

TOWN OF WOODBURY
NOTICE AND WARNING OF SPECIAL TOWN MEETING
MARCH 16, 2016

Pursuant to Sections 203 and 204 of the Woodbury Charter, all electors and citizens qualified to vote in town meetings of the Town of Woodbury, Connecticut, are hereby notified and warned that a Special Town Meeting will be held in the auditorium of Nonnewaug High School, 5 Minortown Road in Woodbury, Connecticut, on 16th day, of March, 2016 at 7:30 p.m. for the following purposes:

1. To consider and act on a resolution:

a. To authorize the purchase and acquisition from Aquarion Water Company of Connecticut of two parcels of land consisting of: (1) the so-called Woodbury Reservoir Land (the "Woodbury Reservoir Land") comprising approximately 181.35 acres, more or less, located in the Towns of Woodbury and Southbury, and more particularly described below, and (2) the so-called Sherman Hill Road Land (the "Sherman Hill Road Land") comprising approximately 64.15 acres, more or less, located in the Town of Woodbury, and as more particularly described below; which acquisitions the Board of Selectmen recommends be by private sale. The acquisitions include all buildings and improvements situated on the parcels and any fixtures therein, if any, and all right, title and interest of Aquarion Water Company of Connecticut in and to the land lying in the bed of any street or highway in front of or adjoining the parcels, and all other appurtenances (excluding utility rights and easements and any equipment lying in the bed of any such street or highway owned or used by Aquarion Water Company of Connecticut in its capacity as a water supply company) to the parcels and such building and improvements. Said parcels of land are conveyed subject to certain reservations, intentions to sell, notices to acquire and open space notices, and a certain right of way, all as described in the Contract of Sale (the "Contract of Sale") dated October 22, 2015, between Aquarion Water Company of Connecticut and the Town with respect to the acquisitions, and the First Amendment to the Contract of Sale dated November 18, 2015. Copies of the Contract of Sale and the First Amendment thereto are on file in the office of the Town Clerk.

Legal Description of Woodbury Reservoir Land: All that certain piece or parcel of land situate in the Town of Woodbury and Southbury, County of Litchfield, State of Connecticut as shown on map entitled "Perimeter Survey Prepared For Aquarion Water Company Of Connecticut, Old Woodbury Road, Scuppo Road and Old Sherman Hill Road, Woodbury and Southbury, Connecticut" dated April 25, 2014, scale 1"=100', prepared by CCA, LLC of Brookfield, Connecticut and being more particularly bounded and described as follows:

Beginning at a point on the Northerly street line of Old Woodbury Road and the Southwesterly corner of lands belonging now or formerly to Willard K. Denton, Jr. and Mary Anne Denton as recorded in Southbury land records as deed Volume 539 page 295; Thence along the Northerly street line of said Old Woodbury Road and the Easterly street line of Scuppo Road the following 31 courses
N72°38'09"W 387.44', N73°44'10"W 479.22', N75°13'56"W 210.38',
N79°09'15"W 417.02', N84°42'42"W 244.89', S83°47'13"W 225.85',

