

EXTRACT from the minutes of a regular meeting of the City Council of the City of Vineland, in the County of Cumberland, New Jersey held in the Municipal Building on November 22, 2016.

PRESENT:

ABSENT:

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

RESOLUTION DETERMINING THE FORM AND OTHER DETAILS OF NOT TO EXCEED \$21,000,000 AGGREGATE PRINCIPAL AMOUNT OF ELECTRIC UTILITY GENERAL OBLIGATION REFUNDING BONDS OF THE CITY OF VINELAND, IN THE COUNTY OF CUMBERLAND, NEW JERSEY AND PROVIDING FOR THE SALE AND DELIVERY OF SUCH BONDS AND DETERMINING OTHER MATTERS IN CONNECTION THEREWITH

BE IT RESOLVED BY THE CITY COUNCIL OF THE CITY OF VINELAND, IN THE COUNTY OF CUMBERLAND, NEW JERSEY (not less than two-thirds of all members thereof affirmatively concurring) AS FOLLOWS:

Section 1. An amount not to exceed \$21,000,000 Electric Utility General Obligation Refunding Bonds of the City of Vineland, in the County of Cumberland, New Jersey (the "City") as more fully described herein and in the refunding bond ordinance, finally adopted by the City pursuant to the Local Bond Law on November 22, 2016, and entitled, "Refunding Bond Ordinance of the City of Vineland, in the County of Cumberland, New Jersey, Providing for the Current

Refunding of All or a Portion of Certain Electric Utility General Obligation Refunding Bonds, Series 2010, Appropriating \$21,000,000 Therefor and Authorizing the Issuance of Not to Exceed \$21,000,000 Electric Utility General Obligation Refunding Bonds of the City for Financing the Cost Thereof" shall be issued in one or more series as "Electric Utility General Obligation Refunding Bonds" (the "Bonds").

Section 2. The Bonds are hereby authorized to be sold by negotiated sale to an underwriter or direct bank purchaser (the "Underwriter/Purchaser") to be determined by the Chief Financial Officer of the City, with the recommendation of the City's Financial Advisor (as defined herein) and with the approval of the City Council President, in accordance with the terms set forth in a purchase contract to be entered into by and between the City and the Underwriter/Purchaser (the "Purchase Contract") for the sale by the City of the Bonds to the Underwriter/Purchaser. The purchase price for the Bonds shall be as set forth in the Purchase Contract and the Bonds shall be issued in accordance with the terms and conditions set forth in the Purchase Contract; provided that the sale of the Bonds complies with the parameters established in this resolution.

Section 3. The Chief Financial Officer and Mayor are hereby authorized and directed, without further authorization, to enter into and execute the Purchase Contract on behalf of the City with the Underwriter/Purchaser in the form satisfactory to bond counsel to the City ("Bond Counsel") in accordance with the provisions of this resolution, including the parameters established under Section 6 of this resolution and the approval of the refunding bond ordinance by the Local Finance Board (the "LFB Approval"), and otherwise upon terms approved by the Chief Financial Officer, Bond Counsel and the City's Financial Advisor. Upon execution of the Purchase Contract, the signature of the Mayor and/or the Chief Financial Officer shall be conclusively presumed to evidence any necessary approvals for the sale of the Bonds. If the Chief

Financial Officer, after consultation with the Underwriter/Purchaser, determines that the parameters cannot be satisfied in the present market, the Bonds shall not be sold until such time as said parameters may be amended, in whole or in part, or a sale on different terms is otherwise approved by resolution of this City Council.

Section 4. Cumberland Advisors is hereby authorized to act as the City's Financial Advisor (the "Financial Advisor").

Section 5. The Bonds are being issued to fix the interest rate to maturity of the City's outstanding Variable Rate Electric Utility General Obligation Refunding Bonds (AMT), Series 2010, originally issued in the aggregate principal amount of \$25,100,000 and dated December 23, 2010 (the "2010 Bonds"), which 2010 Bonds are subject to redemption at the option of the City at any time, at a redemption price of 100% of the principal amount of 2010 Bonds being redeemed, plus accrued interest to the date fixed for redemption. The 2010 Bonds being redeemed (the "Refunded Bonds") includes all or a portion of the \$19,815,000 currently outstanding principal amount of 2010 Bonds maturing on May 15 in each year from 2017 to 2032.

