

**RESOLUTION OF THE BOARD OF EDUCATION OF THE  
TOWNSHIP OF READINGTON IN THE COUNTY OF  
HUNTERDON PROVIDING FOR THE FORM AND OTHER  
DETAILS WITH RESPECT TO THE SALE AND ISSUANCE  
OF NOT TO EXCEED \$990,000 SCHOOL BONDS**

BE IT RESOLVED BY THE BOARD OF EDUCATION OF THE TOWNSHIP OF READINGTON IN THE COUNTY OF HUNTERDON, OF NEW JERSEY, as follows:

SECTION 1. The \$990,000 School Bonds of The Board of Education of the Township of Readington in the County of Hunterdon, New Jersey (the "Board" when referring to the governing body and the "School District" when referring to the territorial boundaries governed by the Board) authorized by virtue of a proposal adopted by the Board on December 8, 2015, and approved by the affirmative vote of a majority of the legal voters present and voting at a special School District election held on January 26, 2016 pursuant to N.J.S.A. 18A:24-1 *et seq.*, as amended and supplemented (the "School Bond Law"), shall be issued as School Bonds (the "Bonds"), and the Board hereby determines to issue, pursuant to this resolution, the Bonds of the in an aggregate principal amount not to exceed \$990,000 as described below in Section 2.

SECTION 2. The Bonds are hereby authorized to be sold to and the Board hereby appoints, Investors Bank, Short Hills, New Jersey, to serve as Purchaser of the Bonds (the "Purchaser"), upon the terms set forth herein.

The Bonds shall be payable with respect to principal and interest in any coin or currency of the United States of America which, at the interest rate of 1.4% per annum, at the respective dates of payment thereof, is legal tender for the payment of public and private debts, shall be issued in a form to be designated by the Business Administrator. The Bonds shall be dated, shall mature in each of the years, shall bear interest from their date of issuance and shall contain such other terms, including but not limited to redemption provisions, as shall be determined by the Business Administrator, upon the advice of Wilentz, Goldman & Spitzer, P.A., Woodbridge, New Jersey, Bond Counsel to the Board ("Bond Counsel") and Phoenix Advisors, LLC, Bordentown, New Jersey (the "Financial Advisor").

Subject to the limitations of the School Bond Law, all matters in connection with the sale and issuance of the Bonds shall be determined by the Business Administrator, including but not limited to, the following:

(a) the sale of the Bonds at private sale, provided that the purchase price paid by the purchaser thereof shall not be less than the principal amount of the Bonds so sold;

(b) the principal amount of the Bonds to be issued, provided that such amount shall not exceed \$990,000;

(c) the date of the Bonds, the maturity dates (provided such bonds mature within 2 years of the date of issuance), interest payment dates, record dates and the principal amount of maturity of the Bonds;

(d) the denomination or denominations of and the manner of numbering and lettering of the Bonds; provided that all Bonds of like maturity shall be identical in all respects, except as to denominations, amounts, numbers and letters;

(e) provisions for the sale or exchange of the Bonds and for the delivery thereof;

(f) the redemption provisions for the Bonds;

(g) direction for the application and investment of the proceeds of the Bonds; and

(h) any other provisions deemed advisable by the Business Administrator, upon the advice of Bond Counsel, which are not inconsistent with the provisions of the School Bond Law.

The Business Administrator shall execute the Award Certificate evidencing the determinations or other actions taken and such Award Certificate, as subsequently approved by the Board, shall be conclusive evidence of the actions or determinations of the Business Administrator as to the matters stated therein.

SECTION 3. The Bonds shall be executed in the name of the Board by the manual or facsimile signatures of the President or Vice President of the Board and the seal of the Board shall be affixed, imprinted or reproduced thereon and attested to by the manual signature of the Board Secretary. If any officer whose signature appears on the Bonds ceases to hold office before the delivery of the Bonds, his or her signature shall nevertheless be valid and sufficient for all purposes. In addition, any Bond may bear the signature of, or may be signed by, such persons as at the actual time of the signing of such Bond shall be the proper officers to sign such Bond although at the date of such Bond such persons may not have been officers.

SECTION 4. Subject to the provisions of this Resolution, the Bonds shall be in the form set forth in Exhibit A attached hereto, with such additions, deletions, omissions, endorsements and variations as may be required or permitted by this Resolution or as may be necessary or appropriate to conform to the rules and requirements of any governmental authority or any usage or requirement of law with respect thereto or as may be necessary for the Board to market the Bonds, upon advice of Bond Counsel.

SECTION 5. The Business Administrator is hereby authorized and directed, in consultation with Bond Counsel, to negotiate and approve the terms of the Bonds with the Purchaser, other than those set forth herein, upon advise of the Financial Advisor. The

Bonds are hereby authorized to be sold to the Purchaser in accordance with the terms of the Award Certificate.

SECTION 6. The Bonds shall have affixed thereto a copy of the written opinion with respect to the Bonds that is to be rendered by Bond Counsel to the Board.

SECTION 7. The Board 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 Bonds, including, if necessary, the requirement to rebate all net investment earnings on the gross proceeds above the yield on the Bonds.

SECTION 8. The Board hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate (the "Certificate"), if required by law, which will set forth the obligation of the Board to file budgetary, financial and operating data and notices of certain enumerated events deemed material in accordance with the provisions of the Rule. The Business Administrator/Board Secretary is hereby authorized and directed to execute and deliver the Certificate evidencing the Board's undertaking with respect to the Rule. Notwithstanding the foregoing, failure of the Board to comply with the Certificate shall not be considered a default on the Bonds; however, any Bondholder may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance to cause the Board to comply with its obligations hereunder.

