

CITY COUNCIL**The City of Orange Township, New Jersey**DATE March 16, 2021NUMBER 155-2021

TITLE: A RESOLUTION OF THE CITY OF ORANGE TOWNSHIP, IN THE COUNTY OF ESSEX, STATE OF NEW JERSEY AUTHORIZING CITY OFFICIALS TO UNDERTAKE CERTAIN ACTIONS IN CONNECTION WITH THE ISSUANCE AND SALE OF \$5,000,000 BOND ANTICIPATION NOTES, SERIES 2021A (TAX-EXEMPT) AND \$6,800,000 SPECIAL EMERGENCY NOTES, SERIES 2021B (FEDERALLY TAXABLE)

WHEREAS, pursuant to, and in accordance with, the provisions of the Local Bond Law, Section 40A:2-1 *et seq.*, as amended and supplemented (the "Local Bond Law"), and Bond Ordinance Number 51-2019 duly adopted by the City Council of the City of Orange Township, in the County of Essex, State of New Jersey (the "City") on November 18, 2018 (the "Water Utility Bond Ordinance"), the City is seeking to authorize the sale and issuance of not to exceed \$5,000,000 Bond Anticipation Notes, Series 2021A (Tax-Exempt) (the "Tax-Exempt Bond Anticipation Notes") to pay a \$5,000,000 portion of the maturing principal amount of the City's \$7,857,000 Bond Anticipation Notes issued on October 2, 2020 and maturing on April 2, 2021 (the "Prior Bond Anticipation Notes"), which notes were originally issued to provide for Phase I of the rehabilitation and/or redevelopment of water transmission mains and wells for the Water Utility of the City; and

WHEREAS, pursuant to, and in accordance with, the provisions of the Local Budget Law, and various special emergency ordinances duly adopted by the City Council of City (the "Special Emergency Ordinances" and together with the Water Utility Bond Ordinance, the "Ordinances"), the City is also seeking to authorize the sale and issuance of not to exceed \$6,800,000 Special Emergency Notes, Series 2021B (Federally Taxable) ("Federally Taxable Special Emergency Notes" and together with the Tax-Exempt Bond Anticipation Notes, the "Notes") to temporarily finance (i) a \$3,000,000 deficit in operations resulting from COVID-19 related revenue loss during the 2020 budget year, (ii) \$2,000,000 of extraordinary expenses directly related to COVID-19 incurred during the 2020 budget year, and (iii) a revenue loss in water and sewer utility fees of approximately \$1,800,000 related to COVID-19 during the 2020 budget year, which created a deficit in operations in the Water/Sewer Utility of the City (collectively, the "COVID-19 Special Emergency Appropriations"); and

WHEREAS, the City, in order to issue the Notes at competitive market rates, seeks to, among other things, authorize the preparation and distribution of a Preliminary Official Statement (as hereinafter defined) and an Official Statement (as hereinafter defined) and to deem "final" such Preliminary Official Statement; and

WHEREAS, the City also seeks to, among other things, authorize the preparation, execution and delivery of, as applicable, the Notes, a Continuing Disclosure Certificate (as hereinafter defined), and any other documents required for the sale, issuance and delivery of the Notes.

NOW, THEREFORE, BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF ORANGE TOWNSHIP, IN THE COUNTY OF ESSEX, STATE OF NEW JERSEY as follows:

Section 1. The City is hereby authorized to issue not to exceed \$5,000,000 aggregate principal amount of Bond Anticipation Notes, Series 2021A (Tax-Exempt) for the purpose of paying the maturing principal amount of the City's Prior Bond Anticipation Notes maturing on April 2, 2021.

Section 2. The City is hereby authorized to issue not to exceed \$6,800,000 aggregate principal amount of Special Emergency Notes, Series 2021B (Federally Taxable) for the purpose of temporarily financing the COVID-19 Special Emergency Appropriations.

Section 3. The Chief Financial Officer of the City is hereby authorized, in accordance with the Ordinances, to sell the Notes at a public sale and award the Notes to the bidder based upon a bid of the lowest net interest cost to the City. The Chief Financial Officer is also authorized, at his discretion, in accordance with the applicable provisions of the Ordinances, to offer and sell the Notes at a private sale.

