



SARATOGA COUNTY WATER AUTHORITY

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SARATOGA COUNTY WATER AUTHORITY BOARD OF DIRECTORS OFFICIAL MEETING MINUTES WEDNESDAY, JULY 5, 2023 @ 3:30 P.M.

PRESENT: Chairman Szczepaniak, Treasurer Phil Barrett, Supervisor Mark Hammond, Supervisor John Lawler, and Mr. Michael Mooney. **Absent:** Vice Chairman Robert Wilcox, Deputy Treasurer Theodore Kusnierz. Also in attendance: Executive Director Ed Hernandez and General Counsel Leah Everhart.

Chairman Szczepaniak opened the meeting and welcomed all in attendance at 3:30 p.m.

Chairman Szczepaniak inquired if there were any changes, additions or deletions to the May 24, 2023, meeting minutes. **On a motion by Supervisor Hammond and a second by Mr. Mooney the minutes of the May 24, 2023, meeting was adopted. Unanimous (2023-0027)**

Reports:

Operations:

Mr. Hernandez reported average daily water flows for May 2023 were 8.95 mgd. The rolling annual average was 7.73 mgd.

Financials:

Mr. Hernandez reviewed the Administrative Summary as of May 31, 2023. Budgeted water revenues through May 31, 2023, were \$3.14 mil. Actual revenues through May 31, 2023, were \$3.63 mil. Budgeted expenses through May 31, 2023, were \$1.24 mil and actual expenses were \$876k. The next Debt Service payment is due Sept 1st, 2023, for \$1,390,082.15 for the 2016 Unrefunded Bonds and the 2022 EFC Bond. Cash available for operations after that payment was estimated at \$839k.

Capital Projects:

Mr. Hernandez discussed the two capital projects in the works for the Authority. Both had pending Resolutions on the Agenda for today's meeting.

Legal Update:

Ms. Everhart reported that the closing of the Underpass Road property was completed and the Authority could now move forward with completing SEQRA requirements. She also noted that Bond Counsel had

prepared a separate Bond Resolution for financing. She also reported that a final draft of the Water Supply Agreement with the Town of Malta for their rec fields had been completed and was also on the agenda.

Motions & Resolutions:

A motion was made by Supervisor Hammond and seconded by Mr. Mooney to approve the payment of the monthly vouchers at a cost of \$169,600.87 in operating costs, \$3000.00 in Booster Pump Station Project costs, and a debt service administrative fee payment of \$1,214.00. Motion carried unanimously. (2023-0028)

The next matter on the agenda was the proposed final Draft of the Town of Malta Water Purchase and Sale Agreement. Ms. Everhart discussed two minor edits to the draft. **Motion was made to approve the Final Draft Agreement with the Town of Malta and to authorize the Chairman to execute same. Motion was made by Supervisor Lawler with a second by Supervisor Hammond. Motion carried unanimously. (2023-0029)**

At this time Mr. Hernandez read through EAF Part II for SEQRA. Each section was addressed and answered by the Board member. **On a Motion by Supervisor Hammond and a second from Mr. Mooney, the Authority adopted a Negative Declaration under SEQRA as follows:**

*RESOLUTION 2023-0030 OF THE SARATOGA COUNTY WATER
AUTHORITY ADOPTING A SEQRA NEGATIVE DECLARATION IN RELATION TO CONSTRUCTION
OF A NEW BOOSTER PUMPING STATION AND WATER STORAGE TANK*

WHEREAS, the Saratoga County Water Authority (Authority) wishes to undertake certain modifications to its water treatment and transmission system by constructing a new booster pumping station and elevated water storage tank on property located at 25 Underpass Road in the Town of Ballston (Action); and

WHEREAS, by Resolution adopted May 24, 2023, the Authority determined to treat the Action as a Type I Action pursuant to the State Environmental Quality Review Act (SEQRA) and declared its intention to serve as Lead Agency; and

WHEREAS, the Authority thereafter caused all Involved Agencies to be notified of the Action and the Authority's intention to serve as Lead Agency and more than 30 days have thereafter passed without any challenge to the Authority serving in such a role; and

WHEREAS, the Authority has been provided Part 1 of a Full Environmental Assessment Form (FEAF); and

WHEREAS, the Authority thereafter reviewed Part 2 of the FEAF and answered "no" to all questions and, therefore, identified no "moderate to large" environmental impacts likely to result from the Project.

