

**MINUTES OF A REGULAR MEETING OF THE**  
**MIDDLESEX COUNTY IMPROVEMENT AUTHORITY**  
**HELD ON WEDNESDAY, JANUARY 8, 2014 AT 6:00 P.M.**  
**AT THE OFFICE OF THE AUTHORITY**  
**101 INTERCHANGE PLAZA, CRANBURY**  
**(SOUTH BRUNSWICK), NEW JERSEY**

Present were:

Leonard J. Roseman, Chairman  
Jacque Eaker, Secretary  
Camille Fernicola  
Anthony Raczynski

Also present were:

Richard Pucci, Executive Director  
Jane Leal, Lory Cattano, Ed Windas, Middlesex County Improvement Authority  
Daria Anne Venezia, Esq., Venezia & Nolan, P.C., Authority General Counsel  
David J. Samuel, CME Associates, Authority Engineer  
Anthony Panella, Esq., Wilentz, Goldman & Spitzer, 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. The Chairman stated that the correspondence is included in the 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. Windas presented the Recycling Report. 1,928 tons of material were collected from the 14 towns participating in the program. Year to date the total was 21,790 tons. This total amount is 454 tons less than 2012. The total units serviced in 2013 was 89,552. On average, each unit generates 43 pounds of material per month. Last year 548 route surveys were completed by the inspectors.

Mr. Pucci provided the Golf Course Report. Mr. Pucci stated that a review of The Meadows will need to be made next year to determine if operations will continue. He also stated that a review of Tamarack and Raritan will be undertaken to determine if special programs can be instituted. Mr. Pucci stated that the rates at The Meadows will be reviewed as well particularly the weekend rates. The Chairman requested that other public courses be reviewed to determine whether promotions are offered.

Under the Financing Report, Mr. Panella reported that the 2004 Educational Services Commission Financing is refundable and an analysis has been performed indicating that savings are achievable. The Commission will forward a request for the refinancing and it will likely close by the end of April.

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

The meeting proceeded to New Business and a discussion of the resolutions. Resolution (a) authorizes the extension of the contract for third party administrative services for the flexible benefits plan for a year. The cost is not to exceed \$1,000.

Resolution (b) authorizes the award of contracts for arbitrage rebate services to BLX Group and PFM Asset Management. The firms were previously qualified by the Authority through a fair and open process and proposals were sought to provide the services for various financings. Resolution (c) authorizes a one year extension for a contract for cleaning services for the Golf Courses and Recycling Division Offices at a cost not to exceed \$24,900.

Mr. Pucci requested Ms. Venezia to report on Resolution (d). Resolution (d) authorizes the sale of The Meadows at Middlesex Golf Course to the County of Middlesex for the County's Open Space Program. The County will pay the existing debt service and will also make a payment to the Authority at closing so that the total sales price will be \$7,070,000. Mr. Panella clarified that the County will be paying the principal and interest on the outstanding bonds on The Meadows over the term of the bonds. Ms. Venezia added that the Authority will also enter into an agreement with the County where it will operate the Golf Course for a period of time.

Concerning the Roosevelt Care Center facilities, Resolution (e) authorizes a contract for hairdressing services with JEM Haircare. The cost to the Authority is minimal as the residents are billed for the services. Resolution (f) authorizes continued participation in the Care Associates network. This had been recommended by Frank Damiani and Alan Fialka. Resolution (g) has been deleted as no bids were received for elevator maintenance services. Resolution (h) authorizes a contract with Raritan Bay Cardiology for physician services at Roosevelt Care Center at Edison. Resolution (i) authorizes a change order to the contract for fire sprinkler system services at Roosevelt Care Center at Edison. The change order will allow required inspections to occur in February.

Mr. Pucci explained that Resolution (j) authorizes an amendment to the certification of funds for the laundry contract. Mr. Pucci added that the Authority is in the process of determining the quantities in the transition period and a better picture should be presented by the February March time frame.

