

**AN ORDINANCE OF THE TOWNSHIP OF BLOOMFIELD, IN THE COUNTY OF ESSEX, NEW JERSEY AMENDING ORDINANCE NO. 04-12, FINALLY ADOPTED ON MARCH 15, 2004, TO INCREASE THE AGGREGATE PRINCIPAL AMOUNT OF GUARANTY OF BONDS OF THE PARKING AUTHORITY OF THE TOWNSHIP OF BLOOMFIELD**

**WHEREAS**, the Township of Bloomfield, in the County of Essex, New Jersey (the "Township") pursuant to the Parking Authority Law of the State of New Jersey, N.J.S.A. 40:11A-1 et seq. (the "Act") heretofore created a public body corporate and politic known as the "Parking Authority of the Township of Bloomfield" (the "Authority"); and

**WHEREAS**, the purposes of the Authority are, among other things, the construction, provision or operation of off-street parking projects within the Township, and the management and operation of on-street and other parking meters and related facilities; and

**WHEREAS**, pursuant to N.J.S.A. 40:11A-22(1)(e), the Township is authorized to unconditionally guaranty the punctual payment of the principal of and interest on any bonds, notes or other obligations of the Authority ("Bonds") by ordinance duly adopted or by instruments or other action authorized by such ordinance; and

**WHEREAS**, by Ordinance No. 04-12, finally adopted by the Township Council of the Township of Bloomfield (the "Township Council") on March 15, 2004 (the "Original Ordinance"), the Township agreed to unconditionally guaranty the principal of and interest on the Bonds of the Authority in an aggregate principal amount not exceeding \$20,000,000 (the "Guaranty"), at such rates and such terms as approved by the Authority consistent with the exercise of its public responsibilities; and

**WHEREAS**, the Authority has previously issued temporary project notes (the "Notes") in order to finance, among other things (i) certain start-up costs of the Authority, including the obligation of the Authority to make lease payments to the Township for the lease of certain surface parking facilities within the Township, pursuant to lease agreements between the Township and the Authority; (ii) costs relating to the acquisition of property necessary for the construction of parking facilities; and (iii) costs incurred by the Authority in connection with the preliminary design of a parking garage in the downtown area of the Township; and

**WHEREAS**, the Authority has also issued bonds, through the Essex County Improvement Authority (the "2010 Bonds"), in order to permanently finance, among other things (i) a portion of the Notes; and (ii) costs relating to the construction of the Parking Garage

(as defined below); and

**WHEREAS**, the Notes and the 2010 Bonds, currently outstanding in the amount of \$16,180,000, constitute Bonds that are subject to the Guaranty provided by the Original Ordinance; and

**WHEREAS**, by resolution adopted on October 12, 2010, the Township Council designated the properties known as Block 228, Lots 1, 4, 5, 7, 8, 10, 11, 13, 14, 15, 16, 17, 18, 19, 21, 24, 27, 28, 29, 30, 31, 33 & 35, and Block 220, Lot 40 on the Township's Tax Map (the "Redevelopment Area") as an area in need of redevelopment in accordance with the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1 et. seq. (the "Redevelopment Law"); and

**WHEREAS**, by ordinance adopted on February 7, 2011, the Township Council approved and adopted a redevelopment plan, known as the "Redevelopment Plan for Block 228 and Block 220, Lot 40" (the "Redevelopment Plan") for the Redevelopment Area; and

**WHEREAS**, the Redevelopment Plan contemplates, among other things, the construction of a structured parking garage in the Redevelopment Area (the "Parking Garage"); and

**WHEREAS**, by resolution adopted on February 22, 2011, the Township Council designated a redeveloper (the "Redeveloper") for a portion of the Redevelopment Area; and

**WHEREAS**, the Redeveloper proposes to construct, on such portion of the Redevelopment Area, a project consisting of (i) (A) approximately 60,000 square feet of retail space, including approximately 10,000 square feet of restaurant space and (B) approximately 224 residential units (together, the "Mixed-Use Project"); and (ii) an approximately 450 space parking garage (the "Parking Garage" and, together with the Mixed-Use Project, the "Redevelopment Project"); and

**WHEREAS**, by ordinance adopted on March 7, 2011, the Township has approved a financial agreement with respect to the redevelopment of the Mixed-Use Project; and

**WHEREAS**, such financial agreement provides for the issuance of redevelopment area bonds ("RABs"), pursuant to the New Jersey Redevelopment Area Bond Financing Law, N.J.S.A. 40A:12A-64 et seq. (the "Bond Financing Law"), by the Authority to fund the costs of the Redevelopment Project; and

**WHEREAS**, the Bond Financing Law, specifically N.J.S.A. 40A:12A-67(f), permits the Township to guaranty such RABs; and

**WHEREAS**, the Authority estimates that the total costs relating to the construction of the Parking Garage, including the costs relating to the acquisition of property necessary therefore are \$25,000,000; and

**WHEREAS**, the Authority intends to finance the costs relating to the construction of the Parking Garage; and

**WHEREAS**, it is necessary for the Township to expand the definition of Bonds to include RABs and to increase the amount of Bonds authorized to be subject to the Original Ordinance to the amount of \$25,000,000; and

**WHEREAS**, in light of the importance of the Redevelopment Project to the revitalization of the Redevelopment Area and the Township as a whole, the Township desires to increase the guaranty provided in the Original Ordinance as provided herein;

