

RESOLUTION PROVIDING FOR THE FORM, MATURITIES
AND OTHER DETAILS OF THE REFUNDING BONDS OF
THE TOWNSHIP OF WEST ORANGE.

June 28, 2016

WHEREAS, the Township Council of the Township of West Orange, in the County of Essex, New Jersey (the "Township"), has heretofore issued its General Improvement Bonds, Series 2008, in the aggregate amount of \$8,735,000, dated July 24, 2008, which bonds are subject to redemption (on or after August 1, 2018) prior to their stated dates of maturity, and which mature on August 1, in each of the years 2019 through 2022, inclusive, in an aggregate amount of \$3,935,000 (the "Refunded Bonds"); and

WHEREAS, the Township desires to redeem the Refunded Bonds on August 1, 2018 at a redemption price of 100% of the principal amount of the Refunded Bonds and has adopted a bond ordinance entitled "Refunding Bond Ordinance Providing for the Refunding of Certain General Obligation Bonds of the Township of West Orange, New Jersey, Appropriating \$4,600,000 Therefor and Authorizing the Issuance of \$4,600,000 Bonds or Notes of the Township for Financing the Cost Thereof," which authorized refunding bonds to be issued to refund the Refunded Bonds;

BE IT RESOLVED BY TOWNSHIP COUNCIL OF THE TOWNSHIP OF WEST ORANGE IN THE COUNTY OF ESSEX, NEW JERSEY that:

Section 1. There shall be issued bonds of the Township in an amount not to exceed \$4,600,000 pursuant to the following bond ordinance (#2485-16):

"REFUNDING BOND ORDINANCE PROVIDING FOR THE
REFUNDING OF CERTAIN GENERAL OBLIGATION BONDS
OF THE TOWNSHIP OF WEST ORANGE, NEW JERSEY,
APPROPRIATING \$4,600,000 THEREFOR AND
AUTHORIZING THE ISSUANCE OF \$4,600,000 BONDS OR
NOTES OF THE TOWNSHIP FOR FINANCING THE COST
THEREOF."

Section 2. The bonds referred to in Section 1 hereof are sometimes hereinafter collectively referred to as the "Bonds." The Bonds will be issued in one series as "General Obligation Refunding Bonds, Series 2016." The Bonds of said issue (i) shall be dated the date of delivery of the Bonds, (ii) shall mature in the years 2017 through 2022, or such other years as may be determined by the Chief Financial Officer, (iii) shall bear interest at the interest rates per annum as determined by the Chief Financial Officer, (iv) shall be sold at such price or prices as determined by the Chief Financial Officer, and (v) may be subject to redemption prior to their stated maturities as determined by the Chief Financial Officer, as shall be set forth in the proposal for the purchase of the Bonds acceptance of which is authorized pursuant to Section 10 hereof. The Bonds shall be numbered one consecutively upward, and will be issued in fully

registered form. When issued, the Bonds will be registered in the name of and held by Cede & Co., as the owner thereof and nominee for The Depository Trust Company, New York, New York ("DTC"), an automated depository for securities and clearinghouse for securities transactions. Upon issuance, the Bonds will be delivered to DTC in single denominations for each maturity of the Bonds. Individual purchases of beneficial interests in the Bonds will be made in book-entry form (without certificates) in the denomination of \$5,000 or any integral multiple thereof.

Section 3. The Bonds shall bear interest from their date based on their outstanding principal amount at the rate to be set forth in Section 2 hereof, shall be payable as to principal in lawful money of the United States of America at the administration office of the Township in West Orange, New Jersey, payable semi-annually on the first day of February and August in each year until maturity, commencing on February 1, 2017, or such other commencement date as may be determined by the Chief Financial Officer, by check or draft mailed on such interest payment date to the owners thereof registered as such as of each next preceding January 15 and July 15. Interest on the Bonds shall be calculated on the basis of a 360-day year of twelve 30-day calendar months.

The Bonds shall be subject to the parameters set forth as follows: (i) the aggregate principal amount of the Bonds does not exceed \$4,600,000, (ii) the present value savings of the refunding is at least three percent (3.00%), (iii) the new debt service shall be structured such that no annual debt service payment is more than it was under the original debt service schedule, (iv) the final maturity of the Bonds does not extend past the maturity date of the Refunded Bonds, and (v) the debt savings are substantially level across the life of the refunding.

Notwithstanding any other provision herein to the contrary, so long as DTC or its nominee, Cede & Co., is the registered owner of the Bonds, payments of the principal of and interest on the Bonds will be made directly to Cede & Co., as nominee of DTC in accordance with the provisions of the DTC Letter of Representations to be executed by the Township and DTC. Disbursal of such payments to the DTC participants is the responsibility of DTC, and disbursal of such payments to the beneficial owners of the bonds is the responsibility of the DTC participants.

Section 4. The Bonds shall be signed by the Mayor and the Township Chief Financial Officer, by their manual or facsimile signatures, and the corporate seal of the Township shall be affixed thereto, or imprinted or reproduced thereon and shall be attested by the manual or facsimile signature of the Clerk or Deputy Clerk of the Township.

