

PASSAIC COUNTY IMPROVEMENT AUTHORITY
LIST OF AGENDA ITEMS

Meeting to be held on Wednesday, June 22, 2022 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. Approval of the Minutes of the May 25, 2022 Board Meeting
6. 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).*
7. Executive Session
8. Official Action
 - a. R22-18 Resolution Authorizing The Issuance Of Governmental Lease Revenue Bonds (Passaic County Guaranteed) (City Of Paterson Board Of Education Project) Of Passaic County Improvement Authority
 - b. R22-19 A Resolution Of The Passaic County Improvement Authority Approving The Form And Authorizing The Execution And Delivery Of A Contract Of Purchase, County Guaranty Agreement, Continuing Disclosure Agreement, Lease And Lease Agreement, All In Connection With The Issuance And Sale Of The Authority's Governmental Lease Revenue Bonds, Series 2022 (Passaic County Guaranteed) (City Of Paterson Board Of Education Project); Approving The Form Of A Preliminary Official Statement, Approving The Distribution Thereof And Further Authorizing The Execution Of A Final Official Statement In Connection Therewith; Appointing A Trustee, Bond Registrar And Paying Agent; And Authorizing The Authorized Officers Of The Authority To Do All Other Things Deemed Necessary Or Advisable In Connection With The Issuance, Sale And Delivery Of Such Bonds.
 - c. R22-20 Resolution Of The Passaic County Improvement Authority Appointing Certain Professionals And Authorizing Certain Fees In Connection With The Issuance And Sale Of The Authority's Governmental Lease Revenue Bonds, Series 2022 (Passaic County Guaranteed) (City Of Paterson Board Of Education Project)
9. Old Business/New Business

10. Adjournment.

PASSAIC COUNTY IMPROVEMENT AUTHORITY

MINUTES OF THE BOARD MEETING OF MAY 25, 2022

The meeting was called to order via virtual webex meeting at approximately 6 p.m. Pledge of Allegiance was said. Roll was taken. Commissioners Glovin, Alston, Bradley and Marco were present. Also present were Heather Litzebauer, Financial Advisor, and Peter Tucci, Esq., General Counsel. Mr. Tucci read the notice, pursuant to the Open Public Meetings Act.

Commissioner Glovin moved to accept the minutes of the April 27, 2022 meeting. Seconded by Commissioner Alston. Motion carried unanimously.

Seeing no public present, the Commissioners did not open the public portion of the meeting.

No executive session was held.

Ms. Litzebauer provided the following brief description of the Paterson Board of Education Project. She stated that the BOE has an opportunity to purchase a school facility that it is currently leasing. The County has agreed to provide its guarantee, which it introduced last night. Currently, the lease payments are approximately \$1.1 million. The BOE has leased the facility for approximately the last twenty years. An LFB application has been submitted for the financing. The annual debt service for the purchase will be \$650,000 to \$700,000. This will result in substantial saving for the BOE. The BOE will use the savings for capital reserves. The length of the financing will be for twenty years.

Official Action

The Commissioners then considered the following items:

- a. R 22-17 Resolution Of The Passaic County Improvement Authority (I) Authorizing The Preparation And Submission Of An Application To The Local Finance Board Pursuant To Local Authorities Fiscal Control Law And Other Applicable Law And (II) Authorizing Compliance With N.J.S.A. 40:37A-56 And Authorizing Certain Actions To Be Taken To Obtain The Resolution Contemplated By N.J.S.A. 40:37A-56 And Other Applicable Law, All In Connection With One Or More Series Of The Authority's Governmental Lease Revenue Bonds, Series 2022 (Passaic County Guaranteed) (City Of Paterson Board Of Education Project)

Commissioners	M/S	Y	N	No Vote
Alston		X		
Bradley	M	X		
Glovin	S	X		
Petriello				
Marco		X		

