

Adopted October 29, 2009

Northbrook Tax District

Monroe, Connecticut

TAX DISTRICT BYLAWS

Preamble

These Bylaws provide for the management of the Northbrook Tax District (the “Tax District”) and implement the provisions of applicable statutes of the State of Connecticut as the same may be amended from time to time. In the event of a conflict with such provisions, the provisions of the applicable statutes shall govern.

Article 1. Place of Annual and Special Meetings of Voters. All meetings of the voters of the Tax District shall be held within the Tax District or the Town of Monroe at the place designated in the notice of meeting.

Article 2. Annual Meeting of Voters. The annual meeting of the voters for the election of Tax District officers and directors and the transaction of other business as may properly come before such annual meeting shall be held on the third Tuesday in the month of May or on such other day, and at the time and place, designated by the directors in the notice of meeting.

Article 3. Special Meeting of Voters. Special meetings of the Tax District may be called on the application of ten percent of the total number of persons qualified to vote in the meetings of the Tax District or twenty of the voters of such district, whichever is less, or by the president of the Tax District or any three directors upon giving notice as hereinafter provided. Any special meeting called on the application of the voters shall be held within twenty-one days after receiving such application.

Article 4. Notice of Annual and Special Meeting of Voters. Notice of the holding of the annual meeting and all special meetings of the Tax District shall be given by publication of a notice of such meetings in a newspaper having a general circulation in the Tax District at least ten days before the day of such meetings, signed by the president or any three directors, which notice shall designate the time and place of such meetings and the business to be transacted thereat.

Article 5. Quorum. Not fewer than fifteen voters of the Tax District shall constitute a quorum for the transaction of business at any meeting of the Tax District; and if fifteen voters are not present at such meeting, the president of the Tax District or, in his absence, the vice president may adjourn such meeting from time to time, until at least fifteen voters are present.

Article 6. Legal Voters of the Tax District. Unless restricted by the provisions of any general or special act, the following individuals may vote at any meeting of the Tax District: (i) any person residing within the territorial limits of the Tax District who is

an elector of the Town of Monroe, or (ii) any citizen of the age of eighteen years or more who, jointly or severally, is liable to the Tax District for taxes assessed against him or her on an assessment of not less than one thousand dollars on the last-completed grand list of the Tax District, or who would be so liable if not entitled to an exemption under subdivision (17), (19), (22), (23), (25) or (26) of Connecticut General Statutes Section 12-81. Upon the request of the secretary of the Tax District, the registrar of voters and the assessor of the Town of Monroe shall provide a list of voters of the Tax District.

Article 7. Adjournment of Meetings. All meetings of the Tax District at which a quorum is present may be adjourned from time to time by a vote of a majority of the voters voting on the question.

Article 8. Number and Term of Officers and Directors. At the organizational meeting of the Tax District, the voters shall elect from their number a president, vice president, five directors, a secretary and a treasurer to serve until the first annual meeting for the election of officers, and thereafter such officers shall be elected annually. Only individuals who are officers or directors of Northbrook Condominium Association at the time of the Tax District's annual meeting shall be eligible for election as officers and directors of the Tax District. All the officers of the Tax District, except the treasurer, shall be members of the board of directors of the Tax District (the "Board of Directors"), and the treasurer may be a director. Notwithstanding any provision of these Bylaws to the contrary, the Tax District may, at its annual meeting or at a special meeting called in accordance with the provisions of these Bylaws, (i) increase the membership of the Board

of Directors to nine members, three of whom may be elected each year to three-year terms, and in such case require the officers of the district to be chosen from among the members of the Board of Directors, or (ii) provide for one member of the Board of Directors to serve as both secretary and treasurer of the Tax District.

Article 9. Power of Directors. The Board of Directors may adopt such rules and regulations for the conduct of its meetings, the exercise of its powers and the management of the affairs of the Tax District as it may deem proper, not inconsistent with the laws of the State of Connecticut or these Bylaws, including the power of the Board of Directors to pledge the credit of the Tax District for any money borrowed for the construction of any public works authorized by sections 7-324 through 7-329 of the Connecticut General Statutes.

Article 10. Meetings of Directors. The regular meetings of the Board of Directors shall be scheduled each year such that the secretary of the Tax District may, at least 30 days before the first meeting and no later than January 31st of each year, file a schedule of the date, time and place of each such meeting for the ensuing year with the Connecticut Secretary of State's Office. Moreover, the agenda of the regular meetings of the Board of Directors shall be available to the public and shall be filed, not less than twenty-four hours before the meetings to which they refer, in the office of the Tax District and with the secretary of the Tax District. All meetings of the Board of Directors, except Executive Sessions, as defined in Section 1-200(6) of the Connecticut General Statutes, shall be open to the public and the business considered shall conform to

a previously noticed agenda. Upon the affirmative vote of two-thirds of the members of the Board of Directors present and voting, any subsequent business not included in such previously noticed agenda may be considered and acted upon at such meetings. Lastly, the votes of each member of the Board of Directors upon any issue before the Board of Directors shall be reduced to writing and made available for public inspection within forty-eight hours, and shall also be recorded in the minutes of the session at which taken, which minutes shall be available for public inspection within seven days of the session to which they refer.

Article 11. Special Meetings of Directors. The president of the Tax District may, and at the written request of any three directors shall, call a special meeting of the Board of Directors. Notice of such meeting, consisting of the place, date and time of meeting, and an agenda, which must include all items of business contained in the written request for such a meeting, must be posted in the Tax District's office at least twenty-four hours before the meeting and must be mailed five days before the meeting, or personally given two days before the meeting, to each director. Business considered at such meeting shall be limited to that described in the notice.

Article 12. Waiver of Notice Requirements. The notice requirements for meetings of the Board of Directors may be waived as to any director who (i) at or prior to the time the meeting convenes, files with the secretary of the Tax District a written waiver of delivery of such notice, or (ii) is actually present at the meeting at the time it convenes.

Article 13. Quorum. A majority of the directors of the Tax District shall constitute a quorum at any meeting of the Board of Directors, and the vote of a majority of a quorum of directors shall constitute the act of the Board of Directors.

Article 14. Directors' Committees. The Board of Directors may, by resolution adopted by a majority of the entire Board of Directors, designate from its members an executive committee or other committee(s), each consisting of two or more members of the Board of Directors, with such powers and authority (to the extent permitted by law) as may be provided in said resolution. In addition, the President of the Tax District shall be a member of all such committees of the Tax District.

Article 15. Adjournment of Directors' Meetings. All meetings of the Board of Directors where a quorum is present may be adjourned from time to time by a vote of a majority of the Directors voting on the question. A copy of the order or notice of adjournment shall be conspicuously posted on or near the door of the place where the meeting was held within twenty-four hours after the time of the adjournment.

Article 16. Limits on Powers and Requirements Placed on Directors. The Board of Directors shall keep a record of all notes, bonds certificates of indebtedness issued, disposed of or pledged by the Tax District. No contract or obligation which involves an expenditure in the amount of (i) ten thousand dollars or more if the grand list of the Tax District is less than or equal to twenty million dollars, or (ii) twenty thousand

dollars if the grand list of the Tax District is greater than twenty million dollars, in any one year shall be made by the Board of Directors, unless the same is specially authorized by a vote of the Tax District.

Article 17. Vacancies of Directors. Vacancies occurring in the membership of the Board of Directors shall be filled by a majority vote of the remaining directors, though less than a quorum may exist, until the next annual meeting of the Tax District.

Article 18. Number of Officers. The voters of the Tax District shall annually elect four Tax District officers at the annual meeting of the Tax District to hold the offices of president, vice president, secretary and treasurer.

Article 19. Powers and Duties of Officers

Section 1. The President. The president of the district shall be the chief executive officer thereof and shall be a member of the Board of Directors. He shall preside at all meetings of the voters of the Tax District and at all meetings where he presides, he shall vote to dissolve a tie when necessary. The president shall designate the duties devolving upon each of the five directors, shall approve all bills for payment by the treasurer and shall be, ex officio, a member of all committees and boards of the district.

Section 2. The Vice President. The vice president shall be a member of the Board of Directors, and shall have all the authority, power and duties of the president whenever the president vacates his office, is absent or from any cause is unable to perform his duties.

Section 3. The Secretary. The secretary shall be a member of the Board of Directors, shall keep a record of the minutes of all meetings of the voters of the Tax District and of the Board of Directors and shall keep at all times a list of the voters of the Tax District.

Section 4. The Treasurer. The treasurer shall not be a member of the Board of Directors by virtue of being elected to the office of treasurer. However, nothing in these Bylaws shall preclude a person elected to the office of treasurer from also serving as a member of the Board of Directors. The treasurer shall have charge of the collection and payment of all moneys of the Tax District, under such rules and regulations as shall be prescribed by the Board of Directors, and shall prepare the annual budget, which shall be reviewed by the Board of Directors and transmitted with the Board's comments and recommendations to the annual budget meeting of the Tax District for adoption.

Article 20. Purposes of the Tax District. The purposes to be accomplished by the formation of the Tax District shall be to light streets, to plant and care for shade and ornamental trees and perform other landscaping tasks, to construct and maintain roads, sidewalks, crosswalks, drains and sewers or septic systems, to acquire, construct and maintain recreational facilities, and to collect garbage and all other refuse matter in any portion of such district and provide for the disposal of such matter. The Tax District may contract with a town, city, borough or other district for carrying out any of the purposes for which the Tax District was established.

Article 21. Powers of the Tax District. The Tax District may adopt ordinances, with penalties to secure their enforcement, for the purpose of regulating the carrying out of the provisions of sections 7-324 to 7-329, inclusive, of the Connecticut General Statutes, and defining the duties of its officers and the manner in which their duties shall be carried out. Such ordinances may be enacted by the Board of Directors and once enacted shall become effective thirty days after publication thereof in a newspaper having a general circulation within the Tax District; provided, however, upon a petition of not less than fifteen percent of the voters of the Tax District filed with the secretary of the Tax District, within thirty days after the publication of such ordinance, asking that the same be submitted to the voters of the Tax District, it shall be so submitted and shall not become effective unless a majority of the voters voting at such meeting vote in favor thereof. Furthermore, any ordinance enacted by the voters of the Tax District shall become effective fifteen days after publication thereof in a newspaper having a general circulation within the Tax District.

Article 22. Fiscal Year of the Tax District. The fiscal year of the Tax District shall begin on July first and shall end the following June thirtieth. Annually, not less than thirty days prior to the beginning of the fiscal year, there shall be a meeting of the voters of the Tax District for the purpose of adopting the annual budget, laying the tax and fixing the tax rate.

Article 23. The Budget. The treasurer shall prepare the annual budget, which shall be reviewed by the Board of Directors and transmitted with the Board's comments and recommendations to the annual budget meeting of the Tax District for adoption.

Section 1. The Expense Budget. The annual budget to be submitted to the annual budget meeting of the Tax District shall include an estimate of the expenses which the directors consider must necessarily and properly be incurred during the next fiscal year in performing the purposes of the Tax District, classifying such expenses in such manner as is reasonably necessary to indicate their nature and purpose, together with a statement of the assessed value of all the real property located in the Tax District based upon the assessment list of the Town of Monroe last before completed and an estimate of all expected miscellaneous receipts from sources, if any, other than taxes on real property. Such proposed budget shall include provision for debt service and amortization of debt, if any, and shall include provision for any capital expenditure to be charged currently to such year's operations.

Section 2. The Capital Budget. The annual budget to be submitted to the annual budget meeting may also include a proposed capital budget for the ensuing fiscal year. Such budget shall show all capital projects in appropriate detail, which in the judgment of the directors, must or should be appropriately undertaken during said year, together with an estimate of the cost thereof and recommendations as to the proposed method of financing. If any project specially benefits any particular property or properties within the Tax District, such recommendations shall show the proportion of the cost thereof that should be assessed against said property or properties and the balance to be paid from the general funds of the Tax District.

Article 24. The Annual Budget Meeting. The Tax District shall hold its annual budget meeting during the month of May. The voters of the Tax District shall adopt the annual budget, lay the tax and fix the tax rate at the annual budget meeting.

Article 25. Voters Approval of Annual Budget. Upon obtaining the affirmative vote of a majority of the voters of the Tax District present at the annual budget meeting, the proposed annual budget shall be approved and adopted by the Tax District. Approval of the budget shall constitute special authorization to contract and incur obligations for the services and items contained therein.

Article 26. Levy and Collection of Taxes. The territorial limits of the Tax District shall constitute a separate taxing district, and the assessor of the Town of Monroe shall separate the property within the Tax District from the other property in the Town of Monroe and the secretary of the Tax District shall obtain a copy of the grand list of all property in the Tax District from the assessor of the Town of Monroe after it has been completed by the board of assessment appeals of the Town of Monroe.

Article 27. Duties of Officers and Directors Regarding the Levy and Collection of Taxes. After the assessor of the Town of Monroe furnishes the secretary of the Tax District with a copy of the list of property within the Tax District that has been completed by the board of assessment appeals of the Town of Monroe, and after the tax rate has been fixed at the annual meeting, the secretary of the Tax District shall prepare a

rate bill, apportioning to each owner of property his/her proportionate share of the taxes, which rate bill, when prepared, shall be delivered to the treasurer; and the Tax District and the treasurer thereof shall have the same powers as towns and collectors of taxes to collect and enforce payment of such taxes, and such taxes when laid shall be a lien upon the property in the same manner as town taxes, and such liens may be continued by certificates recorded in the land record office of the Town of Monroe, and foreclosed in the same manner as liens for town taxes. The assessor or board of assessment appeals shall promptly forward to the secretary of the Tax District any certificate of correction or notice of any other lawful change to the grand list of the Tax District. The secretary of the Tax District shall then, within ten days of receipt of any such certificate or notice, forward a copy thereof to the treasurer, and the assessment of the property for which such certificate or notice was issued and the rate bill related thereto shall be corrected accordingly. If the Tax District constructs any drain, sewer, septic, sidewalk, curb or gutter, such proportion of the cost thereof as the Tax District determines may be assessed by the Board of Directors, in the manner prescribed by the Tax District, upon the property specially benefited by such drain, sewer, sidewalk, curb or gutter, and the balance of such costs shall be paid from the general funds of the Tax District.

Article 28. Complete Termination of the Tax District. Whenever the officers of the Tax District vote to terminate its corporate existence and whenever a petition signed by ten percent of the total number of persons qualified to vote in the meeting of the Tax District or twenty of the voters of such district, whichever is less, applying for a special meeting to vote on the termination of the Tax District is received by the secretary,

the secretary shall call a special meeting of the voters residing within the Tax District, the notice of which shall be signed by the officers thereof, by advertising the same in the same manner as provided in Article 4 hereof. Not later than twenty-four hours before any such meeting, two hundred or more voters or ten percent of the total number of voters of the Tax District, whichever is less, may petition the secretary of the district, in writing, that a referendum on the question of whether the Tax District should be terminated be held. If, at such meeting, a two-thirds majority of the voters present vote to terminate the corporate existence of the Tax District, or, if a referendum is held, two-thirds of the voters casting votes in such referendum vote to terminate the corporate existence of the Tax District, the officers shall proceed to terminate the affairs of the Tax District. The Tax District shall pay all outstanding indebtedness and turn over the balance of the assets of the Tax District to the town of Monroe, if the legislative body of the Town of Monroe authorizes such action. The Tax District shall not be terminated under this Article 28 until all of its outstanding indebtedness is paid unless the legislative body of the Town of Monroe agrees in writing to assume such indebtedness. On completion of the duties of the officers of the Tax District, the secretary shall cause a certificate of the vote of such meeting to be recorded in the land records of the Town of Monroe and the secretary shall notify the Secretary of the Office of Policy and Management of the same.

Article 29. Amendments to Bylaws. These Bylaws may be altered or amended by the affirmative vote of two-thirds (2/3rd) of the Board of Directors and the affirmative vote of a majority of the voters of the Tax District, in each case at a duly called meeting the notice of which includes a proposition to amend these Bylaws.