NEW YORK STATE PUBLIC AUTHORITIES CONTROL BOARD

RESOLUTION No. 19-EF-790

APPROVING SPECIFIED PROJECTS OF THE ENVIRONMENTAL FACILITIES CORPORATION (Clean Water State Revolving Fund - Direct and Market-Rate Financing Projects)

WHEREAS, the New York State Public Authorities Control Board ("PACB"), created pursuant to Chapter 38, Laws of 1976, as amended, is empowered by section 51 of the Public Authorities Law to receive applications from designated public benefit corporations, including the Environmental Facilities Corporation ("EFC"), for approval of the acquisition, construction or financing of any project by any such public benefit corporation; and

WHEREAS, the EFC submits from time to time applications (the "Applications") to PACB for approval of short-term and long-term financings (the "Financings") as authorized in an EFC resolution duly adopted by the EFC Board of Directors; and

WHEREAS, pursuant to Chapter 565 of the Laws of 1989, as amended (the "CWSRF Act"), the Clean Water State Revolving Fund ("CWSRF") was established in the custody of the EFC; and

WHEREAS, the CWSRF Act authorizes the EFC to provide financial assistance to recipients for the purpose of financing or refinancing certain eligible water pollution control projects; and

WHEREAS, such financial assistance may include financings to recipients from monies on deposit in the CWSRF, which financings will be made at interest rates at or below "market rates" as defined in
regulations promulgated pursuant to the CWSRF Act (including at a zero percent rate of interest); and

WHEREAS, with respect to short-term market-rate financings, such financial assistance may include financings to recipients for which the EFC will guarantee the payment of each short-term market-rate financing from monies and assets held in the CWSRF, and which shall bear interest at the rate or rates as determined by the EFC; and

WHEREAS, the EFC has received an application from each applicant listed in Exhibit A for financial assistance under the CWSRF Act, for the purpose of financing or refinancing the planning, design, construction and/or installation of a municipal water pollution control project undertaken, or to be undertaken, by the applicant; and

WHEREAS, pursuant to the CWSRF Act, the EFC has determined that it is impracticable or inadvisable to issue bonds or notes to provide financial assistance to each direct financing applicant; and

WHEREAS, each project proposed to be financed or refinanced (the "Project") constitutes an "eligible project" within the meaning of the CWSRF Act; and

WHEREAS, each Financing will be made pursuant to a financing agreement to be entered into between the EFC and the respective applicant (the "Finance Agreement") to evidence certain covenants and agreements of each applicant relating to its Financing; and

WHEREAS, each applicant's obligation to repay its Financing will
be evidenced by general obligation or revenue bonds or notes of the applicant (the "Recipient Bonds or Notes") issued to the EFC to secure payment of principal (and interest, as applicable) on such Financing in a manner consistent with this Resolution and in compliance with applicable law, including but not limited to the Local Finance Law; and

WHEREAS, the Recipient Bonds or Notes will be secured by an irrevocable pledge of the faith and credit, or revenue, of the applicant issuing such Recipient Bonds or Notes; and

WHEREAS, the obligation of the EFC to make each Financing under the respective Finance Agreement is not a general obligation of, does not constitute an indebtedness of or a charge against the general credit of, and does not give rise to any pecuniary liability of the EFC, other than with respect to amounts available for such purpose within the CWSRF; nor does such obligation to advance the Financing give rise to any liability or obligation of the State of New York; and

WHEREAS, each Financing will be funded (a) with Federal grant money available under the Federal Water Quality Act of 1987 through Federal capitalization grant agreements and related State matching funds to the extent State appropriations are available for the Federal grant money and State matching funds, and (b) if such State appropriations are not available, with monies available for such purpose in the CWSRF; and
WHEREAS, each Financing shall be made subject to the following conditions: (i) any short-term Financing shall be for a term not to exceed five years, and any long-term Financing shall be for a term not to exceed 30 years; each Financing shall bear interest at a rate determined by the EFC in accordance with the CWSRF Act and the regulations promulgated thereunder; (ii) the Recipient Bonds or Notes (including any renewals thereof) issued to evidence any short-term Financing shall mature not later than five years after their original issue date, and the Recipient Bonds or Notes (including any renewals thereof) issued to evidence any long-term Financing shall mature not later than 30 years after their original issue date; and (iii) there shall be funds available for the Financing in the CWSRF; and

WHEREAS, pursuant to the related Finance Agreement, each applicant shall not be entitled to reimbursement of project costs that may be in excess of available monies in the CWSRF; and in the event no such monies are available, the applicant shall be obligated to complete its Project in accordance with the Finance Agreement between the EFC and such applicant; and

WHEREAS, a copy of each Application has been filed with the Comptroller, and he has had the opportunity to comment.

