

**CITY OF GLOUCESTER CITY, NEW JERSEY**

**RESOLUTION NO. 044**

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**RESOLUTION OF THE MAYOR AND COMMON COUNCIL OF THE CITY OF GLOUCESTER CITY, COUNTY OF CAMDEN, NEW JERSEY AUTHORIZING AND APPROVING THE ISSUANCE AND SALE OF UP TO \$588,596 OF BONDS OF THE CITY OF GLOUCESTER CITY CONSISTING OF THE CITY'S GENERAL OBLIGATION BONDS, SERIES 2016C; THE CITY'S GENERAL OBLIGATION BONDS, SERIES 2016D; AUTHORIZING THE EXECUTION AND DELIVERY OF THE LOAN AGREEMENTS TO BE EXECUTED BY THE CITY AND EACH OF THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST AND STATE OF NEW JERSEY, ACTING BY AND THROUGH THE NEW JERSEY DEPARTMENT OF ENVIRONMENTAL PROTECTION; FURTHER AUTHORIZING THE EXECUTION AND DELIVERY OF AN ESCROW AGREEMENT, ALL PURSUANT TO THE 2016 NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST FINANCING PROGRAM; AND DETERMINING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH**

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**BACKGROUND**

**WHEREAS**, the City of Gloucester City, County of Camden, New Jersey ("City") has determined there exists a need for various improvements to the City's sanitary sewer system including, but not limited to, the removal and replacement of sanitary sewer mains and the extension of the existing sanitary sewer system ("2016 Project") as described in that certain Loan Agreement ("Trust Loan Agreement") to be entered into between the City and the New Jersey Environmental Infrastructure Trust ("Trust") and that certain Loan Agreement ("Fund Loan Agreement"; together with the Trust Loan Agreement, the "Loan Agreements") to be entered into between the City and the State of New Jersey, acting by and through the New Jersey Department of Environmental Protection ("State"), all pursuant to the 2016 New Jersey Environmental Infrastructure Trust Financing Program ("Program"); and

**WHEREAS**, the City has determined to use the proceeds of a loan to be made by each of the Trust ("Trust Loan") and the State ("Fund Loan"; together with the Trust Loan, the "Loans") pursuant to the Trust Loan Agreement and the Fund Loan Agreement, respectively, to permanently finance the 2016 Project; and

**WHEREAS**, to evidence the Loans, each of the Trust and the State require the City to authorize, execute and deliver its General Obligation Bonds, Series 2016C ("2016C Bonds") to the Trust, and its General Obligation Bonds, Series 2016D ("2016D Bonds") to the State, pursuant to the terms of applicable law and pursuant to the terms of the Loan Agreements, all as more

particularly described in Exhibit "A" attached hereto; and

**WHEREAS**, pursuant to the Local Bond Law, constituting Chapter 169 of the Laws of 1960 of the State of New Jersey, as amended and supplemented ("Local Bond Law"), the Mayor and Common Council of the City have, pursuant to Bond Ordinance No. 8-2013, duly and finally adopted and published in accordance with the requirements of the Local Bond Law ("Bond Ordinance"), authorized the issuance of general obligation bonds or bond anticipation notes of the City to finance the costs of the 2016 Project; and

**WHEREAS**, the Trust and the State have expressed their desire to close in escrow the making of the Loans, the issuance of the 2016C Bonds and the 2016D Bonds (collectively, the "2016 Bonds") and the execution and delivery of the Loan Agreements, all pursuant to the terms of an Escrow Agreement ("Escrow Agreement") to be entered into between the Trust, the State, the Escrow Agent and the City; and

**WHEREAS**, to effectuate the financing plan described in the above mentioned paragraphs, it is necessary for the City to adopt this resolution and to authorize and approve the issuance and sale of the 2016 Bonds in a principal amount up to \$588,596; and

**WHEREAS**, *N.J.S.A.* 40A:2-27(a)(2) allows for the sale of the 2016C Bonds and the 2016D Bonds, to the Trust and the State, respectively, without any public offering, and *N.J.S.A.* 58:11B-9(a) allows for the sale of the 2016 Bonds to the Trust, without any public offering, all under the terms and conditions set forth herein.

**NOW, THEREFORE, BE IT RESOLVED BY THE MAYOR AND COMMON COUNCIL OF THE CITY OF GLOUCESTER CITY, COUNTY OF CAMDEN, NEW JERSEY, PURSUANT TO THE LOCAL BOND LAW (NOT LESS THAN TWO-THIRDS OF ALL THE MEMBERS THEREOF AFFIRMATIVELY CONCURRING), AS FOLLOWS:**

**Section 1.** The City authorizes and approves the issuance of the 2016 Bonds in two (2) series in a total principal amount of up to \$588,596 to be designated, "City of Gloucester City, County of Camden, New Jersey, General Obligation Bonds, Series 2016C" and "City of Gloucester City, County of Camden, New Jersey, General Obligation Bonds, Series 2016D", respectively. The 2016 Bonds will be used to pay the costs of the 2016 Project. In accordance with *N.J.S.A.* 40A:2-27(a)(2) and *N.J.S.A.* 58:11B-9(a), the City hereby sells and awards the 2016C Bonds and the 2016D Bonds to the Trust and to the State in accordance with the provisions hereof.

