

**JOINT RESOLUTION OF THE BOARD OF TRUSTEES OF THE VILLAGE OF NEW PALTZ AND OF THE TOWN BOARD OF THE TOWN OF NEW PALTZ, DATED OCTOBER 25, 2012, CALLING A JOINT MEETING OF SAID BOARDS, REQUIRING SUBMISSION OF FINANCE COMMITTEE REPORTS, AND APPOINTING SQUIRE SANDERS (US) LLP AS SPECIAL TRANSACTION COUNSEL IN CONNECTION WITH THE CONSOLIDATION OF THE VILLAGE OF NEW PALTZ AND THE TOWN OF NEW PALTZ INTO A SINGLE CO-TERMINUS VILLAGE/TOWN.**

WHEREAS, the Board of Trustees of the Village of New Paltz (the "Village") and Town Board of the Town of New Paltz (the "Town"), both located in the County of Ulster, State of New York (the "State"), and acting for purposes of Article 17-A of the General Municipal Law (the "Act") as a joint governing board (the "Joint Board") have proceeded to study the feasibility of combining the Village and the Town into a single government, and have each separately determined that it is in the best interest of the people who reside and work in the economic and social community bounded by the Village and the Town to consolidate both into a single municipal government and one coterminous municipality (hereinafter referred to as the "Project"); and

WHEREAS, pursuant to the Act, the Village and the Town, through the Joint Board, after reviewing feasibility studies about various aspects of the Project, has appointed various joint committees to evaluate such aspects of the Project, and desires that such committees submit their written reports to the Joint Board by no later than November 1, 2012. The Village and Town will be required to hold public hearings and to enter into various agreements and will require the assistance of legal counsel to complete the Project; and

WHEREAS, pursuant to the Act, the Joint Board is required to draft an agreement of joint consolidation, subject to a public hearing, final adoption by the Joint Board, and submission to the qualified voters of the Village and the Town for approval; and

WHEREAS, pursuant to a special act of the Legislature in 2012, the Project was made to qualify for a Citizen Empowerment Tax Credit of up to \$1 million per year in perpetuity (the "CETC") but subject to appropriation by the Legislature payable in the State fiscal year immediately following the adoption of the Project by said qualified voters; and

WHEREAS, the State's fiscal year begins April 1, 2013 so that to qualify for the CETC, it is critical for the Joint Board to complete the Project before April 1, 2013; and

WHEREAS, Squire Sanders (US) LLP, serving as bond counsel to both the Village and the Town have been working with the Joint Board and have produced a time-line to completion of the Project before April 1, 2013 attached hereto as Exhibit A; and

WHEREAS, the Joint Board is mindful that receipt of the CETC in 2013 following consolidation of the Village and the Town would have a significant beneficial impact on real property taxes and provide mandate relief for the residents of the Village and Town.

NOW, THEREFORE, BE IT RESOLVED by the Board of Trustees of the Village of New Paltz and the Town Board of the Town of New Paltz; as follows:

Section 1. A meeting of the Joint Board will be held on December 6, 2012 to consider committee reports and adopt a proposed joint consolidation agreement pursuant to the Act, taking into account the recommendations and other content of such reports.

Section 2. The Joint Board requires that all committee reports in preparation in connection with the Project be submitted to the Joint Board no later than Friday, November 2, 2012. Reports submitted after that date or not submitted will be prepared or edited by the Joint Board for consideration in approving the Project.

Section 3. The Board of Trustees of the Village and the Town Board of the Town hereby each appoint (subject to entering into an engagement letter) the law firm of Squire Sanders (US) LLP of New York, New York ("Squire Sanders" or the "Firm"), as special transaction counsel in connection with the Project on the following terms: (i) the maximum fees to be charged by the Firm as special transaction counsel in connection with the Project through April 1, 2013 will be \$75,000, (ii) the Firm's hourly rates for attorney associates will be \$235, for partners will be \$425, for of counsel will be \$315, and for non-attorney personnel zero (0), and (iii) the Firm will bill the Joint Board periodically but not more frequently than monthly.

