

TOWNSHIP OF WATERFORD, NEW JERSEY

ORDINANCE 2016-8

AN ORDINANCE AUTHORIZING THE EXECUTION OF A LOAN AGREEMENT WITH THE CAMDEN COUNTY IMPROVEMENT AUTHORITY; AUTHORIZING THE PREPARATION AND DISTRIBUTION OF OFFERING DOCUMENTS AND OTHER AGREEMENTS; AND AUTHORIZING OTHER NECESSARY ACTION IN CONNECTION WITH THE TOWNSHIP OF WATERFORD'S PUBLIC SAFETY BUILDING PROJECT TO BE FINANCED THROUGH THE ISSUANCE OF BONDS BY THE CAMDEN COUNTY IMPROVEMENT AUTHORITY

BACKGROUND

WHEREAS, The Camden County Improvement Authority, a public body corporate and politic and a political subdivision of the State of New Jersey ("State"), organized and existing under the Act (as hereinafter defined) and created pursuant to a resolution of the Board of Chosen Freeholders of the County of Camden ("County") adopted on March 20, 1979, and any successor to its duties and functions ("Authority"), is authorized by the County Improvement Authorities Law, constituting Chapter 183 of the Laws of 1960 of the State of New Jersey, as amended and supplemented (*N.J.S.A. 40:37A-44 et seq.*) ("Act"), to provide within the County, "public facilities" (as defined in the Act) for use by the State, the County or any beneficiary county, or any municipality in the County, or any two (2) or more or any subdivisions, departments, agencies or instrumentalities of any of the foregoing for any of their respective governmental purposes; and

WHEREAS, the Authority is authorized by the Act to make loans to any governmental unit or person for the planning, design, acquisition, construction, equipping and furnishing of all or any part of any public facility, for such consideration and for such period or periods of time and upon such other terms and conditions as it may fix and agree upon as long as such loans are secured by loan and security agreements, mortgages, leases and other instruments, the payments on which shall be sufficient to pay the principal of and interest on any bonds issued for such purpose by the Authority, and upon such other terms and conditions as the Authority shall deem reasonable; and

WHEREAS, the Township of Waterford, County of Camden, New Jersey ("Township") is authorized pursuant to the Act and *N.J.S.A. 40A:63-1 et seq.* to, *inter alia*: (i) enter into contracts and agreements for the purchase of lands, buildings, equipment, materials, supplies and services with the State or any of its political subdivisions, including the Authority, or with the United States or with any individual, firm or corporation, which are deemed necessary or advisable to the

Township for carrying out the purpose of the Project (as hereinafter defined); and (ii) own, lease, mortgage, dispose of, use and operate property, whether real, personal or mixed, or any interest therein, which purpose is necessary for the construction of public facilities; and

WHEREAS, the Township has requested financial assistance from the Authority for purposes of financing the costs associated with a capital project consisting of: (i) the acquisition of certain real property by the Township ("Project Site"); (ii) the construction of a new, approximately 11,000 square foot Public Safety Building on said Project Site ("Facility"); and (iii) the acquisition of all materials and equipment and completion of all work necessary therefor or related to the acquisition of the Project Site and the construction of the Facility, all as more particularly described in the application submitted to the Authority, as it may be amended and supplemented (collectively, the "Building Project"); and

WHEREAS, the Authority has agreed to provide financing to the Township to pay for the costs of, *inter alia*, the Building Project through the issuance by the Authority of its Township General Obligation Loan Revenue Bonds (Waterford Township Public Safety Building Project), Series 2016, in the aggregate principal amount not to exceed \$3,750,000 ("Bonds"), which Bonds will be payable from and secured by payments to be received by the Authority from the Township pursuant to, and in accordance with, the terms and conditions set forth in a loan and security agreement between the Authority and the Township ("Loan Agreement"); and

WHEREAS, pursuant to the Loan Agreement, the Authority will loan the proceeds of the Bonds to the Township, which proceeds shall thereafter be utilized by the Township to: (i) pay for the costs of the Building Project; and (ii) pay for the costs and expenses incurred by the Township and the Authority in connection with the issuance and sale of the Bonds (collectively, the "Project"); and

WHEREAS, to secure and provide for the payment of the principal of and interest on the Bonds, the Township shall be obligated, pursuant to the terms and provisions of the Loan Agreement, to make certain loan payments ("Loan Payments") to the Authority in an amount sufficient to pay the principal of and interest on the Bonds, all as further described in the Loan Agreement; and

WHEREAS, pursuant to this Ordinance, the Loan Payments shall constitute general obligations of the Township, for which the full faith and credit of the Township will be irrevocably pledged; and

WHEREAS, in connection with the issuance of the Bonds, it may be necessary for the Township to enter into an agreement ("Continuing Disclosure Agreement") to provide for the dissemination of secondary market disclosures in compliance with the terms and provisions of Rule 15c2-12 of the Securities Exchange Act of 1934, as the same may be amended and supplemented, promulgated by the Securities Exchange Commission; and

WHEREAS, in connection with the issuance of the Bonds, it may be necessary for the Authority to prepare and disseminate a preliminary official statement and final official statement (the preliminary official statement and final official statement shall be collectively referred to

herein as the "Official Statement") to provide information with respect to the Bonds, the Authority and the Township to potential purchasers of the Bonds; and

WHEREAS, the Township is now desirous of authorizing: (i) the execution and delivery of the Loan Agreement; (ii) the execution and delivery of the Continuing Disclosure Agreement; (iii) the preparation and dissemination of the Official Statement; and (iv) certain other actions necessary or required in connection with the Project and the issuance of the Bonds.

