

**TOWNSHIP OF MAHWAH
ORDINANCE NO. 1927**

AN ORDINANCE OF THE TOWNSHIP OF MAHWAH, IN THE COUNTY OF BERGEN, NEW JERSEY APPROVING THE FORMS AND AUTHORIZING THE EXECUTION AND DELIVERY OF A LEASE AGREEMENT AND GROUND LEASE WITH THE BERGEN COUNTY IMPROVEMENT AUTHORITY RELATING TO THE ISSUANCE OF COUNTY GUARANTEED LEASE REVENUE BONDS (TOWNSHIP OF MAHWAH PROJECT) AND ANY NOTES ISSUED IN ANTICIPATION THEREOF BY THE BERGEN COUNTY IMPROVEMENT AUTHORITY

WHEREAS, the Bergen County Improvement Authority (the "Authority"), a public body corporate and politic constituting an instrumentality of the State of New Jersey (the "State") established and created under the provisions of 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"), is authorized pursuant to the terms of the Act, to provide public facilities, as such term is defined therein, within the County of Bergen, New Jersey, including financing for the acquisition of same; and

WHEREAS, the Township of Mahwah, New Jersey (the "Township") desires to undertake the planning, design, construction and equipping of a new facility (the "Facility") to house its Department of Public Works operations (the "Project") to be located on certain property owned by the Township (the "Land"); and

WHEREAS, the Township has requested the Authority's assistance in financing the Project as described herein; and

WHEREAS, the Facility constitutes a "public facility" as such term is defined in the Act; and

WHEREAS, in order to finance the Project, the Authority will issue bonds, and possibly notes issued in anticipation thereof, in one or more series, including renewals, in an aggregate principal amount not to exceed \$27,500,000, to be designated as "County Guaranteed Lease Revenue Bonds, Series 2021 (Township of Mahwah Project)" (collectively, the "Bonds") with such further or other designation and in accordance with the terms of a resolution of the Authority entitled, "County Guaranteed Lease Revenue Bond Resolution (Township of Mahwah Project)" (together with any amendments thereof or supplements thereto in accordance with the terms thereof, the "General Bond Resolution"); and

WHEREAS, the Authority will use proceeds from the sale and issuance of the Bonds to, among other things, finance the construction of the Project, and simultaneously therewith, enter into (i) a ground lease with the Township to be dated as of the first day of the month of issuance of the initial series of Bonds (together with any amendments thereof or supplements thereto in accordance with its terms, the "Ground Lease"), pursuant to which the Township will lease the Land to the Authority for its use to construct the Project, and (ii) a lease agreement with the

Township to be dated as of the first day of the month of issuance of the initial series of Bonds (together with any amendments thereof or supplements thereto in accordance with its terms, the "Lease Agreement" and, together with the Ground Lease, the "Agreements"), pursuant to which the Authority will lease the Facility to the Township for its use (the transactions contemplated hereinabove shall be referred to as the "Financing"); and

WHEREAS, pursuant to the Act, specifically Section 35 thereof (N.J.S.A. 40:37A-78), the Authority is authorized to enter into and perform any lease or other agreement, including the Agreements, with the Township for the lease from or to or use by the Township of all or any part of any public facility, including the Facility, on any terms and conditions which may be agreed upon by the Township and the Authority; and

WHEREAS, the Bonds shall be secured by valid and binding general obligation lease payments of the Township under the Lease Agreement, in scheduled lease payment amounts sufficient to pay in a timely manner the principal and redemption premium, if any, of and interest on the Bonds; and

WHEREAS, in order to further secure the interests of the holders of the Bonds, the County will fully, unconditionally and irrevocably guarantee the payment of the principal of and interest on the Bonds in an aggregate principal amount not to exceed \$27,500,000 in accordance with the terms of a guaranty ordinance of the County to be finally adopted by the Board of County Commissioners (the "County Guaranty") as evidenced by a guaranty agreement between the County and the Authority (the "County Guaranty Agreement") and by a guaranty certificate (collectively, the "County Bond Guaranty") to be executed by an authorized County representative on the face of the Bonds, all pursuant to Section 37 of the Act; 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 initial series of Bonds, the Authority will have made a detailed report to the Board of County Commissioners, which report will include, without limitation, the General Bond Resolution, the Bonds and the Lease Agreement (collectively, the "Financing Documents").

