

Final Official Statement Dated July 10, 2014

NEW ISSUE: Book-Entry-Only

RATINGS: Moody's Investors Service, Inc.: Aaa / MIG 1

In the opinion of Bond Counsel, based on existing statutes and court decisions and assuming the material accuracy of representations and continuing compliance by the Town with certain covenants and procedures relating to requirements of the Internal Revenue Code of 1986, as amended (the "Code"), interest on the Bonds and the Lot A Notes is not included in the gross income of the owners thereof for purposes of Federal income taxation pursuant to Section 103 of the Code, and is not treated as a preference item for purposes of computing the Federal alternative minimum tax. Interest on the Bonds and the Lot A Notes may be includable in the calculation of certain taxes under the Code, including adjusted current earnings for purposes of calculating the alternative minimum tax imposed on corporations (as defined for federal income tax purposes). In the opinion of Bond Counsel, based on existing statutes, interest on the Bonds and the Lot A Notes is excluded from taxable income for purposes of the Connecticut income tax on individuals, trusts and estates, and is excluded from amounts on which the net Connecticut minimum tax is based in the case of individuals, trusts and estates required to pay the Federal alternative minimum tax. See Appendix B – "Form of Opinions of Bond Counsel and Tax Exemption – The Bonds and the Lot A Notes" herein.

*In the opinion of Bond Counsel, based on existing statutes, interest on the Lot B Notes is **included** in the gross income of the owners thereof for purposes of Federal income taxation, is **excluded** from Connecticut taxable income for purposes of the Connecticut income tax on individuals, trusts and estates; and is **excluded** from amounts on which the net Connecticut minimum tax is based in the case of individuals, trusts and estates required to pay the Federal alternative minimum tax (See Appendix C, "Form of Opinion of Bond Counsel and Taxation – Lot B Notes").*



Town of Woodbridge, Connecticut

\$4,750,000

General Obligation Bonds, Issue of 2014

Dated: Date of Delivery

Due: Serially, July 15, 2015-2034

As detailed inside the front cover.

Interest on the Bonds will be payable on January 15, 2015 and semiannually thereafter on January 15 and July 15 in each year until maturity.

The Bonds are subject to redemption prior to maturity as more fully described under "Optional Redemption" herein.

ROOSEVELT & CROSS, INC. & ASSOCIATES

Lot A: \$9,895,000

**Tax Exempt General Obligation Bond Anticipation Notes
and**

Lot B: \$5,950,000

Taxable General Obligation Bond Anticipation Notes

Dated: July 24, 2014

Due: July 23, 2015

Principal and interest on the Lot A Tax-Exempt Notes and the Lot B Taxable Notes (collectively the "Notes") will be payable at maturity.

The Bonds and the Notes are being offered for sale and will bear interest at such rate or rates per annum as are specified by the successful bidder or bidders in accordance with the Notice of Sale, dated July 2, 2014.

The Bonds and the Notes will be issued by means of a book-entry-only system and registered in the name of Cede & Co., as nominee for the Depository Trust Company ("DTC"), New York, New York. The Beneficial Owners of the Bonds and the Notes will not receive certificates representing their ownership interest in the Bonds and the Notes. Principal of, redemption premium, if any, and interest on the Bonds and the Notes will be payable by the Town or its agent to DTC or its nominee as registered owner of the Bonds and the Notes. Ownership of the Bonds and the Notes may be in principal amounts of \$5,000 or integral multiples thereof. So long as Cede & Co. is the Bondowner, as nominee for DTC, reference herein to the Bondowner or owners shall mean Cede & Co., aforesaid, and shall not mean the Beneficial Owners (as described herein) of the Bonds and the Notes. (See "Book-Entry-Only Transfer System" herein.)

The Bonds and the Notes will be general obligations of the Town of Woodbridge, Connecticut, (the "Town"), and the Town will pledge its full faith and credit to pay the principal and interest on the Bonds and the Notes when due. (See "Security and Remedies" herein.)

The Bonds and the Notes are offered for delivery when, as and if issued, subject to the approving opinion of Joseph Fasi LLC, Bond Counsel of Hartford, Connecticut. It is expected that delivery of the Bonds and the Notes in book-entry-only form will be made to DTC or its agent via "FAST" on or about July 24, 2014. The Registrar, Transfer Agent, Paying Agent, and Certifying Agent will be U.S. Bank National Association.

Town of Woodbridge, Connecticut

\$4,750,000

General Obligation Bonds, Issue of 2014

Due: July 15 as follows:

<i>Year</i>	<i>Principal</i>	<i>Coupon</i>	<i>Yield</i>	<i>CUSIP</i>	<i>Year</i>	<i>Principal</i>	<i>Coupon</i>	<i>Yield</i>	<i>CUSIP</i>
2015	\$ 165,000	2.000%	0.150%	978828LY5	2025	\$ 240,000	2.625%	2.650%	978828MJ7
2016	240,000	4.000%	0.350%	978828LZ2	2026	240,000	2.750%	2.750%	978828MK4
2017	240,000	3.000%	0.650%	978828MA6	2027*	240,000	3.000%	2.850%	978828ML2
2018	240,000	3.000%	0.970%	978828MB4	2028	240,000	3.000%	3.000%	978828MM0
2019	240,000	3.000%	1.300%	978828MC2	2029	240,000	3.000%	3.050%	978828MN8
2020	240,000	2.000%	1.600%	978828MD0	2030	245,000	3.000%	3.150%	978828MP3
2021	240,000	2.000%	1.850%	978828ME8	2031	245,000	3.125%	3.200%	978828MQ1
2022	240,000	2.000%	2.100%	978828MF5	2032	245,000	3.125%	3.250%	978828MR9
2023	240,000	2.250%	2.300%	978828MG3	2033	245,000	3.250%	3.300%	978828MS7
2024	240,000	2.500%	2.500%	978828MH1	2034	245,000	3.250%	3.350%	978828MT5

** Priced assuming redemption on July 15, 2022; however, any such redemption is at the option of the Town.*

Lot A: \$9,895,000

Tax Exempt General Obligation Bond Anticipation Notes

Dated: July 24, 2014

Rate: 1.00%

Underwriter: Eastern Bank

Due: July 23, 2015

Yield: 0.13%

CUSIP: 978828MU2

Lot B: \$5,950,000

Taxable General Obligation Bond Anticipation Notes

Dated: July 24, 2014

Rate: 1.00%

Underwriter: Eastern Bank

Due: July 23, 2015

Yield: 0.40%

CUSIP: 978828MV0

No dealer, broker, salesman or other person has been authorized by the Town to give any information or to make any representations, other than those contained in this Official Statement or any supplement which may be issued hereto, and if given or made, such other information or representations must not be relied upon as having been authorized by the Town. This Official Statement does not constitute an offer to sell or the solicitation of an offer to buy, nor shall there be any sale of the Bonds or Notes by any person in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale.

This Official Statement, including the cover page, inside cover and appendices, is provided only in connection with the initial offering and sale of the Bonds and the Notes to present certain financial and supplemental economic and demographic data relevant to the Town of Woodbridge, Connecticut and may not be reproduced or used in whole or in part for any other purpose. The information, estimates and expressions of opinion in this Official Statement are subject to change without notice. Neither the delivery of this Official Statement nor any sale of the Bonds or the Notes shall, under any circumstances, create any implication that there has been no material change in the affairs of the Town since the date of this Official Statement.

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Bond Issue Summary

The information in this Bond Issue Summary and the front cover page is qualified in its entirety by the detailed information and financial statements appearing elsewhere in this Official Statement. This Official Statement speaks only as of its date and the information herein is subject to change.

Date of Sale:	Thursday, July 10, 2014 at 11:00 A.M. (E.D.T).
Location of Sale:	The offices of Phoenix Advisors, LLC, 53 River Street, Suite #1, Milford, Connecticut, 06460. Telephone: (203) 878-4945.
Issuer:	Town of Woodbridge, Connecticut (the "Town").
Issue:	\$4,750,000 General Obligation Bonds, Issue of 2014 (the "Bonds").
Dated Date:	July 24, 2014.
Interest Due:	Interest due January 15, 2015 and semiannually thereafter on January 15 and July 15 in each year until maturity.
Principal Due:	Principal due serially, July 15, 2015 through July 15, 2034 as detailed in this Official Statement.
Authorization and Purpose:	The proceeds of the Bonds will finance a public works facility.
Redemption:	The Bonds are subject to redemption prior to maturity, as herein provided.
Security and Remedies:	The Bonds will be general obligations of the Town of Woodbridge, Connecticut, and the Town will pledge its full faith and credit to the payment of principal and interest on the Bonds when due.
Credit Rating:	The Bonds have been rated "Aaa" by Moody's Investors Service.
Bond Insurance:	The Town does not expect to direct purchase a credit enhancement facility.
Basis of Award:	Lowest True Interest Cost (TIC), as of the dated date.
Tax Exemption:	See "Tax Matters" herein.
Bank Qualification:	The Bonds <u>shall NOT be</u> designated by the Town as qualified tax exempt obligations under the provisions of Section 265(b) of the Internal Revenue Code of 1986, as amended, for purposes of the deduction by financial institutions for interest expense allocable to the Bonds.
Continuing Disclosure:	In accordance with the requirements of Rule 15c2-12(b)(5) promulgated by the Securities and Exchange Commission, the Town will agree to provide, or cause to be provided, annual financial information and operating data and notices of material events with respect to the Bonds pursuant to a Continuing Disclosure Agreement to be executed by the Town substantially in the form attached as Appendix D to this Official Statement.
Registrar, Transfer Agent, Certifying Agent and Paying Agent:	U.S. Bank National Association, Goodwin Square, 225 Asylum Street, Hartford, Connecticut 06103.
Legal Opinion:	Joseph Fasi LLC, of Hartford, Connecticut will act as Bond Counsel.
Financial Advisor:	Phoenix Advisors, LLC of Milford, Connecticut will act as Financial Advisor.
Delivery and Payment:	It is expected that delivery of the Bonds in book-entry-only form will be made to The Depository Trust Company on or about July 24, 2014 against payment in Federal Funds.
Issuer Official:	Questions concerning the Official Statement should be directed to Mr. Anthony F. Genovese, Administrative Officer and Director of Finance, Town Hall, 11 Meetinghouse Lane, Woodbridge, Connecticut 06525. Telephone (203) 389-3414.

Lot A Tax Exempt Notes, Issue Summary

The information in this Note Issue Summary and the front cover page is qualified in its entirety by the detailed information and financial statements appearing elsewhere in this Official Statement. This Official Statement speaks only as of its date and the information herein is subject to change.

Date of Sale:	Thursday, July 10, 2014 at 11:30 A.M. (E.D.T).
Location of Sale:	The offices of Phoenix Advisors, LLC, 53 River Street, Suite #1, Milford, Connecticut, 06460. Telephone: (203) 878-4945.
Issuer:	Town of Woodbridge, Connecticut (the "Town").
Issue:	\$9,895,000 Tax-Exempt General Obligation Notes, Issue of 2014 (the "Lot A Notes").
Dated Date:	July 24, 2014.
Interest Due:	At maturity: July 23, 2015.
Principal Due:	At maturity: July 23, 2015.
Authorization and Purpose:	The proceeds of the Lot A Notes will finance a public works facility, school renovation projects, and partially fund a land purchase.
Redemption:	The Lot A Notes are NOT subject to redemption prior to maturity.
Security and Remedies:	The Lot A Notes will be general obligations of the Town of Woodbridge, Connecticut, and the Town will pledge its full faith and credit to the payment of principal and interest on the Lot A Notes when due.
Credit Rating:	The Lot A Notes have been rated "MIG1" by Moody's Investor Service.
Bond Insurance:	The Town does not expect to direct purchase a credit enhancement facility.
Basis of Award:	Lowest Net Interest Cost (NIC), as of the dated date.
Tax Exemption:	See "Tax Matters" herein.
Bank Qualification:	The Lot A Notes <u>shall NOT</u> be designated by the Town as qualified tax exempt obligations under the provisions of Section 265(b) of the Internal Revenue Code of 1986, as amended, for purposes of the deduction by financial institutions for interest expense allocable to the Lot A Notes.
Continuing Disclosure:	In accordance with the requirements of Rule 15c2-12(b)(5) promulgated by the Securities and Exchange Commission, the Town will agree to provide, or cause to be provided, annual financial information and operating data and notices of material events with respect to the Lot A Notes pursuant to a Continuing Disclosure Agreement to be executed by the Town substantially in the form attached as Appendix D to this Official Statement.
Registrar, Transfer Agent, Certifying Agent and Paying Agent:	U.S. Bank National Association, Goodwin Square, 225 Asylum Street, Hartford, Connecticut 06103.
Legal Opinion:	Joseph Fasi LLC, of Hartford, Connecticut will act as Bond Counsel.
Financial Advisor:	Phoenix Advisors, LLC of Milford, Connecticut will act as Financial Advisor.
Delivery and Payment:	It is expected that delivery of the Lot A Notes in book-entry-only form will be made to The Depository Trust Company on or about July 24, 2014 against payment in Federal Funds.
Issuer Official:	Questions concerning the Official Statement should be directed to Mr. Anthony F. Genovese, Administrative Officer and Director of Finance, Town Hall, 11 Meetinghouse Lane, Woodbridge, Connecticut 06525. Telephone (203) 389-3414.

Lot B Taxable Notes, Issue Summary

The information in this Note Issue Summary and the front cover page is qualified in its entirety by the detailed information and financial statements appearing elsewhere in this Official Statement. This Official Statement speaks only as of its date and the information herein is subject to change.

<i>Date of Sale:</i>	Thursday, July 10, 2014 at 12:00 o'clock noon (E.D.T).
<i>Location of Sale:</i>	The offices of Phoenix Advisors, LLC, 53 River Street, Suite #1, Milford, Connecticut, 06460. Telephone: (203) 878-4945.
<i>Issuer:</i>	Town of Woodbridge, Connecticut (the "Town").
<i>Issue:</i>	\$5,950,000 Taxable General Obligation Notes, Issue of 2014 (the "Lot B Notes").
<i>Dated Date:</i>	July 24, 2014.
<i>Interest Due:</i>	At maturity: July 23, 2015.
<i>Principal Due:</i>	At maturity: July 23, 2015.
<i>Authorization and Purpose:</i>	The proceeds of the Lot B Notes will refinance notes originally issued for the acquisition of the former Woodbridge Country Club.
<i>Redemption:</i>	The Lot B Notes are NOT subject to redemption prior to maturity.
<i>Security and Remedies:</i>	The Lot B Notes will be general obligations of the Town of Woodbridge, Connecticut, and the Town will pledge its full faith and credit to the payment of principal and interest on the Lot B Notes when due.
<i>Credit Rating:</i>	The Lot B Notes have been rated "MIG1" by Moody's Investor Service.
<i>Bond Insurance:</i>	The Town does not expect to direct purchase a credit enhancement facility.
<i>Basis of Award:</i>	Lowest Net Interest Cost (NIC), as of the dated date.
<i>Tax Exemption:</i>	Interest on the Lot B Notes is included in gross income of the holders thereof for federal income tax purposes. See "Tax Matters" herein.
<i>Bank Qualification:</i>	The Lot B Notes are not bank-qualified.
<i>Continuing Disclosure:</i>	In accordance with the requirements of Rule 15c2-12(b)(5) promulgated by the Securities and Exchange Commission, the Town will agree to provide, or cause to be provided, annual financial information and operating data and notices of material events with respect to the Lot B Notes pursuant to a Continuing Disclosure Agreement to be executed by the Town substantially in the form attached as Appendix D to this Official Statement.
<i>Registrar, Transfer Agent, Certifying Agent and Paying Agent:</i>	U.S. Bank National Association, Goodwin Square, 225 Asylum Street, Hartford, Connecticut 06103.
<i>Legal Opinion:</i>	Joseph Fasi LLC, of Hartford, Connecticut will act as Bond Counsel.
<i>Financial Advisor:</i>	Phoenix Advisors, LLC of Milford, Connecticut will act as Financial Advisor.
<i>Delivery and Payment:</i>	It is expected that delivery of the Lot B Notes in book-entry-only form will be made to The Depository Trust Company on or about July 24, 2014 against payment in Federal Funds.
<i>Issuer Official:</i>	Questions concerning the Official Statement should be directed to Mr. Anthony F. Genovese, Administrative Officer and Director of Finance, Town Hall, 11 Meetinghouse Lane, Woodbridge, Connecticut 06525. Telephone (203) 389-3414.

OFFICIAL STATEMENT

TOWN OF WOODBRIDGE, CONNECTICUT

I. Bond & Note Information

Introduction

This Official Statement, including the cover page, inside cover and appendices, is provided only to present certain financial and economic and demographic data relevant to the Town of Woodbridge, Connecticut (the "Town"), and may not be reproduced or used in whole or in part for any other purpose in connection with the initial offering and sale of \$4,750,000 General Obligation Bonds, Issue of 2014 (the "Bonds"), \$9,895,000 Tax Exempt Notes of Lot A (the "Tax Exempt Notes"), and \$5,950,000 Taxable Notes of Lot B (the "Taxable Notes") (collectively, the "Notes") of the Town.

This Official Statement is not to be construed as a contract or agreement between the Town and the purchasers or holders of any of the Bonds or the Notes. Any statements made in this Official Statement involving matters of opinion or estimates are not intended to be representations of fact, and no representation is made that any such opinion or estimate will be realized. The presentation of information in this Official Statement is intended to show recent historic trends and is not intended to indicate future or continuing trends in financial or other positions of the Town. No representation is made that past experience, as might be shown by financial or other information herein, will necessarily continue or be repeated in the future. Neither the delivery of this Official Statement nor any sale of the Bonds or the Notes shall, under any circumstances, create any implication that there has been no material change in the affairs of the Town since the date of the Official Statement. References to statutes, charters, or other laws herein may not be complete and such provisions of law are subject to repeal or amendment.

All quotations from and summaries and explanations of provisions of statutes, charters, or other laws and acts and proceedings of the Town contained herein do not purport to be complete, are subject to repeal or amendment, and are qualified in their entirety by reference to such laws and the original official documents. All references to the Bonds and the Notes and the proceedings of the Town relating thereto are qualified in their entirety by reference to the definitive form of the Bonds and the Notes and such proceedings.

The Bonds and the Notes are being offered for sale at public bidding. A Notice of Sale dated July 2, 2014 has been furnished to prospective bidders. Reference is made to the Notice of Sale, which is included as separate document, for the terms and conditions of the bidding.

U.S. Bank, National Association will certify the Bonds and the Notes and act as Registrar, Transfer Agent, Certifying Agent and Paying Agent for the Bonds and the Notes.

The auditors for the Town have not provided their written consent to use their Independent Auditor's Report. The auditors have not been engaged nor performed audit procedures regarding the post audit period, nor reviewed the Official Statement.

Bond Counsel is not passing upon and does not assume responsibility for the sufficiency, accuracy or completeness of the statements made or financial information presented in this Official Statement (other than the matters expressly set forth as its opinion in Appendices B "Forms of Opinion of Bond Counsel and Tax Exemption" herein) and makes no representation that it has independently verified the same.

Financial Advisor

Phoenix Advisors, LLC, of Milford, Connecticut has served as Financial Advisor to the Town with respect to the issuance of the Bonds and the Notes (the "Financial Advisor"). The Financial Advisor is not obligated to undertake, and has not undertaken, either to make an independent verification of or to assume responsibility for the accuracy, completeness, or fairness of the information contained in the Official Statement and the appendices hereto.

The Financial Advisor is an independent firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities.

The Bonds

The \$4,750,000 principal amount of the Bonds will mature on July 15 in each of the years as set forth on the inside front cover of this Official Statement. The Bonds will be dated the Date of Delivery and will bear interest at the rate or rates per annum, payable on January 15, 2015 and semiannually thereafter on January 15 and July 15 in each year until maturity, as set forth on the cover of this Official Statement. Interest will be calculated on the basis of twelve 30-day months and a 360-day year. Interest is payable to the registered owner as of the close of business on the last business day of June and December in each year, by check, mailed to the registered owner at the address as shown on the registration books of the Town kept for such purpose, or so long as the Bonds are registered in the name of Cede & Co., as nominee of DTC, by such other means as DTC, the Paying Agent and the Town shall agree.

Optional Redemption

Bonds maturing on or before July 15, 2022 are not subject to redemption prior to maturity. The Bonds maturing on July 15, 2023 and thereafter are subject to redemption prior to maturity, at the election of the Town, on or after July 15, 2022 at any time, in whole or in part and by lot within a maturity, in such amounts and in such order of maturity as the Town may determine, at the redemption prices (expressed as a percentage of the principal amount of Bonds to be redeemed), set forth in the following table, plus interest accrued and unpaid to the redemption date:

<u>Period During Which Redeemed</u>	<u>Redemption Prices</u>
July 15, 2022 and thereafter.....	100%

Notice of redemption shall be given by the Town or its agent by mailing a copy of the redemption notice by first-class mail not less than thirty (30) days prior to redemption date to the registered owner of the Bonds designated for redemption at the address of such registered owner as the same shall last appear on the registration books for the Bonds kept for such purpose. Failure to give such notice by mailing to any registered owner, or any defect therein, shall not affect the validity of the redemption of any other Bonds. Upon the giving of such notice, if sufficient funds available solely for redemption are on deposit with the Paying Agent, the Bonds or portions thereof so called for redemption will cease to bear interest after the specified redemption date.

If less than all of the Bonds of any one maturity shall be called for redemption, the particular Bonds or portions of Bonds of such maturity to be redeemed shall be selected by lot in such manner as the Town in its discretion may determine; provided, however, that the portion of any Bonds to be redeemed shall be in the principal amount of \$5,000 or a multiple thereof and that, in selecting Bonds for redemption, each Bond shall be considered as representing that number of Bonds which is obtained by dividing the principal amount of such Bond by \$5,000.

The Town, so long as a book-entry system is used for the Bonds, will send any notice of redemption only to DTC (or successor securities depository) or its nominee. Any failure of DTC to advise any DTC Participant, or of any DTC Participant or Indirect Participant to notify any Indirect Participant or Beneficial Owner, of any such notice and its content or effect will not affect the validity of the redemption of such Bonds called for redemption. Redemption of a portion of the Bonds of any maturity by the Town will reduce the outstanding principal amounts of Bonds of such maturity held by DTC. In such event it is the current practice of DTC to allocate by lot, through its book-entry system, among the interest held by DTC Participants in the Bonds to be redeemed, the interest to be reduced by such redemption in accordance with its own rules or other agreements with DTC Participants. The DTC Participants and Indirect Participants may allocate reductions of the interests in the Bonds to be redeemed held by the Beneficial Owners. Any such allocations of interests in the Bonds to be redeemed will not be governed by the determination of the Town authorizing the issuance of the Bonds and will not be conducted by the Town, the Registrar or Paying Agent.

The Notes

Description of the Notes

The Lot A and Lot B Notes will be dated July 24, 2014 and will be due and payable as to both principal and interest at maturity, July 23, 2015. The Notes will bear interest calculated on the basis of twelve 30-day months and a 360-day year at such rate or rates per annum as are specified by the successful bidder or bidders. A book-entry system will be employed evidencing ownership of the Notes in principal amounts of \$5,000 or integral multiples thereof, with transfers of ownership effected on the records of DTC, and its participants pursuant to rules and procedures established by DTC and its participants. See “Book-Entry Transfer System”. The Notes are not subject to redemption prior to maturity.

The Registrar, Transfer Agent, Certifying Agent and Paying Agent for the Notes will be U.S. Bank National Association, Goodwin Square, 225 Asylum Street, Hartford, Connecticut 06103.

Book-Entry-Only Transfer System

The Depository Trust Company (“DTC”), New York, NY, will act as securities depository for the Bonds and the Notes. The Bonds and the Notes will be issued as fully-registered securities registered in the name of Cede & Co. (DTC’s partnership nominee) or such other name as may be requested by an authorized representative of DTC. For the Bonds, one fully-registered Bond certificate will be issued for each maturity of the Bonds in the aggregate principal amount of such maturity and will be deposited with DTC. For the Notes, one fully-registered Note certificate will be issued for each interest rate on the Notes.

DTC, the world’s largest securities depository, is a limited-purpose trust company organized under the New York Banking Law, a “banking organization” within the meaning of the New York Banking Law, a member of the Federal Reserve System, a “clearing corporation” within the meaning of the New York Uniform Commercial Code, and a “clearing agency” registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC’s participants (“Direct Participants”) deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants’ accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation (“DTCC”). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly (“Indirect Participants”). DTC has a Standard & Poor’s rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at www.dtcc.com.

Purchases of Bonds and Notes under the DTC system must be made by or through Direct Participants, which will receive a credit for the Bonds and the Notes on DTC’s records. The ownership interest of each actual purchaser of each Bond or Note (“Beneficial Owner”) is in turn to be recorded on the Direct and Indirect Participants’ records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Bonds and the Notes are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Bonds and the Notes, except in the event that use of the book-entry system for the Bonds and the Notes is discontinued.

To facilitate subsequent transfers, all the Bonds and the Notes deposited by Direct Participants with DTC are registered in the name of DTC’s partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of the Bonds and the Notes with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no

knowledge of the actual Beneficial Owners of the Bonds or the Notes; DTC's records reflect only the identity of the Direct Participants to whose accounts such Bonds and Notes are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time.

Redemption notices shall be sent to DTC. If less than all of the Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to the Bonds and the Notes unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Town as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Bonds and the Notes are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Principal, interest and redemption payments with respect to the Bonds and the Notes will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Town or Paying Agent, on the payable date in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC nor its nominee, the Paying Agent, or the Town, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds, distributions, and dividend payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Town or the Paying Agent, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as depository with respect to the Bonds and the Notes at any time by giving reasonable notice to the Town or the Paying Agent. Under such circumstances, in the event that a successor depository is not obtained, Bond and Note certificates are required to be printed and delivered.

The Town may decide to discontinue use of the system of book-entry-only transfers through DTC (or a successor securities depository). In that event, Bond and Note certificates will be printed and delivered to DTC.

The information in this section concerning DTC and DTC's book-entry system has been obtained from sources that the Town believes to be reliable, but the Town takes no responsibility for the accuracy thereof.

DTC Practices

The Town can make no assurances that DTC, Direct Participants, Indirect Participants or other nominees of the Beneficial Owners of the Bonds or Notes act in a manner described in this Official Statement. DTC is required to act according to rules and procedures established by DTC and its participants which are on file with the Securities and Exchange Commission.

Replacement Bonds and Notes

In the event that: (a) DTC determines not to continue to act as securities depository for the Bonds or the Notes, and the Town fails to identify another qualified securities depository for the Bonds or the Notes to replace DTC; or (b) the Town determines to discontinue the book-entry system of evidence and transfer of ownership of the Bonds or the Notes, the Town will issue fully registered Bond or Note certificates directly to the Beneficial Owner. A Beneficial Owner of the Bonds or the Notes, upon registration of certificates held in such Beneficial Owner's name, will become the registered owner of the Bonds or Notes.

Security and Remedies

The Bonds and the Notes will be general obligations of the Town and the Town will pledge its full faith and credit to pay the principal of and interest on the Bonds and the Notes when due.

Unless paid from other sources, the Bonds and the Notes are payable from general property tax revenues of the Town. The Town has the power under Connecticut statutes to levy ad valorem taxes on all property subject to taxation by the Town without limit as to rate or amount, except as to certain classified property such as certified forest land taxable at a limited rate and dwelling houses of qualified elderly persons of low income and of qualified disabled persons taxable at limited amounts. There was, however, no such certified forest land on the last completed grand list of the Town, and, under existing statutes, the State of Connecticut is obligated to pay the Town the amount of tax revenue which the Town would have received except for the limitation on its power to tax such dwelling houses.

Payment of the Bonds and the Notes is not limited to property tax revenues or any other revenue source, but certain revenues of the Town may be restricted as to use and therefore may not be available to pay debt service on the Bonds and the Notes.

There are no statutory provisions for priorities in the payment of general obligations of the Town. There are no statutory provisions for a lien on any portion of the tax levy or other revenues or Town property to secure the Bonds and the Notes, or judgments thereon, in priority to other claims.

The Town is subject to suit on its general obligation debt including the Bonds and Notes and a court of competent jurisdiction has power in appropriate proceedings to render a judgment against the Town. Courts of competent jurisdiction also have the power in appropriate proceedings to order a payment of a judgment on such Bonds and Notes from funds lawfully available therefor or, in the absence thereof, to order the Town to take all lawful action to obtain the same, including the raising of the required amount in the next annual tax levy. In exercising their discretion as to whether to enter such an order, the courts may take into account all relevant factors, including the current operating needs of the Town and the availability and adequacy of other remedies.

Enforcement of a claim for payment of principal of or interest on the Bonds and the Notes would also be subject to the applicable provisions of Federal bankruptcy laws, as well as other bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights and to provisions of other statutes, if any, heretofore or hereafter enacted by the Congress or the Connecticut General Assembly extending the time for payment or imposing other constraints upon enforcement insofar as the same may be constitutionally applied.

Under the Federal bankruptcy code, the Town may seek relief only, among other requirements, if it is specifically authorized, in its capacity as a municipality or by name, to be a debtor under Chapter 9 thereof, or by State law or a governmental officer or organization empowered by State law to authorize such entity to become a debtor under such chapter. Section 7-566 of the Connecticut General Statutes, as amended, provides that no Connecticut municipality shall file a petition in bankruptcy under Chapter 9 of Title 11 of the United States Code without the express prior written consent of the Governor. This prohibition applies to any town, city, borough, metropolitan district and any other political subdivision of the State of Connecticut having the power to levy taxes and issue bonds or other obligations.

Qualification for Financial Institutions

The Bonds, the Lot A Tax Exempt Notes and the Lot B Taxable Notes shall **NOT** be designated by the Town as qualified tax-exempt obligations under the provisions of Section 265(b) of the Internal Revenue Code of 1986, as amended, for purposes of the deduction by financial institutions for interest expense allocable to the Bonds and Notes.

Availability of Continuing Disclosure

The Town of Woodbridge prepares, in accordance with State law, annual audited financial statements and files such annual audits with the State Office of Policy and Management on an annual basis. The Town provides, and will continue to provide to the rating agencies ongoing disclosure in the form of the annual financial reports, recommended and adopted budgets, and other materials relating to its management and financial condition, as may be necessary or requested.

The Town will enter into a Continuing Disclosure Agreement with respect to the Bonds and the Notes, substantially in the form attached as Appendix C to this Official Statement (the “Continuing Disclosure Agreements”), to provide or cause to be provided, in accordance with the requirements of the SEC Rule 15c2-12(b)(5) (the “Rule”), (i) annual financial information and operating data, (ii) timely notice of the occurrence of certain material events with respect to the Notes, and (iii) timely notice of failure by the Town to provide the required annual financial information and operating data on or before the date specified in the Continuing Disclosure Agreements. The winning bidder’s obligation to purchase the Bonds and the Notes shall be conditioned upon it receiving, at or prior to the delivery of the Bonds and the Notes, an executed copy of the Continuing Disclosure Agreements.

The Town has previously undertaken in continuing disclosure agreements entered into for the benefit of holders of certain of its general obligation Notes to provide certain annual financial information and event notices pursuant to Rule 15c2-12(b)(5). To date the Town has not failed to meet any of its undertakings under such agreements.

Authorization and Purpose

The Bonds and the Notes are issued pursuant to Title 7 of the General Statutes of Connecticut, as amended, the Charter of the Town and a bond resolution adopted by the Town.

Projects

Proceeds of the Bonds and the Notes will be used to provide short term financing for the acquisition by the Town of the former Woodbridge Country Club approved at Town Meeting on May 18, 2009; the construction of a public works facility approved at Town Meeting on July 23, 2012; and renovations to Beecher School approved by referendum vote on February 11, 2014.

