

Draft Resolutions for the 3/19/2015 Town Board Meeting

1. Purchase two plow trucks: Resolved, that the Ancram Highway Superintendent and the Ancram Town Supervisor are authorized to enter into agreements to purchase two Kenworth T 800 trucks fitted with steel dump bodies and plows for an approximate cost of \$400,000, and it is further resolved that the Highway Superintendent is authorized to sell the two currently owned plow trucks that these new trucks are replacing.

2. Bond Resolution for purchase of two plow trucks: A RESOLUTION AUTHORIZING THE ACQUISITION OF TWO PLOW TRUCKS AND ISSUANCE OF SERIAL BONDS OF THE TOWN OF ANCRAM, COLUMBIA COUNTY, NEW YORK IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$400,000 PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE THE COST THEREOF, AND DELEGATING CERTAIN POWERS IN CONNECTION THEREWITH TO THE TOWN SUPERVISOR

BE IT RESOLVED, by the Town Board of the Town of Ancram, Columbia County, New York (the "Town") (by the favorable vote of not less than two-thirds of all of the members of the Town Board) as follows:

SECTION 1. The specific purpose (hereinafter referred to as "purpose") to be financed pursuant to this resolution is the acquisition of two Kenworth trucks with dump body plow and wing for highway maintenance purposes. The aggregate estimated maximum cost of said purpose is \$400,000 and said amount is hereby appropriated therefor. It is hereby determined that said purpose is an object or purpose described in subdivision 28 of paragraph a of Section 11.00 of the Local Finance Law, and that the period of probable usefulness of said purpose is fifteen years.

SECTION 2. It is hereby determined that the aforesaid purpose constitutes a Type II action as defined under the State Environmental Quality Review Regulations, 6 NYCRR Part 617, which has been determined under SEQRA not to have a significant impact on the environment.

SECTION 3. It is hereby determined that the proposed maturity of the obligations authorized by this resolution will not be in excess of five years from the original date of issuance of such obligations.

SECTION 4. The Town Board plans to finance the total cost of said purpose by the issuance of serial bonds of the Town in an amount not to exceed \$400,000, hereby authorized to be issued therefor pursuant to the Local Finance Law.

SECTION 5. Current funds are not required to be provided prior to the issuance of the bonds authorized by this resolution or any notes issued in anticipation of said bonds.

SECTION 6. 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. This resolution shall constitute a statement of official intent for purposes of Section 1.150-2 of the Treasury Regulations.

SECTION 7. Each of the bonds authorized by this resolution and any bond anticipation notes issued in anticipation of said bonds, shall contain the recital of validity prescribed by Section 52.00 of the Local Finance Law. The faith and credit of the Town are hereby irrevocably pledged for the payment of the principal of and interest on said 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 Town a tax sufficient to pay the principal of and interest on said bonds as the same become due and payable.

SECTION 8. Subject to the terms and contents of this resolution and the Local Finance Law, and pursuant to the provisions of Sections 30.00, 50.00 and 56.00 to 63.00, inclusive, of said Law, the power to authorize bond anticipation notes in anticipation of the issuance of the serial bonds authorized by this resolution and the renewals of said notes and the power to prescribe the terms, form and contents of said serial bonds and said bond anticipation notes (including without limitation the date, denominations, maturities, interest payment dates, consolidation with other issues, and redemption rights), the power to determine to issue said bonds providing for substantially level or declining debt service, and the power to sell and deliver said serial bonds (including statutory installment bonds), and any bond anticipation notes issued in anticipation of the issuance of such bonds, is hereby delegated to the Town Supervisor, the Chief Fiscal Officer of the Town. The Town Supervisor is hereby authorized to sign any serial bonds issued pursuant to this resolution and any bond anticipation notes issued in anticipation of the issuance of said serial bonds, and the Town Clerk is hereby authorized to affix the corporate seal of the Town to any of said serial bonds or any bond anticipation notes and to attest such seal.

SECTION 9. The Town Supervisor 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, and any notes issued in anticipation thereof, 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 to designate the bonds authorized by this resolution and any notes issued in anticipation thereof as "qualified tax-exempt bonds" for purposes of Section 265(b)(3)(B)(i) of the Code.

