

**TOWNSHIP OF UPPER
2100 TUCKAHOE ROAD
PETERSBURG, NJ 08270
CAPE MAY COUNTY
MINUTES FOR TUESDAY NOVEMBER 12, 2019**

REGULAR MEETING OF THE TOWNSHIP COMMITTEE –7:30 P.M.

CALL TO ORDER

SUNSHINE ANNOUNCEMENT

Mayor Palombo read the following announcement. “In compliance with the Open Public Meetings Law, I wish to state that on November 8, 2019 the notice of this meeting of the Upper Township Committee was posted on the official Township Bulletin Board, mailed to the Cape May County Gazette, the Atlantic City Press, the Ocean City Sentinel-Ledger, the Herald Times and filed with the Township Clerk. Tonight’s meeting is being video recorded up until the closed session portion of this meeting and will be available on UTTV Channel 97 and on the Upper Township website. I hereby direct that this announcement be made a part of the minutes of this meeting.”

SALUTE TO THE FLAG

ROLL CALL

Edward Barr	Present
John Coggins	Present
Curtis Corson	Present
Hobart Young	Present
Richard Palombo	Present

Also present were Municipal Clerk Barbara Young, Municipal Attorney Daniel Young, Township Administrator Scott Morgan, Township Engineer Paul Dietrich, and Chief Financial Officer Barbara Ludy.

APPROVAL OF MINUTES – October 28, 2019 Regular and Closed Session Minutes

Motion by Edward Barr, second by Curtis Corson, to approve the October 28, 2019 Regular Meeting and Closed Session Minutes as submitted. During roll call vote all five Committeemen voted in the affirmative.

REPORT OF GOVERNING BODY MEMBERS

John Coggins, Committeeman, thanked the voters of Upper Township for supporting both he and Committeeman Young during their reelection. He also expressed his appreciation to his fellow Committee members and the members of the local Republican Organization for their support. He next inquired into the status of the four way stop signs which although previously approved by the County have not yet been installed at the intersection of Stagecoach and Church Roads. Mr. Dietrich stated that he contacted the County Engineer for an update but has not yet heard back. Committeeman Barr stated that he will reach out to Freeholder Morey for an update. Lastly, Mr. Coggins reported that later in the agenda we will be asking Committee to vote on long term financing for capital improvements which will eliminate the need for short time bonds and stabilize our interest rate for the next ten years.

Hobie Young, Committeeman, thanked the voters for their support and for the opportunity to serve the community for another term. He also thanked the Upper Township Republican Club for endorsing both he and Committeeman Coggins. Lastly, he encouraged everyone to support the Upper Township Midget Football and Ocean City High School Football teams who have all made the playoffs.

Edward Barr, Committeeman, congratulated Committeeman Coggins and Young on their reelection. He next commended Superintendent Reeves and the townships public works crews for a job well done collecting leaves throughout the township, and asked motorists to be mindful of leaves on the roadways which may cause them to be slick.

Curtis Corson, Committeeman, congratulated Committeeman John Coggins and Committeeman Hobie Young on their recent reelection. Motion was then made by Curtis Corson, second by Edward Barr to appoint Michelle Sampson as Chief of the Upper Township EMS and Melissa Coker as Assistant Chief. During roll call vote all five Committee members voted in the affirmative.

Richard Palombo, Mayor, congratulated both Michelle Sampson and Melissa Coker for being selected for the EMS positions and thanked all the applicants that applied for the positions. Lastly, Mayor Palombo thanked Shore Animal Control for their efforts in rescuing a dog that had wandered far into the marshes in Upper Township. He commended Shore Animal Control and the Beacon Animal Rescue for all their hard work.

OTHER REPORTS

Scott Morgan, Township Administrator, reported that phase I of the security project to install security cameras at Caldwell Park is complete and that phase II of the project which will include the installation of additional security cameras around the Andrews World playground is expected to be completed in the coming weeks. He next requested permission for employee Matthew Steinthal to attend an EMS class from November 13th thru 16th at a cost of \$235. He stated that at the last meeting he requested permission for Michael Linz to attend this class, but Mr. Linz is unable to attend. Motion by Curtis Corson, second by Edward Barr, to approve Matthew Steinthal to attend an EMS class on November 13, 2019 thru November 16, 2019. During roll call vote all five Committeemen voted in the affirmative. Lastly, he asked Superintendent of Public Works Craig Reeves to give an update on leaf collection. Mr. Reeves reported that brush collection is complete, leaf collection began on November 1st and crews are working their way throughout the township.

Barbara Young, Municipal Clerk, announced that the Greater Tuckahoe Merchants Association will hold a craft show on Saturday November 23, 2019 from 9 a.m. to 3:30 p.m. at the Upper Township Community Center. Next, she invited everyone to attend the Township's Holiday tree lighting ceremony on Monday November 25, 2019 at 6:30 p.m. at town hall. Lastly, it was announced that the Upper Township Business Association will hold Community Night on Wednesday November 13, 2019 from 6 p.m. to 8 p.m. at the Upper Township Elementary School.

Daniel Young, Municipal Attorney, congratulated Committeeman Barr and Young on their recent reelection.

Paul Dietrich, Municipal Engineer, reported on the beach replenishment project in Strathmere. He reported that they are working on the necessary approvals from the Army Corps of Engineers and anticipate moving equipment onto the beaches this week and to begin pumping sand onto the beaches the week of Thanksgiving.

PRESENTATION

1. Honoring William McLees on attaining the designation of "Eagle Scout".

ORDINANCES

2. **Public hearing and final adoption of Ordinance No. 017-2019 RE: AN ORDINANCE REVISING JOB CLASSIFICATIONS AND TITLES AND AMENDING CHAPTER V, ENTITLED “PERSONNEL”, OF THE CODE OF UPPER TOWNSHIP.** During the public hearing portion there were no speakers. Motion by John Coggins, second by Hobie Young to adopt Ordinance No. 017-2019. During roll call vote all five Committeemen voted in the affirmative.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
O R D I N A N C E**

ORDINANCE NO. 017-2019

**RE: AN ORDINANCE REVISING JOB CLASSIFICATIONS
AND TITLES AND AMENDING CHAPTER V, ENTITLED
“PERSONNEL”, OF THE CODE OF UPPER TOWNSHIP**

WHEREAS, it is necessary to amend certain job classifications or job titles;

NOW, THEREFORE, BE IT ORDAINED by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

SECTION 1: Chapter V, entitled “Personnel”, of the Code of Upper Township, is hereby amended and supplemented as follows:

Section 5-2 is replaced with the following:

5-2 Hospitalization Insurance

The Township Committee shall enter into the necessary contracts to provide hospitalization and medical insurance for employees in accordance with current policy, collective bargaining agreements and federal and state laws.

Section 5-3 is replaced with the following:

Section 5-3 Holidays

The following shall be recognized as paid holiday for the employees of the Township:

- a. New Year’s Day
- b. Martin Luther King’s Birthday
- c. Presidents’ Day
- d. Good Friday
- e. Memorial Day
- f. Fourth of July
- g. Labor Day
- h. Columbus Day
- i. Veterans’ Day
- j. Thanksgiving Day
- k. Friday after Thanksgiving

1. Christmas Day

Section 5-6.2 is amended as follows:

Add the Following Positions:

- Recreation Leader
- Technical Assistant to Construction Official

SECTION 2: REPEALER: All Ordinances or parts of Ordinances inconsistent herewith are hereby repealed to the extent of such inconsistency only.

SECTION 3: SEVERABILITY: This Ordinance shall be subject to the severability provisions set forth in Section 5-15 of Chapter V of the Code of Upper Township.

SECTION 4: EFFECTIVE DATE: This Ordinance shall take effect immediately upon final adoption and publication as required by law.

NOTICE IS HEREBY GIVEN THAT THE FOREGOING ORDINANCE WAS INTRODUCED FOR THE FIRST READING AT A MEETING OF THE TOWNSHIP COMMITTEE OF THE TOWNSHIP OF UPPER HELD ON THE **15TH DAY OF OCTOBER, 2019** AT THE TOWNSHIP HALL, AND WAS TAKEN UP FOR CONSIDERATION AS TO FINAL ADOPTION AT A PUBLIC HEARING OF THE TOWNSHIP COMMITTEE OF THE TOWNSHIP OF UPPER HELD ON THE **12TH DAY OF NOVEMBER, 2019** AT 7:30 P.M. AT THE TOWNSHIP HALL, TUCKAHOE, NEW JERSEY, AT WHICH TIME SAID ORDINANCE WAS ADOPTED.

BARBARA L. YOUNG, CLERK
TOWNSHIP OF UPPER

- 3. **Public hearing and final adoption of Ordinance No. 018-2019 RE: AN ORDINANCE AMENDING ORDINANCE NO. 021-2018 KNOWN AS THE SALARY ORDINANCE FOR THE CALENDAR YEAR 2019.** During the public hearing portion there were no speakers. Motion by John Coggins, second by Edward Barr to adopt Ordinance No. 018-2019. During roll call vote all five Committeemen voted in the affirmative.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
O R D I N A N C E**

ORDINANCE NO. 018-2019

RE: AN ORDINANCE AMENDING ORDINANCE NO. 021-2018 KNOWN AS THE SALARY ORDINANCE FOR THE CALENDAR YEAR 2019

BE IT ORDAINED by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

SECTION 1: Ordinance No. 021-2018, known as the Salary Ordinance of 2019, Section 2, is hereby amended and supplemented as follows:

A. ADMINISTRATIVE/REVENUE AND FINANCE:

Keyboarding Clerk 1 (P/T)

\$ 10.00 Hr. \$ 28.00 Hr.

E. PUBLIC WORKS/SPORTS AND RECREATIONAL PROGRAMS:

Beach Inspector	No Min.	\$ 2,000.00
Recreation Leader	\$15,000.00	\$60,000.00
Maintenance Worker 2, Grounds (0-9)	\$11,500.00	\$57,335.00
Maintenance Worker 2, Grounds (10 or more yrs.)	\$11,500.00	\$58,755.00

SECTION 2: SEVERABILITY: If any section, subsection, paragraph, sentence or other part of this Ordinance is adjudged unconstitutional or invalid, such judgment shall not affect, impair or invalidate the remainder of this Ordinance, but shall be confined in its effects to the section, subsection, paragraph, sentence or other part of this Ordinance directly involved in the controversy in which said judgment shall have been rendered and all other provisions of this Ordinance shall remain in full force and effect.

SECTION 3: REPEALER: All ordinances or parts of ordinances inconsistent herewith are hereby repealed to the extent of such inconsistency only.

SECTION 4: EFFECTIVE DATE: This Ordinance shall take effect immediately upon final adoption and publication as required by law.

NOTICE IS HEREBY GIVEN THAT THE FOREGOING ORDINANCE WAS INTRODUCED FOR THE FIRST READING AT A MEETING OF THE TOWNSHIP COMMITTEE OF THE TOWNSHIP OF UPPER HELD ON THE **15TH DAY OF OCTOBER, 2019** AT THE TOWNSHIP HALL, AND WAS TAKEN UP FOR CONSIDERATION AS TO FINAL ADOPTION AT A PUBLIC HEARING OF THE TOWNSHIP COMMITTEE OF THE TOWNSHIP OF UPPER HELD ON THE **12TH DAY OF NOVEMBER, 2019** AT 7:30 P.M. AT THE TOWNSHIP HALL, TUCKAHOE, NEW JERSEY, AT WHICH TIME SAID ORDINANCE WAS ADOPTED.

BARBARA L. YOUNG, CLERK
TOWNSHIP OF UPPER

4. Introduction and first reading of Ordinance No. 019-2019 RE: AUTHORIZING THE TRANSFER OF TOWNSHIP OWNED LAND TO HABITAT FOR HUMANITY.

Motion by Edward Barr, second by Richard Palombo, to introduce Ordinance 019-2019 with a public hearing and final adoption scheduled for December 9, 2019. During roll call vote all five Committeemen voted in the affirmative.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
O R D I N A N C E**

ORDINANCE NO. 019-2019

AUTHORIZING THE TRANSFER OF TOWNSHIP OWNED LAND TO

HABITAT FOR HUMANITY

WHEREAS, Township Committee of the Township of Upper, County of Cape May of the State of New Jersey desires to sell land to the Habitat for Humanity, Cape May County, Inc., a Non-Profit Corporation of the State of New Jersey 08210 (“Habitat for Humanity”); and

WHEREAS, New Jersey Statute 40A:12-21 allows a municipality to sell land to certain organizations for a nominal fee, such as to (j) Any duly incorporated nonprofit organization for the purpose of building or rehabilitating residential property for resale; and (1) Any duly incorporated nonprofit housing corporation for the purpose of constructing housing for low or moderate income persons or family or handicapped persons; and

WHEREAS, the Township of Upper owns a parcel of land which can be developed as a single family residential home; and

WHEREAS, the Township of Upper has an obligation to provide low and moderate affordable housing; and

WHEREAS, the Habitat for Humanity is a non-profit entity which has a purpose of constructing housing for low and moderate income persons; and

NOW, THEREFORE, BE IT ORDAINED by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

SECTION 1:

1. The Township Committee of the Township of Upper, shall sell to Habitat for Humanity two parcels of land identified on the Official Tax map of the Township of Upper as: 103 E. Ocean Avenue, Block 590, Lot 2 and 104 E. Ocean Avenue, Block 585 Lots 1-8.
2. The sale price shall be for \$1.00.
3. Each parcel shall be deed restricted so as to provide that a single family residential dwelling shall be built upon it within 24 months or the land shall revert to the Township of Upper.
4. Each property shall be deed restricted so that the single family residential dwelling

shall be COAH compliant and so that the Township of Upper will be credited for having COAH compliant units in the Township of Upper. The Township understands that the efforts to make this COAH compliant may fail due to the State's affirmative marketing requirements.

5. The Township shall review and approve the exterior design of each house to ensure that each house shall not be substantially alike in exterior design and appearance.
6. The Township makes no promise or warranty as to the physical condition or status of the title to these properties as they are transferred completely AS IS. If there is a defect in the title or condition of either parcel, the sole right of Habitat for Humanity is to cancel the transaction before transfer of the deed with no further liability between the parties.
7. The Mayor, Clerk, and any and all other Township Officials, are hereby authorized to sign any documents necessary to effectuate this transaction, including any contract, deed, deed restriction or easement.

SECTION 2: All other ordinances in conflict or inconsistent with this Ordinance are hereby repealed, to the extent of such conflict or inconsistency.

SECTION 3: Should any section, paragraph, sentence, clause or phrase of this ordinance be declared unconstitutional or invalid for any reason, the remaining portions of this ordinance shall not be affected thereby and shall remain in full force and effect, and to this end the provisions of this ordinance are hereby declared to be severable.

SECTION 4: EFFECTIVE DATE: This Ordinance shall take effect immediately upon final adoption and publication as required by law.

NOTICE IS HEREBY GIVEN THAT THE FOREGOING ORDINANCE WAS INTRODUCED FOR FIRST READING AT A MEETING OF THE TOWNSHIP COMMITTEE OF THE TOWNSHIP OF UPPER HELD ON THE **12th DAY OF NOVEMBER, 2019** AND WILL BE TAKEN UP FOR CONSIDERATION AS TO FINAL ADOPTION AT A PUBLIC HEARING OF THE TOWNSHIP COMMITTEE OF THE TOWNSHIP OF UPPER TO BE HELD ON THE **9th DAY OF DECEMBER, 2019** AT 7:30 P.M. AT THE TOWNSHIP HALL, TUCKAHOE, NEW JERSEY.

BY ORDER OF THE TOWNSHIP COMMITTEE OF THE TOWNSHIP OF UPPER.
BARBARA L. YOUNG, TOWNSHIP CLERK
TOWNSHIP OF UPPER

5. **Introduction and first reading of Ordinance No. 020-2019 RE: BOND ORDINANCE PROVIDING FOR VARIOUS CAPITAL IMPROVEMENTS IN AND BY THE TOWNSHIP OF UPPER, IN THE COUNTY OF CAPE MAY, NEW JERSEY, APPROPRIATING \$2,000,000 THEREFOR AND AUTHORIZING THE ISSUANCE OF \$1,900,000 BONDS OR NOTES OF THE TOWNSHIP TO FINANCE PART OF THE COST THEREOF.** Motion by John Coggins, second by Hobie Young, to introduce Ordinance 020-2019 with a public hearing and final adoption scheduled for December 9, 2019. During roll call vote all five Committeemen voted in the affirmative.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
O R D I N A N C E**

ORDINANCE NO. 020-2019

BOND ORDINANCE PROVIDING FOR VARIOUS CAPITAL IMPROVEMENTS IN AND BY THE TOWNSHIP OF UPPER, IN THE COUNTY OF CAPE MAY, NEW JERSEY, APPROPRIATING \$2,000,000 THEREFOR AND AUTHORIZING THE ISSUANCE OF \$1,900,000 BONDS OR NOTES OF THE TOWNSHIP TO FINANCE PART OF THE COST THEREOF.

