

RESOLUTION 2022-190

COLTS NECK TOWNSHIP

RESOLUTION PROVIDING FOR THE COMBINATION OF CERTAIN ISSUES OF NOT TO EXCEED \$4,072,077 GENERAL OBLIGATION BONDS OF COLTS NECK TOWNSHIP, IN THE COUNTY OF MONMOUTH, STATE OF NEW JERSEY, DETERMINING THE FORM AND OTHER DETAILS OF SUCH BONDS AND PROVIDING FOR THE SALE OF SUCH BONDS TO THE MONMOUTH COUNTY IMPROVEMENT AUTHORITY PURSUANT TO THE GOVERNMENTAL POOLED LOAN PROGRAM

WHEREAS, Colts Neck Township (the "Township"), in the County of Monmouth, State of New Jersey, has determined that there exists a need within the Township to permanently finance the costs of various capital improvements throughout the Township (the "Project"); and

WHEREAS, the Township Committee has duly adopted various bond ordinances (the "Ordinances") to appropriate moneys and authorize the issuance of bonds or bond anticipation notes to undertake the Project; and

WHEREAS, the Township has determined to finance the Project with the proceeds of a loan (the "Loan") to be made to the Township by the Monmouth County Improvement Authority (the "MCIA") in connection with the Governmental Pooled Loan Program (the "Program"); and

WHEREAS, in order for the Township to receive the Loan from the MCIA, it is necessary to combine the bonds authorized under said Ordinances into one consolidated issue of general obligation bonds in the aggregate principal amount of not to exceed \$4,072,077 (the "Bonds"), pursuant to the provisions of the Local Bond Law, N.J.S.A. 40A:2-1 et seq., as amended and supplemented (the "Local Bond Law"); and

WHEREAS, to evidence the Loan, the MCIA also requires the Township to authorize, execute, attest and deliver the Township's not to exceed \$4,072,077 General Obligation Bonds in accordance with the provisions hereof and pursuant to the terms of the Local Bond Law and other applicable law; and

WHEREAS, section 27(a)(2) of the Local Bond Law allows for the sale of the Bonds to the MCIA without any public offering, all under the terms and conditions set forth herein and in a Bond Purchase Agreement by and between the Township and the MCIA to be dated as of the date of the sale of such Bonds.

NOW THEREFORE, BE IT RESOLVED BY A TWO-THIRDS VOTE OF THE FULL MEMBERSHIP OF THE TOWNSHIP COMMITTEE OF COLTS NECK TOWNSHIP, IN THE COUNTY OF MONMOUTH, STATE OF NEW JERSEY, as follows:

Section 1. Pursuant to the provisions of N.J.S.A. 40A:2-26(f), the bonds of the Township, authorized pursuant to the bond ordinances of the Township heretofore adopted and described in Section 2 hereof, shall be combined into a single issue of General Obligation Bonds in the aggregate principal amount of not to exceed \$4,072,077, to be issued in one or more separate series aggregating said amount.

Section 2. The principal amount of bonds authorized by each ordinance to be combined into a single issue as above provided, the bond ordinances authorizing the Bonds described by reference to the ordinance number, description and date of final adoption, amount of issue and average period of usefulness determined in each of the bond ordinances are respectively as follows:

<u>Ordinance Number</u>	<u>Description and Date of Final Adoption</u>	<u>Not To Exceed Amount of Issue</u>	<u>Useful Life</u>
2018-08, amended by 2019-10	Various 2018 Capital Improvements, Finally Adopted 5/9/2018; Ordinance Amending Bond Ordinance 2018-08, Finally Adopted on 5/29/2019	\$142,857	20.09 years
2021-12	Various 2021 Capital Improvements, Finally Adopted 5/12/2021	\$1,098,050	9.87 years
2022-07	Various 2022 Capital Improvements, Finally Adopted 5/11/2022	\$2,831,170	13.31 years
TOTAL NOT TO EXCEED BONDS		\$4,072,077	

Section 3. The following matters are hereby determined with respect to the combined issue of Bonds:

(a) The average period of usefulness, computed on the basis of the respective amounts of Bonds presently authorized to be issued pursuant to each of the bond ordinances and the respective periods of usefulness therein determined, is 12.62 years.