New Business / Old Business

Chairman Marco provided an update on the Hinchliffe Stadium Project. Last March, the County was approached to provide \$2 million in CARES Act money to make up a shortfall in the project. The County suggested that the developer approach the City of Paterson, as it has CARES Act money as well. The City of Paterson did not favorably respond to the request. Chairman Marco further stated that a few days ago, he received an email from Assemblywoman Sumter's office that the Assemblywoman would be submitting a State budget resolution to make up the shortfall in the project. Chairman Marco and Commissioner Glovin discussed it was unclear what the result will be, if the State budget resolution is unsuccessful. Chairman Marco asked Ms. Litzebauer if she had any additional information. She indicated that she did not, other than that the trustee had received requisitions for payment.

Mr. Tucci and the Commissioners discussed logistics of executing the required documents and delivery of those documents to the Local Finance Board.

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

RESOLUTION NO. 22-19

A RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY APPROVING THE FORM AND AUTHORIZING THE EXECUTION AND DELIVERY OF A CONTRACT OF PURCHASE, COUNTY GUARANTY AGREEMENT, CONTINUING DISCLOSURE AGREEMENT, LEASE AND LEASE AGREEMENT, ALL IN CONNECTION WITH THE ISSUANCE AND SALE OF THE AUTHORITY'S GOVERNMENTAL LEASE REVENUE BONDS, SERIES 2022 (PASSAIC COUNTY GUARANTEED) (CITY OF PATERSON BOARD OF EDUCATION PROJECT); APPROVING THE FORM OF A PRELIMINARY OFFICIAL STATEMENT, APPROVING THE DISTRIBUTION THEREOF AND FURTHER AUTHORIZING THE EXECUTION OF A FINAL OFFICIAL STATEMENT IN CONNECTION THEREWITH; APPOINTING A TRUSTEE, BOND REGISTRAR AND PAYING AGENT; AND AUTHORIZING THE AUTHORIZED OFFICERS OF THE AUTHORITY TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY OF SUCH BONDS.

Motion made by:

WHEREAS, The Passaic County Improvement Authority (the "Authority") is authorized to issue its bonds pursuant to the provisions of the County Improvement Authorities Law, constituting Chapter 183 of the Laws of 1960 of the State of New Jersey, as amended and supplemented, and other applicable provisions of law; and

WHEREAS, the Authority adopted its "Resolution Authorizing the Issuance of Governmental Lease Revenue Bonds (City of Paterson Board of Education Project) of the Passaic County Improvement Authority" on June 22, 2022 (the "Bond Resolution"), authorizing the issuance of not to exceed \$9,500,000 aggregate principal amount of its Governmental Lease Revenue Bonds, Series 2022 (Passaic County Guaranteed) (City of Paterson Board of Education Project) (the "Bonds"); and

WHEREAS, the proceeds of the Bonds will provide funds to (i) fund the acquisition by the Board of Education of the City of Paterson in the County of Passaic (the "Board") of certain real property located at 11-27 Sixteenth Avenue in the City of Paterson, New Jersey, together with the existing school building located thereon and (ii) pay certain costs incurred in connection with the issuance of the Bonds; and;

WHEREAS, the payment of principal of and interest when due on the Bonds will be guaranteed by the County of Passaic (the "County") pursuant to a County Guaranty Agreement; and

WHEREAS, the Authority is now desirous of authorizing the sale of the Bonds in the aggregate principal amount of not to exceed \$9,500,000; and

WHEREAS, there have been prepared and submitted to the Authority forms of:

SECTION 1. a draft Preliminary Official Statement relating to the Bonds (the “Preliminary Official Statement”), attached hereto as Exhibit A, to be used in connection with the marketing of the Bonds;

SECTION 2. the Contract of Purchase (the “Contract of Purchase”), attached hereto as Exhibit B, providing the determination of certain terms of the Bonds and for the sale of the Bonds to Stifel, Nicolaus & Company, Incorporated (the “Underwriter”);

