

MINUTES OF A REGULAR MEETING OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
HELD ON WEDNESDAY, AUGUST 13, 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
Jacque Eaker, Secretary
Camille Fernicola
Anthony Raczynski

Absent: Robert J. Mantz, Vice-Chairman

Also present were:

Richard Pucci, Executive Director
Jane Leal, Lory Cattano, Middlesex County Improvement Authority
Daria Anne Venezia, Esq., Venezia & Nolan, P.C., Counsel to the Authority
Anthony Pannella, Esq., Wilentz, Goldman & Spitzer, Authority Bond Counsel
Anthony Inverso, Phoenix Advisors, LLC, Financial Advisor

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 the correspondence is included in the member packages.

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

Mr. Pucci stated that the recycling report is included in the member packages. Upon motion duly made by Jacque Eaker and seconded by Anthony Raczynski, the recycling report was received.

Mr. Pucci provided the Golf Course Report. Mr. Pucci stated that it is still a struggle to make up for the months of bad weather. He stated that the management review should be presented to the members next month. The results of the review appear positive as to methods that can be undertaken to increase play. The report has many positive aspects. Ms. Fernicola mentioned a report that she had recently read stating that golf has lost popularity and describing methods to increase popularity as in making the hole larger.

Mr. Pucci stated that time appears to be a factor and that 9 hole play may be one alternative. In addition, promotions may need to be implemented. The golf industry is down at least 20% and does not appear that it will rebound.

The Chairman introduced Anthony Inverso of Phoenix Advisors. Mr. Pannella then provided the Financing Report. Mr. Pannella stated that the 2014 Capital Equipment and Improvement Program was approved by the Local Finance Board at today's meeting. The County is participating to the extent of \$14.5 million. The towns are participating for the remainder of the \$18 million issuance. Mr. Pannella stated that prior to today's meeting several questions had been asked by the Local Finance Board and they were responded to. The Authority made a brief presentation of the financing. The Director of the Local Finance Board raised several issues. One of the issues was confirmation that County Counsel is not receiving a fee. This issue had already been addressed prior to the meeting. The second issue that the Director raised was the compensation of the Authority Executive Director. Mr. Pannella stated that the Director said he did not approve the financing fee because of the supporting expenses. Mr. Pannella stated that the financing fee charged by the Authority is in the average range. Ted Light, who is on the Local Finance Board, asked if anything said by the Director of the Local Finance Board would impact the Local Finance Board resolution or financing and Mr. Pannella stated that the Director responded that it would not. Mr. Pannella stated that the statements made by the Director do not relate to the financing. The financial efficacy of the program is not being questioned.

The members of the Authority then discussed the fact that the members of the Local Finance Board do not review a written resolution prior to voting. The Authority members expressed their concern that the statements made at the meeting were individualized and if they appear in the resolution, they were not voted on by the members of the Local Finance Board. Ms. Eaker expressed her concern about the picture being portrayed and felt a response to the discussion at the Local Finance Board should be made.

Upon motion duly made by Anthony Raczynski and seconded by Camille Fernicola, the Economic Development report was received.

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

Mr. Pucci explained that Resolution (a) authorizes a title change to one of the positions at the Authority. There is no change in salary. The title is more appropriate to the position held. Resolution (b) is a certification by the Authority members of the review of the 2013 audit report. Mr. Pucci commended the CFO on a job well done.

Mr. Pannella reported that Resolution (c) authorizes certain actions and approves certain documents in connection with the 2014 Capital Equipment and Improvement Program. The Chairman asked how the market conditions were and Mr. Inverso responded that the conditions were good and it is a good opportunity for financing.

Mr. Pucci explained the next item on the agenda which is a change order for the contractor to perform work at the Quarry Lane Facility. Also concerning recycling, Resolution (e) approves payment to the DEP of the annual permit fee for the Quarry Lane Facility.

Concerning Roosevelt Care Center, Ms. Venezia described Resolution (f). The Authority received seven bids for ambulance transportation services for the Roosevelt Care Center facilities. Hearings were held with the two low bidders on certain issues concerning the qualification requirements. The recommendation is to reject the two low bids and award the contract to Pulse Medical Transportation. Resolution (h) approves a process for the approval and execution of certain agreements for the Roosevelt Care Center facilities. Ms. Venezia explained that the residents have options in obtaining certain services and at times, the providers require agreements. The agreements do not require the payment of fees by the facilities. The resolution allows the agreements to be reviewed and then implemented by the facilities. Resolution (i) approves an emergency contract with Standard Elevator for a repair at the Old Bridge facility. The existing contractor went out of business and in the interim process of awarding a new contract, emergency services were required. Resolution (j) clarifies that a contract awarded to Jersey State Controls last year was for a two year term at an annual cost not to exceed \$121,615.00. Resolution (k) approves an agreement with Jersey Health Connect to exchange health information through a health information exchange. This service will allow the Roosevelt Care Center facilities to interface with other health care providers to obtain resident health information in a timely fashion.

