



THE OLD STONE HOUSE

# TOWN OF GUILFORD

31 Park Street  
GUILFORD, CONNECTICUT 06437

SETTLED IN 1639

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**BOARD OF SELECTMEN  
SPECIAL MEETING MINUTES  
FRIDAY, MAY 15, 2020  
8:30 A.M. – ELECTRONIC MEETING  
In accordance with Governor Executive Order 7B  
Zoom Meeting**

First Selectman Matthew Hoey called the meeting to order at 8:33 a.m.

Present: Board Members: Matthew Hoey, Charles Havrda, Susan Renner, Louis Federici and Sandra Ruoff

Town Officials: Bond Counsel Matthew Ritter, Finance Director Maryjane Malavasi, In-House Counsel Pam Millman, Superintendent Dr. Paul Freeman, BOE Business Manager Linda Trudeau, BOE Director of Operations/Facilities Cliff Gurnham, BOE Chair Dr. Kathleen Balestracci and Clerk Traci Brinkman

- 1. Pursuant to Governor Ned Lamont's Executive Order No. 7S, discuss and take possible action on resolution provided by bond counsel to appropriate \$1,700,000 for upgrades to the heating, ventilation and air conditioning system at Baldwin Middle School and to authorize the issuance of bonds, notes, temporary notes and or other obligations in an amount not to exceed \$1,700,000 to finance the appropriation.**

Mr. Hoey said this is the third meeting on this, but he wanted to afford board members the opportunity to ask questions or request another summary relative to this or the criteria of Executive Order No. 7S.

Mr. Havrda asked about Dr. Freeman's statement the previous evening about voting on the Lakes project in November.

Dr. Freeman said he is going to request that bonded project be included as a referendum item in the November election. They do not believe it meets the standards in the executive order to push it through the process. This way voters will have the opportunity to vote on it.

Mr. Havrda asked if it was cost prohibitive to separate the projects like that.

It was noted that the town pre-funds the projects and then only goes to bond what was spent in August. Bonding for the Lakes project would not take place until August 2021 so there would be no additional costs.

Ms. Ruoff said it gives voters a chance to vote and waiting until November will not be an issue for Lakes.

Mr. Hoey said the justification was just not there for the Lakes project.

Mr. Federici said while this has been an unusual process it has been very transparent. He appreciates all the work and explanation to keep the board up to speed. They have seen all the comments from the residents and people had a chance to be heard. Mr. Federici said while it is out of the ordinary he is comfortable with the decision.

Mr. Ritter summarized the executive order. He said unlike the executive order on the annual budget which prohibits in person voting, this executive order allows some wiggle room to allow in person voting if you can do it safely. According to the Health Director's memo, he did not feel there was a safe way to do that. He added that therefore the Board of Selectmen and Board of Finance can act in lieu of the town meeting to approve a bond authorization if there is a need to act immediately, if the town will suffer a financial loss and if it is protecting the welfare of residents. Mr. Ritter noted that at the town meeting it was explained that there is difficulty getting certain classrooms to 65 degrees as well as the financial loss for putting the project off.

Ms. Renner said this is a two level decision as to whether the requirements have been met and if they do act in lieu of the Town Meeting, how to make that decision. She added that two of the five comments from the Special Town Meeting spoke against the town approving a \$1.7 million project during the COVID-19 situation. It is important to point out that the board is responsible for making long term decisions and not acting on just the events of today. This is not going into the operating budget and will be paid over a period of time. She added that having served on the Board of Education for a number of years she understands the need for this project.

Mr. Hoey said he also supports this and believes it meets the criteria. He added that sometimes they have to make decisions that are unpopular for the long term benefit. They need to do this regardless of COVID. The Board of Finance approved this in March as a project it supports and he is comfortable moving it forward.

*Motion: Upon a motion made by Ms. Renner and seconded by Mr. Federici, the board voted unanimously to approve the following RESOLUTION TO APPROPRIATE \$1,700,000 FOR UPGRADES TO THE HEATING, VENTILATION AND AIR CONDITIONING SYSTEM AT BALDWIN MIDDLE SCHOOL AND TO AUTHORIZE THE ISSUE OF BONDS, NOTES, TEMPORARY NOTES OR OTHER OBLIGATIONS IN AN AMOUNT NOT TO EXCEED \$1,700,000 TO FINANCE THE APPROPRIATION:*

*WHEREAS, Section 7 of Governor Ned Lamont's Executive Order No. 7S dated April 1, 2020, as amended by Executive Order No. 7W dated April 9, 2020 (the "Executive Order"), and issued in connection with his declaration of public health and civil preparedness emergencies on March 10, 2020, provides that Connecticut municipalities may, notwithstanding any municipal charter, ordinance or resolution that conflicts with the Executive Order, authorize municipal general obligation bonds or notes to be issued in anticipation of such bonds to be issued pursuant to Chapter 109 of the Connecticut General Statutes for capital improvement purposes, without complying with any requirements for in person approval by electors or taxpayers, including but not limited to, annual or special town meetings requiring votes or referenda, if approved by a majority vote of its legislative body and the budget-making authority, and the municipality finds that the issuance of the bonds or notes is necessary to permit the orderly operation of the municipality, and that there is a need to act immediately and during the duration of the public health and civil preparedness emergency in order to avoid endangering public health and welfare, prevent significant financial loss or that action is otherwise necessary for the protection of persons and property within the municipality; and*

*WHEREAS, the completion of a project to upgrade the heating, ventilation and air conditioning systems at Baldwin Middle School is critical to ensuring that students can learn in a safe environment with appropriate temperatures; and*

