CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certifies that:

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

(2) Attached hereto is a true and correct copy of a resolution duly adopted at a meeting of the Village Board of Trustees held on the October 21, 2019 and entitled:

AN AMENDING, CLARIFYING AND RESTATING BOND RESOLUTION, DATED OCTOBER 21, 2019, OF THE VILLAGE BOARD OF TRUSTEES OF THE VILLAGE OF LEWISTON, NIAGARA COUNTY, NEW YORK (THE "VILLAGE"), AMENDING THE BOND RESOLUTIONS THAT WERE ADOPTED ON AUGUST 20, 2018 AND APRIL 1, 2019, AND AUTHORIZING A CAPITAL IMPROVEMENTS PROJECT CONSISTING OF IMPROVEMENTS TO LEWISTON LANDING IN THE VILLAGE, AT AN ESTIMATED MAXIMUM COST OF $800,000 AND AUTHORIZING THE ISSUANCE OF SERIAL BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $800,000 OF THE VILLAGE, PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE SAID PURPOSE, SAID AMOUNT TO BE OFFSET BY ANY INSURANCE, FEDERAL, STATE, COUNTY AND/OR LOCAL FUNDS RECEIVED, AND DELEGATING THE POWER TO ISSUE BOND ANTICIPATION NOTES IN ANTICIPATION OF THE SALE OF SUCH BONDS TO THE VILLAGE TREASURER.

(3) Such meeting was duly convened and held and such resolution was duly adopted in all respects in accordance with law and the regulations of the Village. To the extent required by law or such regulations, due and proper notice of such meeting was given. A legal quorum of the members of the Village Board of Trustees was present throughout such meeting, and a legally sufficient number of members (2/3 of the total voting strength of the Village Board of Trustees) voted in the proper manner for the adoption of the resolution. All other requirements and proceedings under law, such regulations, or otherwise, incident to such meeting and the adoption of the resolution, including any publication, if required by law, have been duly fulfilled, carried out and otherwise observed.

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

IN WITNESS WHEREOF, the undersigned has executed this certificate on ________, 2019.

(SEAL)  

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

AYES:

NOES:

ABSENT:

The foregoing resolution was thereupon declared duly adopted.
SECTION 10. The Village Treasurer is further authorized to enter into a continuing disclosure agreement with the initial purchaser of the bonds or notes authorized by this resolution, containing provisions which are satisfactory to such purchaser in compliance with the provisions of Rule 15c2-12, promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934.

SECTION 11. The Village has complied with applicable federal, state and local laws and regulations regarding environmental matters, including compliance with the New York State Environmental Quality Review Act ("SEQRA"), comprising Article 8 of the Environmental Conservation Law and, in connection therewith, duly issued a negative declaration and/or other applicable documentation, and therefore, no further action under SEQRA is necessary.

SECTION 12. In the absence or unavailability of the Village Treasurer, the Deputy Treasurer is hereby specifically authorized to exercise the powers delegated to the Village Treasurer in this resolution.

SECTION 13. The validity of such serial bonds or of any bond anticipation notes issued in anticipation of the sale of such serial bonds may be contested only if:

1. (a) such obligations are authorized for an object or purpose for which the Village is not authorized to expend money, or

   (b) the provisions of law which should be complied with at the date of publication of this resolution are not substantially complied with

and an action, suit or proceeding contesting such validity is commenced within 20 days after the date of such publication, or

2. such obligations were authorized in violation of the provisions of the Constitution of New York.

SECTION 14. The Village 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 said Local Finance Law, in a newspaper having a general circulation in the Village and hereby designated as the official newspaper of the Village for such publication.

SECTION 15. Nothing in this amendment shall affect the validity of the Original Bond Resolution or the April 2019 Bond Resolution, or any actions taken thereunder, and any such actions are hereby ratified.

SECTION 16. This Resolution is effective immediately pursuant to Section 36.00(a)(1) of the Local Finance Law.

*   *   *

*   *   *
SECTION 5. It is hereby determined the proposed maturity of the obligations authorized by this resolution will not be in excess of five years.