NOW, THEREFORE, BE IT RESOLVED, that based upon the Authority's review, the Project will not result in any significant adverse environmental impacts and the Authority hereby adopts a SEQRA Negative Declaration; and be it further

RESOLVED, that the Authority's Executive Director and Secretary are hereby directed to provide a copy of this Negative Declaration to all potentially Involved Agencies and to upload the same into the Environmental Notice Bulletin.

The question of the adoption of this Resolution was duly put to a vote on roll call which resulted as follows:

AYES: Szczepaniak, Barrett, Hammond, Lawler, and Mooney NAYS: None

ABSENT: Kusnierz, Wilcox

Motion carried unanimously.

The next matter was to authorize execution and submission of Grant and Loan Applications to NYS EFC for funding of the 25 Underpass Road Project. On a motion by Supervisor Lawler with a second by Supervisor Hammond the following Resolution was adopted:

***RESOLUTION # 2023-0031 OF THE SARATOGA COUNTY WATER
AUTHORITY AUTHORIZING EXECUTION AND SUBMISSION OF GRANT APPLICATIONS***

WHEREAS, the Saratoga County Water Authority (Authority) wishes to expand its water treatment and transmission system by constructing a booster pumping station and elevated water storage tank on property located at 25 Underpass Road in the Town of Ballston (Project); and

WHEREAS, following coordinated review pursuant to the State Environmental Quality Review Act, the Authority adopted a Negative Declaration on July 5, 2023 finding that the Project will not result in any significant adverse environmental impacts; and

WHEREAS, the Authority wishes to pursue grant funding for the Project through the Environmental Facilities Corporation (EFC) and to seek low-interest financing under the Clean Water State Revolving Fund.

NOW, THEREFORE, BE IT RESOLVED, that the Authority hereby authorizes the Executive Director and Secretary to prepare and submit and the Chairman to execute any and all Grant Applications and supporting materials in furtherance of obtaining grant funding for the Project pursuant to the NYS Water Infrastructure Improvement Act; and be it further

RESOLVED, that the Authority hereby authorizes the Executive Director and Secretary to prepare and submit and the Chairman to execute any and all documents and supporting materials necessary to apply for and obtain low-interest financing through the Clean Water State Revolving Fund; and be it further

RESOLVED, that the Chairman, Executive Director and Secretary are hereby authorized to prepare, execute and submit any additional materials deemed necessary to seek and obtain grant funds and financing as described in this Resolution, including, but not limited to, any and all materials reasonably requested by EFC.

The question of the adoption of this Resolution was duly put to a vote on roll call which resulted as follows:

AYES: Szczepaniak, Barrett, Hammond, Lawler, and Mooney NAYS: None

ABSENT: Kusnierz, Wilcox

The Resolution was declared duly adopted on July 5, 2023.

The next matter on the agenda was a Resolution authorizing the issuance of revenue bonds for the Underpass Road Booster Pump Station Project as follows:

RESOLUTION NO. 2023-0032 AUTHORIZING THE ISSUANCE BY THE SARATOGA COUNTY WATER AUTHORITY OF ITS WATER SYSTEM REVENUE BONDS; PROVIDING FOR PAYMENT OF THE PRINCIPAL OF AND INTEREST ON SUCH BONDS; AND PROVIDING FOR THE RIGHTS OF THE HOLDERS THEREOF.

SARATOGA COUNTY WATER AUTHORITY - CONSTRUCTION OF A NEW BOOSTER PUMPING STATION AND AN ELEVATED WATER STORAGE TANK

*WHEREAS, the Saratoga County Water Authority (“**Authority**”) has adopted the “Saratoga County Water Authority General Resolution” (“**Bond Resolution**”) dated as of September 1, 2008; and*

WHEREAS, said Bond Resolution has not been terminated or amended; and

*WHEREAS, the Authority plans to make an application to the Environmental Facilities Corporation (“**Corporation**”) under its (a) New York Drinking Water State Revolving Fund and/or (b) New York State Water Infrastructure Improvement (WIIA) and Intermunicipal Water Infrastructure Grant (IMG) Programs, for a financing in an amount currently estimated to be Six Million Dollars (\$6,000,000.00), but in no event to exceed Six Million Five Hundred Thousand Dollars (\$6,500,000), for a project (the “**Project**”) consisting of the following: for the purpose of addressing water supply needs throughout Saratoga County and improving the Authority’s existing water system, the construction of (1) a new booster pumping station consisting of a single-story building containing approximately 1,200 square feet, and (2) an elevated storage tank not to exceed 150-feet in height, all of the foregoing to be located at 25 Underpass Road in the Town of Ballston Spa, Saratoga County, New York; and*