BE IT ORDAINED BY THE TOWNSHIP COMMITTEE OF THE TOWNSHIP OF UPPER, IN THE COUNTY OF CAPE MAY, NEW JERSEY (not less than two-thirds of all members thereof affirmatively concurring) AS FOLLOWS:

Section 1. The several improvements described in Section 3 of this bond ordinance are hereby respectively authorized to be undertaken by the Township of Upper, in the County of Cape May, New Jersey (the "Township") as general improvements. For the several improvements or purposes described in Section 3, there are hereby appropriated the respective sums of money therein stated as the appropriation made for each improvement or purpose, such sums amounting in the aggregate to \$2,000,000, and further including the aggregate sum of \$100,000 as the several down payments for the improvements or purposes required by the Local Bond Law. The down payments have been made available by virtue of provision for down payment or for capital improvement purposes in one or more previously adopted budgets.

Section 2. In order to finance the cost of the several improvements or purposes not covered by application of the several down payments, negotiable bonds are hereby authorized to be issued in the principal amount of \$1,900,000 pursuant to the Local Bond Law. In anticipation of the issuance of the bonds, negotiable bond anticipation notes are hereby authorized to be issued pursuant to and within the limitations prescribed by the Local Bond Law.

Section 3. The several improvements hereby authorized and the several purposes for which the bonds are to be issued, the estimated cost of each improvement and the appropriation therefor, the estimated maximum amount of bonds or notes to be issued for each improvement and the period of usefulness of each improvement are as follows:

<u>Purpose</u>	<u>Appropriation & Estimated Cost</u>	<u>Estimated Maximum Amount of Bonds & Notes</u>	<u>Period of Usefulness</u>
a) <u>Department of Public Works:</u>			
i) Acquisition of a side-arm packer, including all related costs and expenses incidental thereto.	\$310,000	\$294,500	5 years
ii) Acquisition of a brush chipper, including all related costs and expenses incidental thereto.	\$61,000	\$57,950	15 years
TOTAL:	<u>\$371,000</u>	<u>\$352,450</u>	
b) <u>Recreation Facilities:</u>			
Improvements to lighting at Caldwell Park, including all work and materials necessary therefor and incidental thereto.	<u>\$35,000</u>	<u>\$33,250</u>	15 years
c) <u>Repairs/Construction of Municipal Buildings:</u>			
Improvements to the administrative offices for the Department of Public Works, including all work and materials			

necessary therefor and incidental thereto.	<u>\$200,000</u>	<u>\$190,000</u>	10 years
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d) Engineering:

The Paving Project for various roads, all as more specifically described on a list on file in the Office of the Clerk which is hereby incorporated by reference as if set forth at length, and the reconstruction of Beesley's Point boat ramp, including all work and materials necessary therefor and incidental thereto.	<u>\$1,200,000</u>	<u>\$1,140,000</u>	10 years
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e) Public Safety Equipment:

i) Acquisition of a digital tidal alert warning system and portable radios, including all related costs and expenditures incidental thereto.	\$90,000	\$85,500	10 years
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ii) Acquisition of a generator for Township Hall, including all related costs and expenditures incidental thereto.	<u>\$40,000</u>	<u>\$38,000</u>	15 years
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TOTAL:	<u>\$130,000</u>	<u>\$123,500</u>	
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f) Emergency Medical Services:

Acquisition of a utility vehicle, including all related costs and expenditures incidental thereto.	<u>\$64,000</u>	<u>\$60,800</u>	5 years
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GRAND TOTAL:	<u>\$2,000,000</u>	<u>\$1,900,000</u>	
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The excess of the appropriation made for each of the improvements or purposes aforesaid over the estimated maximum amount of bonds or notes to be issued therefor, as above stated, is the amount of the down payment for each purpose.

Section 4. All bond anticipation notes issued hereunder shall mature at such times as may be determined by the chief financial officer; provided that no bond anticipation note shall mature later than one year from its date, unless such bond anticipation notes are permitted to mature at such later date in accordance with applicable law. The bond

anticipation notes shall bear interest at such rate or rates and be in such form as may be determined by the chief financial officer. The chief financial officer shall determine all matters in connection with bond anticipation notes issued pursuant to this bond ordinance, and the chief financial officer's signature upon the bond anticipation notes shall be conclusive evidence as to all such determinations. All bond anticipation notes issued hereunder may be renewed from time to time subject to the provisions of the Local Bond Law or other applicable law. The chief financial officer is hereby authorized to sell part or all of the bond anticipation notes from time to time at public or private sale and to deliver them to the purchasers thereof upon receipt of payment of the purchase price plus accrued interest from their dates to the date of delivery thereof. The chief financial officer is directed to report in writing to the governing body at the meeting next succeeding the date when any sale or delivery of the bond anticipation notes pursuant to this bond ordinance is made. Such report must include the amount, the description, the interest rate and the maturity schedule of the bond anticipation notes sold, the price obtained and the name of the purchaser.

Section 5. The Township hereby certifies that it has adopted a capital budget or a temporary capital budget, as applicable. The capital or temporary capital budget of the Township is hereby amended to conform with the provisions of this bond ordinance to the extent of any inconsistency herewith. To the extent that the purposes authorized herein are inconsistent with the adopted capital or temporary capital budget, a revised capital or temporary capital budget has been filed with the Division of Local Government Services.

Section 6. The following additional matters are hereby determined, declared, recited and stated:

(a) The improvements or purposes described in Section 3 of this bond ordinance are not current expenses. They are all improvements or purposes that the Township may lawfully undertake as general improvements, and no part of the cost thereof has been or shall be specially assessed on property specially benefitted thereby.

(b) The average period of usefulness, computed on the basis of the respective amounts of obligations authorized for each purpose and the reasonable life thereof within the limitations of the Local Bond Law, is 9.40 years.

(c) The Supplemental Debt Statement required by the Local Bond Law has been duly prepared and filed in the office of the Clerk, and a complete executed duplicate thereof has been filed in the office of the Director of the Division of Local Government Services in the Department of Community Affairs of the State of New Jersey. Such statement shows that the gross debt of the Township as defined in the Local Bond Law is increased by the authorization of the bonds and notes provided in this bond ordinance by \$1,900,000, and the obligations authorized herein will be within all debt limitations prescribed by that Law.

(d) An aggregate amount not exceeding \$100,000 for items of expense listed in and permitted under N.J.S.A. 40A:2-20 is included in the estimated cost indicated herein for the purposes or improvements.

Section 7. The Township hereby declares the intent of the Township to issue bonds or bond anticipation notes in the amount authorized in Section 2 of this bond ordinance and to use the proceeds to pay or reimburse expenditures for the costs of the purposes or improvements described in Section 3 of this bond ordinance. This Section 7 is a declaration of intent within the meaning and for purposes of Treasury Regulations.

Section 8. Any grant moneys received for the purposes or improvements described in Section 3 hereof shall be applied either to direct payment of the cost of the improvements or to payment of the obligations issued pursuant to this bond ordinance. The amount of obligations authorized but not issued hereunder shall be reduced to the extent that such funds are so used.

Section 9. The chief financial officer of the Township is hereby authorized to prepare and to update from time to time as necessary a financial disclosure document to be distributed in connection with the sale of obligations of the Township and to execute such disclosure document on behalf of the Township. The chief financial officer is further authorized to enter into the appropriate undertaking to provide secondary market disclosure

on behalf of the Township pursuant to Rule 15c2-12 of the Securities and Exchange Commission (the "Rule") for the benefit of holders and beneficial owners of obligations of the Township and to amend such undertaking from time to time in connection with any change in law, or interpretation thereof, provided such undertaking is and continues to be, in the opinion of a nationally recognized bond counsel, consistent with the requirements of the Rule. In the event that the Township fails to comply with its undertaking, the Township shall not be liable for any monetary damages, and the remedy shall be limited to specific performance of the undertaking.

Section 10. The full faith and credit of the Township are hereby pledged to the punctual payment of the principal of and the interest on the obligations authorized by this bond ordinance. The obligations shall be direct, unlimited obligations of the Township, and the Township shall be obligated to levy *ad valorem* taxes upon all the taxable real property within the Township for the payment of the obligations and the interest thereon without limitation of rate or amount.

Section 11. This bond ordinance shall take effect 20 days after the first publication thereof after final adoption, as provided by the Local Bond Law.

RESOLUTIONS

6. **In recognition and appreciation of Jay Potter on the occasion of his retirement from the Township of Upper.** Mayor Palombo read the resolution into the record and thanked Mr. Potter for his years of dedication and service to Upper Township. The resolution was then presented to Chief Potter, a standing ovation was received from all those in attendance.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 317-2019

**RE: IN RECOGNITION AND APPRECIATION OF JAY POTTER ON
THE OCCASION OF HIS RETIREMENT FROM THE TOWNSHIP OF UPPER**

WHEREAS, Jay Potter will soon retire after more than thirty-four years of public service to this community, during which time he served within the Emergency Medical Services of Upper

Township as an Emergency Medical Technician and as Chief of Emergency Medical Services and the Rescue Squad; and

WHEREAS, during his tenure, Jay has additionally served as Animal Control Officer from 1988 to 1993, as Safety Coordinator from 2002, as an Upper Township Local Emergency Planning Committee member from 2014, as an Upper Township Security Committee member from 2015, and as a Local Emergency Management Council member from 2017; and

WHEREAS, in 2010 Jay received the EMS lifetime achievement Outstanding Career EMT-B Award and also earned recognition as the 2013 NJ State First Aid Council Member of the Year; and

WHEREAS, this Township Committee acknowledges the expertise Jay possesses in the field of emergency medical services and on behalf of every citizen in this community the Township Committee wishes to thank Jay for his invaluable service and assistance to the Township of Upper; and

WHEREAS, it is most appropriate that Jay’s tenure of public employment and his years of faithful service, countless hours of hard work and dedication to this community be publicly recognized.

NOW, THEREFORE, BE IT RESOLVED, by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

1. That Jay Potter be publicly congratulated on the occasion of his retirement from the Township of Upper.
2. That he be publicly thanked for his many years of dedicated public service to our community.
3. That this Committee, on behalf of all the citizens of the Township of Upper extend to Jay Potter, our fellow employee and friend, our very best of wishes on his retirement and his future endeavors.

GIVEN UNDER OUR HANDS and the seal of the Township of Upper this 12th day of November, 2019.

Resolution No. 317-2019

Offered by: Corson

Seconded by: Barr

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
Barr	X			
Coggins	X			
Corson	X			
Young	X			

Palombo	X			
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7. Amending Resolution No. 012-2019 appointing various officers and employees to annual and specified terms.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 318-2019

**RE: AMENDING RESOLUTION NO. 012-2019 APPOINTING VARIOUS OFFICERS AND
EMPLOYEES TO ANNUAL AND SPECIFIED TERMS**

WHEREAS, Resolution No. 012-2019 appoints various officers and employees to annual and specified terms and includes the salary for each; and

WHEREAS, the Township Committee has determined it is necessary to amend said Resolution No. 012-2019 to amend the salaries and certain appointments as contained in said Resolution: and;

NOW, THEREFORE, BE IT RESOLVED by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

1. The allegations of the preamble are incorporated herein by this reference.
2. Resolution No. 012-2019 is amended to reflect an annual salary and position titles

for the following persons effective September 27, 2019:

NAME	POSITION	SALARY
Edward Carter	Maintenance Worker 2, Grounds	\$57,335.00
Jeremiah Williams	Maintenance Worker 2, Grounds (10 or more years)	\$58,755.00
Harry Downam	Beach Inspector	\$ 2,000.00

Resolution No. 318-2019

Offered by: Barr

Seconded by: Young

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
Barr	X			
Coggins	X			
Corson	X			
Young	X			
Palombo	X			

8. Authorizing the award of a contract with Cruzan's Truck Service, Inc. for automotive repair services and supplies.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 319-2019

**RE: AUTHORIZING THE AWARD OF A CONTRACT WITH CRUZAN'S TRUCK
SERVICE, INC. FOR AUTOMOTIVE REPAIR SERVICES AND SUPPLIES**

WHEREAS, the Township of Upper must acquire various automotive repair services and supplies and to do so desires to enter into a non-fair and open contract with Cruzan's Truck Service, Inc. pursuant to the provisions of N.J.S.A. 19:44A-20.5; and

WHEREAS, the Qualified Purchasing Agent has determined and certified in writing that the value of acquisitions with Cruzan's Truck Service, Inc. for the year 2019 will exceed \$17,500; and

WHEREAS, Cruzan's Truck Service, Inc. has completed and submitted a Business Entity Disclosure Certification which certifies that Cruzan's Truck Service, Inc. has not made any reportable contributions to a political or candidate committee in the Township in the previous one year, and that the contract will prohibit Cruzan's Truck Service, Inc. from making any reportable contributions through the term of the contract; and

WHEREAS, the Chief Financial Officer of the Township has certified the availability of funds to allow the award of contract for the purchase herein authorized and has certified that adequate funds have been appropriated for this purpose in the 2019 Municipal Budget.

NOW, THEREFORE, BE IT RESOLVED by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

1. The allegations of the preamble are incorporated herein by this reference.
2. The Township Committee of the Township of Upper, County of Cape May, New Jersey hereby authorizes the Qualified Purchasing Agent to enter into a contract with Cruzan's Truck Service, Inc. as described herein.
3. The Business Disclosure Entity Certification and the Determination of Value be placed on file with this resolution.
4. The Chief Financial Officer is hereby authorized, directed and empowered to

Amount of Local In-Kind Match.....\$16,085.00

TOTAL AMOUNT OF SUBCONTRACT.....\$42,892.00

WHEREAS, the Township of Upper Cash Match portion will be \$2,680.50; and

WHEREAS, the Township of Upper wishes to apply for said funding; and

NOW, THEREFORE BE IT RESOLVED by the Township Committee of the Township of Upper, County of Cape May, State of New Jersey, as follows:

1. The allegations of the preamble are incorporated herein by this reference.

2. The Township as lead agency is hereby authorized to submit an application and strategic plan for Municipal Alliance funding for the Fiscal Grant Cycle July 1, 2020 to June 30, 2021 grant funds in the amount specified in this Resolution or for such other amounts as may become available, and the Mayor and Township Clerk are further authorized and directed to execute a Sub-Contract on behalf of the Township with the County of Cape May for the period of July 1, 2020 to June 30, 2021. Such actions of the Township are contingent upon the proper authorization of the participation of the City of Ocean City.

3. Upon confirmation of such authorization from the City of Ocean City, the Chief Financial Officer, Mayor, or Municipal Clerk of the Township of Upper, as appropriate, is hereby authorized and directed to execute the section of the subcontract entitled “Statement of Assurances”.

4. The Township Committee acknowledges the terms and conditions for administering the Municipal Alliance grant, including the administrative compliance and audit requirements.

5. A certified copy of this Resolution shall be submitted to the County of Cape May Division of Community and Behavioral Health Services, together with the completed application.

6. All Township officials and officers are hereby authorized and directed to take all action necessary in order to carry out the intent and purpose of this Resolution.

Resolution No. 320-2019

Offered by: Young

Seconded by: Barr

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
Barr	X			
Coggins	X			
Corson	X			
Young	X			

Palombo	X			
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10. Setting the date and time of the 2020 Reorganization Meeting of the Township of Upper.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 321-2019

**RE: SETTING THE DATE AND TIME OF THE
2020 REORGANIZATION MEETING OF THE TOWNSHIP OF UPPER**

BE IT RESOLVED by the Township Committee of the Township of

Upper in the County of Cape May and State of New Jersey as follows:

1. The annual Reorganization Meeting of the Township Committee shall be held on Monday, January 6, 2020, commencing at 6:00 P.M. at the Upper Township Municipal Building, 2100 Tuckahoe Road, Petersburg, New Jersey.
2. Notification of this meeting shall be given in accordance with the requirements of the Open Public Meetings Act of the State of New Jersey.

