

Regional School District 12  
Board of Education Special Meeting Minutes  
Shepaug Valley Middle High School  
March 4, 2014

The Special Meeting of the Board of Education was called to order at 9:45 p.m., on Tuesday, March 4, 2014, by Chairman James Hirschfield. Present were Board members: Valerie Andersen, Tony Bedini, Alan Brown, Gregory Cava, Michelle Gorra, Emily Hibbard, Kelly Lott, Jennifer Pote, Michael Sinatra, Susan Stumpf and Peter Tagley. Patricia Cosentino, Ed.D., Superintendent, and Robert Giesen, Director of Finance and Operations were also present.

Also present were: Anthony Amato, Volunteer - Town of Washington; Michael Berger, Architect, Fletcher-Thompson; Barry Bernabe, Webster Bank; Ken Biega, Project Manager, ARCADIS/O & G Industries; Gary Brochu, Board Attorney, Shipman & Goodwin; Daniel Casinelli, Architect, Fletcher-Thompson; Glenn Rybacki, Esquire, Bond Counsel, Day Pitney LLC.

**TO CONSIDER AND ACT UPON A RESOLUTION APPROVING THE SUBMISSION TO THE VOTERS OF THE DISTRICT OF A RESOLUTION WITH RESPECT TO AN APPROPRIATION AND BORROWING AUTHORIZATION FOR COSTS RELATED TO THE DESIGN, CONSTRUCTION, FURNISHING AND EQUIPPING OF A NEW, APPROXIMATELY 277 TO 300 STUDENT CAPACITY, CONSOLIDATED ELEMENTARY SCHOOL, TO BE LOCATED ON THE SHEPAUG VALLEY CAMPUS IN THE TOWN OF WASHINGTON, AND COSTS RELATED TO THE DESIGN, CONSTRUCTION AND INSTALLATION OF VARIOUS IMPROVEMENTS AND RENOVATIONS TO SHEPAUG VALLEY MIDDLE HIGH SCHOOL; ESTABLISHING THE PARTICULARS OF A DISTRICT REFERENDUM WITH RESPECT TO SUCH APPROPRIATION AND BORROWING AUTHORIZATION; AUTHORIZING THE PREPARATION OF EXPLANATORY MATERIALS WITH RESPECT TO SUCH REFERENDUM; AUTHORIZING THE APPLICATION FOR AND ACCEPTANCE OF GRANTS IN AID OF THE PROJECT; AND OTHER MATTERS RELATED THERETO.**

**MOTION:** made by Peter Tagley, seconded by Valerie Andersen (the following):

**RESOLVED**, That Board of Education adopts the following resolution, to be submitted for approval by a referendum vote of the voters of the District:

**RESOLVED**, That Board of Education adopts the following resolution, to be submitted for approval by a referendum vote of the voters of the District:

**RESOLUTION APPROPRIATING \$40,879,191 FOR COSTS OF DESIGN, CONSTRUCTION, FURNISHING AND EQUIPPING OF A NEW CONSOLIDATED ELEMENTARY SCHOOL TO BE LOCATED ON SHEPAUG VALLEY CAMPUS IN THE TOWN OF WASHINGTON (ESTIMATED COST \$32,597,202), COSTS OF DESIGN, CONSTRUCTION AND INSTALLATION OF VARIOUS IMPROVEMENTS AND RENOVATIONS TO SHEPAUG VALLEY MIDDLE HIGH SCHOOL (ESTIMATED COST \$8,281,989), AND AUTHORIZING THE ISSUE OF BONDS AND TEMPORARY NOTES TO FINANCE THE PORTIONS OF SAID APPROPRIATIONS AS IS NOT DEFRAIDED FROM GRANTS**

**RESOLVED,**

1. That Regional School District Number 12 of the State of Connecticut appropriate FORTY MILLION EIGHT HUNDRED SEVENTY-SEVEN THOUSAND ONE HUNDRED NINETY-ONE DOLLARS (\$40,879,191) for (1) costs related to the design, construction, furnishing and equipping of a new, approximately 277 to 300 student capacity, consolidated elementary school, to be located on the Shepaug Valley Campus in the Town of Washington, to serve the entire pre-kindergarten through grade 5 population of the District, site improvements, related work and improvements, and costs related to the financing of the project (estimated cost \$32,597,202), and (2) costs related to the design, construction and installation of various improvements and renovations to Shepaug Valley Middle High School, as recommended by the Facilities Committee and approved by the Board at its meeting December 2, 2013 (estimated cost \$8,281,989). The appropriation may be spent for design and construction costs, survey, testing and permitting costs, furnishings, fixtures, equipment, materials, technology infrastructure and equipment, site improvements, architects' fees, engineering fees, construction management costs and fees, consultant fees, legal fees, net interest on borrowings, other financing costs, and other expenses related to the project and its financing. The Board of Education, or any building committee delegated all or any portion of such responsibility by the Board of Education, shall be authorized to determine the scope and particulars of the project, and may reduce or modify the scope of the project as desirable, and the entire appropriation, but as to each portion of the project, not an amount in excess of the estimated cost of each such portion of the project, may be spent on the project as so reduced or modified. No expenditure shall be made pursuant to this appropriation for the elementary school until an amendment to the plan of Regional School District Number 12 allowing for a consolidated elementary school, to be located on the Shepaug Valley Campus in the Town of Washington, to serve the entire pre-kindergarten through grade 5 population of the District, has been approved.

