

Transitional Aid Application for Calendar Year 2015
Division of Local Government Services
Department of Community Affairs

General Instructions: This application must be submitted in its entirety by March 16, 2015 for funding consideration under this program. Information contained in the application is subject to independent verification by the Division. Refer to Local Finance Notice 2015-4 when preparing this application for specific instructions and definitions, and review the Submission Checklist on Page 7.

Name of Municipality: Newark		County: Essex	
Contact Person: Jack Kelly <i>Jack Kelly</i>		Title: Business Administrator	
Phone: (973) 733-3398	Fax: (973) 733-3769	E-mail: kellyj@ci.newark.nj.us	

I. Aid History

List amount of Transitional Aid received for the last three years, if any:

CY 2014	CY 2013	CY 2012
\$ 10,000,000	\$ -0-	\$ 10,000,000

II. Aid Request for Application Year: (All municipalities currently operating under a Transitional Aid MOU are advised that a decrease from prior year funding is likely.)

Amount of aid requested for the Application Year:	\$ 12,500,000
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If not seeking a decrease, a letter from the Mayor is required. See Local Finance Notice 2015-4.

III. Submission Requirements

The following items must be submitted with, or prior to, submission of this application. Indicate date of submission of each.

Item	Date Submitted to DLGS
2014 Annual Financial Statement	3/18/2015
2013 Annual Audit	1/28/2015
2013 Corrective Action Plan	5/20/2015
Application Year Introduced Budget	6/09/2015
Budget Documentation Submitted to Governing Body	5/26/2015

IV. Application Certification

The undersigned herewith certify that they he or she has reviewed this application and, to his or her knowledge, believe the contents to be accurate true and represent it accurately portrays the circumstances regarding the municipality's fiscal practices and need for financial assistance. By submitting the application, the municipality acknowledges that the law provides that the decision of the Director regarding aid awards is final and not subject to appeal.

Official	Signature	Date
Mayor/Chief Executive Officer	<i>[Signature]</i>	6/27/15
Governing Body Presiding Officer	<i>[Signature]</i>	
Chief Financial Officer	<i>Danulle D. Smith</i>	6/17/15

V-A. Explanation of Need for Transitional Aid

Explain the circumstances that require the need for Transitional Aid in narrative form. Include factors that result in a constrained ability to raise sufficient revenues to meet budgetary requirements, and if such revenues were raised, how it would substantially jeopardize the fiscal integrity of the municipality.

For the better part of the past decade, the City of Newark ("the City") has been deeply engaged in the long and difficult process of fundamentally realigning its budget and broader financial position to one that is sustainable without the regular extraordinary intervention of the State of New Jersey ("the State") or an over-reliance on non-recurring revenues. In the past year, however, the City experienced and precipitated a number of challenges that had a negative impact on its revenue cycle and led to an increase in costs beyond what had been previously accounted for.

The City's unaudited financial statements for the fiscal year ended December 31, 2014, reflect an operational deficit of approximately \$22.3 million, representing approximately 5.8% of the total amount of taxes levied. This operational deficit resulted from a net reduction in realized revenues of approximately \$12.9 million, interfund advances originating in 2014 and the elimination of invalid prior year bank reconciliation items in the amount of \$7.1 million.

Revenue Shortfall. The primary revenue shortfall occurred in Miscellaneous Revenues, including Hotel Taxes (\$1.1 million shortfall), Payroll Taxes (\$7.8 million shortfall), Parking Lot Receipts (\$5.4 million shortfall), Sale of City-Owned Property (\$4.9 million shortfall), Ticket Tax and Facility Fee (\$1.3 million shortfall), Devils Annual Rent (\$2.5 million shortfall) and Court Revenue (\$1.7 million shortfall). Such shortfalls were partially offset by greater than anticipated Local Tax Revenue for Municipal Purposes (\$2.5 million), Delinquent Taxes (\$0.6 million), Other Miscellaneous Revenues (\$2.7 million) and non-budget revenues (\$1.7 million).

The shortfall in Hotel Taxes, Payroll Taxes and Parking Lot Receipts is due to the fact the City closed its 2014 fiscal year as of December 31, 2014. In previous years, the City held its books open through January of the subsequent fiscal year to compensate for a previous one shot revenue. As a result of closing the City's books on December 31, 2014, the City effectively only received three quarters of revenue with respect to Hotel Taxes, Payroll Taxes and Parking Lot Receipts. The City expects to continue to close its books as of December 31 going forward and expects to realize four quarters of revenues with respect to the above-reference revenue items in fiscal year 2015. The City now complies with the State's cash basis of revenue accounting.

