

**Regular Meeting of the Town Board
Town of Windsor, New York
July 9, 2014 7:00pm
Town of Windsor, Town Hall
124 Main Street, Windsor, NY 13865**

Supervisor Price pointed out the exits in the room.

MEETING CALLED TO ORDER by Supervisor Carolyn Price, at 7:00pm.

PLEDGE OF ALLEGIANCE was recited.

ROLL CALL by Clerk:

Supervisor Carolyn Price: Present
Councilman Timothy J. Bates: Present
Councilwoman Lesa Hawk-Shuler: Present
Councilman William J. McIntyre: Present
Highway Superintendent Rocky Kohlbach: Present
Attorney Cheryl Sacco: Present
Engineer Ron Lake: Present
Town Clerk Barbara Rajner Miller: Present

Also present were: Lucille Swartz, Daniel Price, Hazel Brandt, Cheryl Peet, Olive Stover, Dave Kirgan, Carrie Kirgan, Jerry Henehan, Ron Rambo, Sr., Susan M. Rambo, Wendell Crawford, Sandra Pinney, Gary Hupman, Scott B. Clarke, Joan Griffin, Harry Congdon, Virginia Phillips, Sue Kohlbach, Robert Brink, Cheryl Brink, Rita Morgan, Roy Morgan, Lorraine Whitney, Kevin Morrissey, Joseph Pollara, Bob Joyner, Evan Romer, Mary Sweeney, Judy Bishop, David Bishop, Dave Ballard, Jeramie Rounds, Brad Chubb, Jean Worden, Mark Lippolis, Michelle Bronson, Betsy Majors, Jim Worden, Ken Majors, Roger Colwell, Walt Zevotek, Gerald Urda, Bruce Benjamin, Theresa Benjamin, Ron Harting, Thomas Eveges, Jim Covello, Katherine Urda, Bill Colburn, Nancy Colburn, Bev Foster-Bills, Rebecca Reed, Ken Birdsill, Fred Urda, Floyd Bronson (159 Thompson Rd, Windsor), Floyd Bronson (48 Roberts Rd, Windsor), Craig Terrell, Chris Bump, Jerald Bronson, Eileen Ruggieri, Peter Ruggieri, Glenn Winsor, Marian Szarajko, Stephen Grekin, and two others.

Supervisor Price acknowledged the presence of Ron Harting, Mayor of the Village of Windsor and Glenn Winsor, Supervisor of the Town of Colesville.

PUBLIC COMMENT:

(Supervisor Price outlined the guidelines of public comment.)

* Jerry Henehan, Dunbar Rd: Requesting that the Town Board pass a resolution in relationship to the Court of Appeals decision that was made last week. The NYS Court of Appeals ruled that the Towns do have the right to make a decision to ban or have a moratorium regarding fracking, in the event that it becomes legal in NYS. The towns that don't have something in place, the decision would be made for them, by the State. I think it's important that we do a resolution stating the Town would request a moratorium, until the point when the decision is made, and that will allow the Town residents and the Town Board to continue to control the decision making, as opposed to having the State. I think it will also help resolve this issue between conflicting resolutions that were passed in 2010 and 2012. Handout was received.

* Floyd Bronson, Thompson Rd: I believe the Town Board was on the right path before. We should leave it to the State of New York and the DEC. As you can see, I believe the residents of the Town of Windsor are in favor of fracking. We're leaving it up to the Town Board and the DEC to make that decision.

* Sue Kohlbach, Atwell Hill Rd: As far as I know right now, there are no laws against fracking. As a landowner and a taxpayer, I feel it is my right to make a decision about that, and I also agree with Floyd.

* Mary Sweeney, Chestnut St: I think for the last six years, people in this town have looked at this as the State's decision. It was just nine days ago now, that that has changed. Now, anything that happens is partially on the Town's shoulders. To take a little more than a week to think about what it might mean, that's not doing this issue justice. This issue is huge. He's not asking for a ban. It's time for people to think about it in this new context.

* Brad Chubb, Trim St: I completely disagree with the statements that were just made. This is not the Town's decision. The Town does not have the resources to evaluate these sorts of complex issues. They are best dealt with at the State level. Therefore, the Town should recognize the State's authority and whatever State's decision is eventually rendered. We do not need a ban or moratorium. There's already one at the State level for sufficient time for this issue to have been investigated. Once the State makes the decision, that should also be the Town's decision.

* Gary Hupman, Rt 79: I don't think we need any more bans or moratoriums. We've had six years to

think about this, even with this latest ruling from the State.

* Scott Clarke, Dodd Rd: Thanks the Town Board for their accessibility. Has a lot of respect for Mr. Henehan, who is now the spokesperson for the Crow group. If we can vote on a casino coming into the area, why can't we have a vote on this?

* Ron Harting: The State has far more resources to regulate in terms of what's appropriate in regards to fracking.

* Jeramie Rounds: The Town should not have anything to do with a moratorium.

* Marian Szarejko: I think we've had enough time. When the State does their statement, let's go with their statement.

APPROVAL OF MINUTES:

Motion By: Councilman McIntyre Sec. By: Councilman Bates

To approve the minutes of the June 11, 2014 Regular Meeting, as submitted.

Vote of the Board:

Supervisor Price - AYE

Councilman Bates - AYE

Councilwoman Hawk-Shuler - AYE

Councilman McIntyre - AYE

Motion Approved.

Motion By: Councilwoman Hawk-Shuler Sec. By: Councilman Bates

To approve the minutes of the June 17, 2014 Special Meeting, as submitted.

Vote of the Board:

Supervisor Price - AYE

Councilman Bates - AYE

Councilwoman Hawk-Shuler - AYE

Councilman McIntyre - AYE

Motion Approved.