SECTION 6. The faith and credit of the Village are hereby irrevocably pledged for the payment of the principal of and interest on such bonds (and any bond anticipation notes issued in anticipation of the sale of such 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 such bonds or notes becoming due and payable in such year. Unless paid from other sources or charges, there shall annually be levied on all the taxable real property of the Village a tax sufficient to pay the principal of and interest on such bonds or notes as the same become due and payable.

SECTION 7. Subject to the provisions of this resolution and of the Local Finance Law, and pursuant to the provisions of Section 21.00 relative to the authorization of the issuance 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 of Section 50.00, Sections 56.00 to 60.00, Section 62.00, Section 62.10, Section 63.00, and Section 164.00 of the Local Finance Law, the powers and duties of the Village Board of Trustees pertaining or incidental to the sale and issuance of the obligations herein authorized, including but not limited to authorizing bond anticipation notes and prescribing the terms, form and contents and details 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 notes, are hereby delegated to the Village Treasurer, the chief fiscal officer of the Village. Without in any way limiting the scope of the foregoing delegation of powers, the Village Treasurer, to the extent permitted by Section 58.00(f) of the Local Finance Law, is specifically authorized to accept bids submitted in electronic format for any bonds or notes of the Village.

SECTION 8. The temporary use of available funds of the Village, not immediately required for the purpose or purposes for which the same were borrowed, raised or otherwise created, is hereby authorized pursuant to Section 165.10 of the Local Finance Law, for the purpose or purposes described in Section 1 of this resolution. The Village then reasonably expects to reimburse any such expenditures (to the extent made after August 20, 2018 or within 60 days prior to the earlier of (a) August 20, 2018 or (b) the date of any earlier expression by the Village of its intent to reimburse such expenditures) with the proceeds of the bonds authorized by Section 2 of this resolution (or with the proceeds of any bond anticipation notes issued in anticipation of the sale of such bonds). This resolution shall constitute the declaration (or reaffirmation) of the Village’s original declaration of its “official intent” to reimburse the expenditures authorized by Section 2 hereof with such bond or note proceeds, as required by United States Treasury Regulations Section 1.150-2.

SECTION 9. The Village Treasurer 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 may designate the bonds authorized by this resolution, and any notes issued in anticipation thereof, as “qualified tax-exempt bonds” in accordance with Section 265(b)(3) of the Code.
ANTICIPATION OF THE SALE OF SUCH BONDS TO THE VILLAGE TREASURER.

and

WHEREAS, the estimated maximum cost of the project and the amount of serial bonds authorized for such project remains the same; and

WHEREAS, the Village has not previously issued a bond anticipation note pursuant to the Original Bond Resolution and the April 2019 Bond Resolution, and has not yet entered into permanent financing arrangements thereunder (i.e., the issuance of long-term serial bonds); and

NOW THEREFORE,

BE IT RESOLVED, by the Village Board of Trustees of the Village (by the favorable vote of not less than two-thirds of all the members of the Board) as follows:

SECTION 1. The Village is hereby authorized to undertake a capital improvements project consisting of improvements to Lewiston Landing in the Village including, but not limited to, flood resiliency measures consisting of the installation of steel sheetpile bulkhead, installation of a floating dock system including boater utility pedestals, installation of fill materials to raise the Landing area by approximately two feet, and the construction of new concrete and wooden boardwalk areas as well as other improvements more fully identified in (or contemplated by) one or more reports and design documents prepared by Nussbaumer & Clarke, Inc. and including all preliminary work and necessary equipment, materials, and site work and all preliminary costs and costs incidental thereto and in connection with the financing thereof (collectively, the “Purpose”). The estimated maximum cost of the Purpose is $800,000.

SECTION 2. The Village Board of Trustees plans to finance the estimated maximum cost of the Purpose by the issuance of serial bonds in an aggregate amount not to exceed $800,000 of the Village, hereby authorized to be issued therefor pursuant to the Local Finance Law, said amount to be offset by any federal, state, county and/or local funds received. Unless paid from other sources or charges, the cost of such improvements is to be paid by the levy and collection of taxes on all the taxable real property in the Village to pay the principal of said bonds and the interest thereon as the same shall become due and payable.