The 2014 budget projected revenues from Devils Annual Rent of \$2.5 million and ticket tax and facility fee receipts of approximately \$1.7 million. The total amount realized was approximately \$0.3 million, resulting in a shortfall of approximately \$3.9 million, which the City attributes primarily to delays in implementing a settlement agreement with the parent entity of the New Jersey Devils relating to various outstanding issues under the lease of the Prudential Center Arena and payments in respect of certain parking revenues generated in connection with events at the Prudential Center Arena.

The 2014 budget projected revenues from the sale of City-owned properties of approximately \$5.6 million, whereas the amount realized as approximately \$0.6 million. The City attributes the resulting shortfall of approximately \$4.9 million to delays in holding property sales.

Interfund Advances Originating in 2014. The City's 2014 Annual Financial Statement reflected approximately \$18.7 million in interfund advances originated in 2014 that were owed to the current fund as of December 31, 2014. Such interfund advances represented interfund transfers from the current fund to the Federal and State Grant Fund (\$12.9 million), the Animal Control Fund (\$1,451), the Water Utility Capital Fund (\$1.5 million) and the Sewer Utility Operating Fund (\$4.2 million).

Elimination of Invalid Prior Year Bank Reconciliation Items. The City's 2014 Annual Financial Statement reflected approximately \$7.1 million in elimination of invalid prior year bank reconciliation items negatively impacting cash.

The City's cash position is now much better stated however it came at a cost in 2014.

V-B. Demonstration of Revenue Loss/Substantial Cost Increase

Show: (1) specific, extraordinary revenue losses, but not as the aggregate of many revenue line items; and (2) specific, extraordinary increases in appropriations, but not as the aggregate of many appropriation line items. Describe the item on the cell below each entry. If applicable, indicate in the description of the extraordinary increase in expenditure if the increase was the result of a policy decision made by the municipality (i.e. a back-loaded debt service schedule, deferred payment, costs associated with additional hires, etc.)

Revenue or Appropriation	2014 Value	2015 Value	Amount of Loss/Increase
Personnel Services	80,781,280	87,884,682	7,103,402
Description:	Health Cost Increase		
Debt Service	44,379,149	44,573,761	194,612
Description:	Due to Debt Restructuring		
Surplus	-0-	-0-	-0-
Description:	Due to Deficit in Operations		
Payroll Tax	41,892,000	41,378,000	(514,000)
Description:	Under Collection of Revenues		
Parking Lot Receipts	20,669,184	20,361,000	(308,184)
Description:	Under Collection of Revenues		
Property Taxes	196,361,858	217,713,840	21,351,982
Description:	Amount to be Raised by Taxation		
Ticket Tax and Facilities	1,700,000	363,000	(1,337,000)
Description:	Under Collection of Revenues		
Hotel Tax	6,264,323	6,890,000	625,677
Description:	Recognize the 4 th Quarter Receipts		
Courts	13,565,141	11,869,000	(1,696,141)
Description:	Under Collection of Revenues		
PSE&G Switching Station	-0-	10,745,000	10,745,000
Description:	One Time Revenue		
Car Rental	13,400,000	5,900,000	(7,500,000)
Description:	Under Collection of Revenues		
Open Space and Recreation Trust	-0-	1,234,595	1,234,595
Description:	New Revenue		

V-C. Actions to Reduce Future Need for Aid

Detail the steps the municipality is taking to reduce the need for aid in the future. Include details about long-term cost cutting and enhanced revenue plans, impact of new development, potential for grants to offset costs, and estimated short and long-term annual savings. Use additional pages if necessary. (Items included in a Transition Plan submitted by a current recipient need not be repeated here.)

The City continues to face challenges to the adoption of a balanced cash basis budget for the foreseeable future based on the required size of its Police and Fire Departments, aging infrastructure and socioeconomic status. The City's proposed 2015 budget includes in excess of \$25MM in one shot revenues in addition to the budgeted \$10MM in TA. In addition, the City's intends to rely upon provisions of the Supervision Act to provide relief from certain statutorily-required budget inclusions (including the unamortized 2013 deficit of \$30MM and the \$22MM 2014 deficit).

