

BOROUGH OF MOONACHIE
BERGEN COUNTY, NEW JERSEY

RESOLUTION #20-

RESOLUTION OF THE BOROUGH OF MOONACHIE PROVIDING FOR A SINGLE AND COMBINED ISSUE OF GENERAL IMPROVEMENT BONDS AND A SINGLE AND COMBINED ISSUE OF SEWER UTILITY BONDS; AUTHORIZING THE SALE OF UP TO \$1,790,000 PRINCIPAL AMOUNT OF GENERAL IMPROVEMENT BONDS, SERIES 2020 AND UP TO \$1,255,000 PRINCIPAL AMOUNT OF SEWER UTILITY BONDS, SERIES 2020; AUTHORIZING ADVERTISEMENT OF A NOTICE OF SALE; AUTHORIZING THE CHIEF FINANCIAL OFFICER TO SELL AND AWARD THE BONDS; DETERMINING THE FORM AND OTHER DETAILS OF THE BONDS; AND AUTHORIZING OTHER MATTERS RELATING THERETO

WHEREAS, the Borough of Moonachie, in the County of Bergen, New Jersey (the “Borough”), has adopted the Bond Ordinances listed on the attached Appendix A-1 and Appendix A-2 (collectively, the “Bond Ordinances”) authorizing the issuance of obligations of the Borough for the purpose of financing the various general capital and sewer utility projects described in the Bond Ordinances; and

WHEREAS, the Borough Council has determined to finance permanently a portion of the costs of (a) the general capital projects by the issuance of up to \$1,790,000 principal amount of general improvement bonds pursuant to the Bond Ordinances listed in Appendix A-1 and (b) the sewer utility projects by the issuance of up to \$1,255,000 principal amount of sewer utility bonds pursuant to the Bond Ordinance listed in Appendix A-2; and

WHEREAS, the Borough Council has determined to proceed with the public sale of said bonds for the purposes authorized in the Bond Ordinances.

NOW, THEREFORE, BE IT RESOLVED by the Borough Council of the Borough of Moonachie, in the County of Bergen, New Jersey (not less than a majority of the full membership of the Borough Council affirmatively concurring), as follows:

Section 1. (a) Combination of General Improvement Bonds; Authorization of Sale. The principal amount of general improvement bonds authorized to be issued pursuant to the respective Bond Ordinances described in Appendix A-1 hereto are hereby combined into a single and combined issue, and up to \$1,790,000 aggregate principal amount of general obligation bonds, designated as “General Improvement Bonds, Series 2020” (the “General Improvement Bonds”), are authorized to be sold in accordance with the terms of this Resolution.

The average period of usefulness for the general capital projects financed by the General Improvement Bonds, taking into consideration the respective amounts of obligations presently authorized to be issued pursuant to the Bond Ordinances described in Appendix A-1 hereto and the 2861366v2

period or average period of usefulness determined in the Bond Ordinances described in Appendix A-1 hereto, is 20.02 years.

(b) Combination of Sewer Utility Bonds; Authorization of Sale. The principal amount of sewer utility bonds authorized to be issued pursuant to the respective Bond Ordinances described in Appendix A-2 hereto are hereby combined into a single and combined issue, and up to \$1,255,000 aggregate principal amount of general obligation bonds, designated as “Sewer Utility Bonds, Series 2020” (the “Sewer Utility Bonds” and, collectively with the General Improvement Bonds, the “Bonds”), are authorized to be sold in accordance with the terms of this Resolution.

The average period of usefulness for the sewer utility projects financed by the Sewer Utility Bonds, taking into consideration the respective amounts of obligations presently authorized to be issued pursuant to the Bond Ordinances described in Appendix A-2 hereto and the period or average period of usefulness determined in the Bond Ordinances described in Appendix A-2 hereto, is 15.00 years.

Section 2. Public Sale of Bonds. The Bonds shall be issued and sold at public sale in accordance with the provisions of the Local Bond Law, constituting Chapter 169 of the Laws of 1960 of the State of New Jersey, as amended and supplemented.

Section 3. Details of Bonds. The Bonds shall be dated their date of delivery, shall be in book-entry only form, shall bear interest from their date, payable semi-annually on April 15 and October 15 of each year, commencing April 15, 2021, at the rate or rates to be specified by the successful bidder, and shall mature, subject to prior redemption, on October 15 in the annual principal amounts (subject to adjustment as provided herein) and years as set forth below:

GENERAL IMPROVEMENT BONDS, SERIES 2020

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2021	\$215,000	2025	\$225,000
2022	220,000	2026	225,000
2023	220,000	2027	230,000
2024	220,000	2028	235,000
		TOTAL	\$1,790,000

SEWER UTILITY BONDS, SERIES 2020

<u>Year</u>	<u>Principal Amount</u>	<u>Year</u>	<u>Principal Amount</u>
2021	\$115,000	2026	\$125,000
2022	120,000	2027	125,000
2023	125,000	2028	130,000
2024	125,000	2029	130,000
2025	125,000	2030	135,000
		TOTAL	\$1,255,000

The Bonds shall contain such other terms and conditions as are specified in the Notice of Sale approved in Section 5 hereof (the “Notice of Sale”).

Section 4. Redemption. The Bonds of each series are not subject to redemption prior to maturity.

Section 5. Approval of Notice of Sale. The Notice of Sale, containing other terms and provisions of the Bonds and setting forth the conditions of the sale thereof, all of which are hereby approved, shall be substantially in the form attached to this Resolution as Appendix B and made a part hereof, is hereby approved.

Section 6. Approval of Summary Notice of Sale. The Summary Notice of Sale shall be substantially in the form attached to this Resolution as Appendix C and made a part hereof, and the Summary Notice of Sale is hereby approved.

Section 7. Publication of Notice of Sale. The Notice of Sale substantially in the form attached to this Resolution shall be published at least once in *The Record*, a newspaper published in the County of Bergen and circulating in the Borough, and the Summary Notice of Sale substantially in the form attached to this Resolution shall be published at least once in *The Bond Buyer*, a newspaper published in the Borough of New York and State of New York, carrying municipal bond notices and devoted primarily to the subject of state and municipal bonds. The advertisement of said Notice of Sale and Summary Notice of Sale in each such newspaper shall be published not less than seven (7) days prior to the sale date for the Bonds.

Section 8. Designation of Chief Financial Officer to Award Bonds; Delegation Regarding Postponement of Sale; Regarding Adjustment of Maturity Schedule. Proposals for the purchase of the Bonds shall be received by the Chief Financial Officer on October 1, 2020, or on such other date as determined by the Chief Financial Officer, as shall be provided in the Notice of Sale and the Summary Notice of Sale. The Borough Council hereby designates the Chief Financial Officer to sell and award the Bonds in accordance with this Resolution and the Notice of Sale. The Chief Financial Officer is hereby directed to report, in writing, to the Borough Council at its first meeting after the sale of the Bonds as to the principal amount, interest rate and maturities of the Bonds sold, the price obtained and the name of the purchaser.

