

**TOWN MEETING  
MINUTES  
FEBRUARY 22, 2010**

The Town Meeting of the Town of Middlebury was held at the Town Hall Conference Room, 1212 Whittemore Road, Middlebury, Connecticut, on February 22, 2010 at 5:00 P.M.

The meeting was called to order at 5:00 P.M. by Moderator Edith Salisbury. The Moderator noted in particular that the notice identified those eligible to vote at town meetings and stated the resolution will be discussed tonight, but the bond resolution vote will be taken at the referendum.

The moderator read the following legal notice:

**NOTICE OF TOWN MEETING  
TOWN OF MIDDLEBURY  
TO BE HELD ON FEBRUARY 22, 2010  
AND A REFERENDUM VOTE ON MARCH 2, 2010**

Notice is hereby given that a Town Meeting of the electors and citizens qualified to vote in Town Meetings of the Town of Middlebury, Connecticut will be held at the Town Hall Conference Room, 1212 Whittemore Road, Middlebury, Connecticut on February 22, 2010 at 5:00 P.M. for the following purposes:

To receive communication from the Boards of Finance and Selectmen with respect to, and to consider and act upon the resolution entitled "RESOLUTION APPROPRIATING \$2,729,000 FOR IMPROVEMENTS TO TOWN-WIDE RADIO COMMUNICATIONS SYSTEM AND AUTHORIZING THE ISSUE OF \$2,729,000 BONDS OF THE TOWN TO MEET SAID APPROPRIATION AND PENDING THE ISSUANCE THEREOF THE MAKING OF TEMPORARY BORROWINGS FOR SUCH PURPOSE"

The Board of Selectmen voted, pursuant to Section 7-7 of the Connecticut General Statutes, as amended, that the vote on the IMPROVEMENTS TO TOWN-WIDE RADIO COMMUNICATIONS SYSTEM bond resolution be removed from the call and adjourned to a referendum vote at Adjourned Town Meeting to be held on March 2, 2010. As a result, the February 22, 2010 Town Meeting will be held to only consider and discuss items 1, not vote. The question, to be voted upon at the referendum shall be stated as follows:

Question 1:

"Shall the resolution entitled "RESOLUTION APPROPRIATING \$2,729,000 FOR IMPROVEMENTS TO TOWN-WIDE RADIO COMMUNICATIONS SYSTEM AND AUTHORIZING THE ISSUE OF \$2,729,000 BONDS OF THE TOWN TO MEET SAID APPROPRIATION AND PENDING THE ISSUANCE THEREOF THE MAKING OF TEMPORARY BORROWINGS FOR SUCH

PURPOSE", as adopted by the Boards of Finance and Selectmen, be approved?  
YES NO"

The ballot label for said question shall read as follows:

"Shall the \$2,729,000 appropriation and bond authorization for improvements to Town-wide radio communications system pursuant to the resolution adopted by the Boards of Finance and Selectmen, be approved? YES/NO"

The voting will be by voting machine. Those desiring to vote for a questions shall place the pointer over the question on the voting machine at "YES". Those desiring to vote against a questions shall place the pointer over the question on the voting machine at "NO". Absentee ballots will be made available in accordance with law.

The full text of the aforesaid resolution and questions is on file, open to public inspection, in the office of the Town Clerk. The vote on the aforesaid resolution and questions are taken under the authority of Section 7-7 and Chapters 90 and 152 of the Connecticut General Statutes, as amended.

The polls will be open during the hours between 6:00 A.M. and 8:00 P.M. and electors shall cast their votes at the Shepardson Community Center, Room 5, 1172 Whittemore Road, Middlebury, Connecticut.

Property owners who are not electors but are Qualified Voters pursuant to Section 7-6 of the Connecticut General Statutes, as amended, shall cast their votes at the Shepardson Community Center, Room 5, 1172 Whittemore Road, Middlebury, Connecticut.

A Qualified Voter is any U.S. citizen who is of the age of eighteen years or more who, jointly or severally, is liable to the Town of Middlebury for taxes assessed against him or her on an assessment of not less than One Thousand Dollars on the last completed Grand List of the Town, or who would be so liable if not entitled to an exemption under subdivisions (17), (19), (22), (25) or (26) of Section 12-81 of the Connecticut General Statutes, as amended.

Such Town Meeting may consider and act upon any other business which may lawfully come before the Meeting.

Dated at Middlebury, Connecticut this 27th day of January, 2010.

