

**RESOLUTION DETERMINING THE FORM AND OTHER
DETAILS OF NOT EXCEEDING \$2,077,000 SEWER
UTILITY BONDS, SERIES 2015, OF THE TOWN OF
PHILLIPSBURG, IN THE COUNTY OF WARREN, NEW
JERSEY, AND PROVIDING FOR THEIR SALE TO THE
NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE
TRUST AND THE STATE OF NEW JERSEY
PURSUANT TO THE 2014-15 NEW JERSEY
ENVIRONMENTAL INFRASTRUCTURE TRUST
FINANCING PROGRAM**

WHEREAS, the Town of Phillipsburg (the "Local Unit"), in the County of Warren, New Jersey, has determined that there exists a need within the Local Unit to acquire, construct, renovate or install the replacement of the wastewater treatment plant, including all engineering and design work, surveying, construction planning, preparation of plans and specifications, permits, bid documents, construction inspection and contract administration, and all work, materials, equipment, labor and appurtenances necessary therefor or incidental thereto (the "Project") as defined in each of that certain Loan Agreement (the "Trust Loan Agreement") to be entered into by and between the Local Unit and the New Jersey Environmental Infrastructure Trust (the "Trust") and that certain Loan Agreement (the "Fund Loan Agreement", and together with the Trust 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 2014-15 New Jersey Environmental Infrastructure Trust Financing Program (the "Program");

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

WHEREAS, to evidence the Loans, each of the Trust and the State require the Local Unit to authorize, execute, attest and deliver the Local Unit's Sewer Utility Bond, Series 2015A, to the Trust in an aggregate principal amount not to exceed \$557,000 (the "Trust Loan Bond") and Sewer Utility Bond, Series 2015B, to the State in an aggregate principal amount not to exceed \$1,520,000 (the "Fund Loan Bond", and together with the Trust Loan Bond, the "Local Unit Bonds") 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, N.J.S.A. 40A:2-27(a)(2) of the Local Bond Law allows for the sale of the Trust Loan Bond and the Fund Loan Bond 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 Trust Loan Bond to the Trust without any public offering, all under the terms and conditions set forth herein.

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

Section 1. In accordance with N.J.S.A. 40A:2-27(a)(2) of the Local Bond Law and N.J.S.A. 58:11B-9(a), the Local Unit hereby sells and awards its (a) Trust Loan Bond in an aggregate principal amount not to exceed \$557,000 to the Trust in accordance with the provisions hereof and (b) Fund Loan Bond in an aggregate principal amount not to exceed \$1,520,000 to the State in accordance with the provisions hereof. The Local Unit Bonds have been referred to and are described in a bond ordinance of the Local Unit, which bond ordinance is entitled "**BOND ORDINANCE PROVIDING FOR IMPROVEMENTS TO THE TOWN SEWAGE TREATMENT PLANT, BY THE SEWER UTILITY OF THE TOWN OF PHILLIPSBURG, IN THE COUNTY OF WARREN, STATE OF NEW JERSEY; APPROPRIATING \$2,077,000 THEREFOR AND AUTHORIZING THE ISSUANCE OF \$2,077,000 BONDS OR NOTES OF THE TOWN TO FINANCE THE COST THEREOF**". Such bond ordinance was (a) finally adopted at a meeting of the Town Council duly called and held on October 7, 2014, and at which meeting a quorum was present and acting throughout, (b) approved by the Mayor, (c) published as required by law, and (d) approved in accordance with the terms of the Local Bond Law and other applicable law .

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

- (a) The aggregate principal amounts of the Trust Loan Bond and the Fund Loan Bond to be issued;
- (b) The maturity and annual principal installments of the Local Unit Bonds, which maturity shall not exceed 20 years;
- (c) The date of the Local Unit Bonds;
- (d) The interest rates of the Local Unit Bonds;
- (e) The purchase price for 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 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 under 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 Trust Loan Bond shall be issued in a single denomination and shall be numbered "SU R-1". The Fund Loan Bond shall be issued in a single denomination and shall be numbered "SU 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 Chief Financial Officer under official seal or facsimile thereof affixed, printed, engraved or reproduced thereon and attested by the manual signature of the Local Unit Clerk.

Section 5. The Trust Loan Bond and the Fund Loan Bond shall be substantially in the form set forth in the Trust 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 Trust and the State 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 Chief Financial Officer and the Local Unit Clerk are hereby authorized to execute any certificates necessary or desirable in connection with the financial and other information.

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

Section 8. The Mayor, Chief Financial Officer and Local Unit Clerk are hereby severally authorized to execute any certificates or documents necessary or desirable in connection with the sale of the Local Unit Bonds, and are further authorized to deliver same to the Trust and the State upon delivery of the Local Unit Bonds and the receipt of payment therefor in accordance with the 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 Anthony J. Pannella, Esq., Wilentz, Goldman & Spitzer, P.A., bond counsel to the Local Unit, and Richard T. Nolan, Esq., McCarter & English, LLP, bond counsel to the Trust.

CERTIFICATE AS TO BOND AUTHORIZING RESOLUTION

I, VICTORIA L. KLEINER, Acting Clerk of the Town of Phillipsburg, in Warren County, New Jersey, a public body corporate and politic of the State of New Jersey, DO HEREBY CERTIFY as follows:

Attached hereto is a copy of a resolution entitled, "RESOLUTION DETERMINING THE FORM AND OTHER DETAILS OF NOT EXCEEDING \$2,077,000 SEWER UTILITY BONDS, SERIES 2015, OF THE TOWN OF PHILLIPSBURG, IN THE COUNTY OF WARREN, NEW JERSEY, AND PROVIDING FOR THEIR SALE TO THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST AND THE STATE OF NEW JERSEY PURSUANT TO THE 2014-15 NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST FINANCING PROGRAM" (the "Resolution"), which Resolution was adopted at a meeting of the Town duly called, advertised and held on February 17, 2015 in accordance 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, which copy of said Resolution has been compared by me with the original thereof as officially recorded in the Minute Book of the Town and that said copy is a true, complete and correct copy of said Resolution, and that said Resolution has been duly adopted and has not been modified, amended 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 the Authority hereto this 17th day of February, 2015.

**TOWN OF PHILLIPSBURG,
WARREN COUNTY, NEW JERSEY**

**VICTORIA L. KLEINER,
Acting Clerk**