Use of Proceeds

Project	Amount Authorized	Previously Bonded	Notes Maturing 7/24/14			This Issue The Notes: Due 7/23/15:		
			Lot A	Lot B	Paydowns	Lot A	Lot B	The Bonds:
Land Acquisition...	\$ 7,000,000	\$ -	\$ 135,000	\$ 6,165,000	\$ (350,000)	\$ -	\$ 5,950,000	\$ -
Public Works.....	5,520,000	-	5,520,000	-	(375,000) ¹	395,000	-	4,750,000
Beecher School.....	13,345,000	-	-	-	-	9,500,000	-	-
Total	\$ 25,865,000	\$ -	\$ 5,655,000	\$ 6,165,000	\$ (725,000)	\$ 9,895,000	\$ 5,950,000	\$ 4,750,000

¹ Grant.

School Projects

Pursuant to Section 10-287i of the Connecticut General Statutes, as amended, the State of Connecticut will provide proportional progress payments for eligible school construction expenses on projects approved after July 1, 1996 (the “current program”).

Debt service reimbursement will continue under the prior reimbursement program for all projects approved prior to July 1, 1996. Under the prior program, a municipality issues bonds for the entire amount of the school construction project and the State of Connecticut reimburses the Town for principal and interest costs for eligible school construction projects over the life of outstanding school bonds and subsequent bond issues necessary to completely fund the approved school project.

Under the current program, the State of Connecticut will make proportional progress payments for eligible construction costs during construction. The State grant will be paid directly to the municipality after it submits its request for progress payments, and accordingly, the municipality will issue its bonds only for its share of projects costs.

Ratings

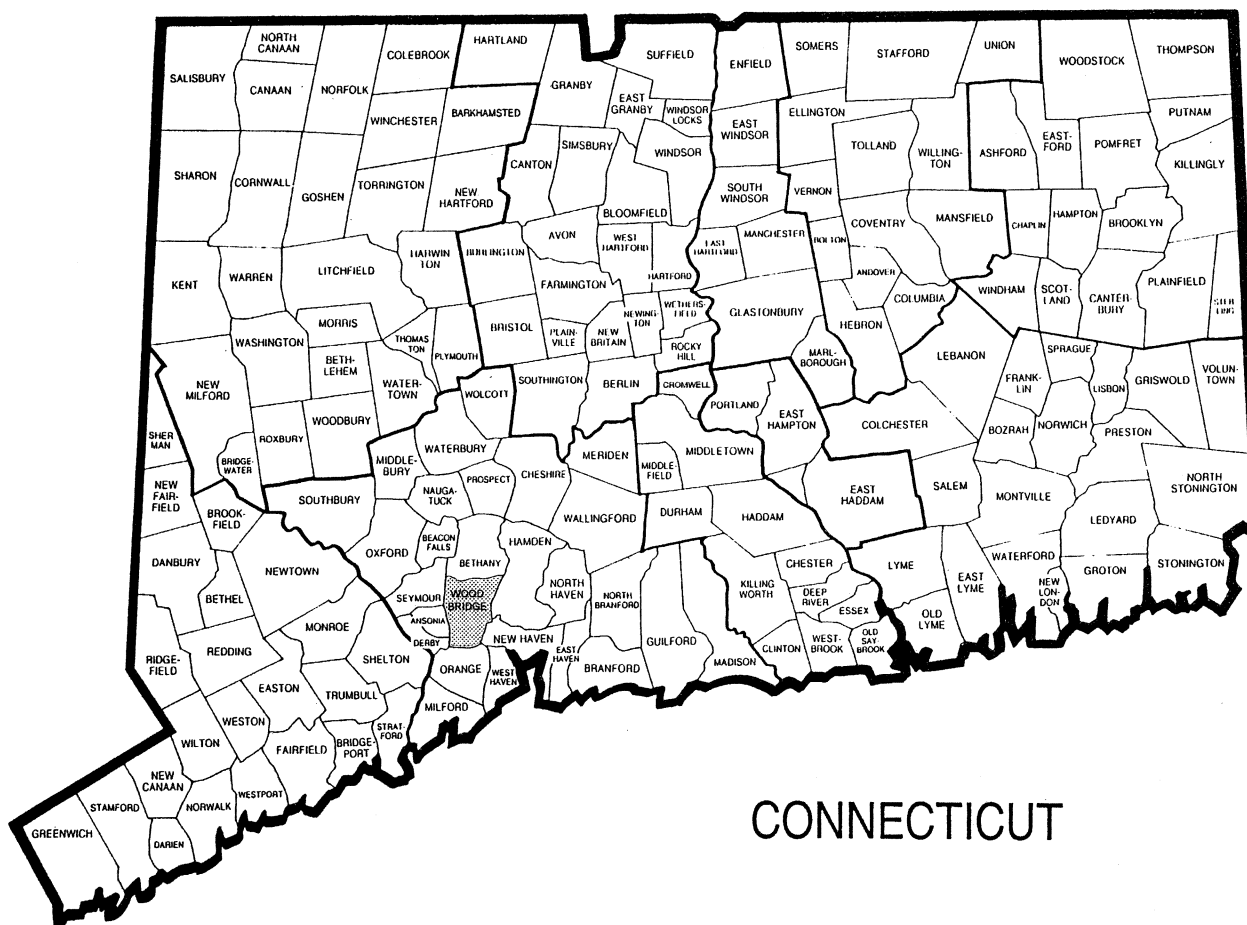
The Bonds have been rated “Aaa” by Moody’s Investors Service. The Notes have been rated “MIG1” by Moody’s Investors Service. Such rating reflects only the views of such organization and any explanation of the significance of such rating should be obtained from the rating agency furnishing the same, at the following address: Moody’s Investors Service, 7 World Trade Center at 250 Greenwich Street, Public Finance Group, 23rd Floor, New York, New York 10007. Generally, a rating agency bases its rating on the information and materials furnished to it and on investigations, studies and assumptions of its own. The Town furnished certain information and materials to the rating agency, some of which may not have been included in this Official Statement. There is no assurance that such rating will continue for any given period of time or that the rating will not be revised or withdrawn entirely by the agency if, in the judgment of such rating agency, circumstances so warrant. A revision or withdrawal of such ratings may have an effect on the market price of the Town’s Notes.

The Town may issue short-term or other debt for which a rating is not required. The Town’s financial Advisor, Phoenix Advisors, recommends that all bonded debt be submitted for a credit rating.

Insurance

The Town does not expect to purchase a credit enhancement facility for the Bonds or the Notes.

II. The Issuer



Description of the Municipality

The Town of Woodbridge was originally settled in the early 1600's as part of Milford Colony and New Haven Colony. The Town was incorporated in 1784, the eighty-first town in the State of Connecticut. The Town is 19.3 square miles located in the south central part of the state. The Town is bordered to the west by Seymour, Derby and Ansonia, to the east by Hamden and New Haven, to the north by Bethany and to the south by Orange. The Town is approximately 80 miles east of New York City, 40 miles south of Hartford and approximately 130 miles southwest of Boston.

The Town is intersected by numerous major highways; from the east and west by the Wilbur Cross Parkway (Route 15), State routes 63, 67, 69, 114, 243, 313 and immediately to the west, Route 8, a four-lane north-south road that accesses I-84 to the north and I-95 to the south. The Town is served by numerous interstate transportation carriers including truck services, bus services, and Amtrak and Metro-North which provide both freight and passenger rail services in New Haven. Air transportation is also available from Bradley International Airport in Hartford, Kennedy or LaGuardia Airports in New York, or New Haven's Tweed or Stratford Sikorsky Memorial air terminals that have daily flights throughout the Northeast, Chicago, Washington, and other points throughout the country.

Woodbridge is primarily a residential community with homes in the middle and upper price range. The 2010 U.S. Census report shows that over 63% of the employed population of the Town work in executive, managerial or professional specialty occupations, with 67% of the working population having earned bachelors and advance college degrees. Many professionals work in New Haven and Fairfield Counties in higher education, health services or management positions. The 2010 per capita income of the Town was \$73,020, with the median family income at \$145,321, both significantly higher than state and national averages.

The Town utilizes a Plan of Development to maintain the composition of the existing character of the Town. Zoning regulations have been in effect since the 1930's, with various modifications to date. Approximately 97% of the Town's available acreage is zoned as residential of which approximately half is designated as watershed land. In the watershed area, a building lot must be at least two acres. The remainder of the Town is zoned with a minimum lot size of one-and-a-half acres. The Town's current plan of development became effective April 15, 2005. The Town is updating its plan of development and should be complete in early 2015.

Woodbridge has over 412 acres of parks and open space consisting of 406 acres for open space and six acres dedicated to organized active recreation. The Town operates seven baseball and softball fields, two multi-purpose athletic fields, two tennis courts, a gymnasium, a fitness center, which includes various indoor exercise facilities, an indoor swimming pool, and a municipal golf course. Other programs the Town provides are year-round recreation activities, summer band concerts, youth dances and a very active senior center. There are two private golf courses located in Town as well.

Shopping and commercial areas are primarily located in the southeast section of Town along Route 63 directly adjacent to New Haven. In addition, Town residents have easy access to New Haven, Orange and Milford shopping malls. Woodbridge is served by several banking institutions in its business district. The Town is provided public utilities, including electric and telephone. Woodbridge is partially served by gas, water and sewer lines. The Town has two weekly newspapers, and is covered by the New Haven Register, the Hartford Courant and the Connecticut Post, daily newspapers, and has delivery of all other major regional newspapers including the New York Times and the Boston Globe.

Major Initiatives

Each year the Town prepares a comprehensive Six-Year Capital Improvement Plan that attempts to provide a long-term work program, comprehensive physical development plan, along with a responsible long-term fiscal plan to identify and address all of the Town's capital requirements. This plan is evaluated and updated each year as part of the budget process. The Six-Year Capital Improvement Plan accomplishes several objectives. First, the long-term physical development of the Town's facilities can be evaluated against its financial capabilities. Second, the plan serves as a management tool in coordinating the request for improvements, thus assisting to avoid overlap, duplication and delay. Third, priorities for the Town can be established.

The Town is aware of its many needs and evaluates the financial impact of proposed capital projects as well as other needs within the Town. The Town strives to maintain reasonable, level tax increases along with a modest debt burden. In 2003, a Debt Policy was adopted by the Town. This policy assists in evaluating how the Town can proceed with capital projects and maintain the financial strength and integrity for which the Town is known.

Five very important issues have been identified and discussed at length by both Boards of Finance and Selectmen that will affect the quality of life within the Town, education, public safety and the Town's infrastructure. These five issues are highlighted below.

Woodbridge Country Club – The Town received approval at the Annual Town Meeting on May 18, 2009 to purchase the Woodbridge Country Club for an amount not to exceed \$7 million. The Board of Selectmen ("BOS"), at its meeting on March 25, 2009, unanimously authorized then First Selectman Ed Sheehy to actively pursue the purchase of the Woodbridge Country Club. This vote came following the public comment part of the BOS meeting, which over 300 town residents attended. The Board's primary reason for authorizing purchase of the Club was to ensure appropriate development of the largest single tract of land remaining in Woodbridge (150 beautiful undeveloped acres). The BOS was concerned that uncontrolled development could produce a major strain on town services (schools, police, fire etc). We believe the purchase of the property by the Town will have extraordinary benefits in the years to come. The Town closed on the property on August 28, 2009. In March 2012, the Town entered into a 3-year contract with Billy Casper Golf to run the golf course for the Town. Beginning January 1, 2014, Billy Casper Golf became responsible for all expenses and revenues at the golf course thus eliminating revenues and expenses from the Town's fiscal year 2014-15 budget. The Town provides a \$195,000 subsidy for golf operations but is not responsible for losses at the club. The Town can participate in profits, however, by collecting 50% of all gross revenues generated at the course in excess of \$825,000. This arrangement protects the Town from losses the club has experienced over the past several years and eliminates the uncertainty of future results while providing the opportunity to share in revenues.

Open Space – For over twenty years the Town’s Conservation Commission has had a plan which is updated annually to identify and purchase Open Space land to be used for both active and passive recreation and to be set aside for the enjoyment of its citizens for the foreseeable future. To date the Town has spent approximately \$11 million for these purposes. The Town entered a letter of intent for the purchase of 180 acres of land known as the Racebrook tract from the Regional Water Authority. In 2005, the Town purchased Phase I (totaling approximately 61 acres) of this property and an option on Phase II (66 acres) and Phase III (53 acres) for \$1,260,000 million dollars. In 2007, the Town purchased phase II of this property for \$1 million and a second parcel totaling 44 acres for \$547,000. The Town received a grant for Phase III of the Racebrook tract from the State of Connecticut for \$451,298 and purchased the property for \$766,494 in December 2009. Because of the grant funding, the Town did not need to borrow to make this purchase. The Town is very interested in several other pieces of property but has not yet entered into any agreements with potential sellers.

Woodbridge Board of Education – The Board of Education has identified a need for facility repair and renovation including a major upgrade of the school’s heating, ventilation, and air conditioning (HVAC) systems. On February 11, 2014, the Town voted to authorize \$13,345,000 through the issuance of bonds for this project. The Project consists of the planning, acquisition and construction of full or partial replacement or upgrades to the infrastructure of Beecher Road School with respect to energy conservation and related or encountered structures or building components, including, but not limited to, roof replacement, mechanicals, heating, ventilation and air conditioning, windows, walls and building envelope, pool cover and air dehumidification system, entry canopies, building management system, green energy and alternative energy mechanisms, and security enhancements. A majority of the work will take place over the summers of 2014 and 2015.

Amity Regional School District – Woodbridge students in grades seven to twelve participate in a regional school district. The Amity Regional School district completed a space study in FY2000 which indicated a potential overcrowding problem in the near future. In 2005, the Towns in the Amity District (includes Bethany, Orange and Woodbridge) voted for a resolution authorizing \$75 million to begin a major building project. The project has focused on adding space at the high school and moving ninth grade into the high school from the two middle schools. Simultaneously, the project completed a major renovation of both middle schools including replacing roofs and boiler systems and remodeling the interior. The project has been completed on-time and within budget. The Town of Woodbridge is responsible for approximately 30% of this project based on the Woodbridge percent of total student enrollment in the Amity system.

Public Works Complex – The Town is currently in the construction phase of the renovation of the Public Works area including the addition of a new garage to house vehicles, a truck wash bay, and improved employee facilities. The Town has just completed the construction of a new sand and salt shed. In total, the Town has secured \$1.3 million in grant funds toward the funding of this project. The remainder is to be funded with bonds. The anticipated project completion date is September 2014.

Form of Government

The Town of Woodbridge was incorporated in 1784, and operates under a Charter adopted in 1961 and most recently amended in 2000 and 2005. Pursuant to the Charter, the Town operates with a Town Meeting, Board of Selectmen and Board of Finance. The First Selectman is the chief executive of the Town and the legislative body is the six member Board of Selectmen. The Board of Selectmen and the Board of Finance recommend the annual budget to the Annual Town Meeting. The Town Meeting also has the authority under the Charter to approve supplemental appropriations in excess of the greater of 0.15% of the total Town budget or \$50,000. Bond authorizations must also be approved by the Town Meeting or by the Board of Finance and Board of Selectmen in the event that the Town Meeting is unable to act due to the lack of a quorum, pursuant to the Charter. Refunding bonds may be authorized by vote of the Board of Selectmen if the refunding results in net present value savings to the Town.

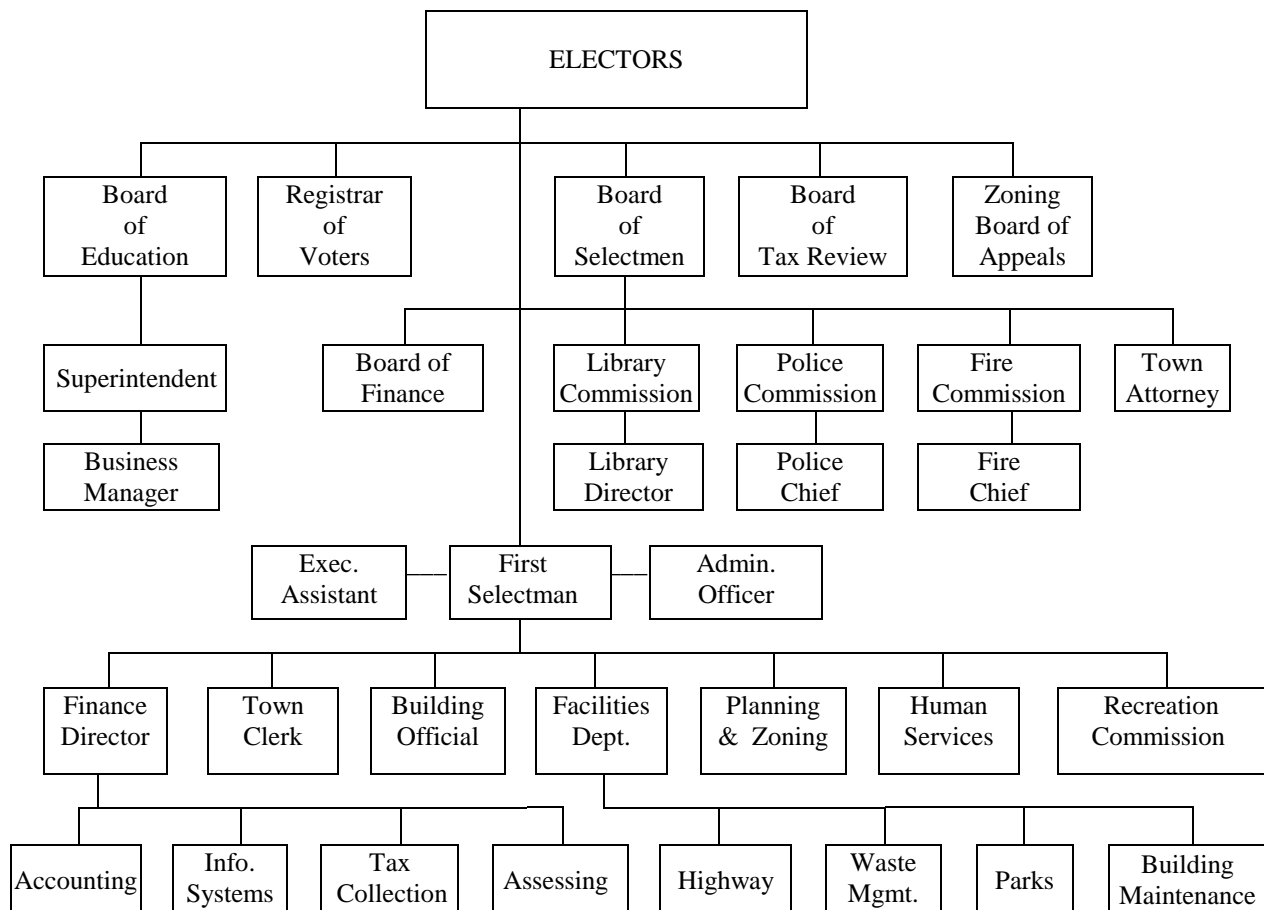
The Board of Selectmen is elected biennially, in May in odd years, and serves two-year terms. The Board of Finance is appointed by the Board of Selectmen and serves four year staggered terms.

Principal Municipal Officials

Office	Name	Manner of Selection	Term of Office
First Selectman.....	Ellen Scalettar ¹	Elected	June 2013 – June 2015
Selectman	Lawrence Grotheer	Elected	June 2013 – June 2015
Selectman	Joseph S. Dey III	Elected	June 2013 – June 2015
Selectman	Beth Heller	Elected	June 2013 – June 2015
Selectman	Anthony F. Anastasio, Jr.	Elected	June 2013 – June 2015
Selectman	Susan L. Jacobs	Elected	June 2013 – June 2015
Town Attorney	Gerald Weiner	Appointed	June 2013 – June 2015
Administrative Officer/Dir. of Finance	Anthony F. Genovese	Appointed	Indefinite
Treasurer	Harriet Cooper	Appointed	June 2013 – June 2015
Superintendent of Schools	Gaeton F. Stella	Appointed	Contract
Chair, Board of Education	Margaret Hamilton	Elected	June 2013 – June 2015
Chair, Board of Finance	Matthew Giglietti	Appointed	June 2013 – June 2015

¹ Former First Selectman Ed Sheehy passed away on April 23, 2013. His term expired on June 30, 2013. On April 25, 2013, the Board of Selectmen appointed Beth Heller, an existing selectman, as First Selectman to finish the remainder of his term to June 30, 2013. Ellen Scalettar was elected first selectman beginning July 1, 2013.

Organizational Chart



Municipal Services

Public Safety: The Woodbridge Police Department, under the general management and control of the Police Commission, employs twenty six sworn officers consisting of a Chief, Deputy Chief, Lieutenant, five Sergeants, two Detectives and sixteen police officers as well as six civilian dispatchers. The Police Department is

center dispatch for all Police, Fire and EMS concerns. The Woodbridge Police Department is a State designated 1st responder for all medical emergencies and was the first Police Department to offer cardiac defibrillation in the State.

The Woodbridge Fire Department consists of a Fire Commission and the Woodbridge Volunteer Fire Association, Inc., headed by a Chief who is assisted by an Assistant Chief, three Lieutenants, and a Safety Officer. A new \$7MM firehouse was recently completed. The firehouse is located centrally in town near Town Hall and is equipped with the latest technology and equipment used for firefighting and responding to other emergency calls. The Fire Department is capable of mustering up to 49 volunteers for emergency service.

Facilities: The Facilities Department is divided into the Highway, Waste Management, Parks, and Building Maintenance Divisions. The Department currently employs a director, one operations manager, one office manager, one public works foreman, one building maintenance foreman and 16 full-time workers. The Town owns seventeen trucks, one street sweeper, a loader, a backhoe, a sidecutting mower, a boom mower, and a trailer. The Town also provides occasional public works services for the Board of Education on an in-kind basis.

In addition, the Parks Division consists of a foreman, an assistant, and two seasonal employees. The seasonal employees are generally hired on a full-time basis from March through October. The Parks Department is responsible for maintaining the Town fields, which include: seven ballfields, two athletic fields, and four playgrounds. The Parks Department has two pick up trucks, a landscape trailer and three mowing machines.

Solid Waste Management: In 1994, the Town of Woodbridge closed its landfill in accordance with federal regulations. In its place, the Town has since constructed a transfer station for residential use. In addition, solid waste collection in Woodbridge is collected by private firms under direct contract to the user. Woodbridge is one of twelve other municipalities that have entered into a Municipal Service Agreement with the Connecticut Resources Recovery Authority (CRRA) for the disposal of solid waste through the Greater Bridgeport Resource Recovery System. Each municipality which has signed such an agreement has agreed to deliver or cause to be delivered to the System all acceptable waste generated within its boundaries. The facility is located in the City of Bridgeport, Connecticut and is operated by Wheelabrator, a division of Waste Management. The facility began commercial operation in July 1988 and is designed to process up to 2,250 tons of solid waste per day. Woodbridge averages approximately 3,700 tons per year.

Each participating Municipality has agreed to pay municipal disposal fees (TIP fees) to CRRA for the acceptance and processing and/or disposing of acceptable waste. Municipal disposal fees consists of costs involved in disposing of waste at the facility, all other costs reasonably incurred by CRRA in performing its obligations under its agreements, including the costs of certain borrowings, incurred by CRRA, plus the administrative fees payable to CRRA. The municipal disposal fees are payable on a monthly basis.

The current contractual arrangement for solid waste expires on June 30, 2014. Currently, the Town, along with a group of ten other municipalities, is in negotiations to contract directly with Wheelabrator for the acceptance and processing and/or disposing of acceptable waste. This new arrangement would effectively eliminate any future relationship with CRRA. Under the terms of this proposed agreement, the Town would continue to deliver all solid waste generated within Town to the Bridgeport facility similar to the prior agreement. Under the terms of the new contract, there is an anticipated municipal disposal fee of approximately \$60.00 per ton.

Sewer Service: Sewer service is currently furnished to a portion of the Town by the Greater New Haven Water Pollution Control Authority.

Recreation: The Town Recreation Department, headed by a Recreation Director, employs approximately 25 year-round, but hires up to 110 summer part-timers to help run the many summer activities under its jurisdiction. The Town-owned parks contain natural woodlands and 15.5 miles of trails are available for citizens' use. In addition, the Town maintains other parks/recreation facilities offering tennis courts, baseball fields and basketball courts.

Library: The Woodbridge Town Library opened its newly renovated and expanded facility in October 1999 on the Town Green. The Library has grown from 8,100 square feet to just under 22,000 square feet. The Library is a Town department and is administered by a Library Director and a nine-member Library Commission appointed by the Board of Selectmen.

As one of the busiest small libraries in the state, the Library circulates approximately 160,000 titles per year and has a diverse collection of materials totaling approximately 76,000 volumes. The Library offers the community books, magazines, books on tape, videos, DVDs, CD-ROMs and software. Internet access and e-mail are also available.

The Library is a member of a 22-member library consortium, Libraries Online, Inc., which provides not only the automated circulation system, but online information databases as well. Through LION, Inc. and the Connecticut Library Network, the Library is able to provide library patrons with resources not available in Woodbridge.

Cultural, educational and recreational programs are offered throughout the year. Infant and toddler programs acquaint the very young to library activities while students are encouraged to attend science, craft, puppet, magic and music programs. Adults can join a book discussion group, attend travelogues or attend lectures on art, music, literature or current events.

Water: Water is supplied to Woodbridge from the South Central Regional Water Authority and individual owner wells.

Electricity: Electricity is currently furnished by the United Illuminating Power Company.

Telephone Service: Local telephone service is furnished by SBC Communications.

Human Services: Woodbridge Human Services offers a Youth Services Bureau, which provides collaborative and coordinated youth and family services that enhance the positive development and well being of children and families. The Woodbridge Senior Center offers educational, recreation and social programs, an elderly luncheon program and an elderly and handicapped transportation program. Additional programs and services include: a medical loan closet, an emergency food closet, an intake site for fuel assistance applications, advocacy, information, and referral on local, state, and federal social services programs.

Education: The Town directly provides for elementary school education and is part of a tri-town Regional School District for middle and high school students. The Regional District includes the towns of Bethany and Orange. The Woodbridge Board of Education is required to submit an annual budget to the Boards of Selectmen and Finance, which is included as part of the annual Town budget presented to the Town Meeting for approval. Neither the Boards of Selectmen and Finance nor the Town Meeting may make line item amendments to the Board of Education budget. The Superintendent is responsible for directing and coordinating the administrative staff in realizing the education, philosophy, goals and general objectives adopted by the Board of Education within the guidance established by Board of Education policy, law and employee agreements. The Board of Education is the governing body of the Woodbridge School District as provided by Connecticut Statute, procedures of the Connecticut State Board of Education and the charter of the Town of Woodbridge. The Board of Education consists of nine elected members serving staggered four-year terms.

Employee Relations and Collective Bargaining

The Town of Woodbridge currently employs full-time permanent and part-time persons for general government and the Board of Education as shown by the table below:

Municipal Employees

<i>Fiscal Year Ending</i>	<i>2014</i>	<i>2013</i>	<i>2012</i>	<i>2011</i>	<i>2010</i>
General Government*.....	349	361	370	338	370
Board of Education.....	133	129	123	127	128
<i>Total.....</i>	482	490	493	465	498

** Includes summer part time recreation employees*

Source: Town Officials

The following is a breakdown by category of authorized full and part-time Town employees for fiscal year ending 2014:

Department	Number of Employees
Administration	47
Public Safety	35
Public Works	15
Library	24
Recreation	211
Human Services	17
Total General Government	349
Board of Education	133
Total Municipal Employees	482

Source: Director of Finance, Town of Woodbridge
Superintendent's Office, Town of Woodbridge Public Schools

Municipal Employee Bargaining Groups

Employees	General Government	Number of Employees	Current Contract Expiration Date
Police	International Brotherhood of Police Officers, Local, IBPO - Local 362	23	7/31/2015
Clerical	Local 1303/4 of Council, AFSCME AFL/CIO	31	7/31/2015
	Board of Education		
Teachers	Woodbridge Education Association	74	6/30/2016
Teacher Aides	Local 760, SEIU/AFL/CIO	28	6/30/2016
Clerical, Custodial, Cafeteria	Sub Local 80 CT Independent Labor Union.....	17	6/30/2016
Administrators	Woodbridge Assoc. of School Administrators, AFL/CIO.....	3	6/30/2015
	Non-Bargaining Employees		
	General Government	295	N/A
	Board of Education	11	N/A
	Total	482	

Source: Town of Woodbridge, Finance Department
Superintendent's Office, Town of Woodbridge Public Schools

Note: Connecticut Statutes Sections 7-473c and 7-474, as amended, provide a procedure for binding arbitration of collective bargaining agreements between municipal employers and organizations representing municipal employees, including certified teachers and certain other employees. The legislative body of an affected municipality may reject the arbitration panel's decision by a two-thirds majority vote. The State and the employee organization must be advised in writing of the reasons for rejection. The State will then appoint a new panel of either one or three arbitrators to review the decisions on each of the rejected issues. The panel must accept the last best offer of either party or anything in between. In reaching its determination, the arbitration panel shall give priority to the public interest and the financial capability of the municipal employer. In the light of the employer's financial capability, the panel shall consider prior negotiations between the parties, the interests and welfare of the employee group, changes in the cost of living, existing employment conditions, and the wages, salaries, fringe benefits, and other conditions of employment prevailing in the labor market, including developments in private sector wages and benefits.

Education System

The Town's school system consists of one building with two schools for pupils in grades K through 6. The schools are governed by a nine member elected Board of Education.

Pupils attending grades 7-12 attend school at the Amity Regional School District #5 junior and senior high schools. Amity Regional School District was established in 1953 to meet the secondary education needs of Woodbridge, Bethany and Orange. Each town participates in the funding of the District based on the number of students each member town sends to the District. Woodbridge's percentage of participation for the fiscal year 2013-14 is 30.021%. The District is governed by a Regional Board of Education consisting of thirteen members elected from the three towns it serves. Members of the District Board serve for four-year terms. In addition, the District has a Superintendent of Schools and a Director of Financial Services, selected by the Board of Education, who manage the day-to-day affairs of the District.

School Enrollment

School Year	Primary Grades Pre-K-3	Intermediate Grades 4-6	Total Enrollment	Special Education	Amity Regional School System ¹	Totals
<u>Historical</u>						
2004-05	463	390	853	126	862	1,841
2005-06	321	504	825	89	814	1,728
2006-07	312	483	795	96	843	1,734
2007-08	319	467	786	71	828	1,685
2008-09	325	458	783	66	844	1,693
2009-10	405	332	737	77	793	1,607
2010-11	352	307	732	73	743	1,548
2011-12	416	320	736	70	728	1,534
2012-13	423	254	744	67	710	1,521
2013-14	401	307	768	60	708	1,536
<u>Projected</u>						
2014-15	415	310	785	60	680	1,525
2015-16	402	308	770	60	675	1,505
2016-17	397	299	756	60	675	1,491
2017-18	365	341	766	60	668	1,494

¹ Woodbridge Students Only. Includes Special Education Students.

Source: Town of Woodbridge, Board of Education; Amity Regional School District, Superintendent's Office

School Facilities

School	Grades ¹	Date of Construction (Remodeling)	Number of Classrooms	10/1/2013 Enrollment ²	Rated Capacity
Beecher Road Elem. School ..	Pre-K-6	1960 ('64, '71, '93, '96)	50	768	906
Bethany Middle School	7-8	1963 ('85, '92, '05)	25	388	770
Orange Middle School	7-8	1959 ('69, '71, '74, '85, '92, '05)	22	385	740
Amity Regional Senior H.S. ..	9-12	1956 ('67, '85, '94, '05)	42	1,593	1,680
Total.....			139	3,134	4,096

¹ Effective January 18, 2005 both Junior High Schools (grades 7-9) became Middle Schools (grades 7-8) and the High School accommodates grades 9-12.

² Excludes Special Education Students.

