



UNION COUNTY BOARD OF CHOSEN FREEHOLDERS

ORDINANCE NUMBER: *777-2016*
 DATE OF INTRODUCTION: *8/18/16*
 DATE OF ADOPTION: *9/15/2016*

8/18/2016

AN ORDINANCE OF THE COUNTY OF UNION, STATE OF NEW JERSEY AUTHORIZING THE GUARANTY OF THE PAYMENT OF THE PRINCIPAL OF AND INTEREST ON NOT EXCEEDING \$59,000,000 AGGREGATE PRINCIPAL AMOUNT OF COUNTY-GUARANTEED LEASE REVENUE BONDS, SERIES 2016 (COMMUNITY CENTER AND LIBRARY PROJECT), ISSUED BY THE UNION COUNTY IMPROVEMENT AUTHORITY FOR THE PURPOSE OF PROVIDING ADDITIONAL SECURITY THEREFOR AND DETERMINING CERTAIN OTHER MATTERS IN CONNECTION THEREWITH

WHEREAS, the Union County Improvement Authority (the "Authority") has been duly created by resolution of the Board of Chosen Freeholders (the "Board") of the County of Union, State of New Jersey (the "County"), duly adopted June 5, 1986, as a public body corporate and politic of the State of New Jersey pursuant to and in accordance with the county improvement authorities law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State, and the acts amendatory thereof and supplemental thereto (the "Act"); and

WHEREAS, the County has created the Authority for the express purpose, among other things, of facilitating the development and financing of public facilities and development projects within the County; and

Continued...

NO SUFFICIENCY OF FUNDS REQUIRED

Enacted 8/18/16

INTRODUCTION								RECORD OF VOTE								FINAL ADOPTION							
FREEHOLDER	Aye	Nay	Abs	Pass	Ord.	Sec	NP	FREEHOLDER	Aye	Nay	Abs	Pass	Ord.	Sec	NP								
CARTER								CARTER	X					X									
ESTRADA		✓						ESTRADA			X												
HUDAK							✓	HUDAK	X														
JALLOH							✓	JALLOH							X								
KOWALSKI	✓						✓	KOWALSKI	X														
MIRABELLA	✓				✓			MIRABELLA	X				X										
WRIGHT			✓					WRIGHT	X														
GRANADOS VICE CHAIRMAN	✓							GRANADOS VICE CHAIRMAN	X														
BERGEN CHAIRMAN	✓							BERGEN 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 Facilities constitute a “public facility” as such term is defined in the Act; and

WHEREAS, pursuant to the terms of the Act, the Authority is authorized to provide public facilities, within the County, including the financing of the acquisition of same; and

WHEREAS, the Borough of Roselle, New Jersey (the “Borough”) has acquired from the Board of Education of the Borough a parcel of land located at Block 1105, Lot 10 (the “Land”) on the official tax map of the Borough for the express purpose of, among other things, implementing the design, development, finance, construction, maintenance and operation of a community center and public library complex (the “Facilities”); and

WHEREAS, in order to finance the Facilities, the Authority will issue bonds in one or more series in an aggregate principal amount not to exceed \$59,000,000, to be designated as “County Guaranteed Lease Revenue Bonds, Series 2016 (Community Center and Library Project)” (the “Bonds”) with such further designation and in accordance with the terms of a resolution of the Authority entitled “Resolution Authorizing the Issuance of Lease Revenue Bonds, Series 2016 (Community Center and Library Project) of the Union County Improvement Authority” (together with any amendments thereof or supplements thereto in accordance with the terms thereof, the “Bond Resolution”) to assist the Borough with the financing of such costs; and

WHEREAS, the Borough has requested that the Authority finance the undertaking of the Facilities through the issuance of its bonds; and

WHEREAS, the Authority has requested the County to unconditionally guaranty the payment of principal of and interest on the Bonds to finance the Facilities; and

WHEREAS, to provide an inducement to the prospective purchasers of the Bonds to purchase same and to provide security to the holders thereof, and in accordance with N.J.S.A. 40:37A-80 the County has agreed that the principal of and interest on the Bonds shall be fully, unconditionally and irrevocably guaranteed in an aggregate principal amount not to exceed \$59,000,000 pursuant to the terms of: (i) this guaranty ordinance of the County to be finally adopted by the Board (the “County Guaranty”), (ii) a guaranty agreement by and between the County and the Authority (the “Guaranty Agreement”), and (iii) a guaranty certificate (collectively, the “Bond Guaranty”) to be executed by the Chairman of the Board of Chosen Freeholders (“Chairman”) on the face of each Bond, all pursuant to Section 37 (“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 will have made a detailed report to the Board, which report will include, without limitation, the Bond Resolution, the Bonds and the Guaranty Agreement (collectively, the “Financing Documents”).

