

**TOWN OF WESTFIELD  
WESTFIELD, NEW JERSEY**

**SPECIAL ORDINANCE NO. 2023-01**

**BOND ORDINANCE PROVIDING FOR AID TO THE LORD  
& TAYLOR / TRAIN STATION REDEVELOPMENT  
PROJECT LOCATED IN THE LORD & TAYLOR / TRAIN  
STATION REDEVELOPMENT AREA IN AND BY THE  
TOWN OF WESTFIELD, IN THE COUNTY OF UNION,  
NEW JERSEY, APPROPRIATING \$57,000,000 THEREFOR  
AND AUTHORIZING THE ISSUANCE OF \$57,000,000  
BONDS OR NOTES OF THE TOWN TO FINANCE THE  
COST THEREOF.**

**WHEREAS**, the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1 et seq., as amended and supplemented (the “**Redevelopment Law**”), provides a process for municipalities to participate in the redevelopment and improvement of areas designated by the municipality as being in need of redevelopment; and

**WHEREAS**, the Town Council of the Town (the “**Town Council**”), is responsible for implementing redevelopment plans and carrying out redevelopment projects pursuant to the Redevelopment Law; and

**WHEREAS**, on March 10, 2020, the Town Council adopted Resolution No. 77-2020 directing the Town Planning Board (the “**Planning Board**”) to undertake a preliminary investigation in order to make recommendations as to whether certain parcels of property, including Block 2405, Lot 15, Block 2505, Lot 12.01, Block 3001, Lot 5, Block 3101, Lot 5, Block 3103, Lot 7, Block 3107, Lot 2, and Block 3116, Lot 11, as shown on the official tax maps of the Town (the “**Original Study Parcels**”), may be designated as a “non-condemnation area in need of redevelopment” pursuant to the Redevelopment Law; and

**WHEREAS**, on March 10, 2020, the Town Council adopted Resolution No. 78-2020 directing the Planning Board to undertake a preliminary investigation in order to make recommendations as to whether certain parcels of property, including Block 2502, Lot 14, Block 2506, Lot 1 and Block 2508, Lot 11, as shown on the official tax maps of the Town (the “**Additional Study Parcels**” and, together with the Original Study Parcels, the “**Study Area**”), may be designated as a “non-condemnation area in need of redevelopment” pursuant to the Redevelopment Law; and

**WHEREAS**, the Planning Board commissioned preliminary investigation studies by the Town’s redevelopment planning firm, Topology NJ, LLC (the “**Planner**”), to determine whether the Study Area may be designated as a non-condemnation area in need of redevelopment pursuant to the Redevelopment Law; and

**WHEREAS**, the Planner prepared a report entitled “*Preliminary Investigation, Downtown Parking Lots, Westfield, NJ*,” dated May 14, 2020, which concluded that the Original Study Parcels met the statutory criteria in the Redevelopment Law for designation as a non-condemnation area in need of redevelopment; and

**WHEREAS**, on June 1, 2020, the Planning Board held a public hearing on the preliminary investigation of the Original Study Parcels, accepted the conclusions of the Planner and recommended to the Town Council that the Original Study Parcels be designated as a non-condemnation area in need of redevelopment pursuant to the Redevelopment Law; and

**WHEREAS**, on June 30, 2020, following the preliminary investigation conducted by the Planning Board, including the public hearing, the Town Council adopted Resolution No. 145-2020 designating the Original Study Parcels as a non-condemnation area in need of redevelopment in accordance with the Redevelopment Law (the “**Original Redevelopment Area**”); and

**WHEREAS**, the Planner prepared a report entitled “*Redevelopment Investigation for Lord & Taylor Sites, Westfield, New Jersey*”, dated July 1, 2020, which concluded that the Additional

Study Parcels met the statutory criteria in the Redevelopment Law for designation as a "non-condemnation area in need of redevelopment" pursuant to the Redevelopment Law; and

**WHEREAS**, on July 20, 2020, the Planning Board held a public hearing on the preliminary investigation of the Additional Study Parcels, accepted the conclusions of the Planner and recommended to the Town Council that the Additional Study Parcels be designated as a "non-condemnation area in need of redevelopment" pursuant to the Redevelopment Law; and