There is hereby delegated to the Chief Financial Officer 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.

In accordance with N.J.S.A. 40A:2-26(g), there is hereby further delegated to the Chief Financial Officer the authority to adjust the maturity schedule for the Bonds at the times and in the amounts as provided in the Notice of Sale.

Section 9. Authorization for Official Statement. The proper Borough officials and advisors are hereby authorized to prepare and distribute to the prospective purchasers of the Bonds a Preliminary Official Statement and a final Official Statement containing information relating to the Borough, its financial condition and the terms of the Bonds and other material facts customarily included in official statements for general obligation bonds in the State of New Jersey. The Chief Financial Officer is hereby authorized to deem final the Preliminary Official Statement for purposes of Rule 15c2-12 of the Securities and Exchange Commission.

Section 10. Approval of Form of Bonds. The forms of the Bonds, substantially as set forth in Appendix D-1 and D-2 attached hereto and made a part hereof, are hereby approved. The Bonds shall be executed in the name of the Borough by the manual or facsimile signature of the Mayor and the Chief Financial Officer and the seal of the Borough, or a facsimile impression thereof, shall be affixed to the Bonds and attested by the manual signature of the Borough Clerk.

Section 11. Appointment of Securities Depository. The Depository Trust Company, New York, New York ("DTC"), shall act as securities depository for the Bonds. The ownership of one fully registered bond for each maturity of the Bonds of each series, each in the aggregate principal amount of such maturity, will be registered in the name of Cede & Co., as nominee for DTC.

Pursuant to the book-entry only system, any person for whom a DTC Participant acquires an interest in the Bonds (the "Beneficial Owner") will not receive certificated Bonds and will not be the registered owner thereof. Ownership interests in the Bonds may be purchased by or through DTC Participants. Each DTC Participant will receive a credit balance in the records of DTC in the amount of such DTC Participant's interest in the Bonds, which will be confirmed in accordance with DTC's standard procedures. Receipt by the Beneficial Owners (through any DTC Participant) of timely payment of principal, premium, if any, and interest on the Bonds, is subject to DTC making such payment to DTC Participants and such DTC Participants making payment to Beneficial Owners. Neither the Borough nor the Paying Agent will have any direct responsibility or obligation to such DTC Participants or the persons for whom they act as nominees for any failure of DTC to act or make any payment with respect to the Bonds.

The appropriate officers of the Borough are hereby authorized to execute a Letter of Representation to DTC and such other documents as may be necessary or desirable in connection with DTC's services as securities depository.

DTC may determine to discontinue providing its services with respect to the Bonds at any time by giving notice to the Borough and discharging its responsibilities with respect thereto under applicable law. Under such circumstances, or if the Borough 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 Borough shall designate a successor securities depository or shall deliver certificates to the beneficial owners of the Bonds registered in the names of the beneficial owners thereof.

Section 12. Paying Agent. The Chief Financial Officer is hereby authorized to select and to enter into an agreement with a Paying Agent to ensure that the Borough can meet its obligations undertaken herein to the holders of the Bonds. The Chief Financial Officer may, however, elect not to select a Paying Agent for the Bonds, and may elect to select a Paying Agent at any time prior or subsequent to the issuance of the Bonds. However, the Chief Financial Officer shall select a Paying Agent upon any determination to cause the Bonds to be registered in the names of the beneficial owners thereof, as provided in Section 11 hereof.

Section 13. Tax Covenant. The Borough hereby covenants with the holders from time to time of the Bonds that it will make no investment or other use of the proceeds of the Bonds or take any further action (or refrain from taking such action) which would cause the Bonds to be "arbitrage bonds" or "private activity bonds" within the meaning of the Internal Revenue Code of 1986, as amended, or under any similar statutory provision or any rule or regulation promulgated thereunder

(the “Code”), or would cause interest on the Bonds not to be excludable from gross income for federal income tax purposes, and that it will comply with the requirements of the Code and said regulations throughout the term of the Bonds.

Section 14. Pledge of Borough. The full faith and credit of the Borough is hereby pledged for the payment of the principal of and interest on the Bonds. The Bonds shall be direct obligations of the Borough, and the Borough shall be obligated to levy *ad valorem* taxes upon all the taxable property within the Borough for the payment of the principal of and interest on the Bonds without limitation as to rate or amount.

Section 15. Continuing Disclosure. The form of the Continuing Disclosure Certificate in substantially the form attached hereto as Appendix E is hereby approved, and the execution of the Continuing Disclosure Certificate by the Chief Financial Officer of the Borough is hereby authorized. The Borough hereby covenants and agrees that it will comply with and carry out all of the provisions of the Continuing Disclosure Certificate executed by the Borough and dated the date of issuance and delivery of the Bonds, as originally executed and as it may be amended from time to time in accordance with the terms thereof. Notwithstanding any other provision of this Resolution, failure of the Borough to comply with the Continuing Disclosure Certificate shall not be considered a default on the Bonds; however, any Bondholder may take such actions as may be necessary and appropriate, including seeking specific performance by court order, to cause the Borough to comply with its obligations under this Section.

Section 16. Further Action. The proper officers of the Borough are hereby authorized and directed to take all such action as may be necessary to effect the issuance and delivery of the Bonds.

Section 17. Effective Date. This Resolution shall take effect immediately upon the adoption hereof.

Adopted: September 10, 2020

CERTIFICATE

I, Supriya Sanyal, Clerk of the Borough of Moonachie, in the County of Bergen, New Jersey, HEREBY CERTIFY that the foregoing copy of the resolution of the Borough Council, duly adopted on September 10, 2020, has been compared by me with the original resolution as officially recorded in my office in the Minute Book of the governing body and is a true, complete and correct copy thereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the corporate seal of the Borough this ____ day of _____, 2020.

SUPRIYA SANYAL, Borough Clerk

[SEAL]

APPENDIX A-1

GENERAL IMPROVEMENT BONDS, SERIES 2020

<u>Ordinance Number</u>	<u>Date Adopted</u>	<u>Amount of Bonds Authorized</u>	<u>Period of Usefulness (Years)</u>	<u>General Obligation bonds to be Issued</u>
15-10	10/22/15	\$4,000,000	30	\$603,556
18-05	10/11/18	\$783,750	9.197	118,857
18-10	12/18/18	\$300,000	10	200,766
19-08	01/05/20	\$285,000	30	285,000
19-09	01/05/20	\$583,495	10.47	581,821

Total

\$1,790,000

APPENDIX A-2

SEWER UTILITY BONDS, SERIES 2020

<u>Ordinance Number</u>	<u>Date Adopted</u>	<u>Amount of Bonds Authorized</u>	<u>Period of Usefulness (Years)</u>	<u>General Obligation bonds to be Issued</u>
13-06	08/22/13	\$1,020,000	15	\$180,704
14-4	08/28/14	\$343,424	15	277,525
17-04	09/28/17	\$513,000	15	513,000
17-06	11/29/17	\$209,000	15	209,000
18-06	10/11/18	\$76,000	15	74,771
Total				\$1,255,000

APPENDIX B

NOTICE OF SALE BOROUGH OF MOONACHIE, COUNTY OF BERGEN, NEW JERSEY

\$3,045,000* GENERAL OBLIGATION BONDS, SERIES 2020
CONSISTING OF:
\$1,790,000* GENERAL IMPROVEMENT BONDS
AND
\$1,255,000* SEWER UTILITY BONDS
(Bank Qualified) (Book-Entry-Only) (Not Callable)

The BOROUGH OF MOONACHIE, a municipal corporation of the State of New Jersey located in the County of Bergen, New Jersey (the "Borough"), hereby invites sealed or electronic proposals for the purchase of the Borough's \$3,045,000* aggregate principal amount of General Obligation Bonds, Series 2020, consisting of: \$1,790,000* principal amount of General Improvement Bonds and \$1,255,000* principal amount of Sewer Utility Bonds (the "Bonds").

