

**MINUTES OF A REGULAR MEETING OF THE**  
**MIDDLESEX COUNTY IMPROVEMENT AUTHORITY**  
**HELD ON WEDNESDAY, APRIL 9, 2014 at 6:00 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, Executive Director  
Jane Leal, Lory Cattano, Ed Windas, Middlesex County Improvement Authority  
Daria Anne Venezia, Esq., Venezia & Nolan, P.C., Counsel to the Authority  
Anthony Panella, Esq., Wilentz, Goldman & Spitzer, Bond Counsel (Entry as noted)  
David J. Samuel, CME Associates, Authority Engineer  
Freeholder Deputy Director Carol Barrett Bellante

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."

The first item on the agenda was correspondence. Mr. Pucci stated that all reports and communications are contained in the member packages. Mr. Pucci also reported that the Authority has received correspondence from the State Comptroller's Office indicating that the Office intends to conduct a follow-up review. The Chairman stated that the Authority will be meeting with representatives to review the scope of the intended review. The understanding of the members is that the subsequent review is to confirm compliance with the corrective action plan. Mr. Pucci explained that the Authority's own audit will now be delayed. Further, the Authority is currently involved in the transition process at Roosevelt Care Center at Edison to which a great amount of staff time and efforts is being devoted.

Anthony Panella, Esq., entered the meeting.

Upon motion duly made by Robert J. Mantz, seconded by Jacque Eaker and unanimously approved by the members present, the Financial Report was received and filed with the minutes.

Mr. Windas provided the Recycling Report. 1,632 tons of recyclable material were collected last month from the 17 towns participating in the program. Seventeen new units were added to the program making the total number of units serviced 89,544. 170 units will be deducted from this total representing homes destroyed by Superstorm Sandy. Under the Yard Waste Program, 68% of the material collected has been leaves. The municipalities are currently undergoing spring clean up. Lastly, Mr. Windas stated that the permit renewal for Quarry Lane has been approved and allows operation through December 2018.

Mr. Pucci provided the Golf Course Report stating that there was severe weather in the month of March. He stated that he had a follow up meeting with a golf consulting firm and will have another meeting to discuss the best options for the Golf Courses. Mr. Pucci stated that different options will be reviewed for The Meadows as well as Raritan.

Under the Financing Report, Mr. Panella stated that the Authority appeared before the Local Finance Board for the re-funding of the Educational Services Commission Project bonds. The Board issued positive findings and the resolutions of the Local Finance Board contained the traditional language. The first resolution on the agenda acknowledges the receipt and review of those findings by the Authority members. The second resolution authorizes the issuance of the refunding bonds for the project. Municipal bond rates are at an historical low. The savings on this project are in the area of 10%, three times the amount required to proceed. Closing on the bonds should occur by mid May.

Upon motion duly made by Robert J. Mantz, seconded by Jacque Eaker and unanimously approved by the members present, the Economic Development report was received.

The meeting proceeded to a discussion of Old Business. There being no Old Business, the meeting proceeded to a discussion of New Business and the resolutions.

Mr. Pucci stated that Resolutions (a) and (b) were explained by Mr. Panella.

Concerning Roosevelt Care Center, Resolution (d) authorizes award of a contract for high pressure boiler service at Roosevelt Care Center at Edison. Resolution (e) authorizes award of a contract to System Sales for fire detection system service and inspection for Roosevelt Care Center at Edison. Both contracts were bid. Mr. Pucci stated that as the Roosevelt Drive building closes, the Authority will be working with the County on the maintenance of the old building. Currently, there are only 23 residents left in the facility and by the end of the month it is anticipated that all will be transferred.

Resolution (f) approves the purchase of special physician ordered products from JFK at a cost not to exceed \$10,000.

Resolution (g) approves an agreement with Rutgers University for community outreach and support and park concept plan development for the Brownfield Project for

Perth Amboy. The work is supported by the City and the funds will be paid by the Brownfield grant from the USEPA. Resolution (h) approves engineering services for three parcels for the Open Space and Farmland Preservation Program.

The next item on the agenda was the approval of the minutes of the meeting of March 12, 2014. Upon motion duly made by Anthony Raczynski, seconded by Robert J. Mantz and unanimously approved by the members present, the minutes of the meeting of March 12, 2014 were approved.

The next item on the agenda was the public portion. The Chairman invited the public to comment. There being no response from the public, the meeting proceeded to adoption of the resolutions. Upon motion duly made by Robert J. Mantz, seconded by Jacque Eaker and unanimously approved by the members present, the following resolutions were adopted:

**RESOLUTION OF THE MIDDLESEX COUNTY IMPROVEMENT  
AUTHORITY ACKNOWLEDGING THE REVIEW AND POSITIVE FINDINGS  
OF THE LOCAL FINANCE BOARD CONTAINED IN RESOLUTIONS DATED  
MARCH 12, 2014 RELATING TO THE ISSUANCE OF AN AMOUNT NOT TO  
EXCEED \$ 12,500,000 COUNTY GUARANTEED LEASE REVENUE  
REFUNDING BONDS (MIDDLESX REGIONAL EDUCATIONAL SERVICES  
COMMISSION PROJECT)**

**BE IT RESOLVED** by the Middlesex County Improvement Authority, a public body corporate and politic of the State of New Jersey (the "Authority") as follows:

1. We have reviewed the resolutions of the Local Finance Board, Division of Local Government Services, Department of Community Affairs (the "Local Finance Board"), dated March 12, 2014 (collectively, the "Resolution") setting forth the findings of the Local Finance Board and approving the issuance of financing in an amount not to exceed \$ 12,500,000, such bonds (the "Bonds") to be guaranteed by the County of Middlesex (the "County") (hereinafter the "Project").

2. We hereby acknowledge the findings and approval of the Local Finance Board contained in the aforesaid Resolution.

3. Each of the members of the Authority are hereby authorized and directed to execute the attached affidavit acknowledging their review and approval of the findings of the Local Finance Board contained in the Resolution and Wilentz, Goldman & Spitzer, P.A., Bond Counsel, on behalf of the Authority, is hereby authorized and directed to file this resolution with attached affidavit and Resolution with the Local Finance Board in satisfaction of the requirements of N.J.S.A. §40A:5A-7.

4. A copy of said approving Resolution is attached hereto and incorporated by reference herein.

Upon motion of Robert J. Mantz, seconded by Jacque Eaker, the foregoing resolution was adopted at a regular meeting of the Authority held April 9, 2014.

