

**MINUTES OF A SPECIAL MEETING OF THE MAYOR AND COUNCIL OF THE BOROUGH OF MADISON**

**November 13, 2014– 7:30 p.m.**

**CALL TO ORDER**

The Special Meeting of the Mayor and Council of the Borough of Madison was held on the 13th day of November 2014. Mayor Conley called the meeting to order at 7:30 p.m. in the Committee Room of the Hartley Dodge Memorial, Kings Road, in the Borough of Madison.

**STATEMENT IN COMPLIANCE WITH THE OPEN PUBLIC MEETINGS ACT**

The Borough Clerk read the statement pursuant to the Open Public Meetings Act:

“In compliance with the Open Public Meetings Act, adequate notice of this meeting of the Council was provided by transmitting a copy of the meeting notice to the Madison Eagle and Daily Record, posting a copy on the bulletin board at main entrance of the Hartley Dodge Memorial, and filing a copy in the office of the Clerk, all on October 28, 2014. This Notice was made available to members of the general public.”

**ROLL CALL**

The Borough Clerk called the roll and the following acknowledged their presence:

Mayor Robert H. Conley

Council Members:

Robert G. Catalanello  
Robert Landrigan  
Carmela Vitale  
Astri J. Baillie  
Benjamin Wolkowitz  
Patrick W. Rowe

Also Present:

Raymond M. Codey, Borough Administrator  
Elizabeth Osborne, Borough Clerk

**AGENDA REVIEW**

There was approval of the Special Meeting Agenda.

**READING OF CLOSED SESSION RESOLUTION**

Ms. Baillie moved:

**RESOLVED**, that the meeting be adjourned to an Executive Session to consider the following matter:

CONTRACT MATTER (1)  
PERSONNEL MATTER (1)

Date of public disclosure 60 days after conclusion, if disclosure required.

Seconded: Mr. Rowe  
Vote: Approved by voice vote of members present

**RECONVENE PUBLIC MEETING**

Mayor Conley reconvened the Regular Meeting at 7:40 p.m. with all members present.

**ITEMS OF BUSINESS**

**INVITATION FOR DISCUSSION**

Mayor Conley opened the meeting by giving the public an opportunity to ask questions and make comments on any subject. The Mayor asked that, upon recognition by the Chair, the person shall proceed to the lectern and give his/her name and address in an audible tone of voice, and print the same on the sheet provided for the record. He/she shall limit his/her statement to three (3) minutes or less.

Since no member of the public was present, the invitation for discussion was closed.

**RESOLUTION R 316-2014**

R 316-2014 RESOLUTION OF THE BOROUGH OF MADISON, IN THE COUNTY OF MORRIS, NEW JERSEY, PRESCRIBING THE DETAILS AND BOND FORM FOR \$14,610,000 GENERAL IMPROVEMENT REFUNDING BONDS (SERIES 2014), DATED DECEMBER 4, 2014, AUTHORIZING THE ACCEPTANCE OF AN OFFER TO PURCHASE SAID BONDS AND PROVIDING FOR OTHER MATTERS IN CONNECTION THEREWITH

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

BE IT RESOLVED by the Borough Council of the Borough of Madison, in the County of Morris, New Jersey (the "Borough"), as follows:

Section 1. There shall be issued at this time \$14,610,000 of the refunding bonds (the "Bonds") authorized pursuant to the refunding bond ordinance (Ord. No. 47-2014) adopted by the Borough Council of the Borough on September 8, 2014 (the "Bond Ordinance"). The Bonds are being issued to refund \$15,076,000 aggregate principal amount of the Borough's outstanding General Improvement Bonds dated October 15, 2008 and maturing in annual installments on October 15 of each year from 2019 to 2028, inclusive (the "Refunded Bonds"). The proceeds of the Bonds

will be used (A) to pay all of the interest on the Refunded Bonds due on the interest payment dates from April 15, 2015 to and including October 15, 2018, and to redeem the Refunded Bonds on October 15, 2018 at the redemption price of 100% of the principal amount thereof, and (B) to pay the costs of issuance of the Bonds. The Borough Council hereby specifically and irrevocably elects to redeem the Refunded Bonds on October 15, 2018 at a redemption price of 100% of the principal amount thereof, plus accrued interest to the date of redemption.

Section 2. The Bonds shall be issued as a single issue of bonds, aggregating \$14,610,000 and consisting of an issue of bonds in the denomination of \$5,000 each or any integral multiple thereof, numbered in the order of their maturity. Said issue shall be payable in annual installments on October 15 in each year, and shall bear interest at the rates per annum, as follows:

<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>	<u>Year</u>	<u>Principal Amount</u>	<u>Interest Rate</u>
2015	\$ 55,000	2.00%	2024	\$1,470,000	5.00%
2019	1,380,000	5.00	2025	1,465,000	5.00
2020	1,450,000	5.00	2026	1,465,000	5.00
2021	1,475,000	5.00	2027	1,460,000	4.50
2022	1,475,000	5.00	2028	1,445,000	4.50
2023	1,470,000	5.00			

The Bonds shall be designated "General Improvement Refunding Bonds (Series 2014)". The indebtedness evidenced by each Bond shall be deemed to have been incurred for the purpose described in the Bond Ordinance and in this resolution.