WHEREAS, under the Bond Resolution, the Authority is authorized to issue additional Water System Revenue Bonds pursuant to a supplemental resolution authorizing such series, provided, however, that the conditions precedent to the delivery of a series of bonds as set forth in Section 3.02 of the Bond Resolution are met; and

WHEREAS, the Authority desires to obtain the financing in an amount currently estimated to be Six Million Dollars (\$6,000,000.00), but in no event to exceed Six Million Five Hundred Thousand Dollars (\$6,500,000), from the Corporation pursuant to the terms and conditions to be required by said Corporation and agreed to by the Authority or as are hereinafter stated, and to issue its bonds in said amount to evidence the said financing; and

NOW, THEREFORE, it is hereby,

RESOLVED, that any term or word not defined herein, shall have the same meaning as defined in the Bond Resolution, and it is further

RESOLVED, that the authorized principal amount of the Water System Revenue Bonds to be issued by the Authority pursuant to this Resolution shall be an amount up Six Million Dollars (\$6,000,000.00), plus such additional amount for debt reserves and other items, but in no event to exceed Six Million Five Hundred Thousand Dollars (\$6,500,000), as certified in writing by either the Chairman, or Vice Chairman or Treasurer of the Authority, which bonds are to be issued in denominations and mature at such dates as certified to in writing by the Chairman or Vice Chairman or Treasurer of the Authority and agreed to by the Corporation, all of which said bonds are to be sold to the Corporation; and it is further

RESOLVED, that series and subseries designation of said bonds is 2023A Series Bonds, if issued in 2023, and if the first issue, and if issued after 2023 and/or a subsequent issue in such year, at such series and subseries designation as established by the Chairman of the Authority; and it is further

RESOLVED, that either the Chairman or Vice Chairman or Treasurer of the Authority is hereby authorized to execute any and all instruments and documents (including a Project Financing and Loan Agreement) containing such provisions as are agreed to by the Chairman, Vice Chairman or Treasurer, on behalf of the Authority and to bind the Authority thereto, and upon the execution, the Authority is to perform the obligations and meet the conditions therein contained to be performed or met on the part of the Authority; and it is further

RESOLVED, that the purpose for the issuance of said series of bonds is for the financing of the acquisition, construction and installation of the Project and the net proceeds of said bonds are to be applied to pay for the acquisition, construction and installation and other costs associated with the Project; and it is further

RESOLVED, that the dates of said bonds and the maturity dates of said bonds of the series shall be those agreed to in writing by the Corporation and either the Chairman or Vice Chairman or Treasurer of the Authority; and it is further

RESOLVED, that the interest payable on said bonds shall be at the rate agreed to in writing by the Corporation and either the Chairman or Vice Chairman or Treasurer of the Authority, but not to

exceed 6.5% per annum, and that said interest shall be paid on dates agreed to by said Chairman, or Vice Chairman or Treasurer and the Corporation aforesaid; and it is further

RESOLVED, that the Chairman or Vice Chairman or Treasurer of the Authority is hereby authorized by a certificate or certificates in writing to agree to the exact principal amount, dates, maturity dates, redemptions, redemption prices, and denominations of said bonds, as well as the annual principal installments and interest rate to be paid by the Authority on said bonds; and it is further

RESOLVED, that in anticipation of the issuance of said bonds, the Corporation may provide financing to the Authority in the form of short-term notes pursuant to the terms of the Project Financing and Loan Agreement and the Chairman or Vice Chairman or Treasurer of the Authority is hereby authorized by a certificate or certificates in writing to agree to the exact principal amount, dates, maturity dates, redemptions, redemption prices, and denominations of said notes, as well as the annual principal installments and interest rate to be paid by the Authority on said notes; and it is further

RESOLVED, that the Chairman or Vice Chairman or Treasurer of the Authority is hereby authorized to execute on behalf of and to bind, the Authority thereto, all certificates for bonds and notes and all other necessary documents and instruments reasonably necessary to carry out the transactions contemplated by the Bond Resolution, the Project Financing and Loan Agreement and this Resolution, and to determine the form and substance of said documents and instruments; and it is further