<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				
Raczynski, Anthony	x				
Fernicola, Camille	x				

**SECOND SUPPLEMENTAL RESOLUTION  
OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY  
AUTHORIZING THE ISSUANCE OF  
COUNTY-GUARANTEED LEASE REVENUE REFUNDING BONDS  
(MIDDLESEX REGIONAL EDUCATIONAL SERVICES COMMISSION  
PROJECTS), SERIES 2014**

**WHEREAS**, the Middlesex County Improvement Authority (the "Authority") has been duly created by resolution of the County of Middlesex, State of New Jersey (the "County"), duly adopted September 6, 1990, as a public body corporate and politic pursuant to the County Improvement Authorities Law, constituting Chapter 183 of the Laws of 1960, of the State of New Jersey, as amended and supplemented, N.J.S.A. 40:37A-44 et seq. (the "Act"); and

**WHEREAS**, the Authority is authorized, pursuant to the provisions of the Act, to provide public facilities within the County for use by governmental units, and for the financing and refinancing thereof; and

**WHEREAS**, on June 29, 2000, the Authority financed two capital projects (collectively, the "Project") on behalf of the Middlesex Regional Educational Services Commission, formerly known as the Middlesex County Educational Services Commission (the "Commission") to facilitate the educational programs of the Commission, such Project entailing the acquisition of Land located in the Township of Monroe (the "Land") and the constructing, furnishing and equipping of two schools (the "Facilities") to be owned and operated by the Commission and located in the Townships of Monroe and Piscataway within the County on the Land and on land owned by the Commission in the Township of Piscataway (collectively, the "Premises"); and

**WHEREAS**, pursuant to a resolution entitled, "Resolution of the Middlesex County Improvement Authority Authorizing the Issuance of County-Guaranteed Lease Revenue Bonds (Middlesex County Educational Services Commission Projects)" adopted May 10, 2000 (the "General Bond Resolution"), the Authority issued \$16,170,000 aggregate principal amount of County-Guaranteed Lease Revenue Bonds (Middlesex County Educational Services Commission Projects), Series 2000 to finance the Project (the "2000 Bonds"), with a \$12,275,000 principal portion thereof maturing on and after July 15, 2011 being subject to optional redemption upon the written direction of the Commission and the consent of the County on or after July 15, 2010 (collectively, the "2000 Bonds to be Refunded"); and

**WHEREAS**, the Commission and the Authority entered into a Lease Agreement dated as of June 15, 2000 (the "2000 Lease Agreement") in order to effectuate the simultaneous lease and sublease, as applicable, of the Premises to the Authority, the construction of the Facilities thereon, the lease of Facilities to the Commission and the application of the payment of Basic Rent by the Commission under

the 2000 Lease Agreement to the payment of principal of and interest on the 2000 Bonds; and

**WHEREAS**, the Commission, by resolution duly adopted February 26, 2004, desired to refinance all or a portion of the 2000 Bonds to be Refunded (the “2004 Refinancing”) and requested that the Authority commence proceedings to accomplish the 2004 Refinancing; and

**WHEREAS**, in order to reflect the 2004 Refinancing and the issuance of the 2004 Bonds (as hereinafter defined), the Authority amended the 2000 Lease Agreement in order to, inter alia, provide for the application of the payment of Basic Rent by the Commission to pay principal of and interest on (i) any 2000 Bonds that were not refunded as a result of the 2004 Refinancing and (ii) the 2004 Bonds (the “First Lease Amendment” and together with the 2000 Lease Agreement, the “2004 Lease Agreement”); and

**WHEREAS**, in order to realize net present value debt service savings of at least three percent (3%) of the 2000 Bonds to be Refunded, on August 12, 2004, the Authority redeemed the 2000 Bonds to be Refunded through the issuance of County-Guaranteed Lease Revenue Refunding Bonds (Middlesex County Educational Services Commission Projects), Series 2004 in the aggregate principal amount of \$14,010,000 (the “2004 Bonds”), as more fully described and authorized in the Authority’s “First Supplemental Resolution Authorizing the Issuance of County-Guaranteed Lease Revenue Refunding Bonds (Middlesex County Educational Services Commission Projects), Series 2004” adopted by the Authority on July 14, 2004 (the “First Supplemental Resolution” and together with the General Bond Resolution, the “2004 Bond Resolution”), of which a \$11,230,000 principal portion of such 2004 Bonds maturing on July 15 in the years 2014 through and including 2025 is currently Outstanding (the “Outstanding 2004 Bonds”); and

**WHEREAS**, a \$750,000 principal portion of the Outstanding 2004 Bonds maturing on July 15 in the year 2014 are not subject to redemption prior to their stated maturity (the “Noncallable 2004 Bonds”), and a \$10,480,000 principal portion of the 2004 Bonds maturing on July 15 in the years 2015 through and including 2025 (the “Callable 2004 Bonds” and together with the Noncallable 2004 Bonds, the “Refunded/Defeased Bonds”) are subject to redemption prior to their stated maturities at the option of the Authority, upon the written direction of the Commission and the consent of the County, at a price equal to one hundred percent (100%) of the principal amount thereof (the “Redemption Price”) on or after July 15, 2014, and such Callable Bonds will be redeemed at the Redemption Price, together with accrued interest thereon, on or after such date (the “Redemption Date”); and

**WHEREAS**, in an effort to realize an aggregate debt service savings equal to or greater than three percent (3%) of the net present value of the Refunded/Defeased Bonds, the Authority is desirous of escrowing to maturity the Noncallable 2004 Bonds and paying the principal of and accrued and unpaid interest due on the Callable 2004 Bonds on the Redemption Date; and

**WHEREAS**, the Commission, by letter dated January 27, 2014 and by resolution to be adopted by the Commission in April, 2014, desires to escrow to maturity all or a portion of the Noncallable 2004 Bonds and refinance all or a portion of the Callable

2004 Bonds (the "Refunding") and has requested that the Authority commence proceedings to accomplish the Refunding; and

**WHEREAS**, the Authority determined by a resolution duly adopted on February 18, 2014 to refund the Refunded/Defeased Bonds through the issuance by the Authority of County-Guaranteed Lease Revenue Refunding Bonds (Middlesex Regional Educational Services Commission Projects), Series 2014 (or such other year designation as may be appropriate at the time of issuance) in an aggregate principal amount not to exceed \$12,500,000 (the "Refunding Bonds" or the "Series 2014 Bonds"), and requesting the County's consent to such Refunding; and

