

MINUTES OF A SPECIAL TOWN MEETING HELD JUNE 25, 2022

A duly warned and notified Special Town Meeting was held Friday, June 25, 2022 in the Cornwall Consolidated School gym. Gordon Ridgway, First Selectman, presided and called the meeting to order at 7:30 p.m. Approximately 67 citizens were in attendance.

First Selectman, Gordon Ridgway called the meeting to order. Vera Dinneen nominated Scott Cady for Moderator. Richard Bramley seconded. The motion passed unanimously.

Town Clerk, Vera Dinneen, read the legal notice of the meeting (attached **Exhibit A**) and stated that the return of posting and publication thereof, on file and of record states that said Notice, signed by the Selectmen, had been posted on the Town signpost on June 14, 2022, and that a copy thereof had been published in the Waterbury Republican, a newspaper having substantial circulation in said Town, in its issue of June 15, 2022.

Vera Dinneen read: Since the Selectmen voted to submit the question on the call of the meeting to a referendum vote, this meeting will continue for purposes of discussion only with respect to the bond resolution for the Wastewater Management Project in West Cornwall Village.

Gordon Ridgway read the bond resolution being considered.

RESOLUTION APPROPRIATING \$6,230,000 FOR THE
WASTEWATER MANAGEMENT PROJECT IN WEST
CORNWALL VILLAGE AND AUTHORIZING THE ISSUE OF
\$6,230,000 BONDS OF THE TOWN TO MEET SAID
APPROPRIATION AND PENDING THE ISSUANCE THEREOF
THE MAKING OF TEMPORARY BORROWINGS FOR SUCH
PURPOSE.

Richard Bramley seconded the motion.

Communications from the Board of Selectmen and Board of Finance approving the resolution were received and incorporated in the minutes of the meeting. **See Exhibit B attached.**

Moderator, Scott Cady, stated that a copy of the bond resolution authorizing the Wastewater Management Project in West Cornwall Village is available at the meeting and asked if there was a motion to waive the reading of the resolution. Lisa Simont moved to waive the reading of the resolution. Bill Hurlburt seconded the motion. The Moderator stated that the vote would be taken by voice vote. The motion passed unanimously. A copy of the Bond Resolution, which was

referenced in the letters from the Board of Selectmen and the Board of Finance will be placed in the minutes of this meeting. **See Exhibit C attached.**

Gordon Ridgway thanked the study committee for their years invested in finding an appropriate system for Cornwall. He also thanked Steve McDonnell, Engineer, for consistent attendance at meetings and site visits and for coming up with a design. Mr. Ridgway has reaffirmed support from Cathy Weber, Torrington Area Health District and Anne Strout, DEEP. He read a portion of correspondence from Anne Strout.

Todd Piker, Chairman of the West Cornwall Septic Committee, introduced the members of the committee and gave the history and an overview of the project.

Steve McDonnell, Engineer, spoke about his background and experience. He explained that other options were considered and the committee decided that the membrane bio-reactor was the best solution for Cornwall.

Joe Pryor, Chairman of the Board of Finance, reviewed a handout regarding the financing of the project. He explained that the bond for the school expires in 2023 and the bond for bridges expires in 2027. The loan would be for 20-40 years. The debt service would be less than the current debt service.

Several citizens spoke both for and against the project. Discussion ensued regarding: the budget, underutilized buildings, proximity to existing wells, location, size and design of the building, the need for the project, odor, noise, water requirements, and revitalization of West Cornwall.

Lisa Simont made a motion to call the question. Emilie Pryor seconded. The vote was 64 Ayes and 3 Nays. The motion carried.

Anna Timell made a motion to adjourn, seconded by Lisa Simont, the motion passed unanimously. The meeting adjourned at 8:57pm.

