

THE METROPOLITAN DISTRICT COMMISSION

555 Main Street
Hartford, Connecticut 06103
Monday, July 9, 2018

Present: Commissioners John Avedisian, Clifford Avery Buell, Luis Caban, Daniel Camilliere, William A. DiBella, Peter Gardow, Denise Hall, James Healy, Allen Hoffman, Jean Holloway, Kathleen J. Kowalshyn, Gary LeBeau, Byron Lester, Alphonse Marotta, Whit Osgood, Domenic M. Pane, Bhupen Patel, Pasquale J. Salemi, Raymond Sweezy, Alvin Taylor, Michael Torres and Richard W. Vicino (22)

Absent: Commissioners Andrew Adil, Mary Anne Charron, Donald M. Currey, Timothy J. Fitzgerald, Matthew B. Galligan, David Ionno, Maureen Magnan, Sandra Johnson, Michael Solomonides, and New Britain Special Representative Michael Carrier (10)

Also

Present: Scott W. Jellison, Chief Executive Officer
John M. Zinzarella, Deputy Chief Executive Officer, Business Services
R. Bartley Halloran, District Counsel
Brendan Fox, Assistant District Counsel
Carl R. Nasto, Assistant District Counsel
John S. Mirtle, District Clerk
Christopher Levesque, Director of Operations
Sue Negrelli, Director of Engineering
Kelly Shane, Director of Procurement
Robert Schwarm, Director of Information Technology
Tom Tyler, Director of Facilities
Robert Zaik, Director of Human Resources
Kerry E. Martin, Assistant to the Chief Executive Officer
Victoria S. Escoriza, Executive Assistant

CALL TO ORDER

The meeting was called to order by Chairman DiBella at 6:00 PM

ROLL CALL AND QUORUM

The District Clerk called the roll and informed Chairman DiBella that a quorum of the Commission was present, and the meeting was declared a legal meeting of the District Board of The Metropolitan District of Hartford County, Connecticut.

PLEDGE OF ALLEGIANCE

Those in attendance stood and recited the Pledge of Allegiance.

MOMENT OF SILENCE

Chairman DiBella requested a moment of silence in memory of Martin B. Courneen who served as a Commissioner and Citizen Member for over 25 years.

PUBLIC COMMENTS RELATIVE TO AGENDA ITEMS

No one from the public appeared to be heard.

APPROVAL OF MINUTES

On motion made by Commissioner Camilliere and duly seconded, the meeting minutes of June 4, 2018 were approved.

Commissioners Caban, Healy, LeBeau, Lester and Kowalyshyn abstained.

REPORT FROM DISTRICT CHAIRMAN

The District Chairman discussed his report during the District Counsel report.

REPORT FROM CHIEF EXECUTIVE OFFICER

Scott Jellison delivered the District Chief Executive Officers report.

REPORT FROM DISTRICT COUNSEL

Without objection, Agenda Items #10B “*Department of Energy and Environmental Protection Discharge of Wastewater from the Former Hartford Landfill into the District’s Sanitary Sewer*” and #12 “*Settlement of Pending Litigation – Eversource v. MDC*”, were discussed during the District Counsel Report.

R. Bartley Halloran delivered the District Counsel’s Report.

Commissioner Osgood left the meeting at 6:41 PM

DEPARTMENT OF ENERGY AND ENVIRONMENTAL PROTECTION
DISCHARGE OF WASTEWATER FROM THE FORMER HARTFORD
LANDFILL INTO THE DISTRICT'S SANITARY SEWER

Commissioner Sweezy read the following resolution:

To: District Board

July 9, 2018

Be it resolved:

MDC Counsel is instructed to inform DEEP that the continued discharge of groundwater and leachate into the sewer system will not be permitted after September 1, 2018 unless:

- a) A long term abatement plan is developed between parties by September 1, 2018, and
- b) MDC is paid for the outstanding charges for discharge of groundwater and leachate from the landfill to date, and a commitment to pay future charges is made.

Without objection, Commissioner Buell amended the resolution to add the language shown above in redline.