*WHEREAS, the completion of Phase II of the project to upgrade the heating, ventilation and air conditioning systems at Baldwin Middle School is inextricably intertwined with the Performance Contract and the work occurring in other Town and Board of Education facilities, and any delay to the completion of the project will likely delay the closing of the Performance Contract which may cause the Town significant financial loss.*

*NOW, THEREFORE, BE IT RESOLVED, that the Board of Selectmen hereby finds that the issuance of bonds or notes to pay for upgrades to the heating, ventilation and air conditioning system at Baldwin Middle School is necessary: (i) to permit the orderly operation of the Town's education system and to protect the public health and welfare of its students, and (ii) that there is a need to act immediately and during the duration of the public health and civil preparedness emergency in order to prevent significant financial loss to the Town with respect to the Performance Contract.*

*BE IT FURTHER RESOLVED:*

*SECTION 1. That the Town of Guilford appropriate \$1,700,000 for upgrades to the heating, ventilation and air conditioning system at Baldwin Middle School. The appropriation may be expended for design, construction, renovation and installation costs, engineering and professional fees, materials, equipment, purchase costs, legal fees, financing costs, interest expense on temporary borrowings, and other costs related to the project. The appropriation shall include any federal, state or other grants-in-aid received for the project. The Standing Building Committee is authorized to determine the particulars of the project. The Board of Selectmen may reduce or modify the scope of the project and the entire appropriation may be expended on the project as so reduced or modified. No contract may be awarded for any component of the project until it has been approved by the Board of Selectmen following receipt of a recommendation of the Board of Finance with respect thereto.*

*SECTION 2. That the Town of Guilford finance the project by issuing the Town's bonds, notes or other obligations in an amount not to exceed \$1,700,000, which bonds, notes or other obligations shall be*

*issued pursuant to the Connecticut General Statutes, as amended. The bonds, notes or other obligations may be sold as a single issue or consolidated with any other authorized issues of bonds, notes or other obligations of the Town. The Finance Director shall keep a record of the bonds, notes or other obligations. The bonds, notes or other obligations shall bear the Town seal or a facsimile thereof. The bonds, notes or other obligations shall each recite that every requirement of law relating to its issue has been fully complied with, that such bond, note or other obligation is within every debt and other limit prescribed by law, and that the full faith and credit of the Town are pledged to the payment of the principal thereof and the interest thereon. The Board of Selectmen is hereby authorized to determine the amount, date, interest rates, maturities, form and other details of the bonds or notes; to designate a bank or trust company to be certifying bank, registrar, transfer agent and paying agent for the bonds or notes; to designate the persons to sign such bonds or notes by their manual or facsimile signatures in the name or on behalf of the Town; 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; or by resolution to delegate its power to determine such terms and conditions to the First Selectman and the Finance Director.*

*SECTION 3. That the Town is authorized to issue temporary notes in anticipation of the receipt of the proceeds of said bonds, notes or other obligations. The temporary notes shall be issued with maturity dates in accordance with the Connecticut General Statutes, as amended. The temporary notes shall each recite that every requirement of law relating to its issue has been fully complied with, that such note is within every debt and other limit prescribed by law, and that the full faith and credit of the Town are pledged to the payment of the principal thereof and the interest thereon. The Board of Selectmen is authorized to determine the amounts, dates, interest rates, maturities, form, and other details of the notes; to sell the notes at public or private sale; to designate the persons to execute and deliver the notes; and to perform all other acts which are necessary or appropriate to issue the notes; or by resolution to delegate its power to determine such terms and conditions to the First Selectman and the Finance Director. The net interest cost on such notes, including renewals thereof, and the expense of preparing, issuing, and marketing such notes, to the extent paid from the proceeds from the issuance of bonds, notes or other obligations, shall be included as a cost of the appropriation.*

*SECTION 4. That the Town hereby declares its official intent under Treasury Regulation Section 1.150-2 of the Internal Revenue Code of 1986, as amended, that the project costs may be paid from temporary advances of available funds and that the Town 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 for the project; that the First Selectman and Finance Director are authorized to bind the Town pursuant to such representations and agreements as they deem necessary or advisable in order to ensure and maintain the continued exemption from Federal income taxation of interest on the bonds, notes or temporary 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; and that the First Selectman and Finance Director are authorized to make representations and agreements for the benefit of the holders of the bonds, notes or temporary notes to provide secondary market disclosure information and to execute and deliver on behalf of the Town an agreement to provide such information with such terms and conditions as they, with the advice of bond counsel, deem necessary and appropriate.*

*SECTION 5. That the bonds, notes, temporary notes or other obligations authorized above, or any portion thereof, may bear interest which is includable in the gross income of holders thereof for Federal income tax purposes pursuant to the Internal Revenue Code of 1986, as amended, as the issuance of such taxable bonds, notes, temporary notes or other obligations is hereby determined to be in the public interest.*

SECTION 6. *That the First Selectman and, if applicable, the Board of Education, is authorized to apply for and accept or reject grants-in-aid for the project.*

SECTION 7. *That the First Selectman and Superintendent of Schools are authorized to execute agreements and other documents on behalf of the Town for the project; and that the Board of Selectmen, Board of Finance, Finance Director and other Town officials and employees are authorized to take all actions necessary and proper to carry out the project and to issue the bonds, notes, temporary notes or other obligations to finance the appropriation.*

*Vote: In Favor: Hoey, Havrda, Renner, Federici and Ruoff  
Opposed: None  
Abstaining: None*

*Motion: Upon a motion made by Ms. Ruoff and seconded by Mr. Havrda, the board voted unanimously to adjourn the meeting at 8:51 a.m.*

*Vote: In Favor: Hoey, Havrda, Renner, Federici and Ruoff  
Opposed: None  
Abstaining: None*

Respectfully submitted,

*Traci K. Brinkman*  
Clerk  
Board of Selectmen