SECTION 10. The validity of said serial bonds or of any bond anticipation notes issued in anticipation of the sale of said serial bonds may be contested only if:

- (1) Such obligations are authorized for an object or purpose for which the Town 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 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 11. The Town 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 Register Star and The Columbia Paper, being newspapers having a general circulation in the Town and hereby designated as the official newspaper of the Town for such publication.

SECTION 12. This resolution shall take effect immediately.

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

The foregoing resolution was thereupon declared duly adopted.

3. Charter Cable Franchise Agreement Renewal: Consent to Assignment - Charter Communications Entertainment I, LLC Franchise Renewal Agreement

At the regular Town Board meeting of the Town of Ancram Town Board, held at the Ancram Town Hall, Ancram, NY duly called and held on the 19th day of March, 2015 at 7 pm, the following Resolution was proposed by _____ and seconded by _____ :

WHEREAS, Charter Communications Entertainment 1, LLC ("Franchisee") is the duly authorized holder of a franchise, as amended to date (the "Franchise"), authorizing Franchisee to serve the Town of Ancram, NY (the "Franchise Authority") and to operate and maintain a cable television system therein; and

WHEREAS, Charter Communications, Inc. ("Charter") is the ultimate parent company of Franchisee; and

WHEREAS, on April 25, 2014, Charter and Comcast Corporation ("Comcast") entered into the Comcast-Charter Transactions Agreement (the "Agreement"), pursuant to which the Franchisee, through a restructuring under Charter's ownership, will become CCO Transfers, LLC ("New Franchisee") and immediately thereafter will become a wholly owned subsidiary of Comcast (the "Transaction"); and

WHEREAS, Franchisee has filed an FCC Form 394 with the Franchise Authority with respect thereto; and

WHEREAS, the Franchise Authority has considered and approves of the Transaction.

NOW, THEREFORE, BE IT RESOLVED BY THE FRANCHISE AUTHORITY AS FOLLOWS:

- 1. The foregoing recitals are approved and incorporated herein by reference.**
- 2. The franchise Authority consents to the Transaction.**
- 3. The Franchise Authority confirms that the Franchise is valid and outstanding and in full force and effect and there are no defaults under the Franchise. Subject to compliance with the terms of this Resolution, all action necessary to approve the pro forma assignment of the Franchisee and change of control of the New Franchisee to Comcast has been duly and validly taken.**

4. Comcast or New Franchisee may (a) assign or transfer its assets, including the Franchise, provided that such assignment or transfer is to an entity directly or indirectly controlling, controlled by or under common control with Comcast; (b) restructure debt or change the ownership interests among existing equity participants in Comcast; (c) pledge or grant a security interest to any lender(s) of Comcast's assets, including, but not limited to, the Franchise, or of interest in Comcast, for purposes of securing any indebtedness; and (d) sell equity interests in Comcast or any of Comcast's affiliates.
5. Upon closing of the Transaction, New Franchisee shall remain bound by the lawful terms and conditions of the Franchise.
6. This Resolution shall be deemed effective upon adoption.
7. This Resolution shall have the force of a continuing agreement with New Franchisee, and the Franchise Authority shall not amend or otherwise alter this Resolution without the consent of New Franchisee and Comcast.

Upon the question of the foregoing Resolution, the following Town Board Members voted
"Aye" by roll call vote

The Resolution having been approved by a majority of the Town Board, the said resolution was duly adopted by the Town Board of the Town of Ancram.

4. **County inter-municipal highway agreement:** Resolved that the Ancram Town Supervisor is authorized to sign an inter-municipal agreement with the County of Columbia, the City of Hudson and the Towns and Villages of the County of Columbia to provide and to receive highway and related services to facilitate the repair and maintenance of roads and bridges and to minimize the costs of maintaining and repairing roads and bridges in the Town of Ancram and the County of Columbia.
5. **Appoint employee relations attorney:** Whereas the town of Ancram from time to time requires advice related to employment law, and whereas employment law is a specialized area, and whereas Elena Defio-Kean has been providing employment legal advice to the Town of Ancram, and whereas Ms. Defio-Kean has left the firm Towne, Ryan & Partners of Albany NY, P.C., therefore it is resolved that the Town Supervisor of the Town of Ancram is authorized to enter into an agreement to retain Ms. Defio-Kean to continue to provide employment law advice to the Town of Ancram.