



The  
MAYOR & BOROUGH COUNCIL  
of the  
BOROUGH OF GLEN RIDGE  
County of Essex  
State of New Jersey

Monday, June 22<sup>nd</sup>, 2009

**RESOLUTION NO. 135-09**

Offered By Councilperson SEYFFARTH  
Seconded By Councilperson \_\_\_\_\_

**RESOLUTION OF THE BOROUGH OF GLEN RIDGE, IN THE COUNTY OF ESSEX, STATE OF NEW JERSEY, CONSENTING TO THE ISSUANCE OF CERTAIN "WANAQUE NORTH PROJECT REVENUE REFUNDING BONDS, SERIES 2008" BY THE NORTH JERSEY DISTRICT WATER SUPPLY COMMISSION AND CERTAIN OTHER MATTERS RELATED THERETO**

**WHEREAS**, the North Jersey District Water Supply Commission (the "Commission") is a public body corporate and politic of the State of New Jersey (the "State"), organized and existing under and by virtue of the laws of the State and, in particular, N.J.S.A. 58:5-1 *et seq.*, as amended and supplemented (the "Act"), for the purpose, among other things, of providing local government water supplies; **and**,

**WHEREAS**, the Borough of Glen Ridge (the "Local Unit"), a municipal corporation of the State located in the County of Essex, and the Commission have previously entered into that certain "Contract" dated as of October 31, 1918, as amended by "Contracts" dated January 24, 1924, March 24, 1925, June 4, 1925, June 11, 1925, June 25, 1925, June 25, 1925, August 4, 1925, May 25, 1926, December 26, 1940 and December 8, 1950, by and among the City of Newark, the City of Passaic, the City of Paterson, the City of Clifton, the Township of Montclair, the Borough of Glen Ridge, the Township of Bloomfield, the Town of Kearny and the Passaic Valley Water Commission (including Borough of Glen Ridge, each a "Contracting Local Unit and collectively, the "North Local Units"), as the same may be amended or supplemented in accordance with its terms (collectively, the "North Service Contract"); **and**,

**WHEREAS**, pursuant to and in accordance with the provisions of the Act on January 22, 1988, the Commission adopted a certain resolution entitled, "General Bond Resolution of the North Jersey District Water Supply Commission Securing One or More Series of Wanaque North Project Revenue Bonds" (the "General Bond Resolution") as may be amended and supplemented (the North General Bond Resolution and all supplemental resolutions including the Sixteenth Supplemental Resolution, as such terms is defined herein, shall be collectively referred to as the "North Bond Resolution"), authorizing, among other things, the issuance of one or more series of Bonds, including any and all Additional Bonds, as such terms are defined in the North Bond Resolution, by the Commission in order to finance and refinance the Commission's share of the cost of the acquisition, construction and improvement of the Wanaque North Project, as such term is defined in the North Bond Resolution; **and**,

**WHEREAS**, the North Service Contract sets forth the terms and conditions of the relationship between Borough of Glen Ridge, the other Contracting Local Units and the Commission in connection with the Commission's "Wanaque North Project"; **and**,

**WHEREAS**, the Commission intends to undertake improvements, reconstruction and renovation of the existing water supply facilities of the Commission including the following with respect to the Wanaque North Project: (i) relocation of the Wanaque Treatment Plant main entrance gate and security facilities closer to Ringwood Ave for critical improvements to the Security facilities and traffic control at the plant entrance; and (ii) the costs of issuance of the herein defined Wanaque North 2009 Program Loan Bonds ( the "Wanaque North Water Treatment Plant Security Zone Extension Improvements Project"); **and**,

**WHEREAS**, pursuant to the provisions of the New Jersey Environmental Infrastructure Trust Financing Program (the "Program"), established pursuant to N.J.S.A. 58:11B-1 et Seq. (the "Trust Act"), funds may be available for the purpose of financing certain projects eligible for inclusion in the Program ("Program Eligible Projects"); **and**,

**WHEREAS**, as a project that provides security improvements, most if not all of the Wanaque North Water Treatment Plant Security Zone Extension Improvements Project qualifies under the Program and the Trust Act as a Program Eligible Project, subject to final determination made by the New Jersey Environmental Infrastructure Trust (the "Trust") and the New Jersey Department of Environmental Protection (the "DEP"); **and**,

**WHEREAS**, the commission desires to finance all or a portion, of the costs of the Wanaque North Water Treatment Plant Security Zone Extension Improvements Project (i) the proceeds of a loan (the "Wanaque North 2009 Trust Loan") from the Trust to the Commission, such loan to be secured by a Bond issued by the Commission to the Trust( the Wanaque North 2009 Trust Loan Bond") pursuant to the North Bond Resolution, and (ii) the proceeds of a loan (the "Wanaque North 2009 Fund Loan", and together with the Wanaque North 2009 Trust Loan, the "Wanaque North 2009 Program Loans") from the state, acting by and through the DEP (the "Fund"), to the Commission, such loan to be secured by a Bond issued by the Commission to the Fund ( the "Wanaque North 2009 Fund Loan Bond", and together with the Wanaque North 2009 Trust Loan Bond, the Wanaque 2009 Fund Loan Bonds") pursuant to the North Bond Resolution in the maximum aggregated stated principal amount not exceeding \$2,500,000; **and**,

