

MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
MINUTES

Wednesday, August 10, 2022 6:00 PM

(Held via Zoom)

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Meeting ID: 864 3865 9243

Passcode: 4193375601

Middlesex County Improvement Authority Office

101 Interchange Plaza, Second Floor, Cranbury (South Brunswick), New Jersey

1. **CALL TO ORDER/SALUTE TO FLAG:** Meeting was called to order by Chairman Nolan at 6:00 p.m.

2. **ROLL CALL OF OFFICERS**
James P. Nolan Present
Anthony Raczynski Present
Paul Abbey Present
Christine D'Agostino Present
Others Present: Executive Director H. James Polos, General Counsel Carol Berlen, Esq., Chief Financial Officer William Brennan, and Bond Counsel Christopher Langhart, Esq.

3. **SUNSHINE LAW STATEMENT:** Carol Berlen, Esq. read the following statement into the record: "This meeting today conforms with Chapter 231, P.L. 1975 called the 'Open Public Meeting Act' and as per the requirements of the statute, notification of the meeting was published in the Star Ledger and Home News Tribune and filed with the Clerk of Middlesex County."

4. **COMMITTEE REPORTS**
a) Recycling: Executive Director James Polos advises last week was a good week but this week had delays with some levels of service. The contractor is attempting to hire new employees to reduce delays and is keeping residents informed. The train station is continuing to move forward. Permits have been executed and signature from Amtrak is anticipated in another week or so. Process of engineering of planning and design is moving forward at a good pace.

5. **CORRESPONDENCE**

No correspondence.

6. **OLD BUSINESS**

a) Cancer Institute: Structural steel at 7th level of building and some columns on the 8th level has been placed. Floor decking is completed as of 6th level. Contractor has started to pour concrete on the lower levels.

b) Parking garage will be cast in concrete is underway and will continue for the next few months. Installation of the precast columns for the garage is expected to commence by December.

c) Valenti School: Structural steel was completed in July. Metal roof decking is near completion and carpenters have commenced the exterior framing. Project will be enclosed by the end of the year and completed by August 2023.

7. **NEW BUSINESS**

No new business.

8. **DISCUSSION OF RESOLUTIONS**

8(a) RESOLUTION OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY AUTHORIZING CERTAIN ACTIONS AND APPROVING CERTAIN DOCUMENTS NECESSARY IN CONNECTION WITH THE ISSUANCE OF THE AUTHORITY'S PROPOSED NOT TO EXCEED \$20,000,000 AGGREGATE PRINCIPAL AMOUNT OF COUNTY GUARANTEED CAPITAL EQUIPMENT AND IMPROVEMENT REVENUE BONDS SERIES 2022

8(b) RESOLUTION OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE ISSUANCE OF COUNTY GUARANTEED CAPITAL EQUIPMENT AND IMPROVEMENT REVENUE BONDS

8(c) RESOLUTION OF THE MIDDLESEX COUNTY IMMPROVEMENT AUTHORITY AUTHORIZING PRE-PAYMENT OF REIMBURSABLE PERMIT FEES AND ENVIRONMENTAL RISK FEES TO AMTRAK FOR THE NORTH BRUNSWICK TRAIN STATION PROJECT

8(d) RESOLUTION OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY PAYMENT OF EXPENSES

Executive Director James Polos advises there are two resolutions for tonight relating to annual capital equipment leasing program. Program has been successful for over 20 years. This is where the County Improvement Authority provides its bonding capabilities and is able to provide leasing opportunities to communities for all types of equipment (vehicles, sewer lines, buildings). This year there are 6 or 7 communities and participation ranges from as little as \$45,000 to as much as \$5 million. Presentation made to Local Finance Board relating to the program and it received unanimous consent from the LFB and the state to proceed.

9. **APPROVAL OF MINUTES**

a) Motion for approval of the Minutes of the Agenda Session and Regular Meeting of July 13, 2022 made by Commissioner D'Agostino, seconded by Commissioner Raczynski. Approved by unanimous vote.

