

RESOLUTION AUTHORIZING A SUPPLEMENTAL APPROPRIATION OF \$13,000,000 FOR THE PLANNING, ACQUISITION, DESIGN AND CONSTRUCTION OF A SANITARY SEWER SYSTEM TO SERVE THE ASSOCIATION AND STORM DRAINAGE IMPROVEMENTS AND AUTHORIZING THE ISSUANCE OF BONDS, NOTES OR OTHER OBLIGATIONS IN AN AMOUNT NOT TO EXCEED \$13,000,000 TO FINANCE SAID APPROPRIATION.

RESOLVED:

Section 1. That the Old Lyme Shores Beach Association in the Town of Old Lyme, Connecticut (the "Association") make a supplemental appropriation of \$13,000,000 for the planning, acquisition, design and construction of a sanitary sewer system to serve the Association including, but not limited to, connection fees for the conveyance of sewage to an existing regional sewerage facility and all costs associated with connecting to said regional sewerage facility, pump stations, acquisition of real property as may be required for the project, engineering, land surveying, geophysical studies, rights of way and easements, related road reconstruction, water distribution system improvements, and all other tasks related to the planning, acquisition, design and construction of said project, all to be completed in substantial accordance with plans and specifications as outlined in that certain study entitled "Wastewater Facilities Planning Report, Miami Beach Association, Old Lyme, CT," dated June 19, 2015, prepared by Fuss & O'Neill, Inc., 146 Hartford Road, Manchester, Connecticut 06040 as it may be amended from time to time, and for administrative, printing, legal and financing costs and other costs related thereto (the "Sanitary Sewer System Project") and storm drainage improvements and related road reconstruction and for administrative, printing, legal and financing costs and other costs related thereto (the "Storm Drainage Project", and together with the Sanitary Sewer System Project, the "Project"). The appropriation shall include any and all federal, state or other grants-in-aid, subsidies, loan forgiveness, or other funds received for the Project. The Association's Board of Governors may reduce or modify the scope of the Project, and the entire appropriation may be expended on the Project as so reduced or modified. This supplemental appropriation is in addition to the \$9,700,000 appropriation previously approved by voters of the Association on August 11, 2012, as amended on September 8, 2019 (the "Prior Bond Resolution"). This supplemental appropriation is conditioned upon the President and Treasurer's receipt of a fully-executed agreement from the State of Connecticut which provides for a loan, grant and loan forgiveness under the State of Connecticut's Clean Water Fund Program and a fully-executed Cost-Sharing Agreement from the Miami Beach Association, Old Colony Beach Club Association and Town of Old Lyme, the terms of which said agreements are satisfactory to the Association's Board of Governors.

Section 2. That the Association shall finance said supplemental appropriation by issuing its bonds, notes or other obligations in an amount not to exceed \$13,000,000 or so much thereof as the Association's Board of Governors may deem necessary after deducting any federal or state grants or subsidies, other grants-in-aid, principal loan forgiveness or other funds received for the Project. The bonds, notes or other obligations may, in whole or in part, be secured as to both principal and interest by (a) the full faith and credit of the Association, or (b) a pledge of revenues to be derived from the Project, including, without limitation, sewerage system sewer use charges, sewerage system connection charges and sewerage system benefit assessments, or any

combination thereof, or (c) a pledge of revenues to be derived from the Project, including, without limitation, sewerage system sewer use charges, sewerage system connection charges and sewerage system benefit assessments, or any combination thereof, and also by the full faith and credit of the Association. The bonds, notes or other obligations shall be issued pursuant to the Connecticut General Statutes, as amended. The bonds, notes or other obligations may be sold as a single issue or consolidated with any other authorized issues of bonds, notes or other obligations of the Association. The bonds, notes or other obligations may be in the form of interim funding obligations, interim funding obligations in anticipation of project loan obligations, and project loan obligations issued to the State of Connecticut under the State of Connecticut's Clean Water Fund Program. The Treasurer shall keep a record of the bonds, notes and other obligations. The bonds, notes and other obligations shall be signed in the name and on behalf of the Association by the President and Treasurer, shall bear the Association seal or a facsimile thereof, shall each recite that every requirement of law relating to its issue has been duly complied with and that such bond, note or other obligation is within every debt and other limit prescribed by law, and shall state that either (a) the full faith and credit of the Association, or (b) a pledge of revenues to be derived from the Project, including, without limitation, sewerage system sewer use charges, sewerage system connection charges and sewerage system benefit assessments, or any combination thereof, or (c) a pledge of revenues to be derived from the Project, including, without limitation, sewerage system sewer use charges, sewerage system connection charges and sewerage system benefit assessments, or any combination thereof, and also by the full faith and credit of the Association, are pledged to the payment of the principal thereof and interest thereon. The aggregate principal amount, the dated date, final maturity, rate or rates of interest, the date, time of issue and sale and all other terms, details and particulars of such bonds, notes or other obligations shall be as determined by the Association's Board of Governors. Said bonds, notes or other obligations shall be sold by the President and Treasurer at public sale, by negotiation or to the State of Connecticut under the Clean Water Fund Program, as determined by the Association's Board of Governors. This supplemental bond authorization is in addition to the \$9,700,000 bond authorization in the Prior Bond Resolution. This supplemental bond authorization is conditioned upon the President and Treasurer's receipt of a fully-executed agreement from the State of Connecticut which provides for a loan, grant and loan forgiveness under the State of Connecticut's Clean Water Fund Program and a fully-executed Cost-Sharing Agreement from the Miami Beach Association, Old Colony Beach Club Association and Town of Old Lyme, the terms of which said agreements are satisfactory to the Association's Board of Governors.

