

RESOLUTION PRESCRIBING THE DETAILS AND BOND FORM
THEREOF FOR \$20,916,000 SCHOOL BONDS
DATED OCTOBER 15, 2022 OF THE BOARD OF EDUCATION
OF THE BOROUGH OF FRANKLIN LAKES,
IN THE COUNTY OF BERGEN, NEW JERSEY

WHEREAS, the bond resolution hereinafter described has been duly adopted and it is necessary to provide for the issuance of the bonds authorized by such bond resolution; NOW, THEREFORE,

BE IT RESOLVED by The Board of Education of the Borough of Franklin Lakes, in the County of Bergen, New Jersey (the "Board" or "School District"), as follows:

Section 1. There shall be issued at this time \$20,916,000 of the bonds authorized pursuant to a bond resolution adopted by a majority of legal voters of the School District voting thereon at a special school election held on January 25, 2022 (the "Bond Resolution"). The bonds are issued to finance the undertaking of the following improvements (including related work and equipment) in the School District: (A) Franklin Avenue Middle School, High Mountain Road Elementary School and Woodside Avenue Elementary School - replacement of (i) roofs, (ii) windows, (iii) unit ventilators and associated heating, ventilation and air conditioning ("HVAC") systems, (iv) roof-top HVAC units and (v) boilers and associated systems (High Mountain Road Elementary School only); and (B) Colonial Road Elementary School - replacement of roofs. The maximum period of maturity of the bonds based upon

the projects to be financed by such bonds is a period of 20 years computed from the date of such bonds.

Section 2. The bonds authorized by the Bond Resolution shall be issued as a single issue of bonds, aggregating \$20,916,000, consisting of an issue of bonds of the denomination of \$5,000 each or any integral multiple thereof, numbered in the order of their maturity. In the event that the purchaser of the bonds elects to take bonds in the last maturity which are not in multiples of \$5,000, or, if there are any such bonds herein, such bonds shall be in the denomination of \$1,000 or any integral multiple thereof, numbered upwards from the last numbered \$5,000 bond. Said issue shall be payable in annual installments on August 1 in each year as follows, viz:

- \$ 661,000 in the year 2023,
- \$ 855,000 in the year 2024,
- \$ 875,000 in the year 2025,
- \$ 885,000 in the year 2026,
- \$ 900,000 in the year 2027,
- \$ 925,000 in the year 2028,
- \$ 950,000 in the year 2029,
- \$ 970,000 in the year 2030,
- \$1,000,000 in the year 2031,
- \$1,020,000 in the year 2032,
- \$1,050,000 in the year 2033,
- \$1,075,000 in the year 2034,
- \$1,105,000 in the year 2035,
- \$1,135,000 in the year 2036,
- \$1,170,000 in the year 2037,
- \$1,200,000 in the year 2038,
- \$1,235,000 in the year 2039,
- \$1,275,000 in the year 2040,
- \$1,310,000 in the year 2041, and
- \$1,320,000 in the year 2042.

Said bonds shall be designated "School Bonds".

Section 3. All of said bonds shall be dated October 15, 2022, and shall bear interest from their date until their respective maturities or prior redemption at the rates per annum named in the proposal accepted. Such rates of interest shall be determined at the time said bonds are sold. Such interest shall be payable on each February 1 and August 1, commencing August 1, 2023 (each, an "Interest Payment Date") in each year until maturity or prior redemption.

Section 4. The bonds maturing on or before August 1, 2030 are not subject to redemption prior to their stated maturities. The bonds maturing on or after August 1, 2031 are subject to redemption at the option of the Board prior to maturity, in whole on any date or in part on any Interest Payment Date on or after August 1, 2030, upon notice as hereinafter set forth at the redemption price of 100% of the principal amount being redeemed, plus accrued interest to the date fixed for redemption.

If the Board determines to optionally redeem a portion of the bonds prior to maturity, such bonds so redeemed shall be in such maturities as determined by the Board, and within any maturity, by lot; provided, however that the portion of any bond to be redeemed shall be in the principal amount of \$5,000 or some multiple thereof and that in selecting bonds for redemption, the Bond Registrar/Paying Agent shall treat each bond as representing that number of bonds which is obtained by dividing the principal amount of such bond by \$5,000.

