

RESOLUTION APPROPRIATING \$57,555,000 FOR THE PLANNING, DESIGN, DEMOLITION, CONSTRUCTION, RENOVATION, EQUIPPING AND FURNISHING OF MILE CREEK SCHOOL, CENTER SCHOOL, LYME CONSOLIDATED SCHOOL, AND LYME-OLD LYME MIDDLE SCHOOL AND RELATED COSTS AND AUTHORIZING THE ISSUANCE OF \$57,555,000 BONDS OF THE DISTRICT TO MEET SAID APPROPRIATION AND PENDING THE ISSUANCE THEREOF THE MAKING OF TEMPORARY BORROWINGS FOR SUCH PURPOSE

RESOLVED:

**Section 1.** The sum of \$57,555,000 is hereby appropriated by Regional School District No. 18, Connecticut (the "District") for (1) the planning, design, demolition, construction, renovation, equipping and furnishing of Mile Creek School, including the addition of up to 14,000 square feet for up to eleven (11) new classrooms, and related costs, including, but not limited to, expenses related to architectural and advisory services, engineering, permitting, environmental and geological testing, heating, ventilation, air conditioning upgrades, ADA and other code compliance upgrades, security upgrades, and other infrastructure improvements, hazardous components abatement, demolition of portable classrooms, roofing, doors, frames and hardware, windows, flooring, painting, fire protection, plumbing, electrical upgrades, site work, furniture, fixtures, equipment, temporary parking and storage, relocation of students, and (2) the planning, design, demolition, construction, renovation, equipping and furnishing of Center School, Lyme Consolidated School, and Lyme-Old Lyme Middle School and related costs, including, but not limited to, expenses related to architectural and advisory services, engineering, permitting, environmental and geological testing, heating, ventilation, air conditioning upgrades, ADA and other code compliance upgrades, security upgrades, and other infrastructure improvements, hazardous components abatement, demolition of portable classrooms, roofing, doors, frames and hardware, windows, flooring, painting, fire protection, plumbing, electrical upgrades, site work, furniture, fixtures, equipment, temporary parking and storage, relocation of students, and legal, consulting, advisory and administrative fees and expenses and costs of issuance related thereto, said appropriation being inclusive of any and all State and Federal grants-in-aid thereof, including State grants estimated at approximately \$9,775,000 (together, the "Projects").

**Section 2.** To meet said appropriation, \$57,555,000 bonds of the District or so much thereof as shall be necessary for such purpose shall be issued, maturing not later than the maximum maturity permitted by the General Statutes of Connecticut, Revision of 1958, as amended from time to time (the "Connecticut General Statutes"). Said bonds may be issued in one or more series as determined by the Chairperson of the Board of Education ("District Chair") and the Treasurer of the Board of Education ("District Treasurer"), in the amount necessary to meet the District's share of the cost of the Projects determined after considering the estimated amount and timing of State and Federal grants-in-aid of the Projects, provided that the total amount of bonds to be issued shall not be less than an amount which will provide funds sufficient with other funds available for such purpose to pay the principal of and the interest on all temporary borrowings in anticipation of the receipt of the proceeds of said bonds outstanding at the time of the issuance thereof, and to pay for the costs of issuance of such bonds. The bonds shall be executed in the name and on behalf of the District by the facsimile or manual signatures of the District Chair and the District Treasurer, bear the District seal or a facsimile thereof, be certified by a bank or trust company which bank or trust company may be designated as the paying agent and registrar and transfer agent, and be approved as to their legality by Robinson & Cole LLP, Attorneys-at-Law. The bonds shall be general obligations of the District and its member towns of Lyme and Old Lyme, Connecticut ("Member Towns") and each of the bonds shall recite that every requirement of law relating to its issue has been duly complied with, that such bond is within every debt and other limit prescribed by law, and that the full faith and credit of the District are pledged to the payment of the principal thereof and interest thereon. The aggregate principal amount of the bonds of each series to be issued, the annual installments of principal, redemption provisions, if any, the certifying, registrar and transfer agent and paying agent, the date, time of sale and issue, and other terms, details and particulars of such bonds,

including the approval of the rate or rates of interest shall be determined by the District Chair and District Treasurer in accordance with the Connecticut General Statutes.