**WHEREAS**, in order to realize net present value debt service savings of at least three percent (3%) of the Refunded/Defeased Bonds, the Authority proposes to redeem all or a portion of the Callable 2004 Bonds and defease all or a portion of the Noncallable 2004 Bonds through the issuance of the Series 2014 Bonds as more fully described and authorized in this resolution entitled "Second Supplemental Resolution Authorizing the Issuance of County-Guaranteed Lease Revenue Refunding Bonds (Middlesex Regional Educational Services Commission Projects), Series 2014" (the "Second Supplemental Resolution" and together with the General Bond Resolution and the First Supplemental Resolution, the "Bond Resolution"); and

**WHEREAS**, in order to reflect the Refunding and the issuance of the Series 2014 Bonds, the Authority proposes to amend the 2004 Lease Agreement in order to, *inter alia*, provide for the application of the payment of Basic Rent by the Commission to pay principal of and interest on (i) any Outstanding 2004 Bonds that are not refunded and/or defeased, as applicable, as a result of the Refunding and (ii) the Series 2014 Bonds (the "Second Lease Amendment" and together with the 2000 Lease Agreement and the First Lease Amendment, the "Lease Agreement"); and

**WHEREAS**, pursuant to Section 206 of the General Bond Resolution, Refunding Bonds may be authorized and issued to refund all or a portion of the Callable 2004 Bonds and to defease all or a portion of the Noncallable 2004 Bonds as long as the written consent of the County is obtained to effectuate the same; and

**WHEREAS**, pursuant to Section 202 of the General Bond Resolution, all bonds issued under the General Bond Resolution shall be issued as County-Guaranteed obligations; and

**WHEREAS**, pursuant to N.J.S.A. 40:37A-80, the County is authorized to unconditionally guaranty the punctual payment of the principal of and interest on any obligations issued by the Authority pursuant to the Act, by ordinance duly adopted by the Board of Chosen Freeholders of the County in the manner provided in the Local Bond Law, N.J.S.A. 40A:2-1 *et seq.* (the "Local Bond Law"); and

**WHEREAS**, the Board of Chosen Freeholders is required to consent to the undertaking of the Refunding by the Authority and to the guaranty of the payment of the principal of and interest on the Series 2014 Bonds of the Authority issued to finance the Refunding; and

**WHEREAS**, on March 12, 2014, the Local Finance Board, in the Division of Local Government Services, New Jersey Department of Community Affairs held a hearing on the Refunding and the guaranty of the payment of the principal of and interest on the Series 2014 Bonds and has issued positive findings on the Refunding and such guaranty; and

**WHEREAS**, the Authority has requested the County to consent to the undertaking of the Refunding and the issuance of the Series 2014 Bonds by the Authority and to unconditionally guaranty the payment of principal of and interest on the Series 2014 Bonds issued to undertake the Refunding; and

**WHEREAS**, pursuant to N.J.S.A. 40:37A-56 et seq., the Board of Chosen Freeholders of the County has, via the Guaranty Ordinance (defined below) consented to the undertaking of the Refunding by the Authority, the financing of the same through the Authority, the issuance of the Series 2014 Bonds by the Authority to finance the Refunding and the unconditional guaranty of the payment of the principal of and interest on the Series 2014 Bonds by the County; and

**WHEREAS**, by Ordinance No. 14-001 duly adopted by the Board of Chosen Freeholders of the County on March 20, 2014 pursuant to and in accordance with the Act (the "Guaranty Ordinance"), the County consented to the undertaking of the Refunding by the Authority, authorized and provided for the guaranty of the full and punctual payment of the principal of and interest on the Series 2014 Bonds of the Authority, to be issued in an aggregate principal amount not exceeding \$12,500,000 (the "Guaranty" or "County Guaranty"), and approved the form of a Guaranty Agreement to be entered into by and between the County and the Authority (the "Guaranty Agreement" or the "County Guaranty Agreement") in connection with the issuance by the Authority of the Series 2014 Bonds; and

**WHEREAS**, in connection with the issuance of the Series 2014 Bonds, the Authority will appoint the Underwriter (as defined herein) for the purchase of the Series 2014 Bonds; has appointed the financial advisory firm of Phoenix Advisors, LLC, Bordentown New Jersey as its financial advisor (the "Financial Advisor"); and desires to confirm the appointment of the banking institution of The Bank of New York Mellon, Woodland Park, New Jersey, as trustee under the Bond Resolution (as herein defined) and as Escrow Agent (as hereinafter defined) for the Refunded/Defeased Bonds; and

**WHEREAS**, in an effort to issue the Series 2014 Bonds at the lowest possible interest cost, the Authority has submitted or will submit an application to Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business for a rating on the Series 2014 Bonds, such rating to be obtained prior to the pricing of the Series 2014 Bonds; and

**WHEREAS**, the Authority now desires to authorize certain actions and approve certain documents necessary in connection with the issuance of the Series 2014 Bonds.

**NOW, THEREFORE, BE IT RESOLVED** by the Middlesex County Improvement Authority as follows:

#### **ARTICLE I**

##### **Definitions and Statutory Authority**

Section 1.01. Second Supplemental Resolution. This "Second Supplemental Resolution of the Middlesex County Improvement Authority Authorizing the Issuance of County-Guaranteed Lease Revenue Refunding Bonds (Middlesex Regional Educational Services Commission Projects), Series 2014" (the "Second Supplemental Resolution") constitutes a Supplemental Resolution within the meaning of, and is adopted in accordance with, Articles II (specifically Sections 202 and 206 thereof) and XI of the General Bond Resolution.

Section 1.02. Definitions. (a) Unless otherwise defined herein, all terms which are defined in Section 101 of the General Bond Resolution shall have the same meanings, respectively, in this Second Supplemental Resolution as such terms are given in said Section 101 of the General Bond Resolution. All terms which are defined in the recitals hereto shall have the meanings ascribed to such terms in the recitals unless the context clearly indicates some other meaning.

“Bond Resolution” as used herein shall mean, collectively, the General Bond Resolution, the First Supplemental Resolution and this Second Supplemental Resolution.

(b) In order to reflect the issuance of the Series 2014 Bonds, the following definitions contained in Section 101 of the General Bond Resolution are hereby amended and restated as follows:

“Bond Year” shall mean the twelve (12) month period beginning July 15 and ending July 14; excepting that that the first Bond Year with respect any Series of Bonds issued hereunder shall commence on the date of original issuance of such Series of Bonds and shall end on the next succeeding July 14, which occurs no later than twelve (12) months from such date of original issuance.

"County Guaranty", "County Guarantee", "County Guaranty Ordinance", "County Guarantee Ordinance" or "Guaranty Ordinance" shall mean the County's unconditional and irrevocable Guaranty of the punctual payment of principal of and interest when due on each Series of Bonds duly adopted pursuant to Section 37 of the Act (N.J.S.A. 40:37A-80).