Mr. Pucci stated that Resolutions (l) and (m) approve engineering and appraisal services, respectively, for the Open Space Program.

Lastly, Resolution (n) approves a change order to the proprietary systems contract at Roosevelt Care Center at Old Bridge to buy certain supplies for the system.

The next item on the agenda was approval of the minutes of the meeting of July 9, 2014. Camille Fernicola commented that the minutes did not reflect an item from the discussion of recycling. Ms. Fernicola mentioned that she would like the minutes to reflect that every effort should be made to include in the curbside collection recycling bid the provision of bidding with commingled recycling containers. Mr. Pucci stated that it is possible that this may be included as an alternate in the bid. Upon motion duly made by Camille Fernicola with the proviso that the amendment be made, seconded by Anthony Raczynski and unanimously approved by the members present, the minutes of the meeting of July 9, 2014 were approved as amended.

The Chairman invited the public to comment on the resolutions. There being no response from the public, upon motion duly made by Jacque Eaker, seconded by Camille Fernicola 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
AMENDING CODE OF JOB TITLES AND SALARY RANGES
OF EMPLOYEES OF THE AUTHORITY**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 13, 2014; and

WHEREAS, pursuant to N.J.S.A. 40:37A-55(n), the Authority may do and perform any acts and things authorized by the County Improvement Authorities Law, under, through or by means of its own officers, agents and employees; and

WHEREAS, by Resolution 14-22 heretofore duly adopted by the Authority on February 18, 2014, the Authority has established certain classifications, appointments and salary ranges for employees of the Authority and by Resolution 14-65 duly adopted on March 12, 2014 approved amendment to same (as amended, the "Code"); and

WHEREAS, the Authority would like to further amend the Code of the Authority 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 authorizes and adopts the amendments to the Code as set forth on Schedule A attached hereto and made a part hereof.
2. This Resolution shall take effect immediately.

<u>Recorded Vote:</u>	<u>Aye</u>	4	<u>No</u>	<u>Abstain</u>	<u>Absent</u> 1
Roseman, Leonard J.	x				
Mantz, Robert J.					x
Eaker, Jacque	x				
Fernicola, Camille	x				
Raczynski, Anthony	x				

**RESOLUTION OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
CERTIFYING REVIEW OF
2013 ANNUAL AUDIT**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 13, 2014; and

WHEREAS, N.J.S.A. 40A:5A-15 requires the governing body of each local authority to cause an annual audit of its accounts to be made; and

WHEREAS, the annual audit report for the fiscal year ended 2013 has been completed and filed with the Authority pursuant to N.J.S.A. 40A:5A-15; and

WHEREAS, N.J.S.A. 40A:5A-17 requires the governing body of each authority to, within 45 days of receipt of the annual audit, certify by resolution to the Local Finance Board that each member thereof has personally reviewed the annual audit report, and specifically the sections of the audit report entitled "General Comments" and "Recommendations", and has evidenced same by group affidavit in the form prescribed by the Local Finance Board; and

WHEREAS, the members of the governing body have each received the annual audit and have each personally reviewed the annual audit, and have each specifically

reviewed the sections of the annual audit report entitled, "General Comments" and "Recommendations" in accordance with N.J.S.A. 40A:5A-17.

NOW, THEREFORE, BE IT RESOLVED, that the governing body of the Middlesex County Improvement Authority hereby certifies to the Local Finance Board of the State of New Jersey that each governing body member has personally reviewed the annual audit report for the fiscal year ended 2013 and specifically each governing body member has reviewed the sections of the audit report entitled "General Comments" and "Recommendations", and has evidenced same by group affidavit in the form prescribed by the Local Finance Board.

BE IT FURTHER RESOLVED, that the Secretary of the Authority is hereby directed to promptly submit to the Local Finance Board the aforesaid group affidavit, accompanied by a certified true copy of this resolution.

IT IS HEREBY CERTIFIED THAT THIS IS A TRUE COPY OF THE RESOLUTION OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY PASSED AT A MEETING HELD ON AUGUST 13, 2014.