Resolution No. 321-2019

Offered by: Barr

Seconded by: Young

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
Barr	X			
Coggins	X			
Corson	X			
Young	X			
Palombo	X			

11. Authorizing the purchase of certain items in the amount of \$53,856.53 from the 2018 Capital Improvement Bond Ordinance.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 322-2019

**RE: AUTHORIZING THE PURCHASE OF CERTAIN ITEMS IN THE AMOUNT OF
\$53,856.53 FROM THE 2018 CAPITAL IMPROVEMENT BOND ORDINANCE**

WHEREAS, it is necessary for the Township of Upper to make certain capital purchases; and

WHEREAS, the Township Committee adopted the 2018 Capital Improvement Bond

Communications System
Vendor: Wireless Communications, Inc. \$28,861.00

TOTAL \$53,856.53

12. Appointing Maley Givens, PC and M. James Maley, Jr. to act as Special Legal Counsel with regard to redevelopment law.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 323-2019

**RE: APPOINTING MALEY GIVENS, PC AND M. JAMES MALEY, JR. TO ACT AS
SPECIAL LEGAL COUNSEL WITH REGARD TO REDEVELOPMENT LAW**

WHEREAS, the Township requires legal counsel to provide legal services in connection with redevelopment law related matters; and

WHEREAS, the Township has decided to acquire the services of the firm of Maley Givens, PC and M. James Maley, Jr. as a non-fair and open contract pursuant to the provisions of N.J.S.A. 19:44A-20.5; and

WHEREAS, a resolution is required authorizing the award of such contract for professional services; and

WHEREAS, the firm of Maley Givens, PC and M. James Maley, Jr. have completed and submitted a Business Entity Disclosure Certification which certifies that said firm and said individual have not made any contributions to a political or candidate committee in the Township that would bar the award of this contract and that the contract will prohibit said firm and said individual from making any contributions through the term of the contract; and

NOW, THEREFORE, BE IT RESOLVED by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

1. The allegations of the preamble are incorporated herein by this reference.
2. Maley Givens, PC and M. James Maley, Jr. with offices at 1150 Haddon Avenue, Suite 210, Collingswood, New Jersey are hereby appointed as Special Legal Counsel with regard to redevelopment law matters in conjunction with and at the direction of the regular Township Solicitor and as directed by the Township Committee.

3. This contract shall have a term of one (1) year from date of full execution.

4. This Contract is awarded without competitive bidding as a “professional service” in accordance with N.J.S.A. 40A:11-5(1)(a) of the New Jersey Local Public Contract Law because Maley Gives, PC and M. James Maley, Jr. have professional knowledge as to legal matters which knowledge is particularly valuable to the Township Committee.

NOTICE OF CONTRACT AWARD

The Township Committee of the Township of Upper, State of New Jersey has awarded the contract without competitive bidding as a professional service pursuant to N.J.S.A. 40A:11-5(1)(a) to Maley Givens, PC and M. James Maley, Jr. for legal services. This contract and the resolution authorizing same shall be available for public inspection in the office of the municipal clerk of the Township of Upper, State of New Jersey.

5. A certificate from the Chief Financial Officer of Upper Township showing the availability of adequate funds for this contract and showing the line item appropriation of the official budget to which this contract will be properly charged has been provided to the governing body and shall be attached to this Resolution and kept in the files of the municipal clerk.

6. The contractor has registered with the State of New Jersey pursuant to c.57, Laws of 2004 and has provided proof of that registration to the Township of Upper.

7. The Mayor and Township Clerk are hereby authorized and directed to execute, on behalf of the Township of Upper, a Professional Contract with Maley Givens, PC and M. James Maley, Jr. in accordance with the terms and provisions of the Local Public Contracts Law, subject to and in accordance with the limitations imposed herein. Upon execution of all parties thereto said contract shall become effective.

8. A notice of this contract award shall be published in the official newspaper of the Township of Upper within ten (10) days from the date of adoption.

9. This Resolution shall be effective as of adoption.

Resolution No. 323-2019

Offered by: Young

Seconded by: Barr

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
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Barr	X			
Coggins	X			
Corson	X			
Young	X			
Palombo	X			

13. Authorizing a contract with ARH Associates, Inc, for environmental consultant services.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 324-2019

**RE: AUTHORIZING A CONTRACT WITH ARH ASSOCIATES, INC, FOR
ENVIRONMENTAL CONSULTANT SERVICES**

WHEREAS, the Township requires Environmental Consultant Services; and

WHEREAS, ARH Associates, Inc. possesses the requisite skill and knowledge to perform these services; and

WHEREAS, a Resolution is required authorizing the award of a contract for professional services to ARH Associates, Inc. as a non-fair and open contract pursuant to the provisions of N.J.S.A. 19:44A-20.5; and

WHEREAS, ARH Associates, Inc. has completed and submitted a Business Entity Disclosure Certification which certifies that ARH Associates, Inc. has not made any contributions to a political or candidate committee in the Township that would bar the award of this contract and that the contract will prohibit ARH Associates, Inc. from making any contributions through the term of the contract; and

NOW, THEREFORE, BE IT RESOLVED by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

1. The allegations of the preamble are incorporated herein by this reference.
2. The Mayor and the Township Clerk are hereby authorized and directed to execute, on behalf of the Township of Upper, a Professional Contract with ARH Associates, Inc. in accordance with the terms and provisions of the Local Public Contracts Law, subject to and in accordance with the limitations imposed herein. Upon execution of all parties thereto said contract shall become effective.

3. The term of this contract shall be for a period of one year.

4. This Contract is awarded without competitive bidding as a “professional service” in accordance with N.J.S.A. 40A:11-5(1)(a) of the New Jersey Local Public Contract Law because ARH Associates, Inc., has professional knowledge as to environmental issues which knowledge is particularly valuable to the Township Committee.

NOTICE OF CONTRACT AWARD

5. The Township Committee of the Township of Upper, State of New Jersey has awarded the contract without competitive bidding as a professional service pursuant to N.J.S.A. 40A:11-5(1)(a) to ARH Associates, Inc. This contract and the resolution authorizing same shall be available for public inspection in the office of the municipal clerk of the Township of Upper, State of New Jersey.

6. Notice of this contract award shall be published in the official newspaper of the Township of Upper within ten (10) days from the date of adoption.

7. This Resolution shall be effective as of adoption.

Resolution No. 324-2019

Offered by: Corson

Seconded by: Barr

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
Barr	X			
Coggins	X			
Corson	X			
Young	X			
Palombo	X			

14. Authorizing a contract amendment for the demolition of an unsafe structure for extra work in the amount of \$6,200.00.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 325-2019

RE: AUTHORIZING A CONTRACT AMENDMENT FOR THE DEMOLITION OF AN UNSAFE STRUCTURE FOR EXTRA WORK IN THE AMOUNT OF \$6,200.00

WHEREAS, the Township of Upper has awarded the Demolition of Unsafe Structures bid to Garden State General Construction, Inc. of 8 Clermont Drive, Clermont, NJ 08210-1157, in the original Contract amount of \$33,173.60; and

WHEREAS, the Township wishes to approve an amendment to the aforesaid Contract pursuant to the bid specifications as hereinafter provided; and

WHEREAS, the Chief Financial Officer has issued a certification as to the availability of funds for this amendment; and

WHEREAS, the aggregate amount of this amendment, comprising of Extra Work for the demolition of 1786 Mt. Pleasant Avenue, is the sum of \$6,200.00; and

WHEREAS, the Township Engineer has requested this amendment and indicated that it is permitted under the bid and contract specifications as well as the applicable regulations; and

WHEREAS, this amendment is in the best interests of the Township.

NOW, THEREFORE, BE IT RESOLVED by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

1. The allegations of the preamble are incorporated herein by this reference.
2. An amendment to the Demolition of Unsafe Structures contract with Garden State General Construction, Inc. is hereby authorized in the amount of \$6,200.00 for the demolition of 1786 Mt. Pleasant Avenue.
3. The Mayor and Municipal Engineer are hereby authorized, directed and empowered to execute the amendment on behalf of the Township of Upper.
4. All Township officials and officers are hereby authorized and directed to take all action necessary to carry out the intent and purpose of this Resolution.

Resolution No. 325-2019

Offered by: Corson

Seconded by: Coggins

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
Barr	X			
Coggins	X			
Corson	X			
Young	X			
Palombo	X			

15. Authorizing the disposal of personal property with no market value.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 326-2019

**RE: AUTHORIZING THE DISPOSAL OF PERSONAL PROPERTY
WITH NO MARKET VALUE**

WHEREAS, N.J.S.A. 40A:11-36 authorizes a municipality to sell or dispose of certain personal property or equipment which is not needed for public use; and

WHEREAS, the Township of Upper determines that the property and equipment set forth on Exhibit A attached hereto is not needed for public use and has no market value, and should be disposed of.

NOW, THEREFORE, BE IT RESOLVED by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

1. The allegations of the preamble are incorporated herein by this reference.
2. The property and equipment aforementioned on Exhibit A hereto is hereby determined to be useless for any public purpose and is also determined to be of no market value such that the Township Committee directs its disposal.
3. All Township officials and officers are hereby authorized and empowered to take all action deemed necessary or advisable to carry into effect the intent and purpose of this Resolution.

Resolution No. 326-2019

Offered by: Coggins

Seconded by: Barr

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
Barr	X			
Coggins	X			
Corson	X			
Young	X			
Palombo	X			

EXHIBIT "A"

1996 Chevy Suburban Wagon Asset No. 51
Vin No. 3GNGK26R3TG110543

16. Authorizing the Mayor and/or Municipal Engineer to sign and submit an application to the NJDEP for Beach and Dune Maintenance for Strathmere and Whale Beach.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 327-2019

**RE: AUTHORIZING THE MAYOR AND/OR MUNICIPAL ENGINEER
TO SIGN AND SUBMIT AN APPLICATION TO THE NJDEP FOR
BEACH AND DUNE MAINTENANCE FOR STRATHMERE AND WHALE BEACH**

WHEREAS, the Township of Upper wishes to make application to the New Jersey Department of Environmental Protection (NJDEP) for beach and dune maintenance for Strathmere and Whale Beach in the Township of Upper; and

WHEREAS, the Municipal Engineer has prepared the NJDEP application describing the project and permit fees and wishes to submit it to the NJDEP; and

WHEREAS, the Township Committee fully supports and endorses the actions of the Township Engineer in his filing of the NJDEP application for the following project:

Beach & Dune Maintenance for Strathmere & Whale Beach

NOW, THEREFORE, BE IT RESOLVED by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

1. The allegations of the preamble are incorporated herein by this reference.
2. The Mayor and/or the Municipal Engineer of the Township of Upper are hereby authorized, directed and empowered to sign and submit the permit and necessary fees for the NJDEP application for Beach and Dune Maintenance for Strathmere and Whale Beach, which is attached hereto as Exhibit A.
3. All Township officials, officers and employees are empowered to take such action as may be necessary or advisable in order to carry out the intent and purpose of this Resolution.
4. A certified copy of this Resolution shall be provided to the Township Engineer.

Resolution No. 327-2019

Offered by: Barr

Seconded by: Young

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
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Barr	X			
Coggins	X			
Corson	X			
Young	X			
Palombo	X			

17. Supporting the NJDOT Route 9, Tuckahoe Road to Roosevelt Boulevard, Roadway Improvements Projects.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 328 -2019

**RE: SUPPORTING THE NJDOT ROUTE 9, TUCKAHOE ROAD TO
ROOSEVELT BOULEVARD, ROADWAY IMPROVEMENTS PROJECTS**

WHEREAS, the NJDOT has performed a Limited Scope Concept Development Study (LSCD) for Route 9 from MP 28.46 to MP 28.84 and MP 30.62 to MP 30.7, in order to provide a safer roadway for multiple modes of transportation; and

WHEREAS, the LSCD determined that the area has several deficiencies including, higher crash rates, restricted pedestrian and bicycle mobility, substandard ADA compliant features, and substandard intersection geometry at Tuckahoe Road and Roosevelt Boulevard; and

WHEREAS, the NJDOT has submitted to the Township of Upper several design alternatives to address the deficiencies; and

WHEREAS, the Upper Township Committee and the Upper Township Planning Board have performed a careful review of all design alternatives; and

NOW, THEREFORE, BE IT RESOLVED by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

1. The allegations of the preamble are incorporated herein by this reference.
2. The Township of Upper hereby supports the use of Design Alternative 4 (Widen East Only), Design Alternative 5, and Reconstruction of Parking Area South of Harbor Road for the Route 9, Tuckahoe Road to Roosevelt Boulevard, Roadway Improvements Project. Copies of said alternatives approved by the Township Committee are attached to this Resolution.
3. A copy of this Resolution shall be forwarded to the appropriate New Jersey state and Cape May County officials.

Resolution No. 328-2019

Offered by: Barr Seconded by: Corson

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
Barr	X			
Coggins			X	
Corson	X			
Young	X			
Palombo	X			

18. Capital Budget Amendment.

TOWNSHIP OF UPPER COUNTY OF CAPE MAY RESOLUTION NO. 329-2019									
CAPITAL BUDGET AMENDMENT									
Whereas, the local capital budget for the year 2019 was adopted on the 8th day of April, 2019; and,									
Whereas, it is desired to amend said adopted capital budget section,									
Now, Therefore, Be it Resolved, by the Township Committee of the Township of Upper, County of Cape May, that the following amendment(s) to the capital budget section of 2019 be made:									
RECORDED VOTE									
Moved by: Coggins		AYES		NAYS		ABSTAIN			
Second by: Barr									
		Barr							
		Coggins							
		Corson							
		Young							
		Palombo							
						ABSENT			
Be it Further Resolved that two certified copies of this resolution be filed forthwith in the Office of the Director of Local Government Services.									
It is hereby certified that this is a true copy of a resolution amending the capital budget section adopted by the governing body on the 12th day of November, 2019.									
FROM									
CAPITAL BUDGET (Current Year Action)									
2019									
Local Unit TOWNSHIP OF UPPER									
1 PROJECT TITLE	2 PROJECT NUMBER	3 ESTIMATED TOTAL COST	4 AMOUNTS RESERVED IN PRIOR YEARS	5 PLANNED FUNDING SERVICES FOR CURRENT YEAR - 2019					6 TO BE FUNDED IN FUTURE YEARS
				5a 2019 Budget Appropriations	5b Capital Improvement Fund	5c Capital Surplus	5d Grants in Aid and Other Funds	5e Debt Authorized	
Purchase of Equipment	1	4,000,000.00			100,000.00			1,900,000.00	2,000,000.00
Road Construction & Reconstruction	2	8,000,000.00			200,000.00		450,000.00	3,350,000.00	4,000,000.00
Beach Replenishment	3	6,040,000.00		40,000.00	150,000.00	400,000.00	1,500,000.00	950,000.00	3,000,000.00
Construction of Municipal Facilities	4	1,100,000.00			27,500.00		200,000.00	322,500.00	550,000.00
Purchase New Trash Trucks	5	1,000,000.00			25,000.00			475,000.00	500,000.00
Strathmere Projects	6	100,000.00			2,500.00			47,500.00	50,000.00
Recreation Field Improvements	7	600,000.00			15,000.00			285,000.00	300,000.00
TOTAL - ALL PROJECTS		20,840,000.00	-	40,000.00	520,000.00	400,000.00	2,150,000.00	7,330,000.00	10,400,000.00
C - 3									
Sheet 40b									
20,840,000.00									

TO									
CAPITAL BUDGET (Current Year Action)									
2019									
Local Unit TOWNSHIP OF UPPER									
1 PROJECT TITLE	2 PROJECT NUMBER	3 ESTIMATED TOTAL COST	4 AMOUNTS RESERVED IN PRIOR YEARS	5 PLANNED FUNDING SERVICES FOR CURRENT YEAR - 2019					6 TO BE FUNDED IN FUTURE YEARS
				5a 2019 Budget Appropriations	5b Capital Improvement Fund	5c Capital Surplus	5d Grants in Aid and Other Funds	5e Debt Authorized	
Purchase of Equipment	1	4,250,000.00			100,000.00			2,150,000.00	2,000,000.00
Road Construction & Reconstruction	2	9,000,000.00			200,000.00		450,000.00	4,350,000.00	4,000,000.00
Beach Replenishment	3	6,275,000.00		275,000.00	150,000.00	400,000.00	1,500,000.00	950,000.00	3,000,000.00
Construction of Municipal Facilities	4	1,300,000.00			27,500.00		200,000.00	522,500.00	550,000.00
Purchase New Trash Trucks	5	1,300,000.00			25,000.00			475,000.00	800,000.00
Strathmere Projects	6	100,000.00			2,500.00			47,500.00	50,000.00
Recreation Field Improvements	7	600,000.00			15,000.00			285,000.00	300,000.00
TOTAL - ALL PROJECTS		22,825,000.00	-	275,000.00	520,000.00	400,000.00	2,150,000.00	8,780,000.00	10,700,000.00
C - 3									

Sheet 40b

22,825,000.00

FROM									
6 YEAR CAPITAL PROGRAM - 2019 to 2024									
ANTICIPATED PROJECT SCHEDULE AND FUNDING REQUIREMENTS									
Local Unit TOWNSHIP OF UPPER									
1 PROJECT TITLE	2 PROJECT NUMBER	3 ESTIMATED TOTAL COST	4 Estimated Completion Time	5 FUNDING AMOUNTS PER BUDGET YEAR					
				5a 2019	5b 2020	5c 2021	5d 2022	5e 2023	5f 2024
Purchase of Equipment	1	4,000,000.00		2,000,000.00				1,000,000.00	1,000,000.00
Road Construction & Reconstruction	2	8,000,000.00		4,000,000.00				1,500,000.00	2,500,000.00
Beach Replenishment	3	6,040,000.00		3,040,000.00				700,000.00	2,300,000.00
Construction of Municipal Facilities	4	1,100,000.00		550,000.00				550,000.00	
Purchase New Trash Trucks	5	1,000,000.00		500,000.00					500,000.00
Strathmere Projects	6	100,000.00		50,000.00					50,000.00
Recreation Field Improvements	7	600,000.00		300,000.00				200,000.00	100,000.00
TOTAL - ALL PROJECTS		20,840,000.00	-	10,440,000.00	-	-	-	3,950,000.00	6,450,000.00
C - 4									

Sheet 40c

20,840,000.00

WHEREAS, Phoenix Advisors, LLC has completed and submitted a Business Entity Disclosure Certification which certifies that Phoenix Advisors, LLC has not made any reportable contributions to a political or candidate committee in the Township that would bar the award of this contract and that the contract will prohibit Phoenix Advisors, LLC from making any reportable contributions through the term of the contract; and

NOW, THEREFORE, BE IT RESOLVED by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

1. The allegations of the preamble are incorporated herein by this reference.
2. The Mayor and Township Clerk are hereby authorized, directed and empowered to execute a contract with Phoenix Advisors, LLC in accordance with the terms and provisions of the Local Public Contracts Law, subject to and in accordance with the limitations imposed herein.
3. This contract shall have a term of one (1) year from date of full execution.
4. This Contract is awarded without competitive bidding as a professional service in accordance with N.J.S.A. 40A:11-5(1)(a) of the New Jersey Local Public Contract Law because Phoenix Advisors, LLC has professional knowledge which is particularly valuable to the Township Committee and this service is acquired as a non-fair and open contract pursuant to N.J.S.A. 19:44A-20.5.

