TOWN OF PEARL RIVER, STATE OF LOUISIANA
November 27, 2018

The following ordinance, having been previously introduced on October 16, 2018, with a Notice of Introduction having been published on October 31, 2018, and a public hearing having been held in connection therewith on this date, was offered for adoption by Alderman Bennett and seconded by Alderman McGregor:

ORDINANCE NO. 17-15-02A

An ordinance amending Ordinance No. 17-15-02 adopted on March 21, 2017, by the Mayor and Council of the Town of Pearl River, State of Louisiana, to provide for a $1,000,000 increase in the authorized maximum principal amount of the Town's Taxable Sales Tax Bond, Series 2017, and providing for other matters in connection therewith.

**WHEREAS**, this Mayor and Council (the "Governing Authority") of the Town of Pearl River, State of Louisiana (the "Town"), adopted Ordinance No. 17-15-02 on March 21, 2017 (the "2017 Ordinance"), authorizing the issuance by the Town of not exceeding Two Million Dollars ($2,000,000) of Taxable Sales Tax Bonds, Series 2017 (the "Series 2017 Bonds"), for the purpose of acquiring and constructing additions, extensions and improvements to the sewerage portion of the Town's combined water and sewerage system (the "System"), including, but necessarily limited to, equipment, accessories and fixtures therefor (the "Project") and paying costs of issuing the Series 2017 Bonds; and

**WHEREAS**, pursuant to the 2017 Ordinance the Town has (i) executed a Commitment Agreement and a Loan and Pledge Agreement, both dated as of November 1, 2017, by and between the Louisiana Department of Environmental Quality (the "Department") and the Town, pertaining to the Project, the System and the Series 2017 Bond (the "Loan Documents") (ii) delivered its Taxable Sales Tax Bond, Series 2017, in the denomination of $2,000,000 (the "Series 2017 Bond") to the Department, the proceeds of which, along with other funds available to the Town, are being advanced by the Department as needed to pay costs of the Project and; and

**WHEREAS**, this Governing Authority has found and determined that an additional $1,000,000 is needed by the Town to provide sufficient funding for the Project, and the Department has issued a written commitment to make an additional $1,000,000 available to the Town by way of an increase in the maximum authorized principal amount of the Series 2017 Bond from $2,000,000 to $3,000,000; and

**WHEREAS**, the Town wishes to amend the 2017 Ordinance to provide for the incurrence of said additional One Million Dollars ($1,000,000) of indebtedness, to be represented by a replacement Series 2017 Bond at the higher authorized principal amount, and through the adoption of this ordinance, herein referred to as the "Amending Ordinance";

**NOW, THEREFORE, BE IT ORDAINED** by the Mayor and Council of the Town of Pearl River, State of Louisiana, acting as the governing authority of the Town, that:

# Definitions. In addition to the words and phrases defined in the preamble hereto, capitalized terms used herein shall have the meaning given such terms in the 2017 Ordinance, except as follows:

***"Bond"*** or ***"Bonds"*** means the Town's Taxable Sales Tax Bonds, Series 2017, issued by this Bond Ordinance in the total aggregate principal amount of not exceeding Three Million Dollars ($3,000,000), and any bond of said issue, whether initially delivered or issued in exchange for, upon transfer of, or *in* lieu of any previously issued

***"Bond Ordinance"*** means Ordinance No. 17-15-02 and this ordinance authorizing the issuance of the Bonds in the increased maximum authorized principal amount of $3,000,000.

# Amendment of the 2017 Ordinance. The 2017 Ordinance is hereby amended to provide for the incurring of an additional One Million Dollars ($1,000,000) of indebtedness in accordance with and pursuant to the provisions in the 2017 Ordinance, as amended hereby. The Town shall prepare and deliver to the Department, in exchange for the Series 2017 Bond numbered R-1 in the original principal amount of not exceeding $2,000,000 (which original bond shall then be cancelled and destroyed), a replacement bond numbered R-2, also designated as "Taxable Sales Tax Bond, Series 2017," in the increased maximum authorized amount of Three Million Dollars ($3,000,000) (the "Replacement Bond"). The Replacement Bond shall be in substantially the form attached as Exhibit A hereto, shall be signed by the Mayor and Town Clerk, and shall include in Schedule A attached thereto -all previous purchase price payments made by the Department to the Town prior the delivery of the Replacement Bond.