/s/ Jacque Eaker
Jacque Eaker, Secretary
August 13, 2014

<u>Recorded Vote:</u>	<u>Aye</u>	4	<u>No</u>	<u>Abstain</u>	<u>Absent</u> 1
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 CERTAIN ACTIONS AND APPROVING CERTAIN DOCUMENTS NECESSARY IN CONNECTION WITH THE ISSUANCE OF THE AUTHORITY'S PROPOSED NOT TO EXCEED \$18,000,000 AGGREGATE PRINCIPAL AMOUNT OF COUNTY-GUARANTEED CAPITAL EQUIPMENT AND IMPROVEMENT REVENUE BONDS, 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"), which resolution was duly adopted by the County on September 6, 1990, as a public body corporate and politic of the State of New Jersey, pursuant to the County Improvement Authorities Law, chapter 183 of the Laws of New Jersey of 1960, as amended and supplemented (N.J.S.A. 40:37A-44 et seq.) (the "Act"); and

WHEREAS, the Authority, pursuant to and in accordance with the applicable provisions of the Act, has determined to finance various capital improvements to be undertaken by, and the acquisition, installation and, as applicable, subsequent leasing of certain capital equipment, including but not limited to police and passenger vehicles to,

various municipal participants situate in the County or a beneficiary county, including the County (each a "Municipality" and collectively, the "Municipalities") from the Authority, which determination is evidenced by a resolution approving the financing duly adopted by the Authority on August 13, 2014; and

WHEREAS, each Municipality, as applicable, by ordinance to be duly adopted, has determined to lease from the Authority, pursuant to the terms and conditions of a Lease and Agreement to be entered into by the Authority and such Municipality (each a "Lease" and collectively, the "Leases"), certain vehicles to be acquired with the proceeds of the Authority's bonds, and under which Lease such Municipality will agree to pay to the Authority as Basic Rent and Additional Rent an amount sufficient to pay the principal of, redemption premium, if any, and interest on the bonds attributable to the Municipality, its allocable share of costs of the financing, as applicable, and any and all amounts constituting Additional Rent thereunder; and

WHEREAS, each Municipality, as applicable, by ordinance to be duly adopted, has determined to receive a loan from the Authority, pursuant to the terms and conditions of a Loan and Security Agreement to be entered into by the Authority and such Municipality (each a "Loan Agreement" and collectively, the "Loan Agreements"), to finance the costs of the undertaking of the capital improvements and/or the acquisition of equipment to be undertaken or acquired, as applicable, with the proceeds of the Authority's bonds, and under which Loan Agreement such Municipality will agree to pay to the Authority as Basic Loan Payments and Additional Loan Payments an amount sufficient to pay the principal of, redemption premium, if any, and interest on the bonds attributable to the Municipality, its allocable share of costs of the financing, as applicable, and any and all amounts constituting Additional Loan Payments thereunder; and

WHEREAS, the Board of Chosen Freeholders of the County, by resolution and ordinance, has consented to the undertaking of the financing by the Authority and a guarantee of the Authority's Series 2014 Bonds (as defined herein); and

WHEREAS, pursuant to the authorization set forth in the ordinance to be finally adopted by the County authorizing the guarantee by the County of the payment of principal of and interest on the County-Guaranteed Capital Equipment and Improvement Revenue Bonds, Series 2014 in an aggregate principal amount not to exceed \$18,000,000 (the "Guarantee Ordinance"), the County and the Authority intend to enter into a County Guarantee Agreement (the "Guarantee Agreement"), wherein the County shall unconditionally guarantee the punctual payment of the principal of and interest on the Series 2014 Bonds; and

WHEREAS, the Authority, pursuant to and in accordance with the Act, the Lease with each Municipality, as applicable, and the Loan Agreement with each Municipality, as applicable, has determined to provide for, as applicable, the payment of the Cost of the undertaking, acquisition or installation, as applicable, of the certain improvements or items of equipment (the "Project") under a bond resolution for the Project (the "Bond Resolution"), from the issuance of its Series 2014 Bonds, which Series 2014 Bonds shall

be primarily payable from Basic Rent and/or Basic Loan Payments, as applicable, to be received by the Authority from each Municipality under the Lease and/or Loan Agreement, as applicable, and payments to be received by the Authority from the County, if any, under the Guarantee Agreement; and

WHEREAS, the Authority submitted the required application (the "Application") to the Local Finance Board in the Division of Local Government Services, New Jersey Department of Community Affairs (the "Local Finance Board") for the issuance of its proposed not to exceed \$18,000,000 County-Guaranteed Capital Equipment and Improvement Revenue Bonds, Series 2014 (the "Series 2014 Bonds"); and

WHEREAS, the Local Finance Board issued findings with respect to the Authority's Application and the County's guarantee of the Series 2014 Bonds on August 13, 2014; and

WHEREAS, the Authority will require the provision of certain professional services and will incur certain expenses with reference to the proposed project financing in conjunction with the Project; and

