

**BOROUGH OF RED BANK**

**COUNTY OF MONMOUTH**

**RESOLUTION NO. 09-218**

**A RESOLUTION APPROVING THE FORM AND AUTHORIZING THE EXECUTION  
AND DELIVERY OF A LETTER OF REPRESENTATION AND A CONTINUING  
DISCLOSURE AGREEMENT IN CONNECTION WITH THE ISSUANCE AND DELIVERY  
OF THE MONMOUTH COUNTY IMPROVEMENT AUTHORITY'S CAPITAL EQUIPMENT  
POOLED LEASE REVENUE BONDS, SERIES 2009 AND AUTHORIZING AN  
AUTHORIZED MUNICIPAL REPRESENTATIVE TO DO ALL OTHER THINGS  
DEEMED NECESSARY OR ADVISABLE IN CONNECTION WITH THE ISSUANCE,  
SALE AND DELIVERY OF SUCH BONDS**

Mr. Murphy offered the following resolution and moved its adoption:

**WHEREAS**, the Borough of Red Bank, New Jersey (the "Municipality") desires to lease and permanently finance the cost of acquisition of certain capital equipment (the "Equipment") from The Monmouth County Improvement Authority (the "Authority"); and

**WHEREAS**, the Authority will provide for the financing of the cost of the acquisition of the Equipment by the issuance of its Capital Equipment Lease Revenue Bonds, Series 2009 (Red Bank Project) (the "Bonds") payable from rentals by the Municipality pursuant to a Lease and Agreement by and between the Municipality and the Authority (the "Lease"); and

**WHEREAS**, in order to induce the Authority to issue and deliver the Bonds and its Capital Equipment Pooled Lease Revenue Bonds, Series 2009, there has been prepared and submitted to the Municipality a Letter of Representation in the form attached hereto as Exhibit A; and

**WHEREAS**, there has been prepared and submitted to the Municipality a Continuing Disclosure Agreement in the form appended hereto as Exhibit B for execution by the Municipality if the Authority shall determine that the Municipality is or will be an "obligated person" with respect to the Authority's Capital Equipment Lease Revenue Bonds, Series 2009 within the meaning of Rule 15c2-12 of the United States Securities and Exchange Commission (an "Obligated Person");

**NOW, THEREFORE, BE IT RESOLVED** by the Borough of Red Bank, as follows:

**Section 1.** That the Letter of Representation, in the form presented to this meeting, be and the same is hereby approved, and any Authorized Municipal Representative (as that term is defined in the Lease) is hereby authorized to, and one of such officers shall execute the Letter of Representation, with such additions, deletions or modifications as such officer shall approve, and to deliver the same to the addressees designated on such Letter of Representation, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 2.** That the Continuing Disclosure Agreement, in the form presented to this meeting, be and the same is hereby approved, and any Authorized Municipal Representative is hereby authorized to, and one of such officers shall execute the Continuing Disclosure Agreement, with such additions, deletions or modifications as such officer shall approve, and to deliver the same upon the determination by the Authority that the Municipality is or will be an Obligated Person, such approval to be conclusively evidenced by the execution and delivery thereof.

**Section 3.** That any Authorized Municipal Representative is hereby authorized and directed to execute and deliver any and all documents and instruments and to do and cause to

be done any and all acts and things necessary or proper for carrying out the sale, issuance and delivery of the Bonds, the Authority's Capital Equipment Pooled Lease Revenue Bonds, Series 2009 and all related transactions contemplated by this resolution.

**Section 4.** All resolutions or proceedings, or parts thereof, in conflict with the provisions of this resolution are to the extent of such conflict hereby repealed.

**Section 5.** This resolution shall become effective immediately.

Seconded by Mr. DuPont and adopted on roll call by the following vote:

	Yes	No	Abstain	Absent
Ms. Lewis	( x )	( )	( )	( )
Mr. Zipprich	( x )	( )	( )	( )
Mr. DuPont	( x )	( )	( )	( )
Ms. Horgan	( x )	( )	( )	( )
Ms. Lee	( x )	( )	( )	( )
Mr. Murphy	( x )	( )	( )	( )

Dated: September 8, 2009