Resolution (k) authorizes a five (5) year contract for the proprietary systems and software for Roosevelt Care Center at Old Bridge. Resolution (l) awards a contract for audiological and hearing aid services for residents at the Roosevelt Care Center facilities. The cost is estimated at \$20,000 per year.

Resolutions (m) and (n) authorize the submission of applications for USEPA grants for the City of Perth Amboy. Lastly, Resolution (o) approves the provision of engineering services for the Open Space Program by Najarian Associates.

The next item on the agenda was approval of the minutes of the meeting of December 11, 2013. Upon motion duly made by Anthony Raczynski, seconded by Jacque Eaker and with an abstention by Camille Fernicola, the minutes of the meeting of December 11, 2013 were approved.

The Chairman invited the public to comment on the resolutions. There being no public comment, the meeting proceeded to consideration of the resolutions. Upon motion duly made by Jacque Eaker, seconded by Anthony Raczynski 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  
EXERCISING OPTION TO EXTEND CONTRACT FOR THIRD PARTY  
ADMINISTRATIVE SERVICES (PLAN ADMINISTRATOR) FOR A FLEXIBLE  
BENEFITS PLAN**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on January 8, 2014; and

**WHEREAS**, the Authority requires administrative services (plan administrator) for a flexible benefits plan (the "Services"); 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 and 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 Services are an exception to the public bidding requirements of the Local Public Contracts Law; and

**WHEREAS**, the Authority undertook a fair and open process pursuant to N.J.S.A. 19:44A-20.4 et seq., for the procurement of the Services and issued a request for proposals ("RFP"); and

**WHEREAS**, by Resolution 12-1 duly adopted by the Authority on January 11, 2012, the Authority awarded a contract for the Services to Flexible Benefit Administrators; and

**WHEREAS**, the Authority reserved the option of extending the term of the contract for two additional periods of one (1) year; and

**WHEREAS**, by Resolution 13-01 duly adopted by the Authority on January 9, 2013, the Authority exercised the first option to extend the contract for a term of one (1) year; and

**WHEREAS**, the Authority finds that the Services are being provided in an effective and efficient manner; and

**WHEREAS**, the Authority would like to exercise the second option and extend the term of the contract for the Services with Flexible Benefit Administrators for a period of one (1) year.

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

1. The Authority hereby finds that the Services are being provided in an effective and efficient manner.

2. The Authority hereby exercises the option to extend the term of the contract for the Services with Flexible Benefit Administrators for a period of one (1) year at a cost not to exceed \$1,000.00.

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

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 CONTRACTS FOR ARBITRAGE REBATE CALCULATIONS FOR  
AUTHORITY FINANCINGS**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on January 8, 2014; and

**WHEREAS**, the Authority, pursuant to N.J.S.A. 40:37A-55(t), is authorized to do and perform any act or thing 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 has issued the Utility System Revenue Bonds Perth Amboy Franchise Acquisition Project Series 1999A and Series 1999B, County-Guaranteed Revenue Bonds The Meadows at Middlesex Golf Course Project Series 1999, County-Guaranteed Revenue Refunding Bonds Middlesex County Educational Services Commission Project, Series 1999, County-Guaranteed Open Space Trust Fund Revenue Bonds, Series 1999, Capital Improvement Revenue Bonds, Series 1999, County-Guaranteed Capital Equipment Lease Revenue Bonds, Series 2004, George Street Student Housing Project Revenue Bonds, Series 2004A and 2004B, County-Guaranteed Lease Revenue Refunding Bonds Middlesex County Educational Services Commission Projects, Series 2004, County-Guaranteed Lease Revenue Refunding Bonds, Golf Courses Projects, Series 2004, County-Guaranteed Capital Equipment and Improvement Revenue Bonds Series 2009, County-Guaranteed Revenue Refunding Bonds The Meadows at Middlesex Golf Course Project, Series 2009 and County-Guaranteed Open Space Trust Fund Revenue Bonds, Series 2009 (collectively, the "Bonds"); and