WHEREAS, the appointment, award and approval of professional services and expenses in connection with the Project as hereinafter made are exempt from the public bidding requirements of the Local Public Contracts Law, N.J.S.A. 40A:11-1, et seq.; and

WHEREAS, the Authority has conducted a fair and open process for the procurement, approval and award, as applicable, of certain professional services and expenses for the financing; and

WHEREAS, the Authority has heretofore qualified and/or appointed certain parties to provide professional services and/or other services for the financing; and

WHEREAS, in connection with the issuance of the Series 2014 Bonds, the Authority will appoint the investment banking firm of NW Capital Markets Inc., as Underwriter (the "Underwriter") for the purchase of the Series 2014 Bonds; will appoint the financial advisory firm of Phoenix Advisors, LLC as its financial advisor (the "Financial Advisor"); and desires to appoint the banking institution of TD Bank, National Association, Cherry Hill, New Jersey, as the trustee under the Bond Resolution (the "Trustee"); and

WHEREAS, in an effort to issue the Series 2014 Bonds at the lowest possible interest cost, the Authority may submit an application to Standard & Poor's Ratings Services, a division of The McGraw-Hill Companies, Inc. ("S&P"), 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 undertaking of the Project and the

issuance of the Series 2014 Bonds.

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY, as follows:

1. The Bond Resolution be, and the same hereby is, approved and adopted in the form presented to this meeting with such changes, insertions, deletions or omissions as shall hereafter be approved by the Authority's Chairman or Vice Chairman in consultation with the Authority's bond counsel, Wilentz, Goldman & Spitzer, P.A., Woodbridge, New Jersey ("Bond Counsel"). The aggregate principal amount of the Series 2014 Bonds shall not exceed \$18,000,000 and the true interest cost of the Series 2014 Bonds shall not exceed 5.00%.

2. (a) The Authority does hereby, as applicable, award, approve and authorize payment for the following to render professional services and/or provide services in connection with the Project or to the Authority in conjunction with the Project to be paid out of the proceeds of the Series 2014 Bonds issued for the Project as follows:

<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	\$95,000 plus Disbursements
Phoenix Advisors, LLC	Financial Advisor to the Authority	\$30,000
TD Bank, National Association	Trustee	\$15,000 (including Trustee's Counsel fee)
Venezia & Nolan, P.C.	Authority General Counsel	\$20,000 plus Disbursements
Hodulik & Morrison, P.A.	Auditor for County/Authority	\$5,000
McElwee & Quinn, L.L.C.	Printing	Not to Exceed \$5,000
S&P	Rating Agency Fee	Not to Exceed \$22,000
NW Capital Markets Inc.	Underwriter	\$6.50/\$1,000 of Bonds Not to Exceed \$117,000 (including Underwriter's counsel fee)

(b) The Secretary is hereby authorized and directed to publish a brief notice of these awards, approvals and/or authorizations 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 out of the proceeds of the Series 2014 Bonds issued for the Project.

3. In connection with the issuance of the Series 2014 Bonds, the Authority hereby appoints the investment banking firm of NW Capital Markets Inc., as Underwriter (the "Underwriter") for the purchase of the Series 2014 Bonds. The purchase of the Series 2014 Bonds by the Underwriter and the sale of the Series 2014 Bonds by the Authority to the Underwriter shall be subject to the execution by the Authority and the Underwriter of a Bond Purchase Contract (as defined herein) satisfactory to the Authority.

4. The Lease, the Loan Agreement and the Guarantee Agreement (collectively, the "Agreements") each be, and the same each hereby is, approved in the form presented to this meeting with such changes, insertions, deletions or omissions as shall hereafter be approved by the Authority's Chairman or Vice Chairman in consultation with Bond Counsel and Venezia & Nolan, P.C., the Authority's general counsel ("General Counsel"). The Authority's Chairman and Vice Chairman be, and each hereby is, authorized and directed on behalf of the Authority to execute and deliver each of the Agreements and the Secretary of the Authority is hereby authorized and directed to affix the seal of the Authority to each of the Agreements and to attest to the signatures of the Chairman and Vice Chairman on each of the Agreements as applicable.

5. The Financial Advisor is hereby authorized and directed to submit an application to S&P, to obtain a rating on the Series 2014 Bonds prior to the pricing thereof and any prior submissions or application by the Financial Advisor on behalf of the Authority are hereby ratified and confirmed.

6. The Authority's Chairman, Vice Chairman and Executive Director are each hereby authorized and directed, in consultation with Bond Counsel, to negotiate the terms of a Bond Purchase Contract, to be dated the date of sale of the Series 2014 Bonds, between the Authority and the Underwriter (the "Bond Purchase Contract"). The Chairman and Vice Chairman be, and each hereby is, authorized and directed on behalf of the Authority to approve the terms of the aforesaid Bond Purchase Contract and to execute and deliver said Bond Purchase Contract to the Underwriter. The Authority's Chairman and Vice Chairman are each hereby authorized and directed to execute and deliver the Series Certificate required pursuant to the provisions of Sections 202 and 203 of the Bond Resolution to reflect the terms of the Series 2014 Bonds upon original issuance.

