEEP RIVER RESERVOIR INTO ONE RESOLUTION HEREIN, REPEALING THE TWO PRIOR RESOLUTIONS FOR DEEP RIVER RESERVOIR AS CONSOLIDATED HEREIN, AND AUTHORIZING THE CITY AND DEPARTMENT OF PUBLIC UTILITIES TO ENTER INTO GRANT AND LOAN AGREEMENTS AND A JOINT RESOLUTION WITH THE STATE OF CONNECTICUT WITH RESPECT TO SUCH DEEP RIVER IMPROVEMENTS

Resolved, the Board of Public Utility Commissioners (the "Board") having considered the following approvals and agreements in connection with certain water system improvements:

1. AN ORDINANCE APPROPRIATING \$5,500,000 FOR IMPROVEMENT TO THE DEEP RIVER RESERVOIR, AUTHORIZING THE ISSUANCE OF \$5,500,000 REVENUE BONDS OF THE CITY SECURED SOLELY BY WATER REVENUE TO MEET SAID APPROPRIATION, AUTHORIZING THE CITY AND DEPARTMENT OF PUBLIC UTILITIES TO ENTER INTO GRANT AND LOAN AGREEMENTS AND A JOINT RESOLUTION WITH THE STATE OF CONNECTICUT WITH RESPECT THERETO, AND REPEALING PRIOR ORDINANCES Nos. 1700 and 1701 FINANCING DEEP RIVER RESERVOIR IMPROVEMENTS AND CONSOLIDATING AND EXPANDING THOSE IMPROVEMENTS WITHIN ONE ORDINANCE HEREIN (the "Ordinance" attached hereto)

2. Joint Resolution of the City of Norwich, Connecticut and the Board of Public Utility Commissioners of the City of Norwich, Water System General Revenue Bond Resolution approved by the City Council on August 7, 2000 and the Board on July 17, 2000, as amended, (the "General Resolution")

3. Ordinances Nos. 1700 and 1701 and Resolutions adopted by the Board of Public Utilities Commissioners on May 15, 2014 and September 20, 2010; Drinking Water State Revolving Fund Project Loan and Subsidy Agreements 2011-7005 and 2011-7006, and 2014-7036 (the "Prior Agreements"), Project Loan Obligations issued April 30, 2014 (\$160,284.87, Water System Revenue Bond 2014 Series C; and \$147,989.25, Water System Revenue Bond 2014 Series B) (the "Prior PLOs"); Interim Funding Obligation issued November 28, 2014, maturing May 31, 2016, in the principal amount of \$4,051,578.84 (the "Outstanding IFO"),

all of which are in connection with the planning, acquisition, construction and financing of improvements to the Deep River Reservoir, including, transmission lines and tanks, pumps and drives as more fully set forth in the Ordinance (the "Project"),

hereby authorizes, approves and ratifies: 1) the Ordinance and recommends its adoption to the City Council, and the General Resolution which it approves and ratifies, 2) the Project, 3) ratifies and confirms the Prior Agreements, the Prior PLOs, and the Outstanding IFO, and the continued validity thereof under the authority of the Ordinance, and entering into Project Loan and Subsidy Agreements with respect to the Project including the amendment of the Prior Agreements as applicable. The General Manager is authorized on behalf of the Board to enter into a loan agreement with such additions, revisions and deletions as in his judgment are in the best interest of the Board, including a schedule to fund a debt service reserve fund, and to revise the General Resolution, including the addition of information, completion of schedules, or such other changes as may facilitate the project and its financing, provided, the full faith and credit of the City shall not be pledged to secure the bonds authorized to finance the Project. The Board specifically authorizes and approves the Project, the issuance of up to \$5,500,000 of water system revenue bonds (inclusive of the Prior PLOs and the Outstanding IFO), the pledge established by the General Resolution, the delegation to the General Manager of authority and responsibility, the terms and conditions of issuing debt, all as set forth therein, and covenants to establish the rates necessary to pay the bonds and to comply with the provisions and requirements therein. The Board recommends that the City Council take all action necessary to approve the Project and its financing, including approval of the Ordinance.

