

MONROE TOWNSHIP, MIDDLESEX COUNTY

ORDINANCE NO.: O-7-2017-016

AN ORDINANCE OF THE TOWNSHIP OF MONROE, IN THE COUNTY OF MIDDLESEX, STATE OF NEW JERSEY, APPROVING AND AUTHORIZING THE ENTERING INTO, EXECUTION AND DELIVERY OF A LEASE AND AGREEMENT WITH THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY RELATING TO THE ISSUANCE OF COUNTY-GUARANTEED CAPITAL EQUIPMENT AND IMPROVEMENT REVENUE BONDS, SERIES 2017 OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY

WHEREAS, the Middlesex County Improvement Authority (the "Authority") is authorized to issue its bonds pursuant to the provisions of the County Improvement Authorities Law, chapter 183 of the Laws of New Jersey of 1960, as amended and supplemented (N.J.S.A. 40:37A-44 et seq.) (the "County Improvement Authorities Law"), and other applicable provisions of law; and

WHEREAS, the Authority has determined to issue its revenue bonds for the purpose of financing the various capital improvements to be undertaken by and the acquisition, installation and, as applicable, subsequent leasing of certain capital equipment, including but not limited to police and passenger vehicles, to various municipalities located in the County of Middlesex in the State of New Jersey (the "County") including the County and the Authority (the "2017 Program"); and

WHEREAS, the Township of Monroe, in the County of Middlesex, State of New Jersey (the "Municipality") has determined to participate in the 2017 Program and to lease certain police and/or passenger vehicles from the Authority; and

WHEREAS, there has been prepared and submitted to the Municipality the form of the Lease and Agreement (the "Lease"), to be entered into by and between the Authority and the Municipality, which Lease has been approved by the Authority and which is attached hereto as Exhibit A, providing for the acquisition and leasing of certain police and/or passenger vehicles from the Authority, which police and/or passenger vehicles are described in Exhibit B attached hereto and incorporated by reference herein. All terms used herein and not otherwise defined shall have the same meanings ascribed to such terms under the Lease.

NOW THEREFORE, BE IT ORDAINED AND ENACTED BY THE GOVERNING BODY OF THE TOWNSHIP OF MONROE, IN THE COUNTY OF MIDDLESEX, STATE OF NEW JERSEY (not less than two-thirds of all members thereof affirmatively concurring) **AS FOLLOWS:**

Section 1. Pursuant to section 78 of the County Improvement Authorities Law, N.J.S.A. 40:48-1 et seq., the Municipality is hereby authorized and directed to enter into and perform the Lease, which Lease provides for the leasing of certain police and/or passenger vehicles acquired with the proceeds of County-Guaranteed Capital Equipment and Improvement Revenue Bonds, Series 2017 (the "Bonds") to be issued by the Authority under a resolution of the Authority to be adopted by the Authority entitled, "Resolution of the Middlesex County Improvement Authority Authorizing the Issuance of County-Guaranteed Capital Equipment and Improvement Revenue Bonds" (the "General Bond Resolution"). The Lease, in the form submitted herewith in Exhibit A (a copy of which is on file in the office of the Clerk of the Municipality), is hereby approved with such changes, amendments or modifications as may be approved by counsel or bond counsel to the Municipality and bond counsel to the Authority and the County.

Section 2. The full faith and credit of the Municipality are hereby pledged to the punctual payment of the obligations set forth in the Lease authorized by this ordinance, including without limitation, (i) all Basic Rent and Rent obligations of the Municipality under the Lease, including Authority Administrative Expenses and Additional Rent, (ii) all amounts due and owing to the County as a result of payments made by the County on behalf of the Municipality under the Lease pursuant to the County Guarantee, including County Guarantee Costs and (iii) all direct and indirect costs of the Authority and the County related to the enforcement of the Lease and the

County Guarantee ((i), (ii) and (iii) collectively, the "Lease Payment Obligation"). The Lease Payment Obligation under the Lease shall be a direct, unlimited and general obligation of the Municipality, not subject to annual appropriation by the Municipality pursuant to the County Improvement Authorities Law, and unless paid from other sources, the Municipality shall be obligated to levy *ad valorem* taxes upon all the taxable property within the Municipality for the payment of the Lease Payment Obligation thereunder without limitation as to rate or amount.

The Mayor or other Authorized Municipal Representative (as defined in the Lease) is hereby authorized and directed to execute the Lease on behalf of the Municipality in the form as attached hereto in Exhibit A and the Clerk of the Municipality is hereby authorized and directed to attest to such signature and affix the seal of the Municipality thereto and the Lease is authorized to be delivered to the Authority. All representatives, officials and employees of the Municipality are hereby authorized and directed to enforce and to implement provisions of the Lease.

