

**VILLAGE OF SHERMAN
CHAUTAUQUA COUNTY, NEW YORK**

MAY 1, 2019

A regular meeting of the Village Board of the Village of Sherman, in the County of Chautauqua, New York was held at the Village offices located at 111 Mill Street, Sherman, New York on May 1, 2019, at 6:00 o'clock P.M. (Prevailing Time).

There were present:

Colleen Meeder, Mayor
Isaac Gratto, Deputy Mayor
Donna Higginbotham, Trustee
Mary Reyda, Trustee
Kirk Ayers, Trustee

There were absent:

None

Also present:

Jeanette Ramm, Village Clerk/Treasurer
James Irwin, Chief Wastewater Operator
Doug Crane, DPW Superintendent
Greg Gormley, Zoning Enforcement Officer
David & Debra Prenatt, Press
Village Residents: Rick Ayers, Ryan Sanders, Dennis Kulpa, Connie Fortune, Gary Emory, Hewitt Meeder, Tylor Griswold, Ryan Robson, Maurice Alday, Janet Dawley, Russ Hayes, Tom & Janice Sweatman.

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The following resolution was offered by **Trustee Higginbotham**, who moved its adoption, and seconded by **Trustee Gratto** to wit:

BOND RESOLUTION OF THE VILLAGE OF SHERMAN, CHAUTAUQUA COUNTY, NEW YORK, ADOPTED ON MAY 1, 2019, AUTHORIZING ISSUANCE OF \$6,200,000 BONDS OF THE VILLAGE OF SHERMAN TO PAY THE COSTS OF IMPROVEMENTS TO THE VILLAGE'S WASTE WATER TREATMENT SYSTEM AND SANITARY SEWER SYSTEM

WHEREAS, the Village of Sherman, New York (the "Village") intends to undertake a project (the "Project") consisting of the construction of improvements and upgrades to the Village waste water treatment system and sanitary sewer system, including, but not limited to, the construction of a new headworks and grit removal building, rehabilitating and modifying the plants existing treatment tanks, installing effluent disc filters, replacing the chlorination/dechlorination disinfection system with ultraviolet (UV) disinfection, implementing a new mechanical sludge dewatering process, various new mechanical and electrical equipment, installing a sludge pump station, various floor plan modifications to control building, new emergency generator, upgrades to various collection system manholes, and various other sanitary sewer system improvements, related site improvements, original furnishings, fixtures and equipment and other improvements incidental thereto, as well as environmental studies, architectural, legal and engineering fees, and all other necessary costs incidental to such work; and

WHEREAS, pursuant to Article 8 of the Environmental Conservation Law of the State of New York, as amended, and the regulations of the Department of Environmental Conservation of the State of New York promulgated thereunder (collectively referred to hereinafter as "SEQRA"), the Village is required to make a determination with respect to the environmental impact of any "action" (as defined by SEQRA) to be taken by the Village and the approval of this resolution constitutes such an action;

NOW, THEREFORE BE IT RESOLVED ON MAY 1, 2019 BY THE VILLAGE BOARD OF THE VILLAGE OF SHERMAN, CHAUTAUQUA COUNTY, NEW YORK (by favorable vote of not less than two thirds of said Board), AS FOLLOWS:

Section 1. By Resolution adopted April 3, 2019, the Village Board determined that the Project constitutes a "Type I Action" under 6 NYCRR § 617.4 of the Regulations that will result in no significant adverse impacts on the environment and a negative declaration was issued.