NOTICE OF CONTRACT AWARD

5. The Township Committee of the Township of Upper, State of New Jersey has awarded the contract without competitive bidding as a professional service pursuant to N.J.S.A. 40A:11-5(1)(a) to Phoenix Advisors, LLC for municipal advisory services. This contract and the resolution authorizing same shall be available for public inspection in the office of the municipal clerk of the Township of Upper, State of New Jersey.

6. A certificate from the Chief Financial Officer of Upper Township showing the availability of adequate funds for this contract and showing the line item appropriation of the official budget to which this contract will be properly charged has been provided to the governing body and shall be attached to this Resolution and kept in the files of the municipal clerk.

7. The contractor has registered with the State of New Jersey pursuant to c.57, Laws of 2004 and will provide proof of that registration to the Township of Upper.

8. A copy of this Resolution shall be published in the official newspaper of the Township of Upper within ten (10) days from the date of adoption.

9. This Resolution shall be effective as of adoption.

Resolution No. 330-2019

Offered by: Coggins

Seconded by: Barr

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
Barr	X			
Coggins	X			
Corson	X			
Young	X			
Palombo	X			

20. Resolution providing for the combination of certain issues of General Improvement Bonds of the Township of Upper, in the County of Cape May, New Jersey into a single issue of Bonds aggregating \$8,000,000 in principal amount.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 331-2019

**RESOLUTION PROVIDING FOR THE COMBINATION OF
CERTAIN ISSUES OF GENERAL IMPROVEMENT BONDS
OF THE TOWNSHIP OF UPPER, IN THE COUNTY OF CAPE
MAY, NEW JERSEY INTO A SINGLE ISSUE OF BONDS
AGGREGATING \$8,000,000 IN PRINCIPAL AMOUNT.**

BE IT RESOLVED BY THE TOWNSHIP COMMITTEE OF THE TOWNSHIP OF UPPER, IN THE COUNTY OF CAPE MAY, NEW JERSEY AS FOLLOWS:

Section 1. Pursuant to the provisions of N.J.S.A. 40A:2-26(f), the Bonds of the Township of Upper, in the County of Cape May, New Jersey (the "Township") authorized pursuant to the bond ordinances of the Township heretofore adopted and described in Section 2 hereof shall be combined into a single and combined issue of General Improvement Bonds in the principal amount of \$8,000,000 (the "Bonds").

Section 2. The principal amount of Bonds authorized by each bond ordinance to be combined into a single issue as above provided, the bond ordinances authorizing the

Bonds described by reference to the number, the improvement description and the date of adoption, and the period or average period of usefulness determined in each of the bond ordinances are respectively as follows:

Bond Ordinance Number	Principal Amount of Bonds	Description of Improvement and Date of Adoption of Bond Ordinance	Useful Life
13-08	\$150,000	Strathmere and Whale Beach Replenishment Project, finally adopted August 11, 2008.	15 years
19-11	\$520,000	Strathmere and Whale Beach Replenishment Project, finally adopted August 9, 2011.	5 years
05-13	\$2,220,000	Various capital improvements, finally adopted April 8, 2013.	8.34 years
08-16	\$2,340,000	Various capital improvements, finally adopted April 25, 2016.	8.95 years
12-18	\$2,770,000	Various capital improvements, finally adopted September 24, 2018.	13.95 years
TOTAL	\$8,000,000		

Section 3. The following matters are hereby determined with respect to the combined issue of Bonds:

a. The average period of usefulness, computed on the basis of the respective amounts of Bonds presently authorized to be issued pursuant to each of the bond ordinances and the respective periods or average period of usefulness therein determined, is not less than 10.05 years.

b. The Bonds of the combined issue shall be designated "General Improvement Bonds" and shall mature within the average period of usefulness herein determined.

c. The Bonds of the combined issue shall be sold and issued in accordance with the provisions of the Local Bond Law applicable to the sale and the issuance of bonds authorized by a single bond ordinance and accordingly may be sold with other issues of bonds.

Section 4. The following additional matters are hereby determined, declared, recited and stated:

a. None of the Bonds described in Section 2 hereof have been sold or issued heretofore, and the several bond ordinances described in Section 2 have not been rescinded and now remain in full force and effect as authorizations for the respective amounts of Bonds set opposite the descriptions of the bond ordinances in Section 2 hereof.

b. The several purposes or improvements authorized by the respective bond ordinances described in Section 2 hereof are purposes for which bonds may be issued lawfully pursuant to the Local Bond Law and are all purposes for which no deduction may be taken in any annual or supplemental debt statement.

Section 5. This resolution shall take effect immediately.

The foregoing resolution was adopted by the following vote:

Resolution No. 331-2019

Offered by: Coggins

Seconded by: Barr

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
Barr	X			
Coggins	X			
Corson	X			
Young	X			
Palombo	X			

21. Resolution determining the form and other details of \$8,000,000 General Improvement Bonds, of the Township of Upper, in the County of Cape May, New Jersey and providing for their sale.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 332-2019

**RESOLUTION DETERMINING THE FORM AND OTHER
DETAILS OF \$8,000,000 GENERAL IMPROVEMENT
BONDS, OF THE TOWNSHIP OF UPPER, IN THE COUNTY
OF CAPE MAY, NEW JERSEY AND PROVIDING FOR THEIR
SALE.**

BE IT RESOLVED BY THE TOWNSHIP COMMITTEE OF THE TOWNSHIP OF UPPER, IN THE COUNTY OF CAPE MAY, NEW JERSEY AS FOLLOWS:

Section 1. (a) The \$8,000,000 General Improvement Bonds, of the Township of Upper, in the County of Cape May, New Jersey (the "Township"), referred to and described in a resolution of the Township duly adopted on November 12, 2019, and entitled, "Resolution Providing for the Combination of Certain Issues of General Improvement Bonds of the Township of Upper, in the County of Cape May, New Jersey Into a Single Issue of Bonds Aggregating \$8,000,000 in Principal Amount" and in the bond ordinances referred to therein, each in all respects duly approved and published as required by law, shall be issued as "General Improvement Bonds" (the "Bonds").

(b) The Bonds shall mature in the principal amounts on November 15 as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2020	\$520,000	2025	\$840,000
2021	\$560,000	2026	\$920,000
2022	\$640,000	2027	\$960,000
2023	\$720,000	2028	\$1,000,000
2024	\$800,000	2029	\$1,040,000

(c) The actual principal amounts may be adjusted by the Township, at its option, in accordance with N.J.S.A. 40A:2-26(g). Any such adjustment shall not exceed 10% of the principal for any maturity with the aggregate adjustment to maturity not to exceed 10% of the principal amount of the overall issue.

(d) The Bonds shall be subject to redemption prior to their stated maturity in accordance with the Notice of Sale attached hereto as Exhibit A.

(e) The Bonds shall be 10 in number, with one certificate being issued for each year of maturity, and shall be numbered GI-1 to GI-10, inclusive.

(f) The Bonds shall be dated their date of issuance and shall bear interest payable semiannually on the fifteenth of November and May in each year until maturity or earlier redemption, commencing on May 15, 2020, at a rate or rates per annum, expressed in a multiple of 1/8 or 1/20 of 1% and proposed by the successful bidder in accordance with the Notice of Sale authorized herein.

(g) The Bonds shall be executed by the manual or facsimile signatures of the Mayor and the Chief Financial Officer under the official seal (or facsimile thereof) affixed,

printed, engraved or reproduced thereon and attested by the manual signature of the Township Clerk.

Section 2.

(a) The Bonds will be issued in fully registered form. One certificate shall be issued for the aggregate principal amount of Bonds maturing in each year. Both principal of and interest 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 thereof through book-entries made on the books and the records of the Securities Depository and its participants.

(b) The principal of and the interest on the Bonds will be paid to the Securities Depository by the Township 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 each next preceding May 1 and November 1 (the "Record Dates" for the Bonds).

Section 3. The Bonds shall be substantially in the following form with such additions, deletions and omissions as may be necessary for the Township to market the Bonds, including in accordance with the requirements of the Securities Depository:

[Form of Bond begins on next page]

REGISTERED
NUMBER GI- _____

REGISTERED
\$ _____

UNITED STATES OF AMERICA
STATE OF NEW JERSEY
COUNTY OF CAPE MAY

TOWNSHIP OF UPPER
GENERAL IMPROVEMENT BOND

REGISTERED OWNER:

PRINCIPAL AMOUNT:

DATED DATE:

MATURITY DATE:

RATE OF INTEREST PER ANNUM:

INTEREST PAYMENT DATES:

INITIAL INTEREST PAYMENT DATE:

RECORD DATES:

CUSIP NUMBER:

TOWNSHIP OF UPPER, a body politic and corporate of the State of New Jersey (the "Township"), hereby acknowledges itself indebted and for value received promises to pay to the REGISTERED OWNER, or registered assigns, on the MATURITY DATE, upon presentation and surrender of this bond, the PRINCIPAL AMOUNT, and to pay interest on such sum from the DATED DATE until it matures at the RATE OF INTEREST PER ANNUM specified above semiannually on the INTEREST PAYMENT DATES in each year until maturity, commencing on the INITIAL INTEREST PAYMENT DATE. Principal of and interest due on this bond will be paid to the REGISTERED OWNER by the Township or its designated paying agent and will be credited to the participants of The Depository Trust Company as listed on the records of The Depository Trust Company as of the RECORD DATES next preceding the respective INTEREST PAYMENT DATES (the "Record Dates"). The principal of and interest on this bond are payable in lawful money of the United States of America.

This bond is not transferable as to principal or interest except to an authorized nominee of The Depository Trust Company. The Depository Trust Company 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 maturing prior to November 15, 2027, are not subject to redemption prior to their stated maturities. The bonds of this issue maturing on or after November 15, 2027 are redeemable at the option of the Township in whole or in part on any date on or after November 15, 2026 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 Township or a duly appointed Bond Registrar. Any failure of the securities 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 Township determines to redeem a portion of the bonds prior to maturity, the bonds to be redeemed shall be selected by the Township; the bonds to be redeemed having the same maturity shall be selected by the Securities Depository in accordance with its regulations.

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 redeemed 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.

So long as Cede & Co., as nominee of DTC, is the registered owner of the Bonds, the Township shall send redemption notices only to Cede & Co.

This bond is one of an authorized issue of bonds issued pursuant to the Local Bond Law of the State of New Jersey, a resolution of the Township duly adopted on November 12, 2019, and entitled, "Resolution Providing for the Combination of Certain Issues of General Improvement Bonds of the Township of Upper, in the County of Cape May, New Jersey Into a Single Issue of Bonds Aggregating \$8,000,000 in Principal Amount" and the bond ordinances referred to therein, each in all respects duly approved and published as required by law.

The full faith and credit of the Township 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 Township, is within every debt and other limit prescribed by such constitution or statutes.

IN WITNESS WHEREOF, the TOWNSHIP OF UPPER 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 signature of its Township Clerk, and this bond to be dated the DATED DATE as specified above.

TOWNSHIP OF UPPER

[SEAL

By [executed upon issuance]
Mayor

ATTEST:

By [executed upon issuance]
Clerk

By [executed upon issuance]
Chief Financial Officer

[End of Form of Bond]

Section 4. (a) The Bonds shall be sold on December 3, 2019, or such other date as may be determined by the Chief Financial Officer, via the “MuniAuction Electronic Bid System” (“MuniAuction”) by electronic auction in accordance with the conditions set forth and described in the Full Notice of Sale for the Bonds set forth in Exhibit A. The Full Notice of Sale shall be posted on MuniAuction.

(b) Pursuant to N.J.S.A. 40A:2-34, the Township hereby designates the Chief Financial Officer to sell and to award the Bonds in accordance with the Full Notice of Sale authorized herein with such changes as to date or the terms as deemed advisable or necessary by Phoenix Advisors, LLC, the Township’s Municipal Advisor and McManimon, Scotland & Baumann, LLC, the Township’s Bond Counsel to effectively access the market for the sale of the Bonds, and such Chief Financial Officer shall report in writing the results of the sale to this Township Committee as required by law. The Chief Financial Officer is hereby authorized and directed, consistent with the terms of the Notice of Sale, to retain the good faith deposit of the successful bidder and to immediately return such good faith deposits, whether by wire or check, to the unsuccessful bidders.

Section 5. The Notice of Sale shall be substantially in the form attached hereto as Exhibit A with additions, deletions and omissions as may be necessary for the Township to market the Bonds, including in accordance with the requirements of the Securities Depository and MuniAuction. The Short Notice of Sale shall be substantially in the form attached hereto as Exhibit B with such additions, deletions and omissions as may be necessary for the Township to market the Bonds, including in accordance with the requirements of the Securities Depository and MuniAuction. The Summary Notice of Sale shall be substantially in the form attached hereto as Exhibit C with such additions, deletions and omissions as may be necessary for the Township to market the Bonds, including in accordance with the requirements of the Securities Depository and MuniAuction. The Township Clerk is hereby directed to arrange for the publication of the Short Notice of Sale authorized in Exhibit B in the form provided herein in The Press of Atlantic City or such other authorized newspaper of the Township and any actions taken by the Clerk prior to the date of adoption of this resolution in

connection with the publication of the Short Notice of Sale are hereby ratified, confirmed and approved. McManimon, Scotland & Baumann, LLC, is hereby directed to arrange for the publication of the Summary Notice of Sale authorized in Exhibit C in the form provided herein in The Bond Buyer, a financial newspaper published and circulating in the City of New York, New York, such publications to be not less than seven days prior to the date of sale.

Section 6. 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.

Section 7. The law firm of McManimon, Scotland & Baumann, LLC is authorized to arrange for the printing of the Bonds and is authorized to arrange for the printing of the Official Statement to be prepared by McManimon, Scotland & Baumann, LLC, Phoenix Advisors, LLC and Township officials. The Mayor and the Chief Financial Officer are authorized to execute any certificates necessary in connection with the distribution of the Official Statement. 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 Township by the Chief Financial Officer or by the Mayor. Final Official Statements shall be delivered to the purchaser of the Bonds within the earlier of seven business days following the sale of the Bonds or to accompany the purchaser's confirmations that request payment for the Bonds.

Section 8. The Township hereby covenants that it will comply with any conditions subsequently 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 the requirement to rebate all net investment earnings on the gross proceeds above the yield on the Bonds, if necessary.