Thomas P. Gormley  
First Selectman

Elaine M. R. Strobel  
Selectman

Robert C. Desmarais  
Selectman

ATTEST:  
Edith Salisbury  
Town Clerk

The Moderator stated that the return of posting and publication of this notice, on file and of record, states that said Notice, bearing the written signatures of all the Selectmen, had been posted on the Town's signpost or other exterior place near the office of the Town Clerk on February 19, 2010, and a copy thereof had been published in the Republican American, a newspaper having substantial circulation in said Town, in its issue of February 16, 2010.

The Moderator noted that the call states which persons are eligible to vote at Town Meetings.

The Moderator explained that pursuant to Section 7-7 of the Connecticut General Statutes, as amended, the Board of Selectmen at its meeting held on January 27, 2010 voted that the vote of the \$2.729 million Radio-Communications bond resolution be removed from the call and be submitted to a referendum vote at Adjourned Town Meeting to be held on March 2, 2010 between the hours of 6:00 A.M. and 8:00 P.M. at the Shepardson Community Center, Room 5, 1172 Whittemore Road, Middlebury, Connecticut. Accordingly, the Moderator stated the Meeting would continue for purposes of discussion only on the \$2.729 million Radio-Communication bond resolution.

The item on the Agenda was the IMPROVEMENTS TO TOWN-WIDE RADIO COMMUNICATIONS SYSTEM bond resolution.

Communications were received from the Boards of Selectmen and Finance reporting the adoption by those boards of the IMPROVEMENTS TO TOWN-WIDE RADIO COMMUNICATIONS SYSTEM bond resolution, and recommending its adoption by the Legal Voters of the Town. They were available to the meeting and incorporated below into the minutes.

The following communication from the Board of Selectmen approving the resolution was received and incorporated in the minutes of the meeting:

“To the Board of Finance and Legal Voters of the Town of Middlebury:

At a meeting of the Board of Selectmen held on January 27, 2010, the following Resolution was adopted and recommended for adoption by the Legal Voters of the Town:

Resolution appropriating \$2,729,000 for improvements to town-wide radio communications system and authorizing the issue of \$2,729,000 bonds of the Town to meet said appropriation and pending the issuance thereof the making of temporary borrowings for such purpose.

Thomas P. Gormley  
First Selectman-Town of Middlebury

The following communication from the Board of Finance approving the resolution was received and incorporated in the minutes of the meeting:

To the Legal Voters of the Town of Middlebury

At a special meeting of the Board of Finance held January 27, 2010, the following resolution was adopted and recommended for adoption by the Legal Voters of the Town:

Resolution appropriating \$2,729,000 for improvements to town-wide radio communications system and authorizing the issue of \$2,729,000 bonds of the Town to meet said appropriation and pending the issuance thereof the making of temporary borrowings for such purpose.

Very truly yours,

Michael McCormack  
Chairman, Board of Finance  
Town of Middlebury

The Moderator introduced and read the resolution entitled:

Resolution appropriating \$2,729,000 for improvements to town-wide radio communications system and authorizing the issue of \$2,729,000 bonds of the Town to meet said appropriation and pending the issuance thereof the making of temporary borrowings for such purpose

The Moderator stated that a copy of the resolution is available at this meeting, and asked if there is a motion to waive the reading of the resolution, incorporating its full text into the minutes of this meeting. Motion to waive the reading of the resolution, incorporating its full text into the minutes of this meeting was made by Richard Spierto, seconded by Thomas Gormley. Voice vote: Ayes: 12 Nays: 0 The motion carried.

The resolution in its entirety follows:

**RESOLUTION APPROPRIATING \$2,729,000 FOR IMPROVEMENTS TO TOWN-WIDE RADIO COMMUNICATIONS SYSTEM AND AUTHORIZING THE ISSUE OF \$2,729,000 BONDS OF THE TOWN TO MEET SAID APPROPRIATION AND PENDING THE ISSUANCE THEREOF THE MAKING OF TEMPORARY BORROWINGS FOR SUCH PURPOSE**

Section 1. The sum of \$2,729,000 is appropriated for improvements to the radio communications infrastructure including Police, Fire and Public Works departments integrated radio system, replacement of existing system, upgrades, including simulcast platform, combined digital and analog technology, mobile and portable communications, and for improvements and services related thereto, or such additional, so much thereof, or alternative improvements as may be accomplished within said appropriation and for equipment, testing, design, implementation, training, lifecycle support, consultant services, administrative, printing, legal, and financing costs (hereinafter the "Project"). The First Selectman is authorized to enter

into agreements on behalf of the Town with state and federal government for grant funding with respect to said Project. Said appropriation shall be inclusive of state and federal grants-in-aid thereof and in addition to all prior appropriations.

