

**TIMBERLANE REGIONAL SCHOOL DISTRICT**  
**Atkinson, Danville, Plaistow and Sandown, New Hampshire**  
**Minutes of the Special District Meeting**  
**2023 Special District Meeting,**  
**held at the NH School Administrative Unit 106, 30 Greenough Road,**  
**Plaistow, NH,**  
**June 19, 2023**

**School Board Members in attendance:** Katie Knutsen, Plaistow (chair), Paul LeCain, Sandown, Shauna Manthorn, Plaistow, Jack Sapia, Atkinson, Kristin Savage, Plaistow (Vice Chair), Brienna Woodworth (Danville), Donald Woodworth, Atkinson

Also seated with the Board: Superintendent of Schools Christopher Kellan, Justin Krieger, Assistant Superintendent, Watkins and District Legal counsel Attorney Steven Whitley.

**District Moderator Robert Harb** called the June 19<sup>th</sup>, 2023, meeting to order at 7:01PM.

My name is Bob Harb; I am your School District Moderator. I'm going to go over a couple of items and then tell you how this is going to operate tonight so you'll all be aware. Everybody on this floor should be a registered voter. You should have your voter card. If you're a registered voter and don't have your voter card, you need to go upstairs and get your card and come back down. Nonvoters or non-registered people are upstairs in a different room. I'm told they should be able to visualize and watch this. So, everybody here should be voting.

**Unknown female:** There is quite a line upstairs still.

**Moderator Harb:** We just checked in there was only like three people. But, if they keep coming, that's okay. We got a room in there and we got a few more in there (pointing to different room). We can still handle some more people, and they should be registered by the time I finish what I'm going to say so they got plenty of time to walk down a flight of stairs and it was called for seven o'clock so they will make sure they get in. Not a problem. I have an assistant moderator in the side room. Some of the rooms I got two assistant moderators. Everybody has a voter card. When we get to the one vote on today's warrant, I will ask you to raise your cards. If the vote is overwhelming in favor, I'm not going to make everybody count the cards. But if it's close, then we're going to go back and count the cards. We have counters in every room. Moderators in every room. There's one mic here in front of me. We don't have mics in the side rooms. So I've asked the moderators, if anybody wants to speak at the discussion of the one warrant article, send them out. And like in the bigger room, people will have a little line here and they can line up. Everybody will be given a chance to speak on the warrant article. Somebody asked me well what if a guy's walking down the hall? Well, this hall is pretty easy, I can see him coming out of this door. That door there, I have Jim from Atkinson; he's helping out. I will do what they do on television. I'll give you a 10 second delay before we do anything. I'll call out two or three times is there anyone in the other room coming to speak? People at the end get probably watch them walking down the hall. Everybody will be given their opportunity to come to the mic and speak.

Tonight, I'm not going to have the school board introduce themselves because they know who they are and you should know who they are and their name tags are in front of them. Next on my agenda is the pledge of allegiance. It's behind me. Would you please join with me in a pledge to Old Glory.

< The Pledge of Allegiance & moment of silence >

Thank you. I'm going to read my moderator rules as somebody asked me is this going to run like a regular deliberative session? Yes. So here's my rules, which you've heard for a number of years. They haven't changed.

1. No smoking, turn your cell phones off or put them on silent.

2. Each person will treat every other participant with courtesy and respect.
3. Any voter who wishes to address the meeting will approach the microphone in front of this podium, be recognized by the moderator. State your name and address and spell your last name for the clerk. We need to put those in the records.
4. General comments will be limited to five minutes maximum.
5. Speakers remain at the microphone for answers to any of their questions.
6. All questions to the school board or other officials or participants will be directed to the moderator.
7. Each voter who desires to speak on an article will be given a chance to do so before any voter is given a second opportunity to speak on the same issue and tonight, we have only one issue.
8. Makers of motions can state their name for the district clerk as I said those have to go in the record of tonight's meeting.
9. Only one amendment will be allowed on the floor at a time. I am told this warrant article is non amendable. It should make it pretty simple. You're either for or against the article. That's it. Can't amend it but we can discuss it.
10. Secret ballots must be requested by five voters in writing signed by the voters who will be verified by the clerk and made before a vote on this one article.
11. Any challenges to a voice vote require seven or more voters immediately after it's announced. I'm not taking voice votes tonight. As I said, we're going to show our cards because I was told before some of you yell louder than others.
12. We don't have to worry about the municipal budget act.
13. We're going to have a reasonable discussion but if you want to call the question, and there's only one question, it takes a two thirds vote to call the question. There's no amendments of financial items.