10. **PUBLIC COMMENTS ON RESOLUTIONS**

Charlie Kratovil, from New Brunswick, asks whether any of the \$20 million of borrowed funds will go towards New Brunswick. Chairman Nolan asks for clarification as to where/what in New Brunswick Mr. Kratovil is inquiring. Mr. Kratovil states he is asking whether the City of New Brunswick is one of the municipalities on the list to receive any of the bond funding. Executive Director Jim Polos advises that the City of New Brunswick is not participating in the program this year.

11. **APPROVAL OF RESOLUTIONS**

Motion to approve resolutions made by Commissioner D'Agostino, seconded by Commissioner Raczynski. Approved by unanimous vote.

12. **PAYMENT OF VOUCHERS**

Motion to approve payment of expenses made by Commissioner Abbey, seconded by Commissioner D'Agostino. Approved by unanimous vote.

13. **PUBLIC SESSION**

Charlie Kratovil comments on the recycling program that it is not keeping up with the demand in New Brunswick, many missed pick-ups. Mr. Kratovil wants the County and the MCIA to hire people and pay them directly rather than use a private contractor for recycling services. Chairman Nolan advises Mr. Kratovil that he is welcome to take his comments and suggestions to the County Commissioners. Chairman Nolan also advises that some municipalities choose to provide their own service with their own equipment and others do not, and for good reason because to start a system requires millions of dollars of equipment, trucks, yard, service people, machines, buildings, etc. Chairman Nolan further advises the MCIA is simply here to broker better deals for the various municipalities than they can get on their own. Anything more than that is a decision to be made by the County Commissioners, not the MCIA.

14. **ADJOURNMENT**

Motion to adjourn made by Commissioner Raczynski, seconded by Commissioner D'Agostino. Meeting adjourned by Chairman Nolan.

**RESOLUTION OF THE MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING CERTAIN ACTIONS AND APPROVING CERTAIN DOCUMENTS
NECESSARY IN CONNECTION WITH THE ISSUANCE OF THE AUTHORITY'S
PROPOSED NOT TO EXCEED \$20,000,000 AGGREGATE PRINCIPAL AMOUNT OF
COUNTY-GUARANTEED CAPITAL EQUIPMENT AND IMPROVEMENT REVENUE
BONDS SERIES 2022**

WHEREAS, The Middlesex County Improvement Authority (the "Authority"), has been duly created by resolution of the County of Middlesex, State of New Jersey (the "County"), which resolution was duly adopted by the County on September 6, 1990, as a public body corporate and politic of the State of New Jersey, pursuant to the County Improvement Authorities Law, chapter 183 of the Laws of New Jersey of 1960, as amended and supplemented (N.J.S.A. 40:37A-44 et seq.) (the "Act"); and

WHEREAS, the Authority, pursuant to and in accordance with the applicable provisions of the Act, has determined to finance various capital improvements to be undertaken by, and the acquisition, installation and, as applicable, subsequent leasing of certain capital equipment, including but not limited to police and passenger vehicles to, various municipal participants situate in the County or a beneficiary county, including the County (each a "Municipality" and collectively, the "Municipalities") from the Authority; and

WHEREAS, each Municipality, as applicable, by ordinance duly adopted, has determined to lease from the Authority, pursuant to the terms and conditions of a Lease and Agreement to be entered into by the Authority and such Municipality (each a "Lease" and collectively, the "Leases"), certain equipment to be acquired with the proceeds of the Authority's bonds, and under which Lease such Municipality will agree to pay to the Authority as Basic Rent and Additional Rent an amount sufficient to pay the principal of, redemption premium, if any, and interest on the bonds attributable to the Municipality, its allocable share of costs of the financing, as applicable, and any and all amounts constituting Additional Rent thereunder; and

