

**CITY OF GROTON UTILITIES COMMISSION**  
Minutes of Special Meeting  
November 19, 2012

**1. CALL TO ORDER**

Chairperson Galbraith called the meeting to order at 9:59 a.m.

**ROLL CALL**

**Present:**    *Chairperson:*                    Mayor Marian K. Galbraith  
  
                  *Commissioners:*                   Paul A. Duarte, Shirleyann Dunbar-Rose, Edward E. DeMuzzio,  
  Bruce J. Fafard

**Staff present:**                                Director of Utilities Paul Yatcko  
  Finance Director Michael S. Hillsberg  
  Executive Assistant Deborah J. Gaudette

Also present was Attorney Robert Berchem of Berchem, Moses & Devlin, P.C., Ms. Duby McDowell and Ms. Ashley Sheridan of Duby McDowell Communications, Inc.

**2. OLD BUSINESS**

There was no Old Business to discuss.

**3. NEW BUSINESS**

*Executive Session*

**A. Business Strategies**

At 10:00 a.m., **Commissioner Dunbar-Rose** moved, **Commissioner Duarte** seconded that this meeting go into Executive Session to discuss Business Strategies and that Director of Utilities Yatcko, Finance Director Hillsberg, Executive Assistant Gaudette, Attorney Berchem , Ms. McDowell and Ms. Sheridan be included. **So voted unanimously.**

At 10:16 a.m., **Commissioner Dunbar-Rose** moved, **Commissioner DeMuzzio** seconded that this meeting return to Open Session. **So voted unanimously.**

*Open Session*

**B. Discussion and Possible Motion on Business Strategies and Transfer of Assets**

**Commissioner Dunbar-Rose** moved, **Commissioner Fafard** seconded to consider and adopt the following resolution:

**RESOLUTION THAT THE CITY OF GROTON UTILITIES COMMISSION  
AUTHORIZE THE SALE BY THE CITY OF GROTON OF ALL ISSUED AND  
OUTSTANDING SHARES OF STOCK OF THAMES VALLEY  
COMMUNICATIONS, INCORPORATED TO CTP INVESTORS, LLC”**

**WHEREAS**, the City of Groton desires to sell all of the issued and outstanding shares of stock of Thames Valley Communications, Incorporated, a Connecticut stock corporation; and

**WHEREAS**, CTP Investors, LLC, a Delaware limited liability company, has offered to purchase from the City of Groton all of the issued and outstanding stock of Thames Valley Communications, Incorporated; and

**WHEREAS**, the City of Groton and CTP Investors, LLC have negotiated the business terms of said purchase and sale, including a purchase price of One Hundred Fifty Thousand Dollars and No Cents (\$150,000.00), such business terms being reflected in the Purchase Agreement; and

**WHEREAS**, finalization of the Purchase Agreement and closing of sale will require: (A) the assembly and completion by Thames Valley Communications, Incorporated and the City of Groton of certain customary data schedules, which assembly and completion efforts are in process; and (B) completion of certain contract provisions involving tax, regulatory and technical matters; and

**THEREFORE, BE IT RESOLVED** that the City of Groton Utilities Commission authorize the sale by the City of Groton of all issued and outstanding shares of stock of Thames Valley Communications, Incorporated to CTP Investors, LLC

**So voted unanimously.**

**4. ADJOURNMENT**

There being no further business, at 10:17 a.m., **Commissioner DeMuzzio** moved, **Commissioner Fafard** seconded that this meeting adjourn. **So voted unanimously.**

Attest:

Paul A. Duarte  
Clerk