Any appeal from my ruling can be done by a majority vote. All votes will be raising your cards by a hand count first. Raise your cards and as I said, you're going to raise your cards, if they look close, then we are going to count your cards.

Roberts Rules of order only as a guide. At any time during these meetings, you, the voters can alter these by a majority vote. These are the rules we've always gone by. Any discussion? If not, they'll be deemed to be accepted by this body.

Secondly, I understand that we have a motion by the chair for non-residents to speak. Would you like to make that motion?

**MOTION: Katie Knutsen made a motion, seconded by Kristin Savage to allow the following non-residents to speak during the meeting: District Legal Counsel Attorney Steven Whitley, and Justin Krieger (Asst. Superintendent). PASSED by card vote.**

**Moderator Harb:** Any discussion on that motion? All in favor raise your cards.

Any opposed?

Yes is overwhelming.  
Zero No's.

So now I'm going to read the warrant article.

**Article 1: Special Warrant Article**

Shall the district vote to cure the procedurally defective warrant posting for the 2023 Annual District Meeting? (majority vote required)

**MOTION: Katie Knutsen, SB Chair and resident of Plaistow, made a motion to put Article 1 on the ballot as written; seconded by SB Member Jack Sapia, of Atkinson.**

**Moderator Harb:** So now the warrant article is on the floor for discussion. Anyone? Oh, excuse me. Before I do that, we have with us tonight, as you can tell, I don't know if the camera can see our legal counsel for the school, Steve Whitley. Steve's going to talk for a moment, as he did or somebody did a week ago during this meeting of the school board, to tell you really what's going on. Why are we here? Why do we need this article? And what does it mean? Steve, would you like to say a few words?

**Attorney Steven Whitley:** Thank you, Mr. Moderator. We're here to act on this special meeting. You have just heard what the warrant was. Let me just give a little background about how this came about and what we're doing here.

State law in New Hampshire is that the warrant must be posted no later than the last Monday in January, because you guys are SB2. That means January 30<sup>th</sup> this year. At the time of posting the warrant is to be attested. Attested means that some official is signing it certifying that is a genuine true copy. It is what it says it is. When the warrant was posted, and it was posted by January 30<sup>th</sup>, it was not attested. So that is the procedural error or the defect that you're being asked to cure tonight. Three days later, an attested version was posted, was reposted. The first version on January 30<sup>th</sup> and the attested version on February 2, in terms of content, were exactly the same. So, they were no different.

Nonetheless, this issue came up because, as you may remember, if you were at the annual meeting, Article 3 asked you to raise and appropriate something like \$25 million for energy efficiency improvements. That passed and after that the school board worked to secure financing. The financing required an opinion of bond counsel to close the loan. The district asked our office to serve as Bond Counsel and so we looked into the annual meeting to make sure that it had been properly called, properly noticed, that the vote was proper, all those things. That's something that bond counsel needs to be able to determine to issue the bond counsel opinion. This procedural error came up and it's a significant barrier. It prevented us from issuing our opinion. No opinion of bond counsel means no loan closing. No loan closing means that the district cannot proceed with the energy efficiency improvements that the majority of the voters voted for at the annual meeting.

