

MINUTES OF A REGULAR MEETING OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
HELD ON WEDNESDAY, MARCH 9, 2016 at 6:00 P.M.
AT THE OFFICES OF THE AUTHORITY
101 INTERCHANGE PLAZA, CRANBURY
(SOUTH BRUNSWICK), NEW JERSEY

Present were:

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

Absent: Robert J. Mantz, Vice-Chairman
Camille Fernicola

Also present were:

Lory Cattano, Ed Windas, Middlesex County Improvement Authority
Daria Anne Venezia, Esq., Venezia & Nolan, P.C., Counsel to the Authority
Anthony J. Pannella, Wilentz, Goldman & Spitzer, P.A., Authority Bond Counsel
David J. Samuel, CME Associates, Authority Engineer
Freeholder Deputy Director Carol Bellante, MCIA Liaison
John Pulomena, Middlesex County Administrator

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 there was a report concerning McFoods and also a press release on Black History through the eyes of a Roosevelt Care Center resident.

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

Under the Recycling Report, Mr. Windas reported that February is a slow month for curbside collection. The total collected from the 14 towns participating is 1,756 tons of material. This is a slight increase over last year. The number of units has increased to a total now being serviced of 89,893. 2,672 tons of yard waste were recycled with the majority of the material being leaves. Mr. Raczynski asked about the service being provided by the new contractor.

The next item on the agenda was the Golf Course Report. Upon motion duly made by Jacque Eaker and seconded by Anthony Raczynski, the report was received and filed.

Mr. Pannella provided the Financing Report. He stated that the Local Finance Board approved the refunding of the Build America Bonds. On the agenda are three resolutions which relate to the financing. The first two authorize an increase in the amount of the financing to an amount not to exceed \$21,000,000. The third resolution authorizes the issuance of the bonds. The refunding will result in a savings of approximately \$750,000 and a cash flow savings of \$1,400,000. Mr. Pannella stated that he is researching various ways of attracting more financings and will report back to the Board.

The next item on the agenda was the Economic Development Report. Upon motion duly made by Jacque Eaker and seconded by Anthony Raczynski, the Economic Development Report was received and filed.

Under Old Business, the Chairman asked Dave Samuel to provide a report on the new project to be undertaken by the Authority and the MCUA. Mr. Samuel reported that in January he was authorized to provide services in connection with a program to reduce the cost of sludge. The focus will be to look for savings with the latest processes and procedures. The project falls within the purview of the wastewater public private partnership laws. The goal is to reduce the sludge byproduct from the landfill. The procurement does not require a certain process but asks proposers to offer methods. The draft procurement documents have been prepared and are being reviewed by the various parties.

The meeting proceeded to New Business and a discussion of the resolutions.

Ms. Venezia stated that Resolution (a) approves the annual procurement for the software for the accounting software system. Resolutions (b), (c) and (d) were explained by Mr. Pannella and deal with the refunding bonds.

Resolution (e) approves a short term contract with Transfirst LLC for merchant credit card services while the new tee time system and new credit card system are being tested. Resolution (f) approves the annual contract with a company now known as Suez Water. The contract covers the purchase of treated wastewater effluent to use for irrigation purposes at The Meadows. Resolution (g) authorizes rejection of certain bids and award of certain contracts in connection with the procurement of turf products for the golf courses.

Concerning Roosevelt Care Center, Ms. Venezia explained that Resolution (h) authorizes the rejection of the sole bid received for HVAC services at Roosevelt Care Center at Edison as the bid was in excess of the estimate and budgetary appropriation. Resolution (i) approves payment for certain advertising in hospital patient publications. Resolution (j) authorizes the purchase of certain durable medical equipment from JFK

Medical Center. At times residents are transferred to Roosevelt and need certain equipment which is provided by JFK. The cost of the contract is not to exceed \$10,000. Resolution (k) authorizes an amendment to an NJHA contract to update an expiration date.

Resolution (l) authorizes engineering services for preparation of a survey for the farmland program. The services will be provided by CME Associates.

Concerning Economic Development, Ms. Venezia reported that Resolution (m) authorizes the receipt of \$25,000 from the County for Economic Development Programs. Resolution (n) authorizes a shared services agreement with the Borough of Highland Park for certain economic development services.

Resolution (o) authorizes CME Associates to prepare an engineering assessment of Tamarack Golf Course and The Meadows at Middlesex Golf Course. Mr. Pulomena stated that over the last 30 days he and Ralph Albanir had looked at all of the courses and noted that there needs to be immediate improvements made. There will be a two phase process. The immediate needs will be floors and bathrooms and then the CME report will focus on the long range improvements. The goal is to show that the County is making a commitment to the facilities. Mr. Samuel added that he will be studying the facilities to confirm that the infrastructures are sound so that improvements may be made. Solar power for the clubhouses and the irrigation systems will be looked at. The first phase is cosmetic followed by the long term plan. Concerning the cosmetic improvements, Resolution (q) approves the purchase of certain flooring from State vendor All State Office Interiors for both Tamarack Golf Course and The Meadows at Middlesex Golf Course.

Lastly, Resolution (p) authorizes an application to the NJDEP for a hazardous discharge site remediation grant for a site in Perth Amboy.

The minutes of the meeting of February 10, 2016 will be held until the next meeting.

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

**RESOLUTION OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING PURCHASE OF SOFTWARE SUPPORT AND MAINTENANCE
FOR ACCOUNTING SOFTWARE SYSTEM**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on March 9, 2016; 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 support and maintenance for its proprietary software (the “Services”) for the Authority accounting system; and

WHEREAS, the provision of services for the support or maintenance of proprietary computer hardware and software is an exception to the public bidding requirements of the Local Public Contracts Law pursuant to N.J.S.A. 40A:11-5(dd); and

WHEREAS, the Authority has received a proposal for the provision of the Services from Sungard Public Sector Inc.; 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, Sungard Public Sector Inc. will be prohibited from making any reportable contributions to a political or candidate committee during the term of the contract as prohibited by the law; and

WHEREAS, the Authority would like to authorize the purchase of the Services from Sungard Public Sector 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 accepts the proposal of Sungard Public Sector Inc. and authorizes the purchase of the Services from Sungard Public Sector Inc. at a cost not to exceed \$19,039.30.
2. The Authority authorizes the Chief Financial Officer to execute any purchase order required for the purchase of the Services.
3. The Certifying Finance Officer has certified that the funds for the Services are available from the funds of the Authority.

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u> 2
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 INCREASE IN AMOUNT OF PROPOSED FINANCING
INVOLVING THE REFUNDING OF \$19,735,000 OUTSTANDING COUNTY-
GUARANTEED OPEN SPACE TRUST FUND REVENUE BONDS, SERIES
2009B (FEDERALLY TAXABLE-ISSUER SUBSIDY-BUILD AMERICA BONDS)
AND REQUESTING FREEHOLDER APPROVAL AND CONSENT TO THE
INCREASE**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the “Authority”) was held on March 9, 2016; and

WHEREAS, the Authority by Resolution duly adopted on February 10, 2016, considered and approved a project to refund the Authority’s outstanding County-Guaranteed Open Space Trust Fund Revenue Bonds, Series 2009B (Federally Taxable-Issuer Subsidy-Build America Bonds) and issue County Guaranteed Open Space Trust Fund Revenue Refunding Bonds Series 2016 in an amount not to exceed \$19,735,000 (the “Refunding Bonds”) to refund the Bonds (the “Project”); and

WHEREAS, the Authority would like to authorize an increase in the not to exceed amount of the Refunding Bonds to \$21,000,000 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 an increase in the not to exceed amount of the Refunding Bonds to \$21,000,000.
2. The request to the Board of Chosen Freeholders of the County for consent to and approval of the financing of the Project through and by the Authority is hereby approved in an amount not to exceed \$21,000,000.
3. The Board of Chosen Freeholders of the County is hereby respectfully requested to approve the Project for financing through and by the Authority and to guaranty the performance of the Refunding Bonds in an amount not to exceed \$21,000,000 in connection therewith.
4. Authority bond counsel is hereby authorized and directed to forward a letter to the Board of Chosen Freeholders of the County requesting the County's approval and consent to the increased amount of the Refunding Bonds as set forth herein.
5. This Resolution shall take effect immediately.

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u> 2
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
INCREASE IN AMOUNT OF APPLICATION TO THE LOCAL FINANCE
BOARD PURSUANT TO N.J.S.A. §40A:5A-6 FOR PROPOSED FINANCING IN
CONJUNCTION WITH THE REFUNDING OF THE OUTSTANDING COUNTY
GUARANTEED OPEN SPACE TRUST FUND REVENUE BONDS, SERIES
2009B (FEDERALLY TAXABLE-ISSUER SUBSIDY-BUILD AMERICA BONDS)**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the “Authority”) was held on March 9, 2016; and

WHEREAS, the Authority has heretofore by resolution adopted on February 10, 2016 determined to provide financing for the issuance of the Authority’s County Guaranteed Open Space Trust Fund Revenue Refunding Bonds, Series 2016 (the

“Bonds”) in an amount not to exceed \$19,735,000 to refund the Authority’s outstanding County Guaranteed Open Space Trust Fund Revenue Bonds, Series 2009B (Federally Taxable- Issuer Subsidy-Build America Bonds) (the “Project”); and

WHEREAS, by Resolution heretofore adopted on this date, the Authority authorized an increase in the not to exceed amount of the financing to \$21,000,000; and

WHEREAS, the Authority would like to approve an increase in the amount of the Local Finance Board application for the Project to an amount not to exceed \$21,000,000.

