

Special Board Meeting of the Village of Solvay Board of Trustees
Tuesday, January 28, 2014

OFFICE OF THE VILLAGE CLERK
GAIL M TAROLLI

The **SPECIAL BOARD MEETING of the SOLVAY VILLAGE BOARD OF TRUSTEES** was called to order by Mayor Ronald Benedetti at the Village Hall Conference Room, 1100 Woods Road, Solvay, NY 13209 at 11:15 A.M.

PLEDGE TO THE FLAG

ATTENDANCE ROLL CALL:

Trustees	Harry DeCarlo	Absent
	Daniel Bellotti	Present
	John Fall Sr	
Present		Derek Baichi
Absent		
	Deputy Mayor John Cregg	Present
	Thomas Tarolli	Present
	Mayor Ronald Benedetti	Present

NOTE SALE RESOLUTION

This meeting was duly called to address the renewal of a \$6,385,000.00 Bond Anticipation Note. Due to a vacancy in the office of the Village Treasurer, a Note Sale Resolution was deemed necessary by bond counsel in order for the Board of Trustees to reassume the authority to sell that bond note, a power that had previously been delegated to the Village Treasurer and to award the sale of the note to the successful bidder, which follows:

The following resolution was offered by Trustee Fall, who moved its adoption, seconded by Trustee Cregg, to-wit:

BOND ANTICIPATION RENEWAL NOTE RESOLUTION DATED JANUARY 28, 2014.

A RESOLUTION OF THE BOARD OF TRUSTEES OF THE VILLAGE OF SOLVAY, ONONDAGA COUNTY, NEW YORK, AUTHORIZING THE ISSUANCE OF A \$6,385,000 BOND ANTICIPATION RENEWAL NOTE OF SAID VILLAGE IN CONNECTION WITH ELECTRICAL DISTRIBUTION SYSTEM IMPROVEMENTS IN AND FOR SAID VILLAGE.

WHEREAS, all conditions precedent to the financing of capital projects hereinafter described, including compliance with the provisions of the State Environmental Quality Review Act, have been performed; and

WHEREAS, it is now desired to authorize the sale and issuance of certain bond anticipation renewal notes in connection therewith; NOW, THEREFORE, BE IT

BE IT RESOLVED, by the affirmative vote of not less than a majority of the total voting strength of the Board of Trustees of the Village of Solvay, Onondaga County, New York (the "Village"), as follows:

Section 1. Pursuant to two bond resolutions duly adopted by the Board of Trustees of the Village of Solvay, Onondaga County, New York on the dates set forth in the schedule below, authorizing the issuance of serial bonds of said Village in the amounts and for the purposes as also set forth in said schedule, which are not assessable improvements, and delegating to the Village Treasurer as chief fiscal officer, power

to authorize the issuance of and to sell bond anticipation notes, including renewals thereof, in anticipation of the issuance and sale of said bonds, which delegated power is hereby reassumed by this Board of Trustees pursuant to Section 56.00 of the Local Finance Law, solely for purposes of issuance of the bond anticipation renewal note hereinafter described, the issuance of a bond anticipation renewal note of said Village in the principal amount of \$6,385,000 in anticipation of the sale of said bonds is hereby authorized. Said note shall be dated February 6, 2014, shall be numbered CR-1, shall be of the denomination of \$6,385,000, shall bear interest at the rate of two per centum (2%) per annum, payable at maturity, shall mature on February 5, 2015, and both principal of and interest on said note shall be payable in lawful money of the United States of America (Federal Funds) at the Office of the Village Clerk, in Solvay, New York. Such note is a renewal note.

Section 2. The objects or purposes for which said note is hereby authorized to be issued is to pay part of the cost of the projects and issues set forth in the schedule below in Section 4 hereof.

Section 3. The note herein authorized is issued for the purpose of renewing, in part, the outstanding \$6,500,000 Bond Anticipation Note, 2013 (Renewal), dated February 7, 2013 and maturing on February 6, 2014.

Section 4. Such \$6,385,000 bond anticipation renewal note shall be allocated as follows:

