

STATE OF NEW JERSEY)
 : ss.:
COUNTY OF BERGEN)

I, LAURA P. BORCHERS, Borough Clerk of the Borough of Ho-Ho-Kus, in the County of Bergen, in the State of New Jersey, DO HEREBY CERTIFY that I have compared the foregoing copy of a resolution with the resolution adopted by the Borough Council of the Borough of Ho-Ho-Kus, in the County of Bergen, at a meeting thereof held on the ____ day of _____, 2014, and said copy is a true copy of said resolution and of the whole thereof, and that at the time said meeting was held, said governing body was composed of _____ members, of whom _____ attended said meeting and _____ of said members voted for the resolution and _____ of said members voted against the resolution.

IN WITNESS WHEREOF, I have hereunto set my hand and have affixed the corporate seal of said Borough, this ____ day of _____, 2014.

[SEAL]

Borough Clerk
Borough of Ho-Ho-Kus
County of Bergen
State of New Jersey

* * * * *

Member _____ introduced and moved the adoption of the following resolution and Member _____ seconded the motion:

RESOLUTION OF THE BOROUGH COUNCIL OF THE BOROUGH OF HO-HO-KUS, IN THE COUNTY OF BERGEN, NEW JERSEY, COVENANTING TO COMPLY WITH THE PROVISIONS OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED, APPLICABLE TO THE EXCLUSION FROM GROSS INCOME FOR FEDERAL INCOME TAX PURPOSES OF INTEREST ON OBLIGATIONS ISSUED BY THE BOROUGH OF HO-HO-KUS AND AUTHORIZING THE MAYOR, BOROUGH CLERK, CHIEF FINANCIAL OFFICER AND OTHER BOROUGH OFFICIALS TO TAKE SUCH ACTION AS THEY MAY DEEM NECESSARY OR ADVISABLE TO EFFECT SUCH COMPLIANCE AND DESIGNATING \$1,943,850 OF NOTES, CONSISTING OF \$1,682,000 GENERAL BOND ANTICIPATION NOTES AND \$261,850 WATER UTILITY BOND ANTICIPATION NOTES, BOTH ISSUES DATED APRIL 3, 2014 AND PAYABLE APRIL 2, 2015 AS "QUALIFIED TAX-EXEMPT OBLIGATIONS" PURSUANT TO SECTION 265(b)(3) OF THE INTERNAL REVENUE CODE OF 1986, AS AMENDED.

WHEREAS, the Borough of Ho-Ho-Kus, in the County of Bergen, New Jersey (the "Borough") from time to time issues bonds, notes and other obligations, the interest on which is excluded from gross income for Federal income tax purposes, and desires to take such action as may be necessary or advisable to establish and maintain such exclusion; and

WHEREAS, the Internal Revenue Code of 1986, as amended (the "Code"), contains provisions with respect to the exclusion from gross income for Federal income tax purposes of interest on

obligations, including provisions, among others, which require issuers of tax-exempt obligations, such as the Borough to account for and rebate certain arbitrage earnings to the United States Treasury and to take other action to establish and maintain such Federal tax exclusion; and

WHEREAS, the Borough intends to issue \$1,943,850 of notes, consisting of \$1,682,000 General Bond Anticipation Notes and \$261,850 Water Utility Bond Anticipation Notes, both issues dated April 3, 2014 and payable April 2, 2015 (collectively, the "Notes"); and

WHEREAS, the Borough desires to designate the Notes as "qualified tax-exempt obligations" pursuant to Section 265(b)(3) of the Code;

NOW, THEREFORE, BE IT RESOLVED by the Borough Council of the Borough of Ho-Ho-Kus, in the County of Bergen, New Jersey, as follows:

SECTION 1. The Borough Council hereby covenants on behalf of the Borough, to the extent permitted by the Constitution and the laws of the State of New Jersey, to do and perform all acts and things permitted by law and necessary to assure that interest paid on bonds, notes or other obligations of the Borough (including the Notes) be and remain excluded from gross income of the owners thereof for Federal income tax purposes pursuant to Section 103 of the Code.

SECTION 2. The Mayor, Borough Clerk, Chief Financial Officer and the other officials of the Borough are hereby authorized and directed to take such action, make such representations and give such assurances as they may deem necessary or advisable to effect compliance with the Code.

SECTION 3. The Notes are hereby designated as "qualified tax-exempt obligations" for the purpose of Section 265(b)(3) of the Code.

SECTION 4. It is hereby determined and stated that (1) the Notes are not "private activity bonds" as defined in the Code and (2) the Borough and its subordinate entities, if any, do not reasonably anticipate issuing in excess of \$10 million of new money tax-exempt obligations (other than private activity bonds) during the calendar year 2014.

SECTION 5. It is further determined and stated that the Borough has not, as of the date hereof, issued any tax-exempt obligations (other than the Notes) during the calendar year 2014.

SECTION 6. The Borough will, to the best of its ability, attempt to comply with respect to the limitations on issuance of tax-exempt obligations pursuant to Section 265(b)(3) of the Code; however, said Borough does not covenant to do so, and hereby expressly states that a covenant is not made hereby.

SECTION 7. The issuing officers of the Borough are hereby authorized to deliver a certified copy of this resolution to the original purchaser of the Notes and to further provide such original

purchaser with a certificate of obligations issued during the calendar year 2014 dated as of the date of delivery of the Notes.

SECTION 8. This resolution shall take effect immediately upon its adoption.

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

Ayes:

Nays:

[SEAL]

ATTEST: _____
Borough Clerk