

**THE BOARD OF EDUCATION OF THE
BLACK HORSE PIKE REGIONAL SCHOOL DISTRICT,
IN THE COUNTY OF CAMDEN, NEW JERSEY**

RESOLUTION

**RESOLUTION OF THE BOARD OF EDUCATION OF THE
BLACK HORSE PIKE REGIONAL SCHOOL DISTRICT, IN
THE COUNTY OF CAMDEN, NEW JERSEY,
AUTHORIZING THE PREPARATION AND DISTRIBUTION
OF OFFERING DOCUMENTS IN CONNECTION WITH
THE SALE OF THE SCHOOL DISTRICT'S TAXABLE
SCHOOL REFUNDING BONDS; AUTHORIZING THE
ISSUANCE, SALE AND AWARD OF SAID REFUNDING
BONDS; MAKING CERTAIN DETERMINATIONS AND
COVENANTS IN CONNECTION THEREWITH; AND
AUTHORIZING CERTAIN ACTIONS RELATED THERETO**

BACKGROUND

WHEREAS, on or about August 12, 2004, The Board of Education of the Black Horse Pike Regional School District, in the County of Camden, New Jersey ("Board" when referring to the governing body and "School District" when referring to the legal entity governed by the Board), issued its Refunding Bonds, Series 2004, in the aggregate principal amount of \$31,510,000, bearing interest at rates ranging from 2.50% to 4.20% per annum ("Prior Bonds"); and

WHEREAS, the Prior Bonds in the aggregate principal amount of \$13,600,000 and maturing on December 1 in the years 2015 through 2019, both inclusive (collectively, the "Callable Bonds"), are subject to redemption at the option of the School District prior to maturity on or after December 1, 2014, at a redemption price equal to 100% of the Callable Bonds to be redeemed, plus accrued interest thereon; and

WHEREAS, as a result of the low interest rates prevailing in the municipal bond market, the School District has the opportunity to economically refinance up to all of the Callable Bonds; and

WHEREAS, on May 16, 2013, the Board, pursuant to N.J.S.A. 18A:24-61.4, introduced an ordinance entitled, "REFUNDING BOND ORDINANCE PROVIDING FOR THE REFUNDING OF UP TO ALL OF THE OUTSTANDING CALLABLE REFUNDING BONDS, SERIES 2004, OF THE BOARD OF EDUCATION OF THE BLACK HORSE PIKE REGIONAL SCHOOL DISTRICT, IN THE COUNTY OF CAMDEN, NEW JERSEY; AUTHORIZING THE ISSUANCE OF UP TO \$14,700,000 OF TAXABLE SCHOOL REFUNDING BONDS OF THE SCHOOL DISTRICT TO FINANCE THE COST THEREOF; MAKING CERTAIN DETERMINATIONS AND COVENANTS IN CONNECTION THEREWITH; AND AUTHORIZING CERTAIN RELATED ACTIONS IN CONNECTION WITH THE FOREGOING." ("Refunding Bond Ordinance"); and

WHEREAS, on June 27, 2013, the Board, after a public hearing, finally adopted the Refunding Bond Ordinance; and

WHEREAS, pursuant to the Refunding Bond Ordinance, the School District is authorized to issue its refunding bonds in the aggregate principal amount up to \$14,700,000 to refund up to all of the Callable Bonds, as described in the Refunding Bond Ordinance; and

WHEREAS, it is the intent of the School District hereby to: (i) authorize and approve the preparation and distribution of offering documents in connection with the issuance and sale of said Refunding Bonds (as hereinafter defined); (ii) authorize the issuance, sale and award of the Refunding Bonds; and (iii) authorize the President of the Board, Vice President of the Board and/or the Business Administrator/Board Secretary to make certain related determinations and covenants and take certain actions in connection therewith.

NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF EDUCATION OF THE BLACK HORSE PIKE REGIONAL SCHOOL DISTRICT, IN THE COUNTY OF CAMDEN, NEW JERSEY (NOT LESS THAN TWO-THIRDS OF ALL THE MEMBERS THEREOF AFFIRMATIVELY CONCURRING), AS FOLLOWS;

Section 1. Pursuant to the Refunding Bond Ordinance, the issuance of negotiable taxable school refunding Bonds of the School District in the aggregate principal amount of up to \$14,700,000 to be designated, substantially, "The Board of Education of the Black Horse Pike Regional School District, in the County of Camden, New Jersey, Taxable School Refunding Bonds, Series 2013" ("Refunding Bonds"), for the purposes described in the Refunding Bond Ordinance and in this Resolution, is hereby authorized, approved, ratified and confirmed.

Section 2. The preparation of a preliminary official statement ("Preliminary Official Statement") relating to the Refunding Bonds, and the distribution (by physical and/or electronic means) of said Preliminary Official Statement by PNC Capital Markets ("Underwriter"), to prospective purchasers of the Refunding Bonds and others having an interest therein, are hereby authorized, approved, ratified, confirmed and directed. The President of the Board, Vice President of the Board and Business Administrator/Board Secretary are each hereby authorized to deem the Preliminary Official Statement "final", as contemplated by paragraph (b)(1) of Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended.

Section 3. The Business Administrator/Board Secretary, or in his absence the President of the Board, is hereby authorized to determine in accordance with the N.J.S.A. 18A:24-61.1 et

seq., and pursuant to the terms and conditions established by the Underwriter under the Bond Purchase Contract ("Purchase Contract") to be entered into by the School District and the Underwriter in connection with the sale of the Refunding Bonds and the terms and conditions hereof, the following items with respect to the Refunding Bonds:

- (a) the principal amount of the Refunding Bonds which, in the aggregate, shall not exceed \$14,700,000;
- (b) the annual principal or sinking fund installments of the Refunding Bonds provided, however, that: (i) the annual debt service payments on the Refunding Bonds does not exceed the existing debt service payments on the Callable Bonds for the corresponding year; and (ii) the final maturity shall be no later than December 31, 2019;
- (c) the dated date of the Refunding Bonds and the principal and interest payment dates for the Refunding Bonds; provided, however, that the Refunding Bonds must be structured to produce level annual debt service savings;
- (d) the rates of interest the Refunding Bonds are to bear provided, however, that an overall net present value savings of at least three percent (3%) is achieved with respect to the Callable Bonds;
- (e) the purchase price for the Refunding Bonds provided, however, that the Underwriter's discount for the Refunding Bonds shall not exceed \$5.50 per \$1,000 principal amount of such Refunding Bonds; and
- (f) the redemption provisions of the Refunding Bonds.

Any determination made by the Business Administrator/Board Secretary or, in his absence, the President of the Board, pursuant to the terms hereof shall be conclusively evidenced by the execution and delivery of the Purchase Contract by the Business Administrator/Board Secretary or, in his absence, the President of the Board, as provided for in Section 5 hereof.

Section 4. The School District official making the determinations and approving the sale described in Section 3 shall report in writing to the Board at the meeting next succeeding the date when any sale or delivery of the Refunding Bonds pursuant to this resolution is made. Such report must include the aggregate principal amount, the interest rate or rates and the maturity

schedule of the Refunding Bonds sold and the price obtained. Such School District official shall also, within ten (10) days of the issuance of the Refunding Bonds, file with the Local Finance Board, Division of Local Government Services, New Jersey Department of Community Affairs a report including: (i) a comparison of the debt service schedules for both the Callable Bonds and the Refunding Bonds showing annual present value savings; (ii) a summary of the terms of the Refunding Bonds; (iii) an itemized accounting of all costs of issuance of the Refunding Bonds; (iv) a certification that the issuance of the Refunding Bonds has complied with all conditions required pursuant to N.J.A.C. 5:30-2.5; and (v) a certified copy of this Resolution.

Section 5. The Refunding Bonds shall be sold at a negotiated sale to the Underwriter in accordance with the terms and conditions set forth in the Purchase Contract. The Purchase Contract is hereby authorized to be executed and delivered on behalf of the School District by the President of the Board, Vice President of the Board, or Business Administrator/Board Secretary, in substantially the form on file in the offices of the School District, with such changes as the President of the Board, Vice President of the Board and Business Administrator/Board Secretary in their respective sole discretion, after consultation with, among others, Parker McCay P.A., as bond counsel, and the Financial Advisor (hereinafter defined) to the School District, shall determine, such determination to be conclusively evidenced by the execution of the Purchase Contract by an authorized officer as determined hereunder.