**WHEREAS**, on August 11, 2020, following the preliminary investigation conducted by the Planning Board, including the public hearing, the Town Council adopted Resolution No. 180-2020 designating the Additional Study Parcels as a non-condemnation area in need of redevelopment in accordance with the Redevelopment Law (the "**Additional Redevelopment Area**") and, together with the Original Redevelopment Area, the "**Redevelopment Area**"); and

**WHEREAS**, the Town's Planner, Donald B. Sammet, PP/AICP (the "**Town Planner**"), prepared a redevelopment plan for the Redevelopment Area entitled, "*Downtown Westfield Scattered Site Redevelopment Plan*," dated October 5, 2020 (the "**Initial Redevelopment Plan**"); and

**WHEREAS**, on October 27, 2020, the Town Council introduced, and on November 10, 2020, the Town Council adopted, Ordinance No. 2198 adopting the Initial Redevelopment Plan; and

**WHEREAS**, LT Westfield LLC, an affiliate of SW Westfield LLC (the "**Redeveloper**"), is the fee simple owner of the Additional Study Parcels and the following affiliates of the Redeveloper each have the right pursuant to the hereinafter defined Redevelopment Agreement to develop, and will be the fee simple owner of, each respective Additional Study Parcel: SWD Westfield I Urban Renewal LLC - a portion of Block 2508, Lot 11 (as to be subdivided pursuant to the Redevelopment Agreement), SWD Westfield II Urban Renewal LLC - a portion of Block 2508, Lot 11 (as to be subdivided pursuant to the Redevelopment Agreement) and SWD Westfield III Urban Renewal LLC - a portion of Block 2508, Lot 11 (as to be subdivided pursuant to the Redevelopment Agreement), SWD Westfield IV Urban Renewal LLC - Block 2502, Lot 14, and SWD Westfield V Urban Renewal LLC - Block 2506, Lot 1, on the official tax maps of the Town; and

**WHEREAS**, the following affiliates of the Redeveloper each have the right pursuant to the Redevelopment Agreement to develop, and are each, through a partial assignment and assumption of the Redevelopment Agreement, a contract purchaser of the following parcels: SWD Westfield VI Urban Renewal LLC – a portion of Block 3103, Lot 7 (as to be subdivided pursuant to the Redevelopment Agreement), SWD Westfield VII Urban Renewal LLC – a portion of Block 3101, Lot 5 (as to be subdivided pursuant to the Redevelopment Agreement), and SWD Westfield VIII Urban Renewal LLC – a portion of Block 3101, Lot 5 (as to be subdivided pursuant to the Redevelopment Agreement), on the official tax maps of the Town (collectively, the "**Town Parcels**"); and together with the Additional Study Parcels as subdivided, the "**Project Site**"); and

**WHEREAS**, the Redeveloper approached the Town with an interest in being conditionally designated as the redeveloper of the Project Site; and

**WHEREAS**, on December 8, 2020, the Town Council determined it was in the best interests of the Town to designate Redeveloper as the conditional redeveloper of the Redevelopment Area and adopted Resolution No. 268-2020 approving a Conditional Designation & Interim Costs Agreement (the "**Conditional Agreement**") and authorizing the Town's Mayor (the "**Mayor**") to execute such Conditional Agreement on behalf of the Town; and

**WHEREAS**, the Conditional Agreement was fully executed by the Town and the Redeveloper effective as of December 8, 2020, and pursuant to the Conditional Agreement, the Redeveloper was conditionally designated redeveloper of the Redevelopment Area; and

**WHEREAS**, on April 26, 2022, the Town Council introduced, and on May 10, 2022, the Town Council adopted, General Ordinance No. 2022-14 amending the Initial Redevelopment Plan (the "**Amended Initial Redevelopment Plan**"); and

**WHEREAS**, on January 31, 2023 the Town Council introduced General Ordinance No. 2023-03, authorizing a redevelopment plan for the Project Site, among other properties, which supersedes the Amended Initial Redevelopment Plan with respect to the Project Site (as amended and as may be further amended and supplemented, the “**Redevelopment Plan**”), in order to, among other things, plan for and promote the redevelopment of the Project Site as envisioned by the Parties as set forth in the Redevelopment Agreement; and

**WHEREAS**, on February 6, 2023, the Planning Board reviewed the Redevelopment Plan and subsequently transmitted a report to the Town Council pursuant to N.J.S.A. 40A:12A-7(e); and

