

MINUTES OF A SPECIAL BOARD MEETING OF THE VILLAGE OF WELLSVILLE BOARD OF TRUSTEES HELD ON TUESDAY, AUGUST 3, 2021, AT 4:00 PM AT THE CONFERENCE ROOM OF THE DEPARTMENT OF PUBLIC WORKS, 200 BOLIVAR ROAD, ALLEGANY COUNTY, WELLSVILLE, NEW YORK.

PRESENT: Mayor: Randy Shayler
Deputy Mayor: Jeff Monroe
Trustees: Gary Pearson, Mike Roeske
Dir DPW: Bill Whitfield
Treasurer: Melissa Mullen

ABSENT: Trustee: Ed Fahs

The special board meeting opened at 4:00 pm with the pledge to the flag led by Mayor Shayler.

MAYOR'S BUSINESS:

1. Mayor Shayler made a motion to appoint Aimee Davison as a new member to the Village Planning Board, effective immediately. Trustee Roeske seconded the motion. Carried.
2. Mayor Shayler announced that the Wellsville Elks Lodge #1495 received a grant for veterans in the community, wishing to apply it toward the clean up and improvement of Memorial Park. Director Whitfield noted that the Village already mows that park regularly, as well as add mulch, etc. , and encourages the American Legion to add/build memorials. All present unanimously agreed.

TRUSTEES' BUSINESS:

PEARSON:

1. Trustee Pearson discussed conversations he's had with developers at the new Business Park (previously Dresser Rand building) about crypto mining and ways to use it toward developing electric power. Director Whitfield discussed the differences between what they are looking into and that our Village rate payers pay a different rate altogether. Trustee Pearson shared their intent to submit a vague application to the Village; however, there would not be any jobs added or a site location. Mayor Shayler encourages the vague application, yet anticipates it getting minimal time put in to its progression.

MONROE:

1. Trustee Monroe had nothing to discuss.

ROESKE:

1. Trustee Roeske asked for Fire Chief Fleishman to come to the next regular Board meeting to discuss the Fire Department's tanker truck purchase.

FAHS:

1. Trustee Fahs was not present.
2. Mayor Shayler made a motion to accept and approve Resolution No. 21/22-17.

**RESOLUTION NO. #21/22-17
OF THE VILLAGE BOARD OF TRUSTEES**

TO BOND WASTEWATER TREATMENT PLANT IMPROVEMENT PROJECT

AN AMENDING AND RESTATING BOND RESOLUTION, DATED AUGUST 3, 2021, OF THE VILLAGE BOARD OF TRUSTEES OF THE VILLAGE OF WELLSVILLE, ALLEGANY COUNTY, NEW YORK (THE “VILLAGE”), FURTHER AMENDING THE BOND RESOLUTION THAT WAS ADOPTED ON JANUARY 16, 2017 AND AMENDED ON APRIL 26, 2021, AND AUTHORIZING A SEWER SYSTEM CAPITAL IMPROVEMENTS PROJECT (PRIMARILY AT THE WASTEWATER TREATMENT PLANT), AT AN ESTIMATED MAXIMUM COST OF \$21,000,000 AND AUTHORIZING THE ISSUANCE OF SERIAL BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$21,000,000 OF THE VILLAGE, PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE SAID PURPOSE, SAID AMOUNT TO BE OFFSET BY ANY FEDERAL, STATE, COUNTY AND/OR LOCAL FUNDS RECEIVED, AND DELEGATING THE POWER TO ISSUE BOND ANTICIPATION NOTES IN ANTICIPATION OF THE SALE OF SUCH BONDS TO THE VILLAGE TREASURER.