"County Guaranty Agreement", "County Guarantee Agreement", "Guaranty Agreement" or "Guarantee Agreement" shall mean an agreement entered into by and between the County and the Authority wherein the County has irrevocably and unconditionally guaranteed the punctual payment of the principal of and interest on any Series of Bonds issued by the Authority pursuant to the General Bond Resolution as the same shall be amended and supplemented, and setting forth the terms and conditions of the County Guaranty with respect to each such Bonds.

“First Supplemental Resolution” shall mean the resolution duly adopted by the Authority on July 14, 2004 entitled "First Supplemental Resolution of the Middlesex County Improvement Authority Authorizing the Issuance of County-Guaranteed Lease Revenue Refunding Bonds (Middlesex County Educational Services Commission Projects), Series 2004".

“Lease Payment” shall mean each Lease Payment for the 2004 Bonds, consisting of Basic Rent payable on each Lease Payment Date for the 2004 Bonds, and with respect to a particular Series of any Additional Bonds issued for an Additional Project or of any Series of Refunding Bonds, the Lease Payment consisting of Basic Rent payable by the Commission to the Authority pursuant to any Lease Agreement for such Series of Bonds, and, as applicable, Additional Rent payable by the Commission upon demand pursuant to Section 5.01(a) and (b) of the Lease Agreement or pursuant to any other Lease Agreement for such Additional Bonds or Refunding Bonds, respectively.

“Resolution” shall mean, collectively, the General Bond Resolution, the First Supplemental Resolution, this Second Supplemental Resolution and the Series Certificate.

“Second Supplemental Resolution” shall mean the resolution duly adopted by the Authority on March 12, 2014 entitled "Second Supplemental Resolution of the Middlesex

County Improvement Authority Authorizing the Issuance of County-Guaranteed Lease Revenue Refunding Bonds (Middlesex Regional Educational Services Commission Projects), Series 2014".

“Series Certificate” shall mean the certificate signed by the Chairman or Vice Chairman of the Authority and dated the date of issuance of the Series 2014 Bonds, setting forth the details of the sale and issuance thereof.

## ARTICLE II

### Authorization, Terms and Issuance of County-Guaranteed Lease Revenue Refunding Bonds, Series 2014

**Section 2.01. Authorization of Series 2014 Bonds, Principal Amount, Designation and Series.** A Series of Bonds entitled to the benefit, protection and security of the Bond Resolution is hereby authorized to be issued in an aggregate principal amount not to exceed \$12,500,000. Such Series of Bonds shall be designated as and shall be distinguished from the Bonds of all other Series by the title "County-Guaranteed Lease Revenue Refunding Bonds (Middlesex Regional Educational Services Commission Projects), Series 2014" (or such other year designation as may be appropriate at the time of issuance) pursuant to and subject to the terms, conditions and limitations established in the Resolution, including this Second Supplemental Resolution. The Series 2014 Bonds are hereby authorized to be issued as County-Guaranteed Bonds and shall be entitled to the benefits of the County Guaranty. The Series 2014 Bonds shall constitute Refunding Bonds and shall be issued pursuant to Sections 202 and 206 of the General Bond Resolution. The Series 2014 Bonds shall be issued as set forth in the Series Certificate to be executed by the Chairman or the Vice Chairman in accordance with the provisions of Section 2.03 hereof.

Section 2.02. Purpose. The purpose for which the Series 2014 Bonds are being issued is to provide funds to (i) refund all or a portion of the Refunded Bonds, (ii) escrow to their maturity all or a portion of the Noncallable 2004 Bonds, and (iii) pay the costs of issuing the Series 2014 Bonds. The Authority hereby approves the undertaking of the Refunding.

Section 2.03. Delegation of Authority. There is hereby delegated to the Chairman or Vice Chairman of the Authority, subject to the limitations contained herein, in the Bond Resolution and in the Act, the power with respect to the Series 2014 Bonds to determine and carry out the following:

(a) The sale of the Series 2014 Bonds at private sale, provided that the purchase price paid by the purchaser thereof shall not be less than ninety-eight percent (98%) of the principal amount of the Series 2014 Bonds so sold; the approval of the terms of, the printing of and distribution of an Official Statement (as hereinafter defined) describing the Series 2014 Bonds in connection with the offering and sale of such Series 2014 Bonds; and the execution of an agreement or agreements of purchase on behalf of the Authority to reflect the sale and purchase of the Series 2014 Bonds in accordance herewith;

(b) The aggregate principal amount of Series 2014 Bonds to be issued, provided that the amount of Series 2014 Bonds issued shall not exceed \$12,500,000 in aggregate principal amount;

(c) The date or dates, maturity date or dates and principal amount of each maturity of the Series 2014 Bonds, the amount and date of each Sinking Fund Installment, if any, and which Series 2014 Bonds are Serial Bonds or Term Bonds, if any; provided that no Series 2014 Bond shall mature later than July 15, 2025;

(d) The interest rate or rates of the Series 2014 Bonds, the date from which interest on the Series 2014 Bonds shall accrue and the first Interest Payment Date therefor; provided that the true interest cost (as determined by the Chairman, Vice Chairman or Executive Director of the Authority, which determination shall be conclusive) on the Series 2014 Bonds shall not exceed six percent (6.00%) per annum;

(e) The denomination or denominations of and the manner of numbering and lettering the Series 2014 Bonds;

(f) The Redemption Price or Redemption Prices, if any, and, subject to Article IV of the General Bond Resolution, the redemption terms, if any, for the Series 2014 Bonds; provided, however, that the Redemption Price of any Series 2014 Bond subject to redemption at the election of the Authority or in accordance with the General Bond Resolution shall not be greater than one hundred one percent (101%) of the principal amount of the Series 2014 Bonds or portion thereof to be redeemed, plus accrued interest thereon to the date of redemption;

(g) Provisions for the sale or exchange of the Series 2014 Bonds and for the delivery thereof;

(h) The form of the Series 2014 Bonds, which shall be substantially the form set forth in Article XIV of the General Bond Resolution, and which are hereby authorized to be issued in the form of fully registered, book-entry only Bonds, and the form of the Trustee's certificate of authentication thereon;

(i) Direction for the application of the proceeds of the Series 2014 Bonds;

(j) Direction for the investment of the proceeds of the Series 2014 Bonds; and

(k) Any other provisions deemed advisable by the Chairman, Vice Chairman or Executive Director of the Authority, as required by and not in conflict with the provisions hereof, the Bond Resolution or the Act.