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

1. The Authority hereby approves an increase in the not to exceed amount of the financing for the Project to the amount not to exceed \$21,000,000.
2. The Authority hereby authorizes and delegates to the Chairman, Vice-Chairman and Secretary of the Authority upon consultation with Bond Counsel, General Counsel and the Financial Advisor to the Authority to, and each are hereby authorized and directed to, approve any amendments to the application and to take any other such action as may be required to exhibit the approval of the increase in the amount of the financing to the amount not to exceed \$21,000,000.
3. This Resolution shall take effect immediately.

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	2
Roseman, Leonard J.	x					
Mantz, Robert J.					x	
Eaker, Jacque	x					
Fernicola, Camille					x	
Raczynski, Anthony	x					

SECOND SUPPLEMENTAL RESOLUTION OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE ISSUANCE OF COUNTY-GUARANTEED OPEN SPACE TRUST FUND REVENUE REFUNDING BONDS, SERIES 2016

WHEREAS, the Middlesex County Improvement Authority (the "Authority") is authorized by the County Improvement Authorities Law, chapter 183 of the Laws of 1960 of the State of New Jersey, as amended and supplemented (N.J.S.A. §40:37A-44 et seq.) (the "Act"), to provide within the County of Middlesex (the "County"), New Jersey (the "State"), public facilities (as defined in the Act) for use by the State, the County or any beneficiary county or any municipality in the County, or any two (2) or more or any subdivisions, departments, agencies or instrumentalities of any of the foregoing for any of their respective governmental purposes; and

WHEREAS, the Authority is authorized by the Act, specifically Section 40:37A-54(h), to provide within the County for the improvement, furtherance and promotion of tourist industries and recreational attractiveness of the County through the planning, acquisition, construction, improvement, maintenance and operation of facilities for recreation and entertainment of the public; and

WHEREAS, the Authority is authorized by the Act to make loans to any governmental unit or person for the planning, design, acquisition, construction, equipping

and furnishing of all or any part of any public facility, for such consideration and for such period or periods of time and upon such other terms and conditions as it may fix and agree upon as long as such loans are secured by loan and security agreements, mortgages, leases and other instruments, the payment on which shall be sufficient to pay the principal of and interest on any bonds issued by the Authority for such purposes, and upon such other terms and conditions as the Authority shall deem reasonable; and

WHEREAS, pursuant to the provisions of chapter 37 of the Laws of 1993 of the State of New Jersey, as amended and supplemented (N.J.S.A. §40:12-1 et seq.) (the "Open Space Act"), the County submitted and placed upon the ballot at the November 7, 1995 election, a proposition to be approved by the voters of the County, which proposition asked whether the County should establish a system of public recreation including parks, open space and playgrounds and annually levy the rate of not to exceed one cent (\$.01) per one hundred dollars (\$100) of equalized assessed value on all property within the County for the purposes of raising moneys to acquire and improve lands or water areas for conservation as open space or farmland and annually appropriate revenue for such purpose (the "1995 Proposition"); and

WHEREAS, the majority of voters in the County voted in favor of and approved the 1995 Proposition; and

WHEREAS, the County determined by resolutions duly adopted July 24, 1997 and November 6, 1997 to finance the acquisition of open space parcels included in the County's Open Space and Recreation Master Plan through the Authority through the issuance of bonds; and

WHEREAS, the Authority issued \$30,000,000 aggregate principal amount of County-Guaranteed Open Space Trust Fund Revenue Bonds, Series 1998, the proceeds of which were used to finance the acquisition of open space within the County (the "1998 Bonds"); and

WHEREAS, the Authority issued \$19,295,000 aggregate principal amount of County-Guaranteed Open Space Trust Fund Revenue Bonds, Series 1999, the proceeds of which were used to finance the acquisition of open space within the County (the "1999 Bonds"); and

WHEREAS, pursuant to the provisions of the Open Space Act, the County submitted and placed upon the ballot at the November 6, 2001 election, an additional proposition to be approved by the voters of the County, which proposition asked whether the County should establish annually an additional levy at the additional rate of not to exceed two cents (\$.02) per one hundred dollars (\$100) of equalized assessed value on all property within the County for the purposes of raising additional moneys to acquire and improve lands or water areas for conservation as open space, farmland or historical preservation and annually appropriate revenue for such purpose (the "2001 Proposition" and together with the 1995 Proposition, the "Proposition"); and

WHEREAS, the majority of voters in the County voted in favor of and approved such 2001 Proposition; and

WHEREAS, pursuant to the provisions of the Open Space Act, the 2001 Proposition was implemented in the same manner as was the 1995 Proposition; and

WHEREAS, since January 1, 1996 and January 1, 2002 the County has annually raised by taxation such levies approved by the 1995 Proposition and 2001 Proposition, respectively, which levies have been deposited in a County open space trust fund, such

moneys in such fund to be expended for the purposes of and in accordance with the Act; and

WHEREAS, the Authority issued \$78,765,000 aggregate principal amount of County-Guaranteed Open Space Trust Fund Revenue Bonds, Series 2003, the proceeds of which were used to finance the acquisition of open space within the County (the “2003 Bonds”), which outstanding and callable 2003 Bonds were refunded through the issuance by the Authority of \$46,830,000 aggregate principal amount of County-Guaranteed Open Space Trust Fund Revenue Refunding Bonds, Series 2011 (the “2011 Refunding Bonds”); and

WHEREAS, the Authority issued \$29,545,000 aggregate principal amount of County-Guaranteed Open Space Trust Fund Revenue Refunding Bonds, Series 2008, the proceeds of which were used to refund the 1998 Bonds and the 1999 Bonds (the “2008 Refunding Bonds”); and

WHEREAS, the County developed The Middlesex County Open Space and Recreation Master Plan, which plan revised and amended a previous master plan and such master plan, as revised and amended (the “Master Plan”), has been accepted by the County pursuant to a resolution adopted by the Board of Chosen Freeholders of the County on March 6, 2003; and

WHEREAS, the Master Plan establishes the parameters and the process for the acquisition of lands within the County to be used for open space, farmland preservation and historical preservation to assure that sufficient land and improvements will be available for the existing and future needs of the residents of the County; and

WHEREAS, the County determined by resolution duly adopted July 16, 2009 to finance the acquisition of additional open space parcels of land within the County to effectuate the Master Plan through the Authority; and

WHEREAS, the Authority determined pursuant to the Act to finance the acquisition and improvement of open space parcels included in the Master Plan, including the payment of the costs relating to the issuance of any bonds by the Authority; and

WHEREAS, the Authority issued \$40,000,000 aggregate principal amount of County-Guaranteed Open Space Trust Fund Revenue Bonds, Series 2009, consisting of \$20,265,000 County-Guaranteed Open Space Trust Fund Revenue Bonds, Series 2009A (the “Series 2009A Tax-Exempt Bonds”) and \$19,735,000 County-Guaranteed Open Space Trust Fund Revenue Bonds, Series 2009B (Federally Taxable – Issuer Subsidy – Build America Bonds) (the “Series 2009B Taxable Bonds” and together with the Series 2009A Tax-Exempt Bonds, the “Series 2009 Bonds”), the proceeds of which were used to (i) finance the acquisition of additional open space parcels of land within the County and (ii) pay the costs of issuance incurred in connection with the offering and sale of the Series 2009 Bonds (collectively, the “Series 2009 Project”); and

WHEREAS, the General Bond Resolution (as hereinafter defined) authorizes the issuance by the Authority, from time to time, of its revenue bonds, in one or more series, for the authorized purposes of the Authority; and

WHEREAS, Section 206 of the General Bond Resolution provides that one or more series of Refunding Bonds may be authenticated and delivered upon original issuance for the purposes of refunding Outstanding Bonds of the Authority, including the Outstanding

Series 2009B Taxable Bonds, upon compliance with the terms and conditions set forth under Sections 202 and 206 thereof; and

WHEREAS, \$19,735,000 aggregate principal amount of the Series 2009B Taxable Bonds maturing on December 15 in the years 2024 and 2029 (collectively, the “Series 2009B Callable Bonds” or the “Refunded Bonds”) are subject to redemption at a redemption price equal to one hundred percent (100%) of the principal amount thereof on or after December 15, 2019 (the “Series 2009B Call Date”); and

WHEREAS, in an effort to realize an aggregate debt service savings equal to or greater than three percent (3%) of the net present value of the Refunded Bonds, the County is desirous of (i) advance refunding, on a crossover basis, and economically defeasing the principal of (but not the interest on) all or a portion of the Series 2009B Callable Bonds on the Series 2009B Call Date, and (ii) economically defeasing the interest on the Series 2016 Bonds (as hereinafter defined) from their date of issuance to and including the Series 2009B Call Date (collectively, the “Crossover Refunding”); and

WHEREAS, the Authority deems it necessary and advisable and in keeping with its purposes, to issue, under the Resolution (as hereinafter defined), the Series 2016 Bonds and apply other available moneys, if any, and investment income earned thereon, if any, for the purpose of (i) paying the costs of the Crossover Refunding and (ii) paying the costs of issuance incurred in connection with the offering and sale of the Series 2016 Bonds (collectively, the “Series 2016 Refunding Project”); and

WHEREAS, the Authority has determined, pursuant to the Act, to issue the Series 2016 Bonds for the purpose of financing the Series 2016 Refunding Project, which Series 2016 Bonds constitute refunding bonds under Section 206 of the General Bond Resolution and shall be on parity with any bonds issued or to be issued from time to time pursuant to the General Bond Resolution; and

WHEREAS, pursuant to N.J.S.A. 40:37A-56, the Authority is required to obtain the consent of the County for the making of leases or other agreements where the term of any such lease or agreement is in excess of five (5) years; and

