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CITY OF DANBURY
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FRI., OCT. 23, 2009

HON. MARK D. BOUGHTON, MAYOR
HONORABLE PRESIDENT & MEMBERS OF THE COMMON COUNCIL
155 Deer Hill Avenue
Danbury, CT 06810

RE: PENDING DISPUTES OR LITIGATION, STATUS
(METCALF & EDDY LITIGATION MATTERS); APPROPRIATION
REQUESTS FOR SAME; ALL RELATED MATTERS

Dear Mayor and Council Members:

Recent events in connection with a number of very active, pending disputes or litigation, and in particular the Metcalf and Eddy litigation, strongly suggest that it is imperative that we discuss these matters in terms of issues or strategy. Accordingly, I have instructed Assistant Corporation Counsel Daniel E. Casagrande, who is lead counsel for the City on this file, and/or other members of my legal staff to be present at the Thursday, Nov. 5, 2009, regular Common Council meeting to advise you fully concerning possible or proposed courses of action by the City. Of course, adjourning to Executive Session at the end of the Council agenda clearly would be required.

As always, please do not hesitate to call me at your convenience with any questions. Thank you for your attention to this matter.

Very truly yours,
CITY OF DANBURY

ROBERT J. YAMIN
Corporation Counsel and
Chief Legal Officer

cc: Laszlo L. Pinter, Esq.
Daniel E. Casagrande, Esq.

[RJY.la.C.ct.litdec.ltr.10/23/2009]

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RESOLUTION

CITY OF DANBURY. STATE OF CONNECTICUT

_____ A. D., 200__

RESOLVED by the Common Council of the City of Danbury:



**RESOLUTION OF OFFICIAL INTENT TO REIMBURSE
 EXPENDITURES WITH BOND PROCEEDS FOR COSTS
 RELATED TO THE SETTLEMENT OF LITIGATION IN THE
 MATTER OF METCALF & EDDY INC. V. CITY OF DANBURY**

BE IT RESOLVED BY THE COMMON COUNCIL OF THE CITY OF DANBURY:

The City of Danbury (the "City") hereby expresses its official intent pursuant to Section 1.150-2 of the Federal Income Tax Regulations, Title 26 (the "Regulations"), to reimburse expenditures paid anytime after the date of passage of this Resolution for the settlement of litigation in the matter of "Metcalf & Eddy Inc. v City of Danbury" (the "Settlement Amount"), with the proceeds of bonds, notes, or other obligations ("Bonds") authorized to be issued by the City. The Settlement Amount shall be approved by the Court and the Common Council of the City prior to the authorization and issuance of any Bonds. The Bonds shall be issued to reimburse such expenditures not later than 18 months after the date of final payment of the Settlement Amount, or such later date the Regulations may authorize. The City hereby certifies that the intention to reimburse as expressed herein is based upon its reasonable expectations as of this date. This Resolution is adopted solely for purposes of compliance with the Regulations and may not be used or relied on for any other purpose.