

I. CALL TO ORDER/FLAG SALUTE

The December 20, 2012 Special Public Meeting of the Edison Board of Education was called to order by Board President, Mr. Gene I. Maeroff, at 4:00 P.M. at the Education Center, 312 Pierson Avenue, Edison, NJ.

II. ROLL CALL

Mr. Michaud took the roll, and the following members were present:

Mr. Gene I. Maeroff, President, Mrs. Veena Iyer, Vice President, Mrs. Deborah A. Anes, Mrs. Lori A. Bonderowitz and Dr. Frank Heelan. Mrs. Theresa E. Ward, Ms. Sapana Shah, Mrs. Lora L. Fong and Mrs. Margot Harris were absent.

Also in attendance were Richard O'Malley, Ed.D., Superintendent, Mr. Daniel P. Michaud, Business Administrator/Board Secretary and Jonathan Busch, Board Attorney.

III. OPENING STATEMENT

Mr. Maeroff read the following opening statement:

"The New Jersey Open Public Meetings Law was enacted to insure the right of the public to have advance notice of and to attend the meetings of public bodies at which any business affecting their interests is discussed or acted upon.

In accordance with the provisions of this act, the Edison Board of Education has caused notice of this meeting to be published by having the date, time and place thereof posted in the Board of Education Administrative Offices. Copies of these notices were sent to the Home News and Tribune and the Star Ledger on December 13, 2012.

The Public may participate at regular meetings in accordance with the By-Laws and the applicable State regulations.

IV. PUBLIC COMMENTS – RESOLUTIONS ONLY

There were no public comments at this time.

V. RESOLUTIONS – LEASE PURCHASE FINANCING

1. Bid – Lease Purchase Financing for Addition to Edison High School

BE IT

RESOLVED:

that upon the recommendation of the Superintendent of Schools, the Edison Board of Education awards the bid for the lease purchase financing for the addition to Edison High School to TD Equipment Finance, Inc., 1068 Stelton Road, Piscataway, NJ 08854 for their low bid, according to specifications:
(Bid Date – 12/13/12)

| <u>Vendor</u> | <u>Bid Amount</u> <u>Interest Rate for 5 Year Term</u> |
|--|---|
| Bank of America Leasing & Capital, LLC | 1.57% |
| Capital One Public Funding | 1.97% |
| TD Equipment Finance, Inc.* | 1.0557% |

* Awarded Bid

2. Authorization of Lease Purchase Transaction with TD Equipment Finance, Inc.

WHEREAS, the Board of Education of the Township of Edison in the County of Middlesex, New Jersey (the "Board" when referring to the governing body and the "School District" when referring to the territorial boundaries governed by the Board) had preliminarily determined to undertake a capital project consisting of the construction of a two-floor addition to Edison High School (the "Project"); and

WHEREAS, the Board seeks to currently undertake the Project at a cost not to exceed \$5,000,000; and

WHEREAS, the Board has expressed its desire to finance the Project pursuant to a lease purchase agreement as permitted by N.J.S.A. 18A:20-4.2 (the "Lease Purchase") in an amount not to exceed \$5,000,000; and

WHEREAS, on November 19, 2012, the Board conducted a public hearing on the Project and the Lease Purchase and adopted a resolution authorizing, among other things, the advertisement for Lessor services for the Lease Purchase; and

WHEREAS, on November 26, 2012, a request for proposals for Lessor was published in The Star Ledger; and

WHEREAS, TD Equipment Finance Inc.'s proposal was the most advantageous to the Board; and
subject to the receipt of the required approval of the Commissioner of Education, the Board now seeks to proceed forward with the Lease Purchase with TD Equipment Finance Inc. as Lessor and to authorize actions in connection therewith;

NOW, THEREFORE,
BE IT RESOLVED:

BY THE BOARD OF EDUCATION OF THE TOWNSHIP OF EDISON IN THE COUNTY OF MIDDLESEX, NEW JERSEY, as follows:

1. The Board hereby appoints TD Equipment Finance Inc., or its assigns, as Lessor for the Lease Purchase in accordance with its proposal (the "Proposal"). The interest rate for such Lease Purchase shall be 1.0557% or such adjusted rate as provided in the Proposal.
2. The term of the Lease Purchase shall not exceed five (5) years.
3. Subject to the paragraphs set forth in sections 1 and 2 hereof and in consultation with Wolff & Samson PC, as Special Counsel, and Acacia Financial Group, Inc., as Financial Advisor, the Board President, the Board Vice President, the Superintendent and the Business Administrator/Board Secretary are each hereby authorized and directed to execute all documents including, but not limited to, a lease purchase agreement, a ground lease, an escrow agreement, as applicable, and all closing documents in connection with the Lease Purchase and are hereby authorized to take any other action necessary therefor or incidental thereto.
4. The Board hereby covenants that it will comply with any conditions subsequently imposed by the Internal Revenue Code of 1986, as amended (the "Code"), in order to preserve the exemption from taxation of interest on the Lease, including, if necessary, the requirement to rebate all net investment earnings on the gross proceeds above the yield on the Lease.