SEALED OR ELECTRONIC (VIA PARITY) PROPOSALS will be received by the Chief Financial Officer of the Borough at the 70 Moonachie Road, Moonachie, New Jersey 07074, on **October 1, 2020** (the "Bid Date") **until 11:00 a.m.**, prevailing local time, at which time they will be publicly opened and announced. The Bonds will be dated their date of delivery and will mature, subject to prior redemption, on October 15, in the years and, subject to adjustment as provided herein, in the amounts set forth below:

<u>Year</u>	<u>General Improvement Bonds*</u>	<u>Sewer Utility Bonds*</u>	<u>Combined Bond Total*</u>
2021	\$215,000	\$115,000	\$330,000
2022	220,000	120,000	340,000
2023	220,000	125,000	345,000
2024	220,000	125,000	345,000
2025	225,000	125,000	350,000
2026	225,000	125,000	350,000
2027	230,000	125,000	355,000
2028	235,000	130,000	365,000
2029		130,000	130,000
2030		135,000	135,000

*Preliminary, subject to change as described herein.

All bidders for the Bonds must be participants of The Depository Trust Company, New York, New York ("DTC") or affiliated with its participants. The Bonds will be issued in the form of one certificate for each maturity of each series of the Bonds each in the aggregate principal amount of such maturity and will be payable as to both principal and interest in lawful money of the United States of America. Each certificate will be registered in the name of Cede & Co., as nominee of DTC, which will act as Securities Depository. The certificates will be deposited with DTC which will be responsible for maintaining a book-entry system for recording the interests of its participants

and the transfers of the interests among its participants. The participants will be responsible for maintaining records regarding the beneficial ownership interests in the Bonds on behalf of the individual purchases. Individual purchases may be made in the principal amount of \$5,000 or any integral multiple of \$1,000 in excess thereof through book entries made on the books and records of DTC and its participants.

The Bonds will be dated their date of delivery and will bear interest at the rate or rates per annum specified by the successful bidder therefor in accordance herewith, payable semi-annually on April 15 and October 15 of each year, commencing April 15, 2021, until maturity or earlier redemption, to DTC or its authorized nominee. The DTC will credit payments of principal of and interest on the Bonds to the participants of DTC as listed on the records of DTC.

In the event (a) DTC determines not to continue to act as Securities Depository for the Bonds or (b) the Borough 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 Borough will discontinue the book-entry system with DTC. If the Borough fails to identify another qualified securities depository to replace DTC, the Borough will deliver replacement bonds in the form of fully registered certificates.

The Bonds are general obligations of the Borough and are secured by a pledge of the full faith and credit of the Borough for the payment of the principal thereof and the interest thereon. The Bonds are payable, if not paid from other sources, from ad valorem taxes to be levied upon all the property taxable within the Borough without limitation as to rate or amount.

The Bonds are not subject to redemption prior to maturity.

Each proposal submitted must name the rates or rates of interest per annum to be borne by the Bonds and the rate or rates named must be multiples of one-eighth or one-twentieth of one per centum. Not more than one rate may be named for the bonds of the same maturity. There is no limitation on the number of rates that may be named. The difference between the lowest and the highest rates named in the proposal shall not exceed three per centum (3%). 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 cost shall be computed 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. **Each proposal submitted must be for all the Bonds and the purchase price specified in the proposal must not be less than \$3,045,000 nor more than \$3,136,350.** No proposal shall be considered that offers to pay an amount less than the principal amount of the Bonds offered for sale or under which the total loan is made at a TIC higher than the lowest TIC to the Borough under any legally acceptable proposal, and if two or more bidders offer to pay the lowest TIC, then the Bonds will be sold to one of such bidders selected by lot from among all such bidders. The purchaser must also pay an amount equal to the interest (if any) on the Bonds accrued to the date of payment of the purchase price. The right is reserved to reject all bids and to reject any bid not complying with this Notice.

It is requested that each proposal be accompanied by a computation of the TIC to the Borough under the terms of the proposal in accordance with the method of calculation described in

the preceding paragraph (computed to six decimal places), but such computation is not to be considered as part of the proposal for Bonds. Determinations of TIC by the Borough shall be final.

The Borough may and expects to, after the receipt and opening of bids, adjust the maturity schedule of the Bonds, provided however, that (1) 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 \$3,045,000. The dollar amount bid by the successful bidder shall be adjusted to reflect any adjustments in the aggregate principal amount of the Bonds to be issued. Immediately upon being notified that it is the successful bidder, the successful bidder shall provide to the Borough's municipal advisor and bond counsel the initial offering prices of the Bonds to the public. Upon receipt of the initial offering prices of the Bonds to the public from the successful bidder, the bid price will be adjusted to reflect changes in the dollar amount of the underwriter's discount and the original issue premium but will not change the per bond underwriter's discount as calculated from the bid and the initial offering prices of the Bonds to the public. The Borough shall notify the successful bidder of the final maturity schedule and the resulting adjusted purchase price no later than 5:00 p.m., New Jersey time, on the day of the sale and award the Bonds. The interest rate or rates specified by the successful bidder for each maturity will not be altered.

Except as provided herein under the caption "Procedures Regarding Electronic Bidding," each proposal must be enclosed in a sealed envelope, marked on the outside "Proposal for Borough G.O. Bonds" and, if mailed, addressed to or in care of the undersigned at the Municipal Building, 70 Moonachie Road, Moonachie, New Jersey 07074. All bids which are submitted electronically via the PARITY Electronic Bid Submission System ("PARITY") of i-Deal LLC ("i-Deal") pursuant to the procedures described below shall be deemed to constitute a "Proposal for Bonds" and shall be deemed to incorporate by reference all of the terms and conditions of this Notice of Sale. The submission of a bid electronically via PARITY shall constitute and be deemed the bidder's signature on the Proposal for Bonds.

