



General Assembly

**Substitute Bill No. 5540**

February Session, 2012

\* \_\_\_\_\_ HB05540PD \_\_\_\_\_ 032612 \_\_\_\_\_ \*

**AN ACT TRANSFERRING CERTAIN POWERS OF THE BRISTOL RESOURCE RECOVERY FACILITY OPERATING COMMITTEE TO THE WEST CENTRAL CONNECTICUT SOLID WASTE AND RECYCLING BOARD.**

Be it enacted by the Senate and House of Representatives in General Assembly convened:

1 Section 1. Section 1 of special act 92-25, as amended by section 1 of  
2 special act 01-10, is amended to read as follows (*Effective July 1, 2014*):

3 As used in special act 92-25, as amended by [this act, and] special  
4 act 93-40, special act 01-10, section 67 of public act 04-2 of the May  
5 special session and this act, section 8 of [this act] special act 01-10, as  
6 amended by this act, and section 9 of this act:

7 (1) "Bonds" means bonds, notes or other obligations, including, but  
8 not limited to, refunding bonds.

9 (2) "Inter-community agreement" means the agreement dated as of  
10 August 1, 1985, by and among the towns and cities of Bristol and New  
11 Britain and the towns of Berlin, Burlington, Plainville, Plymouth,  
12 Southington and Washington, as such agreement has been amended to  
13 include the towns of Wolcott, Warren, Hartland, Branford, Seymour  
14 and Prospect and as such agreement may be further amended from  
15 time to time.

16 [(3) "Original bonds" means the seventy-three million five hundred

17 twenty thousand dollars face amount of Connecticut Development  
18 Authority Solid Waste and Electric Revenue Bonds, Ogden Martin  
19 Systems of Bristol, Inc. Project -1985 Series, issued September 18, 1985.

20 (4) "Original project agreements" means all agreements or contracts  
21 and amendments thereto entered into with respect to the issuance of  
22 the original bonds and the security therefor, including, but not limited  
23 to, the loan agreement, security agreement, service agreement, project  
24 agreement, inter-community agreement, reimbursement agreement  
25 and guarantee.]

26 [(5)] (3) "Project" means activities required to provide services to the  
27 municipalities of the [committee] board that may include, but are not  
28 limited to, (A) [the mass burn solid waste disposal, electric power  
29 generating and resource recovery facility in the city of Bristol, financed  
30 by the original bonds including any additions, renovations or other  
31 improvements thereto, (B)] any landfill project, or [(C)] (B) any solid  
32 waste disposal and resource recovery facility, including any electric  
33 power generating facility in connection therewith, or recycling facility,  
34 as defined in chapter 446d, or any plant, works, system or component  
35 of such a facility, equipment, machinery or other element of such a  
36 facility, or any part of such a facility, that the [committee] board or  
37 other person or entity designated by the [committee] board plans,  
38 designs, finances, constructs, manages, operates or maintains,  
39 including real estate and improvements thereto and the extension or  
40 provision of utilities and other appurtenant facilities deemed necessary  
41 by the [committee] board for the operation of the facility or a portion  
42 of the facility, including all property rights, easements and interests  
43 required and any additions, renovations or other improvements  
44 thereto.

45 [(6)] (4) "Refunding bonds" means bonds issued pursuant to [this  
46 act] special act 92-25, as amended by special act 93-40, special act 01-10,  
47 section 67 of public act 04-2 of the May special session and this act, to  
48 refinance the project and to finance related [cost] costs of such  
49 refinancing and to refinance any bonds issued by the [committee]

50 board.

51 [(7)] (5) "Committee" means the [resource recovery operating  
52 committee] Bristol Resource Recovery Facility Operating Committee,  
53 created pursuant to subsection (c) of section 22a-221 of the general  
54 statutes and the inter-community agreement.

55 [(8)] (6) "Landfill project" means activities required to provide  
56 landfill services to the municipalities of the [committee] board that  
57 include, but are not limited to, the planning, acquiring, constructing,  
58 closing or expanding the city of Bristol landfill; providing a new  
59 landfill or access to a new landfill in any location; the payment of  
60 engineering and consulting fees; site preparation; wetlands replication;  
61 storm water management; landfill capping; monitoring, acquisition or  
62 transfer of real property or interests therein; providing gas control  
63 mechanisms, equipment, landscaping and all necessary and  
64 appropriate appurtenances thereto or the financing of costs, including,  
65 but not limited to, legal, printing, administrative, financing and related  
66 costs or the [committee's] board's share of such costs pursuant to an  
67 agreement to provide, develop or operate a landfill and share costs  
68 with other entities in connection with the landfill project.

