

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

TITLE:

SUPPLEMENTAL RESOLUTION AUTHORIZING THE ISSUANCE OF NOT TO EXCEED \$17,700,000 COUNTY OF MORRIS GUARANTEED SCHOOL DISTRICT REVENUE REFUNDING BONDS, SERIES 2020 (MORRIS HILLS REGIONAL DISTRICT PROJECT) (FEDERALLY TAXABLE) OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY AND DETERMINING VARIOUS OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Morris County Improvement Authority (including any successors and assigns, the "*Authority*") has been duly created by resolution no. 42 entitled, "Resolution of the Board of Chosen Freeholders of Morris County, New Jersey Creating the Morris County Improvement Authority" duly adopted by the Board of Chosen Freeholders (the "*Board*") of the County of Morris (the "*County*"), in the State of New Jersey (the "*State*"), on April 10, 2002, as a public body corporate and politic of the State pursuant to and in accordance with the County Improvement Authorities Law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State and the acts amendatory thereof and supplemental thereto (the "*Act*"); and

WHEREAS, the Authority is authorized by law to finance public facilities through the acquisition of debt, including, without limitation, the general obligation school district bonds of the Morris Hills Regional School District (the "*Local Unit*") located within the County; and

WHEREAS, on March 31, 2004, the Authority issued its \$43,092,000 original aggregate principal amount of County of Morris Guaranteed School District Revenue Bonds, Series 2004 (Morris Hills Regional District Project) (the "*Series 2004 Bonds*") for the purpose, among other things, of purchasing a general obligation school district bond of the Local Unit in the original aggregate principal amount of \$43,092,000 (the "*Series 2004 Local Unit Bond*"); and

WHEREAS, the Series 2004 Local Unit Bond was issued pursuant to a proposal approved by the Local Unit on February 3, 2003 and by the legal voters of such school district on March 11, 2003 (the "*Local Unit Proposal*") and a resolution of the Local Unit authorizing the issuance by the Local Unit of the Series 2004 Local Unit Bond and the sale thereof to the Authority; and

WHEREAS, the Authority financed the acquisition, construction, renovation and installation of certain property and infrastructure improvements that were the subject of the Local Unit Proposal as more fully set forth in the Loan Agreement, dated as of March 1, 2004 (the "*Original Loan Agreement*"), by and between the Authority and the Local Unit evidencing the purchase by the Authority of the Series 2004 Local Unit Bond; and

WHEREAS, the Series 2004 Bonds were issued pursuant to the terms of the Act, other applicable law and a bond resolution of the Authority entitled, "Resolution Authorizing the Issuance of County of Morris Guaranteed School District Revenue Bonds, Series 2004 (Morris Hills Regional District Project) and Additional Bonds of the Morris County Improvement Authority", which was duly adopted by the Authority on February 11, 2004, as amended and supplemented by a Certificate of an Authorized Officer of the Authority dated March 31, 2004 (collectively, the "*Original Bond Resolution*"); and

WHEREAS, on March 28, 2012, the Authority issued its \$28,230,000 original aggregate principal amount of County of Morris Guaranteed School District Revenue Refunding Bonds, Series 2012 (Morris Hills Regional District Project) (the "*Series 2012 Bonds*") for the purpose, among other things, of purchasing a general obligation school district bond of the Local Unit in the original aggregate principal amount of \$28,230,000 (the "*Series 2012 Local Unit Bond*"), the proceeds of which were used to advance refund all of the outstanding callable maturities of the Series 2004 Bonds; and

WHEREAS, the Series 2012 Local Unit Bond was issued pursuant to a refunding bond ordinance finally adopted by the Local Unit and a resolution of the Local Unit authorizing the issuance by the Local Unit of the Series 2012 Local Unit Bond and the sale thereof to the Authority; and

WHEREAS, in connection with the issuance of the Series 2012 Bonds, the Original Loan Agreement was amended by Amendment No. 1 to Loan Agreement, dated as of March 1, 2012 ("*Amendment No. 1 to Loan Agreement*"), by and between the Authority and the Local Unit, in order to replace the debt service schedule attached to the Original Loan Agreement with a revised debt service schedule reflecting the updated principal and interest payments to be made pursuant to the Series 2012 Local Unit Bond; and