Section 5. The Bonds and the registration provisions endorsed thereon shall be in substantially the following form:

(FORM OF BOND)

No. 2016

UNITED STATES OF AMERICA
STATE OF NEW JERSEY

TOWNSHIP OF WEST ORANGE,
IN THE COUNTY OF ESSEX

GENERAL OBLIGATION REFUNDING BOND, SERIES 2016

Date of Bond: August __, 2016

Principal Amount: \$

Date of Maturity: August 1, 20__

CUSIP: _____

The TOWNSHIP OF WEST ORANGE, a municipal corporation of the State of New Jersey, (the "Township") hereby acknowledges itself indebted and for value received promises to pay to Cede & Co. or registered assigns, the sum specified above as the Principal Amount on the date specified above as the Date of Maturity, upon presentation and surrender of this Bond, and to pay to the registered owner hereof interest on such sum, from the Date of Bond specified above until the Date of Maturity specified above, at the rate of _____ per centum (___%) per annum payable on February 1, 2017 and thereafter semi-annually on the first day of August and February in each year. Principal of this Bond will be paid in lawful money of the United States of America, at the administration office of the Township in West Orange, New Jersey. Interest on this Bond will be payable in lawful money of the United States of America by check or draft mailed on such interest payment date to the registered owner hereof as shown on the books of the Township kept for such purpose by the Chief Financial Officer of the Township (the "Bond Registrar") as of the fifteenth day of the month preceding the month in which the payment of interest is to be made.

All of the Bonds, of which this Bond is one, shall be initially issued as one fully registered bond for each maturity in the name of Cede & Co., as registered owner and nominee for The Depository Trust Company ("DTC"). Notwithstanding any other provision herein to the contrary, so long as DTC or its nominee, Cede & Co., is the registered owner of the Bonds, payments of the principal of and interest on the Bonds will be made directly to Cede & Co., as nominee of DTC in accordance with the provisions of the DTC Letter of Representations executed by the Township and DTC relating to the Bonds. Disbursal of such payments to the DTC participants is the responsibility of DTC, and disbursal of such payments to the beneficial owners of the Bonds is the responsibility of the DTC participants.

The Bonds are not subject to redemption prior to their stated maturity.

This Bond is transferable only upon the books of the Bond Registrar, by the registered owner hereof in person or by his attorney duly authorized in writing, upon surrender hereof together with a written instrument of transfer satisfactory to the Township duly executed by the registered owner or such duly authorized attorney, and thereupon the Township shall issue in the

name of the transferee a new bond or bonds of the same aggregate principal amount, series, designation, maturity and interest rate as the surrendered bond. The Township and any paying agent of the Township may treat and consider the person in whose name this Bond is registered as the holder and absolute owner hereof for the purpose of receiving payment of, or on account of, the principal and interest due hereon and for all other purposes whatsoever.

This Bond is one of an authorized issue of bonds of the Township and is issued pursuant to the Local Bond Law, constituting Chapter 2 of Title 40A of the Revised Statutes of the State of New Jersey, a resolution of the governing body of the Township adopted June 28, 2016 and by virtue of a certain bond ordinance referred to therein.

The full faith and credit of the Township are hereby irrevocably pledged for the punctual payment of the principal of and interest on this Bond according to its terms. This Bond shall not be or be deemed to be a debt or liability of the State of New Jersey or a pledge of the faith and credit of the State of New Jersey.

It is hereby certified and recited that all conditions, acts and things required by the Constitution or 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 the issue of bonds of which this is one does not exceed any limitation imposed thereon by said Constitution or statutes.

In the event the Township determines that the beneficial owners of the Bonds (the actual purchasers of the Bonds) shall be able to obtain certificated bonds, the Township shall notify DTC of the availability of bond certificates. In such event, the Township will appoint a paying agent and the Township will issue, transfer and exchange bond certificates in appropriate amounts as required by DTC and others. DTC may determine to discontinue providing its services with respect to the bonds at any time by giving a reasonable amount of notice in writing to the Township. In the event of such determination, if the Township fails to identify another qualified securities depository as successor to DTC, the Township will appoint a paying agent and the Township will issue and deliver replacement bonds in the form of fully registered certificates. Whenever DTC requests the Township to do so, the Township will cooperate with DTC in taking appropriate action (a) to make available one or more separate certificates evidencing the bonds to any DTC participant (participants of DTC) having bonds credited to its DTC account or (b) to arrange for another securities depository to maintain custody of certificates evidencing the bonds.

IN WITNESS WHEREOF, THE TOWNSHIP OF WEST ORANGE has caused this Bond to be executed in its name by the manual or facsimile signatures of its Mayor and its Township Chief Financial Officer, and its corporate seal (or facsimile thereof) to be affixed, imprinted or reproduced hereon, and this Bond and said seal to be attested by the manual or facsimile signature of the Township Clerk, and this Bond to be dated the __th day of August, 2016.