SECTION 3. the form of Guaranty Agreement among the Authority, the Board, the bond trustee and the County (the “County Guaranty Agreement”), attached hereto as Exhibit C, providing for the guaranty of the payment of the principal of and interest on the Bonds when due by the County;

SECTION 4. the form of Continuing Disclosure Agreement (the “Continuing Disclosure Agreement”), attached hereto as Exhibit D, to be used to demonstrate compliance with Rule 15c2-12 of the Securities and Exchange Commission;

SECTION 5. the form of the Lease (the “Ground Lease”), attached hereto as Exhibit E, providing for a lease from the Board to the Authority of certain parcels of real estate and improvements thereon; and

SECTION 6. the form of the Lease Agreement (the “Lease Agreement”), attached hereto as Exhibit F, providing for the lease by the Authority to the Board of certain parcels of real estate and improvement thereon;

WHEREAS, the Authority is now desirous of appointing the Trustee, Paying Agent and Bond Registrar under the Bond Resolution for the Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE PASSAIC COUNTY IMPROVEMENT AUTHORITY, AS FOLLOWS:

SECTION 1. THAT THE CONTRACT OF PURCHASE, IN SUBSTANTIALLY THE FORM PRESENTED TO THIS MEETING, BE AND THE SAME IS HEREBY APPROVED, AND THE BONDS SHALL BE SOLD TO THE UNDERWRITER (APPOINTED PURSUANT TO THIS RESOLUTION) AT A PURCHASE PRICE OF NOT LESS THAN NINETY-SEVEN PERCENT (97%) OF THE AGGREGATE PRINCIPAL AMOUNT OF THE BONDS, WHICH BONDS SHALL MATURE, BEAR INTEREST AT THE RATES NOT TO EXCEED SIX PERCENT (6%) PER ANNUM AND BE SUBJECT TO REDEMPTION AS SHALL BE SET FORTH IN EXHIBIT I TO THE CONTRACT OF PURCHASE. THE UNDERWRITER SHALL RECEIVE AN UNDERWRITING FEE OF NOT IN EXCESS OF \$6.00 PER \$1,000 PRINCIPAL AMOUNT OF BONDS ISSUED. THE CHAIRMAN, VICE CHAIRMAN AND EXECUTIVE DIRECTOR (THE “AUTHORIZED OFFICERS”) OF THE AUTHORITY ARE EACH HEREBY AUTHORIZED AND DIRECTED, UPON THE FINALIZATION OF SUCH TERMS IN ACCORDANCE WITH THE PARAMETERS ESTABLISHED IN THE BOND RESOLUTION, TO APPROVE SUCH TERMS AND TO EXECUTE THE CONTRACT OF PURCHASE, WITH SUCH ADDITIONS, DELETIONS OR MODIFICATIONS AS SUCH AUTHORIZED OFFICER SHALL APPROVE, AND TO DELIVER THE SAME TO THE UNDERWRITER, SUCH APPROVAL TO BE CONCLUSIVELY EVIDENCED BY THE EXECUTION AND DELIVERY THEREOF BY EITHER OF THE AUTHORIZED OFFICERS; PROVIDED, HOWEVER, THAT THE AUTHORITY TO EXECUTE THE

CONTRACT OF PURCHASE AS SET FORTH HEREIN SHALL ONLY BE EFFECTIVE UNTIL 5:00 P.M., NEW YORK TIME, ON DECEMBER 31, 2022.

SECTION 2. THAT THE DRAFT PRELIMINARY OFFICIAL STATEMENT, IN THE FORM PRESENTED TO THIS MEETING, BE AND THE SAME IS HEREBY APPROVED. THE DISTRIBUTION AND USE OF THE PRELIMINARY OFFICIAL STATEMENT IN CONNECTION WITH THE MARKETING OF THE BONDS IS HEREBY APPROVED. THE UNDERWRITERS ARE HEREBY AUTHORIZED AND DIRECTED TO PREPARE A FINAL OFFICIAL STATEMENT RELATING TO THE BONDS WITH SUCH CHANGES, INSERTIONS AND OMISSIONS TO THE PRELIMINARY OFFICIAL STATEMENT AS MAY BE APPROVED BY AN AUTHORIZED OFFICER.