NOW THEREFORE BE IT RESOLVED, that the PACB approves financing by the EFC for each Project identified in Exhibit A, in accordance with section 51 of the Public Authorities Law:
This resolution shall become effective immediately.

Robert F. Mujica, Jr., Chair
Public Authorities Control Board

Amy Paulin, Member of the Board

Leroy Comrie, Member of the Board

19-EF-790
Date: November 20, 2019
CERTIFICATION

STATE OF NEW YORK
COUNTY OF ALBANY ss.

I, Elyse Young, Secretary of the New York State Public Authorities Control Board, do hereby certify that at a meeting of such Board, held on November 20, 2019, the attached resolution was duly adopted by the unanimous vote of the Members of the Board. The resolution attached is a true copy of the resolution and the certification of the determination made by such resolution and of the signatures thereto of each of the Members of the Board or their duly appointed representatives, the original of which is on file in my office. As of the date of this certification, such resolution has not been modified, superseded, amended or repealed and remains in full force and effect.

In witness thereof I have hereunto set my hand this 20th day of November 2019.

Elyse Young
Secretary

STATE OF NEW YORK
COUNTY OF ALBANY ss.

On this 20th day of November 2019, before me personally came Elyse Young to me known, who, being by me duly sworn, did depose and say that she is the Secretary of the New York State Public Authorities Control Board, that she executed the foregoing certification and that the contents thereof are true.

Brittany N. Glenn
Notary Public, State of New York
No. 01GL6253075
Qualified in Rensselaer County
Commission Expires: 12/19/2019
Exhibit A

CWSRF Direct Financings
(Short-Term/Long-Term Interest-Free/Market-Rate)

Short-Term Interest-Free Financing:

<table>
<thead>
<tr>
<th>Project Number</th>
<th>Applicant</th>
<th>County</th>
<th>Short-Term Financing</th>
</tr>
</thead>
<tbody>
<tr>
<td>C9-6635-02-00</td>
<td>Akron (V)</td>
<td>Erie</td>
<td>Maximum Principal</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>Amount</td>
</tr>
<tr>
<td></td>
<td></td>
<td></td>
<td>$4,389,041</td>
</tr>
</tbody>
</table>

Project Description

This project consists of planning, design and construction of improvements to the Village’s wastewater treatment plant. The project is defined by the engineering report entitled “Village of Akron Wastewater Treatment Facility” dated June 2017 (revised) by the engineering firm CPL that was approved by the New York State Department of Environmental Conservation (NYSDEC) on December 28, 2018 and made eligible by the New York State Environmental Facilities Corporation (NYSEFC) on September 3, 2019; the Disinfection Amendment report entitled “Village of Akron Wastewater Treatment Facility” dated June 2019 (revised) by the engineering firm CPL that was approved by the NYSDEC on August 29, 2018 and made eligible by the NYSEFC on September 3, 2019; and the Response Amendment entitled “NYSEFC Comment Response Amendment” dated July 18, 2019 by the engineering firm CPL that was approved by the NYSEFC on September 3, 2019.
Short-Term Market-Rate Financing:

<table>
<thead>
<tr>
<th>Project Number</th>
<th>Applicant</th>
<th>County</th>
<th>Short-Term Market-Rate Financing Maximum Principal Amount</th>
<th>Initial Interest Rate (not to exceed)</th>
</tr>
</thead>
<tbody>
<tr>
<td>C9-6635-02-00</td>
<td>Akron (V)</td>
<td>Erie</td>
<td>$450,945</td>
<td>4%</td>
</tr>
</tbody>
</table>

Project Description

This project consists of planning, design and construction of improvements to the Village's wastewater treatment plant. The project is defined by the engineering report entitled "Village of Akron Wastewater Treatment Facility" dated June 2017 (revised) by the engineering firm CPL that was approved by the New York State Department of Environmental Conservation (NYSDEC) on December 28, 2018 and made eligible by the New York State Environmental Facilities Corporation (NYSEFC) on September 3, 2019; the Disinfection Amendment report entitled "Village of Akron Wastewater Treatment Facility" dated June 2019 (revised) by the engineering firm CPL that was approved by the NYSDEC on August 29, 2018 and made eligible by the NYSEFC on September 3, 2019; and the Response Amendment entitled "NYSEFC Comment Response Amendment" dated July 18, 2019 by the engineering firm CPL that was approved by the NYSEFC on September 3, 2019.