Respectfully submitted,
Vera L. Dinneen
Town Clerk

EXHIBIT A

TOWN MEETING

**NOTICE OF SPECIAL TOWN MEETING
TOWN OF CORNWALL
TO BE HELD ON JUNE 25, 2022**

Notice is hereby given to the electors of the Town of Cornwall and those qualified taxpayers lawfully entitled to vote in Cornwall Town Meetings pursuant to Section 7-6 of the Connecticut General Statutes that a Special Town Meeting will be commenced on **June 25, 2022, at 7:30 P.M., at Cornwall Consolidated School, 5 Cream Hill Rd, West Cornwall, CT 06796**, for the following purpose:

To receive communication from the Board of Selectmen and Board of Finance with respect to the resolution entitled "RESOLUTION APPROPRIATING \$6,230,000 FOR THE WASTEWATER MANAGEMENT PROJECT IN WEST CORNWALL VILLAGE AND AUTHORIZING THE ISSUE OF \$6,230,000 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 votes on the above resolution of the call of the Special Town Meeting to be held on June 25, 2022, be removed from the call of such meeting and adjourned to a **referendum vote at Adjourned Town Meeting to be held on July 9, 2022**. As a result, the Special Town Meeting will be held to only consider and discuss the resolution, not to vote on it. The question to be voted upon at the referendum shall be stated as follows:

Question:

"Shall the resolution entitled 'RESOLUTION APPROPRIATING \$6,230,000 FOR THE WASTEWATER MANAGEMENT PROJECT IN WEST CORNWALL VILLAGE AND AUTHORIZING THE ISSUE OF \$6,230,000

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 \$6,230,000 appropriation and general obligation bond issuance authorization (expected to be paid from an estimated \$3.0 million grant and \$3.23 million of Town general obligation bonds) to construct and install sewers lines, collection and treatment systems in the West Cornwall area of Town, known as the Wastewater Management Project in West Cornwall Village, as adopted by the Boards of Selectmen and Finance, be approved? YES/NO?"

The voting will be by paper/electronic ballot. Those desiring to vote for the question shall fill in the box in front of the question on the ballot at "YES". Those desiring to vote against the question shall fill in the box in front of the question on the ballot at "NO". Absentee ballots will be made available in accordance with law.

The full texts of the aforesaid resolution and question are on file, open to public inspection, in the office of the Town Clerk, that the vote on the aforesaid resolution is taken under the authority of Section 7-7 and Chapters 90 and 152 of the Connecticut General Statutes, as amended, and that absentee ballots will be made available in accordance with law.

The polls for the referendum to be held Saturday, July 9, 2022, from 12:00 P.M. until 8:00 P.M., will be at Town Hall, 24 Pine Street, Cornwall, CT for electors and qualified voters.

You are eligible to vote (1) if you are a registered voter (elector) of the Town of Cornwall, OR (2) you are a citizen of the United States, age eighteen or older, who jointly or severally, is liable to the Town of Cornwall for taxes assessed against you on an assessment of not less than \$1,000 on the last completed grand list of the Town of Cornwall, 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.

If you are not a registered voter (elector) in the Town of Cornwall and are voting as a property owner, you must also show proof of citizenship (if not already on file in the Town Clerk's Office). To find out if you have already filed prior to the referendum, please call the Town Clerk at (860) 672-2709 or email cwltownclerk@optonline.net. Office hours are Monday–Thursday from 9:00 A.M. to 12:00 P.M. and from 1:00 P.M. to 4:00 P.M.


Corporations, limited liability companies, partnerships, trusts and other legal entities are not citizens of the United States and therefore are not eligible to vote. An individual serving as trustee of a trust that owns the property in the town is not eligible to vote.

Absentee ballots will be available beginning Monday, June 20, 2022. Applications may be downloaded from www.cornwallct.org or by contacting the Town Clerk at (860) 672-2709 or cwltownclerk@optonline.net. If you choose to vote by absentee ballot, submit your completed application to the Town Clerk by placing it in the designated secure drop box outside the Town Clerk's office at 26 Pine Street or by mailing it to P.O. Box 97, Cornwall, CT 06753.