WHEREAS, each Municipality, as applicable, by ordinance duly adopted, has determined to receive a loan from the Authority, pursuant to the terms and conditions of a Loan and Security Agreement to be entered into by the Authority and such Municipality (each a "Loan Agreement" and collectively, the "Loan Agreements"), to finance the costs of the undertaking of the capital improvements and/or the acquisition of equipment to be undertaken or acquired, as applicable, with the proceeds of the Authority's bonds, and under which Loan Agreement such Municipality will agree to pay to the Authority as Basic Loan Payments and Additional Loan Payments an amount sufficient to pay the principal of, redemption premium, if any, and interest on the bonds attributable to such Municipality, its allocable share of costs of the financing, as applicable, and any and all amounts constituting Additional Loan Payments thereunder; and

WHEREAS, the Board of County Commissioners of the County, by resolution or ordinance, will consent to the undertaking of the financing by the Authority and a guaranty of the Authority's Series 2022 Bonds (as defined herein); and

WHEREAS, pursuant to the authorization set forth in the ordinance to be finally adopted by the County authorizing the guaranty by the County of the payment of principal of and interest on the

County-Guaranteed Capital Equipment and Improvement Revenue Bonds, Series 2022 (the “Series 2022 Bonds”) in an aggregate principal amount not to exceed \$20,000,000 (the “Guaranty Ordinance”), the County and the Authority intend to enter into a County Guaranty Agreement (the “Guaranty Agreement”), wherein the County shall unconditionally guaranty the punctual payment, when due, of the principal of and interest on the Series 2022 Bonds; and

WHEREAS, the Authority, pursuant to and in accordance with the Act, the Lease with each Municipality, as applicable, and the Loan Agreement with each Municipality, as applicable, has determined to provide for, as applicable, the payment of the Cost of the undertaking, acquisition or installation, as applicable, of the certain improvements or items of equipment (the “Project”) under a bond resolution for the Project (the “Bond Resolution”), from the issuance of its Series 2022 Bonds, which Series 2022 Bonds shall be primarily payable from Basic Rent and/or Basic Loan Payments, as applicable, to be received by the Authority from each Municipality under the Lease and/or Loan Agreement, as applicable, and payments to be received by the Authority from the County, if any, under the Guaranty Agreement; and

WHEREAS, the Authority submitted the required application (the “Application”) to the Local Finance Board in the Division of Local Government Services, New Jersey Department of Community Affairs (the “Local Finance Board”) for the issuance of its proposed Series 2022 Bonds; and

WHEREAS, the Local Finance Board has issued positive findings with respect to the Authority's Application and the County's guaranty of the Series 2022 Bonds on August 10, 2022; 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 Project; and

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

WHEREAS, the Authority has conducted a fair and open process for the procurement, approval and award, as applicable, of certain professional services and expenses for the financing; and

WHEREAS, the Authority has heretofore qualified and/or appointed certain parties to provide professional services and/or other services for the proposed project financing; and

WHEREAS, in connection with the issuance of the Series 2022 Bonds, the Authority will appoint the investment banking firm of NW Capital Markets Inc., as underwriter (the “Underwriter”) for the purchase of the Series 2022 Bonds; (ii) the financial advisory firm of Phoenix Advisors, LLC as its municipal advisor (the “Municipal Advisor”); TD Bank, National Association, Cherry Hill, New Jersey, as the trustee, bond registrar and paying agent under the Bond Resolution (collectively, the “Trustee”); and

WHEREAS, in an effort to issue the Series 2022 Bonds at the lowest possible interest cost, the Authority may submit an application to Standard & Poor's Global Ratings, a business unit of

Standard & Poor's Financial Services, LLC ("S&P"), for a rating on the Series 2022 Bonds, such rating to be obtained prior to the pricing of the Series 2022 Bonds; and

WHEREAS, the Authority now desires to authorize certain actions and approve certain documents necessary in connection with the undertaking of the Project and the issuance of the Series 2022 Bonds.