WHEREAS, the Series 2012 Bonds were issued pursuant to the terms of the Act, other applicable law, the Original Bond Resolution and a bond resolution of the Authority entitled, "Supplemental Resolution Authorizing the Issuance of County of Morris Guaranteed School District Revenue Refunding Bonds, Series 2012 (Morris Hills Regional District Project) of the Morris County Improvement Authority", which was duly adopted by the Authority on February 16, 2012, as amended and supplemented by a Certificate of an Authorized Officer of the Authority dated March 28, 2012 (collectively, the "*2012 Supplemental Bond Resolution*"); and

WHEREAS, the Series 2012 Bonds are presently outstanding in the aggregate principal amount of \$20,695,000, of which \$15,475,000 is subject to redemption on or after October 1, 2022, at the option of the Local Unit, at a redemption price equal to 100% of the principal amount to be redeemed plus interest accrued to the redemption date (the "*Callable Series 2012 Bonds*"); and

WHEREAS, the Local Unit has notified the Authority of its intention to advance refund, on a taxable basis, all or a portion of the Callable Series 2102 Bonds (the "*Series 2012 Bonds to be Refunded*"); and

WHEREAS, the Authority and the Local Unit have determined that there are debt service savings to be achieved through the advance refunding of all or a portion of the Series 2012 Bonds to be Refunded (the "*Refunding Project*"); and

WHEREAS, in order to implement the Refunding Project and to pay the costs of issuance and fund any necessary reserves or other costs related thereto (collectively, the "*Series 2020 Project*"), the Authority will issue bonds in an aggregate principal amount not to exceed \$17,700,000 to be designated as "County of Morris Guaranteed School District Revenue Refunding Bonds, Series 2020 (Morris Hills Regional District Project) (Federally Taxable)" (the "*Series 2020 Bonds*"); and

WHEREAS, the Series 2020 Bonds will be issued pursuant to the terms of the Act, other applicable law, the Original Bond Resolution and a bond resolution of the Authority entitled, "Supplemental Resolution Authorizing the Issuance of Not to Exceed \$17,700,000 County of Morris Guaranteed School District Revenue Refunding Bonds, Series 2020 (Morris Hills Regional District Project) (Federally Taxable) of the Morris County Improvement Authority and Determining Various Other Matters in Connection Therewith" (the "*2020 Supplemental Bond Resolution*"); and together with the Original Bond Resolution and the 2012 Supplemental Bond Resolution, the "*Bond Resolution*"); and

WHEREAS, the Authority will use proceeds from the sale and issuance of the Series 2020 Bonds to, among other things, purchase a general obligation school district bond of the Local Unit in the original aggregate principal amount of not-to-exceed \$17,700,000 (the "*Series 2020 Local Unit Bond*") pursuant to a bond purchase agreement to be dated the date of sale of the Series 2020 Bonds and convey the proceeds of the Series 2020 Bonds to the Local Unit for use by the Local Unit to finance the Series 2020 Project; and

WHEREAS, the Series 2020 Local Unit Bond has been authorized by and will be issued pursuant to the laws of the State of New Jersey, including Title 18A, Education, Chapter 24 of the New Jersey Statutes, Chapter 271 of the Laws of 1967, as amended and supplemented, a refunding bond ordinance to be finally adopted by the Local Unit and a resolution to be duly adopted by the Local Unit in accordance with applicable law (collectively, the "*Local Unit Bond Proceedings*"); and

WHEREAS, the Local Unit will make principal and interest payments on the Series 2020 Local Unit Bond to the Authority, as holder of the Series 2020 Local Unit Bond, in amounts sufficient to provide for, among other things, the principal of (including sinking fund installments, if any) and interest due on the Series 2020 Bonds; and

WHEREAS, in connection with the issuance of the Series 2020 Bonds, the Original Loan Agreement, as amended by Amendment No. 1 to Loan Agreement, will be amended by Amendment No. 2 to Loan Agreement, to be dated as of the first day of the month of issuance of the Series 2020 Bonds ("*Amendment No. 2 to Loan Agreement*"), by and between the Authority and the Local Unit, in order to replace the debt service schedule attached to the Original Loan Agreement, as amended by Amendment No. 1 to Loan Agreement, with a revised debt service schedule reflecting the updated principal and interest payments to be made pursuant to the Series 2020 Local Unit Bond; and

