NEW ISSUE – BOOK-ENTRY-ONLY **RATING: See "RATING" herein**

In the opinion of Capehart and Scatchard, P.A., Bond Counsel to the Commission, based on certifications of the Commission (as hereinafter defined) and assuming continuing compliance with its covenants pertaining to provisions of the Internal Revenue Code of 1986, as amended (the "Code"), and subject to certain provisions of the Code which are described herein, under laws, regulations, rulings and judicial decisions existing on the date of the original delivery of the Series 2018 Bonds (as hereinafter defined), interest on the Series 2018 Bonds is excludable from gross income of the owners thereof for federal income tax purposes and will not be treated as an item of tax preference for purposes of calculating the alternative minimum tax imposed on individuals and corporations. For certain corporate Holders, interest on the Series 2018 Bonds may indirectly be subject to federal alternate minimum tax for tax years beginning before January 1, 2018. In the opinion of Bond Counsel, interest on the Series 2018 Bonds and gain from the sale thereof are excludable from gross income under the New Jersey Gross Income Tax Act. See "TAX MATTERS" herein for a full discussion.

BURLINGTON COUNTY BRIDGE COMMISSION
(Burlington County, New Jersey)
$27,260,000*
County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018

Dated: Date of Delivery **Due: August 1, as shown on the inside front cover**

The $27,260,000* County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018 (the "Series 2018 Bonds") will be issued by the Burlington County Bridge Commission (the "Commission") as fully registered bonds and, when issued, will be registered in the name of Cede & Co. ("Cede"), as nominee for The Depository Trust Company, New York, New York ("DTC"), an automated depository for securities and clearing house transactions, which will act as securities depository for the Series 2018 Bonds. Individual purchases will be made in book-entry form (without certificates) in the principal amount of $5,000 or any integral multiple thereof.

The Series 2018 Bonds will be dated the date of delivery and will bear interest from that date, payable semi-annually on February 1 and August 1 in each year, commencing February 1, 2019, until the Commission's obligations with respect to the payment of the Series 2018 Bonds is discharged. The principal or redemption price of the Series 2018 Bonds will be payable upon presentation or surrender thereof at the principal corporate trust office of TD Bank, National Association, Cherry Hill, New Jersey, as Trustee and Paying Agent (the "Trustee" and "Paying Agent") for the Series 2018 Bonds. Interest on the Series 2018 Bonds is payable by check or draft of the Trustee mailed to the registered owner of the Series 2018 Bonds, as described herein. Provided DTC or its nominee, Cede, is the registered owner of the Series 2018 Bonds, payments of the principal or redemption price of and interest on the Series 2018 Bonds will be made directly to DTC or its nominee, which is obligated to remit such principal or redemption price and interest to Direct Participants (as defined herein). Direct Participants and Indirect Participants (as defined herein) will be responsible for remitting such payments to the Beneficial Owners of the Series 2018 Bonds. See "DESCRIPTION OF THE SERIES 2018 BONDS – The DTC Book-Entry-Only System" herein.

The Series 2018 Bonds are subject to redemption prior to maturity as more particularly described under the caption "DESCRIPTION OF THE SERIES 2018 BONDS – Redemption Prior to Maturity" herein.

The Series 2018 Bonds are being issued pursuant to: (i) the resolution of the Commission entitled "Resolution of the Burlington County Bridge Commission Authorizing the Issuance of County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018" adopted on July 30, 2018 (as the same may be amended or supplemented from time to time, the "Bond Resolution"); (ii) a certificate of the Executive Director of the Commission, to be dated the date of the Official Statement, exercising powers delegated by the Bond Resolution (the "Series Certificate" and, together with the Bond Resolution, the "Resolution"); and (iii) the Self-Liquidating Bridges Act (*N.J.S.A.* 27:19-26 *et seq.*), as amended and supplemented (the "Act").

The proceeds of the Series 2018 Bonds will be used to make new loans (each, a "Capital Loan" and collectively, the "Capital Loans") to the City of Bordentown, the Township of Medford, the Borough of Riverton and the Township of North Hanover (collectively, the "Capital Loan Borrowers" or the "Borrowers" and, individually, a "Borrower"), all in the County of Burlington (the "County"), to finance and/or refinance, through the payment at maturity of certain outstanding bond anticipation notes and existing capital bond ordinances.

The Series 2018 Bonds will be payable from and are secured by payments made pursuant to general obligation bonds of each of the Borrowers (each a "Borrower Bond" and collectively, the "Borrower Bonds"). The Borrower Bonds will be sold to the Commission pursuant to separate Bond Purchase Agreements entered into between the Commission and each of the Borrowers. The Borrower Bonds shall be direct and general obligations of each of the Borrowers. Each respective Borrower Bond is a valid and legally binding obligation of the applicable Borrower, and, unless paid from other sources, is payable from *ad valorem* taxes levied upon all the taxable real property within the jurisdiction of such Borrower, without limitation as to rate or amount. See "SECURITY FOR THE SERIES 2018 BONDS – Loans and General Obligations of the Borrowers; Opinion of Counsel" herein.

The Series 2018 Bonds are further secured by the unconditional guaranty of the County (the "County Guaranty") to pay, when due, the principal of and interest on the Series 2018 Bonds. The County has the power and the obligation to cause the levy of *ad valorem* taxes upon all taxable real property within the jurisdiction of the County, without limitation as to rate or amount for the payment of its obligations under the County Guaranty.

THE SERIES 2018 BONDS SHALL NOT BE IN ANY WAY A DEBT OR LIABILITY OF THE STATE OR OF ANY POLITICAL SUBDIVISION THEREOF (EXCEPT TO THE EXTENT ANY BORROWER IS OBLIGATED TO MAKE PAYMENTS PURSUANT TO ITS RESPECTIVE BORROWER BOND), OTHER THAN THE COMMISSION AND, AS APPLICABLE, UNDER AND LIMITED BY THE COUNTY GUARANTY, THE COUNTY, AND SHALL NOT CREATE OR CONSTITUTE ANY INDEBTEDNESS, LIABILITY OR OBLIGATION OF THE STATE OR OF ANY POLITICAL SUBDIVISION THEREOF (EXCEPT TO THE EXTENT ANY BORROWER IS OBLIGATED TO MAKE PAYMENTS PURSUANT TO ITS RESPECTIVE BORROWER BOND), OTHER THAN THE COMMISSION AND, AS APPLICABLE, UNDER AND LIMITED BY THE COUNTY GUARANTY, THE COUNTY.

This cover page contains certain information for quick reference only and is not a summary of the issue. Investors must read the entire Official Statement, including all Appendices, to obtain information essential to the making of an informed investment decision.

The Series 2018 Bonds are offered when, as and if issued and delivered to the Underwriter subject to prior sale, withdrawal or modification of the offer without any notice, and to the unqualified approval of legality by Capehart Scatchard, P.A., Trenton, New Jersey, Bond Counsel to the Commission. Certain legal matters will be passed upon for the Underwriter by its counsel, Archer & Greiner P.C.; Red Bank, New Jersey, for the Commission by its Solicitor, Anthony T. Drollas Jr., Esquire, Capehart Scatchard, P.A., Trenton, New Jersey; and for the County by Parker McCay P.A., Mount Laurel, New Jersey, County Bond Counsel, and by Kendall J. Collins, Esquire, Mount Holly, New Jersey, County Solicitor. It is expected that the Series 2018 Bonds will be available for delivery to DTC in New York, New York on or about September 6, 2018.

RAYMOND JAMES

*Preliminary, subject to change

BURLINGTON COUNTY BRIDGE COMMISSION
(Burlington County, New Jersey)

$27,260,000*
County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018

MATURITY SCHEDULE

Year (August 1)	Series 2018 Principal*	Interest Rate	Yield	CUSIP**
2019	$1,520,000			
2020	1,470,000			
2021	1,515,000			
2022	1,580,000			
2023	1,640,000			
2024	1,700,000			
2025	1,780,000			
2026	1,865,000			
2027	1,960,000			
2028	2,055,000			
2029	1,710,000			
2030	1,795,000			
2031	1,665,000			
2032	1,745,000			
2033	1,830,000			
2034	455,000			
2035	475,000			
2036	500,000			

*Preliminary, subject to change

**CUSIP is a registered trademark of the American Bankers Association. CUSIP Global Services is managed on behalf of the American Bankers Association by S&P Global Market Intelligence. CUSIP data is included solely for the managed convenience of the registered owners of the applicable Series 2018 Bonds. Neither the Commission or the Underwriter, is responsible for the selection of the CUSIP data, and no representation is made as to the correctness of the CUSIP data on the applicable Series 2018 Bonds or as included herein. The CUSIP number for a specific maturity of the Series 2018 Bonds is subject to being changed after the issuance of the Series 2018 Bonds as a result of various subsequent actions including, but not limited to, a refunding in whole or in part or as a result of the procurement of secondary market portfolio insurance or other similar enhancement by investors that is applicable to all or a portion of certain maturities of the Series 2018 Bonds.

BURLINGTON COUNTY BRIDGE COMMISSION
1300 Route 73 North
Palmyra, New Jersey 08065

COMMISSIONERS

John B. Comegno, II, Chairman
James D. Fattorini, Vice Chairman
Troy E. Singleton, Commissioner

EXECUTIVE DIRECTOR

John D. Jeffers

SOLICITOR

Anthony T. Drollas, Jr., Esquire
Capehart Scatchard, P.A.
Trenton, New Jersey

BOND COUNSEL

Capehart Scatchard, P.A.
Trenton, New Jersey

INDEPENDENT AUDITOR

Bowman & Company LLP
Voorhees, New Jersey

MUNICIPAL ADVISOR

Acacia Financial Group, Inc.
Mount Laurel, New Jersey

COUNTY OF BURLINGTON, NEW JERSEY
49 Rancocas Road
Mount Holly, New Jersey 08060-6000

BOARD OF CHOSEN FREEHOLDERS

Kate Gibbs, Freeholder Director
Linda Hughes, Deputy Freeholder Director
Tom Pullion, Freeholder
Balvir Singh, Freeholder
Latham Tiver, Freeholder

COUNTY OFFICIALS

Gina Wheatley, Board Clerk
Eve Cullinan, County Administrator
Edward J. Troy, Treasurer
Marc Krassan, Chief Financial Officer
Kendall J. Collins, Esquire, County Solicitor

COUNTY BOND COUNSEL

Parker McCay P.A.
Mount Laurel, New Jersey

INDEPENDENT AUDITOR

Bowman & Company LLP
Voorhees, New Jersey

The information which is set forth herein has been provided by the Burlington County Bridge Commission (the "Commission"), The Depository Trust Company, New York, New York ("DTC") and by other sources which are believed to be reliable by the Commission, but the information provided by such sources is not guaranteed as to accuracy or completeness by the Commission. Certain general and financial information concerning the County of Burlington, New Jersey (the "County") is contained in Appendices A and B to this Official Statement. Such information has been furnished by the County. Certain financial, economic and demographic information concerning the City of Bordentown, the Township of Medford, the Borough of Riverton and the Township of North Hanover, each in the County (each an "Obligated Borrower" and together, the "Obligated Borrowers"), is contained in Appendix C to this Official Statement. Such information has been furnished by each Obligated Borrower. The Commission has not confirmed the accuracy or completeness of information relating to the Obligated Borrowers and disclaims any responsibility for the accuracy or completeness thereof. Where the Constitution or statutes of the State of New Jersey are referred to, reference should be made to such Constitution or statutes for a complete statement of the matters referred to. This Official Statement is submitted in connection with the sale of the Series 2018 Bonds referred to herein and may not be reproduced or used, in whole or in part, for any other purpose.

No dealer, broker, salesman or any other person has been authorized by the Commission, the County, the other Obligated Borrowers, or the Underwriter to give any information or to make any representations other than those contained in this Official Statement in connection with the offering of the Series 2018 Bonds; and if given or made, such other information or representations must not be relied upon as having been authorized by any of the foregoing. This Official Statement does not constitute an offer to sell or a solicitation of an offer to buy, nor shall there be any sale of the Series 2018 Bonds by any person, in any jurisdiction in which it is unlawful for such person to make such offer, solicitation or sale. The information and expressions of opinion herein are subject to change without notice, and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Commission or the County or the other Obligated Borrowers since the date hereof or the date as of which particular information is given, if earlier.

Upon issuance, the Series 2018 Bonds will not be registered under the Securities Act of 1933, as amended, will not be listed on any stock or other securities exchange and neither the Securities Exchange Commission, nor any other federal, state, municipal or other governmental entity, other than the Commission (subject to the limitations set forth above), will have passed upon the accuracy or adequacy of this Official Statement.

This Official Statement includes the cover page and the Appendices attached hereto. The Underwriter has been authorized by the Commission to imprint the offering prices and yields and the name of the Series 2018 Bonds on the cover page and the inside front cover page, together with the interest rates per annum for the various maturities of the Series 2018 Bonds.

IN CONNECTION WITH THIS OFFERING, THE UNDERWRITER MAY OVER-ALLOT OR EFFECT TRANSACTIONS WHICH STABILIZE OR MAINTAIN THE MARKET PRICE OF THE SERIES 2018 BONDS AT A LEVEL ABOVE THAT WHICH MIGHT OTHERWISE PREVAIL IN THE OPEN MARKET. SUCH STABILIZING, IF COMMENCED, MAY BE DISCONTINUED AT ANY TIME.

The Underwriter has provided the following sentence for inclusion in this Official Statement. The Underwriter has reviewed the information in this Official Statement in accordance with, and as part of, their responsibilities to investors under the federal securities laws as applied to the facts and circumstances of this transaction, but the Underwriter does not guarantee the accuracy or completeness of such information.

The order and placement of materials in this Official Statement, including the Appendices, are not to be deemed to be a determination of relevance, materiality or importance, and this Official Statement, including the Appendices, must be considered in its entirety.

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OFFICIAL STATEMENT
OF
BURLINGTON COUNTY BRIDGE COMMISSION
(Burlington County, New Jersey)

$27,260,000*
County-Guaranteed Pooled Loan Revenue Bonds
(Governmental Loan Program), Series 2018

INTRODUCTION

This Official Statement, including the cover page, footnotes, Appendices and material included herein by reference, is provided to furnish certain information in connection with the issuance and sale of $27,260,000* County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018 (the "Series 2018 Bonds") of the Burlington County Bridge Commission (the "Commission"), a public body corporate and politic existing under and by virtue of the laws of the State of New Jersey (the "State"), and, in particular, the Self-Liquidating Bridges Act (*N.J.S.A.* 27:19-26 *et seq.*), as amended and supplemented (the "Act"). This Official Statement should be read in its entirety.

The Series 2018 Bonds are being issued pursuant to: (i) the resolution of the Commission entitled "Resolution of the Burlington County Bridge Commission Authorizing the Issuance of County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018" adopted on July 30, 2018 (as the same may be amended or supplemented from time to time, the "Bond Resolution"); (ii) a certificate of the Executive Director of the Commission, dated the date of this Official Statement, exercising powers delegated by the Bond Resolution (the "Series Certificate" and, together with the Bond Resolution, the "Resolution"); and (iii) the Act.

The proceeds of the Series 2018 Bonds will be used to make new loans (each, a "Capital Loan" and collectively, the "Capital Loans") to the City of Bordentown, the Township of Medford, the Borough of Riverton and the Township of North Hanover (collectively, the "Capital Loan Borrowers" or the "Borrowers" and, individually, a "Borrower"), all in the County of Burlington (the "County"), to finance and/or refinance, through the payment at maturity of certain outstanding bond anticipation notes and existing capital bond ordinances.

The Series 2018 Bonds are direct and special obligations of the Commission. The Series 2018 Bonds are payable from the Revenues (as hereinafter defined) and are secured by a lien on the Pledged Property (as hereinafter defined). "Revenues" shall include: (i) all Loan Repayments received by the Commission pursuant to the Borrower Bonds (as hereinafter defined), (ii) any other amounts received from any other source by the Commission and pledged by the Commission as security for the payment of the Series 2018 Bonds, and (iii) interest or other investment earnings received or to be received on any moneys or securities held pursuant to the Bond Resolution and paid or required to be paid into the Revenue Fund. "Pledged Property" shall include the Borrower Bonds and the Revenues and Funds (other than the Rebate Fund), including Investment Securities

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* Preliminary, subject to change.

held in any such Fund under the Bond Resolution, together with all proceeds and revenues of the foregoing and all of the Commission's right, title and interest in and to the foregoing, and all other moneys, securities or funds pledged for the payment of the principal or redemption price of and interest on the Series 2018 Bonds.

The obligation of each Borrower under its Borrower Bond is a direct and general obligation, payable, unless paid from some other source, from the levy of *ad valorem* taxes upon all taxable real property within the jurisdiction of said Borrower, without limitation as to rate or amount.

The Series 2018 Bonds are further secured by the unconditional guaranty of the County (the "County Guaranty") to pay, when due, the principal of and interest on the Series 2018 Bonds. The County has the power and the obligation to cause the levy of *ad valorem* taxes upon all taxable real property within the jurisdiction of the County, without limitation as to rate or amount for the payment of its obligations under the County Guaranty.

Copies of the Bond Resolution, the Borrower Bonds, the County Guaranty and the Guaranty Agreement (as hereinafter defined) are on file in the offices of the Commission in Palmyra, New Jersey and at the principal corporate trust office of TD Bank, National Association, Cherry Hill, New Jersey (the "Trustee"), and reference is made to such documents for the provisions relating to, among other things, the terms of and the security for the Series 2018 Bonds, the custody and application of the proceeds of the Series 2018 Bonds, the rights and remedies of the Holders of the Series 2018 Bonds, and the rights, duties and obligations of the Commission, the County, the Borrowers and the Trustee.

The description and summaries of various documents hereinafter set forth do not purport to be comprehensive or definitive, and reference is made to the full text of each document for the complete details of all terms and conditions. All statements herein are qualified in their entirety by reference to each document.

PLAN OF FINANCING

Overview

The Series 2018 Bonds are being issued to provide funds to make new loans to each of the Capital Loan Borrowers (each a "Series 2018 Borrower Loan" and collectively the "Series 2018 Borrower Loans") securing the respective repayment obligations of the Capital Loan Borrowers (the "Government Loan Program").

Review by Local Finance Board

Pursuant to the Local Authorities Fiscal Control Law (*N.J.S.A.* 40A:5A-1 *et seq*.), the Commission made application to the Local Finance Board of the Division of Local Government Services in the State Department of Community Affairs (the "Local Finance Board") to review the Commission's proposed issuance of the Series 2018 Bonds and the adoption of the County Guaranty by the County. After the Local Finance Board hearing on such application on July 11, 2018, it adopted resolutions reporting its favorable findings to the Commission in connection with the issuance of the Series 2018 Bonds and the adoption of the County Guaranty Ordinance by the

County. The Commission adopted a resolution confirming the findings of the Local Finance Board at its meeting of July 27, 2018.

Action by the County

The Board of Chosen Freeholders of the County has, by an ordinance duly and finally adopted on July 11, 2018, authorized the County Guaranty and the execution by the County of the Guaranty Reimbursement Agreement, dated as of the date of delivery of the Series 2018, Bonds (the "Guaranty Agreement"), by and among the County, the Commission and the Trustee.

Pursuant to the County Guaranty, the County also approved the issuance of the Series 2018 Bonds for the purpose of financing the Government Loan Program.

The Borrower Loans

The Series 2018 Bonds are being issued to provide funds to make a Series 2018 Borrower Loan to the Capital Loan Borrowers. The Capital Loan Borrowers will use the proceeds of the Capital Loans to: (i) finance or refinance, through the payment at maturity of certain outstanding bond anticipation notes and existing capital bond ordinances; and (ii) pay certain costs of issuance of the Series 2018 Bonds allocable to the Capital Loan Borrowers and the Borrower Bonds securing the respective repayment obligations of the Capital Loan Borrowers.

The Borrower Loans will be made pursuant to separate bond purchase agreements entered into by and between the Commission and each of the Borrowers (each a "Borrower Purchase Agreement", and collectively, the "Borrower Purchase Agreements"). Pursuant to the Borrower Purchase Agreements, and in accordance with applicable State law, each Borrower will issue and sell its general obligation bond (each, a "Borrower Bond", and collectively, the "Borrower Bonds") to the Commission in the respective principal amounts shown below. The Borrower Bonds will be purchased by the Commission and will be pledged by the Commission to secure the Series 2018 Bonds. Each Borrower will pay to the Commission the principal of and interest on its respective Borrower Bonds (collectively, the "Loan Repayments") and the payment of principal of and interest on all Borrower Bonds in the aggregate will be sufficient to pay the principal of and interest on the Series 2018 Bonds. Loan Repayments shall be made by each Borrower on each January 1 and July 1 prior to each Interest Payment Date, commencing January 1, 2019 (each a "Loan Repayment Date"). A default by a Borrower under its Borrower Bond will not cause a default under the Borrower Bonds of non-Defaulting Borrowers (as hereinafter defined). See "SUMMARY OF CERTAIN PROVISIONS OF THE BORROWER BONDS AND BORROWER PURCHASE AGREEMENTS" herein. If the County Guaranty is drawn on to cure any Borrower default, the County is entitled to enforce its rights to reimbursement against such defaulted Borrower pursuant to the Guaranty Agreement.

Borrower	**Government Loan Program Borrower Bonds Series 2018***
City of Bordentown	$4,270,000
Township of Medford	$14,715,000
Borough of Riverton	$2,035,000

* Preliminary, subject to change.

Borrower	Government Loan Program Borrower Bonds Series 2018*
Township of North Hanover	$6,240,000
Total	$27,260,000

ESTIMATED SOURCES AND USES OF FUNDS

The following table sets forth the estimated sources and uses of funds in connection with the issuance of the Series 2018 Bonds.

Sources of Funds	**Series 2018 Bonds**
Par Amount	
[Net] Original Issue [Premium/Discount]	
Total Sources of Funds:	
Uses of Funds:	
Deposit into Capital Loan Borrower Accounts in Loan Fund	
Underwriter's Discount	
Deposit into Operating Fund for Costs of Issuance (1)	
Total Uses of Funds:	

(1) Includes legal, accounting, printing, municipal advisory, and Commission fees and fiduciary expenses incurred in connection with the issuance of the Series 2018 Bonds.

SECURITY FOR THE SERIES 2018 BONDS

General

The Series 2018 Bonds constitute direct and special obligations of the Commission. The Series 2018 Bonds are solely secured by the pledge of the Pledged Property, as that term is defined in the Resolution, which includes the Borrower Bonds, the Funds which are established and created under the Bond Resolution (excluding the Rebate Fund) and which are held by the Trustee under the terms of the Bond Resolution, and all other moneys, securities or funds pledged for the payment of the principal or redemption price of, and interest on the Series 2018 Bonds in accordance with the terms and provisions of the Bond Resolution. See "SUMMARY OF CERTAIN PROVISIONS OF THE BOND RESOLUTION" herein.

THE SERIES 2018 BONDS SHALL NOT BE IN ANY WAY A DEBT OR LIABILITY OF THE STATE OR OF ANY POLITICAL SUBDIVISION THEREOF (EXCEPT TO THE EXTENT ANY BORROWER IS OBLIGATED TO MAKE PAYMENTS PURSUANT TO ITS RESPECTIVE BORROWER BOND), OTHER THAN THE COMMISSION AND, AS APPLICABLE, UNDER AND LIMITED BY THE COUNTY GUARANTY, THE COUNTY, AND SHALL NOT CREATE OR CONSTITUTE ANY INDEBTEDNESS, LIABILITY OR OBLIGATION OF THE STATE OR OF ANY POLITICAL SUBDIVISION THEREOF

(EXCEPT TO THE EXTENT ANY BORROWER IS OBLIGATED TO MAKE PAYMENTS PURSUANT TO ITS RESPECTIVE BORROWER BOND), OTHER THAN THE COMMISSION AND, AS APPLICABLE, UNDER AND LIMITED BY THE COUNTY GUARANTY, THE COUNTY.

The provisions of the Series 2018 Bonds and the Bond Resolution are deemed to be and do constitute contracts by and among the Commission, the Trustee and the registered owners, from time to time, of the Series 2018 Bonds and the security interest which is granted and the pledge which is made in the Bond Resolution and the covenants and agreements which are set forth in the Bond Resolution to be performed on behalf of the Commission shall be for the equal benefit, protection and security of the registered owners of any and all Series 2018 Bonds, all of which, regardless of the time or times of their issue, series or maturity, shall be of equal rank without preference, priority or distinction of the Series 2018 Bonds over any other thereof, except as expressly provided in or pursuant to the terms of the Bond Resolution.

Borrower Purchase Agreements

The Commission has entered into each Borrower Purchase Agreement to set forth the terms of the purchase of the related Borrower Bond evidencing each Borrower Loan. Pursuant to each Borrower Purchase Agreement, the Commission will purchase the applicable Borrower Bond in the principal amount equal to the related Borrower Loan. Each Borrower will be required to make the Loan Repayments to the Commission pursuant to its Borrower Bond on each Loan Repayment Date. The aggregate of the Loan Repayments made by the Borrowers will be sufficient to enable the Commission to pay the principal or redemption price of, and interest on the Series 2018 Bonds. See "SUMMARY OF CERTAIN PROVISIONS OF THE BORROWER BONDS AND BORROWER PURCHASE AGREEMENTS" herein.

Loans and General Obligations of the Borrowers; Opinion of Counsel

The obligation of each Borrower to repay its Borrower Loan is a direct and general obligation of the Borrower payable from its general revenues. In the opinion of bond counsel to each of the Borrowers, each respective Borrower Bond is a valid and legally binding general obligation of the applicable Borrowers and, unless paid from other sources, is payable from *ad valorem* taxes levied upon all taxable real property within the jurisdiction of such Borrower, without limitation as to rate or amount.

County Guaranty

Pursuant to the County Guaranty, the County has unconditionally agreed to guarantee the payment, when due, of the principal of and interest on the Series 2018 Bonds.

The full faith and credit of the County has been pledged for the payment of the County's obligations under the County Guaranty and the County has the power and the obligation to cause the levy of *ad valorem* taxes upon all taxable real property within the jurisdiction of the County without limitation as to rate or amount for the payment, when due, of its obligations under the County Guaranty. For so long as the County Guaranty remains in place, the Resolution provides that the Series 2018 Bonds will not be subject to Acceleration during an Event of Default.

Reference is made to Appendices A and B hereto for certain information regarding the County.

DESCRIPTION OF THE SERIES 2018 BONDS

General

The Series 2018 Bonds are to be issued in the aggregate principal amount of $27,260,000*. The Series 2018 Bonds shall be dated and bear interest from the date of delivery, payable semi-annually thereafter on February 1 and August 1 of each year (or, if any such date is a not a Business Day, on the next succeeding Business Day), commencing February 1, 2019 (each an "Interest Payment Date"), at the respective rates per annum and will mature as set forth on the inside front cover page of this Official Statement.

The interest on the Series 2018 Bonds will be payable to each owner thereof in whose name the Series 2018 Bond is registered upon the registration books maintained by the Trustee, at its principal corporate trust office in Cherry Hill, New Jersey, as of the close of business on the fifteenth (15th) day (whether or not a Business Day) next preceding any Interest Payment Date.

The Series 2018 Bonds will be issued as fully registered book-entry bonds, and registered in the name of Cede & Co. ("Cede"), as nominee for DTC, which will act as securities depository for the Series 2018 Bonds under its book-entry-only system. See "The DTC Book-Entry-Only System" below. An individual purchaser may purchase a Series 2018 Bond in book-entry form (without certificates) in denominations of $5,000, or any integral multiple thereof. Provided DTC, or its nominee Cede, is the registered owner of the Series 2018 Bonds, the principal or redemption price, if any, of and interest on the Series 2018 Bonds will be paid to DTC or Cede, as its nominee. See "The DTC Book-Entry-Only System" below. In the event the Series 2018 Bonds are no longer subject to the DTC Book-Entry-Only System, the principal or redemption price of the Series 2018 Bonds will be payable upon surrender of the respective Series 2018 Bonds at the principal corporate trust office of TD Bank, National Association, as Paying Agent (the "Paying Agent"), or at any other place which may be provided for such payment by the appointment of any other Paying Agent or Paying Agents as permitted by the Bond Resolution.

The DTC Book-Entry-Only System[1]

DTC will act as securities depository for the Series 2018 Bonds. The Series 2018 Bonds will be issued as fully-registered securities registered in the name of Cede & Co. (DTC's partnership nominee) or such other name as may be requested by an authorized representative of DTC. One fully-registered Bond certificate will be issued for each maturity of Series 2018 Bonds, in the aggregate principal amount of such maturity, and will be deposited with DTC.

DTC, the world's largest depository, is a limited-purpose trust company organized under the New York Banking Law, a "banking organization" within the meaning of the New York Banking Law, a member of the Federal Reserve System, a "clearing corporation" within the meaning of the New York Uniform Commercial Code, and a "clearing agency" registered pursuant to the provisions of Section 17A of the Securities Exchange Act of 1934. DTC holds and provides

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* Preliminary, subject to change.

[1] Source: The Depository Trust Company.

asset servicing for over 3.5 million issues of U.S. and non-U.S. equity issues, corporate and municipal debt issues, and money market instruments (from over 100 countries) that DTC's participants ("Direct Participants") deposit with DTC. DTC also facilitates the post-trade settlement among Direct Participants of sales and other securities transactions in deposited securities, through electronic computerized book-entry transfers and pledges between Direct Participants' accounts. This eliminates the need for physical movement of securities certificates. Direct Participants include both U.S. and non-U.S. securities brokers and dealers, banks, trust companies, clearing corporations, and certain other organizations. DTC is a wholly-owned subsidiary of The Depository Trust & Clearing Corporation ("DTCC"). DTCC is the holding company for DTC, National Securities Clearing Corporation and Fixed Income Clearing Corporation, all of which are registered clearing agencies. DTCC is owned by the users of its regulated subsidiaries. Access to the DTC system is also available to others such as both U.S. and non-U.S. securities brokers and dealers, banks and trust companies, and clearing corporations that clear through or maintain a custodial relationship with a Direct Participant, either directly or indirectly ("Indirect Participants"). DTC has Standard & Poor's rating of AA+. The DTC Rules applicable to its Participants are on file with the Securities and Exchange Commission. More information about DTC can be found at *www.dtcc.com* and *www.dtc.org*.

Purchases of the Series 2018 Bonds under the DTC system must be made by or through Direct Participants, which will receive a credit for the Series 2018 Bonds on DTC's records. The ownership interest of each actual purchaser of each Bond ("Beneficial Owner") is in turn to be recorded on the Direct and Indirect Participants' records. Beneficial Owners will not receive written confirmation from DTC of their purchase. Beneficial Owners are, however, expected to receive written confirmations providing details of the transaction, as well as periodic statements of their holdings, from the Direct or Indirect Participant through which the Beneficial Owner entered into the transaction. Transfers of ownership interests in the Series 2018 Bonds are to be accomplished by entries made on the books of Direct and Indirect Participants acting on behalf of Beneficial Owners. Beneficial Owners will not receive certificates representing their ownership interests in the Series 2018 Bonds, except in the event that use of the book-entry system for the Series 2018 Bonds is discontinued.

To facilitate subsequent transfers, all Series 2018 Bonds deposited by Direct Participants with DTC are registered in the name of DTC's partnership nominee, Cede & Co., or such other name as may be requested by an authorized representative of DTC. The deposit of Series 2018 Bonds with DTC and their registration in the name of Cede & Co. or such other DTC nominee do not effect any change in beneficial ownership. DTC has no knowledge of the actual Beneficial Owners of the Series 2018 Bonds; DTC's records reflect only the identity of the Direct Participants to whose accounts such Series 2018 Bonds are credited, which may or may not be the Beneficial Owners. The Direct and Indirect Participants will remain responsible for keeping account of their holdings on behalf of their customers.

Conveyance of notices and other communications by DTC to Direct Participants, by Direct Participants to Indirect Participants, and by Direct Participants and Indirect Participants to Beneficial Owners will be governed by arrangements among them, subject to any statutory or regulatory requirements as may be in effect from time to time. Beneficial Owners of Series 2018 Bonds may wish to take certain steps to augment transmission to them of notices of significant events with respect to the Series 2018 Bonds, such as redemptions, tenders, defaults and proposed amendments to the bond documents. For example, Beneficial Owners of Series 2018 Bonds may wish to ascertain that the nominee holding the Series 2018 Bonds for their benefit has agreed to obtain and transmit notices to Beneficial Owners. In the alternative, Beneficial Owners may wish to provide their names and addresses to the registrar and request that copies of the notices be provided directly to them.

Redemption notices shall be sent to DTC. If less than all of the Series 2018 Bonds within an issue are being redeemed, DTC's practice is to determine by lot the amount of the interest of each Direct Participant in such issue to be redeemed.

Neither DTC nor Cede & Co. (nor any other DTC nominee) will consent or vote with respect to Series 2018 Bonds unless authorized by a Direct Participant in accordance with DTC's MMI Procedures. Under its usual procedures, DTC mails an Omnibus Proxy to the Commission as soon as possible after the record date. The Omnibus Proxy assigns Cede & Co.'s consenting or voting rights to those Direct Participants to whose accounts the Series 2018 Bonds are credited on the record date (identified in a listing attached to the Omnibus Proxy).

Redemption proceeds and principal and interest payments on the Series 2018 Bonds will be made to Cede & Co., or such other nominee as may be requested by an authorized representative of DTC. DTC's practice is to credit Direct Participants' accounts upon DTC's receipt of funds and corresponding detail information from the Commission or Trustee, on debt service payment dates in accordance with their respective holdings shown on DTC's records. Payments by Participants to Beneficial Owners will be governed by standing instructions and customary practices, as is the case with securities held for the accounts of customers in bearer form or registered in "street name," and will be the responsibility of such Participant and not of DTC, the Trustee or the Commission, subject to any statutory or regulatory requirements as may be in effect from time to time. Payment of redemption proceeds and principal and interest payments to Cede & Co. (or such other nominee as may be requested by an authorized representative of DTC) is the responsibility of the Commission or Trustee, disbursement of such payments to Direct Participants will be the responsibility of DTC, and disbursement of such payments to the Beneficial Owners will be the responsibility of Direct and Indirect Participants.

DTC may discontinue providing its services as securities depository with respect to the Series 2018 Bonds at any time by giving reasonable notice to the Commission or Trustee. Under such circumstances, in the event that a successor securities depository is not obtained, Bond certificates are required to be printed and delivered.

The Commission may decide to discontinue use of the system of book-entry only transfers through DTC (or a successor securities depository). In that event, Bond certificates will be printed and delivered.

The information in this section concerning DTC and DTC's book-entry only system has been obtained from sources that the Commission believes to be reliable, but the Commission takes no responsibility for the accuracy thereof.

THE COMMISSION, THE TRUSTEE AND PAYING AGENT AND THE UNDERWRITER CANNOT AND DO NOT GIVE ANY ASSURANCES THAT DTC WILL DISTRIBUTE TO ITS DTC PARTICIPANTS OR THAT DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS WILL DISTRIBUTE TO BENEFICIAL OWNERS OF THE

SERIES 2018 BONDS (1) PAYMENTS OF THE PRINCIPAL OF OR INTEREST ON THE SERIES 2018 BONDS, OR (2) CONFIRMATION OF OWNERSHIP INTERESTS IN THE SERIES 2018 BONDS, OR (3) REDEMPTION OR OTHER NOTICES, OR THAT THEY WILL DO SO ON A TIMELY BASIS, OR THAT DTC, DIRECT PARTICIPANTS OR INDIRECT PARTICIPANTS WILL SERVE AND ACT IN THE MANNER DESCRIBED IN THIS OFFICIAL STATEMENT. THE CURRENT "RULES" APPLICABLE TO DTC ARE ON FILE WITH THE SEC AND THE CURRENT "PROCEDURES" OF DTC TO BE FOLLOWED IN DEALING WITH ITS DTC PARTICIPANTS ARE ON FILE WITH DTC.

THE COMMISSION, THE TRUSTEE AND PAYING AGENT AND THE UNDERWRITER WILL NOT HAVE ANY RESPONSIBILITY OR OBLIGATION TO DIRECT PARTICIPANTS, INDIRECT PARTICIPANTS OR BENEFICIAL OWNERS OF THE SERIES 2018 BONDS WITH RESPECT TO: (1) THE ACCURACY OF ANY RECORDS MAINTAINED BY DTC OR ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT; (2) THE PAYMENT BY DTC TO ANY DIRECT PARTICIPANT OR BY ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY AMOUNT DUE TO ANY BENEFICIAL OWNER IN RESPECT OF THE PRINCIPAL OF OR INTEREST ON ANY SERIES 2018 BONDS; (3) THE DELIVERY BY DTC, ANY DIRECT PARTICIPANT OR INDIRECT PARTICIPANT OF ANY NOTICE TO ANY BENEFICIAL OWNER WHICH IS REQUIRED OR PERMITTED UNDER THE TERMS OF THE RESOLUTION TO BE GIVEN TO THE BONDHOLDERS; (4) THE SELECTION OF THE BENEFICIAL OWNERS TO RECEIVE PAYMENT IN THE EVENT OF ANY PARTIAL REDEMPTION OF THE SERIES 2018 BONDS; OR (5) ANY CONSENT GIVEN OR OTHER ACTION TAKEN BY DTC, ANY DIRECT PARTICIPANT OR ANY INDIRECT PARTICIPANT.

Redemption Prior to Maturity

Optional Redemption. The Series 2018 Bonds maturing prior to August 1, 20__ are not subject to redemption prior to their stated maturity dates. The Series 2018 Bonds maturing on or after August 1, 20__ are subject to redemption prior to maturity at the option of the Commission with the consent of the County on or after August 1, 20__, upon notice to the registered owner thereof, as a whole at any time or in part from time to time, in such order of maturity as selected by the Commission, at par, plus accrued interest thereon to the date fixed for redemption. If less than all of the Series 2018 Bonds of like maturity are to be redeemed, the particular Series 2018 Bonds or portions thereof to be redeemed shall be selected at random by the Trustee in such manner as the Trustee in its sole discretion may deem fair and appropriate.

Notice of Redemption. When any Series 2018 Bonds have been selected for redemption as described and provided herein, the Trustee shall give written notice of such redemption, which notice shall set forth (i) the date fixed for redemption; (ii) the redemption price to be paid; (iii) that such Series 2018 Bonds will be redeemed at the principal office of the Paying Agent; (iv) if less than all of the Series 2018 Bonds shall be called for redemption, the distinctive numbers and letters, if any, of the Series 2018 Bonds to be redeemed; and (v) in the case of Series 2018 Bonds to be redeemed in part only, the portion of the principal amount thereof to be redeemed. The Trustee shall mail such notice of redemption, postage prepaid, to the registered owners of the Series 2018 Bonds or portions thereof which are to be redeemed at their last addresses, if any, appearing upon the registry books, not less than thirty (30) days nor more than sixty (60) days prior to the redemption date, but such mailing shall not be a condition precedent to such redemption and failure so to mail shall not affect the validity of the proceedings for the redemption of the Series 2018 Bonds.

SUMMARY OF CERTAIN PROVISIONS FOR THE PROTECTION OF GENERAL OBLIGATION DEBT OF NEW JERSEY MUNICIPALITIES AND COUNTIES

General

Each respective Borrower Bond (which is pledged to the Holders of the Series 2018 Bonds) constitutes a general obligation of the applicable Borrower.

The following is a summary of certain provisions of New Jersey law relating to the protection of general obligation debt of New Jersey municipalities and counties. This summary does not purport to be a full and complete statement of all of the provisions referred to herein, and the cited statutes should be read in full for a complete understanding of all of said provisions.

Local Bond Law

The Local Bond Law (*N.J.S.A.* 40A:2-1 *et seq.*) generally governs the issuance of bonds and notes by local units to finance certain capital improvements and appropriations. The Local Bond Law requires that bonds must mature within the statutory period of usefulness of the projects for which bonds have been issued and that bonds be retired in serial or sinking fund installments. A five percent (5%) cash down payment is generally required toward the financing of capital expenditures. All bonds and notes issued by the Capital Loan Borrowers are general ("full faith and credit") obligations.

Debt Limits

Debt Limits. The net authorized debt of all local units which are municipalities in the State of New Jersey is generally limited by statute to an amount equal to three and one-half percent (3.5%) of its equalized valuation basis. The net authorized debt of all local units that are counties is generally limited by statute to an amount equal to two percent (2%) of its equalized valuation basis. The equalized valuation basis of the local unit is set by statute as the average for the last three (3) years of the sum of the equalized value of all taxable real property and improvements and certain Class II railroad property within its boundaries, as annually determined by the State Department of the Treasury, Division of Taxation. Certain categories of debt are permitted by statute to be deducted for purposes of computing the statutory debt limit.

Exceptions To Debt Limits - Extensions Of Credit. The debt limit of a local unit may be exceeded with the approval of the Local Finance Board, and as permitted by other statutory exceptions. If all or any part of a proposed debt authorization would exceed its debt limit, the local unit must apply to the Local Finance Board for an extension of credit. If the Local Finance Board determines that a proposed debt authorization would not materially impair the ability of a local unit to meet its obligations or to provide essential services, and the Local Finance Board makes other statutory determinations, approval is granted. See "CAP Limitations" herein.

School Debt. In the State of New Jersey, in a Type II school district without a Board of School Estimate, school debt authorized by the board of education must be approved by the registered voters of that school district. When the amount authorized exceeds the school district's limit, the district may use the municipality's share of available borrowing capacity upon approval of the proposed debt by the State Commissioner of Education and the Local Finance Board, and subsequently by the registered voters of the district. School debt of a Type I school district is authorized by a Board of School Estimate and the governing body of a local unit.

The Local Budget Law (N.J.S.A.* 40A:4-1 *et seq.). The foundation of the New Jersey local finance system is the annual budget. Every local unit must adopt an operating budget in the form required by the Division of Local Government Services, Department of Community Affairs, State of New Jersey (the "Division"). Items of revenue and appropriation are regulated by law and must be certified by the Director of the Division (the "Director") prior to final adoption of the budget. The Local Budget Law requires each local unit to appropriate sufficient funds for payment of current debt service, and the Director is required to review the adequacy of such appropriations.

The Director has no authority over individual operating appropriations, unless a specific amount is required by law, but the review focusing on anticipated revenues serves to protect the solvency of all local units. The budgets of local units must be in balance; i.e., total anticipated revenues must equal total appropriations.

If in any year a local unit's expenditures exceed (or are less than) its realized revenues for that year, then such deficit (excess) must be raised (accounted for) in the succeeding year's budget.

Real Estate Taxes. The same general principal that revenue cannot be anticipated in a budget in excess of that realized in the preceding year applies to property taxes. The Local Budget Law (*N.J.S.A.* 40A:4-29) provides that the maximum which may be anticipated is the sum produced by the multiplication of the amount of delinquent taxes unpaid and owing to the local unit on the first day of the current fiscal year by the percentage of collection of delinquent taxes for the year immediately preceding the current fiscal year.

The Local Budget Law (*N.J.S.A.* 40A:4-41) also provides with regard to current taxes that receipts from the collection of taxes levied or to be levied in the municipality, or in the case of a county for general county purposes and payable in the fiscal year, shall be anticipated in an amount which is not in excess of the percentage of taxes levied and payable during the next preceding fiscal year which was received in cash by the last day of such preceding fiscal year.

This provision requires that an additional amount (the "Reserve For Uncollected Taxes") be added to the tax levy required to balance the budget so that when the percentage collected of the prior year's tax levy is applied to the combined total, the product will at least be equal to the tax levy required to balance the budget. The Reserve For Uncollected Taxes is calculated to be the levy required to balance a local unit's budget multiplied by the prior year's percentage of uncollected taxes (or a lesser percentage).

Miscellaneous Revenues. The Local Budget Law (*N.J.S.A.* 40A:4-26) provides that no miscellaneous revenue from any source shall be included as an anticipated revenue in the budget in an amount in excess of the amount actually realized in cash from the same source during the next preceding fiscal year, unless the Director shall determine upon application by the governing body that the facts clearly warrant the expectation that such excess amount will actually be realized in cash during the fiscal year and shall certify such determination in writing to the local unit.

No budget or amendment thereof shall be adopted unless the Director shall have previously certified his approval thereof with the exception of the inclusion of categorical grants-in-aid contracts for their face amount with an offsetting appropriation.

CAP Limitations. A statute passed in 1976, as amended (*N.J.S.A.* 40A:4-45.1 *et seq.*), commonly known as the "Cap Law," imposed limitations on increases in local unit appropriations subject to various exceptions. On August 20, 1990, the Governor signed into law P.L. 1990, c.89, which revised and made permanent the "Cap Law." Since its inception, the "Cap Law" has been amended and modified several times, most recently on July 13, 2010. While the revised "Cap Law" is more restrictive on the ability of a local unit to increase its overall appropriations, it does not limit the obligation of the local unit to levy ad valorem taxes upon all taxable real property within the jurisdiction of the local unit to pay debt service on the bonds and notes. The Cap Law provides that a local unit shall limit any increase of its budget to 2.5% or the index rate, whichever is less, over the previous year's final appropriations subject to certain exceptions. The "index rate" is the rate of annual percentage increase in the Implicit Price Deflator for State and Local Government Purchases of Goods and Services computed by the United States, Department of Commerce. Among the exceptions to the limitations imposed by the Cap Law are capital expenditures; debt service; extraordinary expenses approved by the Local Finance Board for implementation of an interlocal services agreement; expenditures mandated as a result of certain emergencies; and certain expenditures for services mandated by law.

Additionally, legislation constituting P.L. 2010, c.44, was adopted on July 13, 2010, which, among other things, imposes a two percent (2%) cap on the tax levy that municipalities, counties, fire districts and solid waste collection districts may impose, with very limited exceptions and subject to certain adjustments.

Exclusions from the two percent (2%) tax levy cap include: (i) increases required to be raised by taxation for capital expenditures, including debt service as defined by law; (ii) increases in pension contributions and accrued liability for pension contributions in excess of 2.0%; (iii) increases in health care costs equal to that portion of the actual increase in total health care costs for the budget year that is in excess of 2.0% of the total health care costs in the prior year, but is not in excess of the product of the total health care costs in the prior year and the average percentage increase of the State Health Benefits Program, P.L. 1961, c.49 (*N.J.S.A.* 52:14-17.25 *et seq.*), as annually determined by the Division of Pensions and Benefits in the State Department of the Treasury; and (iv) and extraordinary costs incurred by a local unit directly related to a declared emergency, as defined by regulation promulgated by the Commissioner of the Department of Community Affairs, in consultation with the Commissioner of Education, as appropriate. The amendments to the tax levy sections of the "Cap Law" (specifically, *N.J.S.A.* 40A:4-45, -46) in 2010 no longer permit municipalities, counties, fire districts and solid waste collection districts to request approval from the Local Finance Board for a waiver to increase the amount to be raised by taxation in excess of the two percent (2%) cap. However, counties, municipalities, fire districts and solid waste collection districts may request, through a public question submitted to the voters, an increase in the amount to be raised by taxes above the two percent (2%) tax levy cap. Such approval must be achieved by an affirmative vote in excess of fifty percent (50%) of those voting on such public question.

Deferral of Current Expenses. A local unit may make emergency appropriations after the adoption of a budget and the determination of the tax rate, but only to meet unforeseen pressing needs to protect or promote public health, safety, morals or welfare, or to provide temporary housing or public assistance. With limited exceptions set forth below, such appropriations must be included in full in the following year's budget. If such emergency appropriations exceed three percent (3%) of the adopted operating budget, consent of the Director is required (*N.J.S.A.* 40A:4-46, -47, -49). The exceptions are certain enumerated quasi-capital projects such as ice, snow, and flood damage to streets, roads and bridges, which may be amortized over three (3) years, and tax map preparation, revision of ordinances, and master plan preparations, which may be amortized over five (5) years (*N.J.S.A.* 40A:4-55, -55.3).