Motion By: Councilman McIntyre Sec. By: Councilwoman Hawk-Shuler

To approve the minutes of the July 7, 2014 Bid Opening (for Ostrander Rd Slope Stabilization Project) Meeting, as submitted.

Vote of the Board:

Supervisor Price - AYE

Councilman Bates - AYE

Councilwoman Hawk-Shuler - AYE

Councilman McIntyre - AYE

Motion Approved.

FINANCIAL REPORT:

Financial Report for the Month of June was distributed. No new concerns.

Motion By: Councilman McIntyre Sec. By: Councilman Bates

To approve bills for payment:

- General Fund Vouchers #291 through #335, totaling \$17,609.74;
- Sewer Operating Vouchers #38 through #48, totaling \$6,130.07;
- Highway Fund Vouchers #202 through #240, totaling \$278,787.90
- Trust and Agency Vouchers #31 through #38, totaling \$28,977.28.

Vote of the Board:

Supervisor Price - AYE

Councilman Bates - AYE

Councilwoman Hawk-Shuler - AYE

Councilman McIntyre - AYE

Motion Approved.

Supervisor reviewed the *Goals for the 2015 Budget*, which are:

- Provide residents quality services;
- Treat employees and elected officials fairly;
- Reduce use of fund balance;
- Stay within the tax cap.

Supervisor Price reviewed the *Proposed Calendar for 2015 Budget*.

Local Law #3-2014 was introduced/aged.

COMMITTEE REPORTS:

ASSESSOR: Report submitted.

DOG CONTROL: None.

HIGHWAY: None.

NATURAL GAS:

- * Supervisor Price mentioned that there was a letter filed on 6/23/14 to Kathleen Burgess, PSC Secretary, from Sam Laniado Regarding Scott Property.
- * Town Clerk read in entirety Resolution #24-2010 and Resolution #24-2012.

Attorney Sacco mentioned that the Comprehensive Plan for the Town of Windsor was last updated in 2005. She would recommend that this be reviewed and updated. Board discussed the Town's Comprehensive Plan. Councilman McIntyre and Councilman Bates will work together to meet/call a few companies to get a feel for how much it would cost/how long it would take to review and update Windsor's Comprehensive Plan.

HISTORY: None.

TOWN CLERK/TAX COLLECTOR/REGISTRAR: Report submitted.

TOWN HALL: Councilman McIntyre thanked Hawk Bros. for donating the brick to the Town for some small repairs to the building.

WASTEWATER TREATMENT PLANT:

- * Two employees from the Village of Whitney Point came to Windsor and checked, with cameras, part of the line on Mary's Rd. They did it at a very low cost for us, and found no leak.
- * The Town of Windsor has become a member of the New York Rural Water Association. A benefit of being a member is that they will do smoke testing of our sewer lines. The rep will be here on August 22nd. The testing will be on September 25th and September 26th.

YOUTH & RECREATION: Report submitted.

ZONING, PLANNING & CODE ENFORCEMENT:

- ZBA meeting minutes submitted from the Meeting.
- No Planning Board minutes submitted.
- Code Enforcement Monthly Report submitted.

NEW BUSINESS:

Motion By: Councilman McIntyre

Sec. By: Councilman Bates

To award the bid for the Ostrander Rd Slope Stabilization Project. The Town of Windsor received a letter from Engineer Alex Urda, which contains backup for his recommendation of Don Tweedie Construction Services, Inc. as the lowest responsible bidder. That bid was in the amount of \$308,339.00

Vote of the Board:

Supervisor Price - AYE

Councilman Bates - AYE

Councilwoman Hawk-Shuler - AYE

Councilman McIntyre - AYE

Motion Approved.

Town of Windsor, County of Broome, State of New York

Resolution to Hire and to Authorize the Supervisor to Sign the Attached Agreement for Fiscal Advisors.

Resolution #25-2014

PRESENT: Supervisor Carolyn W. Price
 Councilperson -vacant
 Councilperson Timothy Bates
 Councilperson Lesa Hawk-Shuler
 Councilperson William McIntyre

At a regular meeting of the Town of Windsor Town Board, held at the Town Hall on the 9th day of July, 2014, the following resolution was

OFFERED BY: Councilperson McIntyre

SECONDED BY: Councilperson Hawk-Shuler

WHEREAS, the Town of Windsor requires the professional services of an fiscal advisor for certain projects; and **WHEREAS**, the services do not require competitive bidding as they are professional services and are necessary for the project; and

WHEREAS, the action contemplated by this Resolution is a type II action under the State Environmental Quality Review Act, 6 NYCRR Section 617.5 (21) and no environmental review is necessary; and

NOW THEREFORE, BE IT RESOLVED, the Town Board of the Town of Windsor, after review and discussion, hereby approves the hiring of Fiscal Advisor; and be it

FURTHER RESOLVED, the Supervisor is hereby authorized to sign the attached agreement; and be it **FURTHER RESOLVED**, this resolution shall take effect immediately

Vote of the Board:

Supervisor Carolyn W. Price - AYE

Councilperson -vacant

Councilperson Timothy Bates - AYE
Councilperson Lesa Hawk-Shuler - AYE
Councilperson William McIntyre - AYE

Motion Approved.

Resolution Adopted: July 9, 2014



FINANCIAL ADVISORY SERVICES AGREEMENT

This Financial Advisory Services Agreement (“Agreement”), entered into as of, July 8, 2014 (“Effective Date”), is between Town of Windsor, New York (“Client”) and Fiscal Advisors & Marketing, Inc. (“Fiscal Advisors”) (collectively referred to herein as the “Parties”).

Client agrees to hire Fiscal Advisors and Fiscal Advisors agrees to act as financial advisor to the issuer to provide services relating to providing financial advice for capital project referendums and prospective debt issuances (the “Securities”), pursuant to the terms of this Agreement.