III. Economic and Demographic Information

Population and Density

Year	Actual Population ¹	% Increase (Decrease)	Density ²
1960	5,182	--	268.5
1970	7,673	48.07%	397.6
1980	7,761	1.15%	402.1
1990	7,924	2.10%	410.6
2000	8,983	13.36%	465.4
2010	8,990	0.08%	465.8

¹ U.S. Department of Commerce, Bureau of Census.

² Per square mile: 19.3 square miles.

Age Distribution of the Population

	Town of Woodbridge		State of Connecticut	
	Number	Percent	Number	Percent
Under 5.....	346	3.8%	202,106	5.7%
5 - 19.....	1,947	21.7	713,670	20.0
20 - 64.....	4,979	55.4	2,151,762	60.2
65 and over.....	1,718	19.1	506,559	14.2
Total.....	8,990	100.0%	3,574,097	100.0%

Source: U.S. Department of Commerce, Bureau of Census, 2010

Income Distribution

	Town of Woodbridge		State of Connecticut	
	Families	Percent	Families	Percent
Less than \$10,000.....	44	1.3%	79,205	5.8%
\$10,000 to \$14,999.....	60	1.8	59,768	4.4
\$15,000 to \$24,999.....	51	1.5	122,071	9.0
\$25,000 to \$34,999.....	101	3.0	111,137	8.2
\$35,000 to \$49,999.....	132	3.9	167,997	12.4
\$50,000 to \$74,999.....	418	12.3	230,952	17.0
\$75,000 to \$99,999.....	393	11.6	180,261	13.3
\$100,000 or more.....	2,187	64.6	407,418	30.0
Total.....	3,386	100.0%	1,358,809	100.0%

Source: U.S. Department of Commerce, Bureau of Census, 2010

Income Levels

	<u>Town of Woodbridge</u>	<u>State of Connecticut</u>
Per Capita Income, 2010.....	\$73,020	\$35,078
Per Capita Income, 2000.....	\$49,049	\$28,766
Median Family Income, 2010.....	\$145,321	\$81,246
Percent Below Poverty.....	0.6%	7.2%

Source: U.S. Department of Commerce, Bureau of Census, 2010

Educational Attainment Population Age 25 and Over

	<u>Town of Woodbridge</u>		<u>State of Connecticut</u>	
	<u>Number</u>	<u>Percent</u>	<u>Number</u>	<u>Percent</u>
Less than 9th grade.....	142	2.2%	111,914	4.6%
9th to 12th grade, no diploma.....	96	1.5	165,094	6.8
High School graduate (includes equivalency).....	727	11.3	687,618	28.2
Some college, no degree.....	913	14.2	431,411	17.7
Associate degree.....	251	3.9	173,047	7.1
Bachelor's degree.....	1,473	22.9	491,990	20.2
Graduate or professional degree.....	2,830	44.0	373,309	15.3
Total.....	6,432	100.0%	2,434,383	100.0%
Percent high school graduate or higher.....		96.2%		88.6%
Percent bachelor's degree or higher.....		66.8%		35.5%

Source: U.S. Department of Commerce, Bureau of Census, 2010

Major Employers As of May 2014

<u>Employer</u>	<u>Business</u>	<u>Number of Employees</u>
Town of Woodbridge.....	Municipal Government	482
Amity Regional School District No.5	Education	333
Harborside Willows	Nursing Home	130
Emeritus.....	Assisted Living	101
Coachman's Square	Assisted Living	97
Care Stream Health.....	Medical & Dental Imaging	68
Crest Lincoln Mercury	Car Sales	58
Country Club of Woodbridge	Country Club	41
Towers Watson.....	Healthcare	30
Chemwerth, Inc.....	Pharmaceuticals	25

Source: Director of Finance's Office, Town of Woodbridge

Employment by Industry

Sector	Town of Woodbridge		State of Connecticut	
	Number	Percent	Number	Percent
Agriculture, forestry, fishing/hunting, & mining	-	-	6,592	0.4
Construction	236	4.8	112,301	6.4
Manufacturing	488	10.0	207,476	11.7
Wholesale trade	172	3.5	47,436	2.7
Retail trade	338	6.9	195,667	11.1
Transportation and warehousing, and utilities	44	0.9	67,556	3.8
Information	83	1.7	46,077	2.6
Finance, insurance, real estate, rental & leasing	418	8.5	167,484	9.5
Professional, scientific, management, administrative, and waste mgmt services	936	19.1	189,671	10.7
Education, health and social services	1,637	33.4	438,801	24.8
Arts, entertainment, recreation, accommodation	233	4.8		
Other services (except public administration)	225	4.6	78,859	4.5
Public Administration	92	1.9	67,078	3.8
Total Labor Force, Employed	4,902	100.0	1,765,549	100.0

Source: U.S. Department of Commerce, Bureau of Census, 2010.

Employment Data

Period	Town of Woodbridge		Percentage Unemployed		
	Employed	Unemployed	Town of Woodbridge	New Haven Labor Market	State of Connecticut
April 2014.....	4,406	195	4.2	6.8	6.6
Annual Average					
2013.....	4,372	251	5.4	8.2	7.9
2012.....	4,478	248	5.2	8.7	8.3
2011.....	4,586	275	5.7	9.5	9.1
2010.....	4,627	285	5.8	9.2	9.0
2009.....	4,639	228	4.7	8.2	8.2
2008.....	4,796	186	3.7	6.0	5.8
2007.....	4,792	156	3.2	4.8	4.6
2006.....	4,711	132	2.7	4.6	4.4
2005.....	4,624	165	3.4	5.0	4.9
2004.....	4,357	126	2.8	4.7	4.6
2003.....	4,365	137	3.0	5.4	5.5

Source: State of Connecticut, Department of Labor.

Age Distribution of Housing

Year Built	Town of Woodbridge		State of Connecticut	
	Units	Percent	Units	Percent
2005 or later.....	76	2.1%	28,434	1.9%
2000 to 2004.....	97	2.6	61,101	4.1
1990 to 1999.....	379	10.2	108,780	7.4
1980 to 1989.....	334	9.0	189,562	12.8
1970 to 1979.....	675	18.2	202,661	13.7
1960 to 1969.....	668	18.0	198,079	13.4
1950 to 1959.....	593	16.0	225,730	15.3
1949 or earlier.....	884	23.9	461,310	31.3
Total Housing Units, 2010.....	3,706	100.0%	1,475,657	100.0%
Percent Owner Occupied, 2010...		91.4%		72.7%

Source: U.S. Department of Commerce, Bureau of Census, 2010

Housing Inventory

Type	Units	Percent
1-unit, detached.....	3,406	91.9%
1-unit, attached.....	40	1.1
2 units.....	94	2.5
3 or 4 units.....	55	1.5
5 or more.....	111	3.0
Mobile home.....	-	-
Boat, RV, van, etc.....	-	-
Total Inventory.....	3,706	100.0%

Source: U.S. Department of Commerce, Bureau of Census, 2010

Building Permits

The following schedule of building permits issued over the last several years indicates the development experienced in the Town for the period:

Fiscal Year Ending 6/30	Residential		Commerical/Industrial		Other		All Categories	
	No.	Value	No.	Value	No.	Value	No.	Value
2014	3	\$ 1,318,000	-	\$ -	211	\$ 3,802,780	214	\$ 5,120,780
2013	1	575,000	1	5,285,000	246	5,326,622	248	11,186,622
2012	2	500,000	-	-	271	6,467,379	273	6,967,379
2011	3	714,800	1	296,000	250	7,380,915	254	8,391,715
2010	2	410,000	-	-	672	8,163,621	674	8,573,621
2009	8	1,413,629	1	65,500	387	4,872,209	396	6,351,338
2008	7	1,960,000	2	4,253,246	211	6,659,552	220	12,872,798
2007	5	1,786,500	-	-	222	26,929,943	227	28,716,443
2006	7	2,466,140	-	-	207	23,464,751	214	25,930,891
2005	13	3,375,475	1	100,000	224	8,812,704	238	12,288,179

Source: Building Inspector, Town of Woodbridge

Owner Occupied Housing Values

Specified Owner-Occupied Units	Town of Redding		State of Connecticut	
	Number	Percent	Number	Percent
Less than \$50,000.....	35	1.1%	13,644	1.5%
\$50,000 to \$99,999.....	-	-	18,668	2.0
\$100,000 to \$149,999.....	9	0.3	56,161	6.0
\$150,000 to \$199,999.....	60	1.9	122,274	13.0
\$200,000 to \$299,999.....	243	7.7	267,519	28.5
\$300,000 to \$499,999.....	1,260	39.7	280,008	29.8
\$500,000 to \$999,999.....	1,376	43.4	134,075	14.3
\$1,000,000 or more.....	191	6.0	47,635	5.1
Total.....	3,174	100.0%	939,984	100.0%
Median Sales Price.....	\$497,000		\$296,500	

Source: U.S. Department of Commerce, Bureau of Census, 2010

Land Use Summary

Woodbridge is a residential community with large tracts set aside as open space and limited areas for commercial and industrial activity. It has some 3,420 dwellings. It is estimated that residential areas comprise 5,760 acres, manufacturing and business uses 155 acres, streets occupy some 740 acres, the South Central Connecticut Regional Water Authority 1,628 acres and some 5,698 acres are devoted to recreation, farm land, open space, publicly owned properties and public utilities.

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IV. Tax Base Data

Property Tax Assessments

Section 12-62 et. seq. of the Connecticut General Statutes govern real property assessments and establish the revaluation cycle for Connecticut municipalities of a revaluation every five years and, generally, a physical inspection every ten years. The Town of Woodbridge had a general property revaluation effective October 1, 2004 which included physical inspections of real property. Per Connecticut General Statutes Section 12-62, the Town updated all real estate values by statistical revaluation for the October 1, 2009 grand list and must update all real estate values by physical revaluation for the October 1, 2014 grand list. Section 12-62 also imposes a penalty on municipalities that fail to effect revaluations as required, with certain exceptions. However, the statute permits the phase-in of a real property assessment increase resulting from a revaluation over a period of up to five years. The maintenance of an equitable tax base by locating and appraising all real and personal property within the Town for inclusion on the Grand List is the responsibility of the Assessor's Office. The Grand List represents the total assessed values for all taxable and tax exempt real estate, taxable personal property, and motor vehicles located within the Town as of October 1. Assessments for real and personal property are computed at seventy percent (70%) of the market value at the time of last revaluation, and at 70% of the annual approval of Motor Vehicles by the Office of Policy and Management. Grand List information is used by municipalities to set the mill rate which in turn becomes the basis for the Towns' annual tax levy. Any property owner may seek to appeal its assessment by filing a written appeal to a Town's Board of Assessment Appeals. The Board of Assessment Appeals elects to hear such appeals and determines whether adjustments to the Assessor's list relating to assessments under appeal are warranted. Under Connecticut law, taxpayers who are dissatisfied with a decision by a Town's Board of Assessment Appeals may appeal the decision to the Connecticut Superior Court.

When a new structure or modification to an existing structure is undertaken, a municipality's Assessor's Office receives a copy of the permit issued by the Building Inspector. A physical appraisal is then completed and the structure classified and priced from a schedule developed as of the revaluation. Property depreciation and obsolescence factors are also considered when arriving at an equitable value.

Motor vehicle lists are furnished to municipalities by the State of Connecticut Department of Motor Vehicles and appraisals of motor vehicles are accomplished in accordance with an automobile price schedule developed by the Connecticut Association of Assessing Officials and as recommended by the State Office of Policy and Management. Section 12-71b of The Connecticut General Statutes provides that motor vehicles which are registered with the Commissioner of Motor Vehicles after the October 1 assessment date are subject to property tax as follows: 1) vehicles registered subsequent to November 1 but prior to the following August 1, are subject to a prorated tax based on the period of time from the date of registration until the following October 1; 2) vehicles purchased in August and September are not taxed until the next October 1 Grand List. With respect to replacement vehicles (as compared to additional vehicles) Section 12-71b provides for similar prorating of taxes on the new vehicle and a credit with respect to taxes due on the replaced vehicle during the assessment year.

All commercial personal property (furniture, fixtures, equipment, machinery and leased equipment) is assessed annually. An assessor's check and audit is completed periodically. Assessments for both personal property and motor vehicles are computed at seventy percent (70%) of present market value.

Section 12-124a of the Connecticut General Statutes permits a municipality, upon approval by its legislative body, to abate property taxes on owner-occupied residences to the extent that the taxes exceed eight percent of the owner's total income, from any source, adjusted for self-employed persons to reflect expenses allowed in determining adjusted gross income. The owner must agree to pay the amount of taxes abated with interest at 6% per annum, or at such rate approved by the legislative body, at such time that the residence is sold or transferred or on the death of the last surviving owner. A lien for such amounts is recorded in the land records but does not take precedence over any mortgage recorded before the lien.

Public Act 06-176 permits a municipality upon approval by its legislative body to freeze the property taxes due for certain low-income elderly residents. Any municipality providing such property tax relief may place a lien upon such property in the amount of total tax relief granted plus interest.

Elderly Tax Stabilization Program

On January 8, 2003 the Board of Selectmen adopted an ordinance providing tax stabilization for elderly and/or totally disabled homeowners. For Fiscal Year 2014, the total of such credits shall not exceed \$198,000. The program is needs based and consists of a two tiered system referencing the qualifying income including certain additions as set forth in the State of Connecticut's Elderly and Totally Disabled Tax Relief Program. This ordinance replaces a prior ordinance which provided assistance on a needs blind basis. Should the cost of the program for all eligible applicants exceed this cap, the benefit is prorated among the applicants completely funding those with the greatest need on tier one with the remainder of the funds allocated equally to those on tier two.

Levy

Property taxes are levied on all taxable assessed property on the Grand List of October 1 prior to the beginning of the fiscal year. Real and personal property taxes are generally payable in two installments on July 1 and January 1, except that real and personal property taxes under \$100 are payable in one installment on July 1. Motor vehicle tax bills are payable in July and motor vehicle supplemental bills are payable in January. A margin against delinquencies, legal reductions, and Grand List adjustments, such as Assessor errors, is provided by adjusting the Grand List downward when computing anticipated property tax revenue from the current levy. An estimate for delinquent taxes and outstanding interest and lien fees anticipated to be collected during the fiscal year is normally included as a revenue item in the budget. Delinquent taxes are billed at least four times a year with interest charged at the rate of one and one-half percent per month with a minimum charge of \$2. In accordance with State law, the oldest outstanding tax is collected first. Outstanding real estate tax accounts are automatically lienied each year prior to June 30 with legal demands and alias tax warrants used in the collection of personal property and motor vehicle tax bills. Delinquent motor vehicle, real estate, and personal property tax accounts are transferred to a suspense account when collection appears unlikely at which time they cease to be carried as receivables. Tax accounts are uncollectable fifteen years after the due date in accordance with state statutes.

Comparative Assessed Valuations

Grand List of 10/1	Fiscal Year 6/30	Real Property (%)	Motor Vehicle (%)	Personal Property (%)	Gross Taxable Grand List	Less Exemptions ¹	Net Taxable Grand List	Percent Growth
2013	2015	89.9	6.3	3.8	\$1,334,500,050	\$ 132,098,900	\$1,202,451,150	0.09
2012	2014	88.9	6.9	4.2	1,335,410,380	134,091,450	1,201,318,930	0.26
2011	2013	88.8	6.9	4.3	1,331,875,860	133,687,390	1,198,188,470	0.76
2010	2012	89.2	6.4	4.4	1,318,329,510	129,331,320	1,189,112,570	0.34
2009 ¹	2011	90.4	5.6	4.1	1,314,372,950	129,264,460	1,185,108,490	(4.25)
2008	2010	90.1	6.0	4.0	1,356,943,290	119,256,360	1,237,686,930	1.44
2007	2009	90.8	6.7	2.6	1,338,159,330	118,038,090	1,220,121,240	1.78
2006	2008	91.7	6.7	1.6	1,313,488,050	114,649,460	1,198,838,590	0.95
2005	2007	91.9	6.7	1.5	1,296,471,610	108,895,690	1,187,575,920	1.20
2004 ¹	2006	92.0	6.6	1.4	1,285,061,878	111,603,250	1,173,458,628	--

¹ Revaluation.

Source: Assessor's Office, Town of Woodbridge.

Connecticut General Statutes Section 12-81(72) exempts new manufacturing equipment from property taxation by the Town. The State of Connecticut will directly reimburse the Town for 100% of the foregone taxes.

Exempt Property

The following categories of exempt properties are not included in the Grand Lists.

Public	Assessed Value ¹
State of Connecticut	\$ 2,159,010
Town of Woodbridge	50,517,740
Other (City of New Haven)	12,460
Sub-Total Public	52,689,210
 Private	
Private Hospitals and Colleges	8,890
Scientific, Educational, Historical & Charitable	25,826,780
Churches	17,295,040
Cemeteries	571,060
Public Service	9,397,380
Agriculture.....	22,396,640
Sub-Total Private	75,495,790
Total Exempt Property	\$ 128,185,000
Percent Compared to Net Taxable Grand List.....	10.66%

¹ Based on October 1, 2013 Net Taxable Grand List of \$1,202,451,150.

Source: Assessor's Office, Town of Woodbridge.

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Property Tax Levies and Collections

Grand List of 10/1	Fiscal Year Ending 6/30	Net Taxable Grand List	Mill Rate	Adjusted Annual Levy	Percent of Annual Levy Collected at End of Fiscal Year	Percent of Annual Levy Uncollected at End of Fiscal Year	Percent of Annual Levy Uncollected as of 6/30/2013
2012	2014 ¹	\$ 1,201,318,930	34.14	\$ 41,057,655	99.57	0.43	n/a
2011	2013	1,198,188,470	33.73	40,442,516	99.49	0.51	0.51
2010	2012	1,189,112,570	33.08	39,421,876	99.57	0.43	0.43
2009	2011	1,185,108,490	33.11	39,168,996	99.26	0.74	0.12
2008	2010	1,237,686,930	31.09	38,264,590	99.73	0.27	0.15
2007	2009	1,220,121,240	30.83	37,509,061	99.30	0.70	0.04
2006	2008	1,198,838,590	29.96	35,910,852	99.46	0.54	0.04
2005	2007	1,187,575,920	28.73	34,093,255	99.44	0.56	0.04
2004 ²	2006	1,177,403,936	28.22	33,131,668	99.71	0.29	0.03
2003	2005	888,992,290	35.58	31,663,187	99.84	0.16	0.02

¹ Subject to audit.

² Revaluation.

Source: Annual Audit Reports and Tax Collector, Town of Woodbridge

Property Taxes Receivable

Fiscal Year Ending 6/30	Total	Current Year
2014	\$ 263,911	\$ 175,696
2013	256,483	206,998
2012	323,597	170,063
2011	414,884	290,499
2010	200,177	69,032
2009	405,960	264,603
2008	346,342	195,971

Source: Annual Audit Reports, Town of Woodbridge

Ten Largest Taxpayers

Name	Nature of Business	Taxable Valuation	Percent of Net Taxable Grand List ¹
Connecticut Light and Power.....	Utility	\$ 32,464,660	2.70%
21 Bradley Road Woodbridge LLC.....	Real Estate	7,499,870	0.62%
Sabra Health Care Holds III LLC.....	Real Estate	6,048,000	0.50%
HCP AURI Connecticut LLC.....	Nursing Home	4,792,270	0.40%
KFP Family Ltd. Partnership	Real Estate	4,746,840	0.39%
1764 Litchfield Turnpike LLC.....	Real Estate	4,321,880	0.36%
R & H Group LLC.....	Real Estate	3,397,100	0.28%
OP Inc.	Real Estate	3,254,370	0.27%
Research Development At Bradley Road LLC.....	Real Estate	2,525,600	0.21%
United Illuminating Company.....	Real Estate & Personal Prop	2,518,490	0.21%
Total.....		\$ 71,569,080	5.95%

¹ Based on October 1, 2013 Net Taxable Grand List of \$1,202,451,150.

Source: Assessor's Office, Town of Woodbridge.

V. Debt Summary

Principal Amount of Indebtedness As of July 24, 2014 (Pro Forma)

Long-Term General Obligation Debt:

<i>Date</i>	<i>Purpose</i>	<i>Interest Rate %</i>	<i>Original Issue</i>	<i>Amount Outstanding (Pro-Forma)</i>	<i>Fiscal Year of Maturity</i>
04/15/01	Refunding 1996 School Bonds.....	4.00-4.625	\$ 6,810,000	\$ 885,000	2016
03/01/03	Schools	2.50-4.50	945,000	410,000	2023
03/01/03	General Purpose	2.50-4.50	2,115,000	495,000	2023
06/15/05	Refunding of 1998 & 2000 Gen. Purp...	3.00-4.25	6,900,000	3,790,000	2021
03/01/09	General Purpose	2.00-4.00	5,900,000	4,000,000	2024
Total Outstanding Debt			<u>\$ 22,670,000</u>	<u>\$ 9,580,000</u>	
THIS ISSUE					
07/24/14	General Purpose	2.00-4.00	4,750,000	4,750,000	2035
Grand Total Outstanding Debt			<u><u>\$ 27,420,000</u></u>	<u><u>\$ 14,330,000</u></u>	

Short-Term General Obligation Debt

As of July 24, 2014 the Town has \$15,845,000 in short-term debt outstanding which matures on July 23, 2015 (this issue).

Capital Leases

The Town of Woodbridge Board of Education has a lease agreement outstanding relating to office equipment and computers. Please refer to the General Purpose Financial Statements, footnote #7, for more information.

General Fund
Annual Long-Term Bonded Debt Service
As of July 24, 2014
(Pro Forma)

Fiscal Year Ended 6/30	Principal Payments	Interest Payments	Total Payments	Pro-forma: This Issue	Total Principal	Cumulative Principal Retired
2015	\$ 1,620,000	\$ 361,498	\$ 1,981,498	\$ -	\$ 1,620,000	11.30%
2016	1,595,000	301,035	1,896,035	165,000	1,760,000	23.59%
2017	1,150,000	233,873	1,383,873	240,000	1,390,000	33.29%
2018	1,145,000	188,128	1,333,128	240,000	1,385,000	42.95%
2019	905,000	148,601	1,053,601	240,000	1,145,000	50.94%
2020	895,000	116,804	1,011,804	240,000	1,135,000	58.86%
2021	870,000	83,600	953,600	240,000	1,110,000	66.61%
2022	500,000	56,900	556,900	240,000	740,000	71.77%
2023	500,000	36,500	536,500	240,000	740,000	76.94%
2024	400,000	16,000	416,000	240,000	640,000	81.40%
2025	-	-	-	240,000	240,000	83.08%
2026	-	-	-	240,000	240,000	84.75%
2027	-	-	-	240,000	240,000	86.43%
2028	-	-	-	240,000	240,000	88.10%
2029	-	-	-	240,000	240,000	89.78%
2030	-	-	-	240,000	240,000	91.45%
2031	-	-	-	245,000	245,000	93.16%
2032	-	-	-	245,000	245,000	94.87%
2033	-	-	-	245,000	245,000	96.58%
2034	-	-	-	245,000	245,000	98.29%
2035	-	-	-	245,000	245,000	100.00%
Total.....	\$ 9,580,000	\$ 1,542,938	\$ 11,122,938	\$ 4,750,000	\$ 14,330,000	

Overlapping/Underlying Debt

The Town of Woodbridge does not report any jurisdictions that would be considered underlying. Amity Regional School District No. 5 represents an overlapping jurisdiction and its outstanding debt is presented as follows:

Amity School District No. 5 General Obligation Debt As of July 24, 2014

Date	Purpose	Interest Rate %	Original Issue	Amount Outstanding (Pro-Forma)¹	Fiscal Year of Maturity
05/13/09	Refunding School Bonds.....	2.00-5.00	\$ 27,480,000	\$ 21,865,000	2025
04/06/10	Refunding School Bonds.....	3.00-4.00	8,695,000	8,240,000	2026
12/03/10	Refunding School Bonds.....	2.00-4.00	8,245,000	5,305,000	2027
07/26/12	School Bonds.....	3.75-5.75	4,010,000 ²	3,700,000	2024
Total Debt			\$ 48,430,000	\$ 39,110,000	

¹ Excludes Refunded Bonds.

² This issue included \$1,530,000 of new money for school projects along with \$2,480,000 of refunding bonds.

Short-Term General Obligation Debt

As of July 24, 2014 the District does not have any short-term debt outstanding.

Analysis of Net Debt Impact on the Town

School building grants principal receivable from the State of Connecticut for the District's long-term school debt issued under the old program of state reimbursement (see "School Projects" herein) is \$381,959. When offsetting the District's outstanding debt with those grants receivable as well as adding the debt issued under the new program, the District's outstanding net long term debt is \$39,628,041.

The percentage participation in the Amity Regional School District No. 5 by the Town of Woodbridge for the 2013-14 fiscal year was 30.021%. The estimated net overlapping debt amount applied to the Town of Woodbridge, based on this ratio, is \$11,713,239 of long term debt. Additionally, as of the time of the last bond issue for the District, August 9, 2012, the District listed \$150,381 of authorized but unissued debt. Based on the same ratio above, \$45,146 would be applied to the Town of Woodbridge.

Debt Statement
As of July 24, 2014
(Pro Forma)

Long-Term Debt ¹

Bonds:

General Purpose (Includes this issue).....	\$ 13,035,000
School	1,295,000

Long-Term Debt 14,330,000

Short-Term Debt (This Issue: Lot A & Lot B to mature July 23, 2015) 15,845,000

Direct Debt 30,175,000

Less: School Construction Grants Receivable (6/30/14) ² (157,063)

Net Direct Debt 30,017,937

Overlapping Net Debt: ³

Amity Regional School District (Long Term Bonds - Town Share) 11,713,239

Overall Net Debt \$ 41,731,176

¹ Excludes capital leases and the operating commitment to the CRRA which is inclusive of debt service.

² The State of Connecticut Bureau of School Building Grants will reimburse the Town for eligible principal and interest costs over the life of any bonds issued for projects authorized by the General Assembly prior to July 1, 1996.

³ See "Overlapping/Underlying Debt" herein

Current Debt Ratios
As of July 24, 2014
(Pro Forma)

Population (2010) ¹	8,990
Net Taxable Grand List at 70% of Full Value (10/1/13)	\$ 1,202,451,150
Estimated Full Value	\$ 1,717,787,357
Equalized Grand List (10/1/11) ²	\$ 1,631,618,463
Money Income per Capita (2000) ¹	\$ 49,049
Money Income per Capita (2010) ¹	\$ 73,020

	Total Direct Debt \$30,175,000	Total Net Direct Debt \$30,017,937	Total Overall Net Debt \$41,731,176
Per Capita.....	\$3,356.51	\$3,339.04	\$4,641.96
Ratio to Net Taxable Grand List.....	2.51%	2.50%	3.47%
Ratio to Estimated Full Value.....	1.76%	1.75%	2.43%
Ratio to Equalized Grand List.....	1.85%	1.84%	2.56%
Debt per Capita to Money Income per Capita (2000).....	6.84%	6.81%	9.46%
Debt per Capita to Money Income per Capita (2010).....	4.60%	4.57%	6.36%

¹ U.S. Department of Commerce, Bureau of Census.

² Office of Policy and Management, State of Connecticut.

The Town has the power to incur indebtedness by issuing its bonds or notes as authorized by the Connecticut General Statutes, as amended, subject to statutory debt limitations and the requirements of the Town Charter for the authorization of indebtedness. Bond authorizations require approval of the Board of Selectmen, Board of Finance and the Town Meeting or by a two-thirds vote of the Board of Selectmen and Board of Finance in the event the Town Meeting is unable to act due to lack of a quorum.

Maturities

General obligation (serial or term) bonds are required to be payable in maturities wherein a succeeding maturity may not exceed any prior maturity by more than 50% or aggregate annual principal and interest payments must be substantially equal. The term of the issue may not exceed twenty years except in the case of sewer bonds and certain school bonds which may mature in up to thirty years. (The foregoing does not apply to refunding bonds, the issuance of which results in net present value savings to the Town.)

Temporary Financing

When general obligation bonds have been authorized, bond anticipation notes may be issued maturing in not more than two years (CGS Sec. 7-378). Temporary notes may be renewed up to ten years from their original date of issue as long as all project grant payments are applied toward payment of temporary notes when they become due and payable and the legislative body schedules principal reductions starting at the end of the third and continuing in each subsequent year during which such temporary notes remain outstanding in an amount equal to a minimum of 1/20th (1/30th for certain school and sewer projects) of the estimated net project cost (CGS Sec. 7-378a). The term of the bond issue is reduced by the amount of time temporary financing exceeds two years, or, for sewer projects, by the amount of time temporary financing has been outstanding.

Temporary notes may be funded beyond ten years from the initial borrowing if a written commitment exists for State and/or Federal grants for terms not to exceed six months until such time that the final grant payments are received (CGS Sec. 7-378b).

Temporary notes may also be issued for up to fifteen years for certain capital projects associated with the operation of a waterworks system (CGS Sec. 7-244a) or a sewage system (CGS Sec. 7-264a). In the first year following the completion of the project(s), or in the sixth year (whichever is sooner), and in each year thereafter, the notes must be reduced by at least 1/15th of the total amount of the notes issued by funds derived from certain sources of payment. Temporary notes may be issued in one year maturities for up to fifteen years in anticipation of sewer assessments receivable, such notes to be reduced annually by the amount of assessments received during the preceding year (CGS Sec. 7-269a).

Statement of Statutory Debt Limitation
As of July 24, 2014
(Pro Forma)

Total Tax Collections (including interest and lien fees)

Received by the Treasurer for the year ended June 30, 2013 (audited)..... \$ 40,575,936

Reimbursement For Revenue Loss:

Tax relief for local property and elderly freeze 43,736

Base for Debt Limitation Computation..... \$ 40,619,672

	General Purpose	Schools	Sewers	Urban Renewal	Unfunded Pension
Debt Limitation:					
2 1/4 times base.....	\$ 91,394,262	-	-	-	-
4 1/2 times base.....	-	\$ 182,788,524	-	-	-
3 3/4 times base.....	-	-	\$ 152,323,770	-	-
3 1/4 times base.....	-	-	-	\$ 132,013,934	-
3 times base.....	-	-	-	-	\$ 121,859,016
Total Debt Limitation	\$ 91,394,262	\$ 182,788,524	\$ 152,323,770	\$ 132,013,934	\$ 121,859,016

Indebtedness: ¹

Bonds Outstanding.....	8,285,000	1,295,000	-	-	-
Bonds – This Issue.....	4,750,000	-	-	-	-
Notes – This Issue.....	6,345,000	9,500,000	-	-	-
Overlapping Net Debt - Town Portion					
of Regional School District No. 5	-	11,713,239	-	-	-
Debt Authorized But Unissued	350,000	3,890,146 ³	-	-	-
Total Indebtedness	19,730,000	26,398,385	-	-	-

Less:

State School Grants Receivable ² - (157,063) - - -

Total Net Indebtedness

	19,730,000	26,241,322	-	-	-
--	------------	------------	---	---	---

DEBT LIMITATION IN EXCESS

OF OUTSTANDING INDEBTEDNESS \$ 71,664,262 \$ 156,547,202 \$ 152,323,770 \$ 132,013,934 \$ 121,859,016

¹ Excludes capital leases and the operating commitment to the CRRA.

² The State of Connecticut Bureau of School Building Grants will reimburse the Town for eligible principal and interest costs over the life of any bonds issued for projects authorized by the General Assembly prior to July 1, 1996.

³ This includes the Town's share of the authorized but unissued debt of Regional School District No. 5.

Note: In no case shall total indebtedness exceed seven times annual receipts from taxation or \$284,337,704.

