



UNION COUNTY BOARD OF COUNTY COMMISSIONERS

ORDINANCE NUMBER: 827-2021
DATE OF INTRODUCTION: 3/25/2021
DATE OF ADOPTION:

3/25/2021

ORDINANCE AUTHORIZING THE EXECUTION AND ACKNOWLEDGMENT AND DELIVERY BY THE COUNTY OF UNION OF CERTAIN AGREEMENTS IN RELATION TO COUNTY GUARANTEED LEASE REVENUE BONDS, SERIES 2021 (UNION COUNTY ADMINISTRATION COMPLEX PROJECT) OF THE UNION COUNTY IMPROVEMENT AUTHORITY

WHEREAS, the Union County Improvement Authority (the "Authority") has been duly created by an ordinance of the Board of Chosen Freeholders (subsequently renamed as the "Board of County Commissioners") of the County of Union, New Jersey (the "County"), as a public body corporate and politic of the State of New Jersey (the "State") pursuant to and in accordance with the County Improvement Authorities Law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State, as amended and supplemented from time to time (the "Act"); and

Continued...

INTRODUCTION				RECORD OF VOTE				FINAL ADOPTION							
COMMISSIONER	Aye	Nay	Abs	Pass	Ord.	Sec	NP	COMMISSIONER	Aye	Nay	Abs	Pass	Ord.	Sec	NP
GARRETSON								GARRETSON							
GRANADOS	✓							GRANADOS							
HUDAK	✓				✓			HUDAK							
KOWALSKI	✓							KOWALSKI							
LEON	✓							LEON							
PALMIERI-MOUEDED	✓					✓		PALMIERI-MOUEDED							
STATEN							✓	STATEN							
WILLIAMS VICE CHAIR	✓							WILLIAMS VICE CHAIR							
MIRABELLA CHAIRMAN	✓							MIRABELLA CHAIRMAN							

APPROVED AS TO FORM

 COUNTY ATTORNEY

I hereby certify the above is an original ordinance adopted by the Board of County Commissioners of the County of Union on the aforementioned date.
 _____ CLERK

NO SUFFICIENCY OF FUNDS REQUIRED

I hereby certify the above is an original ordinance adopted by the Board of County Commissioners of the County of Union on the aforementioned date.
 _____ CLERK

WHEREAS, the County has requested that the Authority finance and undertake the planning, design, construction and equipping of a new County Administration complex located at 61-99 West Grand Street, Elizabeth, New Jersey (the "Improvements"); and

WHEREAS, the Authority is desirous of assisting in the financing of such Improvements, to the extent permitted by law; and

WHEREAS, the Authority expects to obtain funds to assist the financing of the Improvements through the issuance of its bonds in an amount not to exceed \$120,000,000 County Guaranteed Lease Revenue Bonds, Series 2021 (Union County Administration Complex Project) (the "Bonds") issued pursuant to a Bond Resolution to be adopted by the Authority entitled "COUNTY GUARANTEED LEASE REVENUE BOND RESOLUTION (UNION COUNTY ADMINISTRATION COMPLEX PROJECT)" (the "Bond Resolution"); and

WHEREAS, pursuant to the Act, specifically Section 34 thereof (N.J.S.A. 40:37A-77), the Authority is authorized to enter into and perform any lease or other agreement with the County for the lease to or use by the Authority of all or any part of any public facility or facilities as determined in Section 11 of the Act (N.J.S.A. 40:37A-54); and

WHEREAS, the County intends to lease the real property upon which the Improvements are situated to the Authority pursuant to the terms of a Ground Lease to be dated as of the first day of the month of issuance of the Bonds between the County, as lessor, and the Authority, as lessee (together with any amendments thereof or supplements thereto in accordance with its terms, the "Ground Lease");

WHEREAS, pursuant to the Act, specifically Section 35 thereof (N.J.S.A. 40:37A-78), the Authority is authorized to enter into and perform any lease or other agreement with the County for the lease to or use by the County of all or any part of any public facility or facilities as determined in Section 11 of the Act (N.J.S.A. 40:37A-54); and

WHEREAS, the Authority intends to lease the Improvements and the real property upon which the Improvements are situated to the County pursuant to the terms of a Lease and Agreement to be dated as of the first day of the month of issuance of the Bonds between the Authority, as lessor, and the County, as lessee (together with any amendments thereof or supplements thereto in accordance with its terms, the "Lease Agreement"); and

WHEREAS, during the term of the Lease Agreement, title to the Improvements will reside with the County; and

WHEREAS, in accordance with the terms of the Lease Agreement, (i) the County will manage and operate the Improvements, collect and disburse the revenues realized and pay the expenses incurred in connection therewith; and

WHEREAS, in order to induce the prospective purchasers of the Bonds to purchase same, and to provide additional security, the Bonds shall otherwise be secured by a guarantee ordinance adopted by the County unconditionally and irrevocably guaranteeing the principal of (including mandatory sinking fund installments, if any) and interest on the Bonds, all pursuant to Section 37 of the Act (N.J.S.A. 40:37A-80); and