PROCEDURES REGARDING ELECTRONIC BIDDING. Bids may be submitted electronically via PARITY in accordance with this notice, until 11:00 a.m., New Jersey time, on the Bid Date, but no bid will be accepted after the time for receiving bids specified above. In addition, bidders must ensure that the good faith deposit wire, check or financial surety bond referred to herein is submitted on the Bid Date by 11:00 a.m. To the extent any instructions or directions set forth in PARITY conflict with this Notice of Sale, the terms of this Notice of Sale shall control. For further information about PARITY, potential bidders may contact PARITY at i-Deal at 1359 Broadway, 2nd Floor, New York, NY 10010, telephone (212) 849-5021. The Borough may, but is not obligated to, acknowledge its acceptance in writing of any bid submitted electronically via PARITY. In the event that a bid for the Bonds is submitted via PARITY, the bidder further agrees that:

1. The Borough may regard the electronic transmission of the bid through PARITY (including information about the principal amount of the Bonds, the price bid for the Bonds and any other information included in such transmission) as though the same information were submitted on the "Proposal for Bonds" provided by the Borough and executed by a duly authorized signatory of the bidder. If a bid submitted electronically by PARITY is accepted by the Borough, the terms of the "Proposal for Bonds" and this Notice of Sale and the information that is electronically

transmitted through PARITY shall form a contract, and the Successful Bidder or Bidders shall be bound by the terms of such contract.

2. PARITY is not an agent of the Borough, and the Borough shall have no liability whatsoever based on any bidder's use of PARITY, including but not limited to any failure by PARITY to correctly or timely transmit information provided by the Borough or information provided by the bidder.

3. The Borough may choose to discontinue use of electronic bidding via PARITY by issuing a notification to such effect via TM3 News Services, or by other available means, no later than 3:00 p.m., New Jersey time, on the last business date prior to the Bid Date.

4. Once the bids are communicated electronically via PARITY to the Borough as described above, each bid will constitute a Proposal for Bonds and shall be deemed to be an irrevocable offer to purchase the Bonds on the terms provided in this Notice of Sale. For purposes of submitting all Proposals for Bonds, whether by hand delivery or electronically via PARITY, the time as maintained on PARITY shall constitute the official time.

5. Each Bidder shall be solely responsible to make necessary arrangements to access PARITY for purposes of submitting its bid in a timely manner and in compliance with the requirements of this Notice of Sale. Neither the Borough nor i-Deal shall have any duty or obligation to provide or assure access to any bidder, and neither the Borough nor i-Deal shall be responsible for the proper operation of, or have any liability for any delays or interruptions of, or any damages caused by PARITY. The Borough is using PARITY as a communication mechanism, and not as the Borough's agent, to conduct the electronic bidding for the Bonds. By using PARITY, each bidder agrees to hold the Borough harmless from any harm or damages caused to such bidder in connection with its use of PARITY for bidding on Bonds.

The right is reserved to reject all bids and any bid not complying with the terms of this notice may be rejected.

Each bidder is required to make a good faith deposit ("Deposit") in the form of a cash wire, a certified, cashier's or treasurer's check or a financial surety bond ("Financial Surety Bond") in the amount of \$60,900, payable to the Borough of Moonachie. If a cash wire is used, the wire must be received by the Borough no later than **11:00 A.M. on October 1, 2020**. If a cash wire is utilized, each bidder must notify the Borough of its intent to use such cash wire prior to **11:00 A.M.** and must provide proof of electronic transfer of such cash wire prior to **11:00 A.M., on October 1, 2020**. Wiring instructions for the Borough can be obtained by contacting the Borough's municipal advisor at BWhelan@acaciafin.com or (856) 313-3914. If a check is used, the check must be a certified or cashier's or treasurer's check drawn upon a bank or trust company and must be delivered to the Borough by no later than **11:00 A.M. on October 1, 2020**. Each bidder accepts responsibility for delivering such cash wire or check on time and the Borough is not responsible for any cash wire or check that is not received on time. If a Financial Surety Bond is used, the same must be from an insurance company licensed to issue such a bond in the State of New Jersey and approved by the Director of the Division of Local Government Services in the New Jersey Department of Community Affairs and proof of such bond must be submitted to the Borough no later than 5:00 P.M. on **September 30, 2020**, by email to TCiannamea@moonachie.us and wmayer@decotiislaw.com. Use of

a Financial Surety Bond must be approved by the Director prior to the bid and will not be accepted by the Borough unless evidence of such approval is provided prior to the bid. The Financial Surety Bond must identify the bidder whose Deposit is guaranteed by such Financial Surety Bond. If the Bonds are awarded to a bidder utilizing a Financial Surety Bond, then that winning bidder shall be required to submit its Deposit to the Borough by wire transfer as instructed by the Borough not later than 3:30 P.M. on the next business day following the award. If such Deposit is not received by that time, the Financial Surety Bond may be drawn by the Borough to satisfy the Deposit requirement. When the successful bidder has been ascertained, all such Deposits shall be promptly returned to the persons making the same, except the cash wire, check or Financial Surety Bond of the successful bidder which shall be applied as partial payment for the Bonds or to secure the Borough from any loss resulting from the failure of the successful bidder to comply with the terms of its bid.

Award of the Bonds to the successful bidder or rejection of all bids is expected to be made promptly after opening of the bids. The successful bidder may withdraw its proposal after 5:30 P.M. on the day of such bid opening, but only if such award has not been made prior to the withdrawal.

The Bonds will be delivered through DTC on October 15, 2020, or such other date agreed to by the Borough and the successful bidder (the "Closing Date"). PAYMENT FOR THE BONDS AT THE TIME OF THE CLOSING SHALL BE IN IMMEDIATELY AVAILABLE FEDERAL FUNDS.

The successful bidder may at its option refuse to accept the Bonds if prior to their delivery any income tax law of the United States of America shall provide that the interest thereon is includable in gross income for Federal income purposes, or shall be included at a future date for Federal income tax purposes, and in such case the deposit made by the bidder will be returned and the bidder will be relieved of the bidder's contractual obligations arising from the acceptance of the bidder's proposal.

If the Bonds qualify for issuance of any policy of municipal bond insurance, the purchaser of the Bonds may, at its sole option and expense, purchase such insurance. Any failure of the Bonds to be so insured shall not in any way relieve the purchaser of its contractual obligations arising from the acceptance of its proposal for the purchase of the Bonds.

It is anticipated that CUSIP identification numbers will be printed on the Bonds, but neither the failure to print such number on any Bond nor any error with respect thereto shall constitute cause for a failure or refusal by the purchaser thereof to accept delivery of and pay for the Bonds. The CUSIP Service Bureau charge for the assignment of said numbers shall be the responsibility of and shall be paid for by the purchaser.

The obligation hereunder to deliver and accept the Bonds shall be conditioned on the availability and the delivery at the time of delivery of the Bonds of: (a) the approving opinion of the law firm of DeCotiis, FitzPatrick, Cole & Giblin, LLP, Paramus, New Jersey, Bond Counsel, which will be furnished without cost to the successful bidder, substantially to the effect set forth in the Preliminary Official Statement referred to below; (b) certificates in form satisfactory to said law firm evidencing the proper execution and delivery of the Bonds and receipt of payment therefor, and compliance with the requirements of the Internal Revenue Code of 1986, as amended, necessary to preserve the tax exemption; (c) a certificate, in form and tenor satisfactory to said law firm and dated

as of the date of such delivery, to the effect that there is no litigation pending or, to the knowledge of the signer or signers thereof, threatened affecting the validity of the Bonds; and (d) the Borough's Continuing Disclosure Certificate substantially in the form described in the Preliminary Official Statement.

