

A regular meeting of the City Council of the City of Saratoga Springs, Saratoga County, New York was convened in public session at City Hall in said City on August 19, 2014.

The meeting was called to order by _____, and, upon roll being called, the following members were:

PRESENT:

Joanne D. Yepsen	Mayor
John P. Franck	Commissioner
Michele D. Clark-Madigan	Commissioner
Christian E. Mathiesen	Commissioner
Anthony J. Scirocco	Commissioner

ABSENT:

The following resolution was offered by _____, seconded by _____, to wit;

REFUNDING BOND RESOLUTION DATED AUGUST 19, 2014

A RESOLUTION AUTHORIZING THE ISSUANCE OF REFUNDING BONDS OF THE CITY OF SARATOGA SPRINGS, SARATOGA COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$23,000,000 PURSUANT TO THE LOCAL FINANCE LAW AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE.

WHEREAS, the City of Saratoga Springs, Saratoga County, New York (the "City") has heretofore issued its Various Purposes Serial Bonds - 1997 in the aggregate principal amount of \$2,970,000 (the "1997 Bonds") pursuant to a bond resolution duly adopted by the City Council of the City on August 19, 1997 for the purpose of financing various capital projects in and for the City, which bond resolution prescribes periods of probable usefulness with respect thereto ranging from forty (40) to five (5) years; and

WHEREAS, the City has heretofore issued its Public Improvement (Serial) Bonds, 2002 in the aggregate principal amount of \$2,138,865 (the "2002 Bonds") pursuant to bond resolutions duly adopted by the City Council of the City on July 18, 2000, February 20, 2001, August 21, 2001, January 15, 2002, May 7, 2002 and July 16, 2002 for the purpose of financing various capital projects in and for the City, which bond resolutions prescribe periods of probable usefulness with respect thereto ranging from forty (40) to five (5) years; and

WHEREAS, the City has heretofore issued its Public Improvement (Serial) Bonds, 2004 in the aggregate principal amount of \$3,948,279 (the "2004 Bonds") pursuant to bond resolutions duly adopted by the City Council of the City on August 21, 2001, January 21, 2003, September 16, 2003 and February 17, 2004 for the purpose of financing various capital projects in and for the City, which bond resolutions prescribe periods of probable usefulness with respect thereto ranging from forty (40) to ten (10) years; and

WHEREAS, the City has heretofore issued its Public Improvement (Serial) Bonds, 2005 in the aggregate principal amount of \$4,517,465 (the "2005 Bonds") pursuant to a bond resolution duly adopted by the City Council of the City on March 22, 2005 for the purpose of financing various capital projects in and for the City, which bond resolution prescribes periods of probable usefulness with respect thereto ranging from forty (40) to ten (10) years; and

WHEREAS, the City has heretofore issued its Public Improvement (Serial) Bonds, 2006 in the aggregate principal amount of \$8,469,600 (the "2006 Bonds") pursuant to bond resolutions duly adopted by the City Council of the City on September 16, 2003, August 16, 2005 and February 7, 2006 for the purpose of financing various capital projects in and for the City, which bond resolutions prescribe periods of probable usefulness with respect thereto ranging from forty (40) to fifteen (15) years; and

WHEREAS, the City has heretofore issued its Public Improvement (Serial) Bonds, 2007 in the aggregate principal amount of \$9,228,760 (the "2007 Bonds") pursuant to bond resolutions duly adopted by the City Council of the City on June 6, 2006, July 18, 2006, September 19, 2006, October 24, 2006 and May 15, 2007 for the purpose of financing various capital projects in and for the City, which bond resolutions prescribe periods of probable usefulness with respect thereto ranging from forty (40) to ten (10) years; and

WHEREAS, the 1997 Bonds are dated October 15, 1997, have a final maturity date of September 1, 2017 and mature serially on the dates and in the amounts set forth in Exhibit A attached hereto and made a part of this resolution; and

WHEREAS, the 2002 Bonds are dated September 15, 2002, have a final maturity date of September 15, 2022 and mature serially on the dates and in the amounts set forth in said Exhibit A; and

WHEREAS, the 2004 Bonds are dated April 8, 2004, have a final maturity date of February 15, 2034 and mature serially on the dates and in the amounts set forth in said Exhibit A; and

