

FABIUS-POMPEY CENTRAL SCHOOL DISTRICT
Fabius, New York 13063
TUESDAY, JANUARY 24, 2012

Minutes

AUDIT AND FINANCE COMMITTEE MEETING – 5:30 p.m. – District Office Conference Room
BOARD OF EDUCATION MEETING – 6:30 p.m. Middle School-High School Auditorium

PRESENT: Donald Neugebauer, President
Maryam Wasmund, Vice-President
Chip Engst, Board Member
Eric Exelby, Board Member
Mary George, Board Member
Vicki Lindabury, Board Member
John Repak, Board Member

ALSO PRESENT: Timothy Ryan, Superintendent of Schools
Peter Mahunik, Business Administrator
Rob Hughes, Middle School-High School Principal
Andrea Nardozi, Elementary School Principal
Alma Hartnett, District Clerk
Approximately 75 Community/Staff Members

- I. Call Meeting to Order:** Mr. Neugebauer called the meeting to order at 6:38 p.m. and led the Pledge of Allegiance.
- II. Comments from the Public:** A community member spoke regarding taxes, another regarding unions.
- III. Approval of Agenda:** A motion to approve the agenda as amended was made by Mrs. George, seconded by Mr. Engst, and approved unanimously 7-0.

REMOVE: V. C. 2. –Consideration of approval of volunteer for the 2011-2012 school year

IV. Committee on Special Education: Accepted Student Recommendations as presented.

V. Superintendent's Report

- A. Superintendent's Update – Information
1. Presentation regarding the Budget process. Mr. Ryan reported on the facts of the Budget as he has them at this point. After the Governor's Budget is edited by the Legislature in April the numbers may change. The Board of Education Members presented on the State mandates and the way the money is currently divided between school districts.
- B. Building Reports - Information
- C. Personnel Matters
1. Consideration of approval of substitutes for the 2011-2012 school year – Action
 2. ~~Consideration of approval of volunteer for the 2011-2012 school year – Action~~
 3. Consideration of appointment of the School Physician as a member of the Committee on Special Education for the 2011-2012 school year (attendance required only if requested) – Action
 4. Consideration of approval of coaching appointment for the 2011-2012 school year – Action

Break 7:50-8:00 p.m.

VI. Business Administrator's Report: Mr. Mahunik reviewed the following reports:

- A. Warrants
- B. Treasurer's Reports - Information
 - 1. General Fund
 - 2. Cafeteria Fund
 - 3. Federal Fund
 - 4. Capital Fund
 - 5. Trust & Agency Fund
 - 6. Debt Service Fund
- C. Comprehensive Budget Status Report - Information
- D. Cash Flow - Information
- E. Transfers – Action
- F. Second Fiscal Quarterly Report – Information
- G. Building Project Update – Mr. Mahunik gave an update on the Building Project.
- H. Transportation Update – Bus Purchases – Mr. Mahunik reviewed the status of buses and will present more information at the next Board of Education meeting.
- I. Consideration of acceptance of donations – Action
 - 1. Fabius-Pompey Education Foundation
 - 2. Mr. Jerry Antil's book - "The Pompey Hollow Book Club"
- J. Consideration of Resolution to Refinance Existing Debt – Action

**MEETING OF THE BOARD OF EDUCATION OF THE Fabius-Pompey Central School District
IN THE COUNTY OF ONONDAGA, NEW YORK - JANUARY 24, 2012**

A Regular Meeting of the Board of Education (the "Board") of the Fabius-Pompey Central School District (the "District") held in the Middle School/High School Auditorium, 1211 Mill Street, Fabius, New York on January 24, 2012, at 6:30 o'clock P.M. (Prevailing Time).

There were present:

Donald Neugebauer, President
Maryam Wasmund, Vice-President
Chip Engst
Eric Exelby
Mary B. George
Vicki Lindabury
John Repak

Also Present:

Timothy P. Ryan, Superintendent
Peter W. Mahunik, Business Administrator
Alma M. Hartnett, District Clerk

* * * * *

Upon motion duly made by Mr. Exelby and seconded by Mrs. Lindabury, the following resolution was adopted:
REFUNDING BOND RESOLUTION OF THE FABIUS-POMPEY CENTRAL SCHOOL DISTRICT, ONONDAGA COUNTY, NEW YORK, ADOPTED JANUARY 24, 2012, AUTHORIZING THE REFUNDING OF SCHOOL DISTRICT (SERIAL) BONDS AND PROVIDING FOR OTHER MATTERS IN RELATION THERETO AND THE PAYMENT OF THE BONDS TO BE REFUNDED

