

CITY OF GLOUCESTER CITY, NEW JERSEY

RESOLUTION NO. 284 2017

**RESOLUTION OF THE MAYOR AND COMMON COUNCIL
OF THE CITY OF GLOUCESTER CITY, COUNTY OF
CAMDEN, NEW JERSEY CONFIRMING THE DETAILS OF
THE SALE OF THE CITY'S GENERAL OBLIGATION
BONDS, SERIES 2017C AND GENERAL OBLIGATION
BONDS, SERIES 2017D TO THE NEW JERSEY
ENVIRONMENTAL INFRASTRUCTURE TRUST AND THE
STATE OF NEW JERSEY, ACTING BY AND THROUGH
THE NEW JERSEY DEPARTMENT OF ENVIRONMENTAL
PROTECTION PURSUANT TO THE 2017 NEW JERSEY
ENVIRONMENTAL INFRASTRUCTURE TRUST
FINANCING PROGRAM**

BACKGROUND

WHEREAS, the City of Gloucester City, County of Camden, New Jersey ("City") has determined there exists a need for the removal and/or replacement of sanitary sewer mains and related appurtenances at Freedom Pier (collectively, the "2017 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 2017 New Jersey Environmental Infrastructure Trust Financing Program; and

WHEREAS, the City has determined to finance the acquisition, construction, renovation and installation of the 2017 Project with 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; 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 2017C ("2017C Bonds"), and its General Obligation Bonds, Series 2017D ("2017D Bonds", together with the 2017C Bonds, the "2017 Bonds"), pursuant to the terms of applicable law and pursuant to the terms of the Loan Agreements; and

WHEREAS, pursuant to the Local Bond Law, constituting Chapter 169 of the Laws of the State of New Jersey, the Mayor and Common Council of the City have, pursuant to Bond Ordinance No. 11-2016, 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 2017 Project; and

WHEREAS, pursuant to a resolution adopted by the Mayor and Common Council on August 24, 2017 ("Authorizing Resolution"), the City authorized and approved the issuance and sale of up to \$210,000 of the 2017 Bonds of the City, consisting of the City's 2017C Bonds and 2017D Bonds, to finance the costs of the 2017 Project; and

WHEREAS, *N.J.S.A.* 40A:2-27(a)(2), allows for the sale of the 2017C Bonds and the 2017D 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 2017D Bonds to the Trust, without any public offering, all under the terms and conditions set forth herein; and

WHEREAS, the Trust has sold its bonds to fund the Trust Loan, thereby enabling the City to confirm the exact aggregate principal amount of and debt service schedule for each series of the 2017 Bonds.

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 sale of the 2017C Bonds to the Trust and the 2017D Bonds to the State is hereby authorized, approved, ratified and confirmed. The 2017C Bonds shall be released from escrow in accordance with the terms of the escrow agreement between the Trust, the State, the escrow agent and the City ("Escrow Agreement") and thereby issued in accordance with the principal amount, interest rates and maturity schedule set forth on Schedule "A" attached hereto and made a part hereof. The 2017D Bonds shall be released from escrow in accordance with the terms of the Escrow Agreement and thereby issued in accordance with the principal amount and maturity schedule set forth on Schedule "B" attached hereto and made a part hereof.

Section 2. All actions heretofore taken and documents prepared or executed by or on behalf of the City by the Mayor, Chief Financial Officer, Clerk, other City officials or by the City's professional advisors, in connection with the issuance and sale of the 2017 Bonds or the 2017 Project are hereby ratified, confirmed, approved and adopted.

Section 3. The Mayor, Chief Financial Officer or Clerk are each hereby authorized to determine all matters and execute all documents and instruments in connection with the 2017 Bonds or the 2017 Project not determined or otherwise directed to be executed by the Local Bond Law, the Bond Ordinance, or by this or any subsequent resolution, and the signature of the Mayor, Chief Financial Officer or Clerk on such documents or instruments shall be conclusive as to such determinations.

Section 4. All resolutions, or parts thereof, inconsistent herewith or with the Authorizing Resolution, are hereby rescinded and repealed to the extent of any such inconsistency.

Section 5. This resolution shall take effect immediately upon adoption this 13th day of November, 2017.

Recorded Vote

AYE
Bays
Hutchinson
Johnson
Parry
Spencer

NO

ABSTAIN

ABSENT
Keating
Mayor James

The foregoing is a true copy of a resolution adopted by the Mayor and Common Council on November 13, 2017.


KATHLEEN M. JENTSCH, City Clerk

[SEAL]

Schedule "A"

Description of 2017C Bonds

Schedule "B"

Description of 2017D Bonds

TRUST LOAN AGREEMENT SCHEDULE A-2

New Jersey Environmental Infrastructure Trust - Series 2017A-2 Gloucester City, City of - CW