WHEREAS, to provide an inducement to the prospective purchasers of the Series 2020 Bonds to purchase same and to provide additional security to the holders thereof, the County will in accordance with N.J.S.A. 40:37A-80, fully, unconditionally and irrevocably guaranty the payment of the principal, when due, of (including sinking fund installments, if any) and interest on the Series 2020 Bonds in an aggregate principal amount not to exceed \$17,700,000 in accordance with the terms of a guaranty ordinance of the County to be finally adopted by the Board (the "*County Guaranty*"), as evidenced by a guaranty agreement by and between the County and the Authority (the "*Guaranty Agreement*") and a guaranty certificate to be executed by an authorized County representative on the face of each Series 2020 Bond (collectively, the "*Series 2020 Bond Guaranty*"), all pursuant to Section 37 of the Act (N.J.S.A. 40:37A-80); and

WHEREAS, in accordance with Section 13 of the Act (N.J.S.A. 40:37A-56), prior to the issuance of the Series 2020 Bonds, the Authority will have made a detailed report to the Board, which report will include, without limitation, this 2020 Supplemental Bond Resolution, the Series 2020 Bonds, Amendment No. 2 to Loan Agreement and the Series 2020 Bond Guaranty; and

WHEREAS, the Authority desires, under and pursuant to this 2020 Supplemental Bond Resolution, to issue not to exceed \$17,700,000 aggregate principal amount of Series 2020 Bonds, to appoint the Trustee, Registrar and Paying Agent (each as defined herein) therefor, to authorize the execution of necessary documentation, to delegate the sale and award of the Series 2020 Bonds to the Authorized Authority Representative (as defined herein), to determine other matters in connection with the Series 2020 Bonds and to adopt this 2020 Supplemental Bond Resolution to effectuate the purposes herein stated.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY, AS FOLLOWS:

**ARTICLE I
DEFINITIONS**

Section 101. Title. This resolution shall hereinafter be cited as the "*2020 Supplemental Bond Resolution*".

Section 102. Terms Defined in Resolution. Whenever used or referred to in this 2020 Supplemental Bond Resolution, all capitalized terms herein shall, unless specifically defined herein or unless the context clearly requires otherwise, have the same meanings assigned to such terms in the Original Bond Resolution.

Section 103. Definitions. As used or referred to in this 2020 Supplemental Bond Resolution, unless a different meaning clearly appears from the context:

(A) "*Authorized Authority Representative*" means the Chairman, the Vice Chairman or the Executive Director of the Authority and any other person or persons who are authorized to act on behalf of the Authority by virtue of a written certificate, duly executed on behalf of the Authority.

(B) "*Bond Purchase Agreement*" shall mean the Bond Purchase Agreement by and between the Authority and the Underwriters, dated as of the date of sale of the Series 2020 Bonds, to be entered into in connection with the issuance and delivery of the Series 2020 Bonds.

(C) "*Certificate of Authority Officer*" means a certificate that is executed by the Authorized Authority Representative determining any of the details relating to the issuance, sale, security and delivery of the Series 2020 Bonds or any other internal matters as provided in this 2020 Supplemental Bond Resolution.

(D) "*Escrow Agent*" means the escrow agent appointed for the Series 2020 Bonds in accordance with Section 301 hereof.

(E) "*Municipal Advisor*" means the municipal advisor appointed for the Series 2020 Bonds in accordance with Section 301 hereof.

(F) "*Paying Agent*" means the paying agent appointed for the Series 2020 Bonds in accordance with Section 301 hereof.

(G) "*Registrar*" means the registrar appointed for the Series 2020 Bonds in accordance with Section 301 hereof.

(H) "*Securities Depository*" means the securities depository appointed for the Series 2020 Bonds in accordance with Section 301 hereof.

(I) "*Trustee*" means the trustee appointed for the Series 2020 Bonds in accordance with Section 301 hereof.

(J) "*Underwriters*" means such underwriter or underwriters as determined by the Certificate of Authority Officer.

ARTICLE II AUTHORIZATION, AMOUNT AND DESCRIPTION OF SERIES 2020 BONDS

Section 201. Authorization and Purpose of Series 2020 Bonds. The proceeds of the Series 2020 Bonds will be used to finance the Series 2020 Project and to pay for costs incurred in connection with the authorization, issuance and delivery of the Series 2020 Bonds.

Section 202. Amount and Title of Series 2020 Bonds. Not to exceed \$17,700,000 of the Series 2020 Bonds are hereby authorized to be issued and sold in accordance with the provisions of the Original Bond Resolution, this 2020 Supplemental Bond Resolution and a Certificate of Authority Officer authorized pursuant to Section 203 of this 2020 Supplemental Bond Resolution. Each of the Series 2020 Bonds shall be designated "County of Morris Guaranteed School District Revenue Refunding Bonds, Series 2020 (Morris Hills Regional District Project) (Federally Taxable)". The Bonds may be issued and sold in one or more series as determined by the Authorized Authority Representative in consultation with the Authority's Bond Counsel and Municipal Advisor and as set forth in the Certificate of Authority Officer.