1. **ISSUANCE DESCRIPTION.** Client intends to issue obligations to fund operating cash flows and/or Capital Projects (the “Issuance”).
2. **SCOPE OF SERVICES.** Client hires Fiscal Advisors to provide the services set forth in Appendix A attached hereto (“Services”). All services described in Appendix A are hereby incorporated by reference and the scope of Fiscal Advisor’s engagement under the terms of this Agreement shall be solely limited to the Services. Client acknowledges that prior to the Effective Date that Fiscal Advisors has not provided any advice, recommendations or guidance with respect to the Issuance and that, to the extent any prior communications have occurred between Client and Fiscal Advisors relative to the Issuance, any such communications have been limited to communications involving general information relative to the Issuance.
3. **COMPENSATION.** As compensation for the provisions of Services, Client hereby agrees to compensate Fiscal Advisors in accordance with Fiscal Advisors’ Fee Schedule attached hereto as Appendix B (“Compensation”). Any modification to the fee schedule agreed to by the Parties in writing will become effective upon the date and time mutually agreed upon by the Parties.
4. **TERM AND TERMINATION.** This Agreement shall be effective as of the Effective Date and shall remain in effect until terminated by either party upon thirty (30) days written notice. In the event of termination of engagement and where service are actively being provided, Fiscal Advisors shall receive a prorated share of the proposed fees- such prorated share of the fee shall be in direct ratio to those services actually provide; and that are not in dispute.
5. **AGREEMENT TO PROVIDE INFORMATION.** Client agrees to provide Fiscal Advisors with factual not misleading information as shall be deemed necessary by Fiscal Advisors for the performance of Services, which shall include financial statements, budgets, and other relevant documents. Client further agrees to not intentionally omit any material information relevant to Fiscal Advisors’ provision of Services.
6. **BILLING STATEMENT.** Client will receive an invoice upon the closing of the securities issuance which shall be due and payable within thirty (30) days of the invoice date.
7. **OUT-OF-POCKET EXPENSES.** Fiscal Advisors will not charge for out-of-pocket expenses.

8. **INDEMNITY.** Fiscal Advisors agrees to indemnify an hold harmless Client against any and losses, liabilities, assessments or expenses, incurred or arising out of this contract, which are directly caused by the negligence of the Fiscal Advisors. Fiscal Advisors shall provide proof of insurance, in an amount and form, that is sufficient and satisfactory to the Lawyer for the Town.

9. **TERMINATION.** This Agreement will remain in effect until terminated. The Parties may terminate this Agreement at any time and for any reason provided that written notice has been given thirty (30) days prior to termination or with lesser notice by mutual consent of the Parties, in writing.

10. **AMENDMENT.** This Agreement constitutes and expresses the entire agreement of the Parties with respect to the subject matter hereof, and all promises, undertakings, representations, agreements, understandings and arrangements, whether oral or written, with reference thereto are merged herein. No amendments to or alterations or variations of this Agreement shall be valid unless made in writing and signed by the Parties.

11. **HEADINGS.** The headings of the various sections in this Agreement are inserted for the convenience of the parties and shall not affect the meaning, construction or interpretation of this Agreement.

12. **GOVERNING LAW.** This Agreement shall be governed by the laws of the State of New York. Any suit or legal proceeding brought pursuant to, touching upon, relating to, or otherwise arising out of this Agreement or performance hereunder will be brought solely in the County of Broome, New York.

13. **DODD-FRANK COMPLIANCE.** Fiscal Advisors is a registered municipal advisor in good standing with both the SEC (#866-00478-00) and the MSRB (#K0191).

14. **DISCLOSURE OF CONFLICTS OF INTEREST.** Client acknowledges that it has received those disclosures set forth and contained within Appendix C attached hereto. Client further acknowledges that it has been given the opportunity to raise questions and discuss the foregoing matters with Fiscal Advisors and that it fully appreciates the nature of these conflicts and corresponding disclosures. Client hereby waives such conflicts and authorizes Fiscal Advisors to provide those services described herein. Client further agrees that in the event Fiscal Advisors shall provide any additional disclosures, that such disclosures may be provided to and acknowledged by Client's Assistant Superintendent of Business.

15. **COUNTERPARTS.** This Agreement may be executed in any number of identical counterparts, via facsimile transmission or otherwise, each of which shall be deemed to be an original, and all of which together shall be deemed to be one and the same instrument.

IN WITNESS WHEREOF, the parties hereto have caused this Agreement to be duly executed by their respective duly authorized officers as of the date first written above.

TOWN OF WINDSOR, NEW YORK

FISCAL ADVISORS & MARKETING, INC.

By: _____

By: *Mark S. Vislasky*

Title: _____

Title: C.E.O.