69 (7) "Board" means the interlocal advisory board known as the West  
70 Central Connecticut Solid Waste and Recycling Board created  
71 pursuant to the interlocal agreement, which shall also be considered a  
72 committee for the purposes of subsection (c) of section 22a-221 of the  
73 general statutes.

74 (8) "Interlocal agreement" means the agreement created under the  
75 provisions of sections 7-339a to 7-339l, inclusive, of the general  
76 statutes, and as amended from time to time, which establishes the  
77 board and which may be made between, without limitation, the cities  
78 of Bristol, Meriden and New Britain and the towns of Berlin, Branford,  
79 Burlington, Hartland, Morris, Plainville, Plymouth, Prospect, Seymour,  
80 Southington, Warren, Washington and Wolcott.

81 (9) "Participating municipality" means a municipality that is a party

82 to the interlocal agreement.

83 Sec. 2. Section 2 of special act 92-25, as amended by section 2 of  
84 special act 01-10, is amended to read as follows (*Effective July 1, 2014*):

85 (a) The [committee] board is authorized to issue (1) [refunding  
86 bonds to refinance all or any portion of the outstanding original bonds,  
87 (2)] bonds to finance a project, and [(3)] (2) refunding bonds. Such  
88 bonds may include the cost of issuance, debt service reserve, interest  
89 on the bonds for a period not to exceed five years, credit enhancement,  
90 call premium, fees and costs associated with any contract entered into  
91 by the [committee] board pursuant to this section and notice of  
92 redemption of the original or prior bonds, and in connection therewith  
93 to enter into forward purchase agreements and agreements to issue  
94 bonds at a future date. The [committee] board shall not issue any  
95 bonds in amounts which would cause the total amount of bonds  
96 issued by the [committee] board and outstanding at any time to exceed  
97 one hundred million dollars. Bonds shall not be considered  
98 outstanding to the extent they are payable from funds deposited in  
99 escrow in an amount sufficient, together with the investment earnings  
100 thereon which are to be retained in said escrow, to provide for the  
101 payment when due of the principal of and interest and any  
102 redemption premium on such bonds. The bonds shall not be  
103 indebtedness of the municipalities which are parties to the [inter-  
104 community] interlocal agreement, and no such municipality shall be  
105 obligated to pay such bonds, directly or indirectly, unless the  
106 municipality approves such obligation in accordance with the  
107 provisions of the [inter-community] interlocal agreement.  
108 Notwithstanding any provision in a participating municipality's  
109 charter or by-laws or in any other municipal document, the issuance  
110 and repayment of bonds and other indebtedness of the board shall be  
111 governed solely by the provisions of the interlocal agreement. If the  
112 legislative body of a participating municipality has validly approved  
113 the interlocal agreement and such interlocal agreement has become  
114 effective as provided therein, then the issuance and repayment of  
115 bonds and other indebtedness of the board shall not require approval

116 by the legislative body of a participating municipality or adoption by a  
117 referendum of the voters of such participating municipality.

118 (b) In connection with or incidental to the carrying of bonds or in  
119 connection with or incidental to the issuance of bonds, the [committee]  
120 board may enter into such contracts as it may determine to be  
121 necessary or appropriate to place the obligations of the [committee]  
122 board, as represented by the bonds, in whole or in part, on such  
123 interest rate or cash flow basis as the [committee] board may  
124 determine, including, but not limited to, interest rate swap agreements,  
125 insurance agreements, forward payment conversion agreements,  
126 futures contracts, contracts providing for payments based on levels of  
127 or changes in interest rates, or market indices, contracts to manage  
128 interest rate risk, including without limitation, interest rate floors or  
129 caps, options, puts, calls and similar arrangements. Such contracts  
130 shall contain such payment, security, default, remedy and other terms  
131 and conditions as the [committee] board may deem appropriate and  
132 shall be entered into with such party or parties as the [committee]  
133 board may select, after giving due consideration, where applicable, to  
134 the creditworthiness of the counter party or counter parties, including  
135 any rating by a nationally recognized rating agency, the impact on any  
136 rating of any outstanding bonds or any other criteria as the  
137 [committee] board may deem appropriate, provided the long-term  
138 obligations of the counter party is rated the same or higher than the  
139 underlying rating of the [committee] board on the applicable bonds by  
140 at least one nationally recognized rating agency. The [committee]  
141 board may pledge the collateral that secures the applicable bonds or  
142 notes to the [committee's] board's payment obligations under any  
143 agreement entered into pursuant to this section. As part of a contract  
144 between the [committee] board and the parties to any agreement  
145 entered into pursuant to this section, appropriation of all amounts  
146 necessary for the punctual payment of the obligations of the  
147 [committee] board under such agreement is hereby made and the  
148 [committee] board shall pay such amounts as the same become due.

