

RESOLUTION NO. R 018 92

A RESOLUTION CONFIRMING THE AUTHORITY OF THE COUNTY ADMINISTRATOR TO ENTER INTO CERTAIN AGREEMENTS RELATING TO THE COUNTY'S FIRST AMENDED AND RESTATED ECONOMIC DEVELOPMENT REVENUE BOND (REHOBOTH MALL PROJECT) SERIES 1984

WHEREAS, Council of Sussex County (the "County") acting pursuant to the Sussex County Commercial, Industrial, and Agricultural Ordinance, Ordinance No. 80, as amended, as supplemented by a Project Resolution adopted December 18, 1984 issued its Economic Development Revenue Bond (Rehoboth Mall Project) in the original aggregate principal amount of \$7,770,000 (the "1984 Bond") on December 28, 1984 to assist in financing for Rehoboth Mall Limited Partnership (the "Applicant") a project consisting of the construction of a shopping center and related facilities on Route 1, between County Route 274 and Delaware Route 274, Rehoboth, Delaware (the "Project");

WHEREAS, the 1984 Bond was sold to Bank of New York (Delaware) ("BNYD") pursuant to a Bond Purchase and Loan Agreement (the "1984 Bond Purchase and Loan Agreement") dated as of December 27, 1984 between the County, the Applicant and BNYD;

WHEREAS, at the request of the Applicant, pursuant to a Resolution adopted December 23, 1985, the Bond Purchase and Loan Agreement, the 1984 Bond and related financing documents were amended to extend the maturity date of the 1984 Bond and to permit the Applicant, at some time in the future, to cause the interest rate on the 1984 Bond to be converted to a fixed rate or a different variable rate and to cause other terms of the bond financing to be correspondingly modified (the 1984 Bond as so modified hereinafter referred to as the "Bond" and the 1984 Bond Purchase and Loan Agreement as so modified hereinafter referred to as the "Bond Purchase and Loan Agreement");

WHEREAS, the Applicant has indicated its intent to act pursuant to the Bond Purchase and Loan Agreement to cause the interest rate on the Bond to be converted to a different variable rate and to add additional collateral and make other modifications to the terms of the Bond in connection therewith;

WHEREAS, the Applicant expects to cause the foregoing to be documented pursuant to certain new documentation including a trust indenture and a loan agreement to amend and supersede the Bond Purchase and Loan Agreement, a bond purchase or placement agreement and a remarketing agreement;

WHEREAS, Council desires to confirm the authority of the County Administrator to enter into appropriate agreements on behalf of the County to accomplish the foregoing;

NOW, THEREFORE, BE IT RESOLVED;

1. County Council hereby confirms that the County Administrator is authorized, on behalf of the County, to enter into all agreements as he shall deem appropriate to accommodate the conversion of the interest rate on the Bond to a different variable rate or a fixed rate, with or without the addition or modifications of collateral for the Bond, as well as any corresponding modifications to the terms of the Bond Purchase and Loan Agreement, including, without limitation, a trust indenture with a financial institution to be recommended by the Applicant, a loan agreement between the County and the Applicant, and a bond purchase or placement agreement and a remarketing agreement (relating to the remarketing of the Bond after modification) with an investment

banker or a financial institution recommended by the Applicant, all such agreements to be in such form and substance as the County Administrator shall deem to be appropriate and in the best interests of the County.

2. The County Administrator and the County Clerk are also further authorized to make any required filings with the Internal Revenue Service or others and to take all other action as they may deem appropriate and in the best interest of the County to accomplish the intent of this Resolution.

3. Notwithstanding the foregoing, the County shall have no responsibility for any payment with respect to the Bond; the Bond shall be payable solely from payments made by or on behalf of the Applicant and the Applicant shall pay all expenses of the above-described transaction including all expenses of the County, if any.

4. This Resolution shall be effective upon its adoption by County Council.

I DO HEREBY CERTIFY THAT THE FOREGOING IS A TRUE AND CORRECT COPY OF RESOLUTION NO. R 018 92 PASSED BY THE COUNTY COUNCIL OF SUSSEX COUNTY ON THE 11TH DAY OF AUGUST, 1992.



Robin A. Griffith
Clerk of the County Council