SECTION 3. THAT THE COUNTY GUARANTY AGREEMENT, IN SUBSTANTIALLY THE FORM PRESENTED TO THIS MEETING, BE AND THE SAME ARE HEREBY APPROVED, AND AN AUTHORIZED OFFICER IS HEREBY AUTHORIZED AND DIRECTED TO ENTER INTO THE COUNTY GUARANTY AGREEMENT, WITH SUCH ADDITIONS, DELETIONS OR MODIFICATIONS AS SUCH AUTHORIZED OFFICER SHALL APPROVE, AND THEREUPON TO CAUSE THE COUNTY GUARANTY AGREEMENT TO BE DELIVERED TO THE COUNTY AND THE BOND TRUSTEE, SUCH APPROVAL TO BE CONCLUSIVELY EVIDENCED BY THE EXECUTION AND DELIVERY THEREOF.

SECTION 4. THAT THE CONTINUING DISCLOSURE AGREEMENT, IN SUBSTANTIALLY THE FORM PRESENTED TO THIS MEETING, BE AND THE SAME IS HEREBY APPROVED, AND AN AUTHORIZED OFFICER IS HEREBY AUTHORIZED AND DIRECTED, UPON THE FINALIZATION OF THE TERMS THEREIN, TO APPROVE SUCH TERMS AND TO EXECUTE THE CONTINUING DISCLOSURE AGREEMENT, WITH SUCH ADDITIONS, DELETIONS OR MODIFICATIONS THERETO AS SUCH AUTHORIZED OFFICER SHALL APPROVE, SUCH APPROVAL TO BE CONCLUSIVELY EVIDENCED BY THE EXECUTION AND DELIVERY THEREOF.

SECTION 5. THAT THE GROUND LEASE, IN SUBSTANTIALLY THE FORM PRESENTED TO THIS MEETING, BE AND THE SAME IS HEREBY APPROVED, AND AN AUTHORIZED OFFICER IS HEREBY AUTHORIZED AND DIRECTED, UPON THE FINALIZATION OF THE TERMS THEREIN, TO APPROVE SUCH TERMS AND TO EXECUTE THE GROUND LEASE, WITH SUCH ADDITIONS, DELETIONS OR MODIFICATIONS THERETO AS SUCH AUTHORIZED OFFICER SHALL APPROVE, SUCH APPROVAL TO BE CONCLUSIVELY EVIDENCED BY THE EXECUTION AND DELIVERY THEREOF.

SECTION 6. THAT THE LEASE AGREEMENT, IN SUBSTANTIALLY THE FORM PRESENTED TO THIS MEETING, BE AND THE SAME IS HEREBY APPROVED, AND AN AUTHORIZED OFFICER IS HEREBY AUTHORIZED AND DIRECTED, UPON THE FINALIZATION OF THE TERMS THEREIN, TO APPROVE SUCH TERMS AND TO EXECUTE THE LEASE AGREEMENT, WITH SUCH ADDITIONS, DELETIONS OR MODIFICATIONS THERETO AS SUCH AUTHORIZED OFFICER SHALL APPROVE, SUCH APPROVAL TO BE CONCLUSIVELY EVIDENCED BY THE EXECUTION AND DELIVERY THEREOF.

SECTION 7. MANUFACTURERS AND TRADERS TRUST COMPANY, ISELIN, NEW JERSEY, IS HEREBY APPOINTED TO ACT AS TRUSTEE, PAYING AGENT AND BOND REGISTRAR UNDER THE BOND RESOLUTION.