(a) 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.

(b) In the event that the Securities Depository may determine to discontinue providing its service with respect to the Bonds or is removed by the Township and if no successor securities depository is appointed, the Bonds which were previously issued in book-entry form shall be converted to Registered Bonds in denominations of \$5,000. 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 the Registered Bonds. The Township shall be obligated to provide for the execution and delivery of the Registered Bonds in certified form.

Section 9. 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 Township 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 September 30, 2020, electronically to the Municipal Securities Rulemaking Board's Electronic Municipal Market Access ("EMMA") system or such other repository designated by the Securities and Exchange Commission to be an authorized repository for filing secondary market disclosure information, if any, annual financial information with respect to the Township 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 Township and certain financial information and operating data consisting of (1) Township indebtedness; (2) property valuation information; and (3) tax rate, levy and collection data. The audited financial statements will be prepared

in accordance with generally accepted accounting principles as modified by governmental accounting standards as may be required by New Jersey law;

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

- (1) Principal and interest payment delinquencies;
- (2) Non-payment related defaults, if material;
- (3) Unscheduled draws on debt service reserves reflecting financial difficulties;
- (4) Unscheduled draws on credit enhancements reflecting financial difficulties;
- (5) Substitution of credit or liquidity providers, or their failure to perform;
- (6) Adverse tax opinions, the issuance by the Internal Revenue Service of proposed or final determinations of taxability, Notices of Proposed Issue (IRS Form 5701-TEB) or other material notices or determinations with respect to the tax status of the security, or other material events affecting the tax status of the security;
- (7) Modifications to rights of security holders, if material;
- (8) Bond calls, if material, and tender offers;
- (9) Defeasances;
- (10) Release, substitution, or sale of property securing repayment of the securities, if material;
- (11) Rating changes;
- (12) Bankruptcy, insolvency, receivership or similar event of the obligated person;
- (13) The consummation of a merger, consolidation, or acquisition involving the Township or the sale of all or substantially all of the assets of the Township, other than in the ordinary course of business, the entry into a definitive agreement to undertake such an action or the termination of a definitive agreement relating to any such actions, other than pursuant to its terms, if material;
- (14) Appointment of a successor or additional trustee or the change of name of a trustee, if material;
- (15) Incurrence of a Financial Obligation of the Township, if material, or agreement to covenants, events of default, remedies, priority rights or other similar terms of a Financial Obligation, any of which affect holders of the Bonds, if material;
- (16) Default, event of acceleration, termination event, modification of terms or other similar events under a Financial Obligation of the Township, if any such event reflects financial difficulties.

The term "Financial Obligation" as used in subparagraphs (b)(15) and (b)(16) above means a (i) debt obligation, (ii) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation or (iii) guarantee of (i) or (ii); *provided, however*, that the term "Financial Obligation" shall not include municipal securities as to which a final official statement has been provided to the Municipal Securities Rulemaking Board consistent with the Rule.

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

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

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

Section 10. This resolution shall take effect immediately.

The foregoing resolution was adopted by the following vote:

Resolution No. 332-2019

Offered by: Coggins Seconded by: Barr

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
Barr	X			
Coggins	X			
Corson	X			
Young	X			
Palombo	X			

Exhibit A

(Full Notice of Sale to be Posted on MuniAuction)

NOTICE OF SALE
\$8,000,000*
GENERAL IMPROVEMENT BONDS
OF THE TOWNSHIP OF UPPER,
IN THE COUNTY OF CAPE MAY, NEW JERSEY
(Book-Entry-Only Bonds)/(Callable)

SUMMARY

ISSUER: Township of Upper, County of Cape May, New Jersey

PAR AMOUNT: \$8,000,000*

SECURITY: General Obligations of the Township

TAX EXEMPT: Yes

RATING: S&P rating to be assigned.

TYPE OF SALE: Electronic Open Auction with Two Minute Rule (See Bidding Details Item (7) herein)

AGENT: MuniAuction. See "Bidding Details" herein.

SALE DATE & BID TIME: December 3, 2019 at 11:00 AM to 11:15 AM with Two Minute Rule applicable. Award by 2:00 PM

DATED DATE: Date of Delivery

DELIVERY DATE: December 18, 2019

INTEREST PAYMENT DATES: November 15 and May 15, commencing May 15, 2020

CALL DATE: November 15, 2026 @ par for Bonds maturing on or after November 15, 2027.

MINIMUM BID: \$8,000,000 (Par)

MAXIMUM BID: \$8,400,000 (Par plus 5% original issue premium)

BID SECURITY: **Good Faith Check or wire transfer in the amount of \$160,000 received by Township (prior to bidding)**

BASIS OF AWARD: True Interest Cost

LEGAL OPINION: McManimon, Scotland & Baumann, LLC, Roseland, New Jersey

OFFERING STATEMENT: Preliminary Official Statement available at www.GrantStreet.com

*Preliminary, subject to change

NOTICE

NOTICE IS HEREBY GIVEN that bids will be received by the Township of Upper, in the County of Cape May, New Jersey (the "Township") for the purchase of \$8,000,000* original principal amount of the Township's General Improvement Bonds (the "Bonds"). **All Bids (as defined below) must be submitted in their entirety on Grant Street Group's MuniAuction website ("MuniAuction") prior to 11:15 a.m., New Jersey time on**

December 3, 2019, unless otherwise extended by the two-minute rule described herein (see "Bidding Details"). The auction will begin at 11:00 a.m., New Jersey time on December 3, 2019 (the "Bid Date"). To bid via MuniAuction, Bidders (as defined below) must have both (1) completed the registration form on either MuniAuction or Grant Street Group website (parent of MuniAuction, herein referred to as "Grant Street") and (2) requested and received admission to the Township's auction, as described herein (see "Registration and Admission to Bid") and (3) submitted a good faith check or good faith wire, payable to the Township, in the amount of \$160,000 prior to the Bid Date (see Bidding Details below). The use of MuniAuction shall be at the Bidder's risk and expense, and the Township shall have no liability with respect thereto.

Preliminary and Final Official Statement

The Township's Preliminary Official Statement (the "POS"), dated on or about November 26, 2019, is available for viewing in electronic format on MuniAuction. The website located at www.GrantStreet.com. In addition, broker dealers registered with the National Association of Securities Dealers (the "NASD") and dealer banks with The Depository Trust Company ("DTC") clearing arrangements may either: (a) print out a copy of the POS on their own printer, or (b) at any time prior to the Sale Date, elect to receive a photocopy of the POS in the mail by requesting it by calling the Township's bond counsel, Edward J. McManimon, III, Esq., of McManimon, Scotland & Baumann, LLC ("Bond Counsel"), 75 Livingston Avenue, Roseland, New Jersey 07068 (telephone no. 973-622-5028) or attention of Elizabeth Manuel, Paralegal (telephone no. 973-622-5280) or the Township's Municipal Advisor, Sherry L. Tracey of Phoenix Advisors, LLC (the "Municipal Advisor"), 625 Farnsworth Avenue, Bordentown, New Jersey 08505 (telephone no. 609-291-0130). All Bidders must review the POS and certify that they have done so prior to participating in the bidding.

The POS is deemed by the Township to be final as of its date, for purposes of SEC Rule 15c2-12(b)(1) under the Securities and Exchange Act of 1934, except for the omission of information concerning the offering price(s), interest rate(s), selling compensation, aggregate principal amount of the Bonds and any other terms or provisions to be determined from the successful Bid(s) or depending on such matters, and the identity of the underwriter(s). The POS is, however, subject to such further revisions, amendments and completion in a Final Official Statement (the "Final Official Statement") as may be necessary.

The Township at its expense, will make available to the winning Bidder a reasonable number of Final Official Statements, within seven (7) business days following the date of acceptance of the Bid.

*Preliminary, subject to change

Types of Bids Allowed

Subject to the Bid requirements described below, Bids for the Bonds must be submitted on an "All-or-None" ("AON") basis for the entire amount of \$8,000,000*. There will be only one CUSIP assigned to each annual maturity of the issue. First, a Bidder must submit a conforming Bid for the entire issue, and if such Bid is accepted by the Township, the Bidder will be required to purchase the entire issue in accordance with such Bid.

Interest Payment Dates; Description of the Bonds

The Bonds will be dated their date of delivery and will bear interest from such date payable semiannually on each November 15 and May 15, commencing on May 15, 2020. Interest shall be computed on the basis of a 30-day month/360-day year.

Principal Amortization

The Bonds shall mature on November 15 as set forth in the following table:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2020	\$520,000	2025	\$840,000
2021	\$560,000	2026	\$920,000
2022	\$640,000	2027	\$960,000
2023	\$720,000	2028	\$1,000,000
2024	\$800,000	2029	\$1,040,000

The Township may and expects to, after the receipt and opening of bids, adjust the maturity schedule of the Bonds, provided however, that (i) no maturity schedule adjustment shall exceed 10% upward or downward of the principal for any maturity as specified herein, and (ii) the aggregate adjustment to the maturity schedule shall not exceed 10% upward or downward of the aggregate principal amount of Bonds, as specified herein, and the aggregate principal amount of Bonds, as adjusted, will not exceed \$8,000,000*. The dollar amount bid by the winning Bidder shall be adjusted to reflect any adjustments in the aggregate principal amount of the Bonds to be issued. The adjusted Bid price will reflect changes in the dollar amount of the underwriter's discount and the original issue premium or discount, but will not change the per bond underwriter's discount, as calculated from the original Bid, and the Initial Public Offering Prices required to be delivered to the Township, as stated herein.

*Preliminary, subject to change

Book-Entry-Only

The Bonds will be issued in book-entry-only form, initially in the name of Cede & Co., as nominee of DTC. Purchasers will not receive certificates representing their interests in the Bonds. Individual purchases will be in the principal amount of \$5,000. Payments of principal, interest and redemption premium, if any, will be made by the paying agent to DTC for subsequent disbursement to DTC participants to then be remitted to the beneficial owners of the Bonds.

Redemption Provisions

The Bonds maturing prior to November 15, 2027, are not subject to redemption prior to their stated maturities. The Bonds maturing on or after November 15, 2027 are redeemable at the option of the Township in whole or in part on any date on or after November 15, 2026 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 Township or a duly appointed Bond Registrar. Any failure of the securities 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 Township determines to redeem a portion of the Bonds prior to maturity, the Bonds to be redeemed shall be selected by the Township; 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 DTC, is the registered owner of the Bonds, the Township 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 redeemed 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.

Registration and Admission to Bid

To bid by MuniAuction, Bidders must first visit MuniAuction where, if they have never registered with either MuniAuction or Grant Street, they can register and then request admission to bid on the Bonds. Bidders will be notified prior to the scheduled bidding time of their eligibility to bid. Only NASD registered broker-dealers or dealer banks with DTC clearing arrangements will be eligible to bid. Bidders who have previously registered with MuniAuction may call MuniAuction at (412) 391-5555 (ext. 370 Auction Support) for their ID Number or password. Rules governing the sale and the rules applicable to MuniAuction are available in the full Notice of Sale at www.GrantStreet.com.

Bidding Details

Bidders should be aware of the following bidding details associated with the sale of the Bonds:

- (1) **BIDDERS MUST SUBMIT A GOOD FAITH CHECK OR WIRE TRANSFER IN THE AMOUNT OF \$160,000 PAYABLE TO THE TOWNSHIP NO LATER THAN 10:45 A.M. ON THE SALE DATE. HOWEVER, BIDDERS ARE ENCOURAGED TO SUBMIT CHECKS OR WIRES ON THE DAY PRIOR TO THE SALE DATE TO ASSURE RECEIPT OF PAYMENT BY THE TOWNSHIP AT THE FOLLOWING ADDRESS:**

**Barbara Ludy
Chief Financial Officer
Township of Upper
2100 Tuckahoe Road
Petersburg, NJ 08270**

BIDDERS SUBMITTING GOOD FAITH CHECKS SHOULD ALSO ENCLOSE A RETURN ENVELOPE FOR USE BY THE TOWNSHIP. BIDDERS SUBMITTING A WIRE SHOULD CONTACT THE TOWNSHIP'S MUNICIPAL ADVISOR, SHERRY L. TRACEY (TELEPHONE NO. 609-291-0130) TO OBTAIN THE WIRE INSTRUCTIONS.

UNSUCCESSFUL BIDDERS SUBMITTING THE GOOD FAITH DEPOSIT BY WIRE TRANSFER SHALL, NO LATER THAN THE CLOSE OF BUSINESS ON THE SALE DATE OF THE BONDS, PROVIDE THE CHIEF FINANCIAL OFFICER IN WRITING WITH WIRING INSTRUCTIONS FOR THE RETURN OF SUCH UNSUCCESSFUL BIDDER'S GOOD FAITH DEPOSIT. IN THE EVENT THAT THE TOWNSHIP FAILS TO RETURN ANY GOOD FAITH WIRES IN A TIMELY FASHION, THE TOWNSHIP SHALL NOT BE LIABLE

FOR MONETARY DAMAGES, REMEDY BEING HEREBY SPECIFICALLY LIMITED TO SPECIFIC PERFORMANCE.

- (2) All Bids must be submitted on the MuniAuction website at www.GrantStreet.com. **No telephone, telefax, telegraph or personal delivery Bids will be accepted.**
- (3) All Bids for the Bonds must be submitted on an AON basis. Bidders may change and submit Bids as provided for herein, but a submitted Bid may not be withdrawn.
- (4) Bidders may bid to purchase Bonds from the Township with a bid premium in an amount not in excess of five percent (5%) of the par amount of the Bonds, representing a bid price of not in excess of \$8,400,000. No Bid will be considered if the Bid is to purchase Bonds at a price less than 100% of the principal amount thereof. The Township may, and expects to, after the receipt and opening of bids, adjust the maturity schedule of the Bonds, as set forth in more detail under "Principal Amortization" above.
- (5) Each proposal submitted must name the rate or rates of interest per annum to be borne by the Bonds and the rate or rates named must be multiples of 1/8 or 1/20 of 1%. The difference between the highest and lowest interest rates named in the Bid shall not exceed two percent (2%) per annum. Not more than one rate may be named for Bonds of the same maturity. There is no limitation on the number of rates that may be named. Each proposal submitted must state the purchase price, which must be not less than par. The Bonds will be awarded to the Bidder on whose Bid the total loan may be made at the lowest true interest cost ("TIC"). Such TIC shall be calculated as described below. No proposal shall be considered that offers to pay an amount less than the principal amount of Bonds offered for sale or under which the total loan is made at a TIC higher than the lowest TIC to the Township under any legally acceptable proposal. The purchaser must also pay an amount equal to the interest on the Bonds accrued to the date of payment of the purchase price, if applicable.
- (6) Bidders are only permitted to submit Bids for the Bonds during the bidding period.
- (7) If any Bid on the auction becomes a leading Bid two (2) minutes, or less, prior to the end of the auction, then the auction will be automatically extended by two (2) minutes from the time such Bid was received by MuniAuction. The auction end time will continue to be extended, indefinitely, until a single leading Bid remains the leading Bid for at least two (2) minutes.
- (8) Bidders may change and submit Bids as many times as they wish during the bidding time period; however, each and any Bid submitted subsequent to a Bidder's initial Bid must result in a lower True Interest Cost (as defined herein and referred to as "TIC") when compared to the immediately preceding Bid of such Bidder. In the event the revised Bid does not produce a lower TIC, the prior Bid will remain valid.
- (9) The last Bid submitted by a Bidder before the end of the bidding time period will be compared to all other final Bids submitted by others to determine the winning Bidder or Bidders.

- (10) During the bidding, no Bidder will see any other Bidder's Bid, but Bidders will be able to see the ranking of their Bid relative to other Bids (i.e., "Leader", "Cover", "3rd", etc.).

Rules of MuniAuction

The rules of MuniAuction (the "Rules") can be viewed on MuniAuction and are incorporated herein by reference. Bidders must comply with the Rules in addition to the requirements of the Notice of Sale for the Township's Bonds dated the date hereof (the "Notice of Sale"). To the extent there is a conflict between the Rules and the Notice of Sale, the Notice of Sale shall control.

