

**BOROUGH OF RED BANK
COUNTY OF MONMOUTH**

RESOLUTION NO. 22-248

**RESOLUTION DETERMINING THE FORM AND OTHER DETAILS OF NOT
EXCEEDING \$2,950,000 WATER AND SEWER UTILITY BONDS, SERIES 2022 OF THE
BOROUGH OF RED BANK, IN THE COUNTY OF MONMOUTH, STATE OF NEW
JERSEY, AND PROVIDING FOR THEIR SALE TO THE NEW JERSEY
INFRASTRUCTURE BANK AND THE STATE OF NEW JERSEY PURSUANT TO THE
STATE FISCAL YEAR 2023 NEW JERSEY WATER BANK ENVIRONMENTAL
INFRASTRUCTURE FINANCING PROGRAM**

WHEREAS, the Borough of Red Bank (the "Local Unit"), in the County of Monmouth, State of New Jersey, has determined that there exists a need within the Local Unit to finance or refinance the acquisition, construction, renovation or installation of the Project (the "Project") as defined in each of (i) that certain Loan Agreement (the "I-Bank Loan Agreement") to be entered into by and between the Local Unit and the New Jersey Infrastructure Bank (the "I-Bank") and (ii) that certain Loan Agreement (the "Fund Loan Agreement", and together with the I-Bank Loan Agreement, the "Loan Agreements") to be entered into by and between the Local Unit and the State of New Jersey, acting by and through the New Jersey Department of Environmental Protection (the "State"), all pursuant to the State Fiscal Year 2023 New Jersey Water Bank Environmental Infrastructure Financing Program (the "Program");

WHEREAS, the Local Unit has determined to finance or refinance the acquisition, construction, renovation or installation of the Project with the proceeds of a loan to be made by each of the I-Bank (the "I-Bank Loan") and the State (the "Fund Loan", and together with the I-Bank Loan, the "Loans") pursuant to the I-Bank Loan Agreement and the Fund Loan Agreement, respectively;

WHEREAS, to evidence and secure the Loans, each of the I-Bank and the State require the Local Unit to authorize, execute, attest and deliver the Local Unit's Water and Sewer Utility Bonds, Series 2022, to the I-Bank (the "I-Bank Loan Bond") and Water and Sewer Utility Bonds, Series 2022, to the State (the "Fund Loan Bond", and together with the I-Bank Loan Bond, the "Local Unit Bonds") in an aggregate principal amount not to exceed \$2,950,000, pursuant to the terms of the Local Bond Law of the State of New Jersey, constituting Chapter 2 of Title 40A of the Revised Statutes of the State of New Jersey (the "Local Bond Law"), other applicable law and the Loan Agreements; and

WHEREAS, Section 27(a)(2) of the Local Bond Law allows for the sale of the I-Bank Loan Bond and the Fund Loan Bond to the I-Bank and the State, respectively, without any public offering, and N.J.S.A. 58:11B-9(a) allows for the sale of the I-Bank Loan Bond to the I-Bank and the State, respectively, without any public offering, all pursuant to the terms and conditions set forth herein.

NOW, THEREFORE, BE IT RESOLVED by a 2/3 vote of the full membership of the governing body of the Local Unit as follows:

Section 1. In accordance with Section 27(a)(2) of the Local Bond Law and N.J.S.A. 58:11B-9(a), the Local Unit hereby authorizes the issuance, sale and award its I-Bank Loan Bond to the I-Bank and its Fund Loan Bond to the State, in a total aggregate principal amount not to exceed \$2,950,000, all in accordance with the provisions hereof. The obligations represented by the Local Unit Bonds have been appropriated and authorized by bond ordinance number 2018-34 of the Borrower finally adopted on November 18, 2018, entitled "BOND ORDINANCE PROVIDING FOR VARIOUS IMPROVEMENTS BY THE WATER/SEWER UTILITY OF THE BOROUGH OF RED BANK, IN THE COUNTY OF MONMOUTH, STATE OF NEW JERSEY; APPROPRIATING \$1,450,000 THEREFOR AND AUTHORIZING THE ISSUANCE OF \$1,450,000 BONDS OR NOTES TO FINANCE THE COST THEREOF", and bond ordinance number 2021-02 of the Borrower finally adopted on January 27, 2021, entitled "BOND ORDINANCE PROVIDING FOR VARIOUS IMPROVEMENTS BY THE WATER/SEWER UTILITY OF THE BOROUGH OF RED BANK, IN THE COUNTY OF MONMOUTH, STATE OF NEW JERSEY; APPROPRIATING \$1,757,000 THEREFOR AND AUTHORIZING THE ISSUANCE OF \$1,757,000 BONDS OR NOTES TO FINANCE THE COST THEREOF", at which time quorums were present and acted throughout, all pursuant to the terms of the Local Bond Law and other applicable law.

