

MINUTES OF A REGULAR MEETING OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
HELD ON WEDNESDAY, AUGUST 12, 2015 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 (participating by telephone)
Camille Fernicola
Anthony Raczynski

Absent: Jacque Eaker, Secretary

Also present were:

Richard Pucci, Executive Director
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

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 Camille Fernicola 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 Anthony Raczynski and seconded by Robert J. Mantz, the Recycling Report was received.

Mr. Pucci provided the Golf Course Report. Mr. Pucci stated that the courses are doing as well as last year. It is anticipated that a report on the operations of The Meadows will be available next month.

Mr. Pannella then provided the Financing Report. Mr. Pannella stated that the 2015 Capital Equipment and Improvement Program will be considered by the Local Finance Board at tomorrow's meeting. He reviewed the participants. Resolution (b) on the agenda approves certain documents and authorizes certain actions in connection with

the proposed financing. Mr. Pannella stated that the schedule is to close the project financing by the end of September.

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) acknowledges the members review of the General Comments and Recommendations of the 2014 audit. Resolution (b) as explained by Anthony Pannella approves certain documents, authorizes certain services and authorizes certain actions in connection with the 2015 Capital Equipment and Improvement Program.

The next item on the agenda was Resolution (c). Mr. Pucci stated that the resolution authorizes the award of the yard waste recycling contract to Nature's Choice Corporation. Mr. Pucci stated that the Authority had bid for the services on two occasions and rejected the bids because of the bid amounts. Ms. Venezia continued that in accordance with the Local Public Contracts Law, the Authority then negotiated with Nature's Choice Corporation and Britton Industries. The recommendation is to award a contract to Nature's Choice Corporation. The resolution requires a two-thirds approval by the Board members. Mr. Pucci explained that Resolution (d) approves the interlocal service agreements with the towns that receive yard waste recycling services through the Authority. The formula to be charged to the participants will mirror the percentage used for the curbside recycling program.

Resolution (e) recognizes a change made on the State vendor list.

Concerning Open Space, Resolution (f) approves engineering services by CME Associates and Hatch Mott MacDonald on two sites in the Program. Resolution (g) approves appraisal services by New Jersey Realty Associates. Resolution (h) authorizes the Executive Director to authorize certain additional engineering services when conditions require same for the Open Space and Farmland Preservation Program.

Lastly, Resolution (i) authorizes an amendment to a contract awarded to CME Associates for certain engineering services for the Brownfields Program.

The next item on the agenda was approval of the minutes of the meeting of July 8, 2015. Upon motion duly made by Anthony Raczynski, seconded by Camille Fernicola and unanimously approved by the members present, the minutes of the meeting of July 8, 2015 were approved.

The Chairman invited the public to comment on the resolutions. There being no response from the public, upon motion duly made by Anthony Raczynski, 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
CERTIFYING REVIEW OF
2014 ANNUAL AUDIT**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 12, 2015; 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 2014 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 2014 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 12, 2015.

/s/ Jacque Eaker
Jacque Eaker, Secretary
August 12, 2015

<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					

**MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
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 \$9,000,000
AGGREGATE PRINCIPAL AMOUNT OF COUNTY-
GUARANTEED CAPITAL EQUIPMENT AND
IMPROVEMENT REVENUE BONDS, SERIES 2015**

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 12, 2015; and

WHEREAS, each Municipality, as applicable, by ordinance 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 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 or ordinance, will consent to the undertaking of the financing by the Authority and a guarantee of the Authority's Series 2015 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 2015 in an aggregate principal amount not to exceed \$9,000,000 (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 2015 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 2015 Bonds, which Series 2015 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 \$9,000,000 County-Guaranteed Capital Equipment and Improvement Revenue Bonds, Series 2015 (the "Series 2015 Bonds"); and

WHEREAS, the Local Finance Board is expected to issue findings with respect to the Authority's Application and the County's guarantee of the Series 2015 Bonds on August 13, 2015; 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 2015 Bonds, the Authority will appoint the investment banking firm of NW Capital Markets Inc., as Underwriter (the "Underwriter") for the purchase of the Series 2015 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 2015 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 2015 Bonds, such rating to be obtained prior to the pricing of the Series 2015 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 2015 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 2015 Bonds shall not exceed \$9,000,000 and the true interest cost of the Series 2015 Bonds shall not exceed 6.50%.