**NOW THEREFORE, BE IT ORDAINED** by the Mayor and Council of the Township of Bloomfield, New Jersey (not less than two-thirds of all members thereof affirmatively concurring) AS FOLLOWS:

**SECTION 101.** Amendment to Section 1 of the Original Ordinance. Section 1 of the Original Ordinance is hereby amended and restated to provide as follows:

“For purposes of this ordinance, “Bonds” shall include Bonds issued pursuant to the Act and pursuant to N.J.S.A. 40A:12A-64 et seq. (the “Bond Financing Law”). Pursuant to and in accordance with the terms of the Act and/or the Bond Financing Law, as applicable, the Township is hereby authorized to guaranty the timely payment of the principal of and interest on any Bonds which are issued by the Authority, in an aggregate principal amount not exceeding \$25,000,000, to be issued by the Authority for the purpose described in the preambles hereof, and in the ordinance amending this ordinance, on such terms and with such interest rates as shall be determined by the Authority in a manner which is consistent with the provisions of the Act and/or the Bond Financing Law, as applicable. The term "Bonds" shall include all Bonds issued for or with respect to these purposes or any Bonds issued to refund the Bonds issued for these purposes, provided that the total amount of Bonds outstanding entitled to the benefits of its guaranty shall not exceed \$25,000,000. Any Bonds that are no longer considered outstanding under the resolution of the Authority authorizing the Bonds shall not be considered outstanding for the purpose of this guaranty. The full faith and credit of the Township are hereby pledged for the full and punctual performance of said guaranty.”

**SECTION 102.** Amendment to Section 2 of the Original Indenture. Section 2 of the Original Indenture is hereby amended and restated to provide as follow:

“The Mayor of the Township shall, by manual or facsimile signature, execute on each of the Bonds, such guaranty by the Township of the timely payment of the principal of and interest thereon. The guaranty shall be in substantially the following form:

‘GUARANTY OF THE TOWNSHIP OF BLOOMFIELD, NEW JERSEY’

The payment of the principal of and interest on the within Bond to the extent considered outstanding under the General Bond Resolution is hereby fully and unconditionally guaranteed by the Township of Bloomfield, New Jersey (the “Township”), and the Township is unconditionally liable for the payment, when due, of the principal of and interest on this Bond if such payment is not available from the sources of funds that are pledged to the repayment of

such Bonds.

IN WITNESS WHEREOF, the Township of Bloomfield, New Jersey has caused this Guaranty to be executed by the manual or facsimile signature of its Mayor.

TOWNSHIP OF BLOOMFIELD, NEW JERSEY

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Mayor

**SECTION 103.** Amendment to Section 3(a) of the Original Ordinance. Section 3(a) of the Original Ordinance is hereby amended and restated to provide as follows:

“The maximum principal amount of Bonds of the Authority which are hereby and hereunder guaranteed as to payment of principal and interest by the Township is \$25,000,000.”

**SECTION 104.** Supplemental Debt Statement. A supplemental debt statement of the Township will be duly made and filed in the office of the Clerk of the Township, and a complete executed duplicate thereof will be filed in the office of the Director of the Division of Local Government Services of the State of New Jersey, and such debt statement shows that while the gross debt of the Township, as defined in the Local Bond Law, is increased by this ordinance by \$5,000,000, in accordance with the provisions of the Act, the principal amount of the Bonds guaranteed by this Ordinance shall be deducted and is declared to be and to constitute a deduction from the gross debt of the Township under and for all purposes of the Local Bond Law (a) from and after the date of adoption of this ordinance and until the end of the fifth fiscal year beginning next thereafter, and (b) in any annual debt statement filed pursuant to the Local Bond Law as of the end of said fifth fiscal year or any subsequent fiscal year if the Township shall not have been required to make any payment in such fiscal year on account of the principal of or interest on any of the Bonds guaranteed pursuant to this ordinance.

**SECTION 105.** The Chief Financial Officer of the Township (the “Chief Financial Officer”) is hereby authorized to prepare and to update from time to time as necessary a financial disclosure document to be distributed in connection with the sale of the Bonds and to execute such disclosure document on behalf of the Township. The Chief Financial Officer is further authorized to enter into the appropriate undertaking 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 the holders and beneficial owners of the Bonds and to amend such undertaking from time to time in connection with any change in law, or interpretation thereof, provided 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 undertaking, the Township shall not be held liable for any monetary damages, and the remedy shall be limited to specific performance of the undertaking.

**SECTION 106.** All other provisions of the Original Ordinance not amended hereby shall remain in full force and effect.

**SECTION 107.** This ordinance shall take effect as provided by the law.

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I hereby certify that the above ordinance was duly adopted by the Mayor and Council of the Township of Bloomfield at a meeting of said Township Council held on

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Municipal Clerk of the Township of Bloomfield

I hereby approve the above ordinance.

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Mayor of the Township of Bloomfield

**ROLL CALL VOTE**

<b>MAYOR &amp; COUNCIL</b>	<b>Y</b>	<b>N</b>	<b>ABSTAIN</b>	<b>ABSENT</b>	<b>Y</b>	<b>N</b>	<b>ABSTAIN</b>	<b>ABSENT</b>
<b>MALY</b>								
<b>JOANOW</b>								
<b>RUANE</b>								
<b>VENEZIA</b>								
<b>DUNIGAN</b>								
<b>HAMILTON</b>								
<b>McCARTHY</b>								

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