Section 3. The following additional matters are hereby determined, declared, recited and stated:

- (1) The maximum Lease Payment Obligation for which the Municipality shall be obligated hereunder, which, *inter alia*, will be used for the payment of principal of and interest on the Bonds of the Authority shall not exceed the sum necessary to (a) acquire the Municipality's police and/or passenger vehicles described in Exhibit B attached hereto which will be subject to the Lease, (b) pay interest on the Authority's Bonds allocated to the Municipality and used to acquire the Municipality's police and/or passenger vehicles, and (c) pay the Municipality's share of the costs of issuance, Authority Administrative Expenses, Additional Rent, County Guarantee Costs and all other amounts required to be paid by the Municipality under the Lease.
- (2) The Bonds shall mature within twenty (20) years from the date of issue.
- (3) The Lease Payment Obligation authorized herein shall remain effective until all the Authority's Bonds shall have been paid in full in accordance with their terms and/or when all obligations of the Municipality under the Lease have been satisfied, notwithstanding the occurrence of any other event, including but not limited to the termination of the Lease with respect to some or all of the police and/or passenger vehicles leased thereunder.
- (4) The police and/or passenger vehicles described in Exhibit B are hereby approved to be leased from the Authority in accordance with the terms of the Lease, with such changes, amendments or modifications as may be approved by counsel or bond counsel to the Authority.

Section 4. To the extent the Municipality is an "Obligated Person" (as defined under the Rule (as hereinafter defined)), the Municipality hereby 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 Lease. The Mayor, Clerk, Chief Financial Officer or other Authorized Municipal Representative are each hereby authorized and directed to execute and deliver a Continuing Disclosure Agreement, approve and "deem final" the Official Statement of the Authority and the preliminary form thereof to the extent the information contained therein relates to the Municipality and to execute and deliver all certificates, documents and agreements to the Authority in connection therewith and to file budgetary, financial and operating data of the Municipality 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 5. The Mayor, Clerk, Chief Financial Officer or Authorized Municipal Representative are each hereby authorized and directed to execute and deliver any and all certificates, documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the execution and delivery of the Lease, the leasing of the police and/or passenger vehicles which is to be the subject of the Lease and all related transactions contemplated by this ordinance.

Section 6. Upon the payment of all amounts referenced in Section 3(3) herein, the full faith and credit pledge of the Municipality as to its Lease Payment Obligations authorized herein shall cease to exist.

Section 7. The provisions of this ordinance are severable. To the extent any clause, phrase, sentence, paragraph or provision of this ordinance shall be declared invalid, illegal or unconstitutional, the remaining provisions shall continue to be in full force and effect.

Section 8. This ordinance shall take effect twenty (20) days after final adoption and publication in accordance with applicable law.

STEPHEN DALINA, Council President

| RECORDED VOTE – INTRODUCTION – July 5, 2017 | | | | | | |
|--|---------------|---------------|------------|------------|----------------|---------------|
| COUNCIL | MOTION | SECOND | AYE | NAY | ABSTAIN | ABSENT |
| Councilman Baskin | | | | | X | |
| Councilwoman Cohen | | | X | | | |
| Councilman Leibowitz | X | | X | | | |
| Council V. President Schneider | | X | X | | | |
| Council President Dalina | | | X | | | |

NOTICE

Notice is hereby given that the foregoing Ordinance was introduced and passed on first reading at a meeting of the Monroe Township Council held on July 5, 2017. Said Ordinance will again be read and considered for final passage at a meeting of the Monroe Township Council to be held on August 7, 2017 at 7:00 p.m. in the Municipal Complex, 1 Municipal Plaza, Monroe Township, New Jersey. At said time and place all persons having an interest in the foregoing ordinance will be granted an opportunity to be heard concerning the same prior to consideration for final passage by the Council.

PATRICIA REID, Township Clerk

| RECORDED VOTE – SECOND READING & FINAL ADOPTION– August 7, 2017 | | | | | | |
|--|---------------|---------------|------------|------------|----------------|---------------|
| COUNCIL | MOTION | SECOND | AYE | NAY | ABSTAIN | ABSENT |
| | | | | | | |
| Councilwoman Cohen | | | | | | |
| Councilman Leibowitz | | | | | | |
| Council V. President Schneider | | | | | | |
| Council President Dalina | | | | | | |

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MAYORAL APPROVAL

By virtue of the Optional Municipal Charter Law of 1950 and Chapter 3, Section 19 of the Code of the Township of Monroe, my approval of this Ordinance is effected by the affixing of my signature hereto.

GERALD W. TAMBURRO, Mayor

Date Signed: _____

Exhibit "B"

| <u>Lease</u> | <u>Quantity</u> | <u>Est. Cost</u> | <u>Useful Life</u> |
|---------------------------|------------------------|-------------------------|---------------------------|
| Police Patrol Cars | 2 | \$73,000.00 | 5 Years |
| Lease Total - | | \$73,000.00 | |