On motion made by Commissioner Sweezy and duly seconded, the report was received and resolution adopted, as amended, by unanimous vote of those present.

At 7:42 PM Chairman DiBella recused himself due to a conflict of interest and exited the meeting. District Counsel R. Bartley Halloran took over chair.

SETTLEMENT OF PENDING LITIGATION
EVERSOURCE V. MDC

To: District Board

July 9, 2018

BE IT HEREBY RESOLVED, that pursuant to Section B2f of the By-Laws of The Metropolitan District, the Board of Commissioners of The Metropolitan District hereby authorizes District Counsel, or his designee, to settle the lawsuit captioned *CT LIGHT & POWER d/b/a EVERSOURCE ENERGY v. THE METROPOLITAN DISTRICT*, Docket No. HHD-CV17-6077616, for the total sum of \$48,500.00, subject to the proper execution of any and all documents reasonably necessary to effect said settlement, including but not limited to a general release containing a confidentiality provision from the plaintiff, and formal withdrawal of said action.

Respectfully submitted,

John S. Mirtle, Esq.
District Clerk

On motion made by Commissioner Vicino and duly seconded, the report was received and resolution adopted by unanimous vote of those present.

Chairman DiBella abstained.

Chairman DiBella resumed the chair at 7:45 PM

**BOARD OF FINANCE
BUSINESS TRANSFORMATION PROJECT MANAGEMENT
AND DATA CLEANSING**

To: District Board July 9, 2018
From: Board of Finance

Bond counsel prepared the following resolution for consideration by the Board of Finance:

At a meeting of the Board of Finance held on July 9, 2018, it was:

Voted: That the Board of Finance recommends to the District Board passage of the following resolution:

RESOLUTION APPROPRIATING \$7,500,000 FOR INFORMATION TECHNOLOGY IN SUPPORT OF THE DISTRICT'S BUSINESS TRANSFORMATION PROGRAM AND AUTHORIZING THE ISSUANCE OF \$7,500,000 BONDS OF THE DISTRICT TO MEET SAID APPROPRIATION AND PENDING THE ISSUANCE THEREOF THE MAKING OF TEMPORARY BORROWINGS FOR SUCH PURPOSE

RESOLVED:

Section 1. The sum of \$7,500,000 is hereby appropriated for information technology in support of the District's Business Transformation Project. Specifically, this appropriation includes project management costs for the SAP system reimplementation, including legacy SAP data cleansing services in preparation for data migration into the District's new SAP system. Such costs may include those for hardware, software, labor costs for District employees as well as costs for the services of third parties, legal, administrative and other financing costs related thereto.

Section 2. To meet said appropriation \$7,500,000 bonds of the District are authorized to be issued in one or more series in accordance with applicable General Statutes of Connecticut, Revision of 1958, as amended to date and as amended from time to time in the future, public acts of the Connecticut General Assembly, as amended to date and as amended from time to time in the future, and special acts of the Connecticut General Assembly, as amended to date and as amended from time to time in the future (together, "Connecticut laws"), and the District's Charter. Said bonds shall be issued in fully registered form, be executed in the name and on behalf of the District by the manual or facsimile signatures of the Chairman or Vice Chairman and the Treasurer or the Deputy Treasurer, and bear the District seal or a facsimile thereof. The bonds may be secured by the full faith and credit of the District and/or by special revenues of the District pledged thereto by the District Board, in accordance with Connecticut laws and the District's Charter. Each of the bonds shall recite that every requirement of law relating to its issue has been duly complied with and that such bond is within every debt and other limit prescribed by law. The aggregate principal amount of the bonds to be issued, the form of issuance as serial, term or discount bonds, the dated date, final maturity, annual installments of principal, whether interest on the bonds will be fixed or variable, the rate or rates of interest, or method of determining interest rates thereon, whether such interest shall be excluded or included in gross income for federal income tax purposes, denominations, terms of redemption, if any, the date, time of issue and sale and all other terms, details and particulars of such bonds shall be determined by the District Board, in accordance with Connecticut laws and the District's Charter, following recommendation of the Board of Finance. It is hereby found and determined that the issuance of any such bonds the interest on which is included in gross income for federal income tax purposes is in the public interest. The bonds may be sold by competitive bid or negotiated sale, as determined by the District Board. If sold by competitive bid, a notice of sale, or summary thereof, shall be published at least five (5) 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 by negotiated sale, the form and details of the bond purchase agreement for the sale of the bonds shall be determined by the District Board.