NOW, THEREFORE, BE IT ORDAINED BY THE BOARD OF CHOSEN FREEHOLDERS OF THE COUNTY OF UNION STATE OF NEW JERSEY (not less than two-thirds of all members thereof affirmatively concurring), as follows:

SECTION 1. The recitals are fully incorporated herein by this reference.

SECTION 2. This guaranty ordinance shall be adopted by the Board in the manner provided for adoption of a bond ordinance as provided in the Local Bond Law, N.J.S.A. 40A:2-1 *et seq.*, as amended and supplemented (the “Local Bond Law”).

SECTION 3. Pursuant to and in accordance with the terms of the Act, specifically Section 37 of the Act (N.J.S.A. 40:37A-80), the County is hereby authorized to and hereby shall fully, unconditionally and irrevocably guaranty the punctual payment of the principal of and interest on, calculated on a tax-exempt basis, the Bonds in an aggregate principal amount not exceeding \$59,000,000, which Bonds are to be issued to finance the Facilities as described in the recitals hereto, on such terms and conditions as may be agreed to by and between the County and the Authority in the Financing Documents and in such other documents related thereto and as are reflected in this guaranty ordinance and in the guaranty certificate on the face of each Bond. Upon the endorsement of the Bonds referred to in Section 4 below, the County shall be fully, unconditionally and irrevocably obligated to pay the principal of and interest on the Bonds in the same manner and to the same extent as in the case of bonds issued by the County and accordingly, the County shall be unconditionally and irrevocably obligated to levy *ad valorem* taxes upon all the taxable property within the County for the payment thereof without limitation as to rate or amount when required under the provisions of applicable law. The full faith and credit of the County are hereby pledged for the full and punctual performance of said Bond Guaranty.

SECTION 4 The Chairman shall, by manual or facsimile signature, and is hereby authorized and directed to execute an endorsement on each of the Bonds evidencing this Bond Guaranty by the County as to the punctual payment of the principal of and interest on the Bonds. The endorsement on each Bond shall be in substantially the following form, and absent the fully executed endorsement in such following form on any such Bond, such Bond shall not be entitled to the benefits of this guaranty ordinance:

“GUARANTY OF THE COUNTY OF UNION, STATE OF NEW JERSEY

The payment of the principal of and interest on the within Bond shall be fully, irrevocably and unconditionally guaranteed by the County of Union, State of New Jersey (the “County”) in accordance with the provisions of *N.J.S.A. 40:37A-80* and the guaranty ordinance of the County finally adopted pursuant thereto, and the County is fully, irrevocably and unconditionally liable for the payment, when due, of the principal of and interest on this Bond, and, if necessary, the County shall levy *ad valorem* taxes upon all the taxable property within the County without limitation as to rate or amount in order to make such payment.

IN WITNESS WHEREOF, the County has caused this Bond Guaranty to be executed by the manual or facsimile signature of its Chairman of the Board of Chosen Freeholders, all as of the date of the within Bond.

COUNTY OF UNION, STATE OF NEW JERSEY

By: _____
“Chairman of the Board of Chosen Freeholders”

The Chairman is hereby further authorized and directed to negotiate, with the advice of counsel and professional staff to approve, execute or acknowledge such other certificates or agreements relating to this full, irrevocable and unconditional Bond Guaranty that may be required in connection with the Authority’s issuance of the Bonds, including, without limitation, the Guaranty Agreement. Such further agreement or certificate shall not in any manner relieve the County from its obligations hereunder.

SECTION 5. The following additional matters are hereby found, determined and declared by the County:

(a) This guaranty ordinance may be adopted notwithstanding any statutory or other debt limitations, including, particularly, any limitation or requirement under or pursuant to the Local Bond Law, but the aggregate principal amount of the Bonds that shall be entitled to the benefits of this Bond Guaranty, being an amount not to exceed \$59,000,000, shall, after their issuance, be included in the gross debt of the County for the purpose of determining the indebtedness of the County under or pursuant to the Local Bond Law.