Once you have received your ballot and have completed it, you may place it in the designated secure drop box outside the Town Clerk's office or mail it. Do not take your absentee ballot to the polling place on the day of the referendum. Ballots must be returned to the Town Clerk by 8:00 P.M. on the day of the referendum.

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

Signed:


Gordon M. Ridgway, First Selectman


Janet Carlson, Selectwoman


Priscilla Pavel, Selectwoman

Dated and signed at Cornwall, Connecticut this 14th day of June, 2022 by a majority of the Board of Selectmen.

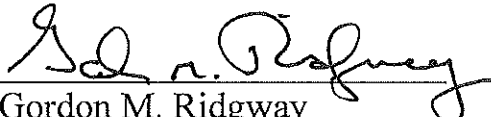
TOWN OF CORNWALL

RETURN OF POSTING AND PUBLICATION OF NOTICE OF SPECIAL TOWN MEETING HELD JUNE 25, 2022

I, Gordon M. Ridgway, the duly elected, qualified and acting First Selectman of the Town of Cornwall, Connecticut, hereby certify that I caused a copy of the above Notice, attached hereto, of the Special Town Meeting of the Town of Cornwall held June 25, 2022, to be published in the Waterbury Republican, a newspaper having a substantial circulation in the Town of Cornwall in its issue of June 15, 2022, which publication was at least five days prior to the holding of said Special Town Meeting (counting the date of publication but NOT the date of the meeting).

I FURTHER CERTIFY that I caused said Notice to be posted upon a signpost or other exterior place near the office of the Town Clerk and posted and filed in the Town Clerk's office and at all other places designated by the Town on June 15, 2022, not less than five days before such meeting.

Signed and sealed at Cornwall, Connecticut this 16th day of June, 2022.


Gordon M. Ridgway
First Selectman

[SEAL]

EXHIBIT B

TOWN OF CORNWALL

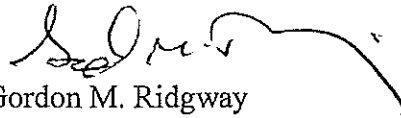
P.O. Box 97, Cornwall, CT 06753
(860) 672-4959 Fax (860) 672-4068
cwlselectmen@optonline.net

June, 2022

To the Legal Voters
of the Town of Cornwall:

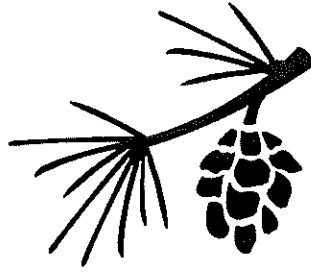
At a meeting of the Board of Selectmen held May 17, 2022, the following resolutions were adopted: "RESOLUTION APPROPRIATING \$6,230,000 FOR THE WASTEWATER MANAGEMENT PROJECT IN WEST CORNWALL VILLAGE AND AUTHORIZING THE ISSUE OF \$6,230,000 BONDS OF THE TOWN TO MEET SAID APPROPRIATION AND PENDING THE ISSUANCE THEREOF THE MAKING OF TEMPORARY BORROWINGS FOR SUCH PURPOSE" and "RESOLUTION OF BOARD OF SELECTMEN PROVIDING FOR SPECIAL TOWN MEETING AND REFERENDUM VOTE AT ADJOURNED TOWN MEETING AND AUTHORIZING EXPLANATORY TEXT".

Very truly yours,



Gordon M. Ridgway
First Selectman
Town of Cornwall

Town of Cornwall



May 20th 2022

To the Legal Voters
Of the Town of Cornwall:

At a meeting of the Board of Finance held on May 19th, 2022 the following resolution was adopted: "RESOLUTION APPROPRIATING \$6,230,000 FOR THE WASTEWATER MANAGEMENT PROJECT IN WEST CORNWALL VILLAGE AND AUTHORIZING THE ISSUE OF \$6,230,000 BONDS OF THE TOWN TO MEET SAID APPROPRIATION AND PENDING THE ISSUANCE THEREOF THE MAKING OF TEMPORARY BORROWINGS FOR SUCH PURPOSE"

Very truly yours,

A handwritten signature in black ink, appearing to read "Joseph Pryor", followed by a horizontal line extending to the right.