Further the proposed 2015 budget does not include approximately \$29 million in prior year healthcare related expenses that were not included in the adopted budgets of the previous City administration. The City is expecting to enter negotiations with its healthcare provider to forgive a certain level of such expenses and procure a multi-year payment plan with respect to such expenses.

Important steps are and will be taken that aim to affect change in the daily operations of the City and the overall culture of City employees.

Revenues:**1. Car Rental Tax: +\$5.9 million**

- Based on audited revenue numbers, the City expects that it can achieve this amount of revenue on a recurring basis given historic performance.

2. Sale of Foreclosed Property: + \$2.5 million

- Given the extent and quality of the City's foreclosed properties, it can expect to achieve \$2.5 million in additional revenues next year and the next several years.

3. Improving Revenue Collections**a. Payroll Tax: + \$5 million**

- i. Unlike the State of New York for the benefit of Yonkers and NYC, the City of Newark and the State of New Jersey have previously not worked cooperatively to collect a 1% Employer payroll tax. The City collects \$42MM annually and relies on self-reporting from employers. The State of New York, for both Yonkers and NYC, requires wage reporting and collects revenue from employers for the benefit of each local jurisdiction. The State and the City should continue to work cooperatively and the State should collect, on behalf of the City, employers' 1% payroll tax.

b. Parking Tax: + \$2 million

- i. The parking tax is also self-reporting. The City has recently installed electronic counting devices at certain entrances of large tax payers whereby the City will be able to audit returns filed by Parking lot operators.

4. Audit Port Authority

- Have an independent audit performed and confirm the level of lease payments to the City.

Long term cost cutting:

1. Change date of municipal election.
2. Adopt Ordinance implementing direct deposit.
3. Contract with Essex County to run the Greene Street jail.
4. Replace sworn police officers providing security to the Municipal Court with retired police officers.
5. Contract with vendor to provide police and fire dispatch.
6. Reduce amount paid to University Hospital for ambulance service.
7. Migrate phone system to VOIP.
8. Reduce starting salary for police and fire, increase steps.
9. Strive to reduce size of work force.

New Development:

- Prudential: 650,000 SF (Under Construction)
- Cablevision: 73,000 SF (Under Construction)
- Biotrial: 70,000 SF R&D facility (Under Construction)
- Hotel Carvi, 94 room boutique hotel (Slated to open in 2016)
- Home2 Hilton, Tryp Hotel, Homewood Suites, and Eurostar Newark (Slated to open in 2017)
- Whole Foods lease signed (Hahne's Building): 29,000 S.F. (Slated to open in 2016)
- ShopRite lease signed (Springfield Marketplace): 67,000 S.F. (Slated to open in 2016)

V-D. Discussion of Health Benefits

Skip this section if using SHBP. If not using SHBP, explain why the health benefit plan being used is cheaper, or what reasons exist for failing to move to SHBP. Additionally, list all brokers (primary broker, all co-brokers, and sub-brokers) together with their compensation for the current and prior two fiscal years. Compensation must be disclosed in this section whether provided directly by the municipality or as a commission from the insurance provider. It is the municipality's right, and obligation, to determine whether the broker is compensated with commission in order to fully complete this section. If commissions are being earned, provide both how the commission is calculated (percentage of premium or self-insurance) and the actual \$ value of the commission received in each year.

The City is home to Horizon Blue Cross/Blue Shield. The City has secured a fully insured contract from Horizon at rates lower than the SHBP.

The City's broker is Brown and Brown and their fixed compensation for 2014 is \$375,000.

Previous compensation:

2013 Commissions and bonus \$4,077,156

2012 Commissions and bonus \$5,074,956

The City fully implemented Chapter 78 for all employees on February 13, 2015. All City employees are now on either Tier 3 or Tier 4. Employees contributed \$3.5MM in 2014 and are projected to contribute \$10.2MM in 2015 towards the cost of employee health care.