WHEREAS, on January 16, 2017, the Village Board of Trustees of the Village of Wellsville, Allegany County, New York (the “Village”) adopted a certain bond resolution (the “Original Bond Resolution”) entitled:

A BOND RESOLUTION, DATED JANUARY 16, 2017, OF THE VILLAGE BOARD OF TRUSTEES OF THE VILLAGE OF WELLSVILLE, ALLEGANY COUNTY, NEW YORK (THE “VILLAGE”), AUTHORIZING A SEWER SYSTEM CAPITAL IMPROVEMENTS PROJECT (PRIMARILY AT THE WASTEWATER TREATMENT PLANT), AT AN ESTIMATED MAXIMUM COST OF \$10,500,000, AND AUTHORIZING THE ISSUANCE OF SERIAL BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$10,500,000, PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE SAID PURPOSE, SAID AMOUNT TO BE OFFSET BY ANY FEDERAL, STATE, COUNTY AND/OR LOCAL FUNDS RECEIVED, AND DELEGATING THE POWER TO ISSUE BOND ANTICIPATION NOTES IN ANTICIPATION OF THE SALE OF SUCH BONDS TO THE VILLAGE TREASURER.

and;

WHEREAS, on April 26, 2021, the Village Board of Trustees of the Village of Wellsville, Allegany County, New York (the “Village”) adopted an amending and restating bond resolution (the “April Amending Bond Resolution”) entitled:

AN AMENDING AND RESTATING BOND RESOLUTION, DATED APRIL 26, 2021, OF THE VILLAGE BOARD OF TRUSTEES OF THE VILLAGE OF WELLSVILLE, ALLEGANY COUNTY, NEW YORK (THE "VILLAGE"), AMENDING THE BOND RESOLUTION THAT WAS ADOPTED ON JANUARY 16, 2017, AND AUTHORIZING A SEWER SYSTEM CAPITAL IMPROVEMENTS PROJECT (PRIMARILY AT THE WASTEWATER TREATMENT PLANT), AT AN ESTIMATED MAXIMUM COST OF \$17,000,000 AND AUTHORIZING THE ISSUANCE OF SERIAL BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$17,000,000 OF THE VILLAGE, PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE SAID PURPOSE, SAID AMOUNT TO BE OFFSET BY ANY FEDERAL, STATE, COUNTY AND/OR LOCAL FUNDS RECEIVED, AND DELEGATING THE POWER TO ISSUE BOND ANTICIPATION NOTES IN ANTICIPATION OF THE SALE OF SUCH BONDS TO THE VILLAGE TREASURER.

and;

WHEREAS, the Village received higher than anticipated bids in response to its request for bids in connection with the April 26, 2021 project; and

WHEREAS, due to the receipt of higher than anticipated bids, the Village Board of Trustees now wishes to modify the April 26, 2021 Amending Bond Resolution for the primary purposes of increasing a) the estimated maximum cost of the project from \$17,000,000 to \$21,000,000 and b) the amount of serial bonds authorized to be issued from \$17,000,000 to \$21,000,000, and to make other modifications to the Original Bond Resolution as may be consistent with law; and

WHEREAS, the Village Board of Trustees now wishes to amend and restate (in its entirety) the Original Bond Resolution (as amended by the April Amending Bond Resolution) for the reasons identified above, and to make other modifications to the April Amending Bond Resolution as may be consistent with law and the April Amending Bond Resolution is otherwise being reaffirmed and ratified in all other material respects; and

WHEREAS, the Village has previously issued a bond anticipation note pursuant to the Original Bond Resolution (as amended by the April Amending Bond Resolution), but has not yet entered into permanent financing arrangements thereunder (i.e., the issuance of long-term serial bonds);

NOW THEREFORE,

BE IT RESOLVED, by the Village Board of Trustees of the Village (by the favorable vote of not less than two-thirds of all the members of the Board) as follows:

SECTION 1. The Village is hereby authorized to undertake a certain sewer system capital improvements project with the majority of the work to be located primarily at the wastewater treatment plant; such work to generally consist of the relining of approximately 7,500 linear feet of sewer main within the Village; installation of a new leachate storage tank and discharge system; installation of a new influent screening and de-gritting building and systems; replacement of existing chemical feed equipment and systems; replacing one existing trickling filter media and equipment with one new bio-tower and associated media, equipment, and tankage; installing a new bio-tower cover; replacing recirculation pumps and systems; rehabilitation of existing final clarifiers along with associated equipment and tankage; new effluent disinfection systems which may

include chemical contact tanks and equipment and a chemical feed building and associated systems; solids de-watering improvements; new site-work, site piping, interior process piping, and site drainage improvements; all electrical, HVAC, and plumbing systems associated with the above noted improvements; new SCADA and control systems; and other minor and ancillary improvements associated with the improvements to the wastewater treatment plant, as well as other improvements more fully identified in (or contemplated by) a revised engineering report Amendment prepared by MRB Group, and including all preliminary work and necessary equipment, materials, and labor and all preliminary costs and costs incidental thereto and in connection with the financing thereof (collectively, the "Purpose"). The amended estimated maximum cost of the Purpose is \$21,000,000.