Under the CAP Law, emergency resolutions aggregating less than three percent (3%) of the previous year's final current operating appropriations may be raised in that portion of the budget outside its limitations if approved by at least two-thirds (2/3) of the members of the governing body and the Director. Emergency resolutions that aggregate more than three percent (3%) of the previous year's final current operating appropriations must be raised within its limitations. Emergency resolutions for debt service, capital improvements, the local unit's share of Federal or State grants and other statutorily permitted items are outside its limitation.

Budget Transfers. Budget transfers provide a degree of flexibility and afford a control mechanism. Transfers between major appropriation accounts are prohibited until the last two (2) months of the year. Subaccounts (line items) within an appropriation are not subject to the same year-end transfer restriction; however, they are subject to internal review and approval.

Capital Budget. In accordance with the Local Budget Law, each local unit must adopt and annually revise a capital program budget. The capital budget, when adopted, does not constitute the approval or appropriation of funds, but sets forth a plan of the possible capital expenditures which the local unit may contemplate over a period of up to six (6) years. Expenditures for capital purposes may be made either by ordinances adopted by the governing body of a local unit setting forth the items and the method of financing or from the annual operating budget if the items were detailed.

Operation of Utilities. Municipal public utilities are supported, in addition to the general taxing power upon real property, by the revenues generated by the respective operations of the utilities.

For each utility, there is established a separate budget. The anticipated revenues and appropriations for each utility are set forth in the separate budget. The budget is required to be balanced and to fully provide for debt service. The regulations regarding anticipation of revenue and deferral of charges apply equally to the budgets of the utilities.

Deficits or anticipated deficits in utility operations which cannot be provided for from utility surplus, if any, are required to be raised in the current or operating budget.

Local Fiscal Affairs Law (N.J.S.A.* 40A:5-1 *et seq.). This law regulates the non-budgetary financial activities of local units. The chief financial officer of a local unit must file annually with the Director a verified statement of the financial condition of the local unit. The statements of the Borrowers are on file with each respective municipal clerk and the Director.

An independent examination of a local unit's financial statements must be performed annually by a licensed registered municipal accountant. The audit, conforming to the Division's

“Requirements of Audit,” includes recommendations for improvement of a local unit’s financial procedures and must be filed with the municipal clerk within six (6) months after the close of its fiscal year and, within five (5) days thereafter, a certified duplicate copy must be filed in the office of the Director (*N.J.S.A.* 40A:5-6). The filing date of an audit may be extended by the Director upon a showing of good cause. A synopsis of the audit report, together with all recommendations made, must be published in a local newspaper within thirty (30) days of its completion (*N.J.S.A.* 40A:5-7).

SUMMARY OF CERTAIN PROVISIONS OF THE BORROWER BONDS AND BORROWER PURCHASE AGREEMENTS

The following is a summary of certain provisions of the Borrower Bonds and the Borrower Purchase Agreements. This summary does not purport to be comprehensive or definitive and is qualified by reference to all of the terms and the provisions of the Borrower Bonds and the Borrower Purchase Agreements to which reference is hereby made. Capitalized words and phrases that are not defined herein or conventionally capitalized have the meanings given such words or phrases in the Borrower Bonds and the Borrower Purchase Agreements.

The Commission has entered into the Borrower Purchase Agreements, the terms of which, except for the principal amount of Borrower Bonds to be purchased from each Borrower by the Commission, are substantially identical. The obligations of each Borrower under their respective Borrower Bonds, and their respective Borrower Purchase Agreements, are separate and distinct. The default by any Borrower under the terms of its respective Borrower Bond or Borrower Purchase Agreement does not impose additional obligations on the non-Defaulting Borrowers (as hereinafter defined).

Borrower Bonds are General Obligations

The Local Bond Law provides that the power and obligation of each Borrower to pay its Borrower Bond shall be unlimited, and unless paid from other sources each such Borrower shall levy ad valorem taxes upon all the taxable real property within its jurisdiction for the payment of the principal of and interest on its Borrower Bond, without limitation as to rate or amount.

Events of Default of the Borrowers

Each Borrower has entered into a separate and distinct Bond Purchase Agreement with the Commission, and the Commission will purchase each Borrower Bond pursuant thereto. Any default by any Borrower (the “Defaulting Borrower”) which constitutes an Event of Default under its Borrower Bond will not affect the rights, duties and obligations of the non-Defaulting Borrowers. The following are Events of Default under the Borrower Bonds: (i) failure by the Borrower to make payments of principal of or interest on the Borrower Bond when due, and (ii) the occurrence of an Event of Default by the Commission under the Bond Resolution caused by an action of the Borrower which is directly attributable to the Borrower under its respective Borrower Bond or a Default by the Borrower of its covenants under its Bond Purchase Agreement with the Commission.

SUMMARY OF CERTAIN PROVISIONS OF THE BOND RESOLUTION

The Bond Resolution contains various covenants and security provisions relating to the Series 2018 Bonds (which are sometimes referred to as "Bonds" under this heading), certain of which are summarized below. The following summary does not purport to be a full and complete statement of the provisions of the Bond Resolution, and the Bond Resolution should be read in full for a complete understanding of all the provisions thereof.

Capitalized terms which are used herein shall have the same meanings which are assigned to such terms in the Bond Resolution.

Resolution to Constitute Contract

The Bond Resolution shall be deemed to be and shall constitute a contract between the Commission and the Holders from time to time of the Series 2018 Bonds; and the security interest granted and the pledge and assignment made in the Bond Resolution and the covenants and agreements therein set forth to be performed on behalf of the Commission shall be for the equal benefit, protection and security of the Holders of any and all of the Series 2018 Bonds, all of which, regardless of the time or times of their authentication and delivery or maturity, shall be of equal rank without preference, priority or distinction of any of the Series 2018 Bonds over any other thereof, all except as expressly provided in or permitted by the Bond Resolution.

The Pledge Effected by the Bond Resolution

The Series 2018 Bonds are direct and special obligations of the Commission payable solely from the Pledged Property, including the Borrower Bonds and the Revenues and Funds (excluding the Rebate Fund), including Investment Securities, held in any such Fund, together with all proceeds and revenues of the foregoing, all the Commission's right, title and interest in and to the foregoing and all other moneys, securities or funds pledged for the payment of the principal or Redemption Price of, and interest on, the Series 2018 Bonds. All of the Pledged Property is pledged and assigned as security for the payment of the principal or Redemption Price of, and interest on, the Series 2018 Bonds in accordance with their terms and the provisions of the Bond Resolution, subject only to the provisions of the Bond Resolution permitting the application thereof for the purposes and on the terms and conditions set forth in the Bond Resolution.

Nothing contained in the Bond Resolution shall be deemed a limitation upon the authority of the Commission to issue bonds, notes or other obligations under the Act secured by other income and funds other than the Pledged Property, including, without limitation, bonds, notes or other obligations secured by Federal or State grants.

Establishment of Funds and Accounts

The following Funds and Accounts are established under the Bond Resolution:

Loan Fund, to be held by the Trustee,

Revenue Fund, to be held by the Trustee,

Debt Service Fund, to be held by the Trustee, Operating Fund, to be held by the Trustee, and

Rebate Fund, to be held by the Commission.

Loan Fund

There shall be paid into the Loan Fund the amounts required to be so paid by the provisions of the Bond Resolution or any Supplemental Resolution. The Trustee shall apply moneys in the Loan Fund, at the written direction of the Commission, to the making of Loans to the Borrowers in accordance with Article XIII of the Bond Resolution.

Revenue Fund

All Revenues shall be promptly deposited by the Trustee upon receipt thereof into the Revenue Fund. As soon as practicable after the deposit of Revenues into the Revenue Fund, the Trustee shall transfer to the Debt Service Fund the Loan Repayments, if any, required so that the balance in said Fund shall equal the sum of the amounts of the Debt Service Requirement on the Series 2018 Bonds for the next respective succeeding Interest Payment Date.

Debt Service Fund

Revenues representing Loan Repayments deposited in the Revenue Fund on any Loan Repayment Date shall be credited as soon as practicable after the deposit thereof to the Debt Service Fund. The Trustee shall determine (A) whether the amounts on deposit in the Debt Service Fund in the aggregate are sufficient to meet the Debt Service Requirement on the Series 2018 Bonds for the next succeeding Interest Payment Date, and (B) which, if any, Defaulting Borrower has not made a Loan Repayment or any portion thereof.

In the event the amounts on deposit in the Debt Service Fund are insufficient to meet the Debt Service Requirement for the Series 2018 Bonds on the next Interest Payment Date, the Trustee shall give written notice thereof to the Commission, the Treasurer of the County, or its designee, and the Defaulting Borrower whose Loan Repayment is deficient of such deficiency no later than 3:00 p.m. of the second Business Day after such Loan Repayment Date, which notice shall state the amount of such deficiency as of the close of business on such date, the identity of the Defaulting Borrower and shall also state that such deficiency must be cured no later than fifteen (15) days before the next ensuing Interest Payment Date. The notice to the Treasurer of the County and the Commission shall also include the amount of the Loan Repayment due and payable and the amount required to be paid by the County to cure such deficiency to enable the Trustee to make a Debt Service payment on the Series 2018 Bonds on the next ensuing Interest Payment Date. The receipt of any such notice by the Treasurer of the County, or its designee, shall be acknowledged in writing by the County to the Trustee within two (2) Business Days after receipt thereof. If the Defaulting Borrower has not cured the deficiency in its Loan Repayment fifteen (15) days prior to the applicable Interest Payment Date, the Trustee shall so notify the County and the County shall pay to the Trustee, not later than two (2) Business Days prior to such Interest Payment Date, any and all amounts required to pay the balance of the Debt Service on the Series 2018 Bonds.

On each Interest Payment Date and each redemption date, the Trustee shall withdraw from the Debt Service Fund an amount equal to the interest due on the Series 2018 Bonds on such Interest Payment Date or redemption date, which moneys shall be applied by the Paying Agent to the payment of such interest. On the maturity or Sinking Fund Installment due date of the Series 2018 Bonds, the Trustee shall make available to the Paying Agent from moneys in the Debt Service Fund an amount equal to the principal or Redemption Price of the Series 2018 Bonds due on such date, which moneys shall be applied by the Paying Agent to the payment of such principal or Redemption Price. On each redemption date, other than a Sinking Fund Installment due date, the Trustee shall make available to the Paying Agent from moneys in the Debt Service Fund an amount equal to the Redemption Price of the Series 2018 Bonds to be redeemed on such redemption date, which moneys shall be applied by the Paying Agent to the payment of such Redemption Price. Amounts accumulated in the Debt Service Fund with respect to any Sinking Fund Installment, if so directed in writing by the Commission, shall be paid by the Trustee, on or prior the fortieth (40th) day next preceding the due date of such Sinking Fund Installment, for the purchase of Series 2018 Bonds of the series and maturity for which such Sinking Fund Installment was established. All such purchases of any Series 2018 Bonds shall be made at prices not exceeding the applicable sinking fund Redemption Price of such Series 2018 Bonds, plus accrued interest, and such purchases shall be made by the Trustee as directed in writing from time to time by the Commission.

Operating Fund

Upon issuance of the Series 2018 Bonds, any proceeds representing costs of issuance shall be deposited in the Operating Fund. Amounts on deposit in the Operating Fund will be paid out by the Trustee from time to time for costs of issuance, annual Trustee's fees, County Guaranty Costs and Commission Administrative Expenses, upon requisition therefor submitted to the Trustee and signed by an Authorized Commission Representative.

Rebate Fund

Moneys on deposit in the Rebate Fund, including earnings on or gain realized on any moneys or investments therein, shall be held by the Commission in trust and applied as provided by instructions to the Commission contained in the Tax Certificate delivered pursuant to the Bond Resolution.

Redemption

In the case of any redemption of the Series 2018 Bonds at the election or direction of the Commission, the Commission shall give written notice to the Trustee of its election or direction to so redeem, of the redemption date, and of the principal amounts of the Series 2018 Bonds and maturity to be redeemed (which series and maturities and principal amounts thereof to be redeemed shall be determined by the Commission in its sole discretion, subject to any limitations with respect thereto contained in the Bond Resolution). Such notice shall be given at least fifty (50) days prior to the redemption date or such shorter period as shall be agreed to in writing by the Trustee. Notice of redemption shall be given to Bondholders as provided in the Bond Resolution; provided, however, that such notice of redemption, other than any redemption required by the terms of the Bond Resolution or of any redemption of the Series 2018 Bonds with proceeds of bonds, notes or other obligations of the Commission issued on behalf of a Borrower for purposes of refunding all or a portion of the Series 2018 Bonds, shall not be given unless prior to giving such notice there shall be paid by the Commission to the Paying Agent on or prior to the giving of such redemption notice an amount in cash which, in addition to other moneys, if any, available therefor held by the Paying Agent, will be sufficient to redeem on the redemption date at the Redemption Price thereof, plus interest accrued and unpaid to the redemption date, all of the applicable series of the Series 2018 Bonds to be redeemed. The Commission shall promptly notify the Trustee in writing of all such payments by the Commission to the Paying Agent.

Selection of Series 2018 Bonds to be Redeemed

Except as otherwise set forth herein under the caption "DESCRIPTION OF THE SERIES 2018 BONDS – The DTC Book-Entry-Only System, if less than all of the Series 2018 Bonds of like maturity shall be called for prior redemption, the particular Series 2018 Bonds or portions thereof to be redeemed shall be selected by lot by the Trustee in such manner as the Trustee in its sole discretion may deem fair and appropriate; provided, however, that the portion of the Series 2018 Bond of a denomination of more than $5,000 to be redeemed shall be in the principal amount of $5,000 or any integral multiple thereof, and that, in selecting of the Series 2018 Bonds for redemption, the Trustee shall treat each Bond as representing that number of Bonds that is obtained by dividing the principal amount of such Bonds by the minimum denomination in which Bonds are authorized to be Outstanding after the redemption date.

Depositories

All moneys held by the Trustee and the Commission under the provisions of the Bond Resolution shall constitute trust funds and the Trustee and the Commission may deposit such moneys with one or more Depositories in trust for said parties. All moneys deposited under the provisions of the Bond Resolution with the Trustee or any Depository shall be held in trust and applied only in accordance with the provisions of the Bond Resolution, and each of the Funds and Accounts established by the Bond Resolution shall be a trust fund for the purposes thereof.

Investment of Certain Funds

Moneys held in the Debt Service Fund, the Loan Fund and the Revenue Fund may be invested and reinvested in Investment Securities which mature not later than such times as shall be necessary to provide moneys when needed for payments to be made from such Fund. In making any investment in any Investment Securities with moneys in any Fund established under the Bond Resolution, the Commission may instruct in writing the Trustee or any Depository to combine such moneys with moneys in any other Fund, but solely for purposes of making such investment in such Investment Securities.

Power to Issue Bonds and Pledge Pledged Property

The Commission is duly authorized under all applicable laws to create and issue the Series 2018 Bonds, to adopt the Bond Resolution and execute the Series Certificate and to pledge the Pledged Property purported to be subjected to the lien of the Bond Resolution in the manner and to the extent provided in the Bond Resolution. Except to the extent otherwise provided in the Bond Resolution, the Pledged Property so pledged is and will be free and clear of any pledge, lien, charge or encumbrance thereon or with respect thereto prior to, or of equal rank with the pledge and assignment created by the Bond Resolution, and all action on the part of the Commission to that end has been and will be duly and validly taken. The Series 2018 Bonds and the provisions of the Bond Resolution are and will be the valid and legally binding obligations of the Commission. The Commission shall at all times, to the extent permitted by law, defend, preserve and protect the pledge of the Pledged Property under the Bond Resolution and all the rights of the Bondholders under the Bond Resolution against all claims and demands of all persons whomsoever.

Tax Covenant

The Commission covenants to maintain the exclusion from gross income for Federal income tax purposes of interest on the Series 2018 Bonds. In furtherance of the covenant contained in the preceding sentence, the Commission will, among other things, comply with the Tax Certificate. Notwithstanding any other provision of the Bond Resolution to the contrary, so long as necessary in order to maintain the exclusion from gross income for Federal income tax purposes of interest on the Series 2018 Bonds, the covenants contained in the Bond Resolution shall survive the payment or discharge thereof upon defeasance of such Series 2018 Bonds pursuant to the Bond Resolution.

Events of Default

The following events shall constitute an Event of Default under the Bond Resolution:

(i) if default shall be made in the due and punctual payment of the principal or Redemption Price of any Series 2018 Bond when and as the same shall become due and payable, whether at maturity or by call for redemption, or otherwise;

(ii) if default shall be made in the due and punctual payment of any installment of interest on any Series 2018 Bond or the unsatisfied balance of any Sinking Fund Installment therefor (except when such Installment is due on the maturity date of such Series 2018 Bond), when and as such interest installment or Sinking Fund Installment shall become due and payable;

(iii) if default shall be made by the County pursuant to the County Guaranty and Guaranty Agreement in the due and punctual payment of the principal of or interest on the Series 2018 Bonds when such payment shall become due and payable, not less than two (2) Business Days before any Interest Payment Date upon notice by the Trustee to the Commission and the County under the Guaranty Agreement and such default is not cured by such Interest Payment Date;

(iv) if default shall be made by the Commission in the performance or observance of any other of the covenants, agreements or conditions on its part contained in the Bond Resolution or in the Series 2018 Bonds, and such default shall continue for a period of thirty (30) days after written notice thereof to the Commission by the Trustee or to the Commission and the Trustee by the Holders of not less than ten percent (10%) in principal amount of the Series 2018 Bonds Outstanding;

(v) if the Commission shall commence a voluntary case or similar proceeding under any applicable bankruptcy, insolvency or other similar law or shall authorize, apply for or consent to the appointment of or taking possession by a receiver, liquidator, assignee, trustee, custodian, sequestrator or similar official of the facilities and/or its rents, fees, charges or other revenues therefrom, or shall make any general assignment for the benefit of creditors, or shall make a written declaration or admission to the effect that it is unable to meet its debt as such debts mature, or shall authorize to take any action in furtherance of any of the foregoing; or

(vi) if a court having jurisdiction in the premises shall enter a decree or order for relief in respect of the Commission in an involuntary case or similar proceeding under any applicable bankruptcy, insolvency or other similar law, or a decree or order appointing a receiver, liquidator, assignee, custodian, trustee, sequestrator or similar official for the Commission, of the facilities and/or the rents, fees, charges or other revenues therefor, or a decree or order for the dissolution, liquidation or winding up of the Commission and its affairs or a decree or order finding or determining that the Commission is unable to meet its debts as such debts mature, and any such decree or order shall remain unstayed and in effect for a period of sixty (60) consecutive days.

Acceleration

So long as such Event of Default shall not have been remedied, unless the principal of all the Series 2018 Bonds shall have already become due and payable, the Trustee, by notice in writing to the Commission, upon receipt of a direction in writing from the Holders of not less than twenty-five percent (25%) in principal amount of the Series 2018 Bonds Outstanding, shall declare the principal of all the Series 2018 Bonds then Outstanding, and the interest accrued thereon, to be due and payable immediately, and upon such declaration the same shall become and be immediately due and payable, anything in the Bond Resolution or in any Series of the Series 2018 Bonds contained to the contrary notwithstanding. The right of the Trustee or of the Holders of not less than twenty-five percent (25%) in principal amount of the Series 2018 Bonds outstanding to make or direct any such declaration, however, is subject to the condition that if, at any time after such declaration, but before the Series 2018 Bonds shall have matured by their terms, all overdue installments of interest upon the Series 2018 Bonds, together with interest on such overdue installments of interest to the extent permitted by law and the reasonable and proper fees, charges, expenses and liabilities of the Trustee, and all other sums then payable by the Commission under the Bond Resolution (except the principal of, and interest accrued since the next preceding interest date on, the Series 2018 Bonds due and payable solely by virtue of such declaration) shall either be paid by or for the account of the Commission or provision satisfactory to the Trustee shall be made for such payment, and all defaults under the Series 2018 Bonds or under the Bond Resolution (other than the payment of principal and interest due and payable solely by reason of such declaration) shall be made good or be secured to the satisfaction of the Trustee or provision deemed by the Trustee to be adequate shall be made therefor, then and in every such case the Holders of twenty-five percent (25%) in principal amount of the Series 2018 Bonds Outstanding, by written notice to the Commission and the Trustee, may rescind such declaration and annul such default in its entirety, or, if the Trustee shall have acted itself and if there shall not have been theretofore delivered to the Trustee written direction to the contrary by the Holders of twenty-five percent (25%) in principal amount of the Series 2018 Bonds Outstanding, then any such declaration shall ipso facto be deemed to be rescinded and any such default shall ipso facto be deemed to be annulled; but no such rescission or annulment shall extend to or affect any subsequent default or impair or exhaust any right or power consequent thereon. However, for so long as the County Guaranty remains in place, the Resolution provides that the Series 2018 Bonds will not be subject to Acceleration during an Event of Default.

Supplemental Resolutions Effective Upon Filing With the Trustee and the County

For any one or more of the following purposes and at any time or from time to time, a Supplemental Resolution of the Commission may be adopted, which, upon (i) the filing with the Trustee and the County of a copy thereof certified by an Authorized Commission Representative and (ii) the filing with the Trustee and the Commission of an instrument in writing made by the County consenting thereto, shall be fully effective in accordance with its terms:

- To close the Bond Resolution against, or provide limitations and restrictions in addition to the limitations and restrictions contained in the Bond Resolution on, the authentication and delivery of the Series 2018 Bonds or the issuance of other evidences of indebtedness;

- To add to the covenants and agreements of the Commission in the Bond Resolution, other covenants and agreements to be observed by the Commission which are not contrary to or inconsistent with the Bond Resolution, the County Guaranty and the County Guaranty Agreement as theretofore in effect;

- To add to the limitations and restrictions in the Bond Resolution, other limitations and restrictions to be observed by the Commission which are not contrary to or inconsistent with the Bond Resolution as theretofore in effect;

- To authorize, in compliance with all applicable law, Series 2018 Bonds to be issued in the form of coupon Series 2018 Bonds registrable as to principal only and, in connection therewith, specify and determine the matters and things relative to the issuance of such coupon Series 2018 Bonds, including provisions relating to the timing and manner of provision of any notice required to be given to the Holders of such coupon Series 2018 Bonds, which are not contrary to or inconsistent with the Bond Resolution as theretofore in effect, or to amend, modify or rescind any such authorization, specification or determination at any time prior to the first authentication and delivery of such coupon Series 2018 Bonds;

- To authorize, in compliance with all applicable law, Series 2018 Bonds to be issued in the form of Series 2018 Bonds issued and held in book-entry form on the books of the Commission, any Fiduciary or custodian appointed for that purpose by the Commission and, in connection therewith, make such additional changes to the Bond Resolution, not adverse to the rights of the Holders of the Series 2018 Bonds, as are necessary or appropriate to accomplish or recognize such book-entry form Series 2018 Bonds, substitute for any such Fiduciary or custodian, provide for in, and amend any provisions in, the Bond Resolution relating to the giving of notice, and specify and determine the matters and things relative to the issuance of such book-entry form Series 2018 Bonds as are appropriate or necessary;

- To confirm, as further assurance, any pledge or assignment under, and the subjection to any security interest, pledge or assignment created or to be created by, the Bond Resolution of the Pledged Property and to pledge any additional revenues, moneys, securities or other agreements; and

- To modify any of the provisions of the Bond Resolution in any other respect whatsoever, provided that such modification shall become effective prior to the authentication and delivery of the first Series 2018 Bond authorized to be issued pursuant to the Bond Resolution, such Supplemental Resolution shall be specifically referred to in the text to all Series 2018 Bonds authenticated and delivered after the date of the adoption of such Supplemental Resolution and of Series 2018 Bonds issued in exchange therefor or in place thereof.

Supplemental Resolutions Effective Upon Consent of Trustee and the County

For any one or more of the following purposes and at any time or from time to time, a Supplemental Resolution may be adopted, which, upon (i) the filing with the Trustee and the County of a copy thereof certified by an Authorized Commission Representative, and (ii) the filing with the Trustee and the County and the Commission of instruments in writing made by the Trustee and the County consenting thereto, shall be fully effective in accordance with its terms:

(1) To cure any ambiguity, supply any omission, or cure or correct any defect or inconsistent provision in the Bond Resolution; or

(2) To insert such provisions clarifying matters or questions arising under the Bond Resolution as are necessary or desirable and are not contrary to or inconsistent with the Bond Resolution and the County Guaranty as theretofore in effect.

Powers of Amendment

Any modification or amendment of the Bond Resolution and of the rights and obligations of the Commission and of the Holders of the Series 2018 Bonds thereunder, in all cases, may be made by a Supplemental Resolution with the written consent, given as provided in the Bond Resolution, of the County and the Holders of at least a majority in principal amount of the Series 2018 Bonds Outstanding at the time such consent is given; provided, however, that if such modification or amendment will, by its terms, not take effect so long as any Series 2018 Bonds of any specified series and maturity remain Outstanding, the consent of the Holders of such Series 2018 Bonds shall not be required and such Series 2018 Bonds shall not be deemed to be Outstanding for the purpose of any calculation of Outstanding Series 2018 Bonds under this paragraph. No such modification or amendment shall permit a change in the terms of redemption (including Sinking Fund Installments) or maturity of the principal of any Outstanding Series 2018 Bond or of any installment of interest thereon or a reduction in the principal amount or the Redemption Price thereof or in the rate of interest thereon without the consent of the County and the Holder of such Series 2018 Bond, or shall reduce the percentages or otherwise affect the classes of Series 2018 Bonds the consent of the Holders of which is required to effect any such modification or amendment, or shall change or modify any of the rights or obligations of any Fiduciary without its written assent thereto. The Trustee may in its discretion determine whether or not, in accordance with the foregoing powers of amendment, Series 2018 Bonds of any particular series and maturity would be affected by any modification or amendment of the Bond Resolution and any such determination shall be binding and conclusive on the Commission and all Holders of Series 2018 Bonds.

Modifications by Unanimous Consent

The terms and provisions of the Bond Resolution and the rights and obligations of the Commission, the County and of the Holders of the Series 2018 Bonds thereunder may be modified or amended in any respect upon the adoption and filing by the Commission of a Supplemental Resolution and consent of the County and the Holders of all of the Series 2018 Bonds then Outstanding, such consent to be given as provided in the Bond Resolution except that no notice to Series 2018 Bondholders shall be required; provided, however, that no such modification or amendment shall change or modify any of the rights or obligations of any Fiduciary without the filing with the Trustee of the written assent thereto of such Fiduciary in addition to the consent of the County and the Series 2018 Bondholders.

Defeasance

If, subject to the provisions set forth in the next succeeding sentence, the Commission shall pay or cause to be paid, or there shall otherwise be paid, to the Holders of all Series 2018 Bonds the principal or Redemption Price, if applicable, and interest due or to become due thereon, at the times and in the manner stipulated in the Series 2018 Bonds and in the Bond Resolution, then the pledge of the Pledged Property, any Revenues, and other moneys and securities pledged under the Bond Resolution and all covenants, agreements and other obligations of the Commission to the Series 2018 Bondholders and the County, shall thereupon cease, terminate and become void and be discharged and satisfied. If the Commission shall pay or cause to be paid, or there shall otherwise be paid, to the Holders of the Outstanding Series 2018 Bonds of a particular series and maturity or any particular series of the Series 2018 Bonds within a maturity, the principal or Redemption Price, if applicable, and interest due or to become due thereon, at the times and in the manner stipulated therein and in the Bond Resolution, such Series 2018 Bonds shall cease to be entitled to any lien, benefit or security under the Bond Resolution and the County Guaranty, and all covenants, agreements and obligations of the Commission to the Holders of such Series 2018 Bonds and the County shall thereupon cease, terminate and become void and be discharged and satisfied.

Loan Defaults

Whenever any Event of Default referred to above has happened and is continuing under the Borrower Bonds (the "Defaulted Borrower Bonds"), the Trustee shall diligently enforce, and shall take all reasonable steps, actions and proceedings necessary for the enforcement of the Defaulted Borrower Bonds as provided for in the Bond Resolution, including the prompt payment of all Loan Repayments, and in the Guaranty Agreement.

Payment or Prepayment of Borrower Bonds

Upon the payment of all sums due and to become due pursuant to the applicable Borrower Purchase Agreement and on the Borrower Bond or the prepayment of the Borrower Bond in full by any Borrower, the Trustee (after 123 days have elapsed during which no Act of Bankruptcy shall have occurred with respect to such Borrower) shall cancel such Borrower Bond on behalf of the Commission and deliver it to such Borrower and shall take any other reasonable action required of the Commission or the Trustee and shall execute in its own name or in the Commission's name all relevant documents in connection with such actions and the Trustee is hereby appointed the

Commission's agent and attorney-in-fact for purposes of taking any act, including the execution and delivery of any document, required by the Bond Resolution, all at the expense of such Borrower.

Additional Bonds

The Commission may not issue additional bonds under the Bond Resolution for any purpose.

THE COMMISSION

General

The Commission is a public body corporate and politic of the State, organized and existing under and by virtue of the Act, and created pursuant to a resolution of the Board of Chosen Freeholders of the County, duly adopted on October 22, 1948. Upon its creation, the Commission purchased the Tacony-Palmyra Bridge (completed in 1929) and the Burlington-Bristol Bridge (completed in 1931) from the Burlington-Bristol Bridge Company and assumed responsibility for their operation and maintenance. Subsequently, by order of the County Board of Chosen Freeholders, the Commission assumed jurisdiction over six non-toll bridges in the County, certain approaches to each of the bridges and certain administrative offices and maintenance facilities in Palmyra, New Jersey and Burlington City, New Jersey.

Powers

The Commission's powers under the Act include, among others, the right to contract as a public body; to sue and be sued; to maintain, improve and replace any bridge under its charge and fix all boundaries and approaches; to borrow money and incur indebtedness, and issue negotiable bonds or notes for any purposes provided for in the Act; to acquire, hold and dispose of any real and personal property, enter into and condemn lands necessary for its purposes pursuant to the Act and in accordance with the laws of the State governing eminent domain; adopt rules and regulations deemed necessary for the proper governing of the bridges and approaches; and to establish and receive tolls for the use of its bridges and approaches at a rate set by the Commission. The Act also provides for dissolution of the Commission upon the satisfaction of certain requirements including repayment of all debt, at the discretion of the Board of Chosen Freeholders of the County.

In 2002, the Act was amended to expand the powers of the Commission to also include, among others, the right to plan, finance, acquire, construct, lease, improve and operate any project within the County, extend credit or make loans for such purposes and encumber all of its revenues, property, projects and facilities and fix and collect facility charges for the use of any project for the purpose of securing its bonds, notes and other obligations; enter into and perform agreements with respect to property purchased, leased, borrowed, received or accepted by the Commission from any county, municipality, governmental unit or person for use as part of any project, including agreements for the assumption of principal or interest and any mortgage or lien attached to such property; and charge and collect tolls, rents, rates, fares, fees or other charges in connection with any project owned, leased or controlled by the Commission.

Management

Pursuant to the Act, the Commission is composed of three Commissioners appointed by the County Board of Chosen Freeholders for three (3) year, staggered terms. The current members of the Commission, their offices and the dates of expiration of their present terms are as follows:

Commissioner	Office	Term Expiration Date
John B. Comegno, II	Chairman	October 22, 2018
James D. Fattorini	Vice Chairman	October 22, 2019
Troy E. Singleton	Commissioner	October 22, 2020

Administration and Employees

The Executive Director of the Commission is John D. Jeffers, the Treasurer is Christine J. Nociti and the Secretary is Kathleen M. Wiseman.

The Commission's Administrative Office is located at 1300 Route 73 North, Palmyra, New Jersey. Its mailing address is P.O. Box 6, Palmyra, New Jersey 08065-1090 (telephone number 856-829-1900).

Bridge System Revenues Not Pledged

The Commission collects revenues from the operation of its bridge system and other operations. Because none of the Commission's revenues, other than the Revenues derived from the Governmental Loan Program pledged under the Bond Resolution, are available for payment of debt service on the Series 2018 Bonds, no additional financial or other information regarding the Commission is being furnished in this Official Statement.

SERIES 2018 BONDS DEBT SERVICE REQUIREMENTS

The following table shows the annual principal and interest requirements during the term of the Series 2018 Bonds:

Year Ended (December 31)	Series 2018 Principal*	Series 2018 Interest	Series 2018 Total
2019	$1,520,000		
2020	1,470,000		
2021	1,515,000		
2022	1,580,000		
2023	1,640,000		
2024	1,700,000		
2025	1,780,000		
2026	1,865,000		
2027	1,960,000		
2028	2,055,000		
2029	1,710,000		
2030	1,795,000		
2031	1,665,000		
2032	1,745,000		
2033	1,830,000		
2034	455,000		
2035	475,000		
2036	500,000		
TOTAL	$27,260,000		

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* Preliminary, subject to change.

LEGALITY FOR INVESTMENT

The Act provides that the State and all public officers, municipalities, counties, political subdivisions and public bodies, and agencies thereof; all banks, bankers, trust companies, savings banks and institutions, building and loan associations, savings and loan associations, investment companies and other persons carrying on a banking business; all insurance companies, insurance associations and other persons carrying on an insurance business; and all executors, administrators, guardians, trustees and other fiduciaries, may legally invest any sinking funds, moneys, or other funds belonging to them or within their control in any bonds of the Commission, including the Series 2018 Bonds, and such obligations are authorized security for any and all public deposits.

PLEDGE OF THE STATE NOT TO LIMIT POWER OF COMMISSION OR RIGHTS OF BONDHOLDERS

The Act sets forth the pledge and agreement of the State with the holders of the bonds, notes, or other indebtedness of the Commission, including the Series 2018 Bonds, that it will not limit or alter the rights vested by the Act in the Commission to fix, establish and collect tolls or facility charges, and revise such tolls and facility charges when necessary, as will be sufficient to always comply fully with and fulfill the terms of all agreements and covenants made with the holders of the Commission's obligations and will not in any manner impair, alter or abrogate any other power or obligation vested by the Act in the Commission or the rights and remedies of such holders, until such bonds, notes or other indebtedness, together with the interest thereon, and all costs and expenses in connection with any actions or proceedings taken by or on behalf of such holders, are fully paid and discharged or adequate provision is made for the payment of discharge thereof.

MUNICIPAL BANKRUPTCY

The undertakings of the Commission, the County and the Borrowers should be considered with reference to Chapter IX of the United States Bankruptcy Code (the "Bankruptcy Code"), 11 *U.S.C.* Section 901 to 946. Under Chapter IX of the Bankruptcy Code, a municipality, a political subdivision or a public agency or instrumentality of the State that is insolvent or unable to meet its debts may file a petition in a United States Bankruptcy Court (the "Bankruptcy Court") to adjust its debts. Chapter IX of the Bankruptcy Code does not permit such entity to liquidate its assets and distribute the proceeds of its assets to its creditors. Chapter IX of the Bankruptcy Code permits a financially distressed public entity to seek protection from its creditors by staying the commencement or continuation of certain actions against such public entity while it formulates and negotiates a plan of adjustment of its debts which can be binding on a dissenting minority of creditors if it is acceptable to the minority of creditors. Should the Commission, the County or any Borrower file a petition in the Bankruptcy Court under Chapter IX of the Bankruptcy Code prior to the payment in full of the principal of and interest on the Series 2018 Bonds, the Holders of the Series 2018 Bonds would be considered creditors and would be bound by the public entity's plan of adjustment of its debt.

Reference should also be made to *N.J.S.A.* 52:27-40 thru 52:27-45.11 which provides that "any political subdivision" of the State as defined therein has the power to file a petition with the Bankruptcy Court under Chapter IX of the Bankruptcy Code provided the "political subdivision" has obtained approval of the Local Finance Board. Section 903 of the Bankruptcy Code, 11 *U.S.C.* Section 903, specifically provides that Chapter IX of the Bankruptcy Code does not limit or impair the power of a state to control, by legislation or otherwise, a municipality of or in such state in the exercise of the political or governmental powers of such municipality; provided, however, that a state law prescribing a method of composition of indebtedness of the municipality may not bind any creditor that does not consent to such composition and that a judgment entered under such state law may not bind a creditor that does not consent to such composition.

THE ABOVE REFERENCES TO THE BANKRUPTCY CODE ARE NOT TO BE CONSTRUED AS AN INDICATION THAT THE COMMISSION, THE COUNTY OR ANY BORROWER EXPECTS TO RESORT TO THE PROVISIONS OF SUCH BANKRUPTCY CODE OR THAT, IF IT DID, SUCH ACTION WOULD BE APPROVED BY THE LOCAL FINANCE BOARD, OR THAT ANY PROPOSED PLAN WOULD INCLUDE A DILUTION OF THE SOURCES OF PAYMENT OF AND SECURITY FOR THE SERIES 2018 BONDS.

LITIGATION

The Commission

In the opinion of the Commission's Solicitor, Anthony T. Drollas, Jr., Esquire, Capehart Scatchard, P.A., Trenton, New Jersey, there is no controversy or litigation of any nature now pending or, to the best of his knowledge, threatened against the Commission restraining or enjoining the authorization, issuance, sale, execution or delivery of the Series 2018 Bonds, or in any way contesting or affecting the validity of the Series 2018 Bonds, or any proceedings of the Commission taken with respect to the authorization, issuance, sale, execution or delivery thereof, or the pledge or application of any moneys or security provided for the payment of the Series 2018 Bonds, or the existence or powers of the Commission related to the authorization, issuance, sale execution or delivery of the Series 2018 Bonds.

The County

In the opinion of the County Solicitor, Kendall J. Collins, Esquire, there is no controversy or litigation of any nature now pending or, to the best of his knowledge, threatened against the County restraining or enjoining the authorization or delivery by the County of the County Guaranty, or in any way contesting or affecting the validity of the County Guaranty, or any proceedings of the County taken with respect to the authorization or delivery thereof, or the existence or powers of the County related to the authorization and delivery of the County Guaranty. In the opinion of the County Solicitor, there is no litigation pending or, to the knowledge of the County, threatened in any court wherein an adverse decision would have a material adverse effect on the financial position of the County or its ability to pay, or to provide for payment under, the County Guaranty.

The Borrowers

In the opinion of the solicitor for each Borrower, there is no controversy or litigation of any nature now pending or, to the knowledge of the solicitor of each Borrower, threatened against such Borrower restraining or enjoining the authorization, execution or delivery by such Borrower of its respective Borrower Bond, or in any way contesting or affecting the validity of such Borrower Bond, or any proceedings of such Borrower taken with respect to the authorization, execution or delivery thereof, or the existence or powers of such Borrower related to the authorization, execution and delivery of such Borrower Bond. In the opinion of the solicitor for each Borrower, there is no litigation pending or, to the knowledge of the solicitor for each

Borrower, threatened in any court wherein an adverse decision would have a material adverse effect on the financial position of such Borrower or its ability to pay, or to provide for payment under, such Borrower Bond.

TAX MATTERS

Exclusion of Interest on the Bonds From Gross Income for Federal Tax Purposes

In the opinion of Capehart & Scatchard, P.A., Bond Counsel to the Commission, assuming continuing compliance by the Commission with its covenants pertaining to provisions of the Internal Revenue Code of 1986, as amended (the "Code"), pertaining to the issuance of the Series 2018 Bonds, and subject to certain provisions of the Code that are described below, interest on the Series 2018 Bonds is excludable from gross income of the owners thereof for federal income tax purposes, and will not be treated as an item of tax preference for purposes of calculating the alternative minimum tax imposed on individuals and corporations. In the opinion of Bond Counsel to the Commission, interest on the Series 2018 Bonds and any gain from the sale thereof are excludable from gross income of the owners thereof under the New Jersey Gross Income Tax Act.

The Code contains a number of provisions that apply to the Series 2018 Bonds, including restrictions relating to the use or investment of the proceeds of the Series 2018 Bonds and the payment of certain arbitrate earnings in excess of the "yield" on the Series 2018 Bonds to the Treasury of the United States. Noncompliance with such provisions may result in interest on the Series 2018 Bonds being includable in gross income for federal income tax purposes retroactive on the date of issuance of the Series 2018 Bonds. The Commission has covenanted in the Leases to comply with these requirements. Bond Counsel has not undertaken to monitor compliance with such covenants or to advise any party as to the changes in the law after the date of issuance of the Series 2018 Bonds that may affect the tax-exempt status of the interest thereon.

The Code imposes an alternative minimum tax on individuals and corporations. Interest received with respect to certain types of private activity bonds issued after August 7, 1986 is considered a tax preference subject to the alternative minimum tax. As the Series 2018 Bonds are not private activity bonds, interest on the Series 2018 Bonds is not an item of tax preference under Section 57 of the Code for purposes of computing the alternative minimum tax. For corporations with tax years beginning after December 31, 2017, the corporate alternative minimum tax was repealed by federal legislation, Public Law No. 115-97 (the "Tax Cuts and Jobs Act") enacted on December 22, 2017, effective for tax years beginning after December 31, 2017. For tax years beginning before January 1, 2018, interest on the Series 2018 Bonds is not an item of tax preference for purposes of the corporate alternate minimum tax in effect prior to enactment of the Tax Cuts and Jobs Act; however, interest on Bonds held by a corporation (other than an S corporation, regulated investment company or real estate investment trust) may be indirectly subject to federal alternative minimum tax for tax years beginning before January 1, 2018 because of its inclusion in the adjusted current earnings of a corporate holder.

Section 265(b) of the Code generally denies to banks, thrift institutions and other financial institutions any deduction for that portion of interest expense incurred or continued to purchase or carry tax-exempt obligations.

The Series 2018 Bonds **will not** be designated as qualified under Section 265 of the Code by the Commission for an exemption from the denial of deduction for interest paid by financial institutions to purchase or to carry tax-exempt obligations.

The opinion of Bond Counsel is based on current legal authority and covers certain matters not directly addressed by such authority. It represents Bond Counsel's legal judgment as to exclusion of interest on the Series 2018 Bonds from gross income for federal income tax purposes but is not a guaranty of that conclusion. The opinion is not binding on the Internal Revenue Service ("IRS") or any court. Bond Counsel expresses no opinion about the effect of future changes in (i) the Code and the applicable regulations under the Code or (ii) the interpretation and enforcement of the Code or those regulations by the IRS.

Bond Counsel's engagement with respect to the Series 2018 Bonds ends with the issuance of the Series 2018 Bonds, and, unless separately engaged, Bond Counsel is not obligated to defend the Commission or the County or the owners of the Series 2018 Bonds regarding the tax status of interest thereon in the event of an audit examination by the IRS. The IRS has a program to audit tax-exempt obligations to determine whether the interest thereon is includible in gross income for federal income tax purposes. If the IRS does audit the Series 2018 Bonds, under current IRS procedures, the IRS will treat the Commission as the taxpayer and the beneficial owners of the Series 2018 Bonds will have only limited rights, if any, to obtain and participate in judicial review of such audit. Any action of the IRS, including, but not limited to, selection of the Series 2018 Bonds for audit, or the course or result of such audit, or an audit of other obligations presenting similar tax issues, may affect the market value of the Series 2018 Bonds.

Payments of interest on tax-exempt obligations, including the Series 2018 Bonds, are generally subject to IRS Form 1099-INT information reporting requirements. If a Bond owner is subject to backup withholding under those requirements, then payments of interest will also be subject to backup withholding. Those requirements do not affect the exclusion of such interest from gross income for federal income tax purposes.

Original Issue Discount

Certain maturities of the Series 2018 Bonds may be sold at an initial offering price less than the principal amount payable on such Bonds at maturity (the "Discount Bonds"). The difference between the initial public offering price of the Discount Bonds at which a substantial amount of each of the Discount Bonds was sold and the principal amount payable at maturity of each of the Discount Bonds constitutes the original issue discount. Bond Counsel is of the opinion that the appropriate portion of the original issue discount allocable to the original and each subsequent owner of the Discount Bonds will be treated for federal income tax purposes as interest not includable in gross income under Section 103 of the Code to the same extent as stated interest on the Discount Bonds. Under Section 1288 of the Code, the original issue discount on the Discount Bonds accrues on the basis of economic accrual. The basis of an initial purchaser of a Discount Bond acquired at the initial public offering price of the Discount Bonds will be increased by the amount of such accrued discount. Owners of the Discount Bonds should consult their own tax advisors with respect to the determination for federal income tax purposes of the original issue discount properly accruable with respect to the Discount Bonds and the tax accounting treatment of accrued interest.

Original Issue Premium

Certain maturities of the Series 2018 Bonds may be sold at an initial offering price in excess of the amount payable at the maturity date (the "Premium Bonds"). The excess, if any, of the tax basis of the Premium Bonds to a purchaser (other than a purchaser who holds such Premium Bonds as inventory, as stock-in-trade or for sale to customers in the ordinary course of business) over the amount payable at maturity is amortizable bond premium, which is not deductible from gross income for federal income tax purposes. Amortizable bond premium, as it amortizes, will reduce the owner's tax cost of the Premium Bonds used to determine, for federal income tax purposes, the amount of gain or loss upon the sale, redemption at maturity or other disposition of the Premium Bonds. Accordingly, an owner of a Premium Bond may have taxable gain from the disposition of the Premium Bond, even though the Premium Bond is sold, or disposed of, for a price equal to the owner's original cost of acquiring the Premium Bond. Bond premium amortizes over the term of the Premium Bonds under the "constant yield method" described in regulations interpreting Section 1272 of the Code. Owners of the Premium Bonds should consult their own tax advisors with respect to the calculation of the amount of bond premium that will be treated for federal income tax purposes as having amortized for any taxable year (or portion thereof) of the owner and with respect to other federal, state and local tax consequences of owning and disposing of the Premium Bonds.

Additional Federal Income Tax Consequences of Holding the Series 2018 Bonds

Prospective purchasers of the Series 2018 Bonds should be aware that ownership of, accrual or receipt of interest on or disposition of tax-exempt obligations, such as the Series 2018 Bonds, may have additional federal income tax consequences for certain taxpayers, including, without limitation, taxpayers eligible for the earned income credit, recipients of certain Social Security and certain Railroad Retirement benefits, taxpayers that may be deemed to have incurred or continued indebtedness to purchase or carry tax-exempt obligations, financial institutions, property and casualty companies, foreign corporations and certain S corporations.

Bond Counsel expresses no opinion regarding any federal tax consequences other than its opinion with regard to the exclusion of interest on the Series 2018 Bonds from gross income pursuant to Section 103 of the Code and interest on the Series 2018 Bonds not constituting an item of tax preference under Section 57 of the Code. Prospective purchasers of the Series 2018 Bonds should consult their tax advisors with respect to all other tax consequences (including, but not limited to, those listed above) of holding the Series 2018 Bonds.

Changes in Federal Tax Law Regarding the Series 2018 Bonds

Legislation affecting tax-exempt obligations is regularly considered by the United States Congress and may also be considered by the State of New Jersey. Court proceedings may also be filed, the outcome of which could modify the tax treatment of obligations such as the Series 2018 Bonds. There can be no assurance that legislation enacted or proposed, or actions by a court, after the date of issuance of the Series 2018 Bonds will not have an adverse effect on the tax status of interest on the Series 2018 Bonds or the market value or marketability of the Series 2018 Bonds. These adverse effects could result, for example, from changes to federal or state income tax rates, changes in the structure of federal or state income taxes (including replacement with another type of tax) or repeal (or reduction in the benefit) of the exclusion of interest on the Series 2018 Bonds from gross income for federal or state income tax purposes for all or certain taxpayers.

