RESOLUTION NO. 2016-9-14-1

SUPPLEMENTAL RESOLUTION AUTHORIZING THE ISSUANCE OF PROJECT NOTES OF THE PARKING AUTHORITY OF THE TOWNSHIP OF BLOOMFIELD AND DETERMINING CERTAIN OTHER MATTERS RELATED THERETO

WHEREAS, the Parking Authority of the Township of Bloomfield (the "Authority") was created as a public body corporate and politic of the State of New Jersey, under the provisions of the Parking Authority Law (N.J.S.A. 40:11A-1 *et seq.*) as amended and supplemented (the "Parking Authority Law"), by the Township of Bloomfield, in the County of Essex, State of New Jersey (the "Township") by ordinance finally adopted August 4, 2003; and

WHEREAS, the Parking Authority Law provides that the Authority shall have the power to borrow money and issue its bonds and other obligations and to provide for the rights of the holders of its bonds and other obligations, as provided in the Parking Authority Law, for the purpose of financing the cost of various projects; and

WHEREAS, pursuant to the Redevelopment Area Bond Financing Law (N.J.S.A. 40A:12A-64 *et seq.*), as amended and supplemented (the "RAB Law" and, together with the Parking Authority Law, the "Acts"), the Authority may, on behalf of the Township, issue bonds to finance all or a portion of "redevelopment projects", as that term is defined and used in the RAB Law; and

WHEREAS, on October 18, 2011, the Authority adopted resolution number 2011-10-18-5, entitled "Amended and Restated Resolution Authorizing the Issuance of Revenue Bonds or Project Notes of the Parking Authority of the Township of Bloomfield and Determining Certain Other Matters Related Thereto" (the "General Bond Resolution"); and

WHEREAS, pursuant to the General Bond Resolution and a supplemental project note resolution adopted on October 14, 2015 and entitled "Supplemental Resolution Authorizing the Issuance of Project Notes of the Parking Authority of the Township of Bloomfield and Determining Certain Other Matters Related Thereto", the Authority issued its Project Note, (Township Guaranteed, Series 2015) (Federally Taxable) in the amount of $6,140,000 on November 4, 2015 and maturing on November 4, 2016 (the "2015 Note") for the purpose of, along with other funds of the Authority, currently refunding the Authority's Project Note (Township Guaranteed, Series 2014) (Federally Taxable) issued on November 5, 2014 in the amount of $6,220,000 and maturing on November 5, 2015 (the "2014 Note"); and

WHEREAS, the Authority has determined to issue a project note, pursuant to and under the General Bond Resolution and this resolution, in an aggregate principal amount not to exceed $6,040,000 (the "2016 Note") to provide funds to, along with other funds of the Authority, currently refund the 2015 Note (the "2016 Project"); and

WHEREAS, the Authority now desires to supplement the General Bond Resolution to authorize and provide for the issuance of the 2016 Note.

NOW, THEREFORE, BE IT RESOLVED by the members of the Parking Authority of the Township of Bloomfield as follows:

ARTICLE I
General Provisions

Section 101. Short Title. This resolution may hereafter be cited by the Authority and is hereinafter sometimes referred to as the "2016 Supplemental Resolution".

Section 102. Terms Defined in Resolution. Whenever used or referred to in this 2016 Supplemental Resolution, all words and terms which are defined in the General Bond Resolution shall have the same meanings given to such words and terms as determined in said General Bond Resolution, except to the extent words and terms are otherwise defined herein.

Section 103. Other Definitions.

(a) All of the terms defined in the recitals hereof shall have the respective meanings set forth therein.

(b) The following additional terms shall have the meanings specified below:

"Series 2016 Note Account" means the account so designated within the Bond Service Fund which is herein established and created by the Authority pursuant to the terms of Sections 501(1)(c), 501(3) and 507.

"Series 2016 Note Costs of Issuance Account" means the account so designated within the Project Fund which is herein established and created by the Authority pursuant to the terms of Section 401.

"Township Guaranty – Series 2016 Note Account" means the account so designated within the Bond Reserve Fund which is herein established and created by the Authority pursuant to the terms of Section 501(1)(e) and 501(3).

Section 104. Establishment of Accounts. (a) Pursuant to Sections 501(1)(c) and 501(3) of the General Bond Resolution, there is hereby created, within the Bond Service Fund, the "Series 2016 Note Account".

(b) Pursuant to Sections 501(1)(e) and 501(3) of the General Bond Resolution, there is hereby created, within the Bond Reserve Fund, the "Township Guaranty – Series 2016 Note Account".

(c) Pursuant to Section 401 of the General Bond Resolution, there is hereby created, within the Project Fund, the "Series 2016 Note Costs of Issuance Account".

Section 105. Application of Township Guaranty Funds. Upon the receipt by the Trustee of Township Guaranty Funds, if any, the Trustee shall deposit same in the Township

Guaranty Fund – Series 2016 Note Account within the Bond Reserve Fund, to be applied in the manner set forth in Section 509 of the General Bond Resolution to the payment of the Series 2016 Note.

Section 106. Incorporation of General Bond Resolution. This 2016 Supplemental Resolution supplements and amends the General Bond Resolution. The General Bond Resolution, as supplemented and amended herein, is incorporated herein by reference thereto.

ARTICLE II

Determinations By and Obligations of the Authority

Section 201. **Authority for 2016 Supplemental Resolution**. This 2016 Supplemental Resolution is adopted pursuant to the Acts and the General Bond Resolution, and the Authority has ascertained and hereby determines that each and every act, matter, thing or course of conduct as to which provision is made in this 2016 Supplemental Resolution is appropriate in order to carry out and effectuate the purposes of the Authority in accordance with the Acts and the General Bond Resolution. Capitalized terms used and not defined herein shall have the meaning ascribed to such terms in the General Bond Resolution.

Section 202. **2016 Note to Constitute Project Note**. The 2016 Note shall constitute Project Note as such term is defined in the General Bond Resolution and shall be issued pursuant to and in accordance with the Acts and the General Bond Resolution.

Section 203. **General Resolution to Constitute Contract**. In consideration of the purchase and acceptance of the 2016 Note by those who shall hold the same from time to time, the provisions of the General Bond Resolution shall be deemed to be and shall constitute a contract between the Authority, the Trustee (as defined herein) and the holders from time to time of the 2016 Note; the pledge made in the General Bond Resolution and the covenants and agreements herein set forth to be performed by or on behalf of the Authority shall be for the equal benefit, protection and security of the holders of any and all of the 2016 Note, all of which, regardless of the time or times of their issue or maturity, shall be of equal rank without preference, priority or distinction of any of the 2016 Note over any other thereof except as expressly provided in or pursuant to the General Bond Resolution.

Section 204. **Authorization and Purpose of the 2016 Note**. The 2016 Note, in one or more series and in the aggregate principal amount not to exceed $6,040,000, is hereby authorized to be issued pursuant to the Acts and the General Bond Resolution, such 2016 Note to be entitled, "Parking Project Note (Township Guaranteed, Series 2016) (Federally Taxable)", along with such other designation(s) as may be necessary to distinguish one series from another. The 2016 Note will be issued to provide funds for the 2016 Project, or the portion thereof so specified in the Certificate (as defined herein), which shall constitute a Certificate of Authorized Authority Representative.

Section 205. **Description of 2016 Note; Delegation of Sale of 2016 Note**.

(a) Terms. The 2016 Note shall be dated and shall bear interest, shall be in such principal amount and shall mature and be subject to redemption, as provided by a certificate (the "Certificate") of any Commissioner of the Authority or the Executive Director (each, an "Authorized Officer") duly executed prior to the authentication and the delivery upon original issuance of the 2016 Note. Such Certificate may contain such other terms and provisions with respect to the 2016 Note that are not established by the terms of the General Bond Resolution or by the terms hereof and that are not inconsistent with the provisions thereof or hereof provided that same are consistent with the terms and conditions set forth in the application for which

positive findings were made by the Local Finance Board in the Division of Local Government Services, New Jersey Department of Community Affairs on September 14, 2016.

(b) Denomination and Place of Payment. The 2016 Note shall be issued in fully registered form, without coupons, and is issuable in the denomination of one note per series for the maturity thereof. The principal of the 2016 Note shall be payable to the registered owner(s) thereof, or registered assigns, at maturity upon presentation and surrender of the 2016 Note at the principal corporate trust office of the Paying Agent. Interest on the 2016 Note will be paid to the registered owner(s) by check and such payment will be mailed by the Paying Agent to such Registered Owner(s) at the most recent address(es) appearing on the registration books of the Authority. All other terms and conditions with respect to the payment of the principal of and interest on the 2016 Note shall be as provided in the General Bond Resolution.

(c) Form of 2016 Note. The 2016 Note shall be in substantially the form contained in Section 1208 of the General Bond Resolution.

Section 206. Execution of 2016 Note. Any Authorized Officer is hereby authorized to execute, by manual or facsimile signature, the 2016 Note in the name and on behalf of the Authority, attested by the manual or facsimile signature of the Secretary, Executive Director or Any Authorized Officer of the Authority.

Section 207. Appointment of Trustee, Paying Agent and Registrar. Any Authorized Officer is hereby authorized and directed to appoint a bank (the "Bank") to serve as Trustee (the "Trustee"), Paying Agent (the "Paying Agent"), and Registrar (the "Registrar") for the 2016 Note. Such appointment shall be evidenced by the execution of the Certificate. The Bank shall accept and shall carry out its duties and obligations as Trustee, Paying Agent and Registrar as provided in and as required by the terms of the General Bond Resolution. The 2016 Note is hereby authorized to be authenticated, by the Trustee, in accordance with the provisions of Section 906 of the General Bond Resolution.

Section 208. Appointment of Underwriter(s). Any Authorized Officer is hereby authorized and directed to appoint one or more underwriters (the "Underwriter(s)") for the 2016 Note. Such appointment shall be evidenced by the execution of the Certificate.

Section 209. Book-Entry System.

(a) Except as provided in paragraph (c) of this Section 209, the Registered Owner of the 2016 Note shall be The Depository Trust Company, New York, New York ("DTC"), and the 2016 Note shall be registered in the name of Cede & Co., as nominee of DTC. Payment of interest on the 2016 Note registered in the name of Cede & Co. shall be made by wire transfer to the account of Cede & Co. on the maturity date(s) for the 2016 Note at the address indicated for Cede & Co. in the registry books of the Authority kept by the Trustee.

(b) The 2016 Note shall be issued initially in the form of one authenticated fully registered Project Note in the principal amount of each maturity for each series. Upon initial issuance, the ownership of the 2016 Note shall be registered in the registry book of the

Authority kept by the Trustee in the name of Cede & Co., as nominee of DTC. The Trustee and the Authority may treat DTC (or its nominee) as the sole and exclusive owner of the 2016 Note registered in its name for the purposes of payment of the principal of and interest on the 2016 Note, giving any notice permitted or required to be given to the holders of the 2016 Note under this 2016 Supplemental Resolution, registering the transfer of the 2016 Note, obtaining any consent or other action to be taken by holders of the 2016 Note and for all other purposes whatsoever; and neither the Trustee nor the Authority shall be affected by any notice to the contrary. Neither the Trustee nor the Authority shall have any responsibility or obligation to any DTC participant, any person claiming a beneficial ownership interest in the 2016 Note under or through DTC or any DTC participant, or any other person which is not shown on the registration books of the Authority kept by the Trustee as being a holder of the 2016 Note. The Authority, the Trustee and the Paying Agent shall have no responsibility with respect to the accuracy of any records maintained by DTC, Cede & Co. or any DTC participant with respect to any ownership interest in the 2016 Note; the payment by DTC or any DTC participant to any beneficial owner of any amount in respect of the principal of or interest on the 2016 Note; the delivery to any DTC participant or any beneficial owner of any notice which is permitted or required to be given to holders of the 2016 Note under this 2016 Supplemental Resolution; or any consent given or other action taken by DTC as the holder of the 2016 Note. The Paying Agent shall pay the principal of and interest on the 2016 Note only to or "upon the order of" (as that term is used in the Uniform Commercial Code as adopted in the State) Cede & Co., as nominee of DTC, and all such payments shall be valid and effective to fully satisfy and discharge the Authority obligations with respect to the principal of and interest on the 2016 Note to the extent of the sum or sums so paid. Upon delivery by DTC to the Trustee of written notice to the effect that DTC had determined to substitute a new nominee in place of Cede & Co., the words "Cede & Co." in this 2013 Supplemental Resolution shall refer to such new nominee of DTC.

(c) In the event the Authority determines that it is in the best interest of the beneficial owners of the 2016 Note that they be able to obtain note certificates, the Authority may notify DTC and the Trustee, whereupon DTC will notify the DTC participants of the availability through DTC of note certificates. In such event, the Trustee shall authenticate, transfer and exchange note certificates as requested by DTC and any other holder of the 2016 Note in appropriate amounts. DTC may determine to discontinue providing its services with respect to the 2016 Note at any time by giving notice to the Authority and the Trustee and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor Securities Depository), the Authority and Trustee shall be obligated to deliver note certificates. In the event note certificates are issued to holders of the 2016 Note other than DTC, the provisions of this 2016 Supplemental Resolution shall apply to, among other things, the transfer and exchange of such certificates and the method of payment of principal of and interest on such certificated 2016 Note. Whenever DTC requests the Authority and the Trustee to do so, the Trustee and the Authority will cooperate with DTC in taking appropriate action after reasonable notice (a) to make available one or more separate certificates evidencing the 2016 Note to any DTC participant having the 2016 Note credited to its DTC account or (b) to arrange for another Securities Depository to maintain custody of certificates evidencing the 2016 Note.

(d) Notwithstanding any other provision of this 2016 Supplemental Resolution

to the contrary, so long as the 2016 Note are registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal of and interest on the 2016 Note and all notices with respect to the 2016 Note shall be made and given to DTC as provided in the representation letter entered into prior to the date of issuance and delivery of the 2016 Note by and among DTC, the Authority and the Trustee.

(e) In connection with any notice or other communication to be provided to the holders of the 2016 Note pursuant to this 2016 Supplemental Resolution by the Authority or the Trustee with respect to any consent or other action to be taken by the holders of the 2016 Note, so long as the 2016 Note are registered in the name of Cede & Co., as nominee of DTC, the Authority or the Trustee, as the case may be, shall establish a record date for such consent or other action and give DTC notice of such record date not less than 15 calendar days in advance of such record date to the extent possible.

Section 210. Authorization of Official Statement.

(a) A preliminary Official Statement for the 2016 Note (the "Preliminary Official Statement"), in customary form, is hereby approved. Any Authorized Authority Representative is hereby authorized, with the advice of counsel and Bond Counsel, to make such changes and insertions to and omissions from the Preliminary Official Statement as may be appropriate. Any Authorized Authority Representative is hereby authorized to deem the Preliminary Official Statement final within the meaning of Rule 15(c)2-12 promulgated under the Securities Exchange Act of 1934.

(b) The distribution, by the Underwriter(s) and an Authorized Authority Representative in connection with the sale of the 2016 Note, of the Preliminary Official Statement, with such changes, insertions and omissions in the Preliminary Official Statement as the Authorized Authority Representative distributing the same shall approve, with the advice of Bond Counsel, is hereby authorized.

Section 211. Approval of Purchase Agreement. Any Authorized Authority Representative is, and each of them is hereby, authorized and directed to negotiate, execute and deliver one or more purchase agreements (the "Purchase Agreement(s)") with the Underwriter(s). Such Purchase Agreement(s), along with a Certificate of Authorized Authority Representative, shall determine the terms and conditions relating to the sale of the 2016 Note, including the rate of interest to be borne by the 2016 Note and the underwriter's discount, if any, which is payable to the Underwriter(s) in connection with the sale of the 2016 Note.

Section 212. Additional Acts. This 2016 Supplemental Resolution authorizes and directs, by a majority consensus of the Commissioners, any Authorized Officer, and the staff and consultants of the Authority, to take the actions necessary or convenient to effectuate the terms of the General Bond Resolution and this 2016 Supplemental Resolution in connection with the issuance, sale and delivery of the 2016 Note, including, but not limited to, the following:

(a) To execute and deliver and perform, on behalf of the Authority, such agreements and documents with the Underwriter(s) as shall be necessary or desirable in

connection with the issuance and purchase of the 2016 Note.

(b) To determine the application of the proceeds of the 2016 Note for the purposes stated in Section 315 of the General Bond Resolution.

(c) To make such other determinations, to execute such other documents, instruments and papers and to do such acts and things as may be necessary or advisable in connection with the execution, delivery and performance of the 2016 Note and are not inconsistent with the provisions of this 2016 Supplemental Resolution.

(d) Prior to the issuance and delivery of the 2016 Note, to make such revisions to the 2016 Supplemental Resolution as may be requested by a rating agency, if any, in connection with its rating of the 2016 Note, or by any insurer or issuer of a Credit Facility or Liquidity Facility relating to the 2016 Note, or as may be necessary or desirable so as to issue the 2016 Note on terms most advantageous to the Authority, provided that such revisions, if any, shall be memorialized in a Certificate of Authorized Authority Representative.

