

ALAN R. RHODES
J. LAWRENCE PALTROWITZ
MALCOLM B. O'HARA
PATRICIA E. WATKINS
MARK E. CERASANO
BRUCE O. LIPINSKI
JONATHAN C. LAPPER
JAMES R. BURKETT
STEFANIE DiLALLO BITTER
KARLA WILLIAMS BUETTNER
JOHN D. WRIGHT
JEFFREY B. SHAPIRO
MATTHEW J. McAULIFFE

BARTLETT, PONTIFF, STEWART & RHODES, P.C.
ATTORNEYS AT LAW
P.O. BOX 2168
ONE WASHINGTON STREET
GLEN FALLS, NEW YORK 12801-2168

TELEPHONE (518) 832-6440
FAX (518) 824-1040
EMAIL jlp@bpsrlaw.com
WEBSITE www.bpsrlaw.com

ALEXANDRA D. FINOCCHIO
KATHERINE E. REID
BENJAMIN R. PRATT, JR.
OF COUNSEL
ROBERT S. McMILLEN
RETIRED
RICHARD J. BARTLETT
1926-2015
PAUL E. PONTIFF
1930-2021
ROBERT S. STEWART
1932-2001
PHILIP C. MCINTIRE
1943-2025

SERVICE BY E-MAIL, FAX OR OTHER FORMS OF ELECTRONIC COMMUNICATION
NOT ACCEPTED

January 21, 2026

Village of Ballston Spa
Attn: Mayor Frank Rossi, Jr.
66 Front Street
Ballston Spa, New York 12020

Re: Financing for the Replacement of Three Pumps in the Water System

Dear Mayor Rossi:

We are pleased that the Village of Ballston Spa has retained Bartlett, Pontiff, Stewart & Rhodes, P.C., J. Lawrence Paltrowitz, of counsel, to be its bond counsel in connection with the above-referenced financing for the replacement of three pumps in the water system up to a maximum amount of \$600,000. This engagement letter is intended to explain the scope of the services we have agreed to perform, the fees to be charged together with our billing practices, and your rights with regard to any disputed fees.

We are engaged to represent the Village as its bond counsel in the above-referenced financing up to a maximum amount of \$600,000. We have not been retained to advise you in other matters or other areas of law in connection with this engagement letter, and we will act only in connection with the financing issues as it pertains to bond counsel unless otherwise instructed by you. I will be the primary attorney responsible for providing the services to the Village of Ballston Spa.

Our fee to the Village of Ballston Spa for our bond counsel services and opinion for the financing for the replacement of three pumps in the water system up to a maximum amount of \$600,000 will be \$4,400, plus any out-of-pocket disbursements. If our firm is requested to perform other related services, we will bill the Village on an hourly basis at the following rates: \$375.00 per hour for attorneys' time, and \$200.00 per hour for paralegal time. Hours in any additional matters will be posted in one-tenth hour increments. Any fees or disbursements not paid within thirty (30) days of the billing date will be subject to a late charge of one and one-half percent (1.5%) per month.

Village of Ballston Spa
Mayor Frank Rossi, Jr.

Page 2

While we seek to avoid any fee disputes with our clients, and rarely have such disputes, in the event such a dispute does arise, you are advised that the Village of Ballston Spa has the right, at its election, to seek arbitration to resolve the fee dispute. In such event, we shall advise you in writing by certified mail that the Village of Ballston Spa has 30 days from receipt of such notice in which to elect to resolve the dispute by arbitration, and we shall enclose a copy of the arbitration rules and a form for requesting arbitration. The decision resulting from arbitration is binding upon both the Village of Ballston Spa and this firm.

Please sign on the appropriate line below and return one signed original to me.

We look forward to the opportunity to represent the Village of Ballston Spa as its bond counsel in connection with the financing for the replacement of three pumps in the Water System

Sincerely,

BARTLETT, PONTIFF, STEWART
& RHODES, P.C.

BY: _____
J. Lawrence Paltrowitz
Direct Line: (518) 832-6443
Direct E-mail: jlp@bpsrlaw.com

I have read and understand the terms of
the above letter, have received a copy and
accept all of its terms.

Village of Ballston Spa

BY: _____
Mayor Frank Rossi, Jr.