2. That the District issue its bonds and temporary notes in an amount not to exceed FORTY MILLION EIGHT HUNDRED SEVENTY-SEVEN THOUSAND ONE HUNDRED NINETY-ONE DOLLARS (\$40,879,191) to finance the appropriation for the project. The amount of the bonds or notes authorized shall be reduced by the amount of grants received by the District for the project. The bonds and temporary notes shall be issued pursuant to Section 10-56 of the General Statutes of Connecticut, Revision of 1958, as amended, and any other enabling acts. The bonds and notes shall be general obligations of the District and its member towns, secured by the irrevocable pledge of the full faith and credit of the District and its member towns. The law firm of Day Pitney LLP is designated as bond counsel to approve the legality of the bonds and notes. The Chairman and the Treasurer, or such officer or body to whom the Board of Education delegates the authority to make such determinations, are authorized to determine the amounts, dates, interest rates, maturities, redemption provisions, form and other details of the bonds and notes; to designate one or more banks or trust companies to be certifying bank, registrar, transfer agent and paying agent for the bonds or notes; to provide for keeping a record of the bonds or notes; to designate a financial advisor to the District in connection with the sale of the bonds or notes; to sell the bonds or notes at public or private sale; to deliver the bonds or notes; and to perform all other acts which are necessary or appropriate to issue the bonds or notes.

3. That the District hereby declares its official intent under Federal Income Tax Regulation Section 1.150-2 that project costs may be paid from temporary advances of available funds and that (except to the extent reimbursed from grant moneys) the District reasonably expects to reimburse any such advances from the proceeds of borrowings in an aggregate principal amount not in excess of the amount of borrowing authorized above for the project. The Chairman and the Treasurer, or such officer or body to whom the Board of Education delegates such authority, are authorized to amend such declaration of official intent as they deem necessary or advisable and to bind the District pursuant to such representations and covenants as they deem necessary or advisable in order to maintain the continued exemption from federal income taxation of interest on the bonds or notes authorized by this resolution if

issued on a tax-exempt basis, including covenants to pay rebates of investment earnings to the United States in future years.

4. That the Chairman and the Treasurer, or such officer or body to whom the Board delegates such authority, are authorized to make representations and enter into written agreements for the benefit of holders of the bonds or notes to provide secondary market disclosure information, which agreements may include such terms as they deem advisable or appropriate in order to comply with applicable laws or rules pertaining to the sale or purchase of such bonds or notes.

5. That the Board of Education is authorized to approve the entering into of contracts for the project, and the Board of Education, or such officer or body to whom the Board delegates such authority, is authorized to approve the expenditure of said appropriation and such other matters as it deems desirable or necessary to complete the project.

6. That the appropriation made hereby shall not be effective until the District has received any necessary report approving said project pursuant to Section 8-24 of the Connecticut General Statutes.

7. That the appropriation and authorization of bonds and temporary notes shall be subject to approval by a referendum vote to be held in the Towns of Bridgewater, Roxbury and Washington, being all of the towns comprising said District.

Discussion followed.

**MOTION:** made by Gregory Cava, seconded by Valerie Andersen to amend resolution #1 on page 1 from SEVENTY-SEVEN TO SEVENTY-NINE and resolution #2 on page 2 from SEVENTY-SEVEN TO SEVENTY-NINE.

**VOTE:** Unanimous.

Discussion followed on the amended motion. Counsel (Brochu) assured the Board that if the motion passed that the Board would not violate State election rules by expending funds to advocate the project; only when the referendum question and date are pending, would that be a violation.

