

PASSAIC COUNTY IMPROVEMENT AUTHORITY
LIST OF AGENDA ITEMS

Meeting to be held on Wednesday, October 24, 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 September 26, 2018 Board Meeting.
6. Public Comment.
7. Executive Session
8. Official Action
 - a. **[Tabled from September 26, 2018 Meeting]** R 18-037 Resolution Concerning Review of Findings and Recommendations of the Local Finance Board Made at a Meeting of Said Board on July 11, 2018 In Connection with the Passaic County Guaranteed Lease Revenue Refunding Bonds (Passaic County Community College Project), Series 2018 In Accordance with N.J.S.A.40A:5A-6
 - b. R 18-039 Resolution of the Passaic County Improvement Authority Authorizing Payment of Bills and Reimbursements
 - c. R 18-040 Resolution of the Passaic County Improvement Authority Adopting 2019 Budget
9. Further Official Action – Resolution of Commissioners.
10. Old Business/New Business
11. Adjournment.

PASSAIC COUNTY IMPROVEMENT AUTHORITY

MINUTES OF THE BOARD MEETING OF SEPTEMBER 26, 2018

The meeting was called to order at approximately 6:00 p.m. Pledge of Allegiance was said. Roll was taken. Commissioners Alston, Cotroneo, and Marco were present. Also present were Nicole S. Fox, Executive Director, and Peter A. Tucci, Jr., Esq. Mr. Tucci read the notice, pursuant to the Open Public Meetings Act.

Minutes

Motion was made by Commissioner Cotroneo and seconded by Commissioner Alston to approve the minutes from the meeting on August 22, 2018. Motion carried unanimously.

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

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

Commissioner Cotroneo moved to close Executive Session and Commissioner Alston seconded the motion. All were in favor.

Official Action

The Commissioners then considered the following resolutions:

R 18-35 Resolution of the Passaic County Improvement Authority Authorizing Payment of Bills and Reimbursements	Commissioners	M/S	Y	N	No Vote
	Alston	M	X		
	Bradley				
	Cotroneo	S	X		
	Petriello				
	Marco		X		

R 18-036 Resolution Concerning Review of Findings and Recommendations of the Local Finance Board Made at a Meeting of Said Board on July 11, 2018 in Connections with the Governmental Loan Revenue Bond Anticipation Notes, Series 2018 (Passaic County Guaranteed) (City of Paterson Project) in Accordance with N.J.S.A. 40A:5A-6	Commissioners	M/S	Y	N	No Vote
	Alston	S	X		
	Bradley				
	Cotroneo	M	X		
	Petriello				
	Marco		X		

Chairman Marco recused himself with regards to resolution 18-037. The meeting lost quorum and 18-037 was tabled.

R 18-037 Resolution Concerning Review of Findings and Recommendations of the Local Finance Board Made at a Meeting of Said Board on July 11, 2018 In Connection with the Passaic County Guaranteed Lease Revenue Refunding Bonds (Passaic County Community College Project), Series 2018 In Accordance with N.J.S.A.40A:5A-6	Commissioners	M/S	Y	N	No Vote
	Alston				
	Bradley				
	Cotroneo				
	Petriello				
	Marco				

R 18-038 Resolution of the Passaic County Improvement Authority Introducing 2019 Budget	Commissioners	M/S	Y	N	No Vote
	Alston	S	X		
	Bradley				
	Cotroneo	M	X		
	Petriello				
	Marco		X		

New Business / Old Business

None.

Commissioner Cotroneo made a motion to adjourn the meeting, seconded by Commissioner Alston. Motion carried unanimously.