AN ORDINANCE APPROPRIATING \$5,500,000 FOR IMPROVEMENT TO THE DEEP RIVER RESERVOIR, AUTHORIZING THE ISSUANCE OF \$5,500,000 REVENUE BONDS OF THE CITY SECURED SOLELY BY WATER REVENUE TO MEET SAID APPROPRIATION, AUTHORIZING THE CITY AND DEPARTMENT OF PUBLIC UTILITIES TO ENTER INTO GRANT AND LOAN AGREEMENTS AND A JOINT RESOLUTION WITH THE STATE OF CONNECTICUT WITH RESPECT THERETO, AND REPEALING PRIOR ORDINANCES Nos. 1700 and 1701 FINANCING DEEP RIVER RESERVOIR IMPROVEMENTS AND CONSOLIDATING AND EXPANDING THOSE IMPROVEMENTS WITHIN ONE ORDINANCE HEREIN

BE IT ORDAINED BY THE COUNCIL OF THE CITY OF NORWICH:

Section 1. The sum of \$5,500,000 is appropriated for the planning, acquisition and construction of the improvements to the Deep River Reservoir and water delivery structures associated therewith (the "Project"). The Project shall include but not be limited to rehabilitation, repair or replacement of all or any portions of the existing transmission main, and pump, drive and tank storage systems, site work, easements, land acquisition, under drain system, flow control meters and valves, rapid mix tank, piping, meters, water delivery infrastructure, environmental remediation, related and appurtenant improvements, or so much thereof, or such additional improvements as may be accomplished within said appropriation provided herein, and including administration, advertising, printing, legal, and financing costs (hereafter the "Project") as shall be determined by the Norwich Department of Public Utilities (the "Department"). Said appropriation shall be inclusive of state and federal grants in aid thereof. The Department is authorized to enter into contracts, expend the appropriation and implement the Project herein authorized.

Section 2. The estimated useful life of the Project is thirty years. The total estimated cost of the Project is \$5,500,000. \$805,016.06 of the total Project cost is estimated to be grant funded, and \$4,694,983.94 financed by or through the State of Connecticut pursuant to its Clean Water Fund Program (as hereinafter defined), through a subsidized interest loan. The Project is a general benefit to the City of Norwich and its general governmental purposes.

Section 3. To meet said appropriation:

(i) bonds of the City or so much thereof as shall be necessary for such purpose, shall be issued, maturing not later than the thirtieth (or such longer term as may be authorized) year after their date. Said bonds may be issued in one or more series as determined by the City Manager, the Comptroller – acting on behalf of the City herein - and General Manager City of Norwich Department of Public Utilities – acting on behalf of the Department and the Board of Public Utilities Commissioners (hereafter the "Board") herein - (the "Issuer Officials") and the amount of bonds of each series to be issued shall be fixed by the Issuer Officials in the amount necessary to meet the Issuer's share of the cost of the Project determined after considering the estimated amount of the State and Federal grants-in-aid of the Project, or the actual amount thereof if this be ascertainable, and the anticipated times of the receipt of the proceeds thereof, provided that the total amount of bonds to be issued shall not be less than an amount which will provide funds sufficient with other funds available for such purpose to pay the principal of and the interest on all temporary borrowings in anticipation of the receipt of the proceeds of said bonds outstanding at the time of the issuance thereof, and to pay for the administrative, printing and legal costs of issuing the bonds. The bonds shall be in the denomination of \$1,000 or a whole multiple thereof, or, be combined with other bonds of the Issuer and such combined issue shall be in the denomination per aggregate maturity of \$1,000 or a whole multiple thereof, be issued in bearer form or in fully registered form, be executed in the name and on behalf of the City by the facsimile or manual signatures of the Issuer Officials bear the City seal or a facsimile thereof, be certified by a bank or trust company designated by the Issuer Officials, which bank or trust company may be designated the registrar and transfer agent, be payable at a bank or trust company designated by the Issuer Officials and be approved as to their legality by Bond Counsel. They shall bear such rate or rates of interest as shall be determined by the Issuer Officials. The issuance of such bonds in one or more series, the aggregate principal amount of bonds to be issued, the annual installments of principal, redemption provisions, if any, the date, time of issue and sale and other terms, details and particulars of such bonds shall be determined by the Issuer Officials, in accordance with the Joint Resolution. In the case of Parity Indebtedness as defined in the Joint Resolution between the City of Norwich and the Board (as hereinafter defined as the "Joint Resolution"), the Issuer Officials, shall also determine the revenues and property to be pledged for payment of such Parity Indebtedness; or

