

28TH BOARD OF REPRESENTATIVES CITY OF STAMFORD

President
RANDALL M. SKIGEN
Clerk of the Board
ANNIE M. SUMMERVILLE

Majority Leader
ELAINE MITCHELL
Minority Leader
ROBERT "GABE" DELUCA

RESOLUTION NO. 3552 RESOLUTION WITH RESPECT TO THE AUTHORIZATION, ISSUANCE AND SALE OF NOT EXCEEDING \$11,000,000 CITY OF STAMFORD, CONNECTICUT WATER POLLUTION CONTROL SYSTEM AND FACILITY REVENUE REFUNDING BONDS

**BE IT RESOLVED BY THE BOARD OF REPRESENTATIVES OF THE CITY OF
STAMFORD:**

Section 1. Not exceeding \$11,000,000 aggregate principal amount of Water Pollution Control System and Facility Revenue Refunding Bonds (the "Refunding Bonds") of the City of Stamford, Connecticut (the "City") may be issued in one or more series and in such principal amounts as the Board of Finance shall determine to be in the best interests of the City to refund all or any portion of the principal amount outstanding of the City's Water Pollution Control System and Facility Revenue Bonds, 2003 Series A (the "Refunded Bonds") to obtain net present value savings and/or to moderate the debt service payments on the Refunded Bonds. The Refunding Bonds shall be issued as revenue bonds of the City payable solely from revenues and other receipts, funds and moneys pledged therefor pursuant to the Indenture of Trust, dated as of December 21, 2001 (as amended, the "Indenture"), by and among the City, the Water Pollution Control Authority (the "Authority"), and U.S. Bank National Association (successor to Wachovia Bank, National Association), as trustee.

The Refunding Bonds shall be dated, mature at such time or times and in such principal amounts (provided that no Refunding Bonds shall mature later than the final maturity date of any Refunded Bonds being refunded), bear interest at the rates, be subject to such rights of redemption and redemption prices, be payable as to principal and interest at such places and in such medium of payment, be of such denominations and forms, carry such exchange or registration privileges, and contain such other provisions and particulars as shall be determined by the Mayor and the Director of Administration. The Refunding Bonds shall be executed in the name and on behalf of the City by the manual or facsimile signatures of the Mayor and the Controller, bear the City seal or a facsimile thereof, and be approved as to their legality by Robinson & Cole LLP, Bond Counsel. The Refunding 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 in the case the Refunding Bonds are issued as revenue bonds, the Indenture. The net proceeds of the sale of the Refunding Bonds, after providing for the funding of a debt service reserve fund, if any, and the payment of underwriter's discount and other costs of issuance, shall be deposited in an account in an amount sufficient to pay the principal of, interest and redemption premium, if any,

due on the Refunded Bonds to maturity or earlier redemption pursuant to the plan of refunding. The Mayor and the Director of Administration are authorized to appoint the certifying, paying, registrar and transfer agent for the Refunding Bonds, an escrow agent, if any, and any other professionals, and to execute and deliver any and all escrow, investment and related agreements necessary to provide for such payments on the Refunded Bonds and to provide for the transactions contemplated hereby.

Section 2. The Mayor and Director of Finance are authorized to appoint one or more underwriting firms to sell the Refunding Bonds and to execute and deliver a bond purchase agreement with such underwriter(s) for the sale of the Refunding Bonds.

Section 3. The Mayor, the Director of Administration, the Controller and the Executive Director of the Authority are authorized to execute and deliver a supplemental indenture to provide for the issuance of the Refunding Bonds and to provide for the payment of the principal of and interest on the Refunding Bonds as Bonds, as provided for in the Indenture.

Section 4. The Mayor and the Director of Administration are authorized to negotiate with or cause the negotiation with financial guaranty insurance companies to arrange for the insuring of the principal and interest payments on the Refunding Bonds, if desirable.

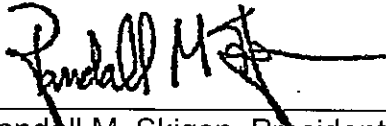
Section 5. The Mayor and the Director of Administration are authorized to prepare and distribute a Preliminary Official Statement and a final Official Statement of the City for use in connection with the offering and sale of the Refunding Bonds and are further authorized to execute and deliver a Continuing Disclosure Agreement and a Tax Regulatory Agreement for the Refunding Bonds in such form as they shall deem necessary and appropriate.

Section 6. The Mayor, the Director of Administration and the Controller and the Executive Director of the Authority are further authorized to execute and deliver such other agreements, documents and instruments necessary to affect the issuance and sale of the Bonds in accordance with the terms of this resolution.

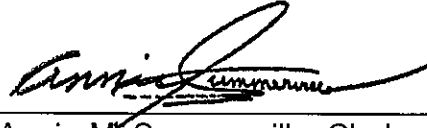
Section 7. This resolution shall be effective until July 1, 2014.

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This resolution was approved on the Consent Agenda at the regular monthly meeting of the 28th Board of Representatives held on Monday, March 4, 2013.



Randall M. Skigen, President



Annie M. Summerville, Clerk

cc: Mayor Michael Pavia
Donna Loglisci, Town & City Clerk
Ernie Orgera, Director of Operations
Michael Handler, Director of Administration
Ted Jankowski, Director of Public Safety, Health & Welfare
J. Capalbo, Esq., Law Department