Section 5. Notice of redemption shall be given by first class mail in a sealed envelope with postage prepaid to the registered owners of the bonds at their respective addresses as they last appear on the registration books kept for that purpose by the Bond Registrar/Paying Agent at least thirty (30) but not more than sixty (60) days before the date fixed for redemption. Such mailing is not a condition precedent to redemption, and the failure to mail or to receive any redemption notice will not affect the validity of the redemption proceedings. If any bond subject to redemption is a part of a greater principal amount of the bonds not to be redeemed, such entire amount shall be surrendered to the Bond Registrar/Paying Agent and for that portion of the bond not to be redeemed, a new bond shall be issued in the name of the registered owner in an amount equal to the principal amount of the bond surrendered less the amount to be redeemed.

Section 6. The bonds will be issued in fully registered form by means of a book-entry system with no physical distribution of bond certificates made to the public. One bond certificate for each maturity will be issued to The Depository Trust Company, New York, New York ("DTC"), and immobilized in its custody. The book-entry system will evidence ownership of the bonds in the principal amounts of \$5,000 or whole multiples thereof (except for one odd piece in excess of \$5,000), with transfers of beneficial ownership effected on the records of DTC and its participants pursuant to rules and procedures established by DTC.

Interest on the bonds will be payable at the times stated in Section 3 hereof, and principal of the bonds will be paid annually on August 1, as set forth in the maturity schedule hereinbefore stated, in immediately available funds to DTC or its nominee as registered owner of the bonds. Transfer of principal and interest payments to participants of DTC will be the responsibility of such participants and other nominees of beneficial owners. Interest will be payable to owners of bonds shown on the records of DTC as of the fifteenth day of the month preceding the month in which such Interest Payment Date occurs. The Board will not be responsible or liable for maintaining, supervising or reviewing the records maintained by DTC, its participants or persons acting through such participants.

In the event that (a) DTC determines not to continue to act as securities depository for the bonds, or (b) the Board determines that continuation of the book-entry system of evidence and transfer of ownership of the bonds would adversely affect the interests of the beneficial owners of the bonds, the Board will discontinue the book-entry system with DTC. If the Board fails to identify another qualified securities depository to replace DTC, the Board will authenticate and deliver replacement bonds in the form of fully registered certificates.

The principal of and the interest on the bonds shall be payable in any coin or currency of the United States of America

which is legal tender for the payment of public and private debts on the respective dates of payment thereof.

Section 7. The School Business Administrator/Board Secretary is hereby authorized to sell and award the bonds in accordance with the terms of the notice of sale (the "Notice of Sale"), such terms to be determined by a resolution of the Board to be hereafter adopted. The School Business Administrator/Board Secretary shall report in writing to the Board at the next meeting after the sale of the bonds as to the principal amount, interest rates and maturities of the bonds sold, the price obtained and the name of the purchaser. There is hereby delegated to the School Business Administrator/Board Secretary the authority to postpone the public sale of the bonds without re-advertisement in accordance with the provisions of the Notice of Sale. The public sale of the bonds may not be postponed more than sixty (60) days without re-advertisement.

Section 8. All of said bonds shall be signed by the President or Vice President of the Board by manual or facsimile signature, and the corporate seal of said Board shall be affixed, imprinted or reproduced thereon and such seal shall be attested by the School Business Administrator/Board Secretary or Assistant Board Secretary by manual signature. The bonds will be authenticated by the manual signature of the Bond Registrar/Paying Agent.

Section 9. Each of said Bonds shall be issued in substantially the following form:

[Form of Bond]

Unless this certificate is presented by an authorized representative of The Depository Trust Company, a New York corporation ("DTC"), to the issuer or its agent for registration of transfer, exchange or payment, and any certificate issued is registered in the name of Cede & Co. or such other name as requested by an authorized representative of DTC (and any payment is made to Cede & Co. or to such other entity as is requested by an authorized representative of DTC), ANY TRANSFER, PLEDGE OR OTHER USE HEREOF FOR VALUE OR OTHERWISE BY OR TO ANY PERSON IS WRONGFUL inasmuch as the registered owner hereof, Cede & Co., has an interest herein.