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

1. The Bond Resolution is approved and adopted in the form presented to this meeting with such changes, insertions, deletions or omissions as shall hereafter be approved by the Authority's Chairman or Vice Chairman in consultation with the Authority's bond counsel, McManimon, Scotland & Baumann, LLC, Roseland, New Jersey ("Bond Counsel"). The aggregate principal amount of the Series 2022 Bonds shall not exceed \$20,000,000 and the true interest cost of the Series 2022 Bonds shall not exceed 6.00%.

2. (a) 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 to be paid out of the proceeds of the Series 2022 Bonds issued for the Project as follows:

<u>AWARDED AND APPROVED TO:</u>	<u>DESCRIPTION OF SERVICES</u>	<u>AMOUNT NOT TO EXCEED</u>
McManimon, Scotland & Baumann, LLC	Bond Counsel to the Authority	\$95,000
Phoenix Advisors, LLC	Financial Advisor to the Authority	\$29,500
TD Bank, National Association	Trustee	\$10,000
Rainone Coughlin Minchello, LLC	Authority General Counsel	\$25,000
Hodulik & Morrison, P.A., a division of PKF O'Connor Davies, LLP	Auditor for County/Authority and Local Borrower (Dunellen)	\$20,000
Kelso & Burgess	County Counsel	\$25,000
McElwee & Quinn, L.L.C	Printing	\$5,000
S&P	Rating Agency Fee	\$25,000
NW Capital Markets Inc.	Underwriter	\$6.50/\$1,000 issued
Clark Hill	Trustee Counsel	\$5,000

(b) The Secretary is hereby authorized and directed to publish a brief notice of these awards, approvals and/or authorizations in accordance with the provisions of N.J.S.A. 40A: 11-5(1)(a)(i).

(c) The Certifying Finance Officer has certified that the funds for the services shall be paid out of the proceeds of the Series 2022 Bonds issued for the Project.

3. In connection with the issuance of the Series 2022 Bonds, the Authority hereby appoints the investment banking firm of NW Capital Markets Inc., as underwriter (the "Underwriter") for the purchase of the Series 2022 Bonds. The purchase of the Series 2022 Bonds by the Underwriter and the sale of the Series 2022 Bonds by the Authority to the Underwriter shall be subject to the execution by the Authority and the Underwriter of a Bond Purchase Contract (as defined herein) satisfactory to the Authority.

4. The Lease, the Loan Agreement and the Guaranty Agreement (collectively, the "Agreements") each be, and the same each hereby is, approved in the respective forms presented to this meeting with such changes, insertions, deletions or omissions as shall hereafter be approved by the Authority's Chairman or Vice Chairman in consultation with Bond Counsel, and Rainone, Coughlin Minchello, LLC, the Authority's general counsel ("General Counsel"). The Authority's Chairman and Vice Chairman be, and each hereby is, authorized and directed on behalf of the Authority to execute and deliver each of the Agreements and the Secretary of the Authority is hereby authorized and directed to affix the seal of the Authority to each of the Agreements and to attest to the signatures of the Chairman and Vice Chairman on each of the Agreements as applicable.

5. The Municipal Advisor is hereby authorized and directed to submit an application to S&P, to obtain a rating on the Series 2022 Bonds prior to the pricing thereof and any prior submissions or application by the Municipal Advisor on behalf of the Authority are hereby ratified and confirmed.

6. The Authority's Chairman and Vice Chairman are each hereby authorized and directed, in consultation with Bond Counsel, to negotiate the terms of a Bond Purchase Contract, to be dated the date of sale of the Series 2022 Bonds, between the Authority and the Underwriter (the "Bond Purchase Contract"). The Chairman and Vice Chairman be, and each hereby is, authorized and directed on behalf of the Authority to approve the terms of the aforesaid Bond Purchase Contract and to execute and deliver said Bond Purchase Contract to the Underwriter. The Authority's Chairman and Vice Chairman are each hereby authorized and directed to execute and deliver the Series Certificate required pursuant to the provisions of Sections 202 and 203 of the Bond Resolution to reflect the terms of the Series 2022 Bonds upon original issuance.

