

PASSAIC COUNTY IMPROVEMENT AUTHORITY  
LIST OF AGENDA ITEMS  
*REORGANIZATION MEETING*

Meeting to be held on Tuesday, February 24, 2021 at 6 pm. The meeting will be held virtually.

The meeting may be accessed by following this link and instructions:

<https://passaiccounty.webex.com/meet/pcia>

Or join by phone

+1-408-418-9388 United States Toll Access code: 129 639 6347

1. Call to order.
2. Pledge of Allegiance.
3. Roll Call.
4. Open Public Meetings Notice
5. Election of Officers
  - a. Chairman
  - b. Vice-Chairman
  - c. Secretary/Treasurer
  - d. Deputy Secretary
6. Approval of the Minutes of the February 16, 2021 Board Meeting
7. Public Comment. *(The Chairman will ask if any member of the public wishes to make a comment and to so signify through the Webex or on the conference call. He will then set the order of those wishing to make a public comment).*
8. Executive Session
9. Official Action
  - a. R 21-007 Resolution of the Passaic County Improvement Authority Authorizing Payment of Bills and Reimbursements
  - b. R 21-008 Resolution of the Passaic County Improvement Authority Authorizing Depositories
  - c. R 21-009 Resolution of the Passaic County Improvement Authority Adopting its Cash Management Plan
  - d. R 21-010 Resolution of the Passaic County Improvement Authority Authorizing Signatories
  - e. R 21-011 Resolution of the Passaic County Improvement Authority Designating Authorized Newspapers
  - f. R 21-012 Resolution of the Passaic County Improvement Authority Appointing Legal Counsel – General Operations
  - g. R 21-013 Resolution of the Passaic County Improvement Authority Appointing Financial Advisor
  - h. R 21-014 Resolution of the Passaic County Improvement Authority Appointing Auditor

- i. R 21-015 Resolution of the Passaic County Improvement Authority Accepting the Qualifications of Certain Entities to Perform the Necessary Services as Legal Counsel – Bond Counsel
- j. R 21-016 Resolution of the Passaic County Improvement Authority Accepting the Qualifications of Certain Entities to Perform the Necessary Services as Trustee
- k. R 21-017 Resolution of the Passaic County Improvement Authority Accepting the Qualifications of Certain Entities to Perform the Necessary Services as Underwriter
- l. R 21-018 Resolution of the Passaic County Improvement Authority Awarding Contract for Arbitrage Report Services
- m. R 21-019 Resolution of the Passaic County Improvement Authority Setting of Meeting Dates from March 2021 through February 2022
- n. R 21-020 Resolution of the Passaic County Improvement Authority Authorizing Payment of Bills and Reimbursements from the Escrow Account Established in Connection with the Application Submitted by Hinchliffe Master Urban Renewal, L.P.

**10. Old Business/New Business**

**11. Adjournment.**

## **PASSAIC COUNTY IMPROVEMENT AUTHORITY**

### **MINUTES OF THE BOARD MEETING OF FEBRUARY 16, 2021**

The meeting was called to order via virtual zoom meeting at approximately 6 p.m. Pledge of Allegiance was said. Roll was taken. Commissioners Glovin, Petriello and Chairman Marco were present. Also present were Nicole S. Fox, Executive Director, Heather Litzebauer, Financial Advisor, Tim Cunningham, Esq., and Peter Tucci, Esq. Mr. Tucci read the notice, pursuant to the Open Public Meetings Act.

#### Minutes

Motion was made by Commissioner Glovin and seconded by Commissioner Petriello to approve the minutes from the meetings held on January 13, 2021. The rest of the board voted in favor and the motion carried.

Commissioner Bradley joined the meeting.

Chairman Marco then announced that Joe Portelli, RPM Development, and Baye Adofo-Wilson, BAW Development, were on the meet and asked if they would give a presentation of the Hinchliffe Stadium project to the Commissioners.

Mr. Portelli said that the financing considered by the Improvement Authority tonight is part of a two part financing that will have simultaneous closing. The senior housing and first floor of the garage are financed by the HMFA and the balance will be financed through the PCIA the payments on the non-recourse notes will be paid by proceeds of the ERG. Mr. Portelli noted that the project also includes Federal Historical Tax credits, Federal New Market Tax Credits, Federal Historical Tax Credits, State grants and monies spent by the City of Paterson.

Mr. Glovin asked about the project's relation to the Great Falls National Historical Park.

Mr. Adofo-Wilson answered that it was in the National Park Historical Park but that the Park Service would not be involved with the project.