## **EXHIBIT A**

### **New Paltz Town and Village Consolidation Calendar**

New Paltz Town and Village Consolidation Calendar		
Date	Activities	Parties
October 25, 2012	Set date to pass joint resolution endorsing a proposed consolidation agreement, establish the deadline for submission of committee reports, and engage special transaction counsel	Town & Village
November 1, 2012	Adopt final committee reports	Town & Village
November 1-December 6, 2012	Draft Proposed consolidation agreement for adoption at joint meeting	Squire Sanders
December 6, 2012	Hold a joint meeting to contemporaneously pass a joint resolution endorsing a proposed consolidation agreement for the purpose of commencing the consolidation proceedings under Article 17-A (Publish notice of the resolutions passage within five days)	Town & Village
January 10, 2013	Hold a public hearing following at least 10 day notice, can be held either jointly or separately	Town & Village
January 10, 2013	Approve Final joint consolidation agreement and contemporaneously enact a resolution calling for a referendum on the proposed consolidation by the electors in both the Town and Village	Town & Village
February 11, 2013-March 11, 2013	Publish Weekly Notice of the March 21 referendum	Town & Village
March 12, 2013	Referendum to be held in the Town and the Village	Town & Village
March 18, 2013	Following certification of a majority in favor of consolidation, certification should be immediately filed with the secretary of state and with the clerks of both the Town and the Village and inform the NY State Budget Division of the consolidation, in order to receive the \$1,000,000 tax credit to be paid after April 1st in the year following the consolidation.	Town & Village
TBD	Consolidation Complete Upon the Effective Date set in the joint consolidation agreement	Town & Village

**EXTRACTS FROM MINUTES OF MEETING OF THE TOWN BOARD  
OF THE TOWN OF NEW PALTZ, NEW YORK**

*(Resolution Calling a Joint Meeting, Requiring Submission of Finance Committee Reports, and  
Appointing Squire Sanders (US) LLP as Special Transaction Counsel)*

A regular meeting of the Town Board of the Town of New Paltz (the "Village"), located in the County of Ulster, State of New York, was held at the Town Hall, in the Town of New Paltz, New York, on October \_\_\_\_, 2012 at \_\_:00 P.M. (Prevailing Time), at which meeting a quorum was at all times present and acting. There were:

PRESENT:

ABSENT:

ALSO PRESENT:

\* \* \* \* \*

Member \_\_\_\_\_ submitted the following resolution and moved for its adoption. The motion was seconded by Member \_\_\_\_\_. The Town Board was polled. The motion was adopted by a vote of \_\_\_\_ affirmative votes (being at least two-thirds of the voting strength of the Town Board of the Town) with \_\_\_\_ negative votes and \_\_\_\_ votes absent.

I, ROSANNA MAZZACCARI, Clerk of the Town of New Paltz (the "Town"), located in the County of Ulster, State of New York, **HEREBY CERTIFY** as follows:

1. A regular meeting of the Town Board of the Town was duly held on October\_\_\_\_, 2012, and minutes of such meeting have been duly recorded in the Minute Book kept by me in accordance with the law for the purpose of recording the minutes of meetings of the Town Board.

2. I have compared the attached extract with such minutes so recorded and such extract is a true and correct copy of such minutes and of the whole thereof insofar as such minutes relate to matters referred to in such extract.

3. Such minutes correctly state the time when such meeting was convened and the place where such meeting was held and the members of the Town Board who attended such meeting.

4. Notice of such meeting was given as prescribed by law and such meeting was open to all persons who were entitled by law to attend such meeting.

IN WITNESS WHEREOF, I have hereunto set my hand and impressed the seal of the Town, this \_\_\_\_ day of October, 2012.

(SEAL)

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ROSANNA MAZZACCARI  
Town Clerk  
Town of New Paltz, New York