S85°07'50"W 112.60', S86°14'30"W 362.22' on a curve to the right having a radius 240.00', an arc length 127.31', a delta 30°23'32" and a chord N21°40'36"W 125.82', N06°28'50"W 591.88" on a curve to the left having a radius 438.25', an arc length 125.57', a delta 16°24'59" and a chord N14°41'20"W 125.14', on a curve to the right having a radius 158.77', an arc length 86.65', a delta 26°43'31" and a chord N09°32'04"W 85.87', N03°49'42"E 97.99' on a curve to the left having a radius 286.32', an arc length 323.90', a delta 64°48'55" and a chord N28°34'27" 306.90', N60°58'55"W 50.54', on a curve to the right having a radius 798.90', an arc length 161.16', a delta 11°33'28" and a chord 55°12'10"W 160.88', N49°25'26"W 81.09', on a curve to the left having a radius 346.00', an arc length 276.51', a delta 45°47'16", and a chord N72°19'04"W 269.21', on a curve to the right having a radius 400.00', an arc length 256.35', a delta 36°43'12", and a chord N76°51'06"W 251.99, N58°29'30"W 358.68', S73°31'55"W 282.63', N44°51'03"W 120.75', N74°29'14" 224.84', N61°33'27"W 66.69', N46°10'15"W 37.05', N62°19'16"W 37.23', N63°14'02"W 81.85', N43°36'50"W 103.90', N33°40'30"W 134.90', N60°58'09"W 258.01', N75°39'06"W 147.11' to a point on the Southwesterly corner of lands belonging now or formerly to Town of Woodbury as recorded in deed Volume 180 page 719; Thence the following 19 courses N76°28'42"E 265.93, N42°51'34"E 194.85', S77°30'51"E 110.57', S76°27'32"E 123.96', N76°43'41"E 229.83', N75°37'52"E 149.56', N83°19'12"E 83.69', N72°55'23"E 86.20', N76°22'57"E 312.45', N75°44'06"E 140.14', N75°46'07"E 77.94', N75°46'47"E 124.83', N74°11'48"E 163.34', N74°26'33"E 338.63', N11°41'41"W 422.92', on a curve to the right having a radius 741.78', an arc length 669.12', a delta 51°41'00" and a chord N14°08'49"E 646.66', N39°59'19"E 649.32', on a curve to the right having a radius 1935.08', an arc length 608.55', a delta 18°01'07" and a chord N48°59'52"E 606.05', N58°01'19"E 13.99' to a point on the Southerly street line of Old Sherman Hill Road; Thence along the Southerly street line of said Old Sherman Hill Road S74°00'12"E 182.12' to a point on the Northwesterly corner of lands belonging now or formerly to Jonathan Tait Murphy and John Spencer Melder as recorded in deed Volume 390 page 1177; Thence the following 25 courses S53°47'43"W 364.10', S48°34'13"W 134.00', N43°49'47"W 97.53', on a curve to the left having a radius 1885.08', and arc length 210.79', a delta 06°24'24" and a chord S43°11'31"W 210.68', S39°59'19"W 649.32', on a curve to the left having a radius 691.78', an arc length 321.39', a delta 26°37'08" and a chord S26°40'45"W 318.51, S25°27'25"E 223.40', N19°10'36"E 17.21', S61°54'55"E 293.51', S75°23'43"E 244.49', S70°10'00"E 418.44', S41°02'57"E 180.38', S35°44'27"E 700.84', S25°51'38"E 25.37', S31°33'34"E 564.91', S41°28'15"E 224.56', S25°27'12"E 216.06', S19°36'18"E 396.70', S16°47'51"E 170.97', S20°09'49"E 152.76', S25°06'17"E 80.98', S22°57'24"E 246.36', S24°47'22"E 401.74', S23°37'10"E 339.31', S09°31'02"E 187.81' to the point or place of beginning. Said parcel containing 181.35 +/- acres.

Legal Description of Sherman Hill Road Land: All that certain piece or parcel of land situate in the Town of Woodbury, County of Litchfield, State of Connecticut as shown on

map entitled "Perimeter Survey Prepared For Aquarion Water Company Of Connecticut, Sherman Hill Road and Tuttle Road, Woodbury, Connecticut" dated February 11, 2015, scale 1"=100', prepared by CCA, LLC of Brookfield, Connecticut and being more particularly bounded and described as follows:

Beginning at a point on the Northerly Right of Way line of Connecticut Route 64 and the Southwesterly corner of lands belonging now or formerly to Nashe Real Estate, LLC as recorded in deed Volume 353 page 805; Thence along the Northerly Right of Way line of said Connecticut Route 64 the following six courses N78°11'12"W 1457.94', on a curve to the left having a radius 8644.42' and an arc length 220.10', a delta 01°27'32" and a chord N78°54'58"W 220.10', on a curve to the left having a radius 8644.42', an arc length 219.86', a delta 01°27'26", and a chord N80°22'27"W 219.85', N81°00'42"W 59.04', N08°21'39"E 36.75', N84°56'14"W 161.04' to a point at the Southeasterly street line intersection of Tuttle Road; Thence along the Easterly street line of Tuttle Road the following three courses N06°41'36"W 794.55', N08°01'46"W 195.13', N25°46'16"W 188.82' to a point on the Southwesterly corner of lands belonging now or formerly to Flanders Nature Center and Land Trust, Inc. as recorded in deed Volume 406 page 188; Thence the following 20 courses S42°37'34"E 236.33', S87°16'40"E 308.58', N86°35'24"E 207.15', S70°48'24"E 328.12', N34°12'11"E 333.15', N86°46'48"E 131.73', S72 °33'01"E 274.62', N84°27'04"E 253.50', N75°32'38"E 158.77', S85°01'26"E 188.30', S16°17'38"E 203.82', S88°31'50"E 173.62', S58°04'22"E 105.43', S11°21'18"W 15.00', S11°21'18"W 218.79', S06°58'15"W 347.08', S19°30'29"W 294.47', S31°00'37"E 53.14', S01 °25'55"E 161.59', S11°37'56"W 244.85' to the point or place of beginning. Said parcel containing 64.15 +/- acres.