Mr. Portelli noted that they received necessary approvals from the Park Service and State Historic Preservation Office.

Chairman Marco thanked Mr. Portelli and Mr. Adofo-Wilson for their time.

#### **Official Action**

The Commissioners then considered the following items:

R 21-003 Resolution of the Passaic County Improvement Authority; Authorizing and Directing the Issuance and Sale of its Not to Exceed \$60,000,000 Taxable Revenue Note (Hinchliffe Stadium Project), Series 2020 and Authorizing and Directing the Execution and Delivery of a Funding Loan Agreement, Project Loan Agreement, And Related Instruments and Authorizing Other Actions in Connection Therewith	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Alston				
	Bradley		X		
	Glovin	S	X		
	Petriello	M	X		
	Marco		X		

R 21-005 Resolution of the Passaic County Improvement Authority Appointing Certain Professionals and Authorizing Certain Fees In Connection with a Non-Recourse Loan for Hinchliffe Stadium Neighborhood Restoration Project (the “Project”) (the “Authority Loan”) In an Aggregate Principal Amount Not Exceed \$60,000,000	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Alston				
	Bradley		X		
	Glovin	S	X		
	Petriello	M	X		
	Marco		X		

R 21-006 Resolution of the Passaic County Improvement Authority Adopting a COVID-19 Absence and Return to Work Policy	<b>Commissioners</b>	<b>M/S</b>	<b>Y</b>	<b>N</b>	<b>No Vote</b>
	Alston				
	Bradley	M	X		
	Glovin	S	X		
	Petriello		X		
	Marco		X		

New Business / Old Business

None

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

21-007

**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 February 24, 2021;

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

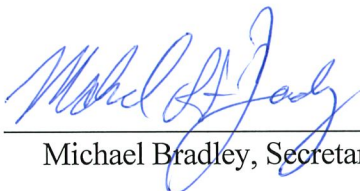
**WHEREAS**, the Authority has also authorized reimbursements for certain items, either through prior resolution or agreement; and

**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 February 24, 2021.

  
\_\_\_\_\_  
Michael Bradley, Secretary

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

21-008

**RESOLUTION OF THE  
PASSAIC COUNTY IMPROVEMENT AUTHORITY AUTHORIZING  
DEPOSITORY**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the "Authority") was held on February 24, 2021;

**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 subject to the "Local Public Contracts Law," N.J.S.A. 40A:11-1, et seq.;

**WHEREAS**, the Authority would like to authorize depositories of the Authority for the coming year;

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


1. Valley National Bank is hereby approved as the depository of the Authority and must confirm to the Authority that they are approved by the Department of Banking and Insurance under the Government Unit Depository Protection Act within 30 days of being notified of being an approved depository of Authority funds.

2. The Authority hereby authorizes the Secretary to approve and execute any banking resolutions required to effectuate the accounts at Valley National Bank and to authorize signatures thereon.

3. The Authority hereby authorizes the Treasurer to execute any agreements with depositories concerning deposit of funds in any depository which the Authority has authorized for the deposit of funds.

4. The execution by the Secretary/Treasurer of any documents shall be conclusive evidence of approval of the Authority and no further certification or other action by the Authority members shall be required with respect thereto.

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 February 24, 2021.



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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	✓			
Michael Glovin	✓			
Joseph Petriello, Vice Chairman	✓			
Dennis Marco, Chairman	✓			

21-009

**RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY  
AUTHORIZING INVESTMENTS PURSUANT TO THE CASH MANAGEMENT  
PLAN**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on February 24, 2021;

**WHEREAS**, the Authority has determined to preserve its assets in accordance with its Cash Management Plan;

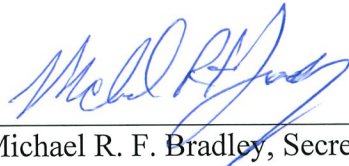
**WHEREAS**, NW Financial, the Authority’s Financial Advisor, has provided certain recommendations with regard to the investment of the Authority’s assets in accordance with the Cash Management Plan; and

**WHEREAS**, the Authority desire to implement the recommendations of NW Financial with regard to the investment of the Authority’s cash.

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

1. The Authority authorizes the investment in accordance with the proposed investment schedule proposed by NW Financial.
2. The Executive Director and/or the Financial Advisor of the Authority are hereby directed and authorized to take any and all appropriate action to effectuate the investments and placement of the Authority’s assets in accordance with the investment schedule as created by NW Financial.

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 February 24, 2021.



