

The regular meeting of the Peru Town Board was held on Monday April 27, 2020 at the Peru Town Hall. Those present were Mr. Brandy McDonald, Supervisor; Mr. Richard Barber, Councilman; Mr. Kregg Bruno, Councilman; Mr. James Douglass, Councilman; Mr. Mel Irwin, Councilman; Mrs. Dianne Miller, Town Clerk and Mr. Matt Favro, Town Attorney via tele-conference.

The meeting was called to order at 6:02 PM by Mr. McDonald with the Pledge of Allegiance.

Motion by Mr. Bruno; seconded by Mr. Irwin to accept the minutes from the April 13, 2020 Regular Meeting.

Ayes 5 Nays 0

Motion Carried

**TOWN OF PERU
CLINTON COUNTY, NEW YORK**

April 27, 2020

A regular meeting of the Town Board of the Town of Peru, in the County of Clinton, New York was held at the Peru Town Hall, Peru, New York on April 27, 2020, at 6:00 o'clock P.M. (Prevailing Time).

There were present: (Board Members)

Brandy McDonald, Town Supervisor	<u> x </u>
James Douglass, Council Member	<u> x </u>
Melvin Irwin, Council Member	<u> x </u>
Richard Barber, Council Member	<u> x </u>
Kregg Bruno, Council Member	<u> x </u>

There were absent:

Also present:

Dianne Miller, Town Clerk

The following resolution was offered by Town Board member Mr. Barber who moved its adoption, and second by Town Board member Mr. Douglass to wit:

REFUNDING BOND RESOLUTION DATED APRIL 27, 2020.

Resolution Number- 20.04.27-1

A RESOLUTION AUTHORIZING THE ISSUANCE OF REFUNDING BONDS OF THE TOWN OF PERU, CLINTON COUNTY, NEW YORK, TO BE DESIGNATED SUBSTANTIALLY "REFUNDING (SERIAL) BONDS" AND PROVIDING FOR OTHER

MATTERS IN RELATION THERETO AND THE PAYMENT OF THE BONDS TO BE REFUNDED THEREBY.

WHEREAS, the Town of Peru, Clinton County, New York (hereinafter, the "Town") has outstanding \$2,750,000 of Public Improvement (Serial) Bonds, 2012 dated June 1, 2012 originally issued in the aggregate principal amount of \$3,265,350 and maturing or matured on June 1st annually through 2042 pursuant to a bond resolution dated January 9, 2012 as amended by bond resolution dated April 9, 2012 (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 Town Supervisor, as Chief Fiscal Officer of the Town, 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, by the Town Board of the Town of Peru, Clinton County, New York, (by a favorable vote of not less than two thirds of said Board) as follows:

Section 1. As a local agency pursuant to the New York State Environmental Quality Review Act ("SEQRA"), ECL Section 8-0101, *et seq.*, and implementing regulations, 6 NYCRR Part 617 (the "Regulations"), the Town Board, having reviewed the classifications of actions contained in the Regulations, hereby determines that issuance of refunding bonds to refund the Refunded Bonds constitutes a "Type II Action" under the Regulations and is not subject to review under SEQRA.

Section 2. For the object or purpose of refunding the outstanding aggregate principal balance of the Refunded Bonds (or such portion thereof as the Chief Fiscal Officer shall determine to be in the best interests of the Town), 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, compensation to the underwriter or underwriters, 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 \$2,850,000 refunding serial bonds of the Town pursuant to the provisions of Section 90.00 or 90.10 of the Local Finance Law (the "Refunding Bonds"), it being anticipated that the amount of Refunding Bonds actually to be issued will be approximately \$2,435,000, as provided in Section 7 hereof. The Refunding Bonds shall each be designated substantially "REFUNDING (SERIAL) BONDS" together with such series designation and year as is appropriate on the date of sale thereof, shall be of the denomination of \$5,000 or any integral multiple thereof (except for any odd denominations, if necessary) not exceeding the principal amount of each respective maturity, 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 Supervisor 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 Section 90.00 or 90.10, as appropriate, 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, if required.