A Preliminary Official Statement has been prepared and may be obtained from McElwee & Quinn, LLC at <http://www.mcelweequinn.com> or from the Borough's municipal advisor. The Preliminary Official Statement is deemed to be a "final official statement", as of its date, within the meaning of Rule 15c2-12 of the Securities and Exchange Commission but is subject to (a) completion with certain pricing and other information to be made available by the successful bidder for the Bonds and (b) amendment. The Preliminary Official Statement as so revised will constitute the "final official statement." By the submission of a bid for the Bonds, the successful bidder contracts for the receipt of a reasonable number of copies of the final Official Statement within seven business days of the award of the Bonds. In order to complete the final Official Statement, the successful bidder must furnish on behalf of the underwriter(s) of the Bonds the following information to Bond Counsel and the Borough by facsimile transmission or overnight delivery received by Bond Counsel and the Borough within 24 hours after the award of the Bonds: (a) initial offering prices or yields (expressed as percentages), (b) selling compensation (aggregate total, anticipated compensation to the underwriter(s) expressed in dollars), (c) the identity of the underwriters if the successful bidder is part of a group or syndicate, and (d) any other material information necessary for the final Official Statement, but not known to the Borough (such as the bidder's purchase of insurance or other credit enhancement). It shall also be the obligation of the successful bidder to furnish to DTC an underwriter's questionnaire and the denominations of the Bonds not less than seventy-two (72) hours prior to the delivery of the Bonds.

In order to assist bidders in complying with SEC Rule 15c2-12(b)(5), the Borough will undertake, pursuant to a Continuing Disclosure Certificate, to provide certain annual information and notices of the occurrence of certain events. A description of this undertaking is set forth in the Preliminary Official Statement and will also be set forth in the final Official Statement.

Establishment of Issue Price for the Bonds

In the event the Borough 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 Closing Date a certificate to such effect and to provide to the Borough, in writing, the Expected Offering Prices as of the Bid Date.

In the event the Borough 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 combined maturity of the Bonds was sold to the Public (as defined below). The winning bidder shall be required to deliver on the Closing Date a certificate to such effect and to

provide to the Borough, in writing, evidence satisfactory to Bond Counsel to the Borough 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 Closing Date (each, an "Unsold Maturity"), the winning bidder shall (i) provide to the Borough, in writing, on the Closing Date, the Expected Offering Prices for each Unsold Maturity and a certificate regarding same and (ii) have a continuing obligation to provide to the Borough, in writing, evidence satisfactory to Bond Counsel to the Borough 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% 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 third-party distribution agreement participating in the initial sale of the Bonds to the Public).

The Borough reserves the right to postpone, from time to time, the date and time established for the receipt of bids. Any such postponement shall be published on TM3 News Service, or by other available means, not less than twenty-four (24) hours prior to the sale. If any date fixed for receipt of bids and the sale of the Bonds is postponed, an alternative sale date will be announced via TM3 News Service, or by other available means, at least forty-eight (48) hours prior to such alternative date.

A Preliminary Official Statement may be obtained from McElwee & Quinn, LLC at <http://www.mcelweequinn.com> or from the Borough's Chief Financial Officer, 70 Moonachie Road, Moonachie, New Jersey 07074, telephone (201) 641-1813, or from the Borough's municipal advisor, Brittany Whelan, Acacia Financial Group, Inc., 6000 Midlantic Drive Suite 410 North, Mount Laurel, NJ 08054, telephone (856) 313-3914, email BWhelan@acaciafin.com.

Dated: _____, 2020

Anthony Ciannamea, Chief Financial Officer

Borough of Moonachie, County of Bergen,
New Jersey

APPENDIX C

**SUMMARY NOTICE OF SALE
BOROUGH OF MOONACHIE, COUNTY OF BERGEN, NEW JERSEY**

**\$3,045,000* GENERAL OBLIGATION BONDS, SERIES 2020
CONSISTING OF:
\$1,790,000* GENERAL IMPROVEMENT BONDS
AND
\$1,255,000* SEWER UTILITY BONDS
(Bank Qualified) (Book-Entry-Only) (Not Callable)**

SEALED OR ELECTRONIC (via PARITY) PROPOSALS will be received by the BOROUGH OF MOONACHIE, New Jersey, on **October 1, 2020, until 11:00 a.m.**, for the General Obligation Bonds, Series 2020, as set forth below:

<u>Year</u>	<u>General Improvement Bonds*</u>	<u>Sewer Utility Bonds*</u>	<u>Combined Bond Total*</u>
2021	\$215,000	\$115,000	\$330,000
2022	220,000	120,000	340,000
2023	220,000	125,000	345,000
2024	220,000	125,000	345,000
2025	225,000	125,000	350,000
2026	225,000	125,000	350,000
2027	230,000	125,000	355,000
2028	235,000	130,000	365,000
2029		130,000	130,000
2030		135,000	135,000

*Preliminary, subject to change as provided in the Notice of Sale.

The Bonds will be dated their date of delivery, will mature on October 15, will be issued in book entry form through the Depository Trust Company and will bear interest payable on each April 15 and October 15, commencing April 15, 2021, at the respective rate or rates specified by the successful bidder.

The complete Notice of Sale containing additional terms and conditions and the Preliminary Official Statement may be obtained at <http://www.mcelweequinn.com>.

Dated: _____, 2020

Anthony Ciannamea, Chief Financial
Officer
Borough of Moonachie
County of Bergen, New Jersey

APPENDIX D-1

UNITED STATES OF AMERICA
STATE OF NEW JERSEY
COUNTY OF BERGEN
BOROUGH OF MOONACHIE

GENERAL IMPROVEMENT BOND, SERIES 2020

No. _____ \$ _____

INTEREST RATE	DATED DATE	MATURITY DATE	CUSIP
%	_____, 2020	October 15, ____	615547 ____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM: _____ Dollars

The BOROUGH OF MOONACHIE, in the County of Bergen, a public body corporate and politic organized and existing under the laws of the State of New Jersey (the "Borough"), for value received, hereby acknowledges itself to be indebted and promises to pay to the Registered Owner hereof on the Maturity Date set forth above the Principal Sum set forth above, and to pay interest thereon semi-annually on April 15 and October 15 of each year, commencing April 15, 2021 (each, an "Interest Payment Date"), at the Interest Rate specified above, calculated on the basis of a 360-day year of twelve 30-day months, until the payment of the Principal Sum has been made or duly provided for. This Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid, or duly provided for on the Bonds or, if no interest has been paid, from the Dated Date set forth above. The principal of this Bond is payable upon presentation and surrender hereof at the offices of the Borough or at such other financial institution as may be appointed by the Borough to act as paying agent (the "Paying Agent").