Long-Term Interest-Free Financings:

<table>
<thead>
<tr>
<th>Project Number</th>
<th>Applicant</th>
<th>County</th>
<th>Long-Term Financing Maximum Principal Amount</th>
<th>Interest Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>C4-5469-02-00</td>
<td>Duanesburg (T)</td>
<td>Schenectady</td>
<td>$2,328,284</td>
<td>0%</td>
</tr>
</tbody>
</table>

Project Description

This project consisted of planning, design and construction of a wastewater collection and
conveyance system to serve the Town of Duanesburg Sewer District Number 3. In addition, the project includes short-term improvements to the Delanson Wastewater Treatment Plant (WWTP) pursuant to an Order on Consent. The project is defined by the engineering report entitled “Engineering Report; Duanesburg Sewer District #3” dated February 5, 2016 by the engineering firm Delaware Engineering, D.P.C. that was approved and made eligible by the New York State Environmental Facilities Corporation (NYSEFC) on June 6, 2016. The project is further defined by the following plans and specifications, all prepared by the engineering firm Delaware Engineering, D.P.C. and approved and made eligible by the NYSEFC: “Sewer District #3 Sanitary Sewer Collection System” dated April 26, 2016 and approved July 22, 2016, “WWTP Filter Service” dated September 19, 2016 and approved January 17, 2017, and “Delanson WWTP Short Term Improvements” dated May 12, 2017 and approved June 7, 2017.

<table>
<thead>
<tr>
<th>Project Number</th>
<th>Applicant</th>
<th>County</th>
<th>Long-Term Financing Maximum Principal Amount</th>
<th>Interest Rate</th>
</tr>
</thead>
<tbody>
<tr>
<td>C9-6661-03-00</td>
<td>Middleport (V)</td>
<td>Niagara</td>
<td>$2,107,244</td>
<td>0%</td>
</tr>
</tbody>
</table>

Project Description

This project consisted of planning, design and construction of the Village of Middleport Wastewater Treatment Plant Improvement project. The project is defined by the engineering report entitled “Village of Middleport Wastewater Treatment Plant Improvements Engineering Report” dated December 28, 2016 by the engineering firm Wendel Companies that was approved by the New York State Department of Environmental Conservation (NYSDEC) on January 10, 2017 and made eligible by the New York State Environmental Facilities Corporation (NYSEFC) on February 2, 2017; and the engineering report amendment entitled “Village of Middleport Wastewater Treatment Plant Improvements Amendment 4” dated January 3, 2018 by the engineering firm Wendel Companies that was approved by the NYSEFC on January 22, 2018. The project is further defined by the plans and specifications entitled “Village of Middleport Wastewater Treatment Plant Improvements” dated December 27, 2016 by the engineering firm Wendel Companies that were approved by the NYSDEC on
January 10, 2017 and made eligible by the NYSEFC on April 11, 2017.

<table>
<thead>
<tr>
<th>Project Number</th>
<th>Applicant</th>
<th>County</th>
<th>Long-Term Financing Maximum</th>
</tr>
</thead>
<tbody>
<tr>
<td>C3-5315-06-00</td>
<td>Middletown (C)</td>
<td>Orange</td>
<td>$3,324,481</td>
</tr>
</tbody>
</table>

**Project Description**

This project consisted of planning, design and construction of replacement sanitary sewer mains, manholes and service laterals in the "Black Dirt" area of the City of Middletown. The project is defined by the engineering report entitled "Engineering Report - Replacement of Black Dirt Sanitary Sewer City of Middletown, New York" dated February 2, 2017 by the engineering firm Clark Patterson Lee Design Professionals that was approved by the New York State Environmental Facilities Corporation (NYSEFC) on February 9, 2017. The project is further defined by the plans and specifications entitled "City of Middletown, Proposed Black Dirt Sanitary Sewer Replacement" dated June 2017 (revised) by the engineering firm Clark Patterson Lee Design Professionals that were approved by the NYSEFC on July 13, 2017.