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Date: May 9, 2024
To: Pawling Joint Sewer Commission Members
From: Chairperson Lauri Taylor

The Business Meeting of the Pawling Joint Sewer Commission is scheduled for Thursday, May 9, 2024 at 7:00 p.m. at the Village of Pawling Village Hall, 9 Memorial Avenue, Pawling, NY

The Agenda is as follows:

- Approve April 2024 Meeting Minutes as presented.
- Approve the April 2024 Treasurer's Report as presented.
- Approve payment of April 2024 Vouchers as presented and any prepay vouchers in the amount of \$370,638.49

Approve the following:

- Transfer \$370,638.49 from O&M Acct. to Checking Acct. to pay April 2024 Vouchers and any pre-paid Vouchers.

Discussion:

- Ref. # 32.24 – Synagro – EPA Designation of PFAS
- Update of ladder & pump installation at WWTP – May 9th
- Trinity Pawling Update – I&I
- Ref. # 33.24 – Municipal Solutions Proposal to assist with Trunk Line WIIA Grant
- Ref. # 30.24 – Draft Copy of AFR – Jeff Smith, Municipal Solutions.

Current Projects – Discussion & Updates

- The Woods –
- ASPCA –

Consultant Reports

- Attorney Report –
- Engineering Reports –
- Sewer Operator Reports – Rich Kane, Justin Kadish.

Close meeting and adjourn.

Visitor Comments –

Dist. 5/6/2024
Ref. # 32.24

TO: Synagro and EPIC Customers
RE: EPA Designation of PFAS as Hazardous Substance Under CERCLA
DATE: April 23, 2024

As you may be aware, on Friday, April 19, 2024, the U.S. Environmental Protection Agency (EPA), released a final rule designating two PFAS chemicals (PFOA and PFOS) as hazardous substances under the Comprehensive Environmental Response, Compensation, and Liability Act (CERCLA).

The rule, and subsequent compliance obligations will become effective in June, 2024. At this time, Synagro and its affiliates are evaluating what impact, if any, this rule may have on the services we provide under our current contract. Synagro may request contractual modifications to our current agreement to comply with the new EPA standards and CERCLA requirements. In the event that our services can no longer be performed, require substantial changes or become subject to increased costs as a result of this rule, Synagro may be entitled to relief under our contract with you.

No relief is being sought by this notice. Any relief to which Synagro is entitled will be the subject of follow-on communications. However, to the extent you are aware that the material you provide to us contains detectable levels of PFOA or PFOS, it is imperative that you provide that information to us as soon as possible to avoid potential noncompliance.

Please feel free to reach out to us to discuss this matter further.

Sincerely,



Alan Slepian, Esq.
General Counsel
Synagro / EPIC
aslepian@synagro.com



Rodney G. Rose, Esq.
Senior Counsel
Synagro / EPIC
rrose@synagro.com

Dist. 5/8/2024
Ref. # 33.24

**Municipal
Solutions, Inc.**
Municipal Financial Advisors

April 12, 2024

Lauri Taylor, Chair
Pawling Joint Sewer Commission
Pawling Village Hall
9 Memorial Avenue
Pawling, New York 12564

Dear Mayor Taylor:

Municipal Solutions, Inc. is pleased to submit this Authorization to Proceed with preliminary services leading up to the Pawling Joint Sewer Commission's upcoming trunk sewer project.

Per the Municipal Securities Rulemaking Board's (MSRB) Rule G-42, we must have a current contract in place prior to work commencing. This contract must state fair market value rates and fees and be accepted by both the municipality and Municipal Solutions, Inc. We must, under rule G-42, show that we've acted in good faith with the issuer and to ensure the accuracy of representation in our contracts regarding the agreed upon scope and fees, whether the contract be a Preliminary Authorization to Proceed or a Full Contract.

The Securities and Exchange Commission (SEC) enforces the rules and regulations set by the MSRB. Municipal Solutions, Inc. is registered as a recognized municipal advisor with the SEC (MS ID #867-00383) and the MSRB (MS ID #K0173) as mandated by the Dodd-Frank Wall Street Reform and Consumer Protection Act (the Dodd-Frank Act).