Rules

- (1) A Bidder submitting a Winning Bid is irrevocably obligated to purchase the Bonds at the rates and prices of the Winning Bid, if acceptable to the Township, as set forth in the related Notice of Sale. **Winning Bids are not officially awarded to the Bidder until formally accepted by the Township.**
- (2) Neither the Township, Bond Counsel nor MuniAuction (the "Auction Administrator") is responsible for technical difficulties that result in loss of Bidder's internet connection with MuniAuction, slowness in transmission of Bids, or other technical problems.
- (3) If for any reason a Bidder is disconnected from MuniAuction's Auction Page during the auction after having submitted a Winning Bid, such Bid is valid and binding upon the Bidder, unless the Township exercises its right to reject Bids, as set forth herein.
- (4) Bids which generate error messages are not accepted until the error is corrected and the Bid is received prior to the deadline.
- (5) Bidders accept and agree to abide by all terms and conditions specified in the Notice of Sale (including amendments, if any) related to each auction.
- (6) Neither the Township, Bond Counsel nor the Auction Administrator is responsible to any Bidder for any defect or inaccuracy in the Notice of Sale, amendments, or POS as they appear on MuniAuction.
- (7) Only Bidders who request and received admission to an auction and who have submitted a Good Faith Deposit (as defined herein) as required by the terms of this Notice of Sale may submit Bids. Bond Counsel and the Auction Administrator reserve the right to deny access to MuniAuction to any Bidder, whether registered or not, at any time and for any reason whatsoever, in their sole and absolute discretion.
- (8) Neither the Township, Bond Counsel nor the Auction Administrator is responsible for protecting the confidentiality of a Bidder's MuniAuction password.
- (9) If two (2) Bids are submitted in the auction by the same or two or more different Bidders and result in same TIC, the first confirmed Bid received by MuniAuction prevails. Any change to a submitted Bid constitutes a new Bid, regardless of whether there is a corresponding change in TIC.

- (10) Bidders must compare their final Bids to those shown on the Observation Pages immediately after the bidding time period ends, and if they disagree with the final results shown on the Observation Pages they must report them to MuniAuction within fifteen (15) minutes after the bidding time period ends. Regardless of the final results reported by MuniAuction, bonds are definitively awarded to winning Bidders only upon official award by the Township. If, for any reason, the Township fails to: (i) award bonds to the winning Bidder reported by MuniAuction, or (ii) deliver bonds to the winning Bidders at settlement, neither Bond Counsel nor the Auction Administrator will be liable for damages.

Definitions

- "Bid" any confirmed purchase offer received by MuniAuction on or before the auction deadline.
- "Bidder" any firm registered with either MuniAuction or Grant Street and approved for participation in auctions.
- "True Interest Cost (TIC)" true interest cost shall be computed in each instance by determining the interest rate, compounded semi-annually, necessary to discount the debt service payments to the date of the bonds and to the price bid, excluding interest accrued to the delivery date. The TIC serves as the basis for awarding bonds to the winning Bidder.
- "Winning Bid" any purchase offer made by a Bidder by clicking the "Submit Bid" button and received by MuniAuction which, at the end of the bidding time period, results in the lowest TIC which is acceptable to the Township.

Bid Procedure and Basis of Award

Subject to the right reserved by the Township to reject any or all Bids, the Bonds will be sold to the Bidder whose Bid produces the lowest TIC for the Township and otherwise complies with the Notice of Sale.

Bids must remain valid until at least 3:00 p.m., prevailing time, on the Sale Date, and if accepted by the Township, prior to such time, shall be irrevocable except as otherwise provided in the Notice of Sale. Upon selection of the winning Bidder, the Township will execute an award certificate to award the Bonds and will promptly communicate with the winning Bidder by telephone, e-mail or fax.

Bid Security and Method of Payment for Bonds

A Good Faith Deposit ("Deposit") in the form of a certified or cashier's check, wire transfer (wiring instructions can be obtained from the Township's Bond Counsel or Municipal Advisor) in the amount of \$160,000, payable to the order of the Township, is required for each Bid to be considered. If a check is used, it must be a certified treasurer's or cashier's check and must be provided to the Township prior to 10:45 a.m. on the Sale Date for bids to be submitted. If a wire transfer is used, such wire must be received by the Township prior to 10:45 a.m. on the Sale Date. Each bidder accepts responsibility for delivering such check or wire on time and the Township is not responsible for any check or wire that is not received on time.

Right to Reject Bids; Waive Irregularities

The Township reserves the right to reject any and all Bids and to the extent permitted by law to waive any irregularity or informality in any Bid.

Information Required from the Winning Bidder

By making a bid for the Bonds, the winning Bidder(s) agrees: (a) to provide to the Township, in writing, immediately upon being unofficially awarded the Bonds, a written confirmation of the Bid, which shall include the purchase price, reoffering yield(s), and other related information necessary for completion of the final Official Statement, the Municipal Advisor and by Bond Counsel; (b) to disseminate to all members of the underwriting syndicate copies of the Official Statement; (c) to promptly file a copy of the final Official Statement with the Municipal Securities Rulemaking Board; and (d) to take any and all other actions necessary to comply with applicable Securities and Exchange Commission and Municipal Securities Rulemaking Board rules governing the offering, sale and delivery of the Bonds to alternate purchasers.

Establishment of Issue Price for the Bonds

In the event the Township receives at least three (3) bids for the Bonds, then the Issue Price for the Bonds shall be established based on the reasonably expected initial offering prices of the Bonds as of the Bid Date (the "Expected Offering Prices"). The Expected Offering Prices shall consist of the prices for each maturity of the Bonds used by the winning Bidder in formulating its bid to purchase the Bonds. The winning Bidder shall be required to deliver on the Delivery Date a certificate to such effect, and provide to the Township, in writing, the Expected Offering Prices as of the Bid Date.

In the event the Township receives fewer than three (3) bids for the Bonds, then the Issue Price for the Bonds shall be established based on the following method as selected by the winning Bidder on the Bid Date:

10% Sold: The Issue Price for the Bonds shall be established based on the first price at which at least 10% of each maturity of the Bonds was sold to the Public (as defined below). The winning Bidder shall be required to deliver on the Delivery Date a certificate to such effect, and provide to the Township, in writing, evidence satisfactory to Bond Counsel to the Township of such sales prices for each maturity of the Bonds. In the event that the winning Bidder has not sold at least 10% of each maturity of the Bonds to the Public as of the Delivery Date (each, an "Unsold Maturity"), the winning Bidder shall (i) provide to the Township, in writing, on the Delivery Date, the Expected Offering Prices for each Unsold Maturity and a certificate regarding same and (ii) have a continuing obligation to provide to the Township, in writing, evidence satisfactory to Bond Counsel to the Township of the first price at which at least 10% of each Unsold Maturity is sold to the Public, contemporaneous with each such sale, until at least 10% of all such Unsold Maturities have been sold to the Public.

Hold The Price: The Issue Price for the Bonds shall be established based on the initial offering price of the Bonds to the Public as of the Bid Date, provided that the winning Bidder shall, in writing, (i) confirm that the Underwriters have offered or will offer the Bonds to the public on or before the Bid Date at the offering price or prices set forth in the Bid submitted by the winning Bidder and (ii) agree, on behalf of the Underwriters participating in the purchase of the Bonds, that the Underwriters will neither offer nor sell the Bonds to any person at a price that is higher than the initial offering price to the Public during the period starting on the Bid Date and ending on the earlier of: (1) the close of the fifth (5th) business day after the Bid Date; or (2) the date on which the Underwriters have sold at least 10% of the Bonds to the Public at a price that is no higher than the initial offering price to the Public.

“Public” means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter (as defined herein) or a related party to an Underwriter. The term “related party” generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly. Underwriter means (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

Delivery of the Bonds

The Bonds will be delivered on or about the delivery date (UNLESS A NOTICE OF A CHANGE IN THE DELIVERY DATE IS PUBLISHED ON MUNIAUCTION NOT LATER THAN 2 HOURS PRIOR TO ANY ANNOUNCED DATE FOR RECEIPT OF BIDS) in New York City at DTC against payment of the purchase price therefor (less the amount of the good faith deposit) in federal funds.

There will also be furnished the usual closing papers, including (1) a certificate signed by the officials who signed the Bonds stating that no litigation of any kind is now pending or, to their knowledge, threatened to restrain or enjoin the issuance or delivery of the Bonds, or in any manner questioning the proceedings and authorization under which the Bonds are issued or affecting the validity of the Bonds and (2) a certificate signed by the Township relating to the official statement.

CUSIP Numbers

The Municipal Advisor will apply for CUSIP numbers with respect to the Bonds, but neither Municipal Advisor or the Township will assume any obligation for the assignment or printing of such numbers on the Bonds or for the correctness of such numbers, and neither the failure to print such numbers on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the winning Bidder to accept delivery of and make payment for the Bonds. The CUSIP Service Bureau charge for the assignment of the CUSIP numbers shall be the responsibility of and shall be paid for by the winning Bidder.

Legal Opinions

The approving opinions of McManimon, Scotland & Baumann, LLC, Bond Counsel to the Township, will be furnished without cost to the winning Bidder.

Postponement

The Township reserves the right to postpone, from time to time, the date and time established for receipt of Bids. **ANY SUCH POSTPONEMENT WILL BE PUBLISHED OR POSTED, BEFORE 10:00 A.M. ON THE SALE DATE.** If any date fixed for the receipt of Bids and the sale of the Bonds is postponed, an alternative sale date will be announced via MuniAuction at least forty-eight (48) hours prior to such alternative sale date. On any such alternative sale date, any Bidder may submit a Bid for the purchase of the Bonds in conformity in all respects with the provisions of the Notice of Sale, except for the date of sale and except for the changes announced on MuniAuction at the time the sale date and time are announced.

Additional Information

For further information relating to the Bonds, reference is made to the POS prepared for and authorized by the Township. The Notice of Sale and the POS may be viewed on MuniAuction. However, the Township makes no assurance or representation with respect to the form of the Notice of Sale and the POS on MuniAuction, and no investment decision should be made in reliance thereon. Printed copies of the POS and the Notice of Sale may be obtained from the Bond Counsel at the address and phone number stated above. Additional information relating to the auction or a private bidding tutorial may be obtained by calling the Auction Administrator at (412) 391-5555 (ext. 370 Auction Support). Additional information relating to the financing of the Township can be obtained by contacting the undersigned Chief Financial Officer at (609) 628-2806 or e-mail at bludy@uppertownship.com.

TOWNSHIP OF UPPER
By: Barbara Ludy, Chief Financial Officer

Dated: November ____, 2019

Exhibit B

(Notice of Sale to be Published in Local Newspaper)

**NOTICE OF SALE
\$8,000,000*
GENERAL IMPROVEMENT BONDS, SERIES 2019
OF THE TOWNSHIP OF UPPER,
IN THE COUNTY OF CAPE MAY, NEW JERSEY
(Book-Entry-Only Bonds)/(Callable)**

SUMMARY

ISSUER:	Township of Upper, County of Cape May, New Jersey
PAR AMOUNT:	\$8,000,000*
SECURITY:	General Obligations of the Township
TAX EXEMPT:	Yes
RATING:	S&P rating to be assigned.
TYPE OF SALE:	Electronic Open Auction with Two Minute Rule (See Bidding Details Item (7) herein)
AGENT:	MuniAuction. See "Bidding Details" herein.
SALE DATE & BID TIME:	December 3, 2019 at 11:00 AM to 11:15 AM with Two Minute Rule applicable. Award by 2:00 PM
DATED DATE:	Date of Delivery
DELIVERY DATE:	December 18, 2019
INTEREST PAYMENT DATES:	November 15 and May 15, commencing May 15, 2020
CALL DATE:	November 15, 2026 @ par for Bonds maturing on or after November 15, 2027.

MINIMUM BID: \$8,000,000 (Par)
MAXIMUM BID: \$8,400,000 (Par plus 5% original issue premium)
BID SECURITY: **Good Faith Check or wire transfer in the amount of \$160,000 received by Township (prior to bidding)**
BASIS OF AWARD: True Interest Cost
LEGAL OPINION: McManimon, Scotland & Baumann, LLC, Roseland, New Jersey
OFFERING STATEMENT: Preliminary Official Statement available at www.GrantStreet.com

*Preliminary, subject to change

NOTICE

NOTICE IS HEREBY GIVEN that bids will be received by the Township of Upper, in the County of Cape May, New Jersey (the "Township") for the purchase of \$8,000,000* original principal amount of the Township's General Improvement Bonds, Series 2019 (the "Bonds"). **All Bids (as defined below) must be submitted in their entirety on Grant Street Group's MuniAuction website ("MuniAuction") prior to 11:15 a.m., New Jersey time on December 3, 2019, unless otherwise extended by the two-minute rule described herein (see "Bidding Details"). The auction will begin at 11:00 a.m., New Jersey time on December 3, 2019 (the "Bid Date"). To bid via MuniAuction, Bidders (as defined below) must have both (1) completed the registration form on either MuniAuction or Grant Street Group website (parent of MuniAuction, herein referred to as "Grant Street") and (2) requested and received admission to the Township's auction, as described herein (see "Registration and Admission to Bid") and (3) submitted a good faith check or good faith wire, payable to the Township, in the amount of \$160,000 prior to the Bid Date (see Bidding Details below). The use of MuniAuction shall be at the Bidder's risk and expense, and the Township shall have no liability with respect thereto.**

Preliminary and Final Official Statement

The Township's Preliminary Official Statement (the "POS"), dated on or about November 26, 2019, is available for viewing in electronic format on MuniAuction. The website located at www.GrantStreet.com. In addition, broker dealers registered with the National Association of Securities Dealers (the "NASD") and dealer banks with The Depository Trust Company ("DTC") clearing arrangements may either: (a) print out a copy of the POS on their own printer, or (b) at any time prior to the Sale Date, elect to receive a photocopy of the POS in the mail by requesting it by calling the Township's bond counsel, Edward J. McManimon, III, Esq., of McManimon, Scotland & Baumann, LLC ("Bond Counsel"), 75 Livingston Avenue, Roseland, New Jersey 07068 (telephone no. 973-622-5028) or attention of Elizabeth Manuel, Paralegal (telephone no. 973-622-5280) or the Township's Municipal Advisor, Sherry L. Tracey of Phoenix Advisors, LLC (the "Municipal Advisor"), 625 Farnsworth Avenue, Bordentown, New Jersey 08505 (telephone no. 609-291-0130). All Bidders must review the POS and certify that they have done so prior to participating in the bidding.

The POS is deemed by the Township to be final as of its date, for purposes of SEC Rule 15c2-12(b)(1) under the Securities and Exchange Act of 1934, except for the omission of information concerning the offering price(s), interest rate(s), selling compensation, aggregate principal amount of the Bonds and any other terms or provisions to be determined from the successful Bid(s) or depending on such matters, and the identity of the underwriter(s). The POS is, however, subject to such further revisions, amendments and completion in a Final Official Statement (the "Final Official Statement") as may be necessary.

The Township at its expense, will make available to the winning Bidder a reasonable number of Final Official Statements, within seven (7) business days following the date of acceptance of the Bid.

*Preliminary, subject to change

Types of Bids Allowed

Subject to the Bid requirements described below, Bids for the Bonds must be submitted on an "All-or-None" ("AON") basis for the entire amount of \$8,000,000*. There will be only one CUSIP assigned to each annual maturity of the issue. First, a Bidder must submit a conforming Bid for the entire issue, and if such Bid is accepted by the Township, the Bidder will be required to purchase the entire issue in accordance with such Bid.

Interest Payment Dates; Description of the Bonds

The Bonds will be dated their date of delivery and will bear interest from such date payable semiannually on each November 15 and May 15, commencing on May 15, 2020. Interest shall be computed on the basis of a 30-day month/360-day year.

Principal Amortization

The Bonds shall mature on November 15 as set forth in the following table:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2020	\$520,000	2025	\$840,000
2021	\$560,000	2026	\$920,000
2022	\$640,000	2027	\$960,000
2023	\$720,000	2028	\$1,000,000
2024	\$800,000	2029	\$1,040,000

The Township may and expects to, after the receipt and opening of bids, adjust the maturity schedule of the Bonds, provided however, that (i) no maturity schedule adjustment shall exceed 10% upward or downward of the principal for any maturity as specified herein, and (ii) the aggregate adjustment to the maturity schedule shall not exceed 10% upward or downward of the aggregate principal amount of Bonds, as specified herein, and the aggregate principal amount of Bonds, as adjusted, will not exceed \$8,000,000*. The dollar amount bid by the winning Bidder shall be adjusted to reflect any adjustments in the aggregate principal amount of the Bonds to be issued. The adjusted Bid price will reflect changes in the dollar amount of the underwriter's discount and the original issue premium or discount, but will not change the per bond underwriter's discount, as calculated from the original Bid, and the Initial Public Offering Prices required to be delivered to the Township, as stated herein.

*Preliminary, subject to change

Book-Entry-Only

The Bonds will be issued in book-entry-only form, initially in the name of Cede & Co., as nominee of DTC. Purchasers will not receive certificates representing their interests in the Bonds. Individual purchases will be in the principal amount of \$5,000. Payments of principal, interest and redemption premium, if any, will be made by the paying agent to DTC for subsequent disbursement to DTC participants to then be remitted to the beneficial owners of the Bonds.