**WHEREAS**, in conjunction with the Authority's issuance of the Bonds, the Authority is required to have an arbitrage rebate calculation performed to confirm that the current "investment yield" rate does not exceed the "bond yield" rate; and

**WHEREAS**, the provision of the arbitrage rebate services (the "Services") are an exception to the public bidding requirements of the Local Public Contracts Law; and

**WHEREAS**, in accordance with N.J.S.A. 19:44A-20.4 et seq., the Authority has undertaken a fair and open process for the solicitation of qualifications for the provision of the Services; and

**WHEREAS**, by Resolution of the Authority duly adopted on December 11, 2013, the Authority qualified BLX Group, LLC and PFM Asset Management LLC to provide the Services; and

**WHEREAS**, the Authority has requested proposals from the qualified vendors to perform the Services for the Bonds; and

**WHEREAS**, the Authority would like to award contracts for the performance of the Services for the Bonds in accordance with this Resolution.

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

1. The Authority awards contracts to perform the Services for the Bonds as follows:

<u>Bond Issue</u>	<u>Vendor</u>	<u>Contract Amount</u>
Perth Amboy Utility Series 1999A	BLX Group, LLC	\$ 1,350.00
Perth Amboy Utility Series 1999B	BLX Group, LLC	\$ 1,350.00
Meadows Golf Course Series 1999	BLX Group, LLC	\$ 900.00
Educational Services Series 1999	BLX Group, LLC	\$ 900.00
Open Space Series 1999	BLX Group, LLC	\$ 1,350.00
Capital Improvement Series 1999	PFM Asset	\$ 1,000.00
Capital Equipment Series 2004	BLX Group, LLC	\$ 2,400.00
George Street Housing Series 2004A	BLX Group, LLC	\$ 1,350.00
George Street Housing Series 2004B	BLX Group, LLC	\$ 1,100.00
Educational Services Series 2004	BLX Group, LLC	\$ 1,350.00
Golf Courses Projects Series 2004	BLX Group, LLC	\$ 1,350.00
Capital Equipment Series 2009	BLX Group, LLC	\$ 2,750.00
Meadows Refunding Series 2009	BLX Group, LLC	\$ 1,350.00
Open Space Series 2009	BLX Group, LLC	\$ 1,350.00

2. The Secretary of the Authority shall be and is hereby directed to cause a brief notice of the award of the contracts to be published as required by N.J.S.A. 40A:11-5(1)(a)(i).

3. The Certifying Finance Officer has certified that the funds for the Services are available from and can be obtained from the funds of the Authority and will be re-imbursed to the Authority, as and if applicable, by the project participants.

<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  
EXERCISING OPTION TO EXTEND TERM OF CONTRACT FOR CLEANING  
SERVICES**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on January 8, 2014; and

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

**WHEREAS**, the Authority requires cleaning services (the "Services") for the Recycling Division offices and the clubhouses at the Golf Courses; and

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

**WHEREAS**, by Resolution 13-03 duly adopted by the Authority on January 9, 2013, the Authority awarded a contract for the Services to Alvin Betancourt dba Pure Cleaning Services as the lowest responsive bid received for the Services; and

**WHEREAS**, the Authority reserved the option of extending the term of the contract for the Services for two (2) additional one (1) year terms; and

**WHEREAS**, the Authority finds that the Services are being provided in an effective and efficient manner; and

**WHEREAS**, the Authority would like to exercise the option and extend the term of the contract for the Services with Alvin Betancourt dba Pure Cleaning Services for a period of one (1) year 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 finds that the Services are being provided by Alvin Betancourt dba Pure Cleaning Services in an effective and efficient manner.

2. The Authority hereby exercises the option and extends the term of the contract for the Services with Alvin Betancourt dba Pure Cleaning Services for a period of one (1) year at an annual cost not to exceed \$24,960.00.