The increased principal amount represented by the Replacement Bond is hereby awarded to and sold to the Department at a price of par plus accrued interest, if any, under the terms and conditions set forth in the Loan Agreement, as amended, and after its execution the Replacement Bond shall be delivered to the Department or its agents or assigns. Pursuant to R.S. 39:1426(B), the Town has determined to sell the additional authorized principal amount represented by the Replacement Bond to the Department at a private sale without necessity of publication of a notice of sale. It is understood that the purchase price of the Replacement Bond will continue to be paid by the Department to the Town in installments, in the manner and under the terms and conditions set forth in the Loan Agreement, as amended.

The Replacement Bond shall mature in twenty (20) installments of principal, payable annually on each March 1, commencing March 1, 2020, and each annual installment shall be the applicable percentage shown in the following table, rounded to the nearest One Thousand Dollars ($1,000), of the outstanding principal amount of the Replacement Bond on the day before the applicable Principal Payment Date. All such payments are within the originally approved maximum term of twenty-two (22) years from the original delivery date of the Series 2017 Bonds, which was November 21, 2017.

 Date Percentage Date Percentage
 (March 1) of Principal (March 1) of Principal

 2020 4.564% 2030 9.580%
 2021 4.827 2031 10.696
 2022 5.120 2032 12.090
 2023 5.448 2033 13.884
 2024 5.817 2034 16.275
 2025 6.235 2035 19.624
 2026 6.712 2036 24.647
 2027 7.264 2037 33.019
 2028 7.907 2038 49.764
 2029 8.667 2039 100.000

All other terms and conditions of the 2017 Ordinance, including without limitation, the form of the bond, and the definition of Reserve Fund Requirement, shall apply to the Replacement Bond.

# Series of Bonds. The increased principal amount of the Replacement Bond is deemed to be an "Additional Parity Bond" within the meaning of the 2017 Ordinance, and upon delivery of the Replacement Bond the Town shall deliver a Parity Certification as required by Section 21 of the 2017 Ordinance.

# Amendment of Loan Documents. The Mayor and Town Clerk are hereby authorized to execute on behalf of the Town an amendment to the Loan Documents to provide with respect to the Replacement Bond authorized herein, in substantially the form attached hereto as Exhibit B.

# Authorization of Officers. In connection with the issuance, sale and delivery of the Replacement Bond, the Mayor and Town Clerk are each authorized, empowered and directed to execute on behalf of the Town such additional documents, certificates and instruments as they may deem necessary, upon the advice of counsel, to effect the transactions contemplated by ordinance. The signatures of said officers on such documents, certificates and instruments shall be conclusive evidence of the due exercise of the authority granted hereunder

# Effect of this Amending Ordinance. The 2017 Ordinance shall remain in full force and effect except as otherwise amended herein. Such amendments shall be effective as if initially contained in the Ordinance.

# Publication of Ordinance. This Amending Ordinance shall be published one time in the official journal of the Town. Exhibits to this Amending Ordinance need not be published but said exhibits will be available for public inspection during regular business hours at the Town Hall, and such fact shall be stated in the publication. For a period of thirty days after the date of such publication any persons in interest may contest the legality of this Amending Ordinance and any provisions herein made for the security and payment of the Replacement Bond. After such thirty day period no one shall have any cause or right of action to contest the regularity, formality, legality, or effectiveness of this Amending Ordinance and the provisions hereof or of the Replacement Bond for any cause whatsoever. If no suit, action or proceeding is begun contesting the validity of the Bonds authorized pursuant to this Amending Ordinance within the thirty days herein prescribed, the authority to issue the Replacement Bond or to provide for the repayment thereof, and the legality thereof, and all of the provisions of this Amending Ordinance and such Replacement Bond shall be conclusively presumed, and no court shall have authority or jurisdiction to inquire into any such matter.

# Effective Date. Notice of the Introduction of this Amending Ordinance, having been published in the official journal of the Town as required by law, and a copy hereof having remained on file in final form for public inspection with the Town Clerk since its date of introduction, and having been read in full, this Amending Ordinance shall be in full force and effect upon approval by this Governing Authority.