(b) The Bonds of the combined issue shall be designated "General Obligation Bonds" (or such other designation if such Bonds are issued in one or more separate series) and shall mature within the average period of usefulness hereinabove determined.

(c) The Bonds of the combined issue shall be sold and issued in accordance with the provisions of the Local Bond Law that are applicable to the sale and issuance of bonds authorized by a single bond ordinance and accordingly may be sold with other issues of bonds.

Section 4. The following additional matters are hereby determined, declared, recited and stated:

(a) None of the Bonds described in Section 2 hereof have been sold or issued heretofore, and the several bond ordinances described in Section 2 have not been rescinded heretofore and now remain in full force and effect as authorizations for the respective amounts of bonds set opposite the descriptions of the bond ordinances set forth in Section 2 hereof.

(b) The several purposes or improvements authorized by the respective bond ordinances described in Section 2 hereof are purposes for which bonds may be issued lawfully pursuant to the Local Bond Law and some of such improvements or purposes, if applicable and permitted by law, a deduction may be taken in any annual or supplemental debt statement.

Section 5. In accordance with the provisions of N.J.S.A. 40A:2-27(a)(2), the Township hereby sells and awards the Bonds to the MCIA in accordance with the provisions hereof and in accordance with the terms of a Bond Purchase Agreement by and between the Township and the MCIA (the "Bond Purchase Agreement"). The Mayor of the Township (the "Mayor") or the Chief Financial Officer of the Township (the "Chief Financial Officer") are each hereby authorized and directed on behalf of the Township, in consultation with Bond Counsel (as hereinafter defined), to negotiate the terms of such Bond Purchase Agreement, to be dated the date of sale of the Bonds, to approve the terms of aforesaid Bond Purchase Agreement and to execute and deliver said Bond Purchase Agreement to the MCIA. The Bonds have been referred to and described in the Ordinances being finally adopted at duly called and held meetings of the Township Committee and published as required by law and which Ordinances were combined for purposes of sale pursuant to this resolution, all pursuant to terms of the Local Bond Law and other applicable law.

Section 6. The Chief Financial Officer of the Township is hereby authorized and directed to determine, in accordance with the Local Bond Law and pursuant to the terms and conditions established by the MCIA and the terms and conditions hereof and set forth in the Bond Purchase Agreement, the following items with respect to the Bonds, except those terms and conditions which are set forth in the Bond Purchase Agreement:

- (a) The aggregate principal amount of the Bonds to be issued, provided that the total amount of Bonds issued shall not exceed the aggregate principal amount of \$4,072,077 (which may be issued in one or more separate series aggregating said amount);

- (b) The maturity and principal installments of the Bonds, which maturity shall not exceed 12.62 years;
- (c) The date of the Bonds;
- (d) The interest rates of the Bonds;
- (e) The purchase price of the Bonds; and
- (f) The terms and conditions under which the Bonds shall be subject to redemption prior to their stated maturities.

Section 7. Any determination made by the Chief Financial Officer pursuant to the terms hereof shall be conclusively evidenced by the execution and attestation of the Bonds by the parties authorized under Section 8(c) hereof.

Section 8. The Township Committee hereby determines that certain terms of the Bonds shall be as follows:

- (a) The Bonds shall be issued in a single denomination and shall be numbered GO-1 (or such other designation if such Bonds are issued in one or more separate series);
- (b) The Bonds shall be issued in fully registered form and shall be payable to the registered owners thereof as to both principal and interest in lawful money of the United States of America; and
- (c) The Bonds shall be executed by the manual or facsimile signatures of the Mayor of the Township and the Chief Financial Officer under official seal or facsimile thereof affixed, printed, engraved or reproduced thereon and attested by the manual signature of the Clerk of the Township (the "Township Clerk").

Section 9. The Bonds shall be in the form set forth in Exhibit A attached hereto with such additions, deletions and omissions as may be necessary for the Township to comply with the requirements of the Program, upon the advice of Bond Counsel to the Township (as defined herein).

Section 10. The law firm of Archer & Greiner P.C., Red Bank, New Jersey, Bond Counsel to the Township ("Bond Counsel"), the Township Municipal Advisor, the Township Attorney and the Township Auditor are each hereby authorized and directed to perform all actions necessary to consummate the issuance of the Bonds and the Project for which the Bonds are issued, including but not limited to, drafting and arranging for the printing and execution of the Bonds and all applicable documentation necessary to memorialize and consummate the issuance of the Bonds and the undertaking of the Project, preparing all necessary financial information and conducting all necessary studies,

searches and analysis in connection with the issuance of the Bonds and the undertaking of the Project. The Mayor, the Chief Financial Officer, the Township Clerk, the Township Attorney and any other Township representative (including Bond Counsel, the Township Municipal Advisor or the Township Auditor) are each hereby authorized and directed to execute and deliver any certificates necessary or desirable in connection with the financial and other information.

Section 11. The Mayor, the Chief Financial Officer, the Township Clerk and any other Township representative, are each hereby authorized and directed to (i) execute any certificates or documents necessary or desirable in connection with the sale of the Bonds, including the Bond Purchase Agreement, or the undertaking of the Project and each are hereby further authorized and directed to deliver same to the MCIA upon delivery of the Bonds and the receipt of payment therefor or in accordance with the Program and (ii) perform such other actions as they deem necessary, desirable or convenient, in consultation with Bond Counsel, in relation to the execution and delivery thereof.

Section 12. Upon the adoption hereof, the Township Clerk shall forward certified copies of this resolution: via email, to (i) John Dralkiwicz, Bond Counsel to the MCIA at JDraikiwicz@gibbonslaw.com, and (ii) John M. Cantalupo, Esq., of Archer & Greiner P.C., Red Bank, New Jersey, Bond Counsel to the Township, at jcantalupo@archerlaw.com.

Section 13. This resolution shall take effect immediately.

EXHIBIT A

**UNITED STATES OF AMERICA
COLTS NECK TOWNSHIP
IN THE COUNTY OF MONMOUTH
STATE OF NEW JERSEY**

NUMBER GO-_____

DATE OF ORIGINAL ISSUE: _____, 202__

REGISTERED OWNER: Monmouth County Improvement Authority

PRINCIPAL SUM: _____ Dollars
(\$ _____)

COLTS NECK TOWNSHIP, IN THE COUNTY OF MONMOUTH, a body politic and corporate of the State of New Jersey (the "Township"), hereby acknowledges itself indebted and for value received promises to pay to the order of the Monmouth County Improvement Authority (the "Authority"), c/o U.S. Bank National Association, (the "Trustee"), Account Number _____, the Principal Sum specified above payable in the amounts and on the dates specified and set forth on Schedule A attached hereto and by this reference made a part hereof, and to pay interest on such sum from the Date of Original Issue of this Bond until payment in full at the interest rates per annum and in the amounts and dates specified and set forth on Schedule A attached hereto and by this reference made a part hereof. Interest is payable to the Authority at the corporate trust office of the Trustee five Business Days prior to each _____ and _____, commencing _____, 202__, in an amount equal to the interest accruing to each such _____ and _____. This Bond as to principal will be payable five Business Days prior to the due date therefor at the corporate trust office of the Trustee. Upon the occurrence of an event of default by the Authority under the bond resolution adopted by the Authority on _____, 2022 (as the same may be supplemented and amended, the "Resolution")

which event of default is directly attributable to a default hereunder or to a default by the Township under its Bond Purchase Agreement with the Authority relating to the Authority's purchase of this Bond, or in the event of default in any payments of principal of or interest on this Bond, the Trustee may by notice to the Chief Financial Officer of the Township at 3 Veterans Way, Colts Neck, New Jersey 07722, accelerate the principal amount of this Bond all as provided in the Resolution. Amounts not paid when due hereunder shall bear interest at the Late Payment Rate until paid. This Bond shall be prepayable as set forth in Section 1303 of the Resolution.

Both principal of and interest on this Bond is payable in lawful money of the United States of America and in immediately available funds.

As used herein, "Business Day" shall mean any day that is not a Saturday, a Sunday or a legal holiday in the State of New Jersey or the State of New York or a day on which the Trustee is legally authorized to close. "Late Payment Rate" shall mean a rate per annum equal to the lower of (i) the greater of (a) three percent above the interest rate that JPMorgan Chase publicly announces from time to time as its prime lending rate, such interest rate to change on the effective date of each announced change in such rate, and (b) the rate then payable on this bond, and (ii) the maximum interest rate allowed by law.

This Bond is one of an authorized issue of bonds and is issued pursuant to the Local Bond Law, N.J.S.A. 40A:2-1 et seq., as amended and supplemented (the "Local Bond Law"), and is one of the General Obligation Bonds referred to in and issued pursuant to a resolution duly adopted by the Township Committee on December 7, 2022 entitled, "RESOLUTION PROVIDING FOR THE COMBINATION OF CERTAIN ISSUES OF

NOT TO EXCEED \$4,072,077 GENERAL OBLIGATION BONDS OF COLTS NECK TOWNSHIP, IN THE COUNTY OF MONMOUTH, STATE OF NEW JERSEY, DETERMINING THE FORM AND OTHER DETAILS OF SUCH BONDS AND PROVIDING FOR THE SALE OF SUCH BONDS TO THE MONMOUTH COUNTY IMPROVEMENT AUTHORITY PURSUANT TO THE GOVERNMENTAL POOLED LOAN PROGRAM" and the various bond ordinances referred to therein, all finally adopted, approved and published as required by law.

The full faith and credit of the Township are hereby irrevocably pledged for the punctual payment of the principal of and the interest on, and all other amounts due under, this Bond according to its terms.

It is hereby certified and recited that all conditions, acts and things required by the Constitution or the statutes of the State of New Jersey to exist, to have happened or to have been performed precedent to or in the issuance of this Bond exist, have happened and have been performed and that this Bond, together with all other indebtedness of the Township, is within every debt and other limit prescribed by such Constitution or statutes.

The Township agrees to pay (i) all costs and expenses, including legal fees, in connection with the administration and enforcement of this Bond, and (ii) its share of the amounts payable pursuant to Section [9(vi)(C)] of the Bond Purchase Agreement between the Township and the Authority.

IN WITNESS WHEREOF, Colts Neck Township, in the County of Monmouth, State of New Jersey has caused this Bond to be executed in its name by the manual or facsimile signatures of its Mayor and its Chief Financial Officer, its corporate seal to be hereunto imprinted or affixed, this Bond and the seal to be attested to by the manual signature of the its Clerk, and this Bond to be dated the Date of Original Issue as specified above.

I, Trina Lindsey, do hereby certify the foregoing to be a true and accurate copy of the Resolution passed by the Township Committee of Colts Neck Township during a regular meeting held on the 7th day of December, 2022




 Trina Lindsey, Municipal Clerk

RECORD OF VOTE					
	M S	Yes	No	NV	Ab
Mayor Bartolomeo		X			
Deputy Mayor Fitzpatrick		X			
Torchia Buss		X			
Rizzuto	S	X			
Viola	M	X			
M - Moved S - Seconded X - indicates vote NV - Not Voting Ab - Absent					

COLTS NECK TOWNSHIP,
IN THE COUNTY OF MONMOUTH,
STATE OF NEW JERSEY

ATTEST:

(SEAL)



TRINA LINDSEY, RMC
Clerk



J.P. BARTOLOMEO,
Mayor



JOHN D. ANTONIDES,
Chief Financial Officer