Section 3. The Refunding Bonds may be subject to redemption prior to maturity upon such terms as the Supervisor shall prescribe, which terms shall be in compliance with the requirements of the Local Finance Law. If less than all of the Refunding Bonds of any maturity are to be redeemed, the particular refunding bonds of such maturity to be redeemed shall be selected by the Town by lot in any customary manner of selection as determined by the Supervisor. The Refunding Bonds shall be issued in registered form and shall not be registrable to bearer or convertible into bearer coupon form. In the event said Refunding Bonds are issued in

non-certificated form, such bonds, when issued, shall be initially issued in registered form in denominations such that one bond shall be issued for each maturity of bonds and shall be registered in the name of Cede & Co., as nominee of The Depository Trust Company, Jersey City, New Jersey (“DTC”), which will act as securities depository for the bonds in accordance with the Book-Entry Only system of DTC. In the event that either DTC shall discontinue the Book-Entry-Only system or the Town shall terminate its participation in such Book-Entry-Only system, such bonds shall thereafter be issued in certificated form of the denomination of \$5,000 each or any integral multiple thereof (except for any odd denominations, if necessary) not exceeding the principal amount of each respective maturity. In the case of non-certificated Refunding Bonds, principal of and interest on the bonds shall be payable by check or draft mailed by the Fiscal Agent (as hereinafter defined) to The Depository Trust Company, Jersey City, New Jersey, or to its nominee, Cede & Co., while the bonds are registered in the name of Cede & Co. in accordance with such Book-Entry-Only System. Principal shall only be payable upon surrender of the bonds at the principal corporate trust office of such Fiscal Agent (or at the office of the Town Clerk as Fiscal Agent as hereinafter provided). In the event said Refunding Bonds are issued in certificated form, principal of and interest on the Refunding Bonds shall be payable by check or draft mailed by the Fiscal Agent (as hereinafter defined) to the registered owners of the Refunding Bonds as shown on the registration books of the Town maintained by the Fiscal Agent (as hereinafter defined), as of the close of business on the fifteenth day of the calendar month or first business day of the calendar month preceding each interest payment date as appropriate and as provided in a certificate of the Supervisor providing for the details of the Refunding Bonds. Principal shall only be payable upon surrender of bonds at the principal corporate trust office of a bank or trust company or banks or trust companies located or authorized to do business in the State of New York, as shall hereafter be designated by the Supervisor as fiscal agent of the Town for the Refunding Bonds (collectively the “Fiscal Agent”). Refunding Bonds in certificated form may be transferred or exchanged at any time prior to maturity at the principal corporate trust office of the Fiscal Agent for bonds of the same maturity of any authorized denomination or denominations in the same aggregate principal amount. Principal and interest on the Refunding Bonds will be payable in lawful money of the United States of America. The Supervisor, as chief fiscal officer of the Town, is hereby authorized and directed to select the underwriter to purchase the Refunding Bonds and to enter into an agreement or agreements containing such terms and conditions as he or she shall deem proper with the Fiscal Agent, for the purpose of having such bank or trust company or banks or trust companies act, in connection with the Refunding Bonds, as the Fiscal Agent for said Town, 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 Town, regardless of whether the Refunding Bonds are initially issued in certificated or non-certificated form; provided, however, that the Supervisor is also hereby authorized to name the Town Clerk as the Fiscal Agent in connection with the Refunding Bonds if said Refunding Bonds are issued in non-certificated form.

Section 4. The Town Supervisor is hereby further delegated all powers of this Town 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 Town by the manual or facsimile signature of the Town Supervisor, and a facsimile of its corporate seal shall be imprinted or impressed thereon. In the event of facsimile signature, 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 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, if applicable, 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 Supervisor shall determine. It is hereby determined that it is to the financial advantage of the Town 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, if applicable;

(b) the maximum period of probable usefulness permitted by law at the time of the issuance of the Refunded Bonds, for each of the objects or purposes for which such respective Refunded Bonds were issued is as set forth in the bond determinations certificates relating thereto which are incorporated herein by reference;

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

(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 principal amount of \$2,435,000, and that the Refunding Bonds will mature, be of such terms, and bear interest as set forth in Exhibit A. The Town Board 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 Town will most probably be different from such assumptions and that the Refunding Financial Plan will also most probably be different from that attached hereto as Exhibit A. The Supervisor is hereby authorized and directed to determine the amount of the Refunding Bonds to be issued, the date or dates of such bonds and the date or dates of issue, maturities and terms thereof, the provisions relating to the redemption of the 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 related 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 Supervisor; 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, if applicable. The Supervisor shall file a copy of his or her certificate determining the details of the Refunding Bonds and the final Refunding Financial Plan with the Town Clerk not later than ten (10) days after the delivery of the Refunding Bonds, as herein provided.

Section 8. The Supervisor is hereby authorized 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 said Supervisor shall designate (the "Escrow Holder") for the purpose of having the Escrow Holder act, in connection with the Refunding Bonds, as the escrow holder to perform the services described in Section 90.10 of the Local Finance Law, if applicable.