NOTICE OF ADOPTION OF RESOLUTION
SUBJECT TO PERMISSIVE REFERENDUM

NOTICE IS HEREBY GIVEN that at a regular meeting held on the 26th day of January, 2026, the Board of Trustees of the Village Board of the Village of Ballston Spa, Saratoga County New York, duly adopted the following resolution, which resolution is subject to a permissive referendum pursuant to Section 36 of the Local Finance Law and Article 9 of the Village Law of the State of New York.

SERIAL BOND RESOLUTION DATED JANUARY 26, 2026

A RESOLUTION AUTHORIZING \$600,000 FOR THE RECONSTRUCTION OF THE MUNICIPAL WATER SYSTEM INCLUDING REMOVAL AND REPLACEMENT OF THREE PUMPS WITH CONTROLLERS OWNED BY THE VILLAGE OF BALLSTON SPA AND INTERFACING WITH THE WATER SYSTEM LOCATED AT THE OLDE MILL PUMP STATION PURSUANT TO THE INTERMUNICIPAL AGREEMENT BETWEEN THE VILLAGE OF BALLSTON SPA AND TOWN OF MILTON.

WHEREAS, on January 26, 2026 the Board of Trustees of the Village of Ballston Spa desires to authorize the reconstruction of the municipal water system including removal and replacement of three pumps with controllers owned by the Village of Ballston Spa and interfacing with the water system located at the Olde Mill Pump Station pursuant to the Intermunicipal Agreement between the Village of Ballston Spa and the Town of Milton at a cost up to \$600,000 and the issuance of serial bonds of the Village of Ballston Spa, Saratoga County, New York, or so much thereof as may be necessary is to be paid from the proceeds of the obligations issued pursuant to the Local Finance Law,

NOW, THEREFORE, BE IT RESOLVED:

1. The Board of Trustees of the Village of Ballston Spa, Saratoga County, New York, hereby authorizes the reconstruction of the municipal water system including removal and

replacement of three pumps with controllers owned by the Village of Ballston Spa and interfacing with the water system located at the Olde Mill Pump Station pursuant to the Intermunicipal Agreement between the Village of Ballston Spa and the Town of Milton at an amount not to exceed \$600,000.

2. The specific object or purpose for which obligations are to be issued pursuant to the resolution is for the reconstruction of the municipal water system including removal and replacement of three pumps with controllers owned by the Village of Ballston Spa and interfacing with the water system located at the Olde Mill Pump Station pursuant to the Intermunicipal Agreement between the Village of Ballston Spa and the Town of Milton

3. The current maximum cost of the aforesaid specific object or purpose of this resolution is \$600,000, and the plan for the financing thereof is to serial bonds of said Village pursuant to the Local Finance Law up to \$600,000. Such bonds are to be payable from amounts which shall annually be levied on all the taxable real property in said Village, and the faith and credit of said Village of Ballston Spa, Saratoga County, New York, are hereby pledged for the payment of said bonds and the interest thereon.

4. It is hereby determined that the period of probable usefulness of the aforesaid specific object or purpose is forty (40) years, pursuant to subdivision a1 of Section 11.00 of the Local Finance Law.

5. Subject to the provisions of the Local Finance Law, the power to authorize the issuance of and to sell bonds or bond anticipation notes in anticipation of the issuance and sale of the serial bonds herein authorized, including renewals of such notes, is hereby delegated to the Mayor of the Board of the Village of Ballston Spa, the chief fiscal officer, or in his absence, the

Village Clerk, who is the substituted chief fiscal officer. Such bonds or notes shall be of such terms, form and contents, and shall be sold in such manner, as may be determined by said Mayor or Village Clerk, pursuant to and consistent with the provisions of the Local Finance Law.

6. This resolution is subject to a permissive referendum pursuant to Section 36 of the Local Finance Law and Article 9 of the Village Law of the State of New York.

7. The reasonably expected source of funds that may be used to initially pay the expenditures authorized by Section 1 of this resolution prior to the date of issuance of the financing may be the Village's General Fund. If so, it is intended that the Village shall then reimburse such expenditures up to a maximum of amount of \$600,000 with the proceeds of the bonds and/or the bond anticipation notes authorized by this resolution and that the interest payable on the bonds and any bond anticipation notes issued in anticipation of the bonds shall be excludable from gross income for federal income tax purposes. This resolution is intended to constitute the declaration of the Village's "official intent" to reimburse the expenditures authorized by this resolution with the proceeds of the bonds and/or the bond anticipation notes authorized herein.

8. The Village hereby authorizes the repayment of the serial bonds and/or the bond anticipation notes authorized by this resolution with level debt service or compliance with the fifty percent rule.