7. Counsel to the Underwriter is hereby authorized and directed to prepare the Preliminary Official Statement to be used in connection with the marketing of the Series 2014 Bonds.

8. The distribution by the Authority, in consultation with the Underwriter, Bond Counsel and General Counsel, of a Preliminary Official Statement to be used in connection with the marketing of such Series 2014 Bonds by the Underwriter, is hereby approved. The Chairman and the Vice Chairman of the Authority are each hereby

authorized and directed to execute and deliver a certificate to the Underwriter that “deems final” the Preliminary Official Statement pursuant to the provisions of the Rule (as defined herein).

Upon the sale of the Series 2014 Bonds to the Underwriter, the Preliminary Official Statement shall be so modified, in consultation with Bond Counsel and General Counsel, to reflect the effect of the Bond Purchase Contract and any other revisions not inconsistent with the substance thereof deemed necessary or advisable by Bond Counsel and General Counsel; and said Preliminary Official Statement as so modified shall constitute the final Official Statement. The Chairman and Vice Chairman each be, and each hereby is, authorized and directed on behalf of the Authority to execute and deliver said Official Statement. In connection therewith, the Chairman and Vice Chairman of the Authority, in consultation with Bond Counsel and General Counsel to the Authority are each hereby authorized and directed to enter into and execute a Continuing Disclosure Agreement with each Municipality and the County who are determined by the Authority to be "Obligated Persons" (as defined under the Rule (as defined herein)) (each the "Continuing Disclosure Agreement"), evidencing the contractual undertaking of each obligated Municipality and the County to comply with the requirements of Rule 15c2-12, promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended and supplemented (the "Rule") and to deliver the Continuing Disclosure Agreement to the Underwriter in connection with the offer and sale of the Series 2014 Bonds.

9. The Authority hereby acknowledges that it will execute and deliver (a) a Lease with each Municipality, as applicable, for the purchase of vehicles and the lease of such vehicles to each Municipality, as applicable, and financed with a portion of the proceeds of the Series 2014 Bonds and (b) a Loan Agreement with each Municipality, as applicable, for the undertaking of the capital improvements and/or the acquisition of equipment to be undertaken or acquired, as applicable, by each Municipality, as applicable, and financed with a portion of the proceeds of the Series 2014 Bonds. The Authority hereby ratifies and confirms approval of the Project consisting of the financing of the purchase of vehicles to be leased to the applicable Municipalities and a loan to the applicable Municipality to finance the undertaking of the capital improvements and the acquisition of equipment to be undertaken or acquired, as applicable, by each Municipality.

10. Prior to delivery of any of the Series 2014 Bonds upon original issuance and notwithstanding anything to the contrary, the Chairman or Vice Chairman of the Authority may, by execution of the Series Certificate evidencing same, modify or amend any of the terms or provisions of the Bond Resolution in any respect or for any purpose without any further action by the members of the Authority; provided, however, that such modifications or amendments shall be approved by the Authority's Chairman or Vice Chairman in consultation with the Authority's Bond Counsel and General Counsel.

11. The Chairman, Vice Chairman, Secretary, Executive Director or any other Authority Officer, official or professional, be, and each of them hereby is, authorized and

directed to execute and deliver any and all documents, certificates, agreements 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, the Agreements, the Preliminary Official Statement, the Official Statement and the Bond Purchase Contract and for the authorization, sale and issuance of the Series 2014 Bonds. The execution by such officers of any such documents, certificates and agreements with such changes, insertions or omissions as shall be approved by the Authority's Chairman or Vice Chairman in consultation with the Authority's Bond Counsel and General Counsel shall be conclusive evidence of the approval of such changes, insertions or omissions and no further ratification or other action by the Authority members shall be required with respect thereto.

12. The Authority's Bond Counsel and General Counsel are each hereby authorized and directed to arrange for the publication of the Notice of Adoption of Bond Resolution on or about August 18, 2014 in an Authorized Newspaper of the Authority.

13. Capitalized terms used herein and not otherwise defined shall have the same meanings ascribed to such terms in the Bond Resolution.

14. This resolution shall become effective upon the Local Finance Board issuing positive findings with respect to the Authority's Application and approval of the County's guarantee of the Series 2014 Bonds.