**WHEREAS**, pursuant to the provisions of the North Bond Resolution the Commission has scheduled for adoption, at its regularly scheduled meeting of July 22, 2009, that certain Supplemental Resolution No. 16 (the "Sixteenth Supplemental Resolution"), authorizing the issuance of the Wanaque North 2009 Program Loan Bonds; **and**,

**WHEREAS**, the Wanaque North 2009 Program Loan Bonds Shall be issued on a parity basis with all other Bonds of the Commission previously issued pursuant to the North Bond Resolution and shall be equally secured by the Trust Estate, as such term is defined in the North Bond Resolution, which includes without limitation, certain payments made by the North Local Units under and pursuant to the North Service Contract; **and**,

**WHEREAS**, in accordance with the North Service Contract, the Commission shall obtain the consent of each and every North Local unit, which such consent shall be evidenced by Resolution, duly adopted by the governing body of each and every North Local Unit, prior to the Commission's adoption of the Sixteenth Supplemental Resolution and the issuance of the Wanaque North 2009 Program Loan Bonds; **and**,

**WHEREAS**, on June 17, 2009, pursuant with all applicable law, including without limitation N.J.S.A.

58:11-B-9(a), the Commission submitted an application (the "Application ") to the Local Finance Board in the Division of Local Government Services of the State's Department of Community Affairs, (the "Local Finance Board") for the Local Finance Board's approval of the issuance of the Wanaque North 2009 Trust Program Loan Bonds to the Trust and the State as part of the Program; **and**,

**WHEREAS**, pursuant to and in accordance with the provisions of the Act, on June 17, 2009, the Commission caused to be filed with the clerks of each Contracting Local Unit, including the Local Unit, copies of the Sixteenth Supplemental Resolution, and notice of a public comment to be held by the commission on July 22, 2009, regarding the issuance of the Wanaque North 2009 Trust Program Loan Bonds; **and**,

**WHEREAS**, the Commission believes: (i) it is in the public interest to accomplish such purpose; (ii) said purpose is for the health, wealth, convenience or betterment of the inhabitants of the North Local Units served by the Commission; (iii) the amounts to be expended for said purpose are not unreasonable or exorbitant; and (iv) the proposal is an efficient and feasible means of providing services for the needs of the inhabitants of the North Local Units served by the Commission and will not create an undue financial burden to be placed upon the Commission.

**NOW, THEREFORE, BE IT RESOLVED** by Borough of Glen Ridge as follows:

**Section 1.** In accordance with the North Service Contract, Borough of Glen Ridge hereby consents to the issuance of the Wanaque North 2009 Trust Program Loan Bonds. The Local Unit is providing this consent because the Commission's participation in the Program provides the Commission with below market funding for the Wanaque North Water Treatment Plant Security Zone Extension Improvements Project, which is vital to the Commission in achieving its purposes in the distribution of drinking water to the North Local Units and in order to obtain energy efficiencies and cost savings.

**Section 2.** Borough of Glen Ridge hereby authorizes the preparation and the distribution of financial statements and demographic and other information concerning Borough of Glen Ridge to be used by (i) the Commission, the Trust or the State in connection with the Wanaque North 2009 Trust Program Loan Bonds, (ii) any rating agency ("Rating Agency") providing a rating on the Wanaque North 2009 Trust Program Loan Bonds, (iii) or by any bond insurer ("Bond Insurer") insuring the Wanaque North 2009 Trust Program Loan Bonds. In furtherance of such authorization, Borough of Glen Ridge hereby directs the Mayor and Council of the Borough of Glen Ridge (collectively, the "Authorized Officer") to take such action as the Authorized Officer, after consultation with counsel to Borough of Glen Ridge, bond counsel to the Commission and other professional advisors to the Commission (the "Consultants"), deems necessary, desirable or convenient in connection with the preparation and distribution of such information to the Commission , the Trust, the State, Rating Agency or Bond Insurer.

**Section 3.** Borough of Glen Ridge hereby authorizes the performance of any act and the execution or acknowledgment and delivery of any document, instrument or closing certificate that the Authorized Officer, after consultation with the Consultants, deems necessary, desirable or convenient in connection with the Wanaque North 2009 Trust Program Loan Bonds, and Borough of Glen Ridge hereby directs the Authorized Officer to execute or acknowledge, and to cause the Clerk of Borough of Glen Ridge (the "Clerk") to attest and affix the seal, where required, upon, any such document, instrument or closing certificate or to execute any certificate, the authorization of which actions shall be conclusively evidenced by the execution or acknowledgment, attestation, affixation and delivery, as the case may be, thereof by such persons. Such closing certificates shall include, without limitation, (i) a determination that all legislative actions taken by Borough of Glen Ridge in connection with the Wanaque North 2009 Trust Program Loan Bonds, including without limitation the authorization of the North Service Contract, as of the date of issuance of the Wanaque North 2009 Trust Program Loan Bonds, have not been altered, amended, supplemented or repealed and as such, are in full force and effect, and (ii) any representations, warranties or covenants required by the Commission, the Trust, the State Bond Insurer and/or Rating Agency.

**Section 4.** This resolution shall take effect immediately.

**Section 5.** Upon the adoption hereof, the Clerk of Borough of Glen Ridge shall forward certified copies of this resolution to the Authorized Officer, to counsel to Borough of Glen Ridge, to Michael Restaino, Executive Director of the Commission and to Stephen B. Pearlman, Esq, of DeCotiis, Fitzpatrick, Cole & Wisler, LLP, general counsel to the Commission.