

RESOLUTION NO. 140 of 2013

A RESOLUTION AUTHORIZING THE ROLLOVER OF AN EXISTING \$4,085,000 AGGREGATE PRINCIPAL AMOUNT BOND ANTICIPATION NOTE OF THE CITY OF MARGATE, COUNTY OF ATLANTIC, NEW JERSEY; AND MAKING CERTAIN ADDITIONAL DETERMINATIONS IN CONNECTION THEREWITH

BE IT RESOLVED BY THE CITY COMMISSION OF THE CITY OF MARGATE, IN THE COUNTY OF ATLANTIC, NEW JERSEY AS FOLLOWS:

Section 1. Sale of Bond Anticipation Notes; Terms of Notes. The sale by the City of \$4,085,000 Bond Anticipation Notes (the “Notes”) for general capital improvements and purposes is hereby affirmed pursuant to the Local Bond Law of the State of New Jersey, *N.J.S.A. 40A:2-1, et seq.*, as amended (the “Act”), and Bond Ordinance No. 2009-18, finally adopted on July 2, 2009, as amended by Ordinance No. 2010-12, finally adopted on May 20, 2010, and as further amended by Ordinance No. 2010-36, finally adopted December 2, 2010; Ordinance No. 2010-16, finally adopted on May 20, 2010; Ordinance No. 2010-31, finally adopted October 21, 2010; Ordinance No. 2011-18, finally adopted on August 18, 2011, as amended by Ordinance No. 2011-21, finally adopted on November 3, 2011; and Ordinance No. 2012-03, finally adopted on February 16, 2012, in all respects duly approved and published as required by law (collectively, the “**Bond Ordinances**”). The Notes will mature one (1) year from the date of issuance, shall not be subject to redemption prior to their stated maturity date, and shall be sold and otherwise issued in accordance with the Act, the Bond Ordinances and this Resolution.

Section 2. Report of Sale Terms. Pursuant to N.J.S.A. 40A:2-59, the Chief Financial Officer shall report in writing to the City at the next meeting thereof following the award as to the principal amount, interest rate, and purchaser of the Notes sold.

Section 3. Official Statement. The City hereby approves the preparation and the distribution of a preliminary Official Statement in the form to be approved by the Chief Financial Officer. Such Official Statement may be distributed in preliminary form and deemed final for purposes of Rule 15c2-12 of the Securities and Exchange Commission on behalf of the City by the Chief Financial Officer. The preliminary Official Statement shall be prepared in final form in connection with the issuance of the Notes and the Chief Financial Officer is authorized to execute any certificates necessary in connection with the distribution of the Official Statement. Final Official Statements shall be delivered to the winning bidder within seven (7) business days following the sale of the Notes.

Section 4. Ratification of Prior Actions; Authorization to Execute and Distribute Documents. All actions taken by the City, the Mayor, City Commission, the Chief Financial Officer and the City Clerk prior to adoption of this Resolution in connection with the issuance of the Notes are hereby ratified and affirmed. The City’s auditors, Ford, Scott, and Associates, LLC, bond counsel, Fleishman-Daniels Law Offices, LLC, and financial advisor, Phoenix Advisors, LLC, are each hereby authorized to prepare the preliminary Official Statement, the

final Official Statement, the required closing documents, including the Notes, and to arrange for the printing of the preliminary Official Statement and the final Official Statement. The Mayor, the Chief Financial Officer, and the City Clerk are authorized to execute any certificates necessary in connection with the distribution of the Official Statements and the issuance of and sale of the Notes.

Section 5. Tax Covenant. The City Commission hereby covenants on behalf of the City to take any action necessary or refrain from taking such action in order to preserve the tax-exempt status of the Notes as is or may be required under the Internal Revenue Code of 1986, as amended and supplemented, and the regulations promulgated thereunder (the “**Code**”), including compliance with the Code with regard to the use, expenditure, investment, timely reporting and rebate of investment earnings as may be required thereunder.

Section 6. Agreement with DTC. If required, the Chief Financial Officer is hereby authorized to enter into an agreement with DTC in customary form setting forth the respective obligations of DTC and the City with respect to the payment and transfer of the Notes. The City agrees to comply with all obligations set forth in such agreement. In the event that DTC shall determine to discontinue providing its services as securities depository with respect to the Notes, the City may enter into an agreement with a substitute securities depository, if available. Alternatively, the City may cause the Notes to thereafter be registered in the names of, and delivered to, each beneficial owner of the Notes.

Section 7. Continuing Disclosure Agreement. If it shall be determined that it is necessary and appropriate for the City to execute and deliver a Continuing Disclosure Agreement (the “**Disclosure Agreement**”) for the benefit of the holders and Beneficial Owners of the Notes to enable the successful bidder for the Notes to comply with the requirements of SEC Rule 15c2-12, then the Mayor and the Chief Financial Officer are hereby authorized to execute and deliver the Disclosure Agreement in such form as shall be acceptable to the City Solicitor and Bond Counsel.

Section 8. Bank Qualification. The City hereby designates the Notes as qualified tax-exempt obligations for purposes of Section 265 of the Code.

Section 9. Effective Date. This Resolution shall take effect immediately.

Recorded Vote

<u>AYE</u>	<u>NO</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Becker	None	None	None
Blumberg			
Taube			

The foregoing is a true copy of a Resolution adopted by the governing body of the City of Margate on July 3, 2013.

Thomas D. Hiltner, RMC, City Clerk

CERTIFICATE

I, Thomas D. Hiltner, City Clerk of the City of Margate City, in the County of Atlantic, New Jersey, HEREBY CERTIFY, that the foregoing copy of the Resolution of the City Commission duly adopted on July 3, 2013, has been compared by me with the original Resolution as officially recorded in my office in the Minutes Book of the governing body and is a true, complete and correct copy thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the City this 3rd day of July, 2013.

Thomas D. Hiltner, RMC, City Clerk

[SEAL]

Certified to be a true copy of a
Resolution adopted by City
Commission on July 3, 2013.

Thomas D. Hiltner, RMC, City Clerk