APPENDIX A – SERVICES

1. **FINANCING PLAN.** Fiscal Advisors will develop a financing plan that will include recommendations with respect to the timing of the Securities sale, a maturity schedule, redemption features, and other terms required to market the Securities.
2. **RECOMMENDATIONS AND REVIEW OF SECURITIES TYPE.** Upon the written request of Client, Fiscal Advisors shall review the financing type selected by Client and/or make recommendations as to the suitability of a particular type(s) of financing. Unless specifically requested by Client, in writing, Fiscal Advisors shall assume that Client has already conducted an analysis of the suitability of a particular financing type and shall be under no duty to investigate and/or advise Client of alternatives to the proposed financing structure that are then suitable to Client.
3. **OFFICIAL STATEMENT PREPARATION.** Fiscal Advisors will prepare the Preliminary and Final Official Statement (collectively the “Official Statement”) to be used in conjunction with the sale of Securities. In order to assist Client in fulfilling its disclosure obligations, Fiscal Advisors will prepare the Official Statement in a form consistent with the Government Finance Officers Association’s disclosure Guidelines. In preparing the Official Statement, Fiscal Advisors will collect, research, develop and compile data for use therein.
4. **PRIVATE PLACEMENT MEMORANDUM PREPARATION.** When appropriate, Fiscal Advisors will assist Client in preparing a private placement memorandum or other necessary offering document necessary to complete such financings. The private placement memorandum will contain information and be in such format as prescribed by industry standards for such issue.
5. **RATING ANALYSIS AND PREPARATION.** Fiscal Advisors shall use its best efforts in obtaining the highest possible rating for Client’s Securities. Fiscal Advisors will analyze the over-all credit conditions of Client including the probable impact of any potential financing plan on the credit rating of Client. Fiscal Advisors will assist Client official(s) prepare for the rating interview with rating agency personnel, which may occur at the office(s) of the rating agency(ies). Fiscal Advisors will meet or engage in discussions with municipal rating agencies to review Client’s economic and financial condition and financing plans.
6. **CREDIT ENHANCEMENT.** Fiscal Advisors will make recommendations as to the appropriateness of municipal bond insurance for an offering. Fiscal Advisors will take into consideration the requirements for insurance and likelihood that a particular offering would qualify. Fiscal Advisors will also make recommendations as to the appropriateness of other forms of credit enhancements that might be available to Client, if any.
7. **MARKETING.** Fiscal Advisors shall develop a marketing plan for the sale of the Securities, which shall include recommendations as to the method of sale (i.e., competitive bid, negotiated underwriting or private placement). For a competitive sale, Fiscal Advisors shall prepare all necessary bidding documents and offering materials, including the notice of sale and *Bond Buyer* publication. For a negotiated sale Fiscal Advisors shall prepare a request for proposals, appraise the proposals received, make recommendations as to the firm to be selected, and finalize the terms of the sale to reflect Client’s best interest.
8. **MARKET ANALYSIS.** In order to appropriately advise Client on the establishment of a desirable sale date and to keep Client abreast of the cost of the financing plan under development, Fiscal Advisors shall monitor the following:

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- a. General conditions and trends in the economy;
- b. Capital market conditions including the imposition of any unusual restraints on monetary supply by the Federal Reserve System;
- c. The status of recently sold municipal issues; and
- d. The supply of municipal securities coming to market.

9. **PAYING AGENT OR TRUSTEE & ESCROW AGENT SELECTION.** Fiscal Advisors shall assist Client in selection a Paying Agent or Trustee & Escrow Agent, as applicable.
10. **PRINTING SERVICES.** Fiscal Advisors will arrange for printing of all necessary documents, including Official Statements, notices of sale, bid forms and all other necessary documents.
11. **MATHEMATICAL COMPUTATIONS.** Fiscal Advisors will prepare maturity and other schedules showing mathematical results including the source and disbursement of funds, yield calculations, savings and escrow account calculations.
12. **ATTENDANCE AT MEETINGS.** Fiscal Advisors shall Client attend meetings to explain the progress of the transaction and the various documents to be adopted by Client.
13. **CLOSING SERVICES.** Fiscal Advisors will provide services required to effectuate the Securities closing including assisting with the establishment of the Securities accounts, the transfer of funds at the time of the Securities closing, and CUSIP identification number obtainment.
14. **SECONDARY DISCLOSURE.** Unless otherwise directed by Client, Fiscal Advisors will, on an annual basis, file Client’s Continuing Disclosure Report with the Municipal Securities Rulemaking Board’s (“MSRB”) EMMA online document repository as required under the terms of the Continuing Disclosure Agreement or other written agreement requiring the filing of a Continuing Disclosure Report. The Continuing Disclosure Report will contain all information and data as required under the terms of the Continuing Disclosure Agreement or other written agreement prepared and executed in connection with the issuance.

APPENDIX B - FEE SCHEDULE (1)(2)

FISCAL ADVISORS & MARKETING, INC.

2014 FEE SCHEDULE

BOND, REVENUE AND TAX ANTICIPATION NOTES:

Par amount:

Under \$1 million (NO OFFICIAL STATEMENT) \$ 500

BONDS:

Par amount:

Under \$1 million (NO OFFICIAL STATEMENT) \$ 4,200

HOURLY FEE: \$ 180 (3)

(1) Actual Fees will be based on actual work performed: Fees may be affected by additional hourly fees charged for additional services specifically requested by the client.

(2) This fee schedule is proprietary information provided to the client only; It is not for dissemination.

(3) Fee will be adjusted yearly based on the consumer price index.

APPENDIX C - DISCLOSURE OF CONFLICTS OF INTEREST

VARIOUS FORMS OF COMPENSATION

The Municipal Securities Rulemaking Board requires us, as your municipal advisor, to provide written disclosure to you about the actual or potential conflicts of interest presented by various forms of compensation. We must provide this disclosure unless you have required that a particular form of compensation be used. You should select a form of compensation that best meets your needs and the agreed upon scope of services.

Forms of compensation: potential conflicts. The forms of compensation for municipal advisors vary according to the nature of the engagement and requirements of the client, among other factors. Various forms of compensation present actual or potential conflicts of interest because they may create an incentive for an advisor to recommend one course of action over another if it is more beneficial to the advisor to do so. This document discusses various forms of compensation and the timing of payments to the advisor.

Fixed fee. Under a fixed fee form of compensation, the municipal advisor is paid a fixed amount established at the outset of the transaction. The amount is usually based upon an analysis by the client and the advisor of, among other things, the expected duration and complexity of the transaction and the agreed-upon scope of work that the advisor will perform. This form of compensation presents a potential conflict of interest because, if the transaction requires more work than originally contemplated, the advisor may suffer a loss. Thus, the advisor may recommend less time-consuming alternatives, or fail to do a thorough analysis of alternatives. There may be additional conflicts of interest if the municipal advisor's fee is contingent upon the successful completion of a financing, as described below.