The Chairman, Vice Chairman or Executive Director shall execute and deliver a bond series certificate (the "Series Certificate") evidencing determinations or other actions taken pursuant to the authority granted herein, and the delivery of any such Series Certificate shall be conclusive evidence of the action or determinations of the Chairman, Vice Chairman or Executive Director as to the matters stated therein.

All Series 2014 Bonds issued pursuant to this Second Supplemental Resolution of like maturity shall be identical in all respects, except as to denominations, maturity amounts, numbers and letters.

### **ARTICLE III**

#### **Execution and Authentication of the Series 2014 Bonds**

Section 3.01. Execution and Authentication of Series 2014 Bonds. Pursuant to the provisions of Section 303 of the General Bond Resolution, the Chairman or Vice Chairman is hereby authorized and directed to execute by manual or facsimile signature the Series 2014 Bonds in the name of the Authority and the corporate seal (or a facsimile thereof) shall be thereunto affixed, imprinted or otherwise reproduced thereon. The Secretary or Assistant Secretary is hereby authorized and directed to attest by manual or facsimile signature the execution of the Series 2014 Bonds.

The Trustee is hereby authorized and directed to authenticate by manual or facsimile signature the Series 2014 Bonds, and deliver the same to or upon the order of the Authority, in such amounts and at such times as the Trustee shall be directed in writing by an Authorized Authority Representative, upon compliance with the conditions applicable thereto contained in the Bond Resolution.

Section 3.02. No Recourse on Series 2014 Bonds. No recourse shall be had for the payment of the principal, Sinking Fund Installments or Redemption Price of or interest on the Series 2014 Bonds or for any claim based thereon or on this Second Supplemental Resolution against any member, officer or employee of the Authority or any person executing the Series 2004 Bonds and neither the members of the Authority nor any other person executing the Series 2014 Bonds shall be subject to any personal liability or accountability by reason of the issuance thereof, all such liability being expressly waived and released by every Holder of Series 2014 Bonds by the acceptance thereof.

### **ARTICLE IV**

#### **Additional Approvals and Determinations of the Authority**

Section 4.01. Covenant of Authority as to Compliance with the Code. The Authority hereby reaffirms the covenants set forth in Section 820 of the General Bond Resolution, as amended by the First Supplemental Resolution, and covenants that it will take all actions within its control that are required to assure that interest on the Series 2014 Bonds is excluded from gross income for Federal income tax purposes and that it will refrain from taking any action or omitting to take any action that would adversely affect such exclusion.

Section 4.02. Amendment Prior to Delivery of Series 2014 Bonds Upon Original Issuance. Prior to delivery of any of the Series 2014 Bonds upon original issuance and notwithstanding anything to the contrary, the Chairman, Vice Chairman or Executive Director of the Authority may, by execution of a certificate evidencing same, modify or amend any of the terms or provisions of the Series 2014 Bonds or of this Second Supplemental Resolution (excepting that any such modification or amendment shall be within the parameters set forth in Section 2.03 hereof ((a) through (k) inclusive), the provisions of which may not be amended) in any respect or for any purpose without any further action by the Authority members.

Section 4.03. Appointment of Trustee, Bond Registrar, Paying Agent, Escrow Agent and Dissemination Agent. The appointment of The Bank of New York Mellon, Woodland Park, New Jersey (the "Trustee"), successor in interest to Summit Bank, as Trustee, Bond Registrar and Paying Agent for the Holders of the Series 2004 Bonds and the Series 2014 Bonds is hereby ratified and confirmed. The Trustee shall signify its

acceptance of the trusts and duties under this Second Supplemental Resolution by a written notice delivered to the Authority prior to delivery of the Series 2014 Bonds.

The Bank of New York Mellon, Woodland Park, New Jersey is hereby appointed as Escrow Agent (the “Escrow Agent”) for the Holders of the Refunded Bonds. The Escrow Agent shall signify its acceptance of the trusts and duties under (a) this Second Supplemental Resolution, and (b) the Escrow Deposit Agreement to be entered into with the Authority (the “Escrow Deposit Agreement”) in connection with the redemption of the Refunded Bonds by a written notice delivered to the Authority prior to delivery of the Series 2014 Bonds.

The Bank of New York Mellon, Woodland Park, New Jersey is hereby appointed as Dissemination Agent (the “Dissemination Agent”) as defined in the Continuing Disclosure Agreement (as hereinafter defined). The Dissemination Agent shall signify its acceptance of the trusts and duties under (a) this Second Supplemental Resolution, and (b) the Continuing Disclosure Agreement by execution of the Continuing Disclosure Agreement delivered in connection with the issuance of the Series 2014 Bonds.

Section 4.04. Appointment of Bond Counsel, Financial Advisor and Underwriter for the Series 2014 Bonds. The law firm of Wilentz, Goldman & Spitzer, P.A., Woodbridge, New Jersey, is hereby appointed Bond Counsel (“Bond Counsel”) in connection with the issuance of the Series 2014 Bonds. The firm of Phoenix Advisors, LLC, Bordentown, New Jersey, is hereby appointed Financial Advisor (the “Financial Advisor”) in connection with the issuance of the Series 2014 Bonds. NW Capital Markets Inc., Hoboken, New Jersey, is hereby appointed Underwriter for the Series 2014 Bonds (the “Underwriter”). In the event that the Underwriter is unable or unwilling perform underwriting services prior to the execution of the Bond Purchase Agreement (as hereinafter defined), the Executive Director or the Chairman of the Authority is hereby authorized and directed to appoint a successor Underwriter (the “Successor Underwriter”) in consultation with its Financial Advisor and Bond Counsel, which alternative appointment shall be evidenced in the Series Certificate. Such Successor Underwriter shall be appointed in accordance with the terms and conditions contained herein.

Section 4.05. Approval of Payments for Professional Services. The Authority does hereby, as applicable, award, approve and authorize payments for the following to render professional services and/or provide services in connection with the issuance of the Series 2014 Bonds to be paid out of proceeds of the Series 2014 Bonds as follows:

a. <u>AWARDED AND APPROVED TO:</u>	<u>DESCRIPTION OF SERVICES</u>	<u>AMOUNT NOT TO EXCEED</u>
Wilentz, Goldman & Spitzer, P.A.	Bond Counsel to the Authority	\$65,000 (including disbursements)
Phoenix Advisors, LLC	Financial Advisor to the Authority	\$17,500 (including disbursements)
The Bank of New York Mellon	Trustee Acceptance Fee and initial Escrow Agent Fee	\$15,000
Venezia & Nolan, P.C.	Authority General (including Trustee Counsel Fee)	\$20,000

	Counsel	
Hodulik & Morrison, P.A.	Auditor for County/ Verification Agent	\$10,000
McElwee & Quinn, L.L.C.	Printer	\$ 5,000
S&P	Rating Agency Fees	\$20,000
NW Capital Markets Inc. or	Underwriter's Discount/ including Underwriter's or Successor counsel fee	\$7.00/\$1,000 in bonds
Robert Eick	Transcript Binding	\$ 7,500

b. The Secretary is hereby authorized and directed to publish a brief notice of this award in accordance with the provisions of N.J.S.A. 40A:11-5(1)(a)(i).

c. The Certifying Finance Officer has certified that the funds for the services shall be paid from the proceeds of the Series 2014 Bonds.