<u>Recorded Vote:</u>	<u>Aye</u>	4	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	1
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 EMERGENCY CHANGE ORDER TO CONTRACT FOR YARD
WASTE RECYCLING AND MARKETING SERVICES**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 13, 2014; and

WHEREAS, the Middlesex County Board of Chosen Freeholders on June 2, 1994, adopted Amendment 1994-2 to its Solid Waste Management Plan, which Amendment assigned the implementation responsibilities for the curbside recycling program and yard waste recycling program (collectively, the "Program") for the County of Middlesex (the "County") to the Authority; 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, in undertaking the Program, the Authority requires yard waste recycling and marketing services (the "Services") for municipalities participating in the Program; and

WHEREAS, by Resolution 13-135 duly adopted by the Authority on July 10, 2013, the Authority awarded a contract for the Services to Nature's Choice Corporation; and

WHEREAS, the Authority requires certain emergency services for the turning of the leaf windrows at the Quarry Lane Leaf Composting Facility; and

WHEREAS, the Authority has received a proposal for the provision of the emergency services from Nature's Choice Corporation; and

WHEREAS, the Authority would like to declare an emergency, approve the proposal of Nature's Choice Corporation and approve an emergency change order to the contract for the Services with Nature's Choice Corporation 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 declares an emergency and authorizes an emergency change order to the contract for the Services with Nature's Choice Corporation for the turning of the leaf windrows at the Quarry Lane Leaf Composting Facility at a cost not to exceed \$4,500.00.

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

<u>Recorded Vote:</u>	<u>Aye</u>	4	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	1
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 PAYMENT TO DEP OF ANNUAL PERMIT FEE FOR QUARRY
LANE FACILITY**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 13, 2014; and

WHEREAS, the Middlesex County Board of Chosen Freeholders on June 2, 1994, adopted Amendment 1994-2 to its Solid Waste Management Plan, which Amendment assigned the implementation responsibilities for the yard waste and curbside recycling programs for the County of Middlesex (the "County") to the Middlesex County Improvement Authority (the "Authority"); and

WHEREAS, the State of New Jersey Department of Environmental Protection ("DEP") by Certification dated October 3, 1994 approved Amendment 1994-2 assigning the implementation responsibilities for the Countywide yard waste and curbside recycling

programs to the Authority; and

WHEREAS, as part of the yard waste recycling program, the Authority uses the Quarry Lane Recycling Facility (the “Facility”) located in the Township of North Brunswick; and

WHEREAS, the DEP requires the payment of a permit fee for the Facility (the “DEP Fee”); and

WHEREAS, the Authority would like to authorize payment of the DEP Fee for the Facility 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 payment to the DEP of the DEP Fee in the amount of \$8,792.00.

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

<u>Recorded Vote:</u>	<u>Aye</u>	4	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	1
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 REJECTION OF CERTAIN BIDS AND AWARD OF
CONTRACT FOR PROVISION OF BASIC LIFE SUPPORT AMBULANCE
TRANSPORTATION SERVICES FOR
ROOSEVELT CARE CENTER FACILITIES**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 13, 2014; and

WHEREAS, the Authority operates the long term care facilities Roosevelt Care Center at Edison and Roosevelt Care Center at Old Bridge (collectively, “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 basic life support ambulance transportation services (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 bids for the Services from Abba Medical Transportation, Able Medical Transportation, Inc., Alert Ambulance Service, Inc., Corbert Medical Transportation, LLC, On Time Transport, Pro Care Inc. dba Friendly Care Medical Transport and Pulse Medical Transportation, Inc.; and

WHEREAS, the bids of Abba Medical Transportation and Pro Care Inc. dba Friendly Care Medical Transport were the lowest bids received for the Services but did not comply with the bid specifications; and

WHEREAS, hearings were held with each of Abba Medical Transportation and Pro Care Inc. dba Friendly Care Medical Transport to discuss the noncompliance with the bid specifications and responsibility of the bidders; and

WHEREAS, the Authority would like to reject the bids of Abba Medical Transportation and Pro Care Inc. dba Friendly Care Medical Transport as non-compliant with the bid specifications and being non responsible bids and award a contract for the Services to Pulse Medical Transportation, 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 rejects the bids of Abba Medical Transportation and Pro Care Inc. dba Friendly Care Medical Transport as not responsible and not compliant with the bid specifications.

2. The Authority hereby awards a contract for the Services to Pulse Medical Transportation, Inc. in accordance with the bid submitted and at the rates attached hereto and made a part hereof for an annual cost not to exceed \$26,825.00.

3. The Authority authorizes the Chairman or Vice-Chairman to execute the contract with Pulse Medical Transportation, Inc. in the form contained in the bid specification package. 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.