Section 9. The faith and credit of the Town of Peru, Clinton County, New York, 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 said Town a tax sufficient to pay the principal of and interest on such Refunding Bonds as the same become due and payable.

Section 10. To the extent required by law and if necessary to carry out the intent of the refunding financial plan, 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 Town 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 90.00 and 90.10 of the Local Finance Law, if applicable, 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 Town 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 Town shall not use, or permit the use of, any proceeds from the sale of the Refunding Bonds in any manner which would cause the Refunding Bonds to be an "arbitrage bond" as defined 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, if applicable, and subject only to the issuance of the Refunding Bonds as herein authorized, the Town hereby elects to call in and redeem the 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 Refunding Bonds is hereby authorized and directed to cause notice of such call for redemption to be given in the name of the Town in the manner and within the times provided in the Refunded Bonds. 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 public competitive sale or at private sale to an investment bank to be selected by the Supervisor (the "Underwriter") for such purchase price as shall be determined by the Supervisor, plus accrued interest, if any, from the dated 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 private sale by the State Comptroller as required by subdivision 2 of paragraph f of Section 90.10 of the Local Finance Law (if applicable), the Supervisor, 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 Town providing the terms and conditions for the sale and delivery of the Refunding Bonds to the Underwriter.

Section 14. The Supervisor and all other officers, employees and agents of the Town are hereby authorized and directed for and on behalf of the Town 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 Supervisor and all powers in connection thereof are hereby delegated to the Supervisor.

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

- (1) Such obligations are authorized for an object or purpose for which said Town 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 17. A summary of this resolution, which takes effect immediately, shall be published in the official newspapers of said Town, together with a notice of the Town Clerk in substantially the form provided in Section 81.00 of the Local Finance Law.

Section 18. The law firm of Trespasz & Marquardt, LLP is appointed bond counsel for the Refunding Bonds.

Dated: April 27, 2020.

The foregoing resolution was duly put to a vote which resulted as follows:

<u>BOARD MEMBER</u>	<u>VOTE</u>
Brandy McDonald, Town Supervisor	<u>Yes</u>
James Douglass, Council Member	<u>Yes</u>
Melvin Irwin, Council Member	<u>Yes</u>
Richard Barber, Council Member	<u>Yes</u>
Kregg Bruno, Council Member	<u>Yes</u>

The resolution was thereupon declared duly adopted.

Motion by Mr. Barber; second by Mr. Bruno to adjourn to Executive session at 6:07 P.M.
No decision will be made

Motion by Mr. Douglass; second by Mr. Irwin to return to Regular meeting at 6:17 P.M.

RESOLUTION NUMBER: 20.04.27-2

A RESOLUTION AUTHORIZING THE POST-AUDIT PAYMENT OF CERTAIN CLAIMS, BILLS AND INVOICES OF THE TOWN

MOTION: Mr. Bruno

SECOND: Mr. Douglass

WHEREAS, the Town Board has reviewed and audited the following claims, bills and invoices for services rendered and goods provided to the Town in April 2020:

From Town of Peru Vouchers in April 2020; #202000410 through and including #202000446.

Abstract dated 4/24/2020

For the dollar amount totaling: \$132,741.75; of that, \$13,999.53 was wired, credit cards and prepaid; and \$118,742.22 is remaining to be paid and

WHEREAS, the Town Board finds said claims, bills and invoices to be acceptable in form and reasonable in amount;

NOW, THEREFORE, BE IT

RESOLVED, that payment of the aforementioned claims, bills and invoices is approved and the Supervisor be and hereby is authorized to make such payment; and be it further

RESOLVED, that this Resolution shall take effect immediately.

Roll Call:	<u>YES</u>	<u>NO</u>
Richard Barber, Jr.	x	
Kregg Bruno	x	
Mel Irwin	x	
James Douglass	x	
Brandy McDonald	x	

Carried: 5 Ayes 0 Nays

Mr. McDonald stated Ms. Barber will be filing a preliminary grant to FEMA for possible lost revenue to the town due to COVID 19.

Motion by Mr. Irwin; second by Mr. Barber to hold sewer upgrade workshop May 11, 2020 at 5:30 P.M. via tele-conference as requested by AES Northeast.

Ayes 5 Nays 0

Motion Carried

Motion by Mr. Irwin; seconded by Mr. Barber to adjourn the regular meeting at 6:36 PM.

Ayes 5 Nays 0

Motion Carried

_____ *Supervisor*

_____ *Councilman*

_____ *Councilman*

_____ *Councilman*

_____ *Councilman*