

UNION COUNTY BOARD OF CHOSEN FREEHOLDERS

ORDINANCE NO: 645-2007
 DATE OF INTRO: 3/29/2007
 DATE OF ADOPTION: 4/19/2007

3/29/2007

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 \$1,275,000 AS FINANCING FOR THE ACQUISITION OF 10 CHERRY STREET 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

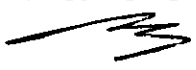
WHEREAS, the Authority had previously authorized ARD Appraisal Company to undertake an appraisal of 10 Cherry Street, Elizabeth, New Jersey (the "Property") in order to ascertain the market value of said Property; and

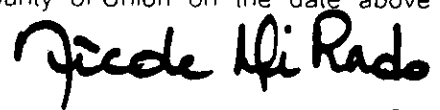
WHEREAS, the Authority has received a copy of the appraisal for the Property and determined that it is in the best interest of the Authority to acquire the Property (the "Project"); and

WHEREAS, the Authority has determined that in order to acquire the Property the Authority will issue not to exceed \$1,275,000 of its "Revenue Bonds, Series 2007" (Acquisition of 10 Cherry Street) (the "2007 Bonds"), and to induce the prospective purchasers of the 2007 Bonds of the Authority issued for the Project 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 2007 Bonds be secured by a full faith and credit, unconditional and irrevocable guaranty of the County in accordance with a 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

NO CERTIFICATION OF VALIDITY
Frank DeLuca

INTRODUCTION					RECORD OF VOTE					CONTINUED FINAL ADOPTION						
FREEHOLDER	Aye	Nay	Abs	Pass	Ord.	Sec	NP	FREEHOLDER	Aye	Nay	Abs	Pass	Ord.	Sec	NP	
HOLMES	X					X		HOLMES	X							
MAPP	X							MAPP	X							
MIRABELLA	X							MIRABELLA	X							
PROCTOR	X							PROCTOR	X							
SCANLON	X				X			SCANLON	X				X			
SULLIVAN	X							SULLIVAN	X					X		
WARD	X							WARD	X							
ESTRADA VICE-CHAIRMAN	X							ESTRADA VICE-CHAIRMAN							X	
KOWALSKI CHAIRWOMAN	X							KOWALSKI CHAIRWOMAN	X							

APPROVED AS TO FORM

 COUNTY ATTORNEY

I hereby certify the above to be a true copy of a resolution adopted by the Board of Chosen Freeholders of the County of Union on the date above mentioned.

 CLERK

WHEREAS, the Authority will issue its "Revenue Bonds, Series 2007" (Acquisition of 10 Cherry Street)" to provide financing for the acquisition and improvement of the Property; and

WHEREAS, the 2007 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 2007 (Acquisition of 10 Cherry Street) 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 2007 Bonds are secured by a Deficiency Agreement by and among the County, the Trustee for the 2007 Bonds and the Authority (the "Acquisition of 10 Cherry Street Deficiency Agreement, Series 2007 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 Acquisition of 10 Cherry Street 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 2007 Bonds; and

WHEREAS, in order to market and sell the 2007 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 2007 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 2007 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 2007 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 2007 Bonds (collectively, the "Certificate"); and

WHEREAS, in order to induce the prospective purchasers of the 2007 Bonds to purchase same, the 2007 Bonds shall otherwise be secured by a guaranty ordinance of the County, unconditionally and irrevocably guaranteeing the principal of and interest on the 2007 Bonds , all pursuant to Section 37 of the Act (N.J.S.A. 40:37A-80); and

WHEREAS, the Authority has made application 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 Project; 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 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.

LEGAL NOTICES

LEGAL NOTICES

ORDINANCE NO. 645-2007 Intro Date: 3/29/2007
 NOTICE IS HEREBY GIVEN that the following proposed Ordinance was introduced and passed on the first reading at a Regular Meeting of the Board of Chosen Freeholders of the County of Union, New Jersey held on the 29th day of March, 2007 and said Ordinance will be taken up for further consideration for final passage at a meeting of said Board to be held at its meeting room in the Administration Building, Elizabeth, New Jersey, on the 19th day of April 2007, at 7:00 p.m., or as soon thereafter as said matter can be reached, at which time and place all persons who may be interested therein will be given an opportunity to be heard concerning same. A copy of this Ordinance has been posted on the Bulletin Board upon which public notices are customarily posted in the Union County Administration Building of the County of Union and a copy is available up to and including the time of such meeting to the members of the general public of the County who shall request such copies, at the Office of the Clerk of the Board of Chosen Freeholders in said Administration Building, Elizabeth, New Jersey.
 Nicole L. DiRaddo, Clerk of the Board of Chosen Freeholders
 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 \$1,275,000 AS FINANCING FOR THE ACQUISITION OF 10 CHERRY STREET 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 had previously authorized ARD Appraisal Company to undertake an appraisal of 10 Cherry Street, Elizabeth, New Jersey (the "Property") in order to ascertain the market value of said Property; and
 WHEREAS, the Authority has received a copy of the appraisal for the Property and determined that it is in the best interest of the Authority to acquire the Property (the "Project"); and
 WHEREAS, the Authority has determined that in order to acquire the Property the Authority will issue not to exceed \$1,275,000 of its "Revenue Bonds, Series 2007" (Acquisition of 10 Cherry Street) (the "2007 Bonds"), and to induce the prospective purchasers of the 2007 Bonds of the Authority issued for the Project 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 2007 Bonds be secured by a full faith and credit, unconditional and irrevocable guaranty of the County in accordance with a 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 of the Act (N.J.S.A. 40:37A-80) and other applicable law; and
 WHEREAS, the Authority will issue its "Revenue Bonds, Series 2007" (Acquisition of 10 Cherry Street) to provide financing for the acquisition and improvement of the Property; and
 WHEREAS, the 2007 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 2007" (Acquisition of 10 Cherry Street) 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 2007 Bonds are secured by a Deficiency Agreement by and among the County, the Trustee for the 2007 Bonds and the Authority (the "Acquisition of 10 Cherry Street Deficiency Agreement, Series 2007 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 Acquisition of 10 Cherry Street 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 2007 Bonds; and
 WHEREAS, in order to market and sell the 2007 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 2007 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 2007 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 2007 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 2007 Bonds (collectively, the "Certificate"); and
 WHEREAS, in order to induce the prospective purchasers of the 2007 Bonds to purchase same, the 2007 Bonds shall otherwise be secured by a guaranty ordinance of the County, unconditionally and irrevocably guaranteeing the principal of and interest on the 2007 Bonds, all pursuant to Section 37 of the Act (N.J.S.A. 40:37A-80); and
 WHEREAS, the Authority has made application 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 Project; 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 33 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 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.
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STATE OF NEW JERSEY } SS
COUNTY OF ESSEX }

Lauren Kincaid

Being duly sworn, according to law, on her oath sayeth that

She is Clerk of the

Star-Ledger, in said County of Essex, and that the notice, of

which the attached is a copy, was published in said paper

on the 4th day of April 2007

and continued therein for _____

successively, at least once in each _____

for 1 day

Lauren Kincaid

Sworn to and subscribed

before me this 5th

day of April, 2007

Kathleen Scanzo
NOTARY PUBLIC OF NEW JERSEY

KATHLEEN SCANZO
NOTARY PUBLIC OF NEW JERSEY
MY COMMISSION EXPIRES NOV. 13, 2007