RESOLUTION CONCERNING REVIEW OF FINDINGS AND RECOMMENDATIONS OF THE LOCAL FINANCE BOARD MADE AT A MEETING OF SAID BOARD ON JULY 11, 2018 IN CONNECTION WITH THE PASSAIC COUNTY GUARANTEED LEASE REVENUE REFUNDING BONDS (PASSAIC COUNTY COMMUNITY COLLEGE PROJECT), SERIES 2018 IN ACCORDANCE WITH N.J.S.A. 40A:5A-6

WHEREAS, the findings and recommendations issued by the Local Finance Board, Division of Local Government Services, Department of Community Affairs, State of New Jersey (the "Local Finance Board"), held on July 11, 2018, on the project financing of The Passaic County Improvement Authority (the "Authority") have been filed with the Secretary of the Authority, and a copy has been received by each member of the governing body; and

WHEREAS, N.J.S.A. 40A:5A-7 requires that the governing body of the Authority, within 45 days of receipt of the Local Finance Board's findings and recommendations on the proposed project financing, shall certify by resolution to the Local Finance Board that each member thereof has personally reviewed the findings and recommendations; and

WHEREAS, each member of the governing body of the Authority has personally reviewed each of the Local Finance Board's findings and recommendations on the proposed project financing as evidenced by the attached group affidavit of the governing body; and

WHEREAS, failure to comply with this requirement may subject the members of the Authority to the penalty provisions of N.J.S. 52:27BB-52;

NOW, THEREFORE, BE IT RESOLVED that the governing body of The Passaic County Improvement Authority hereby states that it has complied with the requirements of N.J.S. 40A:5A-7 and does hereby direct the Secretary of the Authority to submit a certified copy of this resolution and the required affidavit to the Local Finance Board to evidence said compliance.

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 October 24, 2018.



Michael R. F. Bradley,
Secretary

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

**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 October 24, 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 October 24, 2018.



Michael R. F. Bradley,
Secretary

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

2019 ADOPTED BUDGET RESOLUTION

Passaic County Improvement Authority (Name) **AUTHORITY**

FISCAL YEAR: FROM: January 1, 2019 **TO:** December 31, 2019

WHEREAS, the Annual Budget and Capital Budget/Program for the Passaic County Improvement Authority for the fiscal year beginning January 1, 2019 and ending, December 31, 2019 has been presented for adoption before the governing body of the Passaic County Improvement Authority at its open public meeting of October 24, 2018; and

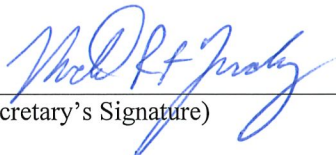
WHEREAS, the Annual Budget and Capital Budget as presented for adoption reflects each item of revenue and appropriation in the same amount and title as set forth in the introduced and approved budget, including all amendments thereto, if any, which have been approved by the Director of the Division of Local Government Services; and

WHEREAS, the Annual Budget as presented for adoption reflects Total Revenues of \$ 183,779, Total Appropriations, including any Accumulated Deficit, if any, of \$ 363,375 and Total Unrestricted Net Position utilized of \$ 179,596; and

WHEREAS, the Capital Budget as presented for adoption reflects Total Capital Appropriations of \$ 0 and Total Unrestricted Net Position planned to be utilized of \$ 0; and

NOW, THEREFORE BE IT RESOLVED, by the governing body of Passaic County Improvement Authority, at an open public meeting held on October 24, 2018 that the Annual Budget and Capital Budget/Program of the Passaic County Improvement Authority for the fiscal year beginning, January 1, 2019 and, ending, December 31, 2019 is hereby adopted and shall constitute appropriations for the purposes stated; and

BE IT FURTHER RESOLVED, that the Annual Budget and Capital Budget/Program as presented for adoption reflects each item of revenue and appropriation in the same amount and title as set forth in the introduced and approved budget, including all amendments thereto, if any, which have been approved by the Director of the Division of Local Government Services.