Michael R. F. Bradley, Secretary

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



21-010

**RESOLUTION OF THE  
PASSAIC COUNTY IMPROVEMENT AUTHORITY AUTHORIZING  
SIGNATORIES**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on February 24, 2021;

**WHEREAS**, pursuant to N.J.S.A. 40:37A-55(n), the Authority, among other things, is authorized to do and perform any acts or things through or by means of its own officers, agents and employees;

**WHEREAS**, pursuant to N.J.A.C. 5:31-4.2, the Authority would like to designate the individuals whose signatures shall be authorized for execution of the Authority’s checks; and

**WHEREAS**, the Authority desires to authorize signatories for the bank accounts of the Authority for the coming year.

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

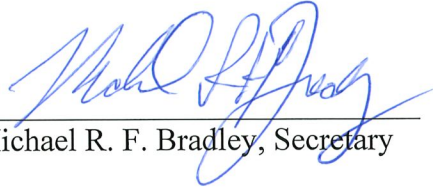
1. The Authority authorizes the following as signatories of the Authority for the coming year or until amended by the Authority:

Joseph C. Petriello	-	Vice Chairman
Dennis Marco	-	Chairman
Michael R. F. Bradley	-	Secretary/Treasurer
Nicole S. Fox-Beadle	-	Executive Director

2. The Authority authorizes the aforementioned signatories for the bank accounts of the Authority for the coming year to sign by way of accrual signature or facsimile signature.

3. The Secretary is hereby authorized to sign appropriate resolutions with the depositories of the Authority certifying to this authorization.

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 February 24, 2021.



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	✓			
Michael Glovin	✓			
Joseph Petriello, Vice Chairman	✓			
Dennis Marco, Chairman	✓			

21-011

**RESOLUTION OF THE  
PASSAIC COUNTY IMPROVEMENT AUTHORITY DESIGNATING  
AUTHORIZED NEWSPAPERS**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on February 24, 2021;

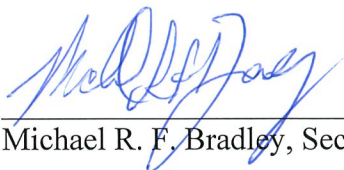
**WHEREAS**, pursuant to N.J.S.A. 40:37A-55(t), the Authority, among other things, is authorized to do and perform any and all acts or things necessary, convenient, or desirable for the purposes of the Authority;

**WHEREAS**, the Authority desires to designate two (2) newspapers pursuant to N.J.S.A. 10:4-8, the Open Public Meetings Act, that have the greatest likelihood of informing the public within the area of jurisdiction of the County of Passaic for publication of meeting notices and to designate an official newspaper pursuant to N.J.S.A. 10:4-8.

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

1. The Authority designates the Record and the Herald News as the newspapers to receive notices pursuant to N.J.S.A. 10:4-8.
2. The Authority designates the Herald News as the official newspaper of the Authority pursuant to N.J.S.A. 10:4-8.

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 February 24, 2021.

  
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Michael R. F. Bradley, Secretary

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

21-012

**RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY  
APPOINTING LEGAL COUNSEL – GENERAL OPERATIONS**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on February 24, 2021;

**WHEREAS**, the Authority has determined that it is necessary, convenient, and desirable to achieve its purposes to contract for the legal services of a Legal Counsel – General Operations;

**WHEREAS**, N.J.S.A. 40:37A-55 permits the Authority to enter into such agreement for professional services, subject to the requirements of the Local Public Contracts Law;

**WHEREAS**, the Local Public Contracts Law (N.J.S.A. 40A:11-1 et seq.) requires that the resolution authorizing the award of contracts for “Professional Services” without competitive bids and the agreement itself must be available for public inspection;

**WHEREAS**, the New Jersey Election Law, specifically N.J.S.A. 19:44A-20.4, permits, but does not require, a contract with an anticipated value in excess of \$17,500, to be awarded through a “fair and open” process;

**WHEREAS**, the Authority has advertised the contract for Legal Counsel – General Operations on the website of the Authority in sufficient time to give notice in advance of the contract;

**WHEREAS**, the contract for Legal Counsel – General Operations is being awarded under a process that provides for public solicitation of qualifications and awarded and disclosed under criteria established in writing by the Authority prior to the solicitation of qualifications;

**WHEREAS**, the Authority has publicly opened the responses to the published request for qualifications and is publicly awarding the contract for Legal Counsel – General Operations;

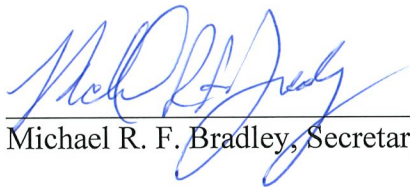
**WHEREAS**, the Authority has determined that the process it has used to award the contract for Legal Counsel – General Operations is a “fair and open” process, pursuant to N.J.S.A. 19:44A-20.7; and

**WHEREAS**, the Authority desires to appoint as Legal Counsel – General Operations to the Law Offices of Peter A. Tucci, Jr., LLC the Authority to provide it with the legal services necessary to achieve its purposes.

