

PASSAIC COUNTY IMPROVEMENT AUTHORITY  
LIST OF AGENDA ITEMS

Meeting to be held on Wednesday, March 28, 2018 at 6:00 PM at 930 Riverview Drive,  
Suite 250, Totowa, NJ.

1. Call to order.
2. Pledge of Allegiance.
3. Roll Call.
4. Open Public Meetings Notice.
5. Approval of the Minutes of the February 28, 2018 Board Meeting.
6. Public Comment.
7. Executive Session.
8. Official Action
  - a. R 18-015 Resolution of the Passaic County Improvement Authority Authorizing Payment of Bills and Reimbursements
  - b. R 18-016 Resolution of the Passaic County Improvement Authority Authorizing the Interlocal Services Agreement with the County of Passaic for the Funding and Marketing Campaign for Tourism throughout the County
  - c. R 18-017 Resolution of the Passaic County Improvement Authority Appointing Certain Professionals and Authorizing Certain Fees in Connections with the Issuance or Sale of One or More Series of Up to \$17,000,000 Aggregate Principal Amount of the Authority's County General Obligation Lease Revenue Bonds (DPW Building Project), Series 2018, in One or More Series, on a Tax-Exempt Basis, Series 2018
9. Further Official Action – Resolution of Commissioners.
10. Old Business/New Business
11. Adjournment.

## PASSAIC COUNTY IMPROVEMENT AUTHORITY

### MINUTES OF THE BOARD MEETING OF FEBRUARY 28, 2018

The meeting was called to order at approximately 6:25 p.m. Pledge of Allegiance was said. Roll was taken. Commissioners Bradley, Petriello and Marco were present. Also present were Nicole S. Fox, Executive Director, Heather Litzebauer and Nick Wilechansky, Financial Advisors, and Peter A. Tucci, Jr., Esq. Mr. Tucci read the notice, pursuant to the Open Public Meetings Act.

#### Election of Officers

Commissioner Marco asked for a nomination for chairman. Commissioner Petriello nominated Dennis F. Marco and Commissioner Bradley seconded the motion. All were in favor.

Chairman Marco nominated Joseph Petriello for Vice Chairman. Commissioner Bradley seconded the motion. All were in favor.

Chairman Marco nominated Michael R.F. Bradley for Secretary/Treasurer. Commissioner Petriello seconded the motion. All were in favor.

Commissioner Petriello nominated Ronda Cotroneo for Deputy Secretary. Commissioner Bradley seconded the motion. All were in favor.

#### Minutes

Motion was made by Commissioner Bradley and seconded by Commissioner Petriello to approve the minutes of the public portion of the meeting from December 13, 2017. Motion carried unanimously.

Seeing no public present, Chairman Marco asked for a Motion to go into Executive Session. Commissioner Petriello moved and Chairman Marco seconded the motion. Motion carried.

Chairman Marco noted that official action would be taken after Executive Session.

Commissioner Bradley moved to close Executive Session and Commissioner Petriello seconded the motion. All were in favor.

#### Official Action

The Commissioners then considered the following resolutions:

R 18-001	Commissioners	M/S	Y	N	No Vote
Resolution of the Passaic County Improvement Authority Authorizing Payment of Bills and Reimbursements	Bradley	M	X		
	Cotroneo				
	Petriello	S	X		
	Alston				
	Marco			X	

R 18-002 Resolution of the Passaic County Improvement Authority Authorizing Depositories	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Bradley	S	X		
	Cotroneo				
	Petriello	M	X		
	Alston				
	Marco		X		

R 18-003 Resolution of the Passaic County Improvement Authority Adopting its Cash Management Plan	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Bradley	M	X		
	Cotroneo				
	Petriello	S	X		
	Alston				
	Marco		X		

R 18-004 Resolution of the Passaic County Improvement Authority Authorizing Signatories	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Bradley	S	X		
	Cotroneo				
	Petriello	M	X		
	Alston				
	Marco		X		

R 18-005 Resolution of the Passaic County Improvement Authority Designating Authorized Newspapers	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Bradley	S	X		
	Cotroneo				
	Petriello	M	X		
	Alston				
	Marco		X		