(Secretary's Signature)



(Date)

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

RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE SUBMISSION OF AN APPLICATION TO THE LOCAL FINANCE BOARD PURSUANT TO N.J.S.A. §40A:5A-6 AND §40:37A-80 FOR THE 2019-2020 CAPITAL EQUIPMENT LEASE PROGRAM

WHEREAS, The Passaic County Improvement Authority (the "Authority") has been duly created by resolution of the County of Passaic, State of New Jersey (the "County"), duly adopted December 31, 2002 as a public body corporate and politic pursuant to 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. (the "Act"); and

WHEREAS, the Authority is authorized, pursuant to the provisions of the Act, to lease to any governmental unit, 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; and

WHEREAS, the Authority is authorized, pursuant to the provisions of the Act, to enter into agreements to lease, as lessee, public facilities for such term and under such conditions as the Authority may deem necessary and desirable to fulfill its purposes; and

WHEREAS, the Authority desires to finance capital equipment and property for municipalities, school districts, authorities and/or fire districts located in the County, and for the County itself (collectively, the "Participants"), through lease purchase obligations (the "Obligations") under its 2019-2020 Capital Equipment Lease Program, which authorizes Obligations in an amount not to exceed \$15,000,000 (the "Program"); and

WHEREAS, under the Authority's Program, the Authority will enter into a Master Lease Agreement (the "Lease"), as lessee, with a commercial leasing entity, as lessor (the "Lessor"), to finance the purchase of capital equipment and property (the "Equipment") for its Participants; and

WHEREAS, upon application to the Authority's Program, and approval of the Participant's application, the Authority will sublease the Equipment to Participants pursuant to the terms of a Sublease Agreement (the "Sublease") by and between the Authority, as sublessor, and each Participant, as sublessee (collectively, the "Project"); and

WHEREAS, the sublease payments, which shall either be subject to annual appropriation or be a general obligation of said Participant, made to the Authority by the Participants under the applicable Sublease will be sufficient to pay the lease payments due under the Lease to the Lessor by the Authority for such Equipment; and

WHEREAS, the Authority will assign its rights and obligations as sublessor under each Sublease to the Lessor pursuant to an Assignment Agreement (the "Assignment Agreement") by and between the Lessor, sublessor and sublessee; and

WHEREAS, during the term of the Sublease, title to the Equipment will be vested in the Lessor, and upon the expiration of the terms of the Lease and the Sublease, the Participant shall purchase all of the Lessor's right, title and interest in, and to, the Equipment for the nominal fee of \$1.00; and

WHEREAS, pursuant to N.J.S.A. 40:37A-80, the County is authorized to unconditionally guarantee (the "County Guaranty") the punctual payment of the principal of and interest on any obligations issued by the Authority for the purpose of aiding the Authority in the planning, undertaking, acquisition, construction or operation of a public facility, by ordinance duly adopted by the Board of Chosen Freeholders of the County in the manner provided in the Local Bond Law of the State of New Jersey, N.J.S.A. 40A:2-1 et seq. (the "Local Bond Law"); and

WHEREAS, to provide an inducement to the Lessor and Participants to participate in the Program and to provide security to the Lessor for the lease payments due under the Lease, the County desires to provide for the guaranty of the Obligations of the Authority under the Lease in accordance with the provisions of N.J.S.A. 40:37A-80; and

WHEREAS, the proposed financing of the Program to be undertaken by the Authority must be reviewed by the Local Finance Board, in the Division of Local Government Services in the Department of Community Affairs of the State of New Jersey (the "Local Finance Board"), prior to proceeding with the Program; and

WHEREAS, the Authority desires to make application to the Local Finance Board for review of the proposed Program in an amount not to exceed \$15,000,000, and for its consent of the County Guaranty; and

WHEREAS, the Authority believes and preliminarily determines that:

(a) It is in the public interest to accomplish such Program and the implementation of the Program; and

(b) Such Program is for the health, welfare, convenience or betterment of the inhabitants of the Participants; and

(c) The amounts to be expended for said Program are not unreasonable or exorbitant; and

(d) The proposal for the Program and the financing thereof is an efficient and reasonable means of providing services for the needs of the inhabitants of the Participants and such purpose or improvement will not cause an undue financial burden to be placed upon the Participants.

