



UNION COUNTY BOARD OF CHOSEN FREEHOLDERS

ORDINANCE NUMBER: 751-2013
 DATE OF INTRODUCTION: 6/13/2013
 DATE OF ADOPTION: 6/27/2013

6/13/2013

ORDINANCE AUTHORIZING THE EXECUTION AND ACKNOWLEDGMENT AND DELIVERY BY THE COUNTY OF UNION OF CERTAIN AGREEMENTS IN RELATION TO LEASE REVENUE BONDS, SERIES 2013 (UNION COUNTY COLLEGE CRANFORD FACILITY 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 (the "Board of Freeholders") of the County of Union, New Jersey (the "County"), as 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

WHEREAS, the County and Union County College have requested that the Authority undertake and provide financing for the design and construction of a Union County College Cranford Facility to be located, in part, on the Colleges Campus in Cranford, New Jersey, which is a facility owned and operated by the Authority, on lands currently owned by the College (the "Project"); and

WHEREAS, the Project is expected to provide new and necessary facilities for the College; and

WHEREAS, the Authority has been requested to finance the Project; and

NO SUFFICIENCY OF FUNDS REQUIRED

Frank W. Adams
6-13-2013

INTRODUCTION				RECORD OF VOTE				FINAL ADOPTION							
FREEHOLDER	Aye	Nay	Abs	Pass	Ord.	Sec	NP	FREEHOLDER	Aye	Nay	Abs	Pass	Ord.	Sec	NP
BERGEN	X							BERGEN	X						
ESTRADA	X							ESTRADA	X						
JALLOH	X							JALLOH	X						
KOWALSKI	X							KOWALSKI	X						
MIRABELLA	X					X		MIRABELLA	X						
SULLIVAN	X				X			SULLIVAN	X				X		
WRIGHT	X							WRIGHT	X						
HUDAK VICE CHAIRMAN			X					HUDAK VICE CHAIRMAN			X				
CARTER CHAIRMAN	X							CARTER CHAIRMAN							X

APPROVED AS TO FORM

 COUNTY ATTORNEY

I hereby certify the above is an original ordinance adopted by the Board of Chosen Freeholders of the County of Union on the aforementioned date.

 CLERK

I hereby certify this is a true copy of a ordinance adopted by the Board of Chosen Freeholders of the County of Union on the aforementioned date.

 CLERK

WHEREAS, the Authority plans to issue not to exceed \$15,000,000 in Lease Revenue Bonds, Series 2013 (Tax Exempt) (County College Cranford Facility Project) in two or more series being County of Union General Obligation Lease Revenue Bonds, Series 2013A (County College Cranford Facility Project) (the "Series 2013A Bonds"), and County of Union General Obligation Lease Revenue Bonds, Series 2013B (County College Cranford Facility Project) (Chapter 12 Supported) (the "Series 2013B Bonds", and together with the Series 2013A Bonds, the "Series 2013 Bonds") pursuant to: (i) the Act; (ii) a bond resolution of the Authority to be adopted by the Authority entitled "**RESOLUTION AUTHORIZING THE ISSUANCE OF UNION COUNTY IMPROVEMENT AUTHORITY LEASE REVENUE BONDS, SERIES 2013 (UNION COUNTY COLLEGE CRANFORD FACILITY PROJECT) AND ADDITIONAL BONDS OR NOTES OF THE UNION COUNTY IMPROVEMENT AUTHORITY**" (the "Bond Resolution"); and (iii) all other applicable law; 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 Chosen Freeholders of the County, which report shall include copies or a description of, without limitation, the various financing documents; and

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 Project to the County pursuant to the terms of a "Lease Agreement (Union County College Cranford Facility Project)" to be dated as of the first day of the month of issuance of the Bonds between the Authority, as lessor, and the County (together with any amendments thereof or supplements thereto in accordance with its terms, the "Lease Agreement"); and

WHEREAS, during the term of this Lease, title to the Project will reside with the Authority; and

WHEREAS, the County will sublease the Project to the College pursuant to the terms of that certain "Sublease Purchase Agreement ((Union County College Cranford Facility Project)" to be dated as of the first day of the month of issuance of the Bonds between the County, as lessor, and the College (together with any amendments thereof or supplements thereto in accordance with its terms, the "Sub-Lease Agreement")

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 Chosen Freeholders 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 N.J. S. A. 40:37A-54(a), and N.J.S.A. 40:37A-78, the Authority made 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 (as herein defined), the Sub-Lease Agreement (as defined herein) and Continuing Disclosure Agreement (the "Financing Documents"); 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 of Union; (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 of Union and will not create an undue financial burden to be placed upon the County.

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

Section 1. Pursuant to Section 78 of the County Improvement Authorities Law (N.J.S.A. 40A37A-44 *et seq.*) the County is hereby authorized and directed to enter into and perform the Lease Agreement which Lease Agreement provides for the leasing of the Project acquired and constructed with the proceeds of the Series 2013 Bonds and any additional bonds to be issued by the Authority under the Bond Resolution, and the County is hereby authorized and directed to enter into and perform the Sub-Lease Agreement, and the County Manager, Director of Finance, County Treasurer, Assistant 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, to execute or acknowledge each of the Financing Documents to be so executed or acknowledged by the County.

Section 2. The Clerk of the Board of Chosen Freeholders 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 full faith and credit of the County are hereby pledged to the punctual payment of the obligations set forth in the Lease Agreement authorized by this ordinance, including without limitations (i) all Basic Lease Payment and Additional Lease Payment obligations of the County under the Lease Agreement including, Authority Administrative Expenses, (ii) all amounts due and owing to the Authority as a result of payments made by the Authority related to the enforcement of the Lease Agreement and (iii) all direct and indirect costs of the Authority related to the enforcement of the Lease Agreement ((i), (ii), and (iii) above are hereinafter collectively referred to as the "Lease Payment Obligation").

The Lease Payment Obligation under the Lease Agreement shall be a direct, unlimited and general obligation of the County, not subject to annual appropriation by the County, pursuant to the Act, and unless paid from other sources, the County shall be obligated to levy *ad valorem* taxes upon all the taxable property within the County for the payment of the Lease Payment Obligation thereunder without limitation as to rate or amount. All representatives; officials and employees of the County are hereby authorized and directed to enforce and to implement the provisions of the Lease Agreement.

Section 5. The Board of Chosen Freeholders of the County of Union 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 the (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 Project, 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 6. A public hearing shall be held on this ordinance on June 27, 2013 at the meeting room of the Board of Chosen Freeholders, Administration Building, Elizabeth, New Jersey.

Section 7. The Clerk of the Board is hereby directed to publish and post notice of this ordinance as required by law.

Section 8. 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 9. This ordinance shall take effect at the time and in the manner prescribed by law.