SECTION 8. THAT ANY AUTHORIZED OFFICER, THE SECRETARY OF THE AUTHORITY AND ANY OTHER REPRESENTATIVE OR AGENT OF THE AUTHORITY ARE HEREBY AUTHORIZED AND DIRECTED TO EXECUTE AND DELIVER ANY AND

ALL DOCUMENTS AND INSTRUMENTS, AND TO DO AND CAUSE TO BE DONE ANY AND ALL ACTS AND THINGS NECESSARY OR PROPER FOR CARRYING OUT THE SALE, ISSUANCE AND DELIVERY OF THE BONDS AND ALL RELATED TRANSACTIONS CONTEMPLATED BY THIS RESOLUTION.

SECTION 9. ALL RESOLUTIONS OR PROCEEDINGS, OR PARTS THEREOF, IN CONFLICT WITH THE PROVISIONS OF THIS RESOLUTION ARE TO THE EXTENT OF SUCH CONFLICT HEREBY REPEALED.

SECTION 10. THIS RESOLUTION SHALL BECOME EFFECTIVE IN ACCORDANCE WITH APPLICABLE LAW.

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 June 22, 2022.

Michael Bradley, Secretary

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

R22-20

**RESOLUTION OF THE PASSAIC COUNTY IMPROVEMENT AUTHORITY
APPOINTING CERTAIN PROFESSIONALS AND AUTHORIZING CERTAIN FEES IN
CONNECTION WITH THE ISSUANCE AND SALE OF THE AUTHORITY'S
GOVERNMENTAL LEASE REVENUE BONDS, SERIES 2022 (PASSAIC COUNTY
GUARANTEED) (CITY OF PATERSON BOARD OF EDUCATION PROJECT)**

WHEREAS, a regular meeting of the Passaic County Improvement Authority (the "Authority") was held on June 22, 2022; and

WHEREAS, The Passaic County Improvement Authority (the "Authority") is authorized to issue its bonds pursuant to the provisions of the County Improvement Authorities Law, constituting Chapter 183 of the Laws of 1960 of the State of New Jersey, as amended and supplemented, and other applicable provisions of law; and

WHEREAS, the Authority adopted its "Resolution Authorizing the Issuance of Governmental Lease Revenue Bonds (City of Paterson Board of Education Project) of the Passaic County Improvement Authority" on June 22, 2022 (the "Bond Resolution"), authorizing the issuance of not to exceed \$9,500,000 aggregate principal amount of its Governmental Lease Revenue Bonds, Series 2022 (Passaic County Guaranteed) (City of Paterson Board of Education Project) (the "Bonds"); and

WHEREAS, the proceeds of the Bonds will provide funds to (i) fund the acquisition by the Board of Education of the City of Paterson in the County of Passaic (the "Board") of certain real property located at 11-27 Sixteenth Avenue in the City of Paterson, New Jersey, together with the existing school building located thereon and (ii) pay certain costs incurred in connection with the issuance of the Bonds; and;

WHEREAS, the payment of principal of and interest when due on the Bonds will be guaranteed by the County of Passaic (the "County") pursuant to a County Guaranty Agreement; and

WHEREAS, the Authority is now desirous of authorizing the sale of the Bonds in the aggregate principal amount of not to exceed \$9,500,000; and

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 2022 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
Gibbons, P.C.	Bond Counsel to the Authority	\$60,000
Law Offices of Peter A. Tucci, Jr., LLC	General Counsel to the Authority	\$3,500
NW Financial Group, LLC	Financial Advisor to the Authority	\$34,500
Stifel	Underwriters	\$ 5 per \$1,000 of bonds
Archer & Greiner, P.C.	Underwriters' Counsel	\$20,000
M & T Bank	Trustee	\$5,000
Rogut McCarthy LLC	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 June 22, 2022.

Michael Bradley, Secretary

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