Borrower	Date	Principal	Coupon	Interest	Total Debt Service	DEP Fee	NJEIT Fee	Annual Debt Service and Fees
11/21/2017	11/21/2017							
8/1/2018	9/1/2018			1,638.19	1,638.19	1,825.00	67.50	3,530.69
2/1/2019	3/1/2019			1,053.13	1,053.13		67.50	
8/1/2019	9/1/2019	5,000.00	5.000%	1,053.13	6,053.13		67.50	7,241.26
2/1/2020	3/1/2020			928.13	928.13		67.50	
8/1/2020	9/1/2020	5,000.00	5.000%	928.13	5,928.13		67.50	6,991.26
2/1/2021	3/1/2021			803.13	803.13		67.50	
8/1/2021	9/1/2021	5,000.00	5.000%	803.13	5,803.13		67.50	6,741.26
2/1/2022	3/1/2022			678.13	678.13		67.50	
8/1/2022	9/1/2022	5,000.00	5.000%	678.13	5,678.13		67.50	6,491.26
2/1/2023	3/1/2023			553.13	553.13		67.50	
8/1/2023	9/1/2023	5,000.00	5.000%	553.13	5,553.13		67.50	6,241.26
2/1/2024	3/1/2024			428.13	428.13		67.50	
8/1/2024	9/1/2024	5,000.00	5.000%	428.13	5,428.13		67.50	5,991.26
2/1/2025	3/1/2025			303.13	303.13		67.50	
8/1/2025	9/1/2025	5,000.00	5.000%	303.13	5,303.13		67.50	5,741.26
2/1/2026	3/1/2026			178.13	178.13		67.50	
8/1/2026	9/1/2026	5,000.00	5.000%	178.13	5,178.13		67.50	5,491.26
2/1/2027	3/1/2027			53.13	53.13		67.50	
8/1/2027	9/1/2027	5,000.00	2.125%	53.13	5,053.13		67.50	5,241.26

Dated Date: 11/21/2017 45,000.00 11,594.53 56,594.53 1,825.00 1,282.50 59,702.03

FUND LOAN AGREEMENT

**After Trust Loan Closing and Principal Forgiveness
New Jersey Environmental Infrastructure Trust - Series 2017A-2
Gloucester, City of - CW**

Borrower Payment Date	Semiannual Principal	Annual Principal
11/21/2017		
8/1/2018	9,439.58	9,439.58
2/1/2019	4,719.79	
8/1/2019	9,439.58	14,159.37
2/1/2020	4,719.79	
8/1/2020	9,439.58	14,159.37
2/1/2021	4,719.79	
8/1/2021	9,439.58	14,159.37
2/1/2022	4,719.79	
8/1/2022	9,439.58	14,159.37
2/1/2023	4,719.79	
8/1/2023	9,439.58	14,159.37
2/1/2024	4,719.79	
8/1/2024	9,439.58	14,159.37
2/1/2025	4,719.79	
8/1/2025	9,439.58	14,159.37
2/1/2026	4,719.79	
8/1/2026	9,439.58	14,159.37
2/1/2027	4,719.79	
8/1/2027	9,439.67	14,159.46
	136,874.00	136,874.00

*Assumes Principal Forgiveness of \$0

McCARTER & ENGLISH, LLP

MEMORANDUM

TO: BORROWER BOND COUNSEL

FROM: Sean Duane, Esq.
Deborah Mikolite, Legal Assistant

DATE: November 10, 2017

RE: New Jersey Environmental Infrastructure Financing Program
SFY2018 Fall Pool
Loans without principal forgiveness

As you know, the Trust will issue its "Environmental Infrastructure Bonds, Series 2017A-2 (Green Bonds)", on Tuesday, November 21, 2017. It is necessary to address the remaining conditions precedent to the release of the Borrower loan documents from escrow. Please send to our attention, **no later than Wednesday, November 15**, the following items for your Borrower (*if you have already provided one or more of these items, please so indicate in your cover letter*):

1. Two (2) fully executed legal opinions **dated November 21, 2017** from Borrower's bond counsel and general counsel for each of the Trust Loan and Fund Loan.
2. Revised pages to Borrower's Trust Loan Bond and Fund Loan Bond, indicating final loan amounts.
3. Confirmatory Resolution or Award Certificate, with respect to the Trust Loan Bond and Fund Loan Bond: Please fax or email Borrower's adopted confirmatory resolution or executed award certificate to us immediately after its adoption or execution. **Prior to November 21**, forward a certified copy of the confirmatory resolution or executed original of the award certificate.
4. Schedule A (description of expenditures being reimbursed) to Certificate Regarding Reimbursements: Applicable to Borrowers that have provided a Certificate Regarding Reimbursements. For "hard" construction costs included on Schedule A, each cost must be itemized with description, date of expenditure and exact amount. Hard costs involve actual physical construction of the project, including labor and materials used. For "soft" costs included on Schedule A, a brief description with aggregate amount is sufficient; for example, "Engineering, design, financing, permit, legal, [etc.], expenditures: \$___." If you have questions on this item, please contact Gary Duescher of our office (973-639-7912), as soon as possible.

Accompanying this distribution are schedules that will be appended, respectively, as Exhibit A-2 to the Trust Loan Agreement and the Fund Loan Agreement, for your Borrower. These schedules provide the information you need to complete Borrower's Trust Loan Bond and Fund Loan Bond, as well as the confirmatory resolution or award certificate.

If we can be of further assistance, do not hesitate to contact us.

Gloucester City S340958-07

Bond Counsel Trust Opinion & State Opinion dated 11/21/17 – Please provide an executed original of each opinion.

General Counsel Trust Opinion & State Opinion dated 11/21/17 – Executed originals were provided at Escrow Closing. Nothing further needed.

Trust Bond – Insert principal amount on p. 1, and please email pp. 1-2, which we will print on green safety paper.

State Bond – Insert principal amount on p. 1, and email the page, which we will print on green safety paper.

Confirmatory Resolution – Please see Item 3 above.

Item 4 above – Certificate Regarding Reimbursements was provided at Escrow Closing. Schedule A thereto dated 9/19/17 was also provided at that time. Please advise whether it needs updating. If so, please email updated Schedule A.