State law does give you guys a way to fix it and that's what we're here to do. This is your opportunity to fix that error. What the school board has called this meeting to do is asking you to ratify the Annual Meeting despite the improper posting of the warrant. So that's why we're here. I'm sure there are questions about what a yes vote means and what a no vote means as well. A yes vote means that the district or the school board can go forward with the financing and the energy improvement project can stay on track. The no vote is a little trickier. There's I guess two things I can say about the no vote. First of all, a no vote means that we as Bond Counsel cannot issue the opinion of bond counsel. So that means that the loan is not going to close, most likely, and the energy improvements are probably going to have to be put off until next year, which means that the school board is probably going to come back to the voters with a very similar article with the same request however, due to the passage of time, I mean, I don't think anybody in this room knows if the price will be the same. It'll be 10 months later. I'm guessing it might be more, but I don't know.

I think the other pressing question on no vote is what happens to the rest of the articles on the warrant. Those remain valid unless a judge says they are invalid. They are null and void. And I think the argument to a judge would be that the law says the warrant needs to be attested when it was posted. It wasn't so we're asking you to basically throw out the entire the entire warrant and all the all the vote results.

I think the district's response to that is a really strong one. I think a judge would be very hard pressed to toss out what the majority of you voted for at the annual meeting. The answer is that the content between what was posted on January 30<sup>th</sup> and what was posted on February 2<sup>nd</sup> are identical. I don't think there's any credible argument that somebody could raise to say you know, we didn't know what we were going to be voting on. There is no difference in those two warrants other than the attestation clause. I don't think anyone can say they've really been harmed by

that error. Nonetheless, you know, we're here to try to fix it. So that's, that's the end of my sort of prepared remarks. So thank you. Thank you, Mr. Moderator.

**Moderator Harb:** Thank you, Attorney.

My assistant moderators, I just want to make sure your hearing that? Jim, you're in the other room and I can't tell where you are. Can you send somebody, or you come down and knock on the door? Tell us if you can hear us in the other room.

(Crowd) They can hear.

**Moderator Harb:** They can. Okay. Thank you. Great.

So we're open for discussion. Anybody would like to approach the microphone and discuss.

**Peter Bealo, Plaistow:** I used to be part of the school board a few years ago. I was on it for six years and I have to tell you, I'm very disappointed that we have to hold this meeting. I guess it sounds like that the Board itself isn't to blame, which indicates that it was somebody from Administration. I know you can't discuss that because of HR reasons but I'm sincerely hoping that, by this time tomorrow, we're going to be short one person in Administration who is responsible for this. I assume that would be a director level person, not just some young employee clerk.

Moderator Harb: Peter, you cannot speak against anyone. I'm taking your remarks to be a negative remark against the poor person that maybe made a mistake. So I'm going cut you off. If you want to speak on the article itself, you're welcome to do so.

**Peter Bealo:** I have a couple of questions. First is how many members of the school board have actually done school board training from the New Hampshire School Board Association in the last year?

**Moderator Harb:** It's not relevant to the warrant article. That's before you. So what's your second question?

**Peter Bealo:** The only other thing is I wish to show my disdain and the lack of transparency on this whole process. The fact that most of us heard about this within the last 48 hours, is terrible. Somebody kept us out of the PAC and put us down here and really kept most of the public from hearing what was going on. And I'm not speaking against any particular person there. And that's all I have to say. Thank you. Very disappointed.

**Shawn O'Neil, Danville:** I wanted to say thank you very much to the attorney for that detailed explanation. That should have been part of the public hearings that we had and to piggyback on what Mr. Bealo was saying the transparency issue, that would have been sufficient to let everybody know in this district what we're trying to crack. Using this building for what we are using it for right now is not what it's meant for. We have a beautiful multi-million dollar PAC that would have accommodated everybody in a lot more comfortable manner. That should have been utilized. This was a bad decision. But one of the things that you brought up counselor that I think is pretty important is that you're talking about bond counsel, and it's due to that. This isn't a bond. That particular warrant article it was a lease agreement. It was all talked about that we could prepay all this stuff; that was the big selling point. You can prepay it and not have to do that. With a bond, you're stuck with that for twenty years and that's how you're going to be stuck with it. So my question is what are we getting here? Are we getting a bond? Are we getting a lease? What are the agreements that we're into? And you're asking us to do all this stuff now?