R 18-006 Resolution of the Passaic County Improvement Authority Appointing Legal Counsel – General Operations	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Bradley	S	X		
	Cotroneo				
	Petriello	M	X		
	Alston				
	Marco		X		

R 18-007 Resolution of the Passaic County Improvement Authority Appointing Financial Advisor	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Bradley	M	X		
	Cotroneo				
	Petriello	S	X		
	Alston				
	Marco		X		

R 18-008 Resolution of the Passaic County Improvement Authority Appointing Auditor	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Bradley	M	X		
	Cotroneo				
	Petriello	S	X		
	Alston				
	Marco		X		

R 18-009 Resolution of the Passaic County Improvement Authority Accepting the Qualifications of Certain Entities to Perform the Necessary Services as Legal Counsel – Bond Counsel	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Bradley	M	X		
	Cotroneo				
	Petriello	S	X		
	Alston				
	Marco		X		

R 18-010 Resolution of the Passaic County Improvement Authority Accepting the Qualifications of Certain Entities to Perform the Necessary Services as Trustee	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Bradley	S	X		
	Cotroneo				
	Petriello	M	X		
	Alston				
	Marco		X		

R 18-011 Resolution of the Passaic County Improvement Authority Accepting the Qualifications of Certain Entities to Perform the Necessary Services as Underwriter	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Bradley	M	X		
	Cotroneo				
	Petriello	S	X		
	Alston				
	Marco		X		

R 18-012 Resolution of the Passaic County Improvement Authority Setting of Meeting Dates from March 2018 through February 2019	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Bradley	S	X		
	Cotroneo				
	Petriello	M	X		
	Alston				
	Marco		X		

R 18-013 Resolution of the Passaic County Improvement Authority Making Application to the Local Finance Board Pursuant to N.J.S.A. 40A:5A-6	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Bradley	S	X		
	Cotroneo				
	Petriello	M	X		
	Alston				
	Marco		X		

R 18-014 Resolution of the Passaic County Improvement Authority Authorizing the Issuance and Sale of up to \$17,000,000 Aggregate Principal Amount of the Authority's County General Obligation Lease Revenue Bonds (DPW Building Project), Series 2018, in One or More Series, on a Tax-Exempt Basis; Making Certain Determinations and Approvals with Respect to said Bonds; and Authorizing Certain Actions	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Bradley	M	X		
	Cotroneo				
	Petriello	S	X		
	Alston				
Marco			X		

New Business / Old Business

None.

Commissioner Petriello made a motion to adjourn the meeting, seconded by Commissioner Bradley. Motion carried unanimously.

18-015

**RESOLUTION OF THE  
PASSAIC COUNTY IMPROVEMENT AUTHORITY AUTHORIZING  
PAYMENT OF BILLS AND REIMBURSEMENTS**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the "Authority") was held on March 28, 2018;

**WHEREAS**, the Authority has previously approved agreements for the provision of goods and services;

**WHEREAS**, the Authority has also authorized reimbursements for certain items, either through prior resolution or agreement; and

**WHEREAS**, the Authority desires to authorize payment for the aforementioned items.

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

1. The Authority hereby authorizes the payment of the items as listed in the attached schedule.
2. The Executive Director is authorized and directed to take all appropriate action to effectuate payment of the items listed in the attached schedule.

I hereby certify the foregoing to be a true copy of a resolution adopted by the Passaic County Improvement Authority at a meeting held on March 28, 2018.

  
\_\_\_\_\_  
Ronda Casson Cotroneo,  
Deputy Secretary

<u>Recorded Vote:</u>	<u>Aye</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
Michael Bradley				
Ronda Casson Cotroneo	✓			
Joseph Petriello	✓			
Wayne Alston, Vice Chairman	✓			
Dennis Marco, Chairman	✓			

**RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY  
AUTHORIZING THE INTERLOCAL SERVICES AGREEMENT WITH THE  
COUNTY OF PASSAIC FOR THE FUNDING AND MARKETING CAMPAIGN  
FOR TOURISM THROUGHOUT THE COUNTY**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on March 28, 2018;

**WHEREAS**, the Authority, a public body corporate and a body politic of the County of Passaic created by the Board of Chosen Freeholders of the County of Passaic pursuant to N.J.S.A. 40:37A-44 et seq. with all the power and responsibilities set forth in the statute;