Application Year: CY 2015	Municipality: Newark	County: Essex
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Item	2013	2014	Introduced Application Year
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1. Property Tax/Budget Information

Municipal tax rate	\$1.455	\$1.581	\$1.731
Municipal Purposes tax levy	\$199,296,173.01	\$196,588,808.20	\$213,628,741.37
Municipal Open Space tax levy	\$ -0-	\$ -0-	\$1,234,595.46
Total general appropriations	\$623,794,009.76	\$634,139,260.36	\$ 628,304,499.97

2. Cash Status Information

% Of current taxes collected	89.23%	96.11%	%
% Used in computation of reserve	92.41%	96.11%	96.11%
Reserve for uncollected taxes	\$15,656,000.00	\$16,650,211.39	\$16,201,150.46
Total year end cash surplus	\$11,411,387.66	\$ -0-	
Total non-cash surplus	\$ -0-	\$ -0-	
Year end deferred charges	\$10,200,000.00	\$6,700,000.00	

3. Assessment Data

Assessed value (as of 7/1)	\$12,979,522,245	\$12,435,612,111	\$12,345,954,600
Average Residential Assessment	\$ 172,125	\$173,035	\$174,250
Number of tax appeals granted	1498	359	
Amount budgeted for tax appeals	\$2,000,000	\$1,700,000	\$1,942,899
Refunding bonds for tax appeals	\$ -0-	\$8,420,000	\$ -0-

4. Full time Staffing Levels

Uniformed Police - Staff Number	1084	1138	1138
Total S&W Expenditures	\$128,302,801	\$125,563,655	\$126,226,881
Uniformed Fire - Staff Number	539	594	619
Total S&W Expenditures	\$65,681,465	\$69,023,806	\$71,239,000
All Other Employees - Staff Number	1386	1427	1424
Total S&W Expenditures	\$54,019,632	\$55,251,877	\$60,672,006

5. Impact of Proposed Tax Levy

			Amount
Current Year Taxable Value			12,345,954,600
Introduced Tax Levy			408,450,647.81
Proposed Municipal Tax Rate	3.309	Average Res. Value (#4 above)	172,125
Current Year Taxes on Average Residential Value (#4 above)			5,696.26
Prior Year Taxes on Average Residential Value			5,338.01
Proposed Increase in average residential taxes			358.25

VII. Application Year Budget Information

A. Year of latest revaluation/reassessment

December 2013

B. Proposed Budget – Appropriation Cap Information

- Item**
1. Was an appropriation cap index rate ordinance adopted last year?
If YES: % that was used
 2. Amount of appropriation cap bank available going into this year
 3. Is the Application Year budget at (appropriation) cap?
If NO, amount of remaining balance
 4. Does the Application Year anticipate use of a waiver to exceed the appropriation cap?
If YES, amount:

	Yes	No
	X	
3.5%		
\$34,508,282		
	NO	
\$33,904,984		
	NO	
\$		

C. List the five largest item appropriation increases:

Appropriation	Prior Year Actual	Application Year Proposed	\$ Amount of Increase
Health Benefits	78,629,180	87,255,582	8,626,402
Municipal Debt Service	38,752,711	44,573,761	5,821,050
Police	129,943,302	132,400,372	2,457,070
Fire	69,141,096	71,748,200	2,607,104
Engineering	34,044,447	35,552,650	1,508,203

D. List all new property tax funded full-time positions planned in the Application Year:

Department/Agency	Position	Number	Dollar Amount
N/A			

E. Display projected tax levies, local revenues (not grants), anticipated (gradually reduced) Transitional Aid, total salary and wages, and total other expenses projected for the three post-application years:

	Tax Levy	Local Revenues	Transitional Aid	Total S&W	Total OE
First year	191,328,675	466,364,154	10,000,000	244,977,388	165,328,629
Second year	199,296,173	469,217,791	-0-	243,084,736	173,588,494
Third year	206,549,852	465,583,459	10,000,000	245,935,250	173,008,873

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VIII. Financial Practices

A. Expenditure controls and practices:

Question	Yes	No
1. Is an encumbrance system used for the current fund?	X	
2. Is an encumbrance system used for other funds?	X	
3. Is a general ledger maintained for the current fund?	X	
4. Is a general ledger maintained for other funds?	X	
5. Are financial activities largely automated?	X	
6. Does the municipality operate the general public assistance program?		X
7. Are expenditures controlled centrally (Yes) or de-centrally by dept. (No)?	X	
8. At any point during the year are expenditures routinely frozen?	X	
9. Has the municipality adopted a cash management plan?	X	
10. Have all negative findings in the prior year's audit report been corrected?		X
If not, be prepared to discuss why not in your application meeting.		