Section 203. Description of Series 2020 Bonds.

(A) **Description of Series 2020 Bonds; Delegation to Authority Officer.** Pursuant to and in accordance with the provisions of N.J.S.A. 40:37A-60 and the terms of the Original Bond Resolution, the Authority hereby determines that the Authorized Authority Representative is hereby designated as the individual who shall have the power to sell and award the Series 2020 Bonds on behalf of the Authority to the Underwriters, in accordance with the terms of the Certificate of Authority Officer and subject to the parameters set forth herein, including the power to determine, among other things, (a) the amount of Series 2020 Bonds to be issued, in an amount not to exceed the amount set forth in Section 202 hereof, which are authorized to be issued pursuant to the terms of Section 201 of the Original Bond Resolution, (b) the time and manner of sale of the Series 2020 Bonds, (c) the maturity or maturities of the Series 2020 Bonds and the provisions pertaining to redemptions thereof and/or sinking funds established therefor, (d) the rate or rates of interest for the Series 2020 Bonds, and (e) such other terms and conditions as may be necessary or related to the sale of the Series 2020 Bonds. The Authorized Authority Representative is hereby authorized to award the Series 2020 Bonds to the Underwriters. Such award shall be evidenced by the execution of a Certificate of Authority Officer. Such Certificate of Authority Officer shall determine the terms and conditions relating to the sale of the Series 2020 Bonds, including the rate or rates of interest to be borne by the Series 2020 Bonds and the Underwriters' discount, if any, which is payable to the Underwriters in connection with the sale of the Series 2020 Bonds; *provided, however*, that (i) the maximum maturity of the Series 2020 Bonds will not exceed 30 years; (ii) without further authorization of the Authority, the rate or rates of interest (or the net interest cost) to be borne by the Series 2020 Bonds shall not exceed seven percent (7.00%) per annum; (iii) the Underwriters' discount for the Series 2020 Bonds shall not exceed \$6.00 per \$1,000 principal amount of the Series 2020 Bonds; and (iv) the rate or rates of interest (or the net interest cost) on the Series 2020 Bonds and the Underwriters' discount for the Series 2020 Bonds may exceed the amounts set forth herein if such greater rate or rates of interest or such greater Underwriters' discount is approved, prior to the award and sale of the Series 2020 Bonds, by a resolution duly adopted by the Authority. Such Certificate of Authority Officer shall contain such other terms and conditions as shall be deemed to be necessary in connection with the sale of the Series 2020 Bonds.

(B) **Denomination and Place of Payment.** The Series 2020 Bonds shall be issued in book-entry form only and, when issued, will be registered in the name of and held by Cede & Co., as nominee for The Depository Trust Company, New York, New York ("*DTC*"). The Bonds shall be issued in the form of one certificate for each maturity of the Series 2020 Bonds, in the aggregate principal amount of such maturity. As long as DTC or its nominee, Cede & Co., is the Registered Owner of the Series 2020 Bonds, payments of the principal of, redemption premium, if any, and interest on the Series 2020 Bonds will be made by the Paying Agent directly to Cede & Co., as Registered Owner, which will remit such payments to DTC participants, which will in turn remit such payments to the beneficial owners of the Series 2020 Bonds. All other terms and conditions with respect to the payment of the principal of, redemption premium, if any, and interest on the Series 2020 Bonds shall be as provided in the Original Bond Resolution.

(C) **Transfer and Exchange of Series 2020 Bonds.** As long as the Series 2020 Bonds remain in book-entry form, the Series 2020 Bonds shall be transferable only upon the records of DTC. All other provisions governing the transfer and exchange of the Series 2020 Bonds shall be as provided in the Original Bond Resolution.

(D) **Form of Series 2020 Bonds.** The Series 2020 Bonds shall be in substantially the form set forth in Exhibit A attached to this 2020 Supplemental Bond Resolution, with such omissions, insertions and variations as are properly required and not contrary to any of the provisions of the Original Bond Resolution or any of the provisions of this 2020 Supplemental Bond Resolution.

ARTICLE III APPOINTMENT OF PROFESSIONALS, OFFICIAL STATEMENT AND OTHER REQUIRED ACTIONS

Section 301. Appointment of Professionals.