Section 2. The maximum estimated cost of the Project is \$6,200,000. For the specific object or purpose of financing the cost of undertaking the Project, including all related construction, renovations, site improvements, original furnishings, fixtures, equipment, machinery apparatus and other improvements incidental thereto, all as required for the purpose for which such improvements are to be used, as well as environmental studies, architectural, legal and engineering fees, and all other necessary costs incidental to such work, there are hereby authorized to be issued up to \$6,200,000, or such lesser amount as may be necessary, of serial bonds or any bond anticipation notes, including renewals of such notes, in anticipation of the issuance and sale of the bonds of said Village, pursuant to the provisions of the Local Finance Law and the levy of a tax to pay principal and interest on said obligations, and the application, if and when available, of state and/or federal assistance available or to any revenues available for such purpose from any other source. Undertaking the Project is hereby approved. The bonds and notes authorized hereby may be issued to the United States Department of Agriculture, Office of Rural Development, or any of its related offices or agencies, the New York State Environmental Facilities Corporation under any of its revolving fund programs or any purchaser in accordance with the provisions of the Local Finance Law.

Section 3. The plan for the financing of the cost of the Project shall be as follows:

- (a) By the issuance of up \$6,200,000, or such lesser amount as may be necessary, of serial bonds or any bond anticipation notes, including renewals of such notes, of said Village herein authorized; and
- (b) By the application of state and/or federal grants and assistance available or any revenues available for such purpose from any other source and the acceptance of such grants, assistance and revenue and the application of such fund to the costs of the Project are hereby approved.

Section 4. The full faith and credit of the Village, is hereby irrevocable pledged for the payment of the principal of and interest on 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 obligations becoming due and payable in such years and such debt service payments may be made in substantially level or declining amounts as may be authorized by law. All the taxable real property within said Village shall be subject to the levy of ad valorem taxes without limitation as to rate or amount sufficient to pay the principal of and interest on said bonds.

Section 5. Subject to the provisions of the Local Finance Law and this bond resolution, the power to authorize the issuance of and to sell serial bonds and any bond anticipation notes in anticipation thereof, including renewals of such notes, is hereby delegated to the Village Clerk/Treasurer, the chief fiscal officer. Such bonds and notes shall be of such terms, form and contents, and shall be sold in such manner, as may be prescribed by said Village Clerk/Treasurer, consistent with the provisions of the Local Finance Law.

Section 6. All other matters except as provided herein relating to the serial bonds herein authorized including the date, denominations, maturities and interest payment dates, within the limitations prescribed herein and the manner of execution of the same, including the consolidation with other issues, and also the ability to issue serial bonds with substantially level or declining annual debt service, shall be determined by the Village Clerk/Treasurer, the chief fiscal officer of the Village. Such bonds shall contain substantially 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 Village Clerk/Treasurer shall determine consistent with the provisions of the Local Finance Law.

Section 7. Such bonds shall be in fully registered form and shall be signed in the name of the Village of Sherman, New York, by the manual or facsimile signature of the Village Clerk/Treasurer and a facsimile of its corporate seal shall be imprinted or impressed thereon and maybe attested to by the manual or facsimile signature of the Village Clerk. It is hereby determined that it is to the financial advantage of the Village not to impose and collect from registered owners of such 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 8. The Village Clerk/Treasurer is hereby further authorized, at her sole discretion, to execute a project finance and loan agreement, and any other agreements with the New York State Department of Environmental Conservation and/or the New York State Environmental Facilities Corporation and/or the United States Department of Agriculture – Rural Development, including amendments thereto, and including any instruments (or amendments thereto) in the effectuation thereof,

in order to effect the financing or refinancing of the specific object or purpose described in Section 2 hereof, or a portion thereof, by a bond, and/or note issue of the Village in the event of the sale of same to the New York State Environmental Facilities Corporation or to such other entity as may be designated by the United States Department of Agriculture – Rural Development. The intent of this resolution is to give the Village Clerk/Treasurer sufficient authority to execute those applications, agreements, and instruments, or to do any similar acts necessary to effect the issuance of the aforesaid bonds and/or notes without resorting to further action of this Village Board.

Section 9. The Village hereby covenants and agrees with the holders from time to time of the Bonds and any bond anticipation notes issued in anticipation of the sale of the Bonds, that the Village will faithfully observe and comply with all provisions of the Internal Revenue Code of 1986, as amended (the “Code”), and any proposed or final regulations issued pursuant thereto unless, in the opinion of bond counsel, such compliance is not required by the Code and regulations to maintain the exclusion from gross income of interest on said obligations for federal income tax purposes.