Hourly fee. Under an hourly fee form of compensation, the municipal advisor is paid an amount equal to the number of hours worked by the advisor times an agreed-upon hourly billing rate. This form of compensation presents a potential conflict of interest if the client and the advisor do not agree on a reasonable maximum amount at the outset of the engagement, because the advisor does not have a financial incentive to recommend alternatives that would result in fewer hours worked. In some cases, an hourly fee may be applied against a retainer (e.g., a retainer payable monthly), in which case it is payable whether or not a financing closes. Alternatively, it may be contingent upon the successful completion of a financing, in which case there may be additional conflicts of interest, as described below.

Fee contingent upon the completion of a financing or other transaction. Under a contingent fee form of compensation, payment of an advisor's fee is dependent upon the successful completion of a financing or other transaction. Although this form of compensation may be customary for the client, it presents a conflict because the advisor may have an incentive to recommend unnecessary financings or financings that are disadvantageous to the client. For example, when facts or circumstances arise that could cause the financing or other transaction to be delayed or fail to close, an advisor may have an incentive to discourage a full consideration of such facts and circumstances, or to discourage consideration of alternatives that may result in the cancellation of the financing or other transaction.

Fee paid under a retainer agreement. Under a retainer agreement, fees are paid to a municipal advisor periodically (e.g., monthly) and are not contingent upon the completion of a financing or other transaction. Fees paid under a retainer agreement may be calculated on a fixed fee basis (e.g., a fixed fee per month regardless of the number of hours worked) or an hourly basis (e.g., a minimum monthly

payment, with additional amounts payable if a certain number of hours worked is exceeded). A retainer agreement does not present the conflicts associated with a contingent fee arrangement (described above).

Fee based upon principal or notional amount and term of transaction. Under this form of compensation, the municipal advisor's fee is based upon a percentage of the principal amount of an issue of securities (e.g., bonds) or, in the case of a derivative, the present value of or notional amount and term of the derivative. This form of compensation presents a conflict of interest because the advisor may have an incentive to advise the client to increase the size of the securities issue or modify the derivative for the purpose of increasing the advisor's compensation.

OTHER MATERIAL CONFLICTS OF INTEREST

The Municipal Securities Rulemaking Board requires us, as your municipal advisor, to provide written disclosure to you about material conflicts of interest. The following represent Fiscal Advisors material conflicts of interest known to Fiscal Advisors as of the date of this Agreement.

Affiliated Entities and Subsidiaries. For most securities issuances, clients will need to utilize the services of a financial printer of the Official Statement, Notice of Sale and/or Bid Forms. In connection with these printing undertakings, Fiscal Advisors utilizes Premier Printing, Inc., a wholly owned subsidiary of Fiscal Advisors, to print, mail and electronically post client documents.

EXTRACT OF MINUTES

Meeting of the Town Board of the

Town of Windsor, in the

County of Broome, New York

July 9, 2014

* * *

A regular meeting of the Town Board of the Town of Windsor, in the County of Broome, New York, was held at the Town Hall, 124 Main Street, Windsor, New York, **on July 9, 2014.**

There were present: Hon. Carolyn Price, Supervisor; and

Boardmembers: Hon. Timothy J. Bates, Councilman; and

Hon. Lesa Hawk-Shuler, Councilwoman; and

Hon. William J. McIntyre, Councilman; and

(Vacant Councilperson Seat)

Also present: Barbara Rajner Miller, Town Clerk

* * *

Councilwoman Hawk-Shuler offered the following resolution and moved its adoption:

RESOLUTION #26-2014

BOND RESOLUTION OF THE TOWN OF WINDSOR, NEW YORK,
ADOPTED JULY 9, 2014, AUTHORIZING THE CONSTRUCTION OF
CAPITAL IMPROVEMENTS IN CONNECTION WITH A ROAD
STABILIZATION PROJECT ON OSTRANDER ROAD, STATING THE

ESTIMATED MAXIMUM COST THEREOF IS NOT TO EXCEED \$350,000, APPROPRIATING SAID AMOUNT FOR SUCH PURPOSE, AND AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$350,000 SERIAL BONDS OF SAID TOWN TO FINANCE SAID APPROPRIATION

THE TOWN BOARD OF THE TOWN OF WINDSOR, IN THE COUNTY OF BROOME, NEW YORK, HEREBY RESOLVES (by the favorable vote of not less than two-thirds of all the members of said Town Board) AS FOLLOWS:

Section 1. The Town of Windsor, in the County of Broome, New York (herein called the “Town”), is hereby authorized to construct capital improvements in connection with a road stabilization project on Ostrander Road, in the Town. The estimated maximum cost thereof, including preliminary costs and costs incidental thereto and the financing thereof, is not to exceed \$350,000 and said amount is hereby appropriated for such purpose. The plan of financing includes the issuance of not to exceed \$350,000 serial bonds of the Town to finance said appropriation, and the levy and collection of taxes on all the taxable real property in the Town to pay the principal of said bonds and the interest thereon as the same shall become due and payable. It is expected that Federal aid shall be received by the Town from the Federal Emergency Management Agency (FEMA) to pay all or part of the cost of the project. Any such aid received from FEMA or from any other source is authorized to be used to pay all or part of the cost of the project or to pay principal and/or interest on any bonds or notes issued pursuant to this resolution.

Section 2. Serial bonds of the Town in the principal amount of not to exceed \$350,000 are hereby authorized to be issued pursuant to the provisions of the Local Finance Law, constituting Chapter 33-a of the Consolidated Laws of the State of New York (herein called the “Law”), to finance said appropriation.

Section 3. The following additional matters are hereby determined and declared:

(a) The period of probable usefulness applicable to the object or purpose for which said bonds are authorized to be issued, within the limitations of Section 11.00 a. 35 of the Law, is five (5) years.