The services provided leading up to a final project scope include:

- Attend meetings to define the project scope, develop financing plans and funding sources;
- Work with the municipal officials and consultants including attorneys, architects and engineers to determine project costs;
- Prepare various maturity schedules for municipal officials to determine repayment ability of anticipated borrowed fund for planning purposes;
- Assist officials and their consultants in analysis of financial impact of proposed project;
- Assist the municipality in preparation of information that may be used for public or internal discussions in connection about the project;
- Attend public information meetings upon request;
- Other general services upon request.

Municipal Solutions, Inc. is a Member of the National Association of Municipal Advisors

62 Main Street, LeRoy, NY 14482 Phone: 585-768-2136 Fax: 585-394-4092
2528 State Route 21, Canandaigua, NY 14424 Phone: 585-394-4090 Fax: 585-394-4092


The fee for continued services will be \$165 per hour plus expenses (postage, copy/printing charges, mileage (prevailing IRS rate), travel and incidentals). Should the project move forward, services completed under this Preliminary contract will be included in the Full-Service Contract. Invoices will be submitted periodically. Payment is expected within 45 days of the invoice date.

The fees may be adjusted annually based on the U.S. Bureau of Labor and Statistics Consumer Price Index – All Urban Consumers.

Upon acceptance of this proposal, please execute and return one copy to our LeRoy office located at 62 Main Street, LeRoy, New York 14482. This contract will remain in effect until terminated by either party. You have the right to terminate this contract for any reason at any time. It is not a commitment for long-term services.

We at Municipal Solutions take much pride in our competent and friendly staff. We strive to look out for our clients' welfare above and beyond what our contracts call for. We do our very best to keep costs down and we pass any savings realized back to our clients. We believe in honesty, integrity and being as fair to our clients as we would want others to be with us. If you have any concerns that are not addressed in this contract, we would be happy to discuss them with you at your convenience.

Sincerely,


Jeffrey R. Smith, President
Certified Independent Professional Municipal Advisor

JRS/slw

Municipal Solutions, Inc.
AUTHORIZATION TO PROCEED

for
Pawling Joint Sewer Commission's Trunk Sewer Project
Dated April 12, 2024

Signature: _____

Name/Title: _____

Date: _____

APPENDIX A

PAWLING JOINT SEWER COMMISSION, NEW YORK Contract Dated April 12, 2024 Trunk Sewer Project

DISCLOSURE OF CONFLICTS OF INTEREST

Municipal Securities Rulemaking Board Rule G-42 requires us, as your municipal advisor, to provide written disclosure to you about material conflicts of interest.

We have determined, after exercising reasonable diligence, that we have no known material conflicts of interest that would impair our ability to provide advice to the Commission in accordance with our fiduciary duty to municipal entity clients. The attached paragraphs outline areas of potential conflicts of interest we have reviewed to make this no material conflict of interest determination.

FORMS OF COMPENSATION AS POTENTIAL CONFLICTS

The forms of compensation for municipal advisors vary according to the nature of the engagement and requirements of the client, among other factors. Various forms of compensation present actual or potential conflicts of interest because they may create an incentive for an advisor to recommend one course of action over another if it is more beneficial to the advisor to do so. This document discusses various forms of compensation and the timing of payments to the advisor.

Fixed fee - Under a fixed fee form of compensation, the municipal advisor is paid a fixed amount established at the outset of the transaction. The amount is usually based upon an analysis by the client and the advisor of, among other things, the expected duration and complexity of the transaction and the agreed-upon scope of work that the advisor will perform. This form of compensation presents a potential conflict of interest because, if the transaction requires more work than originally contemplated, the advisor may suffer a loss. Thus, the advisor may recommend less time-consuming alternatives, or fail to do a thorough analysis of alternatives. There may be additional conflicts of interest if the municipal advisor's fee is contingent upon the successful completion of a financing, as described below.

Hourly fee - Under an hourly fee form of compensation, the municipal advisor is paid an amount equal to the number of hours worked by the advisor times an agreed-upon hourly billing rate. This form of compensation presents a potential conflict of interest if the client and the advisor do not agree on a reasonable maximum amount at the outset of the engagement, because the advisor does not have a financial incentive to recommend alternatives that would result in fewer hours worked. In some cases, an hourly fee may be applied against a retainer (*e.g.*, a retainer payable monthly), in which case it is payable whether or not a financing closes. Alternatively, it may be contingent upon the successful completion of a financing, in which case there may be additional conflicts of interest, as described below.