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 2015 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	\$20,000
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 \$15,000
NW Capital Markets Inc.	Underwriter	\$6.50/\$1,000 of Bonds Not to Exceed \$99,125 (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 2015 Bonds issued for the Project.

3. In connection with the issuance of the Series 2015 Bonds, the Authority hereby appoints the investment banking firm of NW Capital Markets Inc., as Underwriter (the "Underwriter") for the purchase of the Series 2015 Bonds. The purchase of the Series 2015 Bonds by the Underwriter and the sale of the Series 2015 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 2015 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 2015 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 2015 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 2015 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 2015 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 2015 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 2015 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 2015 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 2015 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 2015 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 2015 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 17, 2015 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 2015 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
AWARDING CONTRACT FOR YARD WASTE RECYCLING AND
MARKETING SERVICES**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 12, 2015; 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, the Authority prepared a bid specification package, advertised for bids and received bids for the Services from Britton Industries and Nature's Choice Corporation on two occasions; and

WHEREAS, by Resolutions duly adopted by the Authority, the Authority rejected the bids of Britton Industries and Nature's Choice Corporation on both occasions in accordance with N.J.S.A. 40A:11-13.2 as the lowest bids substantially exceeded the cost estimate and appropriation for the Services; and

WHEREAS, pursuant to N.J.S.A. 40A:11-5(3), the Authority may negotiate a contract for the Services after rejecting bids received on two occasions; and

WHEREAS, the Authority held negotiations for the Services with Britton Industries and Nature's Choice Corporation; and

WHEREAS, Nature's Choice Corporation submitted the lowest responsive proposal for the Services during the negotiation process; and

WHEREAS, the Authority would like to accept the proposal of Nature's Choice Corporation and award a contract for the Services to 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 accepts the proposal of Nature's Choice Corporation for the provision of the Services and awards a contract to Nature's Choice Corporation for the provision of the Services in accordance with Nature's Choice Corporation proposal of \$33.00 per ton for a not to exceed annual contract price of \$ 1,138,500.00.

2. The Authority authorizes the Chairman or Vice-Chairman to execute a contract with Nature's Choice Corporation in the form that was 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.

3. The Certifying Finance Officer has certified that the funds for the Services are available from the funds of the Authority and will be included in future year budgets.

<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 INTERLOCAL SERVICE AGREEMENTS
WITH MUNICIPALITIES OF THE COUNTY FOR THE
COUNTYWIDE YARD WASTE RECYCLING PROGRAM**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 12, 2015; 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, to continue the Countywide yard waste recycling program (the "Program"), the Authority will enter into agreements with the municipalities of the County participating in the Program; and

WHEREAS, pursuant to the Interlocal Services Act, N.J.S.A. 40:8A-1, et seq., local units may enter into contracts for the joint provision of service within their jurisdictions; and

WHEREAS, the Authority would like to authorize the entering into and execution of Interlocal Service Agreements (the "Agreements") with the municipalities in the County participating in the Program.

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

1. The Authority authorizes the entering into and execution of Interlocal

Service Agreements with each municipality participating in the Program.

2. The Authority approves the Interlocal Service Agreement with the municipalities participating in the Program in substantially the form attached with such changes and amendments as may be agreed to by the Chairman on advice of counsel. The Authority hereby authorizes the Chairman or Vice-Chairman to execute and deliver the Interlocal Service Agreements with the municipalities participating in the Program on behalf of the Authority and the Secretary of the Authority to attest to the signatures of the Chairman or Vice-Chairman appearing thereon and to affix the seal of the Authority thereto.

3. The Authority authorizes the Executive Director and Director of the Division of Recycling to take all acts reasonable and necessary in connection with the Program.

<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 AMENDMENTS TO APPROVED STATE VENDOR LIST**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the “Authority”) was held on August 12, 2015; 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 is permitted to procure items without publicly advertising for bids through the State of New Jersey Division of Purchase and Property of the Department of the Treasury approved vendor list (the “State Vendor List”); and

WHEREAS, by Resolution 15-30 duly adopted by the Authority on February 11, 2015, the Authority authorized purchases from the State Vendor List; and

WHEREAS, the Authority would like to approve amendments to the State Vendor list 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 amendments to the State Vendor List as follows:

- Central Jersey Starter Contract #89280 T2108 Exp. 7/20/18
- Enpointe Technologies Contract #77562 M0003 Exp. 8/31/15
- National Terminal Inc. Contract #82768 T1845 Exp. 10/31/16