Interest on this Bond will be paid by check mailed on each Interest Payment Date to the person in whose name this Bond is registered on the registration books of the Borough maintained by the Paying Agent, as bond registrar, at the address appearing thereon at the close of business on the 1st day of the calendar month in which such Interest Payment Date occurs, provided that, with respect to overdue interest or interest payable on redemption of this bond other than on an Interest Payment Date, the Paying Agent may establish a special record date. The special record date may be not more than twenty (20) days before the date set for payment. The notice setting forth the Special Record Date shall be mailed to the person in whose name this Bond is registered at the close of business on the fifth (5th) day next preceding the date of mailing of such notice. The principal of and interest on this Bond are payable in lawful money of the United States of America.

This Bond is one of a duly authorized issue of General Improvement Bonds, Series 2020, of the Borough in the aggregate principal amount of \$ _____ (the "Bonds"), all of like date and tenor, except as to date of maturity, denomination, interest rate and CUSIP number, and all authorized and issued under and pursuant to the Local Bond Law of the State of New Jersey

constituting Chapter 169 of the Laws of 1960, effective January 1, 1962, as amended, a Resolution duly adopted by the Borough Council on September 10, 2020 (the "Resolution"), and various Bond Ordinances enacted by the Borough. The Bonds are issued for the purpose of providing funds for and towards the costs of various capital improvements.

The Bonds are not subject to redemption prior to maturity.

This Bond is registered as to principal and interest and is transferable by the registered owner or his duly authorized attorney upon surrender hereof at the principal office of the Borough or, if applicable, the principal corporate trust office of any other Paying Agent, accompanied by a duly executed instrument of transfer in form satisfactory to the Borough or such other Paying Agent. The Borough and any other Paying Agent may treat the person in whose name this Bond is registered on the bond register maintained by the Borough or such other Paying Agent as the absolute owner of this Bond for all purposes and neither the Borough nor any such other Paying Agent shall be affected by any notice to the contrary.

No recourse shall be had for the payment of the principal of or interest on this Bond or for any claim based hereon, against any member, officer or employee, past, present or future, of the Borough or any such successor body, under any constitutional provision, statute or rule of law, or by the enforcement of any assessment or by any legal or equitable proceeding or otherwise, and all such liability of such members, officers or employees is released as a condition of and as consideration for the execution and issuance of this Bond.

It is hereby certified that all acts, conditions and things required by the laws 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 or in the creation of the debt of which this Bond is evidence, exist, have happened and have been performed in regular and due form and manner as required by law; and that this Bond, together with all other indebtedness of the Borough is within every debt and other limit prescribed by the constitution and the statutes of the State of New Jersey.

Whenever the due date for payment of interest on or principal of this Bond shall be a Saturday, a Sunday, or a day on which banking institutions in the State of New Jersey are authorized by law to close (a "Holiday"), then the payment of such interest or principal need not be made on such date, but may be made on the next succeeding day which is not a Holiday, with the same force and effect as if made on the due date for payment of principal or interest.

For the prompt and full payment of the obligations of this Bond, the entire full faith and credit of the Borough are hereby irrevocably pledged.

This Bond shall not be valid or become obligatory for any purpose until this Bond shall have been authenticated by the Paying Agent, by execution of the Certificate endorsed hereon; provided however that for so long as the Borough is acting as Paying Agent there shall be no need for such authentication.

IN WITNESS WHEREOF, the Borough of Moonachie, in the County of Bergen and State of New Jersey, has caused this Bond to be signed in its name by the manual or facsimile signatures of its Mayor and Chief Financial Officer and its corporate seal, or a facsimile thereof, to be hereunto affixed, duly attested by the manual signature of its Borough Clerk.

(Seal)

**BOROUGH OF MOONACHIE,
IN THE COUNTY OF BERGEN
AND STATE OF NEW JERSEY**

Attest:

By: _____
Mayor

Borough Clerk

By: _____
Chief Financial Officer

[Following to be utilized if paying agent is appointed:]

CERTIFICATE OF AUTHENTICATION

This bond is one of the General Improvement Bonds, Series 2020, of the Borough of Moonachie, New Jersey described in the within named resolution.

By: _____
Authorized Signature]

APPENDIX D-2

UNITED STATES OF AMERICA
STATE OF NEW JERSEY
COUNTY OF BERGEN
BOROUGH OF MOONACHIE

SEWER UTILITY BOND, SERIES 2020

No. _____ \$ _____

INTEREST RATE	DATED DATE	MATURITY DATE	CUSIP
%	_____, 2020	October 15, ____	615547 ____

REGISTERED OWNER: CEDE & CO.

PRINCIPAL SUM: _____ Dollars

The BOROUGH OF MOONACHIE, in the County of Bergen, a public body corporate and politic organized and existing under the laws of the State of New Jersey (the "Borough"), for value received, hereby acknowledges itself to be indebted and promises to pay to the Registered Owner hereof on the Maturity Date set forth above the Principal Sum set forth above, and to pay interest thereon semi-annually on April 15 and October 15 of each year, commencing April 15, 2021 (each, an "Interest Payment Date"), at the Interest Rate specified above, calculated on the basis of a 360-day year of twelve 30-day months, until the payment of the Principal Sum has been made or duly provided for. This Bond shall bear interest from the most recent Interest Payment Date to which interest has been paid, or duly provided for on the Bonds or, if no interest has been paid, from the Dated Date set forth above. The principal of this Bond is payable upon presentation and surrender hereof at the offices of the Borough or at such other financial institution as may be appointed by the Borough to act as paying agent (the "Paying Agent").

Interest on this Bond will be paid by check mailed on each Interest Payment Date to the person in whose name this Bond is registered on the registration books of the Borough maintained by the Paying Agent, as bond registrar, at the address appearing thereon at the close of business on the 1st day of the calendar month in which such Interest Payment Date occurs, provided that, with respect to overdue interest or interest payable on redemption of this bond other than on an Interest Payment Date, the Paying Agent may establish a special record date. The special record date may be not more than twenty (20) days before the date set for payment. The notice setting forth the Special Record Date shall be mailed to the person in whose name this Bond is registered at the close of business on the fifth (5th) day next preceding the date of mailing of such notice. The principal of and interest on this Bond are payable in lawful money of the United States of America.

This Bond is one of a duly authorized issue of Sewer Utility Bonds, Series 2020, of the Borough in the aggregate principal amount of \$ _____ (the "Bonds"), all of like date and tenor, except as to date of maturity, denomination, interest rate and CUSIP number, and all authorized and

issued under and pursuant to the Local Bond Law of the State of New Jersey constituting Chapter 169 of the Laws of 1960, effective January 1, 1962, as amended, a Resolution duly adopted by the Borough Council on September 10, 2020 (the "Resolution"), and various Bond Ordinances enacted by the Borough. The Bonds are issued for the purpose of providing funds for and towards the costs of various sewer improvements.

The Bonds are not subject to redemption prior to maturity.