**THE TOWN OF WOODBRIDGE HAS NEVER DEFAULTED IN THE PAYMENT OF
PRINCIPAL OR INTEREST ON ITS BONDS OR NOTES.**

Authorized but Unissued Debt
As of July 24, 2014
(Pro Forma)

Project	Bonds Authorized	Grants Received	Previously Bonded	(Paid-down)	This Issue:			Debt Authorized but Unissued
					The Lot A Notes	The Lot B Notes	The Bonds	
Land Acquisition.....	\$ 7,000,000	\$ -	\$ -	\$ (1,050,000)	\$ -	\$ 5,950,000	\$ -	\$ -
Public Works.....	5,520,000	375,000	-	-	395,000	-	4,750,000	-
Baseball Field Construction.....	250,000	-	-	-	-	-	-	250,000
Beecher School.....	13,345,000	-	-	-	9,500,000	-	-	3,845,000
Open Space Acquisition.....	100,000	-	-	-	-	-	-	100,000
Totals.....	\$26,215,000	\$ 375,000	\$ -	\$ (1,050,000)	\$ 9,895,000	\$ 5,950,000	\$ 4,750,000	\$ 4,195,000

Principal Amount of Outstanding Debt
Last Five Fiscal Years

<u>Long-Term Debt</u>	<u>2014</u>	<u>2013</u>	<u>2012</u>	<u>2011</u>	<u>2010</u>
Bonds.....	\$ 9,580,000	\$ 11,205,000	\$ 12,940,000	\$ 14,660,000	\$ 16,455,000
<u>Short-Term Debt</u>					
Bond Anticipation Notes.....	11,820,000	9,450,000	7,000,000	7,000,000	7,000,000
Totals.....	\$ 21,400,000	\$ 20,655,000	\$ 19,940,000	\$ 21,660,000	\$ 23,455,000

Source: Annual Audited Financial Statements 2009-2013. 2014 is subject to audit.

Ratios of Net Direct Long-Term Debt to Valuation, Population and Income

Fiscal Year Ended 6/30	Net Assessed Value	Estimated Full Value ¹	Net Long-Term Debt ²	Ratio of Net Long-Term Debt to Assessed Value	Ratio of Net Long-Term Debt to Estimated Full Value	Population ³	Net Long-Term Debt per Capita	Ratio of Net Long-Term Debt per Capita to Per Capita Income ⁴
2014 ⁵	\$1,201,318,930	\$ 1,716,169,900	\$ 9,422,937	0.78%	0.55%	8,990	\$1,048.16	1.44%
2013	1,198,188,470	1,711,697,814	10,981,134	0.92%	0.64%	8,990	1,221.48	1.67%
2012	1,189,112,570	1,698,732,243	12,639,835	1.06%	0.74%	8,990	1,405.99	1.93%
2011	1,185,108,490	1,693,012,129	14,240,111	1.20%	0.84%	8,990	1,583.99	2.17%
2010	1,237,686,930	1,768,124,186	15,940,446	1.29%	0.90%	8,990	1,773.13	2.43%

¹ Assessment Ratio, 70%; Revaluation 10/1/04.

² Long-term debt less school building construction grants to be provided by the State of Connecticut.

³ U.S. Department of Commerce, Bureau of Census.

⁴ Money Income per Capita: Census 2010 data: \$73,020 used for all calculations.

⁵ Subject to Audit.

**Ratio of Annual Long-Term Debt Service Expenditures
For Total Long-Term Debt
To Total General Fund Expenditures**

Fiscal Year Ended 6/30	Principal	Interest	Total Debt Service	Total General Fund Expenditures ¹	Ratio of General Fund Debt Service To Total General Fund Expenditures
2014	\$1,625,000	\$421,423	\$ 2,046,423	\$ 45,220,998	4.53%
2013	1,735,000	483,848	2,218,848	46,914,454	4.73%
2012	1,720,000	543,410	2,263,410	44,253,823	5.11%
2011	1,795,000	605,004	2,400,004	43,293,788	5.54%
2010	1,780,000	670,956	2,450,956	41,448,878	5.91%

¹ GAAP basis of accounting. Includes Transfers out.

Source: Annual Audited Financial Statements, 2008-2013.

Finance Department, 2014. Subject to audit.

Capital Improvement Program

Proposed Projects	2014-15	2015-16	2016-17	2017-18	2018-19	Total
<u>Board of Education</u>	\$13,640,000	\$ 410,000	\$ 265,000	\$ 255,000	\$ 200,000	\$14,770,000
General Government:						
Assessor	-	-	-	-	-	-
Board of Selectmen	-	1,000,000	-	1,000,000	-	2,000,000
Government Access TV	9,471	-	-	-	-	9,471
Human Services	63,000	64,050	-	15,000	-	142,050
Total General Government	72,471	1,064,050	-	1,015,000	-	2,151,521
Recreation:						
Parks	17,000	-	-	22,000	-	39,000
Recreation, Pool, & Gym	26,788	10,500	10,000	22,000	13,000	82,288
Total Recreation	43,788	10,500	10,000	44,000	13,000	121,288
Public Works	985,425	781,800	923,425	1,030,880	923,425	4,644,955
Waste Management	54,300	17,500	17,500	-	-	89,300
Building Official	-	-	-	-	-	-
Building Maintenance	63,650	14,285	178,400	176,720	26,850	459,905
Country Club of Woodbridge	-	61,000	59,000	76,000	60,000	256,000
Medical Services	-	-	-	-	-	-
Library	-	20,000	-	-	25,000	45,000
Police	143,650	2,632,275	2,909,221	72,000	72,000	5,829,146
Fire	170,000	405,000	450,000	355,000	355,000	1,735,000
Total Project Costs	15,173,284	5,416,410	4,812,546	3,024,600	1,675,275	30,102,115
Funding Sources						
Operating Budget	1,513,284	1,616,135	2,024,325	1,959,600	1,610,275	8,723,619
State/Federal Funds	315,000	815,000	65,000	65,000	65,000	1,325,000
Bonds	13,345,000	2,985,275	2,723,221	1,000,000	-	20,053,496
Total Project Funding	\$15,173,284	\$ 5,416,410	\$ 4,812,546	\$ 3,024,600	\$ 1,675,275	\$30,102,115

VI. Financial Administration

Fiscal Year

The Town's fiscal year begins July 1 and ends June 30.

Basis of Accounting

The Town utilizes the accrual basis of accounting under which revenues are recognized when earned and expenses are recognized when incurred. See the General Purpose Financial Statements attached as Appendix A.

Audit

The Town of Woodbridge, pursuant to local ordinance and Chapter 111 of the Connecticut General Statutes (Sections 7-391 through 7-397), is required to undergo an annual audit by an independent public accountant. The auditor, appointed by the Board of Finance, is required to conduct the audit under the guidelines promulgated by the Secretary of the Office of Policy and Management who also receives a copy of the audit report and the Auditor of Public Accounts. For the fiscal year ended June 30, 2013, the financial statements of the various funds of the Town were audited by McGladrey & Pullen, LLC, New Haven, Connecticut.

The Town of Woodbridge received the Government Finance Officers' Association of the United States and Canada's (GFOA) Certificate of Achievement for Excellence in Financial Reporting for its Comprehensive Annual Financial Report for the fiscal year ended June 30, 2013. The Certificate of Achievement is a prestigious national award recognizing conformance with the highest standard of preparation of state and local government financial reports.

In order to be awarded a Certificate of Achievement, a government unit must publish an easily readable and efficiently organized Comprehensive Annual Financial Report, whose contents conform to program standards. Such Comprehensive Annual Financial Report must satisfy both generally accepted accounting principles and applicable legal requirements.

Investment Policy for Operating Funds

The Town's operating and working capital funds are invested at the direction of the Town Treasurer in the following short-term investments: (1) various certificates of deposit with Connecticut banks; (2) State Treasurer's Short Term Investment Fund; and (3) MBIA Class (an investment fund managed by MBIA Municipal Investors Service Corp., which, according to MBIA Class, invests only in (i) high grade short-term federal securities and variable rate obligations backed by federal agencies having monthly or quarterly assets based on indices like the prime rate, LIBOR, or a combination of the two, and (ii) very short-term (usually overnight) repurchase agreements secured by high quality collateral which is valued daily and fully delivered to the Program's custodial bank to be held for the benefit of the Pool's participants).

In addition, the Town monitors the risk based capital ratios and collateral requirements of the qualified public depositories, as defined by the Connecticut General Statutes Section 36-382, with which it places deposits or makes investments.

Eligible investments for Connecticut municipalities are governed by the Connecticut General Statutes Sections 7-400 and 7-402. Please refer to Appendix A, Notes to the Financial Statements, Note #3 regarding the Town's cash and cash equivalent investments at June 30, 2013.

Pensions

Town employees participate in the municipal employees' retirement fund (MERF). MERF is the administrator of a cost sharing, multiple employer public employee retirement system (PERS) established by the State of Connecticut and administered by the State Retirement Commission to provide pension benefits for the employees of participating municipalities. MERF is considered to be a part of the State of Connecticut financial reporting entity and is included in the State's financial report as a pension trust fund.

The Plan, which covers all employees, except teachers who are covered under the Connecticut State Teachers' Retirement System, receives contributions from eligible participants in addition to contributions from the Town.

Plan provisions are set by statute of the State of Connecticut. MERF provides retirement benefits, as well as death and disability benefits.

For further discussion on the plan, see Appendix A, Note #11 of the General Purpose Financial Statements, or for a copy of the latest Actuarial Report, contact the Director of Finance, Town of Woodbridge.

Other Post-Employment Benefits (OPEB)

The Town of Woodbridge Contracted with Hooker and Holcombe to complete an actuarial analysis of the Town's Postretirement Medical Plan starting as of July 1, 2011. The report was designed to satisfy the reporting requirements of the Government Accounting Standards Board's statements #43 and #45 concerning other post-employment benefits (OPEB). In the case of Woodbridge, the primary benefit is health insurance. According to the report, the annual required contribution (ARC) for the Town and Board of Education to fully fund OPEB at a 7.5% discount rate is \$1.696 million dollars. Because both the Town and Board of Education fund retirement healthcare on an ongoing cash basis totaling \$766,354 in fiscal year 2011, the funding gap in the fiscal year 2011 budget was \$930,249. The Town has a multi-year plan to become fully funded with an additional \$375,000 funded in fiscal year 2014 toward the Town's OPEB obligation. The Town has established an OPEB trust fund to account for and invest all OPEB funds, and from which OPEB expenses will be paid. The balance of the trust fund as of June 30, 2013 is \$1,809,352.

Capital and Operating Budget Procedure

The Town follows the following procedure in establishing the budgetary data included in the General Fund financial statements. Financial controls are provided under the Town Meeting which has the responsibility for approving annual budgets and all other additional Town appropriations based on guidelines set forth in the Charter. The Board of Finance sets the tax rate immediately following the Annual Town Meeting. The timetable is established annually but all actions must be completed at least 30 days prior to the beginning of each fiscal year based upon a budget submitted by the Board of Finance. The budget making process is detailed below:

<i>On or About</i>	<i>Action</i>
August 31.....	Capital budget preparation manuals are distributed to departments.
October 31	Capital budget forms are returned to the Finance Department.
November 15	Capital improvements are submitted to the Board of Selectmen and the Board of Finance for review.
	Operating budget preparation manuals are distributed to departments.
December.....	Capital budget presentations are made to the Board of Selectmen and the Board of Finance by department heads.
January 9.....	Departments, offices, boards, commissions, including the Board of Education, submit estimates of receipts and expenditures for the following fiscal year to the Board of Selectmen.
February 1.....	Estimated receipts and expenditures submitted to Board of Selectmen and Board of Finance.
January 22 to February 4	Joint meetings are scheduled with the Boards of Selectmen and Finance to review budgets with department heads, boards and commissions.
March 1.....	Board of Selectmen submits estimated receipts and recommended expenditures to Board of Finance for operating and capital budgets.
March 31.....	The Board of Finance submits budget recommendations to the public hearing.
April 20.....	The Board of Finance holds a public hearing to present the budget and estimated mill rate.
May 18.....	The Annual Town Meeting is held and adopts a recommended budget.
May 18.....	Upon passage of the budget the Board of Finance sets the mill rate.
July 1	The new fiscal year begins.

General Fund Revenues and Expenditures
Three Year Summary of Audited Revenues and Expenditure (GAAP Basis)
and Estimated Actuals and Adopted Budget (Budgetary Basis)

	Adopted Budget¹ 6/30/2015	Estimated Actual¹ 6/30/2014	Actual 6/30/2013	Actual 6/30/2012	Actual 6/30/2011
Revenues:					
Property taxes	\$ 42,630,772	\$ 41,549,326	\$ 41,016,791	\$ 39,924,202	\$ 39,415,081
Intergovernmental	1,204,897	1,276,374	2,939,803	2,628,553	1,953,014
Charges for Services	923,533	1,465,041	2,650,278	1,602,354	1,722,346
Investment Income	50,000	25,000	26,435	23,674	35,938
Donations	-	-	10,504	2,276	16,022
Other	602,988	546,599	342,877	387,117	449,544
Total.....	\$ 45,412,190	\$ 44,862,340	\$ 46,986,688	\$ 44,568,176	\$ 43,591,945
Expenditures:					
General government	\$ 2,323,842	\$ 1,994,695	\$ 1,837,958	\$ 1,818,854	\$ 1,830,126
Board of Education	13,046,068	12,817,998	14,334,618	13,811,398	13,023,308
Country Club of Woodbridge.....	264,060	1,083,746	-	-	-
Public safety	4,194,841	4,056,428	4,242,808	4,009,259	3,853,190
Public works	2,465,395	2,484,215	2,790,003	2,458,403	2,425,335
Town library	787,081	772,622	746,105	737,134	700,990
Recreation	637,259	620,297	2,309,679	959,867	930,709
Country Club Pool.....	127,975	46,455	-	-	-
Human services	441,527	423,725	358,802	336,347	319,398
Employee benefits	3,982,348	3,822,901	3,847,080	3,711,434	3,600,271
Amity Regional School	13,245,805	12,987,101	12,385,204	12,815,619	12,735,005
Debt service	2,472,705	2,454,861	2,299,623	2,263,410	2,400,004
Capital outlay	1,513,284	-	-	-	-
Total.....	\$ 45,502,190	\$ 43,565,044	\$ 45,151,880	\$ 42,921,725	\$ 41,818,336
Excess (Deficiency) of Revenues					
Over Expenditures.....	\$ (90,000)	\$ 1,297,296	\$ 1,834,808	\$ 1,646,451	\$ 1,773,609
Other Financing Source (Uses):					
Transfer from Fund Balance	-	-	-	-	-
Operating transfers in	90,000	405,000	12,872	129,252	42,534
Operating transfers (out)	-	(1,655,954)	(1,762,574)	(1,332,098)	(1,475,452)
Proceeds of Refunding Bonds	-	-	-	-	-
Payment to Refunding Escrow	-	-	-	-	-
Capital Lease	-	-	-	-	-
Gain on Sale of Assets.....	-	-	-	-	-
Premiums on Bond Insurance.....	-	-	-	-	-
Net Other Financing Sources (Uses).....	\$ 90,000	\$ (1,250,954)	\$ (1,749,702)	\$ (1,202,846)	\$ (1,432,918)
Excess (Deficiency) Of Revenues And					
Other Financing Sources Over					
Expenditures & Other Financing Uses.....					
\$	-	\$ 46,342	\$ 85,106	\$ 443,605	\$ 340,691
Fund Balance, Beginning of Year.....	N/A	6,050,372	5,965,266	5,521,661	5,180,970²
Fund Balance, End of Year.....	N/A	\$ 6,096,714	\$ 6,050,372	\$ 5,965,266	\$ 5,521,661

¹ Estimated, subject to audit. Budgetary Basis.

² As restated following change in fund type classification per implementation of GASB Statement No. 54.

Analysis of General Fund Equity

	Adopted Budget 6/30/2015	Estimated Actual 6/30/2014	Actual 6/30/2013	Actual 6/30/2012	Actual 6/30/2011¹	Actual 6/30/2010
Reserved.....	--	--	--	--	--	\$ 492,994
Unreserved:						
Designated for next year.....	--	--	--	--	--	400,000
Undesignated.....	--	--	--	--	--	4,149,638
Nonspendable.....	N/A	N/A	\$ 34,770	\$ 33,521	\$ 1,475	--
Restricted.....	N/A	N/A	-	-	-	--
Assigned.....	N/A	N/A	1,194,160	1,001,915	795,746	--
Unassigned.....	N/A	N/A	4,821,442	4,929,830	4,724,440	--
Total	N/A	N/A	\$ 6,050,372	\$ 5,965,266	\$ 5,521,661	\$ 5,042,632

¹ Starting with the year ending June 30, 2011, there was a change in fund type classification per implementation of GASB Statement No. 54.

VII. Legal and Other Information

Litigation

The Town Attorney has advised that the Town of Woodbridge, its officers, employees, boards and commissions are named defendants in a number of lawsuits. With regard to these pending lawsuits, it is the Town Attorney's opinion that such pending litigation will not be finally determined so as to result individually or in the aggregate in final judgments against the Town which would materially adversely affect its financial position.

Transcript and Documents Delivered at Closing

Upon delivery of the Bonds and the Notes, the winning purchasers will be furnished with the following documents:

1. A Signature and No Litigation Certificate stating that at the time of delivery no litigation is pending or threatened affecting the validity of the Bonds and the Notes or the levy or collection of taxes to pay them.
2. Certificates on behalf of the Town of Woodbridge, Connecticut signed by the First Selectman, the Treasurer and the Administrative Officer and Director of Finance, which will be dated the date of delivery and attached to a confirmed copy of the Official Statement, and which will certify, to the best of said officials' knowledge and belief, that at the time bids on the Bonds and the Notes were accepted the description and statements in the Official Statement relating to the Town and its finances were true and correct in all material respects and did not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements therein, in light of the circumstances under which they were made, not misleading, and that there has been no material adverse change in the financial condition of the Town from that set forth in or contemplated by the Official Statement.
3. Receipts for the purchase price of the Bonds and the Notes.
4. The approving opinions of Joseph Fasi LLC, of Hartford, Connecticut substantially in the form of Appendix B attached hereto.
5. Executed Continuing Disclosure Agreements for the Bonds and the Notes substantially in the form of Appendix D attached hereto.
6. The Town of Woodbridge, Connecticut has prepared an Official Statement for this Bond and Note Issue. The Town deems such Official Statement final as of its date for purposes of SEC Rule 15c2-12 (b) (5), but it is subject to revision or amendment. The Town will provide to the winning bidder(s) of the Bonds 75 copies and each of the Lots of Notes 10 copies of the Official Statement prepared at the Town's expense and delivered not later than seven business days after the bid opening.

Additional copies may be obtained by the winning bidder at its own expense by arrangement with the printer. If the Issuer's Financial Advisor is provided with the necessary information from the winning bidder by noon of the day after the bid opening, the copies of the Official Statement will include an additional cover page and other pages, if necessary, indicating the interest rates, rating, yields or reoffering prices, the name of the managing underwriter, and the name of the insurer, if any, of the Bonds and the Notes.

Concluding Statement

To the extent that any statements made in this Official Statement involve matters of opinion or estimates such statements are made as such and not as representations of fact or certainty, and no representation is made that any of such statements will be realized. Information herein has been derived by the Town from official and other sources and is believed by the Town to be reliable, but such information other than that obtained from official records of the Town has not been independently confirmed or verified by the Town and its accuracy is not guaranteed.

This Official Statement has been duly prepared and delivered by the Town, and executed for and on behalf of the Town, by the following officials:

Town of Woodbridge, Connecticut

By: /s/ *Ellen Scalettar*

Ellen Scalettar, *First Selectman*

By: /s/ *Anthony F. Genovese*

Anthony F. Genovese, *Administrative Officer and Director of Finance*

By: /s/ *Harriet Cooper*

Harriet Cooper, *Treasurer*

July 10, 2014

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Appendix A

The following includes the General Purpose Financial Statements of the Town of Woodbridge, Connecticut for the fiscal year ended June 30, 2013. The supplemental data which was a part of that report has not been reproduced herein. A copy of the complete report is available upon request from Matthew A. Spoerndle, Managing Director, Phoenix Advisors, 53 River Street, Suite 1, Milford, Connecticut 06460. Telephone (203) 878-4945.

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INDEPENDENT AUDITOR'S REPORT

To the Members of the Board of Finance
Town of Woodbridge, Connecticut

Report on the Financial Statements

We have audited the accompanying financial statements of the governmental activities, each major fund and the aggregate remaining fund information of the Town of Woodbridge, Connecticut (the "Town") as of and for the fiscal year ended June 30, 2013, and the related notes thereto which collectively comprise the Town's basic financial statements as listed in the table of content.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with accounting principles generally accepted in the United States of America; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America and the standards applicable to financial audits contained in *Government Auditing Standards*, issued by the Comptroller General of the United States. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the Town's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the entity's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a reasonable basis for our audit opinions.

Opinions

In our opinion, the financial statements referred to above present fairly, in all material respects, the respective financial position of the governmental activities, each major fund, and the aggregate remaining fund information of the Town of Woodbridge, Connecticut as of June 30, 2013, and the respective changes in financial position thereof for the year then ended in accordance with accounting principles generally accepted in the United States of America.

Other Matters

Required Supplementary Information

Accounting principles generally accepted in the United States of America require that the Management Discussion and Analysis on pages 3-10, the schedules of funding progress on page 46 and budgetary comparison information on page 45 be presented to supplement the basic financial statements. Such information, although not a part of the basic financial statements, is required by the Governmental Accounting Standards Board who considers it to be an essential part of financial reporting for placing the basic financial statements in an appropriate operational, economic, or historical context. We have applied certain limited procedures to the required supplementary information in accordance with auditing standards generally accepted in the United States of America, which consisted of inquiries of management about the methods of preparing the information and comparing the information for consistency with management's responses to our inquiries, the basic financial statements, and other knowledge we obtained during our audit of the basic financial statements. We do not express an opinion or provide any assurance on the information because the limited procedures do not provide us with sufficient evidence to express an opinion or provide any assurance.

Other Information

Our audit was conducted for the purpose of forming opinions on the financial statements that collectively comprise the Town's basic financial statements. The accompanying combining and individual fund financial statements and other schedules and the introductory and statistical sections are presented for purposes of additional analysis and are not a required part of the basic financial statements.

The accompanying combining and individual fund financial statements and other schedules are the responsibility of management and were derived from and relates directly to the underlying accounting and other records used to prepare the basic financial statements. Such information has been subjected to the auditing procedures applied in the audit of the basic financial statements and certain additional procedures, including comparing and reconciling such information directly to the underlying accounting and other records used to prepare the basic financial statements or to the basic financial statements themselves, and other additional procedures in accordance with auditing standards generally accepted in the United States of America. In our opinion, the combining and individual fund financial statements and other schedules are fairly stated, in all material respects, in relation to the basic financial statements as a whole.

The introductory and statistical sections as listed in the table of contents have not been subjected to the auditing procedures applied in the audit of the basic financial statements, and accordingly, we do not express an opinion or provide any assurance on them.

Other Reporting Required by Government Auditing Standards

In accordance with *Government Auditing Standards*, we have also issued our report dated December 23, 2013 on our consideration of the Town's internal control over financial reporting and on our tests of its compliance with certain provisions of laws, regulations, contracts, and grant agreements and other matters. The purpose of that report is to describe the scope of our testing of internal control over financial reporting and compliance and the results of that testing, and not to provide an opinion on internal control over financial reporting or on compliance. That report is an integral part of an audit performed in accordance with *Government Auditing Standards* in considering the Town's internal control over financial reporting and compliance.

McGladrey LLP

New Haven, Connecticut
December 23, 2013

TOWN OF WOODBRIDGE, CONNECTICUT
Management's Discussion and Analysis - *unaudited*
June 30, 2013
(In Thousands)

As management of the Town of Woodbridge, Connecticut (the "Town"), we offer readers of the Town's financial statements this narrative overview and analysis of the financial activities of the Town for the fiscal year ended June 30, 2013. We encourage readers to consider the information presented here in conjunction with the Town's basic financial statements that follow this section. All amounts, unless otherwise indicated, are expressed in thousands of dollars.

Financial Highlights - Primary Government

The assets of the Town of Woodbridge exceeded its liabilities at the close of the most recent fiscal year by \$58,596 (net position). Of this amount, \$5,611 (unrestricted net position) may be used to meet the government's ongoing obligations to citizens and creditors.

The Town's total net position increased by \$670. This increase is primarily attributable to an increase in charges for services, property tax revenue and the receipt of grants. As of the close of the current fiscal year, the Town of Woodbridge's governmental funds reported combined ending fund balances of \$1,924 with a general fund total fund balance of \$6,050. The total fund balance of \$1,924 includes a deficit fund balance of \$6,725 in the Woodbridge Country Club Fund due to a \$6,650 notes payable liability. Management has committed to maintaining a minimum unassigned fund balance in the General Fund of 7% to 14% of the subsequent year's annual budget.

As of the end of the current fiscal year, unassigned fund balance for the general fund was \$4,821, or approximately 10.6% of general fund expenditures.

The Town's total general obligation bonds decreased by \$1,735 during the current fiscal year. The key factor in this is the repayment of principal in the Town's debt service. The bonds outstanding are for school construction, land acquisition and other general municipal improvements. In August of 2012, the Town issued short term notes in the amount of \$6,650 to finance the purchase of the Woodbridge Country Club and \$2,800 to finance the construction of the new public works garage. See Note 7 on page 31 for more information.

Overview of the Financial Statements

This discussion and analysis is intended to serve as an introduction to the Town's basic financial statements. The Town's financial statements are comprised of three components: 1) government-wide financial statements, 2) fund financial statements, and 3) notes to financial statements. This report also contains other supplementary information in addition to the basic financial statements themselves.

Government-Wide Financial Statements

The government-wide financial statements are designed to provide readers with a broad overview of the Town's finances, in a manner similar to a private-sector business.

The statement of net position presents information on all of the Town's assets and liabilities, with the difference between the two reported as net position. Over time, increases or decreases in net position may serve as a useful indicator of whether the financial position of the Town is improving or deteriorating.

The statement of activities presents information showing how the government's net position changed during the most recent fiscal year. All changes in net position are reported as soon as the underlying event giving rise to the change occurs, regardless of the timing of related cash flows. Thus, revenues

and expenses are reported in this statement for some items that will only result in cash flows in future fiscal periods (e.g., uncollected taxes and earned, but unused vacation leave).

Both of the government-wide financial statements distinguish functions of the Town that are principally supported by taxes and intergovernmental revenues (governmental activities) from other functions that are intended to recover all or a significant portion of their costs through user fees and charges (business-type activities). The governmental activities of the Town include general government, public safety, highways and streets, solid waste disposal, human services, economic development, and culture and recreation activities.

The government-wide financial statements can be found on pages 11-12 of this report.

Fund financial statements. A fund is a grouping of related accounts that is used to maintain control over resources that have been segregated for specific activities or objectives. The Town of Woodbridge, like other state and local governments, uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements. All of the funds of the Town can be divided into two categories: governmental funds and fiduciary funds.

Governmental funds. Governmental funds are used to account for essentially the same functions reported as governmental activities in the government-wide financial statements. However, unlike the government-wide financial statements, governmental fund financial statements focus on near-term inflows and outflows of spendable resources, as well as on balances of spendable resources available at the end of the fiscal year. Such information may be useful in evaluating a government's near-term financing requirements.

Because the focus of governmental funds is narrower than that of the government-wide financial statements, it is useful to compare the information presented for governmental funds with similar information presented for governmental activities in the government-wide financial statements. By doing so, readers may better understand the long-term impact of the government's near-term financing decisions. Both the governmental fund balance sheet and the governmental fund statement of revenues, expenditures, and changes in fund balances provide a reconciliation to facilitate this comparison between governmental funds and governmental activities.

The Town of Woodbridge maintains twenty-two (22) individual governmental funds. Information is presented separately in the governmental fund balance sheet and in the governmental fund statement of revenues, expenditures, and changes in fund balances for the general fund and the Woodbridge Country Club fund, both of which are considered to be major funds. Eleven (11) special revenue funds, eight (8) capital project funds and two (2) permanent funds are combined into aggregate funds in this presentation. Individual fund data for each of these non-major governmental funds is provided in the form of combining statements elsewhere in this report.

The Town adopts an annual appropriated budget for its general fund. A budgetary comparison statement has been provided for the general fund to demonstrate compliance with this budget.

The basic governmental fund financial statements can be found on pages 13-14 of this report.

Fiduciary funds. The Town of Woodbridge maintains four (4) individual fiduciary funds. Fiduciary funds are used to account for resources held for the benefit of parties outside the government. Fiduciary funds are not reflected in the government-wide financial statement because the resources of those funds are not available to support the Town of Woodbridge's own programs.

Fiduciary funds provide the same type of information as the government-wide financial statements, only in more detail. The fiduciary fund financial statements provide separate information for Student Activities, Senior Center Activities and Senior Center Arts and Crafts and the OPEB fund. Conversely, these funds are combined into a single, aggregated presentation in the fiduciary fund financial statements. Individual fund data for these funds is provided in the form of combining statements elsewhere in this report.

The basic fiduciary fund financial statements can be found on pages 16-17 of this report.

Notes to the financial statements. The notes provide additional information that is essential to a full understanding of the data provided in the government-wide and fund financial statements. The notes to the financial statements can be found on pages 18-44 of this report.

The notes to this report also contain certain information concerning the Town's progress in funding its obligation to provide benefits to its employees.

Government-Wide Financial Analysis

As noted earlier, net position may serve over time as a useful indicator of a government's financial position. In the case of the Town of Woodbridge, assets exceeded liabilities by \$58,596 at the close of the most recent fiscal year. This is an increase of \$670 over the prior year.

**TOWN OF WOODBRIDGE, CONNECTICUT
SUMMARY STATEMENT OF NET POSITION
June 30, 2013 and 2012**

	June 30, 2013	June 30, 2012
	Governmental Activities	Governmental Activities
Current and other assets	\$ 13,937	\$ 12,765
Capital assets	72,904	72,509
Total assets	86,841	85,274
Long-term liabilities	16,547	17,814
Other liabilities	14,403	9,534
Total liabilities	30,949	27,348
Net position:		
Net investment in capital assets	51,844	52,151
Restricted	1,142	654
Unrestricted	5,611	5,121
Total net position	\$ 58,596	\$ 57,926

By far the largest portion of the Town's net position (88.5%) reflects its investment in capital assets (e.g., land, buildings, machinery, and equipment), less any related debt used to acquire those assets that are still outstanding. The Town uses these capital assets to provide services to citizens; consequently, these assets are not available for future spending. Although the Town investment in its capital assets is reported net of related debt, it should be noted that the resources needed to repay this debt must be provided from other sources, since the capital assets themselves cannot be used to liquidate these liabilities.

The Town also has \$340 in restricted assets for trust purposes, \$475 for capital projects, and \$327 for other purposes. These are assets restricted for a specific purpose and cannot be used for any other purpose other than its original intent.

The remaining balance of unrestricted net position \$5,611 may be used to meet the government's ongoing obligations to citizens and creditors. This compares to last year's total unrestricted net position of \$5,121.

At the end of the current fiscal year, the Town is able to report positive balances in all categories of net position, both for the government as a whole, as well as for its separate governmental activities. The same held true for the prior fiscal year.

Governmental activities. Governmental activities increased the Town's net position by \$670, thereby accounting for a 1.2 percent growth. The increase of \$670 of net position is \$26 more than the previous increase of \$646.