**WHEREAS**, on February 14, 2023, the Town Council finally adopted General Ordinance No. 2023-03 adopting the Redevelopment Plan; and

**WHEREAS**, concurrently with the introduction hereof, the Town Council determined it was in the best interests of the Town to designate the Redeveloper as redeveloper of the Project Site and adopted Resolution No. 63-2023, approving a redevelopment agreement, designating the Redeveloper as “redeveloper” of the Project Site and authorizing the Mayor to execute a redevelopment agreement on behalf of the Town (the “**Redevelopment Agreement**”); and

**WHEREAS**, pursuant to the Redevelopment Agreement, the Redeveloper will develop, finance, construct, implement, and cohesively redevelop the Project Site into a mixed-use development with a variety of accessory and ancillary uses, including approximately two hundred five (205) residential rental housing units (consisting of 172 market rate and 33 affordable units), approximately three hundred ten thousand (310,000) gross square feet of office space, approximately twenty five thousand four hundred (25,400) gross square feet of amenity space, approximately twenty seven thousand four hundred ten (27,410) gross square feet of commercial uses (including restaurant(s)), and approximately one thousand one hundred forty four (1,144) private parking spaces to be developed in a phased manner; together with significant public improvements, including but not limited to traffic circulation and mobility improvements, streetscape and roadway improvements, the creation of new public parking and improvement of existing public parking, new public and civic space, among other public improvements as described more fully in the Redevelopment Agreement (collectively, the “**Redevelopment Project**”); and

**WHEREAS**, the Project Site is anticipated to be developed in three (3) geographically distinct zones (each, a “**Zone**” and collectively, the “**Zones**”), all of which are essential to achieving the overall development of the Project Site in a comprehensive manner that accomplishes the goals and objectives of the Redevelopment Plan; and

**WHEREAS**, Block 2508, Lot 11, Block 2502, Lot 14, and Block 2506, Lot 1 on the official tax maps of the Town collectively constitute the West Zone (the “**West Zone**”), upon which, (i) SWD Westfield I Urban Renewal LLC shall construct or cause to be constructed the adaptive reuse of the building previously used as the Lord & Taylor department store into a mixed use building, comprised of approximately one hundred thousand (100,000) gross square feet of office space, approximately twenty five thousand four hundred (25,400) gross square feet of amenity space, approximately thirteen thousand three hundred (13,300) gross square feet of retail/restaurant space, and associated parking and improvements, all to be located on a subdivided portion of current Block 2508, Lot 11 (the “**West Zone L&T Office Project**”), (ii) SWD Westfield II Urban Renewal LLC shall construct or cause to be constructed a new multifamily residential building containing approximately eighty (80) age-restricted residential housing units, and associated parking and improvements, all to be located on a subdivided portion of current Block 2508, Lot 11 (the “**West Zone L&T West Residential Project**”); (iii) SWD Westfield III Urban Renewal LLC shall construct or cause to be constructed a new multifamily residential building containing approximately fifty-eight (58) age-restricted residential housing units, and associated parking and improvements, all to be located on a subdivided portion of current Block 2508, Lot 11 (the “**West Zone L&T East Residential Project**”), (iv) SWD Westfield IV Urban Renewal LLC shall construct or cause to be constructed a new townhome development consisting of approximately sixteen (16) age-restricted residential townhomes, and associated parking and improvements, all to be located on Block 2502, Lot 14 (the “**West Zone North Ave Townhome Project**”); (v) SWD Westfield V Urban Renewal LLC shall construct or cause to be constructed a new townhouse development comprised of approximately sixteen (16) residential townhomes, and associated parking and improvements, all to be located on Block 2506, Lot 1 (the “**West Zone Clark/Ferris**”); and

**Townhome Project,”** and, together with the West Zone L&T Office Project, the West Zone L&T West Residential Project, the West Zone L&T East Residential Project, and the West Zone North Ave Townhome Project, the “**West Zone Project**”); and

**WHEREAS**, Block 3103, Lot 7 on the official tax maps of the Town constitutes the North Zone (the “**North Zone**”), a subdivided portion of which SWD Westfield VI Urban Renewal LLC shall acquire from the Town and upon such subdivided portion SWD Westfield VI Urban Renewal LLC shall construct or cause to be constructed: a new mixed-use building comprised of approximately thirty-five (35) residential dwelling units, approximately two thousand one hundred ten (2,110) gross square feet of retail space and associated improvements (the “**North Zone Project**”); and