State Taxation

Bond Counsel is of the opinion that, based upon existing law, interest on the Series 2018 Bonds and any gain on the sale thereof are not included in gross income under the New Jersey Gross Income Tax Act.

THE OPINIONS EXPRESSED BY BOND COUNSEL WITH RESPECT TO THE SERIES 2018 BONDS ARE BASED UPON EXISTING LAWS AND REGULATIONS AS INTERPRETED BY RELEVANT JUDICIAL AND REGULATORY CHANGES AS OF THE DATE OF ISSUANCE OF THE SERIES 2018 BONDS, AND BOND COUNSEL HAS EXPRESSED NO OPINION WITH RESPECT TO ANY LEGISLATION, REGULATORY CHANGES OR LITIGATION ENACTED, ADOPTED OR DECIDED SUBSEQUENT THERETO. PROSPECTIVE PURCHASERS OF THE SERIES 2018 BONDS SHOULD CONSULT THEIR OWN TAX ADVISERS REGARDING THE POTENTIAL IMPACT OF ANY PENDING OR PROPOSED FEDERAL OR STATE TAX LEGISLATION, REGULATIONS OR LITIGATION.

POTENTIAL PURCHASERS OF THE SERIES 2018 BONDS SHOULD CONSULT WITH THEIR TAX ADVISORS IN ORDER TO UNDERSTAND THE IMPLICATIONS UNDER THE CODE OF OWNERSHIP OF THE SERIES 2018 BONDS.

APPROVAL OF LEGALITY

The issuance and the delivery of the Series 2018 Bonds is subject to the approving legal opinion of Capehart Scatchard, P.A., Trenton, New Jersey, Bond Counsel to the Commission. All legal matters incident to the authorization, sale and delivery of the Borrower Bonds will be passed upon for the Borrowers by their respective solicitors and bond counsel. Certain legal matters will be passed upon for the Commission by its Solicitor, Anthony T. Drollas, Jr., Esquire, Capehart Scatchard, P.A., Trenton, New Jersey. Certain legal matters will be passed upon for the County by Parker McCay P.A., Mount Laurel, New Jersey, County Bond Counsel, and by Kendall J. Collins, Esquire, Mount Holly, New Jersey, County Solicitor. Certain legal matters will be passed upon for the Underwriter by its counsel, Archer & Greiner P.C., Red Bank, New Jersey.

The various legal opinions to be delivered concurrently with the delivery of the Series 2018 Bonds express the professional judgment of the attorneys rendering the opinions as to the legal issues explicitly addressed therein. In rendering a legal opinion, the attorney does not become an insurer or guarantor of that expression of professional judgment, of the transaction opined upon, or the future performance of parties to the transaction. Neither does the rendering of an opinion guarantee the outcome of any legal dispute that may arise out of the transaction.

UNDERWRITING

The Series 2018 Bonds have been purchased from the Commission by Raymond James & Associates, Inc. (the "Underwriter"), subject to the terms of a Bond Purchase Agreement between the Commission and the Underwriter dated the date of this Official Statement, at an aggregate purchase price of $__________ (said aggregate purchase price reflecting the aggregate par amount of the Series 2018 Bonds, plus an aggregate net original issue premium of $________________, and less an aggregate Underwriter's discount of $______________). The Underwriter intends to offer the Series 2018 Bonds to the public initially at the respective offering prices or yields set forth on the inside front cover page of this Official Statement which may subsequently change without any requirement of prior notice. The Series 2018 Bonds may be offered and sold to certain dealers (including dealers depositing such Series 2018 Bonds into investment trusts) at yields higher than the public offering yields set forth on the inside from cover hereof, and such yields may be changed from time to time, by the Underwriter without prior notice.

MUNICIPAL ADVISOR

Acacia Financial Group, Inc., Mount Laurel, New Jersey, has served as municipal advisor to the Commission with respect to the issuance of the Series 2018 Bonds (the "Municipal Advisor"). The Municipal Advisor is not obligated to undertake, and has not undertaken, either to make an independent verification of, or to assume responsibility for the accuracy, completeness or fairness of the information contained in this Official Statement and the Appendices hereto. The Municipal Advisor is an independent firm and is not engaged in the business of underwriting, trading or distributing municipal securities or other public securities.

RATING

Moody's Investors Service Inc. ("Moody's") has assigned a rating of "Aa1" to the Series 2018 Bonds.

Explanation of the significance of such bond rating may be obtained from Moody's at 7 World Trade Center, 250 Greenwich Street, New York, New York 10007. Such bond rating expresses only the view of Moody's, and an explanation of the significance of the rating may be obtained from Moody's. There is no assurance that such bond rating will continue for any period of time or that they will not be revised or withdrawn entirely by Moody's, if in the judgment of Moody's, circumstances so warrant. Any revision or withdrawal of such rating may have an adverse effect on the marketability and market price of the Series 2018 Bonds.

SECONDARY MARKET DISCLOSURE

The County

In accordance with the provisions of Rule 15c2-12, as amended ("Rule 15c2-12"), promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended, the County and the Commission will, prior to the issuance of the Series 2018 Bonds, enter into an agreement (the "County Continuing Disclosure Agreement") with TD Bank, National Association, as dissemination agent (the "Dissemination Agent") substantially in the form included in Appendix D attached hereto.

Since 2007, there have been a large number of rating actions reported by Moody's Investors Service and Standard & Poor's Rating Corporation affecting the municipal bond insurance companies. The County has filed a notice of bond insurance related rating changes affecting certain of its general obligation bonds even though there has been widespread knowledge of these rating actions. As of the date of this Official Statement, the County is in compliance in all material respects with all existing undertakings to provide continuing disclosure in accordance with the provisions of the Rule.

As of the date of this Official Statement, the Commission is in compliance in all material respects with all existing undertakings to provide continuing disclosure in accordance with the provisions of Rule 15c2-12.

The Obligated Borrowers

Pursuant to provisions of an agreement in the same form as the County Continuing Disclosure Agreement between the Dissemination Agent and those Borrowers (the "Borrower Continuing Disclosure Agreement") who meet the criteria described in the following paragraph (each, an "Obligated Borrower"), each Obligated Borrower has undertaken to furnish the Dissemination Agent with Annual Information relating to such Obligated Borrower substantially similar in scope to, and in the same manner as, that required in the County Continuing Disclosure Agreement.

The Obligated Borrowers are those Borrowers which are scheduled to make Loan Repayments with respect to their respective Borrower Bonds in any one calendar year which equal or exceed ten percent (10%) of the debt service scheduled to be paid with respect to any Series of the Series 2018 Bonds in such calendar year (the "Obligated Payments Threshold"). A Borrower shall only be deemed an Obligated Borrower for those years in which it meets the Obligated Payments Threshold and its continuing disclosure obligations will terminate after the Obligated Payments Threshold is no longer met. Upon issuance of the Series 2018 Bonds, the Obligated Borrowers are the City of Bordentown, the Township of Medford, the Borough of Riverton and the Township of North Hanover. General financial and demographic information concerning the Obligated Borrowers is included in Appendix C hereto.

Within the last five years the City of Bordentown failed to timely file its audits in 2012 and 2015 and its operating data for the 2012 through 2015 fiscal years. As of the date of this Official Statement, the City of Bordentown is in compliance in all material respects with all existing undertakings to provide continuing disclosure in accordance with the provisions of Rule 15c2-12 and the City of Bordentown has engaged a dissemination agent for the purpose of complying with future filings required by Rule 15c2-12.

Within the last five years the Township of Medford failed to timely file its audits in 2012 through 2014 and its operating data for the 2012 through 2016 fiscal years. As of the date of this Official Statement, the Township of Medford is in compliance in all material respects with all existing undertakings to provide continuing disclosure in accordance with the provisions of Rule 15c2-12.

Within the last five years the Borough of Riverton has materially complied with all filings required by Rule 15c2-12.

Within the last five years the Township of North Hanover has previously failed to timely comply with prior undertakings to provide audited financial statements, financial information and certain operating data for the reporting fiscal year ended December 31, 2012 through December 31, 2016, inclusive. In addition, the Township of North Hanover did not file, in a timely manner, notice of such failures to provide audited financial statements, financial information and operating data and event notices with respect to certain rating changes. As of the date of this Official Statement, the Township of North Hanover is in compliance in all material respects with all existing undertakings to provide continuing disclosure in accordance with the provisions of Rule 15c2-12.

These covenants have been made in order to assist the Underwriter in complying with Rule 15c2-12. See Appendix D hereto for the forms of continuing disclosure agreements by and among, as applicable, the Commission, the County, the Obligated Borrowers, and the Trustee, as dissemination agent.

INDEPENDENT AUDITOR

The excerpt of the Report of Audit of Financial Statements of the County as of December 31, 2017, 2016, 2015, 2014 and 2013, and for the years then ended, included in Appendix A to this Official Statement, have been audited by Bowman & Company LLP, Voorhees, New Jersey, independent certified public accountants, as stated in their report appearing in Appendix A to this Official Statement.

APPENDICES

Appendix A to this Official Statement consists of an excerpt of the Report of Audit of Financial Statements of the County which have been provided by the County from public documents of the County and from other public or official documents or publications where are referred to therein. A copy of the complete Report of Audit of Financial Statements of the County may be obtained upon request to the office of the County Treasurer. The Commission has not confirmed the accuracy or completeness of said information, and the Commission disclaims any responsibility for the accuracy or completeness thereof.

Appendix B to this Official Statement consists of certain general and financial information concerning the County which has been provided by the County from public documents of the County and from other public or official documents or publications which are referred to therein. The Commission has not confirmed the accuracy or completeness of said information, and the Commission disclaims any responsibility for the accuracy or completeness thereof.

Appendix C to this Official Statement consists of certain general and financial information concerning the Obligated Borrowers, which has been provided by the Obligated Borrowers from public documents of the Obligated Borrowers and from other public or official documents or publications which are referred to therein. The Commission has not confirmed the accuracy or completeness of said information, and the Commission disclaims any responsibility for the accuracy or completeness thereof.

Appendix D to this Official Statement consists of forms of continuing disclosure agreements by and among, as applicable, the Commission, the County, the Obligated Borrowers and the Trustee, as dissemination agent.

Appendix E to this Official Statement consists of the form of approving legal opinion of Capehart Scatchard, P.A., Bond Counsel to the Commission. Copies of such opinion will be available at the time of delivery of the Series 2018 Bonds.

MISCELLANEOUS

Certain portions of the information herein are summaries of certain portions of the Bond Resolution, the Borrower Purchase Agreements, the Series 2018 Bonds, the Borrower Bonds and the County Guaranty. Such summaries not purporting to be quoted in full are descriptions of certain provisions and are in all respects subject to and qualified in their entirety by express reference to the provisions of the complete documents in their final form, copies of which will be on file and available for examination at the offices of the Commission or the Trustee.

All information, estimates and assumptions herein have been obtained from officials of the Commission, the County and the Borrowers, other governmental bodies, trade and statistical services and other sources that are believed to be reliable, but no representations whatsoever are made that such estimates or assumptions are correct or will be realized.

This Official Statement is not to be construed as a contract or agreement between the Commission and the Underwriter or the purchaser or owner of any of the Series 2018 Bonds. Any statements made in this Official Statement involving matters of opinion, whether or not expressly so stated, are intended merely as opinions and not as representations of fact. The information and expressions of opinion herein are subject to change without notice and neither the delivery of this Official Statement nor any sale made hereunder shall, under any circumstances, create any implication that there has been no change in the affairs of the Borrowers, the County or the Commission since the date hereof.

The execution and delivery of this Official Statement has been approved and authorized by the Commission.

BURLINGTON COUNTY BRIDGE
COMMISSION

By:____________________________
JOHN B. COMEGNO, II
Chairman

Dated: __________, 2018

APPENDIX A

AUDITED FINANCIAL STATEMENTS OF THE COUNTY OF BURLINGTON, NEW JERSEY

BOWMAN & COMPANY LLP
CERTIFIED PUBLIC ACCOUNTANTS & CONSULTANTS

INDEPENDENT AUDITOR'S REPORT

The Honorable Director and
Members of the County Board of Chosen Freeholders
County of Burlington
Mount Holly, New Jersey 08060

Report on the Financial Statements

We have audited the accompanying statements of assets, liabilities, reserves and fund balance - regulatory basis of the various funds of the County of Burlington, State of New Jersey, as of December 31, 2017, 2016, 2015, 2014 and 2013, and the related statements of operations and changes in fund balance - regulatory basis for the years then ended, and the related notes to the financial statements, which collectively comprise the County's basic financial statements as listed in the table of contents.

Management's Responsibility for the Financial Statements

Management is responsible for the preparation and fair presentation of these financial statements in accordance with the financial reporting provisions of the Division of Local Government Services, Department of Community Affairs, State of New Jersey; this includes the design, implementation, and maintenance of internal control relevant to the preparation and fair presentation of financial statements that are free from material misstatement, whether due to fraud or error.

Auditor's Responsibility

Our responsibility is to express opinions on these financial statements based on our audit. We conducted our audit in accordance with auditing standards generally accepted in the United States of America; and in compliance with audit requirements as prescribed by the Division of Local Government Services, Department of Community Affairs, State of New Jersey. Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free from material misstatement.

An audit involves performing procedures to obtain audit evidence about the amounts and disclosures in the financial statements. The procedures selected depend on the auditor's judgment, including the assessment of the risks of material misstatement of the financial statements, whether due to fraud or error. In making those risk assessments, the auditor considers internal control relevant to the County's preparation and fair presentation of the financial statements in order to design audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the County's internal control. Accordingly, we express no such opinion. An audit also includes evaluating the appropriateness of accounting policies used and the reasonableness of significant accounting estimates made by management, as well as evaluating the overall presentation of the financial statements.

We believe that the audit evidence we have obtained is sufficient and appropriate to provide a basis for our audit opinions.

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Opinions

Basis for Adverse Opinion on Accounting Principles Generally Accepted in the United States of America

As described in note 1 to the financial statements, the financial statements are prepared by the County on the basis of the financial reporting provisions of the Division of Local Government Services, Department of Community Affairs, State of New Jersey, which is a basis of accounting other than accounting principles generally accepted in the United States of America, to meet the requirements of the State of New Jersey.

The effects on the financial statements of the variances between the regulatory basis of accounting described in note 1 and accounting principles generally accepted in the United States of America, although not reasonably determinable, are presumed to be material.

Adverse Opinion on Accounting Principles Generally Accepted in the United States of America

In our opinion, because of the significance of the matter discussed in the "*Basis for Adverse Opinion on Accounting Principles Generally Accepted in the United States of America*" paragraph, the financial statements referred to above do not present fairly, in accordance with accounting principles generally accepted in the United States of America, the financial position of the County of Burlington, State of New Jersey, as of December 31, 2017, 2016, 2015, 2014 and 2013, or the results of its operations and changes in fund balance for the years then ended.

Opinion on Regulatory Basis of Accounting

In our opinion, the financial statements referred to previously present fairly, in all material respects, the assets, liabilities, reserves and fund balance - regulatory basis of the various funds of the County of Burlington, State of New Jersey, as of December 31, 2017, 2016, 2015, 2014 and 2013, and the results of its operations and changes in fund balance - regulatory basis of such funds for the years then ended, in conformity with accounting principles and practices prescribed by the Division of Local Government Services, Department of Community Affairs, State of New Jersey, as described in note 1.

Respectfully submitted,

Bowman & Company LLP

BOWMAN & COMPANY LLP
Certified Public Accountants
& Consultants

Henry J. Ludwigsen

Henry J. Ludwigsen
Certified Public Accountant
Registered Municipal Accountant

Woodbury, New Jersey
June 30, 2018

COUNTY OF BURLINGTON
CURRENT FUND
Statements of Assets, Liabilities, Reserves, and Fund Balance -- Regulatory Basis

	As of December 31,				
Assets	**2017**	**2016**	**2015**	**2014**	**2013**
Regular Fund:					
Cash	$ 38,696,885	$ 32,912,182	$ 32,312,908	$ 37,931,991	$ 43,735,961
Receivables with Full Reserves:					
Revenue Accounts Receivable	36,931	44,787	38,059	39,094	4,999
Accounts Receivable--Other	1,698	190,436	410,463	386,902	1,064,707
Interfunds Receivable				3,236	516,146
Total Regular Fund	38,735,514	33,147,405	32,761,430	38,361,223	45,321,813
Federal and State Grant Fund:					
Cash	1,362,347	1,128,619	497,350	1,339,969	5,690,771
Accounts Receivable:					
Federal and State Funds	17,187,573	13,375,633	14,986,362	16,120,772	18,671,968
Interfunds Receivable	7,747	7,717	536,787	203,117	147,350
Total Federal and State Grant Fund	18,557,667	14,511,969	16,020,498	17,663,858	24,510,089
	$ 57,293,181	$ 47,659,374	$ 48,781,928	$ 56,025,081	$ 69,831,902

(Continued)

COUNTY OF BURLINGTON
CURRENT FUND
Statements of Assets, Liabilities, Reserves, and Fund Balance -- Regulatory Basis

	As of December 31,				
Liabilities, Reserves and Fund Balance	**2017**	**2016**	**2015**	**2014**	**2013**
Regular Fund:					
Liabilities					
Appropriation Reserves	$ 14,894,924	$ 10,861,403	$ 10,352,998	$ 8,056,405	$ 10,021,501
Reserve for Encumbrances	1,576,229	1,900,805	1,788,381	4,351,324	2,121,578
Other Payables	2,082,667	431,211	462,079	463,776	41,664
Interfund Loans Payable	2,252,244	2,250,663	1,548,512	11,089,747	17,581,437
Due to Tenants	127,633	65,000			
Reserves for:					
Other Reserves	215,146	54,698	52,078	52,078	52,960
Total Liabilities	21,148,843	15,563,781	14,204,048	24,013,331	29,819,140
Reserve for Receivables	38,629	235,223	448,522	429,231	1,585,852
Fund Balance	17,548,043	17,348,401	18,108,860	13,918,661	13,916,821
Total Regular Fund	38,735,514	33,147,405	32,761,430	38,361,223	45,321,813
Federal and State Grant Fund:					
Federal and State Funds:					
Unappropriated	75,487	32,650	48,714	421,879	112,801
Appropriated	13,869,285	10,514,000	14,020,802	11,744,066	19,567,682
Interfund Loans Payable				3,236	925,131
Reserve for Encumbrances	4,612,895	3,965,319	1,950,983	5,494,677	3,904,475
Total Federal and State Grant Fund	18,557,667	14,511,969	16,020,498	17,663,858	24,510,089
	$ 57,293,181	$ 47,659,374	$ 48,781,928	$ 56,025,081	$ 69,831,902

The accompanying Notes to Financial Statements are an integral part of this statement.

COUNTY OF BURLINGTON
CURRENT FUND
Statements of Operations and Changes in Fund Balance -- Regulatory Basis

	For the Years Ended December 31,				
	2017	**2016**	**2015**	**2014**	**2013**
Revenue Realized:					
Current Tax Collections	$ 155,470,000	$ 155,500,000	$ 155,523,014	$ 152,523,014	$ 153,082,778
Miscellaneous Revenue Anticipated	52,282,030	49,387,470	45,601,109	42,368,635	52,817,220
Non Budget Revenue	1,002,569	760,404	1,348,256	1,410,843	1,170,462
Other Credits to Income	3,786,029	2,840,065	3,957,714	2,417,313	1,200,464
Fund Balance Utilized	6,040,000	6,040,000	2,390,000	2,392,782	
Total Income	218,580,627	214,527,938	208,820,093	201,112,586	208,270,924
Expenditures and Encumbrances:					
Operations	164,392,522	161,898,580	155,126,793	152,412,469	158,221,893
Debt Service	32,455,572	32,185,625	31,911,469	30,598,988	28,539,937
Deferred Charges and Statutory Expenditures	15,492,860	15,156,475	15,177,539	15,489,706	16,066,327
Other Expenditures	30	7,717	530		
Creation of Reserves			23,562	216,802	1,580,853
Total Expenditures and Encumbrances	212,340,985	209,248,397	202,239,894	198,717,964	204,409,010
Excess in Revenue	6,239,642	5,279,541	6,580,199	2,394,622	3,861,914
Fund Balance, January 1	17,348,401	18,108,860	13,918,661	13,916,821	10,054,907
	23,588,043	23,388,401	20,498,860	16,311,443	13,916,821
Decreased by:					
Utilized as Revenue	6,040,000	6,040,000	2,390,000	2,392,782	
Fund Balance, December 31	$ 17,548,043	$ 17,348,401	$ 18,108,860	$ 13,918,661	$ 13,916,821

The accompanying Notes to Financial Statements are an integral part of this statement.

COUNTY OF BURLINGTON
TRUST FUND
Statements of Assets, Liabilities, and Reserves -- Regulatory Basis

	As of December 31,				
	2017	**2016**	**2015**	**2014**	**2013**
Assets					
Trust Fund:					
Cash	$ 40,230,021	$ 44,530,574	$ 42,873,850	$ 31,631,359	$ 19,716,349
Interfunds Receivable	4,523,014	7,549,558	10,410,591	20,191,995	48,219,871
Other Accounts Receivable	25,706,516	25,475,463	25,232,700	25,010,019	24,627,605
	$ 70,459,551	$ 77,555,596	$ 78,517,141	$ 76,833,373	$ 92,563,825
Liabilities and Reserves					
Trust Fund:					
Other Accounts Payable					$ 258,708
Reserve for Special Funds and Receivables	$ 70,459,551	$ 77,555,596	$ 78,517,141	$ 76,833,373	92,305,117
	$ 70,459,551	$ 77,555,596	$ 78,517,141	$ 76,833,373	$ 92,563,825

The accompanying Notes to Financial Statements are an integral part of this statement.

COUNTY OF BURLINGTON
GENERAL CAPITAL FUND
Statements of Assets, Liabilities, Reserves, and Fund Balance -- Regulatory Basis

	As of December 31,				
	2017	**2016**	**2015**	**2014**	**2013**
Assets					
Cash and Investments	$ 28,028,555	$ 39,533,684	$ 18,893,609	$ 18,581,542	$ 18,507,999
Due from Bank				85	85
Due from Trustee for Leases	121,656,971	84,180,538	109,256,436	131,191,289	106,000,000
Interfunds Receivable					1,210,818
Grants Receivable	42,647,532	29,381,082	37,717,590	20,511,377	893,119
Deferred Charges to Future Taxation:					
Funded	206,029,439	203,504,645	217,664,263	208,889,907	218,430,824
Unfunded	122,026,226	142,501,078	94,296,138	125,924,985	126,807,706
Amounts to be Provided for Retirement of Obligations Under Capital Leases	247,166,900	190,197,900	196,307,900	179,851,900	143,330,000
	$ 767,555,624	$ 689,298,926	$ 674,135,936	$ 684,951,086	$ 615,180,551
Liabilities, Reserves and Fund Balance					
Serial Bonds	$ 201,099,000	$ 198,023,001	$ 213,199,005	$ 203,774,006	$ 215,570,006
Obligation Under Capital Leases	247,166,900	190,197,900	196,307,900	179,851,900	143,330,000
Bond Anticipation Notes	66,300,000	64,074,000	29,225,584	56,140,348	30,815,426
Loans Payable	4,280,132	4,771,030	3,524,954	3,950,432	1,474,621
State of New Jersey--Green Acres Loans	650,307	710,614	940,304	1,165,469	1,386,197
Improvement Authorizations:					
Funded	4,437,532	6,512,492	8,108,998	22,005,137	2,547,143
Unfunded	12,830,416	50,622,798	15,639,241	17,104,571	18,835,404
Lease Authorization	110,615,004	77,702,001	107,254,566	92,920,308	82,788,864
Capital Improvement Fund	172,848	172,848	500,348	500,348	500,348
Contracts Payable	48,170,704	23,107,955	20,032,520	23,967,677	12,688,953
Due to State of New Jersey	209,293	209,293	209,293	209,378	209,378
Interfunds Payable	2,290,243	5,318,337	9,410,591	10,162,998	32,264,075
Reserve for Payment of Capital Leases	3,710,320	2,960,878	2,804,494	6,093,708	5,393,499
Reserve for Payment of Bonds and Notes	1,415,512	1,818,267	2,922,953	2,976,789	2,479,009
Installment Purchase Agreement Notes	43,265,000	44,201,000	45,137,000	45,383,000	46,384,997
Reserve to Pay I.P.A. Note Principal	18,545,474	18,545,474	18,545,474	18,389,194	18,389,194
Fund Balance	2,396,939	351,039	372,711	355,823	123,437
	$ 767,555,624	$ 689,298,926	$ 674,135,936	$ 684,951,086	$ 615,180,551

The accompanying Notes to Financial Statements are an integral part of this statement.

COUNTY OF BURLINGTON
SOLID WASTE UTILITY FUND
Statements of Assets, Liabilities, Reserves, and Fund Balance -- Regulatory Basis

	As of December 31,				
	2017	**2016**	**2015**	**2014**	**2013**
Assets					
Operating Fund:					
Cash and Investments	$ 30,311,012	$ 27,218,442	$ 23,442,088	$ 20,932,209	$ 23,245,115
Interfunds Receivable	3,974,088	3,974,088	3,974,088	7,086,200	5,743,590
	34,285,100	31,192,531	27,416,176	28,018,409	28,988,705
Receivables with Full Reserves:					
Consumer Accounts Receivable	2,404,057	2,587,927	2,465,036	2,477,667	2,433,078
Total Operating Fund	36,689,157	33,780,457	29,881,212	30,496,077	31,421,783
Capital Fund:					
Cash and Investments	2,075,943	12,473,652	5,628,803	4,511,328	520,328
Fixed Capital	206,127,272	206,127,272	199,227,272	30,769,210	30,769,210
Fixed Capital Authorized and Uncompleted	55,565,000	55,565,000	62,465,000	224,043,000	221,543,000
Amount to be Provided for Retirement of Obligations					
Under Capital Leases	27,806,000	29,789,000	32,395,000	34,390,000	36,385,000
Due from TD Bank, N.A. Trustee for BCBC	642,236	642,236	850,103	850,103	2,372,282
Total Capital Fund	292,216,451	304,597,160	300,566,178	294,563,641	291,589,820
	$ 328,905,608	$ 338,377,617	$ 330,447,390	$ 325,059,718	$ 323,011,603

(Continued)

COUNTY OF BURLINGTON
SOLID WASTE UTILITY FUND
Statements of Assets, Liabilities, Reserves, and Fund Balance -- Regulatory Basis

	As of December 31,				
Liabilities, Reserves and Fund Balance	**2017**	**2016**	**2015**	**2014**	**2013**
Operating Fund:					
Appropriation Reserves	$ 1,108,440	$ 1,264,412	$ 1,004,615	$ 857,176	$ 1,005,985
Reserve for Encumbrances	3,819,811	3,700,614	3,343,835	3,372,062	3,140,282
Accounts Payable	37,100				
Accrued Interest on Bonds	566,981	658,071	516,099	468,335	424,550
Prepaid Deposits	102,733	120,805	170,028	155,426	146,925
Interfunds Payable					241,383
Reserves for:					
State of New Jersey Sanitary Landfill Taxes Payable	12,056	13,415	13,606	13,395	12,728
County Health Inspection Taxes Payable	7,957	8,854	8,980	8,840	8,401
Host Benefit Fees Payable	607,988	598,333	576,599	590,070	606,396
Hazardous Waste Facility	64,972	64,972	64,972	64,972	64,972
Equipment Replacement	483,752	706,548	721,827	736,395	813,414
Landfill Closure Trust Fund	17,350,013	16,894,821	16,353,604	15,832,017	15,446,359
Recycling Tax Payable	227,252	206,475	216,630	213,234	213,262
Estimated Arbitrage Earnings on Tax- Exempt Obligations	100,000	100,000	100,000	100,000	100,000
State Grants				19,819	77,257
Self Insurance	500,000	500,000	500,000	500,000	500,000
	24,989,056	24,837,320	23,590,793	22,931,741	22,801,914
Reserve for Receivables	2,404,057	2,587,927	2,465,036	2,477,667	2,433,078
Fund Balance	9,296,044	6,355,210	3,825,383	5,086,668	6,186,791
Total Operating Fund	36,689,157	33,780,457	29,881,212	30,496,077	31,421,783
Capital Fund:					
Serial Bonds	55,355,000	39,090,000	42,535,000	45,881,000	49,163,000
Bond Anticipation Notes		29,026,000	24,443,400	18,693,400	
Loans Payable			2,021,092	3,970,355	5,855,350
Obligations Under Solid Waste Leases	27,806,000	29,789,000	32,395,000	34,390,000	36,385,000
Interfund Loans Payable	3,974,088	3,974,088	3,974,088	6,561,088	5,158,852
Improvement Authorizations	697,991	2,141,974	8,995,048	3,400,821	18,621,378
Statement of Lease Authorizations	501,948	776,948	1,050,191	976,211	1,573,240
Contracts Payable	831,483	859,396	2,198,046	3,063,841	2,428,745
Capital Improvement Fund	47,000	47,000	47,000	47,000	47,000
Reserves for:					
Amortization	185,465,962	173,903,321	169,398,321	30,769,210	30,769,210
Deferred Amortization	17,301,000	13,479,218	12,268,126	145,601,974	140,434,979
Reserve to pay Bonds, Notes and Leases	235,979	11,138,682	875,203	1,093,403	1,153,066
Fund Balance		371,534	365,663	115,338	
Total Capital Fund	292,216,451	304,597,160	300,566,178	294,563,641	291,589,820
	$ 328,905,608	$ 338,377,617	$ 330,447,390	$ 325,059,718	$ 323,011,603

The accompanying Notes to Financial Statements are an integral part of this statement.

COUNTY OF BURLINGTON
SOLID WASTE UTILITY FUND
Statements of Operations and Changes in Fund Balance - Regulatory Basis

	For the Years Ended December 31,				
	2017	**2016**	**2015**	**2014**	**2013**
Revenue Realized:					
Fund Balance Realized	$ 5,688,692	$ 3,549,660	$ 5,086,000	$ 4,114,139	$ 4,490,000
Solid Waste Utility Fees	24,926,978	23,517,982	22,378,118	22,200,623	22,292,932
Sludge Disposal & Household Hazardous Waste Fees	2,619,609	2,534,609	2,623,389	2,465,186	2,669,992
Miscellaneous Revenue Anticipated	1,468,095	4,427,413	2,530,026	2,290,618	2,081,166
Other Credits to Income:					
Unexpended Balance of Appropriation Reserves	2,185,231	1,367,095	1,190,883	1,301,123	1,486,303
Total Income	36,888,605	35,396,759	33,808,415	32,371,689	33,020,393
Expenditures and Encumbrances:					
Operating	16,902,440	17,402,061	18,479,494	17,927,239	17,840,890
Debt Service	8,362,816	11,339,892	11,173,522	11,106,234	8,687,797
Deferred Charges and Statutory Expenditures	2,993,823	575,319	330,684	324,200	305,000
Total Expenditures	28,259,079	29,317,272	29,983,700	29,357,673	26,833,687
Excess in Revenue	8,629,526	6,079,487	3,824,715	3,014,016	6,186,706
Fund Balance, Jan. 1	6,355,210	3,825,383	5,086,668	6,186,791	4,490,085
	14,984,736	9,904,870	8,911,383	9,200,807	10,676,791
Utilized as Revenue	5,688,692	3,549,660	5,086,000	4,114,139	4,490,000
Fund Balance, Dec. 31	$ 9,296,044	$ 6,355,210	$ 3,825,383	$ 5,086,668	$ 6,186,791

The accompanying Notes to Financial Statements are an integral part of this statement.

COUNTY OF BURLINGTON
Notes to Financial Statements
For the Year Ended December 31, 2017

Note 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

Description of Financial Reporting Entity - The County of Burlington (hereafter referred to as the "County") was incorporated in 1694. It is located in South Central New Jersey and is, in area, the largest county of the state, covering 827 square miles. Mount Holly, the County seat, is approximately 25 miles from downtown Philadelphia and is approximately 90 miles from New York City.

The County's geographic makeup consists of fifty-four percent forest space, twenty-five percent farmland space, seventeen percent communities and four percent federally owned land. The New Jersey Turnpike travels through the center of the County and there are many major transportation arteries. There are twenty-six active industrial / office parks located throughout the County and their tenants are representatives of the major industries located in the United States.

The County has forty political subdivisions, consisting of three cities, thirty-one townships and six boroughs. The population of the County of according to the 2010 census was 448,734.

The County government operates under a five member Board of Chosen Freeholders, elected at-large by the voters of the County. A Freeholder, under old English rule, was a person who owned property outright, free of debt, and therefore was deemed to be a leading citizen, eligible for membership on the governing body. Under present form of government, the property rule as a qualification for holding office has been abolished. Each member is elected to a term of three years. A director and deputy director are selected from their membership at the first meeting of each year. The Freeholders have both administrative and policy-making powers.

Component Units - The financial statements of the component units of the County are not presented in accordance with Governmental Accounting Standards Board (GASB) Statements No. 14, *The Financial Reporting Entity,* as amended by GASB Statement No. 39, *Determining Whether Certain Organizations are Component Units*, GASB Statement No. 61, *The Financial Reporting Entity: Omnibus - an amendment of GASB Statements No. 14 and No. 34*, and GASB Statement No. 80, *Blending Requirements for Certain Component Units – an amendment of GASB Statement No. 14*. If the provisions of the aforementioned GASB Statements had been complied with, the financial statements of the following component units would have been either blended or discretely presented with the financial statements of the County, the primary government:

Burlington County Library Commission
5 Pioneer Boulevard
Westampton, New Jersey 08060

Burlington County Bridge Commission
1300 State Highway Route 73 North
Palmyra, New Jersey 08065

Burlington County Board of Social Services
795 Woodlane Road
Westampton, New Jersey 08060

Burlington County Insurance Commission
49 Rancocas Road
Mount Holly, New Jersey 08060

Rowan College at Burlington County
900 College Circle
Mount Laurel, New Jersey 08054

Burlington County Institute of Technology
695 Woodlane Road
Westampton, New Jersey 08060

Burlington County Special Services School District
5 Pioneer Boulevard
Westampton, New Jersey 08060

Annual financial reports may be inspected directly at the offices of these component units during regular business hours.

Note 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Measurement Focus, Basis of Accounting and Financial Statement Presentation - The financial statements of the County contain all funds and account groups in accordance with the *Requirements of Audit* (the *"Requirements"*) as promulgated by the State of New Jersey, Department of Community Affairs, Division of Local Government Services. The principles and practices established by the *Requirements* are designed primarily for determining compliance with legal provisions and budgetary restrictions and as a means of reporting on the stewardship of public officials with respect to public funds. Generally, the financial statements are presented using the flow of current financial resources measurement focus and modified accrual basis of accounting with minor exceptions as mandated by these *Requirements*. In addition, the prescribed accounting principles previously referred to differ in certain respects from accounting principles generally accepted in the United States of America applicable to local government units. The more significant differences are explained in this note.

In accordance with the *Requirements*, the County accounts for its financial transactions through the use of separate funds and an account group which are described as follows:

Current Fund - The current fund accounts for resources and expenditures for governmental operations of a general nature, including federal and state grant funds.

Trust Funds - The various trust funds account for receipts, custodianship and disbursement of funds in accordance with the purpose for which each reserve was created.

General Capital Fund - The general capital fund accounts for receipt and disbursement of funds for the acquisition of general capital facilities, other than those acquired in the current fund.

Solid Waste Utility Operating and Capital Funds - The solid waste utility operating and capital funds account for the operations and acquisition of capital facilities of the County owned Resource Recovery Complex operations.

Bond and Interest Account - The bond and interest account is used to account for the accumulation of resources (mainly provided from current fund budget appropriations) for payment of principal and interest on matured debt.

General Fixed Asset Group of Accounts - The general fixed asset group of accounts is utilized to account for property, land, buildings, and equipment that have been acquired by other governmental funds.

Budgets and Budgetary Accounting - The County must adopt an annual budget for its current, open space/farmland/parks trust and solid waste utility funds in accordance with N.J.S.A. 40A:4 et seq. N.J.S.A. 40A:4-5 requires the governing body to introduce and approve the annual county budget no later than January 26 of each year. At introduction, the governing body shall fix the time and place for a public hearing on the budget and must advertise the time and place at least ten days prior to the hearing in a newspaper published and circulating in the county. The public hearing must not be held less than eighteen days after the date the budget was introduced. After the hearing has been held, the governing body may, by majority vote, adopt the budget or may amend the budget in accordance with N.J.S.A. 40A:4-9. Amendments to adopted budgets, if any, are detailed in the statements of revenues and expenditures.

An extension of the statutory dates for introduction, approval and adoption of the County budget may be granted by the Director of the Division of Local Government Services, with the permission of Local Finance Board.

Budgets are adopted on the same basis of accounting utilized for the preparation of the County's financial statements.

Note 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

Cash, Cash Equivalents and Investments - Cash and cash equivalents include petty cash, change funds and cash on deposit with public depositories. All certificates of deposit are recorded as cash regardless of the date of maturity. Investments are stated at cost; therefore, unrealized gains or losses on investments have not been recorded.

New Jersey municipal units are required by N.J.S.A. 40A: 5-14 to deposit public funds in a bank or trust company having its place of business in the State of New Jersey and organized under the laws of the United States or of the State of New Jersey or in the New Jersey Cash Management Fund. N.J.S.A. 40A:5-15.1 provides a list of investments which may be purchased by New Jersey municipal units. In addition, other State statutes permit investments in obligations issued by local utilities and other state agencies.

N.J.S.A. 17:9-41 et seq. establishes the requirements for the security of deposits of governmental units. The statute requires that no governmental unit shall deposit public funds in a public depository unless such funds are secured in accordance with the Governmental Unit Deposit Protection Act ("GUDPA"), a multiple financial institutional collateral pool, which was enacted in 1970 to protect governmental units from a loss of funds on deposit with a failed banking institution in New Jersey. Public depositories include State or federally chartered banks, savings banks or associations located in or having a branch office in the State of New Jersey, the deposits of which are federally insured. All public depositories must pledge collateral, having a market value at least equal to five percent of the average daily balance of collected public funds, to secure the deposits of governmental units. If a public depository fails, the collateral it has pledged, plus the collateral of all other public depositories, is available to pay the amount of their deposits to the governmental units.

The cash management plan adopted by the County requires it to deposit funds in public depositories protected from loss under the provisions of the Act.

Interfunds - Interfund receivables and payables that arise from transactions between funds are recorded by all funds affected by such transactions in the period in which the transaction is executed. Interfund receivables in the current fund are recorded with offsetting reserves which are created by charges to operations. Income is recognized in the year the receivables are liquidated. Interfund receivables in the other funds are not offset by reserves.

Inventories of Supplies - The costs of inventories of supplies for all funds are recorded as expenditures at the time individual items are purchased. The costs of inventories are not included on the various statements of assets, liabilities, reserves and fund balance.

General Fixed Assets - Accounting for governmental fixed assets, as required by N.J.A.C. 5:30-5.6, differs in certain respects from accounting principles generally accepted in the United States of America. In accordance with the regulations, all local units, including municipalities, must maintain a general fixed assets reporting system that establishes and maintains a physical inventory of nonexpendable, tangible property as defined and limited by the U.S. Office of Management and *Budget's Uniform Administrative Requirements, Cost Principles, and Audit Requirements for Federal Awards* (Part 200, §200.12), except that the useful life of such property is at least five years. The County has adopted a capitalization threshold of $5,000, the maximum amount allowed by the Circular. Generally, assets are valued at historical cost; however, assets acquired prior to December 31, 1985 are valued at actual historical cost or estimated historical cost. No depreciation of general fixed assets is recorded. Donated general fixed assets are recorded at acquisition value as of the date of the transaction. Interest costs relative to the acquisition of general fixed assets are recorded as expenditures when paid. Public domain ("infrastructure") general fixed assets consisting of certain improvements such as roads, bridges, curbs and gutters, streets and sidewalks and drainage systems are not capitalized. Expenditures for construction in progress are recorded in the Capital Funds until such time as the construction is completed and put into operation. The County is required to maintain a subsidiary ledger detailing fixed assets records to control additions, retirements and transfers of fixed assets. In addition, a statement of general fixed asset group of accounts, reflecting the activity for the year, must be included in the County's basic financial statements.

Note 1: SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)

General Fixed Assets (Cont'd) - The regulations require that general fixed assets, whether constructed or acquired through purchase, grant or gift be included in the aforementioned inventory. In addition, property management standards must be maintained that include accurate records indicating asset description, source, ownership, acquisition cost and date, the percentage of Federal participation (if any), and the location, use, and condition of the asset. Periodically, physical inventories must be taken and reconciled with these records. Lastly, all fixed assets must be adequately controlled to safeguard against loss, damage, or theft.

Utility Fixed Assets - Property and equipment purchased by a utility fund are recorded in the utility capital account at cost and are adjusted for disposition and abandonment. The amounts shown do not represent replacement cost or current value. The reserve for amortization and deferred reserve for amortization accounts in the utility capital fund represent charges to operations for the cost of acquisition of property and equipment, improvements and contributed capital.

Deferred Charges - The recognition of certain expenditures is deferred to future periods. These expenditures, or deferred charges, are generally overexpenditures of legally adopted budget appropriations or emergency appropriations made in accordance with N.J.S.A. 40A:4-46 et seq. Deferred charges are subsequently raised as items of appropriation in budgets of succeeding years.

Fund Balance - Fund Balances included in the current fund and solid waste utility operating fund represent amounts available for anticipation as revenue in future years' budgets, with certain restrictions.

Revenues - Revenues are recorded when received in cash except for certain amounts which are due from other governmental units. Revenue from federal and state grants are realized when anticipated as such in the County's budget. Other amounts that are due to the County which are susceptible to accrual are recorded as receivables with offsetting reserves and recorded as revenue when received.

County Taxes – Every municipality within the County is responsible for levying, collecting and remitting county taxes for the County of Burlington. County taxes are determined on a calendar year by the County Board of Taxation based upon the ratables required to be certified to them on January 10 of each year. Operations for every municipality are charged for the amount due the County for the year, based upon the ratables required to be certified to the County Board of Taxation by January 10 of the current year. In addition, operations for every municipality are charged for the County share of added and omitted taxes certified to the County Board of Taxation by October 10 of the current year and due to be paid to the County by February 15 of the following year.

Library Taxes - The County is responsible for levying, collecting, and remitting library taxes for the Burlington County Library Commission.

Expenditures - Expenditures are recorded on the "budgetary" basis of accounting. Generally, expenditures are recorded when paid. However, for charges to amounts appropriated for "other expenses", an amount is encumbered through the issuance of a numerically controlled purchase order or when a contract is executed in accordance with N.J.A.C. 5:30-5.2. When encumbered charges are paid, the amount encumbered is simultaneously liquidated in its original amount. Encumbrances are offset by an account entitled reserve for encumbrances. The reserve is classified as a cash liability under New Jersey municipal accounting. At December 31, this reserve represents the portion of appropriation reserves that has been encumbered and is subject to the same statutory provisions as appropriation reserves.

Appropriations for principal payments on outstanding general capital and utility bonds and notes are provided on the cash basis; interest on general capital indebtedness is on the cash basis; whereas interest on utility indebtedness is recorded on the accrual basis.

Note 1: <u>SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES (CONT'D)</u>

<u>Appropriation Reserves</u> - Appropriation reserves covering unexpended appropriation balances are automatically created at year-end and recorded as liabilities, except for amounts which may be canceled by the governing body. Appropriation reserves are available, until lapsed at the close of the succeeding year, to meet specific claims, commitments, or contracts incurred during the preceding year. Lapsed appropriation reserves are recorded as income.

<u>Long-Term Debt</u> - Long-term debt, relative to the acquisition of capital assets, is recorded as a liability in the general capital and utility capital funds.

<u>Compensated Absences and Postemployment Benefits</u> - Compensated absences for vacation, sick leave and other compensated absences are recorded and provided for in the annual budget in the year in which they are paid, on a pay-as-you-go basis. Likewise, no accrual is made for postemployment benefits, if any, which are also funded on a pay-as-you-go basis.

<u>Pensions</u> - For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the fiduciary net position of the Police and Firemen's Retirement System (PFRS) and the Public Employees' Retirement System (PERS), and additions to/deductions from PFRS' and PERS' fiduciary net position have been determined on the same basis as they are reported by the plans. For this purpose, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value.

Note 2: <u>CASH AND CASH EQUIVALENTS</u>

<u>Custodial Credit Risk Related to Deposits</u> - Custodial credit risk is the risk that, in the event of a bank failure, the County's deposits might not be recovered. Although the County does not have a formal policy regarding custodial credit risk, N.J.S.A. 17:9-41 et seq. requires that governmental units shall deposit public funds in public depositories protected from loss under the provisions of the Governmental Unit Deposit Protection Act (GUDPA). Under the Act, the first $250,000.00 of governmental deposits in each insured depository is protected by the Federal Deposit Insurance Corporation (FDIC). Public funds owned by the County in excess of FDIC insured amounts are protected by GUDPA. However, GUDPA does not protect intermingled agency funds such as salary withholdings, bail funds, or funds that may pass to the County relative to the happening of a future condition. Such funds are classified as uninsured and uncollateralized.

As of December 31, 2017, the County had bank balances of $119,763,852.50 that were exposed to custodial credit risk as follows:

Insured by FDIC and GUDPA	$ 118,477,553.42
Uninsured and Uncollateralized	1,286,299.08
Total	$ 119,763,852.50

Note 3: INVESTMENTS

New Jersey municipal units are limited as to the types of investments and types of financial institutions they may invest in. N.J.S.A. 40A:5-15.1 provides a list of permissible investments that may be purchased by New Jersey municipal units. These permissible investments generally include bonds or other obligations of the United States of America or obligations guaranteed by the United States of America; government money market mutual funds; any obligation that a federal agency or a federal instrumentality has issued in accordance with an act of Congress; bonds or other obligations of the local unit or bonds or other obligations of school districts of which the local unit is a part or within which the school district is located; bonds or other obligations, having a maturity date not more than 397 days from the date of purchase, approved by the Division of Local Government Services in the Department of Community Affairs for investment by local units; local government investment pools; deposits with the State of New Jersey Cash Management Fund; and agreements for the purchase of fully collateralized securities with certain provisions. The County has no investment policy that would further limit its investment choices.

Custodial Credit Risk Related to Investments - For an investment, custodial credit risk is the risk that, in the event of the failure of the counterparty, the County will not be able to recover the value of its investments or collateral securities that are in possession of an outside party if the counterparty to the transactions fails. Other than the rules and regulations promulgated by N.J.S.A. 40A:5-15.1, the County has no investment policy to limit its exposure to custodial credit risk. As of December 31, 2017, the County's investments were exposed to custodial credit risk as follows:

Uninsured and unregistered, with securities held by the the counterparty's trust department or agent in the County's name	$ -
Uninsured and unregistered, with securities held by the counterparty or by its trust department or agent but not in the County's name	35,969,509.69
Total	$ 35,969,509.69

As of December 31, 2017, the County had the following investments:

Investment	Maturities		Cost	Fair Value Hierarchy Level *	Fair Value
Money Market Funds	daily	daily	$ 60,075.85	Level 1	$ 60,075.85
US Treasury Strips	38.66	months average	18,643,608.69	Level 1	35,645,051.63
US Treasury Notes	55.30	months average	16,331,757.86	Level 1	16,147,935.99
US Treasury Inflation Indexed Bonds	110.07	months average	473,929.69	Level 1	476,489.46
FDG Corp Fed Book	21.77	months average	460,137.60	Level 1	502,080.80
Total			$ 35,969,509.69		$ 52,831,633.73

* Level 1 inputs are quoted (unadjusted) prices in active markets for identical assets that the government can access at the measurement date. Observable markets include exchange markets, dealer markets, brokered markets and principal-to-principal markets.