Section 3. The Treasurer and the Deputy Treasurer are authorized to make temporary borrowings in anticipation of the receipt of the proceeds of said bonds. Notes or certificates of indebtedness evidencing such borrowings may be sold by competitive bid or negotiated sale, as determined by the Treasurer or Deputy Treasurer, in such manner as shall be determined by said Officers. Said notes or certificates of indebtedness shall be issued in fully registered form, be executed in the name and on behalf of the District by the manual or facsimile signatures of the Chairman or Vice Chairman and the Treasurer or Deputy Treasurer, and bear the District seal or a facsimile thereof. The notes or certificates of indebtedness may be secured by the full faith and credit of the District and/ or by special revenues of the District pledged therefore by the District Board in accordance with Connecticut laws and the District's Charter. Each of the notes shall recite that every requirement of law relating to its issue has been duly complied with and that such note is within every debt and other limit prescribed by law. The net interest cost on such notes or certificates of indebtedness, 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 the bonds, the proceeds thereof, to the extent required, shall be applied forthwith to the payment of the principal of and the interest on such notes or certificates of indebtedness then outstanding or shall be deposited with a bank or trust company in trust for such purpose.

Section 4. In connection with the issuance of the bonds, notes or certificates of indebtedness authorized hereunder and under the Resolutions (“Authorized Obligations”), the District Board is hereby authorized to approve the terms and conditions of, including necessary covenants, limitations and restrictions on the District necessary to obtain, standby bond purchase agreements, letters of credit, lines of credit, financial guaranty insurance policies, guarantees of the District or third parties, surety agreements, or any similar agreements (“Credit Facilities”) with one or more financial institutions providing Credit Facilities (“Credit Facility Providers”) to provide for additional security for and the purchase upon tender of the Authorized Obligations, if any, under circumstances set forth in the Indentures (defined herein). Credit Facilities shall be executed in the name and on behalf of the District by the manual or facsimile signatures of the Chairman or Vice Chairman and the Treasurer or Deputy Treasurer.

Section 5. In connection with the issuance of Authorized Obligations bearing interest at variable interest rates, the District Board is hereby authorized to approve the terms and conditions of, including necessary covenants, limitations and restrictions on the District necessary to enter into, remarketing agreements, broker-dealer agreements, auction agency agreements and other agreements (the “Reoffering Agreements”) with remarketing agents, investment banking firms or other financial institutions to be appointed by the Chairman or Vice Chairman and the Treasurer or Deputy Treasurer (“Reoffering Agents”), which provide for, among other things, the terms and conditions for reoffering Authorized Obligations bearing interest at variable interest rates, the Reoffering Agents’ compensation and the disclosure of the District’s financial condition. Reoffering Agreements shall be executed in the name and on behalf of the District by the manual or facsimile signatures of the Chairman or Vice Chairman and the Treasurer or Deputy Treasurer.

Section 6. In connection with the issuance of Authorized Obligations, if permitted by Connecticut laws and the District’s Charter, the District Board is hereby authorized to approve the terms and conditions of, including necessary covenants, limitations and restrictions on the District necessary to obtain, an interest rate swap agreement in the form of the International Swaps and Derivatives Association, Inc. (ISDA) Master Agreement, together with applicable annexes, schedules and confirmations thereto, contracts to manage interest rate risk, including interest rate caps, options, puts, call or similar arrangements, or such other agreements permitted by Connecticut laws and the District’s Charter (“Swap Agreements”), with one or more counterparties to be selected by the Chairman or Vice Chairman and Treasurer or Deputy Treasurer, as Swap Provider (the “Swap Providers”), which provides for, among other things, the effective date or dates of the Swap Agreements, the rate of interest to be paid by the District to the Swap Providers on the principal amount of the bonds (which may be a fixed rate or a variable rate based on an index determined by the