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

<u>Recorded Vote:</u>	<u>Aye</u>	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 AGREEMENTS WITH  
COUNTY OF MIDDLESEX FOR THE MEADOWS AT  
MIDDLESEX GOLF COURSE**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on January 8, 2014; and

**WHEREAS**, pursuant to the County Improvement Authorities Law, N.J.S.A. 40:37A-44 et seq., the Authority is empowered to improve, further and promote the tourist industries and recreational attractiveness of the County through the planning, acquisition, construction,

improvement, maintenance and operation of facilities for the recreation and entertainment of the public; and

**WHEREAS**, by Resolution 98-177 duly adopted by the Authority on October 14, 1998, the Authority determined to purchase an eighteen (18) hole golf course (the "Golf Course") located in the Township of Plainsboro (the "Township") in the County of Middlesex known as The Meadows at Middlesex Golf Course (the "Golf Course"); and

**WHEREAS**, pursuant to N.J.S.A. 40:37A-55(e), the Authority is authorized to acquire any real property necessary or useful for the purposes of the Authority and is authorized to dispose of the property so acquired and may dispose of such property at any time to any governmental unit or person and receive a leasehold interest in the property for such term as the Authority deems appropriate to fulfill its purposes; and

**WHEREAS**, the County of Middlesex (the "County") would like to acquire the Golf Course for the County's Open Space Program (the "Program"); and

**WHEREAS**, the Authority would like to approve the sale of the Golf Course to the County for the Program, approve the entering into and execution of a lease and management agreement and/or management agreement for the operation of the Golf Course and acts in connection therewith 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 and approves the sale of the Golf Course to the County for the County's Open Space Program.

2. The Authority hereby approves the entering into and execution of the Agreement to Purchase and Sell Real Estate for the sale of the Golf Course to the County in substantially the form attached with such changes as shall be approved by the Chairman on advice of counsel. The Authority authorizes the Chairman or Vice-Chairman to execute the Agreement to Purchase and Sell Real Estate in the form so approved and the Secretary to attest to the signature of the Chairman or Vice-Chairman appearing thereon and to affix the seal of the Authority thereto.

3. The Authority hereby approves the entering into and execution of the Meadows Golf Course Lease and Management Agreement and/or Management Agreement at the time of closing on the sale of the Golf Course in substantially the form attached with such changes as shall be approved by the Chairman on advice of counsel. The Authority authorizes the Chairman or Vice-Chairman to execute the Agreement in the form so approved and the Secretary to attest to the signature of the Chairman or Vice-Chairman appearing thereon and to affix the seal of the Authority thereto.

4. The Authority hereby authorizes the Chairman, Vice-Chairman, Executive Director and Secretary to execute any and all documents and take any and all acts reasonable and necessary to convey title to the Golf Course to the County, including but not limited to executing any deed, affidavit of title, closing statement and any and all other documents necessary for such purpose.

5. The Authority hereby authorizes the Executive Director to take all acts reasonable and necessary in connection with the sale of the Golf Course to the County.

6. This Resolution shall take effect immediately and no further action or approval of the Authority shall be required with respect to the actions authorized hereunder.

<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 CONTRACT FOR HAIRDRESSING SERVICES FOR ROOSEVELT  
CARE CENTER FACILITIES**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on January 8, 2014; and

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

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

**WHEREAS**, the Authority requires the provision of hairdressing services (the "Services") for residents of Roosevelt Care Center; and

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

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

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

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

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

**WHEREAS**, the Authority has received a proposal from JEM Haircare Services, Inc. ("JEM") to provide the Services; and

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

**WHEREAS**, the Authority would like to award a contract to JEM for the provision of the Services in accordance with this Resolution.