Level 2 inputs are inputs other than quoted prices included within Level 1 that are observable for the asset, either directly or indirectly. These inputs are derived from or corroborated by observable market data through correlation.

Level 3 inputs are unobservable inputs for the asset; they should be used only when the relevant Level 1 and Level 2 inputs are unavailable.

Note 3: INVESTMENTS (CONT'D)

Custodial Credit Risk Related to Investments (Cont'd) - The weighted average maturity of the County's investment portfolio was 46.88 months as of December 31, 2017.

Interest Rate Risk - Interest rate risk is the risk that changes in interest rates will adversely affect the fair value of an investment. Other than the rules and regulations promulgated by N.J.S.A. 40A:5-15.1, the County does not have a formal investment policy that limits investment maturities as a means of managing its exposure to fair value losses arising from increasing interest rates.

Credit Risk - Credit risk is the risk that an issuer or other counterparty to an investment will not fulfill its obligation. As stated in note 1, investments are purchased in accordance with N.J.S.A. 40A:5-15.1. Other than the rules and regulations promulgated by N.J.S.A. 40A:5-15.1, the County has no investment policy that would further limit its exposure to credit risk. As of December 31, 2017, the County's investments had the following ratings:

Investment	Standard & Poor's	Moody's
US Treasury Strips	AAA	Aaa
US Treasury Notes	AAA	Aaa
US Treasury Inflation Indexed Bonds	AAA	Aaa
FDG Corp Fed Book	AAA	Aaa

Concentration of Credit Risk - Concentration of credit risk is the risk of loss attributed to the magnitude of a government's investment in a single issuer. Other than the rules and regulations promulgated by N.J.S.A. 40A:5-15.1, the County's investment policies place no limit on the amount the County may invest in any one issuer. More than 5.0% of the County's investments are in US Treasury Strips and US Treasury Notes. These investments represent 97.24% of the County's total investments. These investments are reported in the general capital ($18,643,608.69) and utility operating ($17,325,901.00) funds.

Note 4: PROPERTY TAXES

The following is a five-year comparison of certain statistical information relative to property taxes and property tax collections for the current and previous four calendar years:

Comparative Schedule of Tax Rates

	Year Ended				
	2017	2016	2015	2014	2013
County Tax Rate	$ 0.335	$ 0.336	$ 0.340	$ 0.330	$ 0.330
County Open Space, Recreation, Farmland and Historic Preservation Tax Rate	$ 0.040	$ 0.040	$ 0.040	$ 0.015	$ 0.015

Assessed Valuation

Year	Amount
2017	$ 46,619,878,327
2016	46,537,864,890
2015	45,775,613,439
2014	45,777,005,659
2013	46,329,111,779

Comparison of Tax Levies and Collections

Year	Tax Levy	Collections	Percentage of Collections
2017	$ 155,470,000	$ 155,470,000	100.00%
2016	155,500,000	155,500,000	100.00%
2015	155,523,014	155,523,014	100.00%
2014	152,523,014	152,523,014	100.00%
2013	153,082,778	153,082,778	100.00%

Note 5: SOLID WASTE UTILITY SERVICE CHARGES

The following is a five-year comparison of solid waste utility service charges for the current and previous four calendar years.

Year	Balance Beginning of Year Receivable	Levy	Total	Cash Collections
2017	$ 2,587,927	$ 27,362,717	$ 29,950,644	$ 27,546,587
2016	2,465,036	26,175,482	28,640,517	26,052,591
2015	2,477,667	24,988,875	27,466,542	25,001,507
2014	2,433,078	24,710,399	27,143,477	24,665,809
2013	3,035,999	24,360,003	27,396,002	24,962,924

Note 6: FUND BALANCES APPROPRIATED

The following schedule details the amount of fund balances available at the end of the current year and four previous years and the amounts utilized in the subsequent year's budgets.

Current Fund

Year	Balance December 31,	Utilized in Budget of Succeeding Year	Percentage of Fund Balance Used
2017	$ 17,548,043	$ 5,000,000	28.49%
2016	17,348,401	6,040,000	34.82%
2015	18,108,860	6,040,000	33.35%
2014	13,918,660	2,390,000	17.17%
2013	13,916,821	2,392,782	17.19%

Solid Waste Utility Fund

Year	Balance December 31,	Utilized in Budget of Succeeding Year	Percentage of Fund Balance Used
2017	$ 9,296,044	$ 6,292,957	67.69%
2016	6,355,210	5,688,692	89.51%
2015	3,825,383	3,549,660	92.79%
2014	5,086,668	5,086,000	99.99%
2013	6,186,791	4,114,139	66.50%

Note 7: INTERFUND RECEIVABLES AND PAYABLES

The following interfund balances were recorded on the various statements of assets, liabilities, reserves and fund balance as of December 31, 2017:

Fund	Interfunds Receivable	Interfunds Payable
Current		$ 2,252,244
Federal and State Grant	$ 7,747	
Trust - Other	4,523,014	
General Capital		2,290,243
Solid Waste Utility - Operating	3,974,088	
Solid Waste Utility - Capital		3,974,088
Bond and Interest	11,725	
	$ 8,516,575	$ 8,516,575

The interfund receivables and payables above predominately resulted from collections and payments made by certain funds on behalf of other funds. During the year 2018, the County expects to liquidate such interfunds, depending upon the availability of cash flow.

Note 8: PENSION PLANS

A substantial number of the County's employees participate in one of the following defined benefit pension plans: the Public Employees' Retirement System ("PERS") and the Police and Firemen's Retirement System ("PFRS"), which are administered by the New Jersey Division of Pensions and Benefits. In addition, several County employees participate in the Defined Contribution Retirement Program ("DCRP"), which is a defined contribution pension plan. This Plan is administered by Prudential Financial for the New Jersey Division of Pensions and Benefits. Each Plan has a Board of Trustees that is primarily responsible for its administration. The Division issues a publicly available financial report that includes financial statements and required supplementary information. That report may be obtained by writing to:

State of New Jersey
Division of Pensions and Benefits
P.O. Box 295
Trenton, New Jersey 08625-0295
http://www.state.nj.us/treasury/pensions/financial-reports.shtml

General Information about the Pension Plans

Plan Descriptions

Public Employees' Retirement System - The Public Employees' Retirement System is a cost-sharing multiple-employer defined benefit pension plan which was established as of January 1, 1955, under the provisions of N.J.S.A. 43:15A. The PERS's designated purpose is to provide retirement, death, disability and medical benefits to certain qualified members. Membership in the PERS is mandatory for substantially all full-time employees of the County, provided the employee is not required to be a member of another state-administered retirement system or other state pensions fund or local jurisdiction's pension fund. The PERS's Board of Trustees is primarily responsible for the administration of the PERS.

Note 8: PENSION PLANS (CONT'D)

General Information about the Pension Plans (Cont'd)

Plan Descriptions (Cont'd)

Police and Firemen's Retirement System - The Police and Firemen's Retirement System is a cost-sharing multiple-employer defined benefit pension plan which was established as of July 1, 1944, under the provisions of N.J.S.A. 43:16A. The PFRS's designated purpose is to provide retirement, death, disability and medical benefits to certain qualified members. Membership in the PFRS is mandatory for substantially all full-time police and firemen of the County. The PFRS's Board of Trustees is primarily responsible for the administration of the PFRS.

Defined Contribution Retirement Program - The Defined Contribution Retirement Program is a multiple-employer defined contribution pension fund established on July 1, 2007 under the provisions of Chapter 92, P.L. 2007, and Chapter 103, P.L. 2007 (N.J.S.A. 43:15C-1 et. seq.). The DCRP is a tax-qualified defined contribution money purchase pension plan under Internal Revenue Code (IRC) § 401(a) et seq., and is a "governmental plan" within the meaning of IRC § 414(d). The DCRP provides retirement benefits for eligible employees and their beneficiaries. Individuals covered under DCRP are employees enrolled in PERS on or after July 1, 2007, who earn salary in excess of established "maximum compensation" limits; employees enrolled in PFRS after May 21, 2010, who earn salary in excess of established "maximum compensation" limits; employees otherwise eligible to enroll in PERS on or after November 2, 2008, who do not earn the minimum annual salary for tier 3 enrollment but who earn salary of at least $5,000.00 annually; and employees otherwise eligible to enroll in PERS after May 21, 2010 who do not work the minimum number of hours per week required for tiers 4 or 5 enrollment, but who earn salary of at least $5,000.00 annually.

Vesting and Benefit Provisions

Public Employees' Retirement System - The vesting and benefit provisions are set by N.J.S.A. 43:15A and 43:3B. The PERS provides retirement, death and disability benefits. All benefits vest after 10 years of service, except for medical benefits, which vest after 25 years of service or under the disability provisions of the PERS.

The following represents the membership tiers for PERS:

Tier	Definition
1	Members who were enrolled prior to July 1, 2007
2	Members who were eligible to enroll on or after July 1, 2007 and prior to November 2, 2008
3	Members who were eligible to enroll on or after November 2, 2008 and prior to May 21, 2010
4	Members who were eligible to enroll after May 21, 2010 and prior to June 28, 2011
5	Members who were eligible to enroll on or after June 28, 2011

Service retirement benefits of 1/55th of final average salary for each year of service credit is available to tiers 1 and 2 members upon reaching age 60 and to tier 3 members upon reaching age 62. Service retirement benefits of 1/60th of final average salary for each year of service credit is available to tier 4 members upon reaching age 62 and tier 5 members upon reaching age 65. Early retirement benefits are available to tiers 1 and 2 members before reaching age 60, tiers 3 and 4 with 25 years or more of service credit before age 62, and tier 5 with 30 or more years of service credit before age 65. Benefits are reduced by a fraction of a percent for each month that a member retires prior to the age at which a member can receive full early retirement benefits in accordance with their respective tier. Tier 1 members can receive an unreduced benefit from age 55 to age 60 if they have at least 25 years of service. Deferred retirement is available to members who have at least 10 years of service credit and have not reached the service retirement age for the respective tier.

Note 8: PENSION PLANS (CONT'D)

General Information about the Pension Plans (Cont'd)

Vesting and Benefit Provisions (Cont'd)

Police and Firemen's Retirement System - The vesting and benefit provisions are set by N.J.S.A. 43:16A. The PFRS provides retirement, death and disability benefits. All benefits vest after 10 years of service, except disability benefits, which vest after four years of service.

The following represents the membership tiers for PFRS:

Tier	Definition
1	Members who were enrolled prior to May 22, 2010
2	Members who were eligible to enroll on or after May 22, 2010 and prior to June 28, 2011
3	Members who were eligible to enroll on or after June 28, 2011

Service retirement benefits are available at age 55 and are generally determined to be 2% of final compensation for each year of creditable service up to 30 years plus 1% for each year of service in excess of 30 years. Members may seek special retirement after achieving 25 years of creditable service, in which benefits would equal 65% (tiers 1 and 2 members) and 60% (tier 3 members) of final compensation plus 1% for each year of creditable service over 25 years but not to exceed 30 years. Members may elect deferred retirement benefits after achieving ten years of service, in which case benefits would begin at age 55 equal to 2% of final compensation for each year of service.

Defined Contribution Retirement Program - Eligible members are provided with a defined contribution retirement plan intended to qualify for favorable Federal income tax treatment under IRC Section 401(a), a noncontributory group life insurance plan and a noncontributory group disability benefit plan. A participant's interest in that portion of his or her defined contribution retirement plan account attributable to employee contributions shall immediately become and shall at all times remain fully vested and non-forfeitable. A participant's interest in that portion of his or her defined contribution retirement plan account attributable to employer contributions shall be vested and non-forfeitable on the date the participant commences the second year of employment or upon his or her attainment of age 65, while employed by an employer, whichever occurs first.

Contributions

Public Employees' Retirement System - The contribution policy is set by N.J.S.A. 43:15A and requires contributions by active members and contributing employers. Members contribute at a uniform rate. Pursuant to the provisions of Chapter 78, P.L. 2011, the active member contribution rate increased from 5.5% of annual compensation to 6.5% plus an additional 1% phased-in over 7 years beginning in July 2012. The member contribution rate was 7.20% in State fiscal year 2017. The phase-in of the additional incremental member contribution rate takes place in July of each subsequent State fiscal year. The rate for members who are eligible for the Prosecutors Part of PERS (Chapter 366, P.L. 2001) was 10% in State fiscal year 2017. Employers' contribution are based on an actuarially determined amount, which includes the normal cost and unfunded accrued liability.

The County's contractually required contribution rate for the year ended December 31, 2017 was 14.14% of the County's covered payroll. This amount was actuarially determined as the amount that, when combined with employee contributions, is expected to finance the costs of benefits earned by employees during the year, including an additional amount to finance any unfunded accrued liability.

Note 8: <u>PENSION PLANS (CONT'D)</u>

<u>General Information about the Pension Plans (Cont'd)</u>

Contributions (Cont'd)

Public Employees' Retirement System (Cont'd) - Based on the most recent PERS measurement date of June 30, 2017, the County's contractually required contribution to the pension plan for the year ended December 31, 2017 is $5,803,737.00, and is payable by April 1, 2018. Due to the basis of accounting described in note 1, no liability has been recorded in the financial statements for this amount. Based on the PERS measurement date of June 30, 2016, the County's contractually required contribution to the pension plan for the year ended December 31, 2016 was $5,662,332.00, which was paid on April 1, 2017. Employee contributions to the Plan during the year ended December 31, 2017 were $3,070,566.48.

Police and Firemen's Retirement System - The contribution policy is set by N.J.S.A. 43:16A and requires contributions by active members and contributing employers. Pursuant to the provisions of Chapter 78, P.L. 2011, the active member contribution rate was 10% in State fiscal year 2017. Employers' contributions are based on an actuarially determined amount, which includes the normal cost and unfunded accrued liability.

Special Funding Situation Component - Under N.J.S.A. 43:16A-15, local participating employers are responsible for their own contributions based on actuarially determined amounts, except where legislation was passed which legally obligated the State if certain circumstances occurred. The legislation which legally obligates the State is as follows: Chapter 8, P.L. 2000, Chapter 318, P.L. 2001, Chapter 86, P.L. 2001, Chapter 511, P.L. 1991, Chapter 109, P.L. 1979, Chapter 247, P.L. 1993 and Chapter 201, P.L. 2001. The amounts contributed on behalf of the local participating employers under this legislation is considered to be a *special funding situation* as defined by GASB Statement No. 68, and the State is treated as a nonemployer contributing entity. Since the local participating employers do not contribute under this legislation directly to the Plan (except for employer specific financed amounts), there is no net pension liability or deferred outflows or inflows to disclose in the notes to the financial statements of the local participating employers related to this legislation.

The County's contractually required contribution rate for the year ended December 31, 2017 was 29.34% of the County's covered payroll. This amount was actuarially determined as the amount that, when combined with employee contributions, is expected to finance the costs of benefits earned by employees during the year, with an additional amount to finance any unfunded accrued liability.

Based on the most recent PFRS measurement date of June 30, 2017, the County's contractually required contribution to the pension plan for the year ended December 31, 2017 is $4,401,059.00, and is payable by April 1, 2018. Due to the basis of accounting described in note 1, no liability has been recorded in the financial statements for this amount. Based on the PFRS measurement date of June 30, 2016, the County's contractually required contribution to the pension plan for the year ended December 31, 2016 was $4,474,629.00, which was paid on April 1, 2017. Employee contributions to the Plan during the year ended December 31, 2017 were $1,515,005.28.

The amount of contractually required contribution for the State of New Jersey's proportionate share, associated with the County, for the year ended December 31, 2017 was 2.87% of the County's covered payroll.

Note 8: PENSION PLANS (CONT'D)

General Information about the Pension Plans (Cont'd)

Contributions (Cont'd)

Police and Firemen's Retirement System (Cont'd) - Based on the most recent PFRS measurement date of June 30, 2017, the State's contractually required contribution, on-behalf of the County, to the pension plan for the year ended December 31, 2017 is $429,987.00, and is payable by April 1, 2018. Based on the PFRS measurement date of June 30, 2016, the State's contractually required contribution, on-behalf of the County, to the pension plan for the year ended December 31, 2016 was $337,328.00, which was paid on April 1, 2017.

Defined Contribution Retirement Program - The contribution policy is set by N.J.S.A. 43:15C-3 and requires contributions by active members and contributing employers. In accordance with Chapter 92, P.L. 2007 and Chapter 103, P.L. 2007, Plan members are required to contribute 5.5% of their annual covered salary. In addition to the employee contributions, the County contributes 3% of the employees' base salary, for each pay period, to Prudential Financial not later than the fifth business day after the date on which the employee is paid for that pay period.

For the year ended December 31, 2017, employee contributions totaled $76,997.23, and the County's contributions were $36,613.82. There were no forfeitures during the year.

Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions

Public Employees' Retirement System - At December 31, 2017, the County's proportionate share of the PERS net pension liability was $145,836,268.00. The net pension liability was measured as of June 30, 2017, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of July 1, 2016. The total pension liability was calculated through the use of updated procedures to roll forward from the actuarial valuation date to the measurement date of June 30, 2017. The County's proportion of the net pension liability was based on a projection of the County's long-term share of contributions to the pension plan relative to the projected contributions of all participating employers, actuarially determined. For the June 30, 2017 measurement date, the County's proportion was 0.6264874670%, which was a decrease of 0.0083463098% from its proportion measured as of June 30, 2016.

At December 31, 2017, the County's proportionate share of the PERS pension expense, calculated by the Plan as of the June 30, 2017 measurement date is $7,219,368.00. This expense is not recognized by the County because of the regulatory basis of accounting as described in note 1; however, as previously mentioned, for the year ended December 31, 2017, the County's contribution to PERS was $5,662,332.00, and was paid on April 1, 2017.

Police and Firemen's Retirement System - At December 31, 2017, the County's and State of New Jersey's proportionate share of the PFRS net pension liability were as follows:

County's Proportionate Share of Net Pension Liability	$ 76,771,102.00
State of New Jersey's Proportionate Share of Net Pension Liability Associated with the County	8,599,010.00
	$ 85,370,112.00

Note 8: PENSION PLANS (CONT'D)

Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions (Cont'd)

Police and Firemen's Retirement System (Cont'd) - The net pension liability was measured as of June 30, 2017, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of July 1, 2016. The total pension liability was calculated through the use of updated procedures to roll forward from the actuarial valuation date to the measurement date of June 30, 2017. The County's proportion of the net pension liability was based on a projection of the County's long-term share of contributions to the pension plan relative to the projected contributions of all participating employers and the State of New Jersey, actuarially determined. For the June 30, 2017 measurement date, the County's proportion was 0.4972844307%, which was a decrease of 0.0515204538% from its proportion measured as of June 30, 2016. Likewise, at June 30, 2017, the State of New Jersey's proportion, on-behalf of the County, was 0.4972844307%, which was a decrease of 0.0515204538% from its proportion, on-behalf of the County, measured as of June 30, 2016.

At December 31, 2017, the County's proportionate share of the PFRS pension expense, calculated by the Plan as of the June 30, 2017 measurement date is $5,058,189.00. This expense is not recognized by the County because of the regulatory basis of accounting as described in note 1; however, as previously mentioned, for the year ended December 31, 2017, the County's contribution to PFRS was $4,474,629.00, and was paid on April 1, 2017.

At December 31, 2017, the State's proportionate share of the PFRS pension expense, associated with the County, calculated by the Plan as of the June 30, 2017 measurement date is $1,051,853.00. This on-behalf expense is not recognized by the County because of the regulatory basis of accounting as described in note 1.

Deferred Outflows of Resources and Deferred Inflows of Resources - At December 31, 2017, the County had deferred outflows of resources and deferred inflows of resources related to pensions from the following sources:

	Deferred Outflows of Resources			Deferred Inflows of Resources		
	PERS	PFRS	Total	PERS	PFRS	Total
Differences between Expected and Actual Experience	$ 3,433,941.00	$ 498,046.00	$ 3,931,987.00	$ -	$ 450,582.00	$ 450,582.00
Changes of Assumptions	29,380,982.00	9,466,732.00	38,847,714.00	29,273,266.00	12,572,862.00	41,846,128.00
Net Difference between Projected and Actual Earnings on Pension Plan Investments	993,047.00	1,464,973.00	2,458,020.00	-	-	-
Changes in Proportion and Differences between County Contributions and Proportionate Share of Contributions	2,247,861.00	463,025.00	2,710,886.00	10,770,536.00	9,240,875.00	20,011,411.00
County Contributions Subsequent to the Measurement Date	2,901,869.00	2,200,530.00	5,102,399.00	-	-	-
	$ 38,957,700.00	$ 14,093,306.00	$ 53,051,006.00	$ 40,043,802.00	$ 22,264,319.00	$ 62,308,121.00

$2,901,869.00 and $2,200,530.00 for PERS and PFRS, respectively, included in deferred outflows of resources, will be included as a reduction of the net pension liability in the year ending December 31, 2018. These amounts were based on an estimated April 1, 2019 contractually required contribution, prorated from the pension plans' measurement date of June 30, 2017 to the County's year end of December 31, 2017.

Note 8: PENSION PLANS (CONT'D)

Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions (Cont'd)

Deferred Outflows of Resources and Deferred Inflows of Resources (Cont'd) - The County will amortize the above other deferred outflow of resources and deferred inflows of resources related to pensions over the following number of years:

	PERS		PFRS	
	Deferred Outflows of Resources	Deferred Inflows of Resources	Deferred Outflows of Resources	Deferred Inflows of Resources
Differences between Expected and Actual Experience				
Year of Pension Plan Deferral:				
June 30, 2014	-	-	-	-
June 30, 2015	5.72	-	-	5.53
June 30, 2016	5.57	-	-	5.58
June 30, 2017	5.48	-	5.59	-
Changes of Assumptions				
Year of Pension Plan Deferral:				
June 30, 2014	6.44	-	6.17	-
June 30, 2015	5.72	-	5.53	-
June 30, 2016	5.57	-	5.58	-
June 30, 2017	-	5.48	-	5.59
Net Difference between Projected and Actual Earnings on Pension Plan Investments				
Year of Pension Plan Deferral:				
June 30, 2014	-	5.00	-	5.00
June 30, 2015	-	5.00	-	5.00
June 30, 2016	5.00	-	5.00	-
June 30, 2017	5.00	-	5.00	-
Changes in Proportion and Differences between County Contributions and Proportionate Share of Contributions				
Year of Pension Plan Deferral:				
June 30, 2014	6.44	6.44	6.17	6.17
June 30, 2015	5.72	5.72	5.53	5.53
June 30, 2016	5.57	5.57	5.58	5.58
June 30, 2017	5.48	5.48	5.59	5.59

Note 8: PENSION PLANS (CONT'D)

Pension Liabilities, Pension Expense, and Deferred Outflows of Resources and Deferred Inflows of Resources Related to Pensions (Cont'd)

Deferred Outflows of Resources and Deferred Inflows of Resources (Cont'd) - Other amounts included as deferred outflows of resources and deferred inflows of resources related to pensions will be recognized in future periods as follows:

Year Ending Dec 31,	PERS	PFRS	Total
2018	$ (36,538.00)	$ (1,221,642.00)	$ (1,258,180.00)
2019	1,711,007.00	374,209.00	2,085,216.00
2020	1,688,418.00	(1,944,338.00)	(255,920.00)
2021	(4,148,328.00)	(5,198,769.00)	(9,347,097.00)
2022	(3,202,530.00)	(2,381,003.00)	(5,583,533.00)
	$ (3,987,971.00)	$ (10,371,543.00)	$ (14,359,514.00)

Actuarial Assumptions

The net pension liability was measured as of June 30, 2017, and the total pension liability used to calculate the net pension liability was determined by an actuarial valuation as of July 1, 2016. The total pension liability was calculated through the use of updated procedures to roll forward from the actuarial valuation date to the measurement date of June 30, 2017. This actuarial valuation used the following actuarial assumptions, applied to all periods included in the measurement:

	PERS	PFRS
Inflation Rate	2.25%	2.25%
Salary Increases:		
Through 2026	1.65% - 4.15% Based on Age	2.10% - 8.98% Based on Age
Thereafter	2.65% - 5.15% Based on Age	3.10% - 9.98% Based on Age
Investment Rate of Return	7.00%	7.00%
Mortality Rate Table	RP-2000	RP-2000
Period of Actuarial Experience Study upon which Actuarial Assumptions were Based	July 1, 2011 - June 30, 2014	July 1, 2010 - June 30, 2013

Note 8: PENSION PLANS (CONT'D)

Actuarial Assumptions (Cont'd)

For PERS, preretirement mortality rates were based on the RP-2000 Employee Preretirement Mortality Table for male and female active participants. For State employees, mortality tables are set back 4 years for males and females. For local employees, mortality tables are set back 2 years for males and 7 years for females. In addition, the tables provide for future improvements in mortality from the base year of 2013 using a generational approach based on the Plan actuary's modified MP-2014 projection scale. Postretirement mortality rates were based on the RP-2000 Combined Healthy Male and Female Mortality Tables (set back 1 year for males and females) for service retirements and beneficiaries of former members and a one-year static projection based on mortality improvement Scale AA. In addition, the tables for service retirements and beneficiaries of former members provide for future improvements in mortality from the base year of 2013 using a generational approach based on the Plan actuary's modified MP-2014 projection scale. Disability retirement rates used to value disabled retirees were based on the RP-2000 Disabled Mortality Table (set back 3 years for males and set forward 1 year for females).

For PFRS, preretirement mortality rates were based on the RP-2000 Preretirement mortality tables projected thirteen years using Projection Scale BB and then projected on a generational basis using the Plan actuary's modified 2014 projection scales. Post-retirement mortality rates for male service retirements and beneficiaries are based the RP-2000 Combined Healthy Mortality Tables projected one year using Projection Scale AA and three years using the Plan actuary's modified 2014 projection scales and further projected on a generational basis using the Plan actuary's modified 2014 projection scales. Postretirement mortality rates for female service retirements and beneficiaries were based on the RP-2000 Combined Healthy Mortality Tables projected thirteen years using Projection Scale BB and then three years using the Plan actuary's modified 2014 projection scales and further projected on a generational basis using the Plan actuary's modified 2014 projection scales. Disability mortality rates were based on special mortality tables used for the period after disability retirement.

For PERS and PFRS, in accordance with State statute, the long-term expected rate of return on Plan investments (7.00% at June 30, 2017) is determined by the State Treasurer, after consultation with the Directors of the Division of Investments and Division of Pensions and Benefits, the board of trustees and the actuaries. The long-term expected rate of return was determined using a building block method in which best-estimate ranges of expected future real rates of return (expected returns, net of pension Plan investment expense and inflation) are developed for each major asset class. These ranges are combined to produce the long-term expected rate of return by weighting the expected future real rates of return by the target asset allocation percentage and by adding expected inflation. Best estimates of arithmetic rates of return for each major asset class included in PERS's and PFRS's target asset allocation as of June 30, 2017 are summarized in the following table:

Note 8: PENSION PLANS (CONT'D)

Actuarial Assumptions (Cont'd)

Asset Class	Target Allocation	Long-Term Expected Real Rate of Return
Absolute Return/Risk Mitigation	5.00%	5.51%
Cash Equivalents	5.50%	1.00%
U.S. Treasuries	3.00%	1.87%
Investment Grade Credit	10.00%	3.78%
Public High Yield	2.50%	6.82%
Global Diversified Credit	5.00%	7.10%
Credit Oriented Hedge Funds	1.00%	6.60%
Debt Related Private Equity	2.00%	10.63%
Debt Related Real Estate	1.00%	6.61%
Private Real Estate	2.50%	11.83%
Equity Related Real Estate	6.25%	9.23%
U.S. Equity	30.00%	8.19%
Non-U.S. Developed Markets Equity	11.50%	9.00%
Emerging Markets Equity	6.50%	11.64%
Buyouts/Venture Capital	8.25%	13.08%
	100.00%	

Discount Rate - The discount rate used to measure the total pension liability at June 30, 2017 was 5.00% for PERS and 6.14% for PFRS. For both PERS and PFRS, the respective single blended discount rates were based on the long-term expected rate of return on pension Plan investments of 7.00%, and a municipal bond rate of 3.58% as of June 30, 2017, based on the Bond Buyer Go 20-Bond Municipal Bond Index which includes tax-exempt general obligation municipal bonds with an average rating of AA/Aa or higher. The projection of cash flows used to determine the discount rates assumed that contributions from Plan members will be made at the current member contribution rates and that contributions from employers and the nonemployer contributing entity will be made based on the contribution rate in the most recent fiscal year. The State employer contributed 40% of the actuarially determined contributions and the local employers contributed 100% of their actuarially determined contributions. Based on those assumptions, the Plan's fiduciary net position was projected to be available to make projected future benefit payments of current Plan members through 2040 for PERS and through 2057 for PFRS; therefore, the long-term expected rate of return on Plan investments was applied to projected benefit payments through 2040 for PERS and through 2057 for PFRS, and the municipal bond rate was applied to projected benefit payments after that date in determining the total pension liabilities.

Note 8: PENSION PLANS (CONT'D)

Sensitivity of County's Proportionate Share of Net Pension Liability to Changes in the Discount Rate

Public Employees' Retirement System (PERS) - The following presents the County's proportionate share of the net pension liability at June 30, 2017, the Plan's measurement date, calculated using a discount rate of 5.00%, as well as what the County's proportionate share of the net pension liability would be if it were calculated using a discount rate that is 1% lower or 1% higher than the current rates used:

	PERS		
	1% Decrease (4.00%)	Current Discount Rate (5.00%)	1% Increase (6.00%)
County's Proportionate Share of the Net Pension Liability	$ 180,919,789.00	$ 145,836,268.00	$ 116,607,348.00

Police and Firemen's Retirement System (PFRS) - As previously mentioned, PFRS has a special funding situation, where the State of New Jersey pays a portion of the County's annual required contribution. As such, the net pension liability as of June 30, 2017, the Plan's measurement date, for the County and the State of New Jersey, calculated using a discount rate of 6.14%, as well as using a discount rate that is 1% lower or 1% higher than the current rates used is as follows:

	PFRS		
	1% Decrease (5.14%)	Current Discount Rate (6.14%)	1% Increase (7.14%)
County's Proportionate Share of the Net Pension Liability	$101,152,249.00	$ 76,771,102.00	$ 56,739,217.00
State of New Jersey's Proportionate Share of Net Pension Liability associated with the County	11,329,903.83	8,599,010.00	6,355,270.20
	$112,482,152.83	$ 85,370,112.00	$ 63,094,487.20

Pension Plan Fiduciary Net Position

For purposes of measuring the net pension liability, deferred outflows of resources and deferred inflows of resources related to pensions, and pension expense, information about the respective fiduciary net position of the PERS and PFRS and additions to/deductions from PERS and PFRS' respective fiduciary net position have been determined on the same basis as they are reported by PERS and PFRS. Accordingly, benefit payments (including refunds of employee contributions) are recognized when due and payable in accordance with the benefit terms. Investments are reported at fair value. For additional information about PERS and PFRS, please refer to the Plan's Comprehensive Annual Financial Report (CAFR) which can be found at http://www.state.nj.us/treasury/pensions/financial-reports.shtml.

Note 8: PENSION PLANS (CONT'D)

Supplementary Pension Information

In accordance with GASBS 68, the following information is also presented for the PERS and PFRS Pension Plans. These schedules are presented to illustrate the requirements to show information for 10 years; however, until a full 10-year trend is compiled, this presentation will only include information for those years for which information is available.

Schedule of the County's Proportionate Share of the Net Pension Liability - Public Employees' Retirement System (PERS) (Last Five Years)

	Measurement Date Ended June 30,		
	2017	2016	2015
County's Proportion of the Net Pension Liability	0.6264874670%	0.6373731119%	0.6189596460%
County's Proportionate Share of the Net Pension Liability	$ 145,836,268.00	$ 188,771,634.00	$ 138,944,037.00
County's Covered Payroll (Plan Measurement Period)	$ 42,656,476.00	$ 43,318,252.00	$ 42,428,812.00
County's Proportionate Share of the Net Pension Liability as a Percentage of Covered Payroll	341.89%	435.78%	327.48%
Plan Fiduciary Net Position as a Percentage of the Total Pension Liability	48.10%	40.14%	47.93%

	Measurement Date Ended June 30,	
	2014	2013
County's Proportion of the Net Pension Liability	0.6295997534%	0.7566111594%
County's Proportionate Share of the Net Pension Liability	$ 117,878,293.00	$ 144,603,426.00
County's Covered Payroll (Plan Measurement Period)	$ 43,421,180.00	$ 52,119,380.00
County's Proportionate Share of the Net Pension Liability as a Percentage of Covered Payroll	271.48%	277.45%
Plan Fiduciary Net Position as a Percentage of the Total Pension Liability	52.08%	48.72%

Note 8: PENSION PLANS (CONT'D)

Supplementary Pension Information (Cont'd)

Schedule of the County's Contributions - Public Employees' Retirement System (PERS) (Last Five Years)

	Year Ended December 31,		
	2017	**2016**	**2015**
County's Contractually Required Contribution	$ 5,803,737.00	$ 5,662,332.00	$ 5,321,393.00
County's Contribution in Relation to the Contractually Required Contribution	(5,803,737.00)	(5,662,332.00)	(5,321,393.00)
County's Contribution Deficiency (Excess)	$ -	$ -	$ -
County's Covered Payroll (Calendar Year)	$ 41,032,272.00	$ 42,534,274.00	$ 43,281,555.00
County's Contributions as a Percentage of Covered Payroll	14.14%	13.31%	12.29%

	Year Ended December 31,	
	2014	**2013**
County's Contractually Required Contribution	$ 5,190,330.00	$ 5,700,911.00
County's Contribution in Relation to the Contractually Required Contribution	(5,190,330.00)	(5,700,911.00)
County's Contribution Deficiency (Excess)	$ -	$ -
County's Covered Payroll (Calendar Year)	$ 42,311,700.00	$ 43,120,866.00
County's Contributions as a Percentage of Covered Payroll	12.27%	13.22%

Note 8: PENSION PLANS (CONT'D)

Supplementary Pension Information (Cont'd)

Schedule of the County's Proportionate Share of the Net Pension Liability - Police and Firemen's Retirement System (PFRS) (Last Five Years)

	Measurement Date Ended June 30,		
	2017	**2016**	**2015**
County's Proportion of the Net Pension Liability	0.4972844307%	0.5488048845%	0.5685444057%
County's Proportionate Share of the Net Pension Liability	$ 76,771,102.00	$104,835,771.00	$ 94,699,679.00
State's Proportionate Share of the Net Pension Liability associated with the County	8,599,010.00	8,803,605.00	8,304,844.00
Total	$ 85,370,112.00	$113,639,376.00	$103,004,523.00
County's Covered Payroll (Plan Measurement Period)	$ 15,703,596.00	$ 17,537,468.00	$ 17,912,496.00
County's Proportionate Share of the Net Pension Liability as a Percentage of Covered Payroll	488.88%	597.78%	528.68%
Plan Fiduciary Net Position as a Percentage of the Total Pension Liability	58.60%	52.01%	56.31%

	Measurement Date Ended June 30,	
	2014	**2013**
County's Proportion of the Net Pension Liability	0.5686346694%	0.5803733767%
County's Proportionate Share of the Net Pension Liability	$ 71,528,967.00	$ 77,155,403.00
State's Proportionate Share of the Net Pension Liability associated with the County	7,702,467.00	7,191,821.00
Total	$ 79,231,434.00	$ 84,347,224.00
County's Covered Payroll (Plan Measurement Period)	$ 17,983,768.00	$ 18,121,556.00
County's Proportionate Share of the Net Pension Liability as a Percentage of Covered Payroll	397.74%	425.77%
Plan Fiduciary Net Position as a Percentage of the Total Pension Liability	62.41%	58.70%

Note 8: PENSION PLANS (CONT'D)

Supplementary Pension Information (Cont'd)

Schedule of the County's Contributions - Police and Firemen's Retirement System (PFRS) (Last Five Years)

	Year Ended December 31,		
	2017	**2016**	**2015**
County's Contractually Required Contribution	$ 4,401,059.00	$ 4,474,629.00	$ 4,621,418.00
County's Contribution in Relation to the Contractually Required Contribution	(4,401,059.00)	(4,474,629.00)	(4,621,418.00)
County's Contribution Deficiency (Excess)	$ -	$ -	$ -
County's Covered Payroll (Calendar Year)	$ 14,999,440.20	$ 15,676,484.00	$ 17,235,855.00
County's Contributions as a Percentage of Covered Payroll	29.34%	28.54%	26.81%

	Year Ended December 31,	
	2014	**2013**
County's Contractually Required Contribution	$ 4,367,507.00	$ 4,234,275.00
County's Contribution in Relation to the Contractually Required Contribution	(4,367,507.00)	(4,234,275.00)
County's Contribution Deficiency (Excess)	$ -	$ -
County's Covered Payroll (Calendar Year)	$ 18,097,159.00	$ 18,048,239.00
County's Contributions as a Percentage of Covered Payroll	24.13%	23.46%

Note 8: PENSION PLANS (CONT'D)

Other Notes to Supplementary Pension Information

Public Employees' Retirement System (PERS)

Changes in Benefit Terms - None

Changes in Assumptions - For 2017, the discount rate changed to 5.00% and the long-term rate of return changed to 7.00%. For 2016, the discount rate changed to 3.98%, the long-term expected rate of return changed to 7.65% from 7.90%, demographic assumptions were revised in accordance with the results of the July 1, 2011 - June 30, 2014 experience study and the mortality improvement scale incorporated the Plan actuary's modified MP-2014 projection scale. Further, salary increases were assumed to increase between 1.65% and 4.15% (based on age) through fiscal year 2026 and 2.65% and 5.15% (based on age) for each fiscal year thereafter. For 2015, the discount rate changed to 4.90%. In addition, the social security wage base was set at $118,500.00 for 2015, increasing 4.00% per annum, compounded annually and the 401(a)(17) pay limit was set at $265,000.00 for 2015, increasing 3.00% per annum, compounded annually. For 2014, the discount rate was 5.39%.

Police and Firemen's Retirement System (PFRS)

Changes in Benefit Terms - In 2017, Chapter 26, P.L. 2016 increased the accidental death benefit payable to children if there is no surviving spouse to 70% of final compensation.

Changes in Assumptions - For 2017, the discount rate changed to 6.14% and the long-term rate of returned changed to 7.00%. For 2016, the discount rate changed to 5.55%, the long-term expected rate of return changed to 7.65% from 7.90%, and the mortality improvement scale incorporated the Plan actuary's modified 2014 projection scale. Further, salary increases were assumed to increase between 2.10% and 8.98% (based on age) through fiscal year 2026 and 3.10% and 9.98% (based on age) for each fiscal year thereafter. For 2015, the discount rate changed to 5.79% and demographic assumptions were revised in accordance with the results of the July 1, 2010 - June 30, 2013 experience study. For 2014, the discount rate was 6.32%.

Note 9: POST EMPLOYMENT BENEFITS OTHER THAN PENSION BENEFITS

Plan Description - The County provides postretirement health care benefits through a health plan for retirees, which includes a medical, dental, and prescription plan. The County's plan provides an agent multiple-employer post-employment healthcare plan which covers the following retiree population: 1) an employee who participates in the PERS pension plan and was hired before 7/1/2007 is eligible for full benefits upon retirement provided they have completed 25 years of service and are at least age 55, 2) an employee hired on or after 7/1/2007 is eligible for full benefits upon retirement provided they have completed 25 years of service and are at least age 60, 3) an employee hired on or after 11/2/2008 is eligible for full benefits upon retirement provided they have completed 25 years of service and are at least age 62, 4) an employee hired on or after 7/28/2011 is eligible for full benefits upon retirement provided they have completed 30 years of service and are at least age 65, 5) an employee who participates in the PFRS pension plan is eligible for benefits upon retirement provided they have completed 25 years of service. Years of service are calculated based upon elapsed time. The plan is administered by the County; therefore, premium payments are made directly to the insurance carriers.

Funding Policy - The contribution requirements of plan members and the County are established and may be amended by the County's governing body.

Retirees - The County presently funds its current retiree postemployment benefit costs on a "pay-as-you-go" basis and receives monthly contributions from retirees to offset a portion of the cost. The County's contributions to the plan for the years ended December 31, 2017, 2016, and 2015 were $1,984,766.49, $1,926,857.76, and $1,926,857.76, respectively.

Note 9: POST EMPLOYMENT BENEFITS OTHER THAN PENSION BENEFITS (CONT'D)

Funding Policy (Cont'd) -

Future Retirees - In accordance with Statement No. 45 of the Governmental Accounting Standards Board, the County is required to disclose the *annual required contribution of the employer (ARC)*, an amount actuarially determined in accordance with the parameters of Statement No. 45. The ARC represents a level of funding that, if paid on an ongoing basis, is projected to cover normal cost each year and amortize any unfunded actuarial liabilities (or funding excess) over a period not to exceed thirty (30) years. The ARC includes the costs of both current and future retirees. The current ARC was determined to be $12,291,288.00 at an unfunded discount rate of 4.5%. As stated previously, the County has funded the cost of existing retirees in the amount of $1,984,766.49, and has incurred the benefit costs for future eligible employees, but has not yet begun funding this outstanding liability.

Annual OPEB Cost - For year ended December 31, 2017, the County's annual OPEB cost (expense) of $10,742,613.04 for the plan was equal to the ARC plus certain adjustments because the County's actual contributions in prior years differed from the ARC. The County's annual required contribution (ARC), the interest on the net OPEB obligation, the adjustment to the ARC, the increase or decrease in the net OPEB obligation, the net OPEB obligation, and the percentage of annual OPEB cost contributed to the plan for years 2017, 2016, and 2015 are as follows:

	2017	2016	2015
Annual Required Contribution (ARC)	$ 12,291,288.00	$ 13,111,499.00	$ 13,111,499.00
Interest on the Net OPEB Obligation	4,251,056.73	3,810,207.56	3,362,011.77
Adjustment to the ARC	(5,799,731.69)	(5,198,100.58)	(4,586,646.55)
Annual OPEB Cost	10,742,613.04	11,723,605.98	11,886,864.22
Pay-as-You Go Cost (Existing Retirees)	(1,984,766.49)	(1,926,857.76)	(1,926,857.76)
Increase (Decrease) in the Net OPEB Obligation	8,757,846.55	9,796,748.22	9,960,006.46
Net OPEB Obligation, January 1	94,468,127.32	84,671,379.10	74,711,372.64
Net OPEB Obligation, December 31	$ 103,225,973.87	$ 94,468,127.32	$ 84,671,379.10
Percentage of Annual OPEB Cost Contributed	18.5%	16.4%	16.2%

Funded Status and Funding Progress - The funded status of the plan as of the three past actuarial valuation dates is as follows:

	2017	2015	2013
Actuarial Accrued Liability (AAL)	$ 128,988,861.00	$ 136,109,526.00	$ 71,960,419.00
Actuarial Value of Plan Assets	-	-	-
Unfunded Actuarial Accrued Liability (UAAL)	$ 128,988,861.00	$ 136,109,526.00	$ 71,960,419.00
Funded Ratio (Actuarial Value of Plan Assets / AAL)	0.0%	0.0%	0.0%
Covered Payroll (Active Plan Members)	$ 50,115,000.00	$ 53,803,000.00	$ 53,259,000.00
UAAL as a Percentage of Covered Payroll	257.4%	253.0%	135.1%

Note 9: POST EMPLOYMENT BENEFITS OTHER THAN PENSION BENEFITS (CONT'D)

Funded Status and Funding Progress (Cont'd) - Actuarial valuations of an ongoing plan involve estimates of the value of reported amounts and assumptions about the probability of occurrence of events far into the future. Examples include assumptions about future employment, mortality, and the healthcare cost trend. Amounts determined regarding the funded status of the plan and the annual required contributions of the employer are subject to continual revision as actual results are compared with past expectations and new estimates are made about the future. The schedule of funding progress, as shown on the previous page, presents multiyear trend information that shows whether the actuarial value of the plan assets is increasing or decreasing over time relative to the actuarial accrued liabilities for benefits.

Actuarial Methods and Assumptions - The projections of benefits for financial reporting purposes are based on the substantive plan (the plan as understood by the employer and plan members) and include the types of benefits provided at the time of each valuation and the historical pattern of sharing benefit costs between the employer and plan members to that point. The actuarial methods and assumptions used include techniques that are designed to reduce short-term volatility in actuarial accrued liabilities and the actuarial value of assets, consistent with the long-term perspective of the calculations.

In the December 31, 2017 actuarial valuation, the projected unit credit actuarial cost method was used. Under this method, an actuarial accrued liability is determined as the actuarial present value of the portion of projected benefits which is allocated to service before the current plan year. In addition, a normal cost is determined as the actuarial present value of the portion of projected benefits which is allocated to service in the current plan year for each active participant under the assumed retirement age. The UAAL is being amortized (straight-line) for thirty (30) years on an open basis. The actuarial assumptions included the following:

- *Mortality*. RP 2000 Combined Healthy Male Mortality Rates set forward three years.
- *Turnover*. NJ State Pensions Ultimate Withdrawal Rates - prior to benefits eligibility.
- *Assumed Retirement Age.* Based on first eligibility after the completion of 30 years of service and age 65 if hired on or after 7/28/2011, age 62 and 25 years of service if hired on or after 11/2/2008, age 60 and 25 years of service for single if hired on or after 7/1/2007, and age 55 and 25 years of service for all others.
- *Full Attribution Period.* Service to assumed retirement age.
- *Annual Discount Rate*. Future costs have been discounted at the rate of 4.5% compounded annually for GASB 45 purposes.
- *Medical Trend*. 6.0% in 2016, reducing by .1% per annum, leveling at 5% per annum in 2026.
- *Medical Cost Aging Factor*. NJSHBP Medical Morbidity Rates.

Note 10: COMPENSATED ABSENCES

Permanent full-time employees are entitled to fifteen paid sick leave days each year. Temporary employees are entitled to one sick day per month. Unused sick leave may be accumulated and carried forward to subsequent years. Employees earn vacation days in accordance with the number of years of service. Unused vacation days earned during the year may only be carried over to the subsequent year. Unused vacation days carried over from the previous year are forfeited.

Under existing policies of the County, upon retirement employees will receive one-half of the accumulated unused sick leave to a maximum of $15,000.00. Unused accumulated vacation is paid for at straight time.

The accumulated cost of unused sick and vacation time has not been recorded in the financial statements as presented, however at December 31, 2017, it is calculated that accrued unused sick and vacation time payable are valued at $6,118,915.14.

The County has established a Compensated Absences Trust Fund to set aside funds for future payments of compensated absences. At December 31, 2017, the balance of the fund was $21,981.90.

Note 11: DEFERRED COMPENSATION SALARY ACCOUNT

The County offers its employees a Deferred Compensation Plan in accordance with Internal Revenue Code Section 457, which has been approved by the Director of the Division of Local Government Services. The Plan, available to all full time employees at their option, permits employees to defer a portion of their salary to future years. The deferred compensation is not available to participants until termination, retirement, death or unforeseeable emergency.

Amounts deferred under Section 457 plans must be held in trust for the exclusive benefit of participating employees and not be accessible by the County or its creditors. Since the County does not have a fiduciary relationship with the Plan, the balances and activities of the Plan are not reported in the County's financial statements.