Section 6. The Bonds shall be issued in accordance with the terms and condition set forth in the Purchase Contract and within the following parameters:

- (a) The aggregate principal amount of the Bonds shall not exceed \$21,000,000;
- (b) The final maturity of the Bonds shall not exceed the final maturity date of the 2010 Bonds;
- (c) The Bonds shall be issued as fixed rate bonds, shall be issued in one or more series, and shall have such tax treatment as determined by Bond Counsel;

(d) The aggregate amount of proceeds from the sale of any series of Bonds the interest on which is exempt from Federal gross income taxation for the holder thereof (the “Tax-Exempt Bonds”), shall not exceed the outstanding principal amount of 2010 Bonds;

(e) The Bonds shall be issued in the par amounts and bond premium determined by the Chief Financial Officer to be necessary to provide an escrow fund that will be sufficient to provide for the payment of the redemption price of the Refunded Bonds on the date fixed for redemption and if any taxable Bonds are issued, to finance the costs of issuing the Bonds and accrued interest on the Refunded Bonds;

(f) The Bonds shall be dated and shall bear interest at the rates per annum as the Chief Financial Officer shall determine;

(g) The Bonds shall be numbered and have such prefix or prefixes as determined necessary by the Chief Financial Officer and be sold and issued with such serial maturities or with such term bond maturities payable from mandatory sinking fund payments made by the City as determined in the Purchase Contract;

(h) The Bonds shall mature in each of the years 2017 to 2032, inclusive, or such other years deemed consistent with the LFB Approval and in the principal amounts as may be determined by the Chief Financial Officer and shall bear interest on the dates as may be determined by the Chief Financial Officer;

(i) The Bonds shall have redemption provisions as are set forth in the Purchase Contract;

(j) The Bonds will be issued in fully registered form. One certificate shall be issued for the aggregate principal amount of each series of Bonds maturing in each year. Both principal and interest due on the Bonds will be payable in lawful money of the United States of America.

Each certificate will be registered in the name of CEDE & Co., as nominee of The Depository Trust Company, New York, New York, which will act as securities depository (the "Securities Depository"). The certificates will be on deposit with the Securities Depository. The Securities Depository will be responsible for maintaining a book-entry system for recording the interests of its participants or the transfers of the interests among its participants. The participants will be responsible for maintaining records recording the beneficial ownership interests in the Bonds on behalf of individual purchasers. Individual purchases may be made in the principal amount of \$5,000 or any integral multiple thereof through book-entries made on the books and the records of the Securities Depository and its participants except that an amount maturing in any one year in excess of the largest principal amount thereof equaling a multiple of \$5,000 will be in the denominations of \$1,000 or any integral multiple thereof; and

(k) The principal of and the interest due on the Bonds will be paid to the Securities Depository by the City on the respective maturity dates and due dates and will be credited on the respective maturity dates and due dates to the participants of the Securities Depository as listed on the records of the Securities Depository as of the 15th next preceding each maturity date (the "Record Dates" for the Bonds). The Bonds shall be executed by the manual or facsimile signatures of the Mayor and the Chief Financial Officer under the official seal of the City (or facsimile thereof) affixed, printed, engraved or reproduced thereon and attested by the manual signature of the Clerk.

Section 7. The Bonds shall be substantially in the following form with such additions, deletions and omissions as may be necessary for the City to market the Bonds:

REGISTERED
No. EUGOB-

REGISTERED
\$_____

UNITED STATES OF AMERICA
STATE OF NEW JERSEY
COUNTY OF CUMBERLAND

CITY OF VINELAND

ELECTRIC UTILITY GENERAL OBLIGATION REFUNDING BONDS

PRINCIPAL AMOUNT:

DATED DATE:

MATURITY DATE:

INTEREST PAYMENT DATES:

INITIAL INTEREST PAYMENT DATE:

RATE OF INTEREST PER ANNUM:

CUSIP NUMBER:

CITY OF VINELAND, in the County of Cumberland, New Jersey (the "City") hereby acknowledges itself indebted and for value received promises to pay to CEDE & Co., as nominee of The Depository Trust Company, which will act as Securities Depository, on the MATURITY DATE, the PRINCIPAL AMOUNT, and to pay interest on such sum from the DATED DATE of this bond until the MATURITY DATE at the RATE OF INTEREST PER ANNUM semiannually on the INTEREST PAYMENT DATES in each year until maturity, commencing on the INITIAL INTEREST PAMENT DATE. Interest on this bond will be paid to the Securities Depository by the City and will be credited to the participants of the Securities Depository as listed on the records of the Securities Depository as of the 15th day prior to each INTEREST PAYMENT (the "Record Dates" for such payments). Principal of this bond, upon presentation and surrender to the City will be paid to the Securities Depository by the City and will be credited to the participants of The Depository Trust Company.

This bond is not transferable as to principal or interest. The participants are responsible for maintaining the records regarding the beneficial ownership interest in the bonds on behalf of the individual purchasers except to an authorized nominee of the Securities Depository. The Securities Depository shall be responsible for maintaining the book-entry system for recording the interests of its participants or the transfers of the interests among its participants.

[The bonds of this issue maturing prior to _____, 20__, are not subject to optional redemption prior to their stated maturities. The bonds of this issue maturing on or after _____, 20__ are redeemable at the option of the City in whole or in part on any date on or after _____, 20__ at 100% of the principal amount outstanding (the "Redemption Price") plus interest accrued to the date of redemption upon notice as required herein.

Notice of Redemption shall be given by mailing by first class mail in a sealed envelope with postage prepaid to the registered owners of the bonds not less than thirty (30) days, nor more than sixty (60) days prior to the date fixed for redemption. Such mailing shall be to the owners of such bonds at their respective addresses as they last appear on the registration books kept for that purpose by the City or a duly appointed Bond Registrar. Any failure of the depository to advise any of its participants or any failure of any participant to notify any beneficial owner of any Notice of Redemption shall not affect the validity of the redemption proceedings. If the City determines to redeem a portion of the bonds prior to maturity, the bonds to be redeemed shall be selected by the City; the bonds to be redeemed having the same maturity shall be selected by the Securities Depository in accordance with its regulations.

So long as CEDE & Co., as nominee of the Securities Depository, is the registered owner of the Bonds, the City shall send redemption notices only to CEDE & Co.

If Notice of Redemption has been given as provided herein, the bonds or the portion thereof called for redemption shall be due and payable on the date fixed for redemption at the Redemption Price, together with accrued interest to the date fixed for redemption. Interest shall cease to accrue on the bonds after the date fixed for redemption and no further interest shall accrue beyond the redemption date. Payment shall be made upon surrender of the bonds redeemed.

As long as The Depository Trust Company is the securities depository for the Bonds as provided herein, the procedures of The Depository Trust Company will determine the method of selection for redemption within a maturity. Otherwise, it will be by lot or by a similar method.]

[This bond is not subject to optional redemption prior to its stated maturity.]

This bond is one of an authorized issue of bonds and is issued pursuant to the Local Bond Law of the State of New Jersey, a refunding bond ordinance of the City, finally adopted November 22, 2016, and entitled, "Refunding Bond Ordinance of the City of Vineland, in the County of Cumberland, New Jersey, Providing for the Current Refunding of All or a Portion of Certain Electric Utility General Obligation Refunding Bonds, Series 2010, Appropriating \$21,000,000 Therefor and Authorizing the Issuance of Not to Exceed \$21,000,000 Electric Utility General Obligation Refunding Bonds of the City for Financing the Cost Thereof" and a resolution of the City adopted November 22, 2016.

The full faith and credit of the City are hereby irrevocably pledged for the punctual payment of the principal of and the interest on this bond according to its terms.

It is hereby certified and recited that all conditions, acts and things required by the constitution or the statutes of the State of New Jersey to exist, to have happened or to have been

performed precedent to or in the issuance of this bond exist, have happened and have been performed and that the issue of bonds of which this is one, together with all other indebtedness of the City, is within every debt and other limit prescribed by such constitution or statutes.

IN WITNESS WHEREOF, the City has caused this bond to be executed in its name by the manual or facsimile signatures of its Mayor and its Chief Financial Officer, its corporate seal to be hereunto imprinted or affixed, this bond and the seal to be attested by the manual or facsimile signature of its Clerk and this bond to be dated the DATED DATE as specified above.