**WHEREAS**, one of the statutory purposes of the Authority is to promote tourism throughout the County;

**WHEREAS**, the Passaic County Board of Chosen Freeholders (the “Board”) has and continues to promote tourism throughout and to invest significant funds in the County Park System and historic sites, and created a Department of Cultural & Historic Affairs to coordinate events, manage marketing efforts, and bring new visitors to landmarks in the County;

**WHEREAS**, the Authority desires to join with the Board in its continued efforts to further expand and promote tourism in the County;

**WHEREAS**, in order to jointly promote tourism with the Board, the Board and the Authority recognize a need for and wish to enter into a Shared Services Agreement (the “Agreement”) for the Authority to fund a tourism and marketing campaign for the County to continue tourism growth; and

**WHEREAS**, pursuant to N.J.S.A. 40A:65-5, the County and the Authority each are adopting resolutions authorizing the Agreement.

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

1. The Authority hereby approves the Agreement in a form substantially in the form as the Agreement attached hereto.
2. The Chairman of the Authority is hereby authorized and directed to execute the Agreement in substantially the same form as the one attached hereto and the Chairman and Executive Director are authorized and directed to take any other action reasonably required to adopt or administer the Agreement.

3. General Counsel approves the Agreement as to form and content legality.



Peter A. Tucci, Jr., Esq.  
Passaic County Improvement Authority  
Counsel

I hereby certify the foregoing to be a true copy of a resolution adopted by the Passaic County Improvement Authority at a meeting held on March 28, 2018.



Ronda Casson Cotroneo,  
Deputy Secretary

<u>Recorded Vote:</u>	<u>Aye</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
Ronda Casson Cotroneo, Esq.	✓			
Michael Bradley				
Joseph Petriello	✓			
Wayne Alston, Vice Chairman	✓			
Dennis Marco, Chairman	✓			



# SHARED SERVICES AGREEMENT

*between the*

## COUNTY OF PASSAIC

*and*

## PASSAIC COUNTY IMPROVEMENT AUTHORITY

*for the administration of a tourism and marketing campaign*

**WHEREAS**, the County of Passaic (hereafter "County") is a corporate body politic of the State of New Jersey, with its principal offices located at 401 Grand Street, Room 205, Paterson, New Jersey and the Passaic County Improvement Authority (hereafter "PCIA") is a corporate body politic of the State of New Jersey, with its principal offices located at 930 Riverview Drive, Suite 250, Totowa, NJ 07512 (collectively referred to as the "Parties"); and

**WHEREAS**, the Uniform Shared Services and Consolidation Act, N.J.S.A. 40A:65-1, et seq., allows for any local unit to enter into an agreement with any other local unit or units to provide or receive any services that each participating in the Agreement is empowered to provide or receive within its own jurisdiction, as set forth in N.J.S.A. 40A:65-7; and

**WHEREAS**, over the last ten years, Passaic County has led New Jersey in the growth of its tourism economy, with five percent growth in 2017, the indirect spending of which supports local business, creates jobs, and increases property values; and

**WHEREAS**, the Passaic County Board of Chosen Freeholders (hereafter "Board") continue to invest significant funds in the Passaic County Park System and historic sites, and created a Department of Cultural & Historic Affairs to coordinate events, manage marketing efforts, and bring new visitors to landmarks in Passaic County; and

**WHEREAS**, the County and PCIA recognize a need for and wish to enter into a Shared Services Agreement (hereafter "Agreement") for the PCIA to fund a tourism and marketing campaign for the County, to continue tourism growth; and

**WHEREAS**, pursuant to N.J.S.A. 40A:65-5, the County and PCIA each adopted resolutions authorizing entry into this Agreement, copies of which are annexed hereto and made part of this Agreement; and

**NOW, THEREFORE, BE IT AGREED**, in consideration of the promises and of the covenants, terms, and conditions hereinafter set forth, the County and PCIA agree to perform in accordance with the provisions, terms, and conditions set forth in this Agreement as follows:

1. **Term.** The Agreement shall commence on April 1, 2018 and remain in full force and effect for three (3) years, terminating March 31, 2021, unless terminated sooner as provided in Section 8.
2. **Project Description.** The County of Passaic, through the Department of Cultural & Historic Affairs, will be designated to administer a tourism and marketing campaign highlighting Passaic County's rich history and bright future.