**WHEREAS**, Block 3101, Lot 5 on the official tax maps of the Town constitutes the South Zone (the “**South Zone**”), a subdivided portion of which (i) SWD Westfield VII Urban Renewal LLC shall acquire from the Town and upon such subdivided portion SWD Westfield VII Urban Renewal LLC shall construct or cause to be constructed a new mixed use building comprised of approximately ninety thousand (90,000) gross square feet of Class A office space, approximately five thousand three hundred fifty (5,350) gross square feet of retail/restaurant space, and associated parking and improvements (the “**South Zone West Office Project**”); and (ii) SWD Westfield VIII Urban Renewal LLC shall acquire from the Town and upon such subdivided portion SWD Westfield VIII Urban Renewal LLC shall construct or cause to be constructed a new mixed use building comprised of approximately one hundred twenty thousand (120,000) gross square feet of Class A office space, approximately six thousand six hundred fifty (6,650) gross square feet of retail/restaurant space, and associated parking and improvements (the “**South Zone East Office Project**,” and, together with the South Zone West Office Project, the “**South Zone Project**”; the South Zone Project, together with the West Zone Project and the North Zone Project, the “**Zone Projects**”); and

**WHEREAS**, the Town Council has determined that the Zone Projects are of substantial benefit to the Town and will best effectuate the redevelopment and improvement of the Redevelopment Area; will achieve the goals and objectives set forth in the Redevelopment Plan; will help revitalize and/or repurpose vacant or underutilized land; will integrate the areas north and south of the Westfield Train Station; will invigorate the downtown business community; will create approximately one thousand three hundred seventy one (1,371) direct and twenty-six (26) indirect jobs in connection with the operation of the Redevelopment Project to patronize existing businesses, retail and restaurants located north and south of the Westfield Train Station; is projected to produce approximately \$220 million in revenue to the Town over the full term of the long term tax exemption granted, including approximately \$150 million net of debt service due on the hereinafter defined Bonds; will provide traffic mitigation improvements to areas within the Town that experience existing traffic congestion and associated issues; will provide for the design, construction, funding and implementation of approximately \$54 million in substantial public improvements, including an \$8 million contribution made by the Redeveloper to the Town for such public improvements; will eliminate deleterious and obsolete surface parking on certain Town-owned land that does not generate tax revenue to the Town or contribute to the economic vitality of the Town, while providing a market rate purchase price of \$11.1 million to the Town for such land; accomplishes transit oriented development that will improve traffic conditions while increasing train ridership; provides in full for the high cost of structured parking; will improve the quality of life for the community; and will enhance the economic development of the Town. In addition, the Redeveloper has agreed, pursuant to the terms of the Redevelopment Agreement, to deed restrict 15% of the rental units (approximately thirty-three (33) units) of the Redevelopment Project for low-, very-low and moderate-income households in furtherance of the Town's Settlement Agreement with Fair Share Housing Center, dated April 4, 2017. For the non-residential development within the Redevelopment Project, the Redeveloper shall adhere to the applicable requirements of Article 22 of the Town's Code, entitled "Affordable Housing Development Fee and Trust Fund", as may be amended; and

**WHEREAS**, pursuant to and in accordance with the provisions of the Long Term Tax Exemption Law, N.J.S.A. 40A:20-1 et seq. (the “**Exemption Law**”) and the New Jersey Redevelopment Area Bond Financing Law, N.J.S.A. 40A:12A-64 et seq. (the “**RAB Law**”) and, together with the Redevelopment Law and the Exemption Law, the “**Acts**”), the Town is authorized to provide for and accept, in lieu of real property taxes, an annual service charge paid by the Entities (as defined herein) to the Town; and

**WHEREAS**, in order to improve the feasibility of the Redevelopment Project, on February 19, 2023, SWD Westfield I Urban Renewal LLC, SWD Westfield II Urban Renewal LLC, SWD Westfield III Urban Renewal LLC, SWD Westfield IV Urban Renewal LLC, SWD Westfield V Urban Renewal LLC, SWD Westfield VI Urban Renewal LLC, SWD Westfield VII Urban Renewal LLC and SWD Westfield VIII Urban Renewal LLC (each, an “**Entity**” and collectively, the “**Entities**”), jointly submitted an application to the Town for a single, comprehensive long term tax exemption pursuant to the Exemption Law for the Zone Projects (as set forth on file in the office of the Town Clerk, the “**Application**”); and