Section 4.06. Second Supplemental Resolution to Govern. To the extent the provisions of this Second Supplemental Resolution are inconsistent with the terms of the General Bond Resolution and the First Supplemental Resolution, the provisions of this Second Supplemental Resolution shall control to the extent not inconsistent with the rights of any Bondholders.

Section 4.07. Binding Effect. This Second Supplemental Resolution shall inure to the benefit of and shall be binding upon the Authority and the Trustee and their respective successors and assigns, subject to the limitations contained in this Second Supplemental Resolution.

Section 4.08. Approval of Preliminary Official Statement and Official Statement. The preparation and distribution by the Authority, in consultation with Bond Counsel, counsel to the Underwriter, the Financial Advisor and the Auditor, of a Preliminary Official Statement (the "Preliminary Official Statement") to be used in connection with the marketing and sale of the Series 2014 Bonds, is hereby approved. Each of the Chairman, Vice Chairman or Executive Director is hereby authorized and directed, in consultation with Bond Counsel, the Financial Advisor and the Auditor, to execute and deliver a certificate pursuant to which the Preliminary Official Statement is "deemed final" by the Authority within the meaning of Rule 15c2-12 as promulgated by the Securities and Exchange Commission (the "Rule") in accordance with the Securities Exchange Act of 1934, as amended and supplemented.

Upon the sale of the Series 2014 Bonds to the Underwriter or Successor Underwriter, the Preliminary Official Statement shall be so modified by the Chairman, the Vice Chairman and/or the Executive Director, in consultation with Bond Counsel, the Financial Advisor and the Auditor to reflect the effect of the pricing of the Series 2014 Bonds and the Bond Purchase Agreement (as hereinafter defined) and any other revision not inconsistent with the substance thereof deemed necessary or advisable by Bond Counsel, the Financial Advisor and the Auditor, and said Preliminary Official Statement as so modified shall constitute the final Official Statement (the "Official Statement") of the Authority. The Chairman, Vice Chairman or Executive Director be, and each of them hereby is, authorized and directed on behalf of the Authority to execute and deliver said Official Statement.

Section 4.09. Approval of Bond Purchase Agreement. The purchase of the Series 2014 Bonds by the Underwriter or Successor Underwriter and the sale of the Series 2014 Bonds by the Authority to the Underwriter or Successor Underwriter is subject to the

execution of a Bond Purchase Agreement between the Authority and the Underwriter or Successor Underwriter in form and substance satisfactory to the Authority as described below. The Chairman, Vice Chairman or Executive Director of the Authority are each hereby authorized and directed, in consultation with Bond Counsel, to negotiate and approve the terms of a Bond Purchase Agreement, to be dated the date of sale of the Series 2014 Bonds, between the Authority and the Underwriter or Successor Underwriter to reflect the sale of the Series 2014 Bonds to the Underwriter or Successor Underwriter (the "Bond Purchase Agreement"). The Chairman, Vice Chairman or Executive Director be, and each of them hereby is, authorized and directed on behalf of the Authority to deliver said Bond Purchase Agreement to the Underwriter or Successor Underwriter, and the execution thereof by the Chairman, Vice Chairman or Executive Director shall be conclusive evidence of the approval by the Authority of the terms thereof.

Section 4.10. Approval of Escrow Deposit Agreement. The issuance of the Series 2014 Bonds by the Authority and the refunding of all or a portion of the Refunded Bonds by the Authority are subject to the execution of an Escrow Deposit Agreement (the "Escrow Deposit Agreement") by and between the Authority and The Bank of New York Mellon, Woodland Park, New Jersey, as the Escrow Agent (the "Escrow Agent") to the Authority in connection with the defeasance of the Refunded Bonds, which shall be satisfactory to the Authority. The Chairman, Vice Chairman or Executive Director are each hereby authorized and directed, in consultation with Bond Counsel, to negotiate and approve the terms of the Escrow Deposit Agreement, to be dated the date of the Closing. The Chairman, Vice Chairman or Executive Director be, and each of them hereby is, authorized and directed on behalf of the Authority to execute and deliver said Escrow Deposit Agreement and the execution thereof by the Chairman, Vice Chairman or Executive Director shall be conclusive evidence of the approval of the terms thereof. Hodulik & Morrison, P.A., Highland Park, New Jersey, in its capacity as auditor for the Authority shall be verification agent (the "Verification Agent") to verify the sufficiency of the deposit of proceeds of the Series 2014 Bonds to effectuate the refunding of the Refunded Bonds in accordance with the terms of the General Bond Resolution.

Section 4.11. Approval of Rating Agency. The Financial Advisor is hereby authorized and directed, *nunc pro tunc*, to submit an application to Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business to obtain a rating on the Series 2014 Bonds prior to the pricing thereof.

Section 4.12. Approval of Financing Documents. The forms of the Second Lease Amendment and the Guaranty Agreement, both to be dated the date of the Series 2014 Bonds (collectively, the "Financing Documents") are hereby approved in the substantially final forms presented to this meeting with such modifications, insertions or deletions as shall be approved by the Chairman or Vice Chairman in consultation with the Authority's Bond Counsel and General Counsel. The Chairman, Vice Chairman and Executive Director of the Authority each be, and each hereby is, authorized on behalf of the Authority to execute and deliver each of the Financing Documents and the Secretary of the Authority is hereby authorized and directed to affix the seal of the Authority to each of the Financing Documents and to attest to the signatures of the Chairman, Vice Chairman or Executive Director thereto.

Section 4.13. Compliance with Secondary Market Disclosure Requirements. The Chairman and Vice Chairman of the Authority, in consultation with

Bond Counsel, are each hereby authorized and directed to enter into and execute a Continuing Disclosure Agreement by and among the Authority, the County, the Commission and The Bank of New York Mellon, Trustee acting in the capacity of Dissemination Agent (the "Continuing Disclosure Agreement"), evidencing the contractual undertaking of the Authority, the County and the Commission to comply with the requirements of Rule 15c2-12(b)(5), as amended and supplemented (the "Rule") as promulgated by the Securities and Exchange Commission in accordance with the Securities Exchange Act of 1934, as amended and supplemented, and to deliver the Continuing Disclosure Agreement to the Underwriter or Successor Underwriter in connection with the offer and sale of the Series 2014 Bonds.