The foregoing Amending Ordinance having been duly moved and seconded, the roll was called and the following vote was taken and recorded:

YEAS: ( 4 ) (Alderman Bennett, Phillips, Cutrer, McGregor)

NAYS: ( 0 ) ( NONE )

ABSENT: ( 1 ) (Alderman Walsh)

ABSTAINING: ( 0 ) ( NONE )

There being a favorable vote on the ordinance of at least a majority of the authorized members of the Governing Authority, the ordinance was declared adopted on this the 27th day of November, 2018.

/s/ Madeline Campbell
Town Clerk

Presented to Mayor on November 29, 2018 for action as evidenced by his signature below:

 Approved: /s/ Mayor David McQueen

 Disapproved:

Returned to Town Clerk on November 29, 2018.

**EXHIBIT A
to Amending Ordinance**

[FORM OF REPLACEMENT BOND]

UNITED STATES OF AMERICA
STATE OF LOUISIANA
PARISH OF ST. TAMMANY

TAXABLE SALES TAX BOND, SERIES 2017
OF THE
TOWN OF PEARL RIVER, STATE OF LOUISIANA

 Bond Bond Interest Principal
 Number Date Rate Amount

 R-2 \_\_\_\_\_\_\_\_\_, 2018 0.45% $3,000,000
 (originally Nov. 21, 2017) (originally $2,000,000)

FOR VALUE RECEIVED, the Town of Pearl River, State of Louisiana (the "Town"), hereby promises to pay (but only from the sources hereinafter described) to:

REGISTERED OWNER: Department of Environmental Quality
Attn: Financial Services Division, Accounts Receivable
P. O. Box 4311
Baton Rouge, Louisiana 70821-4311

or registered assigns noted on the registration record attached hereto, but solely from the revenues hereinafter specified, the Principal Amount set forth above (unless a lower Principal Amount applies, as set forth below), together with interest thereon from the Bond Date set forth above or the most recent interest payment date to which interest has been paid or duly provided for, unless this Bond shall have been previously called for prepayment and payment shall have been duly made or provided for.

This Bond shall bear interest, payable semi-annually on March 1 and September 1 of each year, commencing September 1, 2017 (each, an "Interest Payment Date"), at the Interest Rate shown above, said interest to be calculated on the basis of a 360-day year consisting of twelve 30-day months. Interest on the Bonds on any Interest Payment Date shall be payable only on the aggregate outstanding amount of the purchase price which shall have been paid theretofore, as noted on Schedule A hereto, and shall accrue with respect to each purchase price installment only from the date of payment of such installment.

If the Department is the registered owner of this Bond, the Town will additionally pay an Administrative Fee to the Department at the annual rate of one-half of one percent (0.50%) on the outstanding principal amount of the Bond, payable on each Interest Payment Date. In the event (i) the Department owns this Bond or the Department has pledged or assigned this Bond in connection with its Clean Water State Revolving Fund Program and (ii) the Administrative Fee payable to the Department is declared illegal or unenforceable by a court or an administrative body of competent jurisdiction, then the "Annual Interest Rate" shown in the foregoing table and borne by this Bond shall be increased by one-half of one percent (0.5%) per annum, effective as of the date declared to be the date from which the Administrative Fee is no longer owed because of such illegality or unenforceability.

This Bond shall mature in twenty (20) installments of principal, payable annually on each March 1, and each annual installment shall be the applicable percentage shown in the following table, rounded to the nearest One Thousand Dollars ($1,000), of the outstanding principal amount of this Bond on the day before the applicable Principal Payment Date:

 Date Percentage Date Percentage
 (March 1) of Principal (March 1) of Principal

 2020 4.564% 2030 9.580%
 2021 4.827 2031 10.696
 2022 5.120 2032 12.090
 2023 5.448 2033 13.884
 2024 5.817 2034 16.275
 2025 6.235 2035 19.624
 2026 6.712 2036 24.647
 2027 7.264 2037 33.019
 2028 7.907 2038 49.764
 2029 8.667 2039 100.000

The principal and interest on this Bond shall be payable by check mailed to the registered owner of this Bond (determined as of the Interest Payment Date) at the address shown on the registration books kept by the Paying Agent (hereinafter defined) for such purpose, provided that payment of the final installment of principal on this Bond shall be made only upon presentation and surrender of this Bond to the Paying Agent.