NOW, THEREFORE, BE IT RESOLVED by the Passaic County Improvement Authority as follows:

1. The Authority appoints Law Offices of Peter A. Tucci, Jr., LLC LLC as primary Legal Counsel – General Operations to the Authority from February 25, 2021 through February 23, 2022 and hereby authorizes the Chairman to negotiate and execute an appropriate professional services agreement substantially in the form of the agreement attached hereto.
2. This contract is 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.
3. The Authority has determined that the process it has used to award the contract for Legal Counsel – General Operations is a “fair and open” process, pursuant to N.J.S.A. 19:44A-20.7
4. A notice of the award of this contract shall be printed once in the Official Newspaper of the Authority to satisfy the requirement of the publication of legal notices and a copy of the contract shall be made available for public inspection.

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 February 24, 2021.

  
 Michael R. F. Bradley, Secretary

Recorded Vote:	Aye	No	Abstain	Absent
Wayne Alston	✓			
Michael Bradley	✓			
Michael Glovin	✓			
Joseph Petriello, Vice Chairman	✓			
Dennis Marco, Chairman	✓			

21-013

**RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY  
APPOINTING FINANCIAL ADVISOR**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on February 24, 2021;

**WHEREAS**, the Authority has determined that it is necessary, convenient, and desirable to achieve its purposes to contract for the services of Financial Advisor;

**WHEREAS**, N.J.S.A. 40:37A-55 permits the Authority to enter into such agreement for professional services, subject to the requirements of the Local Public Contracts Law;

**WHEREAS**, the Local Public Contracts Law (N.J.S.A. 40A:11-1 et seq.) requires that the resolution authorizing the award of contracts for “Professional Services” without competitive bids and the agreement itself must be available for public inspection;

**WHEREAS**, the New Jersey Election Law, specifically N.J.S.A. 19:44A-20.4, permits, but does not require, a contract with an anticipated value in excess of \$17,500, to be awarded through a “fair and open” process;

**WHEREAS**, the Authority has advertised the contract for Financial Advisor on the website of the Authority in sufficient time to give notice in advance of the contract;

**WHEREAS**, the contract for Financial Advisor is being awarded under a process that provides for public solicitation of qualifications and awarded and disclosed under criteria established in writing by the Authority prior to the solicitation of qualifications;

**WHEREAS**, the Authority has publicly opened the responses to the published request for qualifications and is publicly awarding the contract for Financial Advisor;

**WHEREAS**, the Authority has determined that the process it has used to award the contract for Financial Advisor is a “fair and open” process, pursuant to N.J.S.A. 19:44A-20.7; and


**WHEREAS**, the Authority has deemed all respondents qualified, the Authority desires to appoint NW Financial Group, LLC to serve as primary Financial Advisor to the Authority to provide it with the financial services necessary to achieve its purposes. The Authority desires also to appoint Acacia Financial Group, Inc. to serve as secondary Financial Advisors to provide financial services as the Commissioner deem appropriate.



NOW, THEREFORE, BE IT RESOLVED by the Passaic County Improvement Authority as follows:

1. The Authority appoints NW Financial Group, as primary Financial Advisor and Acacia Financial Group, Inc as secondary Financial Advisors to provide financial services to the Authority from February 25, 2021 through February 23, 2022 and hereby authorizes the Chairman to negotiate and execute an appropriate professional services agreement substantially in the form of the agreement attached hereto.
2. This contract is 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.
3. The Authority has determined that the process it has used to award the contract for Financial Advisor is a "fair and open" process, pursuant to N.J.S.A. 19:44A-20.7
4. A notice of the award of this contract shall be printed once in the Official Newspaper of the Authority to satisfy the requirement of the publication of legal notices and a copy of the contract shall be made available for public inspection.

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 February 24, 2021.

