

MINUTES OF THE REGULAR MEETING

OF THE

BUFFALO SEWER AUTHORITY

June 3, 2021

BUFFALO SEWER AUTHORITY

June 3, 2021

1:00 P.M.

VIA TELECONFERENCE

SPECIAL MEETING

+ 1 917-933-2166 United States, New York City

Phone Conference ID: 628973321#

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	ATTACHMENTS:	
Exhibit A	Principal, Maturity, Dates and Interest Rates on Series 2021 Bonds	
Exhibit B	Municipal Bond Debt Service Reserve Insurance Commitment	
Exhibit C	Contract of Purchase	
Exhibit D	Application of Bond Proceeds	
Exhibit E	Municipal Bond Insurance Commitment	

CALL OF THE ROLL

Present: Herbert L. Bellamy, Jr.
Christopher Roosevelt
Eleanor Petrucci
Oluwole McFoy, P.E.
Ronald Brown
Tom Smith
LaToya Cunningham
Timothy Cashmore, Esq.
Barbara Miller-Williams
Carol Burns
Gregg Szymanski
Rick Ganci

Absent: _____

Chairman
Vice Chairman
Secretary
General Manager
Executive Secretary
Secretary to General Manager
Special Assistant
Bond Counsel (Barclay Damon, LLP)
Comptroller (City of Buffalo)
Executive Assistant to Comptroller (City of Buffalo)
Investment and Debt Manager
Bond Counsel (Capital Markets Advisors)

The meeting was called to order at 1:01 P.M. . A quorum was present.

ITEM NO. 1

Motion to Adopt the Minutes of the Meeting of May 26, 2021

MOTION TO ADOPT
 MADE BY MR. ROOSEVELT
 2ND BY MRS. PETRUCCI
 AYES 3 NOES 0

Board Meeting of June 3, 2021

ITEM NO. 2

RESOLUTION APPROVING PRICING AND OTHER DETAILS OF [\$ 49,160,000] SEWER SYSTEM ENVIRONMENTAL IMPACT REVENUE BONDS, SERIES 2021 (GREEN BONDS)

EXTRACT OF MINUTES
Special Meeting of the Buffalo Sewer Authority
of the City of Buffalo, County of Erie, New York
June 3, 2021

A special meeting of the Buffalo Sewer Authority of the City of Buffalo, in the County of Erie, New York, was held via teleconference, Buffalo, New York, on June 3, 2021, at 1:00 o'clock P.M. (Prevailing Time)

There were present: 12

Members: 3

There were absent: 0

Also present:

Member PETRUCCI offered the following resolution and offered its adoption:

2 ND BY	MR. ROOSEVELT	
AYES	3	NOES 0

Board Meeting of June 3, 2021

BUFFALO SEWER AUTHORITY**Resolution Approving Pricing and Other Details of
\$49,160,000 Sewer System Environmental Impact Revenue Bonds, Series 2021 (Green Bonds)**

BE IT RESOLVED by the Board of the Buffalo Sewer Authority (the "Authority") as follows:

1. Authorization, Principal Amount, Maturity Schedule, Issue Date and Designation. Serial and term bonds of the Authority (the "Series 2021 Bonds") in the aggregate principal amount of \$49,160,000 shall be issued pursuant to the Amended and Restated Sewer System Revenue Bond Resolution duly adopted by the Authority on May 26, 2021 (the "General Resolution") and the Supplemental Sewer System Revenue Bond Resolution Authorizing the Up To \$55,000,000 Sewer System Environmental Impact Revenue Bonds, Series 2021 (Green Bonds) adopted by the Authority on May 26, 2021 (the "Series 2021 Resolution", and collectively with the General Resolution, the "Resolution"), for the purposes described in the Series 2021 Resolution. The Series 2021 Bonds shall be designated "Sewer System Environmental Impact Revenue Bonds, Series 2021 (Green Bonds)." The Series 2021 Bonds shall be dated June 16, 2021 and shall mature on June 15 in the aggregate principal amounts and in each of the years as reflected in the total column set forth in Exhibit A. The date of each Series 2021 Bond shall appear on the face thereof under the caption "Date of Original Issue" and each Series 2021 Bond shall bear interest from such date. Capitalized terms used but not otherwise defined herein shall have the meanings set forth in the Resolution.
2. Interest Rate, Dates and Medium of Payment. The Series 2021 Bonds shall bear interest from their date at the rates per annum set forth in Exhibit A, payable December 15, 2021, and semi-annually thereafter on June 15 and December 15 in each year until maturity or earlier redemption. The true interest cost for the Series 2021 Bonds is determined to be 2.847303%.
3. Redemption Prices and Terms. The Series 2021 Bonds will be subject to redemption pursuant to Section 207 of the Supplemental Resolution as follows:
 - (A) Optional Redemption of Series 2021 Bonds. The Series 2021 Bonds maturing on or after June 15, 2029 will be subject to redemption prior to maturity at the option of the Authority on June 15, 2028 and thereafter on any date, as a whole or in part:
 - (i) if the Primary Outcome Metric has been satisfied at the time the Authority exercises its option to redeem the Series 2021 Bonds, at 100% of the principal amount to be redeemed plus accrued interest to the date of redemption, in such order of maturity as is selected by the Authority and by lot within a maturity, in principal amounts of \$5,000 or integral multiples thereof; or
 - (ii) if the Primary Outcome Metric has not been satisfied at the time the Authority exercises its option to redeem the Series 2021 Bonds:
 - (a) at 103% of the principal amount to be redeemed if redemption occurs before June 15, 2029; or

- (b) at 102% of the principal amount to be redeemed if redemption occurs on or after June 15, 2029 and before June 15, 2030; or
- (c) at 101% of the principal amount to be redeemed if redemption occurs on or after June 15, 2030 and before June 15, 2031; or
- (d) at 100% of the principal amount to be redeemed if redemption occurs on or after June 15, 2031;

in each case, plus accrued interest to the date of redemption, in such order of maturity as is selected by the Authority and by lot within a maturity, in principal amounts of \$5,000 or integral multiples thereof.

- (iii) For purposes of this Resolution, the term “Primary Outcome Metric” means the management by the Authority, with green infrastructure, of at least 200 acres of additional impervious area through the implementation of projects identified through the Authority’s Rain Check 2.0 Program. The Primary Outcome Metric will be measured according to the standards established in the most recent version of the New York State Department of Environmental Conservation Stormwater Management Design Manual.

(B) Mandatory Sinking Fund Redemption. The Series 2021 Term Bonds are subject to mandatory sinking fund redemption as set forth below. Such sinking fund installments shall become due on June 15 in each of the years determined pursuant to the provisions of Article III hereof in an amount sufficient to redeem on such date (or in the case of the last such sinking fund installment to pay at maturity), at 100% of the principal amount thereof plus accrued interest thereon to such redemption date, the Series 2021 Term Bonds determined pursuant to Article III hereof, the particular Series 2021 Term Bonds to be redeemed to be selected by lot. No Series 2021 Serial Bonds shall be subject to mandatory sinking fund redemption pursuant to Section 207(B) of the Supplemental Resolution.

- (i) The Series 2021 Step Coupon Term Bonds maturing on June 15, 2049 are subject to mandatory redemption by lot from mandatory sinking fund installments, at a redemption price equal to par plus accrued interest to the redemption date, on June 15 of the following years and in the following amounts, such redemption amounts to be subject to proportionate reduction in the event of partial optional redemption of such Series 2021 Step Coupon Term Bonds:

Year	Amount
2037	\$1,405,000
2038	\$1,465,000
2039	\$1,535,000
2040	\$1,600,000
2041	\$1,675,000
2042	\$1,670,000
2043	\$1,755,000
2044	\$1,840,000
2045	\$1,935,000
2046	\$2,030,000
2047	\$2,130,000
2048	\$2,235,000
2049 (stated maturity)	\$2,350,000

- (ii) The Series 2021 Term Bonds maturing on June 15, 2051 are subject to mandatory redemption by lot from mandatory sinking fund installments, at a redemption price equal to par plus accrued interest to the redemption date, on June 15 of the following years and in the following amounts, such redemption amounts to be subject to proportionate reduction in the event of partial optional redemption of such Series 2021 Term Bonds:

Year	Amount
2050	\$2,465,000
2051 (stated maturity)	\$2,565,000

- (C) Mandatory Redemption with Unspent Bond Proceeds. Any amounts remaining in the Construction Fund for the Series 2021 Bonds upon completion of the Series 2021 Project shall be deposited in the Redemption Fund and applied on the next interest payment date for the Series 2021 Bonds to redeem Series 2021 Bonds, at par plus accrued interest to the date of redemption, in such order of maturity as is selected by the Authority and by lot within a maturity.

4. Denominations, Numbers and Letters. The Series 2021 Bonds maturing in each year shall be issued as fully registered bonds in denominations of \$5,000 or any integral multiple thereof not exceeding the aggregate principal amount of Series 2021 Bonds of each series maturing in such year. Purchasers will not receive certificates representing their interest in the Series 2021 Bonds. The Series 2021 Bonds shall be lettered 2021R, and shall be numbered separately from one (1) consecutively upward in the order of their issuance. All of the Series 2021 Bonds shall be transferable and exchangeable as provided in the Resolution.

5. Reserve Account Requirement. The Series 2021 Bonds will be secured by a Separate Series Debt Reserve Requirement. The Separate Series Debt Reserve Requirement for the Series 2021 Bonds, determined as set forth in the Resolution, is \$2,670,287.50. The Separate Series Debt Reserve Requirement will be satisfied by depositing with the Trustee a surety bond issued by Build America Mutual Assurance Company ("BAM") in the amount of the Separate Series Debt Reserve

Requirement. The Authorized Officers of the Authority are authorized and directed to execute and deliver that certain Municipal Bond Debt Service Reserve Insurance Commitment issued by BAM in the form presented to this meeting and annexed hereto as Exhibit B and such other agreements and instruments as such Authorized Officers determine are necessary or appropriate in connection with such surety bond.

6. Sale of Bonds. The Series 2021 Bonds shall be sold to Morgan Stanley & Co. LLC (the "Underwriter") pursuant to the terms and conditions of that certain Contract of Purchase between the Authority and the Underwriter dated June 3, 2021, the final version of which is attached hereto as Exhibit C. The Series 2021 Bonds shall be sold for a net amount of \$53,430,221.57 (par value of \$49,160,000, plus original issue premium of \$4,853,394.00, less an underwriter's discount of \$583,172.43). Delivery of the Series 2021 Bonds to the Underwriter shall be effected on or about June 16, 2021, upon (i) receipt by the Authority of the purchase price of the Series 2021 Bonds, and (ii) deposit of the Series 2021 Bonds with the Trustee for the benefit of The Depository Trust Company to be held in trust until maturity.

7. Application of Bond Proceeds and Other Moneys. The Authority hereby irrevocably directs that simultaneously with the delivery of the Series 2021 Bonds, the proceeds of the sale thereof shall be disbursed in accordance with Exhibit D attached hereto and made a part hereof.

8. Bond Insurance. The Authority will procure a bond insurance policy from BAM to secure payment of principal and interest on the Series 2021 Bonds maturing on June 15 of the years 2030 through 2036. The Authorized Officers of the Authority are authorized and directed to execute and deliver that certain Municipal Bond Insurance Commitment issued by BAM in the form presented to this meeting and annexed hereto as Exhibit E and such other agreements and instruments as such Authorized Officers determine are necessary or appropriate in connection with such bond insurance policy.

9. Effective Date. This Resolution shall be fully effective upon its adoption.

CERTIFICATE

I, Eleanor Petrucci, Secretary of the Buffalo Sewer Authority in the County of Erie, State of New York, HEREBY CERTIFY that the foregoing annexed extract from the Minutes of a meeting of the Board of Directors of said Authority, duly called and held on June 3, 2021, and at which a quorum was present and acting throughout and the resolution contained therein is a true and complete copy of the resolution thereupon adopted and recorded in the Minutes of said Authority and that the foregoing extract has been compared by me with the original minutes as officially recorded in my office in the Minute Book of said Authority and is a true, complete and correct copy thereof and of the whole of said original minutes so far as the same relate to the subject matters referred to in said extract, and that said resolution has not been amended or repealed but is in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said Authority this ____ day of _____, 2021.

(SEAL)

Eleanor Petrucci, Secretary

ITEM NO. 3

ADJOURNMENT OF MEETING

MOTION TO APPROVE

MADE BY MR. ROOSEVELT

2ND BY MRS. PETRUCCI

AYES NOES

Board Meeting of June 3, 2021