

EXTRACT from the minutes of a _____ meeting of The Board of Education of the Borough of Manasquan in the County of Monmouth, New Jersey held on February 21, 2017 at _____ o'clock p.m. at _____ in the School District.

PRESENT:

ABSENT:

_____ introduced and moved the adoption of the following resolution, and _____ seconded the motion:

**RESOLUTION AUTHORIZING THE ISSUANCE OF
\$5,000,000 TEMPORARY NOTES OF THE BOARD OF
EDUCATION OF THE BOROUGH OF MANASQUAN IN
THE COUNTY OF MONMOUTH, NEW JERSEY**

BE IT RESOLVED BY THE BOARD OF EDUCATION OF THE BOROUGH OF MANASQUAN IN THE COUNTY OF MONMOUTH, NEW JERSEY AS FOLLOWS:

Section 1. Pursuant to Title 18A, Education, of the New Jersey Statutes, temporary notes of The Board of Education of the Borough of Manasquan in the County of Monmouth New Jersey (the "School District" or the "Board of Education") in the principal amount of not exceeding \$5,000,000 (the "Notes") are hereby authorized to be issued in anticipation of the issuance of bonds of the School District authorized by virtue of a proposal adopted by the Board

of Education on November 15, 2016, and approved by the legally qualified voters of the School District at an election held on January 24, 2017.

Section 2. The following matters in connection with the Notes are hereby determined:

(a) All Notes issued hereunder shall mature at such times as may be determined by the Business Administrator/Board Secretary, provided that no Note shall mature later than one year from its date;

(b) All Notes issued hereunder shall bear interest at such rate or rates as may be determined by the Business Administrator/Board Secretary;

(c) The Business Administrator/Board Secretary shall determine the form of the Notes and other matters related to the sale thereof, and the Business Administrator/Board Secretary's signature upon the Notes shall be conclusive as to such determinations;

(d) Notes issued hereunder may be renewed from time to time for periods of not exceeding one year for the time periods specified in and in accordance with the provisions of N.J.S.A. 18A:24-3.

Section 3. The Business Administrator/Board Secretary is hereby authorized and directed to determine all matters in connection with the Notes not determined by this or a subsequent resolution, and the Business Administrator/Board Secretary's signature upon the Notes shall be conclusive as to such determination.

Section 4. The Business Administrator/Board Secretary is hereby authorized to sell the Notes from time to time at public or private sale in such amounts as the Business Administrator/Board Secretary may determine at not less than par and to deliver them 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.

Section 5. The Business Administrator/Board Secretary, in connection with other professionals of the Board of Education acting under the Business Administrator/Board Secretary's direction, is hereby authorized to prepare and to update from time to time as necessary a financial disclosure document for the Board of Education, as it may be so updated from time to time, to be distributed in connection with the sale of obligations of the Board of Education. The Business Administrator/Board Secretary is hereby authorized to execute such disclosure document on behalf of the Board of Education.

Section 6. Any instrument issued pursuant to this resolution shall be a general obligation of the School District. The full faith and credit of the School District are hereby pledged to the punctual payment of the principal of and the interest on the obligations. Unless another provision for payment is made, an amount sufficient for such payment shall be inserted in the budget and a tax sufficient to provide for such payment shall be levied and collected.

Section 7. The Board of Education 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 Business Administrator/Board Secretary is hereby authorized to act on behalf of the Board of Education to deem the obligations authorized herein as bank qualified for the purposes of Section 265 of the Code, when appropriate.

Section 8. Solely for 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 Notes are not exempt from the Rule and provided that the Notes are not exempt from the following requirements in accordance with paragraph (d) of the Rule, for so long as the Notes remain outstanding (unless the Notes have been wholly defeased), the Board of Education shall provide for the benefit of the holders of the Notes and the beneficial owners thereof:

(a) On or prior to February 1 of each year, beginning February 1, 2018, electronically to the Municipal Securities Rulemaking Board's Electronic Municipal Market Access ("EMMA") system or such other repository designated by the SEC to be an authorized repository for filing secondary market disclosure information, if any, annual financial information with respect to the Board of Education consisting of the audited financial statements (or unaudited financial statements if audited financial statements are not then available, which audited financial statements will be delivered when and if available) of the Board of Education and certain financial information and operating data consisting of (1) Board of Education and overlapping indebtedness including a schedule of outstanding debt issued by the Board of Education; (2) property valuation information; and (3) tax rate, levy and collection data. The audited financial statements will be prepared in accordance with generally accepted accounting principles as modified by governmental accounting standards as may be required by New Jersey law;

(b) if any of the following material events occur regarding the Notes, a timely notice not in excess of ten business days after the occurrence of the event sent to EMMA:

- (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 status of the security;
- (7) Modifications to 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;
 - (14) Appointment of a successor or additional trustee or the change of name of a trustee, if material.

For the purposes of the event identified in subparagraph (12) above, the event is considered to occur when any of the following occur: the appointment of a receiver, fiscal agent or similar officer for an obligated person in a proceeding under the U.S. Bankruptcy Code or in any other proceeding under state or federal law in which a court or governmental authority has assumed jurisdiction over substantially all of the assets or business of the obligated person, or if such jurisdiction has been assumed by leaving the existing governing body and officials or officers in possession but subject to the supervision and orders of a court or governmental authority, or the entry of an order confirming a plan of reorganization, arrangement or liquidation by a court or governmental authority having supervision or jurisdiction over substantially all of the assets or business of the obligated person.