149 (c) The [committee] board may obtain from a commercial bank or an

150 insurance company authorized to do business within or without this  
151 state a letter of credit, line of credit or other liquidity facility or credit  
152 facility for the purpose of providing funds for the payment in respect  
153 of bonds required by the holder thereof to be redeemed or repurchased  
154 prior to maturity or for providing additional security for such bonds.  
155 In connection therewith, the [committee] board may enter into  
156 reimbursement agreements, remarketing agreements, standby bond  
157 purchase agreements or any other necessary or appropriate  
158 agreements. The [committee] board may pledge the collateral that  
159 secures the applicable bonds for the [committee's] board's payment  
160 obligations under any agreement entered into pursuant to this section.  
161 As part of the contract between the [committee] board and the parties  
162 to any agreement entered into pursuant to this section, appropriation  
163 of all amounts necessary for the punctual payment of the obligations of  
164 the [committee] board under such agreement is hereby made and the  
165 [committee] board shall pay such amounts as the same become due.

166 (d) Any pledge of collateral made pursuant to this section shall be in  
167 effect until the obligation for which the pledge is made has been fully  
168 paid or terminated, or provision has been made for such payment. Any  
169 such pledge shall be valid and binding from the time when the pledge  
170 is made; moneys or rents so pledged and thereafter received by the  
171 [committee] board shall immediately be subject to the lien of such  
172 pledge without any physical delivery thereof or further act; and the  
173 lien of any such pledge shall be valid and binding as against parties  
174 having claims of any kind in tort, contract, or otherwise, against the  
175 [committee] board, irrespective of whether such parties have notice of  
176 such lien. Neither the resolution, trust indenture pledge or security  
177 agreement nor any other instrument by which a pledge is created need  
178 be recorded.

179 Sec. 3. Section 3 of special act 92-25, as amended by section 9 of  
180 special act 93-40, section 3 of special act 01-10 and section 67 of public  
181 act 04-2 of the May special session, is amended to read as follows  
182 (*Effective July 1, 2014*):

183       The principal of and interest on bonds issued by the [committee]  
184 board, and any agreement as set forth in section 2 of special act 92-25,  
185 as amended by [this act] special act 01-10 and this act, may be secured  
186 by a pledge of any revenues and receipts of the [committee] board  
187 derived from the project and may be additionally secured by the  
188 assignment of a lease of the project or by an assignment of the  
189 revenues and receipts derived by the [committee] board from any such  
190 lease. The payment of principal and interest on such bonds may be  
191 additionally secured by a pledge of any other property, revenues,  
192 moneys or funds available to the [committee] board for such purpose,  
193 including, without limitation, fees payable by the board's participating  
194 municipalities. The resolution authorizing the issuance of bonds and  
195 any such lease may contain or authorize agreements and provisions  
196 respecting (1) the establishment of reserves to secure such bonds, (2)  
197 the maintenance and insurance of the project covered thereby, (3) the  
198 fixing and collection of rents for any portion thereof leased by the  
199 [committee] board to others, (4) the creation and maintenance of  
200 special funds from such revenues, (5) the rights and remedies available  
201 in the event of default, (6) provision for a trust agreement by and  
202 between the [committee] board and a corporate trustee or trustees  
203 which may be any trust company or bank having the powers of a trust  
204 company within or without the state, which agreement may provide  
205 for the pledge or assigning of any assets or income from assets to  
206 which or in which the [committee] board has rights or interest, the  
207 vesting in such trustee or trustees of such property, rights, powers and  
208 duties in trust as the [committee] board may determine, which may  
209 include any or all of the rights, powers and duties of any trustee  
210 appointed by the holders of any bonds and limiting or abrogating the  
211 right of the holders of any bonds to appoint a trustee or limiting rights,  
212 powers and duties of such trustee, and may further provide for such  
213 other rights and remedies exercisable by the trustee as may be proper  
214 for the protection of the holders of any bonds and not otherwise in  
215 violation of law. Such trust agreement may provide for the restriction  
216 of rights of any individual holder of bonds of the [committee] board  
217 and may contain any provisions which are reasonable to delineate