(ii) temporary notes of the City may be issued in one or more series pursuant to Section 7-244a of the General Statutes of Connecticut, as amended. The amount of such notes to be issued, if any, shall be determined by the Issuer Officials, and they are hereby authorized to determine the date, maturity, interest rate, form and other details and particulars of such notes, and to sell, execute and deliver the same; or

(iii) Intentionally left blank; or

(iv) interim funding obligations and project loan obligations or any other obligations of the City (hereinafter "Clean Water Fund Obligations") evidencing an obligation to repay any portion of the costs of the Project determined by the State of Connecticut Department of Environmental Protection, Public Health or other department as applicable to be eligible for funding under Section 22a-475 et seq. of the Connecticut General Statutes, as the same may be amended from time to time (the "Clean Water Fund Program"). The General Manager City of Norwich Department of Public Utilities is authorized in the name and on behalf of the City and the Board to apply for and accept any and all Federal and State loans and/or grants-in-aid of the Project and is further authorized to expend said funds in accordance with the terms hereof and in connection therewith to contract in the name of the Department with engineers, contractors and others. The City may issue Clean Water Fund Obligations in one or more series and in such denominations as the Issuer Officials shall determine, provided that the total of all such Clean Water Fund Obligations, bonds and notes issued and appropriation expended pursuant to this ordinance shall not exceed \$5,500,000. The Issuer Officials are hereby authorized to determine the amount, date, maturity, interest rate, form and other details and particulars of such interim funding obligations and project loan obligations, subject to the provisions of the Clean Water Fund Program, and to execute and deliver the same. Clean Water Fund Obligations shall be secured solely from a pledge of water system revenues; or

(v.) promissory notes, bonds or other obligations made payable to the United States of America to meet any portion of the costs of the Project determined by the federal government, including acting through the Rural Utility Service of the United States Department of Agriculture ("USDA") or other federal program or agency, to be eligible for loan and/or grant monies; or

(vi.) any combination of bonds, temporary notes, notes, or obligations as set forth in the preceding subsections may be issued, provided that the total, aggregate principal amount thereof outstanding, and including the amount of grant funding obtained pursuant to a Project Grant and Project Loan Agreement, at any time shall not exceed \$5,500,000.

Section 4.

(i) Bonds, temporary notes, or water assessment notes, Clean Water Fund Obligations and federal obligations all as set forth in section 3 are hereafter referred to as "Bonds." The Bonds shall be water revenue bonds of the City, the payment of principal and interest on which shall be secured solely by revenues derived from the operation of the water system, including use charges, connection charges, benefit assessments or any combination thereof, investment income derived there from, or other property of the water system or revenue derived from the operation of the water system in accordance with the Joint Resolution. Each of the Bonds shall recite to the effect that every requirement of law relating to its issue has been duly complied with, that such Bond is within every debt and other limit prescribed by law, that such Bond does not constitute a general obligation of the City for which its full faith and credit is pledged, and that such Bond is payable solely from revenues, assessments, charges or property of the water system specifically pledged therefore.

(ii) The bonds authorized to be issued by section 3 shall be, issued and secured pursuant to the Joint Resolution approved by the City Council on August 7, 2000, and the Board on July 17, 2000, as amended, and as supplemented by various supplemental Resolutions adopted pursuant to the Joint Resolution, and which is hereby ratified, confirmed and approved in its entirety, including without limitation, the rate and revenue covenants therein. The Board irrevocably agrees to comply with the provisions of the Joint Resolution, including Supplemental Resolutions, including but not limited to: to set, establish and collect and maintain rates and revenue as necessary to continually comply with the terms, conditions and covenants of the General Resolution. The City irrevocably agrees to comply with the provisions of the General Resolution. In order to implement the provisions of the Joint Resolution the City and the Board may enter into an indenture of trust with a bank and trust company which indenture may contain provisions customarily included in revenue bond financings, including provisions of a similar nature to those in the Joint Resolution and which are necessary, convenient or advisable in connection with the issuance of the Bonds and their marketability. The Issuer Officials are hereby authorized to execute and deliver on behalf of the City and the Board an indenture in such final form and containing such terms and conditions as they shall approve, and their signatures on any such indenture shall be conclusive evidence of their approval as authorized hereby.