**TOWN OF WOODBRIDGE, CONNECTICUT
SUMMARY STATEMENT OF ACTIVITIES
For the Years Ended June 30, 2013 and 2012**

	2013	2012
Revenues:		
Program revenues:		
Charges for services	\$ 2,854	\$ 1,825
Operating grants and contributions	2,431	2,375
Capital grants and contributions	429	528
General Revenues:		
Property taxes	40,857	39,850
Grants and contributions not restricted to specific programs	708	498
Miscellaneous	394	398
Investment income	71	62
Total revenues	47,744	45,536
Expenses:		
General Government	2,750	2,735
Public Safety	6,237	6,252
Public Works	4,539	3,982
Human Services	750	704
Library	1,394	1,396
Education	15,750	14,930
Amity Regional School District	12,385	12,815
Recreation	2,704	1,561
Debt Service	565	516
Total expenses	47,074	44,891
Increase in net position	670	645
Net Position, beginning	57,926	57,281
Net Position, ending	\$ 58,596	\$ 57,926

Key elements of this increase are as follows:

Eighty-six percent (86%) of the revenues of the Town were derived from property taxes, followed by seven percent (7%) from grants and contributions, six percent (6%) from charges for services, and one percent (1%) from miscellaneous revenues.

Major revenue factors included:

- Property tax revenues recorded for the fiscal year 2013, up \$1,007, or 2.53% reflects growth in the total assessed value of taxable property of 1.19 % and a mill rate increase of 1.96%.
- Governmental Fund investment earnings increased by \$8 from \$63 in the prior fiscal year to \$71 in the fiscal year ended June 30, 2013.
- Intergovernmental revenue increased from the prior fiscal year by \$167. This is primarily due to an increase in education operating grants of \$11, a reduction in public safety grants of \$88 combined with an increase of grants not restricted to specific programs of \$210 due to storm related reimbursements.
- Charges for services increased by approximately \$1,029 from the prior fiscal year, primarily due to \$1,009 in increased recreation fees primarily from the Country Club of Woodbridge, \$13 in decreased building permit revenue, and \$63 in increased public safety revenues.

For Governmental Activities, 60% of the Town's expenses relate to education, 13% relates to public safety, 15% relates to parks and public works operations, 6% relates to government administration, 5% relates to health and welfare, recreation activities, and library, and other areas, and the remaining 1% to interest payments on long term debt.

Major expense factors include:

- Recreation increased \$1,143 primarily due to an increase of \$1,346 in expenses related to the Country Club of Woodbridge.
- The cost of education services from Amity decreased \$430 primarily due to a budget decrease from the Amity Regional School District.
- The cost of education services increased from the Woodbridge Board of Education increased \$820 primarily due to negotiated wage settlements, employee health insurance cost increases and other cost increases.
- An increase of \$557 in Public Works primarily due to wage increases and storm related expenses.
- An increase of \$49 in debt service interest payments.

Expenses and Program Revenues - Government-Wide Activities

For the most part, increases in expenses closely paralleled inflation and growth in the demand for services. A noteworthy exception, however, was the Town's debt service. Debt service decreased by \$1,735 million due to the repayment of principal on outstanding debt with no new debt issued.

Business-type activities. The Town does not maintain any business- type activities at the present time.

Financial Analysis of the Government's Funds

As noted earlier, the Town uses fund accounting to ensure and demonstrate compliance with finance-related legal requirements.

Governmental funds. The focus of the Town's governmental funds is to provide information on near-term inflows, outflows, and balances of spendable resources. Such information is useful in assessing the Town's financing requirements. In particular, unreserved fund balance may serve as a useful measure of a government's net resources available for spending at the end of the fiscal year.

As of the end of the current fiscal year, the Town's governmental funds reported combined ending fund balances of \$1,924. Please note the total fund balance of \$1,924 includes a deficit fund balance of \$6,725 in the Woodbridge Country Club Fund due to a \$6,650 notes payable liability. The remainder of fund balance totaling \$8,649, includes \$851 assigned to liquidate contracts and purchase orders of the prior period, \$343 for a variety of other purposes, \$802 restricted for specific purposes, \$1,425 committed to certain functions, \$332 identified as nonspendable and \$4,821 as unassigned in the general fund.

General fund. At the end of the current fiscal year, unassigned fund balance of the general fund was \$4,821, while total fund balance reached \$6,050. As a measure of the general fund's liquidity, it may be useful to compare both unassigned fund balance and total fund balance to total fund expenditures. Unassigned fund balance represents 10.6% of total general fund expenditures, while total fund balance represents 13.3% of that same amount.

In 2012, the total fund balance of the Town's general fund increased by \$85.

Woodbridge Country Club Fund. This fund is a capital improvement fund dedicated to the purchase of the Woodbridge Country Club in August 2009. The Town approved a bond referendum totaling \$7,000 in May of 2009. There were no expenditures for this capital project in 2013 with a debt pay down of \$350. The Woodbridge Country Club fund balance (deficit) was (\$6,725) on June 30, 2013.

General Fund Budgetary Highlights

The difference between the original budget and the final amended budget was an increase of \$581 and can be briefly summarized as follows:

- \$108 increase to transfers out including \$5 to the food and fuel fund and \$103 to fund various projects in the capital and non-recurring fund including \$28 for a parks truck and \$35 for conversion of several buildings to natural gas.
- \$58 increase in benefits to fund heart and hypertension expenses.
- \$471 increase to police, fire, and public works to fund expenses related to Hurricane Sandy and storm Nemo.
- \$37 increase in expenses related to the Country Club of Woodbridge.
- \$200 decrease in Contingency to fund needs in other departments.
- \$107 in net increases allocated to all other budgetary departments.

Capital Asset and Debt Administration

Capital assets. The Town's investment in capital assets for its governmental activities as of June 30, 2013, amounts to \$72,904 (net of accumulated depreciation). This investment in capital assets includes land, buildings and system, improvements, machinery and equipment, park facilities, roads, highways, and bridges.

Major capital asset events during the current fiscal year included the following:

- \$243 in equipment purchases for public safety.
- \$454 in infrastructure improvements related to road reclamation.
- \$496 in net additions to construction in progress including \$743 toward the construction of the Public Works facility offset by \$199 for a completed traffic alignment project at Beecher school and \$282 for a realignment of Peck Hill Road.

TOWN OF WOODBRIDGE, CONNECTICUT
CAPITAL ASSETS (NET OF DEPRECIATION)
June 30, 2013 and 2012

	Governmental Activities	
	2013	2012
Land	\$ 20,567	\$ 20,567
Buildings and improvements	25,771	25,906
Machinery and equipment	2,980	2,796
Infrastructure	21,062	21,213
Construction in progress	2,523	2,027
Total	<u>\$ 72,904</u>	<u>\$ 72,509</u>

Additional information on the Town's capital assets can be found in Note 6 of this report.

Long-term debt. At the end of the current fiscal year, the Town had total bonded debt outstanding of \$11,205. The Town has issued no debt secured solely by specified revenue sources (i.e., revenue bonds).

TOWN OF WOODBRIDGE, CONNECTICUT
OUTSTANDING DEBT

	Governmental Activities	
	2013	2012
General obligation bonds	<u>\$ 11,205</u>	<u>\$ 12,940</u>

The Town's total debt decreased by \$1,735 (13.4%) during the current fiscal year. The key factor in this decrease was the continued payment of principal on all Town Bond issues.

The Town was upgraded to an "AAA" rating from Moody's Investors Service. This rating was awarded in May of 2010 and was the result of a Moody's global recalibration.

State statutes limit the amount of general obligation debt a governmental entity may issue to seven times its annual tax collections. The current debt limitation for the Town is \$284,338, which is significantly in excess of the Town's outstanding general obligation debt.

Additional information on the Town's long-term debt can be found in note 7 of this report.

The Town utilizes a budget model to project the tax consequences associated with funding the annual budget projections and capital expenditures over a ten year period. The model enables Town administration and the general public to view various scenarios for projecting the impact of operating expenditures and capital projects by utilizing various budgetary assumptions which include debt service, projected annual growth in operating revenues and expenditures, use of undesignated fund balance, tax collection rates and grand list growth.

Economic Factors and Next Year's Budgets and Rates

- The unemployment rate for the Town is currently 5.3%, which is a decrease from a rate of 5.6% a year ago. This compares favorably to the State's average unemployment rate of 8.1% and the Bridgeport-Stamford Labor Market of 7.8%.
- Primarily a residential community, the Town experienced a slight increase in the total taxable assessed value in 2010 of .38%.
- Inflationary trends in the region compare favorably to national indices.

All of these factors were considered in preparing the Town of Woodbridge's annual budget.

Requests for Information

This financial report is designed to provide a general overview of the Town's finances for all those with an interest in the government's finances. Questions concerning any of the information provided in this report or requests for additional financial information should be addressed to the Finance Department, 11 Meetinghouse Lane, Woodbridge, CT 06525.

Basic Financial Statements

TOWN OF WOODBRIDGE, CONNECTICUT

STATEMENT OF NET POSITION

June 30, 2013

	Governmental Activities
Assets	
Cash and cash equivalents	\$ 12,399,142
Investments	334,266
Receivables:	
Property taxes, net of allowance for collection losses	235,504
Assessments and user fees	98,928
Accounts receivable	211,269
Intergovernmental receivable	619,411
Inventories and other assets	38,885
Restricted cash	932,597
Capital assets, non-depreciable	23,090,201
Capital assets, net of accumulated depreciation	49,813,539
Total assets	87,773,742
Liabilities	
Accounts payable and accrued expenses	2,568,549
Unearned revenues	612,029
Bond anticipation notes payable	9,450,000
Long-term liabilities:	
Due within one year	1,771,961
Due in more than one year	14,774,957
Total liabilities	29,177,496
Net Position	
Net Investment in capital assets	51,843,572
Restricted for:	
Trust purposes:	
Non-expendable	293,585
Expendable	46,032
General government	26,971
Public safety	156,659
Human services	13,384
Education	53,172
Capital projects	474,990
Library	76,888
Unrestricted	5,610,993
Total net position	\$ 58,596,246

The notes to the financial statements are an integral part of this statement

TOWN OF WOODBRIDGE, CONNECTICUT

STATEMENT OF ACTIVITIES
For the Year Ended June 30, 2013

Functions/Programs	Expenses	Program Revenues			Net (Expense) Revenue and Change in Net Position
		Charges for Services	Operating Grants and Contributions	Capital Grants and Contributions	
					Total
Governmental activities:					
General Government	\$ (2,749,502)	\$ 221,580	\$ -	\$ -	\$ (2,527,922)
Board of Education	(15,750,398)	692,049	2,071,209	266,972	(12,720,168)
Public Safety	(6,236,793)	411,785	248,810	-	(5,576,198)
Public Works	(4,538,914)	187,162	-	162,274	(4,189,478)
Town Library	(1,393,839)	13,260	41,004	-	(1,339,575)
Recreation	(2,703,626)	1,315,856	-	-	(1,387,770)
Human Services	(750,341)	12,658	69,522	-	(668,161)
Amity Regional School District	(12,385,204)	-	-	-	(12,385,204)
Interest	(565,044)	-	-	-	(565,044)
Total governmental activities	\$ (47,073,661)	\$ 2,854,350	\$ 2,430,545	\$ 429,246	(41,359,520)
General revenues:					
Property taxes					40,857,100
Grants and contributions not restricted to specific programs					707,572
Unrestricted investment earnings					70,666
Miscellaneous					394,077
Total general revenues					42,029,415
Change in net position					669,895
Net position - beginning					57,926,351
Net position - ending					\$ 58,596,246

The notes to the financial statements are an integral part of this statement

TOWN OF WOODBRIDGE, CONNECTICUT

BALANCE SHEET - GOVERNMENTAL FUNDS

June 30, 2013

	Major Funds		Nonmajor	Total
	General	Woodbridge Country Club	Governmental Funds	Governmental Funds
Assets				
Cash and cash equivalents	\$ 12,161,169	\$ -	\$ 1,170,570	\$ 13,331,739
Investments	-	-	334,266	334,266
Receivables (net of allowances for collection losses):				
Property taxes	235,504	-	-	235,504
Assessments and user fees	-	-	98,928	98,928
State and Federal governments	562,225	-	57,186	619,411
Other	211,044	-	225	211,269
Inventories and other assets	34,770	-	4,115	38,885
Due from other funds	1,062,310	-	4,814,882	5,877,192
Total assets	\$ 14,267,022	\$ -	\$ 6,480,172	\$ 20,747,194
Liabilities				
Accounts payable	\$ 1,923,185	\$ -	\$ 478,698	\$ 2,401,883
Due to other funds	5,414,335	75,053	371,607	5,860,995
Deferred revenues	398,957	-	98,928	497,885
Unearned revenues	480,173	-	131,856	612,029
BANS payable	-	6,650,000	2,800,000	9,450,000
Total liabilities	8,216,650	6,725,053	3,881,089	18,822,792
Fund balances (deficits)				
Nonspendable	34,770	-	297,700	332,470
Restricted	-	-	802,064	802,064
Committed	-	-	1,499,319	1,499,319
Assigned	1,194,160	-	-	1,194,160
Unassigned	4,821,442	(6,725,053)	-	(1,903,611)
Total fund balances (deficits)	6,050,372	(6,725,053)	2,599,083	1,924,402
Total liabilities and fund balances	\$ 14,267,022	\$ -	\$ 6,480,172	

Amounts reported for governmental activities in the statement of
net position are different because:

Capital assets purchased in governmental funds are reported as expenditures, however, the statement of net position includes those capital assets among the assets of the Town as a whole.	72,903,740
Deferred revenues are not available to pay for current-period expenditures and, therefore, are deferred in the funds.	497,885
Long-term liabilities, including bonds payable, are not due and payable in the current period and therefore are not reported in the funds.	(16,546,918)
Accrued interest payable	(182,863)
Net position of governmental activities	\$ 58,596,246

The notes to the financial statements are an integral part of this statement

TOWN OF WOODBRIDGE, CONNECTICUT

STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND BALANCES (DEFICITS) -
GOVERNMENTAL FUNDS
For the Year Ended June 30, 2013

	Major Funds		Nonmajor	Total
	General	Woodbridge Country Club	Governmental Funds	Governmental Funds
REVENUES				
Property taxes	\$ 41,016,791	\$ -	\$ -	\$ 41,016,791
Intergovernmental	2,939,803	-	638,182	3,577,985
Charges for services	2,650,278	-	204,072	2,854,350
Investment income	26,435	-	44,231	70,666
Donations	10,504	-	55,153	65,657
Other	342,877	-	51,200	394,077
Total revenues	46,986,688	-	992,838	47,979,526
EXPENDITURES				
Current:				
General government	1,837,958	-	-	1,837,958
Board of Education	14,334,618	-	483,421	14,818,039
Public safety	4,242,808	-	261,711	4,504,519
Public works	2,790,003	-	-	2,790,003
Town library	746,105	-	52,066	798,171
Recreation	2,309,679	-	-	2,309,679
Human services	358,802	-	94,820	453,622
Employee benefits	3,847,080	-	-	3,847,080
Intergovernmental:				
Amity Regional School District	12,385,204	-	-	12,385,204
Debt service:				
Principal	1,735,000	-	-	1,735,000
Interest	564,623	-	-	564,623
Capital outlay	-	-	2,590,507	2,590,507
Total expenditures	45,151,880	-	3,482,525	48,634,405
Excess (deficiency) of revenues over expenditures	1,834,808	-	(2,489,687)	(654,879)
OTHER FINANCING SOURCES (USES)				
Transfers in	12,872	350,000	1,428,824	1,791,696
Transfers (out)	(1,762,574)	-	(29,122)	(1,791,696)
Issuance of bond anticipation notes	-	-	-	-
Total other financing sources (uses)	(1,749,702)	350,000	1,399,702	-
Change in fund balances (deficits)	85,106	350,000	(1,089,985)	(654,879)
FUND BALANCE (DEFICITS) - JULY 1, 2012	5,965,266	(7,075,053)	3,689,068	2,579,281
FUND BALANCE (DEFICITS) - JUNE 30, 2013	\$ 6,050,372	\$ (6,725,053)	\$ 2,599,083	\$ 1,924,402

The notes to the financial statements are an integral part of this statement

TOWN OF WOODBRIDGE, CONNECTICUT

**RECONCILIATION OF THE STATEMENT OF REVENUES, EXPENDITURES
AND CHANGES IN FUND BALANCES OF GOVERNMENTAL FUNDS
TO THE STATEMENT OF ACTIVITIES
For the Year Ended June 30, 2013**

Amounts reported for governmental activities in the statement of activities are different because:

Net change in fund balances – total governmental funds	\$ (654,879)
Governmental funds report capital outlays as expenditures. However, in the statement of activities, the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense. This is the amount by which capital outlays exceeded depreciation in the current period.	395,143
Revenues in the statement of activities that do not provide current financial resources and are not reported as revenues in the funds.	(235,970)
The issuance of long-term debt (e.g., bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position.	1,835,703
Some expenses reported in the statement of activities do not require the use of current financial resources and, therefore, are not reported as expenditures in governmental funds.	<u>(670,102)</u>
Change in net position of governmental activities	<u><u>\$ 669,895</u></u>

The notes to the financial statements are an integral part of this statement

TOWN OF WOODBRIDGE, CONNECTICUT

STATEMENT OF FIDUCIARY NET POSITION

June 30, 2013

	OPEB Trust Fund	Agency Funds
ASSETS		
Cash and cash equivalents	\$ 4,250	\$ 21,575
Investments:		
Mutual Funds	1,809,352	-
Total assets	<u>1,813,602</u>	<u>21,575</u>
LIABILITIES		
Due to student groups and other	-	5,378
Due to other funds	-	16,197
Total liabilities	<u>-</u>	<u>21,575</u>
Net Position Held in Trust	<u>\$ 1,813,602</u>	<u>\$ -</u>

The notes to the financial statements are an integral part of this statement.

TOWN OF WOODBRIDGE, CONNECTICUT

STATEMENT OF CHANGES IN FIDUCIARY NET POSITION - FIDUCIARY FUNDS
For the Year Ended June 30, 2013

	OPEB Trust Fund
ADDITIONS	
Contributions	<u>\$ 375,000</u>
Investment Income:	
Net appreciation in fair value of investments	94,537
Interest and dividends	<u>61,468</u>
Investment income	<u>156,005</u>
Total additions	<u>531,005</u>
DEDUCTIONS	
Benefits	<u>25,262</u>
Change in net position	505,743
Net Position Held in Trust	
Beginning of year	<u>1,307,859</u>
End of year	<u><u>\$ 1,813,602</u></u>

The notes to the financial statements are an integral part of this statement

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS

June 30, 2013

Note 1. Summary of Significant Accounting Policies

Reporting entity

The Town of Woodbridge, Connecticut (the "Town") was incorporated in 1784. The Town operates under a Board of Selectmen – Town Meeting form of government and provides the following services: public works, parks and recreation, education, public safety, library and social services. The accompanying basic financial statements conform to accounting principles generally accepted in the United States of America ("GAAP") as applicable to governments.

Accounting principles generally accepted in the United States of America require that the reporting entity include (1) the primary government, (2) organizations for which the primary government is financially accountable and (3) other organizations for which the nature and significance of their relationship with the primary government are such that exclusion would cause the reporting entity's financial statements to be misleading or incomplete. The criteria provided in Government Accounting Standards Board Statements have been considered and there are no agencies or entities which should be presented with the Town.

The Town adopted GASB Statement No. 63, *Financial Reporting of Deferred Outflows of Resources, Deferred Inflows of Resources, and Net Position*, in the current year. The adoption of this Statement changed the presentation of the basic financial statements to a statement of net position format.

The Town also adopted GASB Statement 62, *Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements*. GASB 62 incorporates into the GASB's authoritative literature certain accounting and financial reporting guidance that are included in the following pronouncements issued on or before November 30, 1989, which does not conflict with or contradict GASB pronouncements: Financial Accounting Standards Board (FASB) Statements and Interpretations, Accounting Principles Board Opinions, and Accounting Research Bulletins of the American Institute of Certified Public Accountants' (AICPA) Committee on Accounting Procedure. GASB 62 does not have any impact on the Town's financial statements.

Government-wide and Fund Financial Statements

The government-wide financial statements (i.e., the statement of net position and the statement of activities) report information on all of the non-fiduciary activities of the Town. The effect of interfund activity has been removed from these statements, however, interfund services provided and used are not eliminated in the process of consolidation. Governmental activities are normally supported by taxes and intergovernmental revenues.

The statement of activities demonstrates the degree to which the direct expenses of a given function or segment are offset by program revenues. Direct expenses are those that are clearly identifiable with a specific function or segment. Program revenues include 1) charges to customers or applicants who purchase, use, or directly benefit from goods, services, or privileges provided by a given function or segment and 2) grants and contributions that are restricted to meeting the operational or capital requirements of a particular function or segment. Taxes and other items not properly included among program revenues are reported instead as general revenues.

Separate fund financial statements are provided for governmental funds and fiduciary funds, even though the latter are excluded from the government-wide financial statements. Major individual governmental funds are reported as separate columns in the fund financial statements.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

The various funds included in the financial statements are described below:

Governmental Funds

Governmental Funds are those through which most governmental functions typically are financed.

The *General Fund* is the primary operating fund of the Town. This fund is used to account for and report all financial transactions and resources except those required to be accounted for in another fund. Revenues are derived primarily from property taxes, state and federal grants, licenses, permits, charges for service and interest income.

Special Revenue Funds account for and report the proceeds of specific revenue sources (other than major capital projects) that are restricted or committed for expenditure for specific activities other than debt service or capital projects.

Capital Project Funds account for and report all financial resources that are restricted, committed or assigned to expenditure for capital outlay.

Permanent Funds are used to account for and report resources that are legally restricted to the extent that only earnings, and not principal, may be used for purposes that support the Town's programs.

Measurement Focus, Basis of Accounting, and Financial Statement Presentation

The government-wide financial statements are reported using the economic resources measurement focus and the accrual basis of accounting, as are fiduciary fund financial statements. Agency fund financial statements are on the accrual basis with no measurement focus. Revenues are recorded when earned and expenses are recorded when a liability is incurred, regardless of the timing of related cash flows. Property taxes are recognized as revenues in the year for which they are levied. Grants and similar items are recognized as revenue as soon as all eligibility requirements imposed by the provider have been met.

Governmental fund financial statements are reported using the current financial resources measurement focus and the modified accrual basis of accounting. Revenues are recognized as soon as they are both measurable and available. Revenues are considered to be available when they are collectible within the current period or soon enough thereafter to pay liabilities of the current period. For this purpose, the Town considers revenues to be available if they are collected within 60 days of the end of the current fiscal period. Expenditures generally are recorded when a liability is incurred except for debt service expenditures, expenditures related to compensated absences, landfill closure and post closure costs, other post-employment costs, and claims and judgments which are recorded only when payment is due.

Property taxes when levied for, charges for services, and interest associated with the current fiscal period and intergovernmental revenues when eligibility requirements are met are all considered to be measurable and so have been recognized as revenues of the current fiscal period, if available. All other revenue items are considered to be measurable only when cash is received by the Town.

The Town reports the following major governmental funds.

The *General Fund* is the Town's primary operating fund. It accounts for all financial resources of the general government, except those required to be accounted for in another fund.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

The *Woodbridge Country Club Fund* is a capital projects fund. It accounts for the activities associated with the purchase and improvement of the golf course.

Additionally, the Town reports the following fund types:

Fiduciary Fund Types:

The *Agency Funds* account for monies held as a custodian for outside student and senior groups. Agency funds use the accrual basis of accounting, and have no measurement focus.

The *Other Post-Employment Benefits Trust Fund* ("OPEB Trust Fund") accounts for other post employment benefits given to Town employees. Income from this fund may only be used for payment of other postemployment benefits, most notably health insurance for Town retirees.

Accounting estimates

The preparation of financial statements in conformity with accounting principles generally accepted in the United States of America requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues, expenditures and expenses during the reporting period. Actual results could differ from those estimates.

Cash equivalents

Cash equivalents are short-term, highly liquid investments with original maturities of three months or less, when purchased, such as certificates of deposit and investment pools.

Restricted Cash

Certain assets are classified as restricted because their use is limited. Restricted cash is to be used for construction purposes

Allowance for doubtful accounts

Accounts and notes receivable, including property taxes receivable, are reported net of allowance for doubtful accounts. The allowance for doubtful accounts represents those accounts which are deemed uncollectible based upon past collection history and management's assessment of creditor's ability to pay.

Property taxes

The Town's property tax is levied each July 1, on the assessed value listed on the prior October 1, Grand List for all taxable property located in the Town. Although taxes are levied in June, the legal right to attach the property does not exist until July 1. Therefore, taxes are due and payable in equal installments on July 1, and January 1, following the date of the Grand List. Interest of 1 ½% per month is charged on delinquent taxes. Liens are effective on the attachment date and are continued by filing prior to the following levy date. Additional property taxes are assessed for motor vehicles registered subsequent to the Grand List date through July 31, and are payable in one installment due January 1. An amount of \$63,770 has been established as an allowance for uncollectible taxes. At June 30, 2013, this represents approximately 21.3% of all property taxes receivable. Property tax receivables are reported net of an allowance for uncollectibles.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

Investments

All investments are stated at fair value based upon quoted market prices. The Connecticut State Treasurer's Short-Term Investment Fund is an investment pool managed by the State of Connecticut Office of the State Treasurer. Investments must be made in instruments authorized by Connecticut General Statutes 3-27c through 3-27e. Investment guidelines are adopted by the State Treasurer. The fair value of the position in the pool is the same as the value of the pool shares.

Inventory

Purchased inventory for the school cafeteria fund, a special revenue fund, is valued at lower of cost or market (first-in, first-out method). USDA donated commodities are valued at market value plus the amount disbursed for processing and storage charges.

Interfunds

Activity between funds that are representative of lending/borrowing arrangements outstanding at the end of the fiscal year are referred to as either "due to/from other funds" (i.e., the current portion of interfund loans) or "advances to/from other funds" (i.e., the noncurrent portion of interfund loans). All other outstanding balances between funds are reported as "due to/from other funds."

Capital assets

Capital assets, which include property, plant, equipment, and infrastructure assets (e.g., roads, bridges, sidewalks, and similar items), are reported in the governmental activity column in the government-wide financial statements. Capital assets are defined by the government as assets with an initial, individual cost of more than \$5,000 and an estimated useful life in excess of one year. Such assets are recorded at historical cost or estimated historical cost if purchased or constructed. Donated capital assets are recorded at estimated fair value at the date of donation.

The costs of normal maintenance and repairs that do not add to the value of the asset or materially extend assets lives are not capitalized.

Major outlays for capital assets and improvements are capitalized as projects are constructed.

Property, plant, and equipment of the Town is depreciated using the straight-line method over the following estimated useful lives:

Assets	Years
Buildings	50
Building improvements	20-50
Distribution and collection systems	75
Public domain infrastructure	75
Machinery and equipment	5-20

Capital outlay is reported as expenditures and no depreciation expense is reported in the governmental fund financial statements.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

Compensated absences

Town employees accumulate vacation and sick leave hours for subsequent use or for payment upon termination, death or retirement.

Town employees accumulate vacation and sick leave hours for subsequent use or for payment upon termination or retirement. Vacation and sick leave expenses to be paid in future periods are accrued when incurred in the government-wide financial statements. A liability for these amounts is reported in governmental funds only for amounts due, for example, as a result of employee resignations and retirements. The general fund is typically used to liquidate the liability.

Long-term obligations

In the government-wide financial statement, long-term debt and other long-term obligations are reported as liabilities in the governmental activities statement of net position. Bond premiums and discounts, as well as issuance costs, are deferred and amortized over the life of the bonds using the interest method. Bonds payable are reported net of the applicable bond premium or discount. Bond issuance costs are reported as deferred charges and amortized over the term of the related debt.

In the fund financial statements, governmental fund types recognize bond premiums and discounts, as well as bond issuance costs, during the current period. The face amount of debt issued, including capital leases, is reported as other financing sources. Premiums received on debt issuances are reported as other financing sources while discounts on debt issuances are reported as other financing uses. Issuance costs, whether or not withheld from the actual debt proceeds received, are reported as debt service expenditures. Payments on debt are reported as expenditures.

Net Position

In the government-wide financial statements, net position is classified in the following categories:

Net Investment in Capital Assets— This category groups all capital assets, including infrastructure, into one component of net position. Accumulated depreciation and the outstanding balances of debt that are attributable to the acquisition, construction or improvement of these assets reduces this category.

Restricted Net Position – These amounts are restricted to specific purposes when constraints placed on the use of resources are either (a) externally imposed by creditors (such as debt covenants), grantors, contributors, or laws or regulations of other governments; or (b) imposed by law through constitutional provisions or enabling legislations.

Unrestricted Net Position – This category represents the net position of the Town, which are not restricted for any project or other purpose. A deficit will require future funding.

Fund balance

In the governmental fund financial statements, the Town reported the following governmental fund balances:

Nonspendable Fund Balance – These amounts cannot be spent because they are not in spendable form, or because they are legally or contractually required to be maintained intact.

Restricted Fund Balance – These amounts are restricted to specific purposes when constraints placed on the use of resources are either (a) externally imposed by creditors (such as debt

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

covenants), grantors, contributors, or laws or regulations of other governments; or (b) imposed by law through constitutional provisions or enabling legislations.

Committed Fund Balance – This represents amounts constrained for a specific purpose by a government using its highest level of decision-making authority. The Woodbridge Board of Finance is the highest level of decision making authority for the Town and can commit fund balance through the adoption of a resolution prior to the end of the fiscal year. Once adopted, the limitation imposed by the resolution remains in place until similar action is taken to remove or revise the limitation.

Assigned Fund Balance – For all governmental funds other than the General Fund, this represents any remaining positive amounts not classified as restricted or committed. For the General Fund, this includes amounts constrained for the intent to be used for a specific purpose by Board of Finance, which have been delegated to assign amounts by the Town Charter.

Unassigned Fund Balance – The residual amount not allocated to any other fund balance category in the General Fund and any residual deficit balance of any other governmental funds.

When both restricted and unrestricted amounts are available for use, it is the Town's practice to use restricted resources first. Additionally, the Town would first use committed, then assigned, and lastly unassigned.

Encumbrances

Encumbrance accounting, under which purchase orders, contracts and other commitments for the expenditure of monies are recorded in order to reserve that portion of the applicable appropriation, is used in all budgetary funds. For budgetary comparisons, the budget basis considers such encumbrances as expenditures. Encumbrances are included in the assigned category of fund balance.

OPEB Accounting

OPEB Trust:

Employer contributions are recognized in the period in which the contributions are due, and the Town has made a formal commitment to provide the contributions.

Governmental Funds and Governmental Activities:

In governmental funds, expenditures are recognized when they are paid or are expected to be paid with current available resources. In governmental activities, expense is recognized based on actuarially required contributions. The net OPEB obligation, the cumulative difference between annual OPEB cost and the Town's contributions to the plan since July 1, 2008, is calculated on an actuarial basis consistent with the requirements of Government Accounting Standards Board Statement No. 45. The OPEB obligation (OPEB) is recorded as a noncurrent liability in the government-wide financial statements.