218 further the respective rights, due safeguards, responsibilities and  
219 liabilities of the [committee] board, persons and collective holders of  
220 bonds of the [committee] board and the trustee, (7) covenants to do or  
221 refrain from doing acts and things as may be necessary or convenient  
222 or desirable in order to better secure bonds of the [committee] board,  
223 or which, in the discretion of the [committee] board, will tend to make  
224 any bonds to be issued more marketable, notwithstanding that such  
225 covenants or things may not be enumerated in [this act] special act 92-  
226 25, as amended by special act 93-40, special act 01-10, section 67 of  
227 public act 04-2 of the May special session and this act, and (8) any  
228 other matters of like or different character, which in any way affect the  
229 security or protection of the bonds, all as the [committee] board shall  
230 deem advisable and not in conflict with the provisions of [this act]  
231 special act 92-25, as amended by special act 93-40, special act 01-10,  
232 section 67 of public act 04-2 of the May special session and this act.  
233 Each pledge, agreement or assignment of lease made for the benefit or  
234 security of any bonds of the [committee] board shall be in effect until  
235 the principal of and interest on the bonds for the benefit of which the  
236 same were made have been fully paid, or until provision has been  
237 made for the payment in the manner provided in the resolution or  
238 resolutions authorizing the issuance. Any pledge made in respect of  
239 such bonds shall be valid and binding from the time when the pledge  
240 is made; moneys or rents so pledged and thereafter received by the  
241 [committee] board shall immediately be subject to the lien of such  
242 pledge without any physical delivery thereof or further act; and the  
243 lien of any such pledge shall be valid and binding as against parties  
244 having claims of any kind in tort, contract or otherwise against the  
245 [committee] board, irrespective of whether such parties have notice  
246 thereof. Neither the resolution, trust indenture nor any other  
247 instrument by which a pledge is created need be recorded. The  
248 [committee] board may, without further approval of the legislative  
249 bodies of the municipalities which are [parties to the original project  
250 agreements] participating municipalities of the board, assign, amend,  
251 reaffirm, or terminate any or all of [such original project] the  
252 agreements [to secure] securing the bonds and exercise the powers set

253 forth in [this act] special act 92-25, as amended by special act 93-40,  
254 special act 01-10, section 67 of public act 04-2 of the May special session  
255 and this act, by vote taken in accordance with the [inter-community]  
256 interlocal agreement. The resolution authorizing the issuance of such  
257 bonds may provide for the enforcement of any such pledge or security  
258 in any lawful manner. The [committee] board shall be considered a  
259 political subdivision of the state for purposes of subdivision (14) of  
260 subsection (d) of section 42a-9-109 of the general statutes, as amended  
261 by [this act] public act 04-2 of the May special session.

262       Sec. 4. Section 4 of special act 92-25, as amended by section 12 of  
263 special act 93-40 and section 4 of special act 01-10, is amended to read  
264 as follows (*Effective July 1, 2014*):

265       The exercise of the powers granted by [this act] special act 92-25, as  
266 amended by special act 93-40, special act 01-10, section 67 of public act  
267 04-2 of the May special session and this act, constitutes the  
268 performance of an essential governmental function and the  
269 [committee] board shall not be required to pay any taxes or  
270 assessments upon or in respect of any project, or any property or  
271 moneys of the [committee] board, levied by any municipality or  
272 political subdivision or special district having taxing powers of the  
273 state, nor shall the [committee] board be required to pay state taxes of  
274 any kind, and the [committee] board, its projects, property and money  
275 and any bonds issued under the provisions of [this act] special act 92-  
276 25, as amended by special act 93-40, special act 01-10, section 67 of  
277 public act 04-2 of the May special session and this act, their transfer  
278 and the income therefrom, including revenues derived from the sale  
279 thereof, shall at all times be free from taxation of every kind by the  
280 state except for estate or succession taxes and by the municipalities and  
281 all other political subdivisions or special districts having taxing powers  
282 of the state, provided nothing herein shall prevent the [committee]  
283 board from entering into agreements to make payments in lieu of taxes  
284 with respect to property acquired by it or by any person leasing a  
285 project from the [committee] board or operating or managing a project  
286 on behalf of the [committee] board and neither the [committee] board