**AMENDED MOTION:**

**RESOLVED**, That Board of Education adopts the following resolution, to be submitted for approval by a referendum vote of the voters of the District:

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**RESOLVED,**

1. That Regional School District Number 12 of the State of Connecticut appropriate FORTY MILLION EIGHT HUNDRED SEVENTY-NINE THOUSAND ONE HUNDRED NINETY-ONE DOLLARS (\$40,879,191) for (1) costs related to the design, construction, furnishing and equipping of a new, approximately 277 to 300 student capacity, consolidated elementary school, to be located on the Shepaug Valley Campus in the Town of Washington, to serve the entire pre-kindergarten through grade 5 population of the District, site improvements, related work and improvements, and costs related to the financing of the project (estimated cost \$32,597,202), and (2) costs related to the design, construction and installation of various improvements and renovations to Shepaug Valley Middle High School, as recommended by the Facilities Committee and approved by the Board at its meeting December 2, 2013 (estimated cost \$8,281,989). The appropriation may be spent for design and construction costs, survey, testing and permitting costs, furnishings, fixtures, equipment, materials, technology infrastructure and equipment, site improvements, architects' fees, engineering fees, construction management costs and fees, consultant fees, legal fees, net interest on borrowings, other financing costs, and other expenses related to the project and its financing. The Board of Education, or any building committee delegated all or any portion of such responsibility by the Board of Education, shall be authorized to determine the scope and particulars of the project, and may reduce or modify the scope of the project as desirable, and the entire appropriation, but as to each portion of the project, not an amount in excess of the estimated cost of each such portion of the project, may be spent on the project as so reduced or modified. No expenditure shall be made pursuant to this appropriation for the elementary school until an amendment to the plan of Regional School District Number 12 allowing for a consolidated elementary school, to be located on the Shepaug Valley Campus in the Town of Washington, to serve the entire pre-kindergarten through grade 5 population of the District, has been approved.

2. That the District issue its bonds and temporary notes in an amount not to exceed FORTY MILLION EIGHT HUNDRED SEVENTY-NINE THOUSAND ONE HUNDRED NINETY-ONE DOLLARS (\$40,879,191) to finance the appropriation for the project. The amount of the bonds or notes authorized shall be reduced by the amount of grants received by the District for the project. The bonds and temporary notes shall be issued pursuant to Section 10-56 of the General Statutes of Connecticut, Revision of 1958, as amended, and any other enabling acts. The bonds and notes shall be general obligations of the District and its member towns, secured by the irrevocable pledge of the full faith and credit of the District and its member towns. The law firm of Day Pitney LLP is designated as bond counsel to approve the legality of the bonds and notes. The Chairman and the Treasurer, or such officer or body to whom the Board of Education delegates the authority to make such determinations, are authorized to determine the amounts, dates, interest rates, maturities, redemption provisions, form and other details of the bonds and notes; to designate one or more banks or trust companies to be certifying bank, registrar, transfer agent and paying agent for the bonds or notes; to provide for keeping a record of the bonds or notes; to designate a financial advisor to the District in connection with the sale of the bonds or notes; to sell the bonds or notes at public or private sale; to deliver the bonds or notes; and to perform all other acts which are necessary or appropriate to issue the bonds or notes.

3. That the District hereby declares its official intent under Federal Income Tax Regulation Section 1.150-2 that project costs may be paid from temporary advances of available funds and that (except to the extent reimbursed from grant moneys) the District reasonably expects to reimburse any such advances from the proceeds of borrowings in an aggregate principal amount not in excess of the amount of borrowing authorized above for the project. The Chairman and the Treasurer, or such officer or body to whom the Board of Education delegates such authority, are authorized to amend such declaration of official intent as they deem necessary or advisable and to bind the District pursuant to such representations and covenants as they deem necessary or advisable in order to maintain the continued

exemption from federal income taxation of interest on the bonds or notes authorized by this resolution if issued on a tax-exempt basis, including covenants to pay rebates of investment earnings to the United States in future years.

4. That the Chairman and the Treasurer, or such officer or body to whom the Board delegates such authority, are authorized to make representations and enter into written agreements for the benefit of holders of the bonds or notes to provide secondary market disclosure information, which agreements may include such terms as they deem advisable or appropriate in order to comply with applicable laws or rules pertaining to the sale or purchase of such bonds or notes.

5. That the Board of Education is authorized to approve the entering into of contracts for the project, and the Board of Education, or such officer or body to whom the Board delegates such authority, is authorized to approve the expenditure of said appropriation and such other matters as it deems desirable or necessary to complete the project.

6. That the appropriation made hereby shall not be effective until the District has received any necessary report approving said project pursuant to Section 8-24 of the Connecticut General Statutes.

7. That the appropriation and authorization of bonds and temporary notes shall be subject to approval by a referendum vote to be held in the Towns of Bridgewater, Roxbury and Washington, being all of the towns comprising said District.

**VOTE:** In favor: Valerie Andersen, Tony Bedini, Gregory Cava, Michelle Gorra, Emily Hibbard, James Hirschfield, Jennifer Pote and Peter Tagley.

Opposed: Alan Brown, Kelly Lott, Michael Sinatra and Susan Stumpf.