(A) DTC is hereby appointed to serve as Securities Depository for the Series 2020 Bonds, pursuant to and under the provisions of the Original Bond Resolution.

(B) The appointment of the (i) Trustee, Registrar and Paying Agent, (ii) Escrow Agent, (iii) Underwriters and (iv) financial printer in connection with the issuance and sale of the Series 2020 Bonds shall be designated by the Authorized Authority Representative pursuant to the Certificate of Authority Officer.

(C) Acacia Financial Group, Inc. is hereby appointed to serve as Municipal Advisor in connection with the issuance and sale of the Series 2020 Bonds.

Section 302. Authorization of Official Statement. The Authority's Bond Counsel and the Underwriters are hereby authorized to prepare and distribute a Preliminary Official Statement on behalf of the Authority in connection with the sale of the Series 2020 Bonds. The form and content of such Preliminary Official Statement shall, prior to the distribution thereof, be approved by the Authority or the Authorized Authority Representative, as the case may be, acting on behalf of the Authority. Subsequent to obtaining such approval, the Preliminary Official Statement may be revised, if necessary, and may contain additional terms and information relating to the sale of the Series 2020 Bonds; *provided, however*, that the form and content of such revised Preliminary Official Statement shall have been previously approved by the Authority or the Authorized Authority Representative, as the case may be, acting on behalf of the Authority, prior to the distribution thereof. The Authorized Authority Representative is hereby authorized to execute the final Official Statement and shall execute any closing or other documents that are required to be executed in connection with the delivery of the Series 2020 Bonds. Any actions that are not determined by this 2020 Supplemental Bond Resolution or any other resolution of the Authority duly adopted prior to the authentication and delivery of the Series 2020 Bonds shall be determined by the execution of a Certificate of Authority Officer.

Section 303. Approval of Other Actions and Agreements. The Authorized Authority Representative shall also take all other actions and execute any other documents, agreements, certificates or other instruments deemed necessary, convenient or desirable by the Authorized Authority Representative, including, without limitation, Amendment No. 2 to Loan Agreement and an escrow deposit agreement to be entered into by and between the Authority and the Escrow Agent, to consummate the transactions contemplated by the Original Bond Resolution, this 2020 Supplemental Bond Resolution and the Bond Purchase Agreement.

Section 304. Execution of Bond Purchase Agreement Evidencing Award of Series 2020 Bonds. The Series 2020 Bonds shall be sold and awarded to the Underwriters upon the terms and conditions set forth in the Bond Purchase Agreement to be dated the date of sale of the Series 2020 Bonds and to be executed on behalf of the Authority and the Underwriters. The Authorized Authority Representative is hereby authorized and directed to execute the Bond Purchase Agreement and to deliver same to the Underwriters on terms deemed advisable by the Authorized Authority Representative in consultation with the Authority's Bond Counsel and Municipal Advisor. The Series 2020 Bonds will be sold to the Underwriters for the purchase price set forth in the Bond Purchase Agreement, plus accrued interest and giving effect to an Underwriters' discount, all as set forth therein. Settlement of the purchase price for the Series 2020 Bonds will be made as provided in the Bond Purchase Agreement. Such sale and award of the Series 2020 Bonds by the Authorized Authority Representative shall be evidenced by the execution of the Certificate of Authority Officer as of the date of the sale and award of the Series 2020 Bonds and the Bond Purchase Agreement, and such Certificate of Authority Officer and Bond Purchase Agreement shall be presented to the members of the Authority at the next regular meeting of the Authority following such sale and award as evidence of the terms and details of the sale of the Series 2020 Bonds.

Section 305. Certificate of Authority Officer. In accordance with the Original Bond Resolution and in addition to the matters set forth in Section 203 of this 2020 Supplemental Bond Resolution, the Authorized Authority Representative, after consultation with the Chairman of the Authority, the Authority's Bond Counsel and the Municipal Advisor, as applicable, is hereby:

- (i) authorized to execute the Certificate of Authority Officer;
- (ii) authorized to execute the Bond Purchase Agreement;
- (iii) authorized to negotiate the final terms and conditions of the Bond Purchase Agreement; and
- (iv) authorized to amend or modify the provisions of this 2020 Supplemental Bond Resolution in the Certificate of Authority Officer, provided that any such amendment or modification occurs prior to the issuance and delivery of the Series 2020 Bonds.