This Bond is registered as to principal and interest and is transferable by the registered owner or his duly authorized attorney upon surrender hereof at the principal office of the Borough or, if applicable, the principal corporate trust office of any other Paying Agent, accompanied by a duly executed instrument of transfer in form satisfactory to the Borough or such other Paying Agent. The Borough and any other Paying Agent may treat the person in whose name this Bond is registered on the bond register maintained by the Borough or such other Paying Agent as the absolute owner of this Bond for all purposes and neither the Borough nor any such other Paying Agent shall be affected by any notice to the contrary.

No recourse shall be had for the payment of the principal of or interest on this Bond or for any claim based hereon, against any member, officer or employee, past, present or future, of the Borough or any such successor body, under any constitutional provision, statute or rule of law, or by the enforcement of any assessment or by any legal or equitable proceeding or otherwise, and all such liability of such members, officers or employees is released as a condition of and as consideration for the execution and issuance of this Bond.

It is hereby certified that all acts, conditions and things required by the laws 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 or in the creation of the debt of which this Bond is evidence, exist, have happened and have been performed in regular and due form and manner as required by law; and that this Bond, together with all other indebtedness of the Borough is within every debt and other limit prescribed by the constitution and the statutes of the State of New Jersey.

Whenever the due date for payment of interest on or principal of this Bond shall be a Saturday, a Sunday, or a day on which banking institutions in the State of New Jersey are authorized by law to close (a "Holiday"), then the payment of such interest or principal need not be made on such date, but may be made on the next succeeding day which is not a Holiday, with the same force and effect as if made on the due date for payment of principal or interest.

For the prompt and full payment of the obligations of this Bond, the entire full faith and credit of the Borough are hereby irrevocably pledged.

This Bond shall not be valid or become obligatory for any purpose until this Bond shall have been authenticated by the Paying Agent, by execution of the Certificate endorsed hereon; provided however that for so long as the Borough is acting as Paying Agent there shall be no need for such authentication.

IN WITNESS WHEREOF, the Borough of Moonachie, in the County of Bergen and State of New Jersey, has caused this Bond to be signed in its name by the manual or facsimile signatures of its Mayor and Chief Financial Officer and its corporate seal, or a facsimile thereof, to be hereunto affixed, duly attested by the manual signature of its Borough Clerk.

(Seal)

**BOROUGH OF MOONACHIE,
IN THE COUNTY OF BERGEN
AND STATE OF NEW JERSEY**

Attest:

By: _____
Mayor

Borough Clerk

By: _____
Chief Financial Officer

[Following to be utilized if paying agent is appointed:]

CERTIFICATE OF AUTHENTICATION

This bond is one of the Sewer Utility Bonds, Series 2020, of the Borough of Moonachie, New Jersey described in the within named resolution.

By: _____
Authorized Signature

APPENDIX E

CONTINUING DISCLOSURE CERTIFICATE

This Continuing Disclosure Certificate (the "Disclosure Certificate") is executed and delivered by the Borough of Moonachie, in the County of Bergen, New Jersey (the "Issuer"), in connection with the issuance by the Issuer of \$_____ aggregate principal amount of General Obligation Bonds, Series 2020, consisting of \$_____ principal amount of General Improvement Bonds and \$_____ principal amount of Sewer Utility Bonds (the "Bonds"). The Issuer covenants and agrees as follows:

Section 1. Purpose of the Disclosure Certificate. This Disclosure Certificate is being executed and delivered by the Issuer for the benefit of the Bondholders and Beneficial Owners of the Bonds and in order to assist the Participating Underwriter in complying with S.E.C. Rule 15c2-12(b)(5).

Section 2. Definitions. In addition to the definitions set forth in the Resolution, which apply to any capitalized term used in this Disclosure Certificate unless otherwise defined in this Section, the following capitalized terms shall have the following meanings:

"Annual Report" shall mean any Annual Report provided by the Issuer pursuant to, and as described in, Sections 3 and 4 of this Disclosure Certificate.

"Beneficial Owner" shall mean any person which (a) has the power, directly or indirectly, to vote or consent with respect to, or to dispose of ownership of, any Bonds (including persons holding Bonds through nominees, depositories or other intermediaries), or (b) is treated as the owner of any Bonds for federal income tax purposes.

"Bondholder" shall mean any person who is the registered owner of any Bond, including holders of beneficial interests in the Bonds.

"Dissemination Agent" shall mean the Issuer, or any successor Dissemination Agent designated in writing by the Issuer and which has filed with the Issuer a written acceptance of such designation.

"EMMA" means the MSRB's Electronic Municipal Markets Access System.

"Financial Obligation" means a: (a) debt obligation; (b) derivative instrument entered into in connection with, or pledged as security or a source of payment for, an existing or planned debt obligation; or (c) guarantee of (a) or (b); provided, however that the term Financial Obligation shall not include municipal securities as to which a final official statement has been provided to the MSRB consistent with the Rule.

"Listed Events" shall mean any of the events listed in Section 5(a) of this Disclosure Certificate.

"MSRB" shall mean the Municipal Securities Rulemaking Board.

“Participating Underwriter” shall mean any of the original underwriters of the Bonds required to comply with the Rule in connection with offering of the Bonds.

“Rule” shall mean Rule 15c2-12(b)(5) adopted by the Securities and Exchange Commission under the Securities Exchange Act of 1934, as the same may be amended from time to time.

“State” shall mean the State of New Jersey.

Section 3. Provision of Annual Reports.

(a) Not later than nine (9) months after the end of the Issuer’s fiscal year, beginning with the fiscal year ending December 31, 2020, the Issuer shall, or shall cause the Dissemination Agent to, provide to the MSRB, in an electronic format as prescribed by the MSRB and accompanied by such identifying information as is prescribed by the MSRB, an Annual Report which is consistent with the requirements of Section 4 of this Disclosure Certificate. The Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information which has been made available to the public on the MSRB’s website or filed with the Securities and Exchange Commission; provided that the audited financial statements of the Issuer may be submitted separately from the balance of the Annual Report and later than the date required above for the filing of the Annual Report if they are not available by that date. If the Issuer’s fiscal year changes, it shall give notice of such change in the same manner as for a Listed Event under Section 5(b).

(b) Not later than fifteen (15) Business Days prior to said date, the Issuer shall provide the Annual Report to the Dissemination Agent (if other than the Issuer). If the Issuer is unable to provide to the MSRB an Annual Report by the date required in subsection (a), the Issuer shall send a notice to the MSRB in substantially the form attached as Exhibit A.

(c) The Dissemination Agent shall, if the Dissemination Agent is other than the Issuer, file a report with the Issuer certifying that the Annual Report has been provided pursuant to this Disclosure Certificate, stating the date it was provided.

Section 4. Content of Annual Reports. The Issuer's Annual Report shall contain or include by reference the following:

(a) The audited financial statements of the Issuer for the prior fiscal year, prepared in accordance with generally accepted accounting standards (GAAS) as from time to time in effect, and as prescribed by the Division of Local Government Services in the Department of Community Affairs of the State pursuant to Chapter 5 of Title 40A of the New Jersey Statutes. If the Issuer's audited financial statements are not available by the time the Annual Report is required to be provided pursuant to Section 3(a), the Annual Report shall contain unaudited financial statements and the audited financial statements shall be provided in the same manner as the Annual Report when they become available.