ATTEST:

TOWNSHIP OF WEST ORANGE

Robert D. Parisi
Mayor

Karen J. Carnevale, R.M.C.
Township Clerk

John Gross,
Chief Financial Officer

The following abbreviations, when used in the inscription on this bond, shall be construed as though they were written out in full according to applicable laws or regulations (additional abbreviations may also be used though not in the following list):

TEN COM as tenants in common
TEN ENT as tenants by the
 entireties
JT TEN as joint tenants with
 right of survivorship
 and not as tenants
 in common

UNIF GIFT MIN ACT
___Custodian___
(Cust) (Minor)
under Uniform Gifts
to Minors Act

(State)

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

PLEASE INSERT SOCIAL SECURITY OR OTHER IDENTIFYING NUMBER OF
ASSIGNEE (FOR COMPUTER RECORD ONLY)

(Please Print or Typewrite Name and Address of Transferee)

the within bond, and all rights thereunder, and hereby irrevocably constitutes and appoints

Attorney, to transfer the within bond on the books kept for the registration thereof, with full power of substitution in the premises.

Dated:

NOTICE: The signature to this assignment must correspond with the name as it appears upon the first page of the within bond in every particular, without alteration or enlargement or any change whatever.

CERTIFICATE AS TO LEGAL OPINION

The undersigned Clerk of the Township of West Orange, New Jersey hereby certifies that a true and correct copy of the original legal opinion of the law firm of Gibbons P.C., Newark, New Jersey as to the validity of the issue of Bonds of which the within bond is one is available for inspection at the Office of the Clerk of the Township of West Orange, New Jersey and a copy thereof may be obtained by the registered or beneficial owner hereof upon request.

Karen J. Carnevale, R.M.C.,
Township Clerk

Section 6. The Township Chief Financial Officer is hereby authorized and directed (a) to cause a copy of the written opinion with respect to the Bonds which is to be rendered by the firm of Gibbons P.C. (complete except for omission of its date) to be printed or referred to on the Bonds, and at the time of the original delivery of payment for the Bonds and when such written opinion is rendered, to cause the Township Clerk to certify to the truth and correctness of such copy of opinion by executing on each of said Bonds, by manual or facsimile signature, a certificate subjoined to each such copy, and to file a signed duplicate of such written opinion in such Clerk's office and at each place at which the Bonds are payable, (b) to cause the applicable CUSIP number (if any) assigned for each of said Bonds by the CUSIP Service Bureau of Standard & Poor's Corporation of New York, New York, to be printed on each of the Bonds, and (c) to cause, in the event that the Bonds shall qualify for issuance of any policy of municipal bond insurance at the option of the purchaser thereof, such legend or reference (if any) of such insurance to be printed (at the expense of such purchaser) on the Bonds.

Section 7. Upon the date of issue of the Bonds, being the date of delivery of the Bonds to DTC on behalf of the purchaser and the payment of the purchase price thereof in accordance with the Bond Purchase Agreement (as hereinafter defined), the Township Chief Financial Officer is hereby authorized and directed as of said date of issue, to execute and deliver to said purchaser (a) an arbitrage certification with respect to the Bonds under and for the purpose of Section 148 of the Internal Revenue Code of 1986, as amended (the "Code"), and (b) an accompanying opinion of Gibbons P.C. as of said date of issue with respect to said arbitrage certification for the purposes of said Section 148.

Section 8. The proceeds of the Bonds shall be applied in the amounts and for the purpose provided in Section 1 hereof, and to pay and fund any bond anticipation notes theretofore issued for such purpose and then outstanding.

Section 9. The Mayor and Township Chief Financial Officer are hereby authorized and directed to approve the Preliminary Official Statement of the Township issued in connection with the Bonds, the Official Statement of the Township issued in connection with the Bonds, the DTC Letter of Representation, the Escrow Deposit Agreement and the Continuing Disclosure Certificate and their use in connection with the sale of the Bonds and are further authorized, as is

the Township Clerk, to execute all documents, including, but not limited to, the Preliminary Official Statement, the Official Statement, the DTC Letter of Representation, the Escrow Deposit Agreement and Continuing Disclosure Certificate necessary for the sale and delivery of said Bonds.

Section 10. The Bonds are hereby authorized to be sold to RBC Capital Markets LLC (the “Underwriter”) pursuant to the terms of a Bond Purchase Agreement between the Township and the Underwriter (the “Bond Purchase Agreement”). The Mayor and the Township Chief Financial Officer are hereby authorized to award the Bonds and directed to execute, and the Clerk to attest to the Bond Purchase Agreement.

Section 11. The Township Chief Financial Officer is hereby authorized to purchase securities in an amount necessary to effectuate the refunding of the outstanding amount of the Refunded Bonds and to execute all documents necessary in connection therewith.

Section 12. RBC Capital Markets LLC is hereby appointed as the underwriter for the Bonds.

Section 13. This resolution shall take effect immediately.

AYES:

NAYS:

ABSTAIN:

ABSENT: