

RESOLUTION OF THE TOWNSHIP OF IRVINGTON, NJ

No. DRF 19-0923-30

Date of Adoption SEPTEMBER 23, 2019

APPROVED AS TO FORM AND LEGALITY ON THE BASIS OF FACTS SET FORTH BY

Legislative Research Officer

PRESENTED BY COUNCIL MEMBER

VICK

SECONDED BY

HUDLEY

RESOLUTION OF THE TOWNSHIP OF IRVINGTON, NEW JERSEY APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF A LETTER OF REPRESENTATION AND A CONTINUING DISCLOSURE AGREEMENT IN CONNECTION WITH THE ISSUANCE AND DELIVERY OF THE ESSEX COUNTY IMPROVEMENT AUTHORITY'S CAPITAL EQUIPMENT POOLED LEASE REVENUE BONDS, SERIES 2019 AND AUTHORIZING AN AUTHORIZED MUNICIPAL REPRESENTATIVE TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY OF SUCH BONDS

WHEREAS, the Township of Irvington, New Jersey (the "Municipality") desires to lease and permanently finance the cost of acquisition of certain capital equipment (the "Equipment") from The Essex County Improvement Authority (the "Authority"); and

WHEREAS, the Authority will provide for the financing of the cost of the acquisition of the Equipment by the issuance of its Capital Equipment Lease Revenue Bonds, Series 2019 (Irvington Project) (the "Bonds") payable from rentals by the Municipality pursuant to a Lease and Agreement by and between the Municipality and the Authority (the "Lease"); and

WHEREAS, in order to induce the Authority to issue and deliver the Bonds and its Capital Equipment Pooled Lease Revenue Bonds, Series 2019, there has been prepared and submitted to the Municipality a Letter of Representative in the form attached hereto as Exhibit A; and

WHEREAS, there has been prepared and submitted to the Municipality a Continuing Disclosure Agreement in the form appended hereto as Exhibit B for execution by the Municipality if the Authority shall determine that the Municipality is or will be an "obligated person" with respect to the Authority's Capital Equipment Lease Revenue Bonds, Series 2019 within the meaning of Rule 15c2-12 of the United States Securities and Exchange Commission (an "Obligated Person"):

NOW, THEREFORE, BE IT RESOLVED BY THE TOWNSHIP OF IRVINGTON AS FOLLOWS:

Section 1. That the Letter of Representation, in the form presented to this meeting, be and the same is hereby approved, and any Authorized Municipal Representative (as that term is defined in the Lease) is hereby authorized to, and one of such officers shall execute the Letter of Representation, with such additions, deletions or modifications as such officer shall approve, and to deliver the same to the addressees designated on such Letter of Representation, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 2. That the Continuing Disclosure Agreement in the form presented to this meeting, be and the same is hereby approved, and any Authorized Municipal Representative is hereby authorized to, and one of such officers shall execute the Continuing Disclosure Agreement, with such additions, deletions or modifications as such officer shall approve, and to deliver the same upon the determination by the Authority that the Municipality is or will be an Obligated Person, such approval to be conclusively evidenced by the execution and delivery thereof.

Section 3. That any Authorized Municipal Representative is hereby authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or property for carrying out the sale, issuance and delivery of the Bonds, the Authority's Capital

Equipment Pooled Lease Revenue Bonds, Series 2019 and all related transactions contemplated by this resolution.

Section 4. All resolutions or proceedings or parts thereof, in conflict with the provisions of this resolution are to the extent of such conflict hereby repealed.

Section 5. This resolution shall become effective immediately.

RECORD OF COUNCIL VOTE

X = Indicates Vote N.V. = No Vote A.B. = Absent

COUNCIL MEMBER	YES	NO	N.V.	A.B.	COUNCIL MEMBER	YES	NO	N.V.	A.B.
BEASLEY	X				DR. HUDLEY	X			
BURGESS	X				INMAN	X			
COX	X				VICK	X			
FREDERIC									

ACTING PRESIDENT OF COUNCIL *Blaine Burgess* MUNICIPAL CLERK *Alldredge* DATE September 23, 2019

I hereby certify that the foregoing is a true copy of a Resolution duly adopted by the Municipal Council. In witness whereof I have hereunto set my hand and the Corporate Seal of the Township of Irvington.

MUNICIPAL CLERK *Alldredge* DATE SEP 23 2019



ADMINISTRATOR ASSESSOR BLDG CFO COLLECTOR COURT EDGO ENGINEER FIRE~CF HEALTH HOUSING INIC JUDGE LEGAL LIBR LICEN MAYOR NPP ODP PARKS PAYROLL PUBLIC SAFETY~DIR PUBLIC WORKS PURCHASING SEC~PB/ZBA TRAFFIC ZONING~OFF DLGS GNCD OTHER(S): _____