



UNION COUNTY BOARD OF CHOSEN FREEHOLDERS

5/13/2010

ORDINANCE NUMBER: 707-2010
 DATE OF INTRODUCTION: 5.13.10
 DATE OF ADOPTION: 6/10/2010

ORDINANCE OF THE BOARD OF CHOSEN FREEHOLDERS OF THE COUNTY OF UNION, NEW JERSEY AUTHORIZING THE EXECUTION OR ACKNOWLEDGMENT AND DELIVERY BY THE COUNTY OF UNION OF CERTAIN AGREEMENTS IN CONNECTION WITH THE UNION COUNTY IMPROVEMENT AUTHORITY'S REVENUE BONDS, SERIES 2010 (UNION COUNTY CHILD ADVOCACY CENTER PROJECT) IN AN AGGREGATE PRINCIPAL AMOUNT NOT EXCEEDING \$3,360,000.

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

Frank Wadsworth
5-13-10

Continued...

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							KOWALSKI	X						
MIRABELLA							X	MIRABELLA	X						
PROCTOR	X							PROCTOR	X						
VAN BLAKE							X	VAN BLAKE	X						
WARD							X	WARD	X						
SCANLON VICE CHAIRMAN	X					X		SCANLON VICE CHAIRMAN	X					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, 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);

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 will be 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"); 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 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 GOVERNING BODY OF THE COUNTY OF UNION, NEW JERSEY (not less than two-thirds of the full membership thereof affirmatively concurring) as follows:

Section 1. The Project and the financing of the Project through the Financing Documents (hereinafter defined) is hereby approved.

Section 2. The County Manager, Chief Financial Officer, 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, of the Union County Child Advocacy Center Project Deficiency Agreement, Series 2010 Bonds, the Union County Child Advocacy Center Project Loan and Security Agreement, the County Guaranty and the Continuing Disclosure Agreement and all other financing documents (collectively the "Financing Documents") to be so executed or acknowledged by the County, to execute or acknowledge and deliver such documents in substantially the forms presented hereto, with such changes thereto as the Authorized Officer, after consultation with counsel to the County, and other professional

advisors to the County and the Authority (the "Consultants"), deems their sole discretion to be necessary, desirable or convenient for the execution thereof and to consummate the transactions contemplated hereby, which execution thereof shall conclusively evidence the Authorized Officer's approval of any changes to the forms thereof that will result from the sale of the Bonds, which financing terms shall be limited only by those financing term parameters set forth in the application of the Authority filed with the State Local Finance Board relating to the Bonds and the parameters set forth herein.

Section 3. The Clerk of the Freeholder Board (the "Clerk of the Board") is hereby authorized and directed, upon the execution or acknowledgment of the documents set forth in Section 2 hereof in accordance with the terms of Section 2 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 4. Upon the execution or acknowledgment and attestation of and, if required, the affixing of the seal on the documents set forth in Section 2 hereof as contemplated by Sections 2 and 3 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 5. The Freeholder Board hereby authorizes the preparation and the distribution of financial statements and demographic and other information concerning the County, the Project, the Financing Documents and the transactions contemplated thereby contained in the Preliminary Official Statement and the Official Statement to be issued in connection with the marketing of the Bonds. In furtherance of such authorization, the Freeholder Board hereby directs the Authorized Officer to take such action and execute such certificates, documents or instruments as the Authorized Officer, after consultation with the Consultants deems in their discretion to be necessary, desirable or convenient in connection with the preparation and distribution of the Preliminary Official Statement and the Official Statement to market the Bonds at the most efficient economical cost to the County, including without limitation, the execution and delivery of the County Letter in such form as is required by the Authority, the Underwriter and the Consultants to market the Bonds.

Section 6. The Freeholder Board hereby authorizes the performance of any act, the execution or acknowledgment and delivery of any other document, instrument or closing certificate, including without limitation, bring down certificates concerning the County Letter, which the Authorized Officer, after consultation with the Consultants, deems necessary, desirable or convenient in connection with this contemplated transaction, and the Board of Freeholders hereby directs the Authorized Officer to execute or acknowledge, 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) Preliminary Official Statement is "deemed final" for the purposes and within the meaning of Rule 15c2-12 and (ii)

Official Statement 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 the Preliminary Official Statement and the Official Statement complies with Section 10 and Rule 10b-5 thereunder, of the Securities Exchange Act of 1934, 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 7. Notwithstanding anything contained herein to the contrary, it is expressly agreed and understood that the Authority may issue the Bonds in one or several series, accordance with one or more Preliminary Official Statement(s) and Official Statement(s), Continuing Disclosure Agreement(s), Guaranty(s), County Letter(s), Acquisition of 10 Cherry Street Deficiency Agreement, Series 2007 Bonds and Financing Document(s) and in accordance with one or more plans of financing.

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

Section 9. A public hearing shall be held on this ordinance on _____, 2010 at 7 P.M. at the Administration Building, 6th Floor, Elizabeth, New Jersey.

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 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.