Chairman or Vice Chairman and Treasurer or Deputy Treasurer), the rate of interest to be received by the District from the Swap Providers (which may be a fixed rate or a variable rate based on an index determined by the Chairman or Vice Chairman and Treasurer or Deputy Treasurer), the payment of certain fees, the imposition of certain covenants, limitations and restrictions on the District and the execution of various other instruments. Swap Agreements shall be executed in the name and on behalf of the District by the manual or facsimile signatures of the Chairman or Vice Chairman and the Treasurer or Deputy Treasurer. To the extent provided by Connecticut laws, the full faith and credit of the District may be pledged to any and all payments to be made by the District with respect to the Swap Agreements, including, any termination or netting payments to be made by the District.

Section 7. The Chairman or Vice Chairman and Treasurer or Deputy Treasurer are hereby authorized, on behalf of the District, to enter into agreements or otherwise covenant for the benefit of bondholders to provide information on an annual or other periodic basis to the Municipal Securities Rulemaking Board (the "MSRB") and to provide notices to the MSRB of material events as enumerated in the Securities and Exchange Commission Securities Exchange Act Rule 15c2-12, as amended, as may be necessary, appropriate or desirable to effect the sale of the bonds, notes and certificates of indebtedness authorized by this resolution. Any agreements or representations to provide information to the MSRB made prior hereto are hereby confirmed, ratified and approved.

Section 8. The District hereby expresses its official intent pursuant to Treasury Regulations Section 1.150-2 to reimburse expenditures paid sixty days prior to and any time after the date of passage of this Resolution in connection with the Resolutions with the proceeds of Authorized Obligations. Said obligations shall be issued to reimburse such expenditures not later than 18 months after the date of the expenditure or such later date the Regulations may authorize. The District hereby certifies that the intention to reimburse as expressed herein is based upon its reasonable expectations as of this date. The Chairman or Vice Chairman and the Treasurer or Deputy Treasurer is each individually authorized to pay project expenses in accordance herewith pending the issuance of the Authorized Obligations. This Section is included herein solely for purposes of compliance with Treasury Regulations Section 1.150-2 and may not be used or relied on for any other purpose.

Respectfully submitted,

John S. Mirtle, Esq.
District Clerk

On motion made by Commissioner Camilliere and duly seconded, the report was received and resolution adopted by unanimous vote of those present.

**BUREAU OF PUBLIC WORKS
100 HELMSFORD WAY, WINDSOR
RELEASE OF SEWER RIGHT-OF-WAY**

To: District Board

July 9, 2018

From: Bureau of Public Works

On April 12, 2018, the District received a request from Attorney Douglas S. Pelham on behalf of WE 100 Helmsford Way LLC, property owner of 100 Helmsford Way, Windsor, for The Metropolitan District to release portions of two existing sanitary sewer easements within the subject property, as shown on the accompanying map. The purpose of the request is to enable the development of the parcel.

The existing easements were acquired by The Metropolitan District from Culbro Land Resources, Inc., in conjunction with the Village on the Knoll Developer's Permit-Agreement project in 1990. Since the existing sewer was relocated in a separate easement in 1994 through a separate Developer's Permit Agreement and there are no future plans to use these easements, there is no longer any need for them to remain on the Town of Windsor land records.

From an engineering standpoint, the release of these easements will not have a negative impact on the wastewater collection system, and no hardship or detriment would be imposed on others. All new connections and services to the property can utilize the existing sanitary sewer in Helmsford Way.