WHEREAS, the Authority adopted two resolutions on February 10, 2016 (i) authorizing the undertaking of the Series 2016 Refunding Project in an amount not to exceed \$19,735,000 and requesting the consent thereto of the Board of Chosen Freeholders of the County, and (ii) authorizing application to be made to the Local Finance Board (as hereinafter defined) for approval of the financing in an amount not to exceed \$19,735,000 and the County guaranty thereof, both of which resolutions were amended through resolutions duly adopted by the Authority on March 9, 2016 to increase the amount of the proposed financing to not to exceed \$21,000,000; and

WHEREAS, the Board of Chosen Freeholders of the County through a resolution duly adopted on March 3, 2016 (the “Consent Resolution”) consented to the undertaking of the Series 2016 Refunding Project by the Authority and the financing of the Series 2016 Refunding Project by the Authority in an amount not to exceed \$21,000,000; and

WHEREAS, the Authority has been notified that the County’s Consent Resolution authorized the Authority to finance the costs of the Series 2016 Refunding Project and pay the costs of issuance associated therewith through the issuance by the Authority of County-Guaranteed Open Space Trust Fund Revenue Refunding Bonds, Series 2016 (the “Series 2016 Bonds”) (or such other year designation as shall be

applicable at the time of issuance thereof) and the application of other available moneys, if any, and investment earnings thereon, if any; and

WHEREAS, the County will comply with the procedures outlined in N.J.S.A. §40:12-15.3 for the expenditure of moneys in excess of \$100,000 for the proposed project or use (with respect to, *inter alia*, the 1995 Proposition and the 2001 Proposition) from the Middlesex County Open Space, Recreation and Farmland and Historic Preservation Trust Fund (the “Open Space Trust Fund”) for the Series 2016 Refunding Project, including the conduct of the requisite public hearing on March 17, 2016; and

WHEREAS, the Local Finance Board within the Division of Local Government Services of the New Jersey Department of Community Affairs (the “Local Finance Board”) has reviewed and issued positive findings on the financing by the Authority of the Series 2016 Refunding Project, the issuance of the Series 2016 Bonds and approved and endorsed its consent upon the Guaranty (as hereinafter defined) at its March 9, 2016 meeting; and

WHEREAS, all actions necessary and required under the Act for approval of the Series 2016 Refunding Project, including obtaining the consent of the County to undertake the financing and the review of and consent to such financing by the Local Finance Board, have been taken by the Authority; and

WHEREAS, the Authority will, pursuant to the Act, provide for the financing of the Costs (as defined in the General Bond Resolution) of the Series 2016 Refunding Project through the issuance of the Series 2016 Bonds in an aggregate amount not to exceed \$21,000,000, together with other available moneys, if any, and investment earnings thereon, if any, pursuant to the terms and conditions set forth in the resolution entitled, “Resolution of the Middlesex County Improvement Authority Authorizing the Issuance of County-Guaranteed Open Space Trust Fund Revenue Bonds” duly adopted by the Authority on July 9, 2003 (the “General Bond Resolution”), as amended and supplemented by a first supplemental resolution duly adopted by the Authority on November 10, 2009 (the “First Supplemental Resolution”) and by this second supplemental resolution duly adopted by the Authority on March 9, 2016 (the “Second Supplemental Resolution” and together with the General Bond Resolution and the First Supplemental Resolution, the “Bond Resolution”), as further supplemented and amended by a bond series certificate to be executed by the Chairman of the Authority in connection with the issuance of the Series 2016 Bonds (the “Series Certificate” and together with the Bond Resolution, the “Resolution”) and the debt service on such Series 2016 Bonds shall be paid from loan payments to be received by the Authority from the County under the provisions of the Loan and Security Agreement to be entered into by and between the Authority and the County in connection with the issuance by the Authority of the Series 2016 Bonds (the “Loan Agreement”), and shall be on parity with all bonds issued under the General Bond Resolution; and

WHEREAS, the County will authorize the performance of its obligations under the Loan Agreement, including the repayment of any bonds issued by the Authority, including the Series 2016 Bonds, through the pledging of moneys held by and deposited in the Open Space Trust Fund through the adoption of a loan ordinance on March 17, 2016 (the “Loan Ordinance”); and

WHEREAS, to provide an inducement to the prospective purchasers of the Series 2016 Bonds to purchase the same and to provide additional security to the holders thereof, in accordance with the terms of the Act, particularly N.J.S.A. § 40:37A-80, the Authority has

requested the County guaranty the full and punctual payment of the principal of and interest, when due, on the Series 2016 Bonds; and

WHEREAS, by ordinance (the "Guaranty Ordinance") to be adopted by the Board of Chosen Freeholders of the County on March 17, 2016, pursuant to and in accordance with the Act, the County will authorize and provide for the guaranty (the "Guaranty") of the full and punctual payment of the principal of and interest on the Series 2016 Bonds of the Authority, in accordance with and under the terms and conditions of a Guaranty Agreement (the "Guaranty Agreement") to be executed by and between the County and the Authority; and

WHEREAS, the Authority will be required to enter into a Continuing Disclosure Agreement to be dated the date of the Series 2016 Bonds (as the same may be amended and supplemented from time to time in accordance with its terms, the "Continuing Disclosure Agreement") by and among the County, the Authority, the Trustee (as hereinafter defined), and the Dissemination Agent (as hereinafter defined), in order to satisfy the secondary market disclosure requirements of Rule 15c2-12 (the "Rule") promulgated by the Securities and Exchange Commission (the "SEC") pursuant to the Securities Exchange Act of 1934, as amended and supplemented; and

WHEREAS, the Authority will require the provision of certain professional services and will incur certain expenses in connection with the financing of the Series 2016 Refunding Project; and

WHEREAS, the appointment, award and approval of professional services and expenses in connection with the Series 2016 Refunding 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 professional services and certain related expenses; and

WHEREAS, the Authority has heretofore qualified and/or appointed, or will hereby qualify and appoint, certain parties to provide such professional services and has heretofore or will hereby approve such expenses; and

WHEREAS, in connection with the issuance of the Series 2016 Bonds, the Authority will appoint NW Capital Markets Inc., as the underwriter (the "Underwriter") for the purchase of the Series 2016 Bonds; has appointed the financial advisory firm of Phoenix Advisors, LLC, Bordentown, New Jersey as its financial advisor and as dissemination agent; and desires to confirm the appointment of the banking institution of Amboy Bank, Old Bridge, New Jersey, as trustee, paying agent and bond registrar under the General Bond Resolution (the "Trustee"); and

WHEREAS, in an effort to issue the Series 2016 Bonds at the lowest possible interest cost, the Authority will submit an application to Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business, for a rating on the Series 2016 Bonds, such rating to be obtained prior to the pricing of the Series 2016 Bonds; and

WHEREAS, the Authority now desires to authorize certain actions and approve certain documents necessary in connection with the Series 2016 Refunding Project and the issuance of the Series 2016 Bonds.

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

ARTICLE I

Definitions and Statutory Authority

Section 1.01. Second Supplemental Resolution. This resolution entitled, "Second Supplemental Resolution of the Middlesex County Improvement Authority Authorizing the Issuance of County-Guaranteed Open Space Trust Fund Revenue Refunding Bonds, Series 2016" (the "Second Supplemental Resolution") constitutes a Supplemental Resolution within the meaning of, and is adopted in accordance with Sections 202, 206 and 1101 of the General Bond Resolution.

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

"Additional Loan Payments" shall mean all amounts payable by the County to the Authority under the Loan Agreement, including, but not limited to, the annual Trustee's fee and Authority Administrative Expenses, professional fees incurred for any arbitrage rebate calculation, arbitrage rebate expenses, and all direct and indirect costs and expenses incurred by the Authority related to the enforcement of the Resolution, the Loan Agreement, the Guaranty and the Guaranty Agreement, including reasonable attorneys' fees related thereto.

"Annual Authority Administrative Fee" shall mean the annual fee for the general administrative expenses of the Authority for the Series 2016 Bonds in an amount equal to .0005 of the amount of Series 2016 Bonds Outstanding in each year.

"Bond Resolution" shall mean the resolution adopted by the Authority on July 9, 2003 entitled "Resolution of the Middlesex County Improvement Authority Authorizing the Issuance of County-Guaranteed Open Space Trust Fund Revenue Bonds", as the same may be amended, modified or supplemented in accordance with the provisions thereof including by the First Supplemental Resolution duly adopted by the Authority on November 10, 2009 and by this Second Supplemental Resolution duly adopted by the Authority on March 9, 2016.

"Bond Year" shall mean, with respect to the Series 2016 Bonds, the twelve (12) month period (or shorter period for the first Bond Year) as set forth in the Series Certificate to be executed by the Chairman of the Authority at the time of sale or issuance of the Series 2016 Bonds.