287 nor its projects, properties, money or bonds shall be obligated, liable or  
288 subject to lien of any kind for enforcement, collection or payment  
289 thereof. If and to the extent the proceedings under which the bonds  
290 authorized to be issued under the provisions of [this act] special act 92-  
291 25, as amended by special act 93-40, special act 01-10, section 67 of  
292 public act 04-2 of the May special session and this act, so provide, the  
293 [committee] board may agree to cooperate with the lessee or operator  
294 of the project in connection with any administrative or judicial  
295 proceedings for determining the validity or amount of such payment  
296 and may agree to appoint or designate and reserve the right in and for  
297 such lessees or operators to take all action which the [committee]  
298 board may lawfully take in respect of such payments and all matters  
299 relating thereto, and such agreement may provide such lessee or  
300 operator shall bear and pay costs and expenses of the [committee]  
301 board thereby incurred at the request of such lessee or operator or by  
302 reason of any such action taken by such lessee or operator in behalf of  
303 the [committee] board. Any lessee or operator of a project which has  
304 paid the amounts in lieu of taxes permitted by this section to be paid  
305 shall not be required to pay any such taxes in which a payment in lieu  
306 thereof has been made to the state or to any such municipality or other  
307 political subdivision or special district having taxing powers, any other  
308 statutes to the contrary notwithstanding.

309 Sec. 5. Section 5 of special act 92-25, as amended by section 10 of  
310 special act 93-40 and section 5 of special act 01-10, is amended to read  
311 as follows (*Effective July 1, 2014*):

312 (a) The bonds may be issued in one or more series in such aggregate  
313 principal amounts and bearing rate or rates of interest, be executed by  
314 manual or facsimile signatures, be issued as term bonds with  
315 mandatory deposit of sinking fund payments, at par, a discount or an  
316 original issue discount, with or without redemption provisions, with  
317 principal and interest payments at such times and in such amounts, be  
318 sold at public sale or by negotiation at such price or prices and at such  
319 time or times, and contain and be issued in accordance with such other  
320 terms, details and particulars as determined by the [committee] board,

321 or delegated by the [committee] board to such [committee] board  
322 members as it shall determine.

323 (b) Any proceeds derived from the sale of the bonds, and revenues,  
324 receipts and income pledged to the bonds, or from the project, may be  
325 invested and reinvested in such obligations, securities or other  
326 investments that are legal investments for the state, and in such  
327 obligations, securities, and other investments, including time deposits  
328 or certificates of deposit, as shall be provided in the resolution or  
329 resolutions authorizing the issuance of the bonds.

330 (c) Whether or not the bonds are of such form and character as to be  
331 negotiable instruments under article eight of title 42a of the general  
332 statutes, the bonds shall be and are hereby made negotiable  
333 instruments within the meaning of and for all the purposes of article  
334 eight of said title 42a, subject only to the provisions of the bonds for  
335 registration.

336 (d) The [committee] board may provide in any resolution  
337 authorizing the issuance of bonds for the time and manner of and  
338 requisites for disbursements to be made with respect to such bonds.

339 (e) The [committee] board is further authorized and empowered to  
340 issue bonds under [this act] special act 92-25, as amended by special  
341 act 93-40, special act 01-10, section 67 of public act 04-2 of the May  
342 special session and this act, the interest on which may be excludable or  
343 includable in the gross income of the holder or holders thereof under  
344 the Internal Revenue Code of 1986, or any subsequent corresponding  
345 internal revenue code of the United States, as from time to time  
346 amended.