7. Counsel to the Underwriter is hereby authorized and directed to prepare the Preliminary Official Statement to be used in connection with the marketing of the Series 2022 Bonds.

8. The distribution by the Authority, in consultation with the Underwriter, Bond Counsel and General Counsel, of a Preliminary Official Statement to be used in connection with the marketing of such Series 2022 Bonds by the Underwriter, is hereby approved. The Chairman and the Vice Chairman of the Authority are each hereby authorized and directed to execute and deliver a certificate to the Underwriter that "deems final" the Preliminary Official Statement pursuant to the provisions of the Rule (as defined herein).

Upon the sale of the Series 2022 Bonds to the Underwriter, the Preliminary Official Statement shall be so modified, in consultation with Bond Counsel and General Counsel, to reflect the effect of the Bond Purchase Contract and any other revisions not inconsistent with the substance thereof deemed necessary or advisable by Bond Counsel and General Counsel; and said Preliminary Official Statement as so modified shall constitute the final Official Statement. The Chairman and Vice Chairman each be, and each hereby is, authorized and directed on behalf of the Authority to execute and deliver said Official Statement. In connection therewith, the Chairman and Vice Chairman of the Authority, in consultation with Bond Counsel and General Counsel to the Authority are each hereby authorized and directed to enter into and execute a Continuing Disclosure Agreement with each Municipality and the County who are determined by the Authority to be "Obligated Persons" (as defined under the Rule (as defined herein)) (each the "Continuing Disclosure Agreement"), evidencing the contractual undertaking of each obligated Municipality and the County to comply with the requirements of Rule 15c2-12, promulgated by the Securities and Exchange Commission pursuant to the Securities Exchange Act of 1934, as amended and supplemented (the "Rule") and to deliver the Continuing Disclosure Agreement to the Underwriter in connection with the offer and sale of the Series 2022 Bonds.

9. The Authority hereby acknowledges that it will execute and deliver (a) a Lease with each Municipality, as applicable, for the purchase of equipment, including vehicles, and the lease of such equipment to each Municipality, as applicable, and financed with a portion of the proceeds of the Series 2022 Bonds and (b) a Loan Agreement with each Municipality, as applicable, for the undertaking of the capital improvements and/or the acquisition of equipment to be undertaken or acquired, as applicable, by each Municipality, as applicable, and financed with a portion of the proceeds of the Series 2022 Bonds. The Authority hereby ratifies and confirms approval of the Project consisting of the financing of the purchase of equipment, including vehicles, to be leased to the applicable Municipalities and a loan to the applicable Municipality to finance the undertaking of the capital improvements and the acquisition of equipment to be undertaken or acquired, as applicable, by each Municipality.

10. Prior to delivery of any of the Series 2022 Bonds upon original issuance and notwithstanding anything to the contrary, the Chairman or Vice Chairman of the Authority may, by execution of the Series Certificate evidencing same, modify or amend any of the terms or provisions of the Bond Resolution in any respect or for any purpose without any further action by the members of the Authority; provided, however, that such modifications or amendments shall be approved by the Authority's Chairman or Vice Chairman in consultation with the Authority's Bond Counsel and General Counsel.

11. The Chairman, Vice Chairman, Secretary, or any other Authority Officer, official or professional, be, and each of them hereby is, authorized and directed to execute and deliver any and all documents, certificates, agreements and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by the Bond Resolution, the Agreements, the Preliminary Official Statement, the Official Statement and the Bond Purchase Contract and for the authorization, sale and issuance of the Series 2022 Bonds, including with limitation, the Authority's tax certificate and tax compliance procedures. The execution by such officers of any such documents, certificates and agreements with such changes, insertions or omissions as shall be approved by the Authority's Chairman or Vice Chairman in consultation with the Authority's Bond Counsel and General Counsel shall be conclusive evidence of the approval of such changes, insertions or omissions and no further ratification or other action by the Authority members shall be required with respect thereto.