9. The validity of such bonds and bond anticipation notes may be contested only if:

a. Such obligations are authorized for an object or purpose for which said Board of Trustees, is not authorized to spend money; or

b. The provisions of law which should be complied with as of the date of publication of this resolution are not substantially complied with, and an action, suit or proceeding contesting such validity is commenced within twenty (20) days after the date of such publication; or

c. Such obligations are authorized in violation of the provisions of the Constitution.

10. This notice and resolution shall be published in full within ten (10) days after its adoption in the Schenectady Daily Gazette, the official newspaper of the Village, for such purpose. This resolution shall take effect thirty (30) days after its adoption and thereafter shall be published in full in the official newspaper of the Village together with a notice of the Village Clerk substantially in the form provided in Section 81.00 of the Local Finance Law.

At a regular meeting of the Village Board of the Village of Ballston Spa, in the County of Saratoga, held at 66 Front Street in Ballston Spa, New York, on the 26th day of January, 2026 at 7:00 o'clock P.M., Prevailing Time.

The meeting was called to order by Mayor Rossi, and upon roll being called, the following were

PRESENT:

ABSENT:

The following resolution was offered by _____, who moved its adoption, seconded by _____, to wit:

SERIAL BOND RESOLUTION DATED JANUARY 26, 2026

A RESOLUTION AUTHORIZING \$600,000 FOR THE RECONSTRUCTION OF THE MUNICIPAL WATER SYSTEM INCLUDING REMOVAL AND REPLACEMENT OF THREE PUMPS WITH CONTROLLERS OWNED BY THE VILLAGE OF BALLSTON SPA AND INTERFACING WITH THE WATER SYSTEM LOCATED AT THE OLDE MILL PUMP STATION PURSUANT TO THE INTERMUNICIPAL AGREEMENT BETWEEN THE VILLAGE OF BALLSTON SPA AND TOWN OF MILTON.

WHEREAS, on January 26, 2026 the Board of Trustees of the Village of Ballston Spa desires to authorize the reconstruction of the municipal water system including removal and replacement of three pumps with controllers owned by the Village of Ballston Spa and interfacing with the water system located at the Olde Mill Pump Station pursuant to the Intermunicipal Agreement between the Village of Ballston Spa and the Town of Milton at a cost up to \$600,000 and the issuance of serial bonds of the Village of Ballston Spa, Saratoga County, New York, or so much thereof as may be necessary is to be paid from the proceeds of the obligations issued pursuant to the Local Finance Law,

NOW, THEREFORE, BE IT RESOLVED:

1. The Board of Trustees of the Village of Ballston Spa, Saratoga County, New York, hereby authorizes the reconstruction of the municipal water system including removal and replacement of three pumps with controllers owned by the Village of Ballston Spa and interfacing with the water system located at the Olde Mill Pump Station pursuant to the Intermunicipal Agreement between the Village of Ballston Spa and the Town of Milton at an amount not to exceed \$600,000.

2. The specific object or purpose for which obligations are to be issued pursuant to the resolution is for the reconstruction of the municipal water system including removal and replacement of three pumps with controllers owned by the Village of Ballston Spa and

interfacing with the water system located at the Olde Mill Pump Station pursuant to the Intermunicipal Agreement between the Village of Ballston Spa and the Town of Milton

3. The current maximum cost of the aforesaid specific object or purpose of this resolution is \$600,000, and the plan for the financing thereof is to serial bonds of said Village pursuant to the Local Finance Law up to \$600,000. Such bonds are to be payable from amounts which shall annually be levied on all the taxable real property in said Village, and the faith and credit of said Village of Ballston Spa, Saratoga County, New York, are hereby pledged for the payment of said bonds and the interest thereon.

4. It is hereby determined that the period of probable usefulness of the aforesaid specific object or purpose is forty (40) years, pursuant to subdivision a1 of Section 11.00 of the Local Finance Law.

5. Subject to the provisions of the Local Finance Law, the power to authorize the issuance of and to sell bonds or bond anticipation notes in anticipation of the issuance and sale of the serial bonds herein authorized, including renewals of such notes, is hereby delegated to the Mayor of the Board of the Village of Ballston Spa, the chief fiscal officer, or in his absence, the Village Clerk, who is the substituted chief fiscal officer. Such bonds or notes shall be of such terms, form and contents, and shall be sold in such manner, as may be determined by said Mayor or Village Clerk, pursuant to and consistent with the provisions of the Local Finance Law.