The principal installments of this Bond are subject to prepayment at the option of the Town at any time, in whole or in part, at a prepayment price of par plus accrued interest and accrued Administrative Fee, if any, to the prepayment date. In such case, the remaining principal shall continue to mature in annual installments calculated using the percentages shown above.

In the event a portion of this Bond is to be prepaid, this Bond shall be surrendered to the Town Clerk of the Town, as initial Paying Agent for the Bonds (the "Paying Agent"), who shall note the amount of such prepayment in the space provided therefor on the schedule attached to this Bond. Official notice of such call of this Bond for prepayment shall be given by means of first class mail, postage prepaid by notice deposited in the United States Mail not less than thirty (30) days prior to the prepayment date addressed to the registered owner of this Bond to be prepaid at his address as shown on the registration books of the Paying Agent, which notice may be waived by any registered owner. The Town shall cause to be kept at the office of the Paying Agent a register in which registration of this Bond and of transfers of the Bonds shall be made as provided herein and in the Bond Ordinance (hereinafter defined). This Bond may be transferred, registered and assigned only on such registration records of the Paying Agent, and such registration shall be at the expense of the Town.

This Bond represents the entire issue of bonds of the Town designated "Taxable Sales Tax Bonds, Series 2017" aggregating in principal the sum of Three Million Dollars ($3,000,000) (the "Bonds"), the Bonds having been issued by the Town pursuant to an ordinance adopted by its governing authority on March 21, 2017, as amended by an ordinance adopted by its governing authority on November 27, 2018 (collectively, the "Bond Ordinance"), for the purpose of financing the acquisition, construction and installation of improvements and extensions to the Town's sewerage system, and for paying costs of issuance of the Bonds, under the authority conferred by Section 2304 of Title 30 and Section 1430 of Title 39 of the Louisiana Revised Statutes of 1950, as amended, and other constitutional and statutory authority, pursuant to all requirements therein specified.

The Bonds, equally with the Town's Sales Tax Bonds, Series 2012 (the "Outstanding Parity Bonds"), shall be secured and payable solely from and secured by an irrevocable pledge and dedication of the net avails or proceeds of the Town's sales and use tax of one percent (1%), being collected pursuant to the "Town of Pearl River Sales And Use Tax Law of 1965" (Ordinance 1A of 1965) (the "1965 Sales Tax"), after payment of .the reasonable and necessary costs and expenses of collection have been paid. In the Bond Ordinance, the net revenues of the 1965 Sales Tax are irrevocably and irrepealably pledged and dedicated in an amount sufficient for the payment of this Bond in principal and interest and for the payment of the Administrative Fee as they shall respectively become due and payable, and for the other purposes set forth in the Bond Ordinance. All of the net revenues of the 1965 Sales Tax shall be set aside in a separate fund and shall be, and remain pledged for the security and payment of this Bond in principal and interest and for all other payments provided for in the Bond Ordinance until this Bond shall have been fully paid and discharged.

The Town, through its governing authority, is obligated to continue to levy and collect the 1965 Sales Tax for the full period of its authorization and is further obligated not to discontinue or decrease or permit to be discontinued or decreased the 1965 Sales Tax, nor in any way make any change in the allocation and dedication of the proceeds of the 1965 Sales Tax which would diminish the amount of the revenues to be received by the Town from the 1965 Sales Tax until this Bond has been paid as to both principal and interest, except as required by law.

For a more complete statement of the revenues from which and conditions under which this Bond is payable, and the general covenants and provisions pursuant to which this Bond is issued, and the conditions under which additional bonds may be issued on a parity with this Bond, reference is hereby made to the Bond Ordinance.

This Bond shall not be valid or become obligatory for any purpose or be entitled to any security or benefit under the Bond Ordinance until the certificate of registration hereon shall have been signed by the Paying Agent.