No. R- _____ \$ _____

UNITED STATES OF AMERICA
STATE OF NEW JERSEY
THE BOARD OF EDUCATION
OF THE BOROUGH OF FRANKLIN LAKES
IN THE COUNTY OF BERGEN
SCHOOL BOND

<u>INTEREST RATE PER ANNUM</u>	<u>MATURITY DATE</u>	<u>DATED DATE</u>	<u>CUSIP</u>
	AUGUST 1, 20__	OCTOBER 15, 2022	

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM: _____ DOLLARS

The Board of Education of the Borough of Franklin Lakes, in the County of Bergen, a school district of the State of New Jersey (hereinafter referred to as the "Board" or "School District"), for value received hereby acknowledges itself indebted and promises to pay to the REGISTERED OWNER named above, on the MATURITY DATE stated above, upon surrender hereof, the PRINCIPAL SUM stated above and to pay to the REGISTERED OWNER hereof interest thereon from the DATED DATE of this Bond until it shall mature at

the INTEREST RATE PER ANNUM specified above, payable on each February 1 and August 1, commencing August 1, 2023 (each, an "Interest Payment Date") of each year until maturity or prior redemption. The principal hereof is payable at the office of the School Business Administrator/Board Secretary, Franklin Lakes Public School District, 490 Pulis Avenue, Franklin Lakes, New Jersey 07417 (the "Bond Registrar/Paying Agent"). The interest so payable on any such Interest Payment Date will be paid to the person in whose name this Bond is registered on the record date for such interest, which shall be the fifteenth day of the month preceding the month in which such Interest Payment Date occurs. Both the principal of and the interest on this Bond shall be paid in any coin or currency of the United States of America which at the time of payment is legal tender for the payment of public and private debts.

This Bond is one of an issue of Bonds of like date and tenor except as to number, interest rate, denomination and maturity, issued pursuant to Chapters 22 and 24 of Title 18A, Education of the New Jersey Statutes, as amended, and pursuant to a resolution duly adopted by a majority of the legal voters of the School District voting at a special school election held on January 25, 2022 and resolutions adopted by said Board of Education on August 23, 2022.

The Bonds maturing on or before August 1, 2030 are not subject to redemption prior to their stated maturities. The Bonds

maturing on or after August 1, 2031 are subject to redemption at the option of the Board prior to maturity, in whole on any date or in part on any Interest Payment Date on or after August 1, 2030, upon notice as hereinafter set forth at the redemption price of 100% of the principal amount being redeemed, plus accrued interest to the date fixed for redemption.

If the Board determines to optionally redeem a portion of the Bonds prior to maturity, such Bonds so redeemed shall be in such maturities as determined by the Board, and within any maturity, by lot; provided, however that the portion of any Bond to be redeemed shall be in the principal amount of \$5,000 or some multiple thereof and that in selecting Bonds for redemption, the Bond Registrar/Paying Agent shall treat each Bond as representing that number of Bonds which is obtained by dividing the principal amount of such Bond by \$5,000.

Notice of redemption shall be given by first class mail in a sealed envelope with postage prepaid to the registered owners of the Bonds at their respective addresses as they last appear on the registration books kept for that purpose by the Bond Registrar/Paying Agent at least thirty (30) but not more than sixty (60) days before the date fixed for redemption. Such mailing is not a condition precedent to redemption, and the failure to mail or to receive any redemption notice will not affect the validity of the redemption proceedings. If any Bond subject to redemption is a part of a greater principal amount of the Bonds not to be redeemed,

such entire amount shall be surrendered to the Bond Registrar/Paying Agent and for that portion of the Bond not to be redeemed, a new Bond shall be issued in the name of the registered owner in an amount equal to the principal amount of the Bond surrendered less the amount to be redeemed.

The Bond Registrar/Paying Agent shall keep at its office the books of the Board for the registration of transfer of Bonds. The transfer of this Bond may be registered only upon such books and as otherwise provided in the resolution upon the surrender hereof to the Bond Registrar/Paying Agent together with an assignment duly executed by the registered owner hereof or his attorney or legal representative in such form as shall be satisfactory to the Bond Registrar/Paying Agent. Upon any such registration of transfer, the Bond Registrar/Paying Agent shall deliver in exchange for this Bond a new bond or bonds, registered in the name of the transferee, of authorized denomination, in an aggregate principal amount equal to the unredeemed principal amount of this Bond, of the same maturity and bearing interest at the same rate.

It is hereby certified and recited that all conditions, acts and things required by the Constitution or statutes of the State of New Jersey, to exist, be performed or happen precedent to or in the issuance of this Bond exist, have been performed and have happened, and that this Bond together with all other indebtedness

of the School District, is within every debt and other limit prescribed by the Constitution or statutes of said State.

The full faith and credit of the School District are hereby pledged irrevocably to the punctual payment of the principal of and interest on this Bond in accordance with its terms.

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

This Bond shall not be valid or become obligatory for any purpose until the Certification of Authentication hereon shall have been signed by the Bond Registrar/Paying Agent.