(e) In addition to all other matters authorized in this 2016 Supplemental Resolution, any Authorized Authority Representative, in consultation with Bond Counsel, is authorized to make such other determinations, to execute such other documents, instruments and agreements and to do such other acts and things as may be necessary or advisable in order to issue the 2016 Note as may be appropriate, provided that any such other determinations, documents, instruments and agreements, acts and things shall not conflict with the provisions of this 2016 Supplemental Resolution. Any and all actions heretofore taken by any Authorized Authority Representative in connection with the issuance of the 2016 Note are hereby ratified.

All matters determined by an Authorized Authority Representative under the authority of this 2016 Supplemental Resolution shall constitute and be deemed matters incorporated into this 2016 Supplemental Resolution and approved by the Authority, and whenever an Authorized Authority Representative is authorized or directed to take any action pursuant to this 2016 Supplemental Resolution with or upon the advice, consent or consultation with or by any other person, agency, office or official, a certificate of such Authorized Authority Representative may be conclusively relied upon as being determinative that such advice, consultation or consent has in fact occurred and that such actions of the Authorized Authority Representative are valid and binding.

Section 213. Covenant of Authority as to Compliance With Federal Tax Matters. The Authority hereby covenants, to the extent that all or a portion of the 2016 Note are issued on a tax-exempt basis, that it will take all actions within its control that are necessary to assure that interest on the 2016 Note, or portion thereof, as applicable, is excludable from gross income under the Internal Revenue Code of 1986, as amended (the "Code"), and the Authority will refrain from taking any action that would adversely affect the exclusion of interest on the 2016 Note, or portion thereof, as applicable, from gross income under the provisions of the Code.

Section 214. Secondary Market Disclosure. Solely for the purposes of complying with Rule 15c2-12 of the Securities and Exchange Commission, as amended and interpreted from time to time (the "Rule") and provided that the 2016 Note is not exempt from the Rule, for so long as the 2016 Note remains outstanding (unless the 2016 Note has been wholly defeased), the Authority will provide:

(a) as soon as practicable to the Municipal Securities Rulemaking Board (the "MSRB"), through its electronic data program, Electronic Municipal Market Access ("EMMA"), or any such other program required by the Rule, and to the appropriate State information repository (the "State Repository"), if any, notice of the occurrence of any of the following events with respect to the 2016 Note, if material:

(1) Principal and interest payment delinquencies;
(2) Non-payment related defaults, if material;
(3) Unscheduled draws on debt service reserves reflecting financial difficulties;
(4) Unscheduled draws on credit enhancements reflecting financial difficulties;
(5) Substitution of credit or liquidity providers, or their failure to perform;
(6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax-exempt status of the security;
(7) Modifications to the rights of security holders, if material;
(8) Bond calls, if material, and tender offers;
(9) Defeasances;
(10) Release, substitution or sale of property securing repayment of the securities, if material;
(11) Rating changes;
(12) Bankruptcy, insolvency, receivership or similar event of the obligated person;
(13) The consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material; and
(14) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

(b) in a timely manner to EMMA, or any such other program required by the Rule, and to the State Repository, if any, notice of failure of the Authority to provide above-required notice.

The covenants and undertakings contained in this Section 214 are made for the benefit of the holders or beneficial owners of the 2016 Note.

Any Authorized Officer is hereby authorized to enter into additional written contracts or

undertakings to implement the Rule and are further authorized, without the consent of the holders or beneficial owners of the 2016 Note, to amend such contracts or undertakings or the undertakings set forth in this 2016 Supplemental Resolution, provided such amendment is, in the opinion of nationally recognized bond counsel, in compliance with the Rule or would have been in compliance with the Rule if such amended undertaking had been entered into at the time of the issuance of the 2016 Note.

Section 215. Miscellaneous. A copy of this 2016 Supplemental Resolution shall be available for public inspection at the offices of the Authority.

Section 216. Effective Date. This 2016 Supplemental Resolution shall take effect immediately.

Section 217. Severability. If any part of this 2016 Supplemental Resolution shall be deemed invalid, such parts shall be severed and the invalidity thereof shall not affect the remaining parts of this Resolution.

Moved by: Nicole Williams

Seconded by: Robert DeMarino

RECORDED VOTE:

REGULAR MEMBERS	YES	NO	ABSTAIN	NOT PRESENT
Robert DeMarino	**X**			
Igwe Harvey				X
Cheryl McCants				**X**
Leamon McKenzie				**X**
Vincent Mesolella	**X**			
Peter Tom	**X**			
Nicole Williams	**X**			

The foregoing resolution is a true and complete copy of a resolution of the Authority adopted at a meeting thereof duly called and held on September 14, 2016.

GLENN DOMENICK, SECRETARY