Section 4.14. Incidental Action. The Chairman, Vice Chairman, Treasurer, Secretary and Executive Director be, and each of them hereby is, authorized and directed to approve, execute and deliver any and all certificates, agreements, documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by the Bond Resolution, including this Second Supplemental Resolution, the Lease Agreement, including the Second Lease Amendment, the Preliminary Official Statement, the Official Statement, the Bond Purchase Agreement, the Escrow Deposit Agreement, the Guaranty Agreement, the Continuing Disclosure Agreement, and for the authorization, sale and issuance of the Series 2014 Bonds. The execution and delivery by such officers of each such aforementioned documents, with such changes, insertions or omissions as shall be approved by the Chairman, Vice Chairman or Executive Director, shall be conclusive evidence of the approval of such changes, insertions or omissions and no further ratification or other action by the Authority shall be required with respect thereto.

## **ARTICLE V**

### **Creation of Accounts**

Section 5.01. Establishment of Series 2014 Accounts. The Trustee is hereby authorized and directed by the Authority to create and establish a Series 2014 Account within the Operating Fund to pay Costs of issuance related to the issuance of the Series 2014 Bonds, and a Series 2014 Account within the Debt Service Fund to pay principal of and interest on the Series 2014 Bonds. The Trustee is hereby authorized and directed by the Authority to create and establish a Series 2004 Escrow Account to pay the principal of and interest on, as applicable, the Noncallable 2004 Bonds to their date of maturity and on the Callable 2004 Bonds to the date of redemption for the Callable 2004 Bonds.

Section 5.02. Authorization to Create Additional Accounts. The Trustee is hereby authorized and directed to establish such other accounts and sub-accounts under the Resolution, including this Second Supplemental Resolution and the Series Certificate, as are required in connection with the issuance of the Series 2014 Bonds and under the Escrow Deposit Agreement to effectuate the escrow to maturity of the Noncallable 2004 Bonds and the redemption of all or a portion of the Callable 2004 Bonds.

## **ARTICLE VI**

### **Miscellaneous**

Section 6.01. Governing Law. This Second Supplemental Resolution and the Series 2014 Bonds are and shall be deemed to be contracts made under the laws of the

State and for all purposes shall be governed by and construed in accordance with the laws of the State.

Section 6.02. Notice of Adoption of Supplemental Resolution. The Authority's General Counsel or Bond Counsel is hereby authorized and directed to arrange for the publication of the Notice of Adoption of this Second Supplemental Resolution as soon as reasonably possible in an Authorized Newspaper of the Authority.

Section 6.03. Effective Date. This Second Supplemental Resolution shall take effect immediately upon the satisfaction of the requirements for the adoption of bond resolutions set forth in the "Local Authorities Fiscal Control Law" (N.J.S.A. §40A:5A-1 et seq.) and the Act.

<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				

**RESOLUTION OF THE  
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY  
AWARDING CONTRACT FOR HIGH PRESSURE BOILER SERVICE AND  
MAINTENANCE - ROOSEVELT CARE CENTER AT EDISON**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on April 9, 2014; and

**WHEREAS**, the Authority operates the long term care facility Roosevelt Care Center at Edison ("Roosevelt Care Center"); and

**WHEREAS**, pursuant to N.J.S.A. 40:37A-55(t), the 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 and things necessary, convenient or desirable for the purposes of the Authority, subject to the Local Public Contracts Law, N.J.S.A. 40A: 11-1 et. seq.; and

**WHEREAS**, the Authority requires the provision of high pressure boiler service and maintenance (the "Services") for Roosevelt Care Center; and

**WHEREAS**, the Authority prepared and issued a bid specification package and publicly advertised for bids for the Services; and

**WHEREAS**, the Authority received a bid for the Services from Core Mechanical, Inc.; and

**WHEREAS**, the bid of Core Mechanical, Inc. was a responsive responsible bid received for the Services; and

**WHEREAS**, the Authority would like to award a contract for the Services to Core Mechanical, Inc. 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 awards a contract for the Services for Roosevelt Care Center to Core Mechanical, Inc., in accordance with the rates set forth on the attached bid proposal at an annual cost not to exceed \$58,330.00.

2. The Authority authorizes the Chairman or Vice-Chairman to execute a contract with Core Mechanical, Inc in the form contained in the bid specification package and the Secretary of the Authority to attest to the signature of the Chairman or Vice-Chairman appearing thereon and to affix the seal of the Authority thereto.

4. The Certifying Finance Officer has certified that the funds for the Services are available from and can be obtained from the funds of the Authority.

<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			

**RESOLUTION OF THE  
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY  
AWARDING CONTRACT FOR FIRE DETECTION SYSTEM SERVICE AND  
INSPECTIONS AT ROOSEVELT CARE CENTER AT EDISON**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on April 9, 2014; 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., subject to the Local Public Contracts Law, N.J.S.A. 40A:11-1 et seq.; and

**WHEREAS**, the Authority requires fire detection system service and inspections (the "Services") for Roosevelt Care Center at Edison; and

**WHEREAS**, the Authority prepared and issued a bid specification package and publicly advertised for bids for the Services; and

**WHEREAS**, the Authority received a bid for the Services from System Sales Corporation; and

**WHEREAS**, the bid of System Sales Corporation is a responsive responsible bid received for the Services; and

**WHEREAS**, the Authority would like to accept the bid of System Sales Corporation and award a contract to System Sales Corporation for the Services 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 awards a contract to System Sales Corporation for the Services in accordance with the bid proposal attached hereto and made a part hereof for a total not to exceed annual cost of \$50,700.00.

2. The Authority authorizes the Chairman or Vice-Chairman to execute the contract with System Sales Corporation in the form attached to the bid specification package 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 Services are available from and can be obtained from the funds of the Authority.