Redemption Provisions

The Bonds maturing prior to November 15, 2027, are not subject to redemption prior to their stated maturities. The Bonds maturing on or after November 15, 2027 are redeemable at the option of the Township in whole or in part on any date on or after November 15, 2026 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 Township or a duly appointed Bond Registrar. Any failure of the securities 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 Township determines to redeem a portion of the Bonds prior to maturity, the Bonds to be redeemed shall be selected by the Township; 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 DTC, is the registered owner of the Bonds, the Township 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 redeemed 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.

Registration and Admission to Bid

To bid by MuniAuction, Bidders must first visit MuniAuction where, if they have never registered with either MuniAuction or Grant Street, they can register and then request admission to bid on the Bonds. Bidders will be notified prior to the scheduled bidding time of their eligibility to bid. Only NASD registered broker-dealers or dealer banks with DTC clearing arrangements will be eligible to bid. Bidders who have previously registered with MuniAuction may call MuniAuction at (412) 391-5555 (ext. 370 Auction Support) for their ID Number or password. Rules governing the sale and the rules applicable to MuniAuction are available in the full Notice of Sale at www.GrantStreet.com.

Bidding Details

Bidders should be aware of the following bidding details associated with the sale of the Bonds:

- (1) BIDDERS MUST SUBMIT A GOOD FAITH CHECK OR WIRE TRANSFER IN THE AMOUNT OF \$160,000 PAYABLE TO THE TOWNSHIP NO LATER THAN 10:45 A.M. ON THE SALE DATE. HOWEVER, BIDDERS ARE ENCOURAGED TO SUBMIT CHECKS OR WIRES ON THE DAY PRIOR TO THE SALE DATE TO ASSURE RECEIPT OF PAYMENT BY THE TOWNSHIP AT THE FOLLOWING ADDRESS:**

Barbara Ludy

**Chief Financial Officer
Township of Upper
2100 Tuckahoe Road
Petersburg, NJ 08270**

BIDDERS SUBMITTING GOOD FAITH CHECKS SHOULD ALSO ENCLOSE A RETURN ENVELOPE FOR USE BY THE TOWNSHIP. BIDDERS SUBMITTING A WIRE SHOULD CONTACT THE TOWNSHIP'S MUNICIPAL ADVISOR, SHERRY L. TRACEY (TELEPHONE NO. 609-291-0130) TO OBTAIN THE WIRE INSTRUCTIONS.

UNSUCCESSFUL BIDDERS SUBMITTING THE GOOD FAITH DEPOSIT BY WIRE TRANSFER SHALL, NO LATER THAN THE CLOSE OF BUSINESS ON THE SALE DATE OF THE BONDS, PROVIDE THE CHIEF FINANCIAL OFFICER IN WRITING WITH WIRING INSTRUCTIONS FOR THE RETURN OF SUCH UNSUCCESSFUL BIDDER'S GOOD FAITH DEPOSIT. IN THE EVENT THAT THE TOWNSHIP FAILS TO RETURN ANY GOOD FAITH WIRES IN A TIMELY FASHION, THE TOWNSHIP SHALL NOT BE LIABLE FOR MONETARY DAMAGES, REMEDY BEING HEREBY SPECIFICALLY LIMITED TO SPECIFIC PERFORMANCE.

- (2) All Bids must be submitted on the MuniAuction website at www.GrantStreet.com. **No telephone, telefax, telegraph or personal delivery Bids will be accepted.**
- (3) All Bids for the Bonds must be submitted on an AON basis. Bidders may change and submit Bids as provided for herein, but a submitted Bid may not be withdrawn.
- (4) Bidders may bid to purchase Bonds from the Township with a bid premium in an amount not in excess of five percent (5%) of the par amount of the Bonds, representing a bid price of not in excess of \$8,400,000. No Bid will be considered if the Bid is to purchase Bonds at a price less than 100% of the principal amount thereof. The Township may, and expects to, after the receipt and opening of bids, adjust the maturity schedule of the Bonds, as set forth in more detail under "Principal Amortization" above.
- (5) Each proposal submitted must name the rate or rates of interest per annum to be borne by the Bonds and the rate or rates named must be multiples of 1/8 or 1/20 of 1%. The difference between the highest and lowest interest rates named in the Bid shall not exceed two percent (2%) per annum. Not more than one rate may be named for Bonds of the same maturity. There is no limitation on the number of rates that may be named. Each proposal submitted must state the purchase price, which must be not less than par. The Bonds will be awarded to the Bidder on whose Bid the total loan may be made at the lowest true interest cost ("TIC"). Such TIC shall be calculated as described below. No proposal shall be considered that offers to pay an amount less than the principal amount of Bonds offered for sale or under which the total loan is made at a TIC higher than the lowest TIC to the Township under any legally acceptable proposal. The purchaser must also pay an amount equal to the interest on the Bonds accrued to the date of payment of the purchase price, if applicable.
- (6) Bidders are only permitted to submit Bids for the Bonds during the bidding period.

- (7) If any Bid on the auction becomes a leading Bid two (2) minutes, or less, prior to the end of the auction, then the auction will be automatically extended by two (2) minutes from the time such Bid was received by MuniAuction. The auction end time will continue to be extended, indefinitely, until a single leading Bid remains the leading Bid for at least two (2) minutes.
- (8) Bidders may change and submit Bids as many times as they wish during the bidding time period; however, each and any Bid submitted subsequent to a Bidder's initial Bid must result in a lower True Interest Cost (as defined herein and referred to as "TIC") when compared to the immediately preceding Bid of such Bidder. In the event the revised Bid does not produce a lower NIC, the prior Bid will remain valid.
- (9) The last Bid submitted by a Bidder before the end of the bidding time period will be compared to all other final Bids submitted by others to determine the winning Bidder or Bidders.
- (10) During the bidding, no Bidder will see any other Bidder's Bid, but Bidders will be able to see the ranking of their Bid relative to other Bids (i.e., "Leader", "Cover", "3rd", etc.).

Rules of MuniAuction

The rules of MuniAuction (the "Rules") can be viewed on MuniAuction and are incorporated herein by reference. Bidders must comply with the Rules in addition to the requirements of the Notice of Sale for the Township's Bonds dated the date hereof (the "Notice of Sale"). To the extent there is a conflict between the Rules and the Notice of Sale, the Notice of Sale shall control.

Rules

- (1) A Bidder submitting a Winning Bid is irrevocably obligated to purchase the Bonds at the rates and prices of the Winning Bid, if acceptable to the Township, as set forth in the related Notice of Sale. **Winning Bids are not officially awarded to the Bidder until formally accepted by the Township.**
- (2) Neither the Township, Bond Counsel nor MuniAuction (the "Auction Administrator") is responsible for technical difficulties that result in loss of Bidder's internet connection with MuniAuction, slowness in transmission of Bids, or other technical problems.
- (3) If for any reason a Bidder is disconnected from MuniAuction's Auction Page during the auction after having submitted a Winning Bid, such Bid is valid and binding upon the Bidder, unless the Township exercises its right to reject Bids, as set forth herein.
- (4) Bids which generate error messages are not accepted until the error is corrected and the Bid is received prior to the deadline.
- (5) Bidders accept and agree to abide by all terms and conditions specified in the Notice of Sale (including amendments, if any) related to each auction.

- (6) Neither the Township, Bond Counsel nor the Auction Administrator is responsible to any Bidder for any defect or inaccuracy in the Notice of Sale, amendments, or POS as they appear on MuniAuction.
- (7) Only Bidders who request and received admission to an auction and who have submitted a Good Faith Deposit (as defined herein) as required by the terms of this Notice of Sale may submit Bids. Bond Counsel and the Auction Administrator reserve the right to deny access to MuniAuction to any Bidder, whether registered or not, at any time and for any reason whatsoever, in their sole and absolute discretion.
- (8) Neither the Township, Bond Counsel nor the Auction Administrator is responsible for protecting the confidentiality of a Bidder's MuniAuction password.
- (9) If two (2) Bids are submitted in the auction by the same or two or more different Bidders and result in same TIC, the first confirmed Bid received by MuniAuction prevails. Any change to a submitted Bid constitutes a new Bid, regardless of whether there is a corresponding change in TIC.
- (10) Bidders must compare their final Bids to those shown on the Observation Pages immediately after the bidding time period ends, and if they disagree with the final results shown on the Observation Pages they must report them to MuniAuction within fifteen (15) minutes after the bidding time period ends. Regardless of the final results reported by MuniAuction, bonds are definitively awarded to winning Bidders only upon official award by the Township. If, for any reason, the Township fails to: (i) award bonds to the winning Bidder reported by MuniAuction, or (ii) deliver bonds to the winning Bidders at settlement, neither Bond Counsel nor the Auction Administrator will be liable for damages.

Definitions

- "Bid" any confirmed purchase offer received by MuniAuction on or before the auction deadline.
- "Bidder" any firm registered with either MuniAuction or Grant Street and approved for participation in auctions.
- "True Interest Cost (TIC)" true interest cost shall be computed in each instance by determining the interest rate, compounded semi-annually, necessary to discount the debt service payments to the date of the bonds and to the price bid, excluding interest accrued to the delivery date. The TIC serves as the basis for awarding bonds to the winning Bidder.
- "Winning Bid" any purchase offer made by a Bidder by clicking the "Submit Bid" button and received by MuniAuction which, at the end of the bidding time period, results in the lowest TIC which is acceptable to the Township.

Bid Procedure and Basis of Award

Subject to the right reserved by the Township to reject any or all Bids, the Bonds will be sold to the Bidder whose Bid produces the lowest TIC for the Township and otherwise complies with the Notice of Sale.

Bids must remain valid until at least 3:00 p.m., prevailing time, on the Sale Date, and if accepted by the Township, prior to such time, shall be irrevocable except as otherwise provided in the Notice of Sale. Upon selection of the winning Bidder, the Township will execute an award certificate to award the Bonds and will promptly communicate with the winning Bidder by telephone, e-mail or fax.

Bid Security and Method of Payment for Bonds

A Good Faith Deposit ("Deposit") in the form of a certified or cashier's check, wire transfer (wiring instructions can be obtained from the Township's Bond Counsel or Municipal Advisor) in the amount of \$160,000, payable to the order of the Township, is required for each Bid to be considered. If a check is used, it must be a certified treasurer's or cashier's check and must be provided to the Township prior to 10:45 a.m. on the Sale Date for bids to be submitted. If a wire transfer is used, such wire must be received by the Township prior to 10:45 a.m. on the Sale Date. Each bidder accepts responsibility for delivering such check or wire on time and the Township is not responsible for any check or wire that is not received on time.

Right to Reject Bids; Waive Irregularities

The Township reserves the right to reject any and all Bids and to the extent permitted by law to waive any irregularity or informality in any Bid.

Information Required from the Winning Bidder

By making a bid for the Bonds, the winning Bidder(s) agrees: (a) to provide to the Township, in writing, immediately upon being unofficially awarded the Bonds, a written confirmation of the Bid, which shall include the purchase price, reoffering yield(s), and other related information necessary for completion of the final Official Statement, the Municipal Advisor and by Bond Counsel; (b) to disseminate to all members of the underwriting syndicate copies of the Official Statement; (c) to promptly file a copy of the final Official Statement with the Municipal Securities Rulemaking Board; and (d) to take any and all other actions necessary to comply with applicable Securities and Exchange Commission and Municipal Securities Rulemaking Board rules governing the offering, sale and delivery of the Bonds to alternate purchasers.

Establishment of Issue Price for the Bonds

In the event the Township receives at least three (3) bids for the Bonds, then the Issue Price for the Bonds shall be established based on the reasonably expected initial offering prices of the Bonds as of the Bid Date (the "Expected Offering Prices"). The Expected Offering Prices shall consist of the prices for each maturity of the Bonds used by the winning Bidder in formulating its bid to purchase the Bonds. The winning Bidder shall be required to deliver on the Delivery Date a certificate to such effect, and provide to the Township, in writing, the Expected Offering Prices as of the Bid Date.

In the event the Township receives fewer than three (3) bids for the Bonds, then the Issue Price for the Bonds shall be established based on the following method as selected by the winning Bidder on the Bid Date:

10% Sold: The Issue Price for the Bonds shall be established based on the first price at which at least 10% of each maturity of the Bonds was sold to the Public (as defined below). The winning Bidder shall be required to deliver on the Delivery Date a certificate to such effect, and provide to the Township, in writing, evidence satisfactory to Bond Counsel to the Township of such sales prices for each maturity of the Bonds. In the event that the winning Bidder has not sold at least 10% of each maturity of the Bonds to the Public as of the Delivery Date (each, an "Unsold Maturity"), the winning Bidder shall (i) provide to the Township, in writing, on the Delivery Date, the Expected Offering Prices for each Unsold Maturity and a certificate regarding same and (ii) have a continuing obligation to provide to the Township, in writing, evidence satisfactory to Bond Counsel to the Township of the first price at which at least 10% of each Unsold Maturity is sold to the Public, contemporaneous with each such sale, until at least 10% of all such Unsold Maturities have been sold to the Public.

Hold The Price: The Issue Price for the Bonds shall be established based on the initial offering price of the Bonds to the Public as of the Bid Date, provided that the winning Bidder shall, in writing, (i) confirm that the Underwriters have offered or will offer the Bonds to the public on or before the Bid Date at the offering price or prices set forth in the Bid submitted by the winning Bidder and (ii) agree, on behalf of the Underwriters participating in the purchase of the Bonds, that the Underwriters will neither offer nor sell the Bonds to any person at a price that is higher than the initial offering price to the Public during the period starting on the Bid Date and ending on the earlier of: (1) the close of the fifth (5th) business day after the Bid Date; or (2) the date on which the Underwriters have sold at least 10% of the Bonds to the Public at a price that is no higher than the initial offering price to the Public.

"Public" means any person (including an individual, trust, estate, partnership, association, company, or corporation) other than an Underwriter (as defined herein) or a related party to an Underwriter. The term "related party" generally means any two or more persons who have greater than 50 percent common ownership, directly or indirectly. Underwriter means (i) any person that agrees pursuant to a written contract with the Issuer (or with the lead underwriter to form an underwriting syndicate) to participate in the initial sale of the Bonds to the Public, and (ii) any person that agrees pursuant to a written contract directly or indirectly with a person described in clause (i) of this paragraph to participate in the initial sale of the Bonds to the Public (including a member of a selling group or a party to a retail distribution agreement participating in the initial sale of the Bonds to the Public).

Delivery of the Bonds

The Bonds will be delivered on or about the delivery date (UNLESS A NOTICE OF A CHANGE IN THE DELIVERY DATE IS PUBLISHED ON MUNIAUCTION NOT LATER THAN 2 HOURS PRIOR TO ANY ANNOUNCED DATE FOR RECEIPT OF BIDS) in New York City at DTC against payment of the purchase price therefor (less the amount of the good faith deposit) in federal funds.

There will also be furnished the usual closing papers, including (1) a certificate signed by the officials who signed the Bonds stating that no litigation of any kind is now pending or, to their knowledge, threatened to restrain or enjoin the issuance or delivery of the Bonds, or in any manner questioning the proceedings and authorization under which the Bonds are issued or affecting the validity of the Bonds and (2) a certificate signed by the Township relating to the official statement.

CUSIP Numbers

The Municipal Advisor will apply for CUSIP numbers with respect to the Bonds, but neither Municipal Advisor or the Township will assume any obligation for the assignment or printing of such numbers on the Bonds or for the correctness of such numbers, and neither the failure to print such numbers on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the winning Bidder to accept delivery of and make payment for the Bonds. The CUSIP Service Bureau charge for the assignment of the CUSIP numbers shall be the responsibility of and shall be paid for by the winning Bidder.

Legal Opinions

The approving opinions of McManimon, Scotland & Baumann, LLC, Bond Counsel to the Township, will be furnished without cost to the winning Bidder.

Postponement

The Township reserves the right to postpone, from time to time, the date and time established for receipt of Bids. **ANY SUCH POSTPONEMENT WILL BE PUBLISHED OR POSTED, BEFORE 10:00 A.M. ON THE SALE DATE.** If any date fixed for the receipt of Bids and the sale of the Bonds is postponed, an alternative sale date will be announced via MuniAuction at least forty-eight (48) hours prior to such alternative sale date. On any such alternative sale date, any Bidder may submit a Bid for the purchase of the Bonds in conformity in all respects with the provisions of the Notice of Sale, except for the date of sale and except for the changes announced on MuniAuction at the time the sale date and time are announced.