Recital

WHEREAS, the Fabius-Pompey Central School District (the "District") has outstanding \$4,735,000 of School District (Serial) Bonds dated December 1, 2003 originally issued in the aggregate principal amount of \$7,255,000 (the "2003 Bonds") and \$2,975,000 of School District (Serial) Bonds, 2004 Series A dated June 15, 2004 originally issued in the aggregate principal amount of \$4,299,724 (the "2004A Bonds") (collectively, the "Refunded Bonds"); and

WHEREAS, the Refunded Bonds carry interest rates that are higher than interest rates available in the current capital markets; and **WHEREAS**, it is now desired to authorize the Board President, as Chief Fiscal Officer to refund and refinance the Refunded Bonds in order to achieve lower interest rates and present value debt service savings.

NOW, THEREFORE BE IT RESOLVED, ON JANUARY 24, 2012, BY THE BOARD OF EDUCATION OF THE FABIUS-POMPEY CENTRAL SCHOOL DISTRICT (by favorable vote of not less than two thirds of said Board) AS FOLLOWS:

Section 1. For the object or purpose of refunding the outstanding principal balance of the Refunded Bonds (or such portion thereof as the Chief Fiscal Officer shall determine to be in the best financial interests of the District) including providing moneys which, together with the interest earned from the investment of certain of the proceeds of the refunding bonds herein authorized, shall be sufficient to pay (i) the principal amount of the Refunded Bonds, (ii) the aggregate amount of unmatured interest payable on the Refunded Bonds to and including the date on which the Refunded Bonds which are callable are to be called prior to their respective maturities in accordance with the Refunding Financial Plan, as hereinafter defined, (iii) the costs and expenses incidental to the issuance of the Refunding Bonds herein authorized, including, without limitation, the development of the Refunding Financial Plan, as hereinafter defined, costs and expenses of executing and performing the terms and conditions of the Escrow Contract, as hereinafter defined, and fees and charges of the Escrow Holder, as hereinafter defined, (iv) the redemption premium to be paid on the Refunded Bonds which are to be called prior to their respective maturities; and (v) the premium or premiums for a policy or policies of municipal bond insurance or cost or costs of other credit enhancement facility or facilities, for the refunding bonds herein authorized, or any portion thereof, there are hereby authorized to be issued not exceeding \$8,271,250 refunding serial bonds of the District pursuant to the provisions of Section 90.10 of the Local Finance Law (the "School District Refunding Bonds" or the "Refunding Bonds"), it being anticipated that the amount of Refunding Bonds actually to be issued will be approximately \$7,410,000, as provided in Section 7 hereof. The Refunding Bonds shall each be designated substantially "REFUNDING (SERIAL) BONDS," including a series designation, if appropriate, and shall be of the denomination of \$5,000 or any integral multiple thereof not exceeding the principal amount of each respective maturity, except for any necessary odd denominations. Such bonds

shall be numbered with the prefix R followed by a dash and then from 1 upward, shall be dated on such dates, and shall mature annually on such dates in such years, bearing interest semi-annually on such dates, at the rate or rates of interest per annum, as may be necessary to sell the same, all as shall be determined by the President of the Board of Education pursuant to Section 4 hereof. It is hereby further determined that (a) such Refunding Bonds may be issued in series, (b) such Refunding Bonds may be sold at private sale at a discount in the manner authorized by subdivision 2 of paragraph f of Section 90.10 of the Local Finance Law, and (c) such Refunding Bonds may be issued as a single consolidated issue. It is hereby further determined that such Refunding Bonds may be issued to refund all, or any portion of, the Refunded Bonds, subject to the limitation hereinafter described in Section 13 hereof relating to approval by the State Comptroller.

Section 2. The Refunding Bonds may be subject to redemption prior to maturity upon such terms, if any, as the Chief Fiscal Officer shall prescribe, which terms shall be in compliance with the Local Finance Law.

Section 3. Principal and interest on the Refunding Bonds will be payable in lawful money of the United States of America. The Refunding Bonds shall be issued in registered form and shall not be registrable to bearer or convertible into bearer coupon form. The Board President, as chief fiscal officer of the District, is hereby authorized to enter into an agreement or agreements containing such terms and conditions as he shall deem proper with a bank or trust company or banks or trust companies, to act in connection with the Refunding Bonds, as the Fiscal Agent for the District, to perform the services described in Section 70.00 of the Local Finance Law, and to execute such agreement or agreements on behalf of the District, regardless of whether the Refunding Bonds are initially issued in certificated or non-certificated form.

