

MINUTES
VILLAGE OF HOLLEY
72 Public Square
Special Board of Trustees
February 18, 2014

VILLAGE OF HOLLEY
ORLEANS COUNTY, NEW YORK

EXTRACT OF MINUTES

A meeting of the Village Board of Trustees of the Village of Holley, Orleans County, New York (the "Village"), was convened in public session at the Village Hall, 72 Public Square, in the Village of Holley, New York on February 18, 2014 at 4:22 o'clock p.m., local time.

The meeting was called to order by Mayor John W. Kenney, Jr. and, upon roll being called, the following members were:

PRESENT:

Mayor John Kenney, Jr
Trustee David Dill
Trustee Donald Penna

ABSENT:

Trustee Stanley "Skip" Carpenter
Trustee Brian Sorochty

ALSO PRESENT: Clerk Treasurer Jane Murray

The following Resolution 2014-02 was offered by Trustee Dill, and seconded by Trustee Penna, to wit:

**REVENUE ANTICIPATION NOTE RESOLUTION DATED
FEBRUARY 18, 2014.**

**A RESOLUTION DELEGATING TO THE TREASURER OF
THE VILLAGE OF HOLLEY, ORLEANS COUNTY, NEW
YORK (THE "VILLAGE"), THE POWER TO AUTHORIZE
THE ISSUANCE OF AND TO SELL UP TO \$315,000 OF
REVENUE ANTICIPATION NOTES OF THE VILLAGE IN
ANTICIPATION OF THE COLLECTION OF ELECTRIC
SYSTEM REVENUES BECOMING DUE AND PAYABLE
DURING THE REMAINDER OF THE 2013 FISCAL YEAR OF
THE VILLAGE.**

WHEREAS, Village of Holley (the "Village"), located in Orleans County, in the State of New York (the "State"), desires to issue revenue anticipation notes in anticipation of the collection of electric system revenues becoming due and payable to the Village during the remainder of its 2013 fiscal year (collectively, the "Anticipated Revenues"); and

WHEREAS, no portion of the remaining Anticipated Revenues has been received for such fiscal year as of the date hereof; and

WHEREAS, pursuant to Section 25.00 of the New York State Local Finance Law, revenue anticipation notes may be issued by a municipality in anticipation of revenue becoming due and payable in the current fiscal year; and

WHEREAS, at least \$315,000 of the Anticipated Revenues remain to be collected as of the date hereof; and

WHEREAS, no revenue anticipation notes have heretofore been authorized to be issued in anticipation of the collection of the remaining Anticipated Revenues by the Village in such fiscal year;

NOW, THEREFORE, BE IT RESOLVED BY THE VILLAGE BOARD OF TRUSTEES OF VILLAGE OF HOLLEY, AS FOLLOWS:

Section 1.

There is hereby authorized to be issued revenue anticipation notes of the Village in the aggregate principal amount of up to \$315,000 pursuant to the Local Finance Law, in anticipation of the collection of Anticipated Revenues (as defined above) that are still to be collected and are anticipated to become due and payable to the Village in its fiscal year (June 1, 2013 – May 31, 2014) (the "Notes"). Such Notes shall be designated "Revenue Anticipation Notes, 2014" (or such other designation as the Village Treasurer may determine, in accordance with the powers delegated to the Village Treasurer by this resolution).

Section 2.

The Notes shall be dated, shall mature, shall be in such denominations and shall bear interest at such rate or rates of interest per annum, as may be determined at the time of the public or private sale of the Notes by the Village Treasurer, in accordance with the provisions of the Local Finance Law of the State and Chapter 2 of the New York Code of Rules and Regulations.

Section 3.

The Village Board of Trustees of the Village has ascertained and hereby states that:

- (a) **based upon the proposed budget of the Village, it is anticipated that at least \$315,000 in remaining Anticipated Revenues will be received by the Village during the remainder of its 2013 fiscal year;**
- (b) **of such remaining Anticipated Revenues, none has been received by the Village to date;**
- (c) **no revenue anticipation notes have heretofore been authorized to be issued (or actually been issued) in anticipation of the collection of such remaining Anticipated Revenues;**
- (d) **no amount has been included in the annual budget of the Village for such fiscal year to offset, in whole or in part, any anticipated deficiency in the collection during such fiscal year of such remaining Anticipated Revenues to be received for such fiscal year;**
- (e) **the date of maturity of the Notes shall not be extended beyond one year from their date of issuance, which is the close of the applicable period in Section 25.00 of the Local Finance Law for the maturity of the Notes;**
- (f) **all earnings from the proceeds of the Notes, if any, shall be applied for payment of interest on the Notes when due and payable or for payment of other governmental purposes of the Village within the meaning of Section 1.103-13(b) (5) (iv) of the United States Treasury Regulations in effect or proposed on the date of the Notes.**

Section 4.