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

1. The Authority hereby accepts the proposal of JEM and awards a contract to JEM for the provision of the Services for a cost not to exceed \$1,000.00.
2. The Authority approves the agreement with JEM in substantially the form attached with such changes as shall be approved by the Chairman on advice of counsel.
3. The Authority authorizes the Chairman to execute the agreement with JEM.
4. The Secretary is authorized to publish a brief notice of the award of the contract pursuant to N.J.S.A. 40A:11-5(l)(a)(i).
5. The Certifying Finance Officer has certified that the funds for the Services are available 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 AGREEMENT AND PAYMENT TO CARE ASSOCIATES  
NETWORK, LLC FOR ANNUAL MEMBERSHIP FOR ROOSEVELT CARE CENTER  
FACILITIES**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on January 8, 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 operates 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), 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**, Care Associates Network, LLC is an organization of skilled nursing facilities in the State of New Jersey that negotiates managed care contracts on behalf of its participants and members; and

**WHEREAS**, by Resolution 12-144 duly adopted by the Authority on October 10, 2012, the Authority authorized an application to Care Associates Network, LLC for participation in the network; and

**WHEREAS**, by Resolution 12-194 duly adopted by the Authority on December 12, 2012, the Authority authorized membership in the Care Associates Network, LLC and authorized execution of an operating agreement in connection therewith; and

**WHEREAS**, the Authority would like to authorize the amended and restated operating agreement and payment of the membership fee for this year for continued membership in the Care Associates Network, LLC.

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

1. The Authority hereby authorizes continued membership in Care Associates Network, LLC and payment of the membership fee of \$29,700.00.
2. The Authority authorizes consideration of the payment of \$2,500.00 of the above amount simultaneously herewith and authorizes such payment to be placed on the bill list.
3. The Authority approves the amended and restated operating agreement in substantially the form attached with such changes as shall be approved by the Chairman on advice of counsel.
4. The Authority authorizes the Chairman to execute the amended and restated operating agreement in the form so approved.
5. The Certifying Finance Officer has certified that the funds for the membership fee are available 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, Jacques	x				
Fernicola, Camille	x				
Raczynski, Anthony	x				

**RESOLUTION OF THE  
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY  
AUTHORIZING CONTRACT FOR PHYSICIAN SERVICES FOR ROOSEVELT CARE  
CENTER - EDISON**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on January 8, 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, a long term care facility located in the Township of Edison, County of Middlesex; and

**WHEREAS**, the Authority requires the provision of physician services (the "Services") for Roosevelt Care Center; and

**WHEREAS**, the Authority has received a proposal for the provision of the Services from Raritan Bay Cardiology Group, P.A. ("Raritan Bay"); and

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

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

**WHEREAS**, the Services are professional services which do not require public bidding; and

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

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

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

**WHEREAS**, Raritan Bay has completed and submitted a Business Entity Disclosure Certification which certified that Raritan Bay has not made any reportable contributions to a political or candidate committee as prohibited by the law in the previous year, and that the contract will prohibit Raritan Bay from making any reportable contribution through the term of the contract; and

**WHEREAS**, the Authority would like to authorize a contract with Raritan Bay for the provision of the Services in accordance with this Resolution.

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

1. The Authority hereby accepts the proposal of Raritan Bay and authorizes and awards a contract to Raritan Bay for the provision of the Services at a cost not to exceed \$7,750.00.

2. The Authority authorizes the Chairman of the Authority to approve and execute a contract with Raritan Bay setting forth the terms of the provision of the Services. Such approval and execution by the Chairman shall be deemed approval by the Authority and no further action or approval by the Authority shall be required.

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

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 CHANGE ORDER TO CONTRACT FOR FIRE SPRINKLER SYSTEM  
SERVICE - ROOSEVELT CARE CENTER AT EDISON**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on January 8, 2014; and

**WHEREAS**, the Authority owns the real property and improvements which constitute Roosevelt Care Center at Edison; 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 of fire sprinkler system service (the "Services") at Roosevelt Care Center; and

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

**WHEREAS**, by Resolution 12-9 duly adopted by the Authority on January 11, 2012, the Authority awarded a contract for the Services to ABC Fire & Safety Inc.; and

**WHEREAS**, a change order to the contract for the Services with ABC Fire and Safety, Inc. is required to permit ABC Fire & Safety Inc. to perform the quarterly sprinkler inspection and related services in February 2014; and

**WHEREAS**, the Authority would like to approve the change order to the contract for the Services with ABC Fire and Safety, 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 authorizes change order #1 to the contract for the Services with ABC Fire & Safety Inc. to have ABC Fire & Safety, Inc. perform the quarterly sprinkler inspection and related services in February 2014 at a cost not to exceed \$ 4,125.00.