Section 4. The Chief Fiscal Officer is hereby further designated all powers of this District Board with respect to agreements for credit enhancement, derived from and pursuant to Section 168.00 of the Local Finance Law, for said Refunding Bonds, including, but not limited to the determination of the provider of such credit enhancement facility or facilities and the terms and contents of any agreement or agreements related thereto.

Section 5. The Refunding Bonds shall be executed in the name of the District by the manual or facsimile signature of the Board President, and a facsimile of its corporate seal shall be imprinted or impressed thereon. In the event of facsimile signature by the Board President, the Refunding Bonds shall be authenticated by the manual signature of an authorized officer or employee of a bank or trust company acting in the capacity of the Fiscal Agent. The Refunding Bonds shall contain the recital required by subdivision 4 of paragraph j of Section 90.10 of the Local Finance Law and the recital of validity clause provided for in Section 52.00 of the Local Finance Law and shall otherwise be in such form and contain such recitals, in addition to those required by Section 51.00 of the Local Finance Law, as the Board President shall determine. It is hereby determined that it is to the financial advantage of the District not to impose and collect from registered owners of the Refunding Bonds any charges for mailing, shipping and insuring bonds transferred or exchanged by the Fiscal Agent, and, accordingly, pursuant to paragraph c of Section 70.00 of the Local Finance Law, no such charges shall be so collected by the Fiscal Agent.

Section 6. It is hereby determined that:

(a) the maximum amount of the Refunding Bonds authorized to be issued pursuant to this Resolution does not exceed the limitation imposed by subdivision 1 of paragraph b of Section 90.10 of the Local Finance Law;

(b) the maximum period of probable usefulness permitted by law at the time of the issuance of the Refunded Bonds was 30 years measured from the date of issue of the original bonds;

(c) the last installment of the Refunding Bonds will mature not later than the expiration of the period of probable usefulness of each object or purpose for which the Refunded Bonds were issued in accordance with the provisions of subdivision 1 of paragraph c of Section 90.10 of the Local Finance Law; and

(d) the estimated present value of the total debt service savings anticipated as a result of the issuance of the Refunding Bonds, if any, computed in accordance with the provisions of subdivision 2 of paragraph b of Section 90.10 of the Local Finance Law, is as shown in the Refunding Financial Plan described in Section 7 hereof.

Section 7. The financial plan for the refunding authorized by this resolution (the "Refunding Financial Plan"), showing the sources and amounts of all moneys required to accomplish such refunding, the estimated present value of the total debt service savings and the basis for the computation of the aforesaid estimated present value of total debt service savings, are set forth in Exhibit A attached hereto and made a part of this Resolution. The Refunding Financial Plan has been prepared based upon the assumption that the Refunding Bonds will be issued in the approximate principal amount of \$7,410,000 and that the Refunding Bonds will mature, be of such terms, and bear interest as set forth in Exhibit A. This Board of Education recognizes that the amount of the Refunding Bonds, maturities, terms, and interest rate or rates borne by the Refunding Bonds to be issued by the District will most probably be different from such assumptions and that the Refunding Financial Plan will also most probably be different from such Exhibit A. The Board President is hereby authorized and directed to determine the amount of the Refunding Bonds to be issued, the date of such bonds and the date of issue, maturities and terms thereof, the provisions relating to the redemption of Refunding Bonds prior to maturity, if any, whether the Refunding Bonds will be insured by a policy or policies of municipal bond insurance or otherwise enhanced by a credit enhancement facility or facilities, whether the Refunding Bonds shall be sold at a discount in the manner authorized by paragraph e of Section 57.00 of the Local Finance Law, and the rate or rates of interest to be borne thereby, whether the Refunding Bonds shall be issued with substantially level or declining annual debt service and all matters relating thereto, and to prepare, or cause to be provided, a final Refunding Financial Plan for the Refunding Bonds, and all powers in connection therewith are hereby delegated to the Board President; provided, that the terms of the Refunding Bonds to be issued, including the rate or rates of interest borne thereby, shall comply with the requirements of Section 90.10 of the Local Finance Law. The Board President shall file a copy of his certificate determining the details of the Refunding Bonds and the final Refunding Financial Plan with the District Clerk not later than ten (10) days after the delivery of the Refunding Bonds, as herein provided.

Section 8. The Board President is hereby authorized and directed to enter into an escrow contract (the "Escrow Contract") with a bank or trust company located and authorized to do business in this State as he shall designate (the "Escrow Holder") for the purpose of having the Escrow Holder act, in connection with the Refunded Bonds, as the escrow holder to perform the services described in Section 90.10 of the Local Finance Law.

Section 9. The faith and credit of the District are hereby irrevocably pledged to the payment of the principal of and interest on the Refunding Bonds as the same respectively become due and payable. To the extent debt service on such bonds is not paid from other sources, there shall annually be levied on all the taxable real property in the District a tax sufficient to pay the principal of and interest on such bonds as the same become due and payable.

Section 10. All of the proceeds from the sale of the Refunding Bonds, including the premium, if any, but excluding accrued interest thereon, shall immediately upon receipt thereof be placed in escrow with the Escrow Holder for the Refunded Bonds. Accrued interest, if any, on the Refunding Bonds shall be paid to the District to be expended to pay interest on the Refunding Bonds on the first interest payment date thereof. Such proceeds as are deposited in the escrow deposit fund to be created and established pursuant to the Escrow Contract, whether in the form of cash or investments, or both, inclusive of any interest earned from the investment thereof, shall be irrevocably committed and pledged to the payment of the principal of and interest on the Refunded Bonds in accordance with Section 90.10

of the Local Finance Law, and the holders, from time to time, of the Refunded Bonds shall have a lien upon such moneys held by the Escrow Holder. Such pledge and lien shall become valid and binding upon the issuance of the Refunding Bonds and the moneys and investments held by the Escrow Holder for the Refunded Bonds in the escrow deposit fund shall immediately be subject thereto without any further act. Such pledge and lien shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the District irrespective of whether such parties have notice thereof.

Section 11. Notwithstanding any other provision of the resolution, so long as any of the Refunding Bonds shall be outstanding, the District shall not use, or permit the use of, any proceeds from the sale of the Refunding Bonds in any manner which would cause any of the Refunding Bonds to be "arbitrage" bonds as that term is used in Section 148 of the Internal Revenue Code of 1986, as amended, and, to the extent applicable, the Regulations promulgated by the United States Treasury Department thereunder as then in effect.

Section 12. In accordance with the terms of the Refunded Bonds and the Bond Certificate relating thereto, as well as the provisions of Section 53.00 and of paragraph h of Section 90.10 of the Local Finance Law, and subject only to the issuance of the Refunding Bonds as herein authorized, the District hereby elects to call in and redeem each series of Refunded Bonds on their respective first optional redemption date. The sum to be paid therefor on such redemption date shall be the par value thereof plus the redemption premium, if any as provided in the Refunded Bonds Certificate, and the accrued interest to such redemption date. The Escrow Agent for the Refunded Bonds is hereby authorized and directed to cause notice of such call for redemption to be given in the name of the District in the manner and within the times provided in the Refunded Bonds Certificate. Such notice of redemption shall be in substantially the form attached to the Escrow Contract. Upon the issuance of the Refunding Bonds, the election to call in and redeem the callable Refunded Bonds and the direction to the Escrow Agent to cause notice thereof to be given as provided in this paragraph shall become irrevocable, provided that this paragraph may be amended from time to time as may be necessary in order to comply with the publication requirements of paragraph a of Section 53.00 of the Local Finance Law, or any successor law thereto.

Section 13. The Refunding Bonds shall be sold at private sale to Jefferies & Company, Inc. (the "Underwriter") for such purchase price as shall be determined by the Board President, plus accrued interest, if any, from the date of the Refunding Bonds to the date of delivery of and payment for the Refunding Bonds, subject to the approval of the terms and conditions of such sale by the State Comptroller as required by subdivision 2 of paragraph f of Section 90.10 of the Local Finance Law. The Board President is hereby authorized to execute and deliver a purchase contract or similar agreement for the Refunding Bonds in the name and on behalf of the District providing the terms and conditions for the sale and delivery of the Refunding Bonds to the Underwriter.

Section 14. The President and the District Clerk and all other officers, employees and agents of the District are hereby authorized and directed for and on behalf of the District to execute and deliver all certificates and other documents, perform all acts and do all things required or contemplated to be executed, performed or done by this resolution or any document or agreement approved hereby.