Pursuant to the provisions of Sections 21.00, 30.00, 50.00, 56.00 and 60.00, inclusive, of the Local Finance Law, the power to sell, issue and deliver and to prescribe the terms, form and contents of the Notes is hereby delegated to the Village Treasurer, as the chief fiscal officer of the

Village. The Treasurer is hereby authorized to execute the Notes on behalf of the Village and the Village Clerk is hereby authorized to affix the seal of the Village to the Notes and to attest such seal. The Treasurer is hereby authorized to deliver the Notes to the purchaser(s) thereof upon receipt in full of the purchase price thereof.

Section 5.

The faith and credit of the Village are hereby and shall be irrevocably pledged for the payment of the principal of and interest on all obligations authorized and issued pursuant to this resolution as the same shall become due.

Section 6.

The Treasurer is hereby directed to file with the Village Board of Trustees a certificate or certificates reporting the date of the Notes, the date the Notes mature, the rate or rates of interest of the Notes, the purchaser(s) of the Notes and a statement to the effect that the powers of the Treasurer to sell, issue and deliver the Notes are in full force and effect and have not been modified, amended or revoked prior to the delivery of and payment for the Notes.

Section 7.

In the absence or unavailability of the Village Treasurer, the Deputy Treasurer is hereby authorized to exercise the powers referred to in Sections 4 and 6 of this resolution.

Section 8.

The Village covenants, for the benefit of the holders of the Notes, that it will not make any use of the proceeds of such obligations, any funds reasonably expected to be used to pay the principal of or interest on such obligations or any other funds of the Village and will not make any use of the facilities financed with the proceeds of such obligations which would cause the interest on such obligations to become subject to federal income taxation under the Internal Revenue Code of 1986, as amended (the "Code") or subject the Village to any penalties under Section 148 of the Code, and that it will not take any action or omit to take any action with respect to such obligations, the proceeds thereof or any facilities financed thereby if such action or omission would cause the interest on such obligations to become subject to federal income taxation under the Code or subject the Village to any penalties under Section 148 of the Code. The foregoing covenants shall remain in full force and effect notwithstanding the defeasance of the obligations or any other provision hereof until the date which is 60 days after the final maturity date of the obligations (or any earlier prior redemption date thereof).

Section 9.

This resolution shall take effect immediately.

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

AYES: Mayor Kenney – Aye, Trustee Dill – Aye, Trustee Penna - Aye

NOES: none

ABSENT: Trustee Carpenter, Trustee Sorochty

The resolution was thereupon declared duly adopted.

CLERK'S CERTIFICATE

The undersigned hereby certifies that:

1. The undersigned is the duly qualified and acting Clerk of Village of Holley, Orleans County, New York (the "Village") and the custodian of the records of the Village, including the minutes of the proceedings of the Village Board of Trustees of the Village, and is duly authorized to execute this certificate.

2. Attached hereto is a true and correct copy of a resolution duly adopted at a meeting of the Village Board of Trustees of the Village held on February 18, 2014 and entitled:

REVENUE ANTICIPATION NOTE RESOLUTION DATED FEBRUARY 18, 2014.

A RESOLUTION DELEGATING TO THE TREASURER OF THE VILLAGE OF HOLLEY, ORLEANS COUNTY, NEW YORK (THE "VILLAGE"), THE POWER TO AUTHORIZE THE ISSUANCE OF AND TO SELL UP TO \$315,000 OF REVENUE ANTICIPATION NOTES OF THE VILLAGE IN ANTICIPATION OF THE COLLECTION OF ELECTRIC SYSTEM REVENUES BECOMING DUE AND PAYABLE DURING THE REMAINDER OF THE 2013 FISCAL YEAR OF THE VILLAGE.

3. Such meeting was duly convened and held and such resolution was duly adopted in all respects in accordance with law and the regulations of the Village. To the extent required by law or such regulations, due and proper notice of such meeting was given. A legal quorum of members of the Village Board of Trustees was present throughout such meeting, and a legally sufficient number of members (a majority of the voting strength of the Village Board of Trustees) voted in the proper manner for the adoption of the resolution. All other requirements and proceedings under law, such regulations, or otherwise, incident to such meeting and the adoption of the resolution, including any publication, if required by law, have been duly fulfilled, carried out and otherwise observed.

4. The seal appearing below constitutes the official seal of the Village and was duly affixed by the undersigned at the time that this certificate was signed.

IN WITNESS WHEREOF, the undersigned has executed this certificate as of February 18, 2014.

(SEAL)

Jane Murray

Village Clerk

Motion by Trustee Penna and seconded by Trustee Dill implementing effective immediately, February 18, 2014, a freeze on all department spending. All purchases must be approved by the majority of the board; this includes purchase under \$500.00. This resolution is in effect until further notice.

Motion carried

Motion by Trustee Penna and seconded by Trustee Dill to adjourn Village of Holley Board of Trustee meeting at 4:40p.m.

Motion carried