It is certified that the Bonds are authorized by and is issued in conformity with the requirements of the Constitution and statutes of the State of Louisiana. It is further certified, recited and declared that all acts, conditions and things required to exist, to happen and to be performed precedent to and in the issuance of the Bonds necessary to constitute the same legal, binding and valid obligations of the Town have existed, have happened and have been performed in due time, form and manner as required by law, and that the indebtedness of the Town, including the Bonds, does not exceed any limitation prescribed by the Constitution and statutes of the State of Louisiana, and that the Bonds shall not be invalid for any irregularity or defect in the proceedings for the issuance and sale thereof.

IN WITNESS WHEREOF, the Town has caused this Bond to be executed by the manual signatures of its Mayor and the Town Clerk, to be dated the date of delivery hereof and the Town's corporate seal to be impressed hereon.

 TOWN OF PEARL RIVER,
 STATE OF LOUISIANA

ATTEST:

 By: (manual signature)

 Mayor

By: (manual signature)

 Town Clerk

(SEAL)

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| **REGISTRATION RECORD****TAXABLE SALES TAX BOND, SERIES 2017OF THE****TOWN OF PEARL RIVER, STATE OF LOUISIANA** |
| Name and AddressOf Registered Owner | Date ofRegistration | Signature of Town ClerkAs Paying Agent |
| Department of Environmental QualityClean Water State Revolving FundP.O. Box 4311Baton Rouge, La. 70821-4311 |  |  |
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| **SCHEDULE OF PREPAYMENTS****TAXABLE SALES TAX BOND, SERIES 2017OF THE****TOWN OF PEARL RIVER, STATE OF LOUISIANA** |
| PrepaymentDate | PrepaymentAmount | RemainingBalance Due |
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| **SCHEDULE ASCHEDULE OF PURCHASE PRICE PAYMENTSTAXABLE SALES TAX BOND, SERIES 2017OF THE****TOWN OF PEARL RIVER, STATE OF LOUISIANA** |
| No. | Date ofPayment | Amount ofPayment | Pursuant toRequisition No. | Cumulative OutstandingPrincipal Amount |
| 1 |  |  |  |  |
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| 19 |  |  |  |  |

**EXHIBIT B
to Amending Ordinance**

FIRST AMENDMENT TO LOAN DOCUMENTS

**This FIRST AMENDMENT TO LOAN DOCUMENTS**, which shall be dated as of December 1, 2018, is by and between

**LOUISIANA DEPARTMENT OF ENVIRONMENTAL QUALITY** (the "Department”), an executive department and agency of the State of Louisiana, whose mailing address is P.O. Box 4303, Baton Rouge, La. 70821-4303, attn: Clean Water State Revolving Fund, appearing herein through Karyn Andrews, Undersecretary, duly authorized hereunto pursuant to an executive order of the Secretary of the Department dated December 18, 2017, and

**the Town of Pearl River, State of Louisiana** (the "Town"), a political subdivision of the State of Louisiana, whose mailing address is 39460 Willis Alley, Pearl River, Louisiana 70452, appearing herein though David McQueen, its Mayor, and Madeline B. Campbell, its Town Clerk, both duly authorized hereunto pursuant to an ordinance adopted by the governing authority of the Town on November 27, 2018,

**IN CONSIDERATION** of the covenants and agreements set forth in that certain (a) Commitment Agreement dated as of November 1, 2017 (the "Commitment Agreement) and the (b) Loan and Pledge Agreement, dated as of November 1, 2017 (the "Loan Agreement"), both previously entered into between the Department and the Town in connection with the purchase by the Department of the Town's Taxable Sales Tax Bond, Series 2017, dated November 21, 2017, in the maximum authorized principal amount of $2,000,000 (the "2017 Bond"), it is hereby agreed by and between the parties as follows:

SECTION 1. Amendments to Commitment Agreement. (a) The cover page and Section 2.01 of the Commitment Agreement are amended to provide that the amount of the loan from the Department to the Town shall be increased by the sum of One Million Dollars ($1,000,000), to a total loan amount of Three Million Dollars ($3,000,000), to be represented by a replacement 2017 Bond in an amount not to exceed $3,000,000 (the "Replacement Bond").

