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CITY OF DANBURY

155 DEER HILL AVENUE
DANBURY, CONNECTICUT 06810

ENGINEERING DEPARTMENT
(203) 797-4641
FAX (203) 796-1586

WILLIAM J. BUCKLEY, JR., P.E.
DIRECTOR OF PUBLIC WORKS / CITY ENGINEER

October 20, 2004

Honorable Mark D. Boughton
Common Council
City of Danbury
155 Deer Hill Avenue
Danbury, CT 06810

Dear Mayor Boughton and Common Council Members:

Infrastructure Development Project
Boehringer-Ingelheim Campus Expansion

Enclosed please find a copy of the September 21, 2004 letter sent to Mayor Mark D. Boughton by State of Connecticut Department of Economic and Community Development (DECD) Commissioner James F. Abromaitis.

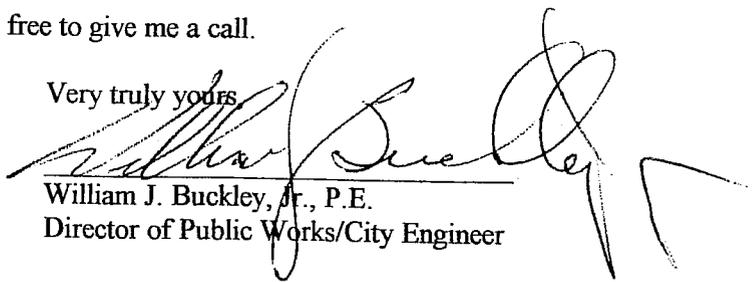
The DECD will make available to the City of Danbury a grant in an amount not to exceed \$3,000,000.00 for roadway and public infrastructure improvements in the vicinity of the Boehringer Ingelheim campus. The majority of the improvements will take place within the City of Danbury, with some improvements being made within the Town of Ridgefield. The City of Danbury is to take the lead with respect to acquiring the grant and having the infrastructure improvements made. All "local share" cost requirements will be met by Boehringer Ingelheim. There will be no cost to the City of Danbury or Town of Ridgefield for any of the proposed improvements.

Enclosed please find copies of the draft application which has been filled out by our office and of the DECD Pre-Application Instructions.

We request that the Common Council authorize Mayor Mark D. Boughton to apply for and execute this Economic Development and Manufacturer's Assistance Act of 1990 grant.

If you have any questions, please feel free to give me a call.

Very truly yours,



William J. Buckley, Jr., P.E.
Director of Public Works/City Engineer

Encl.

C: Dena R. Diorio, with encl.
James Bellano, with encl.
Eric L. Gottschalk, with encl.
Charles Fisher, P.E., with encl.



RESOLUTION

CITY OF DANBURY, STATE OF CONNECTICUT

_____ A. D., 200_

RESOLVED by the Common Council of the City of Danbury:

WHEREAS, the State of Connecticut acting through its Connecticut Department of Economic and Community Development ("DECD"), has made grant funds available pursuant to the provisions of the Economic Development and Manufacturer's Assistance Act of 1990, for the purposes of supporting business and encouraging the retention and creation of jobs in Connecticut; and

WHEREAS, the proposed expansion of the Boehringer-Ingelheim Pharmaceutical Corporation campus is expected to create and retain 2350 full-time jobs for Connecticut and the region; and

WHEREAS, the DECD is interested in supporting an Infrastructure Development Project designed to further the expansion of the Boehringer-Ingelheim Pharmaceutical Corporation campus in Danbury and Ridgefield; and

WHEREAS, the proposed Infrastructure Development Project, to be supported by a DECD grant in an amount not to exceed Three Million Dollars (\$3,000,000), will include planning, design and construction of critical roadway and related public infrastructure improvements in the vicinity of the Boehringer-Ingelheim campus in both Danbury and Ridgefield; and

WHEREAS, all local share requirements will be met by Boehringer-Ingelheim.

NOW, THEREFORE BE IT RESOLVED THAT Mark D. Boughton, Mayor of the City of Danbury, be and hereby is authorized to make application for and accept said grant, and that Mayor Boughton is further authorized to execute any necessary contracts and take such other and necessary actions to effectuate the purposes hereof.