  
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 Michael R. F. Bradley, Secretary

Recorded Vote:	Aye	No	Abstain	Absent
Wayne Alston	✓			
Michael Bradley	✓			
Michael Glovin	✓			
Joseph Petriello, Vice Chairman	✓			
Dennis Marco, Chairman	✓			

21-014

**RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY  
APPOINTING AUDITOR**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on February 24, 2021;

**WHEREAS**, the Authority has determined that it is necessary, convenient, and desirable to achieve its purposes to contract for the services of an Auditor;

**WHEREAS**, N.J.S.A. 40:37A-55 permits the Authority to enter into such agreement for professional services, subject to the requirements of the Local Public Contracts Law;

**WHEREAS**, the Local Public Contracts Law (N.J.S.A. 40A:11-1 et seq.) requires that the resolution authorizing the award of contracts for “Professional Services” without competitive bids and the agreement itself must be available for public inspection;

**WHEREAS**, the New Jersey Election Law, specifically N.J.S.A. 19:44A-20.4, permits, but does not require, a contract with an anticipated value in excess of \$17,500, to be awarded through a “fair and open” process;

**WHEREAS**, the Authority has advertised the contract for Auditor on the website of the Authority in sufficient time to give notice in advance of the contract;

**WHEREAS**, the contract for Auditor is being awarded under a process that provides for public solicitation of qualifications and awarded and disclosed under criteria established in writing by the Authority prior to the solicitation of qualifications;

**WHEREAS**, the Authority has publicly opened the responses to the published request for qualifications and is publicly awarding the contract for Auditor;

**WHEREAS**, the Authority has determined that the process it has used to award the contract for Auditor is a “fair and open” process, pursuant to N.J.S.A. 19:44A-20.7; and

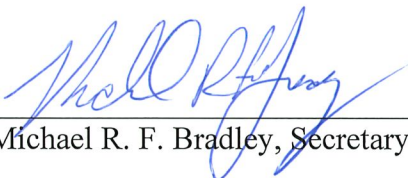
**WHEREAS**, the Authority desires to appoint Wielkocz & Company, LLC as Auditor to the Authority to provide it with the auditing services necessary to achieve its purposes.

NOW, THEREFORE, BE IT RESOLVED by the Passaic County Improvement Authority as follows:



1. The Authority appoints Wielkocz & Company, LLC as as Auditor to the Authority to provide Auditing Services for the year 2021 and hereby authorizes the Chairman to negotiate and execute an appropriate professional services agreement substantially in the form of the agreement attached hereto.
2. This contract is 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.
3. The Authority has determined that the process it has used to award the contract for Auditor is a “fair and open” process, pursuant to N.J.S.A. 19:44A-20.7
4. A notice of the award of this contract shall be printed once in the Official Newspaper of the Authority to satisfy the requirement of the publication of legal notices and a copy of the contract shall be made available for public inspection.

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 February 24, 2021.

  
 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	✓			
Michael Glovin	✓			
Joseph Petriello, Vice Chairman	✓			
Dennis Marco, Chairman	✓			

**RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY  
ACCEPTING THE QUALIFICATIONS OF CERTAIN ENTITIES TO PERFORM  
THE NECESSARY SERVICES AS LEGAL COUNSEL – BOND COUNSEL**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on February 24, 2021;

**WHEREAS**, the Authority has determined that it is necessary, convenient, and desirable to achieve its purposes to contract for the services of Legal Counsel-Bond Counsel in connection with its projects and project financings;

**WHEREAS**, N.J.S.A. 40:37A-55 permits the Authority to enter into such agreement for professional services, subject to the requirements of the Local Public Contracts Law;

**WHEREAS**, the Local Public Contracts Law (N.J.S.A. 40A:11-1 et seq.) requires that the resolution authorizing the award of contracts for “Professional Services” without competitive bids and the agreement itself must be available for public inspection;

**WHEREAS**, the New Jersey Election Law, specifically N.J.S.A. 19:44A-20.4, permits, but does not require, a contract with an anticipated value in excess of \$17,500, to be awarded through a “fair and open” process;

**WHEREAS**, the Authority has advertised for the services of Legal Counsel – Bond Counsel, in the form of a request for qualifications (“RFQ”), on the website of the Authority in sufficient time to give notice in advance of the Authority’s consideration of their qualifications;

**WHEREAS**, the Authority has publicly opened the responses to the published request for qualifications, is publicly accepting the qualifications of entities to perform Legal Counsel – Bond Counsel services, and will publicly award subsequent contracts for such services;

**WHEREAS**, the Authority has determined that the process it has used to consider the qualifications of entities Bond Counsel services and the award of any subsequent contract for Bond Counsel services is a “fair and open” process, pursuant to N.J.S.A. 19:44A-20.7;

**WHEREAS**, the Authority has considered the responses it has received to its request for qualifications for Bond Counsel services; and

**WHEREAS**, the Authority desires to accept the qualifications of certain entities, based on the aforementioned responses to the request for qualifications.