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  
AMENDING CERTIFICATION OF FUNDS FOR CONTRACT FOR LAUNDRY LINEN  
AND PERSONAL CLOTHING CONTRACT SERVICES AT ROOSEVELT CARE  
CENTER FACILITIES**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on January 8, 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 laundry linen and personal clothing contract services (the "Services") for the operation of Roosevelt Care Center; and

**WHEREAS**, by Resolution 13-146 duly adopted by the Authority on August 14, 2013, the Authority awarded a contract for the Services to FDR Services Corp. of NJ ("FDR"); and

**WHEREAS**, the Certifying Finance Officer of the Authority certified to the amount available for the contract with FDR for the budget year 2013; and

**WHEREAS**, the Authority would like to authorize an increase in the amount of the certification for the budget year 2013 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 Certifying Finance Officer to increase the certification of funds for the budget year 2013 for the contract awarded to FDR by the amount of \$60,500.00.

2. The Certifying Finance Officer has certified that the funds for the increase in the certification for the Services are available 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 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 January 8, 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 requires 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**, the Authority received proposals for the provision of the Services from Simplex Grinnell; and

**WHEREAS**, Simplex Grinnell retains the proprietary software for the operation of the Systems; and

**WHEREAS**, the Authority would like to accept the proposal of Simplex Grinnell and award contracts to Simplex Grinnell for the Services for the Systems in accordance with this Resolution.

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

1. The Authority awards a contract for the Services for the Systems at Roosevelt Care Center at Old Bridge to Simplex Grinnell for a period of five (5) years at a cost not to exceed \$12,642.00 per year.

2. The Authority approves the agreements with Simplex Grinnell in substantially the forms attached with such changes as shall be approved by the Chairman on advice of counsel.

3. The Authority authorizes the Chairman to execute the agreements with Simplex Grinnell for the Services for the Systems in the forms so approved.

4. The Certifying Finance Officer has certified that the funds for the contracts 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				

**RESOLUTION OF THE  
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY  
AWARDING CONTRACT FOR AUDIOLOGICAL AND HEARING AID CONSULTING  
SERVICES FOR ROOSEVELT CARE CENTER FACILITIES**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on January 8, 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 operates Roosevelt Care Center at Edison and Roosevelt Care Center at Old Bridge (collectively, "Roosevelt Care Center"); and

**WHEREAS**, the Authority requires the provision of audiological and hearing aid consulting services (the "Services") for Roosevelt Care Center; and

**WHEREAS**, the Authority has received a proposal for the provision of the Services from Total Hearing Care; and

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

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

**WHEREAS**, the Services are professional services which do not require public bidding; and

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

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

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

**WHEREAS**, Total Hearing Care has completed and submitted a Business Entity Disclosure Certification which certified that Total Hearing Care has not made any reportable contributions to a political or candidate committee as prohibited by the law in the previous year, and that the contract will prohibit Total Hearing Care from making any reportable contribution through the term of the contract; and

**WHEREAS**, the Authority would like to award a contract to Total Hearing Care for the provision of the Services in accordance with this Resolution.

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

1. The Authority hereby accepts the proposal of Total Hearing Care and awards a contract to Total Hearing Care for the provision of the Services in an amount not to exceed \$ 20,000.00.