Note 12: SANITARY LANDFILL ESCROW CLOSURE FUND

The County of Burlington Resource Recovery Complex is located in portions of Florence and Mansfield Townships. The County operates landfill cells, which are located in Mansfield Township. The Sanitary Landfill Facility Closure and Contingency Fund Act of 1981 was enacted to provide funding, during the life of the landfill, of costs associated with the closure of sanitary landfills. The Act requires the owner or operator of every sanitary landfill to establish an escrow account for closure and deposit, on a monthly basis, an amount equal to $1.00 per ton of solid waste accepted for disposal. No withdrawals may be made from the fund without written approval from the State Department of Environmental Protection.

The escrow closure fund balance at year-end does not necessarily represent the estimated cost of closure as of that date. The required balance of the fund merely represents the amount required to be escrowed in accordance with the statute. Actual costs associated with the closure are not known.

Note 13: LEASE OBLIGATIONS

Capital Leases Payable - The County is leasing certain equipment and improvements under capital leases. All capital leases are for terms of ten to twenty years and interest rates ranging from 3.00% to 5.25%. The following is a schedule of the future minimum lease payments under these capital leases, and the present value of the net minimum lease payments at December 31, 2017.

General Capital Fund	Amount
Year Ending December 31,	
2018	$ 6,471,204
2019	6,460,820
2020	6,440,099
2021	7,766,848
2022	7,766,001
2023-2027	16,064,200
2028-2032	12,060,700
Total minimum lease payments	63,029,872
Less amount representing interest	13,705,872
Present value of net minimum lease payments	49,324,000
Notes Issued	97,275,000
Authorized but not Issued	100,567,900
	$ 247,166,900

Note 13: LEASE OBLIGATIONS

Capital Leases Payable (Cont'd -

Solid Waste Capital Fund		**Amount**
Year Ending December 31,		
2018	$	3,225,040
2019		2,756,130
2020		2,707,330
2021		2,528,650
2022		2,776,250
2023-2027		22,869,450
Total minimum lease payments		36,862,850
Less amount representing interest		9,056,850
Present value of net minimum lease payments	$	27,806,000

Note 14: CAPITAL DEBT

General Debt – Serial Bonds

Vocational School Bonds, Series 2003 - On November 20, 2003, the County issued $9,995,000.00 in Vocational School bonds with interest rates of 5.000%, The purpose of the bonds was to fund improvements at the County Vocational School. The final maturity of the bonds is December 1, 2019.

County College Bonds, Series 2008 - On June 25, 2008, the County issued $12,200,000.00 of County College bonds with interest rates ranging from 3.750% to 4.000%. The purpose of the bonds was to fund improvements at the County College. The final maturity of the bonds is June 15, 2020.

General Improvement Bonds, Series 2008A - On September 2, 2008, the County issued $31,981,000.00 of general improvement bonds with interest rates ranging from 3.500% to 4.000%. The bonds were issued for the purpose of funding various capital projects in the County. In 2016, these bonds were refunded; the final maturity of the bonds is September 1, 2018.

Special Services Schools Bonds, Series 2008B – On September 2, 2008, the County issued $580,000.00 with interest rates of ranging from 3.500% to 4.000%. The purpose of the bonds was to fund improvements at the County Special Services School District. In 2016, these bonds were refunded; the final maturity of the bonds is September 1, 2018.

Vocational School Bonds, Series 2008B - On September 2, 2008, the County issued $2,715,000.00 in Vocational School bonds with interest rates ranging from 3.500% to 4.000%. The purpose of the bonds was to fund improvements at the County Vocational School. In 2016, these bonds were refunded; the final maturity of the bonds is September 1, 2018.

General Improvement Bonds, Series 2009 – On December 3, 2009, the County issued $32,475,000.00 of General Improvement bonds with interest rates ranging from 2.500% to 4.000%. The purpose of the purpose of the bonds was to fund various capital projects in the County. The final maturity of the bonds was July 15, 2025, however they were refunded in 2017, and the final maturity is now July 15, 2019.

Note 14: CAPITAL DEBT (CONT'D)

General Debt – Serial Bonds (Cont'd)

General Obligation Bonds, Series 2010 Federally Taxable – Issuer Subsidy – Recovery Zone Economic Development Bonds – On December 15, 2010, the County issued $15,629,000.00 of General Obligation bonds with interest rates ranging from 3.750% to 5.650%. The purpose of the bonds was to fund various capital projects in the County. The final maturity of the bonds is December 15, 2025.

County College Bonds, Series 2010 - On June 1, 2010, the County issued $2,353,000.00 of County College bonds with interest rates ranging from 3.000% to 3.250%. The purpose of the bonds was to fund improvements at the County College. The final maturity of the bonds is June 1, 2020.

Refunding Bonds, Series 20011A, - On March 15, 2011, the County issued $22,091,000.00 with interest rates of 5.000%. The purpose of the bonds was to refund debt issued in a prior period. The final maturity of bonds is September 15, 2019.

General Obligation Bonds Series 2013A – On May 22, 2013, the County issued $36,912,000.00 of General Obligation bonds with interest rates ranging from 2.000% to 3.000%. The purpose of the bonds was to fund various capital projects in the County. The final maturity of the bonds is May 15, 2028.

General Obligation Bonds Series 2013B – On September 5, 2013, the County issued $40,204,000.00 of General Obligation bonds with interest rates ranging from 3.000% to 4.500%. The purpose of the bonds was to fund various capital projects in the County. The final maturity of the bonds is September 1, 2033.

Vocational School Bonds, Series 2014A1 - On December 1, 2013, the County issued $4,250,000.00 in Vocational School bonds with interest rates ranging from 3.000% to 5.000%. The purpose of the bonds was to fund improvements at the County Vocational School. The final maturity of the bonds is December 1, 2019.

County College Bonds - On June 25, 2014, the County issued $7,850,000.00 of County College bonds with interest rates ranging from 2.000% to 3.000%. The purpose of the bonds was to fund improvements at the County College. The final maturity of the bonds is June 1, 2026.

General Obligation Bonds Series 2015A – On May 18, 2015, the County issued $30,673,000.00 of General Obligation bonds with interest rates ranging from 2.000% to 3.500%. The purpose of the bonds was to fund various capital projects in the County. The final maturity of the bonds is May 1, 2033.

General Obligation Refunding Bonds Series 2016A1 – On March 22, 2016, the County issued $30,345,000.00 of General Obligation Refunding Bonds with interest rates of 4%. The purpose of the bonds was to refund debt issued in a prior period. The final maturity of the bonds is September 1, 2022.

Vocational and Special Services Schools Refunding Bonds, Series 2016A2 – On March 22, 2016, the County issued $1,145,000.00 Vocational and Special Services Schools Refunding Bonds with interest rates of 3%. The purpose of the bonds was to refund debt issued in a prior period. The final maturity of the bonds is September 1, 2022.

County College Bonds - On June 29, 2016, the County issued $7,900,000.00 of County College bonds with interest rates ranging from 1% to 2%. The purpose of the bonds was to fund improvements at the County College. The final maturity of the bonds is June 1, 2028.

General Obligation Bonds Series 2017A – On May 15, 2017, the County issued $25,075,000.00 of General Obligation bonds with interest rates ranging from 2.000% to 2.750%. The purpose of the bonds was to fund various capital projects in the County. The final maturity of the bonds is January 15, 2029.

Note 14: CAPITAL DEBT (CONT'D)

General Debt – Serial Bonds (Cont'd)

General Obligation Refunding Bonds Series 2017A – On November 22, 2017, the County issued $11,505,000.00 of General Obligation Refunding Bonds with interest rates ranging from 2.00% to 4.00%. The purpose of the bonds was to refund debt issued in a prior period. The final maturity of the bonds is July 15, 2025.

The following schedule represents the remaining debt service, through maturity, for the general improvement bonds:

General Debt - Serial Bonds

Year	Principal	Interest	Total
2018	$ 23,122,999	$ 6,526,484	$ 29,649,483
2019	23,762,000	5,782,255	29,544,255
2020	20,690,000	4,929,463	25,619,463
2021	19,300,000	4,276,964	23,576,964
2022	19,495,000	3,659,909	23,154,909
2023-2027	59,504,001	11,098,696	70,602,697
2028-2032	30,305,000	3,694,260	33,999,260
2033	4,920,000	162,825	5,082,825
	$ 201,099,000	$ 40,130,855	$ 241,229,855

General Debt – Green Acres Loans

The County entered into a loan agreement with the New Jersey Department of Environmental Protection at an interest rate of 2.0%. The proceeds were used to fund the Rancocas Greenway project. The final maturity of the loan is in 2020.

The County entered into a loan agreement with the New Jersey Department of Environmental Protection at an interest rate of 2.0%. The proceeds were used to fund the Medfour Properties project. The final maturity of the loan is in 2025.

The County entered into a loan agreement with the New Jersey Department of Environmental Protection at an interest rate of 2.0%. The proceeds were used to fund the Rancocas Pointe Trail project. The final maturity of the loan is in 2037.

The following schedule represents the remaining debt service, through maturity, for the New Jersey Green Acres loans:

General Debt - Green Acres Loans

Year	Principal	Interest	Total
2018	$ 180,414	$ 11,257	$ 191,670
2019	187,747	8,464	196,210
2020	101,756	4,690	106,447
2021	13,140	3,542	16,683
2022	13,404	3,278	16,683
2023-2027	56,220	12,536	68,757
2028-2032	46,386	7,713	54,099
2033-2037	51,239	2,860	54,099
	$ 650,307	$ 54,341	$ 704,648

Note 14: CAPITAL DEBT (CONT'D)

General Debt – New Jersey Environmental Infrastructure (EIT) Loans

The County entered into a loan agreement with the New Jersey Environmental Infrastructure Trust, at no interest, from the fund loan, and at interest rates ranging from 3.0% to 5.0% from the trust loan. The proceeds were used to fund farmland / open space preservation. Semiannual debt payments are due February 1st and August 1st through 2018.

On May 21, 2014, the County entered into a loan agreement with the New Jersey Environmental Infrastructure Trust to provide $2,115,306.00, at no interest, from the fund loan, and $730,000.00 at interest rates ranging from 3.0% to 5.0% from the trust loan. The proceeds were used to fund storm sewer rehab, vac truck, street sweeper projects. Semiannual debt payments are due February 1st and August 1st through 2033.

On November 12, 2015, the County entered into a loan agreement with the New Jersey Environmental Infrastructure Trust to provide $1,270,447.00, at no interest, from the fund loan, and $410,000.00 at interest rates ranging from 3.0% to 5.0% from the trust loan. The proceeds were used to fund storm water quality enhancement projects. Semiannual debt payments are due February 1st and August 1st through 2036.

The following schedule represents the remaining debt service, through maturity, for the New Jersey EIT loans:

General Debt - NJ EIT Loans

Year	Principal	Interest	Total
2018	$ 517,698	$ 46,388	$ 564,086
2019	223,311	39,938	263,248
2020	223,311	37,838	261,148
2021	228,311	35,588	263,898
2022	228,311	33,088	261,398
2023-2027	1,191,553	126,338	1,317,890
2028-2032	1,244,243	68,288	1,312,531
2033-2037	423,396	13,425	436,821
	$ 4,280,132	$ 400,888	$ 4,681,020

Solid Waste Utility Debt – Serial Bonds

Taxable General Obligation Bonds - On March 31, 2008, the County issued $17,000,000.00 of bonds with interest rates ranging from 5.000% to 6.200%. The purpose of the bonds was to fund improvements at the County Solid Waste Complex. The final maturity of the bonds is October 1, 2027.

General Obligation Bonds - On October 12, 2011, the County issued $10,675,000.00 of bonds with interest rates ranging from 2.25% to 4.00%. The purpose of the bonds was to fund improvements at the County Solid Waste Complex. The final maturity of the bonds is June 1, 2027.

General Obligation Bonds (Refunding) - On March 11, 2013, the County issued $23,965,000.00 of refunding bonds with interest rates ranging from 3.00% to 5.00%. The purpose of the bonds was to refund bonds that were used to fund improvements at the County Solid Waste Complex. The final maturity of the bonds is June 1, 2024.

Note 14: CAPITAL DEBT (CONT'D)

Solid Waste Utility Debt – Serial Bonds (Cont'd)

General Obligation Bonds Series 2017A-II - On May 15, 2017, the County issued $29,025,000.00 of bonds with interest rates ranging from 2.25% to 4.00%. The purpose of the bonds was to fund improvements at the County Solid Waste Complex. The final maturity of the bonds is June 1, 2027.

The following schedule represents the remaining debt service, through maturity, for the Solid Waste Utility serial bonds:

Solid Waste Utility Debt - Serial Bonds

Year	Principal	Interest	Total
2018	$ 5,545,000	$ 1,933,353	$ 7,478,353
2019	5,825,000	1,636,727	7,461,727
2020	6,010,000	1,438,801	7,448,801
2021	6,210,000	1,233,263	7,443,263
2022	6,360,000	1,019,577	7,379,577
2023-2027	25,405,000	1,992,827	27,397,827
	$ 55,355,000	$ 9,254,548	$ 64,609,548

The following schedule represents the County's summary of debt for the current and two previous years:

	2017	2016	2015
Issued			
General:			
Bonds, Loans and Notes	$ 272,329,439	$ 267,578,645	$ 246,889,847
Solid Waste Utility:			
Bonds, Loans and Notes	55,355,000	68,116,000	68,999,492
Total Issued	327,684,439	335,694,645	315,889,339
Authorized but not Issued			
General:			
Bonds, Loans and Notes	55,726,226	78,427,078	65,070,554
Solid Waste Utility:			
Bonds, Loans and Notes	3,570,310	6,193,733	11,026,333
Total Authorized but not Issued	59,296,536	84,620,810	76,096,887
Total Issued and Authorized but not Issued	386,980,975	420,315,455	391,986,226
Deductions			
General:			
Accounts Receivable Chapter 12	10,695,000	10,675,000	8,482,500
Funds Temporarily Held to Pay Bonds and Notes	19,960,986	20,363,741	21,468,427
Solid Waste Utility:			
Self-Liquidating	58,925,310	74,309,733	80,025,825
Total Deductions	89,581,296	105,348,474	109,976,752
Net Debt	$ 297,399,680	$ 314,966,982	$ 282,009,475

Note 14: CAPITAL DEBT (CONT'D)

Summary of Statutory Debt Condition - Annual Debt Statement

The summarized statement of debt condition which follows is prepared in accordance with the required method of setting up the annual debt statement and indicated a statutory net debt of .639%.

	Gross Debt	Deductions	Net Debt
Debt Guaranteed by the County	$ 323,415,000	$ 323,415,000	
Solid Waste Utility	58,925,310	58,925,310	
General Debt	328,055,666	30,655,986	$ 297,399,680
	$ 710,395,975	$ 412,996,296	$ 297,399,680

Net debt $297,399,680 divided by the equalized valuation basis per N.J.S.A.40A:2-2, as amended, $46,506,963,323, equals .639%.

Borrowing Power Under N.J.S.A. 40A:2-6 as Amended

2% of Equalized Valuation Basis (County)	$ 930,139,266
Less: Net Debt	297,399,680
Remaining Borrowing Power	$ 632,739,587

Calculation of "Self-Liquidating Purpose," Solid Waste Utility Per N.J.S.A. 40:2-45

Cash Receipts from Fees, Rents, Fund Balance Anticipated, Interest and Other Investment Income, and Other Charges for the Year		$ 34,703,374
Deductions:		
Operating and Maintenance Costs	$ 17,272,840	
Debt Service	8,362,816	
Total Deductions		25,635,656
Excess/(Deficit) in Revenue		$ 9,067,718

Note 15: DEFEASED DEBT

In prior years, the County defeased certain general obligation bonds by placing the proceeds of new bonds in a separate irrevocable trust fund. The investments and fixed interest earnings from the investments are sufficient to fully service the defeased debt until the debt is called or matures. For financial reporting purposes, the debt is considered defeased and therefore removed as a liability from the County's financial statements. As of December 31, 2017, the total amount of defeased debt outstanding, but removed from the County's financial statements, is $57,853,000.00.

Note 16: RESERVE FOR INTEREST REBATE

The Tax Reform Act of 1986 placed restrictions on the investments of the proceeds of certain tax-exempt bonds issued after December 31, 1986. Specifically, investment earnings which are above arbitrage bond yield are required to be rebated to the United States Treasury Department within sixty days of the end of the fifth bond year. A bond year is defined, at the option of the issuing entity, as either the date of the first anniversary of bond settlement or the issuing entity's year end.

The County of Burlington has several issues of bonds outstanding, which are subject to rebate. Rebate calculations on these bonds are required to be made at least once every five years. The County elected to establish a reserve account in the Solid Waste Utility Operating Fund in the amount of $100,000 in case a rebate may be required as the result of the occurrence of future events.

Note 17: COUNTY OWNED LANDFILL - CLOSURE AND POST-CLOSURE COSTS

On January 27, 1988, the County Freeholders, by adoption of Resolution No. 42, created the Burlington County Solid Waste Utility Fund. All outstanding debt and all authorized but not issued debt attributable to solid waste projects was transferred from the General Capital Fund to the Solid Waste Utility Capital Fund.

Officially, operations at the Resource Recovery Complex began on February 1, 1989 with nine municipalities being served. A phase in period was established for the remaining Burlington County municipalities. As of January 2, 1992, all municipalities within Burlington County are being served. The Complex also accepts solid waste from private haulers.

Pursuant to N.J.A.C. 7:26-2A.9, the County directed its engineer to update the closure/post-closure plan along with the required financial schedules. The latest revision of January 2015 was received from the Engineer, and the report reflects the following:

Closure

Within that report, closure costs are estimated to be $35,049,105.00. It is expected that such closure costs, assuming an inflation rate of 2.0% as estimated by the Engineer, would begin in the year 2022 to the year 2028 when the operations at the landfill site would cease. It is projected that funding will be provided by the Escrow Tax Fund mandated by the New Jersey Department of Environmental Protection.

Post-Closure

Post-closure costs for the thirty-year period would begin in the year 2029 and end 2058. The overall projected costs, assuming an inflation rate of 2.0% as estimated by the engineer, would total $27,771,530.00. It is projected that funding will be provided by the Escrow Tax Fund mandated by the New Jersey Department of Environmental Protection.

Due to the basis of accounting described in note 1, no liability has been recorded in the financial statements for estimated liability for combined closure and post-closure costs based on landfill capacity as of December 31, 2017.

Note 17: COUNTY OWNED LANDFILL - CLOSURE AND POST-CLOSURE COSTS (CONT'D)

Closure and Post-Closure Plan Funding and Projected Costs

The County Landfill's funding includes accumulated contributions and investment income at December 31, 2014 (per January 2015 plan), and additional estimated contributions and estimated investment income subsequent to December 31, 2014. The County Landfill's funding progress regarding the plan overall are as follows:

New Jersey Department of Environmental Protection and Energy Escrow Tax Account Balance at December 31, 2014	$	15,262,481
Remaining Estimated per ton Contribution to be made by the County to the NJDEP Escrow Tax Account		4,240,000
Projected Investment Earnings Assuming an Interest Rate of 2.0% for 2014-2015 and 6.0% for 2016-2058		34,594,213
In-Kind Costs for Final Cover		11,833,523
Projected Ending Closure Fund Balance 2058		(3,109,582)
	$	62,820,635
Closure	$	35,049,105
Post Closure		27,771,530
	$	62,820,635

Note 18: DEBT SERVICE AGREEMENTS

The County of Burlington adopted resolutions in 2013 authorizing the guaranty for the Burlington County Bridge Commission Bonds in an amount not to exceed $60,000,000; in 2015 $5,000,000 was canceled and in 2016 bonds of $30,095,000 were issued. At December 31, 2017, notes in the amount of $24,905,000 have been issued. The County is the only participant in this issue.

The County of Burlington adopted resolutions in 2013 authorizing the guaranty for the Burlington County Bridge Commission Bonds in an amount not to exceed $46,000,000. The County is the only participant in this issue.

The County of Burlington adopted resolutions in 2014 authorizing the guaranty for the Burlington County Bridge Commission Bonds in an amount not to exceed $39,937,900. The County is the only participant in this issue.

At December 31, 2017, notes in the amount of $52,370,000 have been issued on the combined amount of the $46,000,000 and $39,937,900 issues.

The County of Burlington adopted resolutions in 2015 authorizing the guaranty for the Burlington County Bridge Commission Bonds in an amount not to exceed $25,000,000. The County is the only participant in this issue. At December 31, 2017, notes in the amount of $12,000,000 have been issued.

The County of Burlington adopted resolutions in 2017 authorizing the guaranty for the Burlington County Bridge Commission Bonds in an amount not to exceed $62,000,000. The County is the only participant in this issue. At December 31, 2017, notes in the amount of $8,000,000 have been issued.

The County – Guaranteed Burlington County Bridge Commission Bonds totaling $323,415,000 as of December 31, 2017 are as follows:

Series 2003 Loan Revenue Bonds	$	3,000
Series 2016 Lease Revenue Bonds		27,560,000
Series 2002 Loan Revenue Bonds		1,110,000
Series 2005 Loan Revenue Bonds		210,000
Series 2009 Loan Revenue Bonds		3,000,000
Series 2010 Loan Revenue Bonds		10,285,000
Series 2011 Lease Revenue Refunding Bonds		5,960,000
Series 2011A Loan Revenue Refunding Bonds		7,152,000
Series 2013 Bridge Revenue Bonds		32,660,000
Series 2013A1 Loan Revenue Refunding Bonds		11,585,000
Series 2013A2 Loan Revenue Bonds		3,275,000
Series 2013 Solid Waste Project Bonds		23,380,000
Series 2014A1 Loan Revenue Refunding Bonds		190,000
Series 2014A2 Loan Revenue Bonds		9,265,000
Series 2014 Lease Revenue Refunding Bonds		7,700,000
Series 2016 Lease Revenue Refunding Bonds		4,055,000
Series 2017 Bridge System Revenue Bonds		44,730,000
Series 2017 Lease Revenue Refunding Bonds		17,230,000
Series 2017A Loan Revenue Refunding Bonds		16,790,000
Series 2017A Lease Revenue Notes		24,905,000
Series 2017B Lease Revenue Notes		52,370,000
Series 2017C Lease Revenue Notes		20,000,000
	$	323,415,000

Note 18: DEBT SERVICE AGREEMENTS (CONT'D)

At December 31, 2017, the County's balance payable of the Burlington County Bridge Commission's Governmental Leasing Program (Debt Service Agreements) was $146,599,000 in the General Capital Fund and $27,806,000 in the Utility Capital Fund, see Lease Obligations Note.

Note 19: INSURANCE COMMISSION

The County is a member of the Burlington County Insurance Commission. The Commission provides its members with the following coverage:

Health Insurance
Workers' Compensation and Employer's Liability
General Liability
Auto Liability, Auto Physical Damage
Property
Employee Dishonesty

Contributions to the Commission, including a reserve for contingencies, are based on actuarial assumptions determined by the Commission's actuary. The Commission may order additional assessments to supplement the Commission's claim, loss retention or administrative accounts to assure the payment of the Commission's obligations.

The Commission purchases excess insurance for coverage in excess of the Commission's self-insured retention limits.

The Commission publishes its own financial report for the year ended December 31, 2017 which can be obtained from:

Burlington County Insurance Commission
9 Campus Drive, Suite 216
Parsippany, NJ 07054

Note 20: OPEN SPACE, RECREATION, FARMLAND AND HISTORIC PRESERVATION TRUST

On November 5, 1996, pursuant to P.L. 1997, c. 24 (N.J.S.A. 40:12-15.1 et seq.), the voters of Burlington County authorized the establishment of the Burlington County Open Space, Recreation, Farmland and Historic Preservation Trust Fund effective January 1, 1997, for the purpose of raising revenue for the acquisition of lands and interests in lands for the conservation of farmland and open space. The County proposed to levy a tax not to exceed two cents per one hundred dollars of equalized valuation for fifteen years. Amounts raised by taxation are apportioned by the County Board of Taxation among the municipalities in accordance with N.J.S.A. 54:4-9 and are assessed, levied and collected in the same manner and at the same time as other County taxes. On November 3, 1998, the voters of Burlington County authorized an increase in the Open Space, Recreation, Farmland and Historic Preservation tax from two cents per hundred to four cents per hundred dollars of equalized valuation for twenty years, and on November 7, 2006 the voters extended the tax to 2036. In 2017, revenue from the tax was allocated as follows: one cent to discretionary and three cents to historical preservation, maintenance and development of lands acquired for recreation and conservation purposes. Future increases in the tax rate or to extend the authorization must be authorized by referendum. All revenue received is accounted for in a Trust Fund dedicated by rider (N.J.S.A. 40A:4-39) for the purpose stated. Interest earned on the investment of these funds is credited to the Burlington County Open Space, Recreation, Farmland and Historic Preservation Trust Fund.

Note 20: OPEN SPACE, RECREATION, FARMLAND AND HISTORIC PRESERVATION TRUST (CONT'D)

Pursuant to the adoption of a resolution the County Board of Chosen Freeholders accepted and approved the Strategic Plans for the Farmland Preservation Program and the Open Space Preservation Program. The County of Burlington has entered into various Installment Purchase Agreements to obtain the rights to Open Spaces and Farmlands in order to permanently restrict the rights to develop these properties. The Strategic Plans provide for the acquisition of property or the rights to property through the use of various conservation easements, development rights, direct purchase and public-private partnerships.

As of December 31, 2017, the County had entered into the following Installment Purchase Agreements:

Resolution Number	Issue Date	IPA Account Number	Principal Due Date	Initial Investment Required	Investment Value At Maturity
2002-480	07/19/02	2002-01	11/15/18	Not Applicable	Not Applicable
2001-899	11/15/02	2002-02	11/15/18	Not Applicable	Not Applicable
2002-723	11/14/02	2002-03	11/15/18	Not Applicable	Not Applicable
2002-885	12/05/02	2002-04	11/15/18	Not Applicable	Not Applicable
2001-898	02/17/03	2003-01	11/15/18	Not Applicable	Not Applicable
2003-058	02/21/03	2003-02	11/15/18	Not Applicable	Not Applicable
2003-059	02/17/03	2003-03	11/15/18	Not Applicable	Not Applicable
2002-625	03/10/03	2003-03A	11/15/18	Not Applicable	Not Applicable
2003-414	07/10/03	2003-05	11/15/18	Not Applicable	Not Applicable
2003-487	07/15/03	2003-06	11/15/18	Not Applicable	Not Applicable
2003-488	08/05/03	2003-07	11/15/18	Not Applicable	Not Applicable
2003-869	12/15/03	2003-08	11/15/18	Not Applicable	Not Applicable
2004-261	04/21/04	2004-01	11/15/18	Not Applicable	Not Applicable
2004-263	04/21/04	2004-02	11/15/18	Not Applicable	Not Applicable
2004-262	04/21/04	2004-03	11/15/18	Not Applicable	Not Applicable
2001-900	04/15/05	2005-01	11/15/18	Not Applicable	Not Applicable
2005-228	04/15/05	2005-02	11/15/18	Not Applicable	Not Applicable
2005-306	05/15/05	2005-03	11/15/18	Not Applicable	Not Applicable
2006-298	07/25/06	2006-01	11/15/18	Not Applicable	Not Applicable
2006-1109	12/15/06	2006-02	11/15/18	Not Applicable	Not Applicable
2007-983	12/11/07	2007-01	11/15/18-11/15/26	Not Applicable	Not Applicable
2008-362	06/24/08	2008-01	11/15/18-11/15/27	Not Applicable	Not Applicable
2003-217	06/24/08	2008-02	11/15/18-11/15/27	Not Applicable	Not Applicable
2008-622	08/27/08	2008-03	11/15/18-11/15/28	Not Applicable	Not Applicable
2011-277	11/15/12	2012-01	11/15/18-11/15/31	Not Applicable	Not Applicable
2011-276	04/26/14	2014-01	11/15/18-11/15/33	Not Applicable	Not Applicable
2013-561	11/17/14	2015-01	11/15/18-11/15/34	Not Applicable	Not Applicable
2001-400	09/11/01	70-T031-29-6	11/15/18	$90,414	$238,000
2001-308	02/11/02	70-T035-36-2	11/15/18	150,662	397,000
2001-400	04/25/02	70-T036-37-8	11/15/18	116,484	316,000
2001-597	05/07/02	70-T037-38-4	11/15/18	844,011	2,229,000
2001-400	06/04/02	70-T038-39-0	11/15/18	109,454	291,000
2001-597	07/17/02	70-T039-40-6	11/15/18	196,017	508,000
2001-308	07/12/02	70-T040-41-2	11/15/18	91,653	230,000
2001-308	08/29/02	70-T041-42-8	11/15/18	91,318	218,000
2001-308	09/12/02	70-T042-43-4	11/15/18	94,250	225,000
2002-621	09/26/02	70-T043-44-0	11/15/18	260,998	585,000
2002-179	11/01/02	70-T045-46-0	11/15/18	250,096	598,000
2002-689	03/14/03	70-T046-47-6	11/15/18	357,000	767,000
2002-564	05/08/03	70-T047-49-0	11/15/18	64,482	139,000

Note 20: OPEN SPACE, RECREATION, FARMLAND AND HISTORIC PRESERVATION TRUST (CONT'D)

As of December 31, 2017, the County had entered into the following Installment Purchase Agreements (Cont'd):

Resolution Number	Issue Date	IPA Account Number	Principal Due Date	Initial Investment Required	Investment Value At Maturity
2003-445	09/12/03	70-T048-50-6	11/15/18	$822,420	$1,879,000
2003-445	09/12/03	70-T049-51-2	11/15/18	87,538	200,000
2003-098	10/01/03	70-T050-52-8	11/15/18	110,205	237,000
2003-098	10/01/03	70-T051-53-4	11/15/18	109,740	236,000
2003-060	10/29/03	70-T052-54-0	11/15/18	52,216	116,000
2003-060	10/29/03	70-T053-55-5	11/15/18	182,307	405,000
2003-098	12/30/03	70-T054-56-1	11/15/18	78,573	169,000
2003-060	02/06/04	70-T055-57-6	11/15/18	62,444	132,000
2003-060	02/06/04	70-T056-58-2	11/15/18	62,444	132,000
2004-036	09/01/04	70-T057-59-8	11/15/18	647,095	1,317,000
2004-040	09/21/04	70-T058-60-4	11/15/18	69,993	140,000
2004-040	10/07/04	70-T059-61-0	11/15/18	248,790	500,000
2004-040	12/31/04	70-T060-62-6	11/15/18	1,441,822	2,849,000
2004-040	12/31/04	70-T061-63-2	11/15/18	360,329	712,000
2004-040	12/31/04	70-T062-64-8	11/15/18	360,329	712,000
2004-040	12/31/04	70-T063-65-3	11/15/18	360,329	712,000
2004-040	12/31/04	70-T064-66-9	11/15/18	360,329	712,000
2005-772	01/13/05	70-T065-67-4	11/15/18	153,951	300,000
2005-772	01/13/05	70-T066-68-0	11/15/18	153,951	300,000
2005-772	06/21/05	70-T067-69-6	11/15/18	990,068	1,795,000
2005-544	01/24/06	70-T068-70-2	11/15/18	73,820	132,000
2005-774	02/22/06	70-T069-71-8	11/15/18	547,060	1,000,000
2006-304	09/06/06	70-T070-72-4	11/15/18	157,979	287,000
2006-304	09/06/06	70-T071-73-0	11/15/18	157,979	287,000
2006-408	04/11/07	70-T072-74-6	11/15/18	124,374	219,000
2006-408	04/11/07	70-T073-75-1	11/15/18	123,807	218,000
2006-408	04/11/07	70-T074-76-7	11/15/18	123,807	218,000
2006-408	04/11/07	70-T075-77-2	11/15/18	124,374	219,000
2006-303	06/14/07	70-T076-78-8	11/15/18	80,892	148,000
2006-303	06/14/07	70-T077-79-4	11/15/18	80,892	148,000
2007-072	06/20/07	70-T078-80-0	11/15/18	54,772	100,000
2007-072	06/20/07	70-T079-81-6	11/15/18	54,772	100,000
2007-195	08/16/07	70-T080-83-0	11/15/20	254,400	500,000
2007-114	08/23/07	70-T081-84-6	11/15/18	578,140	1,000,000
2006-1093	10/12/07	70-T082-85-1	11/15/18	662,739	1,139,000
2006-1093	10/12/07	70-T083-86-7	11/15/18	283,948	488,000
2007-234	11/29/07	70-T084-87-3	11/15/18	121,928	195,000
2007-234	11/29/07	70-T085-88-8	11/15/18	121,928	195,000
2007-234	11/29/07	70-T086-89-4	11/15/24	95,257	205,000
2007-196	11/30/07	70-T087-90-0	11/15/18	50,027	80,000
2007-234	12/28/07	70-T088-91-6	11/15/36	79,755	300,000
2007-1086	12/28/07	70-T089-92-2	11/15/27	583,334	1,495,000
2007-1086	12/28/07	70-T090-93-8	11/15/27	583,334	1,495,000
2007-490	02/07/08	70-T091-94-4	11/15/18	137,084	210,000
2007-490	02/07/08	70-T092-95-9	11/15/18	136,431	209,000
2007-835	10/16/08	70-T093-96-5	11/15/18	155,064	240,000
2007-835	10/16/08	70-T034-32-4	11/15/23	119,105	240,000
2008-671	10/31/08	70-T094-98-9	11/15/36	1,167,028	3,764,000
2007-192	12/10/08	70-T095-99-4	11/15/18	131,908	188,000

Note 20: OPEN SPACE, RECREATION, FARMLAND AND HISTORIC PRESERVATION TRUST (CONT'D)

As of December 31, 2017, the County had entered into the following Installment Purchase Agreements (Cont'd):

Resolution Number	Issue Date	IPA Account Number	Principal Due Date	Initial Investment Required	Investment Value At Maturity
2007-192	12/10/08	70-T096-01-8	11/15/18	$132,610	$189,000
2008-1015	05/12/10	74-9667-01-0	11/15/36	153,384	462,000
2010-101	06/29/10	70-8870-01-9	11/15/20	213,318	281,000
2010-275	12/15/10	70-8891-01-5	11/15/30	69,915	210,000
2010-278	12/28/10	70-8892-01-3	11/15/30	217,935	500,000
2010-278	12/28/10	70-8893-01-1	11/15/30	435,870	1,000,000
2010-278	12/28/10	70-8894-01-9	11/15/30	217,935	500,000
2012-148	03/28/12	70-8915-01-2	11/15/22	150,542	189,000
2012-146	03/28/12	70-8927-01-7	11/15/32	498,171	868,000
2014-270	05/2015	70-8957-01-4	08/01/25	156,280	200,000

Township of Evesham (IPA 2002-01 & 2002-03) - At the closing of IPA 2002-01 & 2002-03, the County signed Promissory Notes in the amounts of $384,000 (Musulin Property) and $400,000 (Pachoango Property). The notes are to be paid off to the Township of Evesham in sixteen equal installments commencing 11/15/03. There is no interest due on these notes and the last payment for both notes is November 15, 2018.

Township of Moorestown (IPA 2002-02) - At the closing of IPA 2002-02, the County signed a Promissory Note in the amount of $96,000 (Wigmore Property). The note is to be paid off to the Township of Moorestown in sixteen equal installments commencing 11/15/03. Interest is due on this note and the last note payment is November 15, 2018.

Township of Eastampton (IPA 2002-04) - At the closing of IPA 2002-04, the County signed a Promissory Note in the amount of $208,000 (Tabas Property). The note is to be paid off to the Township of Eastampton in sixteen equal installments commencing 11/15/03. Interest is due on this note and the last note payment is November 15, 2018.

Township of Mount Laurel (IPA 2003-01) - At the closing of IPA 2003-01, the County signed a Promissory Note in the amount of $544,000 (Conrow / Goodwin Property). The note is to be paid off to the Township of Mount Laurel in sixteen equal installments commencing 11/15/03. Interest is due on this note and the last note payment is November 15, 2018.

Township of Mount Laurel (IPA 2003-02) - At the closing of IPA 2003-02, the County signed a Promissory Note in the amount of $496,000 (Cuzzimano Property). The note is to be paid off to the Township of Mount Laurel in sixteen equal installments commencing 11/15/03. Interest is due on this note and the last note payment is November 15, 2018.

Township of Mount Laurel (IPA 2003-03) - At the closing of IPA 2003-03, the County signed a Promissory Note in the amount of $244,000 (Barrett Property). The note is to be paid off to the Township of Mount Laurel in sixteen equal installments commencing 11/15/03. Interest is due on this note and the last note payment is November 15, 2018.

Township of Bordentown (IPA 2003-03A) - At the closing of IPA 2003-03A, the County signed a Promissory Note in the amount of $960,000 (Federal Property). The note is to be paid off to the Township of Bordentown in sixteen equal installments commencing 11/15/03. Interest is due on this note and the last note payment is November 15, 2018.

Note 20: OPEN SPACE, RECREATION, FARMLAND AND HISTORIC PRESERVATION TRUST (CONT'D)

As of December 31, 2017, the County had entered into the following Installment Purchase Agreements (Cont'd):

Township of Eastampton (IPA 2003-05) - At the closing of IPA 2003-05, the County signed a Promissory Note in the amount of $1,744,000 (Eastampton, LLC Property). The note is to be paid off to the Township of Eastampton in sixteen equal installments commencing 11/15/03. Interest is due on this note and the last note payment is November 15, 2018.

Township of Mount Laurel (IPA 2003-06) - At the closing of IPA 2003-06, the County signed a Promissory Note in the amount of $288,250 (Guidotti Property). The note is to be paid off to the Township of Mount Laurel in sixteen equal installments commencing 11/15/03. Interest is due on this note and the last note payment is November 15, 2018.

Township of Mount Laurel (IPA 2003-07) - At the closing of IPA 2003-07, the County signed a Promissory Note in the amount of $374,000 (Paragon Homes Property). The note is to be paid off to the Township of Mount Laurel in sixteen equal installments commencing 11/15/03. Interest is due on this note and the last note payment is November 15, 2018.

Township of Medford (IPA 2003-08) - At the closing of IPA 2003-08, the County signed a Promissory Note in the amount of $450,000 (JCC Camp Property). The note is to be paid off to the Township of Medford in fifteen equal installments commencing 11/15/04. Interest is due on this note and the last note payment is November 15, 2018.

Township of Mansfield (IPA 2004-01) - At the closing of IPA 2004-01, the County signed a Promissory Note in the amount of $127,500 (Tower Gate Property). The note is to be paid off to the Township of Mansfield in fifteen installments commencing 11/15/04. Interest is due on this note and the last note payment is November 15, 2018.

Township of Evesham (IPA 2004-02) - At the closing of IPA 2004-02, the County signed a Promissory Note in the amount of $108,250 (Hamilton Property). The note is to be paid off to the Township of Evesham in fifteen installments commencing 11/15/04. Interest is due on this note and the last note payment is November 15, 2018.

Township of Evesham (IPA 2004-03) - At the closing of IPA 2004-03, the County signed a Promissory Note in the amount of $1,025,000 (Croft Property). The note is to be paid off to the Township of Evesham in fifteen installments commencing 11/15/04. Interest is due on this note and the last note payment is November 15, 2018.

Township of Moorestown (IPA 2005-01) - At the closing of IPA 2005-01, the County signed a Promissory Note in the amount of $1,743,750 (Benner Property). The note is to be paid off to the Township of Moorestown in fourteen installments commencing 11/15/05. Interest is due on this note and the last note payment is November 15, 2018.

Township of Westampton (IPA 2005-02) - At the closing of IPA 2005-02, the County signed a Promissory Note in the amount of $512,500 (Rancocas Property). The note is to be paid off to the Township of Westampton in fourteen installments commencing 11/15/05. Interest is due on this note and the last note payment is November 15, 2018.

Note 20: OPEN SPACE, RECREATION, FARMLAND AND HISTORIC PRESERVATION TRUST (CONT'D)

As of December 31, 2017, the County had entered into the following Installment Purchase Agreements (Cont'd):

Township of Lumberton (IPA 2005-03) - At the closing of IPA 2005-03, the County signed a Promissory Note in the amount of $206,250 (Raab Property). The note is to be paid off to the Township of Lumberton in fourteen installments commencing 11/15/05. Interest is due on this note and the last note payment is November 15, 2018.

Township of Evesham (IPA 2006-01) - At the closing of IPA 2006-01, the County signed a Promissory Note in the amount of $260,000 (Johnston Property). The note is to be paid off to the Township of Evesham in thirteen installments commencing 11/15/06. Interest is due on this note and the last note payment is November 15, 2018.

Township of Hainesport (IPA 2006-02) - At the closing of IPA 2006-02, the County signed a Promissory Note in the amount of $200,000 (Wells/Johnson Property). The note is to be paid off to the Township of Hainesport in twelve installments commencing 11/15/07. Interest is due on this note and the last note payment is November 15, 2018.

Township of Burlington (IPA 2007-01) - At the closing of IPA 2007-01, the County signed a Promissory Note in the amount of $412,500 (Tillinghast Property). The note is to be paid off to the Township of Burlington in nineteen installments commencing 11/15/08. Interest is due on this note and the last note payment is November 15, 2026.

Township of Bordentown (IPA 2008-01) - At the closing of IPA 2008-01, the County signed a Promissory Note in the amount of $382,625 (Luyber Property). The note is to be paid off to the Township of Bordentown in twenty installments commencing 11/15/08. Interest is due on this note and the last note payment is November 15, 2027.

Township of Bordentown (IPA 2008-02) - At the closing of IPA 2008-02, the County signed a Promissory Note in the amount of $1,250,000 (Samost Property). The note is to be paid off to the Township of Bordentown in twenty installments commencing 11/15/08. Interest is due on this note and the last note payment is November 15, 2027.

Township of Medford (IPA 2008-03) - At the closing of IPA 2008-03, the County signed a Promissory Note in the amount of $2,487,500 (The Pointe Project). The note is to be paid off to the Township of Medford in twenty one installments commencing 11/15/08. Interest is due on this note and the last note payment is November 15, 2028.

Township of Chesterfield (IPA 2012-01) - At the closing of IPA 2012-01, the County signed a Promissory Note in the amount of $246,125 (Wilkinson Property). The note is to be paid off to the Township of Chesterfield in twenty installments commencing 11/15/12. Interest is due on this note and the last note payment is November 15, 2031.

Township of Westampton (IPA 2014-01) - At the closing of IPA 2014-01, the County signed a Promissory Note in the amount of $210,000 (Westampton). The note is to be paid off to the Township of Westampton in twenty installments commencing 11/15/14. Interest is due on this note and the last note payment is November 15, 2033.

Township of Delran (IPA 2015-01) - At the closing of IPA 2015-01, the County signed a Promissory Note in the amount of $305,325 (Delran). The note is to be paid off to the Township of Delran in twenty installments commencing 11/15/15. Interest is due on this note and the last note payment is November 15, 2034.

Note 20: OPEN SPACE, RECREATION, FARMLAND AND HISTORIC PRESERVATION TRUST (CONT'D)

As of December 31, 2017, the County had entered into the following Installment Purchase Agreements (Cont'd):

With the exception of IPAs 2002-01 through 2002-04, 2003-01 through 2003-03a, 2003-05 through 2003-08, 2004-01 through 2004-03, 2005-01 through 2005-03, 2006-01 through 2006-02, 2007-01, 2008-01 through 2008-03, 2012-01, 2014-01, and 2015-01, all of the other IPAs were executed settlements which negotiated a fair price set to be paid at maturity. Until the principal maturity date, a negotiated interest payment will be paid twice yearly on the principal amount. On the closing date of the IPA transaction, the County would make a purchase of U.S. Treasury Stripes with a maturity schedule designed to meet the principal payment amount due to the sellers. The initial investment is previously shown.

Note 21: BOARD OF SCHOOL ESTIMATES

The Board of School Estimates approved an Appropriation of $15,894,974 for the Burlington County Institute of Technology for the School Year July 1, 2017 to June 30, 2018. The County funded this amount by appropriating $2,430,000 in the County's 2017 budget and $13,464,974 in the County's 2018 budget.

The Board of School Estimates approved an Appropriation of $4,800,000 for the Burlington County Special Services School District County for the School Year July 1, 2017 to June 30, 2018. The County funded this amount by appropriating $400,000 in the County's 2017 budget and $4,400,000 in the County's 2018 budget.

Note 22: TAX ABATEMENTS

Municipalities within the County are authorized to enter into property tax abatement agreements for commercial and industrial structures under N.J.S.A. 40A:21-1 (Chapter 441, P.L. 1991) known as the "Five Year Exemption and Abatement Law". Under this law, municipalities may grant property tax abatements for a period of five years from the date of completion of construction for the purpose of encouraging the construction of new commercial and industrial structures. The first calendar year following completion, 0 percent of taxes are due, and each subsequent calendar the percentage of taxes due increases by 20 percent. During the 6th calendar year, 100 percent of taxes are assessed and due. The property owner agrees that the payment in lieu of taxes shall be made to the municipality in quarterly installments on those dates when real estate tax payments are due. Failure to make timely payments shall result in interest being assessed at the highest rate permitted for unpaid taxes and a real property tax lien on the land.

For 2017, the Abstract of Ratables for Burlington County indicated 16 of 40 municipalities abated property taxes under this program. The total assessed value abated was $57,692,985.00. At a County tax rate of $.335, $193,271.50 of taxes would be considered abated.

Note 23: CAPITAL DEBT REFUNDING

On November 09, 2017, the County issued $11,505,000.00 in general obligation bonds with an interest rate of 2.00-4.00% to advance refund $11,910,000.00 of outstanding 2009 series bonds with an interest rate of 3.00-4.00%. The net proceeds of $12,486,402.67 (after payment of issuance costs) were used to purchase U.S. Treasury Bills. These securities were deposited in an irrevocable trust with an escrow agent to provide for all future debt service payments on the 2009 series bonds. As a result of the current refunding, the County will reduce its total debt service payments over the next seven years by almost $773,395.42, which results in an economic gain (difference between the present values of the debt service payments of the old and new debt) of $720,696.03, or 6.09% of the principal amount being refunded. The current refunding meets the requirements of an in-substance defeasance and the liability for the refunded bonds was removed from the County's financial statements.

Note 24: CONTINGENCIES

Grantor Agencies - Amounts received or receivable from grantor agencies could be subject to audit and adjustment by grantor agencies. Any disallowed claims, including amounts already collected, may constitute a liability of the applicable funds. The amount, if any, of expenditures which may be disallowed by the grantor cannot be determined at this time, although the County expects such amount, if any, to be immaterial.

Litigation - The County is a defendant in several legal proceedings that are in various stages of litigation. It is believed that the outcome, or exposure to the County, from such litigation is either unknown or potential losses, if any, would not exceed the available funds in the Reserve for General Liability Excess Claims.

Note 25: CONCENTRATIONS

The County depends on financial resources flowing from, or associated with, both the federal government and the State of New Jersey. As a result of this dependency, the County is subject to changes in specific flows of intergovernmental revenues based on modifications to federal and State laws and federal and State appropriations.

APPENDIX B

GENERAL INFORMATION CONCERNING THE COUNTY

GENERAL INFORMATION REGARDING THE COUNTY

Burlington County, located in South Central New Jersey is, in area, the largest county in the State of New Jersey ("State") and is only thirty (30) minutes from downtown Philadelphia and ninety (90) minutes from New York City. It covers 529,351 acres of which 524,160 are land and 5,191 are water. The 827 square miles extend from the Delaware River to Great Bay at the Atlantic Ocean. Burlington County is bordered by Mercer, Monmouth, Ocean, Camden, and Atlantic counties.

About fifty-four (54%) percent of the County is forest, twenty-five (25%) percent farmland, seventeen (17%) percent residential, and four (4%) percent federally owned land. Most of the productive farmland is in the third of the County that parallels the Delaware River. East of this is mostly pine woodland, where State-owned forests and parks make up twenty (20%) percent of the County.