WHEREAS, the 2005 Bonds are dated May 12, 2005, have a final maturity date of May 15, 2024 and mature serially on the dates and in the amounts set forth in said Exhibit A; and

WHEREAS, the 2006 Bonds are dated April 1, 2006, have a final maturity date of April 1, 2035 and mature serially on the dates and in the amounts set forth in said Exhibit A; and

WHEREAS, the 2007 Bonds are dated July 1, 2007, have a final maturity date of July 1, 2030 and mature serially on the dates and in the amounts set forth in said Exhibit A; and

WHEREAS, the 1997 Bonds maturing on or after September 1, 2015 are subject to redemption prior to maturity on March 1, 2015 at a price equal to the par principal amount, plus accrued interest to the date of redemption; and

WHEREAS, the 2002 Bonds maturing on or after September 15, 2015 are subject to redemption prior to maturity on March 15, 2015 at a price equal to the par principal amount, plus accrued interest to the date of redemption; and

WHEREAS, the 2004 Bonds maturing on or after February 15, 2016 are subject to redemption prior to maturity on February 15, 2015 at a price equal to the par principal amount, plus accrued interest to the date of redemption; and

WHEREAS, the 2005 Bonds maturing on or after May 15, 2015 are subject to redemption prior to maturity on November 15, 2014 at a price equal to 101.0% of the par principal amount, plus accrued interest to the date of redemption; and

WHEREAS, the 2006 Bonds maturing on or after April 1, 2016 are subject to redemption prior to maturity on April 1, 2015 at a price equal to the par principal amount, plus accrued interest to the date of redemption; and

WHEREAS, the 2007 Bonds maturing on or after July 1, 2017 are subject to redemption prior to maturity on July 1, 2016 at a price equal to the par principal amount, plus accrued interest to the date of redemption; and

WHEREAS, it is expected that refunding the 1997 Bonds maturing on and after September 1, 2015, the 2002 Bonds maturing on and after September 15, 2015, the 2004 Bonds maturing on and after February 15, 2016, the 2005 Bonds maturing on and after May 15, 2015, the 2006 Bonds maturing on and after April 1, 2016 and the 2007 Bonds maturing on and after July 1, 2017 will result in a present value savings in debt service to the City as required by Section 90.10 of the Local Finance Law;

NOW, THEREFORE, BE IT RESOLVED by the City Council of the City (by the favorable vote of not less than two-thirds of all of the members of the City Council) as follows:

SECTION 1. It is hereby determined that it is in the public interest to refund the \$210,000 aggregate outstanding principal amount of the 1997 Bonds maturing on and after September 1, 2015, the \$805,000 aggregate outstanding principal amount of the 2002 Bonds maturing on and after September 15, 2015, the \$3,010,000 aggregate outstanding principal amount of the 2004 Bonds maturing on and after February 15, 2016, the \$2,825,000 aggregate outstanding principal amount of the 2005 Bonds maturing on and after May 15, 2015, the \$6,905,000 aggregate outstanding principal amount of the 2006 Bonds maturing on and after April 1, 2016 and the \$6,640,000 aggregate outstanding principal amount of the 2007 Bonds maturing on and after July 1, 2017 (collectively, the "Refunded Bonds") by the issuance of refunding bonds of the City pursuant to Section 90.10 of the Local Finance Law.

SECTION 2. For the object or purpose of refunding the Refunded Bonds, including providing moneys which shall be sufficient to pay (i) said aggregate outstanding 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 mature, 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, the publication of the notice described in Section 15 hereof, the execution and performance of the terms and conditions of the Escrow Contract, as hereinafter defined, the premium or premiums for any policy or policies of municipal bond insurance or the cost or costs of any other credit enhancement facility or facilities, the discount or compensation of underwriters, fees and expenses of bond counsel and financial advisors, rating agency fees, printing and service agency fees and expenses and fees and charges of the Escrow Holder, as hereinafter defined, and (iv) the redemption premium, if any, to be paid on any issue of the Refunded Bonds, there are hereby authorized to be issued the refunding serial bonds of the City in an aggregate principal amount not to exceed \$23,000,000 (the "Refunding Bonds") pursuant to the provisions of Section 90.10 of the Local Finance Law, it being anticipated that the amount of Refunding Bonds actually to be issued will be approximately \$19,785,000, as described in Section 4 hereof.