3. **Passaic County Responsibilities.**

- i. Develop and implement a marketing and tourism campaign to highlight Passaic County landmarks, including but not limited to the Passaic County Park System, the Great Falls National Historical Park, Ringwood State Park, local restaurants and eateries, and other sites of significance; and
- ii. Recruit and hire an employee designated to undertake the tourism and marketing efforts as outlined herein;
- iii. Coordinate with entities designated to undertake tourism related activities, including the Friends of Passaic County Parks, Inc., the History and Tourism Board, and other local agencies designated to undertake similar efforts; and
- iv. Develop marketing materials, design and implement county-wide special events, and act as a liaison to local businesses and restaurants to coordinate and advertise other community programs and events within Passaic County.

4. **Compensation.**

- a. The County shall perform the services as described herein for a yearly annual rate of one hundred thousand dollars (\$100,000.00);
- b. Payment shall be rendered to the County by the PCIA within thirty (30) days of receiving an invoice from the County, by no later than May 1<sup>st</sup> of each year of the Agreement; and
- c. The Parties recognize that the County is making no direct payments to the PCIA under this Agreement. Should the County terminate this Agreement without performing its obligations hereunder, the PCIA shall have no liability to the County for damages, direct or consequential.

5. **Dispute Resolution.**

- a. **Mandatory Mediation.** In the event of a dispute, whether technical or otherwise, the objecting Party must request Non-Binding Mediation and the non-objecting party must participate in the mediation. The costs of such Non-Binding Mediation shall be borne exclusively by the PCIA.
- b. **Procedure.** The Mediator shall be a retired Judge of the Superior Court of New Jersey or other professional mutually acceptable to the Parties and who has no current or on-going relationship to either Party. The Mediator shall have full discretion as to the conduct of the mediation. Each party shall participate in the Mediator's program to resolve the dispute until and unless the Parties reach agreement with respect to the disputed matter or one party determines in its sole discretion that its interests are not being served by the mediation.
- c. **Non-Binding Effect.** Mediation is intended to assist the Parties in resolving disputes over the correct interpretation of this Agreement. No Mediator shall be empowered to render a binding decision.

- d. **Judicial Proceedings.** Upon the conclusion of Mediation, either party may commence judicial legal proceedings in the appropriate division of the Superior Court of New Jersey venued in Passaic County.
- e. **Temporary Injunctive Relief.** Notwithstanding the foregoing, nothing herein shall prevent a party from seeking temporary injunctive relief to prevent irreparable harm in the appropriate division of the Superior Court of New Jersey venued in Passaic County.
6. **Employment Reconciliation.** No employees are intended to be transferred or terminated by virtue of this Agreement.
7. **Notice.** All notices, reports, statements, requests, or authorizations required to be give hereunder shall be personally delivered or sent by first class mail to the Parties at the following addresses, unless a party has been notified of a change of address:
- To: County of Passaic  
401 Grand Street, Room 205  
Paterson, NJ 07505  
Attn: Matthew P. Jordan, Esq., Dep. County Administrator
- To: Passaic County Improvement Authority  
930 Riverview Drive, Suite 250  
Totowa, NJ 07512  
Attn: Nicole Fox, Executive Director
8. **Termination.** Each party shall have the right to terminate this Agreement upon ninety (90) days written notice served upon the Parties by Certified Mail, Return Receipt Requested.
9. **Indemnification.** To the fullest extent allowable by the law, the County, its successors, and assigns shall hold harmless, indemnify, defend, and release the PCIA and their members, directors, officers, employees, agents, and contractors, successors and assigns from and against all suits, liabilities, penalties, costs, losses, damages, expenses or claims, including, without limitation, reasonable attorney's fees arising from or in any way connected with County's performance, attempted performance, or failure to perform in connection with this Agreement or other activities as described in the Agreement, including, but not limited to, any injury to or the death of any person or any damage to any property resulting from any act, omission, condition, or other manner related to this Agreement, regardless of cause, unless due to the negligence of any of the indemnified parties.
10. **Assignment.** The County may not assign its rights or obligations under this Agreement without prior approval via resolution of the PCIA.
11. **Severability/Waiver.** All agreements and covenants contained herein are severable, and in the event any of them shall be held to be invalid by any competent court, this Agreement shall be interpreted as if such invalid agreements or covenants were not contained herein. Should one or more covenants or conditions be waived by either party, such waiver shall not be deemed to waive or render unnecessary the consent or approval of the waiving party to or of any subsequent similar act by the other party.
12. **Governing Law.** This Agreement is being executed and is intended to be performed in the State of New Jersey and shall be governed in all respects by the laws of the State of New Jersey.