Population[1]

Burlington County has forty (40) political subdivisions, consisting of three (3) cities, thirty-one (31) townships and six (6) boroughs. Municipalities with populations over 30,000 include the Townships of Willingboro, Evesham and Mount Laurel. The County seat is located in Mount Holly, which has a population of 9,536.

2010 Federal Census	448,734
2000 Federal Census	423,394
1990 Federal Census.	395,066
1980 Federal Census	362,542
1970 Federal Census	323,132
1960 Federal Census	224,499
1950 Federal Census	135,926
1940 Federal Census	97,013

Labor Force

The following table discloses current labor force data for the County. Data was provided by the New Jersey Department of Labor and Workforce Development using the U.S. Bureau of Labor Statistics Method.

LABOR FORCE DATA[2]

	2017 Average	2016 Average	2015 Average
Labor Force	234.5	234.6	232.4
Employment	225.1	224.3	220.3
Unemployment	9.4	10.3	12.1
Unemployment Rate (%)	4.0%	4.4%	5.2%

[1] Source: U.S. Department of Commerce, Bureau of Census.
[2] In thousands. N.J. Department of Labor and Workforce Development.

Farming

Burlington County is first in the State for land devoted to farming, with over 110,000 acres of farmland. The leading agricultural commodities are nursery, greenhouse and sod followed by the production of fruits and berries, vegetables, grains, and dairy as well as breeding equine. The County is first in the State in the production of soybeans and cranberries and second in the production of sweet corn and blueberries.[1]

In 1985, Burlington County preserved the first farms in the State with the acquisition through the County's Farmland Preservation Program of 608 acres of prime farmland in Chesterfield Township. The approximately 138,000 acre Agricultural Development Area ("ADA") is where the County focuses most of its preservation efforts. The County has also been the State's testing grounds for a unique Transfer of Development Rights ("TDR") program, which couples land preservation with planned residential and commercial growth.

As of February 2018, more than 61,472 acres of farmland have been preserved, securing the County's position as a statewide leader in farmland preservation. An additional 1,000 acres for farmland are targeted for next year.[2]

Transportation

Excellent transportation services are available in Burlington County – New Jersey Transit, Greyhound Lines, and Academy Bus Lines are the major bus lines connecting the County with Philadelphia, New York, Baltimore and Washington, D.C. There are also two Conrail railroad lines that together with the Delaware River and its forty-foot channel, provide bulk cargo transportation alternatives.

The New Jersey Turnpike travels through the center of Burlington County providing four exits that access to all areas of the County. The new Exit 6, located in Florence Township, opened to motorists in February 2001, providing access to both the New Jersey and Pennsylvania Turnpikes from Route 130. Major connectors to the Turnpike include I-95 and I-295 with eight exits; U.S. Highways #130 and #206; and State Highways #38, #70, #72 and #73. Many fine County roads service this network.

Currently, more than $100 million in highway improvement projects are underway within the County. The County has more than 508 miles of roads under its jurisdiction.

New Jersey Transit passenger rail service began operations on March 14, 2004. This service provides rail transportation for the dozen municipalities that make up the Route 130/Delaware River Corridor in the County ("River Line"). The River Line rail service connects the cities of Camden and Trenton, providing commuters with an alternative transportation option and, in the process, bolstering a regional study and plan for revitalizing business and growth through this western portion of the County. Additionally, the County provides a cross-County bus system (Burlink) connecting with New Jersey Transit bus routes and the River Line stations which is operated by the Stout Charter Service, Inc.

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[1] Source: 2002 Census of Agriculture, USDA National Agricultural Statistics Service.
[2] Source: Burlington County Department of Resource Conservation.

Industries

Twenty-six (26) active industrial/office parks are located throughout the County. Some of the major parks are: Bishop's Gate Corporate Center, East Gate Business Center I and Laurel Corporate Center located in Mount Laurel; Moorestown Industrial Park located in Moorestown; Crossroads Business Center located in Burlington Township; Greentree Office/Industrial Campus and Marlton Crossing located in Evesham Township; Haines Industrial Center located in Burlington and Florence Townships; Cindel located in Cinnaminson; Lumberton Corporate Center located in Lumberton Township; and Highland Business Park located in Westampton Township. All of these parks are adjacent to major transportation arteries. Their tenants are representatives of the major industries located in the United States.

Some exciting businesses have built facilities in the County and others are coming to the County.

- NFI built Subaru of America a 526,050 square-foot parts distribution facility and 17,000 square-foot office and training facility in Florence Township which was completed and fully operational in June 2013, adding 126 jobs. NFI built a 504,000 square-foot addition of which Subaru occupies 189,000 square-feet, Okidata 252,000 square-feet and Nestle 63,000 square-feet.
- Burlington Stores (formerly Burlington County Coat Factory) built a 522,000 square-foot warehouse and a 218,000 square-foot international corporate headquarters in Florence Township, adding more than 800 hundred jobs. In addition, Burlington Stores is leasing two adjacent build-to-suit warehouses in Haines Industrial Park, 677,000 square-feet in Burlington Township and 200,000 square-feet in Florence Township. They also built a 731,000 square-feet truck staging area in Edgewater Park Township that employs more than 1,000 workers. Burlington Stores has a total of 2,565 employees in the County.
- Express Scripts consolidated all of its New Jersey facilities and built a 240,000 square-foot distribution center in Florence Township with more than 700 jobs created.
- Destination Maternity built a 406,000 square-foot warehouse and moved to an 81,000 square-foot office building in the County, adding more than 675 new jobs.
- W.W. Grainger, a leading supplier of maintenance, repair and operating products, built a 1.3 million square-feet distribution center on 96 acres of land in Bordentown Township, which added approximately 400 warehouse operations jobs.
- Rancocas Industrial Park built a 682,000 square-foot warehouse/distribution center in Westampton Township, with more than 100 jobs created.
- Amazon built a 614,000 square-foot fulfillment center in Florence Township, which is generating approximately 500 jobs. Adjacent to Amazon is the recently completed 577,000 square-foot 1st Florence Logistics Center.
- Burlington Industrial Park in Burlington Township is a four-warehouse complex with a total of 1,582,000 square-feet that added approximately 400 jobs.
- ARI/Acacia Cabinetworks renovated and existing building in Crossroads Industrial Park, Burlington Township to create a $1.4 million project that includes 63 additional jobs.
- The Brickwall Tavern and Restaurant in Burlington City completed a $1.4 million project that renovated the old Endeavor Firehouse and added 63 jobs.

- The View at Marlton in Evesham Township is an 83,000 square-foot, $30 million retail center.

There are also numerous new housing projects including Rivergate at Bordentown, a 159 luxury rental apartment complex, which recently opened as part of Phase I of a $300 million, 98-acre redevelopment project along the Delaware River waterfront in Bordentown Township known as Bordentown Waterfront Community. The Bordentown Waterfront Community involves the transformation of a former ship salvage yard into a transit village with up to 674 apartments and townhouses, stores, restaurants, a public park, pier and a new River Line train station. Parker's Mill in Mt. Holly has completed Phase 1 of their project that includes 60 townhouses and 228 apartments.

Burlington County initiated an award-winning revitalization plan in 1995 ("Plan") that included working with twelve (12) municipalities located in a 17 mile long corridor that runs from Palmyra to Florence from the Delaware River and along Route 130. Originally called the Route 130 Corridor Project it is now the River Route project because it brings together the Delaware River, the rail line and Route 130 for economic success. Since its inception, the Plan has attracted major industry including the Merck-Medco automated mail service facility, an extension of the Rowan College at Burlington County (formerly Burlington County College) campus, Burlington Stores distribution center, a new public library, and national and regional retailers along with residential housing. Thus far, the Plan has resulted in 203 new major businesses with over $2.0 billion in new investment and created more than 3,000 new jobs. This plan is currently being updated to include four (4) additional communities along the River Line. The County has also received a State "smart growth" grant to undertake a regional study in the northern Route 206 area, which will result in a plan to provide for commercial growth while retaining the rural character of the ten (10) communities involved.

Industrial park land costs range from $60,000 to $300,000 per acre. Speculative and build-to-suit construction share equally in today's market. Examples of distribution facility construction include: General Service Administration - 1 million square feet; Consumer Value Stores - 488,000 square feet (completed in 1990) and 320,000 square feet addition (completed in 1993); IKEA – 1.2 million square-foot distribution center (began operations in 1992); Office Depot - 160,000 square feet; National Medical Care - 120,000 square feet; and Roosevelt Paper Co. - 465,000 square feet.

Bishops Gate Center, an Office/Industrial Campus located in Mount Laurel Township, is home to Okidata Corporation headquarters, warehouse and assembly facilities; PHH Mortgage Services and the Bancroft School campus, a $75 million project on 80 acres that has become operational in January 2018.

The Haines Center, spanning over 800 acres in Burlington and Florence Townships at New Jersey Turnpike Exit 6A, offers a variety of building sites and warehousing and distribution facilities ranging from 80,000 square feet to 1,000,000 square feet. The Haines Center is approximately at two-thirds capacity with tenants including Burlington Stores, BJ's Wholesale Club, Christmas Tree Shops, Home Depot, Destination Maternity and other national companies.

Lockheed Martin completed an approximately 72,000 square-foot expansion of its AEGIS Combat System technologies building located in Moorestown Township. The expansion project, undertaken in conjunction with Lockheed Martin's notification of a ten-year extension of its Navy research and development contract, will add approximately 100 new jobs.

Housing

The County offers the advantages of life in a major metropolitan area without the drawbacks. In the past two decades, Burlington County has seen a 65 percent increase in the number of new homes. There are more than 136,000 residential homes in every price range. According to the market figures provided by TREND Multiple Listing Service, the 2017 average settled price of single-family homes in the County was $235,750. Current construction is keeping pace with the demands of a growing population and expanding business community. Popular housing areas include Burlington Township, Evesham, Mansfield, Medford, Moorestown, Pemberton and Mount Laurel where housing of many types exists and there is significant ongoing development.

Military Bases

The County is home to two military installations, McGuire Air Force Base and Fort Dix Army Reserve Training Center. Both have been given a larger role in the wake of the Base Realignment and Closure ("BRAC") process which has incorporated adjoining Lakehurst Naval Air Station on the eastern border of Fort Dix to create the tri-service Joint Base Dix-McGuire-Lakehurst ("Joint Base"). The Joint Base is a combined 42,000 acres central to Philadelphia, New York City and Atlantic City.

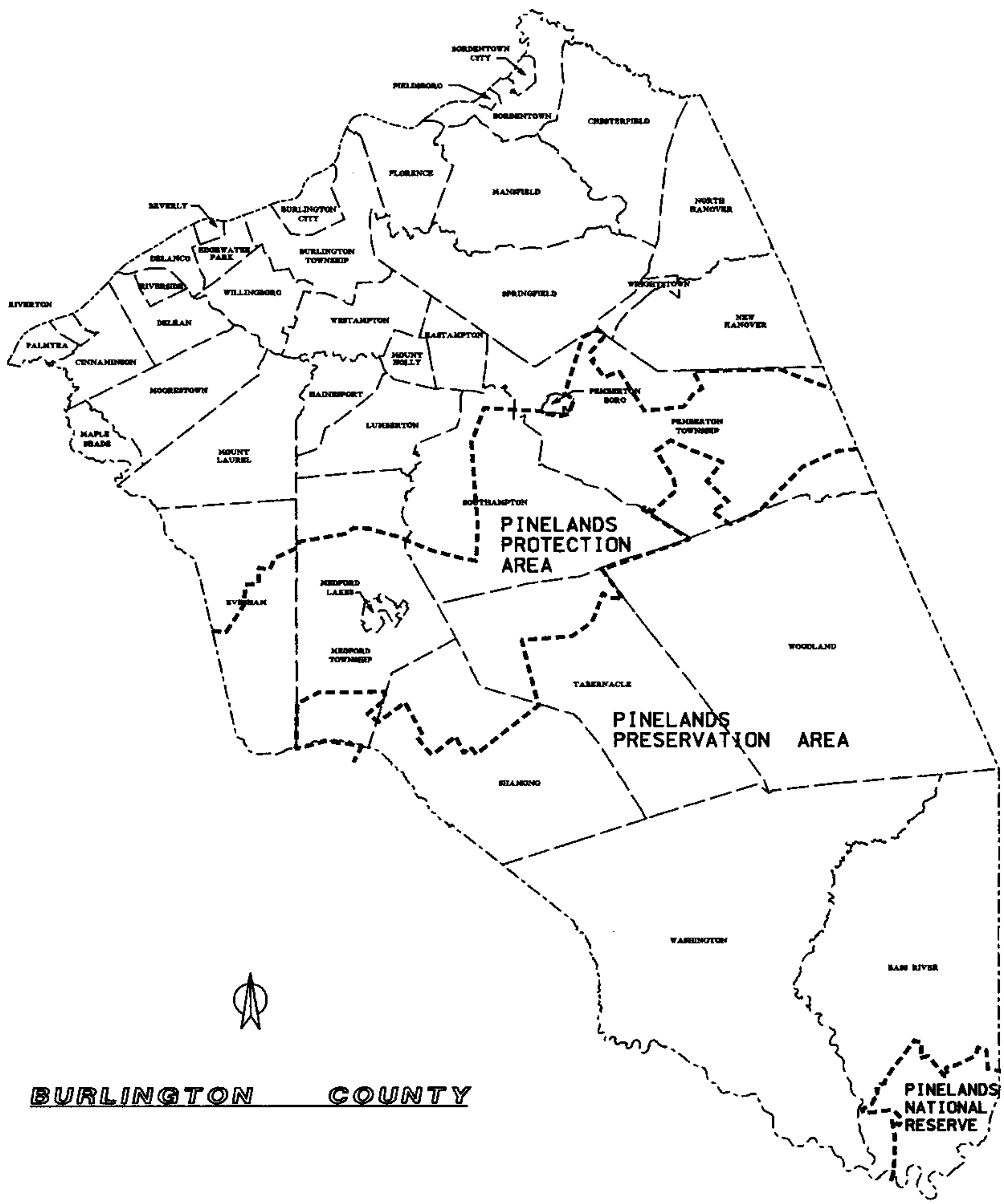
McGuire Air Force Base is now one of the largest and most active U.S. Air Force installations on the East Coast, employing 5,000 active duty military plus another 4,000 civilians. About 70 large aircraft are stationed on base. In the 1990s the base received more than $500 million in new construction. In 2001, the Air Force decided to station the newest cargo airlifter - the Boeing C-17 Globemaster - at the base, securing the base's future for generations.

After the BRAC announcement in 2006 to create the Joint Base, hundreds of millions of dollars were committed to be spent on construction. The Joint Base has created and will continue to create an influx of new construction jobs through key projects. In 2021, the base is expected to acquire twenty-four KC-46A Pegasus aircraft, the military’s newest refueling tankers, to replace the legacy aircraft. The Joint Base will receive the tankers two years ahead of the Travis Airforce Base in California. The acquisition is will result in $154 million of military construction and will provide economic security for the Joint Base for many years.

At Fort Dix, the expanding role of the U.S. Reserves in the post-Cold War era has made the post busier than ever. The 50 square mile post has adapted to include new sources of employment, including the largest federal prison in the country and a state youth correctional facility. The Navy, Veterans Affairs, National Oceanic & Atmospheric Administration, National Guard, State Police, FBI and U.S. Coast Guard's environmental cleanup response agency known as the Atlantic Strike Team all have operations out of Fort Dix. Fort Dix employs nearly 4,000 local residents. Additionally, a daily average of over 3,000 reservists train on the post. The Lakehurst Naval Air Engineering Station employs another 3,000 workers.

Fort Dix adds over $130 million to the local economy each year. McGuire contributes nearly $500 million annually to the County economy.

The Pinelands Planning Boundaries in Burlington County



Pinelands

The legislative mandate to protect the Pinelands is set forth in the National Parks and Recreation Act of 1978, signed by President Carter on November 10, 1978 ("Act"). The Act established the Pinelands National Reserve, encompassing parts of seven (7) southern New Jersey counties and all or parts of 56 municipalities. This includes all or part of parts of 14 County municipalities, totaling 346,600 acres. (The County covers 529,351 acres and is comprised of 40 municipalities). The Act also authorizes the establishment of a planning study responsible for preparing a Comprehensive Management Plan for the Reserve.

To comply with the federal statute, Governor Brendan T. Byrne issued Executive Order 71 on February 8, 1979, providing for the establishment of the Pinelands Planning Commission and making development in the Pinelands area subject to Commission approval during the planning period. In June 1979, the State Legislature passed the Pinelands Protection Act, thereby endorsing the planning restrictions on development. An amendment to this statute divided the Pinelands area into two planning segments, the Preservation and Protection Areas.

The New Jersey Pinelands Comprehensive Management Plan takes its direction from the acts which recognize the unique natural, physical, and cultural qualities of the Pinelands and the pressure for residential, commercial and industrial development.

Following its work program and legislative mandates, the Commission has adopted a plan for the Preservation Area (including 232,400 County acres).

PINELANDS MUNICIPALITIES WITHIN THE COUNTY

Municipality	Total Area Sq. Miles	Pinelands Nat'l Reserve	Pinelands Area	Preserved Area
Bass River Township	77.4	100%	88%	85%
Evesham Township	29.7	75%	55%	-0-
Medford Lakes Borough	1.3	100%	100%	-0-
Medford Township	40.3	78%	78%	12%
New Hanover Township	21.9	89%	89%	30%
North Hanover Township	17.4	1%	1%	-0-
Pemberton Township	64.7	91%	91%	19%
Shamong Township	46.6	100%	100%	74%
Southampton Township	43.3	74%	74%	-0-
Springfield Township	29.3	2%	2%	-0-
Tabernacle Township	47.6	100%	100%	77%
Washington Township	107.3	100%	-0-	100%
Woodland Township	95.4	100%	-0-	100%
Wrightstown Borough	1.7	74%	74%	-0-

Shopping Facilities

Shopping facilities in the County are as varied as they are excellent. In addition to the neighborhood stores of each community, the County has many of the nation's finest shopping centers in the region. The Moorestown Mall offers more than 1 million square feet of retail space that includes major department stores Boscov’s, Sears and Lord and Taylor.

Eastgate II and Eastgate Square, two shopping retail centers adjacent to the Moorestown Mall, house Home Depot, Old Navy, Dick's Clothing and Sporting Goods, Barnes & Noble, PetSmart, Best Buy, Ross Dress For Less, and Kitchen Kapers.

Built in the Townships of Burlington and Westampton, is the Towne Crossing Shopping Center which houses Home Depot, Target Department Store, Kohl's Department Store, Dick's Clothing and Sporting Goods, TGI Friday's and Office Max and a nearby Sears at the adjacent Burlington Center Mall that is being redeveloped.

Hartford Crossing, a shopping center located along Route 130 in Delran Township, contains a Shop Rite supermarket, a Lowes home improvement center and several smaller stores, shops and restaurants.

Centerton Square, which opened in early 2006, is a premier regional open-air shopping center located at the interchange of Interstate 295 and Route 38 in Mount Laurel Township. The shopping center contains approximately 732,000 square feet of gross floor area with national and regional retail tenants such as Target, Costco, DSW, Bed Bath & Beyond and Wegmans, an approximately 130,000 square-foot upscale food supermarket.

Rowan College at Burlington County (Formerly Burlington County College)

Rowan College at Burlington County (formerly Burlington County College) ("RCBC" or the "County College") is a comprehensive, publicly supported, coeducational, two-year institution developed by the County and the State and accredited by the Middle States Association of Colleges and Schools. The County College was founded in October 1965 and opened in September 1969. The 225-acre main campus is located on Pemberton-Browns Mills Road in Pemberton Township, while the Mount Laurel campus opened in July 1995. The Freeholder Board sponsors the College, appointing nine of the twelve Trustees.

In June 2015, the Rowan University Board of Trustees approved a resolution to partner with the County College thereby allowing students to obtain a bachelor's degree from Rowan University on the County College's Mount Laurel Campus. The unique partnership provides students the opportunity to seamlessly transition from the community college to the university. RCBC is the first community college in the region to offer junior-level courses as part of the “3+1” program in which students complete 75 percent of a Rowan University degree with the community college before completing their senior year at the university.

In July 2015, RCBC announced a transition from its original Pemberton Campus to the more accessible and modern Mount Laurel Campus. All of the academic programs have been moved to Mount Laurel, leaving only athletics and aquatic classes in Pemberton. An athletic facility is in the plans for Mount Laurel. Located at the intersection of Route 38 and I-295, the 100-acre Mount Laurel campus is already home to the Technology and Engineering Center. Joining it as part of the transformed Mount Laurel campus is a new Health Sciences Center as well as a new Student Success Center - a 78,000 square foot, $25.4 million state-of-the-art building that will feature a one-stop shop for student services from enrollment to academic planning, knowledge commons library, bookstore, dining area and state-of-the-art technology. This building will serve as the gateway to the newly transformed Mount Laurel campus with a total investment of $55 million and renovation of 240,000 square feet.

RCBC's fall 2017 enrollment in academic courses was 8,951 students. In addition, the County College serves thousands of other County residents each semester through youth programs, Learning is for Everyone, workforce development, theatrical productions, guest speakers, and art exhibitions.

The Board of Trustees governs the County College and certain fiscal matters are subject to review by the Board of School Estimate. The County College is not permitted to borrow for capital expenditures. Instead, the Board of Trustees and the Board of School Estimate certify the need for funding to the Board, which either currently appropriates the amount certified or authorizes the issuance of County debt, generally in accordance with the provisions of the Local Bond Law (See "COUNTY INDEBTEDNESS – Local Bond Law" and " - Debt of Rowan College at Burlington County (Formerly Burlington County College) and the Burlington County Institute of Technology" herein) except that no down payment is required.

Burlington County Institute of Technology

The Burlington County Board of Vocational Education was created by the Board in 1962 after a favorable referendum. The enrollment for the two campuses in Westampton and Medford is 1,613 students.

The Burlington County Institute of Technology ("BCIT") is governed by a consolidated Board of Education of the Special Services School District and the Vocational School District of the County of Burlington and certain fiscal matters are subject to the review of the Board of School Estimate. BCIT is not permitted to borrow for capital expenditures. Instead, the Board of Education and the Board of School Estimate certify the need for funding to the Board which either currently appropriates the amount certified or authorizes the issuance of County debt, generally in accordance with the provisions of the Local Bond Law (See "COUNTY INDEBTEDNESS – Local Bond Law" and " - Debt of Rowan College at Burlington County (Formerly Burlington County College) and the Burlington County Institute of Technology" herein) except that no down payment is required.

BCIT contributes to the County workforce each year an average of 485 high school seniors certified in one of 30 career and technical programs and, through its Adult School Division, approximately 540 adults who have completed either a certification or licensing program in one of the 35 career programs offered. The Superintendent of BCIT is the liaison between the education community of the County and business and industry.

Burlington County Special Services School District

The Burlington County Special Services School District ("Special Services School District") was created by the Board in June 1972. The Special Services School District is comprised of state-of-the-art facilities located in the Townships of Westampton, Lumberton, Medford, and Mount Laurel and programs are provided for: (1) the orthopedically handicapped, the multiple handicapped and the autistic; (2) elementary school students with severe emotional and social problems; (3) students ages fourteen (14) through sixteen (16) with educational needs which are beyond the capabilities of existing local school boards and regions; and (4) trainable mentally retarded young people from ages fourteen (14) to twenty-one (21). The enrollment for the Special Services School District for the 2016-17 academic year is 590 students.

Recreation

The County provides a wealth of recreational opportunities, including eleven (11) public and private golf courses, several marinas, areas for gunning, fishing and hiking and displays of historical interest. All or part of six state forests and parks, including Wharton State park, are located in the County. The Wharton Mansion and the Village of Batsto have been restored to their appearance in colonial times.

In 1975, the County acquired the Smithville Estate, a 251-acre tract located in the southeast corner of Eastampton Township, and developed it as the County's first park. Included in the acquisition was the historic H.B. Smith Mansion which has been restored and houses many fine cultural and heritage activities. Smithville Lake is being developed into a many faceted water related recreational center.

The County is also actively developing a new Parks System which will provide access to the Delaware River and the Rancocas Creek, a variety of hiking and biking trails and other recreational amenities. The County has fourteen (14) parks with more than 1,000 acres of developed parkland, 3,500 acres of land slated for park development, and a regional trail system that will provide a link between the parks.

Museums and galleries are also an important part of County culture. The County has seven (7) cultural points of interest for people to visit: the Burlington County Lyceum of History and Natural Sciences, the Prison Museum, the Smithville Annex Gallery, the Smithville Visitor Center, the Warden's House Gallery, the Worker's House and Gallery, and the Underground Railroad Museum.

Business Atmosphere

The business community in the County is both sophisticated and diverse. Products range from handcrafted yachts to cranberry juice, from films of professional football games to fabrics which protect American astronauts. Firms producing computers, electronics, bio-medical machinery, fabricated metals and food products, along with insurance and financial firms, lead the private community.

From 2010 to 2015, the number of firms located in the County increased from 10,395 to 10,456, an increase of 0.6%. During the same time period, employment in the County expanded from 173,658 to 179,646, an increase of 3.4%[1].

[1] Source: US Census Bureau http://www.census.gov/quickfacts/table/BZA010214/34005,00

Health Care

There are six (6) outstanding medical facilities located in the County. These include the world famous Deborah Heart and Lung Center; Virtua Health Systems in Mount Holly, Marlton and Moorestown; Rancocas Hospital in Willingboro, which is affiliated with the Lourdes Health System; and Hampton Hospital in Westampton.

Labor Contracts

There are four (4) CWA Local #1036 units representing County employees: (1) the Main Unit; (2) the Supervisory Unit; (3) the Superintendent of Elections; and (4) the Prosecutor's Office Clerical Unit. Between March and June of 2013, the County entered into Collective Negotiations Agreements with each of these Units, covering the time period of January 1, 2011 through December 31, 2013. In March 2015, the County approved the execution of a Memorandum of Agreement with the CWA Local #1036, Main Unit, Supervisory Unit and Superintendent of Elections covering the time period of January 1, 2014 through December 31, 2015. On December 9, 2015, the Board approved the execution of Collective Negotiations Agreements between the County and CWA Local #1036, Main Unit, Supervisory Unit and Superintendent of Elections covering the time period of January 14, 2014 through December 31, 2015. On December 9, 2015, a Memorandum of Agreement between the County and CWA Local #1036, Prosecutor's Office Clerical Unit was approved for the period of January 1, 2014 through December 31, 2015. This Memorandum of Agreement was also ratified by the members of CWA Local #1036, Prosecutor's Office Clerical Unit. On April 11, 2018 the Board approved the execution of Collective Negotiations Agreements between the Board and CWA Local #1036 Superintendent of Elections and the Board, the Prosecutor's Office and the Prosecutor's Office Clerical Unit for the period of January 1, 2016 through December 31, 2019. On July 25, 2018 the Board approved the execution of a Memorandum of Understanding and Collective Negotiations Agreement between the Board, CWA #1036 Main Unit and Supervisory Unit, covering the period of January 1, 2016 through December 31, 2019.

PBA Local #249 represents County corrections officers and superior corrections officers. The County received an interest arbitration award on November 26, 2012 for the corrections officers' unit covering the period of January 1, 2012 through December 31, 2014. Pursuant to State law, the terms of the award have been implemented. On February 28, 2018 the Board approved the implementation of an interest arbitration award that provides for a Collective Negotiations Agreement for a time period of January 1, 2015 through December 31, 2017. The contract with the superior corrections officers expired on December 31, 2011. The County reached a Memorandum of Agreement with the superior corrections officers bargaining unit which was ratified by both the Board and respective unit members. On June 27, 2018 the Board approved the execution of a Memorandum of Understanding and Collective Negotiations Agreement between the Board and PBA Local #249 Superior Officers covering the time period of January 1, 2015 through December 31, 2018.

All County Sheriffs' Officers are represented by FOP Lodge #166. In September 2013, the parties received an interest arbitration award that covers the time period of January 1, 2009 through December 31, 2011 and, in October 2013, the parties memorialized the arbitration award in a Collective Negotiations Agreement. The County approved a successor Collective Negotiations

Agreement in December, 2014, covering the time period of January 1, 2012 through December 31, 2017. The Collective Negotiations Agreement was executed on February 20, 2015. Negotiations for a successor Collective Negotiations Agreement are ongoing.

On March 23, 2016, a Collective Negotiations Agreement between the Board and PBA Local #320, Detectives and Investigators was approved for the period of January 1, 2014 through December 31, 2016 and the parties executed the Collective Negotiations Agreement on March 24, 2016. This Collective Negotiations Agreement was also ratified by the members of PBA Local #320, Detectives and Investigators. On April 11, 2018 the Board approved the execution of a Collective Negotiations Agreement between the Board, the Prosecutor's Office and PBA Local #320, Detectives and Investigators for the period of January 1, 2017 through December 31, 2019.

On December 9, 2015, a Memorandum of Understanding between the Board and PBA Local #320, Sergeants and Lieutenants was approved for the period of January 1, 2011 through December 31, 2016. This Memorandum of Understanding was also ratified by the members of PBA Local #320, Sergeants and Lieutenants. In October 2016, the parties executed a Collective Negotiations Agreement covering the time period of January 1, 2014 through December 31, 2016. On February 28, 2018, the Board approved the execution of a Collective Negotiations Agreement with PBA Local #320, Sergeants and Lieutenants covering the time period of January 1, 2017 through December 31, 2019.

The Assistant Prosecutors Association was formed in 2010 and the parties were engaged in negotiations for over two (2) years for an initial contract. On June 12, 2013, the County approved a form of contract with this Unit that covers the time period of January 1, 2010 through December 31, 2013. The Collective Negotiations Agreement was executed on June 26, 2013. In November, 2014, the parties executed a successor agreement covering the time period January 1, 2014 through December 31, 2016. On June 27, 2018, the Board approved the execution of Memorandum of Understanding and Collective Negotiations Agreement between the Board, the Burlington County Prosecutor's Office and the Assistant Prosecutor's Association covering the time period of January 1, 2017 through December 31, 2019.

Accumulated Vacation and Sick Pay

Under the existing policies of the County, employees upon retirement will receive one-half of the accumulated unused sick leave to a maximum of $15,000. Unused accumulated vacation is paid for at straight time.

As of December 31, 2017, the accumulated cost of unused sick and vacation time has been calculated as $6,564,671.13, but has not been recorded in the financial statements. These charges are paid when an employee leaves the employment of the County from a dedicated reserve account. This reserve account is replenished each year from monies appropriated in the annual budget.

Pension Costs

Those County employees who are eligible for pension coverage are enrolled in one of three pension systems established by acts of the State Legislature. Benefits, contributions, means of the funding and the manner of administration are determined by the State.

County Employees

As of December 31, 2017, the County employed 1,213 full-time employees and 159 part-time employees.

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TWENTY LARGEST TAXPAYERS[1]

The following is a list of the 20 largest taxpayers located within the County and their 2018 assessed valuations:

Name	Type of Business	Assessed Valuation
Whitesell Enterprises	Real Estate/Construction	$297,666,000
Davis & Associates/Enterprises	Real Estate/Hotel	173,624,300
LSOP NJ LLC	Real Estate	119,181,800
Rouse-Moorestown, Inc.	Retail – Mall	110,000,000
Eastgate Center	Real Estate	107,446,200
Deerfield Associates	Apartments	88,361,200
East Coast Apartments	Apartments	83,172,100
The Estaugh	Senior Citizen Housing	80,739,600
Virtua Memorial	Hospital	77,430,900
PSE&G	Public Utility	75,554,000
Verizon	Public Utility	68,729,137
TD Bank	Financial Institution	67,535,600
Centerton Square	Real Estate	66,573,700
ISTAR Bishops Gate	LLC	64,129,800
Maplewood III, LLC	Apartments	51,900,000
Lockheed Martin	Defense Contractor	51,695,500
CVS Pharmacy	Pharmaceuticals	49,712,000
Target Corp.	Retail – Stores	48,465,800
STAG Burlington 2, LLC	Office/Warehouse	42,595,400
Berk & Berk at Hunters Glen, LLC	Apartments	41,197,500

LARGEST PRIVATE EMPLOYERS[2]

Virtua Memorial Hospital	5,473
TD Bank	3,726
Lockheed Martin	3,543
Burlington Stores (Coat Factory)	2,652
Viking Yacht Co. Corp.	1,586
CVS Corporation	1,575
Amazon Florence	1,500
PHH Mortgage	1,365
Automotive Resources International (ARI)	1,214
Freedom Mortgage	1,200
Deborah Heart and Lung Center	1,103
Wawa	1,100

By comparison, the County employed 1,213 full-time employees as of December 31, 2017.

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[1] Source: Burlington County Board of Taxation.
[2] Source: Burlington County Bridge Commission Department of Economic Development and Regional Planning – 2018.

2018 COUNTY BUDGET[1]

CURRENT FUND

ANTICIPATED REVENUES:	
Fund Balance	$5,000,000.00
Miscellaneous Revenues	39,244,542.00
Amount to be Raised by Taxation – County Purpose	161,533,330.00
TOTAL ANTICIPATED REVENUES	$205,777,872.00
APPROPRIATIONS:	
Operations	$151,256,819.00
Debt Service	38,344,389.00
Deferred Charges & Statutory Expenditures	16,176,664.00
TOTAL APPROPRIATIONS	$205,777,872.00

SOLID WASTE UTILITY

ANTICIPATED REVENUES:	
Fund Balance	$6,292,957.00
Miscellaneous Revenues:	
Sludge Disposal Fees	2,500,000.00
Solid Waste Fees*	23,835,000.00
Miscellaneous	661,978.00
TOTAL ANTICIPATED REVENUES	$33,289,935.00
APPROPRIATIONS:	
Operating	$22,114,609.00
Debt Service	10,548,326.00
Deferred Charges and Statutory Expenditures	627,000.00
TOTAL APPROPRIATIONS	$33,289,935.00

* Solid waste tipping fees for 2018 are currently being billed at $82.07 per ton (consisting of the base rate of $74.18 per ton, Recycling Enhancement Tax of $3.00 per ton, Host Community Benefit fees of $3.06 per ton, Sanitary Landfill Closure and Contingency Fund Tax of $1.50 per ton, and County solid waste enforcement fee of $0.33 per ton) and assumes 2017 solid waste tonnages, without solid waste "flow control". See "SOLID WASTE FLOW CONTROL" herein for a discussion of the re-institution of solid waste "flow control" in the County as of June 15, 2012.

[1] The 2018 County Budget was adopted on June 13, 2018.

CAPITAL PROGRAM[1]
PROJECTS FOR THE YEARS 2018-2023

	ESTIMATED TOTAL COST	BOND AND NOTES GENERAL	GRANTS IN AID AND OTHER FUNDING	FUTURE YEARS
Design, construction, reconstruction and resurfacing of various roadways, bridges and drainage systems, including acquisition of various right-of-way easements therefore, within the County and improvements to various traffic signal systems within the County	$244,360,197	$38,155,000	$29,950,457	$176,254,740
Acquisition of minor capital equipment for various County departments	23,150,000	3,900,000	-	19,250,000
Renovations and Improvements to the Juvenile Detention Facility and CWRC	16,866,000	16,866,000	-	-
Acquisition of Vehicles for Various County Departments	17,485,000	3,485,000	-	14,000,000
Renovations and Improvements and Remediation at Various County Facilities	25,886,000	13,318,000	560,000	12,008,000
TOTALS	$327,747,197	$75,724,000	$30,510,457	$221,512,740

[1] The 2018-2023 County Capital Program was adopted on June 13, 2018.

TAX COLLECTIONS[1]

YEAR	TAX LEVY	COLLECTED AMOUNT	YEAR OF LEVY PERCENTAGE
2017	$155,470,000.00	$155,470,000.00	100%
2016	155,500,000.00	155,500,000.00	100%
2015	155,523,014.00	155,523,014.00	100%
2014	152,523,014.00	152,523,014.00	100%
2013	153,082,777.83	153,082,777.83	100%
2012	148,049,819.00	148,049,819.00	100%

EQUALIZED VALUATIONS ON WHICH COUNTY TAXES ARE APPROPRIATED AND ANNUAL COUNTY TAX RATE

YEAR	EQUALIZED VALUATIONS	COUNTY TAX RATE[2]
2018	$47,392,206,315	0.3444
2017	46,619,878,327	0.3352
2016	46,537,864,890	0.3360
2015	45,775,613,439	0.3413
2014	45,777,005,659	0.3354
2013	46,329,111,779	0.3341

COUNTY OPEN SPACE, RECREATION, AND FARMLAND AND HISTORIC PRESERVATION TRUST FUND

YEAR	TAX RATE[2]
2018	0.0250
2017	0.0400
2016	0.0400
2015	0.0400
2014	0.0150
2013	0.0150

COUNTY LIBRARY TAX

The County has a County Library for which there is a separate county library tax rate based upon equalized valuations for those constituent municipalities that participate.

YEAR	COUNTY LIBRARY TAX RATE[3]
2018	0.0304
2017	0.0310
2016	0.0312
2015	0.0317
2014	0.0308
2013	0.0302

[1] County taxes are levied and collected directly from the constituent municipalities.
[2] Per $100 of equalized valuation.
[3] Excludes the Townships of Moorestown, Mount Laurel and Willingboro, which operate their own libraries from their municipal budgets.

COUNTY OF BURLINGTON, NEW JERSEY
2017 REAL PROPERTY CLASSIFICATION

VACANT	$552,236,575	1.26%
RESIDENTIAL	34,284,732,778	78.03
FARM	525,445,979	1.20
COMMERCIAL	5,801,010,177	13.20
INDUSTRIAL	1,504,531,462	3.42
APARTMENTS	1,271,056,200	2.89
TOTAL[1]	$43,939,013,171	100.00%

FIVE YEAR COMPARISON
REAL PROPERTY CLASSIFICATION

	2013	2014	2015	2016	2017
VACANT	$ 558,566,960	$ 579,022,450	$ 546,872,420	$ 542,561,300	$ 552,236,575
RESIDENTIAL	32,666,054,147	33,408,876,262	33,448,862,807	33,752,264,825	34,284,732,778
FARM	562,261,807	540,411,604	529,598,244	520,567,539	525,445,979
COMMERCIAL	5,235,997,822	5,862,422,382	5,824,277,412	5,625,557,512	5,801,010,177
INDUSTRIAL	1,414,711,023	1,506,113,623	1,497,314,612	1,492,953,012	1,504,531,462
APARTMENTS	1,146,220,550	1,211,644,450	1,214,841,550	1,235,458,550	1,271,056,200
TOTAL[1]	$41,583,812,309	$43,108,490,771	$43,061,767,045	$43,169,362,738	$43,939,013,171

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[1] Does not include taxable value of machinery, etc., of Telephone, Telegraph and Messenger System Companies.

STATEMENT OF EQUALIZED VALUATIONS
FOR CONSTITUENT MUNICIPALITIES

	2017			2016			2015		
	Equalized Value-Land and Improvements	Equalized Valuation on Which County Taxes are Apportioned	Percentage (1)	Equalized Value-Land and Improvements	Equalized Valuation on Which County Taxes are Apportioned	Percentage (1)	Equalized Value-Land and Improvements	Equalized Valuation on Which County Taxes are Apportioned	Percentage (1)
Bass River Township	$172,022,900	$177,690,912	0.38%	$170,483,000	$190,269,922	0.41%	$159,113,790	$177,090,274	0.39%
Beverly City	119,798,600	121,679,194	0.26%	120,348,200	117,741,157	0.25%	119,964,000	113,492,888	0.25%
Bordentown City	329,555,100	346,840,917	0.74%	331,157,100	339,858,515	0.73%	333,656,606	356,200,013	0.78%
Bordentown Township	1,156,183,717	1,341,410,333	2.88%	1,156,887,862	1,296,216,501	2.79%	1,159,654,679	1,307,744,435	2.86%
Burlington City	618,225,400	640,754,889	1.37%	628,160,600	651,053,946	1.40%	630,266,300	659,360,579	1.44%
Burlington Township	2,302,017,700	2,452,521,692	5.26%	2,243,604,957	2,521,626,938	5.42%	2,192,554,551	2,293,204,680	5.01%
Chesterfield Township	767,130,300	782,035,226	1.68%	746,281,700	744,392,758	1.60%	730,924,803	729,679,569	1.59%
Cinnaminson Township	1,604,036,600	1,807,811,735	3.88%	1,605,926,100	1,801,221,799	3.87%	1,594,967,472	1,753,305,792	3.83%
Delanco Township	395,754,800	423,230,214	0.91%	393,669,100	423,670,883	0.91%	391,641,394	423,688,729	0.93%
Delran Township	1,409,141,892	1,482,302,876	3.18%	1,403,166,692	1,501,077,722	3.23%	1,399,747,792	1,538,686,754	3.36%
Eastampton Township	429,798,700	452,978,067	0.97%	428,323,700	454,684,509	0.98%	428,042,701	465,975,489	1.02%
Edgewater Park Township	592,116,800	541,679,641	1.16%	595,612,900	535,568,359	1.15%	604,096,000	583,599,733	1.27%
Evesham Township	5,203,104,031	5,246,452,452	11.25%	5,202,168,931	5,217,975,982	11.21%	5,221,728,920	5,137,560,602	11.22%
Fieldsboro Borough	52,948,700	54,131,986	0.12%	52,721,100	50,544,415	0.11%	53,083,927	48,871,862	0.11%
Florence Township	1,249,940,500	1,259,820,473	2.70%	1,246,035,100	1,196,012,460	2.57%	1,257,944,541	1,165,611,174	2.55%
Hainesport Township	766,507,900	816,393,610	1.75%	760,786,600	801,527,067	1.72%	761,053,271	780,920,684	1.71%
Lumberton Township	1,384,997,163	1,359,561,595	2.92%	1,391,295,993	1,325,005,976	2.85%	1,391,372,996	1,349,818,549	2.95%
Mansfield Township	985,054,800	1,203,234,056	2.58%	983,279,900	1,201,640,486	2.58%	953,750,426	1,132,466,963	2.47%
Maple Shade Township	1,279,763,540	1,321,955,821	2.84%	1,282,778,800	1,415,073,933	3.04%	1,294,374,032	1,431,769,335	3.13%
Medford Township	3,003,306,300	3,304,647,892	7.09%	2,980,269,200	3,278,863,014	7.05%	2,972,790,205	3,128,816,643	6.84%
Medford Lakes Borough	449,345,600	453,972,602	0.97%	449,451,500	450,141,350	0.97%	450,102,534	456,160,836	1.00%
Moorestown Township	4,023,946,533	4,660,595,735	10.00%	4,010,412,400	4,782,077,915	10.28%	3,972,812,386	4,680,281,660	10.22%
Mount Holly Township	652,539,200	604,526,993	1.30%	652,601,500	595,356,898	1.28%	646,720,773	595,346,901	1.30%
Mount Laurel Township	5,778,832,200	6,265,783,238	13.44%	5,773,518,400	6,293,131,625	13.52%	5,790,653,194	6,156,453,923	13.45%
New Hanover Township	62,922,800	89,400,547	0.19%	60,841,800	82,638,973	0.18%	60,508,768	80,362,839	0.18%
North Hanover Township	426,080,350	423,302,121	0.91%	424,369,303	420,863,296	0.90%	422,232,797	402,532,175	0.88%
Palmyra Borough	477,302,200	507,761,558	1.09%	478,067,800	517,425,175	1.11%	478,745,221	542,714,144	1.19%
Pemberton Borough	102,651,300	110,954,404	0.24%	102,986,200	111,093,089	0.24%	64,341,100	115,140,316	0.25%
Pemberton Township	1,498,871,100	1,454,250,030	3.12%	882,670,735	1,454,842,682	3.13%	884,792,871	1,458,915,651	3.19%
Riverside Township	433,942,850	430,125,497	0.92%	438,314,350	424,345,644	0.91%	439,090,250	423,780,750	0.93%
Riverton Borough	242,125,400	274,264,126	0.59%	242,229,300	263,576,762	0.57%	241,817,400	255,483,001	0.56%
Shamong Township	662,753,000	701,863,257	1.51%	662,337,300	696,748,862	1.50%	663,723,231	710,855,608	1.55%
Southampton Township	996,641,700	1,107,167,513	2.37%	995,642,900	1,087,854,735	2.34%	997,652,324	1,078,910,814	2.36%
Springfield Township	384,348,930	421,641,864	0.90%	383,696,840	401,868,515	0.86%	386,308,823	391,454,551	0.86%
Tabernacle Township	660,078,400	714,470,891	1.53%	659,565,200	696,833,739	1.50%	660,302,094	706,133,339	1.54%
Washington Township	95,354,100	90,074,325	0.19%	95,951,700	93,224,871	0.20%	96,350,955	97,297,599	0.21%
Westampton Township	1,157,053,300	1,223,792,312	2.63%	1,153,495,800	1,170,562,416	2.52%	1,146,278,979	1,091,864,932	2.39%
Willingboro Township	1,873,078,400	1,763,440,845	3.78%	1,870,579,900	1,754,858,163	3.77%	1,877,469,900	1,777,756,320	3.88%
Woodland Township	158,375,100	150,628,219	0.32%	159,486,100	141,681,141	0.30%	162,435,300	140,637,097	0.31%
Wrightstown Borough	39,058,250	34,728,669	0.07%	25,947,500	34,712,697	0.07%	26,219,850	35,666,236	0.08%
	$43,996,706,156	$46,619,878,327	100.00%	$43,245,124,063	$46,537,864,890	100.00%	$43,119,287,156	$45,775,613,439	100.00%

Source: County Abstract of Ratables

(1) Represents portion of County taxes levied on constituent municipalities.

CERTAIN PROVISIONS OF THE LAWS OF NEW JERSEY RELATING TO COUNTY FINANCIAL OPERATIONS

Annual Audit (*N.J.S.A.* 40A:5-4)

Since 1917, every county of the State must be audited annually by a Registered Municipal Accountant of the State. The annual audit, conforming to the Division of Local Government Services "Requirements of Audit", includes recommendations for improvement of the local unit's financial procedures and must be filed with the county and the Director of the Division of Local Government Services in the State Department of Community Affairs ("Director") prior to June 30 of each year unless extensions are granted.

The New Jersey State Board of Accountancy regulates Registered Municipal Accountants.

Annual Financial Statement (*N.J.S.A.* 40A:5-12)

An Annual Financial Statement must be filed with the Director and is due by January 26 of the succeeding year. The Financial Statement is prepared by the Chief Financial Officer for the County. It reflects the results of operations of the year of the Current Fund and Solid Waste Utility Fund. If there is a cash deficit in the fund it must be included in full in the succeeding year's budget.

Local Budget Law (*N.J.S.A.* 40A:4-1 *et seq.*)

In 1939, the State enacted a law requiring every county to adopt the annual budget on a "cash basis". Every budget, after approval by the local unit, must be certified by the Director before final adoption.

The statute requires each county to appropriate funds for annual debt service, and the Director is required to review the adequacy of these appropriations.

The Director is also required to review each budget to be certain that no revenues are anticipated in excess of the cash realized in the prior year. Any deviation must be approved by the Director. A Reserve For Uncollected Taxes (hereinafter defined) must be included in the budget predicated upon the close of the fiscal year December 31.

Revenue

The County derives its revenue from State and Federal Aid, departmental fees and tax levy on real property. The primary source of revenue is the County taxes, which are apportioned among the constituent municipalities in proportion to their share of equalized, assessed valuation.

The municipalities in the County make quarterly payments of the County taxes on February 15, May 15, August 15 and November 15 of each year.