RESOLVED, that the Authority hereby designates Computershare Trust Company, N.A., or such other Trustee as agreed to by the Authority and Corporation, as Paying Agent for the 2023A Series Bonds for so long as any of said bonds is registered in the name of the Corporation or a trustee on behalf of the owners of said bonds; and it is further

RESOLVED, that the proceeds of the 2023A Bonds shall be deposited, invested, disbursed and advanced in accordance with the terms and conditions of the Project Financing and Loan Agreement and the Bond Resolution; and it is further

RESOLVED, that all actions taken by the Authority in connection with the Project and the application to the Corporation are hereby ratified and confirmed; and it is further

RESOLVED, that the Authority has acted as the “lead agency” with respect to the Project and by resolution has issued a “negative declaration” with respect to the Project, and, therefore, no other determinations or procedures under the State Environmental Quality Review Act (“SEQR”) are required; and it is further

RESOLVED, that the Authority shall, to the extent permitted by the Bond Resolution and applicable state and federal law, reimburse itself from the proceeds of the sale of said bonds for any funds expended by the Authority prior to the receipt of said proceeds for Project expenses incurred prior to said receipt and this Resolution shall constitute the declaration of the Authority’s “official intent” to reimburse the expenditures authorized by this Resolution with the proceeds of the bonds authorized herein, as required by United States Treasury Regulation Section 1.150-2; and it is further

RESOLVED, that the Chairman or Vice Chairman or Treasurer of the Authority 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 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, if applicable, to designate the bonds authorized by this resolution as “qualified tax-exempt bonds” in accordance with Section 265(b)(3)(B)(i) of the Code; and it is further

RESOLVED, that all provisions of the Bond Resolution not in conflict with the above resolutions remain in full force and effect and shall govern the rights, duties and powers of the Authority, the Corporation, the Trustee, and holders of the 2023A Series Bonds, and said parties shall enjoy the benefits pertaining under the Bond Resolution not in conflict with the above resolutions.

The question of the adoption of this Resolution was duly put to a vote on roll call which resulted as follows:

AYES: Szczepaniak, Barrett, Hammond, Lawler, Mooney

NAYS: None

ABSENT: Kusnierz, Wilcox

ABSTAIN: None

The Resolution was declared duly adopted on July 5, 2023.

Item 4F was a **Resolution to Authorize the Chairman to execute a Professional Services Agreement with Delaware Engineering in the amount of \$242,040 with additional construction inspection fees not to exceed \$120 per hour. The motion was made by Mr. Mooney with a second by Supervisor Lawler. Motion carried unanimously. (2023-0033)**

The final matter on the agenda was a Resolution to Amend Terms of the Supplemental Bond Resolution for the Cordero Tank Project as follows:

RESOLUTION 2023-0034 AMENDING CERTAIN TERMS OF THE SUPPLEMENTAL BOND RESOLUTION NO. 2021-0071 DATED APRIL 29, 2021 AND ADOPTED BY THE SARATOGA COUNTY WATER AUTHORITY.

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WHEREAS, on April 29, 2021, the Saratoga County Water Authority (the “Authority”) adopted a supplemental bond resolution (the “Supplemental Bond Resolution”) entitled:

“RESOLUTION NO. 2021-0071 AUTHORIZING THE ISSUANCE BY THE SARATOGA COUNTY WATER AUTHORITY OF ITS WATER SYSTEM REVENUE BONDS; PROVIDING FOR PAYMENT OF THE PRINCIPAL OF AND INTEREST ON SUCH BONDS; AND PROVIDING FOR THE RIGHTS OF THE HOLDERS THEREOF.