**Moderator Harb:** I think the attorney can answer that because he and I have had a discussion on why bond counsel was involved. Maybe Steve, that might answer this gentleman's question.

**Attorney Whitley:** Thank you, Mr. Moderator. Really good question. This is a lease. It's not a "bond" because the lease agreement has a non-appropriation clause in it. However, that does not mean that the lender, who's giving the district the money, still doesn't want the same protection by getting an opinion of bond counsel, even though it's not a "bond".

**Shawn O'Neil:** The appropriation clause, all that is a guarantee. What it does is it allows the district to defer if they say we're not going to put it in this year's budget and that passes for some reason is that we're still being charged for interest during that time period. There's no free lunch here, folks.

**Attorney Whitley:** I don't I don't recall the specifics of what they've worked out, but the non-appropriation is that if the annual payment doesn't pass, then you're in default, and the agreement basically terminates. That's what the non-appropriation clause is. It's not deferred. You know, if you don't make that payment, then that's the agreement is...

**Shawn O'Neil:** Then now the whole dollar amount, if you're in default, would then be subject to be prompt and paid.

**Attorney Whitley:** It could be. It could be if that sort of language is in the agreement. Yes, it could be.

**Shawn O'Neil:** I can't believe the financial issues that we're going to get into and people don't really understand how leases and bonds work. It just... it's sad and I wish you guys good luck. I don't feel very confident.

**Moderator Harb:** Any other discussion on the question I see somebody raising their card. Approach the mic, give your name and address.

**Jon Goldman, Sandown:** Myself, Mr. Bealo and Mr. O'Neil all agree for the most part, so that should probably be in the record as well.

I think my concern and I just want to make sure I understand it correctly. We keep talking about curing the defect because of this warrant article. When in fact, the entire warrant is defective. Right. So, I think it's important, as we talked earlier about, the transparency from the beginning. If everybody had just said this is messed up, the date, it's not a big deal. It'd be twenty people here, right. There's not twenty people here. I certainly agree with Mr. O'Neil that it was very poor foresight to try and have a meeting like this here in this room. But our options are to cure the defect tonight and move on like nothing happened or not cure the defect and essentially put it in the hands of a judge. The financial and legal ramifications, if you catch them in a bad day and I agree with you a judge probably isn't going to do that. But who knows, right? The next question is and this is actual question to the to the meeting, I guess. I thought we couldn't have meetings like this on federal holidays.

**Moderator Harb:** I'd like to just put one thing into the record for those who listening and watching at home or here tonight. A week ago, last Monday, the School Board had a meeting and the attorney appeared and gave a presentation. I don't know how well it was advertised or not advertised. I got notice of it. I zoomed in and listened. Nobody at the meeting asked any questions and nobody called in. So I think the attorney was trying to help, to be here. So I applaud him for helping us out on that day. Could it have been better advertised, maybe? But he was on cable and he was available to ask questions. So, I appreciate it could have probably been more detailed. I didn't write the article or what went with it. But like that last gentleman said from Sandown, I mean we really have to look at the warrant article and say what do we do? Say yes or no? Or take chances. Anyone else wish to speak on the article?

We'll take these two ladies from the side room and then Miss Sherman. Just your name and address for the record please.

**Nola Whitman, Danville:** I did a Right To Know that was dated June 7<sup>th</sup>, I believe, asking two questions about the special meeting. The first question was, was it just one warrant article or was it going to be each article on the ballot looked at individually? The second question was, if the question did not get ratified, what happens? My response (I received) was, we sent it to legal counsel. No response. Nothing. So that was dated prior to the public meeting. Yes, I could have attended. I would have hoped that since that question was sent in, even though I was not here for my own reasons, why wasn't it addressed? It was a simple question. It wasn't that complicated. I wasn't looking for a lot of backup. I don't understand.

Secondly, just to clarify, you had said that a yes vote ratifies all of them, right? A no vote, there was all sorts of different scenarios. The one I'm concerned with most is if it's a no vote, which warrant articles, specifically, will be affected? Because I believe you said that, even if all of them if we voted no. All the other warrant articles would still pass. That would include all the contracts and all of that. I want to know specifically, which warrant articles will be affected.

