

MINUTES OF A SPECIAL MEETING OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
HELD ON TUESDAY, DECEMBER 29, 2015 AT 3:00 P.M.
AT THE OFFICES OF THE AUTHORITY
101 INTERCHANGE PLAZA, CRANBURY
(SOUTH BRUNSWICK), NEW JERSEY

Present were:

Leonard J. Roseman, Chairman
Robert J. Mantz, Vice-Chairman
Jacque Eaker, Secretary
Camille Fernicola
Anthony Raczynski

Also present were:

Richard Pucci, Lory Cattano, Middlesex County Improvement Authority
Daria Anne Venezia, Esq., Venezia & Nolan, P.C., Counsel to the Authority
Anthony J. Pannella, Esq., Wilentz, Goldman & Spitzer, P.A., Bond Counsel
David J. Samuel, CME Associates, Authority Engineer

After the salute to the flag, the Chairman called the meeting to order. Ms. Venezia read the following statement: "This meeting today conforms with Chapter 231, P.L. 1975 called the 'Open Public Meeting Act' and as per the requirements of the statute, notification of the meeting was published in The Star Ledger and Home News Tribune and filed with the Clerk of Middlesex County."

Mr. Pucci stated that in the transition period there are a few things that need to be reviewed. The County has currently hired consultants who are reviewing the operations of Roosevelt Care Center. John Pulomena has been involved in this review. For the next several months while the Authority works on the transition to a new executive director, it is recommended that the Authority have a two prong approach to the oversight of the operations. The first would be a shared services agreement with the County where the County will have the County Administrator supervise the overall operations. The Authority will pay the County \$3,500.00 per month. The second part would be a contract with Albanir Consulting. Ralph Albanir was a former County Director of Parks and is very familiar with government operations. He has a good background in government and it is recommended that he provide services to the Authority approximately three days per week. This will put in place a structure while the Authority transitions to a new full time executive director.

Mr. Pucci stated that the Authority will take it step by step. The County will work with the Authority while a decision is made on Roosevelt Care Center. The golf courses will also need to be reviewed.

The Chairman thanked Mr. Pucci and stated that he hoped the retirement works out well for him. He thanked him and was grateful for his service to the Authority. Ms. Fernicola stated that it has been a pleasure and the members thanked and expressed their confidence and appreciation for the job Mr. Pucci has done.

The Chairman invited the public to comment. There being no response from the public, upon motion duly made by Anthony Raczynski, seconded by Robert J. Mantz and unanimously approved by the members present, the members determined to consider the resolutions by consent and adopted the following resolutions:

**RESOLUTION OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING CONTRACT FOR ADMINISTRATIVE AND TRANSITION
SERVICES**

WHEREAS, a special meeting of the Middlesex County Improvement Authority (the "Authority") was held on December 29, 2015; and

WHEREAS, pursuant to N.J.S.A. 40:37A-55(t) a county improvement authority is empowered to enter into any and all agreements or contracts, execute any and all instruments and do and perform any and all acts or things necessary, convenient or desirable for the purposes of the Authority or to carry out any power given in the County Improvement Authorities Law, N.J.S.A. 40:37A-44 et seq. (the "Act"), subject to the Local Public Contracts Law, N.J.S.A. 40A: 11-1 et seq.; and

WHEREAS, the Authority requires certain administrative and transition related services (the "Services"); and

WHEREAS, the Authority has received a proposal from Albanir Consulting, LLC to provide the Services; and

WHEREAS, the Services are an exception to the public bidding requirements of the Local Public Contracts Law as an extraordinary unspecifiable service, N.J.S.A. 40A:11-5(1)(a)(ii); and

WHEREAS, the Authority has a need to acquire the Services as a non-fair and open contract pursuant to the provisions of N.J.S.A. 19:44A-20.4; and

WHEREAS, the Certifying Finance Officer has certified that the value of the contract will exceed \$17,500.00; and

WHEREAS, Albanir Consulting, LLC has completed and submitted a Business Entity Disclosure Certification which certifies that the company has not made any reportable contributions to a political or candidate committee of the County of Middlesex in the previous one year and that the contract will prohibit the company from making reportable contributions through the term of the contract; and

WHEREAS, the Authority would like to authorize Albanir Consulting, LLC to provide the Services and to authorize a contract with Albanir Consulting, LLC in accordance with this Resolution.