2. The Authority approves an agreement with Total Hearing Care in such form as shall be approved by the Chairman.

3. The Authority authorizes the Chairman to execute the agreement with Total Hearing Care in the form so approved.

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

5. The Certifying Finance Officer has certified that the funds for the Services are available 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 SUBMISSION OF APPLICATION FOR U.S.E.P.A. BROWNFIELDS  
COMMUNITY WIDE ASSESSMENT GRANT IN PERTH AMBOY**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on January 8, 2014; and

**WHEREAS**, pursuant to N.J.S.A. 40:37A-55(t) a county improvement authority is empowered to enter into any and all agreements or contracts, execute any and all instruments and do and perform any and all 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**, the Authority would like to apply for a U.S.E.P.A. Brownfields Community Wide Assessment Grant (the "Grant") for the entire City of Perth Amboy (the "City"); and

**WHEREAS**, pursuant to the Act, the Authority is authorized to enter into any and all agreements or contracts and do and perform any and all acts which are necessary, convenient or desirable to carry out the purposes of the Authority; and

**WHEREAS**, the Authority would like to authorize the preparation of and filing of the application for the Grant and acts in connection therewith 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 preparation of and filing of an application to the U.S.E.P.A. for the Brownfields Community Wide Assessment Grant for the City of Perth Amboy.

2. The Authority authorizes the Executive Director to execute and deliver the application on behalf of the Authority.

3. The Authority authorizes the Authority staff to take all such actions as are reasonable and necessary in the filing of the application with the U.S.E.P.A. for the Grant.

<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 SUBMISSION OF APPLICATION FOR U.S.E.P.A. BROWNFIELDS  
CLEANUP GRANT FOR PROPERTY IN THE CITY OF PERTH AMBOY**

**WHEREAS**, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on January 8, 2014; and

**WHEREAS**, pursuant to N.J.S.A. 40:37A-55(t) a county improvement authority is empowered to enter into any and all agreements or contracts, execute any and all instruments and do and perform any and all 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**, the Authority would like to apply for a U.S.E.P.A. Brownfields Clean-up Grant (the "Grant") for the Second Street Property in the City of Perth Amboy; and

**WHEREAS**, pursuant to the Act, the Authority is authorized to enter into any and all agreements or contracts and do and perform any and all acts which are necessary, convenient or desirable to carry out the purposes of the Authority; and

**WHEREAS**, the Authority would like to authorize the preparation of and filing of the application for the Grant and acts in connection therewith 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 preparation of and filing of an application to the U.S.E.P.A. for the Brownfields Clean-up Grant for the Second Street Property in the City of Perth Amboy.

2. The Authority authorizes the Executive Director to execute and deliver the application on behalf of the Authority.

3. The Authority authorizes the Authority staff to take all such actions as are reasonable and necessary in the filing of the application with the U.S.E.P.A. for the Grant.

<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 January 8, 2014; and

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

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

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

**WHEREAS**, pursuant to N.J.S.A. 40:37A-55(t), the Authority is empowered to enter into any and all agreements or contracts, execute any and all instruments, and do and perform any and all acts and things necessary, convenient or desirable for the purposes of the Authority, subject to the Local Public Contracts Law, N.J.S.A. 40A:11-1, et seq.; and

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

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

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

**WHEREAS**, the Authority would like to authorize the provision of the Services for the Sites in accordance with this Resolution.

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

1. The Authority accepts the following proposal to provide the Services for the Sites:

<u>Site</u>	<u>Vendor/Services</u>	<u>Cost Not to Exceed</u>
Various Properties	Najarian Associates	\$ 23,500.00
City of Perth Amboy	Preliminary/Environmental Site Assessment Phase II	

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					

Upon motion duly made by Camille Fernicola, seconded by Jacque Eaker, and 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 January 8, 2014, that payments as itemized on the attached bill list, attached hereto and made a part hereof, in the total amount of \$2,633,233.28 are authorized to be paid out of the Middlesex County Improvement Authority account.

This is to certify that the payments on the attached bill list, in the total amount of \$2,633,233.28 are correct and just and payment should be approved.

/s/ Richard Pucci  
Richard Pucci, Executive Director

/s/ Leonard J. Roseman  
Leonard J. Roseman, Chairman

The Chairman invited the public to comment. There being no response from the public, upon motion duly made by Anthony J. Raczynski, seconded by Jacque Eaker, the meeting was adjourned.

/s/ Daria Anne Venezia  
Daria Anne Venezia  
Secretary to Meeting