B. Risk Management: Indicate ("x") how each type of risk is insured.

Coverage	JIF/HIF	Self	Commercial
General liability		X	
Vehicle/Fleet liability		X	
Workers Compensation		X	
Property Coverage		X	
Public Official Liability		X	
Employment Practices Liability		X	
Environmental		X	
Health	SHBP		X

C. 1) Salary and Employee Contract Information (when more than one bargaining unit for each category, use average):

Question	Police 2012	Fire 2015	Other Contract 2014	Non-Contract 2006
Year of last salary increase				
Average percentage increase	3%	1.33%	1.33%	0%
Last contract settlement date	2/5/10	2/1/13	8/9/12	
Contract expiration date	12/31/12	12/31/15	12/31/14	

2) Explain, if any, actions that have been taken or are under consideration for the Application Year:

Action	Police	Fire	Other Contract	Non-Contract
Furloughs (describe below)	N/A			
Wage Freezes (describe below)				
Mayor's Executive Order (MEO-14-0001) regarding Hiring Freeze, Promotional Freeze, Salary Freeze and Spending Freeze.				
Layoffs (describe below)				
Layoffs of Deputy Police Chiefs in the Newark Police Department and UEZ employees in the Department of Economic &				

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Housing Development.

D. Tax Enforcement Practices:

Question	Yes	No
1. Did the municipality complete its accelerated tax sale by December 31, if included in 2014 budget? If not, please include a letter from the tax collector explaining why he/she failed to complete the sale in a timely manner and what the impacts were on cash flow and lost investment earnings.	X	
2. When was the last foreclosure action taken or tax assignment sale held: Date:	9/16/14 and 11/6/14	
3. On what dates were tax delinquency notices sent out in 2014: Date:	3/10/14, 7/22/14, 9/30/14, 11/19, 12/1/14, 12/12/14	
4. Date of last tax sale: Date:	9/29/14	

E. Specialized Service Delivery:

If the answer to either question is "Yes," provide (as an appendix) a cost justification of maintaining the service without changes.

Service	Yes	No
Sworn police or firefighters are used to handle emergency service call-taking and dispatch (in lieu of civilians)		X
The municipality provides rear-yard solid waste collection through the budget		X

F. Other Financial Practices

1. Amount of interest on investment earned in:

2013	\$276,827.43	2014	\$ 101,218.00	Anticipated Application Year:	\$ 101,000.00
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2. List the instruments in which idle funds are invested:

Bank Money Market Accounts	

- 3. What was the average return on investments during SF2014?
- 4. Left Blank Intentionally
- 5. The name and firm of the municipality's auditor?
- 6. When was the last time the municipality changed auditors?

.50%
Samuel Klein and Company
No Change

G. Status of Collective Negotiation (Labor) Agreements: List each labor agreement by employee group, contract expiration date, and the status of negotiations of expired contracts.

Employee Group	Expiration Date	Status of Negotiations of Expired Agreement
Police	12/31/12	Impasse: Arbitration likely.

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Fire	12/31/15	
All Civilian Contracts	12/31/14	Proposal exchanges forthcoming.

IX-C. Evaluate existing local revenues, as to whether or not the rates or collections can be increased or imposed, and if so, how changes will be implemented.

Local Revenues and services provided through the General/Current Fund	Check if services is provided	Are fees charged to cover the costs of the program?	If fees do not cover costs, what is the amount of subsidy?	If there is a subsidy, explain why fees cannot be increased to reduce or eliminate subsidy.
Recreation programs	<input checked="" type="checkbox"/>	No		
Sewer Fees	<input checked="" type="checkbox"/>			
Water Fees	<input checked="" type="checkbox"/>			
Swimming Pool	<input checked="" type="checkbox"/>	No		
Uniform Construction Code	<input checked="" type="checkbox"/>			
Uniform Fire Code	<input checked="" type="checkbox"/>			
Land Use Fees	<input type="checkbox"/>			
Parking Fees	<input checked="" type="checkbox"/>	Parking Taxes		Newark has a Parking Authority
Beach Fees	<input type="checkbox"/>			
Insert other local fees below:	<input type="checkbox"/>			
Special Taxes:				
Payroll				Self-reporting
Parking				Self-reporting
Hotel				Self-reporting
Car Rental				Self-reporting

X. Service Delivery

List all services that the municipality contracts to another organization: i.e.. shared services with another government agency, including formal and informal shared services, memberships in cooperative purchasing program, private (commercial), or non-profit organization.