**Attorney Whitley:** Thank you. You're being asked to ratify the entire warrant. So all of the articles. If you vote no, that does raise a question about all of the article. All of them; not just one or several of them, but all of them. My comment before, talking about what the arguments would be for and against, is really what I envision having to happen is to have a judge basically weigh in and say for sure the warrant is null and void or, the district had substantial compliance and so it's fine. But it would be ultimately up to a judge to make that determination. As I said before, I think that the district has a really strong argument if somebody did file a lawsuit against the district and sort of tried to get everything tossed. But it is ultimately up to a judge to make that determination. But it would be it would be all of the articles which I think is what you were asking about not just one article.

**Nola Whitman:** I thought you had said, and that's why I asked for clarification, that if a no vote happens, there would only be two articles that would be affected.

**Attorney Whitley:** Oh, no, I yeah, I'm sorry. That was... when I think about what happens with a no vote, I put my answer into two buckets. And that's where the one and the two came from. The one bucket was the loan will not close and the energy efficiency financing will have to be put off for a year. That was one of the buckets and then the (number) two bucket, the other bucket, was this question about all of the articles and what happens to them. And that was the one and the two that I was speaking of.

**Nola Whitman:** I'm going to be honest; I'm going to have a hard time voting because my problem is not necessarily all the warrant articles. It really revolves around the lease article. Because after watching the last school board meeting with the discussion about even our own bank won't finance this lease, I don't know what to do. I'm beside myself because, first of all, I think we should have should be more forthcoming at the public hearing whether there was nobody here or ten thousand people here. We should have been more forthcoming because I didn't know what I'm voting on. I sent the right to know. I didn't get a response.

**Attorney Whitley:** And I'm sorry that you didn't get a response. I'm apologize for that.

**Nola Whitman:** I'm just looking for clarification and I'm also looking for transparency that I did see before but not seeing so much now.

**Attorney Whitley:** On the local bank. I mean, I wasn't involved in the negotiations with the local banks, but due to the magnitude of the loan, I mean, I'm not surprised that the local bank couldn't do it, because that's just a big loan.

**Nola Whitman:** I don't think TD was considered that small. Okay, I'm just I mean, I don't know.

**Attorney Whitley:** I'm just saying it's not it's not uncommon for a local bank to not be able to float a loan of that size.

**Nola Whitman:** But we were sold that that there will be no prepayment penalty. I mean, this was all discussed the last school board meeting, we're talking \$9 million in interest. That's a lot. It's not an easy vote. It's really not because there's certain contracts, I want to see pass, because they deserve it. But I'm having a real hard time with that leasing article, because we were sold something that we're not getting. That's all I have to say thank you.

**Moderator Harb:** So, I thank you both. Again, for everybody, to clarify. I had asked attorney O'Shaughnessy, the same question, the warrant articles for all the warrant articles, not just the lease. It's the entire warrant. And if you're not aware, the only thing that I was told was missing on the procedural defect was someone to write "a true copy" attest and sign their name. There is no change, as the attorney said, in what was posted. Just those few words were

missing and that's all you're really trying to clear up tonight and say it's okay. If I vote yes, it's okay that they didn't have it till two days later, three days later.

**Jennifer Silva, 16 Summit Dr. Atkinson:** I don't want to belabor the point but just to your point, Mr. Moderator about the notification. I didn't know about the meeting. There's nothing on the Timberlane app on the news about it. I'm a registered voter. During voting season, I got emails from the school district. I got phone calls from the school district. "Don't forget it's voting day. It's public meeting day." Nothing. There was nothing. So maybe it was posted. Maybe it was, I don't know, on the district website under I'm not sure where because it wasn't on the app. But the notification was pretty poor, and I hope we don't get in the situation again.

**Susan Sherman, Plaistow:** Mrs. Silva expressed my concern.

**Moderator Harb:** Okay. Thank you. Thank you. I'm sure the board will take that into advisement and consideration for the next one. Mr. Sapia, you wanted to say something?

