



5/13/2010

UNION COUNTY BOARD OF CHOSEN FREEHOLDERS

ORDINANCE NUMBER: 705-2010
 DATE OF INTRODUCTION: 5/13/2010
 DATE OF ADOPTION: 6/10/2010

ORDINANCE PROVIDING THE CONSENT OF THE BOARD OF CHOSEN FREEHOLDERS OF THE COUNTY OF UNION TO THE ISSUANCE BY THE UNION COUNTY IMPROVEMENT AUTHORITY OF ITS TAX-EXEMPT BONDS IN THE AMOUNT OF NOT TO EXCEED \$3,360,000 AS FINANCING FOR THE UNION COUNTY CHILD ADVOCACY CENTER PROJECT TO BE UNDERTAKEN BY THE 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 a public body corporate and politic of the State of New Jersey (the "State") pursuant to 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 Authority is authorized under the provisions of the Act to acquire real estate within the County by lease or purchase and to construct, reconstruct and rehabilitate improvements thereon; and


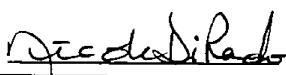
WHEREAS, the Authority and the County are in the process of entering into a shared Services Agreement whereby the Authority has assumed a number of responsibilities relating to and in support of the proposed renovations and/or construction in connection with the Union County Child Advocacy Center Project (the "Project"); and

NO SUFFICIENCY OF FUNDS REQUIRED

CONTINUED...

Frank W. Adams
5-12-2010

INTRODUCTION				RECORD OF VOTE				FINAL ADOPTION							
FREEHOLDER	Aye	Nay	Abs	Pass	Ord.	Sec	NP	FREEHOLDER	Aye	Nay	Abs	Pass	Ord.	Sec	NP
ESTRADA	X							ESTRADA	X						
JALLOH	X							JALLOH	X						
KOWALSKI	X					X		KOWALSKI	X						
MIRABELLA							X	MIRABELLA	X					X	
PROCTOR	X							PROCTOR	X						
VAN BLAKE							X	VAN BLAKE	X						
WARD							X	WARD	X						
SCANLON VICE CHAIRMAN	X							SCANLON VICE CHAIRMAN	X						
SULLIVAN CHAIRMAN	X				X			SULLIVAN CHAIRMAN	X				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 is authorized by the Act, including without limitation Section 11 thereof (N.J.S.A. 40:37A-54(a)), to provide (i) public facilities for use by the County, including, without limitation, the provision for the acquisition of land (the "Property") for and/or the demolition, construction and renovation, as applicable, of the proposed Union County Child Advocacy Center Project located in the City of Elizabeth, and the acquisition of equipment and fixtures therefore; and

WHEREAS, the Authority had determined that in order to under take the Project the Authority will issue not to exceed \$3,360,000 of its "Revenue Bonds, Series 2010" (Union County Child Advocacy Center Project) (the "2010 Bonds"), to be secured by the Union County Child Advocacy Center Project Loan and Security Agreement ("Loan Agreement"), and to further induce the prospective purchasers of the 2010 Bonds to purchase the same, it will be necessary that payment of the principal of (including sinking fund installments, if any) and interest on the herein defined 2010 Bonds be secured by a full faith and credit, unconditional and irrevocable guaranty of the County in accordance with this guaranty ordinance to be finally adopted by the governing body of the County and a guaranty certificate executed on the face of each Bond upon the issuance thereof by an authorized officer of the County (the "Guaranty"), all in accordance with Section 37 ("Section 37") of the Act (N.J.S.A. 40:37A-80) and other applicable law; and

WHEREAS, the proceeds of the 2010 Bonds will be applied to, inter alia, the payment of (a) the costs of the demolition, construction and reconstruction, as applicable, of the Union County Child Advocacy Project (b) the costs of the acquisition of equipment and fixtures for the Project, (c) costs of issuing the 2010 Bonds, (d) capitalized interest on the 2010 Bonds, if any, and (e) any other costs set forth in the Bond Resolution (hereinafter defined); and

WHEREAS, the County has determined to adopt a guaranty ordinance securing the timely payment of the principal of, redemption premium, if any, and the interest on the 2010 Bonds; and

WHEREAS, the 2010 Bonds have such other terms as shall be set forth in that certain Resolution authorizing the issuance of the "Union County Improvement Authority Revenue Bonds, Series 2010 (Union County Child Advocacy Center Project) of the Union County Improvement Authority and any Additional Bonds or Notes of the Union County Improvement Authority" adopted by the Authority prior to the issuance of the Bond (the "Initial Bond Resolution" and any amendments or supplements thereto in accordance with the terms thereof may be collectively referred to as the "Bond Resolution"); and

WHEREAS, the payment of the principal of and interests on the 2010 Bonds are secured by a Deficiency Agreement by and among the County, the Trustee for the 2010 Bonds and the Authority (the "Union County Child Advocacy Center Project, Series 2010 Bonds Deficiency Agreement"); and

WHEREAS, the Authority has made application, on behalf of 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 Loan Agreement, the Union County Child Advocacy Center Project Deficiency Agreement and the Guaranty; and

WHEREAS, in accordance with the terms of Section 37 of the Act (N.J.S.A. 40:37A-80) and the 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 2010 Bonds; and

WHEREAS, in order to market and sell the 2010 Bonds , (i) the Authority shall issue a Preliminary Official Statement (the "POS") and a final Official Statement (the "OS") , (ii) the Authority shall enter into a negotiated sale of the 2010 Bonds with one or more underwriters (collectively, the "Underwriter") pursuant to the terms of a bond purchase agreement (the "BPA"), (iii) the Authority, the County and the trustee for the 2010 Bonds, or any successor

thereto in accordance with the terms of the Bond Resolution (the "Trustee") shall enter into a Continuing Disclosure Agreement (the "Continuing Disclosure Agreement") upon the issuance of the 2010 Bonds if necessary, convenient, useful or desirable in connection with Rule 15c2-12 promulgated by the Securities and Exchange Commission Act of 1934, as amended, or any successor rule or regulation thereto ("Rule 15c2-12"), and (iv) the County and the Authority shall take such actions and shall authorize, execute or acknowledge, as the case may be, and deliver such other documents, instruments or certificates as Bond Counsel to the Authority and to the County deem necessary, convenient, useful or desirable in order to issue the 2010 Bonds (collectively, the "Certificate"); 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 services for the needs of the inhabitants of the County and will not create an undue financial burden to be placed upon the Authority or the Participants.

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

Section 1. In accordance with Section 13 and all other applicable law, the Board of Freeholders hereby consents to (i) the Project and the financing of same, (ii) the execution and delivery by the Authority of the Bond Resolution, the Bond Documents, the Loan Agreement, the Union County Child Advocacy Center Project Deficiency Agreement, Continuing Disclosure Agreements, and such other documents as necessary and reasonable for the transaction (the "Financing Documents"), which documents shall be filed with the Clerk of the Board prior to the issuance of any Bonds, (iii) the adoption by the Authority of the Bond Resolution, and (iv) the issuance, sale and delivery of the Bonds to effect such purpose. The consent hereto given to the Financing Documents contemplates the insertion of the final financing terms.

Section 2. This ordinance shall take effect at the time and in the manner provided by law.

Section 3. Upon the adoption hereof, the Clerk of the Board of Freeholders shall forward certified copies of this ordinance to the County Manager, County Counsel, Executive Director of the Authority, and the Law Office of John G. Hudak, Esq., LLC, Bond Counsel to the Authority.