(b) The principal amount of Bonds entitled to the benefits of this Bond Guaranty and included in the gross debt of the County shall be deducted and is hereby declared to be and to constitute a deduction from such gross debt under and for all the purposes of the Local Bond Law (i) from and after the time of issuance of the Bonds until the end of the fiscal year beginning next after the completion of the Facilities, and (ii) in any annual debt statement filed pursuant to the Local Bond Law as of the end of said fiscal year or any subsequent fiscal year if the revenues or other receipts or moneys of the Authority relative to the Facilities in such year are sufficient to pay its expenses of operation and maintenance in such year and all amounts payable in such year on account of the principal of and interest on all such Bonds, all bonds of the County issued as provided in Section 36 of the Act (*N.J.S.A. 40:37A-79*) and all bonds of the Authority issued under the Act.

SECTION 6. The following matters are hereby determined, declared, recited and stated:

(a) The maximum principal amount of Bonds (including one or more series of bonds and/or notes issued in anticipation thereof) of the Authority that are hereby and hereunder fully, unconditionally and irrevocably guaranteed as to the punctual payment of the principal thereof and interest thereon is \$59,000,000; the maximum principal amount of Bonds (including one or more series of bonds and/or notes issued in anticipation thereof) of the Authority that may be outstanding at any one time is \$59,000,000; and the maximum estimated cost of the Facilities to be financed in accordance with the transaction contemplated hereby is \$59,000,000.

(b) The purpose described in this guaranty ordinance is not a current expense of the County and no part of the cost thereof has been or shall be assessed on property specially benefited thereby.

(c) The Bonds shall mature within thirty (30) years from the date of issue.

(d) A supplemental debt statement of the County has been duly made and filed in the office of the Clerk of the Board, and a complete executed duplicate thereof has been filed in the office of the Director of the Division of Local Government Services in the New Jersey Department of Community Affairs, and such debt statement shows that while the gross debt of the County, as defined in the Local Bond Law, is increased by this guaranty ordinance by the amount of the Bonds issued by the Authority, which amount shall not exceed \$59,000,000, upon the satisfaction of the conditions set forth in *N.J.S.A. 40:37A-80*, in accordance with the provisions of the Act, the net debt of the County is not increased, and the obligation of the County authorized by or incurred pursuant to the terms of this guaranty ordinance is permitted by an exception to the debt limitations of the Local Bond Law, which exception is contained in the Act, so long as the payment obligations of the County hereunder are not called upon.

(e) All other items to be contained in a bond ordinance adopted pursuant to the Local Bond Law are hereby determined to be inapplicable to the County's guaranty of the Bonds hereby.

SECTION 7. The County hereby covenants and agrees to comply with the requirements of Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended and supplemented, including the secondary market disclosure requirements contained therein, and agrees to covenant to such compliance in the Guaranty Agreement. The Chairman or any other Authorized County Representative are each hereby authorized and directed to execute and deliver the Continuing Disclosure Agreement to the Authority, approve and "deem final" the Preliminary and Final Official Statements of the Authority to the extent the information contained therein relates to the County and to execute and deliver all certificates, documents and agreements to the Authority in connection therewith and to file budgetary, financial and operating data on an annual basis and notices of certain enumerated events as required to comply with and in accordance with the provisions of the Rule.

SECTION 8. To the extent one or more series of the Bonds are not issued in 2016, references herein to "2016" may without any further action be changed to the year of issuance of such Bonds and all dates related to such year of issuance shall be automatically adjusted.

SECTION 9. A public hearing shall be held on this ordinance on September 15, 2016 at 7:00 pm at the Union County Administration Building, 10 Elizabethtown Plaza 6th floor, Elizabeth, New Jersey 07207.

SECTION 10. The Clerk of the Board is hereby directed to publish and post notice of this ordinance as required by law.

SECTION 11. Upon the adoption hereof, the Clerk of the Board shall forward certified copies of this ordinance to the County Manager, County Counsel, the Executive Director of the Authority, Bond Counsel to the Authority, Matthew D. Jessup, Esq., of McManimon, Scotland & Baumann, LLC. and Bond Counsel to the County, Rogut McCarthy, LLC.

SECTION 12. This guaranty ordinance shall take effect at the time and in the manner provided by law.