6. This resolution is subject to a permissive referendum pursuant to Section 36 of the Local Finance Law and Article 9 of the Village Law of the State of New York.

7. The reasonably expected source of funds that may be used to initially pay the expenditures authorized by Section 1 of this resolution prior to the date of issuance of the

financing may be the Village's General Fund. If so, it is intended that the Village shall then reimburse such expenditures up to a maximum of amount of \$600,000 with the proceeds of the bonds and/or the bond anticipation notes authorized by this resolution and that the interest payable on the bonds and any bond anticipation notes issued in anticipation of the bonds shall be excludable from gross income for federal income tax purposes. This resolution is intended to constitute the declaration of the Village's "official intent" to reimburse the expenditures authorized by this resolution with the proceeds of the bonds and/or the bond anticipation notes authorized herein.

8. The Village hereby authorizes the repayment of the serial bonds and/or the bond anticipation notes authorized by this resolution with level debt service or compliance with the fifty percent rule.

9. The validity of such bonds and bond anticipation notes may be contested only if:

a. Such obligations are authorized for an object or purpose for which said Board of Trustees, is not authorized to spend money; or

b. The provisions of law which should be complied with as of the date of publication of this resolution are not substantially complied with, and an action, suit or proceeding contesting such validity is commenced within twenty (20) days after the date of such publication; or

c. Such obligations are authorized in violation of the provisions of the Constitution.

10. This notice and resolution shall be published in full within ten (10) days after its adoption in the Schenectady Daily Gazette, the official newspaper of the Village, for such purpose. This resolution shall take effect thirty (30) days after its adoption and thereafter shall be published in full in the official newspaper of the Village together with a notice of the Village Clerk substantially in the form provided in Section 81.00 of the Local Finance Law.

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

VOTING	Yes
VOTING	Yes
VOTING	Yes
VOTING	Yes
VOTING	Yes

I, the undersigned Clerk of the Village of Ballston Spa, Saratoga County, New York, DO
HEREBY CERTIFY

That I have compared the annexed extract of the minutes of the meeting of the Board of Trustees of said Village, including the resolutions contained therein, held on the 26th day of January, 2026 with the original thereof as recorded in the minute book of said Board of Trustees, and that same is a true and correct copy of said resolutions and of the whole thereof.

I FURTHER CERTIFY that all members of said Board had due notice of said meeting, and that, pursuant to Section 104 of the Public Officers Law (Open Meetings Law), said meeting was open to the general public, and that I duly caused a public notice of the time and place of said meeting to be given to the following newspaper and/or other news media as follows:

<u>Newspaper and/or other News Media</u>	<u>Date Given</u>
The Schenectady Daily Gazette	January 1, 2026

and that I further duly caused public notice of the time and place of said meeting to be conspicuously posted in the following designated public location on the following date:

<u>Designated Location of Posted Notice</u>	<u>Date of Posting</u>
Village of Ballston Spa	January 1, 2026

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said Village this 26th day of January, 2026.

(CORPORATE SEAL)

Rebecca Little
Village Clerk/Deputy-Village Treasurer

LEGAL NOTICE

NOTICE IS HEREBY GIVEN that the resolution published herewith has been adopted by the Village Board of the Village of Ballston Spa, Saratoga County, New York, on the 26th day of January, 2026, and the validity of the obligations authorized by such resolution may be hereafter contested only if such obligations were authorized for an object or purpose for which said Village is not authorized to expend money, or if the provisions of law which should have been complied with as of the date of publication of this notice were not substantially complied with, and an action, suit or proceeding contesting such validity is commenced within twenty days after the date of publication of this notice, or such obligations were authorized in violation of the provisions of the Constitution.

DATED: Ballston Spa, New York
January 26, 2026

Rebecca Little
Village Clerk/Deputy-Village Treasurer

SERIAL BOND RESOLUTION DATED JANUARY 26, 2026

A RESOLUTION AUTHORIZING \$600,000 FOR THE RECONSTRUCTION OF THE MUNICIPAL WATER SYSTEM INCLUDING REMOVAL AND REPLACEMENT OF THREE PUMPS WITH CONTROLLERS OWNED BY THE VILLAGE OF BALLSTON SPA AND INTERFACING WITH THE WATER SYSTEM LOCATED AT THE OLDE MILL PUMP STATION PURSUANT TO THE INTERMUNICIPAL AGREEMENT BETWEEN THE VILLAGE OF BALLSTON SPA AND TOWN OF MILTON.