Funding Policy:

The Town makes annual contributions based on management decisions.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

Note 2. Reconciliation of Government-Wide and Fund Financial Statements

Explanation of certain differences between the governmental fund balance sheet and the government-wide statement of net position

The governmental fund balance sheet includes reconciliation between fund balance – total governmental funds, and net position – governmental activities as reported in the government-wide statement of net position. One element of that reconciliation explains that “long-term liabilities, including bonds payable, are not due and payable in the current period and therefore are not reported in the funds.” The details of this difference are as follows:

Bonds payable	\$ (11,205,000)
Capital leases payable	(405,168)
Compensated absences	(1,357,539)
Landfill closure	(220,000)
OPEB liability	<u>(3,359,211)</u>
Net adjustment to reduce fund balance – total governmental funds to arrive at net position – governmental activities	<u>\$ (16,546,918)</u>

Explanation of certain differences between the governmental fund statement of revenues, expenditures, and changes in fund balances and the government-wide statement of activities

The governmental fund statement of revenues, expenditures, and changes in fund balances includes reconciliation between net changes in fund balances – total governmental funds, and changes in net position of governmental activities as reported in the government-wide statement of activities. One element of that reconciliation explains that “Governmental funds report capital outlays as expenditures. However, in the statement of activities the cost of those assets is allocated over their estimated useful lives and reported as depreciation expense.” The details of this difference are as follows:

Capital outlay	\$ 1,780,310
Depreciation expense	(1,381,601)
Loss on disposal	<u>(3,566)</u>
Net adjustment to increase net changes in fund balances - total governmental funds to arrive at changes in net position of governmental activities	<u>\$ 395,143</u>

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

Another element of that reconciliation states that “the issuance of long-term debt (e.g., bonds, leases) provides current financial resources to governmental funds, while the repayment of the principal of long-term debt consumes the current financial resources of governmental funds. Neither transaction, however, has any effect on net position.” Also, governmental funds report the effect of issuance costs, premiums, discounts, and similar items when debt is first issued, whereas these amounts are deferred and amortized in the statement of activities. The details of this difference are as follows:

Principal repayments:	
General obligation debt	\$ 1,735,000
Payment of capital lease	<u>100,703</u>
Net adjustment to increase net changes in fund balances-	
total governmental funds to arrive at changes in net position of	
governmental activities	<u><u>\$ 1,835,703</u></u>

Another element of that reconciliation states that “Some expenses reported in the statement of activities do not require the use of current financial resources and therefore are not reported as expenditures in governmental funds.” The details of the changes in various liability accounts that represent this difference are as follows:

Accrued interest	\$ (101,124)
Other expenses	20,000
Compensated absences	(18,720)
Claims payable	80,856
Net OPEB obligation	<u>(651,114)</u>
Net adjustment to decrease net changes in fund balances – total	
governmental funds to arrive at changes in net position of	
governmental activities	<u><u>\$ (670,102)</u></u>

Note 3. Cash, Cash Equivalents and Investments

Policies and Procedures

Deposits: The Town does not have a policy for deposits. The State of Connecticut requires that each depository maintain segregated collateral in an amount equal to a defined percentage of its public deposits based upon the bank’s risk based capital ratio.

Investments: The investment policies of the Town conform to the policies as set forth by the State of Connecticut. The Town allows investments in the following: (1) obligations of the United States and its agencies (2) highly rated obligations of any state of the United States or of any political subdivision, authority or agency thereof; and (3) shares or other interests in custodial arrangements or pools maintaining constant net asset values and in highly rated no-load open end money market and mutual funds (with constant or fluctuating net asset values) whose portfolios are limited to obligations of the United States and its agencies, and repurchase agreements fully collateralized by such obligations. The Statutes (Sections 3-24f and 3-27f) also provide for investment in shares of the Connecticut Short Term Investment Fund and the Tax Exempt Proceeds Fund.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

Other provisions of the Statutes cover specific other post-employment benefit obligation funds with particular investment authority and do not specify permitted investments. Therefore, investment of such funds is generally controlled by the laws applicable to fiduciaries (i.e., prudent person rule) and the provisions of the applicable plan. Their approved policies target an asset mix to provide the probability of meeting or exceeding the return objectives at the lowest possible risk.

The Town does not have a policy for custodial credit risk for investments.

Interest rate risk: The Town does not have a policy that limits investment maturities as a means of managing its exposure to fair value losses arising from changes in interest rates. However, its practice is to structure the investment portfolio so that securities mature to meet cash requirements for ongoing operations, thereby avoiding the need to sell securities on the open market prior to maturity, and investing operating funds primarily in shorter-term securities, money market mutual funds, or similar investment pools.

Concentration of Credit Risk: The Town does have a policy that limits the amounts invested in any one issuer. Its practice is to maintain a diversified portfolio to minimize the risk of loss resulting from over-concentration of assets in a specific issuer.

Custodial credit risk

Deposits: This is the risk that, in the event of failure of a depository financial institution, a government will not be able to recover its deposits or will not be able to recover collateral securities that are in the possession of an outside party. As of June 30, 2013, \$13,000 of the Town's bank balance of \$1,795,000 was uninsured and uncollateralized.

Investments: This is the risk that in the event of the failure of the counterparty (e.g., broker-dealer) to a transaction, a government will not be able to recover the value of its investment or collateral securities that are in the possession of another party.

Credit Risk: The Town conforms to the policies as set forth by the State of Connecticut.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued
June 30, 2013

Cash and cash equivalents and investments of the Town consist of the following at June 30, 2013:

Cash and Cash Equivalents

Deposits with financial institutions	\$ 1,795,424
State of Connecticut Short-Term Investment fund	8,984,869
Cutwater Asset Management- Connecticut Class Plus	<u>2,577,271</u>
Total cash and cash equivalents	<u><u>13,357,564</u></u>

Investments

Nonmajor Governmental Funds	
Mutual Funds	<u>334,266</u>
Total Nonmajor Funds	<u><u>334,266</u></u>

OPEB Trust Fund	
Mutual Funds	<u>1,809,352</u>
Total OPEB Trust Fund	<u><u>1,809,352</u></u>

Total cash, cash equivalents and investments	<u><u>\$ 15,501,182</u></u>
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Cash and cash equivalents and investments are classified in the accompanying financial statements as follows:

Statement of Net Position

Cash and cash equivalents	\$ 13,331,739
Investments	<u>334,266</u>
	<u><u>13,666,005</u></u>

Fiduciary Funds:

Cash and cash equivalents	25,825
Investments	<u>1,809,352</u>
	<u><u>1,835,177</u></u>

Total cash, cash equivalents and investments	<u><u>\$ 15,501,182</u></u>
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TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

Interest rate risk: This is the risk that changes in market interest rates will adversely affect the fair value of an investment. Generally, the longer the maturity of an investment, the greater the sensitivity of its fair value to changes in market interest rates. Information about the exposure of the Town's debt type investments to this risk using the segmented time distribution model is as follows:

Type of Investment	Investment Maturities (in Years)	
	Fair Value	Less Than 1 Year
Pooled Fixed Income	\$ 11,562,140	\$ 11,562,140
TOTAL	\$ 11,562,140	\$ 11,562,140

Credit risk: Generally, credit risk is the risk that an issuer of a debt type investment will not fulfill its obligation to the holder of the investment. This is measured by assignment of a rating by a nationally recognized rating organization. U.S. government securities or obligations explicitly guaranteed by the U.S. government are not considered to have credit risk exposure. Presented below is the minimum rating as required for each debt type investment.

	Standard and Poor's	
State of Connecticut Pooled Income Fund	AAAm	\$ 8,984,869
Cutwater Asset Management - Connecticut Class Plus	AAAm	2,577,271
		<u>\$ 11,562,140</u>

TOWN OF WOODBRIDGE, CONNECTICUT**NOTES TO FINANCIAL STATEMENTS, Continued**
June 30, 2013

Note 4. Deferred Revenue/Unearned Revenue Reconciliation

Governmental funds and governmental activities defer revenue recognition in connection with resources that have been received, but not yet earned. In addition, governmental funds report deferred revenues in connection with receivables for revenues that are not considered to be available to liquidate liabilities of the current period. At the end of the current fiscal year, the various components of deferred revenue/unearned revenue reported in the governmental funds and governmental activities were as follows:

	Deferred Revenue	Unearned Revenue
General Fund:		
Taxes and accrued interest on delinquent property taxes	\$ 175,071	\$ -
School construction receivable	223,886	-
Advanced tax collections	-	33,845
Other	-	446,328
Nonmajor Funds:		
Grants and other	98,928	131,856
	<u>\$ 497,885</u>	<u>\$ 612,029</u>

Note 5. Interfund Receivables, Payables and Transfers

As of June 30, 2013, interfund receivables and payables that resulted from various interfund transactions were as follows:

	Due From Other Funds	Due To Other Funds
General Fund	\$ 1,062,310	\$ 5,414,335
Woodbridge Country Club	-	75,053
Nonmajor and Other Funds	4,814,882	371,607
Agency funds	-	16,197
Totals	<u>\$ 5,877,192</u>	<u>\$ 5,877,192</u>

The outstanding balances between funds result mainly from the time lag between the dates that (1) interfund goods and services are provided or reimbursable expenditures occur, (2) transactions are recorded in the accounting system, and (3) payments between funds are made.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

Interfund transfers during the year ended June 30, 2013 were as follows:

	Transfers From Other Funds	Transfers To Other Funds
General Fund	\$ 12,872	\$ 1,762,574
Woodbridge Country Club	350,000	-
Nonmajor and Other Funds	1,428,824	29,122
Totals	\$ 1,791,696	\$ 1,791,696

The principal transfer was from the General Fund to the Capital and Nonrecurring Fund for future capital outlays.

Note 6. Capital Assets

Capital asset activity for the year ended June 30, 2013 was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance
Governmental activities:				
Capital assets, not being depreciated:				
Land	\$ 20,566,765	\$ -	\$ -	\$ 20,566,765
Construction in progress	2,027,313	1,078,890	582,767	2,523,436
Total capital assets, not being depreciated	22,594,078	1,078,890	582,767	23,090,201
Capital assets, being depreciated:				
Buildings and improvements	33,301,538	350,408	-	33,651,946
Machinery and equipment	6,664,881	638,716	-	7,303,597
Infrastructure	26,560,328	295,063	41,074	26,814,317
Total capital assets being depreciated	66,526,747	1,284,187	41,074	67,769,860
Less accumulated depreciation for:				
Buildings and improvements	7,396,248	484,681	-	7,880,929
Machinery and equipment	3,869,278	454,275	-	4,323,553
Infrastructure	5,346,702	442,645	37,508	5,751,839
Total accumulated depreciation	16,612,228	1,381,601	37,508	17,956,321
Total capital assets, being depreciated, net	49,914,519	(97,414)	3,566	49,813,539
Governmental activities capital assets, net	\$ 72,508,597	\$ 981,476	\$ 586,333	\$ 72,903,740

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued
June 30, 2013

Depreciation expense was charged to functions/programs of the primary government as follows:

Governmental activities:

Board of Education	\$ 182,963
General Government	24,349
Public Works	578,264
Town Library	99,424
Human Services	13,151
Public Safety	362,944
Recreation	120,506

Total depreciation expense – governmental activities	<u>\$ 1,381,601</u>
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Note 7. Long-Term Liabilities

Long-term liability activity for the year ended June 30, 2013 was as follows:

	Beginning Balance	Increases	Decreases	Ending Balance	Due Within One Year
Governmental activities:					
Bonds payable:					
General obligation bonds	\$ 12,940,000	\$ -	\$ (1,735,000)	\$ 11,205,000	\$ 1,625,000
Compensated absences	1,338,819	50,855	(32,135)	1,357,539	22,172
Capital Leases	505,871	-	(100,703)	405,168	104,789
Claims payable	80,856	-	(80,856)	-	-
Landfill postclosure costs	240,000	-	(20,000)	220,000	20,000
OPEB liability	2,708,097	651,114	-	3,359,211	-
Governmental activity long-term liabilities	<u>\$ 17,813,643</u>	<u>\$ 701,969</u>	<u>\$ (1,968,694)</u>	<u>\$ 16,546,918</u>	<u>\$ 1,771,961</u>

All long-term liabilities are retired through General Fund appropriations.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

General Obligation Bonds

As of June 30, 2013, the outstanding long-term indebtedness of the Town was as follows:

	<u>Outstanding Amount</u>
General Obligation Refunding bond; issue of \$6,810,000; due 4/15/16; annual principal payments ranging from \$440,000 to \$490,000; plus interest due semi-annually at 4.00% to 4.75%	\$ 1,335,000
General Obligation bond; issue of \$3,060,000; due 3/1/23; annual principal payments ranging from \$100,000 to \$205,000; plus interest due semi- annually at 2.5% to 4.5%	1,010,000
General Obligation Refunding bond; issue of \$6,900,000; due 8/15/20; annual principal payments ranging from \$45,000 to \$680,000; plus interest due semi-annually at 3.00% to 4.25%	4,460,000
General Obligation bond; issuance of \$5,900,000; due 3/1/24; annual principal payments ranging from \$350,000 to \$400,000; plus interest due semi-annually at 2.00% - 4.00%	<u>4,400,000</u>
Total	<u><u>\$ 11,205,000</u></u>

At June 30, 2013, the Town has the following authorized but unissued bonds in which issue dates have not been established:

Open Space Land Purchase	\$ 100,000
Baseball Field Construction	<u>250,000</u>
	<u><u>\$ 350,000</u></u>

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

The annual debt service requirement of the Town's general obligation bonds are as follows:

Year	Bonds	
	Principal	Interest
2014	\$ 1,625,000	\$ 421,423
2015	1,620,000	361,498
2016	1,595,000	301,035
2017	1,150,000	233,873
2018	1,145,000	188,127
2019-2023	3,670,000	442,405
2024-2028	400,000	16,000
	<u>\$ 11,205,000</u>	<u>\$ 1,964,361</u>

In-Substance Defeasance - Prior Years

In prior years, the Town has defeased various bond issues by creating separate irrevocable trust funds. New debt has been issued and the proceeds have been used to purchase U.S. government securities that were placed in the trust funds. The investments and fixed earnings from the investments are sufficient to fully service the defeased debt until the debt is called or matures. For financial reporting purposes, the debt has been considered defeased and therefore removed as a liability from the Town's government-wide financial statements. As of June 30, 2013, the amount of defeased debt outstanding, but removed from the Town's government-wide financial statements was approximately \$6,425,000.

Overlapping Debt

At June 30, 2013, the Town is obligated to pay for its pro-rata share, which is \$12,450,855, of Regional School District No. 5's (Amity) outstanding bonds.

Bond anticipation notes and subsequent event

The bond anticipation notes of \$9,450,000 outstanding at June 30, 2013 were paid off in August 2013. New bond anticipation notes of \$11,820,000 were issued, have an interest rate of 1.25%, and will mature on August 23, 2014.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

Bond anticipation note transactions for the year ended June 30, 2013 were as follows:

Outstanding, July 1, 2012	\$ 7,000,000
New borrowings	9,450,000
Payments	(7,000,000)
Outstanding, June 30, 2013	<u>\$ 9,450,000</u>

The BANS were issued for the financing of the Woodbridge Country Club and the construction of the Public Works Facility.

School bond reimbursements

The State of Connecticut reimburses the Town for eligible school bond principal and interest costs. The amount of reimbursement for the year ended June 30, 2013 was approximately \$88,000. Additional reimbursements of principal and interest aggregating approximately \$241,000 are expected to be received through the bonds' maturity dates.

Debt limitation

The Town's indebtedness (including authorized but unissued bonds) does not exceed the legal debt limitation as established by the Connecticut General Statutes as reflected in the following schedule:

Category	Debt Limit	Net Indebtedness	Balance
General purpose	\$ 91,394,262	\$ 19,210,000	\$ 72,184,262
Schools	182,788,524	14,021,989	168,766,535
Sewers	152,323,770	-	152,323,770
Urban renewal	132,013,934	-	132,013,934
Pension deficit	121,859,016	-	121,859,016

The total overall statutory debt limit for the Town is equal to seven times annual receipts from taxation, or \$284,337,704.

Indebtedness, in accordance with State statutes, includes long-term debt outstanding in addition to the amount of bonds authorized and unissued against which bonds have been issued to partially finance the project or bond anticipation notes are issued and outstanding. School indebtedness is net of school building grants of approximately \$224,000 and \$28,000.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

Capital lease

The Town leases various golf equipment carried at approximately \$470,000 in the governmental activities acquired under capital lease arrangements.

The Town is obligated under a capital lease to make the following aggregate annual lease payments:

2014	\$ 118,613
2015	118,835
2016	118,613
2017	<u>78,265</u>
Total minimum lease payments	434,326
Less interest	<u>(29,158)</u>
Present value of minimum payments	<u><u>\$ 405,168</u></u>

Note 8. Landfill Closure and Post-Closure Care Costs

State and Federal laws and regulations require landfill closures to meet certain standards. The Town landfill is closed. Monitoring costs for the next 12 years at \$20,000 per year are \$220,000. This amount is based on estimates, which are subject to change due to inflation, technology or applicable laws and regulations. The estimated liability for the monitoring costs is recorded as a noncurrent liability in the government-wide financial statements, since the liability will be funded from future financial resources, not from expendable available financial resources.

Note 9. Risk Management

The Town is exposed to various risks of loss related to torts, thefts of, damage to, or destruction of assets; errors or omissions; injuries to employees, or acts of God. The Town purchases commercial insurance for all risks of loss. Neither the Town nor its insurers have settled any claims which exceeded the Town's insurance coverage in any of the past three years. There has been no reduction in any insurance coverage from coverage in the prior year.

Note 10. Connecticut Municipal Employees' Retirement System

A. Plan Description

All Town employees participate in the Municipal Employees' Retirement System (MERS). MERS is the administrator of a cost-sharing, multiple employer public employee retirement system (PERS) established by the State of Connecticut and administered by the State Retirement Commission to provide pension benefits for the employees of participating municipalities. MERS is considered to be a part of the State of Connecticut's financial reporting entity and is included in the State's financial reports as a pension trust fund. The Municipal Employees' Retirement System issues a publicly available financial report that includes financial statements and required supplementary information for the system. That report may be obtained by writing to the State Employees Retirement Commission, Office of the State Controller, 55 Elm Street, Hartford, CT 06106.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

B. Plan Provisions

Plan provisions are set by Statute of the State of Connecticut. MERS provides retirement benefits, as well as death and disability benefits. Annual cost of living increases are applied to disabled and non-disabled retirement benefits and vary based upon member age and date of retirement. For members that retired prior to January 1, 2002, increases between 3% and 5% are paid to those who have reached age 65 and effective January 1, 2002, increases of 2.5% are paid to those who have not yet reached age 65. For those retiring after December 31, 2001, increases between 2.5% and 6.0% are paid regardless of age. Benefits vest after 5 years of continuous service or 15 years of active aggregate service. Vested members who retire after age 55 or after 25 years of service, irrespective of age, are entitled to an annual retirement benefit, payable monthly for life, in an amount for each year of service equal to:

If not covered by Social Security: 2% of the average of earnings for the three highest paid years of service.

If covered by Social Security: 1-1/2% of the average of earnings for the three highest paid years of service not in excess of the year's breakpoint, plus 2% of the average of earnings for the three highest paid years of service in excess of the year's breakpoint. The year's breakpoint for 2011 is \$58,100.

C. Funding Policy

Covered employees are required by State Statute to contribute 2-1/4% of earnings upon which Social Security tax is paid, plus 5% earnings on which no Social Security tax is paid. Each participating municipality is required to contribute the amounts necessary to finance the remaining costs of the plan. Employees not covered by Social Security are required to contribute 5% of all earnings.

The required and actual contribution for the past three years were as follows:

2011	\$	1,000,557
2012	\$	1,173,425
2013	\$	1,071,694

Connecticut State Teachers' Retirement System

The faculty and professional personnel of the Board of Education participate in a contributory defined benefit plan, established under Chapter 167a of the Connecticut General Statutes, which is administered by the Connecticut State Teachers' Retirement Board. A teacher is eligible to receive normal retirement benefits if he or she has attained age sixty and has accumulated twenty years of credited service in the public schools of Connecticut or has attained any age and has accumulated thirty-five years of credited service, at least twenty-five of which are service in the public schools of Connecticut. The State of Connecticut Teacher Retirement System is considered to be a part of the State of Connecticut financial reporting entity and is included in the State's financial reports as a pension trust fund. Those reports may be obtained by writing to the State of Connecticut, Office of the State Comptroller, 55 Elm Street, Hartford, Connecticut 06106.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

Certain part-time and full-time certified teachers are eligible to participate in the plan and are required to contribute 7.25% of their annual earnings to the plan. The Town does not, and is not legally responsible to, contribute to the plan.

The State of Connecticut contributes based on actuarially determined amounts. The funding level was determined based on an actuarial valuation of the plan as a whole, which does not provide actuarial information on an individual city/town basis.

In addition, the Town has recognized revenues and expenditures for on-behalf payments for pension contributions paid directly to the Connecticut State Teachers' Retirement System by the State of Connecticut. Such on-behalf payments were approximately \$1,260,000 for the year ended June 30, 2013.

Note 11. Other Post-Employment Benefits

Post retirement benefits

The Town provides post-retirement benefits for certain employees for current and future health and dental benefit expenses through a single-employer defined benefit plan. An annual actuarial valuation is made to determine whether the contributions are sufficient to meet the plan obligations. The latest actuarial valuation was made July 1, 2011. The post-retirement plan does not issue stand-alone financial reports.

From an accrual accounting perspective, the cost of post-employment healthcare benefits, like the cost of pension benefits, generally should be associated with the periods in which the cost occurs, rather than in the future year when it will be paid. In adopting the requirements of GASB Statement No. 45 during the year ended June 30, 2009, the Town recognizes the cost of post-employment healthcare in the year when the employee services are received, reports the accumulated liability from prior years, and provides information useful in assessing potential demands on the Town's future cash flows. Recognition of the liability accumulated from prior years will be phased in over 30 years, commencing with the 2009 liability.

The contribution requirements of plan members and the Town are established and may be amended by the Town. The Town determines the required contribution using the Projected Unit Credit Method.

Funding policy

The contribution requirements of plan members and the Town are also negotiated with the various unions representing the employees. Retired plan members and beneficiaries currently receiving benefits are required to contribute specified amounts monthly toward the cost of health insurance premiums.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued
June 30, 2013

These amounts vary based upon many factors as follows:

Medical and Dental Premiums Monthly Premiums Effective January 1, 2013			
	Employee Only	Employee and Spouse	
Medical			
Town Pre-65	\$ 596	\$ 1,277	
Town Post-65	394	788	
Police Pre-65	596	1,277	
Police Post-65	394	788	
Dental			
Town	\$ 23	\$ 59	
Police	23	59	
Teachers Medical and Dental			
BOE Pre-65	\$ 760	\$ 1,637	
BOE Non-Medicare Eligible	760	1,637	
BOE Medicare Eligible (TRB Plan)*	290	580	
BOE BCBS Over 65	440	908	

* Includes \$110 TRB subsidy

Membership in the plan consisted of the following at July 1, 2011, the date of the last actuarial valuation.

Retirees and beneficiaries receiving benefits	120
Active plan members	144
Total	<u>224</u>

The Town's annual OPEB cost, the percentage of annual OPEB cost contributed to the plan and the net OPEB obligation was as follows:

Fiscal Year Ending	Annual OPEB Cost	Employer Contributions	Percentage of Annual OPEB Cost Contributed	Net OPEB Obligation
6/30/11	\$ 1,691,482	\$ 997,270	59.0%	\$ 2,063,480
6/30/12	\$ 1,725,125	\$ 1,080,508	63.0%	\$ 2,708,097
6/30/13	\$ 1,728,824	\$ 1,077,710	62.3%	\$ 3,359,211

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

OPEB Obligation

Annual required contribution	\$ 1,738,953
Interest on net OPEB obligation	203,107
Adjustments to ARC	(213,236)
Annual OPEB cost	1,728,824
Contributions made	1,077,710
Increase in net OPEB liability	651,114
Net OPEB obligation, beginning of year	2,708,097
Net OPEB obligation, end of year	<u>\$ 3,359,211</u>

The Town's annual other post-employment benefit (OPEB) cost (expense) is calculated based on the annual required contribution of the employer (ARC), an amount actuarially determined in accordance with the parameters of GASB Statement 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty years. The schedule of funding progress is as follows:

Actuarial Valuation Date	Actuarial Value of Assets (a)	Accrued Liability (b)	Unfunded Accrued Liability (UAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (C)	UAL as a Percentage of Covered Payroll ((b-a)/c)
07/01/2011	\$ 923,184	\$ 16,150,729	\$ 15,227,545	6%	\$ 9,400,000	162%

Historical Trend Information – The schedules of funding progress, presented as required supplementary information (RSI) following the notes to the financial statements, present multi-year trend information about whether the actuarial values of plan assets are increasing or decreasing over time relative to AALs for benefits.

Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future.

Projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing of benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce the effects of short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

The information presented was determined as part of the actuarial valuation. Additional information as of the last actuarial valuations follows:

Valuation Date:	July 1, 2011
Actuarial Cost Method:	Projected Unit Credit
Asset Valuation Method:	Market Value
Amortization Method:	30 years, level dollar open
Remaining Amortization Period	30 Years Decreasing
Actuarial Assumptions:	
Investment rate of return	7.5%
Inflation rate	10.0% for 2011, decreasing 1% per year, to an ultimate rate of 5.0% for 2016 and later.
Health cost trend rates	Annual increases in premium for retired medical and prescription drug benefits are assumed to be as follows:

Year After Valuation Date	Increase
2011-2012	10%
2012-2013	9%
2013-2014	8%
2014-2015	7%
2015-2016	6%
2016-2017 and thereafter	5%

Note 12. Fund Deficits

The Town has the following fund deficit at June 30, 2013:

Capital Projects	
Woodbridge Country Club	<u>\$ 6,725,053</u>

The Town anticipates the deficit in the Woodbridge Country Club will be funded by permanent financing.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

Note 13. Fund Balance (Deficits)

Below is a table of fund balance categories and classifications at June 30, 2013 for the Town governmental funds:

	General Fund	Woodbridge Country Club	Nonmajor Governmental Funds	Total
Fund balances:				
Non-spendable:				
Prepays	\$ 34,770	\$ -	\$ -	\$ 34,770
Permanent funds	-	-	293,585	293,585
Inventory	-	-	4,115	4,115
Total non-spendable	34,770	-	297,700	332,470
Restricted:				
General government	-	-	26,971	26,971
Public safety	-	-	156,659	156,659
Human services	-	-	13,384	13,384
Education	-	-	53,172	53,172
Capital projects	-	-	474,990	474,990
Library	-	-	76,888	76,888
Total restricted	-	-	802,064	802,064
Committed:				
Recreation	-	-	35,240	35,240
Public works	-	-	177,098	177,098
Capital projects	-	-	1,286,981	1,286,981
Total committed	-	-	1,499,319	1,499,319
Assigned:				
Recreation	49,387	-	-	49,387
Public safety	258,231	-	-	258,231
Public works	54,063	-	-	54,063
Human services	3,035	-	-	3,035
Education	805,381	-	-	805,381
Benefits	1,328	-	-	1,328
General government	22,735	-	-	22,735
Total assigned	1,194,160	-	-	1,194,160
Unassigned:	4,821,442	(6,725,053)	-	(1,903,611)
Total unassigned	4,821,442	(6,725,053)	-	(1,903,611)
Total fund balance	\$ 6,050,372	\$ (6,725,053)	\$ 2,599,083	\$ 1,924,402

Significant encumbrances at June 30, 2013 are contained in the above table in the assigned category of the General Fund.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

Note 14. Commitments and Contingent Liabilities

The Town is a defendant in various lawsuits. The outcome of these lawsuits is not presently determinable. The outcome and eventual liability of the Town, if any, in these cases is not known at this time. Based upon consultation with legal counsel, the Town's management estimates that potential claims against the Town resulting from such litigation would not materially affect the financial position of the Town.

Note 15. Governmental Accounting Standards Board (GASB) Statements

The Governmental Accounting Standards Board (GASB) has issued several pronouncements that have effective dates that may impact future financial presentations.

Management has not currently determined what, if any, impact implementation of the following statements may have on the financial statements except for GASB 68, for which there will be an effect due to the underfunded pension plan:

- **GASB Statement No. 65, *Items Previously Reported as Assets and Liabilities***, was issued March 2012. This Statement establishes accounting and financial reporting standards that reclassify, as deferred outflows of resources or deferred inflows of resources, certain items that were previously reported as assets and liabilities and recognizes, as outflows of resources or inflows of resources, certain items that were previously reported as assets and liabilities. The provisions of this Statement will be effective for the Town beginning with its year ending June 30, 2014.
- **GASB Statement No. 66, *Technical Corrections—2012***, was issued in March 2012. *The objective of this Statement is to improve accounting and financial reporting for a governmental financial reporting entity by resolving conflicting guidance that resulted from the issuance of two pronouncements, Statements No. 54, Fund Balance Reporting and Governmental Fund Type Definitions, and No. 62, Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements.* The provisions of this Statement will be effective for the Town beginning with its year ending June 30, 2014.
- **GASB Statement No. 67, *Financial Reporting for Pension Plans an amendment of GASB Statement No. 25***, was issued in June 2012. The objective of this Statement is to improve financial reporting by state and local governmental pension plans. This Statement results from a comprehensive review of the effectiveness of existing standards of accounting and financial reporting for pensions with regard to providing decision-useful information, supporting assessments of accountability and inter-period equity, and creating additional transparency. This Statement replaces the requirements of Statements No. 25, *Financial Reporting for Defined Benefit Pension Plans and Note Disclosures for Defined Contribution Plans*, and No. 50, *Pension Disclosures*, as they relate to pension plans that are administered through trusts or equivalent arrangements (hereafter jointly referred to as trusts) that meet certain criteria. The requirements of Statements 25 and 50 remain applicable to pension plans that are not administered through trusts covered by the scope of this Statement and to defined contribution plans that provide postemployment benefits other than pensions. The provisions of Statement 67 are effective for financial statements for fiscal years beginning after ending June 15, 2013.
- **GASB Statement No. 68, *Accounting and Financial Reporting for Pensions, an amendment of GASB Statement No. 27***, was issued in June 2012. The primary objective of this Statement is to improve accounting and financial reporting by state and local governments for pensions. It also improves information provided by state and local governmental employers about financial support

TOWN OF WOODBRIDGE, CONNECTICUT

NOTES TO FINANCIAL STATEMENTS, Continued June 30, 2013

for pensions that is provided by other entities. This Statement results from a comprehensive review of the effectiveness of existing standards of accounting and financial reporting for pensions with regard to providing decision-useful information, supporting assessments of accountability and inter-period equity, and creating additional transparency. This Statement is effective for fiscal years beginning after June 15, 2014.

- **GASB Statement No. 69, *Government Combinations and Disposals of Government Operations***, was issued in January 2013. This Statement provides guidance for:
 - ◆ Determining whether a specific government combination is a government merger, a government acquisition, or a transfer of operations.
 - ◆ Using carrying values (generally, the amounts recognized in the pre-combination financial statements of the combining governments or operations) to measure the assets, deferred outflows of resources, liabilities, and deferred inflows of resources combined in a government merger or transfer of operations.
 - ◆ Measuring acquired assets, deferred outflows of resources, liabilities, and deferred inflows of resources based on their acquisition values in a government acquisition.
 - ◆ Reporting the disposal of government operations that have been transferred or sold.

The requirements of this Statement are effective for periods beginning after December 15, 2013, and should be applied on a prospective basis.

- **GASB Statement No. 70, *Accounting and Financial Reporting for Nonexchange Financial Guarantees***. This Statement requires a government that extends a nonexchange financial guarantee to recognize a liability when qualitative factors and historical data, if any, indicate that it is more likely than not that the government will be required to make a payment on the guarantee. This Statement also requires a government that has issued an obligation guaranteed in a nonexchange transaction to recognize revenue to the extent of the reduction in its guaranteed liabilities. This Statement also requires a government that is required to repay a guarantor for making a payment on a guaranteed obligation or legally assuming the guaranteed obligation to continue to recognize a liability until legally released as an obligor. The provisions of this Statement are effective for reporting periods beginning after June 15, 2013.
- **GASB Statement No. 71, *Pension Transition for Contributions Made Subsequent to the Measurement date, an amendment of GASB Statement No. 68***. The objective of this Statement is to improve accounting and financial reporting by addressing an issue in Statement No. 68, Accounting and Financial Reporting for Pensions, concerning transition provisions related to certain pension contributions made to defined benefit pension plans prior to implementation of that Statement by employers and nonemployer contributing entities. This Statement is effective for fiscal years beginning after June 15, 2014.