SECTION 2. The Village Board of Trustees plans to finance the estimated maximum cost of the Purpose by the issuance of serial bonds in an aggregate principal amount not to exceed \$21,000,000 of the Village, hereby authorized to be issued therefor pursuant to the Local Finance Law, said amount to be offset by any federal, state, county and/or local funds received (including, but not limited to, the following funds anticipated to be received by the Village: a \$2,577,750 Water Infrastructure Improvement Act Grant, a \$1,000,000 Community Development Block Grant, and a \$540,000 Water Quality Improvement Program Grant). Unless paid from other sources or charges, the cost of such improvements is to be paid by the levy and collection of taxes on all the taxable real property in the Village to pay the principal of said bonds and the interest thereon as the same shall become due and payable.

SECTION 3. It is hereby determined that the Purpose is an object or purpose described in subdivision 4 of paragraph (a) of Section 11.00 of the Local Finance Law, and that the period of probable usefulness of the Purpose is 40 years.

SECTION 4. Current funds are not required to be provided prior to the issuance of the bonds authorized by this resolution or any notes issued in anticipation of the sale of such bonds.

SECTION 5. It is hereby determined the proposed maturity of the obligations authorized by this resolution will be in excess of five years.

SECTION 6. The faith and credit of the Village are hereby irrevocably pledged for the payment of the principal of and interest on such bonds (and any bond anticipation notes issued in anticipation of the sale of such bonds) as the same respectively become due and payable. An annual appropriation shall be made in each year sufficient to pay the principal of and interest on such bonds or notes becoming due and payable in such year. Unless paid from other sources or charges, there shall annually be levied on all the taxable real property of the Village a tax sufficient to pay the principal of and interest on such bonds or notes as the same become due and payable.

SECTION 7. Subject to the provisions of this resolution and of the Local Finance Law, and pursuant to the provisions of Section 21.00 relative to the authorization of the issuance of bonds with substantially level or declining annual debt service, Section 30.00 relative to the authorization of the issuance of bond anticipation notes and of Section 50.00, Sections 56.00 to 60.00, Section 62.00, Section 62.10, Section 63.00, and Section 164.00 of the Local Finance Law, the powers and duties of the Village Board of Trustees pertaining or incidental to the sale and issuance of the obligations herein authorized,

including but not limited to authorizing bond anticipation notes and prescribing the terms, form and contents and details as to the sale and issuance of the bonds herein authorized and of any bond anticipation notes issued in anticipation of said bonds, and the renewals of said notes, are hereby delegated to the Village Treasurer, the chief fiscal officer of the Village. Without in any way limiting the scope of the foregoing delegation of powers, the Village Treasurer, to the extent permitted by Section 58.00(f) of the Local Finance Law, is specifically authorized to accept bids submitted in electronic format for any bonds or notes of the Village.

SECTION 8. To the extent not previously authorized, the temporary use of available funds of the Village, not immediately required for the purpose or purposes for which the same were borrowed, raised or otherwise created, is hereby authorized pursuant to Section 165.10 of the Local Finance Law, for the purpose or purposes described in this resolution.

SECTION 9. This resolution shall constitute the declaration (or reaffirmation) of the Village's "official intent" to reimburse the expenditures authorized in this resolution with the proceeds of the bonds, notes or other obligations authorized herein, as required by United States Treasury Regulations Section 1.150-2.

SECTION 10. The Village Treasurer is further authorized to take such actions and execute such documents as may be necessary to ensure the continued status of the interest on the bonds authorized by this resolution, and any notes issued in anticipation thereof, as excludable from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") and may designate the bonds authorized by this resolution, and any notes issued in anticipation thereof, as "qualified tax-exempt bonds" in accordance with Section 265(b)(3) of the Code.

SECTION 11. The Village Treasurer is further authorized to enter into a continuing disclosure agreement with the initial purchaser of the bonds or notes authorized by this resolution, containing provisions which are satisfactory to such purchaser in compliance with the provisions of Rule 15c2-12, promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934.