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>	4	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	1
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 ENTERING INTO AND EXECUTION OF VARIOUS SERVICE AGREEMENTS FOR THE ROOSEVELT CARE CENTER FACILITIES

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the “Authority”) was held on August 13, 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 Roosevelt Care Center at Edison and operates Roosevelt Care Center at Old Bridge (collectively, “Roosevelt Care Center”); and

WHEREAS, the Authority from time to time has a need to enter into various agreements (the “Agreements”) with hospice or other service providers (the “Providers”)

regarding the Authority’s and Providers’ provision of care to residents and/or to confirm HIPAA obligations of the Authority and or Provider; 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 would like to authorize the entering into and execution of the Agreements with the Providers 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 Administrators of the Roosevelt Care Center facilities to establish a process for the review of the credentials and or qualifications of the Providers. Such process shall be implemented upon the review and approval of the Chairman.

2. The Authority authorizes the entering into and execution of Agreements with hospice and other service providers providing care to residents of the Authority for the purpose of enabling the care or continued provision of care to residents of the Authority.

3. The Authority hereby authorizes the Administrators of each of the Roosevelt Care Center facilities to review and execute agreements with hospice and other service providers. The Administrators of each facility shall receive legal review and approval of any such documents prior to the execution thereof.

4. This Resolution shall take effect immediately.

<u>Recorded Vote:</u>	<u>Aye</u>	4	<u>No</u>	<u>Abstain</u>	<u>Absent</u> 1
Roseman, Leonard J.	x				
Mantz, Robert J.					x
Eaker, Jacque	x				
Fernicola, Camille	x				
Raczynksi, Anthony	x				

**RESOLUTION OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING EMERGENCY CONTRACT FOR REPAIR OF ELEVATOR AT
ROOSEVELT CARE CENTER AT OLD BRIDGE**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 13, 2014; and

WHEREAS, the Authority owns and operates the long term care facility Roosevelt Care Center at Old Bridge (“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, certain emergency services to repair an elevator (the “Services”)

were required to be performed at Roosevelt Care Center due to the default in performance by the elevator service contractor; and

WHEREAS, Standard Elevator Corp. provided a proposal to perform the Services; and

WHEREAS, the Authority would like to declare an emergency and approve and ratify performance of the Services by Standard Elevator Corp. 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 declares an emergency and authorizes an emergency contract for the Services with Standard Elevator Corp. at a cost not to exceed \$ 510.00.

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

<u>Recorded Vote:</u>	<u>Aye</u>	4	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	1
Roseman, Leonard J.	x					
Mantz, Robert J.					x	
Eaker, Jacque	x					
Fernicola, Camille	x					
Raczynski, Anthony	x					

RESOLUTION OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY AMENDING RESOLUTION AWARDED CONTRACT FOR MAINTENANCE AND SERVICE OF HVAC EQUIPMENT AT ROOSEVELT CARE CENTER – OLD BRIDGE

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 13, 2014; and

WHEREAS, the Authority operates the long term care facility Roosevelt Care Center at Old Bridge (“RCC-OB”); 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 services for maintenance and service of the HVAC equipment (the “Services”) at RCC-OB; and

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

WHEREAS, by Resolution 13-135 duly adopted by the Authority on July 10, 2013 the Authority awarded a contract for the Services to Jersey State Controls; and

WHEREAS, the Authority would like to amend Resolution 13-135 to clarify the term and cost of the contract award 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 amends Resolution 13-135 to clarify that the award of the contract for the Services to Jersey State Controls was for a two year term at an annual cost for each year of the contract not to exceed \$ 121,615.00.

2. 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 and will be included in the future budget.

<u>Recorded Vote:</u>	<u>Aye</u>	4	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	1
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 HEALTH INFORMATION EXCHANGE DATA
VIEWER AGREEMENT WITH JERSEY HEALTH CONNECT AND
AUTHORIZING ENTERING INTO AND EXECUTION OF AGREEMENTS FOR
THE ROOSEVELT CARE CENTER FACILITIES**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the “Authority”) was held on August 13, 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 Roosevelt Care Center at Edison and operates Roosevelt Care Center at Old Bridge (collectively, “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, Jersey Health Connect operates a Community-Wide Health Information System (the “System”) which provides access to information by authorized users; and

WHEREAS, the Authority believes that use of the System will benefit the provision of care to residents of Roosevelt Care Center; and

WHEREAS, the Authority would like to approve the Health Information Exchange Data Viewer Agreement for each of the Roosevelt Care Center facilities (collectively, the “Agreement”) with Jersey Health Connect and authorize execution of the Agreement 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 Jersey Health Connect in substantially the form attached with such changes as shall be agreed to by the Chairman on advice of counsel.