NOW, THEREFORE, BE IT ORDAINED BY THE TOWNSHIP COMMITTEE OF THE TOWNSHIP OF WATERFORD, COUNTY OF CAMDEN, NEW JERSEY (NOT LESS THAN TWO-THIRDS OF ALL THE MEMBERS THEREOF AFFIRMATIVELY CONCURRING), AS FOLLOWS:

Section 1. The Loan Agreement and the Continuing Disclosure Agreement, each heretofore prepared or to be prepared in connection with the issuance of the Bonds, substantially in the forms currently on file or to be filed in the offices of the Chief Financial Officer of the Township, with such changes as may be recommended by counsel to the Township and approved by an Authorized Officer (as hereinafter defined), and the performance by the Township of its obligations thereunder, are each hereby authorized and approved.

Section 2. The principal amount of the Bonds secured by the Loan Agreement shall in no event exceed \$3,750,000.

Section 3. The full faith and credit of the Township are irrevocably pledged to the punctual payment of all amounts due and owing under the Loan Agreement authorized by this Ordinance, and to the extent payment is not otherwise provided, the Township shall levy *ad valorem* taxes on all taxable real property within the jurisdiction of the Township, without limitation as to rate or amount, for the payment thereof.

Section 4. The supplemental debt statement provided for in Section 10 of the Local Bond Law, *N.J.S.A.* 40A:2-10, was duly filed in the office of the Clerk of Township prior to the passage of this Ordinance on first reading and a complete executed duplicate original thereof has been filed in the Office of the Director of the Division of Local Government Services in the Department of Community Affairs of the State of New Jersey. The supplemental debt statement shows that the gross debt of the Township, as defined in Section 43 of the Local Bond Law, *N.J.S.A.* 40A:2-43, is increased by this Ordinance by \$3,750,000.

Section 5. The Mayor and Chief Financial Officer (each an "Authorized Officer") are hereby severally authorized to execute the Loan Agreement, the Continuing Disclosure Agreement and any other agreements to which the Township shall be a party and as may be necessary for the issuance by the Authority of the Bonds, and the Township Clerk is authorized and directed to attest to the signature of the Authorized Officer on, and to affix the seal of the Township to, the Loan Agreement and any other agreements to which the Township shall be a party and as may be necessary for the issuance by the Authority of the Bonds. The execution of the Loan Agreement, the Continuing Disclosure Agreement and any other agreements to which the Township shall be a party and as may be necessary for the issuance by the Authority of the Bonds, by an Authorized

Officer shall conclusively evidence the Township's approval of the terms thereof and no further action shall be required.

Section 6. The Authorized Officers and the Township Clerk are hereby authorized to participate in the preparation of the Official Statement and, pending final approval of the same by an Authorized Officer, such Official Statement is hereby authorized to be disseminated in connection with the issuance of the Bonds.

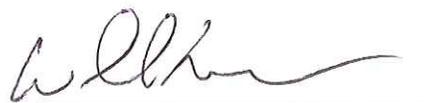
Section 7. All actions heretofore taken and documents prepared or executed by or on behalf of the Township by the Mayor, Chief Financial Officer, Township Clerk, other Township officials or by the Township's professional advisors, in connection with the Project, and matters related thereto, and the issuance of Bonds are hereby authorized, approved, ratified and confirmed.

Section 8. The Authorized Officers and the Township Clerk are each hereby authorized to execute such closing certificates and other documents and instruments as may be necessary or desirable for the issuance by the Authority of Bonds and related to the financing of the Project and all matters related thereto.

Section 9. All ordinances, or parts thereof, inconsistent herewith are hereby rescinded and repealed to the extent of any such inconsistency.

Section 10. This ordinance shall take effect at the time and in the manner provided by applicable law.


Debra L. Shaw-Blemings, RMC
Township Clerk


William A. Richardson, Jr.
Mayor

Introduced: March 23, 2016
Public Hearing: April 27, 2016
Adopted: April 27, 2016

Certified to be a true copy of Ordinance #2016-8 adopted by the Mayor and Township Committee of the Township of Waterford at a regular meeting held on April 27, 2016.

Date: April 27, 2016


Debra L. Shaw-Blemings, RMC
Township Clerk