Section 2. The Acting Chief Financial Officer of the Local Unit (the "Acting Chief Financial Officer") is hereby authorized to determine, in accordance with the Local Bond Law and pursuant to the terms and provisions established by the I-Bank and the State pursuant to the Loan Agreements and the terms and provisions hereof, the following terms with respect to the I-Bank Loan Bond and the Fund Loan Bond:

- (a) The principal amounts of each of the I-Bank Loan Bond and the Fund Loan Bond to be issued, which total aggregate principal amount of the Local Unit Bonds to be issued shall not exceed \$2,950,000;

- (b) The maturity and annual principal installments of each of the Local Unit Bonds, which maturity shall not exceed twenty (20) years;
- (c) The date of each of the Local Unit Bonds;
- (d) The interest rates of each of the Local Unit Bonds;
- (e) The purchase price for each of the Local Unit Bonds; and
- (f) The terms and conditions under which the Local Unit Bonds shall be subject to redemption prior to their stated maturities.

Section 3. Any determination made by the Acting Chief Financial Officer pursuant to the terms hereof shall be conclusively evidenced by the execution and attestation of the Local Unit Bonds by the parties authorized pursuant to Section 4(c) hereof.

Section 4. The Local Unit hereby determines that certain terms of the Local Unit Bonds shall be as follows:

- (a) The I-Bank Loan Bond shall be issued in a single denomination and shall be numbered R-1. The Fund Loan Bond shall be issued in a single denomination and shall be numbered R-2;
- (b) The Local Unit 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 Local Unit Bonds shall be executed by the manual or facsimile signatures of the Mayor and the Acting Chief Financial Officer of the Local Unit under official seal or facsimile thereof affixed, imprinted or reproduced thereon and attested by the manual signature of the Local Unit Clerk.

Section 5. The I-Bank Loan Bond and the Fund Loan Bond shall be substantially in the form set forth in the I-Bank Loan Agreement and the Fund Loan Agreement, respectively.

Section 6. The law firm of Wilentz, Goldman & Spitzer, P.A. is hereby authorized to arrange for the printing of the Local Unit Bonds, which law firm may authorize McCarter & English, LLP, bond counsel to the I-Bank for the Program, to arrange for same. The Local Unit auditor is hereby authorized to prepare the financial information necessary in connection with the issuance of the Local Unit Bonds. The Mayor, the Acting Chief Financial Officer and the Local Unit Clerk are hereby authorized to execute any certificates necessary or desirable in connection with the issuance of the Local Unit Bonds and financial and other information related to the Local Unit.

Section 7. The terms of the Local Unit Bonds authorized to be set forth by the Acting Chief Financial Officer in accordance with Section 2 hereof shall be ratified by the affirmative vote of 2/3 of the full membership of the governing body of the Local Unit.

Section 8. The Mayor and the Acting Chief Financial Officer are hereby severally authorized to execute any certificates or documents necessary or desirable in connection with the issuance, sale and award of the Local Unit Bonds, and are further authorized to deliver same to the I-Bank and the State, respectively, upon delivery of the Local Unit Bonds and the receipt of payment therefor in accordance with the respective Loan Agreements.

Section 9. This resolution shall take effect immediately.

Section 10. Upon the adoption hereof, the Local Unit Clerk shall forward certified copies of this resolution to Wilentz, Goldman & Spitzer, P.A., bond counsel to the Local Unit, and Richard T. Nolan, Esq., McCarter & English, LLP, bond counsel to the I-Bank

| | MOVED | SECONDED | AYES | NAYS | ABSTAIN | ABSENT | <div>I hereby certify that the above Resolution was adopted by the Borough Council of the Borough of Red Bank, In the County of Monmouth at a Meeting held on October 12, 2022.</div> <div><i>Laura Reinertsen</i></div> <div>Laura Reinertsen, Borough Clerk</div> |
|-------------------------|-------|----------|------|------|---------|--------|---|
| Councilwoman Mirandi | | | x | | | | |
| Councilwoman Sturdivant | | | x | | | | |
| Councilwoman Triggiano | | | x | | | | |
| Councilman Ballard | | | x | | | | |
| Councilman Zipprich | x | | x | | | | |
| Councilwoman Horgan | | x | x | | | | |
| Mayor Menna | | | | | | | |
| ON CONSENT AGENDA | Yes | x | No | | | | |