347 Sec. 6. Section 6 of special act 92-25, as amended by section 6 of  
348 special act 01-10, is amended to read as follows (*Effective July 1, 2014*):

349 Bonds issued by the [committee] board under the provisions of [this  
350 act] special act 92-25, as amended by special act 93-40, special act 01-10,  
351 section 67 of public act 04-2 of the May special session and this act, are

352 hereby made securities in which all public officers and public bodies of  
353 the state and its political subdivisions, all insurance companies, credit  
354 unions, building and loan associations, investment companies, savings  
355 banks, banking associations, trust companies, executors,  
356 administrators, trustees and other fiduciaries and pension, profit-  
357 sharing and retirement funds may properly and legally invest funds,  
358 including capital in their control or belonging to them. Such bonds are  
359 hereby made securities which may properly and legally be deposited  
360 with and received by any state or municipal officer or any agency or  
361 municipality of the state for any purpose for which the deposit of  
362 bonds or obligations of the state is now or may hereafter be authorized  
363 by law.

364 Sec. 7. Section 11 of special act 93-40, as amended by section 7 of  
365 special act 01-10, is amended to read as follows (*Effective July 1, 2014*):

366 Bonds of the [committee] board issued pursuant to special act 92-25,  
367 as amended by [this act] special act 93-40, special act 01-10, section 67  
368 of public act 04-2 of the May special session and this act, shall not be  
369 deemed to constitute a debt or liability of the state or of any  
370 municipality thereof or a pledge of the faith and credit of the state or of  
371 any such municipality, and shall not constitute bonds or notes issued  
372 or guaranteed by the state within the meaning of section 3-21 of the  
373 general statutes, but shall be payable solely from the revenues and  
374 funds herein provided therefor. All such bonds shall contain on the  
375 face thereof a statement to the effect that neither the state of  
376 Connecticut nor any municipality thereof other than the [committee]  
377 board shall be obligated to pay the same or the interest thereon and  
378 that neither the faith and credit nor the taxing power of the state of  
379 Connecticut or of any such municipality is pledged to the payment of  
380 the principal of or the interest on such bonds.

381 Sec. 8. Section 8 of special act 01-10 is amended to read as follows  
382 (*Effective July 1, 2014*):

383 In the performance of its duties and purposes under the [inter-

384 community] interlocal agreement, the [committee] board is granted the  
 385 powers afforded to municipal or regional resource recovery authorities  
 386 under subsection (a) of section 7-273bb of the general statutes in  
 387 addition to any other powers it may otherwise have under the general  
 388 statutes or any public or special act. It is the intention of [this act]  
 389 special act 01-10, as amended by section 67 of public act 04-2 of the  
 390 May special session and this act, that the [committee] board shall be  
 391 granted all powers necessary to fulfill the purposes of [this act] special  
 392 act 01-10, as amended by section 67 of public act 04-2 of the May  
 393 special session and this act, and to carry out its responsibilities and  
 394 that the provisions of [this act] special act 01-10, as amended by section  
 395 67 of public act 04-2 of the May special session and this act, are to be  
 396 construed liberally.

397       Sec. 9. (*Effective July 1, 2014*) The powers conferred upon the  
 398 committee by special act 92-25, as amended by special act 93-40, special  
 399 act 01-10, section 67 of public act 04-2 of the May special session and  
 400 this act, shall be transferred to the board and the committee shall cease  
 401 to possess such powers. This act shall have no effect on the other  
 402 powers of the committee provided pursuant to any provision of the  
 403 general statutes or the intercommunity agreement, and the committee  
 404 shall continue to exist for the purpose of exercising such powers until  
 405 such committee is terminated pursuant to the intercommunity  
 406 agreement.

This act shall take effect as follows and shall amend the following sections:		
Section 1	<i>July 1, 2014</i>	SA 92-25, Sec. 1
Sec. 2	<i>July 1, 2014</i>	SA 92-25, Sec. 2
Sec. 3	<i>July 1, 2014</i>	SA 92-25, Sec. 3
Sec. 4	<i>July 1, 2014</i>	SA 92-25, Sec. 4
Sec. 5	<i>July 1, 2014</i>	SA 92-25, Sec. 5
Sec. 6	<i>July 1, 2014</i>	SA 92-25, Sec. 6
Sec. 7	<i>July 1, 2014</i>	SA 93-40, Sec. 11
Sec. 8	<i>July 1, 2014</i>	SA 01-10, Sec. 8
Sec. 9	<i>July 1, 2014</i>	New section

**PD**      *Joint Favorable Subst.*