5. If necessary, the Board reasonably expects to reimburse itself for certain costs of the Project incurred and paid prior to the receipt of the tax-exempt proceeds from the Lease Purchase (the "Proceeds"). No funds from sources other than the Proceeds have been or are reasonably expected to be reserved, allocated on a long-term basis or have otherwise been set aside by the Board, or any member of the same "Controlled Group" as the Board, within the meaning of Treasury Regulation Section 1.150-1(e), pursuant to their budget or financial policies with respect to any expenditures to be reimbursed. This Paragraph 5 is intended to be and hereby is a declaration of the Board's official intent to reimburse any expenditures toward certain costs of the Project, as described above, to be incurred and paid prior to the receipt of the Proceeds by the Board, with the Proceeds, in accordance with Treasury Regulation Section 1.150-2, and no further action (or inaction) will be an abusive arbitrage device in accordance with Treasury Regulation Section 1.148-10 to avoid, in whole or in part, arbitrage yield restrictions or arbitrage rebate requirements under section 148 of the Code. The Proceeds used to reimburse the Board for any expenditures toward certain costs of the Project will not be used directly or indirectly (i) to "refund" an issue of governmental obligations within the meaning of Treasury Regulation Section 1.150-1(d), (ii) to create or increase the balance in Regulation Section 1.148-1 with respect to any obligations of the Board or to replace funds that have been, are being or will be used for sinking fund purposes, (iii) to reimburse the Board for any expenditure or payment that was originally paid with the proceeds of any obligation of the Board (other than borrowing by the Board from one of its own funds or the funds of a member of the same "Controlled Group" within the meaning of Treasury Regulation Section 1.150-1(e)). The Proceeds used to reimburse the Board for any expenditures toward certain costs of the Project, as described above, will be issued in an amount not to exceed \$1,000,000.

The costs to be reimbursed with the Proceeds will be "capital expenditures" in accordance with the meaning of section 150 of the Code and Treasury Regulation Section 1.150-1.

This section shall take effect immediately, but will be of no effect with regard to expenditures for costs paid outside the permitted reimbursement period set forth in Treasury Regulation Section 1.150-2(d)(2).

6. The Lease will be designated as a "qualified tax-exempt obligation" for purposes of Section 265(b)(3)(B)(ii) of the Code.

7. This resolution shall take effect immediately.

Mr. Maeroff asked for a motion to approve the Lease Purchase Financing resolutions. Dr. Heelan made the motion, seconded by Mrs. Iyer. Mr. Michaud took a roll call vote, and the result was as follows:

AYES: Dr. Heelan, Mrs. Bonderowitz, Mrs. Anes,
Mrs. Iyer, Mr. Maeroff

NAYS: None

The motion was carried.

VI. RESOLUTION – REBID FOR THE ADDITION TO EDISON HIGH SCHOOL1. Rebid – Edison High School Addition

BE IT

RESOLVED:

that upon the recommendation of the Superintendent of Schools, the Edison Board of Education awards the rebid for the Edison High School Addition to GPC, Inc., 20 East Willow Street, Millburn, NJ 07041 for their low bid, according to specifications: (Bid Date – 12/20/12)

| <u>Vendor</u> | <u>Bid Amount</u> |
|-------------------------------|---------------------------------|
| Belmont Construction Corp. | 4,187,000 Alternate – 76,000 |
| Bismark Construction Corp. | 4,188,000 Alternate – 48,000 |
| D&K Construction | 4,087,000 Alternate – 60,000 |
| Fuscon Enterprises | 4,273,000 Alternate – 62,000 |
| GPC, Inc.* | 3,900,000 Alternate – 67,245 |
| H&S Construction & Mechanical | 3,977,000 Alternate – 61,000 |
| ICS Builders Inc. | 4,078,000 Alternate – 59,000 |
| Intercontinental Construction | 4,586,680 Alternate – 63,000 |
| Jeral Construction | 4,090,000 Alternate – 68,000 |
| Rampart Construction Co. | 4,183,900 Alternate – 59,500 |
| The Bennett Company | 4,315,000 Alternate – 65,000 |
| UniMak LLC | 4,127,000 Alternate – 58,000 |
| WD Snyder Co. | 4,313,500 Alternate – 52,000 |

* Awarded Bid

Mr. Maeroff asked for a motion to approve the resolution for the Rebid for the Addition to Edison High School. Mrs. Iyer made the motion, seconded by Dr. Heelan. Mr. Michaud took a roll call vote, and the result was as follows:

AYES: Dr. Heelan, Mrs. Bonderowitz, Mrs. Anes,
Mrs. Iyer, Mr. Maeroff

NAYS: None

The motion was carried.

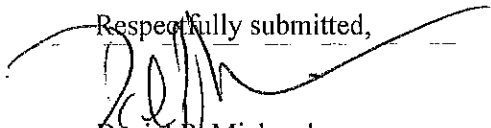
XII. PUBLIC COMMENTS

There were no public comments at this time.

XV. ADJOURNMENT

There being no further questions or comments forthcoming, Mr. Maeroff asked for a motion to adjourn this December 20, 2012 special public meeting of the Edison Board of Education at 4:04 P.M. Mrs. Bonderowitz made the motion, seconded by Dr. Heelan and approved by all members present.

Respectfully submitted,



Daniel P. Michaud

Secretary

DPM:jmc