SECTION 12. The Village Treasurer is further authorized to call in and redeem any outstanding obligations that were authorized hereunder (at such times and in such amounts and maturities as may be deemed appropriate after consultation with Village officials and the Village's municipal advisor), to approve any related notice of redemption, and to take such actions and execute such documents as may be necessary to effectuate any such calls for redemption pursuant to Section 53.00 of the Local Finance Law, with the understanding that no such call for redemption will be made unless such notice of redemption shall have first been filed with the Village Clerk.

SECTION 13. The Village has complied with applicable federal, state and local laws and regulations regarding environmental matters, including compliance with the New York State Environmental Quality Review Act ("SEQRA"), comprising Article 8 of the Environmental Conservation Law and, in connection therewith, duly issued a negative declaration and/or other applicable documentation, and therefore, no further action under SEQRA is necessary.

SECTION 14. To the extent applicable, the Village Treasurer is hereby authorized to execute and deliver in the name and on behalf of the Village a project financing agreement prepared by the New York State Environmental Facilities Corporation (“EFC”) (the “SRF Project Financing Agreement”). To the extent applicable, the Village Treasurer and the Village Clerk and all other officers, employees and agents of the Village are hereby authorized and directed for and on behalf of the Village 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, including, but not limited to, the SRF Project Financing Agreement.

SECTION 15. In the absence or unavailability of the Village Treasurer, the Deputy Treasurer is hereby specifically authorized to exercise the powers delegated to the Village Treasurer in this resolution.

SECTION 16. The validity of such serial bonds or of any bond anticipation notes issued in anticipation of the sale of such serial bonds may be contested only if:

1. (a) such obligations were authorized for an object or purpose for which the Village is not authorized to expend money, or

(b) the provisions of the law which should be complied with as of the date of publication of this notice were not substantially complied with

and an action, suit or proceeding contesting such validity is commenced within 20 days after the date of such publication of this notice, or

2. such obligations were authorized in violation of the provisions of the Constitution of New York.

SECTION 17. This Resolution is subject to permissive referendum pursuant to Section 36.00 of the Local Finance Law. The Village Clerk is hereby authorized and directed to publish (one time) and post (in at least six conspicuous public places within the Village and at each polling place), this resolution, or a summary thereof, together with a notice of adoption of this resolution subject to permissive referendum, within ten days after the date of adoption of this resolution.

SECTION 18. If no petitions are filed in the permissive referendum period, the Village Clerk is hereby authorized and directed to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of the Local Finance Law, in the official newspaper(s) of the Village, or if no newspaper(s) have been so designated, then in a newspaper having a general circulation in the Village, and hereby designated as the official newspaper of the Village for such publication.

SECTION 19. Nothing in this amendment shall affect the validity of the Original Bond Resolution or the April Amending Bond Resolution, or any actions taken thereunder, and any such actions are hereby ratified.

* * *

Dated: August 3, 2021; this resolution shall take effect immediately.

Moved by Mayor Shayler; seconded by Trustee Pearson.

The foregoing resolution was adopted by the Board of Trustees of the Village of Wellsville by roll call: Trustee Pearson AYE Trustee Fahs absent
Trustee Monroe AYE Trustee Roeske AYE
Mayor Shayler AYE

I, Wendy Seely, do hereby certify that Resolution #21/22-17 was passed at a meeting of the Board of Trustees of the Village of Wellsville, New York held on August 3, 2021, and is incorporated in the original minutes of that said meeting, and that said Resolution has not been altered, amended or revoked and is in full force and effect.

Certified by the Village Clerk

The foregoing resolution was thereupon declared duly adopted.

POLICE DEPT:

1. Chief O'Grady was not present.

FIRE DEPT:

1. Chief Fleischman was not present.

DPW:

1. Director Whitfield had nothing to discuss.

CODE OFFICER:

1. Code Enforcement Officer Wenslow was not present.

ATTORNEY:

1. Attorney Buck was not present.

TREASURER:

1. Treasurer Mullen discussed the anticipated WWTP Project bidding process.

On a motion made by Trustee Monroe and seconded by Trustee Pearson, the meeting adjourned at 4:26. Carried.

Respectfully submitted,

Wendy Seely
Village Clerk