

**MINUTES OF HARDWICK ELECTRIC DEPARTMENT REGULAR COMMISSIONERS MEETING OF 2/20/23**

**AT 5:00 PM**

Commissioners Gedanken/Smith/Prevot/Ambrosino, GM Mike Sullivan and CBOS Beth Essary were in attendance VIA Zoom. Also in attendance via Zoom:

Shawn Enterline, VPPSA  
Eli Emerson, Attorney  
Brooke Dingleline, Attorney  
Norma Wiesen, Town of Hardwick  
Eric Remick, Town of Hardwick Select Board

- Chair Gedanken called the meeting to order at 5:01 PM.
- Mike Sullivan made amendments to add discussion on Wake boats on Caspian Lake, and add discussion of bank documents. Agenda amendments and agenda approved.
- Commissioner Prevot made a motion to approve the minutes from the January 16, 2023 regular board meeting. Commissioner Smith seconded the motion. Motion passed.
- Norma Weisen with the Town of Hardwick provided information regarding the upcoming inventory of Town of Hardwick natural resources. This will involve site visits to town owned properties between June and October 2023.
- 2022 purchased power report was presented by Shawn Enterline.
- HED options for supporting installation of EV charging stations in Hardwick Town Center was discussed. No action was taken.
- Commissioner Smith provided information regarding the use of wake boats on Caspian Lake.
- A discussion was had regarding communications with the community regarding the rate case. No action was taken.
- There was a discussion of the 2023 Draft Budget. No action was taken.
- Commissioner Gedanken made the motion:

WHEREAS, the Board of Commissioners is authorized and empowered to borrow money on the credit of the Town of Hardwick Electric Department in anticipation of the collection of revenues; and

WHEREAS, the said Board of Commissioners finds it expedient and it is necessary for the Town of Hardwick Electric Department to borrow funds in anticipation of the collection revenues for the year 2023; and

WHEREAS, the Board of Commissioners has been and is now providing essential governmental services and funds are needed to meet expenses relating to the delivery of said essential governmental services; and

WHEREAS, in order to have funds to meet expenses as aforesaid, the Board of Commissioners has arranged to borrow \$200,000.00 from UNION BANK with such borrowing evidenced by promissory note(s) as hereinafter set forth, which note does not refund and replace any previously issued note.

THEREFORE, BE IT RESOLVED, that the Board of Commissioners and the Treasurer proceed forthwith to complete said transaction and issue said evidence of indebtedness to cover the same; and

BE IT FURTHER RESOLVED, that said evidence of debt when issued and delivered pursuant to this Resolution shall be a valid and binding obligation of the Town of Hardwick Electric Department payable according to the terms and tenor thereof from revenues of the Town of Hardwick Electric Department; and

BE IT FURTHER RESOLVED, that all acts and things heretofore done by the lawfully constituted officers of the Town of Hardwick Electric Department in, about, or concerning the expenditure of proceeds of the Note(s) are hereby ratified and confirmed; and

We, the undersigned Board of Commissioners and Treasurer of the Town of Hardwick Electric Department hereby certify that we are the duly chosen, qualified and acting officers as undersigned, that the Note(s) is issued pursuant to authority, that no proceeding relating thereto has been taken other than as shown in the foregoing recital, that no such authority or action has been amended or repealed, and that there is no litigation threatened or pending in any state or federal court of competent jurisdiction seeking to enjoin either the issuance of the above- described Note(s) or the expenditures being financed by the proceeds of the same.

We certify also that no litigation is pending or threatened affecting the validity of the Note(s) or the apportionment and assessment of service fees to pay the same when due, that neither the existence nor the boundaries of the service area of the Town of Hardwick Electric Department, nor the title of any of us to our respective offices, is being questioned or contested.

Further, we hereby certify to and covenant with UNION BANK, its successors and assigns, including specifically the transferees, assigns, holders and owners of the above-described Note(s) that:

1. The aggregate principal amount of said Note(s) does not exceed the maximum cumulative cash flow deficit of the Town of Hardwick Electric Department for the term of said Note(s), from date of issue to and including date of maturity, as computed under Sections 103 and 148 of the Internal Revenue Code of 1986, as amended, or under the Regulations promulgated thereunder.
2. No proceeds of the Note(s) (including investment proceeds thereof) will be used (directly or indirectly) in any trade or business carried on by any person other than the Town of Hardwick Electric Department nor used to make or finance loans to any person.
3. During the current calendar year, neither the Town of Hardwick Electric Department nor any subordinate agency thereof will issue debt of any sort aggregating \$10,000,000 or more.
4. The Town of Hardwick Electric Department will file when and as required with the Treasury Department or Internal Revenue Service information returns relating to the issuance of the Note(s) and all other obligations of the Town of Hardwick Electric Department.
5. The Town of Hardwick Electric Department will comply with, perform, maintain and keep each and every covenant, representation, certification, and undertaking in the accompanying Tax Certificate, execution and delivery of which is hereby authorized.
6. The amount borrowed in anticipation of taxes does not exceed 90% of taxes to be levied for the current year.

Commissioner Prevot seconded the motion. Motion passed.

Commissioner Gedanken made a motion to enter into the Security Agreement provided by Union Bank dated February 21, 2023, and that General Manager Mike Sullivan be authorized to sign the agreement on behalf of Hardwick Electric Department. Commissioner Prevot seconded the motion. Motion passed.

- Commissioner Gedanken made a motion to move into Executive Session to discuss a potential litigation issue, the premature disclosure of which would be prejudicial to the interest of Hardwick Electric. Commissioner Ambrosino seconded the motion. The Board went into Executive Session at 7:37 PM.
- The Board returned to regular session at 8:27 PM. No action was taken.
- The General Manager's Report was reviewed and discussed.
- The Financial Statements were reviewed.

- Commissioner Prevot made a motion to adjourn. Commissioner Smith seconded the motion. Motion passed.
- Meeting was adjourned at 8:30 PM.

Beth Essary  
Recorded By

3/20/23  
Date

Yvonne E. Gedanken  
Commissioner Signature

3/20/23  
Date