<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 12, 2015; 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 Washington Avenue/Mayer Property in the Township of East Brunswick and the Cottrell Farm Open Space Property in the Township of Old Bridge (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. 19:44A-20.4 et seq. to qualify engineers for the Program; and

WHEREAS, by Resolutions duly adopted by the Authority on December 10, 2014, 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 Site 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>
Washington Avenue/ Mayer Property	Hatch Mott MacDonald PA/Phase I/ESA/ Demo Cost Estimate	\$4,250.00
Township of East Brunswick Cottrell Farm Open Space Property	CME Associates	\$ 33,643.00
Township of Old Bridge	Additional Eng./Site Investigation/LSRP Services	

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 12, 2015; and

WHEREAS, the Authority has heretofore accepted the duties and functions of negotiating for the purchase of properties (the "Properties") and conducting due diligence on the Properties 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 Washington Avenue/Mayer Property in the Township of East Brunswick (hereinafter referred to as the "Site") in the Program; and

WHEREAS, the Authority requires appraisal services for the evaluation of the Site; 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 10, 2014, 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 Site 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 proposal to provide the Services:

<u>Site</u>	<u>Appraiser</u>	<u>Cost Not To Exceed</u>
Washington Avenue/Mayer Property Township of East Brunswick	New Jersey Realty Group, LLC	\$ 1,500.00

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 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 APPROVAL OF 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 12, 2015; 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 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. 19:44A-20.4 et seq. to qualify engineers for the Program; and

WHEREAS, by Resolutions duly adopted by the Authority on December 10, 2014, 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, by Resolutions duly adopted, the Authority authorizes the provision of the Services by various vendors qualified by the Authority; and

WHEREAS, after vendors have been authorized to provide the Services and commence the provision of the Services at certain sites, site conditions may require the performance of additional services beyond the scope of services contemplated; and

WHEREAS, the Authority would like to authorize the Executive Director to approve additional services and extensions of the contracts for the Services for these situations 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 Executive Director to approve and authorize additional services and extensions of previously approved contracts for the Services to allow performance of additional Services where required. The Executive Director shall report to the members on any actions so taken.

2. The authorization granted to the Executive Director herein shall be limited to 20% of the amount of the previously approved contract and shall be subject to the Certifying Finance Officer certifying that the funds for the additional services and extension are available.

<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 EXTENSION AND AMENDMENT OF CONTRACT FOR
LICENSED SITE REMEDIATION PROFESSIONAL ENVIRONMENTAL
ENGINEERING SERVICES FUNDED BY A USEPA BROWNFIELD
ASSESSMENT COALITION GRANT FOR BROWNFIELD PROPERTIES IN
THE TOWNSHIP OF WOODBRIDGE**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 12, 2015; and

WHEREAS, pursuant to N.J.S.A. 40:37A-55(t) a county improvement authority is empowered to enter into any and all agreements or contracts, execute any and all instruments and do and perform any and all acts or things necessary, convenient or desirable for the purposes of the Authority or to carry out any power given in the County

Improvement Authorities Law, N.J.S.A. 40:37A-44 et seq. (the “Act”), subject to the Local Public Contracts Law, N.J.S.A. 40A: 11-1 et seq.; and

WHEREAS, 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 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 requires certain services (the “Services”) for the environmental investigation of properties located in the Township of Woodbridge as part of the Program (the “Sites”); and

WHEREAS, by Resolution 14-85 duly adopted by the Authority on May 14, 2014, the Authority awarded a contract (the “Contract”) for the Services to CME Associates after undertaking an RFP process and has subsequently authorized amendments to the Contract; and

WHEREAS, a further amendment to the Contract is required to approve LSRP oversight Services by CME Associates for certain of the Sites; and

WHEREAS, the Authority would like to authorize an amendment to the Contract to permit CME Associates to provide LSRP oversight Services for certain of the Sites for the Program 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 CME Associates, authorizes CME Associates to provide LSRP Services for certain of the Sites for the Program at a cost not to exceed \$ 13,460.00 and authorizes amendment to and extension of the Contract to include the LSRP Services authorized herein.

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

3. The Secretary is hereby directed to cause a brief notice of the authorization to be published in accordance with N.J.S.A. 40A:11-1 et seq.

<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 12, 2015, that payments as itemized on the attached bill list, attached hereto and made a part hereof, in the total amount of \$2,862,668.24 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 \$2,862,668.24, 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/s Daria Anne Venezia
Daria Anne Venezia
Secretary of the Meeting