Motion passed (8 – 4)

**DISCUSSION AND POSSIBLE ACTION TO SET A DATE AND QUESTION FOR A REFERENDUM TO AMEND THE REGIONALIZATION PLAN FOR REGIONAL DISTRICT NO. 12; AND ANY OTHER MATTERS RELATED THERETO.**

Chairman Hirschfield spoke about the motion approved at the February 24<sup>th</sup> meeting. Gary Brochu, Board attorney, spoke on the required public hearing process of an amendment to the Plan before it goes to a referendum. He spoke about the current amendment being one that would not restrict the Board but that there is a concern that by not putting specific language in there would be a possibility that the plan would not provide for the authority and could be challenged. Mr. Brochu felt that there could be a challenge; the Supreme Court decides on a case-by-case basis and voters must be informed so they know the intent. He warned that the Regionalization Plan could be approved but the bonding may not and that would require the Board to decide if they would amend the plan again or continue to get approval of bonding from the voters. Currently, the question is the deletion of the language “Elementary grades K-5 to remain in their present home town schools,” which appears on page 2 of the plan, and deleting the language “In the proposed plan, the lower elementary grades, K through 5, will remain in their respective home town schools” from page 5.

**MOTION:** made by Gregory Cava, seconded by Valerie Andersen (the following)

**RESOLVED**, That the officers of the Board of Education and the Superintendent are authorized and directed to cause a district meeting to be called for the purpose of conducting a public hearing at Shepaug Valley Middle High School, 159 South Street in Washington, Connecticut on Thursday, March 13, 2014 at 7:00 p.m. with respect to the following recommendation of the Board, which recommendation is hereby approved:

That the Regional School District 12 Plan, as approved by the State Board of Education on May 11, 1967, be amended by deleting the language “Elementary grades K-5 to remain in their present home town schools,” which appears on page 2 of the plan, and replacing with the language “a Pre-K to 5 consolidated elementary school;” and deleting the language “In the proposed plan, the lower elementary grades, K through 5, will remain in their respective home town schools” from page 5 of the plan.

**FURTHER RESOLVED**, That the members of the Board of Education hold a meeting at Shepaug Valley Middle High School, 159 South Street in Washington, Connecticut on Thursday, March 13, 2014 following the aforesaid public hearing to schedule a referendum vote on the amendment to be discussed at the public hearing.

There was discussion regarding how precise or open ended and flexible the amendment to the Regionalization Plan should be.

**MOTION:** made by Susan Stumpf, seconded by Alan Brown to add “constructed on the Shepaug campus” to the end of “a Pre-K to 5 consolidated elementary school;”.

Discussion followed.

**MOTION:** made by Peter Tagley, seconded by Tony Bedini to move the question.

**VOTE:** In favor: Tony Bedini, Alan Brown, Gregory Cava, Emily Hibbard, James Hirschfield, Kelly Lott, Jennifer Pote, Michael Sinatra, Susan Stumpf and Peter Tagley.

Opposed: Michelle Gorra.

Abstained: Valerie Andersen.

Motion passed (10 – 1 – 1)

**VOTE ON THE AMENDMENT TO THE MOTION:**

**VOTE:** In favor: Tony Bedini, Alan Brown, Michelle Gorra, Emily Hibbard, Kelly Lott, Jennifer Pote, Michael Sinatra, Susan Stumpf and Peter Tagley.

Opposed: Valerie Andersen, Gregory Cava and James Hirschfield.

Motion passed (9 – 3)

**VOTE ON THE AMENDED MOTION:**

**RESOLVED**, That the officers of the Board of Education and the Superintendent are authorized and directed to cause a district meeting to be called for the purpose of conducting a public hearing at Shepaug Valley Middle High School, 159 South Street in Washington, Connecticut on Thursday, March 13, 2014 at 7:00 p.m. with respect to the following recommendation of the Board, which recommendation is hereby approved:

That the Regional School District 12 Plan, as approved by the State Board of Education on May 11, 1967, be amended by deleting the language “Elementary grades K-5 to remain in their present home town schools,” which appears on page 2 of the plan, and replacing with the language “a Pre-K to 5 consolidated elementary school constructed on the Shepaug campus;” and deleting the language “In the proposed plan, the lower elementary grades, K through 5, will remain in their respective home town schools” from page 5 of the plan.

**FURTHER RESOLVED**, That the members of the Board of Education hold a meeting at Shepaug Valley Middle High School, 159 South Street in Washington, Connecticut on Thursday, March 13, 2014 following the aforesaid public hearing to schedule a referendum vote on the amendment to be discussed at the public hearing.

Discussion followed.

**VOTE:** In favor: Valerie Andersen, Tony Bedini, Alan Brown, Gregory Cava, Michelle Gorra, Emily Hibbard, Kelly Lott, Jennifer Pote, and Peter Tagley.

Opposed: Susan Stumpf.

Abstained: James Hirschfield and Michael Sinatra,

Motion passed (9 – 1 – 2)

**ADJOURNMENT**

The meeting was adjourned at 10:57 p.m.