<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				

**RESOLUTION OF THE  
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY  
AUTHORIZING PURCHASES OF DURABLE MEDICAL EQUIPMENT FROM  
JOHN F. KENNEDY MEDICAL CENTER FOR ROOSEVELT CARE CENTER  
FACILITIES**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on April 9, 2014; and

**WHEREAS**, pursuant to N.J.S.A. 40:37A-54(a), the Authority may provide within the County of Middlesex, public facilities; and

**WHEREAS**, in furtherance of this provision, the Authority owns and operates the Roosevelt Care Center facilities in the Township of Edison and operates the facility in the Township of Old Bridge (collectively, "Roosevelt Care Center"); and

**WHEREAS**, the Authority from time to time needs to acquire certain durable medical equipment (the "Equipment") as prescribed by physicians for residents at Roosevelt Care Center; 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., subject to the Local Public Contracts Law, N.J.S.A. 40A:11-1 et seq.; and

**WHEREAS**, pursuant to the Local Public Contracts Law, the Authority is authorized to award certain contracts without public advertisement for bids when such contracts are for professional or extraordinary unspecifiable services or are under the bid threshold; and

**WHEREAS**, the Certifying Finance Officer has determined and certified that the value of the contract will not exceed \$17,500.00; and

**WHEREAS**, the anticipated term of the contract is one (1) year; and

**WHEREAS**, the Authority is able to obtain the Equipment from John F. Kennedy Medical Center on an expedited basis as is often required; and

**WHEREAS**, the Authority would like to authorize the acquisition of the Equipment from John F. Kennedy Medical Center 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 the acquisition of the Equipment from John F. Kennedy Medical Center at a cost not to exceed \$10,000.00.

2. The Authority authorizes the Licensed Administrators of the Roosevelt Care Center facilities to execute any purchase orders required to complete the acquisitions authorized hereunder.

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

4. The Certifying Finance Officer has certified that the funds for the Equipment are available and can be obtained from the funds of the Authority.

<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				

**RESOLUTION OF THE  
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY  
AUTHORIZING ACCEPTANCE OF PROPOSAL OF EDWARD J. BLOUSTEIN  
SCHOOL OF PLANNING AND PUBLIC POLICY OF RUTGERS, THE STATE  
UNIVERSITY, FOR PERTH AMBOY SECOND STREET COMMUNITY  
INVOLVEMENT AND PARK CONCEPT PLAN SERVICES**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on April 9, 2014; 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**, pursuant to the Act, the Authority is empowered to, among other things, plan, initiate and carry out redevelopment projects for the elimination and for the prevention of the development or spread of blighted, deteriorated or deteriorating areas; and

**WHEREAS**, in furtherance of this statutory provision, the Authority has undertaken a program for the assessment of certain brownfields (the "Program"); and

**WHEREAS**, the Authority applied for and was approved for a grant (the "Grant") from the United States Environmental Protection Agency to conduct environmental testing and or investigations on brownfield sites as part of the Program; and

**WHEREAS**, the Authority is investigating certain sites located in the City of Perth Amboy as part of the Program; and

**WHEREAS**, as a requirement of the Grant, the Authority is required to conduct community involvement and concept plan services (the "Services"); and

**WHEREAS**, the Authority has received a proposal for the Services from the Edward J. Bloustein School of Planning and Public Policy of RUTGERS, The State University of New Jersey ("RUTGERS"); and

**WHEREAS**, contracts between the Authority and RUTGERS are exempt from the public bidding requirements of the Local Public Contracts Law pursuant to N.J.S.A. 40A:11-5(2); and

**WHEREAS**, the Authority would like to accept the proposal of RUTGERS and authorize RUTGERS to provide the Services 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 accepts the proposal of RUTGERS for the provision of the Services at a cost not to exceed \$90,000.00.

2. The Authority hereby approves a contract with RUTGERS for the provision of the Services in substantially the form attached with such changes as shall be approved by the Chairman on advice of counsel.

3. The Authority authorizes the Chairman to execute the contract with RUTGERS in the form so approved.

4. The Certifying Finance Officer has certified that the funds for the Services are available from the Grant for the Program.

<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				

**RESOLUTION OF THE  
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY  
AUTHORIZING ENGINEERING SERVICES  
FOR OPEN SPACE AND FARMLAND PRESERVATION PROGRAM**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the “Authority”) was held on April 9, 2014; and

**WHEREAS**, the Authority has heretofore accepted the duties and function of negotiating for the purchase of properties (the “Properties”), conducting due diligence on the Properties and entering into contracts on behalf of the County of Middlesex (the “County”) as agent for the County with respect to the County’s Open Space Plan and Farmland Preservation Program (the “Program”) and has approved an agreement (the “Agreement”) with the County undertaking the aforementioned duties and functions on behalf of the County; and

**WHEREAS**, the County has included certain properties in the Borough of Middlesex, Township of South Brunswick and City of Perth Amboy (hereinafter referred to as the “Sites”) in the Program; and

**WHEREAS**, the Authority requires the provision of engineering services (the “Services”) for the due diligence and negotiation functions to be performed by the Authority pursuant to the Agreement for the Sites; and

**WHEREAS**, pursuant to N.J.S.A. 40:37A-55(t), the 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 and things necessary, convenient

or desirable for the purposes of the Authority, subject to the Local Public Contracts Law, N.J.S.A. 40A:11-1, et seq.; and

**WHEREAS**, the provision of the Services are an exception to the public bidding requirements of the Local Public Contracts Law as a professional service pursuant to N.J.S.A. 40A:11-5(l)(a)(i); and

**WHEREAS**, the Authority undertook a fair and open process pursuant to N.J.S.A. 19:44-20.4 et seq. to qualify engineers for the Program; and

**WHEREAS**, by Resolutions duly adopted by the Authority on December 11, 2013, the Authority qualified vendors as set forth in the resolutions to provide engineering services for the Program pursuant to the fair and open process; and

**WHEREAS**, the Authority would like to authorize the provision of the Services for the Sites 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 accepts the following proposals to provide the Services for the Sites:

<u>Site</u>	<u>Vendor/Services</u>	<u>Cost Not to Exceed</u>
Ireland Brook Extension Township of South Brunswick	Najarian Associates Additional Engineering/ Site Investigation	\$ 46,725.00
Buckingham High Property City of Perth Amboy	Najarian Associates Site Investigation	\$ 138,967.00
Ryan Property Borough of Middlesex	Hatch Mott MacDonald Phase I/ESA and Soil Sampling	\$ 3,950.00

2. The Certifying Finance Officer of the Authority has certified that the funds for the provision of the Services are available from and can be obtained from the funds of the Authority and will be reimbursed by the County pursuant to the Agreement.

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

<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				

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 April 9, 2014, that payments as itemized on the attached bill

list, attached hereto and made a part hereof, in the total amount of \$2,495,218.93 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 \$2,495,218.93 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 invited the public to comment. There being no response from the public, upon motion duly made by Anthony Raczynski and seconded by Robert J. Mantz, the meeting was adjourned.

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