12. The Authority's Bond Counsel and General Counsel are each hereby authorized and directed to arrange for the publication of the Notice of Adoption of Bond Resolution on or about August 13, 2022 in an Authorized Newspaper of the Authority.

13. Capitalized terms used herein and not otherwise defined shall have the same meanings ascribed to such terms in the Bond Resolution.

<u>Recorded Vote:</u>	<u>Aye</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
James P. Nolan	X			
Anthony Raczynski	X			
Paul Abbey	X			
Christine D'Agostino	X			

CERTIFICATION

I, Paul Abbey, Secretary and Certifying Agent of the Middlesex County Improvement Authority, hereby certify that the forgoing is a true copy of a resolution adopted at the regular meeting of the Authority held on the 10th day of August, 2022 as same appears on record in the minute book of the Authority.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Authority this 10th day of August, 2022.

Paul Abbey, Secretary

**RESOLUTION OF THE MIDDLESEX COUNTY
IMPROVEMENT AUTHORITY AUTHORIZING THE
ISSUANCE OF COUNTY-GUARANTEED CAPITAL
EQUIPMENT AND IMPROVEMENT REVENUE BONDS**

August 10, 2022

CERTIFICATE

I, the undersigned Secretary of the Middlesex County Improvement Authority, a body corporate and politic of the State of New Jersey, HEREBY CERTIFY that the foregoing resolution is a true copy of an original resolution which was duly adopted by said Authority at a meeting duly called and held on August 10, 2022, and at which a quorum was present and acted throughout, and that said copy has been compared by me with the original resolution recorded in the records of the Authority and that it is a correct transcript thereof and of the whole of said resolution, and that said original resolution has not been altered, amended or repealed but is in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand this _____ day of _____, 2022.

MIDDLESEX COUNTY IMPROVEMENT
AUTHORITY

By: _____
Paul Abbey, Secretary

<u>Recorded Vote:</u>	<u>Aye</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
James P. Nolan	X			
Anthony Raczynski	X			
Paul Abbey	X			
Christine D'Agostino	X			

**RESOLUTION OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING PRE-PAYMENT OF REIMBURSABLE PERMIT FEES AND
ENVIRONMENTAL RISK FEES TO AMTRAK FOR THE
NORTH BRUNSWICK TRAIN STATION PROJECT**

WHEREAS, a regular meeting of the Middlesex County Improvement Authority (the "Authority") was held on August 10, 2022; and

WHEREAS, pursuant to the County Improvement Authorities Law, N.J.S.A. 40:37A-44 et seq., the Authority is empowered to improve, further and promote the tourist industries and recreational attractiveness of the County of Middlesex (the "County") through the planning, acquisition, construction, improvement, maintenance and operation of facilities for the recreation and entertainment of the public; and

WHEREAS, pursuant to N.J.S.A. 40:37A-55(t), the Authority is empowered to enter into any and all agreements or contracts, execute any and all instruments, and do and perform any and all acts and things necessary, convenient or desirable for the purposes of the Authority, subject to the Local Public Contracts Law, N.J.S.A. 40A:11-1 et seq.; and

WHEREAS, passenger demand and rail service congestion along the Northeast Corridor ("NEC") has created a public need for a new train station in North Brunswick, New Jersey a municipality within Middlesex County; and

WHEREAS, New Jersey Transit Corporation ("N.J. Transit") is an organization dedicated to public transportation in the State of New Jersey; and

WHEREAS, the Station is being built for the joint benefit of the County and NJ TRANSIT, which has agreed to partner with the Authority to assist in the development of the Station; and

WHEREAS, N.J. Transit requested the Authority to manage the concept design phase of this Station on behalf of the County and NJ TRANSIT, and may procure and manage an engineering and/or design firm to conduct, develop and produce a preliminary and final engineering design of the Station and to retain, as necessary, construction services to build (“Project”); and

WHEREAS, NJ TRANSIT will retain review and approval rights for the Project, such that future agreements will not be made until NJ TRANSIT has reviewed and approved deliverables, including design and procurement documents, associated with the Project; and

WHEREAS, the New Jersey State Legislature has appropriated \$50 million through the New Jersey Transportation Trust Fund (“NJTTF”) to NJ TRANSIT for the purposes of financing design and construction of the Station, and NJ TRANSIT and the MCIA may execute separate funding agreements to provide for the reimbursement of expenses associated with the services MCIA will provide the Project; and

WHEREAS, due to the location of the Project relative to AMTRAK property and the potential impact of the Project on AMTRAK property and/or operations, the Project work may not proceed without AMTRAK’s prior review and approval of the plans and issuance of a Permit to Entry (PTE permit) on the AMTRAK property; and

WHEREAS, AMTRAK has requested prior direct payment of the entry permit fees which shall be directly charged to and paid by the Authority with the expectation that the Authority will be fully reimbursed by New Jersey Transit through the New Jersey Transportation Fund Grant; and

WHEREAS, the Authority shall also pay the environmental risk fee with the expectation that the Authority will be fully reimbursed by New Jersey Transit through this same Fund Grant; and

WHEREAS, the Authority would like to authorize payment of these fees in an amount not to exceed \$250,000.

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

1. The Authority hereby approves the advance payment of permit fees and environmental risk fee as it relates to the project with the expectation of reimbursement from New Jersey Transit through the New Jersey Transportation Trust Fund.

2. The Authority approves the payment of these fees for a total not to exceed amount of \$250,000.00.

3. The Authority authorizes the Executive Director, Chairman, or Vice-Chairman to execute any documents related to same with any modifications made upon advice of counsel.

<u>Recorded Vote:</u>	<u>Aye</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
James P. Nolan	X			
Anthony Raczynski	X			
Paul Abbey	X			
Christine D'Agostino	X			

CERTIFICATION

I, Paul Abbey, Secretary and Certifying Agent of the Middlesex County Improvement Authority, hereby certify that the forgoing is a true copy of a resolution adopted at the regular meeting of the Authority held on the 10th day of August, 2022 as same appears on record in the minute book of the Authority.

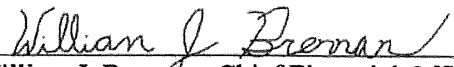
IN WITNESS WHEREOF, I have hereunto set my hand and affixed the seal of the Authority this 10th day of August, 2022.

Paul Abbey, Secretary

**RESOLUTION OF THE
MIDDLESEX COUNTY IMPROVEMENT AUTHORITY
PAYMENT OF EXPENSES**

It is hereby resolved by the members of the Middlesex County Improvement Authority at its meeting of August 10, 2022, that payments as itemized on the attached bill list, attached hereto and made a part hereof, in the total amount of \$3,756,429.70 be authorized to be paid out of the Middlesex County Improvement Authority account.

This is to certify that the payments on the attached bill list, in the total amount of \$3,756,429.70 are correct and just and payment should be approved.



William J. Brennan, Chief Financial Officer

James P. Nolan, Chairman

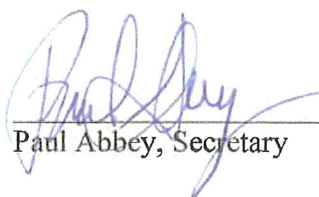
This is to certify that the above is a true copy of a Resolution adopted by the Middlesex County Improvement Authority at a meeting held on August 10, 2022, at which a quorum of the membership was present.

Paul Abbey, Secretary

<u>Recorded Vote:</u>	<u>Aye</u>	<u>No</u>	<u>Abstain</u>	<u>Absent</u>
James P. Nolan	X			
Anthony Raczynski	X			
Paul Abbey	X			
Christine D'Agostino	X			

CERTIFICATION

I, Paul Abbey, Secretary and Certifying Agent of the Middlesex County Improvement Authority, hereby certify that the attached is a true copy of the Minutes of the meeting of the Middlesex County Improvement Authority held on the 10th day of August, 2022.



Paul Abbey, Secretary