SECTION 3. It is hereby determined that:

(1) 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;

(2) The maximum periods of probable usefulness permitted by law at the time of the issuance of the Refunded Bonds for the purposes for which the Refunded Bonds were issued are as stated in the preambles hereto;

(3) The last installment of the Refunding Bonds shall mature not later than the weighted average remaining period of probable usefulness of the purposes financed with each issue of the Refunded Bonds or the weighted average remaining period of probable usefulness of all purposes financed with all of the Refunded Bonds; and

(4) The estimated present value of the total debt service savings anticipated as a result of the issuance of the Refunding Bonds, computed in accordance with the provisions of subdivision 2 of paragraph b of Section 90.10 of the Local Finance Law, is as set forth in the Refunding Financial Plan.

SECTION 4. 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, is set forth in Exhibit B 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 aggregate principal amount of \$19,785,000 and will mature, be of such terms and bear interest as set forth in the Refunding Financial Plan. This City Council recognizes that the aggregate principal amount of the Refunding Bonds, and the maturities, terms and interest rate or rates borne by the Refunding Bonds, will most probably be different from such assumptions and that the final Refunding Financial Plan will also most probably be different from that set forth in said Exhibit B. The Commissioner of Finance is hereby authorized and directed to determine the amount of the Refunding Bonds to be issued, the designation thereof, the date of such bonds and the date of issue thereof, the maturities and terms thereof, whether such bonds shall be issued with substantially level or declining annual debt service, the provisions relating to any redemption of the Refunding Bonds prior to maturity, 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 Section 57 of the Local Finance Law and subdivision 2 of paragraph f of Section 90.10 of the Local Finance Law, and the rate or rates of interest to be borne thereby, and to prepare, or cause to be provided, a final Refunding Financial Plan, and, in connection herewith, all powers in connection therewith may be exercised by the Commissioner of Finance; provided, that the amount and terms of the Refunding Bonds actually 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.

SECTION 5. The Refunding Bonds shall be executed in the name of the City by the manual or facsimile signature of the Commissioner of Finance, and its corporate seal or a facsimile thereof shall be impressed thereon and attested by the City Clerk. The Refunding Bonds shall contain the recital required by subdivision 4 of paragraph j of Section 90.10 of the Local Finance Law 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 as the Commissioner of Finance shall determine.

SECTION 6. The faith and credit of the City are hereby irrevocably pledged for the payment of the principal of and interest on the Refunding 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 said bonds becoming due and payable in such year. There shall annually be levied on all the taxable real property of the City a tax sufficient to pay the principal of and interest on said bonds as the same become due and payable.

SECTION 7. The Commissioner of Finance is hereby authorized and directed to enter into an escrow contract (the "Escrow Contract") with a bank or trust company located and authorized to do business in the State of New York as she shall designate (the "Escrow Holder") for the purpose of having the Escrow Holder act, in connection with the Refunded Bonds, as the escrow holder to perform the services described in Section 90.10 of the Local Finance Law.

SECTION 8. All of the proceeds from the sale of the Refunding Bonds, including the premium, if any, but excluding any accrued interest thereon, shall immediately upon receipt thereof be placed in escrow with the Escrow Holder. Any accrued interest on the Refunding Bonds shall be paid to the Commissioner of Finance to be expended to pay interest on the Refunding Bonds on the first interest payment date or dates 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 90.10 of the Local Finance Law, and the holders from time to time of the Refunded Bonds actually refunded shall have a lien upon such moneys held by the Escrow Holder, and an amount sufficient to pay the Refunding Bonds and interest thereon, as the same shall become due and payable, is hereby appropriated therefor. Such pledges and liens shall become valid and binding upon the issuance of the Refunding Bonds, and the moneys and investments held by the Escrow Holder in the escrow deposit fund shall immediately be subject thereto without any further act. Such pledges and liens shall be valid and binding as against all parties having claims of any kind in tort, contract or otherwise against the City irrespective of whether such parties have notice thereof.