**Required
Supplementary
Information**

TOWN OF WOODBRIDGE, CONNECTICUT

REQUIRED SUPPLEMENTARY INFORMATION - unaudited
 STATEMENT OF REVENUES, EXPENDITURES AND CHANGES IN FUND
 BALANCE - BUDGET AND ACTUAL - BUDGETARY BASIS - GENERAL FUND
 For the Year Ended June 30, 2013

	Budgeted Amounts			Variance With Final Budget Positive (Negative)
	Original	Final	Actual	
REVENUES				
Property taxes	\$ 40,791,558	\$ 40,791,558	\$ 41,016,790	225,232
Intergovernmental	1,129,893	1,662,422	1,678,171	15,749
Charges for services	2,178,630	2,184,085	1,703,682	(480,403)
Investment income	50,000	50,000	26,435	(23,565)
Other	108,805	139,169	180,479	41,310
Total revenues	44,258,886	44,827,234	44,605,557	(221,677)
EXPENDITURES				
Current:				
General government	1,993,463	1,842,149	1,816,441	25,708
Board of Education	12,817,998	12,817,998	12,772,865	45,133
Public safety	3,795,562	4,016,080	4,006,110	9,970
Public works	2,515,382	2,782,629	2,718,820	63,809
Town library	760,927	755,927	751,860	4,067
Recreation	2,285,224	2,303,539	2,214,626	88,913
Human services	417,120	417,120	398,863	18,257
Employee benefits	3,726,736	3,849,936	3,848,427	1,509
Intergovernmental:				
Amity Regional School District	12,470,351	12,470,351	12,385,204	85,147
Debt service	2,649,623	2,649,623	2,649,623	-
Total expenditures and encumbrances	43,432,386	43,905,352	43,562,839	342,513
Revenues over expenditures	826,500	921,882	1,042,718	120,836
OTHER FINANCING SOURCES (USES)				
Transfers in	34,000	46,442	48,730	2,288
Appropriation of fund balance	400,000	400,000	-	(400,000)
Transfers out	(1,260,500)	(1,368,324)	(1,368,324)	-
Total other financing uses	(826,500)	(921,882)	(1,319,594)	(397,712)
Revenues and other financing sources over expenditures	\$ -	\$ -	\$ (276,876)	\$ (276,876)

See note to required supplementary information.

TOWN OF WOODBRIDGE, CONNECTICUT

**REQUIRED SUPPLEMENTARY INFORMATION-unaudited
OPEB PLAN
June 30, 2013**

Schedule of Funding Progress

Actuarial Valuation Date	Actuarial Value of Assets (a)	Actuarial Accrued Liability (AAL) (b)	Unfunded AAL (UAAL) (b-a)	Funded Ratio (a/b)	Covered Payroll (c)	UAAL as a Percentage of Covered Payroll (b-a)/(c)
July 1, 2011	923,184	16,150,729	15,227,545	6.0%	9,400,000	162%
July 1, 2009	277,660	15,683,305	15,405,645	1.8%	12,604,723	122%
July 1, 2007	-	16,339,046	16,339,046	0.0%	10,928,626	150%

Schedule of Employer Contributions

Year Ended June 30,	Annual Required Contribution	Percentage Contributed
2013	\$ 1,738,953	62%
2012	\$ 1,732,843	62%
2011	\$ 1,696,603	59%
2010	\$ 1,662,892	62%
2009	\$ 1,842,118	60%

TOWN OF WOODBRIDGE, CONNECTICUT

NOTE TO REQUIRED SUPPLEMENTARY INFORMATION-unaudited June 30, 2013

Note 1. Budgets and Budgetary Accounting

The Town adheres to the following procedures in establishing the budgetary data included in the basic financial statements. The general fund is the only fund for which a legal budget is adopted.

The Board of Selectmen recommends an operating budget to the Board of Finance. The Board of Finance submits a proposed operating budget for the year commencing July 1 to a public budget hearing, at which taxpayer comments are obtained. The Board of Finance then prepares the recommended town budget, which it presents to the annual Town Meeting. The operating budget includes proposed expenditures and the means of financing them.

The Board of Finance may allot from any contingency fund to a department a sum of money up to the amount of a request, provided that the aggregate amount allotted to any one department in each fiscal year does not exceed the greater of 0.3% of the total Town Budget for that fiscal year or \$100,000. In addition, the Board of Finance may transfer to a department the sum of money allocated from all or part of an unexpended balance of any appropriation previously approved for in the current fiscal year. Finally, the Board of Finance may make a supplementary appropriation from the undesignated and unreserved general fund balance to a department in an amount not exceeding the greater of .15% of the total Town Budget for that fiscal year or \$50,000. A supplementary appropriation to any one department in an amount which exceeds the greater of .15% of the total Town Budget for that fiscal year or \$50,000 can be made only upon the vote of a Town Meeting. The Board of Finance shall not, in any fiscal year, authorize supplementary appropriations which exceed the greater of 0.2% of the total Town Budget for that fiscal year or \$75,000 to all departments without the vote of a Town Meeting.

Formal budgetary integration is employed as a management control device during the year.

The legal level of control, the level at which expenditures may not legally exceed appropriations, is at the department level. Management may transfer budget amounts between line items within a department without seeking approval from the Board of Finance.

The Board of Education, which is not a separate legal entity but a function of the Town, is authorized under state law to make any transfers required within their budget at their discretion.

Generally, all unencumbered appropriations lapse at year-end except those for capital projects funds. However, on occasion, completion of specifically planned general fund budget expenditures cannot be accomplished by year-end. The Board of Finance must approve the continuance of those appropriations and thus encumber those funds to be expended in the subsequent budget year. Encumbered appropriations are carried forward to the ensuing year. Appropriations for capital projects are continued until completion of applicable projects even when projects extend more than one year.

TOWN OF WOODBRIDGE, CONNECTICUT

NOTE TO REQUIRED SUPPLEMENTARY INFORMATION-UNAUDITED, Continued June 30, 2013

Budget – GAAP Reconciliation

A reconciliation of general fund revenues, expenditures and fund balance between the accounting treatment required by GAAP, and budgetary requirements, is as follows:

	Revenues and Transfers In	Expenditures and Transfers Out
Balance, budgetary basis – June 30, 2013	\$ 44,654,287	\$ 44,931,163
Encumbrances and continued appropriations outstanding at June 30, 2012, liquidated during the year ended June 30, 2013	-	737,210
Encumbrances and continued appropriations outstanding at June 30, 2013, charged to budgetary expenditures	-	(851,356)
Change in reserved for future use	102,516	-
Teachers' Retirement System – on-behalf payments	1,260,000	1,260,000
Cancellation of prior year encumbrances	67,417	-
Effect of GASB 54 Activity of certain special revenue funds is now consolidated into the General Fund	915,340	837,437
Balance, GAAP basis - June 30, 2013	<u>\$ 46,999,560</u>	<u>\$ 46,914,454</u>

Special revenue funds

The Town does not have legally adopted annual budgets for its special revenue funds. Budgets for the various special revenue funds that are utilized to account for specific grant programs are established in accordance with the requirements of the grantor agencies. Such budgets are non-lapsing and may comprise more than one fiscal year.

Capital projects funds

Legal authorization for expenditures of the capital projects funds is provided by the related bond ordinances and/or intergovernmental grant agreements. Capital appropriations do not lapse until completion of the applicable projects.

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Appendix B

Forms of Opinion of Bond Counsel and Tax Exemption – the Bonds and Lots A & B Notes

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JOSEPH FASI LLC

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HARTFORD, CONNECTICUT 06106

A T T O R N E Y S A T L A W

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FORM OF OPINION OF BOND COUNSEL – Bonds

Town of Woodbridge
Woodbridge, Connecticut

Ladies and Gentlemen:

We have represented the Town of Woodbridge, Connecticut as bond counsel with respect to the issuance and sale of \$4,750,000 Town of Woodbridge, Connecticut General Obligation Bonds, Issue of 2014, bearing a Dated Date of July 24, 2014 and an Original Issue Date of July 24, 2014 (the "bonds").

We have examined a record of the proceedings authorizing the bonds, a Tax Regulatory Agreement of the Town dated July 24, 2014 (the "Tax Regulatory Agreement"), and other proofs submitted to us.

The bonds are subject to redemption prior to maturity as therein provided. The bonds are originally registered in the name of Cede & Co., as nominee of The Depository Trust Company, to effect a book-entry system for the ownership and transfer of the bonds, and are certified by U.S. Bank National Association, Hartford, Connecticut (the "Certifying Agent").

We have not been engaged or undertaken to review the accuracy, completeness or sufficiency of the Official Statement or other offering material relating to the bonds (except to the extent, if any, stated in the Official Statement) and we express no opinion relating thereto.

We are of the opinion that such proceedings and proofs show lawful authority for the issuance and sale of the bonds under authority of the constitution and statutes of the State of Connecticut and that when certified by the Certifying Agent the bonds are valid and binding general obligations of the Town of Woodbridge payable both principal and interest from ad valorem taxes which may be levied on all taxable property subject to taxation by the Town without limitation as to rate or amount except as to classified property such as certified forest land taxable at a limited rate and dwelling houses of qualified elderly persons of low income or of qualified disabled persons taxable at limited amounts. There was, however, no such certified forest land on the last completed grand list of the Town and under existing statutes the State of Connecticut is obligated to pay the Town the amount of tax revenue which the Town would have received except for the limitation upon its power to tax such dwelling houses. We are further of the opinion that the Tax Regulatory Agreement is a valid and binding agreement of the Town.

The Internal Revenue Code of 1986, as amended (the "Code"), establishes certain requirements that must be met subsequent to the issuance and delivery of the bonds in order that interest on the bonds not be included in gross income under Section 103 of the Code. The Town has covenanted in the Tax Regulatory Agreement that it will at all times perform all acts and things necessary or appropriate under any valid provision of law to ensure that interest paid on the bonds shall not be included in the gross income of the owners thereof for Federal income tax purposes under the Code.

In our opinion, under existing statutes and court decisions, interest on the bonds is not included in the gross income of the owners thereof for purposes of Federal income taxation pursuant to Section 103 of the Code and is not treated as a preference item for purposes of computing the Federal alternative minimum tax. Interest on the bonds is, however, includable in the adjusted current earnings of a corporation (as defined for federal income tax purposes) for purposes of computing the Federal alternative minimum tax imposed on corporations. We express no opinion regarding other Federal income tax consequences caused by ownership or disposition of, or receipt of interest on, the bonds.

In rendering the foregoing opinions regarding the Federal income tax treatment of interest on the bonds, we have relied upon and assumed (i) the material accuracy of the representations, statements of intention and expectations, and certifications of fact contained in the Tax Regulatory Agreement, and (ii) continuing compliance by the Town with the covenants and procedures set forth in the Tax Regulatory Agreement as to such tax matters.

We are further of the opinion that, under existing statutes, interest on the bonds is excluded from Connecticut taxable income for purposes of the Connecticut income tax on individuals, trusts and estates, and is excluded from amounts on which the net Connecticut minimum tax is based in the case of individuals, trusts and estates required to pay the Federal alternative minimum tax. We express no opinion regarding other State income tax consequences caused by ownership or disposition of the bonds.

The rights of owners of the bonds and the enforceability of the bonds may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally and by application of equitable principles, whether considered at law or in equity.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

Respectfully yours,

JOSEPH FASI LLC

JOSEPH FASI LLC

56 ARBOR STREET, SUITE 418
HARTFORD, CONNECTICUT 06106

A T T O R N E Y S A T L A W

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FORM OF OPINION OF BOND COUNSEL – Lot A Tax Exempt

Town of Woodbridge
Woodbridge, Connecticut

Ladies and Gentlemen:

We have represented the Town of Woodbridge, Connecticut as bond counsel with respect to the issuance and sale of \$9,895,000 Town of Woodbridge, Connecticut General Obligation Bond Anticipation Notes, Lot A, bearing a Dated Date and an Original Issue Date of July 24, 2014, maturing July 23, 2015 (the "notes").

We have examined a record of the proceedings authorizing the notes, a Tax Regulatory Agreement of the Town dated July 24, 2014 (the "Tax Regulatory Agreement"), and other proofs submitted to us.

The notes are originally registered in the name of Cede & Co., as nominee of The Depository Trust Company, to effect a book-entry system for the ownership and transfer of the notes, and are certified by U.S. Bank National Association, Hartford, Connecticut (the "Certifying Agent").

We have not been engaged or undertaken to review the accuracy, completeness or sufficiency of the Official Statement or other offering material relating to the notes (except to the extent, if any, stated in such Official Statement) and we express no opinion relating thereto.

We are of the opinion that such proceedings and proofs show lawful authority for the issuance and sale of the notes under authority of the constitution and statutes of the State of Connecticut and that when certified by the Certifying Agent the notes are a valid and binding general obligation of the Town of Woodbridge payable both principal and interest from ad valorem taxes which may be levied on all taxable property subject to taxation by the Town without limitation as to rate or amount except as to classified property such as certified forest land taxable at a limited rate and dwelling houses of qualified elderly persons of low income or of qualified disabled persons taxable at limited amounts. There was, however, no such certified forest land on the last completed grand list of the Town and under existing statutes the State of Connecticut is obligated to pay the Town the amount of tax revenue which the Town would have received except for the limitation upon its power to tax such dwelling houses. We are further of the opinion that the Tax Regulatory Agreement is a valid and binding agreement of the Town.

The Internal Revenue Code of 1986, as amended (the "Code"), establishes certain requirements that must be met subsequent to the issuance and delivery of the notes in order that interest on the notes not be included in gross income under Section 103 of the Code. The Town has covenanted in the Tax Regulatory Agreement that it will at all times perform all acts and things necessary or appropriate under any valid provision of law to ensure that interest paid on the notes shall not be included in the gross income of the owners thereof for Federal income tax purposes under the Code.

In our opinion, under existing statutes and court decisions, interest on the notes is not included in the gross income of the owners thereof for purposes of Federal income taxation pursuant to Section 103 of the Code and is not treated as a preference item for purposes of computing the Federal alternative minimum tax. Interest on the notes is, however, includable in the adjusted current earnings of a corporation (as defined for federal income tax purposes) for purposes of computing the Federal alternative minimum tax imposed on corporations. We express no opinion regarding other Federal income tax consequences caused by ownership or disposition of, or receipt of interest on, the notes.

In rendering the foregoing opinions regarding the Federal income tax treatment of interest on the notes, we have relied upon and assumed (i) the material accuracy of the representations, statements of intention and expectations, and certifications of fact contained in the Tax Regulatory Agreement, and (ii) continuing compliance by the Town with the covenants and procedures set forth in the Tax Regulatory Agreement as to such tax matters.

We are further of the opinion that, under existing statutes, interest on the notes is excluded from Connecticut taxable income for purposes of the Connecticut income tax on individuals, trusts and estates, and is excluded from amounts on which the net Connecticut minimum tax is based in the case of individuals, trusts and estates required to pay the Federal alternative minimum tax. We express no opinion regarding other State income tax consequences caused by ownership or disposition of the notes.

The rights of owners of the notes and the enforceability of the notes may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally and by application of equitable principles, whether considered at law or in equity.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

Respectfully yours,

JOSEPH FASI LLC

JOSEPH FASI LLC

56 ARBOR STREET, SUITE 418
HARTFORD, CONNECTICUT 06106

A T T O R N E Y S A T L A W

TELEPHONE (860)296-0510
FACSIMILE (860)296-0541

FORM OF OPINION OF BOND COUNSEL – Lot B Taxable

Town of Woodbridge
Woodbridge, Connecticut

Ladies and Gentlemen:

We have represented the Town of Woodbridge, Connecticut as bond counsel with respect to the issuance and sale of \$5,950,000 Town of Woodbridge, Connecticut **Taxable** General Obligation Bond Anticipation Notes, Lot B, bearing a Dated Date and an Original Issue Date of July 24, 2014, maturing July 23, 2015 (the "notes").

We have examined a record of the proceedings authorizing the notes and other proofs submitted to us.

The notes are originally registered in the name of Cede & Co., as nominee of The Depository Trust Company, to effect a book-entry system for the ownership and transfer of the notes, and are certified by U.S. Bank National Association, Hartford, Connecticut (the "Certifying Agent").

We have not been engaged or undertaken to review the accuracy, completeness or sufficiency of the Official Statement or other offering material relating to the notes (except to the extent, if any, stated in such Official Statement) and we express no opinion relating thereto.

We are of the opinion that such proceedings and proofs show lawful authority for the issuance and sale of the notes under authority of the constitution and statutes of the State of Connecticut and that when certified by the Certifying Agent the notes are a valid and binding general obligation of the Town of Woodbridge payable both principal and interest from ad valorem taxes which may be levied on all taxable property subject to taxation by the Town without limitation as to rate or amount except as to classified property such as certified forest land taxable at a limited rate and dwelling houses of qualified elderly persons of low income or of qualified disabled persons taxable at limited amounts. There was, however, no such certified forest land on the last completed grand list of the Town and under existing statutes the State of Connecticut is obligated to pay the Town the amount of tax revenue which the Town would have received except for the limitation upon its power to tax such dwelling houses.

In our opinion, under existing statutes and court decisions, interest on the notes is included in the gross income of the owners thereof for purposes of Federal income taxation

pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"). We express no opinion regarding other Federal income tax consequences caused by ownership or disposition of, or receipt of interest on, the notes. Each owner of the notes should seek advice based on its particular circumstances from an independent tax advisor.

We are further of the opinion that, under existing statutes, interest on the notes is excluded from Connecticut taxable income for purposes of the Connecticut income tax on individuals, trusts and estates, and is excluded from amounts on which the net Connecticut minimum tax is based in the case of individuals, trusts and estates required to pay the Federal alternative minimum tax. We express no opinion regarding other State income tax consequences caused by ownership or disposition of the notes.

The rights of owners of the notes and the enforceability of the notes may be limited by bankruptcy, insolvency, reorganization, moratorium and other similar laws affecting creditors' rights generally and by application of equitable principles, whether considered at law or in equity.

This opinion is given as of the date hereof, and we assume no obligation to revise or supplement this opinion to reflect any facts or circumstances that may hereafter come to our attention, or any changes in law that may hereafter occur.

Respectfully yours,

JOSEPH FASI LLC

TAX EXEMPTION – (“Tax Exempt”, Bonds and Lot A Notes)

The Internal Revenue Code of 1986, as amended (the "Code"), imposes certain requirements which must be met subsequent to delivery of the Bonds and Lot A Notes in order that interest on the Bonds and Lot A Notes not be included in gross income under Section 103 of the Code. The Tax Regulatory Agreement, which will be executed and delivered by the Issuer concurrently with the Bonds and Lot A Notes, contains representations, covenants and procedures relating to the use, expenditure and investment of proceeds of the Bonds and Lot A Notes in order to comply with such requirements of the Code. Pursuant to the Tax Regulatory Agreement, the Issuer also covenants and agrees that it shall perform all things necessary or appropriate under any valid provision of law to ensure interest on the Bonds and Lot A Notes shall not be included in gross income of owners thereof for purposes of Federal income taxation under the Code. Failure to comply with the continuing requirements of the Code may cause the interest on the Bonds and Lot A Notes to be included in gross income for federal income tax purposes retroactively to the date of issuance of the Bonds and Lot A Notes irrespective of the date on which non compliance occurs. In rendering its opinion, Bond Counsel relies on the continuing compliance by the Town with the Tax Regulatory Agreement.

In the opinion of Bond Counsel, based on existing statutes and court decisions and assuming continuing compliance by the Issuer with its covenants and the procedures contained in the Tax Regulatory Agreement, interest on the Bonds and Lot A Notes is not included in the gross income of the owners thereof for purposes of Federal income taxation and is not treated as a preference item for purposes of computing the Federal alternative minimum tax. Interest on the Bonds and Lot A Notes is, however, includable in the adjusted current earnings of corporations (as defined for federal income tax purposes) for purposes of computing the Federal alternative minimum tax on corporations.

Ownership of the Bonds and Lot A Notes may also result in certain collateral Federal income tax consequences to certain taxpayers, including, without limitation, financial institutions, property and casualty insurance companies, certain foreign corporations doing business in the United States, certain S corporations with excess passive income, individual recipients of Social Security and Railroad Retirement benefits and taxpayers who have or are deemed to have incurred indebtedness to purchase or carry tax exempt obligations, such as the Bonds and Lot A Notes. Prospective purchasers of the Bonds and Lot A Notes, particularly those who may be subject to special rules, are advised to consult their own tax advisors regarding the Federal tax consequences of ownership and disposition of the Bonds and Lot A Notes.

In the opinion of Bond Counsel, based on existing statutes, interest on the Bonds and Lot A Notes is excluded from Connecticut taxable income for purposes of the Connecticut income tax on individuals, trusts and estates, and is excluded from amounts on which the net Connecticut minimum tax is based in the case of individuals, trusts and estates required to pay the Federal alternative minimum tax. Prospective purchasers of the Bonds and Lot A Notes are advised to consult their own tax advisors regarding the state and local tax consequences of ownership and disposition of the Bonds and Lot A Notes.

TAXATION - (“TAXABLE NOTES”)

In the opinion of Bond Counsel, under existing statutes, interest on the Lot B Taxable Notes is **included** in the gross income of the owners thereof for purposes of Federal income taxation pursuant to Section 103 of the Code. We express no opinion regarding other Federal income tax consequences caused by ownership or disposition of, or receipt of interest on, the Taxable Notes.

We are further of the opinion that, under existing statutes, interest on the Lot B Taxable Notes is **excluded** from **Connecticut taxable income** for purposes of the Connecticut income tax on individuals, trusts and estates, and is **excluded** from amounts on which the net Connecticut minimum tax is based in the case of individuals, trusts and estates required to pay the Federal alternative minimum tax. We express no opinion regarding other State income tax consequences caused by ownership or disposition of the Lot B Taxable Notes.

Prospective purchasers of the Lot B Taxable Notes, particularly those who may be subject to special rules, are advised to consult their own tax advisors regarding the Federal, State and local tax consequences of ownership and disposition of the Lot B Taxable Notes.

ORIGINAL ISSUE DISCOUNT

The following is a general discussion of Original Issue Discount and not an opinion of Bond Counsel.

The initial public offering prices of certain maturities of the Bonds (the “OID Bonds”) may be less than their stated principal amounts. Under existing law, the difference between the stated principal amount and the initial offering price of each maturity of the OID Bonds to the public (excluding bond houses and brokers) at which a substantial amount of such maturity of the OID Bonds is sold will constitute original issue discount (“OID”). The offering prices relating to the yields set forth on the cover page of this Official Statement for the OID Bonds are expected to be the initial offering prices to the public at which a substantial amount of each maturity of the OID Bonds are sold. Under existing law OID on the Bonds accrued and properly allocable to the owners thereof under the Code is not included in gross income for federal income tax purposes if interest on the Bonds is not included in gross income for federal income tax purposes.

In general, under the Code, for purposes of determining an owner’s adjusted basis in an OID Bond, OID treated as having accrued while the owner holds the OID Bond will be added to the owner’s basis. OID will accrue on a constant-yield-to-maturity method based on regular compounding. The owner’s adjusted basis will be used to determine taxable gain or loss upon the sale or other disposition (including redemption or payment at maturity) of an OID Bond. For certain corporations (as defined for federal income tax purposes) a portion of the original issue discount that accrues in each year to such an owner of an OID Bond will be included in the calculation of the corporation’s federal alternative minimum tax liability. As a result, ownership of an OID Bond by such a corporation may result in an alternative minimum tax liability even though such owner has not received a corresponding cash payment.

Prospective purchasers of OID Bonds, should consult their own tax advisors as to the calculation of accrued OID, the accrual of OID in the cases of owners of the OID Bonds purchasing such Bonds after the initial offering and sale, and the state and local tax consequences of owning or disposing of such OID Bonds.

ORIGINAL ISSUE PREMIUM

The following is a general discussion of Original Issue Premium and not an opinion of Bond Counsel.

The initial public offering prices of certain maturities of the Bonds (the “OIP Bonds”) may be more than their stated principal amounts. An owner who purchases a Bond at a premium to its principal amount must amortize bond premium as provided in applicable Treasury Regulations, and amortized premium reduces the owner’s basis in the Bond for federal income tax purposes. Prospective purchasers of OIP Bonds should consult their own tax advisors regarding the treatment of bond premium for state and federal income tax purposes, including special rules regarding the consequences of ownership, amortization of bond premium, basis, and gain or loss from the sale or exchange of OIP Bonds.

FUTURE EVENTS

The Federal and State tax treatment of municipal bonds is determined by Federal, state and local legislation, administrative pronouncements and court decisions. For example, recent Federal legislative proposals have been introduced into Congress which, if enacted, would eliminate or curtail the exclusion from gross income of interest paid on municipal bonds or have other collateral tax consequences that will adversely affect their tax treatment, including limiting the exclusion from gross income on tax exempt bonds for higher income taxpayers. Current ongoing Federal budget discussions include such proposals. The enactment of such proposals may adversely affect the tax treatment of: the interest paid on the Bonds and Notes, their sale or disposition, market price, marketability, or otherwise prevent Beneficial Owners from receiving the full current tax benefit of ownership. There can be no assurance that changes of law by Federal or State governments will not occur or that they will not be made retroactive. Bond Counsel does not opine as to post issuance acts, including changes of law. Prospective purchases and Beneficial Owners should consult their own tax advisors regarding pending or proposed law changes.

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Appendix C

Form of Continuing Disclosure Agreements – the Bonds and Lots A & B Notes

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CONTINUING DISCLOSURE AGREEMENT

By The

TOWN OF WOODBRIDGE, CONNECTICUT

Dated As Of July 24, 2014

In Connection With The Issuance And Sale Of

\$4,750,000 Town Of Woodbridge, Connecticut

General Obligation Bonds, Issue of 2014,

Dated July 24, 2014

WHEREAS, the Town of Woodbridge, Connecticut (the "Issuer") has heretofore authorized the issuance of \$4,750,000 in aggregate principal amount of its General Obligation Bonds, Issue of 2014 (the "Bonds") to be dated July 24, 2014 and to mature in the principal amounts and on the dates set forth in the Issuer's Official Statement describing the Bonds (the "Official Statement"); and

WHEREAS, the Issuer acknowledges that an underwriter may not purchase or sell the Bonds unless it has reasonably determined that the Issuer has undertaken in a written agreement for the benefit of the beneficial owners of the Bonds to provide certain continuing disclosure information as required by Securities and Exchange Commission Rule 15c2-12(b)(5) as amended from time to time (the "Rule"), and the Issuer desires to assist the underwriter of the Bonds in complying with the Rule; and

WHEREAS, the Issuer is authorized pursuant to Public Act 95-270 enacted by the Connecticut General Assembly to make representations and agreements for the benefit of the beneficial owners of the Bonds to meet the requirements of the Rule; and

WHEREAS, in order to assist the underwriter of the Bonds in complying with the Rule, this Continuing Disclosure Agreement is to be made, executed and delivered in connection with the issuance of the Bonds, all for the benefit of the beneficial owners of the Bonds, as they may be from time to time;

NOW, THEREFORE, THE ISSUER HEREBY REPRESENTS, COVENANTS AND AGREES AS FOLLOWS:

Section 1. Definitions. In addition to the terms defined above, the following capitalized terms shall have the meanings ascribed thereto:

"Annual Report" shall mean any Annual Report provided by the Issuer pursuant to, and as described in, Sections 2 and 3 of this Continuing Disclosure Agreement.

"Fiscal Year End" shall mean the last day of the Issuer's fiscal year, currently June 30.

"Listed Events" shall mean any of the events listed in Section 4 of this Continuing Disclosure Agreement.

"MSRB" shall mean the Municipal Securities Rulemaking Board established under the Securities Exchange Act of 1934, as amended, or any successor thereto. For purposes of this agreement, continuing disclosure information will be filed where approved from time to time by the MSRB, and which as of the date hereof means:

<http://emma.msrb.org>

Section 2. Annual Reports.

A. The Issuer shall provide or cause to be provided to the MSRB, the following annual financial information and operating data regarding the Issuer:

1) Audited financial statements as of and for the year ending on its Fiscal Year End for the general fund, capital projects funds and special revenue funds, prepared in accordance with generally accepted accounting principles, as promulgated by the Governmental Accounting Standards Board from time to time or mandated state statutory principles as in effect from time to time; and

2) Financial information and operating data as of and for the year ending on its Fiscal Year End of the following type to the extent not included in the audited financial statements described in 1) above:

- (a) the amounts of the gross and net taxable grand list;
- (b) a listing of the ten largest taxpayers on the grand list, together with each such taxpayer's taxable valuation thereon;
- (c) the percentage or amount of the annual property tax levy collected and uncollected;
- (d) a schedule of the annual debt service on outstanding long-term bonded indebtedness;
- (e) a calculation of the direct debt, net direct debt and overall net debt (reflecting overlapping and underlying debt);
- (f) the direct debt and overall net debt of the Issuer per capita;

(g) the ratios of direct debt and overall net debt of the Issuer to the Issuer's equalized net (taxable) grand list;

(h) a statement of statutory debt limitations and debt margins;

(i) the funding status of the Issuer's pension benefit obligation.

B. The above-referenced information is expected to be provided by the filing of and cross reference to the Issuer's Annual Report. The information may be provided in whole or in part by cross-reference to other documents provided to the MSRB, including official statements of the Issuer which will be available from the MSRB. The information will be provided in an electronic format and accompanied by identifying information as prescribed by the MSRB.

C. Subject to the requirements of Section 8 hereof, the Issuer reserves the right to modify from time to time the specific types of information or data provided or the format of the presentation of such information or data, to the extent necessary or appropriate; provided that the Issuer agrees that any such modification will be done in a manner consistent with the Rule. The Issuer also reserves the right to modify the preparation and presentation of financial statements described herein as may be required to conform with changes in Connecticut law applicable to municipalities or any changes in generally accepted accounting principles, as promulgated by the Governmental Accounting Standards Board from time to time.

Section 3. Timing. The Issuer shall provide the information and data referenced in Section 2(A) not later than eight months after each Fiscal Year End subsequent to the date of issuance of the bonds, provided, however, that if such financial information and data for the Fiscal Year End preceding the date of issuance of the Bonds is not contained in the Official Statement for the Bonds or has not otherwise been previously provided, the Issuer shall provide such information and data no later than eight months after the close of such preceding Fiscal Year End. The Issuer agrees that if audited information is not available eight months after the close of any Fiscal Year End, it shall submit unaudited information by such time and will submit audited information within a reasonable time.

Section 4. Event Notices. The Issuer agrees to provide or cause to be provided, in a timely manner not in excess of 10 business days after the occurrence of the event to the MSRB, notice of the occurrence of any of the following events:

- a) principal and interest payment delinquencies;
- b) non-payment related defaults, if material;
- c) unscheduled draws on debt service reserves reflecting financial difficulties;
- d) unscheduled draws on credit enhancements reflecting financial difficulties;

e) substitution of credit or liquidity providers, or their failure to perform;

f) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;

g) modifications to rights of security holders, if material;

h) bond calls, if material, and tender offers;

i) defeasances;

j) release, substitution or sale of property securing repayment of the securities, if material;

k) rating changes;

l) bankruptcy, insolvency, receivership or similar event of the Issuer;

m) the consummation of a merger, consolidation or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

n) appointment of a successor or additional trustee or the change of name of a trustee, if material.

Section 5. Notice of Failure. The Issuer agrees to provide or cause to be provided, in a timely manner, to the MSRB, notice of any failure by the Issuer to provide the annual financial information described in Section 2.A of this Continuing Disclosure Agreement.

Section 6. Termination of Reporting Obligation. The Issuer's obligations under this Continuing Disclosure Agreement shall terminate upon the defeasance, prior redemption or payment in full of all of the Bonds.

Section 7. Agent. The Issuer may, from time to time, appoint or engage an agent to assist it in carrying out its obligations under this Continuing Disclosure Agreement, and may discharge any such agent, with or without appointing a successor agent.