"Cost" or "Costs" shall mean and shall be deemed to include, with respect to the Series 2016 Refunding Project or any portion thereof, together with any other proper and reasonable item of cost not specifically mentioned herein, whether incurred prior to or after the date of this Second Supplemental Resolution, (a) the costs of payment of and financing of such Series 2016 Refunding Project, including, but not limited to, administrative costs and professional services relating to the Series 2016 Refunding Project, capitalized interest, if any, financing payments, printing costs for all documents, reproduction and binding costs, fees and charges of the Trustee pursuant to the Resolution, financing documents, legal fees and charges, financial, accounting and other professional consultant fees, the Initial Authority Financing Fee for the Series 2016 Bonds, all professional and consulting fees and charges of the Authority and the County,

costs of rating agencies, bond insurance, if any, bond insurers, if any, or credit ratings, fees for the printing, execution, transportation and safekeeping of the Series 2016 Bonds, and any charges and fees in connection with any of the foregoing; (b) all other costs which the County or the Authority shall be required to pay under the terms of any contract or contracts for the Series 2016 Refunding Project; (c) any sums required to reimburse the County for advances made for any of the above items, or for any other costs incurred, which is properly chargeable to the Series 2016 Refunding Project; (d) deposits in any Fund or Account under the Resolution, all as shall be provided in the Resolution; and (e) such other expenses not specified herein. Cost as defined herein shall be deemed to include the cost and expenses incurred by any agent of the Authority or the County for any of the above-mentioned items or in connection with the adoption, administration and enforcement of the Guaranty, the Guaranty Agreement and the Loan Agreement.

“Crossover Refunding” shall mean, collectively, (i) the advance refunding, on a crossover basis, and economically defeasing of the principal of (but not the interest on) all or a portion of the Series 2009B Callable Bonds on the Series 2009B Call Date, and (ii) the economically defeasing of the interest on the Series 2016 Bonds from their date of issuance to and including the Series 2009B Call Date.

“First Supplemental Resolution” shall mean the First Supplemental Resolution entitled “First Supplemental Resolution of the Middlesex County Improvement Authority Authorizing the Issuance of County-Guaranteed Open Space Trust Fund Revenue Bonds, Series 2009” duly adopted by the Authority on November 10, 2009.

“General Bond Resolution” shall mean the resolution adopted by the Authority on July 9, 2003 entitled, "Resolution of the Middlesex County Improvement Authority Authorizing the Issuance of County-Guaranteed Open Space Trust Fund Revenue Bonds."

“Guaranty” shall mean, with respect to the Series 2016 Bonds, the County's unconditional and irrevocable guaranty of the punctual payment of principal of and interest when due on the Series 2016 Bonds pursuant to a guaranty ordinance duly adopted pursuant to Section 37 of the Act (N.J.S.A. 40:37A-80), and entitled "AN ORDINANCE AUTHORIZING THE GUARANTY BY THE COUNTY OF MIDDLESEX, STATE OF NEW JERSEY OF COUNTY-GUARANTEED OPEN SPACE TRUST FUND REVENUE REFUNDING BONDS OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY (THE “AUTHORITY”) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$21,000,000 IN BONDS ISSUED FOR THE PURPOSE OF ADVANCE REFUNDING, ON A CROSSOVER BASIS, ALL OR A PORTION OF THE OUTSTANDING COUNTY-GUARANTEED OPEN SPACE TRUST FUND REVENUE BONDS, SERIES 2009, OF THE AUTHORITY AND AUTHORIZING PUBLIC HEARING THEREON ON MARCH 17, 2016 AT 7:00 P.M. AND AUTHORIZING PUBLICATION THEREOF" and, with respect to the Series 2009 Bonds, the Series 2009 Guaranty associated therewith, as defined in the Loan Agreement.

“Guaranty Agreement” shall mean, with respect to the Series 2016 Bonds, the Guaranty Agreement to be executed and entered into by and between the County and the Authority wherein the County will irrevocably and unconditionally guarantee the

punctual payment of the principal of and interest on the Series 2016 Bonds and setting forth the terms and conditions of the Guaranty with respect to the Series 2016 Bonds, as may be amended and supplemented, and, with respect to the Series 2009 Bonds, the Series 2009 Guaranty Agreement associated therewith, as defined in the Loan Agreement.

“Guaranty Ordinance” shall mean, with respect to the Series 2016 Bonds, the Guaranty Ordinance to be adopted by the County on March 17, 2016 and entitled "AN ORDINANCE AUTHORIZING THE GUARANTY BY THE COUNTY OF MIDDLESEX, STATE OF NEW JERSEY OF COUNTY-GUARANTEED OPEN SPACE TRUST FUND REVENUE REFUNDING BONDS OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY (THE “AUTHORITY”) IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$21,000,000 IN BONDS ISSUED FOR THE PURPOSE OF ADVANCE REFUNDING, ON A CROSSOVER BASIS, ALL OR A PORTION OF THE OUTSTANDING COUNTY-GUARANTEED OPEN SPACE TRUST FUND REVENUE BONDS, SERIES 2009, OF THE AUTHORITY AND AUTHORIZING PUBLIC HEARING THEREON ON MARCH 17, 2016 AT 7:00 P.M. AND AUTHORIZING PUBLICATION THEREOF" and, with respect to the Series 2009 Bonds, the Series 2009 Guaranty Ordinance associated therewith, as defined in the Loan Agreement.

“Initial Authority Financing Fee” shall mean an amount not to exceed \$50,000 for the initial financing fee of the Authority as determined by this Second Supplemental Resolution authorizing the Series 2016 Bonds.

“Interest Payment Date” shall mean, with respect to the Series 2016 Bonds, such dates in each year the Series 2016 Bonds are Outstanding, as authorized by this Second Supplemental Resolution, and as established in the Series Certificate to be executed by the Chairman of the Authority at the time of sale or issuance of the Series 2016 Bonds. In the event an Interest Payment Date is not a Business Day, interest shall be paid on the next succeeding Business Day for interest accrued to the Interest Payment Date.

“Loan” shall mean, with respect to the Series 2016 Bonds, the loan from the Authority to the County in the aggregate principal amount not to exceed \$21,000,000 to finance the Costs of the Series 2016 Refunding Project under the terms and conditions set forth in the Loan Agreement and, with respect to the Series 2009 Bonds, the Loan associated therewith.

“Loan Agreement” shall mean, with respect to the Series 2016 Bonds, the Loan and Security Agreement to be executed and entered into by and between the Authority and the County together with any supplements and amendments thereto, relating to the Series 2016 Bonds issued by the Authority in connection with the Series 2016 Refunding Project and, with respect to the Series 2009 Bonds, the Series 2009 Loan Agreement associated therewith, as defined in the Loan Agreement.

“Loan Documents” shall mean, with respect to the Series 2016 Bonds, the Guaranty Agreement, the Loan Agreement, the Resolution and all documents and instruments executed and delivered in connection therewith and all amendments and modifications thereto and, with respect to the Series 2009 Bonds, the Loan Documents associated therewith.

“Loan Ordinance” shall mean the ordinance to be adopted by the County on March 17, 2016 approving and authorizing the execution and delivery of the Loan Agreement by the County and, pursuant to the 1995 Proposition and/or the 2001 Proposition, pledging to annually levy the rate of up to not to exceed one cent (\$.01) per one hundred dollars (\$100.00) and/or not to exceed an additional two cents (\$.02) per one hundred dollars (\$100.00) of equalized assessed value on all property within the County for the purposes of raising moneys to acquire lands (or an interest therein) or water areas for conservation as open space or farmland and annually appropriate such moneys for such purpose, including the repayment of its obligations under the Loan Agreement and Debt Service on any Series 2016 Bonds.

“Loan Payment” shall mean the sum of money representing principal and interest for the Series 2016 Refunding Project in the amount necessary to amortize Debt Service on the Series 2016 Bonds payable by the County on each Loan Payment Date, as set forth in Exhibit A annexed to the Loan Agreement and incorporated by this reference herein, as described in Section 5.02(a) of the Loan Agreement and redemption premium, if any, to the extent required to redeem the Series 2016 Bonds pursuant to Article IV of the General Bond Resolution and, as applicable, Additional Loan Payments payable by the County upon demand pursuant to Section 5.02(a) and (b) of the Loan Agreement, respectively, and, with respect to the Series 2009 Bonds, the Loan Payment associated therewith.

“Loan Payment Date” shall mean, with respect to the Series 2016 Bonds, the dates which shall be not later than sixty (60) days prior to each Interest Payment Date, Principal Installment Date or Sinking Fund Installment due date, as applicable, as set forth in the Series Certificate to be executed by the Chairman of the Authority at the time of sale or issuance of the Series 2016 Bonds, and such other dates determined in accordance with the Loan Agreement as may be set forth in a Supplemental Resolution authorizing a Series of Bonds. In the event a Loan Payment Date is not a Business Day, the Loan Payment shall be made by the County on the next succeeding Business Day and, with respect to the Series 2009 Bonds, shall mean the Loan Payment Date associated therewith.

“Loan Term” shall mean, with respect to the Series 2016 Bonds, the period during which the Loan Agreement is in effect as specified in Section 5.01 of the Loan Agreement and, with respect to the Series 2009 Bonds, the Loan Term associated therewith.

“Prepayment” shall mean any amounts received as prepayments of Loan Payments pursuant to Section 5.06 of the Loan Agreement with respect to the Series 2016 Bonds.

“Principal Installment Date” shall mean with respect to the Series 2016 Bonds, such date on which any Principal Installment shall become due and payable by the Authority, as authorized by this Second Supplemental Resolution and as set forth in the Series Certificate to be executed by the Chairman of the Authority at the time of sale or issuance of the Series 2016 Bonds. In the event a Principal Installment Date is not a Business Day, principal shall be paid on the next succeeding Business Day for the Principal Installment payable on the Principal Installment Date.

“Record Date” shall mean, with respect to the Series 2016 Bonds, such dates that are fifteen (15) calendar days next preceding any Interest Payment Date as set

forth in this Second Supplemental Resolution and as set forth in the Series Certificate to be executed by the Chairman of the Authority at the time of sale or issuance of the Series 2016 Bonds.