Section 6. The Refunding Bonds will be issued in fully registered form. One certificate shall be issued for the aggregate principal amount of Refunding Bonds maturing in each year. Both the principal of and interest on the Refunding 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 ("Securities Depository"). The certificates will be on deposit with The Depository Trust Company. The Depository Trust Company 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 Refunding Bonds on behalf of individual purchasers. Individual purchases may be made in the principal amount of \$5,000 through book-entries made on the books and the records of The Depository Trust Company and its participants. The principal of and interest on the Refunding Bonds will be paid to The Depository Trust Company by the School District 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 Depository Trust Company as listed on the records of The Depository Trust Company as of either : (i) the 1st day of the calendar month containing an interest payment date; or (ii) the 15th day of a calendar month next preceding an interest payment date, as applicable (the record dates for the Refunding Bonds). The Refunding Bonds will be executed on behalf of the School District by the manual or facsimile signatures of the President of the Board or Vice President of the Board, attested by the Business Administrator/Board Secretary (such execution shall constitute conclusive approval by the School District of the form of the Refunding Bonds), and shall bear the affixed, imprinted or reproduced seal of the School District thereon. The Refunding Bonds shall not be valid or obligatory for any purpose unless the Authentication Certification printed thereon shall be duly executed by an authorized officer of the Paying Agent (hereinafter described).

Section 7. The School District is hereby authorized to make representations and warranties, to enter into agreements and to make all arrangements with The Depository Trust

Company, New York, New York, as may be necessary in order to provide that the Refunding Bonds will be eligible for deposit with The Depository Trust Company and to satisfy any obligation undertaken in connection therewith.

Section 8. In the event that The Depository Trust Company may determine to discontinue providing its service with respect to the Refunding Bonds or is removed by the School District and if no successor Securities Depository is appointed, the Refunding Bonds which were previously issued in book-entry form shall be converted to Registered Bonds in denominations of \$5,000, or any integral multiple thereof ("Registered Bonds"). The beneficial owner under the book-entry system, upon registration of the Registered Bonds held in beneficial owner's name, will become the registered owner of the Registered Bonds. The School District shall be obligated to provide for the execution and delivery of the Registered Bonds in certified form.

Section 9. The Refunding Bonds shall be general obligations of the School District. The full faith and credit of the School District are irrevocably pledged to the punctual payment of the principal of and interest on the Refunding Bonds and, to the extent payment is not otherwise provided, the School District shall levy ad valorem taxes on all taxable real property without limitation as to rate or amount for the payment thereof.

Section 10. The Refunding Bonds shall be entitled to the benefits of the New Jersey School Bond Reserve Act, Chapter 72 of the Laws of 1980 of the State of New Jersey, as amended, and shall bear the legend set forth in Section 6 thereof, N.J.S.A. 18A:56-20.

Section 11. The preparation of a final official statement ("Official Statement") with respect to the Refunding Bonds is hereby authorized and directed. Within seven (7) business days of the sale of the Refunding Bonds and in sufficient time to accompany any confirmation that requests payment from a customer, the School District will deliver sufficient copies of the Official Statement to the Underwriter to comply with Paragraph (b)(4) of Rule 15c2-12. The President of the Board, Vice President of the Board and Business Administrator/Board Secretary are each hereby authorized to execute the Official Statement, and the distribution thereof to the Underwriter and others is hereby authorized and directed. The execution of the final Official Statement by the President of the Board, Vice President of the Board and Business Administrator/Board Secretary shall constitute conclusive evidence of approval by the School District of the changes therein from the Preliminary Official Statement. The President of the Board, Vice President of the Board and Business Administrator/Board Secretary are each hereby authorized to approve any amendments of or supplements to the Official Statement.

Section 12. The appointment of Bowman & Company LLP ("Printer"), to provide printing services (via electronic and/or physical dissemination) for the School District with respect to the Preliminary Official Statement and Official Statement is hereby authorized, approved, ratified and confirmed. The Business Administrator/Board Secretary is hereby authorized and directed to enter into an agreement with Printer for the services to be provided.

