



NORWICH BOARD OF PUBLIC UTILITIES' COMMISSIONERS
REGULAR MEETING

December 19, 2017

The Regular Meeting of the Norwich Board of Public Utilities' Commissioners was held on Tuesday, December 19, 2017 in the 2nd Floor Conference Room of Norwich Public Utilities (NPU) located at 16 South Golden Street, Norwich.

Item 1. The Meeting was called to order at 6:00 p.m. by Chairman Grace Jones.

Present: Chairman Grace Jones, Vice Chairman Stewart Peil, Secretary Robert Staley, and Commissioners Steven Becker and Michael Goldblatt. Also in attendance was: Assistant General Manager Chris LaRose.

Item 2. Fifteen-Minute Public Comment Period. No members of the public were present.

Item 3. Minutes of the Regular October Meeting, held on Tuesday, October 24, 2017. Secretary Staley, seconded by Commissioner Becker, moved to approve the Minutes of the Regular October Meeting held on Tuesday, October 24, 2017. Unanimously approved.

Item 4. Action Items. Division Managers Jeff Brining and Steve Sinko, along with Financial Manager Laura Huren provided a brief update on the LED Streetlight Project. Vice Chairman Peil, seconded by Commissioner Becker, moved to approve the LED Streetlight Lease-Purchase Agreement Resolution as presented. Voted Unanimously.

RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE-PURCHASE AGREEMENT, AN ESCROW AGREEMENT, AND RELATED INSTRUMENTS, AND DETERMINING OTHER MATTERS IN ORDER TO FINANCE THE INSTALLATION OF APPROXIMATELY 5,000 LED STREETLIGHTS AND ANY FINANCING COSTS RELATED THERETO IN AN AMOUNT NOT TO EXCEED \$2,000,000

WHEREAS, the City of Norwich Department of Public Utilities ("NPU") has contracted with Tanko Streetlighting, Inc. to acquire, construct, equip and install certain improvements relating to the conversion of approximately 5,000 NPU streetlights to LED Streetlights in (the "Improvements"); and

WHEREAS, NPU desires to finance the construction, equipping and installation of the Improvements pursuant to, a certain Lease-Purchase Agreement (the "Lease") with GE Government Finance, Inc., or its designee (the "Lessor"); and

WHEREAS, the funds made available under the Lease will be deposited with a bank (the "Escrow Agent") pursuant to an Escrow Agreement between NPU and an escrow agent to be selected by NPU (the "Escrow Agreement") and will be applied to the construction, equipping and installation of the Improvements in accordance with said Escrow Agreement; and

WHEREAS, the NPU proposes to enter into the Lease with the Lessor, and the Escrow Agreement with an escrow agent substantially in the forms previously received; and

NOW THEREFORE, BE IT RESOLVED, the Norwich Board of Public Utilities Commission (the “Board”) hereby authorizes, approves and ratifies:

1. That the General Manager and the Assistant General Manager of NPU, each in his individual capacity, is authorized to enter into, on behalf of NPU, the Lease, the Escrow Agreement, and other documents in order to accomplish the acquisition and financing of the Improvements, and the General Manager and the Assistant General Manager, each in his individual capacity, is further authorized to select an escrow agent and to negotiate and execute any other agreements, documents, certificates or writings that General Manager and the Assistant General Manager, each in his individual capacity, in his discretion, believes are necessary and appropriate to carry out the intent of this resolution.

2. That the term of the Lease shall not exceed ten (10) years and the total principal payments to be made by NPU under the Lease shall not exceed \$2,000,000.

3. That NPU is further authorized to expend such proceeds through the Lease and the Escrow Agreement to acquire, construct, equip and install the Improvements as the General Manager and the Assistant General Manager of NPU, each in his individual capacity, deems necessary or appropriate.

4. That NPU hereby expresses its official intent pursuant to §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 Improvements with the proceeds of the obligations authorized to be issued by NPU. Such obligations 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 Improvements, or such later date the Regulations may authorize. NPU hereby certifies that the intention to reimburse as expressed herein is based upon its reasonable expectations as of this date. The General Manager, the Assistant General Manager and any designee is authorized to pay Improvement expenses in accordance herewith pending the issuance of reimbursement obligations, and to amend this declaration for purposes of complying with the Regulations.

5. That these resolutions be placed in the records of NPU along with the minutes of the meetings of the Board and that the Secretary of the Board is hereby authorized to certify that the foregoing resolutions have been adopted at a duly convened meeting of the Board.

Item 5. NPU Leadership Team Update. NPU Staff provided additional details to the Commissioners in response to their questions concerning the Leadership Team Update report. Informative.

Item 6. Financial Report. Division Manager Steve Sinko presented the audited financial statements to the Board and informed the Board that these statements will be presented to the Norwich City Council on January 2, 2018. Informative.

Item 7. Strategic Presentations

- Steve Sinko and Brenton Terry presented the 2017/2018 winter outlook on gas supply and capacity management. Informative.
- Assistant General Manager Chris LaRose updated the Board on mutual aid activities in the U.S. Virgin Islands. The Board congratulated NPU on a job well done and thanked the linemen who participated in the mutual aid efforts. Commissioner Goldblatt, seconded by Secretary Staley moved to issue a Proclamation for the linemen who volunteered to support mutual aid efforts in the U.S. Virgin Islands.

Item 8. General Business. No general business was discussed.

Commissioner Becker, seconded by Vice Chairman Peil moved to recess the Board Meeting and enter into the Sewer Authority Meeting at 7:35 PM. Unanimously approved.

The Board Meeting resumed at 7:38 PM.

The next Regular Meeting is scheduled to be held on Tuesday, January 23, 2018.

Commissioner Goldblatt, seconded by Vice Chairman Peil, moved to adjourn the Meeting at 7:39 P.M.

Attest:

Robert Staley
Secretary