Cap Law (*N.J.S.A.* 40A:4-45.4)

A statute passed in 1976, as amended (*N.J.S.A.* 40A:4-45.1 *et seq*.), commonly known as the "Cap Law", imposed limitations on increases in local unit appropriations subject to various exceptions. On August 20, 1990, the Governor signed into law P.L. 1990, c.89, which revised and made permanent the "Cap Law". Since its inception, the "Cap Law" has been amended and modified several times, most recently on July 13, 2010. While the revised "Cap Law" is more restrictive on the ability of a local unit to increase its overall appropriations, it does not limit the obligation of the local unit to levy *ad valorem* taxes upon all taxable real property within the jurisdiction of the local unit to pay debt service on the bonds and notes. The Cap Law provides that a local unit shall limit any increase of its budget to 2.5% or the index rate, whichever is less, over the previous year's final appropriations subject to certain exceptions. The "index rate" is the rate of annual percentage increase in the Implicit Price Deflator for State and Local Government Purchases of Goods and Services computed by the United States, Department of Commerce. Among the exceptions to the limitations imposed by the Cap Law are capital expenditures; debt service; extraordinary expenses approved by the Local Finance Board for implementation of an interlocal services agreement; expenditures mandated as a result of certain emergencies; and certain expenditures for services mandated by law.

Additionally, legislation constituting P.L. 2010, c.44, was adopted on July 13, 2010, which, among other things, imposes a two percent (2%) cap on the tax levy that municipalities, counties, fire districts and solid waste collection districts may impose, with very limited exceptions and subject to certain adjustments.

Exclusions from the two percent (2%) tax levy cap include: (i) increases required to be raised by taxation for capital expenditures, including debt service as defined by law; (ii) increases in pension contributions and accrued liability for pension contributions in excess of 2.0%; (iii) increases in health care costs equal to that portion of the actual increase in total health care costs for the budget year that is in excess of 2.0% of the total health care costs in the prior year, but is not in excess of the product of the total health care costs in the prior year and the average percentage increase of the State Health Benefits Program, P.L.1961, c.49 (*N.J.S.A.* 52:14-17.25 *et seq*.), as annually determined by the Division of Pensions and Benefits in the State Department of the Treasury; and (iv) and extraordinary costs incurred by a local unit directly related to a declared emergency, as defined by regulation promulgated by the Commissioner of the Department of Community Affairs, in consultation with the Commissioner of Education, as appropriate. The amendments to the tax levy sections of the "Cap Law" (specifically, *N.J.S.A.* 40A:4-45-46) in 2010 no longer permit municipalities, counties, fire districts and solid waste collection districts to request approval from the Local Finance Board for a waiver to increase the amount to be raised by taxation in excess of the two percent (2%) cap. However, counties, municipalities, fire districts and solid waste collection districts may request, through a public question submitted to the voters, an increase in the amount to be raised by taxes above the two percent (2%) tax levy cap. Such approval must be achieved by an affirmative vote in excess of fifty percent (50%) of those voting on such public question.

Neither the tax levy limitation nor the "Cap Law" limits the obligation of the County to levy *ad valorem* taxes upon all taxable real property within the jurisdiction of the County to pay debt service on its bonds or notes.

Miscellaneous Revenues (*N.J.S.A.* 40A:4-26)

The Local Budget Law provides that: "No miscellaneous revenues from any source shall be included as an anticipated revenue in the budget in an amount in excess of the amount actually realized in cash from the same source during the next preceding fiscal year, unless the Director shall determine upon application by the governing body that the facts clearly warrant the expectation that such excess amount will actually be realized in cash during the fiscal year and shall certify such determination, in writing, to the local unit".

No budget or amendment thereof shall be adopted unless the Director shall have previously certified his approval thereof with the exception of inclusion of categorical grants-in-aid contracts for their face amount with an offsetting appropriation.

Real Estate Taxes

The same general principal that revenue cannot be anticipated in a budget in excess of that realized in the preceding year applies to property taxes. *N.J.S.A.* 40A:4-29 delineates anticipation of delinquent tax collections: "The maximum which may be anticipated is the sum produced by the multiplication of the amount of delinquent taxes unpaid and owing to the local unit on the first day of the current fiscal year by the percentage of collection of delinquent taxes for the year immediately preceding the current fiscal year".

Section 41 of the Local Budget Law provides with regard to the current taxes that: "Receipts from the collection of taxes levied or to be levied in the municipality, or in the case of a county for general county purposes and payable in the fiscal year, shall be anticipated in an amount which is not in excess of the percentage of taxes levied and payable during the next preceding fiscal year which was received in cash by December 31, of such preceding fiscal year".

Section 40 of the Local Budget Law requires that an additional amount ("Reserve For Uncollected Taxes") be added to the tax levy required to balance the budget so that when the percentage of the prior year's tax collection is applied to the combined total, the product will be at least equal to the tax levy required to balance the budget.

Deferral of Current Expenses

Emergency appropriations, those made after the adoption of the budget and determination of the tax rate, may be authorized by the Board.

Such appropriations must be included in full in the following year's budget. When such appropriations exceed three percent (3%) of the previous year's adopted operating budget, consent of the Director must be obtained.

Budget Transfers (*N.J.S.A.* 40A:4-58)

Budget transfers provide a degree of flexibility and afford a control mechanism. Transfers between major appropriation accounts are prohibited until the last two months of the year and, although sub-accounts within an appropriation are not subject to the same year-end transfer restrictions, they are subject to internal review and approval.

Capital Budget (*N.J.S.A.* 40A:4-43 through 40A:4-45)

The Local Finance Board in the Division of Local Government Services in the State Department of Community Affairs ("Local Finance Board") has required every local unit to prepare and to adopt a capital budget, in conjunction with its annual operating budget, for any year in which it proposes to undertake a capital project. Every local unit which adopts a capital budget shall also adopt a capital program not to exceed six years in length.

Related Constitutional and Statutory Provisions

In the general election of November 2, 1976, as amended by the general election of November 6, 1984, the following Article 8, Section 1, Paragraph 7, with respect to a state income tax, was added to the State Constitution:

> No tax shall be levied on personal incomes of individuals, estates and trusts of this State unless the entire net receipts therefrom shall be received into the treasury, placed in a perpetual fund and be annually appropriated, pursuant to formulas established from time to time by the Legislature, to the several counties, municipalities and school districts of this State exclusively for the purpose of reducing or offsetting property taxes. In no event, however, shall a tax so levied on personal incomes be levied on payments received under the federal Social Security Act, the federal Railroad Retirement Act, or any federal law which substantially reenacts the provisions of either of those laws.

A progressive state income tax is currently in effect in the State.

The State Constitution may only be amended after (i) approval of a proposed amendment by three-fifths of all of the members of each house of the Legislature and approval by a majority vote in a statewide referendum; or (ii) approval in two successive legislative years by a majority of all the members of each house and approval by a majority vote in a statewide referendum. Amendments failing to receive voter approval may not be resubmitted for voter approval before the third succeeding general election after such disapproval.

Limitation of Remedies Under Federal Bankruptcy Code

The rights and remedies of the registered owners of bonds and notes issued by the County are subject to the provisions of Chapter 9 of the Federal Bankruptcy Code of the United States ("Bankruptcy Code"). In general, Chapter 9 permits, under prescribed circumstances, but only after an authorization by the applicable state legislature or by a government officer or organization empowered by state law to give such authorization, a political subdivision of a state to file a petition for relief in a bankruptcy court of the United States if it is insolvent or unable to meet its debts as they mature and desires to effect a plan to adjust its debts.

The State has authorized the political subdivisions thereof to file such petitions for relief under the Bankruptcy Code pursuant to and subject to Article 8 of the State Municipal Finance Commission Act. This Act provides that such petitions may not be filed without the prior approval of the Municipal

Finance Commission ("Commission") and that no plan or readjustment of the municipality's debts may be filed or accepted by the petitioner without express authority from the Commission to do so. See "COUNTY INDEBTEDNESS - The Municipal Finance Commission" herein.

The above references to the Bankruptcy Code are not to be construed as an indication that the County expects to resort to the provisions of the Bankruptcy Code or that, if it did, such action would be approved by the Commission, or that any proposed plan would include a dilution of the source of payment of and security for the bonds and notes issued by the County.

The summaries of and references to the State Constitution and other statutory provisions above are not and should not be construed as comprehensive or definitive. All references to such documents are qualified in their entirety by reference to the particular document, the full text of which may contain qualifications of and exceptions to statements made herein.

COUNTY INDEBTEDNESS

Local Bond Law (*N.J.S.A.* 40A:2-1 *et seq.*)

The Local Bond Law governs the issuance of bonds and notes by the County to finance certain capital expenditures. Among its provisions are requirements that bonds must mature within the statutory period of usefulness of the projects bonded, that bonds be retired in serial installments and that cash down payments equal to at least five percent (5%) of the bond authorization be generally provided.

Debt Limitation (*N.J.S.A.* 40A:2-6)

The authorized bond indebtedness of the County is limited by statute, subject to the exceptions as noted below, to an amount equal to two percent (2%) of its equalized valuation basis. The equalized valuation basis of the County is set by statute as the average for the last three (3) years of the sum total of the equalized value of all taxable real property and improvements and the assessed valuation of certain Class II railroad property within its boundaries as annually determined by the Director of the Division of Taxation in the State Department of the Treasury. The County is within its two percent debt limit. See "DEBT RATIOS AND VALUATIONS" herein.

Exceptions to Debt Limit-Extensions of Credit (*N.J.S.A.* 40A:2-7)

The debt limit of the County may be exceeded with the approval of the Local Finance Board, a State regulatory agency. If all or any part of a proposed debt authorization would exceed its debt limit, the County must apply to the Local Finance Board for an extension of credit. If the Local Finance Board determines that a proposed debt authorization would not materially impair the ability of the County to meet its obligations or to provide essential services or make other statutory determinations, approval is granted. In addition to the aforesaid, debt in excess of the debt limit may be issued without the approval of the Local Finance Board to fund certain notes and for self-liquidating purposes and in each fiscal year in an amount not exceeding two-thirds of the amounts budgeted in such fiscal year for the retirement of outstanding obligations (exclusive of obligations issued for assessments and utility purposes).

Short Term Financing (*N.J.S.A.* 40A:2-8)

The County may issue bond anticipation notes to temporarily finance capital improvements. Bond anticipation notes, which are full faith and credit obligations of the County, may be issued for a period not exceeding one year. They may be renewed for additional periods not exceeding one year. However, all such notes shall mature and be paid not later than the first day of the fifth month following the close of the tenth fiscal year next following the date of the original notes.

The Municipal Finance Commission (*N.J.S.A.* 52:27-1 *et seq.*)

The Municipal Finance Commission ("Commission") was created in 1931 to assist in the financial rehabilitation of municipalities, which had defaulted in their obligations. The powers of the Commission are exercised today by the Local Finance Board. The previously discussed elements of the local finance system are intended to prevent default on obligations or occurrence of severe fiscal difficulties in any local unit. Should extreme economic conditions adversely affect any local unit, the "Municipal Finance Commission Statutes" are available to assist in restoring the stability of the local unit.

Any holder of bonds or notes which are in default for over sixty (60) days (for payment of principal or interest) may bring action against such municipality in the State's Superior Court. Any municipality may declare itself unable to meet its obligations and bring action in such court. In either case, the court's determination that the municipality is in default or unable to meet its obligations causes the Commission to become operative in that municipality.

The Commission exercises direct supervision over the finances and accounts of any local unit under its jurisdiction. The Commission is authorized to appoint an auditor to examine and approve all claims against the municipality and to serve as comptroller for that community. The Commission is also directed to supervise tax collections and assessments, to approve the funding of municipal school district indebtedness, the adjustment or composition of the claims of creditors and the readjustment of debts under the Federal Municipal Bankruptcy Act. Such Act permits municipalities to have access to bankruptcy court for protection against suits by bondholders and creditors.

The Local Finance Board also serves as the "Funding Commission" to exercise supervision over the funding or refunding of local government debt. Any county or municipality seeking to adjust its debt service must apply to and receive the approval of such Funding Commission for the proposed reorganization of its debt.

Debt of Rowan College at Burlington County (Formerly Burlington County College), the Burlington County Institute of Technology and the Burlington County Special Services School District

The County College, BCIT (County vocational school) and Burlington County Special Services School District are not permitted to issue debt obligations. Instead, the County itself must issue debt for County College projects in accordance with *N.J.S.A.* 18A:64A-19 *et seq.*, which generally requires compliance with the Local Bond Law except that no down payment is required. The County itself must also issue debt for BCIT projects in accordance with *N.J.S.A.* 18A:54-31 and for Burlington County Special Services School District projects in accordance with *N.J.S.A.* 18A:46-42 each of which, likewise, generally require compliance with the Local Bond Law except that debt limitations and down payment requirements contained in the Local Bond Law do not apply.

SOLID WASTE UTILITY

The County owns and operates the Burlington County Resource Recovery Complex located in the Townships of Florence and Mansfield, New Jersey ("Complex") which provides solid waste processing and disposal services in accordance with the New Jersey Solid Waste Management Act, constituting Chapter 39 of the Pamphlet Laws of 1970 of the State of New Jersey, as amended and supplemented, and the regulations promulgated thereunder (collectively, the "Solid Waste Management Act"). The Complex consists of two sanitary landfills (respectively, "Landfill No. 1" and "Landfill No. 2"), processing and storage facilities for bulky waste and recyclables, a scale house, a research greenhouse, a hazardous waste facility for household and small quantity generator waste, a leachate/wastewater treatment facility, maintenance facilities, a co-composting facility, and a methane gas electric generating facility. Pursuant to *N.J.S.A.* 13:1E-27, the Complex is deemed a public utility ("Utility") and subject to the jurisdiction of the New Jersey Department of Environmental Protection ("NJDEP"). Authority for the economic regulation of the solid waste industry was formally vested with the Board of Public Utilities. By order dated February 1, 1989, the State Board of Public Utilities issued a Certificate of Public Convenience and Necessity and awarded a solid waste disposal franchise to the Board for Waste Types 10, 13, 23, 25 and 27.

Between February 1989 and December 1999, solid waste was deposited in the 54-acre Landfill No. 1. Landfill No. 1 was capped and closed in February 2003. In November 1997, the County received approval from the NJDEP to construct Landfill No. 2, consisting of 69 acres and containing 26 sections ranging in size from 2 to 4.2 acres. Landfill No. 2 was designed to be constructed in five (5) phases and began accepting solid waste in August 1999. The County completed construction of Phases 1 through 5 (sections 1-26) in December 2013. In addition, the County has begun construction of Phase 6, which is a horizontal expansion of Landfill No. 2 to provide for the County's waste disposal needs through the year 2027. Upon completion of this Phase 6 preliminary engineering and design work, the County submitted a permit application for Phase 6 with the NJDEP in October 2014.

The finances of the Complex are governed pursuant to the County Solid Waste Disposal Financing Law, *N.J.S.A.* 40:66A-31.1 *et seq*. As a solid waste Utility, the Complex is deemed to be a self-liquidating purpose if the cash receipts from fees, rents or other charges in a fiscal year are sufficient to meet operating and maintenance costs and interest and debt redemption charges payable in such year without recourse to general taxation.

The Utility is supported by revenues generated by the operation of the Complex. A separate budget is established for the Utility. The anticipation of revenues and appropriations for the Utility is set forth in such separate budget, which is required to be balanced and to fully provide for debt service. See "2016 COUNTY BUDGET - SOLID WASTE UTILITY" herein. The State budget regulations for local governments, including the County, regarding anticipation of revenue and deferral of charges apply equally to the budget of the Utility. Deficits or anticipated deficits in Utility operations, which cannot be provided for from the Utility surplus, if any, are required to be raised in the "current" or operating budget of the local government. See "CERTAIN PROVISIONS OF THE LAWS OF NEW JERSEY RELATING TO COUNTY FINANCIAL OPERATIONS" herein for a description of the budgeting process for counties and municipalities in the State. The debt obligations issued by the County incident to the Complex are general obligations of the County, payable ultimately from *ad valorem* taxes levied upon all taxable real property within the jurisdiction of the County without limitation as to rate or amount to the extent payment is not otherwise provided from the Utility.

SOLID WASTE FLOW CONTROL

Pursuant to the Solid Waste Management Act, a County-wide solid waste management system has been implemented by the County in accordance with the Burlington County District Solid Waste Management Plan ("County Plan"). The County Plan was approved by the NJDEP on December 13, 1979. Landfill No. 1 opened in February 1989 and the County directed solid waste generated from within the County to Landfill No. 1 pursuant to the State of New Jersey's waste flow control system.

On May 16, 1994, the Supreme Court of the United States held that certain "flow control" legislation was unconstitutional in the case of C & A Carbone v. Clarkstown, 128 L.Ed. 2d 399 (1994). The County-wide solid waste management system was determined to be unconstitutional based upon the decision in Atlantic Coast Demolition & Recycling, Inc. v. Board of Chosen Freeholders of Atlantic County, 112 F.3d 652 (3d Cir. 1997). In response thereto, the County made certain amendments to its solid waste management system in accordance with the findings of the federal courts in the *Atlantic Coast* case and the requirements of the Solid Waste Management Act and related statutes. The first County Plan Amendment occurred in September 1997 ("Amendment 97-1"). Amendment 97-1 set forth a plan for the County to procure voluntary service contracts for the disposal of solid waste with municipalities, solid waste haulers and waste generators to ensure sufficient revenues to meet its financial obligations at the Complex. Currently, the County has executed solid waste delivery agreements with thirty-seven out of forty of its constituent municipalities for waste processing and disposal services and recycling collection services through December 31, 2016 or later.

On April 30, 2007, the Supreme Court of the United States held that a waste flow control ordinance that directed waste to a facility owned and operated by a public entity was not unconstitutional under the decision in United Haulers Association v. Oneida Herkimer Solid Waste Management Authority, 550 U.S. 330 (2007). As a result of the U.S. Supreme Court's decision, on December 14, 2011, the Board of Chosen Freeholders of the County adopted a further amendment to the County Plan ("Amendment 11-3") which was similar in its effect to the ordinance upheld in the Oneida Herkimer case. Amendment 11-3 was approved by Order of the NJDEP Commissioner dated June 15, 2012. Amendment 11-3 designates the Complex as the designated solid waste (flow control) disposal facility for solid waste types 10, 23 and 25 generated by any residential, public, commercial, industrial or institutional establishment located within the County and continues the County's policy of not accepting out-of-County waste for disposal at Landfill No. 2 but continuing to permit delivery of out-of-County recyclables to the recycling and co-composting facilities at the Complex.

The Complex processed 333,240 tons of solid waste in 2017 for which 2017 solid waste tipping fees were assessed and paid and Utility was self-liquidating. The County's 2017 solid waste tipping fee was $80.61 per ton (consisting of the base rate of $72.72 per ton, Recycling Enhancement Tax of $3.00 per ton, Host Community Benefit fees of $3.06 per ton, Sanitary Landfill Closure and Contingency Fund Tax of $1.50 per ton, and County solid waste enforcement fee of $0.33 per ton). The County's 2018 solid waste tipping fee is $82.07 per ton (consisting of the base rate of $74.18 per ton, Recycling Enhancement Tax of $3.00 per ton, Host Community Benefit fees of $3.06 per ton, Sanitary Landfill Closure and Contingency Fund Tax of $1.50 per ton, and County solid waste enforcement fee of $0.33 per ton).

OPEN SPACE, RECREATION, FARMLAND AND HISTORIC PRESERVATION TRUST

On November 5, 1996 and November 3, 1998, pursuant to P.L. 1997, c. 24 (*N.J.S.A.* 40:12-15.1 *et seq*.), the voters of the County authorized the establishment of the Burlington County Open Space, Recreation, Farmland and Historic Preservation Trust Fund effective January 1, 1997. For the purpose of raising revenue for the acquisition of lands and interests in lands for the conservation of farmland or open space, the County proposed to levy a tax not to exceed two cents per one hundred dollars of equalized valuation for fifteen years. The revenue raised by the first cent is devoted to the acquisition of farmlands for farmland preservation. The revenue raised by the second cent is devoted to any of the purposes of the law. Amounts raised by taxation are apportioned by the County Board of Taxation among the constituent municipalities in accordance with *N.J.S.A.* 54:4-9 and are assessed, levied and collected in the same manner and at the same time as other County taxes. In November 1998, the County increased the levy by two cents to four cents per one hundred dollars of equalized valuation until 2018. In the general election in November 2006, the voters of the County authorized extending the sunset provisions until 2035. Future changes to the tax rate or levy must be authorized by referendum. All revenues received are accounted for in a Trust Fund dedicated by rider (*N.J.S.A.* 40A:4-39) for the purpose stated. Interest earned on the investment of these funds is credited to the Burlington County Open Space, Recreation, Farmland and Historic Preservation Trust Fund. The amount of the tax levy is set annually by resolution adopted by the Board. In 2018 the Board adopted a resolution to maintain the levy at two and half cents ($0.025) per one hundred dollars of equalized valuation.

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COUNTY OF BURLINGTON, NEW JERSEY
STATEMENT OF INDEBTEDNESS

As of August 15, 2018

BONDS AND NOTES ISSUED:			
Serial Bonds Issued:			
General	$154,397,197		
Vocational School	6,695,215		
Special Services School District	7,533,772		
County College	29,482,813		
		$198,109,000	
Solid Waste Utility		52,800,000	
Burlington County Bridge Commission		255,295,000	
			$506,204,000
Bond Anticipation Notes Issued:			
General Improvement		63,165,000	
Solid Waste Utility		0	
Burlington County Bridge Commission		77,275,000	
			140,440,000
Loans Payable:			
Green Acres		562,375	
Environmental Infrastructure Trust		3,762,434	
Wastewater Trust / NJDEP		0	
			4,324,809
Serial Bonds - Authorized but not Issued:			
General	$52,050,756		
County College	3,594,216		
Vocational School	0		
Special Services School	81,254		
		$55,726,226	
Solid Waste Utility		3,570,310	
			59,296,536
TOTAL GROSS DEBT:			710,265,345
Applicable Deductions from Gross Debt:			
Funds on Hand	$1,415,512		
Accounts Receivable from Other Public Authorities	12,682,500		
Investments for IPAs	18,545,474		
		$32,643,486	
Solid Waste Utility		56,370,310	
Burlington County Bridge Commission		332,570,000	
			421,583,795
TOTAL NET DEBT:			$288,681,550

SOLID WASTE UTILITY FUND
DEDUCTIONS APPLICABLE TO BONDS AND NOTES
FOR SELF-LIQUIDATING PURPOSES

As of August 15, 2018

Solid Waste Utility System	
(a) Gross Solid Waste Utility System Debt	$52,800,000
(b) Less: Deficit (Capitalized at 5%)	$0
(c) Deduction	$52,800,000
(d) Plus: Cash on Hand to Pay Bonds and Notes included in above	$0
(e) Total Deduction	$52,800,000

DEBT RATIOS AND VALUATIONS

As of August 15, 2018

Average of Equalized Valuation of Real Property With Improvements and Second Class Railroad Property for 2015, 2016 and 2017.	$46,506,963,323
Statutory Net Debt as a Percentage of the Average of Equalized Valuation of Real Property for 2015, 2016 and 2017.	0.63%
2017 Net Valuation Taxable.	$43,995,089,082
2017 Total Value of Land and Improvements.	$43,939,013,171
2017 Equalized Valuation of Real Property With Improvements and Second Class Railroad Property	$46,974,056,912
Gross Debt(1)	
As a Percentage of 2017 Net Valuation Taxable	1.62%
As a Percentage of 2017 Equalized Valuation	1.52%
Net Debt	
As a Percentage of 2017 Net Valuation Taxable	0.66%
As a Percentage of 2017 Equalized Valuation	0.62%
Gross Debt per Capita(2)	$1,589.73
Net Debt per Capita(1)	$650.23

BORROWING CAPACITY

As of August 15, 2018

Statutory Borrowing Power	
2% of Average (2015-2017) Equalized Valuation of Real Property With Improvements and Second Class Railroad Property ($46,049,674,354)	$930,139,266
Net Debt	$291,781,550
Remaining Borrowing Power Available Under *N.J.S.A.* 40A:2-6	$638,357,716

(1) Excluding Overlapping Debt.
(2) Based on 2010 Census Population – See "GENERAL INFORMATION REGARDING THE COUNTY - Population" herein.

SCHEDULE OF COUNTY DEBT SERVICE
(BONDED DEBT AND LOANS)

As of August 15, 2018

	Principal Outstanding by Purpose						Total		
Year	General [1]	College	Vocational School	Special Services School Bonds	Open Space [2]	Solid Waste Utility	Principal	Interest	Principal and Interest
2018	10,354,335	-	1,384,295	229,370	1,757,481	2,990,000	16,715,481	3,311,045	20,026,526
2019	16,191,390	3,550,311	1,815,154	993,454	1,892,747	5,825,000	30,268,058	7,736,834	38,004,892
2020	13,683,257	3,767,415	1,042,309	950,329	1,841,757	6,010,000	27,295,068	6,593,134	33,888,201
2021	13,813,194	2,327,170	1,037,383	955,565	1,798,140	6,210,000	26,141,450	5,722,983	31,864,434
2022	13,920,598	2,368,175	1,039,324	960,215	1,848,405	6,360,000	26,496,715	4,877,623	31,374,338
2023	8,488,145	2,429,490	80,666	600,009	1,903,674	6,440,000	19,941,984	4,011,644	23,953,628
2024	8,597,199	2,492,730	81,484	606,897	1,958,949	6,525,000	20,262,259	3,362,848	23,625,107
2025	8,712,201	2,557,387	82,488	615,235	2,026,297	4,030,000	18,023,608	2,680,978	20,704,586
2026	6,006,889	2,596,992	42,829	356,601	2,093,564	4,140,000	15,236,875	2,114,677	17,351,550
2027	6,108,611	1,884,291	43,987	366,422	2,168,736	4,270,000	14,842,047	1,680,880	16,522,927
2028	6,212,581	1,953,226	45,298	377,205	2,258,912	-	10,847,222	1,278,302	12,125,524
2029	4,136,649	668,649	-	98,012	2,354,091	-	7,257,401	995,967	8,253,368
2030	1,892,476	684,686	-	101,149	2,454,274	-	5,132,584	784,474	5,917,059
2031	1,943,303	710,723	-	104,285	2,564,460	-	5,322,770	595,310	5,918,080
2032	1,991,056	737,263	-	107,683	2,679,650	-	5,515,651	391,082	5,906,734
2033	1,943,952	754,305	-	111,342	2,799,844	-	5,609,443	178,463	5,787,906
2034	94,599	-	-	-	10,042	-	104,641	4,378	109,019
2035	94,599	-	-	-	10,244	-	104,843	2,976	107,819
2036	94,599	-	-	-	10,450	-	105,049	1,570	106,619
2037	-	-	-	-	10,660	-	10,660	160	10,820
	$124,279,632	$29,482,813	$6,695,218	$7,533,772	$34,442,375	$52,800,000	$255,233,809	$46,325,327	$301,559,137

(1) Includes New Jersey Environmental Infrastructure Trust, Series 2014A and Series 2016A and does not include General Obligation Bonds, Series 2013C (Open Space)
(2) Includes New Jersey Environmental Infrastructure Trust, Series 2004A, Green Acres Loans and General Obligation Bonds, Series 2013C (Open Space)

STATEMENT OF DEBT OF CONSTITUENT MUNICIPALITIES(1)

As of December 31, 2016, Except Where Otherwise Noted

	Gross Debt			Statutory Deductions(3)					
	School	Self-Liquidating	Other	School	Self-Liquidating	Other	Net Debt	Equalized Valuation	Percent of Net Debt(4)
Bass River Township	$373,866	-	$410,828	$373,866	-		$410,828	$176,024,986	0.23%
Beverley City	980,000	-	1,028,105	980,000	-	72,381	955,724	118,475,158	0.81%
Bordentown City	7,652,822	$9,513,759	2,184,925	7,652,822	$9,513,759	6,854	2,178,071	347,803,859	0.63%
Bordentown Township	37,664,000	-	27,343,405	37,664,000	-	2,806,202	24,537,203	1,314,175,000	1.87%
Burlington City	1,560,000	8,449,530	11,605,195	1,560,000	8,449,530	-	11,605,195	651,063,534	1.78%
Burlington Township	19,825,000	15,778,489	14,230,990	19,825,000	15,778,489	-	14,230,990	2,388,913,163	0.60%
Chesterfield Township	36,245,000	5,960,429	9,734,721	18,368,636	5,960,429	610,340	27,000,745	734,745,428	3.67%
Cinnaminson Township	40,545,000	-	23,922,200	40,545,000	-	565,446	23,356,754	1,769,302,856	1.32%
Delanco Township	5,180,000	-	2,232,087	5,180,000	-	-	2,232,087	416,315,199	0.54%
Delran Township	25,665,000	3,702,105	15,039,110	25,665,000	3,702,105	-	15,039,110	1,499,483,144	1.00%
Eastampton Township	9,792,777	-	7,003,308	9,792,777	-	-	7,003,308	456,106,528	1.54%
Edgewater Park Township	16,169,000	-	7,520,988	16,169,000	-	270,038	7,250,950	554,957,201	1.31%
Evesham Township	32,405,091	7,994,126	49,906,418	32,405,091	-	-	57,900,544	5,174,061,160	1.12%
Fieldsboro Borough	1,095,033	63,000	443,092	1,095,033	63,000	-	443,092	49,766,857	0.89%
Florence Township	22,250,00	5,908,000	21,401,740	22,250,00	5,908,000	2,421,500	18,980,240	1,160,154,453	1.64%
Hainesport Township	8,581,485	-	5,301,044	8,581,485	-	1,331,474	3,969,570	783,893,999	0.51%
Lumberton Township	12,711,357	-	10,296,030	12,711,357	-	-	10,296,030	1,342,672,171	0.77%
Mansfield Township (2)	10,817,560	255,000	15,582,196	10,817,560	255,000	263,939	15,318,257	1,162,289,708	1.32%
Maple Shade Township	15,975,000	31,633,548	23,069,090	15,975,000	27,559,736	81,000	27,061,902	1,457,402,571	1.86%
Medford Township	31,824,744	26,777,210	25,079,207	31,824,744	26,777,210	-	25,079,207	3,171,527,117	0.79%
Medford Lakes Borough	3,828,844	716,895	6,997,244	3,828,844	716,895	4,849,748	2,147,496	455,471,839	0.47%
Moorestown Township	60,300,000	18,710,095	37,768,957	60,300,000	18,710,095	386,539	37,382,418	4,514,242,555	0.83%
Mount Holly Township	24,588,735	-	19,357,088	24,588,735	-	-	19,357,088	586,713,124	3.30%
Mount Laurel Township	32,313,494	-	61,725,486	32,313,494	-	3,760,883	57,964,603	6,281,361,674	0.92%
New Hanover Township	-	-	75,938	-	-	-	75,938	77,581,174	0.10%
North Hanover Township	2,254,162	-	7,161,570	2,254,162	-	-	7,161,570	411,373,974	1.74%
Palmyra Borough	10,335,000	5,721,835	11,960,570	10,335,000	5,721,835	886,672	11,073,898	530,233,709	2.09%
Pemberton Borough	-	1,119,940	398,017	-	1,119,940	-	398,017	112,762,203	0.35%
Pemberton Township	-	3,755,394	25,297,596	-	3,755,394	-	25,297,596	1,451,855,144	1.74%
Riverside Township	4,540,000	-	6,586,775	4,540,000	-	50,225	6,536,550	423,884,730	1.54%
Riverton Borough	-	-	2,006,050	-	-	-	2,006,050	263,818,746	0.76%
Shamong Township	5,211,679	-	1,306,632	5,211,679	-	-	1,306,632	701,479,993	0.19%
Southampton Township	9,046,464	740,400	7,696,251	9,046,464	740,400	-	7,696,251	1,087,312,126	0.71%
Springfield Township	2,137,075	-	7,790,000	2,137,075	-		7,790,000	404,565,627	1.93%
Tabernacle Township	6,978,419	-	9,931,698	6,978,419	-	18,627	9,913,071	706,084,934	1.40%
Washington Township	-	-	-	-	-	-	-	92,199,379	0.00%
Westhampton Township	8,346,351	-	6,827,841	8,346,351	-	2,358,841	4,469,000	1,144,448,095	0.39%
Willingboro Township	23,135,000	-	49,472,199	23,135,000	-	-	49,472,199	1,758,587,019	2.81%
Woodland Township	500,265	-	307,575	500,265	-	-	307,575	146,360,630	0.21%
Wrightstown Borough	-	-	1,154,150	-	-	-	1,154,150	35,674,773	3.24%
	508,578,223	146,799,755	537,156,317	490,701,859	134,731,818	20,740,709	546,359,910	45,915,145,542	1.19%

(1) Source: New Jersey Department of Community Affairs website, except where otherwise noted

(2) Source: 2016 Audited Financial Statement

(3) Statutory Deductions are used to determine the municipal borrowing capacity under state law and are not intended to indicate that the debt is payable from a source other than the local property tax.

(4) The debt limitation of municipalities under N.J.S. 40A:2-6 is 3 1/2% of its average equalized valuation.

APPENDIX C

GENERAL INFORMATION CONCERNING THE OBLIGATED BORROWERS

CITY OF BORDENTOWN

TAX COLLECTION HISTORY

Year	Tax Levy	Cash Collections	% of Collections
2017	$11,183,464	$10,902,874	97.49%
2016	11,061,946	10,732,562	97.02
2015	11,034,024	10,693,230	96.91
2014	10,693,202	10,267,168	96.02
2013	10,436,703	10,033,758	96.14

COMPONENTS OF TAX RATE

Year	Municipal	Regional School District	County	County Library	County Open Space	Total Tax Rate
2017	$1.021	$1.915	$0.352	$0.032	$0.042	$3.362
2016	1.013	1.905	0.340	0.032	0.041	3.331
2015	0.992	1.875	0.363	0.034	0.043	3.307
2014	0.973	1.784	0.344	0.032	0.016	3.149
2013	0.954	1.676	0.348	0.032	0.015	3.025

ASSESSED VALUATIONS

Year	Aggregate Assessed Valuation of Real Property	Aggregate True Value of Real Property	Ratio of Assessed to True Value
2017	$329,555,100	$368,423,812	89.45%
2016	331,157,100	345,675,470	95.80
2015	333,210,500	338,973,042	98.30
2014	338,421,200	358,763,066	94.33
2013	343,357,400	349,900,540	98.13

CITY OF BORDENTOWN (cont'd)

GENERAL TAX RATE AND TOTAL NET DEBT

Year	General Tax Rate	Total Net Debt as of December 31	Net Debt as a Percentage of Equalized Tax Valuation Basis
2017	$3.363	$2,986,071	0.81%
2016	3.331	2,178,071	0.63
2015	3.307	2,275,101	0.65
2014	3.149	2,647,820	0.74
2013	3.025	2,283,920	0.63

AGGREGATE EQUALIZED VALUATION

Year	Equalized Valuation
2017	$368,888,259
2016	346,158,793
2015	339,419,148
2014	359,213,799
2013	350,412,636

CITY OF BORDENTOWN (cont'd)

ASSESSED VALUATION OF REAL PROPERTY, BY CLASSIFICATION

	2017	2016	2015	2014	2013
Vacant	$4,888,100	$4,990,900	$4,812,700	$4,853,700	$4,806,700
Residential	241,501,000	242,244,000	243,789,600	244,991,900	245,552,200
Commercial	45,814,100	46,255,100	46,689,200	46,988,000	50,460,900
Industrial	12,335,600	12,650,600	12,902,700	16,502,700	16,552,600
Apartments	25,016,300	25,016,300	25,016,300	25,181,300	25,985,000
Total	$329,555,100	$331,157,100	$333,210,500	$338,517,600	$343,357,400

TEN LARGEST TAXPAYERS - 2017

	Owner of Record	Aggregate Assessed Value	As a Percentage of Assessed Value of Real Property
1.	PARK APARTMENTS	9,690,000	2.94%
2.	OD/NJ L,LC	8,200,000	2.49%
3.	SCHINO PROPERTY MANAGEMENT	6,886,400	2.09%
4.	CRANBERRY PARK	3,000,000	0.91%
5.	PRIME STORAGE	2,700,000	0.82%
6.	LUCAS BORDENTOWN LLC	2,635,000	0.80%
7.	THOMPSON REALTY	1,807,200	0.55%
8.	J & B BORDENTOWN LLC	1,657,300	0.50%
9.	860 RT 206 ASSOCIATRES	1,637,000	0.50%
10.	LAND HOLDING	1,410,000	0.43%
		$39,622,900	

CITY OF BORDENTOWN (cont'd)

DEBT SUMMARY AS OF DECEMBER 31, 2017

GROSS DEBT:

Regional School District Debt	$ 6,633,537.91
Self – Liquidating	
Water/Sewer Utility	8,822,309.28
Municipal	
Bonds	185,000.00
BANS	346,000.00
Authorized, Unissued	2,461,925.22
Total Gross Debt:	$18,448,772.41
(Less)	
School District Debt	6,633,537.91
Self – Liquidating Debt	8,822,309.28
Funds Temporarily Held to Pay Bonds	6,854.00
NET DEBT:	**$2,986,071.22**

SUMMARY OF DEBT RATIOS:

	Per Capita (1)	Ratio to Assessed Value (2)	Ratio to Equalized Value (3)
Net Debt	$761	0.81%	0.85%

(1) 2010 U.S. Census of the Population is: 3,924
(2) Municipal Assessed value is: $368,423,812
(3) Municipal 3 yr. Average equalized value is: $351,024,108

TOWNSHIP OF MEDFORD

TAX COLLECTION HISTORY

Year	Tax Levy	Cash Collections	% of Collections
2017	$94,028,113	$93,126,658	99.04%
2016	93,069,111	92,054,528	98.91
2015	91,626,530	90,516,057	98.79
2014	88,484,212	87,367,500	98.74
2013	85,590,325	84,333,575	98.53

COMPONENTS OF TAX RATE

Year	Municipal	School District	County	Total Tax Rate
2017	$0.430	$2.226	$0.446	$3.102
2016	0.440	2.205	0.447	3.092
2015	0.441	2.170	0.435	3.046
2014	0.441	2.109	0.403	2.953
2013	0.441	2.020	0.395	2.856

ASSESSED VALUATIONS

Year	Aggregate Assessed Valuation of Real Property	Aggregate True Value of Real Property	Ratio of Assessed to True Value
2017	$3,002,686,300	$3,306,195,001	90.82%
2016	2,979,649,200	3,270,745,554	91.10
2015	2,967,248,800	3,256,776,205	91.11
2014	2,965,373,100	3,118,163,091	95.10
2013	2,968,217,600	3,139,642,056	94.54

TOWNSHIP OF MEDFORD (cont'd)

GENERAL TAX RATE AND TOTAL NET DEBT

Year	General Tax Rate	Total Net Debt as of December 31	Net Debt as a Percentage of Equalized Tax Valuation Basis
2017	$3.102	$24,851,477	0.757%
2016	3.092	25,103,101	0.780
2015	3.046	26,141,220	0.818
2014	2.953	28,018,043	0.893
2013	2.856	32,113,162	1.017

AGGREGATE EQUALIZED VALUATION

Year	Equalized Valuation
2017	$3,311,698,090
2016	3,276,195,987
2015	3,262,317,610
2014	3,123,643,144
2013	3,147,318,833

ASSESSED VALUATION OF REAL PROPERTY, BY CLASSIFICATION

	2017	2016	2015	2014	2013
Vacant	$18,152,400	$20,976,500	$22,987,200	$25,778,700	$28,687,900
Residential	2,628,474,600	2,603,839,000	2,580,361,200	2,565,183,800	2,552,413,700
Farmland	37,755,000	38,849,700	40,382,500	41,702,300	43,431,100
Commercial	249,120,600	249,910,900	256,944,800	260,207,300	270,483,900
Industrial	16,368,800	16,368,800	16,368,800	16,368,800	16,368,800
Apartments	52,814,000	49,704,300	50,204,300	56,132,200	56,932,200
Total	$3,002,686,300	$2,979,649,200	$2,967,248,800	$2,970,853,153	$2,975,894,377

TEN LARGEST TAXPAYERS - 2017

	Owner of Record	Aggregate Assessed Value	As a Percentage of Assessed Value of Real Property
1.	The Estaugh T/A Medford Leas	$27,441,000	0.91%
2.	Sharps Run, LLC	15,344,900	0.51
3.	Medford Associates, L.P.	14,797,200	0.49
4.	New Albany Partners LP	9,930,800	0.33
5.	Medford Supermarket Properties LLC	9,401,500	0.31
6.	Depetris Family, LLC	8,049,200	0.27
7.	Medford Convalescent & Nursing Center	7,834,000	0.26
8.	Medford Center Associates	7,200,000	0.24
9.	Verizon, Inc.	5,503,089	0.18
10.	Medford Associates	5,068,100	0.17
		$110,569,789	

DEBT SUMMARY AS OF DECEMBER 31, 2017

GROSS DEBT:

Local School District Debt	$ 16,885,000
Regional School District Debt	10,139,812
Self – Liquidating	
Water/Sewer Utility	24,132,372
Municipal	25,005,443
Total Gross Debt:	$ 76,162,627
(Less)	
School District Debt	27,024,812
Self – Liquidating Debt	24,132,372
Funds Temporarily Held to Pay Bonds	153,968
NET DEBT:	**$24,851,475**

SUMMARY OF DEBT RATIOS:

	Per Capita (1)	Ratio to Assessed Value (2)	Ratio to Equalized Value (3)
Net Debt	$1,079	0.828%	0.758%

(1) 2010 U.S. Census of the Population is: 23,033
(2) Municipal Assessed value is: $3,002,686,300
(3) Municipal 3 yr. Average equalized value is: $3,277,905,587

TOWNSHIP OF NORTH HANOVER

TAX COLLECTION HISTORY

Year	Tax Levy	Cash Collections	% of Collections
2017	$9,039,225	$8,871,303	98.14%
2016	8,915,831	8,743,769	98.07
2015	8,839,494	8,680,053	98.20
2014	8,391,571	8,227,574	98.04
2013	7,893,876	7,681,550	93.31

COMPONENTS OF TAX RATE

Year	Municipal	School District	County	Municipal Open Space	Total Tax Rate
2017	$0.324	$1.354	$0.401	$0.000	$2.079
2016	0.325	1.346	0.402	0.000	2.073
2015	0.305	1.323	0.396	0.049	2.073
2014	0.266	1.272	0.365	0.049	1.952
2013	0.244	1.199	0.381	0.049	1.873

ASSESSED VALUATIONS

Year	Aggregate Assessed Valuation of Real Property	Aggregate True Value of Real Property	Ratio of Assessed to True Value
2017	$426,080,350	$424,340,554	100.41
2016	424,369,303	419,627,512	101.13
2015	421,308,544	415,901,820	101.30
2014	419,279,544	398,592,589	105.19
2013	418,733,612	407,804,453	102.68

TOWNSHIP OF NORTH HANOVER (cont'd)

GENERAL TAX RATE AND TOTAL NET DEBT

Year	General Tax Rate	Total Net Debt as of December 31	Net Debt as a Percentage of Equalized Tax Valuation Basis
2017	$2.079	$7,026,728	1.673%
2016	2.073	7,056,750	1.715
2015	2.073	4,801,570	1.178
2014	1.952	1,721,670	0.416
2013	1.873	2,183,170	0.511

AGGREGATE EQUALIZED VALUATION

Year	Equalized Valuation
2017	$424,340,554
2016	419,627,512
2015	415,901,820
2014	398,592,589
2013	407,804,453

ASSESSED VALUATION OF REAL PROPERTY, BY CLASSIFICATION

	2017	2016	2015	2014	2013
Vacant	$7,798,300	$7,865,100	$7,884,400	$8,112,300	$8,135,900
Residential	295,368,500	294,839,000	295,339,300	297,721,500	297,498,400
Farmland	46,732,400	47,284,453	46,462,944	47,376,944	47,304,962
Commercial	62,579,950	60,868,050	58,109,200	52,680,900	52,406,450
Industrial	327,800	327,800	327,800	327,800	327,800
Apartments	13,273,400	13,184,900	13,184,900	13,060,100	13,060,100
Total	$426,080,350	$424,369,303	$421,308,544	$419,279,544	$418,733,612

TEN LARGEST TAXPAYERS – 2017

	Owner of Record	Aggregate Assessed Value	As a Percentage of Assessed Value of Real Property
1.	Spartan Village Inc	6,936,800	1.62%
2.	Cronest Parker Frm, LLC	4,210,900	0.99%
3.	Hanover Partners - RiteAid	3,241,600	0.76%
4.	Hanover Village Association, LLC	3,139,100	0.74%
5.	Matrix Hanover Golf, LLC	3,124,000	0.73%
6.	California Village	3,063,400	0.72%
7.	North Mill Associates	2,786,700	0.65%
8.	South Mill Apartments	2,711,100	0.63%
9.	Store and Lock Self Storage	2,589,000	0.61%
10.	Maplewood Apartments	2,322,200	0.54%

TOWNSHIP OF NORTH HANOVER (cont'd)

DEBT SUMMARY AS OF DECEMBER 31, 2017

GROSS DEBT:

Local School District Debt	$ 0
Regional School District Debt	$1,711,354
Self – Liquidating	
Water/Sewer Utility	0
Municipal	7,026,728
Total Gross Debt:	$ 8,738,082
(Less)	
School District Debt	1,711,354
Self – Liquidating Debt	0
Funds Temporarily Held to Pay Bonds	0
NET DEBT:	**$7,026,728**

SUMMARY OF DEBT RATIOS:

	Per Capita (1)	Ratio to Assessed Value (2)	Ratio to Equalized Value (3)
Net Debt	$915	1.65%	1.673%

(1) 2010 U.S. Census of the Population is: 7,678
(2) Municipal Assessed value is: $426,080,350
(3) Municipal 3 yr. Average equalized value is: $419,956,629

BOROUGH OF RIVERTON

TAX COLLECTION HISTORY

Year	Tax Levy	Cash Collections	% of Collections
2017	$8,430,137	$8,280,944	98.23%
2016	8,084,743	7,928,080	98.06
2015	7,923,797	7,809,121	98.55
2014	7,722,182	7,592,515	98.32
2013	7,592,003	7,487,692	98.62

COMPONENTS OF TAX RATE

Year	Municipal	Local School District	County	Total Tax Rate
2017	0.855	2.162	0.460	3.477
2016	0.837	2.057	0.443	3.338
2015	0.819	2.016	0.436	3.271
2014	0.796	1.989	0.406	3.191
2013	0.754	1.977	0.405	3.137

ASSESSED VALUATIONS

Year	Aggregate Assessed Valuation of Real Property	Aggregate True Value of Real Property	Ratio of Assessed to True Value
2017	$242,009,400	$279,973,855	86.44%
2016	242,142,400	273,916,742	88.40
2015	241,817,300	262,730,661	92.04
2014	241,660,700	254,808,836	94.84
2013	241,760,300	256,836,609	94.13

BOROUGH OF RIVERTON (cont'd)

GENERAL TAX RATE AND TOTAL NET DEBT

Year	General Tax Rate	Total Net Debt as of December 31	Net Debt as a Percentage of Equalized Tax Valuation Basis
2017	$3.477	2,105,845	0.774
2016	3.338	2,006,050	0.760
2015	3.271	2,016,300	0.781
2014	3.191	1,737,479	0.678
2013	3.137	1,099,043	0.417

AGGREGATE EQUALIZED VALUATION

Year	Equalized Valuation
2017	$279,973,955
2016	273,916,842
2015	262,730,761
2014	254,966,684
2013	257,047,595

BOROUGH OF RIVERTON (cont'd)

ASSESSED VALUATION OF REAL PROPERTY, BY CLASSIFICATION

	2017	2016	2015	2014	2013
Vacant	$744,000	$692,300	$692,300	$791,600	$791,600
Residential	218,261,100	218,445,800	218,345,700	218,089,800	218,189,400
Commercial	15,586,900	15,586,900	15,361,900	15,361,900	15,361,900
Industrial	1,358,900	1,258,900	1,358,900	1,358,900	1,358,900
Apartments	6,058,500	6,058,500	6,058,500	6,058,500	6,058,500
Total	$242,009,400	$242,142,400	$241,817,300	$241,660,700	$241,760,300

TEN LARGEST TAXPAYERS - 2017

	Owner of Record	Aggregate Assessed Value	As a Percentage of Assessed Value of Real Property
1.	AARCP CV Riverton NH, LLC	$2,450,100	1.01%
2.	National Casein Sale	1,505,900	0.62
3.	Cedar Lane Manor Apt., LLC	1,417,600	0.59
4.	Individual #1	1,378,200	0.57
5.	Moccia Properties, LLC	1,252,000	0.52
6.	Riverton Square, LLC	1,192,000	0.49
7.	Individual #2	1,130,400	0.47
8.	Kapi Realty, LLC	911,300	0.38
9.	Individual #3	861,300	0.36
10.	Riverton County Club	855,200	0.35
		$12,954,000	

BOROUGH OF RIVERTON (cont'd)

DEBT SUMMARY AS OF DECEMBER 31, 2017

GROSS DEBT:

Local School District Debt	$ -
Self – Liquidating	
Water/Sewer Utility	
Municipal	
Bonds	-
Loans	-
BANS	1,959,422
Authorized, Unissued	146,423
Total Gross Debt:	$ 2,105,845
(Less)	
School District Debt	-
Self – Liquidating Debt	-
Funds Temporarily Held to Pay Bonds	-
NET DEBT:	**$ 2,105,845**

SUMMARY OF DEBT RATIOS:

	Per Capita (1)	Ratio to Assessed Value (2)	Ratio to Equalized Value (3)
Net Debt	$ 758	0.870%	0.774%

(1) 2010 U.S. Census of the Population is: 2,779
(2) Municipal Assessed value is: $242,009,400
(3) Municipal 3 yr. Average equalized value is: $272,207,086

APPENDIX D

PROPOSED FORMS OF CONTINUING DISCLOSURE AGREEMENTS

CONTINUING DISCLOSURE AGREEMENT

THIS CONTINUING DISCLOSURE AGREEMENT dated as of September, 2018 (the "Disclosure Agreement") is executed by and among the County of Burlington, New Jersey (the "County"), the Burlington County Bridge Commission (the "Commission" or the "Issuer") and TD Bank, National Association, Cherry Hill, New Jersey, as Dissemination Agent (the "Dissemination Agent") in connection with the issuance of $_____________ principal amount of County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018 (the "Bonds"), by the Commission.