“Resolution” shall mean the resolution adopted by the Authority on July 9, 2003 entitled "Resolution of the Middlesex County Improvement Authority Authorizing the Issuance of County-Guaranteed Open Space Trust Fund Revenue Bonds", as the same may be amended, modified or supplemented in accordance with the provisions thereof including by the First Supplemental Resolution duly adopted by the Authority on November 10, 2009 and by this Second Supplemental Resolution duly adopted by the Authority on March 9, 2016, and as further supplemented and amended by a bond series certificate to be executed by the Chairman of the Authority in connection with the issuance of the Series 2016 Bonds.

“Second Supplemental Resolution” shall mean this Second Supplemental Resolution entitled “Second Supplemental Resolution of the Middlesex County Improvement Authority Authorizing the Issuance of County-Guaranteed Open Space Trust Fund Revenue Refunding Bonds, Series 2016” duly adopted by the Authority on March 9, 2016.

“Series Certificate” or “Bond Series Certificate” shall mean, with respect to the Series 2016 Bonds, the series certificate to be executed by the Chairman of the Authority and dated the date of sale or issuance of the Series 2016 Bonds, setting forth various details of the Series 2016 Bonds.

“Series 2009 Project” or “Project” shall mean the financing of the acquisition of additional parcels of open space within the County, and paying the associated costs of issuance incurred in connection with the offering and sale of the Series 2009 Bonds.

“Series 2016 Bonds” shall mean all of the Bonds so designated, authenticated and delivered upon original issuance pursuant to Section 206 of the General Bond Resolution and which are designated County-Guaranteed Open Space Trust Fund Revenue Refunding Bonds, Series 2016 (or such other year designation as shall be applicable at the time of issuance thereof).

“Series 2016 Refunding Project” shall mean the financing of the costs of the Crossover Refunding, and paying the associated costs of issuance incurred in connection with the offering and sale of the Series 2016 Bonds.

“Supplemental Resolution” shall mean any resolution supplemental to or amendatory of the General Bond Resolution adopted by the Authority in accordance with Sections 205 or 206 and Article XI thereof, but shall not include the Determination Resolution, including this Second Supplemental Resolution.

ARTICLE II

Authorization, Terms and Issuance of County-Guaranteed Open Space Trust Fund Revenue Refunding Bonds, Series 2016

Section 2.01. Authorization of the Series 2016 Bonds, Principal Amount, Designation and Series. A Series of Bonds entitled to the benefit, protection and security of the Resolution is hereby authorized to be issued in an aggregate principal amount not to exceed \$21,000,000. Such Series of Bonds shall be designated as and shall be distinguished from the Bonds of all other Series by the title "County-Guaranteed Open Space Trust Fund

Revenue Refunding Bonds, Series 2016” (the "Series 2016 Bonds") (or any such other year designation as may be appropriate at the time such bonds are issued) pursuant to and subject to the terms, conditions and limitations established in the Bond Resolution, including this Second Supplemental Resolution. The Series 2016 Bonds shall constitute Refunding Bonds issued pursuant to Section 206 of the General Bond Resolution. The Series 2016 Bonds shall be issued as set forth in the Bond Series Certificate to be executed by the Chairman or Vice Chairman of the Authority in accordance with the provisions of Section 2.03 hereof.

Section 2.02. Purposes. The purposes for which the Series 2016 Bonds are being issued are to (a)(i) advance refund, on a crossover basis, and economically defease the principal of (but not the interest on) all or a portion of the Series 2009B Callable Bonds on the Series 2009B Call Date, and (ii) economically defease the interest on the Series 2016 Bonds from their date of issuance to and including the Series 2009B Call Date ((a)(i) and (ii) collectively, the “Crossover Refunding”), and (b) pay the costs of issuance and expenses incurred by the Authority in connection with the authorization, issuance and delivery of the Series 2016 Bonds.

Section 2.03. Delegation of Authority. There is hereby delegated to the Chairman and Vice Chairman of the Authority, subject to the limitations contained herein, in the Act and in the General Bond Resolution, the power with respect to the Series 2016 Bonds to determine and carry out the following:

(a) The sale of the Series 2016 Bonds at private sale, provided that the purchase price paid by the purchaser thereof shall not be less than ninety-eight percent (98%) of the principal amount of the Series 2016 Bonds so sold; the approval of the terms of, the printing of and distribution of an Official Statement (as hereinafter defined) describing the Series 2016 Bonds in connection with the offering and sale of such Series 2016 Bonds; and the execution of an agreement or agreements of purchase on behalf of the Authority to reflect the sale and purchase of the Series 2016 Bonds in accordance herewith;

(b) The principal amount of the Series 2016 Bonds to be issued, provided that the amount of Series 2016 Bonds issued shall not exceed \$21,000,000;

(c) The date or dates, maturity date or dates and principal amount of each maturity of the Series 2016 Bonds, the amount and date of each Sinking Fund Installment, if any, and which Series 2016 Bonds will be Serial Bonds or Term Bonds, if any; provided that the Series 2016 Bonds shall mature no later than December 15, 2029;

(d) The interest rate or rates of the Series 2016 Bonds, the date from which interest on the Series 2016 Bonds shall accrue and the first Interest Payment Date therefor; provided that the true interest cost (as determined by the Chairman or Vice Chairman of the Authority, which determination shall be conclusive) on the Series 2016 Bonds shall not exceed six percent (6.0%);

(e) The denomination or denominations of and the manner of numbering and lettering the Series 2016 Bonds;

(f) The Redemption Price or Redemption Prices, if any, and, subject to the provisions of Article IV of the General Bond Resolution, the redemption terms, if any, for the Series 2016 Bonds; provided, however, that the Redemption Price of any Series 2016 Bonds subject to redemption at the election of the Authority or in accordance with the General Bond Resolution shall not be greater than one hundred one percent (101%) of the principal amount of the Series 2016 Bonds or portion thereof to be redeemed, plus accrued interest thereon to the date fixed for redemption;

(g) Provisions for the sale or exchange of the Series 2016 Bonds and for the delivery thereof;

(h) The form of the Series 2016 Bonds, which are hereby authorized to be issued in the form of fully registered Bonds, book-entry form only, and the form of the Trustee's certificate of authentication thereon;

(i) Direction for the application of the proceeds of the Series 2016 Bonds; and

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

The Chairman or Vice Chairman shall execute and deliver a Bond Series Certificate evidencing determinations or other actions taken pursuant to the authority granted herein, and any such Bond Series Certificate shall be conclusive evidence of the action or determination of the Chairman or Vice Chairman taken on behalf of the Authority as to the matters stated therein.

All Series 2016 Bonds issued pursuant to this Second Supplemental Resolution of like maturity shall be identical in all respects, except as to denominations, maturity amounts, numbers and letters.

ARTICLE III

Execution and Authentication of the Series 2016 Bonds

Section 3.01. Execution and Authentication of the Series 2016 Bonds. Pursuant to the provisions of Section 303 of the General Bond Resolution, the Chairman or Vice Chairman of the Authority are hereby authorized and directed to execute by manual or facsimile signature the Series 2016 Bonds in the name of the Authority and the corporate seal (or a facsimile thereof) shall be thereunto affixed, imprinted, engraved or otherwise reproduced thereon. The Secretary of the Authority is hereby authorized and directed to attest by manual or facsimile signature the execution of the Series 2016 Bonds.

The Trustee is hereby authorized and directed to authenticate by manual or facsimile signature the Series 2016 Bonds, and deliver the same to or upon the order of the Authority, in such amounts and at such times as the Trustee shall be directed in writing by an Authorized Authority Representative, upon compliance with the conditions applicable thereto contained in the General Bond Resolution.

Section 3.02. No Recourse on the Series 2016 Bonds. No recourse shall be had for the payment of the principal, Sinking Fund Installments or Redemption Price of or interest on the Series 2016 Bonds or for any claim based thereon or on this Second Supplemental Resolution against any member, officer or employee of the Authority or any person executing the Series 2016 Bonds and neither the members of the Authority nor any other person executing the Series 2016 Bonds shall be subject to any personal liability or accountability by reason of the issuance thereof, all such liability being expressly waived and released by every Holder of the Series 2016 Bonds by the acceptance thereof.

ARTICLE IV

Offering of the Series 2016 Bonds

Section 4.01. Covenant of Authority as to Compliance with the Code. The Authority hereby reaffirms the covenants set forth in Section 819 of the General Bond Resolution should the Series 2016 Bonds be issued as tax-exempt obligations, and covenants that it will take all actions within its control that are required to assure that interest on the Series 2016 Bonds is excluded from gross income for Federal income tax purposes should the Series 2016 Bonds be issued as tax-exempt obligations, and that it will refrain from taking any action or omitting to take any action that would adversely affect such exclusion.

Section 4.02. Amendment Prior to Delivery of the Series 2016 Bonds Upon Original Issuance. Prior to delivery of any of the Series 2016 Bonds upon original issuance and notwithstanding anything to the contrary, the Chairman or Vice Chairman of the Authority may, by execution of a certificate evidencing same, modify or amend any of the terms or provisions of the Series 2016 Bonds or of this Second Supplemental Resolution (excepting that any such amendment or modification shall be within the parameters set forth in Section 2.03 hereof, paragraphs (a) through (j) thereof inclusive, the provisions of which may not be amended in any respect) or for any purpose without any further action by the Authority members.

Section 4.03. Appointment of Trustee, Bond Registrar, Paying Agent and Escrow Agent. Amboy Bank, Old Bridge, New Jersey is hereby appointed Trustee, Bond Registrar and Paying Agent for the Holders of the Series 2016 Bonds. Amboy Bank, Old Bridge, New Jersey, shall signify its acceptance of the trusts and duties granted under this Second Supplemental Resolution by a written notice delivered to the Authority prior to delivery of the Series 2016 Bonds.