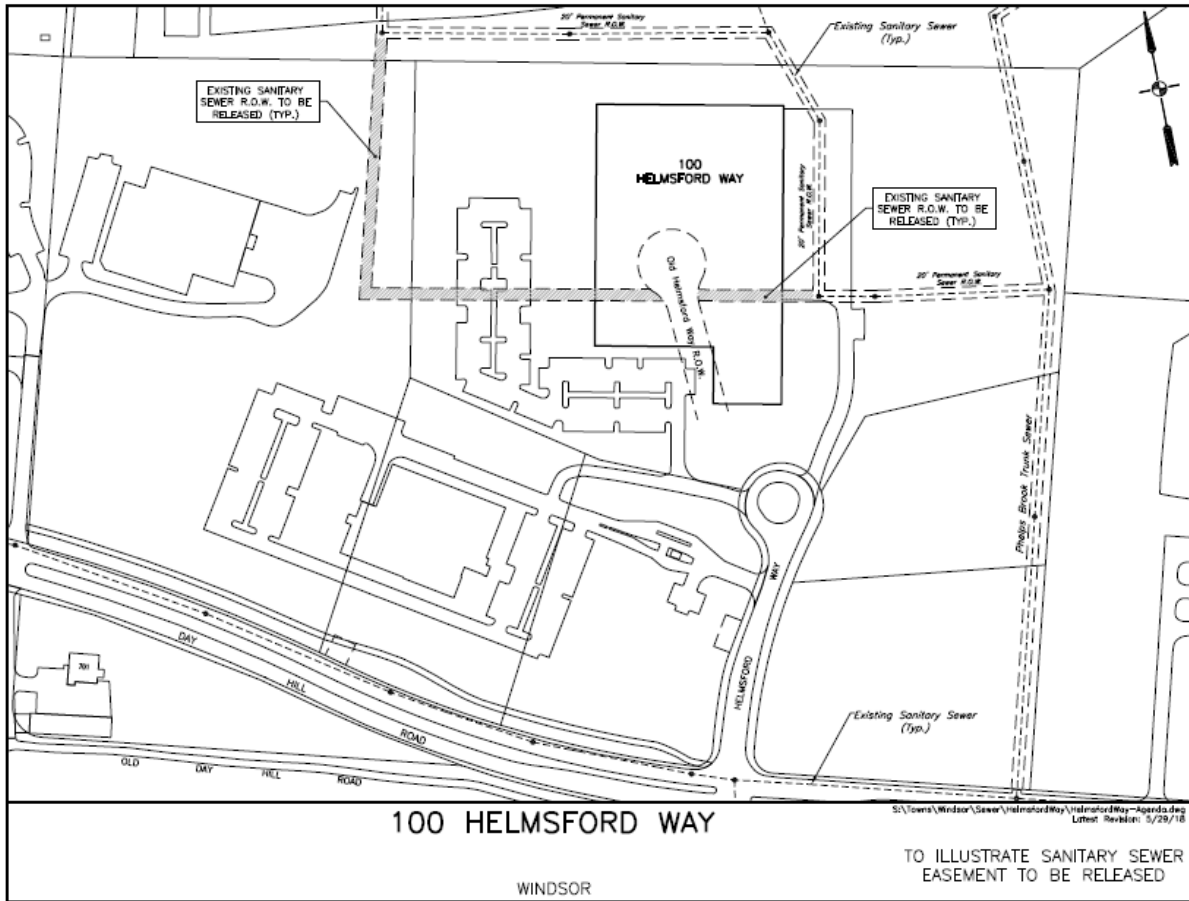
At a meeting of the Bureau of Public Works held on June 13, 2018, it was:

Voted: That the Bureau of Public Works recommends to the District Board passage of the following resolution:

Resolved: That the Chairman or Vice Chairman of the District Board be authorized to execute the release of portions of the existing sanitary sewer easements on property owned by WE 100 Helmsford Way LLC, as shown on the accompanying map and as recorded in the Town of Windsor land records, Volume 814, Pages 132 through 137. The release shall be subject to approval by District Counsel as to form and content.