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

Section 1. The Law Offices of Peter A. Tucci, Jr. LLC, general counsel to the Authority (“General Counsel”), Wilentz, Goldman & Spitzer, P.A., Bond Counsel to the Authority (“Bond Counsel”) and NW Financial Group, LLC, the Financial Advisor to the Authority (“Financial Advisor”), are each hereby authorized and directed to prepare and file an application (the “Application”) with the Local Finance Board for the proposed financing of the Project (as hereinafter defined) by the Authority in an amount not to exceed \$15,000,000 and Bond Counsel, General Counsel, and the Financial Advisor are each hereby authorized and directed to represent the Authority in matters pertaining to such Application and are each hereby authorized and directed to undertake and perform such actions, and to deliver such documents, agreements and instruments necessary or appropriate, as applicable, to effectuate the transactions contemplated by the Application and consummate the Program.

Section 2. The Chairman, Vice Chairman, Executive Director and Secretary of the Authority upon consultation with Bond Counsel, General Counsel and the Financial Advisor to the Authority are each hereby authorized and directed to approve such Application and to execute certification pages to the Application, and any one of their signatures to the Application shall be conclusive evidence of the approval thereof by the Authority.

Section 3. The Application is hereby approved for submission.

Section 4. The Secretary of the Authority is hereby authorized and directed to prepare and file certified copies of this resolution with the Local Finance Board in conjunction with the submission of such Application.

Section 5. The Local Finance Board is hereby respectfully requested to consider such Application and, after public hearing held thereon, to record its findings, recommendations and/or approvals as provided by the Local Authorities Fiscal Control Law, N.J.S.A. §§ 40A:5A-1 et seq, specifically § 40A:5A-6, and Section 80 of the Act.

Section 6. The Chairman, Vice Chairman, Executive Director and Secretary of the Authority are each hereby authorized and directed to undertake such actions, perform such obligations and execute and deliver such documents, agreements and instruments necessary or appropriate, as applicable, upon the advice of, and consultation with, Bond Counsel, General Counsel and the Financial Advisor, to effectuate the transactions contemplated by the Application and the Program.

Section 7. Any prior actions taken by officers and authorized representatives of the Authority, in consultation with Bond Counsel, General Counsel and the Financial Advisor, in the preparation and submission of the Application are hereby ratified and confirmed.

Section 8. This resolution shall take effect immediately.

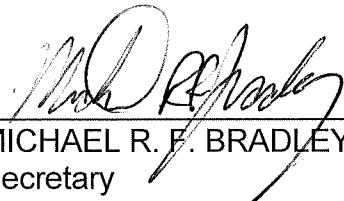
<u>Recorded Vote:</u>	<u>Aye</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
Wayne Alston	✓			
Michael Bradley	✓			
Ronda Casson Cotroneo				✓
Joseph Petriello, Vice Chairman	✓			
Dennis Marco, Chairman	✓			

CERTIFICATE

I, MICHAEL R. F. BRADLEY, Secretary of The Passaic County Improvement Authority (the "Authority"), DO HEREBY CERTIFY that the above resolution entitled **"RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE SUBMISSION OF AN APPLICATION TO THE LOCAL FINANCE BOARD PURSUANT TO N.J.S.A. §40A:5A-6 AND §40:37A-80 FOR THE 2019-2020 CAPITAL EQUIPMENT LEASE PROGRAM"** (the "Resolution") was duly adopted by the Authority at a regular meeting held on October 24, 2018 duly called and held in accordance with the Open Public Meetings Act, N.J.S.A. 10:4-6 et. seq., at which meeting a quorum was present and acting throughout, and that said Resolution is a true and correct copy thereof and of the whole appearing in the books and records of the Authority as of the date hereof and has not been modified, amended or repealed and is in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of the Authority this 24th day of October, 2018.

(SEAL)



MICHAEL R. F. BRADLEY,
Secretary