NOW, THEREFORE IT IS HEREBY RESOLVED BY THE MEMBERS OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY AS FOLLOWS:

1. The Authority hereby authorizes Albanir Consulting, LLC to perform the Services and awards a contract to Albanir Consulting, LLC at a monthly fee of \$7,500.00 for a cost not to exceed \$ 45,000.00.

2. The Authority authorizes the Chairman to negotiate and approve the proposal or contract with Albanir Consulting, LLC. The Authority authorizes the Chairman or Vice-Chairman to execute the contract in the form approved by the Chairman. The Secretary is authorized to attest to the signature of the Chairman or Vice-Chairman appearing thereon and to affix the seal of the Authority thereto.

3. The Certifying Finance Officer has certified that the funds for the Services will be included in the 2016 budget.

4. The Secretary of the Authority is authorized to publish a brief notice of the authorization pursuant to N.J.S.A. 40A:11-5(1)(a)(ii).

<u>Recorded Vote:</u>	<u>Aye</u>	<u>5</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
Roseman, Leonard J.	x				
Mantz, Robert J.	x				
Eaker, Jacque	x				
Fernicola, Camille	x				
Raczynski, Anthony	x				

**RESOLUTION OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
APPROVING SHARED SERVICES AGREEMENT WITH COUNTY
FOR TRANSITION OVERSIGHT SERVICES**

WHEREAS, a special meeting of the Middlesex County Improvement Authority (the "Authority") was held on December 29, 2015; and

WHEREAS, the Authority requires certain supervisory, management, planning and operational services (the "Services") to oversee the daily operations of the Authority in the transition period pending the hiring of an executive director; and

WHEREAS, the County can provide the Services through the County Administrator; and

WHEREAS, the County has agreed to allow the County Administrator to provide the Services; and

WHEREAS, pursuant to N.J.S.A. 40:37A-55(t) the Authority is authorized to enter into any and all agreements or contracts, execute any and all instruments, and do and perform any and all acts or things necessary, convenient or desirable for the purposes of the Authority; and

WHEREAS, pursuant to N.J.S.A. 40A:11-5(2), contracts made and entered into between any county and authority are not subject to the provisions of the Local Public Contracts Law; and

WHEREAS, the Authority would like to approve a shared services agreement (the "Agreement") with the County for the provision of the Services to the Authority by the County Administrator in accordance with this Resolution.

NOW, THEREFORE, IT IS HEREBY RESOLVED BY THE MEMBERS OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY AS FOLLOWS:

1. The Authority hereby approves the Agreement with the County in substantially the form attached with such changes as shall be approved by the Chairman on advice of counsel.

2. The Authority authorizes the Chairman or Vice-Chairman to execute the Agreement with the County on behalf of the Authority and the Secretary to attest to the signature of the Chairman or Vice-Chairman appearing thereon and to affix the seal of the Authority thereto.

3. The Certifying Finance Officer has certified that the funds for the Agreement are available in the 2016 budget.

<u>Recorded Vote:</u>	<u>Aye</u>	5	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
Roseman, Leonard J.	x				
Mantz, Robert J.	x				
Eaker, Jacque	x				
Fernicola, Camille	x				
Raczynski, Anthony	x				

The next item on the agenda was the consideration of the payment of vouchers. Upon motion duly made by Robert J. Mantz, seconded by Jacque Eaker and unanimously approved by the members present, the following resolution was adopted:

**RESOLUTION OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
PAYMENT OF EXPENSES**

It is hereby resolved by the members of the Middlesex County Improvement Authority at its meeting of December 29, 2015, that payments as itemized on the attached bill list, attached hereto and made a part hereof, in the total amount of \$ 246,155.39 are authorized to be paid out of the Middlesex County Improvement Authority Account.

This is to certify that the payments on the attached bill list, in the total amount of \$ 246,155.39 are correct and just and payment should be approved.

/s/ Richard Pucci
Richard Pucci, Executive Director

/s/ Leonard J. Roseman
Leonard J. Roseman

The Chairman considered a motion for adjournment. Upon motion duly made by Robert J. Mantz and seconded by Jacque Eaker, the meeting was adjourned.

/s/ Daria Anne Venezia
Daria Anne Venezia
Secretary of the Meeting