Respectfully submitted,

John S. Mirtle, Esq.
District Clerk



COHN | BIRNBAUM | SHEA
A PROFESSIONAL CORPORATION
ATTORNEYS AT LAW

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ENGINEERING & PLANNING

April 9, 2018

APR 12 2018

RECEIVED

Michael Curley, P.E.
Technical Services, Engineering & Planning
The Metropolitan District
555 Main Street, P.O. Box 800
Hartford, CT 06142-0800

Re: Request for release of a sanitary sewer easement at 100 Helmsford Way, Windsor, CT

Dear Mr. Curley:

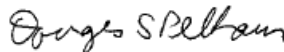
This is a request to release a portion of a sanitary sewer easement at the above referenced property. Enclosed please find copies of the following documents in furtherance of this request:

1. ALTA/NSPS Land Title Survey prepared for WE 100 Helmsford Way LLC dated April 10, 2017, prepared by Alford Associates, Inc.
2. Sewer Easement dated August 14, 1990 and recorded in Volume 814 at Page 132 of the Windsor Land Records.
3. Sewer Easement dated August 14, 1990 and recorded in Volume 814 at Page 135 of the Windsor Land Records.
4. Plan & Profile 3, Day Hill Technology Park Prepared for Culbro Land Resources, Inc. and recorded as Map No. 3713 of the Windsor Land Records.
5. Plan & Profile 4, Day Hill Technology Park Prepared for Culbro Land Resources, Inc. and recorded as Map No. 3714 of the Windsor Land Records.
6. An 11 X 17 copy of the first sheet of the survey hand marked with the portions of the easement for which a release is requested.

It appears from the documentation we have that the sewer lines and part of the easement were previously relocated but the unneeded portion of the original easement was never released. This request is therefore made in order to release the unneeded portions of the old easement of record.

A check for \$125.00 is also enclosed for administrative fees. Please advise if you need any further information regarding this matter.

Very truly yours,

Douglas S. Pelham
Attorney for WE 100 Helmsford Way LLC

c: Barbara Green (via email) w/enclosures

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On motion made by Commissioner Pane and duly seconded, the report was received and resolution adopted by unanimous vote of those present.

AUTHORIZATION FOR SALE OF VEHICLE

To: District Board

July 9, 2018

From: Scott W. Jellison, Chief Executive Officer

The Metropolitan District ("District") owns a certain 2007 LT9513 model Vector Truck manufactured by Sterling (the "Vehicle"). The District now desires to replace this Vehicle and sell it as scrap to Standard Equipment Company ("Standard") for consideration in the amount of \$20,000.00.

Be It Resolved: that pursuant to Section 2-12 of the District Charter, the above-reference sale of the Vehicle to Standard is hereby authorized for the purposes set forth above, upon the above terms and conditions, and such other terms and conditions as the Chief Executive Officer and the District Counsel deem appropriate and in the best interests of the District; and be it further

Resolved, that the Chief Executive Officer is hereby authorized to enter into and execute bills of sale and any and all manner of other documents and to take such other actions as he and the District Counsel may deem appropriate and in the best interests of the District in order to effect the above sale; and be it further

Resolved, that no person or entity shall be entitled to rely on, or otherwise claim any benefit by reason of this resolution should the Chief Executive Officer fail to execute the aforementioned bills of sale or other documents, or to take any of the other aforesaid actions; and be it further

Resolved, that all approvals and authorizations provided hereby are contingent upon, and shall only be effective on and by means of, the Chief Executive Officer executing such bills of sale and other documents, and taking such actions, all of which shall be, in form and substance, acceptable to the Chief Executive Officer and District Counsel.

Respectively submitted,

John S. Mirtle, Esq.
District Clerk

On motion made by Commissioner Kowalyshyn and duly seconded, the report was received and resolution adopted by unanimous vote of those present.

OPPORTUNITY FOR GENERAL PUBLIC COMMENTS

No one from the public appeared to be heard.

COMMISSIONER QUESTIONS AND COMMENTS

Without objection, Commissioner Caban recommended to set an authorization level for the sale of personal property, and referred this to the Audit Committee.

ADJOURNMENT

The meeting was adjourned at 8:05 PM

ATTEST:

John S. Mirtle, Esq.
District Clerk

Date of Approval