2. The Authority hereby authorizes the Chairman or the Vice-Chairman of the Authority to execute the Agreement on behalf of the Authority in the form so approved.

3. The Authority authorizes the Administrators of the Roosevelt Care Center facilities to take acts reasonable and necessary in connection with implementation of the Agreement.

<u>Recorded Vote:</u>	<u>Aye</u>	4	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	1
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 August 13, 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 the Wolfson Deck Site and Welton Street Site in the City of New Brunswick, the Federal/Perrineville Road Property in the Township of Monroe, the Anchor Marine Properties in the City of Perth Amboy and the Ireland Brook Extension in the Township of South Brunswick (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>
Wolfson Deck Site	CME Associates	\$2,450.00
City of New Brunswick	Phase I ESA	
Welton Street Site	CME Associates	\$2,450.00
City of New Brunswick	Phase I ESA	
Federal/Perrineville Road	Hatch Mott MacDonald	\$7,900.00
Township of Monroe	Phase II ESA	
Anchor Marine	CME Associates	\$12,030.00
City of Perth Amboy	Survey	
Ireland Brook Extension	CME Associates	\$2,500.00
Township of South Brunswick	Additional Land Surveying	

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>	4	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	1
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 APPRAISAL SERVICES FOR
OPEN SPACE AND FARMLAND PRESERVATION PROGRAM**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 13, 2014; and

WHEREAS, the Authority has heretofore accepted the duties and functions 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 the Wolfson Deck Site and Welton Street Site in the City of New Brunswick (hereinafter referred to as the "Sites") in the Program; and

WHEREAS, the Authority requires appraisal services for the evaluation of 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 fair and open processes pursuant to N.J.S.A. 19:44-20.4 et seq. to qualify appraisers for the Program; and

WHEREAS, by Resolutions duly adopted by the Authority on December 11, 2013, the Authority qualified appraisers as set forth in the resolutions to provide appraisal services for the Program; 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:

<u>Site</u>	<u>Appraiser</u>	<u>Cost Not To Exceed</u>
Wolfson Deck Site	New Jersey Realty	\$2,800.00
City of New Brunswick	Advisory Group LLC	
Welton Street Site	New Jersey Realty	\$2,800.00
City of New Brunswick	Advisory Group LLC	

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 as required by N.J.S.A. 40A:11-5(l)(a)(i).

<u>Recorded Vote:</u>	<u>Aye</u>	4	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	1
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 CHANGE ORDER TO CONTRACT FOR WANDERGUARD,
NURSE CALL BELL AND ACCESS CONTROL SYSTEMS AT ROOSEVELT
CARE CENTER AT OLD BRIDGE**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 13, 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 statutory provision, the Authority owns and operates the long term care facility known as Roosevelt Care Center at Old Bridge; 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, contracts for equipment repair service in the nature of an extraordinary unspecifiable service and contracts for the performance of goods or services for the support or maintenance of proprietary computer hardware and software are exceptions to the public bidding requirements of the statute; and

WHEREAS, the Authority required a service contract for the tests, inspections and maintenance (the "Services") of the proprietary wanderguard, nurse call bell system and access control systems at Roosevelt Care Center at Old Bridge (the "Systems"); and

WHEREAS, by Resolution 14-10 duly adopted by the Authority on January 8, 2014, the Authority awarded a contract for the Services for the Systems to Simplex Grinnell; and

WHEREAS, by Resolution 14-81 duly adopted by the Authority on May 14, 2014, the Authority authorized an increase in the contract amount for the Services with Simplex Grinnell; and

WHEREAS, the Authority needs to purchase certain supplies for use of the System; and

WHEREAS, the supplies for the System are proprietary in nature and may only be purchased from Simplex Grinnell; and

WHEREAS, the Authority would like to authorize a change order to the contract with Simplex Grinnell to authorize the purchase of supplies for the System 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 a change order to the contract with Simplex Grinnell to permit the purchase of supplies for the System from Simplex Grinnell during the term of the contract at an annual cost not to exceed \$10,000.00.

2. The Certifying Finance Officer has certified that the funds for the change order are available from the funds of the Authority and will be included in the budgets in future years.

<u>Recorded Vote:</u>	<u>Aye</u>	4	<u>No</u>	<u>Abstain</u>	<u>Absent</u> 1
Roseman, Leonard J.	x				
Mantz, Robert J.					x
Eaker, Jacque	x				
Fernicola, Camille	x				
Raczynski, Anthony	x				

Upon motion duly made by Camille Fernicola, 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 August 13, 2014, that payments as itemized on the attached bill list, attached hereto and made a part hereof, in the total amount of \$2,810,453.93 be 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 \$2,810,453.93, 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 Jacque Eaker, the meeting was adjourned.

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