Notice of failure of the Board of Education to provide required annual financial information on or before the date specified in this resolution shall be sent in a timely manner to EMMA.

If all or any part of the Rule ceases to be in effect for any reason, then the information required to be provided under this resolution, insofar as the provision of the Rule no longer in effect required the provision of such information, shall no longer be required to be provided.

The Business Administrator/Board Secretary shall determine, in consultation with Bond Counsel, the application of the Rule or the exemption from the Rule for each issue of obligations of the Board of Education prior to their offering. Such officer is hereby authorized to enter into additional written contracts or undertakings to implement the Rule and is further authorized to amend such contracts or undertakings or the undertakings set forth in this resolution, provided such amendment is, in the opinion of nationally recognized bond counsel, in compliance with the Rule.

In the event that the Board of Education fails to comply with the Rule requirements or the written contracts or undertakings specified in this resolution, the Board of Education shall not be liable for monetary damages, remedy being hereby specifically limited to specific performance of the Rule requirements or the written contracts or undertakings therefor.

Section 9. The Business Administrator/Board Secretary is authorized and directed to report in writing to the Board of Education 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, the description, the interest rate and the maturity of the Notes sold, the price obtained and the name of the purchaser.

Section 10. The Business Administrator/Board Secretary is authorized to advance payment of interest due on the Notes at maturity from the note proceeds and reimburse the payment from debt service raised in the subsequent fiscal year pursuant to N.J.S.A. 18A:24-58 as an interfund borrowing and execute any documentation necessary therefore.

Section 11. This resolution shall take effect immediately.

The foregoing resolution was adopted by the following vote:

AYES:

NAYS:

SECRETARY'S CERTIFICATE

I, Lynn Coates, Business Administrator/Board Secretary of The Board of Education of the Borough of Manasquan in the County of Monmouth, State of New Jersey, HEREBY CERTIFY that the foregoing annexed extract from the minutes of a meeting of the Board of Education duly called and held on February 21, 2017 has been compared by me with the original minutes as officially recorded in my office in the Minute Book of the Board of Education and is a true, complete and correct copy thereof and of the whole of the original minutes so far as they relate to the subject matters referred to in the extract.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Board of Education this _____ day of _____, 2017.

Lynn Coates, Business
Administrator/Board Secretary

(BOARD OF EDUCATION SEAL)

RESOLUTION OF THE BOARD OF EDUCATION OF THE BOROUGH OF MANASQUAN IN THE COUNTY OF MONMOUTH, NEW JERSEY MAKING APPLICATION TO THE LOCAL FINANCE BOARD PURSUANT TO N.J.S.A. 18A:24-8.

WHEREAS, The Board of Education of the Borough of Manasquan in the County of Monmouth, New Jersey (the "Board of Education") desires to make application to the Local Finance Board for its review and approval of a non-complying maturity schedule pursuant to N.J.S.A. 18A:24-8; and

WHEREAS, the Board of Education believes that:

- (a) it is in the public interest to accomplish this purpose;
- (b) the purpose is for the health, the welfare, the convenience or the betterment of the inhabitants of the school district;
- (c) the amounts to be expended for the purpose are not unreasonable or exorbitant; and
- (d) the purpose is an efficient and feasible means of providing services for the needs of the inhabitants of the school district and will not create an undue financial burden to be placed upon the Board of Education;

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF EDUCATION OF THE BOROUGH OF MANASQUAN IN THE COUNTY OF MONMOUTH, NEW JERSEY AS FOLLOWS:

Section 1. The application to the Local Finance Board is hereby approved, and the Board of Education's financial advisor, along with other representatives of the Board of Education, is hereby authorized to prepare such application and to represent the Board of Education in matters pertaining thereto.

Section 2. The Secretary of the Board of Education is hereby directed to prepare and to file a copy of this resolution with the Local Finance Board as part of such application.

Section 3. The Local Finance Board is hereby respectfully requested to consider such application and to record its findings, recommendations and approvals as provided by the applicable New Jersey Statute.

Recorded Vote

AYE

NO

ABSTAIN

ABSENT

The foregoing is a true copy of a resolution adopted by the Board of Education on February 21, 2017.

Lynn Coates
Business Administrator/Board Secretary

(part I)

21-6000233
ID #

STATE OF NEW JERSEY
DEPARTMENT OF COMMUNITY AFFAIRS
DIVISION OF LOCAL GOVERNMENT SERVICES
LOCAL FINANCE BOARD
APPLICATION CERTIFICATION

APPLICANT'S

NAME: The Board of Education of the Borough of Manasquan in the County of Monmouth, New Jersey

I, TOM PELLEGRINO, BOARD PRESIDENT OF THE BOARD OF EDUCATION OF THE BOROUGH OF MANASQUAN IN THE COUNTY OF MONMOUTH, NEW JERSEY DO HEREBY DECLARE:

That the documents submitted herewith and the statements contained herein are true to the best of my knowledge and belief; and

That this application was considered and its submission to the Local Finance Board approved by the Board of Education on February 21, 2017.

Tom Pellegrino, Board President

ATTEST:

Lynn Coates
Business Administrator/Board Secretary

Date: February 21, 2017