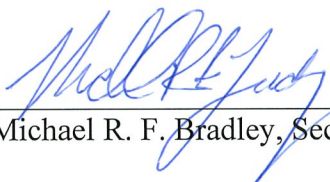
**NOW, THEREFORE, BE IT RESOLVED** by the Passaic County Improvement Authority as follows:

1. The Authority hereby accepts the qualifications of the following entities to serve as legal services – bond counsel for the Authority:

Rogut McCarthy LLC  
 Wilentz, Goldman & Spitzer P.A.  
 DeCotiis, FitzPatrick, Cole & Giblin, LLP  
 GluckWalrath LLP  
 Gibbons P.C.  
 McManimon, Scotland & Bauman, LLC  
 Archer Attorneys At Law  
 Pearlman & Miranda  
 JP Capizzi Law Office

2. The Authority will specify the tasks and services to be performed by the qualified entity through subsequent resolution, as needed, and in accordance with a written agreement for professional services.
3. Any subsequent agreement for bond services is 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.
4. The Authority has determined that the process it has used to qualify entities and enter into subsequent contracts for legal services – bond counsel is a “fair and open” process, pursuant to N.J.S.A. 19:44A-20.7

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 February 24, 2021.

  
 Michael R. F. Bradley, Secretary

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

21-016

**RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY  
ACCEPTING THE QUALIFICATIONS OF CERTAIN ENTITIES TO PERFORM  
THE NECESSARY SERVICES AS TRUSTEE.**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on February 24, 2021;

**WHEREAS**, the Authority has determined that it is necessary, convenient, and desirable to achieve its purposes to contract for the Services of Trustee in connection with its projects and project financings;

**WHEREAS**, N.J.S.A. 40:37A-55 permits the Authority to enter into such agreement for professional services, subject to the requirements of the Local Public Contracts Law;

**WHEREAS**, the New Jersey Election Law, specifically N.J.S.A. 19:44A-20.4, permits, but does not require, a contract with an anticipated value in excess of \$17,500, to be awarded through a “fair and open” process;

**WHEREAS**, the Authority has advertised for the services of Trustee, in the form of a request for qualifications, on the website of the Authority in sufficient time to give notice in advance of the Authority’s consideration of their qualifications;

**WHEREAS**, the subsequent contracts for Trustee services will have been awarded under a process that provides for public solicitation of qualifications and pursuant to disclosed criteria established in writing by the Authority prior to the solicitation of qualifications;

**WHEREAS**, the Authority has publicly opened the responses to the published request for qualifications, is publicly accepting the qualifications of entities to perform trustee services, and will publicly award subsequent contracts for Trustee services;

**WHEREAS**, the Authority has determined that the process it has used to consider the qualifications of entities providing trustee services and the award of any subsequent contract for Trustee services is a “fair and open” process, pursuant to N.J.S.A. 19:44A-20.7;

**WHEREAS**, the Authority has considered the responses it has received to its request for qualifications for Trustee services; and

**WHEREAS**, the Authority desires to accept the qualifications of certain entities, based on the aforementioned responses to the request for qualifications.

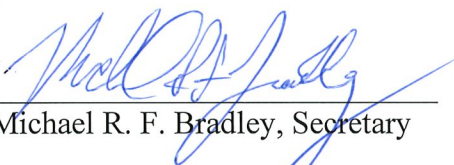
NOW, THEREFORE, BE IT RESOLVED by the Passaic County Improvement Authority as follows:

1. The Authority hereby accepts the qualifications of the following entities to perform Trustee services for the Authority:

TD Wealth Management  
US Bank  
BNY Mellon

2. The Authority will specify the tasks and services to be performed by the qualified entity through subsequent resolution, as needed, and in accordance with a written agreement for professional services.
3. Any subsequent agreement for Trustee services is 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.
4. The Authority has determined that the process it has used to qualify entities and enter into subsequent contracts for trustee services is a “fair and open” process, pursuant to N.J.S.A. 19:44A-20.7

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 February 24, 2021.