Amboy Bank, Old Bridge, New Jersey is hereby appointed Escrow Agent (the "Escrow Agent") for the holders of the Refunded Bonds, as defined in the Escrow Deposit Agreement (as hereinafter defined). The Escrow Agent shall signify its acceptance of the trusts and duties granted under this Second Supplemental Resolution and the Escrow Deposit Agreement by execution of the Escrow Deposit Agreement delivered in connection with the issuance of the Series 2016 Bonds.

Section 4.04. Appointment of Bond Counsel, Underwriter, Financial Advisor and Dissemination Agent for the Series 2016 Bonds. The law firm of Wilentz, Goldman & Spitzer, P.A., Woodbridge, New Jersey, is hereby appointed bond counsel ("Bond Counsel") in connection with the issuance of the Series 2016 Bonds. NW Capital Markets Inc. is hereby appointed Underwriter (the "Underwriter") for the Series 2016 Bonds and shall be allocated 100% of the Series 2016 Bonds.

The Authority hereby confirms the appointment of Phoenix Advisors, LLC, Bordentown, New Jersey as Financial Advisor (the "Financial Advisor") and as Dissemination Agent (the "Dissemination Agent") as defined in the Continuing Disclosure Agreement. The Dissemination Agent shall signify its acceptance of the trusts and duties granted under this Second Supplemental Resolution and the Continuing Disclosure Agreement by execution of the Continuing Disclosure Agreement delivered in connection with the issuance of the Series 2016 Bonds.

Section 4.05. Approval of Payments for Professional Services. The Authority does hereby, as applicable, award, approve and authorize payments to the following to render professional services and/or provide services in connection with the Series 2016 Refunding Project or to the Authority in conjunction with the Series 2016 Refunding Project to be paid out of proceeds of the Series 2016 Bonds 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	\$65,000, plus Program Costs and disbursements
Phoenix Advisors, LLC	Financial Advisor to the Authority	\$17,500, plus Program Costs and disbursements
Amboy Bank, Trustee and Escrow Agent	Bond Registrar, Paying Agent and Escrow Agent	\$15,000 (including Trustee's counsel fee)
Venezia & Nolan, P.C.	Authority General Counsel	\$20,000, plus disbursements
Kelso & Bradshaw	Counsel to the County	\$25,000
Hodulik & Morrison, P.A.	Auditor for County	\$5,000
Hodulik & Morrison, P.A.	Verification Agent	\$5,000
McElwee & Quinn	Printer	\$5,000
S&P	Rating Agency Fee	\$25,000
NW Capital Markets Inc.	Underwriter	Not exceeding \$6.00/\$1,000 of bonds (including underwriter's counsel fee)

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

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

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

Section 4.08. Approval of Preliminary Official Statement and Official Statement. The preparation and distribution by the Authority, in consultation with Bond Counsel, the Financial Advisor and the Auditor, of a Preliminary Official Statement (the "Preliminary Official Statement") to be used in connection with the marketing and sale of the Series 2016 Bonds, is hereby approved. The Chairman or Vice Chairman are each hereby authorized and directed, in consultation with Bond Counsel, the Financial Advisor and the Auditor, to execute and deliver a certificate pursuant to which the Preliminary Official Statement is "deemed final" by the Authority within the meaning of Rule 15c2-12 as promulgated by the Securities and Exchange Commission (the "Rule") in accordance with the Securities Exchange Act of 1934, as amended and supplemented.

Upon the sale of the Series 2016 Bonds to the Underwriter, the Preliminary Official Statement shall be so modified to reflect the effect of the Bond Purchase Contract (as hereinafter defined) and any other revision not inconsistent with the substance thereof

deemed necessary or advisable by Bond Counsel, the Financial Advisor and the Auditor; and said Preliminary Official Statement as so modified shall constitute the final Official Statement (the "Official Statement") of the Authority. The Chairman or Vice Chairman shall be, and each of them hereby is, authorized and directed on behalf of the Authority to execute and deliver said Official Statement.

Section 4.09. Approval of Bond Purchase Contract. The purchase of the Series 2016 Bonds by the Underwriter and the sale of the Series 2016 Bonds by the Authority to the Underwriter is subject to the execution of a Bond Purchase Contract (the "Bond Purchase Contract") between the Underwriter and the Authority to be dated the date of sale of the Series 2016 Bonds. The Chairman or Vice Chairman are each hereby authorized and directed, in consultation with Bond Counsel, to negotiate and approve the terms of a Bond Purchase Contract. The Chairman or Vice Chairman be, and each of them hereby is, authorized and directed on behalf of the Authority to execute and deliver said Bond Purchase Contract and the execution thereof by the Chairman or Vice Chairman shall be conclusive evidence of the approval of the terms thereof.

Section 4.10. Approval of Rating Agency. The Underwriter and/or the Financial Advisor are hereby authorized and directed to submit an application to Standard & Poor's Ratings Services, a Standard & Poor's Financial Services LLC business ("S&P") to obtain a rating on the Series 2016 Bonds prior to the pricing thereof.

Section 4.11. Approval of Project Documents. The forms of the Loan Agreement and the Guaranty Agreement (collectively, the Loan Agreement and the Guaranty Agreement, the "Project Documents") are hereby approved in the forms presented to this meeting with such modifications, insertions or deletions as shall be approved by the Authority's Chairman or Vice Chairman in consultation with the Authority's Bond Counsel and General Counsel. The Authority Chairman, Vice Chairman and Secretary are, and each hereby is, authorized on behalf of the Authority to execute and deliver each of the Project Documents and the Secretary of the Authority is hereby authorized and directed to affix the seal of the Authority to each of the Project Documents and to attest to the signatures of the Chairman or Vice Chairman thereto.

Section 4.12. Compliance with Secondary Market Disclosure Requirements. The Chairman and Vice-Chairman of the Authority, in consultation with Bond Counsel, are each hereby authorized and directed to enter into and execute a Continuing Disclosure Agreement with the County as an "Obligated Person" (as defined under the Rule) (the "Continuing Disclosure Agreement"), evidencing the contractual undertaking of the Obligated Person (as defined under the Rule) to comply with the requirements of the Rule, and to deliver the Continuing Disclosure Agreement to the Underwriter in connection with the offer and sale of the Series 2016 Bonds.

Section 4.13. Approval of Escrow Deposit Agreement. The issuance of the Series 2016 Bonds by the Authority and the refunding of all or a portion of the Refunded Bonds by the Authority are subject to the execution of an Escrow Deposit Agreement (the "Escrow Deposit Agreement") by and between the Authority and Amboy Bank, Old Bridge, New Jersey, as the Escrow Agent (the "Escrow Agent") to the Authority in connection with the defeasance of the Refunded Bonds, which shall be satisfactory to the Authority. The Chairman or Vice Chairman are each hereby authorized and directed, in consultation with Bond Counsel, to negotiate and approve the terms of the Escrow Deposit Agreement. The Chairman or Vice Chairman are, and each of them hereby is, authorized and directed on

behalf of the Authority to execute and deliver said Escrow Deposit Agreement and the execution thereof by the Chairman or Vice Chairman shall be conclusive evidence of the approval of the terms thereof.

Section 4.14. Incidental Action. The Chairman, Vice Chairman and Secretary, are, and each of them hereby is, authorized and directed to execute and deliver any and all certificates, documents, instruments and agreements and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by the Bond Resolution, including this Second Supplemental Resolution, the Preliminary Official Statement, the Official Statement, the Bond Purchase Contract, the Loan Agreement, the Guaranty Agreement and the Escrow Deposit Agreement, and for the authorization, sale and issuance of the Series 2016 Bonds and to effect the consummation of the transaction contemplated thereby. The execution by such officers of any such documents, certificates, instruments and agreements, with such changes, insertions or omissions as shall be approved by the Chairman and/or Vice Chairman, in consultation with Bond Counsel, shall be conclusive evidence of the approval of such changes, insertions or omissions and no further ratification or other action by the Authority shall be required with respect thereto.

ARTICLE V

Creation of Accounts

Section 5.01. Establishment of Series 2016 Accounts. The Authority hereby establishes a Series 2016 Account within the Operating Fund to pay Costs of issuance related to the issuance of the Series 2016 Bonds and a Series 2016 Account within the Debt Service Fund to pay principal of and interest on the Series 2016 Bonds.

The Authority hereby establishes a Series 2009B Escrow Account in the Debt Service Fund to pay (i) the principal of (but not the interest on) all or a portion of the Series 2009B Callable Bonds on the Series 2009B Call Date, and (ii) the interest on the Series 2016 Bonds from their date of issuance to and including the Series 2009B Call Date.

Section 5.02. Trustee Authorization to Create Accounts. The Trustee is hereby authorized to establish such other accounts and sub-accounts under the Resolution, including this Second Supplemental Resolution and the Bond Series Certificate, as are required in connection with the issuance of the Series 2016 Bonds.

ARTICLE VI

Miscellaneous

Section 6.01. Governing Law. This Second Supplemental Resolution and the Series 2016 Bonds are and shall be deemed to be contracts made under the laws of the State and for all purposes shall be governed by and construed in accordance with the laws of the State.

Section 6.02. Effective Date. This Second Supplemental Resolution shall become effective immediately upon the satisfaction of the requirements for the adoption of bond resolutions set forth in the "Local Authorities Fiscal Control Law" (N.J.S.A. §40A:5A-1 et seq.) and the Act.

