

**RESOLUTION AUTHORIZING
AMENDMENT TO AGREEMENT
BETWEEN
SARATOGA COUNTY WATER AUTHORITY
AND
VILLAGE OF STILLWATER**

WHEREAS, the Village of Stillwater (the "Village") and the Saratoga County Water Authority ("SCWA") in 2010 entered into an agreement (the "Original Agreement") under which the SCWA agreed to make available to the Village a minimum of 300,000 gallons of potable water per day, and the Village agreed to purchase water from the SCWA on an annual basis in a quantity equal to 300,000 gallons per day or actual usage, which ever was greater; and

WHEREAS, the Village recently determined that an apparently long-standing leak in its water distribution system caused the Village to substantially over-estimate its requirements for potable water at the time it negotiated and then entered into the Original Agreement; and

WHEREAS, as a result, the Village has requested the SCWA to consider an amendment to the Original Agreement to reduce the minimum amount the SCWA is required to make available to the Village, and the Village is required to pay for, from 300,000 gallons a day to 235,000 gallons a day; and

WHEREAS, the SCWA board has preliminarily agreed to the requested reduction effective as of January 1, 2016, subject to both the SCWA board and the Village Board of Trustees approving, and authorizing the execution and delivery of, an amendment to the Original Resolution to effect such reduction; and

WHEREAS, there has been presented to this Board, and the Board has had an opportunity to review and discuss with counsel, a proposed form of amendment (the "Proposed Amendment") to the Original Agreement that, if executed and delivered by the Village and SCWA, would effect such a reduction;

NOW THEREFORE, IT IS HEREBY RESOLVED THAT

1. The Board hereby approves the form of the Proposed Amendment and the reduction in the minimum quantity of potable water that the SCWA is obligated to make available to the Village, and the Village is obligated to pay for, from 300,000 gallons per day to 235,000 gallons per day.

2. The Board hereby authorizes the Mayor of the Village to execute and deliver the Proposed Amendment in substantially the form presented to this meeting, with such changes thereto as the Mayor, after consultation with counsel, shall approve; provided, however, that the reduction in the quantity of potable water the SCWA is obligated to make available to the Village shall not be reduced below 235,000 gallons per day.

3. The Mayor and the Village Clerk-Treasurer are hereby authorized to take such other actions, and to execute such certificates or other documents, as they determine, after consultation with counsel, are necessary or appropriate to effectuate the amendment of the Original Agreement contemplated hereby.

4. 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:

Rick Nelson	voting	<u>Yes</u>
Timothy J. Campbell	voting	<u>Yes</u>
Judith Wood-Shaw	voting	<u>Yes</u>
Frank Tatum	voting	<u>Yes</u>
Eunice Marshall	voting	<u>Yes</u>

The foregoing resolution was thereupon declared duly adopted.

CERTIFICATE OF RECORDING OFFICER

The undersigned hereby certified that:

(1) She the duly qualified and acting Clerk of the Village of Stillwater, New York (hereinafter called the "Village") and the custodian of the records of the Village, including the minutes of the proceedings of the 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 meeting of the Board of Trustees held on 2/16, 2016 and entitled

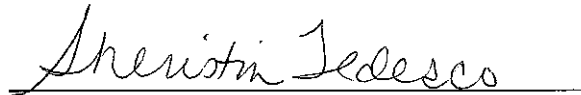
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and
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(3) Said meeting was duly convened and held and said resolution was duly adopted in all respects in accordance with law and the regulations of the Village. To the extent required by law or said regulations, due and proper notice of said meeting was given. A legal quorum of members of the Board of Trustees was present throughout said meeting, and a legally sufficient number of members voted in the proper manner for the adopted of the resolution. All other requirements and proceedings under law, said regulations, or otherwise, incident to said 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 hereunto set her hand this 17 day of February, 2016.

(SEAL)



Sheristin Tedesco
Village Clerk