Section 13. The appointment of The Bank of New York Mellon, Woodland Park, New Jersey, to serve as paying agent ("Paying Agent") for the Refunding Bonds and escrow agent ("Escrow Agent") for the Refunded Bonds (as hereinafter defined) is hereby authorized, approved, ratified and confirmed. The Business Administrator/Board Secretary is hereby authorized and

directed to enter into an agreement with the Paying Agent and Escrow Agent for the services to be provided.

Section 14. The Escrow Agent is hereby authorized and directed to redeem on their first call date up to all of the Callable Bonds at a redemption price equal to 100% of the Callable Bonds to be redeemed, plus interest accrued to the redemption date, as further directed by the School District ("Refunded Bonds"). The Escrow Agent shall mail and/or publish any required notice of redemption as set forth in each series of the Refunded Bonds and in the Escrow Deposit Agreement (hereinafter mentioned) between the School District and the Escrow Agent.

Section 15. To provide for the redemption of the Refunded Bonds as set forth in Section 14 above, the President of the Board, Vice President of the Board and Business Administrator/Board Secretary are each hereby authorized to execute and deliver an Escrow Deposit Agreement ("Escrow Deposit Agreement") on behalf of the School District and to make the deposit of moneys and investments specified therein ("Escrow Investments").

Section 16. In order to assist the Underwriter in complying with the secondary market disclosure requirements of Rule 15c2-12, the President of the Board, Vice President of the Board and Business Administrator/Board Secretary are each hereby authorized to execute on behalf of the School District before the issuance of the Refunding Bonds an agreement with The Bank of New York Mellon, Woodland Park, New Jersey, as dissemination agent, providing for the preparation and filing of the necessary reports in accordance with Rule 15c2-12.

Section 17. The Business Administrator/Board Secretary is hereby authorized and directed to engage the services of Bowman & Company LLP ("Verification Agent") to verify the

mathematical accuracy of certain computations made by the Underwriter regarding the adequacy of the maturing principal of and interest on the Escrow Investments to pay each series of the Refunded Bonds as set forth in the Escrow Deposit Agreement.

Section 18. The President of the Board, Vice President of the Board and Business Administrator/Board Secretary are each hereby authorized to pay the costs associated with the issuance of the Refunding Bonds and refunding of the Refunded Bonds.

Section 19 If necessary or advisable, the appropriate School District officials and the School District's professional advisors are hereby authorized to obtain a rating on the Refunding Bonds, and to furnish certain information to the various municipal bond insurance companies concerning the School District and the Refunding Bonds, for the purpose of qualifying the Refunding Bonds for municipal bond insurance. The President of the Board, Vice President of the Board and Business Administrator/Board Secretary are each hereby authorized to execute such documents as may be necessary or appropriate to effectuate the obtainment of municipal bond insurance with respect to the Refunding Bonds if determined to be cost effective.

Section 20. All actions heretofore taken and documents prepared or executed by or on behalf of the School District by the President of the Board, Vice President of the Board and Business Administrator/Board Secretary, other School District officials or by the School District's professional advisors, in connection with the authorization and issuance of the Refunding Bonds and the refunding of the Refunded Bonds, as described in the Refunding Bond Ordinance, are hereby ratified, confirmed, approved and adopted in all respects.

Section 21. The President of the Board, Vice President of the Board and Business Administrator/Board Secretary are each hereby severally authorized to determine all matters and execute all documents and instruments in connection with the issuance of the Refunding Bonds and refunding of the Refunded Bonds, as described in the Refunding Bond Ordinance, not determined or otherwise directed to be executed by applicable law, or by this or any subsequent resolution, and the signatures of the President of the Board, Vice President of the Board and Business Administrator/Board Secretary on such documents or instruments shall be conclusive as to such determinations.

Section 22. All resolutions, or parts thereof, inconsistent herewith are hereby rescinded and repealed to the extent of any such inconsistency.

Section 23. This Resolution shall take effect immediately upon adoption this 27th day of June, 2013.