(b) Financial information and operating data consisting of (i) the Issuer and overlapping indebtedness including a schedule of outstanding debt issued by the Issuer, (ii) property valuation information, (iii) tax rate, levy and collection data, and (iv) fund balance of the type contained in the Official Statement dated _____, 2020, pertaining to the sale of the Bonds.

Section 5. Reporting of Significant Events.

(a) Pursuant to the provisions of this Section 5, the Issuer will provide, in a timely manner not in excess of ten (10) business days after the occurrence of any of the following events, to the MSRB through EMMA, notice of any of the following events with respect to the Bonds (each, a “Listed Event”):

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 Bonds, or other material events affecting the tax status of the Bonds.
7. Modifications to rights of holders of the Bonds, if material.
8. Bond calls, if material, and tender offers.
9. Defeasances.
10. Release, substitution or sale of property securing repayment of the Bonds, if material.
11. Rating changes.
12. Bankruptcy, insolvency, receivership or similar event of the Issuer.
13. The consummation of a merger, consolidation, or acquisition involving the Issuer or the sale of all or substantially all of the assets of the Issuer, 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 Issuer, if material, or agreement to covenants, events of default, remedies, priority rights, or other similar terms of a Financial Obligation of the Issuer, 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 the terms of a Financial Obligation of the Issuer, any of which reflect financial difficulties.

(b) Upon the occurrence of a Listed Event, the Issuer shall promptly file, in a timely manner not in excess of ten (10) business days after the occurrence of the Listed Event, in an electronic format as prescribed by the MSRB and accompanied by such identifying information as is prescribed by the MSRB, a notice of such occurrence with the MSRB through EMMA. Notwithstanding the foregoing, notice of Listed Events described in subsections (a)(8) and (9) need not be given under this subsection any earlier than the notice (if any) of the underlying event is given to Bondholders of affected Bonds pursuant to the Resolution.

Section 6. Termination of Reporting Obligation. The Issuer's obligations under this Disclosure Certificate shall terminate upon the legal defeasance, prior redemption or payment in full of all of the Bonds. If such termination occurs prior to the final maturity of the Bonds, the Issuer shall give notice of such termination in the same manner as for a Listed Event under Section 5(b).

Section 7. Dissemination Agent. The Issuer may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Certificate, and may discharge any such Dissemination Agent, with or without appointing a successor Dissemination Agent. The Dissemination Agent shall not be responsible in any manner for the content of any notice or report prepared by the Issuer pursuant to this Disclosure Certificate. The initial Dissemination Agent shall be the Issuer.

Section 8. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Certificate, the Issuer may amend this Disclosure Certificate, and any provision of this Disclosure Certificate may be waived, provided that the following conditions are satisfied:

(a) If the amendment or waiver relates to the provisions of Section 3(a), 4 or 5(a), it may only be made in connection with a change in circumstances that arises from a change in legal requirements, change in law, or change in the identity, nature or status of an obligated person with respect to the Bonds, or the type of business conducted;

(b) The undertaking, as amended or taking into account such waiver, would, in the opinion of nationally recognized bond counsel, have complied with the requirements of the Rule at the time of the original issuance of the Bonds, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and

(c) The amendment or waiver does not, in the opinion of nationally recognized bond counsel, materially impair the interests of the Bondholders or Beneficial Owners of the Bonds.

In the event of any amendment or waiver of a provision of this Disclosure Certificate, the Issuer shall describe such amendment in the next Annual Report, and shall include, as applicable, a narrative explanation of the reason for the amendment or waiver and its impact on the type (or in the case of a change of accounting principles, on the presentation) of financial information or operating

data being presented by the Issuer. In addition, if the amendment relates to the accounting principles to be followed in preparing financial statements, (i) notice of such change shall be given in the same manner as for a Listed Event under Section 5(b), and (ii) the Annual Report for the year in which the change is made should present a comparison (in narrative form and also, if feasible, in quantitative form) between the financial statements as prepared on the basis of the new accounting principles and those prepared on the basis of the former accounting principles.

Section 9. Additional Information. Nothing in this Disclosure Certificate shall be deemed to prevent the Issuer from disseminating any other information, using the means of dissemination set forth in this Disclosure Certificate or any other means of communication, or including any other information in any notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Certificate. If the Issuer chooses to include any information in any Annual Report or notice of occurrence of a Listed Event in addition to that which is specifically required by this Disclosure Certificate, the Issuer shall have no obligation under this Disclosure Certificate to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

Section 10. Default. In the event of a failure of the Issuer to comply with any provision of this Disclosure Certificate any Bondholder or Beneficial Owner of the Bonds may take such actions as may be necessary and appropriate, including seeking mandamus or specific performance by court order, to cause the Issuer to comply with its obligations under this Disclosure Certificate. A default under this Disclosure Certificate shall not be deemed an Event of Default on the Bonds, and the sole remedy under this Disclosure Certificate in the event of any failure of the Issuer to comply with this Disclosure Certificate shall be an action to compel performance.

Section 11. Duties, Immunities and Liabilities of Dissemination Agent. The Dissemination Agent shall have only such duties as are specifically set forth in this Disclosure Certificate, and the Issuer agrees to indemnify and save the Dissemination Agent, its officers, directors, employees and agents, harmless against any loss, expense and liabilities which it may incur arising out of or in the exercise or performance of its powers and duties hereunder, including the costs and expenses (including reasonable attorneys' fees) of defending against any claim of liability, but excluding liabilities due to the Dissemination Agent's gross negligence or willful misconduct. The obligations of the Issuer under this Section 11 shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.

Section 12. Beneficiaries. This Disclosure Certificate shall inure solely to the benefit of the Issuer, the Dissemination Agent, the Participating Underwriters and the Bondholders and Beneficial Owners from time to time of the Bonds and shall create no rights in any other person or entity.

Dated: _____, 2020

BOROUGH OF MOONACHIE, IN THE COUNTY
OF BERGEN, NEW JERSEY

By: _____
Chief Financial Officer

EXHIBIT A

NOTICE TO REPOSITORIES OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer: Borough of Moonachie, in the County of Bergen, New Jersey

Name of Bond Issue: \$ _____ aggregate principal amount of General Obligation Bonds,
Series 2020, consisting of: \$ _____ General Improvement Bonds
and \$ _____ Sewer Utility Bonds

Dated Date: _____, 2020

NOTICE IS HEREBY GIVEN that the Issuer has not provided an Annual Report with respect to the above-named Bonds as required by Section 3(a) of the Continuing Disclosure Certificate dated _____, 2020. The Issuer anticipates that the Annual Report will be filed by _____.

Dated: _____

BOROUGH OF MOONACHIE, IN THE
COUNTY OF BERGEN, NEW JERSEY

By: _____
Name: _____
Title: _____