**WHEREAS**, each Entity proposes to enter into a financial agreement with the Town (each, a “**Financial Agreement**” and collectively, the “**Financial Agreements**”), pursuant to which each Entity agrees to pay an Annual Service Charge (as defined in each Financial Agreement) in lieu of taxes on the applicable Zone Project, copies of which Financial Agreements are on file in the office of the Town Clerk; and

**WHEREAS**, the Entities have represented to the Town that the Redevelopment Project, inclusive of the Zone Projects, would not be feasible in its intended scope but for the provision of financial assistance by the Town; and

**WHEREAS**, on February 24, 2023, the Mayor transmitted the Application to the Town Council together with her recommendation that the Application be approved by the Town Council; and

**WHEREAS**, concurrently with the introduction hereof, the Town Council adopted Resolution 64-2023 approving the Application; and

**WHEREAS**, concurrently with the final adoption hereof, the Town Council adopted Ordinance 2023-07 (the “**Financial Agreement Ordinance**”), approving a single, comprehensive long term tax exemption for each of the Zone Projects and authorizing the execution of financial agreements for each Zone Project with each of the respective Entities, memorializing the terms of a long term tax exemption for each Zone Project; and

**WHEREAS**, pursuant to the RAB Law, specifically N.J.S.A. 40A:12A-68, the Annual Service Charge payable under each Financial Agreement shall, upon the recordation of each Financial Agreement and the ordinance approving same, constitute a municipal lien on each respective Project Site and respective Zone Project in accordance with applicable law; and

**WHEREAS**, the Redevelopment Project includes the construction of certain public improvements in the Redevelopment Area to be owned and maintained by the Town, including without limitation, traffic circulation and mobility improvements, streetscape and roadway improvements, the creation of new public parking and improvement of existing public parking, and new public and civic space, and related costs and expenses, and other public improvements, all as more fully set forth in the Redevelopment Plan, Redevelopment Agreement and/or Public Improvement Financing Agreement (the “**Public Improvements**”), which Public Improvements shall constitute local improvements within the meaning of, and for purposes of N.J.S.A. 40:56-1 et seq. (the “**Local Improvements Law**”) and the RAB Law; and

**WHEREAS**, pursuant to and in accordance with the provisions of the RAB Law, specifically N.J.S.A. 40A:12A-65 and 67(a), the Town may issue redevelopment area bonds or notes in order to finance a portion of the costs of the Redevelopment Project, consisting of the Public Improvements (the “**Bonds**”), in accordance with the terms set forth in a Public Improvement Financing Agreement by and between the Town and the Redeveloper (the “**Public Improvement Financing Agreement**”), including, without limitation, (i) a series of Bonds, the proceeds of which will be used by the Town to finance, among other things, the cost of undertaking the construction of an approximately three hundred fifty two (352) space parking deck on a portion of the North Zone to be owned by the Town, together with associated environmental remediation, parking enhancement management improvements and other Public Improvements (the “**North Parking Garage Bonds**”), (ii) a series of Bonds, the proceeds of which will be used by the Town to finance, among other things, the cost of undertaking the construction of an approximately two hundred eight (208) space parking deck on a portion of the South Zone to be owned by the Town, together with associated environmental remediation, parking enhancement management improvements and other Public Improvements (the “**South Parking Garage Bonds**”) and (iii) a series of Bonds, the proceeds of which will be used by the Town to, among other things, finance

the cost of undertaking the construction of the remaining Public Improvements not funded by the North Parking Garage Bonds, South Parking Garage Bonds, Redeveloper contribution in the amount of \$8 million dedicated to such Public Improvements (the “**Redeveloper Contribution**”), one-half of the proceeds from the sale by the Town of certain North Zone and South Zone property (the “**Land Sale Proceeds**”) or other available sources; and

**WHEREAS**, the Town will utilize a portion of the Annual Service Charges paid to it by each of the Entities, pursuant to the Financial Agreements, to provide for the payment of the principal of and interest due on the Bonds; and