SECTION 9. The Board President, the Business Administrator and the Board Secretary are each hereby authorized and directed to determine all matters in connection with the issuance of the Bonds by the Board not determined by this or a subsequent resolution, all in consultation with Bond Counsel and the manual or facsimile signature of the Board President, the Business Administrator or the Board Secretary upon any documents shall be conclusive as to all such determinations. The Board President, the Business Administrator and the Board Secretary and any other Board representative, including but not limited to, Bond Counsel and the Board Attorney, are each hereby authorized and directed to take such actions or refrain from such actions as are necessary to consummate the transaction contemplated by the issuance of the Bonds by the Board and any and all such actions or inactions heretofore taken by the Board President, the Business Administrator and the Board Secretary and any other Board representative, including, but not limited to Bond Counsel, the Financial Advisor and the Board Attorney, are hereby ratified and confirmed. Wherever herein the Board President is authorized and directed to act or execute and deliver documents, including the Bonds, the Board Vice President is hereby authorized and directed to do same in the Board President's place.

SECTION 10. The Bonds will be designated as "qualified tax-exempt obligations" for purposes of section 265(b)(3)(B)(ii) of the Code.

SECTION 11. This resolution shall take effect immediately.

The foregoing resolution was adopted by the following vote March 8, 2016.

**AYES:**

**NAYS:**

**ABSTENTIONS:**

**ABSENT:**

**EXHIBIT A**

Payment of this obligation is secured under the provisions of the "New Jersey School Bond Reserve Act" in accordance with which an amount equal to 1% of the aggregate outstanding bonded indebtedness (but not to exceed the moneys available in the fund), of New Jersey counties, municipalities and school districts for school purposes as of September 15 of each year, is held within the State Fund for the Support of Free Public Schools as a school bond reserve pledged by law to secure payments of principal and interest due on such bonds in the event of the inability of the issuer to make payment.

**REGISTERED  
NUMBER SCH-\_\_\_\_\_**

**PRINCIPAL SUM  
\$\_\_\_\_\_**

**UNITED STATES OF AMERICA  
STATE OF NEW JERSEY  
THE BOARD OF EDUCATION OF THE  
TOWNSHIP OF READINGTON  
IN THE COUNTY OF HUNTERDON**

**SCHOOL BOND, SERIES 2016A**

<b><u>DATE OF ORIGINAL ISSUE</u></b>	<b><u>MATURITY DATE</u></b>	<b><u>RATE OF INTEREST PER ANNUM</u></b>	<b><u>CUSIP NUMBER</u></b>
_____, 2016	___ __, ____	_____%	

THE BOARD OF EDUCATION OF THE TOWNSHIP OF READINGTON IN THE COUNTY OF HUNTERDON, NEW JERSEY (the "Board" when referring to the governing body and the "School District" when referring to the territorial boundaries governed by the Board) hereby acknowledges itself to be indebted and for value received promises to pay to CEDE & CO., as nominee of The Depository Trust Company, New York, New York ("DTC"), which will act as securities depository (the "Securities Depository"), on the MATURITY DATE specified above, the PRINCIPAL SUM specified above, and to pay interest on such sum from the DATE OF ORIGINAL ISSUE of this Bond until it matures, or prior redemption at the RATE OF INTEREST PER ANNUM specified above semi-annually on the fifteenth day of January and July in each year until maturity, or prior redemption, commencing on \_\_\_\_\_. Principal of and interest on this Bond will be paid to the Securities Depository by the Board and will be credited to the participants of DTC, as listed on the records of DTC, as of each \_\_\_\_\_ and \_\_\_\_\_ next preceding the date of such payments (the "Record Dates" for such payments).

This Bond is not transferable as to principal or interest except to an authorized nominee of DTC. DTC 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 participants are responsible for maintaining records regarding the beneficial ownership interests in the Bonds on behalf of individual purchasers.

The Bonds of this issue are not subject to redemption prior to their stated maturities.

This Bond is one of an authorized issue of Bonds and is issued pursuant to: (i) N.J.S.A. 18A:24-1 et seq., as amended and supplemented; (ii) a proposal adopted by the Board on December 8, 2015 and approved by the affirmative vote of a majority of the legal voters present and voting at a special School District election held on January 26, 2016; (iii) and Award Certificate date \_\_\_\_\_ and (iv) resolutions adopted by the Board on March 8, 2016 which approve the terms of the Bonds (the "Authorization Proceedings"). The full faith and credit of the School District 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 School District, is within every debt and other limit prescribed by such Constitution or statutes.

IN WITNESS WHEREOF, THE BOARD OF EDUCATION OF THE TOWNSHIP OF READINGTON IN THE COUNTY OF HUNTERDON, NEW JERSEY has caused this Bond to be executed in its name by the manual or facsimile signature of its President, its corporate seal to be hereunto imprinted or affixed, this Bond and the seal to be attested by the manual signature of its Board Secretary, and this Bond to be dated the DATE OF ORIGINAL ISSUE as specified above.

**THE BOARD OF EDUCATION OF THE  
TOWNSHIP OF READINGTON IN THE  
COUNTY OF HUNTERDON, NEW  
JERSEY**

**(SEAL)**

**By: [FOR, DO NOT SIGN] \_\_\_\_\_**  
**\_\_\_\_\_,**  
**President**

**ATTEST:**

**By: [FORM DO NOT SIGN] \_\_\_\_\_**  
**\_\_\_\_\_,**  
**Board Secretary**