Section 6.03. Notice of Adoption of Supplemental Resolution. The Authority's Bond Counsel and General Counsel are hereby authorized and directed to arrange for the publication of the Notice of Adoption of this Second Supplemental Resolution on or about March 11, 2016 in an Authorized Newspaper of the Authority.

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	2
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
ELECTRONIC RECEIPT FOR PAYMENT AND
AWARDING INTERIM CONTRACT FOR MERCHANT CREDIT CARD
SERVICES**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on March 9, 2016; and

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

WHEREAS, the Authority operates the County Golf Courses (the "Golf Courses"); and

WHEREAS, in the operation of the Golf Courses, among other things, the Authority requires the provision of merchant credit card services (the "Services"); and

WHEREAS, by Resolution duly adopted by the Authority on January 13, 2016, the Authority authorized the procurement of the Services from First Data Merchant Services through the Middlesex County Cooperative Purchasing Program and also authorized a contract for the tee time reservation and point of sale system at the Golf Courses with Chelsea Information Systems; and

WHEREAS, the Authority requires the provision of the Services for the Golf Courses for an interim period while the tee time system and credit card system are tested and approved; and

WHEREAS, the cost for the provision of the Services for the interim period will not exceed the bid threshold of the Local Public Contracts Law; and

WHEREAS, the Authority would like to approve the provision of the Services by Transfirst LLC for an interim period in accordance with this Resolution.

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

1. In accordance with the Government Electronic Payment Acceptance Act, P.L. 1995, c. 325 and the regulations promulgated thereunder, specifically N.J.A.C. 5:30-9.3, the Authority hereby authorizes the payment of the user fees and registration fees and any

and all applicable fees at the Golf Courses. The Authority authorizes electronic receipts by way of credit and debit cards.

2. The Authority hereby authorizes the procurement of the Services from TransFirst LLC for a period not to exceed five (5) months in accordance with the Fee Schedule attached hereto as Schedule A.

3. The Authority hereby authorizes the Chief Financial Officer to execute any purchase orders, applications or documents that may be required to purchase the Services from TransFirst LLC and hereby ratifies and confirms nunc pro tunc any action heretofore taken in connection with procuring the Services from TransFirst LLC.

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

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u> 2
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 CONTRACT FOR PURCHASE OF TREATED EFFLUENT
FOR THE MEADOWS AT MIDDLESEX GOLF COURSE**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on March 9, 2016; 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, in furtherance of this power the Authority operates an eighteen (18) hole golf course (the "Golf Course") located in the Township of Plainsboro 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(t), the Authority is authorized to enter into any and all agreements or contracts, execute any and all instruments, and do and perform any and all acts or things necessary, convenient or desirable for the purposes of the Authority or to carry out any power expressly given in the County Improvement Authorities Law, subject to the Local Public Contracts Law, N.J.S.A. 40A:11-1, et seq.; and

WHEREAS, in connection with the operation of the Golf Course, the Authority uses certain treated effluent for irrigation purposes; and

WHEREAS, the Authority has been purchasing the treated effluent from United Water Princeton Meadows, Inc.; and

WHEREAS, United Water Princeton Meadows, Inc. is now known as Suez Water Princeton Meadows Inc. ("Suez Water"); and

WHEREAS, Suez Water currently holds the requisite permits and approvals from the New Jersey Department of Environmental Protection to provide the treated effluent to the Golf Course and is approved by the Board of Public Utilities; and

WHEREAS, the Authority would like to authorize an agreement (the "Agreement") with Suez Water for the purchase of the treated effluent.

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

1. The Authority hereby approves the agreement with Suez Water for the purchase of the treated effluent in substantially the form attached with such changes as shall be approved by the Chairman on advice of counsel.

2. The Authority authorizes the Chairman or Vice-Chairman to execute the agreement with Suez Water in the form approved by the Chairman and the Secretary to attest to the signature of the Chairman or Vice-Chairman appearing thereon and to affix the seal of the Authority thereto.

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

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	2
Roseman, Leonard J.	x					
Mantz, Robert J.					x	
Eaker, Jacque	x					
Fernicola, Camille					x	
Raczynski, Anthony	x					

**RESOLUTION OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY REJECTING
CERTAIN BIDS AND AWARDED CONTRACTS FOR PROVISION OF TURF
PRODUCTS**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on March 9, 2016; and

WHEREAS, pursuant to N.J.S.A. 40:37A-54(h) the Authority is empowered to improve, further and promote the tourist industries and recreational attractiveness of the County of Middlesex through the planning, acquisition, construction, improvement, maintenance and operation of facilities for the recreation and entertainment of the public; and

WHEREAS, the Authority maintains and operates Tamarack Golf Course, The Meadows at Middlesex Golf Course and Raritan Landing Golf Course (collectively, the "Golf Courses"); 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 turf products (the "Products") for use at the Golf Courses; and

WHEREAS, the Authority prepared a bid specification package, advertised for bids for the Products and received bids for the provision of the Products from Crop Production Services, Inc., Fertl-Soil Turf Supply, Inc., Grass Roots Turf Products, Inc., Mitchell Products, LLC, Plant Food Company, Inc., Reed & Perrine Sales Inc., Seeton Turf Warehouse, LLC, SiteOne Landscape Supply, Synatek LP and Tri-State Materials LLC; and

WHEREAS, certain of the bids for the Products did not meet the specifications; and

WHEREAS, the Authority would like to reject certain of the bids and award contracts for the provision of the Products in accordance with this Resolution.

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

1. The Authority hereby rejects certain of the bids received for the items as not meeting specifications as set forth on Schedule A attached hereto and made a part hereof.

2. The Authority accepts the bids of the vendors as set forth on Schedule B under Contract No. 16-05 for the provision of the Products at the per unit costs and awards contracts to the vendors in accordance with Schedule B attached hereto and made a part hereof which contracts are subject to the terms and conditions of the bid specification package.

3. The Authority authorizes the entering into of contracts with the vendors as set forth on Schedule B and the execution and delivery by the Chairman or Vice-Chairman of contracts with the aforesaid vendors for the provision of the Products in the form attached to the bid specification package. The Secretary is hereby authorized to attest to the signature of the Chairman or Vice-Chairman appearing thereon and to affix the seal of the Authority thereto.

4. The Certifying Finance Officer has certified that the funds for the Products are available from and can be obtained from the funds of the Authority and shall be encumbered at the time of each purchase order.

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u> 2
Roseman, Leonard J.	x				
Mantz, Robert J.					x
Eaker, Jacque	x				
Fernicola, Camille					x
Raczynski, Anthony	x				

**RESOLUTION OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
REJECTING BID FOR HVAC REPAIR AND MAINTENANCE SERVICES AT
ROOSEVELT CARE CENTER AT EDISON AND AUTHORIZING RE-BID**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on March 9, 2016; 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 certain HVAC repair and maintenance services (the "Services") for Roosevelt Care Center at Edison ("Roosevelt Care Center"); and

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

WHEREAS, the Authority received a bid for the Services from Unitemp, Inc.; and

WHEREAS, the bid of Unitemp, Inc. exceeds the cost estimate for the Services and the appropriation for the Services; and

WHEREAS, pursuant to N.J.S.A. 40A:11-13.2, the Authority may reject all bids when the bid exceeds the cost estimate and appropriation; and

WHEREAS, the Authority would like to reject the bid of Unitemp, Inc. and authorize the re-bid 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 rejects the bid of Unitemp, Inc., in accordance with N.J.S.A. 40A:11-13.2 because the bid was in excess of the cost estimate and appropriation for the Services.

2. The Authority authorizes the undertaking of the re-bid of the contract for the Services, including without limitation, the preparation of a bid specification package, advertisement of bids for the Services and receipt of bids for the Services.

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	2
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 PAYMENT OF PATIENT POINT INVOICES FOR
ADVERTISING FOR ROOSEVELT CARE CENTER FACILITIES**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on March 9, 2016; 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 from time to time placed advertisements in certain hospital publications as a means of advertising the facilities; and

WHEREAS, the Authority has certain invoices outstanding to Patient Point Hospital Solutions for advertisements placed; and

WHEREAS, the amount of the outstanding invoices does not exceed \$17,500; and

WHEREAS, the Authority would like to authorize the payment of the outstanding invoices to Patient Point Hospital Solutions 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 payment of the invoices to Patient Point Hospital Solutions in the amount of \$12,715.60.

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

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	2
Roseman, Leonard J.	x					
Mantz, Robert J.					x	
Eaker, Jacque	x					
Fernicola, Camille					x	
Raczynski, Anthony	x					

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

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on March 9, 2016; 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 from time to time needs to acquire certain durable medical equipment (the "Equipment") as prescribed by physicians for residents at Roosevelt Care Center; and

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

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

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

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

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

WHEREAS, the Authority would like to authorize the acquisition of the Equipment from John F. Kennedy Medical Center in accordance with this Resolution.

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

1. The Authority hereby authorizes the acquisition of the Equipment from John F. Kennedy Medical Center at a cost not to exceed \$10,000.00.

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

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

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

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	2
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 AMENDMENT TO NJHA VENDOR LIST**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the “Authority”) was held on March 9, 2016; 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, among others, the New Jersey Hospital Association vendors (“NJHA”) ; and

WHEREAS, by Resolution duly adopted by the Authority on February 10, 2016, the Authority authorized purchases through the NJHA; and

WHEREAS, the Authority would like to approve an amendment to the NJHA 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 amendment to the NJHA vendor list as follows: Arjo, Contract #CE2911 Expiration Date 2/28/19.