**ARTICLE IV
PROCEEDS OF SERIES 2020 BONDS**

Section 401. Application of Proceeds of Series 2020 Bonds. At the time of delivery of the Series 2020 Bonds, the proceeds of the Series 2020 Bonds shall be irrevocably deposited with the Trustee and/or the Escrow Agent and applied in accordance with the letter of instruction of an Authorized Authority Representative provided at the closing of the Series 2020 Bonds.

Section 402. Costs of Issuance of Series 2020 Bonds. The Trustee is hereby authorized and directed to pay all of the costs of issuance in connection with the sale of the Series 2020 Bonds from the Construction Fund pursuant to the Certificate of Authority Officer or any other certificate of the Chairman of the Authority to be delivered to the Trustee at or about the time of closing.

**ARTICLE V
CONTINUING DISCLOSURE UNDERTAKING**

Section 501. Material Events Disclosure. 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*"), the Chairman is hereby authorized to execute a continuing disclosure undertaking on behalf of the Authority in connection with the issuance and delivery of the Series 2020 Bonds.

Section 502. Damages. In the event that the Authority fails to comply with the requirements of the continuing disclosure undertaking, the Authority shall not be liable for monetary damages, remedy being hereby specifically limited to specific performance. If any part of the Rule ceases to be in effect for any reason, then the information required to be provided in the continuing disclosure undertaking, insofar as the provisions of the Rule no longer require such information, shall no longer be required pursuant to this 2020 Supplemental Bond Resolution.

Section 503. Amendments. Article V of this 2020 Supplemental Bond Resolution and the continuing disclosure undertaking may be amended from time to time without notice to the holders of the Series 2020 Bonds if the Authority determines that an amendment is necessary to comply with the Rule and such amendment, in the opinion of nationally recognized bond counsel, complies with the Rule.

**ARTICLE VI
MISCELLANEOUS**

Section 601. Amendments. The Authorized Authority Representative is hereby authorized, prior to the execution and delivery of the Series 2020 Bonds, through the execution of a Certificate of Authority Officer, to approve and implement any amendments and/or supplements to any financing documents, including this 2020 Supplemental Bond Resolution, that may be required to amend, modify or clarify the terms and conditions of this 2020 Supplemental Bond Resolution relating to the authorization, issuance, sale, security, flow of funds or covenants of the Series 2020 Bonds or as may be required by any rating agency and/or bond insurer in connection with their delivery of ratings on the Series 2020 Bonds or the

issuance of financial guaranty insurance, respectively; *provided, however*, that the Authorized Authority Representative, in conjunction with the Authority's Bond Counsel and General Counsel, has determined that any such amendments and/or supplements will not have a material or adverse effect on the ability of the Authority to market, sell and deliver the Series 2020 Bonds or on any of the material terms, conditions and/or covenants set forth in this 2020 Supplemental Bond Resolution.

Section 602. Filing of 2020 Supplemental Bond Resolution. The Secretary of the Authority is hereby authorized and directed to cause copies of this 2020 Supplemental Bond Resolution to be filed for public inspection at the offices of the Trustee and the Authority.

Section 603. Effective Date. This 2020 Supplemental Bond Resolution shall take effect immediately.

EXHIBIT A

FORM OF SERIES 2020 BONDS

MORRIS COUNTY IMPROVEMENT AUTHORITY

**COUNTY OF MORRIS GUARANTEED SCHOOL DISTRICT
REVENUE REFUNDING BONDS, SERIES 2020**

(MORRIS HILLS REGIONAL DISTRICT PROJECT) (FEDERALLY TAXABLE)

REGISTERED \$ _____

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<u>Interest Rate</u> %	<u>Maturity Date</u> October 1, 20__	<u>Dated Date</u> June __, 2020	<u>CUSIP</u> 618028 __
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REGISTERED OWNER: CEDE & CO.

PRINCIPAL AMOUNT: _____ DOLLARS

MORRIS COUNTY IMPROVEMENT AUTHORITY, a public body corporate and politic organized and existing under and by virtue of the laws of the State of New Jersey (hereinafter called the "*Authority*"), acknowledges itself indebted and for value received hereby promises to pay to the REGISTERED OWNER specified above, or its registered assigns, the PRINCIPAL AMOUNT specified above on the MATURITY DATE specified above, together with interest on said PRINCIPAL AMOUNT from the date of this bond until the Authority's obligation with respect to the payment of said PRINCIPAL AMOUNT shall be discharged, at the INTEREST RATE per annum stated above initially on October 1, 2020, and semiannually thereafter on each April 1 and October 1. This bond, as to principal and redemption premium, if any, when due, will be payable at a corporate trust office of [Name of Trustee], [City], New Jersey. Interest on this bond will be payable by check and will be mailed to the registered owner hereof who shall appear on the registration books of the Authority kept and maintained by the Registrar hereinafter mentioned, as determined on each March 15 and September 15. Payment of the principal of, redemption premium, if any, and interest on this bond shall be made in any coin or currency of the United States of America that, at the time of payment, is legal tender for the payment of public and private debts.