SECTION 9. In accordance with the provisions of Section 53.00 and paragraph h of Section 90.10 of the Local Finance Law, and subject only to the issuance of the Refunding Bonds as herein authorized, the City hereby elects to call in and redeem the Refunded Bonds in accordance with the Refunding Financial Plan. The Escrow Holder is hereby directed to cause notices of such calls for redemption to be given in the name of the City in the manner and within the times provided in the Refunded Bonds. Such notices of redemption shall be substantially in the forms attached to the Escrow Contract. Upon the issuance of the Refunding Bonds, the election to call in and redeem the Refunded Bonds and the

direction to the Escrow Holder to cause notice thereof to be given as provided in this Section 9 shall become irrevocable.

SECTION 10. The Commissioner of Finance 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 Refunding Bonds as excludable from gross income for federal income tax purposes pursuant to Section 103 of the Internal Revenue Code of 1986, as amended.

SECTION 11. The Commissioner of Finance and the City Clerk and all other officers, employees and agents of the City are hereby authorized and directed for and on behalf of the City 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.

SECTION 12. The Refunding Bonds shall be sold at private sale to Roosevelt & Cross, Incorporated, which is hereby selected as underwriter (the "Underwriter"), for a purchase price to be determined by the Commissioner of Finance, plus accrued interest, if any, from the date of the Refunding Bonds to the date of delivery of and payment for the Refunding Bonds. The Commissioner of Finance is hereby further authorized to execute and deliver a purchase contract for the Refunding Bonds on behalf of the City providing for the terms and conditions of the sale and delivery of the Refunding Bonds, subject to the approval of the State Comptroller as required by subdivision 2 of paragraph f of Section 90.10 of the Local Finance Law. After the Refunding Bonds have been duly executed, they shall be delivered by the Commissioner of Finance to the Underwriter in accordance with said purchase contract upon receipt by the City of said purchase price, plus accrued interest, if any.

SECTION 13. All other matters pertaining to the terms and issuance of the Refunding Bonds shall be determined by the Commissioner of Finance, and all powers in connection therewith are hereby delegated to the Commissioner of Finance.

SECTION 14. The validity of the Refunding Bonds may be contested only if:

(1) Such obligations are authorized for an object or purpose for which the City is not authorized to expend money, or

(2) The provisions of law which should be complied with at the date of the publication of this resolution are not substantially complied with, and an action, suit or proceeding contesting such validity is commenced within twenty (20) days after the date of such publication, or

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

SECTION 15. The City Clerk is hereby authorized and directed to publish this resolution, or a summary thereof, together with a notice in substantially the form provided by Section 81.00 of the Local Finance Law, in The Saratogian and The Daily Gazette, two newspapers each having a general circulation in the City and hereby designated as the official newspapers of the City for such publication.

SECTION 16. This resolution shall take effect immediately upon its adoption.

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

Joanne D. Yepsen	VOTING	_____
John P. Franck	VOTING	_____
Michele D. Clark-Madigan	VOTING	_____
Christian E. Mathiesen	VOTING	_____
Anthony J. Scirocco	VOTING	_____

The foregoing resolution was thereupon declared duly adopted.

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies that:

(1) He is the duly qualified and acting City Clerk of the City of Saratoga Springs, Saratoga County, New York (hereinafter called the "City") and the custodian of the records of the City, including the minutes of the proceedings of the City Council, and is duly authorized to execute this certificate.

(2) Attached hereto is a true and correct copy of a resolution duly adopted at a regular meeting of the City Council held on the 19th day of August, 2014 and entitled:

A RESOLUTION AUTHORIZING THE ISSUANCE OF REFUNDING BONDS OF THE CITY OF SARATOGA SPRINGS, SARATOGA COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$23,000,000 PURSUANT TO THE LOCAL FINANCE LAW AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE COMMISSIONER OF FINANCE.

(3) Said meeting was duly convened and held and said resolution was duly adopted in all respects in accordance with law and the regulations of the City. To the extent required by law or said regulations, due and proper notice of said meeting was given. A legal quorum of members of the City Council was present throughout said meeting, and a legally sufficient number of members (two-thirds of the City Council) voted in the proper manner for the adoption of said resolution. All other requirements and proceedings under law, said regulations or otherwise incident to said meeting and the adoption of said 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 City and was duly affixed by the undersigned at the time this certificate was signed.

IN WITNESS WHEREOF, the undersigned has hereunto set his hand this 19th day of August, 2014.

John P. Franck
City Clerk

-SEAL-