13. **Entire Agreement.** This Agreement contains all of the terms and conditions agreed upon by the Parties and supersedes all other negotiations, representations, and understandings of the Parties, oral or otherwise, regarding the subject matter.

14. **Amendments and Modifications.** This Agreement may be amended only by an instrument in writing signed by the Parties and effective as of the date stipulated therein. Moreover, for the amendment to be valid and binding on the County, it must be accompanied by a resolution authorizing same.

15. **Authority.** By the signatures below, the Parties execute this Agreement and confirm that they are mutually bound by and fully authorized and empowered to enter into and bind their organization by all provisions contained therein.

**IN WITNESS** of the foregoing provisions, the Parties have executed and delivered this Agreement as of the date set forth below:

**Attest:**

**COUNTY OF PASSAIC**

\_\_\_\_\_  
Louis I. Imhof  
Clerk, Board of Chosen Freeholders

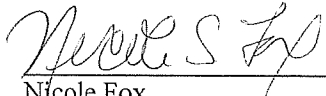
\_\_\_\_\_  
Cassandra Lazzara  
Director, Board of Chosen Freeholders


**As to form and legality:**

\_\_\_\_\_  
William J. Pascrell, Esq.  
Passaic County Counsel

**Attest:**

**PASSAIC COUNTY IMPROVEMENT AUTHORITY**

  
\_\_\_\_\_  
Nicole Fox  
Executive Director, PCIA

  
\_\_\_\_\_  
Dennis Marco  
Chairman, PCIA

**RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY  
APPOINTING CERTAIN PROFESSIONALS AND AUTHORIZING CERTAIN  
FEES IN CONNECTION WITH THE ISSUANCE OR SALE OF ONE OR MORE  
SERIES OF UP TO \$17,000,000 AGGREGATE PRINCIPAL AMOUNT OF THE  
AUTHORITY'S COUNTY GENERAL OBLIGATION LEASE REVENUE BONDS  
(DPW BUILDING PROJECT), SERIES 2018, IN ONE OR MORE SERIES, ON A  
TAX-EXEMPT BASIS, SERIES 2018**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the "Authority") was held on March 28, 2018; and

**WHEREAS**, The Passaic County Improvement Authority, a public body corporate and politic and a political subdivision of the State of New Jersey ("State"), organized and existing under the Act (as hereinafter defined) and created pursuant to a resolution of the Board of Chosen Freeholders of the County of Passaic, New Jersey ("County") adopted on December 31, 2002, and any successor to its duties and functions ("Authority"), is authorized by the County Improvement Authorities Law, constituting Chapter 183 of the Laws of 1960 of the State of New Jersey, as amended and supplemented (*N.J.S.A. 40:37A-44 et seq.*) ("Act"), to provide public facilities, as such term is defined therein, within the County of Passaic (the "County"), including financing for the acquisition of same; and

**WHEREAS**, the Authority is authorized by the Act, specifically *N.J.S.A. 40:37A-78*, to enter into and perform any lease or other agreement with a county, municipality, governmental unit or Person for the lease to or use by such county, municipality, governmental unit or person of all or any part of any public facility or facilities; and

**WHEREAS**, the County has determined to undertake a capital project consisting of the construction, furnishing and equipping of a new Department of Public Works building on a certain piece of real property currently owned by the County ("Project Site"); and

**WHEREAS**, the County has requested assistance from the Authority for purposes of providing funding to pay: (i) the costs of the development and construction of an approximately 318,000 square foot facility for use by the Department of Public Works ("Facility") on the Project Site; (ii) the costs of constructing and reconstructing and equipping the Facility; (iii) all other costs and expenses necessary for or related to the development, construction and equipping of the Facility; (iv) capitalized interest on any bonds, notes or other debt obligations issued by the Authority to finance the costs thereof; and (v) the costs of issuance with respect to the proposed financing (collectively, the "Project"); and