WHEREAS, on January 26, 2026 the Board of Trustees of the Village of Ballston Spa desires to authorize the reconstruction of the municipal water system including removal and replacement of three pumps with controllers owned by the Village of Ballston Spa and interfacing with the water system located at the Olde Mill Pump Station pursuant to the Intermunicipal Agreement between the Village of Ballston Spa and the Town of Milton at a cost up to \$600,000 and the issuance of serial bonds of the Village of Ballston Spa, Saratoga County, New York, or so much thereof as may be necessary is to be paid from the proceeds of the obligations issued pursuant to the Local Finance Law,

NOW, THEREFORE, BE IT RESOLVED:

1. The Board of Trustees of the Village of Ballston Spa, Saratoga County, New York, hereby authorizes the reconstruction of the municipal water system including removal and replacement of three pumps with controllers owned by the Village of Ballston Spa and interfacing with the water system located at the Olde Mill Pump Station pursuant to the Intermunicipal Agreement between the Village of Ballston Spa and the Town of Milton at an amount not to exceed \$600,000.

2. The specific object or purpose for which obligations are to be issued pursuant to the resolution is for the reconstruction of the municipal water system including removal and replacement of three pumps with controllers owned by the Village of Ballston Spa and interfacing with the water system located at the Olde Mill Pump Station pursuant to the Intermunicipal Agreement between the Village of Ballston Spa and the Town of Milton

3. The current maximum cost of the aforesaid specific object or purpose of this resolution is \$600,000, and the plan for the financing thereof is to serial bonds of said Village pursuant to the Local Finance Law up to \$600,000. Such bonds are to be payable from amounts which shall annually be levied on all the taxable real property in said Village, and the faith and credit of said Village of Ballston Spa, Saratoga County, New York, are hereby pledged for the payment of said bonds and the interest thereon.

4. It is hereby determined that the period of probable usefulness of the aforesaid specific object or purpose is forty (40) years, pursuant to subdivision a1 of Section 11.00 of the Local Finance Law.

5. Subject to the provisions of the Local Finance Law, the power to authorize the issuance of and to sell bonds or bond anticipation notes in anticipation of the issuance and sale of the serial bonds herein authorized, including renewals of such notes, is hereby delegated to the Mayor of the Board of the Village of Ballston Spa, the chief fiscal officer, or in his absence, the Village Clerk, who is the substituted chief fiscal officer. Such bonds or notes shall be of such terms, form and contents, and shall be sold in such manner, as may be determined by said Mayor or Village Clerk, pursuant to and consistent with the provisions of the Local Finance Law.

6. This resolution is subject to a permissive referendum pursuant to Section 36 of the Local Finance Law and Article 9 of the Village Law of the State of New York.

7. The reasonably expected source of funds that may be used to initially pay the expenditures authorized by Section 1 of this resolution prior to the date of issuance of the financing may be the Village's General Fund. If so, it is intended that the Village shall then reimburse such expenditures up to a maximum of amount of \$600,000 with the proceeds of the bonds and/or the bond anticipation notes authorized by this resolution and that the interest payable on the bonds and any

bond anticipation notes issued in anticipation of the bonds shall be excludable from gross income for federal income tax purposes. This resolution is intended to constitute the declaration of the Village's "official intent" to reimburse the expenditures authorized by this resolution with the proceeds of the bonds and/or the bond anticipation notes authorized herein.

8. The Village hereby authorizes the repayment of the serial bonds and/or the bond anticipation notes authorized by this resolution with level debt service or compliance with the fifty percent rule.

9. The validity of such bonds and bond anticipation notes may be contested only if:

a. Such obligations are authorized for an object or purpose for which said Board of Trustees, is not authorized to spend money; or

b. The provisions of law which should be complied with as of the date of publication of this resolution are not substantially complied with, and an action, suit or proceeding contesting such validity is commenced within twenty (20) days after the date of such publication; or

c. Such obligations are authorized in violation of the provisions of the Constitution.

10. This notice and resolution shall be published in full within ten (10) days after its adoption in the Schenectady Daily Gazette, the official newspaper of the Village, for such purpose. This resolution shall take effect thirty (30) days after its adoption and thereafter shall be published in full in the official newspaper of the Village together with a notice of the Village Clerk substantially in the form provided in Section 81.00 of the Local Finance Law.