***SARATOGA COUNTY WATER AUTHORITY – CORDERO
BLVD. WATER STORAGE TANK EXPANSION PROJECT”; and***

WHEREAS, the Supplemental Bond Resolution previously recited that the Authority has made an application to the Environmental Facilities Corporation (“**Corporation**”) under its New York Drinking Water State Revolving Fund, for a financing in an amount currently estimated to be Five Million One Hundred Seventy-Seven Thousand Nine Hundred and Thirty-Nine Dollars (\$5,177,939) for a project (the “**Water System Project**”) consisting of the following: for the purpose of addressing water supply needs throughout Saratoga County and the expansion of the Authority’s existing water system (the “**Water System**”), the undertaking of the Cordero Blvd. Water Storage Tank Expansion Project, consisting of the acquisition, construction and installation of a water tank to contain approximately 5 million gallons and to be located on Cordero Drive in the Town of Stillwater, and as further described in an Engineering Report dated June 2020 and prepared by Adirondack Mountain Engineering, PC; and

WHEREAS, since the date of the Supplemental Bond Resolution, the Authority has done additional work with the Corporation and the Authority’s engineering consultants for the purpose of finalizing the estimated costs of the Water System Project described and approved by the Supplemental Bond Resolution and

WHEREAS, the Authority desires to amend the Supplemental Bond Resolution in order to finalize the estimated costs of the Water System Project and the principal amount of the obligations to be issued by the Authority to finance the Water System Project as provided in the Supplemental Bond Resolution;

NOW, THEREFORE, it is hereby

RESOLVED, that any term or word not defined herein, shall have the same meaning as defined in the Supplemental Bond Resolution, and it is further

RESOLVED, that the estimated costs of the Water System Project are amended to provide as follows: the Water System Project shall consist of the following: (A) the acquisition, construction and installation of a water tank to contain approximately 5 million gallons and to be located on Cordero Drive in the Town of Stillwater, and as further described in an Engineering Report dated June 2020 and prepared by Adirondack Mountain Engineering, PC, at a maximum estimated cost presently estimated to not exceed \$10,000,000, and it is further

RESOLVED, that the authorized principal amount of the Water System Revenue Bonds to be issued by the Authority pursuant to this Resolution shall be increased to an amount up to Ten Million Dollars (\$10,000,000), plus such additional amount for debt reserves and other items, but not to exceed in the aggregate, Eleven Million Dollars (\$11,000,000), as certified in writing by either the Chairman, or Vice Chairman or Treasurer of the Authority, which bonds are to be issued in denominations and mature at such dates as certified to in writing by the Chairman or Vice Chairman or Treasurer of the Authority and agreed to by the Corporation, all of which said bonds are to be sold to the Corporation; and it is further

RESOLVED, that the interest payable on said bonds shall be at the rate agreed to in writing by the Corporation and either the Chairman or Vice Chairman or Treasurer of the Authority, but not to exceed 6.5% per annum, and that said interest shall be paid on dates agreed to by said Chairman, or Vice Chairman or Treasurer and the Corporation aforesaid; and it is further

RESOLVED, that all actions taken by the Authority in connection with the Water System Project and the application to the Corporation are hereby ratified and confirmed; and it is further

RESOLVED, that the Supplemental Bond Resolution, as amended by this Resolution, shall otherwise remain in full force and effect in accordance with its terms, and is hereby ratified and confirmed.

The question of the adoption of this Resolution was duly put to a vote on roll call which resulted as follows:

AYES: Szczepaniak, Barrett, Lawler, Hammond, Mooney

NAYS: None

ABSENT: Kusnierz, Wilcox

ABSTAIN: None

The Resolution was declared duly adopted on July 5, 2023.

New Business:

Chairman Szczepaniak set the next meeting for the SCWA Board of Directors for Wednesday, July 26th at 3:30 p.m.

Mr. Hernandez turned the Boards attention to the NYS DEC SPDES Inspection Report recently conducted at the Authority. He noted that the report received a Satisfactory Rating from DEC with no violations at all. He stated he was very proud of the staff and their outstanding attention to the facility.

With no further regular business, a **motion was made by Supervisor Hammond to adjourn to Executive Session to discuss the qualifications of a potential new hire for the Chief Operator position at 3:55 p.m. Motion carried. (2023-0035)**

On a motion by Mr. Mooney and a second by Supervisor Hammond the meeting returned to open session. Motion carried. (2023-0036)

On a motion by Mr. Mooney and a second by Supervisor Hammond, the Board authorized the hiring of John Dixon to the position of Chief Operator with a salary set at the previous Chief Operator's salary. Motion carried unanimously. (2023-0037)

With no further business, the meeting was adjourned at 4:00 p.m. with a motion by Supervisor Hammond and a second by Supervisor Lawler. Motion carried and meeting was adjourned.

Respectfully submitted,

Carol A. Alden, Confidential Secretary