CITY OF VINELAND

By _____
Mayor

ATTEST:

By: _____
Clerk

By: _____
Chief Financial Officer

Section 8. The law firm of McManimon, Scotland & Baumann, LLC is authorized to arrange for the printing of the Bonds. The proper officials of the City are hereby authorized and directed to execute the Bonds and to deliver them to the Underwriter/Purchaser upon receipt of payment therefor.

Section 9. The Bonds shall have printed thereon a copy of the written opinion with respect to the Bonds that is to be rendered by the law firm of McManimon, Scotland & Baumann, LLC, complete except for omission of its date. The Clerk is hereby authorized and directed to certify the truth and the correctness of the copy of such opinion by executing on each of the Bonds by facsimile signature a certificate in form satisfactory to that law firm and to file a signed duplicate of such written opinion in the Clerk's office. Alternatively, each Bond may be accompanied by the signed legal opinion or copy thereof.

Section 10. The Bonds are being issued to refund the Refunded Bonds. The Chief Financial Officer shall take all steps necessary to call the Refunded Bonds on the first available call date at the applicable redemption price, deposit the proceeds of the Bonds with a bank for the purpose of defeasing the Refunded Bonds, invest the proceeds of the Bonds for this purpose, and assist with the redemption of the Refunded Bonds. The Chief Financial Officer is hereby authorized to enter into an agreement with a bank (the "Escrow Deposit Agreement") to effectuate the purpose of this Section 10.

Section 11. The City hereby approves the preparation and the distribution of the Preliminary Official Statement on behalf of the City in the form approved or to be approved by the Chief Financial Officer with respect to any Bonds sold to an Underwriter. 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 Mayor or the Chief Financial Officer. The Preliminary Official Statement shall be prepared in final form in connection with the issuance of the Bonds and the Mayor and/or the Chief Financial Officer of the City are authorized to execute any certificates necessary in connection with the distribution of the Official Statement. Final Official Statements shall be delivered to the Underwriter of the Bonds within the earlier of seven business days following the sale of the Bonds or to accompany the Underwriter's confirmations that request payment for the Bonds.

Section 12. The Chief Financial Officer is hereby authorized to make representations and warranties, to enter into agreements and to make all arrangements with the Securities Depository, as may be necessary in order to provide that the Bonds will be eligible for deposit with the Securities Depository and to satisfy any obligation undertaken in connection therewith.

Section 13. In the event that the Securities Depository may determine to discontinue providing its service with respect to the Bonds or is removed by the City and if no successor Securities Depository is appointed, the Bonds which were previously issued in book-entry form shall be converted to Registered Bonds (the "Registered Bonds") in denominations of \$5,000, or any integral multiple thereof, except that an amount maturing in any one year in excess of the largest principal amount thereof equaling a multiple of \$5,000 will be in denominations of \$1,000, or any integral multiple thereof. The beneficial owner under the book-entry system, upon registration of the Bonds held in the beneficial owner's name, will become the registered owner of such Registered Bonds. The City shall be obligated to provide for the execution and delivery of the Registered Bonds in certificate form.

Section 14. The City 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 Tax-Exempt Bonds, including the requirement to rebate all net investment earnings on the gross proceeds above the yield on the Tax-Exempt Bonds, if necessary.

Section 15. 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 Bonds are not exempt from the Rule and provided that the Bonds are not exempt from the following requirements in accordance with paragraph (d) of the Rule, for so long as the Bonds remain outstanding (unless the Bonds have been wholly defeased), the City shall provide for the benefit of the holders of the Bonds and the beneficial owners thereof:

(a) On or prior to 270 days from the end of each fiscal year, beginning with the fiscal year ending December 31 of the year in which the Bonds are issued, to the Municipal Securities Rulemaking Board through the Electronic Municipal Market Access Dataport (the "MSRB") annual financial information with respect to the City 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 City and certain financial information and operating data consisting of (i) City and overlapping indebtedness including a schedule of outstanding debt issued by the City, (ii) property valuation information, and (iii) tax rate, levy and collection data. The audited financial information will be prepared in accordance with modified cash accounting as mandated by State of New Jersey statutory principles in effect from time to time or with generally accepted accounting principles as modified by governmental accounting standards as may be required by New Jersey law and shall be filed electronically and accompanied by identifying information with the National Repository;

(b) in a timely manner not in excess of ten business days after the occurrence of the event, to the MSRB notice of any of the following events with respect to the Bonds (herein "Material Events"):

- (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; and
- (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.