Section 2. The total estimated cost of the project is \$2,729,000; \$215,000 of project costs is expected to be paid from grants and \$2,514,000 from the proposed bond issue.

Section 3. To meet said appropriation, \$2,729,000 bonds of the Town, or so much thereof as shall be necessary for such purpose, shall be issued maturing not later than the twentieth year after their date. Said bonds may be issued in one or more series as shall be determined by the First Selectman and Treasurer, and the amount of bonds of each series to be issued shall be fixed by the First Selectman and Treasurer in the amount necessary to meet the Town'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.

Section 4. Said bonds shall be sold by the First Selectman and the Town Treasurer in a competitive offering. The bonds shall be sold upon sealed proposals, or by auction, at not less than par and accrued interest on the basis of the lowest net or true interest cost to the Town. 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. The Bonds may be sold by negotiations upon approval by the Board of Selectmen.

Section 5. The First Selectman and the Town Treasurer are authorized to make temporary borrowings in anticipation of the receipt of the proceeds of any series of said bonds. Notes evidencing such borrowings shall be signed by the manual or facsimile signatures of the First Selectman and the Town Treasurer, have the seal of the Town or a facsimile thereof affixed, be payable at a bank or trust company designated by the First Selectman and the Town Treasurer, be certified by a bank or trust company designated by the First Selectman and the Town Treasurer pursuant to Section 7-373 of the General Statutes of Connecticut, as amended, and be approved as to their legality by Bond Counsel. They shall be issued with maturity dates which comply with the provisions of the General Statutes governing the issuance of such notes, as the same may be amended from time to time. The notes shall be general obligations of the Town and each of the notes shall recite that every requirement of law relating to its issue has been duly complied with, that such note is within every debt and other limit prescribed by law, and that the full faith and credit of the Town are pledged to the payment of the principal thereof

and the interest thereon. The net interest cost on such notes, including renewals thereof, and the expense of preparing, issuing and marketing them, to the extent paid from the proceeds of such renewals or said bonds, shall be included as a cost of the project. Upon the sale of said bonds the proceeds thereof, to the extent required, shall be applied forthwith to the payment of the principal of and the interest on any such temporary borrowings then outstanding or shall be deposited with a bank or trust company in trust for such purpose.

Section 6. Resolution of Official Intent to Reimburse Expenditures with Borrowings. The Town of Middlebury (the "issuer") 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 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 Chief Financial Officer or his designee is authorized to pay project expenses in accordance herewith pending the issuance of reimbursement bonds, and to amend this declaration.

Section 7. The First Selectman and Treasurer are hereby authorized to exercise all powers conferred by section 3-20e of the general statutes with respect to secondary market disclosure and to provide annual information and notices of material events as enumerated in Securities and Exchange Commission Exchange Act Rule 15c2-12, as amended, as may be necessary, appropriate or desirable to effect the sale of the bonds and notes authorized by this resolution.

Section 8. It is hereby found and determined that the issue of all, or a portion of, the Bonds, Notes or other obligations of the Town authorized to be issued herein with interest that is includable in gross income of the holders thereof for purposes of federal income taxation, is in the public interest. The First Selectman and Treasurer are hereby authorized to issue and utilize without further approval any financing alternative available to municipal governments pursuant to HR1, "Making Supplemental Appropriations for Job Preservation and Creation, Infrastructure Investment, Energy Efficiency and Science, Assistance to the Unemployed, and State and Local Fiscal Stabilization, for the Fiscal Year Ending September 30, 2009, and for other purposes" (the "American Recovery and Reinvestment Act of 2009"), including but not limited to any "tax credit bond," or "Build America Bonds" including Direct Payment and Tax Credit Versions.

Elaine Strobel moved that the **IMPROVEMENTS TO TOWN-WIDE RADIO COMMUNICATIONS SYSTEM** bond resolution be adopted, with the understanding that the vote will be taken on March 2, 2010 at a referendum. The motion was seconded by Thomas Gormley.

There was no discussion.

There being no further business to conduct, a motion to adjourn was made by Robert Desmarais, seconded by Elaine Strobel, unanimously adopted, and the meeting was adjourned at 5:08 P.M. Number attending: 12

Respectfully submitted,

Edith Salisbury  
Town Clerk