WITNESSETH:

WHEREAS, pursuant to a Bond Purchase Contract dated August 23, 2018, by and between the Commission and Raymond James and Associates, Inc, as underwriter (the "Underwriter"), the Commission is selling the Bonds to the Underwriter; and

WHEREAS, the Bonds are authorized and issued by the Commission pursuant to the Self-Liquidating Bridges Act, constituting Chapter 17 of the Laws of 1934 of the State of New Jersey, as amended and supplemented (the "Act"), and a resolution of the Commission adopted on July 30, 2018 and entitled "Resolution of the Burlington County Bridge Commission Authorizing the Issuance of County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018" (the "Bond Resolution"); and

WHEREAS, the Bonds are issued for the purpose of providing funds to make loans to the City of Bordentown, the Township of Medford, the Township of North Hanover and the Borough of Riverton (collectively, the "Borrowers"), the proceeds of which will be used to fund new money loans to the Borrowers, each of which will use such funds to undertake capital improvements or currently refund bond anticipation notes maturing within 90 days of the date of issuance of the Bonds; and

WHEREAS, Rule 15c2-12(b)(5) promulgated under the Securities Exchange Act of 1934, as amended (the "Rule"), provides that a Participating Underwriter (as defined in the Rule) shall not purchase or sell municipal securities in connection with an Offering (as defined in the Rule) unless the Participating Underwriter has reasonably determined that an issuer of municipal securities or an obligated person for whom financial or operating data is presented in the final official statement has undertaken, either individually or in combination with other issuers of such municipal securities or obligated persons, in a written agreement or contract for the benefit of holders of such securities, to provide, either directly or indirectly through an indenture trustee or a designated agent, certain specified financial information and operating data and notices of certain material events; and

WHEREAS, the Bonds will be payable from and are secured by payments made on general obligation bonds of each of the Borrowers; and

WHEREAS, the Bonds are further secured by a full and unconditional guaranty from the County of Burlington (the "County") to pay, when due, the principal of and interest on the Bonds; and

WHEREAS, in order to induce the Underwriter to purchase the Bonds, the County, as guarantor, has agreed to undertake to provide financial information and operating data required by the Rule, and the Commission will undertake to provide the notice of certain material events required by the Rule.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Commission, the County and the Dissemination Agent, each binding itself, its successors and assigns, agree as follows:

SECTION 1. <u>Purpose of the Disclosure Agreement</u>. This Disclosure Agreement is being executed and delivered by the County, the Commission and the Dissemination Agent for the benefit of the Beneficial Owners (as defined herein) of the Bonds to assist the Underwriter in complying with the Rule. The County and the Commission acknowledge that the County and the Commission are each "Obligated Persons" under the Rule (as defined in the Rule) and that the Dissemination Agent has undertaken no responsibility with respect to any reports, notices or disclosures provided or required under this Disclosure Agreement, and has no liability to any person, including any Beneficial Owner of the Bonds, with respect to any such reports, notices or disclosures or the Rule.

SECTION 2. <u>Definitions</u>. Capitalized terms, not otherwise defined herein, shall, for purposes of this Disclosure Agreement, have the following meanings:

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

"Beneficial Owner" shall mean any person who (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.

"Business Day" shall mean any day that is not a Saturday, a Sunday or a legal holiday in the State or the State of New York or a day on which the Authority or the Dissemination Agent is legally authorized to close.

"Commission Disclosure Representative" shall mean the Executive Director or Deputy Executive Director of the Commission or their designee, or such other person as the Commission shall designate in writing to the Dissemination Agent from time to time for the purposes of this Disclosure Agreement.

"County Disclosure Representative" shall mean the Treasurer or the Chief Financial Officer of the County or their designee, or such other person as the County shall designate in writing to the Commission from time to time for the purposes of this Disclosure Agreement.

"Dissemination Agent" shall mean TD Bank, National Association, Cherry Hill, New Jersey, or any successor Dissemination Agent designated in writing by the Commission and which has filed with the Commission a written acceptance of such designation.

"EMMA" shall mean the Electronic Municipal Market Access System, an internet based filing system created and maintained by the MSRB in accordance with Release No. 34-59062, of the Securities and Exchange Commission, dated December 5, 2008, pursuant to which issuers of tax-exempt and taxable bonds, including the Bonds, and other filers on behalf of such issuers shall upload continuing disclosure information to assist underwriters in complying with the Rule and to provide the general public with access to such continuing disclosure information.

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

“MSRB” shall mean the Municipal Securities Rulemaking Board via the internet facilities of the Electronic Municipal Market Access System (EMMA).

"Repository" shall mean the MSRB, through the internet facilities of EMMA, or any other public or private repository or entity that shall hereafter be designated by the Commission as a repository for purposes of the Rule.

"Rule" shall mean Rule 15c(2)-12 promulgated and adopted by the Securities and Exchange Commission under the federal Securities Exchange Act of 1934, as the same may be amended from time to time.

"State" shall mean the State of New Jersey.

"Trustee" shall mean the trustee appointed by the Commission under the Bond Resolution.

"Underwriter" shall mean the original underwriter of the Bonds (pursuant to the Bond Purchase Contract dated August 23, 2018 between the Commission and Raymond James and Associates, Inc., as underwriter) required to comply with the Rule in connection with the offering of the Bonds.

Capital terms used but not defined herein shall have the meaning set forth in the Bond Resolution.

SECTION 3. <u>Provision of Annual Reports</u>.

(a) (i) The County shall provide or cause to be provided to the Dissemination Agent and the Commission not later than September 1 of each year, commencing September 1, 2019 (for the fiscal year ending December 31, 2018), an Annual Report of the County which is consistent with the requirements of Section 4 of this Disclosure Agreement. Each Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Agreement; provided that the audited financial statements of the County may be submitted separately from the balance of the Annual Report; and provided, further, that if the audited financial statements of the County are not available by September 1, the County shall include unaudited financial statements with its Annual Report and when such audited financial statements become available to the County, the same shall be submitted to the Dissemination Agent and the Commission no later than thirty (30) days after the receipt of the same by the County.

(ii) If by September 15 (commencing September 15, 2019), the Commission has not received a copy of the Annual Report of the County, the Commission shall contact the County in writing regarding the forwarding of the same.

(iii) Not later than September 30 of each year (commencing September 30, 2019), the Dissemination Agent shall forward to the Repository a copy of the Annual Report of the County received by the Dissemination Agent pursuant to subsection 3(a)(i) hereof.

(iv) If the County does not provide an Annual Report by the applicable date required in subsection 3(a)(i) hereof such that the Dissemination Agent cannot forward the Annual Report to the Repository in accordance with subsection 3(a)(iii) hereof, the Dissemination Agent shall promptly send a notice of such event to the Repository in substantially the form attached hereto as Exhibit A, with copies to the County, the Commission and the Trustee (if the Dissemination Agent is not the Trustee).

(b) Each year the Dissemination Agent shall file a report with the County, the Commission and the Trustee (if the Dissemination Agent is not the Trustee), certifying that the applicable Annual Report has been provided to the Repository pursuant to this Disclosure Agreement, stating the date it was provided.

(c) If the fiscal year of the County changes, the County or the Commission, as applicable, shall give written notice of such change in the manner provided in Section 5 hereof.

SECTION 4. <u>Content of Annual Reports</u>. The County's Annual Report shall contain or incorporate by reference the following:

(a) The audited financial statements of the County (as of December 31). The audited financial statements will conform to accounting principles and practices prescribed by the Governmental Accounting Standards Board and the Division of Local Government Services, Department of Community Affairs, State of New Jersey (the "Division") which is a basis of accounting other than generally accepted accounting principles, as such principles, standards and requirements exist at the time of the filing of the particular annual financial statements; and

(b) Certain general financial, operational and demographic information of the County set forth in the Official Statement, dated ______________, 2018, prepared in connection with the sale of the Bonds (the "Official Statement") contained in Appendix B to the Official Statement under the headings ["TWENTY LARGEST TAXPAYERS", "2018 COUNTY BUDGET", "TAX COLLECTIONS", "EQUALIZED VALUATIONS ON WHICH COUNTY TAXES ARE

APPORTIONED AND ANNUAL COUNTY TAX RATE", "2017 REAL PROPERTY CLASSIFICATION", "STATEMENT OF EQUALIZED VALUATIONS AND CURRENT TAX COLLECTIONS FOR CONSTITUENT MUNICIPALITIES", "STATEMENT OF INDEBTEDNESS", "DEBT RATIOS AND VALUATIONS", "BORROWING CAPACITY", "SCHEDULE OF COUNTY DEBT SERVICE" and "STATEMENT OF DEBT OF CONSTITUENT MUNICIPALITIES"].

Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues with respect to which the County is an "Obligated Person" (as defined by the Rule), if any, which have been filed with the Repository. If the document incorporated by reference is a final official statement, it must be available from the MSRB. The County shall clearly identify each such other document so incorporated by reference.

SECTION 5. <u>Reporting of Significant Events</u>.

(a) This Section 5 shall govern the giving of notices of the occurrence of any of the following events (“Listed Events”) with respect to the Bonds, as applicable:

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 Bondholders, if material;

8. Bond calls (excluding mandatory sinking fund redemption), if material, or tender offers;

9. defeasances.

10. release, substitution or sale of property securing repayment of the Bonds;

11. rating changes;

12. bankruptcy, insolvency, receivership or similar event of the obligated person;

13. the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, 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; and

14. appointment of a successor or additional trustee or the change of name of a trustee, if material.

(b) The Commission shall within ten (10) Business Days of the occurrence of any of the Listed Events, notify the Dissemination Agent in writing to report the event pursuant to subsection (c) of this Section 5. In determining the materiality of any of the Listed Events specified in clauses (2), (7), (8), (10), (13), or (14) of subsection (a) of this Section 5, the Commission may, but shall not be required to, rely conclusively on an Opinion of Counsel. The Dissemination Agent shall have no obligation under this Disclosure Agreement to provide, or to monitor the Commission's obligation to provide, notification of the occurrence of any of the Listed Events which are material.

(c) If the Dissemination Agent has been instructed by the Commission to report the occurrence of a Listed Event, the Dissemination Agent shall file a notice of such occurrence with the Repository within five (5) Business Days of the receipt of such instruction, with a copy of such notice provided by the Dissemination Agent to the Commission, the County and the Trustee (if the Dissemination Agent is not the Trustee).

(d) The obligations of the Commission or the Dissemination Agent under this Disclosure Agreement to provide notice are in addition to, and not in substitution of, any obligations of the Trustee to provide notices of events of default to registered owners under the terms of the Bond Resolution. Nothing in this Disclosure Agreement, however, is intended to modify or limit the rights of the Trustee under the Bond Resolution to provide notices or other information as it deems necessary in the performance of its duties thereunder.

SECTION 6. Termination of Reporting Obligation. The Commission's and the County's obligations under this Disclosure Agreement shall terminate upon the defeasance, prior redemption or payment in full of all of the Bonds or when the Commission and the County, as applicable, is each no longer an "Obligated Person" in accordance with the Rule (as defined in the Rule) which determination shall be made by the Commission. The Commission and the County, as applicable, shall file a notice of the termination of their reporting obligations pursuant to the provisions hereof with the Commission and the Commission shall provide such notice to the Dissemination Agent, which notice shall be filed with the Repository.

SECTION 7. <u>Prior Compliance with the Rule</u>. The Commission and the County represent and warrant that that the Official Statement is accurate regarding each entity's compliance with previous undertakings to provide secondary market disclosure pursuant to the Rule.

SECTION 8. <u>Dissemination Agent; Compensation</u>. The Commission may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement, and may discharge any such Agent, with or without appointing a successor Dissemination Agent. The initial Dissemination Agent shall be TD Bank, National Association, Cherry Hill, New Jersey. The Commission and the County agree that any corporation or association into which the Dissemination Agent may be merged or to which it may sell or transfer its corporate trust business and assets, shall be and become successor Dissemination Agent hereunder without any further act, deed or conveyance. The Commission shall compensate the Dissemination Agent for the performance of its obligations hereunder in accordance with an agreed upon fee structure. The Dissemination Agent may resign its position hereunder upon sixty (60) days prior written notice to the Trustee, the Commission and the County, which notice shall be provided in accordance with Section 14 hereof.

SECTION 9. <u>Amendment; Waiver</u>. Notwithstanding any other provision of this Disclosure Agreement, the County, the Dissemination Agent and the Commission may amend this Disclosure Agreement and any provision of this Disclosure Agreement may be waived, if such amendment or waiver (supported by an opinion of counsel expert in Federal securities laws acceptable to both the County and the Commission to the effect that such amendment or waiver would not, in and of itself, cause the undertakings set forth herein to violate the Rule if such amendment or waiver had been effective on the date hereof) is (a) 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 the obligated person, or type of business conducted; (b) would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and (c) does not materially impair the interests of Bondholders, as determined either by parties unaffiliated with the Commission or any "Obligated Person" (such determination being supported by an opinion of counsel expert in Federal securities laws). The Commission shall give notice of such amendment or waiver to the Dissemination Agent, which notice shall be filed in accordance with the provisions of Section 5 hereof.

In the event of any amendment or waiver of a provision of this Disclosure Agreement, the Commission or the County, as applicable, shall describe such amendment or waiver 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 Commission or the County as applicable. In addition, if the amendment or waiver 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 a Listed Event under Section 5 hereof, 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 10. Additional Information. Nothing in this Disclosure Agreement shall be deemed to prevent the Commission or the County from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Agreement. If the Commission or the County, as applicable, 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 Agreement, the Commission or the County, as applicable, shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 11. Default. In the event of a failure of the Commission and/or the County, as applicable, to comply with any provision of this Disclosure Agreement, the Trustee or Dissemination Agent may, upon receipt of Notice in the form attached hereto as Exhibit A or upon notification of the same by the Commission (and, at the request of the Holders of at least a majority of aggregate principal amount of Outstanding Bonds, shall), or any 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 County or the Commission, as the case may be, to comply with its respective obligations under this Disclosure Agreement. The sole remedy under this Disclosure Agreement in the event of any failure of the County or the Commission, as applicable, to comply with this Disclosure Agreement shall be an action to compel specific performance.

SECTION 12. Duties, Immunities and Liabilities of the Dissemination Agent and the Commission. The Dissemination Agent and the Commission shall have only such duties as are specifically set forth in this Disclosure Agreement, and, to the extent permitted by law, the County agrees to indemnify and hold the Dissemination Agent and the Commission and their respective members, officers, directors, employees and agents, harmless against any loss, expense and liabilities which they may incur arising out of or in the exercise or performance of their 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 negligence or willful misconduct or the Commission's negligence or willful misconduct. The County further releases the Dissemination Agent and the Commission from any liability for the disclosure of any information required by the Rule and this Disclosure Agreement (which release shall not be applicable to those specific duties and liabilities of the Dissemination Agent and the Commission pursuant to the terms of this Disclosure Agreement). The obligations of the County under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.

SECTION 13. Beneficiaries. This Disclosure Agreement shall inure solely to the benefit of the Commission, the County, the Trustee, the Dissemination Agent, the Underwriter, and the

Beneficial Owners of the Bonds, including Bondholders, and shall create no rights in any other person or entity.

SECTION 14. Notices. All notices and submissions required hereunder shall be given to the following, or their successors, by facsimile transmission (with written confirmation of receipt), followed by hard copy sent by certified or registered mail, personal delivery or recognized overnight delivery:

(a) To the Commission:

Burlington County Bridge Commission
1300 State Highway, Route 73
Palmyra, New Jersey 08065
Attention: Executive Director

(b) To the Dissemination Agent:

TD Bank, National Association
1006 Astoria Blvd.
Cherry Hill, New Jersey 08034
Attention: Institutional Trust Department

(c) If to the County:

County of Burlington
49 Rancocas Road
Mount Holly, New Jersey 08060
Attention: County Treasurer

Each party shall give notice from time to time to the other parties, in the manner specified herein, of any change of the identity or address of anyone listed herein.

SECTION 15. Counterparts. This Disclosure Agreement may be executed in any number of counterparts which shall be executed by an Authorized Commission Representative, an Authorized County Representative, and by an authorized signatory of the Dissemination Agent, and all of which together shall be regarded for all purposes as one original and shall constitute and be but one and the same.

SECTION 16. Severability. If any one or more of the covenants or agreements in this Disclosure Agreement to be performed on the part of the Commission, the County or the Dissemination Agent should be contrary to law, then such covenant or covenants, agreement or agreements, shall be deemed severable from the remaining covenants and agreements and shall in no way affect the validity of the other provisions of this Disclosure Agreement.

SECTION 17. Governing Law. This Disclosure Agreement shall be construed in accordance with and governed by the Laws of the United States of America and State of New Jersey.

IN WITNESS WHEREOF, the undersigned have caused this Continuing Disclosure Agreement to be executed by their duly authorized signatures as of the date first above written.

BURLINGTON COUNTY BRIDGE COMMISSION

BY: ______________________________
Authorized Officer

COUNTY OF BURLINGTON, NEW JERSEY

BY: ______________________________
Authorized Officer

TD BANK, NATIONAL ASSOCIATION,
as Dissemination Agent

BY: ______________________________
Authorized Officer

[SIGNATURE PAGE TO CONTINUING DISCLOSURE AGREEMENT]

EXHIBIT A

NOTICE TO REPOSITORY OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer:	Burlington County Bridge Commission
Name of Bond Issue:	County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018 (CUSIP No.__________)
Name of Obligated Person:	"Burlington County, New Jersey" or "Burlington County Bridge Commission"
Date of Issuance:	___________, 2018

NOTICE IS HEREBY GIVEN that the above designated Obligated Person has not provided an Annual Report with respect to the above-named Bonds as required by a Continuing Disclosure Agreement dated as of ______________, 2018 among the Issuer, the County and the Dissemination Agent.

DATED: __________________________

____
Dissemination Agent
(on behalf of the County and the Issuer)

cc: the County
the Commission
the Trustee

CONTINUING DISCLOSURE AGREEMENT

THIS CONTINUING DISCLOSURE AGREEMENT dated as of September 6, 2018 (the “Disclosure Agreement”) is executed by and among the ____________, in the County of Burlington, New Jersey (the “Municipality”), the Burlington County Bridge Commission (the “Commission” or the “Issuer”) and TD Bank, National Association, Cherry Hill, New Jersey, as Dissemination Agent (the “Dissemination Agent”) in connection with the issuance of $_________ principal amount of County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018 (the “Bonds” as more fully described in Exhibit B hereto), by the Commission.

WITNESSETH:

WHEREAS, pursuant to a Bond Purchase Contract dated August 23, 2018, by and between the Commission and Raymond James & Associates, Inc., as underwriter (the “Underwriter”), the Commission is selling the Bonds to the Underwriter; and

WHEREAS, the Bonds are authorized and issued by the Commission pursuant to the Self-Liquidating Bridges Act, constituting Chapter 17 of the Laws of 1934 of the State of New Jersey, as amended and supplemented (the "Act"), and a resolution of the Commission adopted on July 30, 2018 and entitled “Resolution of the Burlington County Bridge Commission Authorizing the Issuance of County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018” (the “Bond Resolution”); and

WHEREAS, the Bonds are issued for the purpose of providing funds to make loans to the City of Bordentown, the Township of Medford, the Township of North Hanover and the Borough of Riverton (collectively, the “Borrowers”), the proceeds of which will be used to fund new money loans to the Borrowers, each of which will use such funds to undertake capital improvements or currently refund bond anticipation notes maturing within 90 days of the date of issuance of the Bonds; and

WHEREAS, Rule 15c2-12(b)(5) promulgated under the Securities Exchange Act of 1934, as amended (the “Rule”), provides that a Participating Underwriter (as defined in the Rule) shall not purchase or sell municipal securities in connection with an Offering (as defined in the Rule) unless the Participating Underwriter has reasonably determined that an issuer of municipal securities or an obligated person for whom financial or operating data is presented in the final official statement has undertaken, either individually or in combination with other issuers of such municipal securities or obligated persons, in a written agreement or contract for the benefit of holders of such securities, to provide, either directly or indirectly through an indenture trustee or a designated agent, certain specified financial information and operating data and notices of certain material events; and

WHEREAS, the Bonds will be payable from and are secured by payments made on general obligation bonds of each of the Borrowers; and

WHEREAS, the Bonds are further secured by a full and unconditional guaranty from the County of Burlington (the “County”) to pay, when due, the principal of and interest on the Bonds; and

WHEREAS, in order to induce the Underwriter to purchase the Bonds, the Municipality, as an Obligated Person, has agreed to undertake to provide financial information and operating data required by the Rule, and the Commission will undertake to provide the notice of certain material events required by the Rule.

NOW, THEREFORE, in consideration of the mutual covenants and agreements herein contained, the Commission, the Municipality and the Dissemination Agent, each binding itself, its successors and assigns, agree as follows:

SECTION 1. Purpose of the Disclosure Agreement. This Disclosure Agreement is being executed and delivered by the Municipality, the Commission and the Dissemination Agent for the benefit of the Beneficial Owners (as defined herein) of the Bonds to assist the Underwriter in complying with the Rule. The Municipality and the Commission acknowledge that the Municipality and the Commission are each "Obligated Persons" under the Rule (as defined in the Rule) and that the Dissemination Agent has undertaken no responsibility with respect to any reports, notices or disclosures provided or required under this Disclosure Agreement, and has no liability to any person, including any Beneficial Owner of the Bonds, with respect to any such reports, notices or disclosures or the Rule.

SECTION 2. Definitions. Capitalized terms, not otherwise defined herein, shall, for purposes of this Disclosure Agreement, have the following meanings:

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

"Beneficial Owner" shall mean any person who (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.

"Business Day" shall mean any day that is not a Saturday, a Sunday or a legal holiday in the State or the State of New York or a day on which the Authority or the Dissemination Agent is legally authorized to close.

"Commission Disclosure Representative" shall mean the Executive Director or Deputy Executive Director of the Commission or their designee, or such other person as the Commission shall designate in writing to the Dissemination Agent from time to time for the purposes of this Disclosure Agreement.

"Municipality Disclosure Representative" shall mean the Treasurer or the Chief Financial Officer of the Municipality or their designee, or such other person as the Municipality shall designate in writing to the Commission from time to time for the purposes of this Disclosure Agreement.

"Dissemination Agent" shall mean TD Bank, National Association, Cherry Hill, New Jersey, or any successor Dissemination Agent designated in writing by the Commission and which has filed with the Commission a written acceptance of such designation.

"EMMA" shall mean the Electronic Municipal Market Access System, an internet based filing system created and maintained by the MSRB in accordance with Release No. 34-59062, of the Securities and Exchange Commission, dated December 5, 2008, pursuant to which issuers of tax-exempt and taxable bonds, including the Bonds, and other filers on behalf of such issuers shall upload continuing disclosure information to assist underwriters in complying with the Rule and to provide the general public with access to such continuing disclosure information.

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

“MSRB” shall mean the Municipal Securities Rulemaking Board via the internet facilities of the Electronic Municipal Market Access System (EMMA).

"Repository" shall mean the MSRB, through the internet facilities of EMMA, or any other public or private repository or entity that shall hereafter be designated by the Commission as a repository for purposes of the Rule.

"Rule" shall mean Rule 15c(2)-12 promulgated and adopted by the Securities and Exchange Commission under the federal Securities Exchange Act of 1934, as the same may be amended from time to time.

"State" shall mean the State of New Jersey.

"Trustee" shall mean the trustee appointed by the Commission under the Bond Resolution.

"Underwriter" shall mean the original underwriter of the Bonds (pursuant to the Bond Purchase Contract dated August 23, 2018 between the Commission and Raymond James & Associates, Inc. (as underwriter) required to comply with the Rule in connection with the offering of the Bonds.

Capital terms used but not defined herein shall have the meaning set forth in the Bond Resolution.

SECTION 3. Provision of Annual Reports.

(a) (i) The Municipality shall provide or cause to be provided to the Dissemination Agent and the Commission not later than September 1 of each year set forth in Exhibit B to this Agreement (each an "Obligated Year"), an Annual Report of the Municipality which is consistent with the requirements of Section 4 of this Disclosure Agreement. Each Annual Report may be submitted as a single document or as separate documents comprising a package, and may cross-reference other information as provided in Section 4 of this Disclosure Agreement; provided that the audited financial statements of the Municipality may be submitted separately from the balance of the Annual Report; and provided, further, that if the audited financial statements of the Municipality are not available by September 1, the Municipality shall include unaudited financial statements with its Annual Report and when such audited financial statements become available to the Municipality, the same shall be submitted to the Dissemination Agent and the Commission no later than thirty (30) days after the receipt of the same by the Municipality.

(ii) If by September 15 of an Obligated Year, the Commission has not received a copy of the Annual Report of the Municipality, the Commission shall contact the Municipality in writing regarding the forwarding of the same.

(iii) Not later than September 30 of each Obligated Year, the Dissemination Agent shall forward to the Repository a copy of the Annual Report of the Municipality received by the Dissemination Agent pursuant to subsection 3(a)(i) hereof.

(iv) If the Municipality does not provide an Annual Report by the applicable date required in subsection 3(a)(i) hereof such that the Dissemination Agent cannot forward the Annual Report to the Repository in accordance with subsection 3(a)(iii) hereof, the Dissemination Agent shall promptly send a notice of such event to the Repository in substantially the form attached hereto as Exhibit A, with copies to the Municipality, the Commission and the Trustee (if the Dissemination Agent is not the Trustee).

(b) Each Obligated Year the Dissemination Agent shall file a report with the Municipality, the Commission and the Trustee (if the Dissemination Agent is not the Trustee), certifying that the applicable Annual Report has been provided to the Repository pursuant to this Disclosure Agreement, stating the date it was provided.

(c) If the fiscal year of the Municipality changes, the Municipality or the Commission, as applicable, shall give written notice of such change in the manner provided in Section 5 hereof.

SECTION 4. Content of Annual Reports. The Municipality's Annual Report shall contain or incorporate by reference the following:

(a) The audited financial statements of the Municipality (as of December 31 of the year prior to the Obligated Year). The audited financial statements will conform to accounting principles and practices prescribed by the Governmental Accounting Standards Board and the

Division of Local Government Services, Department of Community Affairs, State of New Jersey (the "Division") which is a basis of accounting other than generally accepted accounting principles, as such principles, standards and requirements exist at the time of the filing of the particular annual financial statements; and

(b) Certain general financial, operational and demographic information of the Municipality set forth in the Official Statement, dated August __, 2018, prepared in connection with the sale of the Bonds (the "Official Statement") contained in Appendix C to the Official Statement.

Any or all of the items listed above may be incorporated by reference from other documents, including official statements of debt issues with respect to which the Municipality is an "Obligated Person" (as defined by the Rule), if any, which have been filed with the Repository. If the document incorporated by reference is a final official statement, it must be available from the MSRB. The Municipality shall clearly identify each such other document so incorporated by reference.

SECTION 5. Reporting of Significant Events.

(a) This Section 5 shall govern the giving of notices of the occurrence of any of the following events ("Listed Events") with respect to the Bonds, as applicable:

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 Bondholders, if material;

8. Bond calls (excluding mandatory sinking fund redemption), if material, or tender offers;

9. defeasances.

10. release, substitution or sale of property securing repayment of the Bonds;

11. rating changes;

12. bankruptcy, insolvency, receivership or similar event of the obligated person;

13. the consummation of a merger, consolidation, or acquisition involving an obligated person or the sale of all or substantially all of the assets of the obligated person, 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; and

14. appointment of a successor or additional trustee or the change of name of a trustee, if material.

(b) The Commission shall within ten (10) Business Days of the occurrence of any of the Listed Events, notify the Dissemination Agent in writing to report the event pursuant to subsection (c) of this Section 5. In determining the materiality of any of the Listed Events specified in clauses (2), (7), (8), (10), (13), or (14) of subsection (a) of this Section 5, the Commission may, but shall not be required to, rely conclusively on an Opinion of Counsel. The Dissemination Agent shall have no obligation under this Disclosure Agreement to provide, or to monitor the Commission's obligation to provide, notification of the occurrence of any of the Listed Events which are material.

(c) If the Dissemination Agent has been instructed by the Commission to report the occurrence of a Listed Event, the Dissemination Agent shall file a notice of such occurrence with the Repository within five (5) Business Days of the receipt of such instruction, with a copy of such notice provided by the Dissemination Agent to the Commission, the Municipality and the Trustee (if the Dissemination Agent is not the Trustee).

(d) The obligations of the Commission or the Dissemination Agent under this Disclosure Agreement to provide notice are in addition to, and not in substitution of, any obligations of the Trustee to provide notices of events of default to registered owners under the terms of the Bond Resolution. Nothing in this Disclosure Agreement, however, is intended to modify or limit the rights of the Trustee under the Bond Resolution to provide notices or other information as it deems necessary in the performance of its duties thereunder.

SECTION 6. <u>Termination of Reporting Obligation</u>. The Commission's and the Municipality's obligations under this Disclosure Agreement shall terminate upon the defeasance, prior redemption or payment in full of all of the Bonds or when the Commission and the Municipality, as applicable, is each no longer an "Obligated Person" in accordance with the Rule (as defined in the Rule) which determination shall be made by the Commission. The Commission and the Municipality, as applicable, shall file a notice of the termination of their reporting obligations pursuant to the provisions hereof with the Commission and the Commission shall provide such notice to the Dissemination Agent, which notice shall be filed with the Repository.

SECTION 7. Prior Compliance with the Rule. The Commission and the Municipality represent and warrant that the Official Statement is accurate regarding each entity's compliance with previous undertakings to provide secondary market disclosure pursuant to the Rule.

SECTION 8. Dissemination Agent; Compensation. The Commission may, from time to time, appoint or engage a Dissemination Agent to assist it in carrying out its obligations under this Disclosure Agreement, and may discharge any such Agent, with or without appointing a successor Dissemination Agent. The initial Dissemination Agent shall be TD Bank, National Association, Cherry Hill, New Jersey. The Commission and the Municipality agree that any corporation or association into which the Dissemination Agent may be merged or to which it may sell or transfer its corporate trust business and assets, shall be and become successor Dissemination Agent hereunder without any further act, deed or conveyance. The Commission shall compensate the Dissemination Agent for the performance of its obligations hereunder in accordance with an agreed upon fee structure. The Dissemination Agent may resign its position hereunder upon sixty (60) days prior written notice to the Trustee, the Commission and the Municipality, which notice shall be provided in accordance with Section 14 hereof.

SECTION 9. Amendment; Waiver. Notwithstanding any other provision of this Disclosure Agreement, the Municipality, the Dissemination Agent and the Commission may amend this Disclosure Agreement and any provision of this Disclosure Agreement may be waived, if such amendment or waiver (supported by an opinion of counsel expert in Federal securities laws acceptable to both the Municipality and the Commission to the effect that such amendment or waiver would not, in and of itself, cause the undertakings set forth herein to violate the Rule if such amendment or waiver had been effective on the date hereof) is (a) 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 the obligated person, or type of business conducted; (b) would have complied with the requirements of the Rule at the time of the primary offering, after taking into account any amendments or interpretations of the Rule, as well as any change in circumstances; and (c) does not materially impair the interests of Bondholders, as determined either by parties unaffiliated with the Commission or any "Obligated Person" (such determination being supported by an opinion of counsel expert in Federal securities laws). The Commission shall give notice of such amendment or waiver to the Dissemination Agent, which notice shall be filed in accordance with the provisions of Section 5 hereof.

In the event of any amendment or waiver of a provision of this Disclosure Agreement, the Commission or the Municipality, as applicable, shall describe such amendment or waiver 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 Commission or the Municipality as applicable. In addition, if the amendment or waiver 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 a Listed Event under Section 5 hereof, 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 10. Additional Information. Nothing in this Disclosure Agreement shall be deemed to prevent the Commission or the Municipality from disseminating any other information, using the means of dissemination set forth in this Disclosure Agreement or any other means of communication, or including any other information in any Annual Report or notice of occurrence of a Listed Event, in addition to that which is required by this Disclosure Agreement. If the Commission or the Municipality, as applicable, 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 Agreement, the Commission or the Municipality, as applicable, shall have no obligation under this Disclosure Agreement to update such information or include it in any future Annual Report or notice of occurrence of a Listed Event.

SECTION 11. Default. In the event of a failure of the Commission and/or the Municipality, as applicable, to comply with any provision of this Disclosure Agreement, the Trustee or Dissemination Agent may, upon receipt of Notice in the form attached hereto as Exhibit A or upon notification of the same by the Commission (and, at the request of the Holders of at least a majority of aggregate principal amount of Outstanding Bonds, shall), or any 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 Municipality or the Commission, as the case may be, to comply with its respective obligations under this Disclosure Agreement. The sole remedy under this Disclosure Agreement in the event of any failure of the Municipality or the Commission, as applicable, to comply with this Disclosure Agreement shall be an action to compel specific performance.

SECTION 12. Duties, Immunities and Liabilities of the Dissemination Agent and the Commission. The Dissemination Agent and the Commission shall have only such duties as are specifically set forth in this Disclosure Agreement, and, to the extent permitted by law, the Municipality agrees to indemnify and hold the Dissemination Agent and the Commission and their respective members, officers, directors, employees and agents, harmless against any loss, expense and liabilities which they may incur arising out of or in the exercise or performance of their 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 negligence or willful misconduct or the Commission's negligence or willful misconduct. The Municipality further releases the Dissemination Agent and the Commission from any liability for the disclosure of any information required by the Rule and this Disclosure Agreement (which release shall not be applicable to those specific duties and liabilities of the Dissemination Agent and the Commission pursuant to the terms of this Disclosure Agreement). The obligations of the Municipality under this Section shall survive resignation or removal of the Dissemination Agent and payment of the Bonds.

SECTION 13. <u>Beneficiaries</u>. This Disclosure Agreement shall inure solely to the benefit of the Commission, the Municipality, the Trustee, the Dissemination Agent, the Underwriter, and the Beneficial Owners of the Bonds, including Bondholders, and shall create no rights in any other person or entity.

SECTION 14. <u>Notices</u>. All notices and submissions required hereunder shall be given to the following, or their successors, by facsimile transmission (with written confirmation of receipt), followed by hard copy sent by certified or registered mail, personal delivery or recognized overnight delivery:

(a) To the Commission:

Burlington County Bridge Commission
1300 State Highway, Route 73
Palmyra, New Jersey 08065
Attention: Executive Director

(b) To the Dissemination Agent:

TD Bank, National Association
1006 Astoria Blvd.
Cherry Hill, New Jersey 08034
Attention: Institutional Trust Department

(c) If to the Municipality:

Attention: ____________________

Each party shall give notice from time to time to the other parties, in the manner specified herein, of any change of the identity or address of anyone listed herein.

SECTION 15. <u>Counterparts</u>. This Disclosure Agreement may be executed in any number of counterparts which shall be executed by an Authorized Commission Representative, an Authorized Municipality Representative, and by an authorized signatory of the Dissemination Agent, and all of which together shall be regarded for all purposes as one original and shall constitute and be but one and the same.

SECTION 16. <u>Severability</u>. If any one or more of the covenants or agreements in this Disclosure Agreement to be performed on the part of the Commission, the Municipality or the Dissemination Agent should be contrary to law, then such covenant or covenants, agreement or agreements, shall be deemed severable from the remaining covenants and agreements and shall in no way affect the validity of the other provisions of this Disclosure Agreement.

SECTION 17. <u>Governing Law</u>. This Disclosure Agreement shall be construed in accordance with and governed by the Laws of the United States of America and State of New Jersey.

IN WITNESS WHEREOF, the undersigned have caused this Continuing Disclosure Agreement to be executed by their duly authorized signatures as of the date first above written.

BURLINGTON COUNTY BRIDGE COMMISSION

BY: ______________________________
Authorized Officer

THE [MUNICIPALITY], COUNTY OF
BURLINGTON, NEW JERSEY

BY: ______________________________
Authorized Officer

TD BANK, NATIONAL ASSOCIATION,
as Dissemination Agent

BY: ______________________________
Authorized Officer

[SIGNATURE PAGE TO CONTINUING DISCLOSURE AGREEMENT]

EXHIBIT A

NOTICE TO REPOSITORY OF FAILURE TO FILE ANNUAL REPORT

Name of Issuer:	Burlington County Bridge Commission
Name of Bond Issue:	County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018 (CUSIP No.__________)
Name of Obligated Person:	"[Municipality] Burlington County, New Jersey" or "Burlington County Bridge Commission"
Date of Issuance:	September 6, 2018

NOTICE IS HEREBY GIVEN that the above designated Obligated Person has not provided an Annual Report with respect to the above-named Bonds as required by a Continuing Disclosure Agreement dated as of September 6, 2018 among the Issuer, the [Municipality] and the Dissemination Agent.

DATED: __________________________

____
Dissemination Agent
(on behalf of the Municipality and the Issuer)

cc: the Municipality
the Commission
the Trustee

EXHIBIT B

CUSIPS TO BE USED WHEN FILING

Year to File	Maturity Date	Principal	Interest Rate	CUSIP*

APPENDIX E

PROPOSED FORM OF BOND COUNSEL OPINION

CAPEHART
SCATCHARD
ATTORNEYS AT LAW

________________, 2018

Burlington County Bridge Commission
1300 Route 73 N
Palmyra, New Jersey 08065

Re: Burlington County Bridge Commission
$_____________ County-Guaranteed Pooled Loan Revenue Bonds
(Governmental Loan Program), Series 2018

Dear Commissioners:

We have acted as Bond Counsel in connection with the issuance by the Burlington County Bridge Commission (the "Commission") of its County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018 in the aggregate principal amount of $______________ (the "Bonds"). The Bonds are issued pursuant to the provisions of the Self Liquidating Bridges Act, constituting Chapter 17 of the Pamphlet Laws of 1934 of the State of New Jersey, and the acts amendatory thereof and supplemental thereto (the "Act") and a resolution of the Commission adopted on July 30, 2018, entitled "Resolution of the Burlington County Bridge Commission Authorizing the Issuance of County-Guaranteed Pooled Loan Revenue Bonds (Governmental Loan Program), Series 2018" (the "Bond Resolution"). In accordance with the terms of the Resolution, the Bonds have been awarded and sold to the purchaser thereof and certain determinations with respect to the Bonds have been made pursuant to a certificate duly executed by an Authorized Commission Officer on August __, 2018 (the "Series Certificate" and together with the Bond Resolution, the "Resolution"), the execution of which was authorized pursuant to the Bond Resolution. Capitalized terms used but not defined herein shall have the meanings ascribed to such terms in the Resolution.

The Bonds are dated the date of delivery and mature on the dates and in the amounts set forth therein and in the Series Certificate. Interest on the Bonds is payable on February 1 and August 1 in each year, (each an "Interest Payment Date") commencing February 1, 2019, until final maturity or redemption thereof, at the interest rates set forth in the Series Certificate. The Bonds are subject to redemption prior to maturity as stated therein. Principal of the Bonds is payable by presentation and surrender thereof at the principal corporate trust office of TD Bank, National Association, Cherry Hill, New Jersey (the "Trustee" and "Paying Agent"). Except as set forth below regarding payments made to Cede & Co., interest on the Bonds is payable by check or draft of the Paying Agent mailed to each registered owner of the Bonds at the address of such registered owner shown on the registration books maintained by the Trustee, in its capacity as registrar, as of the first (1st) day next preceding each Interest Payment Date.

Pursuant to an ordinance finally adopted by the County on July 11, 2018, the County has unconditionally and irrevocably guaranteed the payment when due of the principal of and interest on the Bonds (the "County Guaranty"). Pursuant to the terms of the Resolution, the rights of the Commission

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to receive payments under the terms of the County Guaranty have been assigned to the Trustee for the benefit of the holders of the Bonds.

The proceeds of the Bonds will be used to make new loans (each, a "Capital Loan" and collectively, the "Capital Loans") to the City of Bordentown, the Township of Medford, the Borough of Riverton and the Township of North Hanover (collectively, the "Capital Loan Borrowers" or the "Borrowers" and, individually, a "Borrower"), all in the County of Burlington (the "County"), to finance and/or refinance, through the payment at maturity of certain outstanding bond anticipation notes and existing capital bond ordinances.

In our capacity as Bond Counsel and as a basis for the opinions set forth below, we have examined the proceedings relating to the authorization and issuance of the Bonds, including among other things: (a) evidence of the formation and organization of the Commission; (b) certified copies of the Resolution and the County Guaranty; (c) the Internal Revenue Code of 1986, as amended and the regulations promulgated thereunder (the "Code"); (d) certified copies of the results and findings of the New Jersey Local Finance Board; and (e) certificates of Commission officials, the respective municipal officials, County officials and the Trustee as to material factual matters, including a certificate of the Commission pursuant to the federal income tax laws and regulations applicable to the Bonds. We have also examined an authenticated Bond, and we have assumed that all other Bonds have been similarly executed by the Commission and authenticated by the Trustee. In such examination, we have assumed and relied upon the genuineness of all signatures, the authenticity of all documents submitted to us as originals and the conformity to the original documents of all documents submitted to us as copies. As to any facts material to our opinion we have, when relevant facts were not independently established, relied upon the aforesaid instruments, certificates and documents.

Based upon the foregoing, we are of the opinion that:

1. The Commission has been duly created and is validly existing as a public body corporate and politic under the provisions of the Constitution and statutes of the State of New Jersey, including the Act, with power to adopt the Resolution and to issue the Bonds.

2. The Resolution has been duly and lawfully adopted by the Commission, is in full force and effect, is valid and binding upon the Commission and is enforceable in accordance with its terms, and no other authorization for the Resolution is required.

3. The Bonds have been duly authorized and issued by the Commission in accordance with the Act and the provisions of the Resolution, are valid and binding special obligations of the Commission enforceable in accordance with their terms and the terms of the Resolution, and are entitled to the benefits of the Resolution and the Act.

4. The Resolution creates a valid pledge of the Pledged Property, subject only to the application thereof by the Commission for the purposes and on the terms and conditions set forth in the Resolution.

5. The County Guaranty has been duly and lawfully adopted by the County, and is in full force and effect, is valid and binding upon the County and is enforceable in accordance with its terms

and no other authorization or approval for the County Guaranty is required. Any payments which are required to be made by the County pursuant to the provisions of the County Guaranty constitute valid and binding obligations of the County and the County has the power and is obligated to levy ad valorem taxes upon all the taxable real property in the County without limitation as to rate or amount in order to raise funds for the purpose of making any payments which are required to be made under the terms of the County Guaranty if other funds are not otherwise available. The Bonds constitute obligations which are entitled to the benefits of the County Guaranty and pursuant to the terms of the County Guaranty, the County must pay amounts which are sufficient to pay the principal of and interest on the Bonds if such principal and/or interest is not paid by the Commission.

6. On the date hereof, the Commission and each of the Borrowers have covenanted in its Arbitrage and Tax Certificate (the "Certificate") to comply with certain continuing requirements that must be satisfied subsequent to the issuance of the Bonds in order to preserve the tax-exempt status of the Bonds pursuant to Section 103 of the Internal Revenue Code of 1986, as amended (the "Code"). Pursuant to Section 103 of the Code, failure to comply with these requirements could cause interest on the Bonds to be included in gross income for federal income tax purposes retroactive to the date of issuance of the Bonds. In the event that the Commission and each of the Borrowers continuously complies with its covenants and in reliance on representations, certifications of fact and statements of reasonable expectations made by the Commission and each of the Borrowers in its Certificate, it is our opinion that, under existing law, interest on the Bonds is excluded from gross income of the owners thereof for federal income tax purposes pursuant to Section 103 of the Code. Interest on the Bonds is not an item of tax preference under Section 57 of the Code for purposes of computing alternative minimum tax ("AMT"); however, during tax years beginning before January 1, 2018, interest on the Bonds held by a corporation (other than an S corporation, regulated investment company or real estate investment trust) may be indirectly subject to federal AMT because of its inclusion in the adjusted current earnings of a corporate holder. Further, in our opinion, based upon existing law, interest on the Bonds and any gain on the sale thereof are not included in gross income under the New Jersey Gross Income Tax Act.

For purposes of this opinion, the enforceability (but not the validity) of the documents mentioned herein may be limited by applicable bankruptcy, insolvency, fraudulent conveyance, reorganization, moratorium or other similar laws now or hereafter enacted by any state or by the federal government affecting the enforcement of creditors' rights generally.

Other than as set forth in Paragraph 6, we express no opinion regarding other federal and state tax consequences arising with respect to the Bonds.

We express no opinion herein as to the adequacy or accuracy of any official statement, private placement memorandum or other offering material pertaining to the offering of the Bonds. This opinion is given as of the date hereof and we assume no obligation to update or supplement the opinion to reflect any facts or circumstances that may hereafter come to our attention or any changes in law that may hereafter occur.

Very truly yours,