  
Michael R. F. Bradley, Secretary

Recorded Vote:	Aye	No	Abstain	Absent
Wayne Alston	✓			
Michael Bradley	✓			
Michael Glovin	✓			
Joseph Petriello, Vice Chairman	✓			
Dennis Marco, Chairman	✓			

21-017

**RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY  
ACCEPTING THE QUALIFICATIONS OF CERTAIN ENTITIES TO PERFORM  
THE NECESSARY SERVICES AS UNDERWRITER**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on February 24, 2021;

**WHEREAS**, the Authority has determined that it is necessary, convenient, and desirable to achieve its purposes to contract for the services of Underwriter in connection with its projects and project financings;

**WHEREAS**, N.J.S.A. 40:37A-55 permits the Authority to enter into such agreement for professional services, subject to the requirements of the Local Public Contracts Law;

**WHEREAS**, the New Jersey Election Law, specifically N.J.S.A. 19:44A-20.4, permits, but does not require, a contract with an anticipated value in excess of \$17,500, to be awarded through a “fair and open” process;

**WHEREAS**, the Authority has advertised for the services of Underwriter, in the form of a request for qualifications, on the website of the Authority in sufficient time to give notice in advance of the Authority’s consideration of their qualifications;

**WHEREAS**, the subsequent contracts for Underwriting services will have been awarded under a process that provides for public solicitation of qualifications and pursuant to disclosed criteria established in writing by the Authority prior to the solicitation of qualifications;

**WHEREAS**, the Authority has publicly opened the responses to the published request for qualifications, is publicly accepting the qualifications of entities to perform underwriting services, and will publicly award subsequent contracts for Underwriting services;

**WHEREAS**, the Authority has determined that the process it has used to consider the qualifications of entities providing Underwriting services and the award of any subsequent contract for underwriting services is a “fair and open” process, pursuant to N.J.S.A. 19:44A-20.7;

**WHEREAS**, the Authority has considered the responses it has received to its request for qualifications for Underwriting services; and

**WHEREAS**, the Authority desires to accept the qualifications of certain entities, based on the aforementioned responses to the request for qualifications.



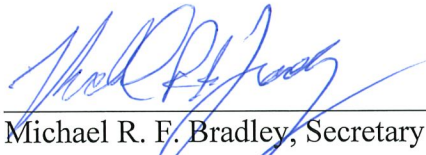
NOW, THEREFORE, BE IT RESOLVED by the Passaic County Improvement Authority as follows:

1. The Authority hereby accepts the qualifications of the following entities to perform Underwriting services for the Authority:

Janney Montgomery Scott LLC  
NW Capital Markets Inc.  
Raymond James  
Stifel

2. The Authority will specify the tasks and services to be performed by the qualified entity through subsequent resolution, as needed, and in accordance with a written agreement for professional services.
3. Any subsequent agreement for Underwriting services is 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.
4. The Authority has determined that the process it has used to qualify entities and enter into subsequent contracts for Underwriting services is a "fair and open" process, pursuant to N.J.S.A. 19:44A-20.7

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 February 24, 2021.

  
Michael R. F. Bradley, Secretary

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

21-018

**RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY  
AWARDING CONTRACT FOR ARBITRAGE REPORT SERVICES**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on February 24, 2021;

**WHEREAS**, the Authority has determined that it is necessary, convenient, and desirable to achieve its purposes to contract for arbitration report services to comply with IRS regulations;

**WHEREAS**, N.J.S.A. 40:37A-55 permits the Authority to enter into such agreement for professional services, subject to the requirements of the Local Public Contracts Law;

**WHEREAS**, the Local Public Contracts Law (N.J.S.A. 40A:11-1 et seq.) requires that the resolution authorizing the award of contracts for “Professional Services” without competitive bids and the agreement itself must be available for public inspection;

**WHEREAS**, the New Jersey Election Law, specifically N.J.S.A. 19:44A-20.4, permits, but does not require, a contract with an anticipated value in excess of \$17,500, to be awarded through a “fair and open” process;

**WHEREAS**, the Authority has advertised the contract for Arbitration Report Services on the website of the Authority in sufficient time to give notice in advance of the contract;

**WHEREAS**, the contract for arbitration report services is being awarded under a process that provides for public solicitation of qualifications and awarded and disclosed under criteria established in writing by the Authority prior to the solicitation of qualifications;

**WHEREAS**, the Authority has publicly opened the responses to the published request for qualifications and is publicly awarding the contract for arbitration report services;

**WHEREAS**, the Authority has determined that the process it has used to award the contract for Arbitration Report Services is a “fair and open” process, pursuant to N.J.S.A. 19:44A-20.7; and

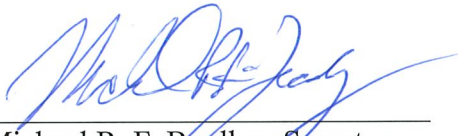
**WHEREAS**, the Authority desires to appoint Arbitration Compliance Specialists, Inc. to the Authority to provide it with arbitration report services necessary to achieve its purposes.