(iii) The Issuer Officials on behalf of the City and the Board are authorized to agree to additional terms and to delete or change existing terms and otherwise amend the form of Joint Resolution in order to obtain State or federal funding, provide better security for the bonds, correct any matter, cure any ambiguity or defect or otherwise benefit the Issuer in their judgment. Such additional or different terms may include restrictions on the use of water funds or fund balance or water operations, coverage ratios, additional or changed reserve requirements, identification and pledge of revenues securing the Bonds, providing for the form of the Bonds, conditions precedent to the issuance of Bonds and additional Bonds, the establishment and maintenance of funds and the use and disposition there from, including but not limited to accounts for the payment of debt service, the payment of operating expenses, debt service reserve and other reserve accounts, providing for the issuance of subordinated indebtedness, defining an event of default and providing for the allocation of revenues in such event, credit enhancement, providing for a pledge and allocation of water revenues to pay for obligations issued by third parties, and provisions of a similar and different nature to those in the Joint Resolution and which are necessary, convenient or advisable in connection with the issuance of the Bonds and their marketability, and to obtain the benefits of any state or federal grant or low interest loan program, including but not limited to the Clean Water Fund and Federal Department of Agriculture Programs. The Issuer Officials are hereby authorized, in addition to the General Resolution, to execute and deliver on behalf of the Issuer and the Board an indenture of trust in such final form and containing such terms and conditions as they shall approve, and their signatures on any such indenture shall be conclusive evidence of their approval as authorized hereby.

Section 5. The issue of the Bonds aforesaid and of all other bonds or notes of the City heretofore authorized but not yet issued, as of the effective date of this Ordinance, would not cause the indebtedness of the City to exceed any debt limit calculated in accordance with law.

Section 6. Said Bonds shall be sold by the Issuer Officials in a competitive offering or by negotiation, in their discretion. If sold in a competitive offering, the Bonds shall be sold upon sealed proposals at not less than par and accrued interest on the basis of the lowest net or true interest cost to the City. A notice of sale or a summary thereof describing the bonds and setting forth the terms and conditions of the sale shall be published at least five days in advance of the sale in a recognized publication carrying municipal bond notices and devoted primarily to financial news and the subject of state and municipal bonds. If the Bonds are sold by negotiation, the Issuer Officials, are authorized to execute a purchase agreement on behalf of the City and Board containing such terms and conditions as they deem appropriate and not inconsistent with this Ordinance.

Section 7. Resolution of Official Intent to Reimburse Expenditures with Borrowings. The City of Norwich (the "Issuer") hereby expresses its official intent pursuant to section 1.150-2 of the Federal Income Tax Regulations, Title 26 (the "Regulations"), to reimburse expenditures paid sixty days prior to and after the date of passage of this Resolution in the maximum amount and for the capital project defined in Section 1 with the proceeds of bonds, notes, or other obligations ("Bonds") authorized to be issued by the Issuer. The Bonds shall be issued to reimburse such expenditures not later than 18 months after the later of the date of the expenditure or the substantial completion of the project, or such later date the Regulations may authorize. The Issuer hereby certifies that the intention to reimburse as expressed herein is based upon its reasonable expectations as of this date. The Comptroller, and General Manager City of Norwich Department of Public Utilities or their designee is authorized to pay project expenses in accordance herewith pending the issuance of reimbursement bonds, and to amend this declaration.

Section 8. It is hereby found and determined that it is in the public interest to issue all, or a portion of, the Bonds, Notes or other obligations of the City authorized to be issued herein as qualified private activity bonds, or with interest that is includable in gross income of the holders thereof for purposes of federal income taxation. The Issuer Officials are hereby authorized to issue and utilize without further approval any financing alternative currently or hereafter available to municipal government pursuant to law, including but not limited to any "tax credit bond," or "Build America Bonds" including Direct Payment and Tax Credit Versions.

Section 9. This Ordinance shall be effective upon adoption by the City Council and its approval by the Board.