**WHEREAS**, pursuant to N.J.S.A. 40A:12A-66(c) of the RAB Law and other applicable law, the Town may impose a special assessment against the applicable portion(s) of the Project Site and any improvements related thereto, which special assessment (each individually, a “**Special Assessment**” and collectively, the “**Special Assessments**”) shall be due and payable by the applicable Entities if, among other things, the Town share of the applicable Entities Annual Service Charges (as defined in the Financial Agreement) and the Town share of the applicable Entities Land Taxes payable under the applicable Entities Financial Agreement, in the aggregate, are insufficient to pay, among other things, the sum of principal of and interest due on the applicable series of Bonds, all in accordance with the terms of each Special Assessment Agreement; and

**WHEREAS**, on March 14, 2023, the Town Council adopted Ordinance 2023-08 (the “**Special Assessment Agreement Ordinance**”), authorizing the execution of special assessment agreements with each of the Entities in the respective forms set forth on file in the office of the Town Clerk (each a “**Special Assessment Agreement**” and collectively, the “**Special Assessment Agreements**”), and authorizing the imposition of the Special Assessments against the applicable portion(s) of the Project Site and any improvements related thereto, in accordance with the terms of such Special Assessment Agreements; and

**WHEREAS**, Section 37 of the Redevelopment Law provides that the Town may incur indebtedness, borrow, appropriate and expend money and issue its negotiable bonds or other obligations for the purpose of aiding any redevelopment entity with respect to any redevelopment project which is located within its jurisdiction, including, those instances where, as here, the governing body of a municipality directly exercises the powers of the redevelopment entity under the Redevelopment Law; and

**WHEREAS**, the Town desires to exercise such authority to authorize the Bonds to provide for the Public Improvements in furtherance of the Redevelopment Plan.

**NOW, THEREFORE, BE IT ORDAINED** by the Town Council of the Town of Westfield, in the County of Union, State of New Jersey (not less than two-thirds of all members thereof affirmatively concurring), as follows:

**Section 1.** The recitals to this bond ordinance are hereby incorporated as if set forth in full herein.

**Section 2.** The improvements described in Section 4 of this bond ordinance are hereby authorized to be undertaken by the Town as general improvements. For the improvements or purposes described in Section 4, there is hereby appropriated the sum of \$57,000,000. No down payment is required pursuant to N.J.S.A. 40A:12A-37(c) as this bond ordinance authorizes obligations for the purpose of aiding the redevelopment entity with respect to the Redevelopment Project within the Town.

**Section 3.** In order to finance the cost of the improvements or purposes, negotiable bonds are hereby authorized to be issued in the principal amount of \$57,000,000 pursuant to the Redevelopment Law. In anticipation of the issuance of the bonds, negotiable bond anticipation notes are hereby authorized to be issued pursuant to and within the limitations prescribed by the Redevelopment Law.

**Section 4.** (a) The improvements hereby authorized and the purposes for which the bonds are to be issued is the planning, design, and construction of the Public Improvements in connection with the Redevelopment Project, including, but not limited to, structured parking decks in the North Zone and South Zone, a North Zone Town square, a South Zone Town green,

environmental remediation in the North Zone and South Zone, traffic circulation and mobility improvements in all Zones, streetscape and roadway improvements in all Zones, Quimby Street improvements, Westfield Train Station underpass upgrades, a covered pedestrian walkway at the Westfield Train Station and other public improvements, all as more fully set forth in the Redevelopment Plan, Redevelopment Agreement and/or Public Improvement Financing Agreement, including all work and materials necessary therefor and incidental thereto.

(b) The estimated maximum amount of bonds or bond anticipation notes to be issued for the improvement or purpose is as stated in Section 3 hereof.

(c) The estimated cost of the improvement or purpose is not more than the amount of the appropriation herein made therefor, together with the Redeveloper Contribution and Land Sale Proceeds.