(b) The proceeds of the bonds herein authorized and any bond anticipation notes issued in anticipation of said bonds may be applied to reimburse the Town for expenditures made after the effective date of this resolution for the purpose for which said bonds are authorized. The foregoing statement of intent with respect to reimbursement is made in conformity with Treasury Regulation Section 1.150-2 of the United States Treasury Department.

(c) The proposed maturity of the bonds authorized by this resolution will not exceed five (5) years.

Section 4. Each of the bonds authorized by this resolution, and any bond anticipation notes issued in anticipation of the sale of said bonds, shall contain the recital of validity as prescribed by Section 52.00 of the Law and said bonds, and any notes issued in anticipation of said bonds, shall be general obligations of the Town, payable as to both principal and interest by general tax upon all the taxable real property within the Town. The faith and credit of the Town are hereby irrevocably pledged to the punctual payment of the principal of and interest on said bonds, and any notes issued in anticipation of the sale of said bonds, and provision shall be made annually in the budget of the Town by appropriation for (a) the amortization and redemption of the bonds and any notes in anticipation thereof to mature in such year and (b) the payment of interest to be due and payable in such year.

Section 5. Subject to the provisions of this resolution and of the Law and pursuant to the provisions of Section 21.00 of the Law relative to the authorization of bonds with substantially level or declining annual debt service, Section 30.00 relative to the authorization of the issuance of bond anticipation notes and Section 50.00 and Sections 56.00 to 60.00 and Section 168.00 of the Law, the powers and duties of the Town Board relative to authorizing bond anticipation notes and prescribing the terms, form and contents and as to the sale and issuance of the bonds herein authorized, and of any bond anticipation notes issued in anticipation of said bonds, and the renewals of said bond anticipation notes, and as to the execution of agreements for credit enhancements, are hereby delegated to the Supervisor, the chief fiscal officer of the Town.

Section 6. The validity of the bonds authorized by this resolution, and of any notes issued in anticipation of the sale of said bonds, may be contested only if:

- (a) such obligations are authorized for an object or purpose for which the Town is not authorized to expend money, or
- (b) the provisions of law which should be complied with at the date of the publication of such resolution, or a summary thereof, 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

- (c) such obligations are authorized in violation of the provisions of the constitution.

Section 7. This bond resolution shall take effect immediately, and the Town Clerk is hereby authorized and directed to publish the foregoing resolution, in summary, together with a Notice attached in substantially the form prescribed by Section 81.00 of the Law in the official newspaper of the Town.

* * *

The adoption of the foregoing resolution was seconded by **Councilman Bates** and duly put to a vote on roll call, which resulted as follows:

AYES: Supervisor Carolyn W. Price
Councilman Timothy J. Bates
Councilwoman Lesa Hawk-Shuler
Councilman William J. McIntyre
(Vacant Councilperson Seat)

NOES: None.

The resolution was declared adopted.

**Town of Windsor, County of Broome, State of New York
A State Environmental Quality Review Act Resolution
for the Ostrander Road Slope Stabilization Project
Resolution #27-2014**

PRESENT: Supervisor Carolyn W. Price
Councilperson-vacant
Councilperson Timothy Bates
Councilperson Lesa Hawk-Shuler
Councilperson William McIntyre

At a regular meeting of the Town of Windsor Town Board, held at the Town Hall on the 9th day of July, 2014, the following resolution was

OFFERED BY: Councilperson Bates

SECONDED BY: Councilperson Hawk-Shuler

WHEREAS, the Town of Windsor has hired the professional services of an engineer, bond counsel and a financial advisor for the Ostrander Road Slope Stabilization project; and

WHEREAS, the Town of Windsor competitively bid the work for the Ostrander Road Slope Stabilization project and just awarded it to the lowest responsible bidder; and

WHEREAS, after discussion the Town of Windsor Town Board now determines that this Ostrander Road Slope Stabilization project must proceed; the project is necessary, in the best interest of the Town and has become an imminent need; and

WHEREAS, this project is a type II action under the State Environmental Quality Review Act, 6 NYCRR Section 617.5 (1), (15), (20) and (33) and no environmental review is necessary; and

NOW THEREFORE, BE IT RESOLVED, the Town Board of the Town of Windsor, after review and discussion, hereby declares itself lead agency, and without a coordinated review; and be it

FURTHER RESOLVED, the action contemplated by this Resolution is a type II action under the State Environmental Quality Review Act, 6 NYCRR Section 617.5 (1), (15), (20) and (33) and no environmental review is necessary; and be it

FURTHER RESOLVED, this resolution shall take effect immediately

Vote of the Board:

Supervisor Carolyn W. Price - AYE
Councilperson -vacant
Councilperson Timothy Bates - AYE
Councilperson Lesa Hawk-Shuler - AYE
Councilperson William McIntyre - AYE

Motion Approved.

Resolution Adopted: July 9, 2014

UPCOMING MEETINGS:

Regular Meeting: Wednesday, August 13, 2014, at 7:00pm, at the Town Hall.

PUBLIC COMMENTS:

* Joan Griffin, Ostrander Rd: wondered if there is a timeline for starting this project? Supervisor Price responded that the contractor will be notified tomorrow of the bid being awarded. The timeline will then be set up. Mrs. Griffin also wondered how the neighbors be notified? Supervisor Price responded that the Town will have to work with the contractor on that.

* James Worden, Rt 79: spoke regarding the proposed ban on natural gas. In speaking to his lawyer, he learned that we can go through current MLS listings of property and see what the value of land is if sold, both with and without minerals. He can prove what his land is worth, with and without minerals. If there is a ban on minerals, he will be filing a grievance to have his tax assessment dropped, to the value of what it is worth without the minerals. He mentioned that the Town Board needs to understand that if every land owner in the

Town did that, there would be a decreased tax roll. If he's not able to market/utilize his minerals, but he's being assessed for his minerals, he will be visiting the Assessor's Office. He is currently working with another land owner on forming a letter to this point.