WHEREAS, in accordance with Section 13 ("Section 13") of the Act (N.J.S.A. 40:37A-56), prior to the issuance of the Bonds, the Authority shall make a detailed report with respect to such financing to the Board of County Commissioners of the County, which report shall include copies or a description of, without limitation, the various financing documents; and

WHEREAS, in accordance with N.J.S.A 40A:5A-6 and N.J.S.A. 40:37A-80 the Authority shall make application, on behalf of the Authority and the County to the Local Finance Board in the Division of Local Government Services of the Department of Community Affairs of the State (the "Local Finance Board") for the Local Finance Board's review of the financing, including, *inter alia*, the Bond Resolution, the Lease Agreement, the Ground Lease, the County Guaranty, and Continuing Disclosure Agreement (the "Financing Documents"); and

WHEREAS, in accordance with the terms of Section 37 of the Act (N.J.S.A. 40:37A-80) and the County Guaranty, the County shall be obligated, if necessary, to levy *ad valorem* taxes upon all the taxable property within the County without limitation as to rate or amount to make the timely payment of the principal of (including mandatory sinking fund installments, if any) and interest on the Bonds; and

WHEREAS, the Authority believes: (i) it is in the public interest to accomplish such purpose; (ii) said purpose is for the health, wealth, convenience or betterment of the inhabitants of the County; (iii) the amounts to be expended for said purpose are not unreasonable or exorbitant; and (iv) the proposal is an efficient and feasible means of providing for the needs of the inhabitants of the County and will not create an undue financial burden to be placed upon the County.

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF COUNTY COMMISSIONERS OF THE COUNTY OF UNION, NEW JERSEY, as follows:

Section 1. The County Manager, Director of Finance, Deputy Treasurer or such other authorized officer of the County (each an "Authorized Officer") are hereby each severally authorized and directed, upon the satisfaction of all the legal conditions precedent to the execution or acknowledgment and delivery by the County, of the Financing Documents to be so executed or acknowledged by the County.

Section 2. The Clerk of the Board of County Commissioners is hereby authorized and directed, upon the execution or acknowledgment of the Financing Documents in accordance with the terms of Section 1 hereof, to attest to the Authorized Officer's execution or acknowledgment of such documents and is hereby further authorized and directed to thereupon affix the seal of the County to such documents.

Section 3. Upon the execution or acknowledgment and attestation of and if required, the placing of the seal on the Financing Documents as contemplated by Sections 1 and 2 hereof, the Authorized Officer is hereby authorized and directed to (i) deliver the fully executed or acknowledged, attested and sealed documents to the other parties thereto and (ii) perform such other actions as the Authorized Officer deems necessary, desirable or convenient in relation to the execution and delivery thereof.

Section 4. The Board of County Commissioners of the County hereby authorize the performance of any act, the execution or acknowledgment and delivery of any other document, instrument or closing certificates, which the Authorized Officer, deems necessary, desirable or convenient in connection with this contemplated transaction, and the Board hereby directs the Authorized Officer to execute or acknowledge, and cause the Clerk of the Board to attest and affix the seal to any such documents, instruments or closing certificates, the authorization of which actions shall be conclusively evidenced by the execution or acknowledgment, attestation, affixation and delivery, as the case may be, thereof by such persons. Such closing certificates shall include, without limitation, (a) a determination that any information provided by the County in connection with the preparation and distribution of (i) any preliminary official statement or supplement with relation to the Bonds is "deemed final" for the purposes and within the meaning of Rule 15c2-12 promulgated by the Securities and Exchange Commission pursuant to the Securities and Exchange Act of 1934, as amended ("Rule 15c2-12") and (ii) any official statement or supplement with relation to the Bonds constitutes a final Official Statement for the purposes and within the meaning of Rule 15c2-12, (b) a determination that the Continuing Disclosure Agreement complies with Rule 15c2-12, (c) a determination that any information provided by or on behalf of the County or relating to the County, the Improvements, the Financing Documents or the transactions contemplated thereby in connection with the preparation and distribution of any such Preliminary Official Statement or the Official Statement complies with Section 10 and Rule 10b-5 of the Securities Exchange Act, and (d) any representations, warranties, covenants, certificates or instruments required by any issuer of a municipal bond insurance policy or any other form of credit enhancement securing all or a portion of the Bonds or the issuer of a rating on all or a portion thereof.

Section 5. The County authorizes the Authority to issue its bonds to finance the Improvements.

Section 6. The Clerk of the Board is hereby directed to publish and post notice of this ordinance as required by law.

Section 7. Upon the adoption hereof, the Clerk of the Board shall forward certified copies of this ordinance to the County Manager, Director of Finance, County Counsel, Bond Counsel to the County, the Authority, and Bond Counsel to the Authority.

Section 8. This ordinance shall take effect at the time and in the manner prescribed by law.