



**BOROUGH OF EDGEWATER
RESOLUTION**

COUNCILPERSON	YES	NO	ABSTAIN	ABSENT
HENWOOD				
LAWLOR				
MONTE				
VIDAL				
JORDAN				
BARTOLOMEO				
MAYOR				

DATE: July 6, 2015

RESOLUTION No. 2015-153

INTRODUCED BY: _____

SECOND BY: _____

RESOLUTION OF THE BOROUGH OF EDGEWATER PROVIDING FOR A SINGLE AND COMBINED ISSUE OF GENERAL OBLIGATION BONDS; AUTHORIZING THE SALE OF \$11,085,000 PRINCIPAL AMOUNT OF GENERAL OBLIGATION BONDS, SERIES 2015; AUTHORIZING ADVERTISEMENT OF A NOTICE OF SALE; AUTHORIZING THE CHIEF FINANCIAL OFFICER TO SELL AND AWARD THE BONDS; DETERMINING THE FORM AND OTHER DETAILS OF THE BONDS; AND AUTHORIZING OTHER MATTERS RELATING THERETO.

WHEREAS, the Borough of Edgewater, in the County of Bergen, New Jersey (the "Borough") has adopted the Bond Ordinances listed on the attached Appendix A (collectively, the "Bond Ordinances") authorizing the issuance of obligations of the Borough for the purpose of financing the general improvements described in the Bond Ordinances; and

WHEREAS, the Borough Council has determined to finance permanently a portion of the costs of the general improvement projects undertaken pursuant to the Bond Ordinances by the issuance of \$11,085,000 principal amount of general obligation bonds of the Borough; and

WHEREAS, the Borough Council has determined to proceed with the public sale of said bonds for the purposes authorized in the Bond Ordinances.

NOW, THEREFORE, BE IT RESOLVED by the Borough Council of the Borough of Edgewater, in the County of Bergen, New Jersey, as follows:

Section 1. Combination of General Obligation Bonds; Authorization of Sale. The principal amount of general obligation bonds authorized to be issued pursuant to the respective Bond Ordinances described in Appendix A hereto are hereby combined into a single and combined issue of \$11,085,000 aggregate principal amount of General Obligation Bonds, Series 2015 (the "Bonds") and are authorized to be sold in accordance with the terms of this Resolution.

The average period of usefulness for the general improvements financed by the Bonds, taking into consideration the respective amounts of obligations presently authorized to be issued pursuant to the Bond Ordinances described in Appendix A hereto and the period or average period of usefulness determined in the Bond Ordinances described in Appendix A hereto, is 23.61 years.

Section 2. Public Sale of Bonds. The Bonds shall be issued and sold at public sale in accordance with the provisions of the Local Bond Law, constituting Chapter 169 of the Laws of 1960 of the State of New Jersey, as amended and supplemented.

Section 3. Details of Bonds. The Bonds shall be dated their date of delivery, shall be issued in book-entry only form, shall bear interest from their date, payable semi-annually on July 15 and January 15 of each year, commencing January 15, 2016, at the rate or rates to be specified by the successful bidder, and shall mature, subject to prior redemption, on July 15 in the annual principal amounts and years as set forth below:

GENERAL OBLIGATION BONDS, SERIES 2015

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2016	\$385,000	2024	\$750,000
2017	390,000	2025	765,000
2018	405,000	2026	770,000
2019	750,000	2027	770,000
2020	750,000	2028	770,000
2021	770,000	2029	770,000
2022	750,000	2030	770,000
2023	750,000	2031	770,000
		TOTAL	\$11,085,000

The Bonds shall contain such other terms and conditions as are specified in the Notice of Sale, approved in Section 5 hereof (the "Notice of Sale").

Section 4. Redemption. (A) The Bonds maturing on or before July 15, 2025, are not subject to redemption prior to maturity.

(B) The Bonds maturing on or after July 15, 2026, are subject to redemption prior to maturity at the option of the Borough, as a whole or in part on any date on or after July 15, 2025, and if in part such maturity or maturities, or portions thereof, as decided by the Borough shall be redeemed, at the redemption price equal to 100% of

the principal amount to be redeemed, plus accrued interest thereon to the date fixed for redemption.