Section 10. Simultaneously upon effectiveness of this Ordinance, Ordinances 1700 and 1701 shall be repealed. The expenses paid from, debt issued, funding agreements entered into and projects undertaken pursuant

to Ordinances 1700 and 1701, shall remain in full force and effect, shall be funded from, issued, entered into, and enforceable against the City and Board of Public Utilities Commissions, pursuant to the authorization of this Ordinance. Unanimously approved.

- Millennium Pipeline Expansion Authorization Resolution. General Manager Bilda and Steve Sinko spoke to the Board regarding the Millennium Pipeline Expansion Authorizing Resolution. Discussion followed. Secretary Goldman, seconded by Commissioner Jones moved to approve the following resolution:

**RESOLUTION RELATED TO THE ACQUISITION OF
DIVERSIFIED NATURAL GAS PIPELINE CAPACITY**

WHEREAS, Natural gas has been identified as having a core role in both our nation and the State of Connecticut's "clean energy future" and promises more affordable energy for citizens to heat households, fuel transportation needs, and support American jobs; and

WHEREAS, Natural gas is an abundant and vital domestic source of energy for all sectors of our economy and maintaining an adequate supply of this critical resource is essential and necessary for retaining and improving the economic condition of our community; and

WHEREAS, As a result of the growing demand for natural gas nationally and locally, as evidenced by the continual approval of bond referendums authorizing Norwich Public Utilities (NPU) to expand the city's natural gas infrastructure, NPU has entered into agreements for capacity through the Algonquin Incremental Market (AIM) Expansion and Atlantic Bridge Projects to ensure firm transportation and availability of natural gas for our community's needs; and

WHEREAS, The Marcellus Shale Natural Gas Production Field Formation, considered one of the largest natural gas reserves in the world, extends over 575 miles throughout Pennsylvania, New York, West Virginia, and Ohio and is estimated to hold up to 500 trillion cubic feet of natural gas, and of which approximately 50 trillion cubic feet (TFC) is considered recoverable; and

WHEREAS, obtaining direct pipeline transportation capacity from the Marcellus Shale Natural Gas Production Fields will support the existing AIM and Atlantic Bridge Projects by diversifying additional sources of natural gas and will further guarantee NPU's ability to procure low cost, abundant natural gas supply to meet the expanding demand to the Norwich community.

NOW THEREFORE BE IT RESOLVED, The City of Norwich Board of Public Utilities Commissioners authorizes General Manager John Bilda, and his staff as directed to evaluate, engage and enter into an Agreement with Millennium Pipeline to obtain incremental, firm natural gas pipeline transportation capacity from the Marcellus Shale Natural Gas Production Fields. Unanimously approved.

Item 5. NPU Leadership Team Update. Informative.

Item 6. Financial Report. FY2016 Budget Presentation. General Manager Bilda, Chris LaRose, Steve Sinko, Jeff Brining and Laura Huren spoke to the Board regarding the FY2016 budget. Discussion followed. Informative.

Item 7. Strategic Presentations. Combustion Turbine Generator (Jet) Update. Chris LaRose updated the Board on the Combustion Turbine Generator. Informative.

Item 8. General Business. None.

Chairman Sullivan recessed the Meeting at 7:49 p.m. to enter into the Sewer Authority Meeting.

The Meeting resumed at 7:58 p.m.

Item 9. Executive Session. Vice Chairman Boisclair, seconded by Commissioner Jones moved to enter into Executive Session at 7:59 p.m. to Discuss Confidential Trade Secret & Commercially Valuable Confidential or Proprietary Information Not Subject to Inspection or Public Disclosure Pursuant to Section 1-210[5] and 7-232a of the CT General Statutes. This information is commercially valuable, confidential and proprietary and is not public disclosure, pursuant to Public Act No. 98-212 as related to regulatory compliance. Unanimously approved. General Manager Bilda, Chris LaRose, Steve Sinko and Mark Decker were asked by the Board to stay for the purpose of providing proprietary information.

The Board arose from Executive Session at 8:32 p.m.

There were no votes taken during Executive Session.

Item 10. Other Business. No other business was discussed at this meeting.

The next Regular Meeting is scheduled to be held on Tuesday, April 28, 2015.

Commissioner Jones, seconded by Vice Chairman Boisclair moved to adjourn the Meeting at 8:33 p.m.

Attest:

Larry Goldman, Secretary