Additional Information

For further information relating to the Bonds, reference is made to the POS prepared for and authorized by the Township. The Notice of Sale and the POS may be viewed on MuniAuction. However, the Township makes no assurance or representation with respect to the form of the Notice of Sale and the POS on MuniAuction, and no investment decision should be made in reliance thereon. Printed copies of the POS and the Notice of Sale may be obtained from the Bond Counsel at the address and phone number stated above. Additional information relating to the auction or a private bidding tutorial may be obtained by calling the Auction Administrator at (412) 391-5555 (ext. 370 Auction Support). Additional information relating to the financing of the Township can be obtained by contacting the undersigned Chief Financial Officer at (609) 628-2806 or e-mail at bludy@uppertownship.com.

TOWNSHIP OF UPPER

By: Barbara Ludy, Chief Financial Officer

Dated: November ____, 2019

Exhibit C

(Summary Notice of Sale to be Published in The Bond Buyer)

NOTICE OF SALE

\$8,000,000*

**GENERAL IMPROVEMENT BONDS, SERIES 2019
OF THE
TOWNSHIP OF UPPER,**

**IN THE COUNTY OF CAPE MAY, NEW JERSEY
(Book-Entry-Only Bonds)/(Callable)**

SUMMARY

Dated: Date of Delivery – On or about December 18, 2019
 Bid Date and Time: December 3, 2019 at 11:00 a.m. to 11:15 a.m. subject to the two minute rule and award by 2:00 p.m.
 Type of Sale: Electronic Open Auction
 Interest: Multiple Interest Rates - multiples of 1/8 or 1/20 of 1%
 Legal Opinion: McManimon, Scotland & Baumann, LLC, Roseland, NJ
 Bid Security: Good Faith Check or wire transfer must be received by the Township by 10:45 a.m. prior to bidding in the amount of \$160,000
 Limitation on Premium: \$8,400,000 (par plus 5% original issue premium)
 Maturity Schedule: November 15 as set forth in the following table:

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2020	\$520,000	2025	\$840,000
2021	\$560,000	2026	\$920,000
2022	\$640,000	2027	\$960,000
2023	\$720,000	2028	\$1,000,000
2024	\$800,000	2029	\$1,040,000

* Preliminary, subject to change

Preliminary Official Statement, Notice of Sale and other details available at www.GrantStreet.com

22. Budget Transfers.

**TOWNSHIP OF UPPER
CAPE MAY COUNTY
RESOLUTION**

RESOLUTION NO. 333-2019

RE: BUDGET TRANSFERS

WHEREAS, budgetary transfers between line items can be made after November 1st; and

WHEREAS, it is necessary to make transfers between certain line items of the Municipal Budget of the Township of Upper.

NOW, THEREFORE BE IT RESOLVED by the Township Committee of the Township of Upper, in the County of Cape May and State of New Jersey, as follows:

1. The following transfers between line items in the Municipal Budget of the Township of Upper shall be made immediately:

<u>TO</u>	<u>FROM</u>
FINANCIAL ADMIN. O/E \$35,000.00	PUBLIC INFORMATION S/W \$10,000.00
CONSTRUCTION O/E \$14,000.00	ENGINEERING COST O/E \$20,000.00
ROAD REPAIRS & MAINT. O/E \$21,000.00	ROAD REPAIRS & MAINT. S/W \$55,500.00
COMMUNITY CENTER O/E \$15,000.00	GARBAGE & TRASH S/W \$15,000.00
BEACH PROTECTION S/W \$23,300.00	BUILDING & GROUNDS S/W \$10,000.00
PERS \$2,200.00	

Resolution No. 333-2019

Offered By: Coggins

Seconded By: Barr

Adopted: November 12, 2019

Roll Call Vote:

NAME	YES	NO	ABSTAIN	ABSENT
Barr	X			
Coggins	X			
Corson	X			
Young	X			
Palombo	X			

CORRESPONDENCE

NEW BUSINESS

UNFINISHED BUSINESS

DISCUSSION

PAYMENT OF BILLS

23. **“I hereby move that all claims submitted for payment at this meeting be approved and then incorporated in full in the minutes of this meeting.”** Motion by John Coggins, second by Edward Barr. During roll call vote all five Committeemen voted in the affirmative.

Bills approved for payment: \$350,326.78

Payroll: \$172,843.68

REPORT OF MUNICIPAL DEPARTMENTS

- 24. Animal Control
- 25. Construction
- 26. Clerk’s Office
- 27. Finance Office
- 28. Municipal Court
- 29. MUA
- 30. Tax Collector
- 31. Tax Collector - Certification of Mailing-Added Assessment and Omitted/Added Assessment Taxes for 2019 Final/2020 Preliminary tax bills

Motion by Richard Palombo, second by Edward Barr, to accept the reports as submitted. During roll call vote all five Committeemen voted in the affirmative.

PUBLIC COMMENT

John and Merle Canderan, 206 Tennyson Place, Seaville, spoke in opposition to the township's Noise Ordinance and presented a phone recording of noise coming from his neighbors' home. Mr. Canderan stated that his neighbor has been blasting music every day for eight hours a day for the past three months. He requested that the township amend the current noise ordinance to an audible standard. The Township Attorney explained that the current noise ordinance is a nuisance ordinance. And further explained that the Ordinance which was originally requested by the State Police has never been tested in the courts. Mr. Canderan stated that his last contact with the State Police was three months ago and at that time the State Police did not enforce the Ordinance. The Township Administrator explained that per his conversation with Lieutenant Henry, Station Commander at the Woodbine barracks he was assured that if a valid complaint is received action will be taken. After a lengthy discussion on the matter Mayor Palombo asked Mr. Canderan to work with the Township Administrator to contact the State Police and to file his complaint with the Municipal Court. Lastly, Mayor Palombo directed the Municipal Attorney to review the Ordinance for stricter standards. He recommended that the Ordinance be reviewed with Committeeman Barr and one other Committeeman.

CLOSED SESSION

32. Resolution to conduct a closed meeting pursuant to N.J.S.A. 10:4-12, from which the public shall be excluded.

**TOWNSHIP OF UPPER
RESOLUTION NO. 334-2019
MOTION GOING INTO CLOSED SESSION
NOVEMBER 12, 2019**

I hereby move that a resolution be incorporated into the minutes authorizing the Township Committee to enter into an executive session for the following matters pursuant to the Open Public Meetings Act:

MATTERS:

1. Personnel
2. Litigation – Affordable Housing
3. Contract Negotiation – Fixed Asset Inventory

I also include in my motion the estimated time and the circumstances under which the discussion conducted in closed session can be disclosed to the public as follows:

- A. It is anticipated that the matters discussed in closed session may be disclosed to the public upon the determination of the Township Committee that the public interest will no longer be served by such confidentiality.
- B. With respect to employment and personnel matters such discussions will be made public if and when formal action is taken or when the individuals involved consent that it can be made public.
- C. With respect to litigation matters such discussions will be made public when litigation is complete and the applicable appeal period has expired.

- D. With respect to contract negotiations such matters will be made public when negotiations have ceased and there is no longer a reason for confidentiality.

Moved by: John Coggins

Motion seconded by: Edward Barr

During roll call vote all five Committee members present voted in the affirmative.

RECONVENE PUBLIC PORTION OF MEETING

Motion by Richard Palombo, second by John Coggins, to reconvene the public portion of the meeting. During roll call vote all five Committeemen present voted in the affirmative.

ADJOURNMENT

There being no further business this evening the meeting was adjourned at 9:40 P.M., with a motion by John Coggins, second by Richard Palombo, and all five Committeemen present voting in the affirmative. The next regular meeting is scheduled for November 25, 2019 at 7:30 P.M.

Minutes prepared by,

Barbara L. Young, RMC
Municipal Clerk

Bill List

74647 11/12/19 A0025 ADVANTAGE RENTAL & SALES 596.18 3101
74648 11/12/19 A0035 AIRLINE HYDRAULIC CORP. 46.22 3101
74649 11/12/19 A0060 ALL INDUSTRIAL-SAFETY PRODUCTS 725.39 3101
74650 11/12/19 A0075 ADAMS, JOSHUA 450.55 3101
74651 11/12/19 A0091 ATLANTIC CITY ELECTRIC 21,030.20 3101
74652 11/12/19 A0165 ALBERTSONS ACME 915.00 3101
74653 11/12/19 A0191 ACTION UNIFORM CO. LLC 333.00 3101
74654 11/12/19 A0212 ANCERO, LLC 7,561.78 3101
74655 11/12/19 B0035 BELMONT & CRYSTAL SPRINGS 28.75 3101
74656 11/12/19 B0182 BRIGGS LAW OFFICE, P.C. 2,530.06 3101
74657 11/12/19 B0270 Bernhardt, William 44.05 3101
74658 11/12/19 C0046 CAPE MAY COUNTY CLERK 44.00 3101
74659 11/12/19 C0060 CAPRIONI'S PORTABLE TOILETS 823.00 3101
74660 11/12/19 C0068 COMCAST 772.50 3101
74661 11/12/19 C0072 CATERINA SUPPLY INC. 255.25 3101
74662 11/12/19 C0143 CODY'S POWER EQUIPMENT 462.88 3101
74663 11/12/19 C0182 CDW GOVERNMENT, INC 242.17 3101
74664 11/12/19 C0201 CRUZAN'S TRUCK SERVICE INC. 76.37 3101
74665 11/12/19 C0223 CASA PAYROLL SERVICE 222.25 3101
74666 11/12/19 C0246 CRAFT OIL CORPORATION 2,940.10 3101
74667 11/12/19 C0279 CASA REPORTING SERVICES LLC 203.85 3101
74668 11/12/19 C0305 CM3 BUILDING SOLUTIONS, INC. 7,295.00 3101
74669 11/12/19 C0316 Carey, Michelle 20.00 3101
74670 11/12/19 C0317 CAPE MINING AND RECYCLING LLC 936.18 3101
74671 11/12/19 E0012 EHRlich PEST CONTROL INC 99.00 3101
74672 11/12/19 E0079 EVANS III, WILLIAM 58.54 3101
74673 11/12/19 F0222 FENTON, SEAN R 205.75 3101
74674 11/12/19 F0225 FIRE DEFENSE SYSTEMS LLC 420.00 3101
74675 11/12/19 G0028 GENTILINI FORD 181.44 3101
74676 11/12/19 G0092 GRUND, BARBARA J. 92.20 3101
74677 11/12/19 G0141 GENTILINI CHEVROLET 232.74 3101
74678 11/12/19 G0157 GRANTURK EQUIPMENT CO., INC. 1,242.96 3101
74679 11/12/19 G0192 GARDEN STATE GENERAL 26,125.15 3101
74680 11/12/19 H0002 H.A. DEHART & SON CORP. 407.44 3101
74681 11/12/19 H0073 HOME DEPOT CRC/GECF 301.47 3101
74682 11/12/19 H0089 HERC RENTALS, INC 2,918.38 3101
74683 11/12/19 H0095 HORIZON BCBSNJ 210,237.81 3101
74684 11/12/19 H0142 HUB, THE 309.98 3101
74685 11/12/19 H0148 THOMAS H. HEIST INS AGENCY INC 165.99 3101
74686 11/12/19 H0191 HOUPERT FLEET SERVICES, LLC 389.40 3101

74687 11/12/19 I0019 INTERNATIONAL CODE COUNCIL,INC 1,018.94 3101
74688 11/12/19 J0085 JAX LLC 2,673.00 3101
74689 11/12/19 K0080 KOHLER'S AUTO GLASS 310.00 3101
74690 11/12/19 K0086 K D NATIONAL FORCE SECURITY 1,900.00 3101
74691 11/12/19 K0097 Karayiannis George 30.00 3101
74692 11/12/19 K0100 KEEN COMPRESSED GAS CO. 1,984.00 3101
74693 11/12/19 K0103 KYOCERA DOCUMENT SOLUTIONS 117.87 3101
74694 11/12/19 L0080 LOWES, INC. 458.12 3101
74695 11/12/19 L0116 LEA, ANTHONY 118.43 3101
74696 11/12/19 M0081 MID-ATLANTIC WASTE SYSTEMS 48.34 3101
74697 11/12/19 M0188 MCCARTHY TIRE SERVICE OF PHILA 465.20 3101
74698 11/12/19 M0293 MARMORA AUTO AND TRUCK SERVICE 3,231.93 3101
74699 11/12/19 M0301 METHFESSEL & WERBEL PA 606.50 3101
74700 11/12/19 N0004 NJ-AMERICAN WATER CO. 135.20 3101
74701 11/12/19 N0052 NATL YOUTH SPORTS COACHED ASSN 300.00 3101
74702 11/12/19 N0068 NJ MOTOR VEHICLE COMMISSION 120.00 3101
74703 11/12/19 N0072 NFPA INTERNATIONAL 122.45 3101
74704 11/12/19 N0143 NATIONAL TIME SYSTEMS 391.10 3101
74705 11/12/19 N0148 NJAFP/NJ EMS CONFERENCE 235.00 3101
74706 11/12/19 N0152 Neuman, Christopher 20.00 3101
74707 11/12/19 N0161 Nelson, Michael 41.91 3101
74708 11/12/19 P0032 PEDRONI FUEL CO. 2,465.38 3101
74709 11/12/19 P0082 POTTER, JAY 60.00 3101
74710 11/12/19 P0136 POSTNET 23.40 3101
74711 11/12/19 P0175 PRIEST JR., ANTHONY 125.00 3101
74712 11/12/19 R0030 RIGGINS, INC. 5,459.20 3101
74713 11/12/19 R0059 RUTGERS, THE STATE UNIVERSITY 245.00 3101
74714 11/12/19 R0115 RID PEST CONTROL INC. 55.00 3101
74715 11/12/19 R106 RUMER, LISA 218.69 3101
74716 11/12/19 S0020 THE HOME DEPOT PRO 1,101.60 3101
74717 11/12/19 S0121 SMUZ, THERESE A 106.13 3101
74718 11/12/19 S0153 STERICYCLE, INC. 179.38 3101
74719 11/12/19 S0196 STEWART BUSINESS SYSTEMS LLC 274.40 3101
74720 11/12/19 S0209 STAPLES ADVANTAGE 105.15 3101
74721 11/12/19 S0239 SHORE VET. ANIMAL CONTROL LLC 2,350.00 3101
74722 11/12/19 S0241 SAFEGUARD BUSINESS SYSTEMS 110.12 3101
74723 11/12/19 S0254 SHOPRITE 98.66 3101
74724 11/12/19 S0292 JEFFREY SURENIAN & ASSOC. LLC 425.50 3101
74725 11/12/19 S0327 SUASION COMMUNICATIONS GROUP 412.50 3101
74726 11/12/19 S0329 SERIOUSLY TOTAL VIDEO 500.00 3101
74727 11/12/19 S0351 Scola, Anthony 24.05 3101
74728 11/12/19 T0028 TRACTOR SUPPLY COMPANY CREDIT 89.99 3101
74729 11/12/19 T0067 TOWNSHIP OF UPPER PETTY CASH 3.95 3101
74730 11/12/19 T0093 TREASURER, STATE OF N.J. 1,000.00 3101
74731 11/12/19 T0148 THE TITLE COMPANY OF JERSEY 830.00 3101
74732 11/12/19 T0168 TOWNSHIP OF UPPER 324.10 3101
74733 11/12/19 T0179 TUCKAHOE TURF FARMS, INC. 2,300.00 3101
74734 11/12/19 T0180 TRI-COUNTY PEST CONTROL, INC 25.00 3101
74735 11/12/19 T0192 MARSH & McLENNAN AGENCY/TRION 280.25 3101
74736 11/12/19 U0067 UT HEALTH REIMB. ACCOUNT 2,531.14 3101
74737 11/12/19 V00051 Vaughan, John 44.05 3101
74738 11/12/19 V0013 VERIZON WIRELESS 1,063.44 3101
74739 11/12/19 V0020 VINELAND AUTO ELECTRIC INC. 878.70 3101
74740 11/12/19 V0022 VERIZON 815.48 3101
74741 11/12/19 V0024 VAL-U AUTO PARTS L.L.C. 1,687.87 3101
74742 11/12/19 W0030 WEST PUBLISHING CO. 497.81 3101
74743 11/12/19 W0050 WIRELESS ELECTRONICS, INC. 930.00 3101
74744 11/12/19 W0119 Wyers, James 24.05 3101
74745 11/12/19 W0120 Wenonah Swim Club 300.00 3101
74746 11/12/19 Y0008 YOUNG, DANIEL J. ESQUIRE PC 16,056.25 3101
74747 11/12/19 Y0020 YOUNG, BARBARA L. 34.57 3101
TOTAL: \$350,326.78