Fee contingent upon the completion of a financing or other transaction - Under a contingent fee form of compensation, payment of an advisor's fee is dependent upon the successful completion of a financing or other transaction. Although this form of compensation may be customary for the client, it presents a conflict because the advisor may have an incentive to recommend unnecessary financings or financings that are disadvantageous to the client. For example, when facts or circumstances arise that could cause the financing or other transaction to be delayed or fail to close, an advisor may have an incentive to discourage a full consideration of such facts and circumstances, or to discourage consideration of alternatives that may result in the cancellation of the financing or other transaction.

Fee paid under a retainer agreement - Under a retainer agreement, fees are paid to a municipal advisor periodically (*e.g.*, monthly) and are not contingent upon the completion of a financing or other transaction. Fees paid under a retainer agreement may be calculated on a fixed fee basis (*e.g.*, a fixed fee per month regardless of the number of hours worked) or an hourly basis (*e.g.*, a minimum monthly payment, with additional amounts payable if a certain number of hours worked is exceeded). A retainer agreement does not present the conflicts associated with a contingent fee arrangement (described above).

Fee based upon principal - Under this form of compensation, the municipal advisor's fee is based upon a percentage of the principal amount of an issue of securities (*e.g.*, bonds). This form of compensation presents a conflict of interest because the advisor may have an incentive to advise the client to increase the size of the securities issue for the purpose of increasing the advisor's compensation.

From time to time, Municipal Solutions, Inc. does provide municipal advisory assistance to surrounding municipalities including, but not limited to, the Village of Pawling. Municipal Solutions, Inc. is not aware of any material conflicts of interest that this relationship would bring to our fiduciary responsibility to the Commission as of the date of this Agreement. If Municipal Solutions, Inc. becomes aware of any conflict of interest that could interfere with our fiduciary obligations to the Commission, Municipal Solutions, Inc. will notify the Commission that a conflict has been identified and we will meet with the Commission to discuss the impacts of the conflict and possible methods to resolve the identified conflict areas.

RELIANCE ON OUTSIDE INFORMATION

In formulating our recommendations as it comes to the issuance of municipal securities, we often have to rely on information provided by outside sources such as engineering firms, architectural firms, CPAs, attorneys, and other professional entities, as well as the municipality itself. We must rely on the expertise and professional knowledge of these entities in that the information they are providing is reasonable and correct. As part of our fiduciary duty to our clients, we will do our best to make sure this is the case. If we feel that the information provided to us is inaccurate, inconsistent or incomplete, we will ensure to tell you before providing any recommendations based on the material.

LEGAL OR DISCIPLINARY EVENTS

Municipal Solutions, Inc. is registered as a "municipal advisor" pursuant to Section 15B of the Securities Exchange Act and rules and regulations adopted by the United States Securities and Exchange

Commission (“SEC”) and the Municipal Securities Rulemaking Board (“MSRB”). As part of this registration, we are required to disclose to the SEC information regarding criminal actions, regulatory actions, investigations, terminations, judgments, liens, civil judicial actions, customer complaints, arbitrations and civil litigation involving Municipal Solutions, Inc. Pursuant to MSRB Rule G-42, Municipal Solutions, Inc. is required to disclose any legal or disciplinary event that is material to the Commission’s evaluation of Municipal Solutions, Inc. or the integrity of its management or advisory personnel.

We have determined that no such event exists.

Copies of Municipal Solutions, Inc. filings with the United States Securities and Exchange Commission can currently be found by accessing the SEC’s EDGAR Company Search Page which is currently available at <https://www.sec.gov/edgar/searchedgar/companysearch.html> and searching for either Municipal Solutions, Inc. or for our CIK number which is 0001612999.

The MSRB has made available on its website (www.msrb.org) a municipal advisory client brochure that describes the protections that may be provided by MSRB rules and how to file a complaint with the appropriate regulatory authority.