Section 3. That the President and Treasurer are authorized to issue temporary notes in anticipation of the receipt of the proceeds of said bonds, notes or other obligations, including, without limitation, issuing and renewing temporary notes in the form of interim funding obligations issued to the State of Connecticut under the State of Connecticut's Clean Water Fund Program. The temporary notes shall be signed by the President and Treasurer and shall bear the Association seal or a facsimile thereof. The temporary notes shall be issued with maturity dates in accordance with the Connecticut General Statutes, as amended, or the State of Connecticut's Clean Water Fund Program, as applicable. The temporary notes shall each recite that every requirement of law relating to its issue has been duly complied with, that such temporary note is within every debt and other limit prescribed by law, and that the temporary notes, in whole or in part, are secured as to both principal and interest by either (a) the full faith and credit of the Association, or (b) a pledge of revenues to be derived from the Project, including, without limitation, sewerage system sewer use charges, sewerage system connection charges and sewerage

system benefit assessments, or any combination thereof, or (c) a pledge of revenues to be derived from the Project, including, without limitation, sewerage system sewer use charges, sewerage system connection charges and sewerage system benefit assessments, or any combination thereof, and also by the full faith and credit of the Association. The net interest cost on such temporary notes, including, without limitation, renewals thereof, and the expense of preparing, issuing, and marketing such temporary notes, to the extent paid from the proceeds from the issuance of bonds, notes, other obligations, or project loan obligations, shall be included as a cost of the supplemental appropriation.

Section 4. That the Association hereby declares its official intent under Treasury Regulation Section 1.150-2 of the Internal Revenue Code of 1986, as amended, that the Project costs may be paid from temporary advances of available Association funds and that the Association reasonably expects to reimburse any such advances from the proceeds of borrowings in an aggregate principal amount not in excess of the amount of borrowing authorized for the Project; that the President and Treasurer are authorized to bind the Association pursuant to such representations and agreements as they deem necessary or advisable in order to ensure and maintain the continued exemption from federal income taxation of interest on the bonds, notes, temporary notes and other obligations authorized by this resolution, if issued on a tax-exempt basis, including, without limitation, covenants to pay rebates of investment earnings to the United States in future years; and that the President and Treasurer are authorized to make representations and agreements for the benefit of the holders of the bonds, notes, temporary notes and other obligations to provide secondary market disclosure information and to execute and deliver on behalf of the Association an agreement to provide such information with such terms and conditions as they, with the advice of bond counsel, deem necessary and appropriate, including, without limitation, bonds, notes, temporary notes and other obligations issued by the State of Connecticut under the State of Connecticut's Clean Water Fund Program.

Section 5. That the Association's Board of Governors is hereby authorized, empowered and directed in the name and on behalf of the Association to direct the President and Treasurer to execute and deliver one or more loan, grant and loan forgiveness agreements under the State of Connecticut's Clean Water Fund Program, one or more interim funding obligations, one or more project loan obligations, and such other instruments, documents and agreements related to the aforementioned agreements and obligations, and to take such other and further action, as the Association's Board of Governors shall deem necessary, appropriate or desirable to carry out the purpose and intent of this resolution and to effectuate the transactions contemplated by this resolution, including, without limitation, contracting with vendors and others on behalf of the Association for the Project and approving construction expenditures for the Project.

Section 6. That the President and the Treasurer are hereby authorized, empowered and directed in the name and on behalf of the Association to apply for any federal or state grants or subsidies, other grants-in-aid, loans and principal loan forgiveness, including, but not limited to, those through the State of Connecticut's Clean Water Fund Program.

Section 7. That the Association's Board of Governors is hereby authorized, empowered and directed in the name and on behalf of the Association to accept or reject any federal or state grants or subsidies, other grants-in-aid, loans and principal loan forgiveness, including, but not limited to, those through the State of Connecticut's Clean Water Fund Program

and is further authorized to take all actions necessary and proper to obtain such grants, subsidies, grants-in-aid, loans and principal loan forgiveness and to take such other and further action, as the Association's Board of Governors shall deem necessary, appropriate or desirable to carry out the purpose and intent of this resolution, including, but not limited to, implementing such project loan and project grant agreements, project loan and project grant and loan forgiveness agreements, and similar agreements with the State of Connecticut, to carry out the Project, to effectuate the transactions contemplated hereby, and to issue the bonds, notes, temporary notes and other obligations to finance the appropriation.

Section 8. Notwithstanding anything contained herein to the contrary, the total appropriation and bond authorization for the Sanitary Sewer System Project under this resolution and the Prior Bond Resolution shall not exceed \$18,700,000.