

**RESOLUTION NO. 2017-043**

**RESOLUTION OF THE TOWNSHIP OF LUMBERTON, IN THE COUNTY OF BURLINGTON, NEW JERSEY, AUTHORIZING THE SALE OF \$4,750,000 PRINCIPAL AMOUNT OF GENERAL OBLIGATION BONDS, SERIES 2017; AND AUTHORIZING OTHER MATTERS RELATING THERETO.**

**WHEREAS**, the Township of Lumberton, in the County of Burlington, New Jersey (the “Township”) has adopted the Bond Ordinances listed on the attached Appendix A authorizing the issuance of obligations of the Township for the purpose of financing the general capital improvements set forth in the respective Bond Ordinances; and

**WHEREAS**, the Township has determined to finance permanently a portion of the costs of the general capital improvement projects undertaken pursuant to the respective Bond Ordinances by the issuance of \$4,750,000 principal amount of general improvement bonds; and

**NOW, THEREFORE, BE IT RESOLVED** by the Township Committee of the Township of Lumberton, in the County of Burlington, New Jersey (not less than a majority of all members thereof affirmatively concurring), as follows:

**Section 1. Combination of Certain Issues of General Improvement Bonds.** The principal amount of general capital improvement bonds under Bond Ordinance 2016-14 are hereby combined into a single and combined issue of \$4,750,000 aggregate principal amount of general improvement bonds (the “General Improvement Bonds”). The average period of usefulness for the general capital improvements financed by the General Improvement Bonds taking into consideration the respective amounts of obligations presently authorized to be issued pursuant to Bond Ordinance 2016-14 is 28.09 years.

**Section 2. Public Sale of Bonds.** The General Improvement Bonds shall be issued and sold as a combined issue of bonds, designated “General Obligation Bonds, Series 2017” (the “Bonds”) at public sale in accordance with the provisions hereof and of the Local Bond Law, constituting Chapter 169 of the Laws of 1960 of the State of New Jersey, as amended and supplemented (the “Local Bond Law”).

**Section 3. Term of the Bonds.** The Bonds shall be dated the date of delivery, shall be in book-entry only form, shall bear interest from the dated date, payable semiannually on February 1<sup>st</sup> and August 1<sup>st</sup> of each year, commencing August 1, 2017, at the rate or rates to be specified by the successful bidder. The Bonds shall mature, subject to prior redemption, on February 1<sup>st</sup> in the annual principal amounts and years as set forth below:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2018	\$125,000	2030	\$200,000
2019	\$125,000	2031	\$205,000
2020	\$125,000	2032	\$210,000
2021	\$125,000	2033	\$215,000
2022	\$125,000	2034	\$220,000
2023	\$125,000	2035	\$225,000
2024	\$125,000	2036	\$230,000
2025	\$125,000	2037	\$235,000
2026	\$185,000	2038	\$245,000
2027	\$190,000	2039	\$245,000
2028	\$195,000	2040	\$250,000
2029	\$200,000	2041	\$250,000
		2042	\$250,000

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.** The Bonds maturing prior to February 1, 2028 are not subject to redemption prior to maturity. The Bonds maturing on or after February 1, 2028 are subject to redemption prior to maturity at the option of the Township, as a whole at any time or in part from time to time on or after February 1, 2027, in such order of maturity as the Township may direct at a redemption price equal to one hundred percent (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 thereof. If less than all of the Bonds of a particular series or maturity are to be redeemed, Bonds of that series or maturity shall be selected by the Chief Financial Officer (or, if appointed, pursuant to Section 12 hereof, the Paying Agent) by lot.

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 first class mail in a sealed envelope with postage pre-paid 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 Township at least thirty (30) but not more than sixty (60) days before the date fixed for redemption. Such mailing shall not be a condition precedent to such redemption, and failure to so mail or receive any such notice to any of such registered owners shall not affect the validity of the proceedings for the redemption of the Bonds. 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 Township shall default in the payment of the redemption price and accrued interest), such Bonds shall no longer be considered as outstanding hereunder. If moneys sufficient to pay the redemption price and accrued interest have not been made available by the Township on the redemption date, the Bonds called for redemption shall continue to bear interest until paid at the same rate as they would have borne had they not been called for redemption.

During any period in which DTC (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 the 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. The Township Clerk is hereby authorized and directed to advertise the Notice of Sale in accordance with the terms of the Local Bond Law.

**Section 6. Approval of Summary Notice of Sale.** The Summary Notice of Sale setting forth a summary of conditions of the sale of the Bonds, all of which are hereby approved, shall be substantially in the form attached to this Resolution as Appendix C and made a part hereof. The Township Clerk is hereby authorized and directed to advertise the Summary Notice of Sale in accordance with the terms of the Local Bond Law.

**Section 7. Publication of Notice of Sale.** The Notice of Sale substantially in the form attached to this Resolution shall be published at least once in a newspaper published and circulating in the Township 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. The advertisement of said Notice of Sale and Summary Notice of Sale in each such newspaper shall be published not less than seven (7) days prior to sale date for the Bonds.

**Section 8. Designation of Chief Financial Officer to Award Bonds.** Proposals for the purchase of the Bonds shall be received by the Chief Financial Officer on January 31, 2017 as provided in the Notice of Sale and the Summary Notice of Sale, as such date may be revised with the advice of the Township's financial advisor. The Township Committee 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 Township Committee 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.

**Section 9. Authorization for Official Statement.** The proper Township 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 Township, 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 on behalf of the Township to approve and “deem final” the Preliminary Official Statement prepared in connection with the offering and sale of the Bonds for the purposes of Rule 15c2-12, as amended and supplemented (the “Rule”), promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, with the exception of certain information permitted to be omitted thereby, in consultation with Bond Counsel.

**Section 10. Approval of Form of Bonds.** The form of the Bonds, 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 Township by the manual or facsimile signature of the Mayor and the Chief Financial Officer and the seal of the Township, or a facsimile impression thereof, shall be affixed to the Bonds and attested by the manual signature of the Township 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 Township 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.

DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving notice to the Township and discharging its responsibilities with respect thereto under applicable law. Under such circumstances, the Township shall designate a successor securities depository or deliver certificates to the beneficial owners of the Bonds.

**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 Township 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 Township 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 to be includable in 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 Township.** The full faith and credit of the Township is hereby pledged for the payment of the principal, redemption premium, if any, and interest on the Bonds. The Bonds shall be direct obligations of the Township, and the Township shall be obligated to levy *ad valorem* taxes upon all the taxable real property within the Township for the payment of the principal of and interest on the Bonds without limitation as to rate or amount.

**Section 15. Continuing Disclosure.** To comply with Rule 15c2-12 under the Securities Exchange Act of 1934, the Township hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate executed by the Township 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.

**Section 16. Further Action.** The proper officers of the Township 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.

Adopted: January 3, 2017

	MANSDOERFER	CONWAY	JACKSON	JANUSESKE	EARLEN
YES	<b>X</b>	<b>X</b>	<b>X</b>	<b>X</b>	<b>X</b>
ABSTAIN					
NO					
ABSENT					
MOTION	<b>1<sup>st</sup></b>	<b>2<sup>nd</sup></b>			

**CERTIFICATION**

I, Debra L. Shaw-Blemings, RMC, Lumberton Township Clerk, hereby certify that the foregoing resolution was duly adopted by the Lumberton Township Committee at its Regular Business Meeting held on the 3<sup>rd</sup> day of January, 2017.

  
 Debra L. Shaw-Blemings, RMC  
 Lumberton Township Clerk