

**AGENDA
SPECIAL MEETING
BOARD OF MAYOR AND BURGESSES
MAY 13, 2010**

1. Mayor Robert Mezzo will call the **Special Meeting** to order at _____ **p.m.**
2. Pledge of Allegiance to the flag.
3. Motion by Burgess _____ that the Board of Mayor and Burgesses adopt the following resolution:

RESOLVED:

(a) That the Borough of Naugatuck (the "Borough") issue its refunding bonds, in an amount not to exceed FIVE MILLION DOLLARS (\$5,000,000) (the "Refunding Bonds"), the proceeds of which are hereby appropriated: (1) to fund one or more escrows, and to apply the balance held in such escrows, together with the investment earnings thereon, to the payment in whole or in part, as to be determined by the Mayor and Treasurer, of the outstanding principal of and interest and any call premium on certain of the maturities of the Borough's General Obligation Bonds, Issue of 2002; Issue of 2003, Lot B; Issue of 2004 and 2006 Series A (collectively, the "Prior Bonds"), including the payment of interest accrued on the Prior Bonds to the date of payment and (2) to pay costs of issuance of the Refunding Bonds authorized hereby, including, but not limited to, legal fees, consultants' fees, trustee or escrow agent fees, credit enhancement fees, underwriters' fees, interest and other financing costs and other costs related to the payment of the Prior Bonds described above. The Refunding Bonds shall be issued pursuant to Section 7-370c of the General Statutes of Connecticut, as amended, and any other enabling acts. The Refunding Bonds shall be general obligations of the Borough secured by the irrevocable pledge of the full faith and credit of the Borough.

(b) That the Mayor and the Treasurer shall sign the Refunding Bonds by their manual or facsimile signatures. The Mayor and the Treasurer are authorized to determine which of the Prior Bonds are to be redeemed and the amount, date, interest rates, 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.

(c) That the Mayor 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

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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.

(d) That the Mayor and the Treasurer, or either of them, are authorized to bind the Borough 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, if issued on a tax-exempt basis, including covenants to pay rebates of investment earnings to the United States in future years.

(e) That the Mayor is 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.

(f) That the Mayor, the Treasurer, the Controller and other proper officers of the Borough, or any one of them, are authorized to take all other action which is necessary or desirable to enable the Borough 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 Borough 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, the payment of the Prior Bonds in whole or in part.

(g) That the Mayor is hereby authorized if he determines it is in the Borough's best interest, to acquire, on behalf of the Borough, bond insurance or other forms of credit enhancement guaranteeing the Refunding Bonds on such terms as the Mayor 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 Mayor and the Treasurer, if they determine that it is appropriate, are authorized, on the Borough's behalf, to grant security to the issuer of the credit enhancement to secure the Borough's obligations arising under the credit enhancement, including the establishment of a reserve from the proceeds of the Refunding Bonds.

ROLL CALL VOTE:

4. Motion by Burgess _____ to adjourn the meeting at _____ **p.m.**