Section 8. Amendment; Waiver. Notwithstanding any other provision of this Continuing Disclosure Agreement, the Issuer may amend this Continuing Disclosure Agreement, and any provision of this Continuing Disclosure Agreement may be waived, if such amendment

or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, a change in law, or a change in the identity, nature or status of the Issuer, and is supported by an opinion of counsel expert in federal securities laws, to the effect that (i) such amendment or waiver would not materially adversely affect the beneficial owners of the Bonds and (ii) the Agreement as so amended would have complied with the requirements of the Rule as of the date of the Agreement, taking into account any amendments or interpretations of the Rule as well as any changes in circumstances. A copy of any such amendment will be filed in a timely manner with the MSRB. The annual financial information provided on the first date following adoption of any such amendment will explain, in narrative form, the reasons for the amendment and the impact of the change in the type of operating or financial information provided.

Section 9. Additional Information. Nothing in this Continuing Disclosure Agreement shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Continuing Disclosure Agreement or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Continuing Disclosure Agreement. If the Issuer chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Continuing Disclosure Agreement, the Issuer shall have no obligation under this Continuing Disclosure Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

Section 10. Indemnification. The Issuer agrees to indemnify and save its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to any agent's negligence or misconduct. The obligations of the Issuer under this Section shall survive resignation or removal of any agent and payment of the Bonds.

Section 11. Enforceability. The Issuer agrees that its undertaking pursuant to the Rule set forth in this Continuing Disclosure Agreement is intended to be for the benefit and enforceable by the beneficial owners of the Bonds. In the event the Issuer shall fail to perform its duties hereunder, the Issuer shall have the option to cure such failure after its receipt of written notice from any beneficial owner of the Bonds of such failure. In the event the Issuer does not cure such failure, the right of any beneficial owner of the Bonds to enforce the provisions of this undertaking shall be limited to a right to obtain specific enforcement of the Issuer's obligations hereunder. No monetary damages shall arise or be payable hereunder nor shall any failure to comply with this Agreement constitute default of the Issuer with respect to the Bonds.

[Signature Page Follows]

CONTINUING DISCLOSURE AGREEMENT

By The

TOWN OF WOODBRIDGE, CONNECTICUT

Dated As Of July 24, 2014

In Connection With The Issuance And Sale Of

\$4,750,000 Town Of Woodbridge, Connecticut

General Obligation Bonds, Issue of 2014,

Dated July 24, 2014

IN WITNESS WHEREOF, the Issuer has caused this Continuing Disclosure Agreement to be executed in its name by its undersigned officers, duly authorized, all as of the date first above written.

TOWN OF WOODBRIDGE, CONNECTICUT

By _____
Ellen Scalettar
First Selectman

By _____
Harriet Cooper
Treasurer

By _____
Anthony F. Genovese
Administrative Officer and Director of Finance

CONTINUING DISCLOSURE AGREEMENT

By The

TOWN OF WOODBRIDGE, CONNECTICUT

In Connection With The Issuance And Sale Of

\$9,895,000 Tax Exempt Lot A

And

\$5,950,000 Taxable Lot B

Town Of Woodbridge, Connecticut

General Obligation Bond Anticipation Notes, Dated July 24, 2014

WHEREAS, the Town of Woodbridge, Connecticut (the "Issuer") has heretofore authorized the issuance of \$9,895,000 Tax Exempt Lot A and \$5,950,000 Taxable Lot B in aggregate principal amount of its General Obligation Bond Anticipation Notes (the "Notes") bearing a Dated Date of July 24, 2014, maturing on July 23, 2015; and

WHEREAS, the Issuer acknowledges that an underwriter may not purchase or sell the Notes unless it has reasonably determined that the Issuer has undertaken in a written agreement for the benefit of the beneficial owners of the notes to provide notices of material events as required by Securities and Exchange Commission Rule 15c2-12(b)(5) as amended from time to time (the "Rule"), and the Issuer desires to assist the underwriter of the notes in complying with the Rule; and

WHEREAS, the Issuer is authorized pursuant to Public Act 95-270 enacted by the Connecticut General Assembly to make representations and agreements for the benefit of the beneficial owners of the Notes to meet the requirements of the Rule; and

WHEREAS, in order to assist the underwriter of the Notes in complying with the Rule, this Continuing Disclosure Agreement is to be made, executed and delivered in connection with the issuance of the Notes, all for the benefit of the beneficial owners of the Notes, as they may be from time to time;

NOW, THEREFORE, THE ISSUER HEREBY REPRESENTS, COVENANTS AND AGREES AS FOLLOWS:

Section 1. Definitions. In addition to the terms defined above, the following capitalized terms shall have the meanings ascribed thereto:

"Listed Events" shall mean any of the events listed in Section 2 of this Continuing Disclosure Agreement.

"MSRB" shall mean the Municipal Securities Rulemaking Board established under the Securities Exchange Act of 1934, as amended, or any successor thereto. For purposes of this agreement, continuing disclosure information will be filed where approved from time to time by the MSRB, and which as of the date hereof means:

<http://emma.msrb.org>

Section 2. Event Notices. The Issuer agrees to provide or cause to be provided in a timely manner not in excess of 10 business days after the occurrence of the event to the MSRB, notice of the occurrence of any of the following events:

- (i) principal and interest payment delinquencies;
- (ii) non-payment related defaults, if material;
- (iii) unscheduled draws on debt service reserves reflecting financial difficulties;
- (iv) unscheduled draws on credit enhancements reflecting financial difficulties;
- (v) substitution of credit or liquidity providers, or their failure to perform;
- (vi) adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
- (vii) modifications to rights of security holders, if material;
- (viii) bond calls, if material, and tender offers;
- (ix) defeasances;
- (x) release, substitution or sale of property securing repayment of the securities; if material;
- (xi) rating changes;
- (xii) bankruptcy, insolvency, receivership or similar event of the Issuer;

(xiii) the consummation of a merger, consolidation or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;

(xiv) appointment of a successor or additional trustee or the change of name of a trustee, if material.

Section 3. Termination of Reporting Obligation. The Issuer's obligations under this Continuing Disclosure Agreement shall terminate upon the defeasance, prior redemption or payment in full of all of the Notes.

Section 4. Agent. The Issuer may, from time to time, appoint or engage an agent to assist it in carrying out its obligations under this Continuing Disclosure Agreement, and may discharge any such agent, with or without appointing a successor agent.

Section 5. Amendment; Waiver. Notwithstanding any other provision of this Continuing Disclosure Agreement, the Issuer may amend this Continuing Disclosure Agreement, and any provision of this Continuing Disclosure Agreement may be waived, if such amendment or waiver is made in connection with a change in circumstances that arises from a change in legal requirements, a change in law, or a change in the identity, nature or status of the Issuer, and is supported by an opinion of counsel expert in federal securities laws, to the effect that (i) such amendment or waiver would not adversely affect the beneficial owners of the Notes and (ii) the Agreement as so amended would have complied with the requirements of the Rule as of the date of the Agreement, taking into account any amendments or interpretations of the Rule as well as any changes in circumstances. A copy of any such amendment will be filed in a timely manner with the MSRB.

Section 6. Additional Information. Nothing in this Continuing Disclosure Agreement shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Continuing Disclosure Agreement or any other means of communication, or including any other information in any notice of occurrence of a Listed Event, in addition to that which is required by this Continuing Disclosure Agreement. If the Issuer chooses to include any information in any notice of occurrence of a Listed Event in addition to that which is specifically required by this Continuing Disclosure Agreement, the Issuer shall have no obligation under this Continuing Disclosure Agreement to update such information or include it in any future notice of occurrence of a Listed Event.

Section 7. Indemnification. The Issuer agrees to indemnify and save its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including attorneys fees) of defending against any claim of liability, but excluding liabilities due to any agent's negligence or misconduct. The obligations

of the Issuer under this Section shall survive resignation or removal of any agent and payment of the Notes.

Section 8. Enforceability. The Issuer agrees that its undertaking pursuant to the Rule set forth in this Continuing Disclosure Agreement is intended to be for the benefit of the beneficial owners of the Notes and shall be enforceable by them. In the event the Issuer shall fail to perform its duties hereunder, the Issuer shall have the option to cure such failure after its receipt of written notice from any beneficial owner of the Notes of such failure. In the event the Issuer does not cure such failure, the right of any beneficial owner of the Notes to enforce the provisions of this undertaking shall be limited to a right to obtain specific enforcement of the Issuer's obligations hereunder. No monetary damages shall arise or be payable hereunder nor shall any failure to comply with this Agreement constitute default of the Issuer with respect to the Notes.

[Signature Page Follows]

CONTINUING DISCLOSURE AGREEMENT

By The

TOWN OF WOODBRIDGE, CONNECTICUT

In Connection With The Issuance And Sale Of

\$9,895,000 Tax Exempt Lot A

And

\$5,950,000 Taxable Lot B

Town Of Woodbridge, Connecticut

General Obligation Bond Anticipation Notes, Dated July 24, 2014

IN WITNESS WHEREOF, the Issuer has caused this Continuing Disclosure Agreement to be executed in its name by its undersigned officers, duly authorized, all as of the date first above written.

TOWN OF WOODBRIDGE, CONNECTICUT

By _____
Ellen Scalettar
First Selectman

By _____
Harriet Cooper
Treasurer

By _____
Anthony F. Genovese
Administrative Officer and Director of Finance

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Appendix D

Notice of Sale and Bid Forms – the Bonds and Lots A & B Notes

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NOTICE OF SALE

TOWN OF WOODBRIDGE, CONNECTICUT

\$4,750,000

GENERAL OBLIGATION BONDS, ISSUE OF 2014

AND

\$15,845,000

GENERAL OBLIGATION BOND ANTICIPATION NOTES

Bids will be received by the Town of Woodbridge, Connecticut (the "Issuer"), at Phoenix Advisors, LLC, 53 River Street, Suite 1, Milford, Connecticut 06460 on **Thursday, July 10, 2014** for the purchase of:

\$4,750,000 General Obligation Bonds
(the "Bonds")

NOT BANK QUALIFIED

Bid until 11:00 A.M. (E.D.T.)

Bonds: ELECTRONIC BIDS only via *PARITY*®

\$15,845,000 General Obligation Bond Anticipation Notes
Dated July 24, 2014; Due July 23, 2015
Consisting of:

LOT A NOTES:

\$9,895,000 TAX EXEMPT General Obligation Bond Anticipation Notes

NOT BANK QUALIFIED

Bid until 11:30 A.M. (E.D.T.)

LOT B NOTES:

\$5,950,000 TAXABLE General Obligation Bond Anticipation Notes

NOT BANK QUALIFIED

Bid until 12:00 Noon (E.D.T.)

Notes: SEALED PROPOSALS and ELECTRONIC BIDS via *PARITY*®

(Lots A and B collectively referred to in this Notice of Sale as the "Notes")

Separate forms of proposal will be provided for the Bonds and the Notes. Bidders may submit proposals for either the Bonds or either lot of the Notes, and are not required to submit proposals for each.

The Notes

The Notes will be dated July 24, 2014, will be payable to the registered owner on July 23, 2015 and are not subject to redemption prior to maturity. They will bear interest (which interest shall be computed on the basis of a 360-day year consisting of twelve 30-day months) payable at maturity at the rate or rates per annum fixed in the proposal or proposals accepted for their purchase, which rates shall be in multiples of 1/100 of 1% per annum.

The Bonds

The Bonds will be dated July 24, 2014, and will mature and become payable on July 15 in each of the years and in the principal amounts as follows:

Year	Amount	Year	Amount
2015	\$165,000	2025	\$240,000
2016	\$240,000	2026	\$240,000
2017	\$240,000	2027	\$240,000
2018	\$240,000	2028	\$240,000
2019	\$240,000	2029	\$240,000
2020	\$240,000	2030	\$245,000
2021	\$240,000	2031	\$245,000
2022	\$240,000	2032	\$245,000
2023	\$240,000	2033	\$245,000
2024	\$240,000	2034	\$245,000

bearing interest payable semi-annually on January 15 and July 15 in each year until maturity, commencing January 15, 2015.

Redemption – The Bonds

The Bonds maturing on or before July 15, 2022 are not subject to redemption prior to maturity. The Bonds maturing on July 15, 2023 and thereafter are subject to redemption prior to maturity, at the election of the Issuer, on and after July 15, 2022, at any time, in whole or in part, and by lot within a maturity, in such amounts and in such order of maturity as the Issuer may determine, at the redemption price or prices (expressed as a percentage of the principal amount of the Bonds to be redeemed) set forth in the following table, plus interest accrued and unpaid to the redemption date:

	<u>Redemption Dates</u>	<u>Redemption Price</u>
From:	July 15, 2022 and thereafter	100%

The Bonds and Notes will be issued by means of a book-entry system with no physical distribution of bond or note certificates made to the public. The Bonds and Notes will be issued in registered form and one bond certificate for each maturity and one note certificate for each interest rate will be issued to The Depository Trust Company, New York, New York (DTC), registered in the name of its nominee, Cede & Co., and immobilized in their custody. The book-

entry system will evidence ownership of the Bonds and Notes in principal amounts of \$5,000 or integral multiples thereof, with transfers of ownership effected on the records of DTC and its participants pursuant to rules and procedures adopted by DTC and its participants. The winning bidders, as a condition to delivery of the Bonds and Notes, will be required to deposit the bond and note certificates with DTC, registered in the name of Cede & Co. Principal of and interest on the Bonds and Notes will be payable by the Issuer or its agent in same-day funds to DTC or its nominee as registered owner of the Bonds and Notes. Transfer of principal and interest payments to participants of DTC will be the responsibility of DTC; transfer of principal and interest payments to beneficial owners by participants of DTC will be the responsibility of such participants and other nominees of beneficial owners. The Issuer will not be responsible or liable for payments by DTC to its participants or by DTC participants to beneficial owners or for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

Submitting Proposals - Notes

A separate proposal must be submitted for the purchase of the notes of each Lot, and proposals for the purchase of the notes of each Lot must be in the form of proposal for purchase attached hereto. Bidders may submit proposals for Lot A, Lot B or both Lots, but any proposal for a part must be for a minimum of \$100,000, of principal amount per interest rate bid, or a whole multiple thereof, except that one such proposal for a part may include the odd \$150,000 for the Lot A notes and \$150,000 for the Lot B notes, of principal amount per interest rate bid. The total of all principal amounts bid shall not exceed \$9,895,000 for Lot A and \$5,950,000 for Lot B.

Unless all bids are rejected the Notes will be awarded to the bidder or bidders offering to purchase the Notes at the lowest net interest cost, computed as to each interest rate stated by adding the total interest which will be paid at such rate and deducting therefrom the premium offered, if any. As between proposals resulting in the same lowest net interest cost to the Issuer, the award will be made on the basis of the highest principal amount of the Notes specified. No bid for less than par and accrued interest, if any, will be considered and the Issuer reserves the right to award to any bidder all or any part of the Notes bid for in his proposal. If a bidder is awarded only a part of the Notes bid for in his proposal, any premium offered in such proposal will be proportionately reduced so that the resulting net interest cost to the Issuer with respect to the Notes awarded is the same as that contained in the bidder's proposal with respect to the entire amount bid, carried to four places. The purchase price must be paid in Federal Funds.

Submitting Proposals - Bonds

Proposals for the purchase of said Bonds must be in the form of proposal for purchase attached hereto. Each bid must be for the entire \$4,750,000 of bonds, must specify the rate or rates of interest therefor in a multiple of 1/20 or 1/8 of 1% per annum; provided such bid shall not state (a) more than one interest rate for any Bonds having like maturity, or (b) any interest rate for any Bonds which exceeds the interest rate stated in the proposal for any other Bonds by more than 2%. Interest shall be computed on the basis of 360-day year consisting of twelve 30-day months. No bid for less than par and accrued interest will be considered. Unless all bids are

rejected the Bonds will be awarded to the bidder offering to purchase them at the lowest true interest cost.

For the purposes of determining the successful bidder, the true interest cost to the Issuer will be the annual interest rate, compounded semiannually, which, when used to discount all payments of principal and interest payable on the Bonds to July 24, 2014, the date of the Bonds, results in an amount equal to the purchase price for the Bonds, not including interest accrued to July 24, 2014, the delivery date of the Bonds. It is requested that each proposal be accompanied by a statement of the percentage of true interest cost computed and rounded to four decimal places. Such statement shall not be considered as a part of the proposal. The purchase price must be paid in Federal Funds.

Sealed proposals for the Notes must be enclosed in sealed envelopes marked "Proposal for Notes" and addressed to Ellen Scalettar, First Selectman and Harriet Cooper, Treasurer, Town of Woodbridge, c/o Phoenix Advisors, LLC, 53 River Street, Suite 1, Milford, Connecticut 06460.

Electronic Proposals Bidding Procedure. Electronic bids for the purchase of the Bonds and/or Notes must be submitted on Thursday, July 10, 2014 through the facilities of **PARITY**® until:

11:00 A.M. (E.D.T.) Bonds

11:30 A.M. (E.D.T.) Lot A (Tax Exempt Notes)

12:00 Noon (E.D.T.) Lot B (Taxable Notes)

Any prospective bidder must be a subscriber of i-Deal's BiDCOMP competitive bidding system. Further information about **PARITY**®, including any fee charged, may be obtained from **PARITY**®, c/o i-Deal LLC, 1359 Broadway, 2nd Floor New York, New York 10018, Attention: Customer Support (telephone: (212) 849-5021 - email notice: parity@i-deal.com). The Issuer neither will confirm any subscription nor be responsible for any failure of a prospective bidder to subscribe.

Once an electronic bid made through the facilities of **PARITY**® is communicated to the Issuer, it shall constitute an irrevocable offer, in response to this Notice, and shall be binding upon the bidder as if made by the signed, sealed bid delivered to the Issuer. By submitting a bid for the Bonds and/or Notes via **PARITY**®, the bidder represents and warrants to the Issuer that such bidder's bid for the purchase of the Bonds and/or Notes is submitted for and on behalf of such prospective bidder by an officer or agent who is duly authorized to bind the prospective bidder by an irrevocable offer and that acceptance of such bid by the Issuer will bind the bidder by a legal, valid and enforceable contract, for the purchase of the Bonds and/or Notes on the terms described in this Notice. **The Issuer shall not be responsible for any malfunction or mistake made by, or as a result of the use of the facilities of **PARITY**®, or the inaccuracies of any information, including bid information or worksheets supplied by **PARITY**®, the use of **PARITY**® facilities being the sole risk of the prospective bidder. Each Bidder is solely responsible for knowing the terms of the sale as set forth herein.**

Disclaimer. Each of **PARITY**[®] prospective electronic bidders shall be solely responsible to make necessary arrangements to access **PARITY**[®] for the purpose of submitting its bid in a timely manner and in compliance with the requirements of this Notice. Neither the Issuer nor **PARITY**[®] shall have any duty or obligation to undertake such arrangements to bid for any prospective bidder or to provide or assure such access to any prospective bidder, and neither the Issuer or **PARITY**[®] shall be responsible for a bidder's failure to make a bid or for the proper operation of, or have any liability for any delays or interruptions of, or any damages caused by, **PARITY**[®]. The Issuer is using **PARITY**[®] as a communication mechanism, and not as the Issuer's agent, to conduct the electronic bidding for the Bonds and/or Notes. The Issuer is not bound by any advice and determination of **PARITY**[®] to the effect that any particular bid complies with the terms of this Notice and in particular the bid requirements herein set forth. All cost and expenses incurred by prospective bidders in connection with their subscription to, arrangements with and submission of bids via **PARITY**[®] are the sole responsibility of the bidders; and the Issuer is not responsible directly or indirectly, for any of such costs or expenses. If the prospective bidder encounters any difficulty in arranging to bid or submitting, modifying or withdrawing a bid for the Bonds and/or Notes, the prospective bidder should telephone **PARITY**[®] at (212) 849-5021. If any provision of this Notice shall conflict with information provided by **PARITY**[®], this Notice shall control.

For the purpose of the electronic bidding process, the time maintained on **PARITY**[®] shall constitute the official time.

Award

The Bonds and Notes will be awarded or all bids will be rejected promptly after each respective bid opening and not later than 4:00 P.M. (Hartford time) on July 10, 2014. The right is reserved to reject any and all proposals and to waive any irregularity or informality with respect to any proposal.

Legal Opinion

The legality of the issues will be passed upon by Joseph Fasi LLC, Bond Counsel, of Hartford, Connecticut, and the winning bidders will be furnished with their opinion without charge.

The Bonds and Notes will be general obligations of the Issuer payable, unless paid from other sources, from ad valorem taxes which may be levied on all taxable property subject to taxation by the Issuer without limit as to rate or amount except as to classified property such as certified forest land taxable at a limited rate and dwelling houses of qualified elderly persons of low income or of qualified disabled persons taxable at limited amounts. There was, however, no such certified forest land on the last completed grand list of the Issuer and under existing statutes the State of Connecticut is obligated to pay to the Issuer the amount of tax revenue which the Issuer would have received except for the limitation upon its power to tax such dwelling houses.

The legal opinion will further state that, under existing statutes and court decisions interest on the **Bonds** and the **tax exempt** Notes of **Lot A** (i) is not included in the gross income

of the owners thereof for purposes of Federal income taxation pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"), and (ii) is not treated as a preference item for purposes of computing the Federal alternative minimum tax; such interest is, however, includable in the adjusted current earnings of a corporation (as defined for federal income tax purposes) for purposes of computing the Federal alternative minimum tax imposed on corporations under the Code.

Under existing statutes, the interest on the **Bonds** and the **Lot A** Notes is **excluded** from Connecticut taxable income for purposes of the Connecticut income tax on individuals, trusts and estates, and is excluded from amounts on which the net Connecticut minimum tax is based in the case of individuals, trusts and estates required to pay Federal alternative minimum tax.

In rendering the legal opinion, Joseph Fasi LLC will rely upon and assume the material accuracy of the representations and statements of expectation contained in the Tax Regulatory Agreement entered into by the Issuer for the benefit of the owners of the Bonds and **Lot A** Notes, and further, will assume continuing compliance by the Issuer with the covenants and procedures set forth in such Tax Regulatory Agreement. A copy of the opinion will be printed upon each of the Bonds, and a signed opinion and transcript of proceedings will be filed with U.S. Bank National Association, in Hartford, Connecticut, and will be available for examination upon request.

The legal opinion with respect to the **taxable** Notes of **Lot B** will further state that, (i) under existing statutes and court decisions, interest on the taxable Notes is **included** in the gross income of the owners thereof for purposes of Federal income taxation pursuant to the Internal Revenue Code of 1986, as amended, (ii) under existing statutes, interest on the taxable Notes is **excluded** from Connecticut taxable income for purposes of the Connecticut income tax on individuals, trusts, and estates, and (iii) such interest is excluded from amounts on which the net Connecticut minimum tax is based in the case of individuals, trusts, and estates required to pay the Federal alternative minimum tax.

Reoffering Certification

IT SHALL BE THE RESPONSIBILITY OF THE WINNING BIDDER TO CERTIFY TO THE ISSUER BEFORE DELIVERY OF THE BONDS AND IN A MANNER SATISFACTORY TO BOND COUNSEL THE PRICES AT WHICH A SUBSTANTIAL AMOUNT OF THE BONDS OF EACH MATURITY WERE INITIALLY OFFERED AND SOLD TO THE PUBLIC.

Documentation to Winning Bidders

The winning bidders will also be furnished with a signature and no litigation certificate, a receipt of payment satisfactory in form to said firm, a confirmed copy of the Official Statement prepared for this sale, a certificate signed by the appropriate officials of the Issue relating to the accuracy and completeness of information contained in the Official Statement, and an executed continuing disclosure agreement.

Certifying/Paying Agent

The Bonds and Notes will be certified by U.S. Bank National Association.

Bank Qualification

The Bonds and Notes **shall NOT** be designated by the Issuer as qualified tax exempt obligations under the provisions of Section 265(b) of the Code for purposes of the deduction by financial institutions for interest expense allocable to the Bonds.

Delivery and Payment

The Bonds and Notes will be delivered to DTC or its Agent via "Fast" on or about July 24, 2014. The deposit of the Bonds and Notes with DTC under a book-entry system requires the assignment of CUSIP numbers prior to delivery. It shall be the responsibility of the winning bidder to obtain CUSIP numbers for the Bonds and Notes prior to delivery, and the Issuer will not be responsible for any delay occasioned by the inability to deposit the Bonds and Notes with DTC due to the failure of the winning bidder to obtain such numbers and to supply them to the Issuer in a timely manner. The Issuer assumes no responsibility for any CUSIP Service Bureau charge or other charge that may be imposed for the assignment of such numbers, which charges shall be the responsibility of and shall be paid for the purchaser.

Deemed Final; Pricing Information

The Official Statement is in a form "deemed final" by the Issuer for purposes of SEC Rule 15c2-12(b)(1), but is subject to revision or amendment. The Issuer will provide to the winning bidder for the Bonds 75 copies, and 10 copies to each winning bidder of the Notes, of the Official Statement prepared at the Issuer's expense and delivered not later than seven business days after the bid opening. Additional copies may be obtained by the winning bidder at its own expense by arrangement with the printer. If the Issuer's financial advisor is provided with the necessary information from the winning bidder by noon of the day after the bid opening, the copies of the Official Statement will include an additional cover page and other pages, if necessary, indicating the interest rates, rating, yields or reoffering prices, the name of the managing underwriter, and the name of the insurer, if any, of the Bonds.

Continuing Disclosure

The Issuer will undertake in a Continuing Disclosure Agreement entered into in accordance with the requirements of Rule 15c2-12(b)(5), promulgated by the Securities and Exchange Commission, to provide (i) certain annual financial information and operating data, including audited financial statements; (ii) timely notice of the occurrence of certain material events with respect to the Bonds; and (iii) timely notice of its failure to provide such annual financial information. The winning bidder's obligation to purchase the Bonds shall be conditioned upon its receiving, at or prior to the delivery of the Bonds, an executed copy of the Continuing Disclosure Agreement for the Bonds.

More Information

For more information regarding this issue and the Issuer, reference is made to the Official Statement. Bid forms and copies of the Official Statement dated July 2, 2014, may be obtained from Matthew A. Spoerndle, Managing Director, Phoenix Advisors, LLC, 53 River Street, Suite 1, Milford, Connecticut 06460, (203) 878-4945.

Ellen Scalettar
First Selectman

Harriet Cooper
Treasurer

Anthony F. Genovese
Administrative Officer and Director of Finance

July 2, 2014

(See attached for forms of Proposal for Purchase)

PROPOSAL FOR BONDS
ONLY Electronic Bids via **PARITY**® Accepted

July 10, 2014

Ellen Scalettar, First Selectman
Harriet Cooper, Treasurer
Town of Woodbridge
c/o Phoenix Advisors, LLC
53 River Street, Suite 1
Milford, Connecticut 06460

Ladies:

Subject to the provisions of the Notice of Sale dated July 2, 2014, which Notice is made a part of this proposal, we offer to purchase all \$4,750,000 bonds of the Town of Woodbridge, Connecticut comprising the issue described in said notice and to pay therefor par and accrued interest to date of delivery, plus a premium of \$_____, provided that the bonds maturing in the several years set forth below shall bear interest from their date until maturity at the respective rates per annum stated in the following table:

Year of Maturity	Principal Amount	Interest Rate	Year of Maturity	Principal Amount	Interest Rate
2015	\$165,000	_____ %	2025	\$240,000	_____ %
2016	\$240,000	_____ %	2026	\$240,000	_____ %
2017	\$240,000	_____ %	2027	\$240,000	_____ %
2018	\$240,000	_____ %	2028	\$240,000	_____ %
2019	\$240,000	_____ %	2029	\$240,000	_____ %
2020	\$240,000	_____ %	2030	\$245,000	_____ %
2021	\$240,000	_____ %	2031	\$245,000	_____ %
2022	\$240,000	_____ %	2032	\$245,000	_____ %
2023	\$240,000	_____ %	2033	\$245,000	_____ %
2024	\$240,000	_____ %	2034	\$245,000	_____ %

(Name of Bidder)

(Mailing Address)

(Telephone Number)

(Authorized Signature)

(Facsimile Number)

The following is our computation of the interest cost, made as provided in the above-mentioned Notice of Sale, but not constituting any part of the foregoing proposal, for the purchase of \$4,750,000 bonds under the foregoing proposal:

Gross Interest	\$ _____
Less Premium Bid Over Par	\$ _____
Net Interest Cost	\$ _____
Percent True Interest Cost	_____ %
	(Four Decimals)

PROPOSAL FOR NOTES

LOT A

\$9,895,000 **TAX EXEMPT** BOND ANTICIPATION NOTES

Sealed Proposals or Electronic Bids via **PARITY**[®] Accepted

July 10, 2014

Ellen Scalettar, First Selectman
Harriet Cooper, Treasurer
Town of Woodbridge
c/o Phoenix Advisors, LLC
53 River Street, Suite 1
Milford, Connecticut 06460

Ladies:

Subject to the provisions of the Notice of Sale dated July 2, 2014, which Notice is made a part of this proposal, we offer to purchase the indicated principal amount of \$9,895,000 of Town of Woodbridge, Connecticut General Obligation Bond Anticipation Notes and to pay therefor par and accrued interest, if any, to the date of delivery, and pay the premium specified below, if any (and we provide our computations of net interest cost carried to four decimals and made as provided in the above-mentioned Notice of Sale, but not constituting any part of the foregoing proposal) as follows:

Principal amount _____ %

Stated interest rate _____ Percent Net Interest Cost

Premium _____ (Four Decimals)

Principal amount _____ %

Stated interest rate _____ Percent Net Interest Cost

Premium _____ (Four Decimals)

Principal amount _____ %

Stated interest rate _____ Percent Net Interest Cost

Premium _____ (Four Decimals)

Principal amount _____ %

Stated interest rate _____ Percent Net Interest Cost

Premium _____ (Four Decimals)

The undersigned hereby agrees to accept delivery of and make payment for the indicated principal amount of Notes in Federal Funds on the date of the Notes or as soon thereafter (but no later than 30 days thereafter) as such Notes may be prepared and ready for delivery by the Issuer.

(Name of Bidder)

(Mailing Address)

(Telephone Number)

(Authorized Signature)

(Facsimile Number)

PROPOSAL FOR NOTES

LOT B

\$5,950,000 TAXABLE BOND ANTICIPATION NOTES

Sealed Proposals or Electronic Bids via **PARITY**® Accepted

July 10, 2014

Ellen Scalettar, First Selectman
Harriet Cooper, Treasurer
Town of Woodbridge
c/o Phoenix Advisors, LLC
53 River Street, Suite 1
Milford, Connecticut 06460

Ladies:

Subject to the provisions of the Notice of Sale dated July 2, 2014, which Notice is made a part of this proposal, we offer to purchase the indicated principal amount of \$5,950,000 of Town of Woodbridge, Connecticut General Obligation Bond Anticipation Notes and to pay therefor par and accrued interest, if any, to the date of delivery, and pay the premium specified below, if any (and we provide our computations of net interest cost carried to four decimals and made as provided in the above-mentioned Notice of Sale, but not constituting any part of the foregoing proposal) as follows:

Principal amount	_____	_____ %
Stated interest rate	_____	Percent Net Interest Cost
Premium	_____	(Four Decimals)

Principal amount	_____	_____ %
Stated interest rate	_____	Percent Net Interest Cost
Premium	_____	(Four Decimals)

Principal amount	_____	_____ %
Stated interest rate	_____	Percent Net Interest Cost
Premium	_____	(Four Decimals)

Principal amount	_____	_____ %
Stated interest rate	_____	Percent Net Interest Cost
Premium	_____	(Four Decimals)

The undersigned hereby agrees to accept delivery of and make payment for the indicated principal amount of Notes in Federal Funds on the date of the Notes or as soon thereafter (but no later than 30 days thereafter) as such Notes may be prepared and ready for delivery by the Issuer.

(Name of Bidder)

(Mailing Address)

(Telephone Number)

(Authorized Signature)

(Facsimile Number)

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