**Jack Sapia, Atkinson:** Yes, please. Just so you know, the concerns tonight are not falling on deaf ears. At least not from this chair. And I think I can fairly, not speaking for the whole board, but I bet you the whole board feels that way. But I want you to consider this. If you feel as though a clerical mistake for three days in any way inhibited or disenfranchised your vote decision making process when you enter the booth, then vote not to ratify this. But I know just about everyone in this room, and I know you're well-seasoned voters. You do your research, and you understand what's going on when you walk into the booth.

Consider the cost of not ratifying this though. First, from a financial standpoint, it will have an impact to the district and more. From a student, staff and administration standpoint, absolutely. But then there's the hidden cost, the cost of disenfranchising the legislative body from their vote and the process. The cost of disrespecting every single voters vote on the last night on a long weekend right after school got out. If you think that that doesn't come with a very high price, I want you to think twice. This was voted on by the public and it fell a certain way. This is to ratify the warrant and I know some of you...I mean, look, I've lost votes, I've lost petition warrant articles that I've submitted. It's the way we were set up. If we don't ratify this tonight, and we overturn an election, I think we've become Washington DC and I don't want that to happen here in New Hampshire. Let's all agree on this one thing that this was an honest mistake and I asked you to ratify it. Thank you.

**Moderator Harb:** Anyone else? I see a card raised. Can you approach the mic?

**Chris True, Sandown:** First of all is the air and this one can we get some air conditioning going? It is getting hotter and hotter as we go. My question is addressing the 91 A issue about this meeting. I know the meeting has to be properly noticed. The first week in June, I was properly noticed with a legal notification. I think it was in the Lawrence Eagle Tribune, that this meeting would be held this day at the PAC center. I don't know how many other legal notifications of where this meeting would be held, was sent out to other people. However, is there a lawyer in the room who can assure us that will not have to go through this again, but this is a legal meeting, even though legal notification was given the meeting to be at 7pm this date at the PAC center.

**Attorney Whitley:** This is a legal meeting.

**Moderator Harb:** Plain and simple. Anyone else? Anyone else new? (Directed to Mr. Bealo) You're the last speaker.

**Peter Bealo, Plaistow:** Just one quick one that you want object to. I guess this is addressed to the attorney or the law that found this issue: On what date was it found? Today is the 19<sup>th</sup>.

**Attorney Whitley:** I don't recall precisely; I want to say it was probably late May. I know it was late May because we prepared a timeline for the school board to follow to call and hold this meeting. I believe we tried to get it to them before their meeting on June st. There are some posting and notification requirements that even though the

Board may have decided to call the special meeting on June 1st, you can't do it on June 2nd, there has to be a certain time built in and so that's why it didn't happen until tonight.

**Peter Bealo:** Okay, thank you. It still seems like a long period of time.

**Moderator Harb:** Thank you, Peter. And I'm looking at the warrant article that was dated June 1st by the board that I have. I'm going to ask now for a vote. We asked for people to speak. I appreciate everybody coming out and I know it's hot in here. So if you're in favor of the district curing the procedural defect, please raise your cards in all the rooms.

Put them down. If you're against, please raise your card.

I'm going to ask the two moderators in the side rooms to give me an indication if it was in favor overwhelming.

**Kevin Major:** We have 21 Yes, zero No.

**Moderator Harb:** Okay, we had some no here, but we had overwhelming yes. Jim, wherever you are? Coming by courier. Norm, how'd you do in that room?

**Norm Major:** A total of 29.

**Moderator Harb:** For?

**Norm Major:** For.

**Moderator Harb:** Any against?

**Norm Major:** I didn't see any.

**Moderator Harb:** I trust Norm Major, as we all do. So, hearing that and seeing the votes I declare the vote positive. I declare that we have positively voted that the district cure that procedural defect. If there's no other business, I declare this meeting closed.

The Special District Meeting concluded at 7:38 pm.

Respectfully submitted,

Kat Lancaster  
Timberlane Regional District Clerk

Approved as amended by School Board on June 28, 2023.