Joseph Pryor
Chairman, Board of Finance
Town of Cornwall

EXHIBIT C

[BOND RESOLUTION]

RESOLUTION APPROPRIATING \$6,230,000 FOR THE WASTEWATER MANAGEMENT PROJECT IN WEST CORNWALL VILLAGE AND AUTHORIZING THE ISSUE OF \$6,230,000 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 \$6,230,000 is appropriated for the planning, acquisition and construction of the Wastewater Management Project in West Cornwall Village in the Town of Cornwall, Connecticut (the "Town"), consisting generally of sewer lines, collection and treatment systems in the West Cornwall area, in the vicinity of the Covered Bridge and the Housatonic River, and including but not limited to headworks, lateral sewer lines, Membrane Bioreactor Technology for cleansing and disinfection, as generally described and approximately in accordance with the report entitled "Engineering Report, West Cornwall Waste Collection and Treatment System, Cornwall, CT December 2019" prepared by WMC Consulting Engineers; and said appropriation may be expended for the installation of the waste collection system, appurtenances, waste processing facilities or techniques, related thereto or necessary or appropriate as determined by the Board of Selectmen to facilitate or enhance the collection, treatment or disposal of sewage waste and the environmental and health benefits thereof, and including, but not limited to, licenses and permits, utility, road, sidewalk and abutting property relocation and repair and for testing, land and easement acquisition, surveying, paving, engineering, administrative, advertising, printing, legal and financing costs related thereto (collectively, the "Project"). Said appropriation shall be inclusive of all state and federal grants-in-aid.

Section 2. The total estimated cost of the Project is \$6,230,000. It is expected that Project costs will be paid from a Community Project Funding grant in the approximate amount of \$3,000,000 from the United States government, and the balance (net of the grants) will be paid from the proposed bond issue. For purposes of this Resolution, the term "bonds" means any form of debt financing authorized herein. The Project is a general benefit to the Town of Cornwall and its general governmental purposes.

Section 3. To meet said appropriation:

(i) bonds of the Town may be issued, maturing not later than the thirtieth year after their date, or the fortieth year in accordance with law, including but not limited to Section 7-380c of the General Statutes of Connecticut, as amended (the "Statutes"). Said bonds may be issued in one or more series as shall be determined by the Town Officials, and the amount of bonds of each series to be issued shall be fixed by the First Selectman and the Treasurer (the "Town Officials"), 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 Town 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 Town by the manual

or facsimile signatures of the Town Officials, bear the Town seal or a facsimile thereof, be certified by a bank or trust company designated by the Town 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 Town Officials, and be approved as to their legality by Pullman & Comley, LLC, bond counsel. Such bonds shall bear such rate or rates of interest as shall be determined by the Town Officials. The bonds shall be general obligations of the Town and each of the bonds shall recite 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, and that the full faith and credit of the Town are pledged to the payment of the principal thereof and the interest thereon. The aggregate principal amount of the bonds, 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 Town Officials in accordance with the requirements of the Statutes. In connection with the issuance of any bonds or notes authorized herein, the Town may exercise any power delegated to municipalities pursuant to Section 7-370b of the Statutes, including the authority to enter into agreements moderating interest rate fluctuation, provided any such agreement or exercise of authority shall be approved by the Board of Selectmen. In order to meet the capital cash flow expenditure needs of the Town, the Town Officials are authorized to allocate and reallocate expenditures incurred for the Project to any bonds or notes of the Town outstanding as of the date of such allocation, and the bonds or notes to which such expenditures have been allocated shall be deemed to have been issued for such purpose, including the bonds and notes and Project herein authorized; or

(ii) temporary notes of the Town may be issued pursuant to Sections 7-264 or 7-264a of the Statutes. The amount of such notes to be issued, if any, shall be determined by the Town 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. Said notes shall be secured by the full faith and credit of the Town and may be further secured in any other manner set forth in Sections 7-264 or 7-264a, aforesaid, as determined by the Board of Selectmen; or

(iii) State or federal loans as set forth in Sections 7 and 8 hereof; or

(iv) any combination of bonds or temporary notes or State and federal loans may be issued, provided that the total, aggregate principal amount thereof outstanding at any time shall not exceed \$6,230,000.