This bond is one of the duly authorized issue of revenue bonds of the Authority, each designated as "County of Morris Guaranteed School District Revenue Refunding Bonds, Series 2020 (Morris Hills Regional District Project) (Federally Taxable)" (the "*Bonds*"), limited to the aggregate principal amount of \$ __, __, 000, and authorized and issued under and pursuant to the County Improvement Authorities Law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State of New Jersey and the acts amendatory thereof and supplemental thereto (hereinafter called the "*Act*"), and under and in accordance with a resolution of the Authority duly adopted on February 11, 2004 and entitled, "Resolution Authorizing the Issuance of County of Morris Guaranteed School District Revenue Bonds, Series 2004 (Morris Hills Regional District Project) and Additional Bonds of the Morris County Improvement Authority", as amended and

supplemented (hereinafter called the "*Resolution*"). Copies of the Resolution are on file in the office of the Authority in Morristown, New Jersey, and at the principal corporate trust office of [Name of Trustee], [City], New Jersey (the "*Trustee*"), as trustee under the Resolution.

This bond is a special obligation of the Authority and is payable from the Revenues of the Authority, as such term is defined in the Resolution.

Pursuant to the terms of the Resolution, the Authority may hereafter issue additional Bonds (hereinafter called "*Additional Bonds*") for the purposes, in the amounts and on the conditions set forth in the Resolution. All Bonds issued and to be issued under the terms of the Resolution, including all Additional Bonds, are and will be equally secured by the pledge of the Revenues and funds provided in the Resolution, except as otherwise expressly provided in or pursuant to the terms of the Resolution.

Reference to the Resolution and any and all resolutions supplemental thereto and any modifications and amendments thereof and to the Act is made for a description of the nature and extent of the security for the Bonds, the funds or Revenues pledged for the payment thereof, the nature, manner and extent of the enforcement of such pledge, the rights and remedies of the Holders of the Bonds with respect thereto, the terms and conditions upon which the Bonds are issued and upon which they may be issued thereunder, and a statement of the rights, duties, immunities and obligations of the Authority and the Trustee.

To the extent and in the respects permitted by the Resolution, the provisions of the Resolution or any resolution amendatory thereof or supplemental thereto may be modified or amended by action taken on behalf of the Authority in the manner and subject to the conditions and exceptions set forth in the Resolution. The pledge of the Revenues and other obligations of the Authority under the terms of the Resolution may be discharged at or prior to the maturity or redemption of the Bonds upon the making of provision for the payment thereof upon the terms and conditions set forth in the Resolution.

This bond is transferable, as provided in the Resolution, only upon the registration books of the Authority kept and maintained for that purpose at a corporate trust office of [Name of Trustee], [City], New Jersey (the "*Registrar*"), as registrar under the Resolution, or its successor as Registrar, by the registered owner hereof in person or his attorney duly authorized in writing, upon surrender hereof together with a written instrument of transfer satisfactory to the Registrar and duly executed by the registered owner or such duly authorized attorney, together with the required signature guarantee, and thereupon the Authority shall issue in the name of the transferee a new registered Bond or Bonds, of the same aggregate principal amount and series, designation, maturity and interest rate as the surrendered Bond as provided in the Resolution, upon payment of the charges therein prescribed. The Authority, the Trustee, the Registrar and any Paying Agent of the Authority may treat and consider the person in whose name this bond is registered as the Holder and absolute owner of this bond for the purpose of receiving payment of the principal of, redemption premium, if any, and interest due hereon and for all other purposes whatsoever.

The Bonds are [not] subject to optional redemption [and mandatory sinking fund redemption] prior to their stated maturity [as provided in the Resolution].

THE ACT PROVIDES THAT NEITHER THE MEMBERS OF THE AUTHORITY NOR ANY PERSON EXECUTING THE BONDS SHALL BE LIABLE PERSONALLY ON THE BONDS BY REASON OF THE ISSUANCE THEREOF.