* Mary Sweeney, Chestnut St: owns a house on a small lot. In many areas where gas drilling has occurred, substantial decreases have been found in the value of residences that are near drilling. This could potentially include anyone who's in the Village of Windsor, anyone who's on a suburban lot, anyone who lives near a compressor station, a pipeline. The Town really needs to look at this. There are positive impacts, but there are also negative impacts. All of this needs to be considered. That's going to affect the tax rolls, too.

* Betsy Majors, Atwell Hill Rd: She's (Mary Sweeney's) got a very good point, and when you bring manufacturing into a local area, the homes are not worth anything anymore. We do need energy, because we're hurting. We need it to keep ourselves going.

* Terri Benjamin, Atwell Hill Rd: wondering, if the Town does the Comprehensive update, and by some strange miracle, we get fracking approved, can we go ahead with our fracking and gas production? Supervisor Price responded that the State has to approve regulations. Attorney Sacco answered: We have zoning in Windsor, so what we have applies. We need to look at what we have.

* Kevin Morrissey, Anne Rd: It is my opinion and the opinion of many people that our Governor is purposefully throwing this into the court system because he knows what it's going to do. It's going to take longer. This has opened a can of worms, legally. This responsibility has been forced upon you by the Governor. When you make that decision about the study, rezoning and everything else, take into consideration that it's not only going to be about natural gas drilling around here, because people have agendas in Albany, people have agendas in Washington, and it's all political. It's hurting the American citizen. It's hurting our rights as landowners to develop what we lawfully had the right to do.

* Brad Chubb, Trim St: Following off from Jim Worden's comments as to the evaluations of property. Another risk that the Town might face by instituting a ban or a moratorium, would be a potential for a *takings case*. If the property is taken in the form of eminent domain, landowners are entitled to compensation. I don't want to see this town risk the taxpayer's money trying to defend what would be a very expensive and difficult case to defend. Much less, if the Town loses that case, and has to compensate landowners for the value of the gas that they are no longer allowed to take. Also, if the Governor was to allow this, is there anything already on the zoning laws, in the zoning code, that would in any way prevent the natural gas development from happening in this town? Could it proceed as is while the review goes on/while the zoning changes are made? Attorney Sacco responded: I think that's the Town's concern. I think the zoning laws were written before hydraulic fracking was even thought about. We have a set of laws that may not adequately address it. The Town now needs to look at things that were never looked at, never anticipated.

* Scott Clarke, Dodd Rd: Fracking should not be done where people object. If people want it, they should have the best protection. If they can vote on casinos, why can't we vote on this issue; therefore I, as a citizen, would have input on whether we do fracking, or not. We live in a democracy. Someone mentioned that Windsor is 80/20. Let's do it by vote. That would take a lot of pressure off the politicians. I really don't understand why we can vote on casinos, and such a critical, conflicting issue we can't vote on. Attorney Sacco responded: With NYS's Municipal Home Rule Law, we vote for elected officials. The elected officials do day-to-day activities. There are certain necessary things that have to go to mandatory referendum, which is what you see, the propositions, on your ballot when you vote. There's a second step down, which is permissive referendum, which a certain number of a certain type of people come petition, a question that wouldn't have to be on the ballot can be put on the ballot. The law says that only certain things can be voted upon. The Town Board does not even have the authority to take something that wouldn't be a mandatory referendum and make it something they vote upon.

* Mark Lippolis, Dunbar Rd: By August 13th meeting, are we going to review the current zoning laws, so that, at that meeting, we know what they are pertaining to, if it's going to be allowed in certain zoning areas in Windsor for the fracking... Councilman McIntyre interjected that it will not be done for the August 13th meeting.

* Peter Ruggieri, Dire Rd: It seems that there's a difficulty getting some sort of public referendum on fracking, but you do say that in the course of preparing a new comprehensive plan there could be some surveying done there. I have always wanted to see a public indication of people's feelings. Nobody has been able to provide that. So if within any of the upcoming propositions, you have the opportunity to input some sort of technique for public saying yes we approve, or no we don't, I'd like to see that. I strongly would urge you to have some sort of surveying that can properly indicate what the feelings of the Town's residents are.

* Dave Bishop, Mt. Carmel Rd: I don't see where public vote has any value here. Most of it is either driven by fear, not fact. Indirectly, we've put a moratorium on. Until this comprehensive plan is done, the time it's going to take, it's going to prevent it, so why put another moratorium on top of another one? Attorney Sacco explained the definition of moratorium.

* Hazel Brandt: She's lived in Windsor for 49 years, and has waited patiently for this to happen. She doesn't feel it is right for new people to move to Windsor and have the right to say that those who have had the land for years can't have a say.

* Joan Griffin, Ostrander Rd: I think we are forgetting the basics of democracy. You do not vote on every single item. You elected your representatives. They all were elected on a platform. The majority of the people elected them to represent the rest of us. Now it is their job, as it is in State and Federal level to

represent the people. I voted for one, two, three, four, five, six, because I knew what they stood for. They represent us. It's been a long time coming. This is not an overnight thing here.

* Mary Sweeney, Chestnut St: I have a procedural question: If it was on a well-by-well basis, where they have to approve the permit, what kind of public input for there be for each permit? Attorney Sacco responded: No.

* Thomas Eveses, Bennett Rd: I would suggest waiting six years after gas is allowed to be drilled in NYS. Let them wait for re-zoning. We had to wait, too.