NOW, THEREFORE, BE IT RESOLVED by the Passaic County Improvement Authority as follows:

1. The Authority hereby awards a contract for arbitrage report services to Arbitrage Compliance Specialists, Inc. hereby authorizes the Chairman to negotiate and execute an appropriate professional services agreement substantially in the form of the agreement attached hereto.
2. This contract is 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.
3. A notice of the award of this contract shall be printed once in the Official Newspaper of the Authority to satisfy the requirement of the publication of legal notices and a copy of the contract shall be made available for public inspection.

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 February 24, 2021.

  
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 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	✓			
Michael Glovin	✓			
Joseph Petriello, Vice Chairman	✓			
Dennis Marco, Chairman	✓			

21-019

**RESOLUTION OF THE  
PASSAIC COUNTY IMPROVEMENT AUTHORITY SETTING MEETING  
DATES FOR MARCH 2020 THROUGH FEBRUARY 2021**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on February 24, 2021;

**WHEREAS**, pursuant to N.J.S.A. 40:37A-55(t), the Authority, among other things, is authorized to do and perform any and all acts or things necessary, convenient, or desirable for the purposes of the Authority;

**WHEREAS**, the Authority desires set its meeting dates at its reorganization meeting of February 24, 2021, pursuant to N.J.S.A. 10:4-18, the Open Public Meetings Act.

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

1. The Authority designates sets the following as date, time, and place for its regular meetings between March 2021 and February 2022:

March 24, 2021

April 28, 2021

May 26, 2021

June 16, 2021

July 14, 2021

August 18, 2021

September 22, 2021

October 20, 2021

November 10, 2021

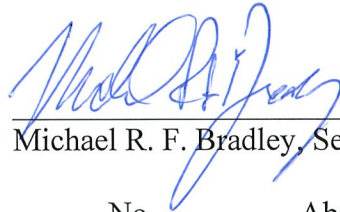
December 8, 2021

January 26, 2022

February 23, 2022 (Reorganization Meeting)

The time of all meetings will be 6:00 p.m. All meetings will be held virtually as long as the Governor and or the County Administrator keep Emergency Orders in place due to the Pandemic, or other Emergency. Should orders be lifted, the Authority Meetings will be held at 401 Grand Street, Room 417, in Paterson, New Jersey 07505.

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 February 24, 2021.



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	✓			
Michael Glovin	✓			
Joseph Petriello, Vice Chairman	✓			
Dennis Marco, Chairman	✓			

21-020

**RESOLUTION OF THE  
PASSAIC COUNTY IMPROVEMENT AUTHORITY AUTHORIZING PAYMENT OF  
BILLS AND REIMBURSEMENTS FROM THE ESCROW ACCOUNT ESTABLISHED  
IN CONNECTION WITH THE APPLICATION SUBMITTED BY HINCHLIFFE  
MASTER URBAN RENEWAL, L.P.**

**WHEREAS**, a regular meeting of the Passaic County Improvement Authority (the “Authority”) was held on February 24, 2021;

**WHEREAS**, Hinchliffe Master Urban Renewal, L.P. (the “Applicant”) has delivered to the Authority an application for the financing of the Project, dated September 10, 2020 (the “Application”);

**WHEREAS**, the Authority has acknowledged receipt of the Application and has determined to review the Application;

**WHEREAS**, the Authority has determined that the Applicant shall establish and maintain an escrow fund to be used to pay the cost of the review of the Application by the Authority and its professionals and consultants, which the Applicant has done;

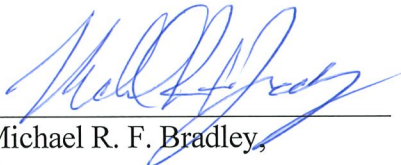
**WHEREAS**, the Applicant and the Authority have entered into an Escrow Agreement, which more specifically sets forth the administration of the escrow fund; and

**WHEREAS**, the Authority has incurred expenses in connection with the review of the Application which are reimbursable to the Authority from the escrow fund, pursuant to the Escrow Agreement.

**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 from the escrow fund established by the Applicant, pursuant to the terms of the Escrow Agreement.
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 February 24, 2021.

  
 \_\_\_\_\_  
 Michael R. F. Bradley,  
 Secretary

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