Any Bond subject to redemption as aforesaid may be called in part, provided that the portion not called for redemption shall be in the principal amount of \$5,000 or any integral multiple of \$1,000 in excess thereof. If less than all of the Bonds of any series of a particular maturity are to be redeemed, Bonds of that maturity shall be selected by The Depository Trust Company (or any successor thereto) or, if the Bonds are subsequently registered in the names of the beneficial owners thereof, by the Paying Agent.

When any Bonds are to be redeemed, the Chief Financial Officer (or, if appointed pursuant to Section 12 hereof, the Paying Agent) shall give notice of the redemption of the Bonds by mailing such notice by first class mail in a sealed envelope postage prepaid to the registered owners of any Bonds or portions thereof which are to be redeemed, at their respective addresses as they last appear on the registration books of the Borough, at least thirty (30) but not more than sixty (60) days before the date fixed for redemption. Notice of redemption having been given as aforesaid, the Bonds, or portions thereof so to be redeemed, shall, on the date fixed for redemption, become due and payable at the redemption price specified therein plus accrued interest to the redemption date and, upon presentation and surrender thereof at the place specified in such notice, such Bonds, or portions thereof, shall be paid at the redemption price, plus accrued interest to the redemption date. On and after the redemption date (unless the Borough shall default in the payment of the redemption price and accrued interest), such Bonds shall no longer be considered as outstanding.

During any period in which The Depository Trust Company (or any successor thereto) shall act as securities depository for the Bonds, the notices referred to above shall be given only to such depository and not to the beneficial owners of the Bonds. Any failure of such depository to advise any of its participants or any failure of any participant to notify any beneficial owner of any notice of redemption shall not affect the validity of the redemption proceedings.

Section 5. Approval of Notice of Sale. The Notice of Sale, containing other terms and provisions of the Bonds and setting forth the conditions of the sale thereof, all of which are hereby approved, shall be substantially in the form attached to this Resolution as Appendix B and made a part hereof, is hereby approved.

Section 6. Approval of Summary Notice of Sale. The Summary Notice of Sale shall be substantially in the form attached to this Resolution as Appendix C and made a part hereof, and the Summary Notice of Sale is hereby approved.

Section 7. Publication of Notice of Sale and Summary Notice of Sale. The Notice of Sale substantially in the form attached to this Resolution shall be published at least once in *The Record*, a newspaper published in the County of Bergen and circulating in the Borough, and the Summary Notice of Sale substantially in the form attached to this Resolution shall be published at least once in *The Bond Buyer*, a newspaper published in the City of New York and State of New York, carrying municipal bond notices and devoted primarily to the subject of state and municipal bonds. The advertisement of said Notice of Sale and Summary Notice of Sale in each such

newspapers shall be published not less than seven (7) days prior to the sale date for the Bonds.

Section 8. Designation of Chief Financial Officer to Award Bonds; Delegation Regarding Postponement of Sale; Regarding Adjustment of Maturity Schedule. Proposals for the purchase of the Bonds shall be received by the Chief Financial Officer on July 15, 2015, or on such other date as determined by the Chief Financial Officer, as shall be provided in the Notice of Sale and the Summary Notice of Sale. The Borough Council hereby designates the Chief Financial Officer to sell and award the Bonds in accordance with this Resolution and the Notice of Sale. The Chief Financial Officer is hereby directed to report, in writing, to the Borough Council at its first meeting after the sale of the Bonds as to the principal amount, interest rate and maturities of the Bonds sold, the price obtained and the name of the purchaser.

There is hereby delegated to the Chief Financial Officer the authority to postpone the public sale of the Bonds without re-advertisement in accordance with the provisions of the Notice of Sale. The public sale of the Bonds may not be postponed more than sixty (60) days without re-advertisement.

There is hereby further delegated to the Chief Financial Officer the authority to adjust the maturity schedule for the Bonds at the times and in the amounts permitted by N.J.S.A. 40A:2-26(g).

Section 9. Authorization for Official Statement. The proper Borough officials and advisors are hereby authorized to prepare and distribute to the prospective purchasers of the Bonds a Preliminary Official Statement and a final Official Statement containing information relating to the Borough, its financial condition and the terms of the Bonds and other material facts customarily included in official statements for general obligation bonds in the State of New Jersey. The Chief Financial Officer is hereby authorized to deem final the Preliminary Official Statement for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

Section 10. Approval of Form of Bond. The form of the Bond, substantially as set forth in Appendix D attached hereto and made a part hereof, is hereby approved. The Bonds shall be executed in the name of the Borough by the manual or facsimile signature of the Mayor and the Chief Financial Officer and the seal of the Borough, or a facsimile impression thereof, shall be affixed to the Bonds and attested by the manual signature of the Borough Clerk.

