

*Office of the Select Board  
Town of Orange, New Hampshire  
Minutes of June 9, 2020*

*Present:* Dorothy Heinrichs, Chair; Tamara Fairbank, Aaron Allen, and Sandi Pierson (clerical).

*Others:* Doug Weekes and Alasdair Dunlap-Smith.

*Meeting opened at 6:00 p.m. Attendance taken by the secretary.*

*Minutes:* The minutes of May 26, 2020 were unanimously approved as submitted.

*Health Officer discussions:*

- The Board spoke with Health Officer Doug Weekes about the junk cars abandoned at the town-owned property at 200 Tuttle Hill. If the vehicles are less than 20 years old, they need titles in order to be disposed of. After discussion, it was agreed Doug will speak with Tom McGinty of McGinty Salvage in Grafton to get an idea on how to proceed with the legal removal of the junk cars. Aaron reiterated that Vanessa Stone Realty felt that the property could be sold at about \$35,000 if it was cleaned up, and if the septic system is in good order. The Board agreed that if they place the parcel on the market, they should do it with legal guidance because of certain financial rights the former owner has within a three-year period of it being tax-deeded.
- Doug said he spoke to the Peaslee Road resident regarding the excessive trash in his yard and in junk cars that are on the property. The resident did not indicate he would take steps to remedy the situation. Approaches to having the trash removed were discussed, including having the owner of the property, who lives in Enfield, pay for the removal by a contractor. Doug to follow up.

*Legal representation:* Dorothy recapped the Board's displeasure with the seemingly excessive complexity of how the attorney for Drummond Woodsum has been handling the legal opinion for the the FEMA Repair Anticipation Note with Mascoma Savings Bank which was unanimously passed at the special town meeting. Dorothy said she relayed her observations to Drummond Woodsum attorney Adele Fulton, who in turn said she would examine the situation. Dorothy said that Adele informed her that the IRS has changed the laws of how municipalities procure notes and bonds, and those changes have created the complexity. Dorothy said she would still like to speak to Select Board members in the neighboring small towns of Dorchester and Groton to get an idea on the legal representation they are using.

*Resolution to authorize issuance of a general obligation bonds in the principal amount of \$1,187,000 for road repairs:*

Dorothy read the following resolution: The Select Board of the Town of Orange (the "Town") hereby RESOLVES, as follows:

1. That pursuant to the Municipal Finance Act, RSA Chapter 33, the New Hampshire Municipal Bond Bank Law, RSA Chapter 35-A, as applicable, all other applicable law, and approval by the voters of the Town of Article 1 at the Special Town Meeting held May 27, 2020 (collectively, the “Authorizations”), a majority of the Select Board and the Treasurer of the Town are authorized to issue general obligation bonds in an aggregate principal amount not to exceed \$1,187,000 and notes in anticipation thereof (collectively, the “Bonds”) to pay costs of restoring, repairing, and improving roads that suffered significant damages during the flash flood of July 2019 (the “Project”) and to pledge the full faith and credit of the Town in payment of the Bonds;
2. That the Treasurer and other appropriate Town officials, acting singly, are authorized to apply for, accept, and expend grant monies of up to \$890,250 from the Federal Emergency Management Agency (FEMA) to reimburse the Town for Project expenditures (the “Grant”), provided however, that no agreement or arrangement with FEMA will obligate the federal government to pay debt service on the Bonds, and any prior such action is ratified and confirmed;
3. That, subject to approval by bond counsel, up to \$890,250 of the Bonds may be issued as a note in anticipation of the Grant in accordance with RSA 33:7-b.
4. That the expected useful life of the Project is determined to be not less than 20 years;
5. That the Treasurer and Chair of the Select Board, acting singly, are authorized to arrange for the issuance and sale of the Bonds, and any such prior action is ratified and confirmed;
6. For those Bonds, if any, that are issued and sold to the New Hampshire Municipal Bond Bank (the “Bond Bank”), the Treasurer and a member of the Select Board of the Town are authorized to execute, attest, and deliver one or more Loan Agreements between the Town and the Bond Bank in such form as they may approve, said approval to be conclusively evidenced by the execution and delivery thereof;
7. That the Bonds shall be signed by a majority of the Select Board and countersigned by the Treasurer under the official seal of the Town, if any, and bear such interest rates as the signatories of the Bonds may approve; and shall be in such form as such signatories may approve; said approvals to be conclusively evidenced by the execution and delivery thereof;
8. That the Treasurer and other proper officials of the Town, acting singly, are authorized to execute and deliver on behalf of the Town such other documents and certificates, including such documents and certificates as may be required by bond counsel or the Bond Bank, and to do or cause to be done all such other acts and things as may be necessary or desirable in order to effect the transactions hereinbefore authorized;
9. That the Bonds may be sold to the Bond Bank at par plus any applicable premium; and that, pursuant to RSA Chapter 35-A:29, the Treasurer may apply any premium received

by the Town on account of issuance of the Bonds (i) to the payment of the costs of preparing, issuing, and marketing the issue of the Bonds; (ii) to the cost of the Project resulting in a like reduction of the principal amount of the Bonds; (iii) to deposit in the general fund of the Town and to be available to be appropriated for any lawful purpose of the Town; or (iv) to any combination of the foregoing;