Section 10. The following additional matters are hereby determined and declared:

- (a) Pursuant to subdivision 1 of paragraph a of Section 11.00 of the Local Finance Law, the period of probable usefulness of the Project is 40 years; and
- (b) Current funds are not required by the Local Finance Law to be provided prior to the issuance of the bonds and any notes issued in anticipation thereof authorized by this resolution; and
- (c) The proposed maturity of the bonds authorized by this resolution will exceed five (5) years.

Section 11. The temporary use of available funds of the Village, not immediately required for the purpose or purposes for which the same were raised or otherwise created, is hereby authorized pursuant to Section 165.10 of the Local Finance Law, for the capital purposes described in Section 1 of this resolution. The reasonably expected source of funds to be used to initially pay for the expenditures authorized by Section 1 of this resolution shall be from the Village’s General Fund. It is intended that the Village shall then reimburse expenditures from the General Fund with the proceeds of the bonds and bond anticipation notes authorized by this resolution and that the interest payable on the bonds and any bond anticipation notes issued in anticipation of such bonds shall be excludable from gross income for federal income tax purposes. This resolution is intended to constitute the declaration of the Village’s “official intent” within the meaning of Treasury Regulation Section 1.150-2 to reimburse the expenditures authorized by this resolution with the proceeds of the bonds and bond anticipation notes authorized herein. Other than as specified in this resolution, no monies are reasonably expected to be, received, allocated on a long-term basis, or otherwise set aside with respect to the permanent funding of the objects or purposes described herein.

Section 12. The validity of such bonds and bond anticipation notes may be contested only if:

- 1) Such obligations are authorized for an object or purpose for which said Village is not authorized to expend money, or
- 2) The provisions of law which should be complied with at the date of publication of this 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

3) Such obligations are authorized in violation of the provisions of the Constitution.

Section 13. Other than as specified in this resolution, no monies are, or are reasonably expected to be, reserved, allocated on a long-term basis, or otherwise set aside with respect to the permanent funding of the object or purpose described herein.

Section 14. The law firm of Trespasz & Marquardt, LLP is hereby appointed bond counsel to the Village in relation to the Project.

Section 15. This resolution shall be subject to permissive referendum and a summary hereof shall be published by the Village Clerk as provided by Village Law Section 9-900. This Resolution shall become effective 30 days after its adoption. Following such effective date, in the event that no petition for a referendum was timely submitted and filed, the Village Clerk shall cause the publishing and posting of a notice in substantially the form provided in Section 81.00 of the Local Finance Law together with a summary of this Bond Resolution.

WHEREFORE, the foregoing Resolution was put to a vote of the members of the Village Board of the Village on May 1, 2019, the result of which vote was as follows:

	VOTING
Colleen Meeder, Mayor	Aye
Isaac Gratto, Deputy Mayor	Aye
Donna Higginbotham	Aye
Mary Reyda	Aye
Kirk Ayers	Aye

DATED: May 1, 2019

CERTIFICATE

I, the undersigned Village Clerk/Treasurer of the Village of Sherman, Chautauqua County, State of New York, **HEREBY CERTIFY:**

That I have compared the annexed extract of the minutes of a meeting of the Village Board of said Village including the resolution contained therein, held on May 1, 2019, with the original thereof on file in my office, and that the same is a true, complete and correct copy thereof and of the whole of said original minutes so far as the same relates to the subject matters therein referred to.

I FURTHER CERTIFY that all members of said Village Board had due notice of said meeting.

I FURTHER CERTIFY that, pursuant to Section 103 of the Public Officers Law (Open Meetings Law) proper notice was given relative to said meeting and said meeting was open to the general public.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Village of Sherman, Chautauqua County, New York, this 1st day of May, 2019.



Jeanette Ramm
Village Clerk/Treasurer



[SEAL]