Section 4. The issue of the bonds aforesaid and of all other bonds or notes of the Town heretofore authorized but not yet issued, as of the effective date of this Resolution, would not cause the indebtedness of the Town to exceed any debt limit calculated in accordance with law. The principal and interest on the proposed issue are to be paid from property taxation to the extent not paid from other funds available for the payment thereof and the full faith and credit of the Town are pledged to such payment.

Section 5. Said bonds shall be sold by the Town Officials in a competitive offering or by negotiation, in their discretion. If sold at competitive offering, the bonds shall be sold upon sealed proposals, or at auction, at not less than par and accrued interest on the basis of the lowest net or true interest cost to the Town, or comparable method, and 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 sold on a negotiated basis, the Town Officials are hereby authorized to enter into any agreements required to effectuate such negotiated sale. With respect to the receipt of original issuance premium or bid premium upon the sale of the bonds or notes herein authorized, the Town Officials are authorized, but not required, to apply original issuance premium and bid premium, if applicable, to fund any purpose for which bonds of the Town are authorized to be issued, and such application shall reduce the amount of authorized and unissued bonds of the purpose to which the premium was applied, in the amount so applied.

Section 6. The Town Officials 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 Town Officials, have the seal of the Town or a facsimile thereof affixed, be payable at a bank or trust company designated by the Town Officials, be certified by a bank or trust company designated by the Town Officials pursuant to Section 7-373 of the Statutes, and be approved as to their legality by Pullman & Comley, LLC, bond counsel. They shall be issued with maturity dates which comply with the provisions of 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 7. The First Selectman is authorized in the name and on behalf of the Town 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 Town with engineers, contractors and others. To meet any portion of the costs of the Project determined by the State of Connecticut Department of Environmental Protection to be eligible for funding under Section 22a-475 et seq. of the Statutes, as the same may be amended from time to time (the "Clean Water Fund Program"), the Town may issue interim funding obligations in anticipation of project loan obligations and project loan obligations in such denominations as the Town Officials shall determine. The Town 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. Said obligations 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 obligation 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 First Selectman is hereby authorized to execute and deliver to the State in the name of and on behalf of the Town Project Loan and Project Grant Agreements under the Clean Water Fund Program.

Section 8. To meet any portion of the costs of the Project determined by the United States of America, including acting through the Rural Utility Service of the United States Department of Agriculture (the "USDA") or other federal program or agency, to be eligible for loan and/or grant monies, the Town may issue promissory notes, bonds or other obligations made payable to the United States of America in such denominations as the First Selectman shall determine unless otherwise required by the USDA. The Town Officials are hereby authorized to determine the amount, date, maturity, interest rate, form and other details and particulars of such obligations, subject to provisions of the USDA, and to execute and deliver the same. Such obligations shall be general obligations of the Town and each such obligation shall recite that every requirement of law relating to its issue has been duly complied with, that such obligation 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.

Section 9. Resolution of Official Intent to Reimburse Expenditures with Borrowings. The Town (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 Treasurer, or designee, is authorized to pay project expenses in accordance herewith pending the issuance of reimbursement bonds, and to amend this declaration.

Section 10. The Town Officials are hereby authorized to exercise all powers conferred by Section 3-20e of the 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 11. 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 as qualified private activity bonds, or with interest that is includable in gross income of the holders thereof for purposes of federal income taxation, is in the public interest. The Town Officials are hereby authorized to issue and utilize without further approval any financing alternative available to municipal governments pursuant to federal law, including tax credit bonds or any other tax advantaged bonds.