- a) \$3,930,000 to pay part of the cost of the construction of improvements to the electrical distribution system, including original furnishings, equipment, machinery, apparatus, appurtenances, and other incidental improvements and expenses in connection therewith (period of probable usefulness, 30 years). The amount of serial bonds authorized to be issued for said class of objects or purposes is \$4,200,000 pursuant to a bond resolution dated December 15, 2009. Such \$3,970,000 is issued for the purpose of renewing, in part, the outstanding aforementioned Note. The balance of said outstanding portion, in the amount of \$70,000, will be paid from available current funds appropriated therefore and shall constitute the fourth installment of the principal amount of such indebtedness, the sums of \$65,000, \$65,000 and \$70,000 having heretofore been paid on February 10, 2010, February 9, 2012 and February 7, 2013, respectively, which amounts constituted the first three installments of the principal amount of such indebtedness. The amount of bonds remaining to be issued therefor is \$3,970,000. The date of the first bond anticipation note issued in anticipation of the said of said bonds was February 11, 2010.
- b) \$2,455,000 to pay the cost of the construction of improvements to the electrical distribution system (Phase II), including original furnishings, equipment, machinery, apparatus, appurtenances, and other incidental improvements and expenses in connection therewith (period of probable usefulness, 30 years). The amount of serial bonds authorized to be issued, for such specific object or purpose is \$2,500,000 pursuant to a bond resolution dated February 13, 2012. Such \$2,455,000 is issued for the purpose of renewing, in part, the outstanding aforementioned Note. The balance of said outstanding portion in the amount of \$45,000, will be paid from available current funds appropriated therefor, and shall constitute the first installment of the principal amount of such indebtedness. The amount of bonds remaining to be issued therefor is \$2,455,000. The date of the first bond anticipation note issued in anticipation of the said of said bonds was May 8, 2012.

Section 5. In accordance with the provisions of Sections 50.00 and 61.00 of the Local Finance Law and due to the vacancy of the office of the Village Treasurer on the date hereof, such renewal note shall be executed in the name of said Village of Solvay, Onondaga County, New York, by its Mayor, and sealed with its corporate seal. When issued, the note may be in registered form in the

principal amount of \$6,385,000, numbered CR-1, substantially in the form attached hereto as Exhibit A, and may be registered in the name of Cede & Co., as nominee of The Depository Trust Company, New York, New York (“DTC”), which will serve as securities depository for the note in accordance with the “book-entry-only” system of transfer of DTC, pursuant to which purchasers of the note will be recorded by DTC as ownership of beneficial interests in the note on records maintained by DTC and the note shall be immobilized in the custody of DTC. Purchasers of such note shall not receive, and shall not have the right to receive, physical delivery of note certificates, and, by purchasing notes, purchasers are deemed to waive any right to receive note certificates, except in the limited circumstances described below. The Village shall have the right to terminate its participation in the book-entry-only system, and DTC may discontinue providing its service with respect to the notes on notice to the Village. Upon the occurrence of either such event, note certificates shall be made available in bearer form in denominations of \$5,000 or integral multiples thereof in substitution and replacement of the single note in registered form originally issued. Any such bearer notes shall be appropriately numbered and otherwise identified, and shall be in substantially the form of the note attached hereto as Exhibit B. In addition, if requested by the purchaser prior to the February 6, 2014 closing date for the note, the issuance of such note substantially in the form attached hereto as Exhibit B is hereby authorized.

Section 6. Said renewal note is hereby sold at private sale to Jeffries, LLC, in New York, New York, at a price of not less than par and accrued interest, if any, plus a premium of \$56,317.00. No officer or employee of said Village has an interest in the sale of said note prohibited by Article 18 of the General Municipal Law, as amended.

Section 7. As of the date hereof, no authority or proceedings for the issuance of the note has been repealed, revoked or rescinded, and compliance with the covenants contained in the arbitrage certificate of the Village to be executed with respect to the note is not prohibited by or violative of any provision of local or special law, regulation or resolution applicable to the Village.

Section 8. This resolution shall take effect immediately and neither publication nor posting shall be required.

REGISTERED

EXHIBIT A

REGISTERED

UNITED STATES OF AMERICA

STATE OF NEW YORK

COUNTY OF ONONDAGA

VILLAGE OF SOLVAY

No. CR-1

\$6,385,000

BOND ANTICIPATION NOTE, 2014 (RENEWAL)

CUSIP NO. _____

The Village of Solvay, in the County of Onondaga, a municipality of the State of New York (herein called the "Obligor"), hereby acknowledges itself indebted and for value received promises to pay to CEDE & CO. (the "Registered Owner") or its assignee the sum of **SIX MILLION THREE HUNDRED EIGHTY-FIVE THOUSAND DOLLARS (\$6,385,000)** on February 5, 2015, together with interest thereon from the date hereof at the rate of _____ per centum (_____ %) per annum, payable at maturity. Both principal of and interest on this note will be paid in lawful money of the United States of America (Federal Funds) at the Office of the Village Clerk, in Solvay, New York, the Fiscal Agent.

This note shall be transferable only upon presentation to the Fiscal Agent of the same with a written transfer of title. Such transfer shall be dated and signed by the Registered Owner, or his legal representatives, and it shall be duly acknowledged or proved, or in the alternative, the signature thereto shall be certified as to its genuineness by an officer of a bank or trust company located and authorized to do business in this State.