SECTION 3. Nussbaumer & Clarke, Inc. has determined that the useful life of the Purpose is at least 15 years, and accordingly, the period of probable usefulness of the class of objects or purposes herein authorized and for which said serial bonds are herein authorized to be issued within the limitations of subdivision 35 of paragraph (a) of Section 11.00 of the Local Finance Law is 15 years; however, the bonds issued pursuant to this resolution, and any bond anticipation notes issued in anticipation of the sale of said bonds, will mature no later than five years from the date of original issuance of such bonds or notes.

SECTION 4. 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 the sale of such bonds.
AN AMENDING, CLARIFYING AND RESTATING BOND RESOLUTION, DATED OCTOBER 21, 2019, OF THE VILLAGE BOARD OF TRUSTEES OF THE VILLAGE OF LEWISTON, NIAGARA COUNTY, NEW YORK (THE “VILLAGE”), AMENDING THE BOND RESOLUTIONS THAT WERE ADOPTED ON AUGUST 20, 2018 AND APRIL 1, 2019, AND AUTHORIZING A CAPITAL IMPROVEMENTS PROJECT CONSISTING OF IMPROVEMENTS TO LEWISTON LANDING IN THE VILLAGE, AT AN ESTIMATED MAXIMUM COST OF $800,000 AND AUTHORIZING THE ISSUANCE OF SERIAL BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $800,000 OF THE VILLAGE, PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE SAID PURPOSE, SAID AMOUNT TO BE OFFSET BY ANY INSURANCE, FEDERAL, STATE, COUNTY AND/OR LOCAL FUNDS RECEIVED, AND DELEGATING THE POWER TO ISSUE BOND ANTICIPATION NOTES IN ANTICIPATION OF THE SALE OF SUCH BONDS TO THE VILLAGE TREASURER.

WHEREAS, on August 20, 2018, the Village Board of Trustees of the Village of Lewiston, Niagara County, New York (the “Village”) adopted a bond resolution (the “Original Bond Resolution”) entitled:

A BOND RESOLUTION DATED AUGUST 20, 2018 OF THE VILLAGE OF LEWISTON BOARD OF TRUSTEES, NIAGARA COUNTY, NEW YORK (THE “VILLAGE”), AUTHORIZING THE ACQUISITION OF LABOR, MATERIALS AND ENGINEERING FOR THE USE BY THE VILLAGE, AT AN ESTIMATED MAXIMUM COST OF $400,000. PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE SAID PURPOSE, SAID AMOUNT TO BE OFFSET BY ANY INSURANCE, FEDERAL, STATE, COUNTY AND/OR LOCAL FUNDS RECEIVED AND DELEGATING THE POWER TO ISSUE BOND ANTICIPATION NOTES IN ANTICIPATION OF THE SALE OF SUCH BONDS TO THE VILLAGE MAYOR.

WHEREAS, on April 1, 2019, the Village Board of Trustees of the Village of Lewiston, Niagara County, New York (the “Village”) adopted a bond resolution (the “April 2019 Bond Resolution”) entitled:

A BOND RESOLUTION DATED APRIL 1, 2019, OF THE VILLAGE BOARD OF THE VILLAGE OF LEWISTON, NIAGARA COUNTY, NEW YORK, AUTHORIZING THE ISSUANCE OF AN ADDITIONAL $400,000 BONDS OF THE VILLAGE OF LEWISTON, NIAGARA COUNTY, NEW YORK TO PAY FOR THE ACQUISITION OF LABOR, MATERIALS AND ENGINEERING TO REPAIR LEWISTON LANDING, AT AN ESTIMATED MAXIMUM COST OF $800,000. THE ISSUANCE OF SERIAL BONDS IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED $800,000 OF THE VILLAGE, PURSUANT TO THE LOCAL FINANCE LAW TO FINANCE SAID PURPOSE, SAID AMOUNT TO BE OFFSET BY AN INSURANCE, FEDERAL, STATE, COUNTY AND/OR LOCAL FUNDS RECEIVED AND DELEGATING THE POWER TO ISSUE BOND ANTICIPATION NOTES IN