Section 11. Appointment of Securities Depository. The Depository Trust Company, New York, New York ("DTC"), shall act as securities depository for the Bonds. The ownership of one fully registered bond for each maturity of the Bonds, each in the aggregate principal amount of such maturity, will be registered in the name of Cede & Co., as nominee for DTC.

Pursuant to the book-entry only system, any person for whom a DTC Participant acquires an interest in the Bonds (the "Beneficial Owner") will not receive certificated Bonds and will not be the registered owner thereof. Ownership interests in the Bonds may be purchased by or through DTC Participants. Each DTC Participant will receive a credit balance in the records of DTC in the amount of such DTC Participant's interest in

the Bonds, which will be confirmed in accordance with DTC's standard procedures. Receipt by the Beneficial Owners (through any DTC Participant) of timely payment of principal, premium, if any, and interest on the Bonds, is subject to DTC making such payment to DTC Participants and such DTC Participants making payment to Beneficial Owners. Neither the Borough nor the Paying Agent will have any direct responsibility or obligation to such DTC Participants or the persons for whom they act as nominees for any failure of DTC to act or make any payment with respect to the Bonds.

The appropriate officers of the Borough are hereby authorized to execute a Letter of Representation to DTC and such other documents as may be necessary or desirable in connection with DTC's services as securities depository.

DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving notice to the Borough and discharging its responsibilities with respect thereto under applicable law. Under such circumstances, or if the Borough determines that continuation of the book-entry system of evidence and transfer of ownership of the Bonds would adversely affect the interests of the beneficial owners of the Bonds, the Borough shall designate a successor securities depository or shall deliver certificates to the beneficial owners of the Bonds registered in the names of the beneficial owners thereof.

Section 12. Paying Agent. The Chief Financial Officer is hereby authorized to select and to enter into an agreement with a Paying Agent to ensure that the Borough can meet its obligations undertaken herein to the holders of the Bonds. The Chief Financial Officer may, however, elect not to select a Paying Agent for the Bonds, and may elect to select a Paying Agent at any time prior or subsequent to the issuance of the Bonds. However, the Chief Financial Officer shall select a Paying Agent upon any determination to cause the Bonds to be registered in the names of the beneficial owners thereof, as provided in Section 11 hereof.

Section 13. Tax Covenant. The Borough hereby covenants with the holders from time to time of the Bonds that it will make no investment or other use of the proceeds of the Bonds or take any further action (or refrain from taking such action) which would cause the Bonds to be "arbitrage bonds" within the meaning of the Internal Revenue Code of 1986, as amended, or under any similar statutory provision or any rule or regulation promulgated thereunder (the "Code"), or would cause interest on the Bonds not to be excludable from gross income for federal income tax purposes, and that it will comply with the requirements of the Code and said regulations throughout the term of the Bonds.

Section 14. Pledge of Borough. The full faith and credit of the Borough is hereby pledged for the payment of the principal of and interest on the Bonds. The Bonds shall be direct obligations of the Borough, and the Borough shall be obligated to levy *ad valorem* taxes upon all the taxable real property within the Borough for the payment of the principal of and interest on the Bonds without limitation as to rate or amount.

Section 15. Continuing Disclosure. The form of the Continuing Disclosure Certificate in substantially the form attached hereto as Appendix E is hereby approved, and the execution of the Continuing Disclosure Certificate by the Chief Financial Officer

of the Borough is hereby authorized. The Borough hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate executed by the Borough and dated the date of issuance and delivery of the Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof. Notwithstanding any other provision of this Resolution, failure of the Borough to comply with the Continuing Disclosure Certificate shall not be considered a default on the Bonds; however, any Bondholder may take such actions as may be necessary and appropriate, including seeking specific performance by court order, to cause the Borough to comply with its obligations under this Section.

Section 16. Further Action. The proper officers of the Borough are hereby authorized and directed to take all such action as may be necessary to effect the issuance and delivery of the Bonds.

Section 17. Effective Date. This Resolution shall take effect immediately upon the adoption hereof.

I hereby certify that the above Resolution was adopted by the Mayor and Council on July 6, 2015.

Michael McPartland
Mayor

Annamarie O'Connor, RMC
Borough Clerk