**Section 3.** Said bonds shall be sold by the District Chair in a competitive offering or by negotiation, in his discretion. If sold in a competitive offering, the bonds shall be sold at not less than par and accrued interest on the basis of the lowest net or true interest cost to the District. A notice of sale or a summary thereof describing the bonds and setting forth the terms and conditions of the sale shall be published at least five days in advance of the sale in a recognized publication carrying municipal bond notices and devoted primarily to financial news and the subject of state and municipal bonds. If the bonds are sold by negotiation, provisions of the purchase agreement and the interest rate or rates shall be subject to the approval of the District Chair and District Treasurer.

**Section 4.** The District Treasurer is authorized to make temporary borrowings in anticipation of the receipt of the proceeds of said bonds. Notes evidencing such borrowings shall be signed by the District Chair and District Treasurer, have the seal of the District affixed, be payable at a bank or trust company designated by the District Chair, be approved as to their legality by Robinson & Cole LLP, Attorneys-at-Law, of Hartford, Connecticut, and be certified by a bank or trust company designated by the District Chair pursuant to Section 7-373 of the Connecticut General Statutes. The notes shall be issued with maturity dates which comply with the provisions of the Connecticut General Statutes governing the issuance of such notes, as the same may be amended from time to time. The notes shall be general obligations of the District and its Member Towns and each of the notes shall recite that every requirement of law relating to its issue has been duly complied with, that such note is within every debt and other limit prescribed by law, and that the full faith and credit of the District are pledged to the payment of the principal thereof and the interest thereon. The net interest cost on such notes, including renewals thereof, and the expense of preparing, issuing and marketing, to the extent paid from the proceeds of such renewals or said bonds, shall be included as a cost of the Projects. Upon the sale of the bonds, the proceeds thereof, to the extent required, shall be applied forthwith to the payment of the principal of and the interest on any such notes then outstanding or shall be deposited with a bank or trust company in trust for such purpose.

**Section 5.** The District hereby expresses its official intent pursuant to Section 1.150-2 of the Federal Income Tax Regulations, Title 26 (the "Regulations"), to reimburse expenditures paid sixty days prior to and any time after the date of passage of this Resolution in the maximum amount of the Projects with the proceeds of bonds, notes, or other obligations ("Tax Exempt Obligations") authorized to be issued by the District. The Tax-Exempt Obligations shall be issued to reimburse such expenditures not later than 18 months after the later of the date of the expenditure or the substantial completion of the Projects, or such later date the Regulations may authorize. The District hereby certifies that the intention to reimburse as expressed herein is based upon its reasonable expectations as of this date. The District Treasurer or his/her designee is authorized to pay Project expenses in accordance herewith pending the issuance of the Tax-Exempt Obligations.

**Section 6.** The District Chair and District Treasurer are hereby authorized, on behalf of the District, to enter into agreements or otherwise covenant for the benefit of bondholders to provide information on an annual or other periodic basis to the Municipal Securities Rulemaking Board (the "MSRB") and to provide notices to the MSRB of material events as enumerated in Securities and Exchange Commission Exchange Act Rule 15c2-12, as amended, as may be necessary, appropriate or desirable to effect the sale of the bonds and notes authorized by this Resolution. Any agreements or representations to provide information to MSRB made prior hereto are hereby confirmed, ratified and approved.

**Section 7.** The District hereby authorizes the preparation, printing and dissemination of concise explanatory texts or other printed material with respect to the appropriation and the bond and Note authorization for the Project in accordance with Section 9-369b of the Connecticut General Statutes.

**Section 8.** The District Chair and District Treasurer, or either of them, are hereby authorized, on behalf of the District, to enter into any other agreements, instruments, documents and certificates,

including tax and investment agreements, for the consummation of the transactions contemplated by this Resolution. The District Chair and District Treasurer, or either of them, are hereby authorized, on behalf of the District, to apply for and accept any and all Federal and State loans and or grants-in-aid of the Projects, to expend said funds in accordance with the terms hereof, and in connection therewith to contract in the name of the District with engineers, contractors and others.

**Section 9.** The District Chair and District Treasurer, or either of them, are hereby authorized in the name and on behalf of the District to apply to the Commissioner of the Department of Administrative Services and other agencies for any and all State grants-in-aid of the Projects described in Section 1.