THE BONDS ARE NOT AND SHALL NOT BE IN ANY WAY A DEBT OR LIABILITY OF THE STATE OF NEW JERSEY, THE COUNTY OF MORRIS (EXCEPT TO THE EXTENT OF THE SERIES 2020 BOND GUARANTY) OR ANY POLITICAL SUBDIVISION OF THE STATE (EXCEPT FOR THE LOCAL UNIT TO THE EXTENT OF THE SERIES 2020 LOCAL UNIT BOND), OTHER THAN THE AUTHORITY, AND DO NOT AND SHALL NOT CREATE OR CONSTITUTE ANY INDEBTEDNESS, LIABILITY OR OBLIGATION OF THE STATE OF NEW JERSEY, THE COUNTY OF MORRIS (EXCEPT TO THE EXTENT OF THE SERIES 2020 BOND GUARANTY) OR ANY POLITICAL SUBDIVISION OF THE STATE (EXCEPT FOR THE LOCAL UNIT TO THE EXTENT OF THE SERIES 2020 LOCAL UNIT BOND), OTHER THAN THE AUTHORITY, EITHER LEGAL, MORAL OR OTHERWISE.

It is hereby certified and recited that all conditions, acts and things that are required by the Constitution or the statutes of the State of New Jersey or by the Resolution 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 Bonds, together with all other indebtedness of the Authority, are within every debt and other limit prescribed by said Constitution or statutes.

This bond shall not be entitled to any security or benefit under the terms of the Resolution or be valid or obligatory for any purpose unless the certificate of authentication has been duly executed by the Trustee upon original issuance and thereafter by the Registrar.

[SIGNATURE PAGE FOLLOWS]

IN WITNESS WHEREOF, MORRIS COUNTY IMPROVEMENT AUTHORITY has caused this bond to be signed in its name and on its behalf by the manual or facsimile signature of its Chairman and its corporate seal to be affixed, impressed or reproduced hereon, and this bond and such seal to be attested by the manual or facsimile signature of its Secretary, all as of the DATED DATE set forth above.

**MORRIS COUNTY IMPROVEMENT
AUTHORITY**

[SEAL]

By: _____
Chairman

ATTEST:

By: _____
Secretary

GUARANTY OF THE COUNTY OF MORRIS, NEW JERSEY

The payment of the principal of and interest on the within bond shall be fully, irrevocably and unconditionally guaranteed by the County of Morris, New Jersey (the "*County*"), in accordance with the provisions of N.J.S.A. 40:37A-80 and the guaranty ordinance of the County finally adopted pursuant thereto, and the County is fully, irrevocably and unconditionally liable for the payment, when due, of the principal of and interest on this bond, and, if necessary, the County shall levy *ad valorem* taxes upon all the taxable property within the County without limitation as to rate or amount in order to make such payment.

IN WITNESS WHEREOF, the County has caused this County Guaranty to be executed by the manual or facsimile signature of its Freeholder Director, all as of the date of the within bond.

COUNTY OF MORRIS, NEW JERSEY

By: _____
Freeholder Director

CERTIFICATE OF AUTHENTICATION

This bond is one of the Bonds described in the within-mentioned Resolution and is one of the "County of Morris Guaranteed School District Revenue Refunding Bonds, Series 2020 (Morris Hills Regional District Project) (Federally Taxable)" of the Morris County Improvement Authority.

**[NAME OF TRUSTEE],
as Trustee**

**By: _____
Authorized Signatory**

Date of Authentication: June __, 2020

[FORM OF ASSIGNMENT]

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto

*(Please Print or Typewrite Name, Address and Social Security
Number or Taxpayer Identification Number of Transferee)*

the within Bond and all rights thereunder, and hereby irrevocably constitutes and appoints

Attorney

To transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

NOTICES: This signature to this assignment must correspond with the name as it appears upon the fact of the within Bond in every particular, without alteration or enlargement or any change whatever.

Signature Guaranteed By:

(Name of Eligible Guarantor Institution as defined by SEC Rule 17Ad-15 (12 *CFR* 240.17Ad-15) or any similar rule which the Trustee deems applicable)

By _____

Title _____

MOVED/SECONDED:

Resolution moved by Commissioner _____.

Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Bonanni				
Ramirez				
Bauer				
Sandman				
Gallopo				

This Resolution was acted upon at the Regular Meeting of the Authority held on April 15, 2020 at the Authority's principal corporate office in Morristown, New Jersey.

Attested to this 15th day of April, 2020:

By: _____
Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of April 15, 2020.

By: _____
Matthew D. Jessup, Esq., Member
McManimon, Scotland & Baumann, LLC
Counsel to the Authority
Resolution No. 20-13