**Section 5.** All bond anticipation notes issued hereunder shall mature at such times as may be determined by the Town's chief financial officer; provided that no bond anticipation note shall mature later than one year from its date. The bond anticipation notes shall bear interest at such rate or rates and be in such form as may be determined by the chief financial officer. The chief financial officer shall determine all matters in connection with bond anticipation notes issued pursuant to this bond ordinance, and the chief financial officer's signature upon the bond anticipation notes shall be conclusive evidence as to all such determinations. All bond anticipation notes issued hereunder may be renewed from time to time subject to the provisions of the Redevelopment Law. The chief financial officer is hereby authorized to sell part or all of the bond anticipation notes from time to time at public or private sale and to deliver them to the purchasers thereof upon receipt of payment of the purchase price plus accrued interest from their dates to the date of delivery thereof. The chief financial officer is directed to report in writing to the governing body at the meeting next succeeding the date when any sale or delivery of the bond anticipation notes pursuant to this bond ordinance is made. Such report must include the amount, the description, the interest rate and the maturity schedule of the bond anticipation notes sold, the price obtained and the name of the purchaser.

**Section 6.** The Town hereby certifies that it has adopted a capital budget or a temporary capital budget, as applicable. The capital or temporary capital budget of the Town is hereby amended to conform with the provisions of this bond ordinance to the extent of any inconsistency herewith. To the extent that the purposes authorized herein are inconsistent with the adopted capital or temporary capital budget, a revised capital or temporary capital budget has been filed with the Division of Local Government Services.

**Section 7.** The following additional matters are hereby determined, declared, recited and stated:

(a) The purposes described in Section 4 of this bond ordinance are not current expenses. They are improvements or purposes that the Town may lawfully undertake as general improvements described in the Redevelopment Plan, and no part of the cost thereof has been or shall be specially assessed on property specially benefitted thereby.

(b) Pursuant to N.J.S.A. 40A:12A-37(c), the obligations authorized herein shall mature in annual installments ending not more than thirty years from the date of issuance.

(c) The Supplemental Debt Statement required by the Local Bond Law has been duly prepared and filed in the office of the Clerk, and a complete executed duplicate thereof has been filed in the office of the Director of the Division of Local Government Services in the Department of Community Affairs of the State of New Jersey. Such statement shows that the gross debt of the Town as defined in the Local Bond Law is increased by the authorization of the bonds and bond anticipation notes provided in this bond ordinance by \$57,000,000, and the obligations authorized herein will be within all debt limitations prescribed by said Local Bond Law.

(d) An amount not exceeding \$15,000,000 for items of expense listed in and permitted under N.J.S.A. 40A:2-20 is included in the estimated cost indicated herein for the purposes or improvements.

**Section 8.** Any grant moneys received for the purposes described in Section 4 hereof shall be applied either to payment or reimbursement of the cost of the improvements or to payment

of the obligations issued pursuant to this bond ordinance, as more fully set forth in the Public Improvement Financing Agreement. The amount of obligations authorized but not issued hereunder shall be reduced to the extent that such funds are so used.

**Section 9.** The Town hereby declares the intent of the Town to issue the bonds or bond anticipation notes in the amount authorized in Section 3 of this bond ordinance and to use proceeds to pay or reimburse expenditures for the costs of the purposes described in Section 4 of this bond ordinance. This Section 9 is a declaration of intent within the meaning and for purposes of §1.150-2 of the Treasury Regulations or any successor provisions of federal income tax law.

**Section 10.** The chief financial officer of the Town is hereby authorized to prepare and to update from time to time as necessary a financial disclosure document to be distributed in connection with the sale of obligations of the Town and to execute such disclosure document on behalf of the Town. The chief financial officer is further authorized to enter into the appropriate undertaking to provide secondary market disclosure on behalf of the Town pursuant to Rule 15c2-12 of the Securities and Exchange Commission (the “**Rule**”) for the benefit of holders and beneficial owners of obligations of the Town and to amend such undertaking from time to time in connection with any change in law, or interpretation thereof, provided such undertaking is and continues to be, in the opinion of a nationally recognized bond counsel, consistent with the requirements of the Rule. In the event that the Town fails to comply with its undertaking, the Town shall not be liable for any monetary damages, and the remedy shall be limited to specific performance of the undertaking.

**Section 11.** The full faith and credit of the Town are hereby pledged to the punctual payment of the principal of and the interest on the obligations authorized by this bond ordinance. The obligations shall be direct, unlimited obligations of the Town, and the Town shall be obligated to levy *ad valorem* taxes upon all the taxable property within the Town for the payment of the obligations and the interest thereon without limitation of rate or amount.

**Section 12.** This bond ordinance shall take effect 20 days after the first publication thereof after final adoption.