IN WITNESS WHEREOF, the Board has caused this Bond to be signed by its President or Vice President by manual or facsimile signature and its seal to be affixed, imprinted or reproduced hereon and said seal to be attested by its School Business Administrator/Board Secretary or Assistant Board Secretary by manual signature and this Bond to be dated October 15, 2022.

[SEAL]

(Vice) President,
Board of Education

ATTEST:

School Business Administrator/
Board Secretary

AUTHENTICATION DATE: OCTOBER 18, 2022

CERTIFICATION OF AUTHENTICATION

This Bond is one of the Bonds described in the within-mentioned resolutions and is one of the School Bonds dated October 15, 2022 of The Board of Education of the Borough of Franklin Lakes, in the County of Bergen, State of New Jersey.

School Business Administrator/
Board Secretary,
as Bond Registrar/Paying Agent

ASSIGNMENT

FOR VALUE RECEIVED the undersigned hereby sells, assigns and transfers unto _____, the within Bond and irrevocably appoints _____, attorney-in-fact, to transfer the within Bond on the books kept for registration thereof, with full power of substitution in the premises.

Dated: _____

NOTICE: The signature to this assignment must correspond with the name as it appears upon the face of the within Bond in every particular, without any alteration whatsoever.

Signature Guaranteed:

[End of Form of Bond]

Section 10. Bonds may, upon surrender thereof at the office of the Bond Registrar/Paying Agent together with an assignment duly executed by the registered owner or his attorney or legal representative in such form as shall be satisfactory to the Bond Registrar/Paying Agent and, at the option of the registered owner thereof, be exchanged for an equal aggregate principal amount of bonds of the same maturity, of any denomination or denominations authorized by this resolution and bearing interest at the same rate.

The transfer of any bond may be registered only upon the registration books of the Board upon the surrender thereof to the Bond Registrar/Paying Agent together with an assignment duly executed by the registered owner or his attorney or legal representative in such form as shall be satisfactory to the Bond Registrar/Paying Agent. Upon any such registration of transfer, the Bond Registrar/Paying Agent shall authenticate and deliver in exchange for such bond a new bond or bonds, registered in the name of the transferee, of any denomination or denominations authorized by this resolution, in an aggregate principal amount equal to the unredeemed principal amount of such bond so surrendered, of the same maturity and bearing interest at the same rate.

In all cases in which bonds shall be exchanged or the transfer of bonds shall be registered hereunder, the Bond Registrar/Paying Agent shall authenticate and deliver at the earliest practicable time bonds in accordance with the provisions

of this resolution. All bonds surrendered in any such exchange or registration of transfer shall forthwith be canceled by the Bond Registrar/Paying Agent. The Board or the Bond Registrar/Paying Agent may make a charge for shipping and out-of-pocket costs for every such exchange or registration of transfer of bonds sufficient to reimburse it for any tax or other governmental charge required to be paid with respect to such exchange or registration of transfer, but no other charge shall be made for exchanging or registering the transfer of bonds under this resolution.

As to any bond, the person in whose name the same shall be registered shall be deemed and regarded as the absolute owner thereof for all purposes, and payment of or on account of the principal of any such bond and the interest on any such bond shall be made only to or upon the order of the registered owner thereof or his legal representative. All such payments shall be valid and effectual to satisfy and discharge the liability upon such bond, including interest thereon, to the extent of the sum or sums so paid.

The Board shall appoint such registrars, transfer agents, depositories or other agents and make such other arrangements as may be necessary for the registration, registration of transfer and exchange of bonds within a reasonable time according to the then commercial standards and for the timely payment of principal and interest with respect to the bonds. The School Business Administrator/Board Secretary is hereby appointed registrar and

paying agent for the Bonds (the "Bond Registrar/Paying Agent") subject to the right of the Board to appoint another Bond Registrar/Paying Agent, and, as such, shall keep at the Franklin Lakes Public School District, 490 Pulis Avenue, Franklin Lakes, New Jersey 07417, the books of the Board for the registration, registration of transfer, exchange and payment of the bonds.

Section 11. The President, Vice President, School Business Administrator/Board Secretary and Assistant Board Secretary are hereby authorized and directed to cause said Bonds to be prepared and to execute and deliver said Bonds upon payment of the purchase price therefor.

Section 12. This resolution shall take effect immediately upon its adoption.

The foregoing resolution was adopted by the following roll call vote:

AYES:

NAYS:

[SEAL]

ATTEST: _____
School Business Administrator/
Board Secretary