* Kathy Urda, Chapel St: We can wait for years. Vertical drilling will still occur. I am very happy to say that I am from gas country, Tioga County, PA. If it wasn't for gas, Tioga County would be the poorest County in Pennsylvania. Farmers, schools benefit from vertical drilling. That was 1932. Drilling expanded, communities grew, public sewer systems went in, gas lines were run in every community. I grew up with gas. No explosions, no deaths, no major fires. Population grew. Property assessments did not drop.

* Engineer Ron Lake: Right now the zoning doesn't help either one of you; whether you want it or don't want it. It is what it is. It doesn't address it. So if you want measures beyond what the State has, you're going to let them write something in the zoning to control it. If it were permitted right now, they would have to go through our zoning. So if we don't address it, they can sue us. We would have to go to court to find out that we have to address it, and we'll be back to doing zoning. So it has to be done. You can all have input when we have the public hearings.

* Wendell Crawford: resident of the Town for forty years. Ron, does zoning cover lumbering? Sandpits? Quarries? Engineer Lake responded: I believe it does. I believe there's certain agricultural purposes.

* Rocky Kohlbach, Atwell Hill Rd: I think we ought to go by some facts. Cuomo's not going to make a decision until after election. Whether you're pro or crow, the gas company has put in over \$800,000 in our roads in the last few years. This is fact. They've been asked if they can blacktop Dunbar Road from one end to the other, which would cost them around \$400,000. Another fact is the that the ten miles that we just coated last year will be re-coated by the gas company. Basically, that's four years of our blacktop and fuel budget.

* Mark Lippolis: Crow does have people that are for the hydraulic fracking. Crow has absolutely zero to do with hydraulic fracking. It's all about the compressor station. The bottom line is: You can have all the zoning rules and regulations, noise ordinances you want, but they're not enforceable. You can laugh at it. Right now, they are not enforceable. Everything up there that the PSC and the DEC came up with is zero fines, zero enforcement. They're going to forge ahead to what they want to do.

* Craig Terrell, West St: I'm self employed. I employ five Windsor residents who work in the gas field. Two of them moved here from Western New York, so they can work here. I've worked at drill sites. I don't know how many people have actually been to a drill site, but their housekeeping is impeccable. Whether you're for it or against it, we'll all get along. I've never seen an ambulance at any of the sites.

* Walt Zevotek, Dodd Rd: Talking about the noise at the compressor station, I went up and down the roads. I can tell you that every time I stopped and listened, I didn't hear anything. I pulled into the driveway of the compressor station, which is right across the road from our property, and noticed a little hum. I think if I ever came down, and complained about that little hum, it would be a disgrace of myself. I can hear ATV's, the racetrack, the trucks on the highway. I think it's just an attitude or an axe to grind, or whatever it is, from a specific group. The sad thing is it's Pennsylvania gas, not New York. These companies are hiring veterans, too.

* Kathy Urda, Chapel St: It would really be nice to promote real estate, and get some of these houses that are for sale, sold.

At 8:46pm:

Motion By: Councilman McIntyre

Sec. By: Councilman Bates

To go into Executive Session for matters leading to the appointment, employment, promotion, demotion, discipline, suspension, dismissal or removal of a particular person.

Vote of the Board:

Supervisor Price - AYE

Councilman Bates - AYE

Councilwoman Hawk-Shuler - AYE

Councilman McIntyre - AYE

Motion Approved.

At 9:37pm:

Motion By: Councilman McIntyre

Sec. By: Councilwoman Hawk-Shuler

Return from Executive Session.

Vote of the Board:

Supervisor Price - AYE

Councilman Bates - AYE

Councilwoman Hawk-Shuler - AYE

Councilman McIntyre - AYE

Motion Approved.

Town of Windsor, County of Broome, State of New York
RESOLUTION APPROVING NOTICE OF DISCIPLINE AGAINST AN EMPLOYEE
Resolution #28-2014

PRESENT: Supervisor Carolyn W. Price
Councilperson -vacant
Councilperson Timothy Bates
Councilperson Lesa Hawk-Shuler
Councilperson William McIntyre

At a regular meeting of the Town of Windsor Town Board, held at the Town Hall on the 9TH day of July, 2014, the following resolution was

OFFERED BY: Councilperson Hawk-Shuler

SECONDED BY: Councilperson Bates

Whereas, the Town Board (the "Board") of the Town of Windsor, Broome County, New York (the "Town") has received information from an investigation that an employee has done certain actions that under the Collective Bargaining Agreement (Section 13.2.1) and the Town of Windsor Employment Practices Compliance Manual that constitute just and sufficient cause for discipline, and

Whereas, the Collective Bargaining Agreement sets forth the only procedure for resolving challenges to disciplinary action and wholly replaces the statutory provision set forth in Section 75 and Section 76 of the New York State Civil Service law.

NOW, THEREFORE, be it resolved by the Town Board of the Town of Windsor in regular session duly convened, as follows:

1. The attached Notice of Discipline; which contains the charges, specifications and the penalty are hereby adopted and preferred against that employee. Such Notice of Discipline will be provided to the employee and the Union business Agent.
2. This resolution shall take effect immediately.

Vote of the Board:

Supervisor Carolyn W. Price - AYE
Councilperson -vacant
Councilperson Timothy Bates - AYE
Councilperson Lesa Hawk-Shuler - AYE
Councilperson William McIntyre - AYE

Motion Approved.

Resolution Adopted: July 9, 2014

ADJOURNMENT:

Motion By: Councilman Bates

Sec. By: Councilwoman Hawk-Shuler

To adjourn the meeting at 9:39pm.

Vote of the Board:

Supervisor Price - AYE
Councilman Bates - AYE
Councilwoman Hawk-Shuler - AYE
Councilman McIntyre - AYE

Motion Approved.

Respectfully Submitted,
Barbara Rajner Miller, Windsor Town Clerk