**WHEREAS**, the Authority, in recognition of the importance of a new facility for the County, has offered to provide support and assistance to the County with respect to facilitating the financing of the Project; and

**WHEREAS**, in furtherance thereof, the Authority has determined to issue and sell up to \$17,000,000 aggregate principal amount of its County General Obligation Lease Revenue

Bonds (DPW Building Project), Series 2018, ("Bonds") to finance the certain costs of the Project; and

**WHEREAS**, the Authority has applied to the Local Finance Board of the State Department of Community Affairs, Division of Local Government Services ("Local Finance Board"), for review of the Project and the financing thereof with the proceeds of the Bonds and has received the requisite approval from the Local Finance Board on March 14, 2018; and

**WHEREAS**, the Authority will issue the Bonds pursuant to the Act, this Bond Resolution and either an Indenture of Trust or Bond Agreement, as shall be determined by the Authority, Bond Counsel and the County (collectively, the "Indenture"), to be entered between the Authority and a banking or trust company having trust powers in the State ("Trustee") and, if necessary the Purchaser (as hereinafter defined), and will offer and sell such Bonds through the placement or public sale thereof with a purchaser, an investment banking firm or investment bank to be selected by the Chairman, Vice Chairman, or Executive Director of the Authority in accordance with the Authority's procurement procedures ("Purchaser") and this Bond Resolution, pursuant to a bond placement agreement, bond purchase agreement, or other similar document, as applicable (referred to herein as a "Purchase Agreement"); and

**WHEREAS**, in order to undertake the forgoing, the Authority is in need of certain professionals to perform

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

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

**WHEREAS**, the Authority has determined that the process it has used to award the contracts necessary for this Series 2018 Bonds is a "fair and open" process, pursuant to N.J.S.A. 19:44A-20.7;

**WHEREAS**, the Authority desires to award certain contracts for professional services.

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

Section 1. The Authority does hereby, as applicable, award, approve, and authorize payment for the following to render professional services and/or provide services in connection with the Project or to the Authority in conjunction with the Project, such payments specifically subject to final approval of the Project by the Authority:

AWARDED AND APPROVED TO	DESCRIPTION OF SERVICES	AMOUNT NOT TO EXCEED
McManimon, Scotland & Baumann, LLC	Bond Counsel to the Authority	\$65,000
Law Offices of Peter A. Tucci, Jr., LLC	General Counsel to the Authority	\$10,000
NW Financial Group, LLC	Financial Advisor to the Authority	\$42,000
Powell Capital Markets	Underwriters	\$ 5 per \$1,000 of bonds
Gibbons, P.C.	Underwriters' Counsel	\$25,000
TD Bank	Trustee	\$4,500
Gluck Walrath	Trustee's Counsel	\$5,000
Royal Printing	Printing	\$5,000

Section 2. The Secretary of the Authority is hereby authorized and directed to have published a brief notice of this award in accordance with the provisions of N.J.S.A. 40A:11-5(1)(a)(i).

Section 3. The funds for the services shall be paid out of the proceeds of the Bonds or other project monies and not from the general budget/operating fund(s) of the Authority.

Section 4. The Chairman is authorized and directed to execute any and all documents necessary to effectuate the above.

Section 5. These contracts are awarded without competitive bidding as a "Professional Service" in accordance with N.J.S.A. 40A:11-5(1)(a) of the Local Public Contracts Law because the contract is for a service performed by a person(s) authorized by law to practice a recognized profession that is regulated by law.

Section 6. The Authority has determined that the process it has used to award the contracts in excess of \$17,500 is a "fair and open" process, pursuant to N.J.S.A. 19:44A-20.7.



Section 7. This resolution shall take effect immediately.

I hereby certify the foregoing to be a true copy of a resolution adopted by the Passaic County Improvement Authority at a meeting held on March 28, 2018.

  
\_\_\_\_\_  
Ronda Casson Cotroneo,  
Deputy Secretary

<u>Recorded Vote:</u>	<u>Aye</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
Ronda Casson Cotroneo, Esq.	✓			
Michael Bradley				
Joseph Petriello	✓			
Wayne Alston, Vice Chairman	✓			
Dennis Marco, Chairman	✓			