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	2
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 March 9, 2016; 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 J.B. Heatherwood Farms Property in the Township of Monroe (hereinafter referred to as the “Site”) 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 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 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 14, 2015, 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 proposal to provide the Services for the Site:

<u>Site</u>	<u>Vendor/Services</u>	<u>Cost Not to Exceed</u>
J.B. Heatherwood Farms Township of Monroe	CME Associates Farmland Preservation Land Surveying Services	\$ 31,255.00

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

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

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	2
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 RECEIPT OF COUNTY FUNDS FOR ECONOMIC
DEVELOPMENT**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on March 9, 2016; 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, among other things, undertaken a program for the assessment of certain brownfields and has assisted various communities in the County of Middlesex (the "County") in planning and initiating economic development projects, (collectively, the "Economic Development Programs"); and

WHEREAS, pursuant to N.J.S.A. 40:37A-55(k), the Authority may accept gifts of money for the purposes of the Authority from any governmental unit and may do any and all things necessary or useful and convenient in connection with the procuring, acceptance and disposition of such gifts; and

WHEREAS, the County has agreed to provide to the Authority \$25,000.00 (the "Funds") for the Authority to be used by the Authority for the Economic Development Programs; and

WHEREAS, the Authority would like to accept the Funds and authorize the disposition of the Funds 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 acceptance of the Funds from the County to be used for the Economic Development Programs of the Authority.
2. The Certifying Finance Officer is hereby authorized to accept such Funds and to apply and dispose of such Funds for the Economic Development Programs.
3. This Resolution shall take effect immediately and no further approval shall be required with respect to the authorizations granted herein.

<u>Recorded Vote:</u>	<u>Aye</u> 3	<u>No</u>	<u>Abstain</u>	<u>Absent</u> 2
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 SHARED SERVICES AGREEMENT WITH BOROUGH OF
HIGHLAND PARK AND ACTS IN CONNECTION THEREWITH**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on March 9, 2016; 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, to improve, further and promote the tourist industries and recreational attractiveness of the County of Middlesex and, to provide facilities for the operation of public transportation; and

WHEREAS, the Borough of Highland Park (the "Borough") has requested the assistance of the Authority in certain services (the "Services"); 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 assist the Borough in providing the Services; and

WHEREAS, the Authority would like to approve a shared services agreement (the "Agreement") with the Borough for the assistance of the Authority in providing the Services and authorize 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 provision of the Services by the Authority as set forth in the Agreement attached hereto and made a part hereof.
2. The Authority authorizes the Chairman or Vice-Chairman to execute the Agreement with the Borough in substantially the form attached with such changes as shall be approved by the Chairman on advice of counsel. 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 Authority authorizes the completion, filing and execution of any funding applications and/or grants in connection with the Services to be provided by the Authority. The Chairman shall be authorized to execute any such applications or grants.
4. The Authority authorizes the Authority staff to take all actions reasonable and necessary in the performance of the Services as authorized in the Agreement and herein.

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	2
Roseman, Leonard J.	x					
Mantz, Robert J.					x	
Eaker, Jacquie	x					
Fernicola, Camille					x	
Raczynski, Anthony	x					

**RESOLUTION OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING ENGINEERING SERVICES FOR ENGINEERING
ASSESSMENT OF TAMARACK GOLF COURSE AND THE MEADOWS AT
MIDDLESEX GOLF COURSE FACILITIES**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on March 9, 2016; and

WHEREAS, pursuant to the provisions of 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 of Middlesex (the "County") through the planning, acquisition, construction, improvement, maintenance and operation of facilities for the recreation and entertainment of the public; and

WHEREAS, in accordance with this statutory provision, the Authority operates Tamarack Golf Course and The Meadows at Middlesex Golf Course (collectively, the "Golf Courses"); and

WHEREAS, the Authority would like to undertake an engineering assessment of the facilities at the Golf Courses; and

WHEREAS, by Resolution duly adopted by the Authority on December 14, 2015, the Authority, after undertaking a procurement process, awarded a contract to CME Associates for the provision of engineering services (the "Services") for the operations of the Authority; and

WHEREAS, by Resolution duly adopted by the Authority on February 10, 2016, the Authority authorized an agreement (the "Agreement") with the County of Middlesex

(the "County") whereby the County agreed to assist the Authority in the financing of improvements for the Golf Courses and Raritan Landing Golf Course; and

WHEREAS, the Agreement includes the funding of an engineering assessment by the County for the Golf Courses; and

WHEREAS, the Authority has received a proposal from CME Associates to provide the Services for the engineering assessment of the Golf Courses; and

WHEREAS, the Authority would like to authorize the provision of the Services for the engineering assessment for the Golf Courses 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 and authorizes CME Associates to provide the Services for the engineering assessment of the Golf Courses at a cost not to exceed \$ 50,200.00.

2. The Authority hereby authorizes the Chairman or Vice-Chairman to execute the proposal of CME Associates to authorize the provision of the Services by CME Associates.

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

4. The Certifying Finance Officer has certified that the funds for the Services for the engineering assessment are available from and will be re-imbursed by the County pursuant to the Agreement.

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	2
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 APPLICATION TO THE NJDEP FOR HAZARDOUS
DISCHARGE SITES REMEDIATION GRANT AND ACTS IN CONNECTION
THEREWITH**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on March 9, 2016; 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 received a grant (the “Grant”) from the United States Environmental Protection Agency (“USEPA”) to conduct environmental testing and or investigations for Brownfield sites as part of the Program; and

WHEREAS, the State of New Jersey DEP Office of Brownfields Reuse (“DEP”) has recommended that the Authority apply for a New Jersey Hazardous Discharge Sites Remediation Fund Grant (the “Grant”) to fund certain site remediation at the Second Street Site in the City of Perth Amboy; and

WHEREAS, the Authority would like to authorize the completion and filing of a New Jersey Hazardous Discharge Sites Remediation Fund Application to the DEP, execute any agreement or documents required for the application for the Grant and authorize the receipt of the Grant and any Grant funds in accordance with this Resolution.

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

1. The Authority hereby approves the completion of and filing of an application with the DEP for the NJDEP Hazardous Sites Remediation Grant and payment of the \$500.00 application fee for the Grant.

2. The Chairman and/or the Program Director – Economic Development are hereby authorized to execute and deliver any application, letter, writing or other document required for submission of the application to the DEP.

3. The Chairman is hereby authorized to review and approve any agreement, contract or document with the DEP for receipt of the Grant and is hereby authorized to execute any agreement, contract or document in the form so approved.

4. The Authority hereby approves receipt of any Grant so approved by the DEP and receipt of the funds from such Grant.

5. The Certifying Finance Officer has certified that the funds for the payment of the application fee are available from and can be obtained from the funds of the Authority and will be re-imbursed by the County.

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	2
Roseman, Leonard J.	x					
Mantz, Robert J.					x	
Eaker, Jacque	x					
Fernicola, Camille					x	
Raczynski, Anthony	x					

**RESOLUTION OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING PURCHASES FROM STATE CONTRACT VENDOR FOR
FLOORING PROJECTS FOR TAMARACK GOLF COURSE AND THE
MEADOWS AT MIDDLESEX GOLF COURSE**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on March 9, 2016; and

WHEREAS, pursuant to the provisions of 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 of Middlesex (the “County”) through the planning, acquisition, construction, improvement, maintenance and operation of facilities for the recreation and entertainment of the public; and

WHEREAS, in accordance with this statutory provision, the Authority operates Tamarack Golf Course and The Meadows at Middlesex Golf Course (collectively, the “Golf Courses”); and

WHEREAS, the Authority would like to undertake a flooring project to replace certain floors at the Golf Courses (the “Work”); and

WHEREAS, by Resolution duly adopted by the Authority on February 10, 2016, the Authority authorized an agreement (the “Agreement”) with the County of Middlesex (the “County”) whereby the County agreed to assist the Authority in the financing of improvements for the Golf Courses and Raritan Landing Golf Course; 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, pursuant to N.J.S.A. 40A:11-12, the Authority is authorized to purchase any materials, supplies or equipment without publicly advertising for bids, under any contract or contracts for such materials, supplies or equipment entered into on behalf of the State of New Jersey by the Division of Purchase and Property in the Department of the Treasury (the “State”); and

WHEREAS, purchases made through the State contract are considered procured through a fair and open process in accordance with N.J.S.A. 19:44A-20.4; and

WHEREAS, the Authority has received a proposal for the Work from State contract vendor Allstate Office Interiors; and

WHEREAS, the Authority would like to accept the proposal of Allstate Office Interiors and authorize a contract with All State Office Interiors under State Contract #81748 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 and authorizes a contract with Allstate Office Interiors under State Contract #81748 for the Work at a cost not to exceed \$ 57,256.72.

2. The Authority hereby authorizes the Chief Financial Officer to execute any purchase orders with Allstate Office Interiors required for the provision of the Work.

3. The Certifying Finance Officer has certified that the funds for the Work are available from and will be re-imbursed by the County pursuant to the Agreement.

<u>Recorded Vote:</u>	<u>Aye</u>	3	<u>No</u>	<u>Abstain</u>	<u>Absent</u>	2
Roseman, Leonard J.	x					
Mantz, Robert J.					x	
Eaker, Jacque	x					
Fernicola, Camille					x	
Raczynski, Anthony	x					

Upon motion duly made by Jacque Eaker, seconded by Anthony Raczynski 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 March 9, 2016, that payments as itemized on the attached bill list, attached hereto and made a part hereof, in the total amount of \$2,588,548.00 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 \$2,588,548.00 are correct and just and payment should be approved.

/s/ Lory L. Cattano
Lory L. Cattano, Chief Financial Officer

/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 Jacque Eaker and seconded by Anthony Raczynski, the meeting was adjourned.

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