10. That (i) no part of the proceeds of the Bonds shall be used, directly or indirectly, to acquire any securities and obligations, the acquisition of which would cause any of the Bonds to be an “arbitrage bond” within the meaning of Section 148 of the Internal Revenue Code of 1986, as amended, (the “Code”), and (ii) the proceeds of the Bonds and the Project shall not be used in a manner that would cause any of the Bonds to be a “private activity bond” within the meaning of Section 141 of the Code;
11. That in connection with the Bonds, the Treasurer is authorized to execute and deliver on behalf of the Town an Arbitrage and Use of Proceeds Certificate in form approved by the Town’s bond counsel, and to covenant on behalf of the Town to file any information report and pay any rebate due to the United States in connection with the issuance of the Bonds, and to take all other lawful actions necessary to insure that the interest on the Bonds will be excludable from the gross income of the owners thereof for purposes of federal income taxation and to refrain from taking any action which would cause interest on the Bonds to become includable in the gross income of the owners thereof;
12. That the Treasurer is authorized to designate any of the Bonds, as applicable, as a qualified tax-exempt obligation within the meaning of Section 265(b) of the Code;
13. That the Treasurer is authorized in consultation with Bond Counsel to implement written procedures with respect to the Bonds for the purpose of: (i) ensuring timely “remedial action” for any portion of the Bonds that may become “non-qualified bonds,” as those terms are defined in the Code and regulations thereunder; and (ii) monitoring the Town’s compliance following the issuance of the Bonds with the arbitrage, yield restriction and rebate requirements of the Code and regulations thereunder;
14. That if the Treasurer, members of the Select Board, or Clerk for any reason are unavailable to, as applicable, approve, execute, or attest the Bonds or any related financing documents, the person or persons then acting in any such capacity, whether as assistant, deputy, or otherwise, is authorized to act for such unavailable official with the same force and effect as if such official had himself/herself performed such act;
15. That the Town hereby resolves and declares its official intent pursuant to Section 1.150-2(e) of the Treasury Regulations that the Town reasonably expects to use the proceeds of the Bond to reimburse certain original expenditures from the Town’s general, reserve, or other fund, paid not earlier than 60 days prior to adoption of this Resolution or to be paid, which original expenditures have been or will be incurred in connection with costs of the Project; and that the Town reasonably expects that the maximum principal amount that the Town will issue to finance the Project is \$1,187,000; and

16. That the Clerk include an attested copy of this Resolution with the minutes of this meeting.

Tamara Fairbank motioned that the Resolution entitled, "Resolution to Authorize Issuance of a General Obligation Bonds in the Principal Amount of \$1,187,000 For Road Repairs," be approved in the form presented to this meeting. Aaron Allen seconded. Chair Heinrichs took a roll call which resulted in the motion being passed unanimously in favor. The town clerk shall certify that the Select Board meeting to vote to approve this resolution was conducted as a public meeting and that all Board members who voted on the resolution were physically present at that meeting.

*MS Forms:*

- The Board reviewed and signed the revised MS-232 (Report of Appropriations Actually Voted). This form was revised to include Article 1 of the special town meeting.
- The Board reviewed and signed the 2019 MS-535 (Financial Report of the Town) as finalized by Plodjik and Sanderson.

*Treasurer's report:* The Board reviewed the May 2020 treasurer's report and Select Board reconciliation. All figures were on target and the Chair signed the report.

*Other:*

- A notice was received by the State of NH that they have deposited \$3,626.54 into the town's account for State and Forest lands.
- A septic permit and approval was received from NH DES for Shelzi Family Trust/67 Tuttle Hill Road/Map 3, Lot 61-A.
- The Board expressed their appreciation to Treasurer Trish Weekes for the considerable amount of time and energy she put in for the town to finalize the FEMA Repair Anticipation Note with Mascoma Savings Bank.

*Secretary's report:* Carpenter ants were observed in the Town House. Skip Smith will address the problem.

*Reports from Boards and Committees:* n/a

*Public comment:* n/a

*Bills and vouchers were reviewed and signed.*

*Meeting adjourned 6:51 p.m.*

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Dorothy Behlen Heinrichs

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Tamara Fairbank

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Aaron Allen