NOW, THEREFORE, BE IT ORDAINED BY THE TOWNSHIP COUNCIL OF THE TOWNSHIP OF MAHWAH, IN THE COUNTY OF BERGEN, NEW JERSEY, AS FOLLOWS:

Section 1. The Project, as further described in the Agreements (forms of which are on file in the office of the Municipal Clerk), is hereby approved and the Mayor, Administrator and the Chief Financial Officer of the Township (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 Township of the Agreements for the Facility, and such other agreements, certificates or documents that may be necessary or useful and convenient in connection with the execution of the Agreements and the issuance, from time to time, of the Bonds to be so executed or acknowledged by the Township (collectively, the "Project Documents"), to execute or acknowledge and deliver such Project Documents in substantially the forms on file in the office of the Clerk of the Township, with such changes

thereto as such Authorized Officer, after consultation with counsel to the Township, bond counsel to the Township and other professional advisors to the County and the Authority (together, the "Consultants"), deems in their discretion to be necessary, desirable or convenient for the execution thereof and to consummate the transactions contemplated hereby, which execution thereof shall conclusively evidence such Authorized Officer's approval of any changes to the forms thereof, including without limitation the amendment of debt service/lease payment schedules in the Lease Agreement for the issuance of additional series of Bonds (which includes bonds and notes issued in anticipation of bonds, or to refund prior series of bonds or notes), the insertion, from time to time, of the final financing terms in the Lease Agreement 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 Local Finance Board, in the Division of Local Government Services, Department of Community Affairs, and the parameters set forth herein.

Section 2. The Clerk of the Township is hereby authorized and directed, upon the execution or acknowledgment of the documents set forth in Section 1 hereof in accordance with Section 1 hereof, to attest to each Authorized Officer's execution or acknowledgment of such documents and is hereby further authorized and directed to thereupon affix the seal of the Township to such documents.

Section 3. Upon the execution or acknowledgment and attestation of and if required, the placing of the seal on the documents set forth in Section 2 hereof as contemplated by Sections 1 and 2 hereof, each 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 such Authorized Officer deems necessary, desirable or convenient in relation to the execution and delivery thereof.

Section 4. The Township hereby authorizes the preparation and the distribution of financial statements and demographic and other information concerning the Township, the Project, the General Bond Resolution, the Bonds, the Agreements and the Project Documents and the transactions contemplated thereby contained in any Preliminary Official Statements and final Official Statements to be issued by the Authority, from time to time, in connection with the marketing and sale of the Bonds. In furtherance of such authorization, the Township Council hereby directs each Authorized Officer to take such action and execute such certificates, documents or instruments as such Authorized Officer, after consultation with the Consultants, deems in his or her sole discretion to be necessary, desirable or convenient in connection with the preparation and distribution of the Preliminary Official Statement(s) and the final Official Statement(s) to market and sell the Bonds at the most efficient economical cost to the Township.

Section 5. Each Authorized Officer is hereby authorized and directed to execute and deliver any and all 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 Agreements, the Project Documents, the leasing of the Land and the Facility, the undertaking of the Project and all related transactions contemplated by this ordinance and by the Project Documents and necessary or desirable in connection with the issuance of the Bonds, including all determinations

with respect to the refunding of Bonds and the severance or conveyance of any property from the Agreements (to the extent permitted thereby).

Section 6. Each Authorized Officer is hereby authorized to enter, from time to time, into the appropriate undertakings to provide secondary market disclosure on behalf of the Township pursuant to Rule 15c2-12 of the Securities and Exchange Commission (the "Rule") for the benefit of holders and beneficial owners of the Bonds and to amend such undertakings from time to time in connection with any change in law, or interpretation thereof, provided each such undertaking is and continues to be, in the opinion of a nationally recognized bond counsel, consistent with the requirements of the Rule. In the event that the Township fails to comply with its undertakings, the Township shall not be liable for any monetary damages, and the remedy shall be limited to specific performance of the undertaking.

Section 7. The full faith and credit of the Township are hereby pledged to the punctual payment of all payments due under the Lease Agreement. The obligation to make such payments shall be a general obligation of the Township, and the Township shall be obligated to levy *ad valorem* taxes upon all the taxable property within the Township for the payments due under the Lease Agreement without limitation of rate or amount.

Section 8. To the extent applicable, the Township hereby covenants that it will comply with any conditions subsequent imposed by the Internal Revenue Code of 1986, as amended (the "Code") or the Authority, in order to preserve the exemption from taxation of interest on the Bonds, including the requirement to rebate all net investment earnings on the gross proceeds above the yield on the Bonds, if necessary.

Section 9. 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.

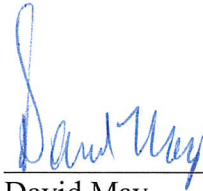
Section 10. This ordinance shall take effect in accordance with applicable law.

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Dated: April 23, 2021

Attest

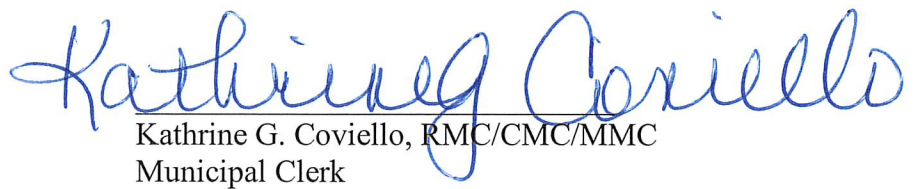


David May
Council President



Kathrine G. Coviello
Municipal Clerk

I, Kathrine G. Coviello, Municipal Clerk of the Township of Mahwah, hereby certify that the within Ordinance was passed and adopted at a meeting of the Township Council held on the 1st day of April, 2021.



Kathrine G. Coviello, RMC/CMC/MMC
Municipal Clerk