

RESOLUTION

AUTHORIZING SPECIAL EMERGENCY NOTES IN THE AMOUNT OF \$1,200,000 TO FUND A SPECIAL EMERGENCY APPROPRIATION FOR THE PAYMENT OF SEVERANCE LIABILITIES RESULTING FROM ACCRUED LEAVE IN CONNECTION WITH THE LAYOFF OR RETIREMENT OF EMPLOYEES

WHEREAS, an ordinance 2531-17 has been adopted pursuant to N.J.S.A. 40A:4-53 creating a special emergency appropriation of \$1,200,000.00 to meet certain expenses to be incurred for severance liabilities resulting from accrued leave in connection with the layoff or retirement of employees;

NOW, THEREFORE, BE IT RESOLVED BY THE TOWNSHIP COUNCIL OF THE TOWNSHIP OF WEST ORANGE, IN THE COUNTY OF ESSEX, NEW JERSEY (not less than two thirds of all the members, thereof, affirmatively concurring) that in accordance with N.J.S.A. 40A:4-55:

1. The sum of \$1,200,000.00 has heretofore and is hereby appropriated for severance liabilities resulting from accrued leave in connection with the layoff or retirement of employees and shall be deemed a special emergency appropriation as defined and provided for in N.J.S.A. 40A 4-53.
2. An emergency note or notes are hereby authorized pursuant to N.J.S.A. 40A:4-55(b) in an amount not in excess of 1,200,000.00, the amount appropriated by the Ordinance stated above.
3. The note or notes may be renewed from time to time but at least 1/5 of all such notes and renewals thereof, shall mature and be paid in each years so that all such notes and renewals shall have matured and be paid no later than the last day of the fifth fiscal year following the date of adoption of this resolution. All notes issued hereunder shall bear interest at such rate or rates as may be determined by the chief financial officer. The notes shall be in the form determined by the chief financial officer and the chief financial officer's signature upon the notes shall be conclusive as to such determination.
4. The chief financial officer is hereby authorized and directed to determine all matters in connection with the notes not determined by this or a subsequent resolution and the chief financial officer's signature upon the notes shall be conclusive as to such determination.
5. The chief financial officer is hereby authorized to sell the notes and any renewals thereof from time to time at public or private sale in such amounts as such officer may determine at not less than par and to deliver the same from time to time to the purchasers thereof upon receipt of payment of the purchase price plus accrued interest from their dates to the date of delivery thereof and payment therefor.
6. All notes issued pursuant to this resolution shall be executed by the chief financial officer and the Mayor and shall be under the seal of the Township and attested by the Clerk of

the Township. Such officers are hereby authorized to execute and deliver all documents necessary or convenient in connection with the issuance, sale and delivery of the notes.

7. The Township hereby makes the following covenants and declarations with respect to the Special Emergency Notes authorized herein and determined to be issued by the Chief Financial Officer on a tax-exempt basis. The Township hereby covenants that it will comply with any conditions subsequent imposed by the Internal Revenue Code of 1986, as amended (the "Code"), in order to preserve the exemption from taxation of interest on the notes, including, if necessary, the requirement to rebate all net investment earnings on the gross proceeds above the yield on the notes. The Chief Financial Officer is hereby authorized to act on behalf of the Township to deem the obligations authorized herein as bank qualified for the purposes of Section 265 of the Code, when appropriate. The Township hereby declares the intent of the Township to issue the notes in the amount authorized herein and to use the proceeds to pay or reimburse expenditures for the costs of the purposes described herein. This Section is a declaration of intent within the meaning and for purposes of Treasury Regulations §1.150-2 or any successor provisions of federal income tax law.

8. The Chief Financial Officer of the Township is hereby authorized to prepare and to update from time to time as necessary a financial disclosure document to be distributed in connection with the sale of obligations of the Township and to execute such disclosure document on behalf of the Township. The Chief Financial Officer is further authorized to enter into the appropriate undertaking to provide secondary market disclosure on behalf of the Township pursuant to Rule 15c2-12 of the Securities and Exchange Commission (the "Rule") for the benefit of holders and beneficial owners of obligations of the Township and to amend such undertaking from time to time in connection with any change in law, or interpretation thereof, provided such undertaking is and continues to be, in the opinion of a nationally recognized bond counsel, consistent with the requirements of the Rule. In the event that the Township fails to comply with its undertaking, the Township shall not be liable for any monetary damages, and the remedy shall be limited to specific performance of the undertaking.

9. Any note issued pursuant to this resolution shall be a general obligation of the Township. The full faith and credit of the Township are hereby pledged to the punctual payment of the principal of and the interest on the notes authorized herein and, unless otherwise paid or payment is provided for, an amount sufficient for such payment shall be inserted in the budget and a tax sufficient to provide for the payment thereof shall be levied and collected.

10. The chief financial officer is authorized and directed to report in writing to this governing body at the meeting next succeeding the date when any sale or delivery of the notes pursuant to this resolution is made, such report to include the amount, description, interest rate and maturity of the notes sold, the price obtained and the name of the purchaser.

11. Unless Special Emergency Notes are issued pursuant to this resolution, the special emergency appropriation shall be funded from surplus funds and be provided for in succeeding annual budgets by the inclusion of at least 1/5 of the amount appropriated pursuant to N.J.S.A. 40A:4-55(c).

12. A copy of this resolution as adopted shall be filed with the Director of the Division of Local Government Services in the Department of Community Affairs of the State of New Jersey.

13. This resolution shall take effect once the Ordinance takes effect in accordance with applicable law.

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

Joe Krakoviak
Council President

Adopted: November 21, 2017