

**MINUTES
SPECIAL MEETING
BOARD OF MAYOR AND BURGESSES
SEPTEMBER 29, 2025**

The Borough of Naugatuck held the Board of Mayor and Burgesses meeting on a hybrid basis. Everyone was welcomed to attend in person, by Zoom Webinar or by phone.

1. Mayor “Pete” Hess called the special meeting to order at **6:32 p.m.** with the following in attendance:

BURGESSES:

R. Vitale

M. Bronko, absent

F. Dambowsky, virtual

K. Gallo

C. Marenghi

R. Neth

D. Neth-Kunin, absent

J. Rosenblatt, absent

M. Smith, arr. 6:51 p.m., virtual

PRESS:

None

DEPARTMENT HEADS:

B. Rizk, BOE Business Manager, virtual

E. Cornacchia, Controller

OTHERS:

A. Burkitt, Advanced Energy Efficiencies (AEE), virtual

L. Wehry, IT Assistant

G. Hale, Advanced Energy Efficiencies (AEE)

A. Alibrio, Johnson Controls

M. Ritter, Shipman & Goodwin LLP, virtual

2. Burgess Kimberly Gallo led in the Pledge of Allegiance to the flag.
3. Mayor Hess began a discussion on the **Naugatuck High School Solar Roof Project with Facility Upgrades**. The borough has taken over the management of school facilities. He said the previous solar roof at the high school failed. We had to wait for a period of time before we could apply for state reimbursement to replace the roof and add new solar panels. There will be eight million dollars in capital upgrades to Naugatuck High School, City Hill Middle School, Maple Hill Elementary School and Hop Brook Elementary School. He said we will be receiving solar arrays paid for by Johnson Controls, Inc., in return our capital upgrades will be paid. There will be two motions voted on regarding the project. The borough is working with our energy advisors, Advanced Energy Efficiencies (AEE). Our energy costs will be capped at the amount we are currently paying. Adam Burkitt, from AEE, said there are four major locations to address. The high school roof as well as the chiller and cooling tower are at the end of their life. The humidity level in the swimming pool area at the high school needs to be corrected. The ventilation in the gymnasium and areas in the cafeteria will be addressed. There is stagnant air at Maple Hill Elementary School. Air conditioning and proper ventilation is needed. The chiller on the roof and the cooling towers at City Hill Middle School were at the end of their life three years ago. Hop Brook Elementary School lost a boiler which is being replaced now. The other boiler will be replaced along with air conditioning installed. Ground mounted solar will be installed on the hill between Western Elementary School and Naugatuck High School. Solar will also be put in the parking lot above the football field. Mr. Burkitt said \$850,000.00 in energy savings will be generated annually between the three solar arrays in a guaranteed contract with Eversource under the NRES Program.

Due to technical issues with the Zoom Webinar recording, Mayor Hess recessed the meeting and reconvened at 6:56 p.m.

Attorney Matt Ritter from Shipman & Goodwin reviewed the guaranteed performance contract. He highlighted pages 38 and 39 in the lengthy contract. There will be a million-dollar offset to what the borough is paying. He discussed the project benefits, shortfalls and surpluses. He said it is spelled out in the contract if the project doesn't come to fruition. There are different options that Johnson Controls can provide to the borough for our benefit.

Deputy Mayor Vitale asked if there was concern for vandalism with the ground mount. **Adam Burkitt** said a six-foot-high chain linked fence will be surrounding the ground mount. Similar to what was constructed at the police station.

Deputy Mayor Vitale asked what the duration was for the project.

Adam Burkitt said the project will be done in phases with the roof being done first. The process will start right away so the roof can be done while school is not in session the summer of 2026.

Burgess Neth asked if there will be a maintenance program through the school system or through Johnson Controls.

Adam Burkitt said it would be through Johnson Controls.

Burgess Neth asked if maintenance was part of the project contract or an annual fee.

Aaron Alibrio said it is currently not in the contract. Three years are already being prepaid. A maintenance fee would be discussed and the borough could accept or reject.

VOTED: Unanimously on a motion by Deputy Mayor Vitale and seconded by Burgess Neth that the Board of Mayor and Burgesses authorize Mayor Hess to execute a **Performance Contract with Johnson Controls, Inc.** (the "Performance Contract"), or any amendments thereto and any certificates or documents related to the Performance Contract; and to perform all other acts and execute all other documents which are necessary or appropriate subject to final legal approval by Shipman & Goodwin LLP.

VOTED: Unanimously on a motion by Deputy Mayor Vitale and seconded by Burgess Neth that the Board of Mayor and Burgesses adopt the following resolution regarding a **Performance Contract and an Equipment Lease/Purchase Agreement:**

WHEREAS, the Borough of Naugatuck, Connecticut (the "Borough") contemplates entering into a Performance Contract with Johnson Controls, Inc. ("JCI") which shall implement energy-savings measures and other capital improvements to achieve utility and operation and maintenance cost savings; and

WHEREAS, the Performance Contract shall contain an assured performance guarantee that will reduce the Borough's annual cost for electricity, gas and oil for Naugatuck High School, City Hill Middle School, Maple Hill Elementary School and Hop Brook Elementary School and such performance guarantee savings and revenues will be in an amount sufficient to pay for the Borough's annual lease payments for a period of up to twenty (20) years; and

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WHEREAS, in order to finance the energy-savings measures and other capital improvements, the Borough anticipates entering into a lease-purchase agreement on behalf of the Borough and the Naugatuck Board of Education in an amount not to exceed \$28,000,000.00 (the “Project”); and

WHEREAS, the Borough understands that all payments due in each year under the lease-purchase agreement will be made to the extent of funds appropriated therefor in the Borough’s annual budget; and

WHEREAS, the Board of Mayor and Burgesses has the powers, among others, (1) to provide for the due execution of contracts; (2) to lease real and personal property for the Borough; and (3) to enter into contracts for any services and to purchase or contract to purchase any supplies, materials, equipment and other commodities required by any Borough agency.

NOW, THEREFORE, BE IT RESOLVED:

1. The Mayor and the Controller are authorized to approve and execute a Performance Contract with JCI, or any amendments thereto, and any certificates or documents related to the Performance Contract; and to perform all other acts and execute all other documents which are necessary or appropriate to enter into the Performance Contract.
2. The Mayor and Controller are authorized to approve and execute a lease-purchase financing, subject to annual appropriation, in a principal amount not to exceed \$28,000,000.00, over a period of up to twenty years, to finance the Project. The Project may include acquisition and installation costs, equipment, legal fees, net interest on borrowings and other financing costs, and other expenses related to the acquisition and financing.
3. The Mayor and the Controller are authorized to approve, execute and deliver on behalf of the Borough any lease-purchase agreement, or any amendments thereto, and any certificates or documents related to the Project; and are authorized to determine the amounts, dates, interest rates, maturities, prepayment terms, form and other details of the lease-purchase agreement; and to perform all other acts and execute all other documents which are necessary or appropriate to enter into the lease-purchase agreement, including the granting of a security interest in the Project.
4. The Mayor and Controller are authorized to bind the Borough pursuant to such representations and covenants as the Mayor and Controller deem necessary or advisable in order to maintain the continued exemption from Federal income taxation of interest on the lease-purchase agreement 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.

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5. The Board of Mayor and Burgesses hereby waives any applicable public bidding requirements of the Borough with respect to the Performance Contract and the Project and find that such a waiver is in the best interests of the Borough.
4. **VOTED:** Unanimously on a motion by Deputy Mayor Vitale and seconded by Burgess Neth that the Board of Mayor and Burgesses authorize Mayor N. Warren “Pete” Hess to enter into a subcontractor agreement with **Shine Early Learning, Inc.**, 500 7th Avenue, 8th Floor, New York, NY 10018 to perform services for the State’s Office of Early Childhood pursuant to the Local Governance Partner Intermediary Program as recommended by Controller Eileen A. Cornacchia.
5. **VOTED:** Unanimously on a motion by Deputy Mayor Vitale and seconded by Burgess Neth to adjourn the special meeting at **7:26 p.m.**

A digital recording of this meeting is available in the office of the Borough Clerk for further review.

Attest:

Nancy K. DiMeo
Borough Clerk