Service	Name of Contracted Entity	Estimated Amount of Contract	Year Last Negotiated (as applicable)
Mutual Agreement – Fire	Neighboring Communities		
Emergency Medical Services	UMDNJ	\$2.35 Million	
Worker's Compensation	CCSMI	\$8.0 Million	
Street Sweeping	DeJanna	\$2.2 Million	
Refuse Collection	S. Basso, Jr., Rubbish	\$2 Million	
Curbside Collections of Recyclable Materials	Joseph Smentowski, Inc.	\$889k	
Refuse Disposal	ECUA	\$10 Million	
Recycling	First Occupational Center	\$1.2 Million	
Solid Waste Pickup	DNJ Merangi aka Ace Environmental (South Ward)	\$1.8Million	

Section XI – Impact of Limited or No Aid Award

Describe in complete detail the impact if aid is not granted for the current fiscal year; this priority setting requires that the municipality will maintain a minimum level of essential services. List the appropriate category of impact if the aid is not received. Rank each item from both lists as to the order in which elimination will take place. If across the board cuts will be made, indicate under service. For rank order purposes, consider the two sections as one list. The cuts outlined here are one that the municipality is committing to make if they do not receive aid.

Rank Order	Department	# of Layoffs	Effective Date	2013 Full Time Staffing	2014 Full Time Staffing	\$ Amount to be Saved
1	Eliminate Police Class of October 2014	53	1/1/2016	1084	1138	
2	Eliminate prospective Police class	50	1/1/2016	1138	1138	
4	Eliminate Firefighter Class of November 2014	40	1/1/2016	539	594	
3	Demote recent promotions of Rank and File-16 Captains and 5 Battalion Chiefs	21	ASAP			

If services will be reduced, describe the service, impact and cost savings associated with it.

Rank Order	Service	Cost Savings	Impact on Services
	Economic Development		Due to reduced police services

XII. Agreement to Improve Financial Position of Municipality

If aid is granted, the municipality will be required to submit to certain reporting conditions and oversight as authorized by law and a new Memorandum of Understanding will need to be signed. Please mark each box below indicating that the applicant understands, and agrees to comply with these broad reporting and oversight provisions.

	Yes	No
1. Allow the Director of Local Government Services to assign management, financial, and operational specialists to assess your municipal operations.	X	
2. Implement actions directed by the Director to address the findings of Division staff.	X	
3. Enter into a new Memorandum of Understanding and comply with all its provisions, without exception.	X	

XIII. Certification of Past Compliance for Municipalities Currently Operating Under a Transitional Aid MOU:

The undersigned certify that the municipality is in substantial compliance with the conditions and requirements of the 2014 MOU and is moving in good faith to correct those area of noncompliance that have been identified, including, but not limited to, the following: establishment of a pay to play ordinance; termination of longevity pay for officers and employees not contractually entitled to longevity pay; termination of health benefits for part time officers and employees; receipt of signed approval forms as required prior to hiring personnel and contracting with professional service vendors.

Mayor: _____ Date: 6/17/15
 Chief Financial Officer: Danuelle H. Smith Date: 6/17/15
 Chief Administrative Officer: J. Kelly Date: 6/17/15

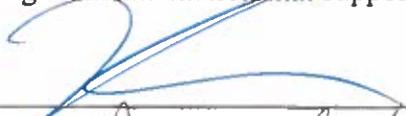
XIV. CAMPS Certification (County and Municipal Personnel System - Civil Service municipalities only)

For Civil Service municipalities, the undersigned, being knowledgeable thereof, hereby certify that the municipality has placed the names of all current civil service employees in NJ "CAMPS".

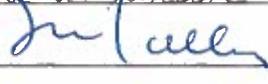
Human Resources or Personnel Director: Juanita D. E. Date: 6-17-15
 Chief Financial Officer: Danuelle H. Smith Date: 6/17/15

XV. CERTIFICATION OF APPLICATION FOR TRANSITIONAL AID

The undersigned acknowledges the foregoing requirements with which the municipality must comply in order to receive aid as outlined above. In addition, included with this application is a copy (printed or electronic) of the budget documentation that supports the budget calculation that was provided to the governing body.

Mayor:  Date: 6/17/15

Chief Financial Officer: Danville A. Smith Date: 6/17/15

Chief Administrative Officer:  Date: 6/17/15