Section 15. All other matters pertaining to the terms and issuance of the Refunding Bonds shall be determined by the Board President and all powers in connection thereof are hereby delegated to the Board President.

Section 16. The validity of the Refunding Bonds, may be contested only if:

- (a) such obligations are authorized for an object or purpose for which the District is not authorized to expend money, or
- (b) the provisions of law which should be complied with at the date of the publication of such resolution are not substantially complied with, and an action, suit or proceeding contesting such validity, is commenced within twenty days after the date of such publication, or
- (c) such obligations are authorized in violation of the provisions of the constitution.

Section 17. The law firm of Trespasz & Marquardt, LLP is appointed bond counsel for the Refunding Bonds, Fiscal Advisors and Marketing Inc. is appointed Financial Advisor for the refunding and Jefferies & Company, Inc. is appointed underwriter for the refunding.

Section 18. This resolution shall take effect immediately. The District Clerk is hereby authorized and directed to publish a summary of the foregoing resolution, together with a Notice in substantially the form prescribed by Section 81.00 of the Local Finance Law in the newspapers having general circulation in the District and designated the official newspapers of District for such publication.

The question of the adoption of the foregoing resolution was put to a vote on roll call, which resulted as follows:

Donald Neugebauer, President	Voting	Yes
Maryam Wasmund, Vice-President	Voting	Yes
Chip Engst	Voting	Yes
Eric Exelby	Voting	Yes
Mary B. George	Voting	Yes
Vicki Lindabury	Voting	Yes
John Repak	Voting	Yes

The resolution was declared adopted.

VII. Board President's Report

A. Board Member Items – Information

1. Corresponding Secretary Update – Information

B. Future Agendas – Information/Discussion

C. Committee Updates – Discussion

D. CNYSBA Upcoming Events – Information

1. Saturday, January 28 - First Ever CNYSBA Issue Advocacy Conference Workshop from 8:30 a.m. – Noon @ the Fayetteville-Manlius HS.
2. Saturday, February 11 – Annual OMSBA/Oswego/COSBA Legislative Breakfast from 8 – 11 a.m. @ the Baldwinsville HS. RSVP by February 2 - at \$20/person.

The following will attend: Donald Neugebauer, Maryam Wasmund, Chip Engst, Eric Exelby, Vicki Lindabury, John Repak, Timothy Ryan, Peter Mahunik, and Robert Hughes.

VIII. Comments from the Public: None

IX. Consent Agenda: A motion to approve the Consent Agenda was made by Mr. Repak, seconded by Mr. Exelby, and unanimously approved 7-0.

1. The Superintendent recommends that the Board of Education of the Fabius-Pompey School District approve the minutes of the January 3, 2012 Board of Education meeting.
2. The Superintendent recommends that the Board of Education of the Fabius-Pompey School District accept the Committee on Special Education student recommendations as presented.
3. The Superintendent recommends that the Board of Education of the Fabius-Pompey School District approve the following substitutes for the 2011-2012 school year: Substitute teacher (certified): Nina Carelli (K-6), Amber Litz (K-6), Judy Stoddard, Andrea Sutherland. Substitute teaching assistant: Mary Jo Terrell and Amber Litz.
4. The Superintendent recommends that the Board of Education of the Fabius-Pompey School District approve Dr. Paul Klawitter, School Physician, as a member of the Committee on Special Education for the 2011-2012 school year (attendance required only if requested).
5. The Superintendent recommends that the Board of Education of the Fabius-Pompey School District approve Cindy Ward as JV Softball Coach for the 2011-2012 school year on Step II of the current coaching schedule.
6. The Superintendent recommends that the Board of Education of the Fabius-Pompey School District approve the transfers as presented.
7. The Superintendent recommends that the Board of Education of the Fabius-Pompey School District accept the following donations:
 - a. From the Fabius-Pompey Education Foundation the amount of \$722.16 for the MS-HS program "Battle of the Books."
 - b. Forty books for the Library - "The Pompey Hollow Book Club" from the author Mr. Jerry Antil.

X. Budget Workshop II: Mr. Mahunik reviewed the following budget items.

- A. Expenditures
 1. BOCES
 2. Benefits
 3. Debt Service

XI. Adjournment: A motion to adjourn the meeting at 8:35 p.m. was made by Mrs. George, seconded by Mr. Exelby, and unanimously approved 7-0.

Submitted by,

Alma M. Hartnett,
District Clerk

BOE Approved 2-7-12