Such parcels and related, buildings, improvements and other appurtenances will be acquired in a private sale from Aquarion Water Company of Connecticut for a purchase price of \$2,850,000, subject to customary adjustments at closing (the "Purchase Price"), and subject to such other terms and conditions as the Board of Selectmen may approve in its discretion. The closing on the acquisitions will occur on the date which is sixty (60) days following the later to occur of: (a) the date on which Aquarion Water Company of Connecticut provides the Town with written notice that Aquarion Water Company of Connecticut has satisfied the contingencies set forth in the Contract of Sale, and (b) the date on which the Town provides Aquarion Water Company of Connecticut with written notice that the Town has satisfied certain contingencies set forth in the Contract of Sale. If said date is not a business day, the closing shall occur on the second business day following said date. It is the intent of the Town and Aquarion Water Company of Connecticut to use reasonable efforts to cause the closing date to be no later than October 31, 2016, or at a date mutually agreed to by the parties. At the closing on the acquisitions, Aquarion Water Company of Connecticut shall donate \$50,000 to the Town to be placed in a special, designated fund to be used solely for the purpose of maintaining the acquired properties;

b. To appropriate \$2,900,000 for costs related to the aforesaid acquisitions, including legal fees, net interest on borrowings and other financing costs, and other expenses

related to the acquisitions and their financing. The appropriation will be funded in part by \$50,000 from the Town of Woodbury Open Space Fund Number 1 and \$200,000 from the Town of Woodbury Open Space Fund Number 2, and the balance, to the extent not defrayed from grants, from the proceeds of borrowings as described below. The State of Connecticut Department of Energy and Environmental Protection has approved a grant under the Open Space and Watershed Land Acquisition Program in an amount not to exceed \$1,500,000 to defray in part the Purchase Price. No portion of the appropriation shall be disbursed by the Town to pay the Purchase Price until the Town has received the State grant amount to be applied to defray in part the Purchase Price.

c. To authorize the issue of bonds or notes of the Town in an amount not to exceed \$2,650,000 to finance the appropriation for the project; to provide that the amount of bonds or notes authorized to be issued shall be reduced by the amount of grants received by the Town for the project and not separately appropriated to pay project costs; to authorize the issuance of temporary notes in anticipation of the receipt of proceeds from the issuance of the bonds or notes and the receipt of grants for the project; to provide that prior to the sale of each borrowing for the project, the Board of Finance shall determine the maximum dollar amount of the borrowing and whether such borrowing shall be in the form of a bond, note or temporary note; to authorize the First Selectman and the Treasurer of the Town to determine the amounts, dates, interest rates, maturities, redemption provisions, form and other details of the bonds or notes and temporary notes; and to perform all other acts which are necessary or appropriate to issue the bonds or notes and temporary notes;

d. To take such action to allow temporary advances of available funds which the Town reasonably expects will be reimbursed from the proceeds of borrowings; and to authorize the First Selectman and the Treasurer to bind the Town 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 bonds or notes and temporary notes authorized by the resolution if issued on a tax-exempt basis, including covenants to pay rebates of investment earnings to the United States in future years, and to make representations and enter into written agreements for the benefit of holders of the bonds or notes and temporary notes to provide secondary market disclosure information, which agreements may include such terms as they deem advisable or appropriate in order to comply with applicable laws or rules pertaining to the sale or purchase of such bonds or notes and temporary notes;

e. To authorize the First Selectmen to execute and file on behalf of the Town one or more applications for grants to defray in part the appropriation for the acquisitions, including but not limited to Open Space and Watershed Land Acquisition Grants from the State of Connecticut Department of Energy and Environmental Protection, to execute and deliver any and all documents or agreements required or desirable in connection with the receipt of such grants, and to take any other action necessary or desirable to implement such agreements; and

f. To authorize the First Selectman and other proper officers of the Town on behalf of the Town to take all actions and to enter into, execute and deliver any and all other agreements or documents necessary or advisable to implement the aforesaid acquisitions and the financing thereof; and to authorize the Board of Selectmen, the First Selectman, the Treasurer and other proper officers of the Town to take all other action which is necessary or desirable to complete

the project and to issue bonds or notes and temporary notes and obtain grants to finance the aforesaid appropriation.

Dated at Woodbury, Connecticut, this 11th day of February, 2016.

John J. Bullock
First Selectman

Barbara K. Peckham
Selectman

Michael J. Granby
Selectman

Janice J. Cook
Town Clerk

RECEIVED & FILED
IN WOODBURY, CT

This 16 day of Feb 2016
at 9:28 o'clock A M
Janice J. Cook
Town Clerk