Section 4. The distribution by the City of a Preliminary Official Statement (the "Preliminary Official Statement") to be used in connection with the marketing and sale of such Notes is hereby approved. The Mayor, City Administrator, and the Chief Financial Officer of the City are hereby authorized and directed to execute and deliver a certificate that "deems final" the Preliminary Official Statement in accordance with the Rule (as herein defined).

Upon the sale of the Notes, the Preliminary Official Statement shall be modified to reflect the effect of the sale of the Notes and any other revisions not inconsistent with the substance thereof; and said Preliminary Official Statement, deemed "final" by authorized City officials in accordance with the Rule, as so modified, shall constitute the final Official Statement (the "Official Statement"). The Mayor, City Administrator, and the Chief Financial Officer of the City are each hereby authorized and directed on behalf of the City to execute and deliver said Official Statement.

Section 5. All actions taken to date by the officers, employees, professionals and agents of the City with respect to the authorization, sale and issuance of the Notes, including, but not limited to, as applicable, submissions and applications to rating agencies and the distribution and dissemination of the Preliminary Official Statement and Notice of Sale for the Notes, are hereby approved, ratified, adopted and confirmed, and the Mayor, City Administrator, and Chief Financial Officer are hereby authorized and directed to execute and deliver the Notes and any such agreements, documents or submissions required for the sale, issuance and delivery of the Notes, and the City Clerk is hereby authorized and directed to attest to the signatures of the Mayor, City Administrator, and the Chief Financial Officer and to affix the seal of the City on such Notes and on any such agreements, documents or submissions related to the sale, issuance and delivery of the Notes.

Section 6. All other details or requirements of the Local Bond Law shall be determined and approved by the Mayor, City Administrator or Chief Financial Officer of the City, upon consultation with Wilentz, Goldman & Spitzer, P.A., Bond Counsel to the City (“Bond Counsel”), Lerch, Vinci & Higgins, LLP, Budget Consultant to the City (“Budget Consultant”), and PKF O’Connor Davies, LLP, Auditor to the City (“Auditor”), and such approvals are to be conclusively evidenced by his or her execution of the Notes as provided herein or any other document, certificate or agreement related to the sale, issuance and delivery of the Notes.

Section 7. The City hereby covenants and agrees to comply with the secondary market disclosure requirements of Rule 15c2-12, as amended (the “Rule”), promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, and agrees to covenant to such compliance, as required, in a Continuing Disclosure Certificate (the “Continuing Disclosure Certificate”). In connection therewith, the Mayor and the Chief Financial Officer of the City, in consultation with Bond Counsel, the Budget Consultant, and the Auditor, are each hereby authorized and directed to enter into and execute the Continuing Disclosure Certificate, evidencing the contractual undertaking of the City to comply with the requirements of the Rule and to deliver the Continuing Disclosure Certificate in connection with the offer and sale of the Notes. Notwithstanding the foregoing, failure of the City to comply with the Certificate shall not be considered a default on the Notes; however, any Noteholder may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance, to cause the City to comply with its obligations hereunder and there under. The Mayor, the City Administrator, the Chief Financial Officer, the City Clerk or any other City official are each hereby authorized and directed to execute and deliver all certificates, documents and agreements as may be necessary in connection therewith and to file budgetary, financial and operating data on an annual basis and notices of certain enumerated events as required to comply with, and in accordance with the provisions of, the Rule and the Continuing Disclosure Certificate.

Section 8. The Chief Financial Officer of the City is hereby authorized and directed, upon consultation with Bond Counsel, the Budget Consultant, and the Auditor, to submit information and financial data to rating agencies to obtain a rating on the Notes.

Section 9. This resolution shall take effect immediately.

Adopted: March 16, 2021

Joyce L. Lanier
City Clerk

Kerry J. Coley
Council President

CERTIFICATION

I, JOYCE LANIER, Clerk of the City of Orange Township, in the County of Essex, State of New Jersey (the "City"), DO HEREBY CERTIFY that the annexed resolution is a true, complete and correct copy of a resolution duly adopted by the City Council of the City at its meeting duly called and held on March 16, 2021, in full compliance with the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq., at which meeting a quorum was present and acting throughout, and which resolution has been compared by me with the original thereof as officially recorded in the Minute Book of said City Council of the City and that said resolution has not been amended, modified or repealed and is in full force and effect on and as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of said City this ____ day of March, 2021.

(SEAL)

JOYCE LANIER,
Clerk of the City of Orange Township