**Section 2.** The Chief Financial Officer is hereby authorized to determine in accordance with the Local Bond Law and pursuant to the terms and conditions established by the Trust and the State under the Loan Agreements and the terms and conditions hereof, the following items with respect to the 2016C Bonds and the 2016D Bonds:

- (a) The aggregate principal amount of the 2016C Bonds and the 2016D Bonds to be issued;
- (b) The maturity and annual principal installments of the 2016C Bonds and the 2016D Bonds, which maturity shall not exceed thirty (30) years;
- (c) The date of the 2016 Bonds;

- (d) The interest rates of the 2016 Bonds;
- (e) The purchase price for the 2016 Bonds; and
- (f) The terms and conditions under which the 2016 Bonds shall be subject to redemption prior to their stated maturities.

Any determination made by the Chief Financial Officer pursuant to the terms hereof shall be conclusively evidenced by the execution and attestation of the 2016 Bonds by the parties authorized under Section 3 hereof.

**Section 3.** The 2016 Bonds shall be in the form prescribed and permitted by the Local Bond Law, as Bond Counsel may advise, and as the City, the Trust and the State shall approve. The 2016 Bonds shall be issued in fully registered form and shall be payable to the registered owners thereof as to principal and interest in lawful money of the United States of America. The 2016 Bonds will be executed on behalf of the City by the manual signatures or facsimile signatures of the Mayor and Chief Financial Officer, attested by the Municipal Clerk (such execution shall constitute conclusive approval by the City of the form of the 2016 Bonds), and shall bear the affixed, imprinted or reproduced seal of the City thereon. The 2016C Bonds and the 2016D Bonds shall be substantially in the form set forth in the Trust Loan Agreement and the Fund Loan Agreement, respectively.

**Section 4.** The terms of the 2016 Bonds authorized to be set forth by the Chief Financial Officer in accordance with Section 2 hereof shall be ratified by the affirmative vote of 2/3 of the full members of the Common Council.

**Section 5.** The full faith and credit of the City are irrevocably pledged to the punctual payment of the principal of and interest on the 2016 Bonds and, to the extent payment is not otherwise provided, the City shall be obligated to levy *ad valorem* taxes upon all taxable real property within the City without limitation as to rate or amount for the payment thereof.

**Section 6.** Each of the Trust Loan Agreement, Fund Loan Agreement and the Escrow Agreement are hereby authorized to be executed and delivered on behalf of the City by the Mayor or Chief Financial Officer in substantially the forms on file in the offices of the City, with such changes as the Mayor or Chief Financial Officer in their respective sole discretion, after consultation with counsel and any advisors to the City and after further consultation with the Trust and the State and their representatives, agents, counsel and advisors, shall determine, such determination to be conclusively evidenced by the execution of each of such Trust Loan Agreement, Fund Loan Agreement and Escrow Agreement by an authorized officer as determined hereunder. The Municipal Clerk and Deputy Municipal Clerk are each hereby severally authorized to attest to the execution of the Trust Loan Agreement, Fund Loan Agreement and Escrow Agreement by an authorized officer of the City as determined hereunder and to affix the corporate seal of the City to such documents.

**Section 7.** All actions heretofore taken and documents prepared or executed by or on behalf of the City by the Mayor, Chief Financial Officer, Municipal Clerk, other City officials or by the City's professional advisors, in connection with the issuance and sale of the 2016 Bonds or the 2016 Project are hereby ratified, confirmed, approved and adopted.

**Section 8.** The Mayor, Chief Financial Officer and Municipal Clerk are each hereby authorized to determine all matters and execute all documents and instruments in connection with the 2016 Bonds or the 2016 Project not determined or otherwise directed to be executed by the Local Bond Law, the Bond Ordinances, or by this or any subsequent resolution, and the signature of the Mayor, Chief Financial Officer or Municipal Clerk on such documents or instruments shall be conclusive as to such determinations.


**Section 9.** All other resolutions, or parts thereof, inconsistent herewith are hereby rescinded and repealed to the extent of any such inconsistency.

**Section 10.** This resolution shall take effect immediately upon adoption this 18<sup>th</sup> day of February, 2016.

Recorded Vote

<u>AYE</u>	<u>NO</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Baus			
Hutchinson			
Johnson			
Keating			
Parry			
Spencer			
Mayor James			

The foregoing is a true copy of a resolution adopted by the Mayor and Common Council on February 18, 2016.



KATHLEEN M. JENTSCH, City Clerk

[SEAL]

**Exhibit "A"**

**SERIES C & D BONDS – Clean Water Project**

<b>Ordinance</b>	<b>Bonds or Notes Authorized</b>	<b>Bonds Outstanding</b>	<b>Bonds to be Issued</b>
8-2013	\$2,157,517	\$1,335,218*	\$588,596

\*Issued to through the 2014 NJEIT Financing Program.