Section 3. The Bonds shall be dated December 4, 2014, and shall bear interest from their date until their respective

maturities at the rates per annum set forth in Section 2 of this resolution. Such interest shall be payable on each April 15 and October 15, commencing April 15, 2015 (each, an "Interest Payment Date"), in each year until maturity or prior redemption.

Section 4. The Bonds maturing on or before October 15, 2024 are not subject to redemption prior to their stated maturities. The Bonds maturing on or after October 15, 2025 are subject to redemption at the option of the Borough prior to maturity, in whole on any date or in part on any Interest Payment Date on or after October 15, 2024, 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 Borough 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 Borough, 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 principal amounts of \$5,000 or integral multiples thereof, with transfers of beneficial ownership effected on the records of DTC and its participants pursuant to the rules and procedures established by DTC. Interest on the Bonds will be payable at the times stated in Section 3 of this resolution, and principal of the Bonds will be paid annually on October 15 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 last business day of the month preceding the month in which such Interest Payment Date occurs. The Borough 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 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 authenticate and deliver replacement bonds in the form of fully registered certificates.

The principal of and interest on the Bonds shall be payable in any coin or currency of the United States of America that is legal tender for the payment of public and private debts on the respective dates of payment thereof.

Section 7. All of the Bonds shall be signed by the Mayor by manual or facsimile signature and by the Chief Financial Officer by manual or facsimile signature, the corporate seal of the Borough shall be imprinted, affixed or reproduced thereon, and such seal shall be attested by the Borough Clerk or Deputy Borough Clerk by manual or facsimile signature. The Bonds will be authenticated by the manual signature of the Bond Registrar/Paying Agent.

Section 8. Each of the 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-\_\_

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UNITED STATES OF AMERICA  
STATE OF NEW JERSEY  
COUNTY OF MORRIS  
BOROUGH OF MADISON

GENERAL IMPROVEMENT REFUNDING BOND (SERIES 2014)

No. R-\_\_

\$\_\_\_\_\_

UNITED STATES OF AMERICA  
STATE OF NEW JERSEY  
COUNTY OF MORRIS  
BOROUGH OF MADISON

GENERAL IMPROVEMENT REFUNDING BOND (SERIES 2014)

INTEREST  
RATE PER

ANNUM      MATURITY DATE      DATED DATE      CUSIP

\_\_\_\_\_%      OCTOBER 15, 20\_\_DECEMBER 4, 2014      556632\_\_

REGISTERED OWNER:      CEDE & CO.

PRINCIPAL SUM: -----DOLLARS

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The Borough of Madison, a municipal corporation of the State of New Jersey, located in the County of Morris (hereinafter referred to as the "Borough"), for value received, hereby acknowledges itself indebted and promises to pay to the REGISTERED OWNER named above, on the MATURITY DATE specified 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 April 15 and October 15, commencing April 15, 2015 (each, an "Interest Payment Date"), of each year until maturity or prior redemption. The principal hereof is payable at the office of the Chief Financial Officer, Hartley Dodge Memorial, 50 Kings Road, Madison, New Jersey 07940 (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 last business day of the month preceding the month in which such Interest Payment Date occurs. Both the principal of and interest on this Bond shall be paid in any coin or currency of the United States of America that is legal tender for the payment of public and private debts on the respective dates of payment thereof.

This Bond is one of an issue of Bonds of like date and tenor, except as to number, denomination, interest rate and maturity, issued pursuant to the Local Bond Law (Chapter 2 of Title 40A of the New Jersey Statutes, as amended) and pursuant to a refunding bond ordinance adopted by the Borough Council of the Borough on September 8, 2014 (Ord. No. 47-2014) and a resolution

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adopted by the Borough Council of the Borough on November 13, 2014.

The Bonds maturing on or before October 15, 2024 are not subject to redemption prior to their stated maturities. The Bonds maturing on or after October 15, 2025 are subject to redemption at the option of the Borough prior to maturity, in whole on any date or in part on any Interest Payment Date on or after October 15, 2024, 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 Borough 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 Borough, 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

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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 Borough 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 hereinabove mentioned 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 bonds 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 Borough, is within every debt and other limit

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prescribed by the Constitution or statutes of said State.

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

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 Borough has caused this Bond to be signed by its Mayor by manual or facsimile signature and by its Chief Financial Officer by manual or facsimile signature and its seal to be impressed, affixed or reproduced hereon, and said seal to be attested by its Borough Clerk by manual or facsimile signature, and this Bond to be dated December 4, 2014.

Mr. Wolkowitz moved adoption of Resolution R 316-2014, as listed. Mr. Landrigan seconded the motion. There was no further Council discussion and the motion passed with the following roll call vote recorded:

Yeas: Mr. Catalanello, Mr. Landrigan, Mrs. Vitale,  
Ms. Baillie, Mr. Wolkowitz, Mr. Rowe  
Nays: None

**ADJOURN**

There being no further business to come before the Council, the meeting was adjourned at 7:56 p.m.

Respectfully submitted,

Elizabeth Osborne  
Borough Clerk  
Approved December 8, 2014 (EO)