(c) in a timely manner to the MSRB notice of failure of the City to provide required annual financial information on or before the date specified in this resolution.

(d) 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 provisions of the Rule no longer in effect required the provision of such information, shall no longer be required to be provided.

(e) The Chief Financial Officer 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 City 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.

(f) In the event that the City fails to comply with the Rule requirements or the written contracts or undertakings specified in this certificate, the City shall not be liable for monetary damages. The sole remedy is hereby specifically limited to specific performance of the Rule requirements or the written contracts or undertakings therefor.

(g) The undertaking may be amended by the City from time to time, without the consent of the Bondholders or the beneficial owners of the Bonds, in order to make modifications required in connection with a change in legal requirements or change in law, which in the opinion of nationally recognized bond counsel complies with the Rule.

Section 16. There can be no assurance that there will be a secondary market for the sale or purchase of the Bonds. Such factors as prevailing market conditions, financial condition or market position of firms who may make the secondary market and the financial condition of the City may affect the future liquidity of the Bonds.

Section 17. The Mayor, the Chief Financial Officer, the Clerk and other appropriate representatives of the City are hereby authorized to take all steps necessary to provide for the issuance of the Bonds and the refunding of the Refunded Bonds, including preparing and executing such agreements and documents on behalf of the City, satisfying in full the requirements of notice of redemption of the Refunded Bonds and taking all steps necessary or desirable to implement this resolution, such agreements and documents as may be necessary and appropriate and the transactions contemplated thereby.

Section 18. The Chief Financial Officer is hereby authorized and directed to submit to the Local Finance Board, within ten days of the issuance of the Bonds, the items set forth in section (b) of N.J.A.C. 5:30-2.5.

Section 19. The Mayor and/or Chief Financial Officer are each hereby authorized and directed to pay all costs of issuance in connection with the sale of the Bonds from other available funds of the City or from any series of taxable Bonds, pursuant to a certificate of the Mayor and/or Chief Financial Officer to be executed upon delivery of the Bonds, each such cost in an amount not to exceed the amount set forth in Exhibit A attached hereto or, if in any greater amount, only upon the prior approval of the City in accordance with the customary procedure for approval and payment of bills. The Mayor and/or Chief Financial Officer are each hereby further authorized and directed to pay the accrued interest on the Refunded Bonds, on the date fixed for redemption, from other available funds of the City or from any series of taxable Bonds.

Section 20. This resolution shall take effect immediately.

The foregoing resolution was adopted by the following vote:

AYES:

NAYS:

Exhibit A

Authorized Costs of Issuance

McManimon, Scotland & Baumann, LLC, as Bond Counsel	\$35,000.00
Underwriter	\$3.60/bond
Ford, Scott & Associates, as Auditor	\$10,000.00
Cumberland Advisor, as Financial Advisor	\$15,000.00
Verification Agent (To Be Determined)	\$3,500.00
Standard & Poor's Rating Agency	\$9,000.00
Printer	\$2,500.00
Escrow Agent (To Be Determined)	\$3,500.00
Bond Insurance	*
Miscellaneous	\$5,000.00

*To the extent the Underwriter determines that the purchase of a bond insurance policy results in a lower interest rate on the Bonds and produces a savings which is greater than the cost of such bond insurance policy, the Underwriter is authorized to purchase such bond insurance policy to raise the credit rating on the Bonds, lower the interest rate on the Bonds and increase the total net debt service savings produced by the refunding.

CERTIFICATE

I, Keith Petrosky, Clerk of City of Vineland, in the County of Cumberland, State of New Jersey (the "City"), HEREBY CERTIFY that the foregoing annexed extract from the minutes of a meeting of the governing body of the City duly called and held on November 22, 2016 has been compared by me with the original minutes as officially recorded in my office in the Minute Book of the governing body 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 City this ____ day of November, 2016

Keith Petrosky, Clerk

(SEAL)