(b) References in the Commitment Agreement to the "Loan" shall include the Town's 2017 Bond and the Replacement Bond, and the Project Description and Budget attached to the Commitment Agreement shall be amended as hereinafter provided.

SECTION 2. Amendments to Loan and Pledge Agreement. (a) The cover page and the definition of Bonds in Section 1.01 of the Loan Agreement are amended to provide that the amount of the loan from the Department to the Town shall be increased by the sum of One Million Dollars ($1,000,000), to a total loan amount of Three Million Dollars ($3,000,000), to be represented by the Replacement Bond.

(b) The seventh "Whereas" clause of the Loan and Pledge Agreement is amended to read:

**WHEREAS**, the Town, by ordinances of its governing authority adopted on March 21, 2017 and November 27, 2018, has authorized the incurring of debt and the issuance of its Taxable Sales Tax Bond, Series 2017 in an amount not to exceed $3,000,000 (the "Bonds"), for the purpose of paying costs of the Project, which Bonds are proposed to be purchased by the Department using available moneys in the State Revolving Fund;

(c) The following definitions in Section 1.01 of the Loan and Pledge Agreement are amended to read:

***"Authorizing Ordinance"*** means the ordinances adopted by the governing authority of the Town on March 21, 2017 and November 27, 2018, authorizing the issuance of the Bonds and authorizing the sale of the Bonds to the Department, as they may be supplemented, modified or amended from time to time in accordance with their terms.

***"Bonds"*** means the Town's Taxable Sales Tax Bonds, Series 2017, in an amount not to exceed Three Million Dollars ($3,000,000), which indebtedness is being issued by the Town pursuant to the Authorizing Ordinance for the purpose of paying Costs of the Project, sold to the Department and purchased by the Department from moneys in the State Revolving Fund.

SECTION 3. Project Description and Budget. (a) The Project Description attached to the Commitment Agreement as Exhibit A and to the Loan and Pledge Agreement as Exhibit A shall be amended to read as follows:

The Town proposes to construct a new 0.35 MGD circular aeration basin to meet the demands of the current population and to convert the 0.15 MGD circular aeration basin to an aerated sludge digester. The existing headworks will be relocated and an additional static screen will be added to the headworks. Also an electronic gate will be installed at the newly constructed entrance to the WWTP and the existing driveway will be removed. Sheets 1 & 2 depict the proposed project area (see attachments). The Town reserves the right to change the project at any time with LDEQ approval.

 (b) The project budget attached to the Commitment Agreement as Exhibit A and to the Loan and Pledge Agreement as Exhibit C shall also be amended to read as follows:

Construction $ 2,335,000
Contingencies 135,682
Legal/Administrative 34,350
Basic Engineering Fees 336,468
Project Inspection 100,000
Miscellaneous 58,500

TOTAL $ 3,000,000

SECTION 4. Execution in Counterparts. This Agreement may be executed in several counterparts, each of which shall be an original and all of which constitute but one and the same instrument.

IN WITNESS WHEREOF, the Department and the Town have caused this First Amendment to Loan Documents to be executed and accepted by the undersigned officers, duly authorized hereunto.

 LOUISIANA DEPARTMENT OF
 ENVIRONMENTAL QUALITY

 By:

 Undersecretary

 TOWN OF PEARL RIVER, STATE OF LOUISIANA

ATTEST: By:

 Mayor

By:

 Town Clerk (SEAL)

STATE OF LOUISIANA

PARISH OF ST. TAMMANY

 I, the undersigned Town Clerk of the Town of Pearl River, State of Louisiana, do hereby certify that the foregoing pages constitute a true and correct copy of an amending ordinance adopted by the Mayor and Council of said Town on November 27, 2018, amending Ordinance No. 17-15-02 adopted on March 21, 2017, by the Mayor and Council of the Town of Pearl River, State of Louisiana, to provide for a $1,000,000 increase in the authorized maximum principal amount of the Town's Taxable Sales Tax Bond, Series 2017, and providing for other matters in connection therewith.

 IN FAITH WHEREOF, witness my official signature and the impress of the official seal of said Town at Pearl River, Louisiana, on this, the 27th day of November, 2018.

(SEAL) Town Clerk