This note is one of a total authorized issue of \$6,385,000 issued pursuant to proceedings duly adopted by the Board of Trustees of the Obligor, and also pursuant to: "BOND ANTICIPATION RENEWAL NOTE RESOLUTION DATED JANUARY 28, 2014. RESOLUTION OF THE BOARD OF TRUSTEES OF THE VILLAGE OF SOLVAY, ONONDAGA COUNTY, NEW YORK, AUTHORIZING THE ISSUANCE OF A \$6,385,000 BOND ANTICIPATION RENEWAL NOTE OF SAID VILLAGE IN CONNECTION ELECTRICAL DISTRIBUTION SYSTEM IMPROVEMENTS IN AND FOR SAID VILLAGE." Ownership interests in this note and transfers thereof are recorded as part of the book-entry-only system of The Depository Trust Company, New York, New York ("DTC") on records maintained by DTC for such purpose. The Obligor has no responsibilities with respect to such book-entry-only system of transfer and purchasers of such interests have no right to receive from the Obligor certificates representing such ownership interests; provided, however, that if DTC discontinues providing such service with respect to this note, or if the Obligor terminates its participation in such system of book-entry-only transfers, notes in bearer form in denominations of \$5,000 or multiples thereof will be provided by the Obligor.

The faith and credit of the Obligor are hereby irrevocably pledged for the punctual payment of the principal of and interest on this note according to its terms.

It is certified and recited that all conditions, acts and things required by the Constitution and statutes of the State of New York to exist, to have happened and to have been performed precedent to and in the issuance of this note, exist, have happened and have been performed, and that this note, together with all other indebtedness of the Obligor, is within every debt and other limit prescribed by the Constitution and laws of such State.

IN WITNESS WHEREOF, the Obligor, has caused this note to be signed and its corporate seal to be hereunto affixed as appears below, and this note to be dated as of February 6, 2014.

(SEAL)

VILLAGE OF SOLVAY,
ONONDAGA COUNTY, NEW YORK

COPY – Do Not Sign

Village Mayor

Unless this certificate is presented by an authorized representative of The Depository Trust Company to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co., or such other name as requested by an authorized representative of The Depository Trust Company and any payment is made to Cede & Co., ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL since the registered owner hereof, Cede & Co., has an interest herein.

UNITED STATES OF AMERICA
STATE OF NEW YORK
COUNTY OF ONONDAGA
VILLAGE OF SOLVAY

BOND ANTICIPATION NOTE, 2014 (RENEWAL)

No. _____ \$ _____

The Village of Solvay, in the County of Onondaga, a municipality of the State of New York (herein called the "Obligor"), hereby acknowledges itself indebted and for the value received promises to pay to the bearer of this note the sum of _____ DOLLARS (\$ _____) on February ____, 2015, together with interest thereon from the date hereof at the rate of _____ per centum (_____%) per annum, payable at maturity. Both principal of and interest on this note will be paid in lawful money of the United States of America (Federal Funds) at _____, in _____, New York.

This note may not be converted into registered form.

This note is one of a total authorized issue of \$6,385,000 issued pursuant to proceedings duly adopted by the Board of Trustees of the Obligor, and also pursuant to: "BOND ANTICIPATION RENEWAL NOTE RESOLUTION DATED JANUARY 28, 2014. RESOLUTION OF THE BOARD OF TRUSTEES OF THE VILLAGE OF SOLVAY, ONONDAGA COUNTY, NEW YORK, AUTHORIZING THE ISSUANCE OF A \$6,385,000 BOND ANTICIPATION RENEWAL NOTE OF SAID VILLAGE IN CONNECTION ELECTRICAL DISTRIBUTION SYSTEM IMPROVEMENTS IN AND FOR SAID VILLAGE."

The faith and credit of the Obligor are hereby irrevocably pledged for the punctual payment of the principal of and interest on this note according to its terms.

It is certified and recited that all conditions, acts and things required by the Constitution and statutes of the State of New York to exist, to have happened and to have been performed precedent to and in the issuance of this note, exist, have happened and have been performed, and that this note, together with all other indebtedness of the Obligor is within every debt and other limit prescribed by the Constitution and laws of such State.

IN WITNESS WHEREOF, the Obligor, in accordance with the proceedings authorizing this note, has caused this note to be signed and its corporate seal to be hereunto affixed as appears below, and this note to be dated as of February 6, 2014.

(SEAL)

VILLAGE OF SOLVAY,
ONONDAGA COUNTY, NEW YORK

COPY – Do Not Sign

Village Mayor

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

<u>Trustee Daniel Bellotti</u>	VOTING	YES
<u>Trustee John R. Fall, Sr.</u>	VOTING	YES
<u>Trustee Thomas Tarolli</u>	VOTING	YES
<u>Trustee John Cregg</u>	VOTING	YES
<u>Mayor Ronald Benedetti</u>	VOTING	YES
<u>Trustee Derek Baichi</u>	VOTING	ABSENT
<u>Trustee Harry DeCarlo</u>	VOTING	ABSENT

The resolution was thereupon declared duly adopted.

* * * * *

ADJOURNMENT:

The regular meeting of the Solvay Board of Trustees be adjourned at 12:06 p.m.

MOTION: John Fall Sr
SECOND: Thomas Tarolli
AYES: 5 **NAYES:** 0 **MOTION CARRIED**

Respectfully submitted,

Gail M Tarolli, Village Clerk