James F. Abromaitis
Commissioner

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ENGINEERING DEPT.



State of Connecticut
Department of Economic and
Community Development

September 21, 2004

The Honorable Mark D. Boughton
Mayor
City of Danbury
155 Deer Hill Ave
Danbury, CT 06810

Re: Boehringer-Ingelheim Campus Expansion, Infrastructure Development Project

Dear Mayor Boughton:

The Department of Economic and Community Development ("DECD"), on behalf of the State of Connecticut, is pleased to provide this letter of interest in support of the Infrastructure Development Project to support the expansion of the Boehringer-Ingelheim Pharmaceutical Corporation campus expansion in Danbury and Ridgefield, Connecticut.

Consistent with Governor Rell's commitment to support business and encourage the retention and creation of jobs for the Connecticut economy, we are pleased to have this opportunity to work with you on a project that will create and retain 2350 full-time jobs for Connecticut and the region. The Infrastructure Development Project will be coordinated with the Town of Ridgefield, and will include planning, design and construction of the critical roadway and public infrastructure improvements necessary to support the expansion of the Boehringer-Ingelheim campus.

In consideration of the City's Pre-Application, financial assistance may include, but is not limited to, the following:

DECD Financing:

Direct financial support from DECD will be in the form of a grant.

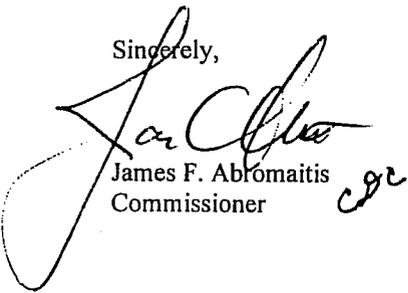
- The grant will be provided from the Economic Development and Manufacturer's Assistance Act of 1990 ("MAA"), and shall not exceed \$3,000,000.
- The local match for the MAA grant shall be derived from Boehringer-Ingelheim's Corporate Center Building Renovation project currently underway on its campus. This project, with a contract value of \$7,288,830, exceeds the \$3,000,000 local matching requirements for MAA. The Boehringer-Ingelheim investment will be reviewed and approved by DECD prior to DECD's issuance of the Financial Assistance Proposal to the City for the Grant funding.

Our proposed financial assistance is subject to due diligence, State Bond Commission approval, availability of funding and the City's acceptance of all terms and conditions deemed necessary by DECD and the Attorney General.

This letter of interest is not an attempt to define all terms and conditions that may be included in the final documentation. This letter serves to outline certain basic provisions from which a final agreement with a detailed listing of Terms and Conditions can be structured. Any and all documents must be mutually acceptable.

If this letter of interest is acceptable to the City, please reply in writing and return Attachment A within 30 days of receipt of this letter, addressed to the attention of the Development Manager, at the address shown. If you have any questions, feel free to contact Peter Simmons at (860) 270-8149.

Sincerely,


James F. Abromaitis
Commissioner

cc: Rudolph Marconi, First Selectman, Town of Ridgefield
William Buckley, City of Danbury, Engineering and Public Works Department
Charles Fisher, Town of Ridgefield Engineer
Peter Simmons, DECD -- OIRE
Kevin Crowley, DECD

September 21, 2004

ATTACHMENT A

Financial assistance from the Department of Economic & Community Development is subject, but not limited, to the following:

1. A completed application package to include all financial and project information required.
2. Agreement from the Company to accept responsibility for the payment of all necessary and appropriate fees associated with this transaction, whether or not a closing takes place. Such costs may include reasonable attorney fees, appraisal costs, and other possible fees and costs related to this including the closing costs associated with securing the State Financial Assistance
3. Financial assistance is subject to the due diligence of the DECD and State Bond Commission approval, availability of funding and the Company's acceptance of all terms and conditions deemed necessary by DECD and the Attorney General.

DECD anticipates that the City of Danbury, Town of Ridgefield and Boehringer-Ingelheim will review and prioritize the roadway and infrastructure improvements necessary to support the campus expansion prior to commencement of construction.

Please initial below to indicate that you have been informed of these conditions and return with your written acceptance of this letter of interest.

Initials: _____ Date: