

MORRIS COUNTY IMPROVEMENT AUTHORITY
MINUTES of the Board Meeting held on April 19, 2012, at 6:00 p.m.,
Knox Conference Room #525, Morris County
Administration and Records Building, Morristown, New Jersey

REVISED

At 6:00 p.m., John Bonanni, Chairman to the Morris County Improvement Authority called the meeting to order. The following persons were in attendance:

John Bonanni, Commissioner
Christina Ramirez, Commissioner
Frank Pinto, Commissioner
Glenn Roe, Commissioner
Stephen B. Pearlman Esq. - Inglesino, Pearlman, Wyciskala & Taylor LLC
Joe Santaiti, Gabel Associates
Jennifer Edwards, Acacia Financial

Commissioner Bonanni, Chairman, asked for the reading of the public statement in accordance with the Open Public Meetings Act which was then read by the Assistant Secretary, Frank Pinto.

Commissioner Bonanni, Chairman, asked for “roll call” for the Authority. Four out of five Commissioners were in attendance; Mr. John Bonanni, Ms. Christina Ramirez, Mr. Glenn Roe, and Mr. Frank Pinto, a quorum was established.

Approval of the March 21, 2012 meeting minutes was considered, Commissioner Roe made a motion to accept the minutes of the March 21st meeting. Commissioner Ramirez seconded the motion.

The public portion of the meeting was opened. – No comment at this time.

Agenda item 6(i) was discussed – Resolution regarding an application to the Local Finance Board in connection with the County of Morris Guaranteed Pooled Program Bonds relating to the expansion of the Public Safety Training Academy, and Chester Borough. Commissioner Pinto made a motion to adopt this resolution; Commissioner Roe seconded the motion. Roll was called. The resolution was approved unanimously. The motion carried and Resolution No. 12-11 “RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY RATIFYING THE PREPARATION AND SUBMISSION OF AN APPLICATION TO THE LOCAL FINANCE BOARD PURSUANT TO LOCAL AUTHORITIES FISCAL CONTROL LAW AND OTHER APPLICABLE LAW AND SEEKING CERTAIN OFFICIAL ACTIONS OF THE COUNTY OF MORRIS, ALL IN CONNECTION WITH THE AUTHORITY’S COUNTY OF MORRIS GUARANTEED POOLED PROGRAM BONDS, SERIES 2012 IN AN AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$30,200,000” (NO. 12-11) was adopted.

Agenda item 6(ii) was discussed – Resolution approving the payment of bills as listed on the Schedule of Warrants. Commissioner Roe made a motion to adopt this resolution. Commissioner Ramirez seconded the motion as amended. Roll was called. The resolution was approved unanimously. The motion carried and Resolution “Bill List” (NO. 12-12) was adopted.

7a. Discussion: Status of Renewable Energy Program Phase II – On schedule

7b. Outreach meeting re: Tax Levy Cap – Nothing at this time.

7c. CGLP Activity – Nothing at this time.

7d. Payment of Bills between Meetings – Nothing at this time

7e. Status of Other Inquiries and potential transactions – Nothing at this time.

7f. Other items – Nothing at this time.

8. Further Official Action – Nothing at this time.

The April 19, 2012 meeting of the Morris County Improvement Authority was adjourned at 7:06 p.m. All Commissioners were in favor to adjourn the meeting.

Respectfully submitted,

Cynthia Rueter
Recording Secretary

RESOLUTION NO. 12-11

**RESOLUTION OF THE BOARD OF COMMISSIONERS
MORRIS COUNTY IMPROVEMENT AUTHORITY**

TITLE:

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY
RATIFYING THE PREPARATION AND SUBMISSION OF AN APPLICATION
TO THE LOCAL FINANCE BOARD PURSUANT TO LOCAL AUTHORITIES
FISCAL CONTROL LAW AND OTHER APPLICABLE LAW AND SEEKING
CERTAIN OFFICIAL ACTIONS OF THE COUNTY OF MORRIS, ALL IN
CONNECTION WITH THE AUTHORITY'S COUNTY OF MORRIS
GUARANTEED POOLED PROGRAM BONDS, SERIES 2012 IN AN
AGGREGATE PRINCIPAL AMOUNT NOT TO EXCEED \$30,200,000**

WHEREAS, The Morris County Improvement Authority (including any successors and assigns, the "Authority") has been duly created by resolution no. 42 entitled "Resolution of the Board of Chosen Freeholders of Morris County, New Jersey creating the Morris County Improvement Authority" duly adopted by the Board of Chosen Freeholders (the "Morris County Board of Freeholders") of the County of Morris (the "County of Morris") in the State of New Jersey (the "State") on April 10, 2002 as a public body corporate and politic of the State pursuant to and in accordance with the county improvement authorities law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State, and the acts amendatory thereof and supplemental thereto (the "Act") and other applicable law;

WHEREAS, the Authority is authorized by law, to purchase, lease or otherwise acquire public facilities for the benefit of certain local governmental units located within, without and including the County of Morris;

WHEREAS, the Authority is authorized by law to finance public facilities through the acquisition of debt, including without limitation (i) the general obligation bonds in a not to exceed aggregate principal amount of approximately \$8,500,000 (the "County Chapter 12 Bonds"), (ii) the general obligation bonds in an aggregate principal amount of approximately \$5,200,000 (the "Chester Bond") of the Borough of Chester, in the County of Morris (the "Borough of Chester" and together with the County of Morris, each a "Local Unit" and collectively, the "Local Units") and (iii) lease revenue bonds of the Authority;

WHEREAS, on August 30, 2011 the Authority issued its County of Morris Guaranteed Pooled Program Bonds, Series 2011" (the "Series 2011 Pooled Program Bonds") and "County of Morris Guaranteed Pooled Program Notes, Series 2011" (the

“Series 2011 Pooled Program Notes” and together with the Series 2011 Pooled Program Bonds, the “Series 2011 Obligations”) for the acquisition of, respectively, the Authority's "Lease Revenue Bonds, Series 2011A" (the “Series 2011 Lease Revenue Bonds”) and the Authority's “Lease Revenue Notes, Series 2011A (the “Series 2011 Lease Revenue Notes”) for the purpose of, among other local unit projects, a portion of the acquisition and installation of certain capital equipment and the acquisition, construction, renovation and installation of certain property and infrastructure improvements (collectively, the "County of Morris Public Safety Project") at the facility located in Parsippany-Troy Hills as Block 7, Lot 2 (the “Project Property”), as more fully set forth on Exhibit A to that certain Property and Infrastructure Lease Purchase Agreement entered into between the Authority and the County as a Local Unit in connection therewith (collectively, the "Original Lease Agreement");

WHEREAS, the County desires to (i) refund the Authority Series 2011 Lease Revenue Note and finance the balance of the County of Morris Public Safety Project (collectively, the “Series 2012 County Project”) through the issuance of Authority Lease Revenue Bonds, Series 2012 (the “Series 2012 Lease Revenue Bonds” and together with the Series 2011 Authority Lease Revenue Bonds and the Series 2011 Authority Lease Revenue Note, the “Authority Lease Revenue Bonds”) and (ii) fund renovations for the County College of Morris through the issuance of its County Chapter 12 Bond (the “County Chapter 12 Project” and together with the Series 2012 County Project, the “County Projects”) all as set forth on Exhibit A to an agreement (the "County Loan Agreement") by and between the County and the Authority with respect to the Series 2012B Pooled Bonds;

WHEREAS, the Authority Series 2012 Lease Revenue Bonds, the County Chapter 12 Bond and the Borough of Chester Bonds shall be collectively referred to as the "Privately Placed Bonds";

WHEREAS, the Borough of Chester has (i) heretofore issued bond anticipation notes for various projects as set forth in the several bond ordinances (the “Borough of Chester Prior Notes”) and now desires to refund the Borough of Chester Prior Notes and (ii) finally adopted a new bond ordinance for additional projects (collectively, the "Borough of Chester Project" and together with the Series 2012 County Project and the County Chapter 12 Project, the “Series 2012 Projects”) all as set forth on Exhibit A to an agreement (the "Borough of Chester Loan Agreement" and together with the County Loan Agreement, the “Loan Agreements”) by and between the Borough of Chester and the Authority;

WHEREAS, the Authority Series 2012 Lease Revenue Bonds will be issued pursuant to the terms of the Authority's bond resolution entitled "RESOLUTION AUTHORIZING THE ISSUANCE OF LEASE REVENUE BONDS OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY" as amended and supplemented by a Certificate of an Authorized Officer of the Authority dated August 30, 2011, as further amended and supplemented by a Certificate of an Authorized Officer of the Authority dated the date of issuance of the Series 2012 Lease Revenue Bonds (collectively, the “Lease Revenue Bone Resolution”, the Act and other applicable law;

WHEREAS, the Borough of Chester Bonds will be issued pursuant to the several bond ordinances of the Borough of Chester, a resolution of the Borough of Chester (the "Borough of Chester Bond Resolution") and other applicable law;

WHEREAS, the principal of, and interest on the Authority Series 2012 Lease Revenue Bonds shall be paid from certain rental payments made by the County of Morris in accordance with the terms of the Original Lease Agreement, as amended and supplemented by that certain Amendment No. 1 to Lease Agreement (the "Lease Amendment No. 1" and together with the Original Lease Agreement, the "Lease Agreement") and as otherwise set forth in the Lease Revenue Bond Resolution;

WHEREAS, pursuant to the terms of the Lease Agreement, the Authority contemplates taking nominal title to the County of Morris Public Safety Project for the term set forth therein, then leasing the County of Morris Public Safety Project to the County for the term set forth therein, at which time the Authority will convey all of its right, title and interest in and to the County of Morris Public Safety Project to the County for nominal consideration;

WHEREAS, pursuant to the terms of the County Loan Agreement, the County will acquire or retain, as the case may be, all right, title and interest to the County Chapter 12 Project, and the Authority acquires no interest therein except as may be expressly set forth in the County Loan Agreement;

WHEREAS, the principal of, and interest on the County Chapter 12 Bonds shall be paid from general obligation payments of the County;

WHEREAS, pursuant to the terms of the Borough of Chester Loan Agreement, the Borough of Chester will acquire or retain, as the case may be, all right, title and interest to the Borough of Chester Project, and the Authority acquires no interest therein except as may be expressly set forth in the Borough of Chester Loan Agreement;

WHEREAS, the principal of, and interest on the Borough of Chester Bonds shall be paid from general obligation payments of the Borough of Chester;

WHEREAS, the Authority shall deposit the proceeds of the Authority Series 2012 Lease Revenue Bonds issued under the Lease Revenue Bond Resolution with U.S. Bank National Association, the trustee designated under the Lease Revenue Bond Resolution (the "Lease Revenue Trustee") to pay the cost of: (i) the acquisition, construction, renovation or installation of the County of Morris Public Safety Project; (ii) payment of the Series 2011 Lease Revenue Note, (iii) certain accrued interest to the extent set forth in the Lease Revenue Bond Resolution; (iv) certain costs of issuance to be identified in the Lease Revenue Bond Resolution; (v) capitalized interest on the Authority Series 2012 Lease Revenue Bonds, if any and (vi) such other items as shall be set forth in the Lease Revenue Bond Resolution;

WHEREAS, simultaneously with the issuance of the Authority Series 2012 Lease Revenue Bonds, the Authority shall deposit a portion of the proceeds of the Borough of Chester Bonds issued under the Borough of Chester Bond Resolution and the

County Chapter 12 Bond issued under the County Chapter 12 Bond Resolution with the Pooled Trustee, as an equity contribution, to pay the cost of: (i) certain accrued interest attributable to the Borough of Chester Bonds or the County Chapter 12 Bonds, as the case may be, to the extent set forth in the Pooled Program Bond Resolution; (ii) certain costs of issuance attributable to the Borough of Chester Bonds and the County Chapter 12 Bonds to be identified in the hereinafter defined Series 2012 Pooled Program Bond Resolution; (iii) capitalized interest on the Borough of Chester Bonds and the County Chapter 12 Bonds, if any and (iv) such other items as shall be set forth in the Series 2012 Pooled Program Bond Resolution;

WHEREAS, (i) the Authority Series 2012 Lease Revenue Bonds and the Borough of Chester Bonds will be purchased with the proceeds from the Authority's "County of Morris Guaranteed Pooled Program Bonds, Series 2012A" (the "Series 2012A Pooled Program Bonds" and (ii) the County Chapter 12 Bonds will be purchased with the proceeds from the Authority's "County of Morris Guaranteed Pooled Program Bonds, Series 2012B" (the "Series 2012B Pooled Program Bonds" and together with the Series 2012A Pooled Program Bonds, the "Series 2012 Pooled Program Bonds" to be issued under the Authority bond resolution entitled "RESOLUTION AUTHORIZING THE ISSUANCE OF COUNTY OF MORRIS GUARANTEED POOLED PROGRAM BONDS OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY" (the "Series 2012 Pooled Program Bond Resolution" and together with the Lease Revenue Bond Resolution, the "Bond Resolutions");

WHEREAS, the Series 2012A Bonds may be divided into two separate series should the need arise due to structuring of Chester's debt service;

WHEREAS, the Authority Series 2012 Pooled Program Bonds and the Authority Series 2012 Lease Revenue Bonds shall be collectively referred to as, the "Bonds";

WHEREAS, the issuance of the Authority Series 2012 Pooled Program Bonds for the purpose of acquiring the Privately Placed Bonds to finance the Series 2012 Projects shall collectively be referred to as the "Project");

WHEREAS, the principal of, redemption premium, if any, and interest on the Authority Series 2012A Pooled Program Bonds shall be secured by the pledge of the Series 2012A Trust Estate as defined in the Series 2012 Pooled Program Bond Resolution by the Authority to the U.S. Bank National Association, the Pooled Trustee named therein (the "Pooled Trustee" and together with the Lease Revenue Trustee, the "Trustees"), which Series 2012A Trust Estate shall include, among other things, the Lease Agreement; the Loan Agreement; the principal of, redemption premium, if any, and interest on the Borough of Chester Bond, the payment on which shall be made by the Borough of Chester in accordance with the Local Bond Law or other law as applicable, and which shall be made from the levy of *ad valorem* taxes upon all the taxable property within the jurisdiction of the Borough of Chester, without limitation as to rate or amount, and which Borough of Chester Bond shall be assigned by the Authority to the Pooled Trustee as further security for the payment of the Series 2012A Pooled Program Bonds in accordance with the terms of the Series 2012 Pooled Program Bond Resolution and the

Loan Agreement; and the principal of, redemption premium, if any, and interest on the Authority Series 2012A Lease Revenue Bonds and which Authority Series 2012A Lease Revenue Bonds shall be assigned by the Authority to the Pooled Trustee as further security for the payment of the Series 2012A Pooled Program Bonds in accordance with the terms of the Series 2012 Pooled Program Bond Resolution and the Lease Agreement, which payments under the Lease Agreement shall be made from the levy of *ad valorem* taxes upon all the taxable property within the jurisdiction of the County of Morris, without limitation as to rate or amount;

WHEREAS, the principal of, redemption premium, if any, and interest on the Authority Series 2012B Pooled Program Bonds shall be secured by the pledge of the Series 2012B Trust Estate as defined in the Series 2012 Pooled Program Bond Resolution by the Authority to the Pooled Trustee, which Series 2012B Trust Estate shall include, among other things, the County Loan Agreement; the principal of, redemption premium, if any, and interest on the County Chapter 12 Bond, the payment on which shall be made by the County in accordance with the Local Bond Law or other law as applicable, and which shall be made from the levy of *ad valorem* taxes upon all the taxable property within the jurisdiction of the County, without limitation as to rate or amount, and which County Chapter 12 Bond shall be assigned by the Authority to the Pooled Trustee as further security for the payment of the Series 2012B Pooled Program Bonds in accordance with the terms of the Series 2012 Pooled Program Bond Resolution and the County Loan Agreement;

WHEREAS, payment of the principal of (including mandatory sinking fund installments, if any) and interest on the Authority Series 2012 Pooled Program Bonds, to be issued in two or more series as bond and/or notes (including the Series 2012A Pooled Program Bonds and the Series 2012B Pooled Program Bonds), shall be fully, unconditionally and irrevocably guaranteed in an aggregate principal amount not to exceed \$30,200,000 in accordance with (i) the terms of one or more guaranty ordinances of the County (which shall in the aggregate total to \$30,200,000) to be finally adopted by the Morris County Board of Freeholders, (ii) by a guaranty certificate to be executed by an authorized officer of the County on the face of each Series 2012 Pooled Program Bond and (iii) as may be required by any rating agency, underwriter, Series 2012 Pooled Program Bond purchaser or other entity that will allow the Authority to sell the Authority Series 2012 Pooled Program Bonds at the lowest possible cost to the Local Units, an agreement setting forth the County's obligation to make any such guaranty payments in accordance with and within the parameters set forth in this ordinance (collectively, the "Series 2012 County Guaranty"), all pursuant to Section 37 ("Section 37") of the Act (N.J.S.A. 40:37A-80) and other applicable law, which payments shall also be included as part of the Trust Estate (as defined in the Pooled Bond Resolution") applicable to the Authority Series 2012 Pooled Program Bonds pledged by the Authority to the Pooled Trustee under the Series 2012 Pooled Program Bond Resolution;

WHEREAS, a guaranty ordinance securing the payment of the principal of (including mandatory sinking fund installments, if any) and interest on the portion of the Series 2012A Pooled Program Bonds relating to the purchase of Series 2012 Lease Revenue Bond in a not to exceed amount of \$37,700,000 was previously adopted on June

8, 2011, as amended on July 13, 2011 (the "Series 2011 County Guaranty Ordinance") to secure the Series 2011 Obligations;

WHEREAS, since the County has determined that for clarity purposes it is necessary to adopt the Series 2012 County Guaranty for the Series 2012 Pooled Program Bonds, the portion of the Series 2011 County Guaranty Ordinance that has been authorized for the Series 2012 Project that remains authorized but unissued and deemed no longer necessary, after the issuance of the Series 2012 Pooled Program Bonds, shall be removed from the books of the County;

WHEREAS, in accordance with the terms of the Lease Revenue Bond Resolution, the Series 2012 Pooled Program Bond Resolution, the Series 2012 County Guaranty, the Lease Agreement and the Loan Agreements, the Trustee shall not notify the County of the possible need for payments from the County under the Series 2012 County Guaranty to pay all of a portion of the principal of and interest on the Authority Series 2012 Pooled Program Bonds when due until the respective payment dates for the Local Units under their Privately Placed Bonds, Lease Agreement and Loan Agreements shall have passed and the Local Units shall have failed to make their required payments thereunder in full;

WHEREAS, pursuant to the terms of the Lease Agreement and the Loan Agreements, those Local Units constituting "materially obligated persons" within the meaning and for the purposes set forth in Rule 15c2-12 ("Rule 15c2-12") promulgated by the Securities and Exchange Commission (the "SEC") pursuant to the Securities and Exchange Act of 1934, as amended, will be required to enter into those certain "Local Unit Continuing Disclosure Agreements" to be dated as of the first day of the month of issuance of the Privately Placed Bonds (as the same may be amended and supplemented from time to time in accordance with their respective terms, the "Local Unit Continuing Disclosure Agreements") with the Authority and the Trustee, as dissemination agent (the "Dissemination Agent") in order to satisfy the secondary market disclosure requirements of Rule 15c2-12;

WHEREAS, pursuant to the terms of the Series 2012 Pooled Program Bond Resolution, as a "materially obligated person" within the meaning and for the purposes set forth in Rule 15c2-12, the County of Morris will be required to enter into that certain "County Continuing Disclosure Agreement" to be dated as of the first day of the month of issuance of the Authority Series 2012 Pooled Program Bonds (as the same may be amended and supplemented from time to time in accordance with its terms, the "County Continuing Disclosure Agreement") with the Dissemination Agent in order to satisfy the secondary market disclosure requirements of Rule 15c2-12;

WHEREAS, pursuant to the terms of the Series 2012 Pooled Program Bond Resolution, the Authority (i) shall not be considered a "materially obligated person" within the meaning and for the purposes set forth in Rule 15c2-12 and (ii) shall be required to provide certain material events notices in accordance with Rule 15c2-12, and accordingly, the Authority (a) may be required to enter into a separate continuing disclosure agreement, or alternatively, may need to execute the Local Unit Continuing

Disclosure Agreements and/or the County Continuing Disclosure Agreement, and (b) shall be required to provide such material events notices under the terms of the Local Unit Continuing Disclosure Agreements and the County Continuing Disclosure Agreement, all in order to satisfy the secondary market disclosure requirements of Rule 15c2-12 (the "Authority Continuing Disclosure Agreement" and together with the Local Unit Continuing Disclosure Agreements and the County Continuing Disclosure Agreement, the "Continuing Disclosure Agreements");

WHEREAS, in order to market and sell the Bonds in one or more series, the Authority will have to (i) make an application (the "Local Finance Board Application") to, and seek, obtain, and officially recognize the findings from the Local Finance Board (the "Local Finance Board") in the Department of Local Government Services of the State Department of Community Affairs, all in accordance with N.J.S.A. 40A:5A-6, 7 and 8 of the Local Authorities Fiscal Control Law and in connection with the Authority Series 2012 Lease Revenue Bonds and the Authority Series 2012 Pooled Program Bonds, which Local Finance Board Application, hearing and process shall to the extent permitted by applicable law, incorporate the requests for approval by the Local Finance Board of certain matters related to the County Chapter 12 Bonds and the Borough of Chester Bonds, (ii) authorize the distribution of a preliminary official statement "deemed final" within the meaning and for the purposes of Rule 15c2-12 describing the terms of the Authority Series 2012 Pooled Program Bonds, the Project and the other transactions contemplated hereby (the "Preliminary Official Statement"), (iii) upon the direction of the Chairman, either sell the Series 2012 Pooled Bonds by competitive sale through a notice of sale ("*Notice of Sale*") or select an underwriter to purchase all of the Series 2012 Pooled Bonds (the "*Underwriter*") and enter into one or more bond purchase agreements with one or more underwriters (the "Underwriter") selected by the Authority in accordance with its policy for the selection of underwriters as established by Authority resolution No 02-10 adopted July 24, 2002 and entitled "RESOLUTION ADOPTING A POLICY FOR THE SELECTION OF UNDERWRITERS AND OTHER ANCILLARY SERVICE PROVIDERS IN CONNECTION WITH THE SALE OF SECURITIES" (the "*Underwriter Selection Policy*") and a fair and open process for the sale of all of the Authority's Series 2012 Pooled Program Bonds (the "Bond Purchase Agreement"), (iv) execute and deliver a final Official Statement incorporating the terms of the sale of the Authority Series 2012 Pooled Program Bonds and certain other information into the Preliminary Official Statement (the "Official Statement"), (v) obtain the required resolutions and ordinances of the Local Units necessary in order to authorize the Projects and the financing of the Projects through the Authority Series 2012 Pooled Program Bonds (the "Local Unit Official Action"), (vi) cause the Local Units to make certain representations, warranties and covenants concerning the Projects, the Privately Placed Bonds and the other transactions contemplated hereby prior to their respective execution and delivery of the Lease Agreement and Loan Agreements, but no later than the execution and delivery of the Bond Purchase Agreement (the "Local Unit Letter of Representations") and (vii) cause the Local Units to make certain representations, warranties and covenants concerning the applicable Projects and Privately Placed Bonds, the use of the funds attributable to the Projects and the transactions contemplated hereby prior to their respective execution and delivery of the Lease Agreement and Loan Agreements, but no later than the execution and delivery of the Bond Purchase

Agreement, all in connection with preserving the exclusion of the interest of the Bonds from the gross income of the holders thereof for federal income tax purposes (the "Local Unit Tax Letter of Representations" and together with the Preliminary Official Statement, the Bond Purchase Agreement, the Official Statement and the Local Unit Letter of Representations, the "Sale Documents");

WHEREAS, the Authority shall have no obligation with respect to the Project other than the financing thereof; accordingly, the payment of the Privately Placed Bonds shall remain the sole responsibility of the respective Local Units;

WHEREAS, to the extent that the Authority determines it is in the best interest of the Authority, the County and the Borough of Chester and in order to achieve the greatest economies of scale, the Authority is hereby authorized to issue the Bonds in one or more series to accommodate separate purchases of the Authority Series 2012 Lease Revenue Bonds, the County Chapter 12 Bonds and the Borough of Chester Bonds at different times and in so doing make such changes, including all documentation in connection therewith, all as deemed necessary, convenient or desirable by any such Authorized Officer, in consultation with the Consultants including such modifications thereto as counsel and financial advisor to the Authority, the County and the Borough of Chester may advise, such Authorized Officer's execution and delivery thereof of all financing documents in connection with the combined or separate issuance shall be dispositive of any such changes thereto;

WHEREAS, in accordance with Section 13 ("Section 13") of the Act (N.J.S.A. 40:37A-56), prior to the issuance of the Bonds, the Authority will have made a detailed report of the Project to the Board of Freeholders, which report will include, without limitation, descriptions of the Series 2012 Pooled Program Bond Resolution, the Series 2012 Supplemental Lease Revenue Bond Resolution, the Bonds, the form of the Lease Agreement, the form of the Ground Lease Agreement, the form of the Loan Agreement, the master forms of the Continuing Disclosure Agreements, and if necessary, desirable or convenient as determined by the Authority and the County of Morris, such other applicable agreements that may include one or more of the Local Finance Board Application or any Sale Documents (collectively, the "Financing Documents"); and

WHEREAS, the Authority believes: (i) it is in the public interest to accomplish such purpose; (ii) said purpose is for the health, wealth, convenience or betterment of the inhabitants of the County; (iii) the amounts to be expended for said purpose are not unreasonable or exorbitant; and (iv) the proposal is an efficient and feasible means of providing services for the needs of the inhabitants of the County and will not create an undue financial burden to be placed upon the Authority or the County.

NOW THEREFORE BE IT RESOLVED by the Board of Commissioners of the Authority as follows:

Section 1. The actions of the Chairperson and the Treasurer of the Authority (including their designees, each an "Authorized Officer") in connection with the preparation and submission of the Local Finance Board Application for the purpose of

financing the Project through the issuance of the Bonds are hereby ratified and approved. The Authorized Officer shall act in consultation with the Authority's counsel, Inglesino, Pearlman, Wyciskala & Taylor, LLC, hereby confirmed to act as bond counsel to the Authority for this financing and Acacia Financial Group, hereby confirmed to act as financial advisor to the Authority for this financing (collectively, the "Consultants"), in the preparation and submission of the Local Finance Board Application. All actions taken to date by such parties in connection with the Local Finance Board Application are hereby ratified and approved. All of such parties are hereby authorized and directed to represent the Authority in matters pertaining thereto, including without limitation, the hearing to be held by the Local Finance Board relating to the Financing Documents, and the Project financed thereby required by N.J.S.A. 40A:5A-6.

Section 2. The Authorized Officers are each hereby severally authorized and directed to deliver or cause to be delivered to the governing body of the County a detailed report describing the applicable Financing Documents and the Project financed thereby, all in accordance with Section 13.

Section 3. Each Authorized Officer is hereby further authorized and directed to take all actions deemed necessary, convenient or desirable by any such Authorized Officer, in consultation with the Consultant, to obtain the resolutions of the governing body of the County contemplated by Section 13 relating to the Financing Documents and the Project financed thereby.

Section 4. Each Authorized Officer is hereby further authorized and directed to take all actions deemed necessary, convenient or desirable by any such Authorized Officer, in consultation with the Consultants, to obtain the Series 2012 County Guaranty to be given by the County pursuant to Section 37.

Section 5. The Secretary of the Authority is hereby directed to prepare and cause counsel to the Authority to file a copy of this resolution with the Local Finance Board as part of the Local Finance Board Application.

Section 6. The Local Finance Board is hereby respectfully requested to consider the Local Finance Board Application and to record its findings and recommendations as provided by N.J.S.A. 40A:5A-7 of the Local Authorities Fiscal Control Law, and as applicable, the approvals required on behalf of the Local Unit under the Public School Bond Law.

Section 7. To the extent the Bonds are issued in any year other than 2012 references herein to "2012" may without any further action be changed to the year of issuance of such Bonds.

Section 8. The Authority hereby severally authorizes its Authorized Officers and Consultant to assist the Borough of Chester in any action to be taken by the Borough of Chester with the Local Finance Board under any applicable law, as any such actions may be related to or coordinated with the Local Finance Board Application and the

transactions contemplated hereby, including without limitation the submission to the Local Finance Board on behalf of the Borough of Chester, the hearing in connection therewith and the actions of the Local Finance Board relating thereto, all relating to the Bonds.

Section 9. All actions of the Authorized Officers and the Consultants taken prior to the date of adoption hereof in connection with the Bonds, the Project or any of the foregoing transactions contemplated by this resolution are hereby ratified and approved.

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Section 10. This resolution shall take effect immediately. Notwithstanding the prior sentence, in accordance with N.J.S.A. 40:37A-50, the Secretary of the Authority is hereby authorized and directed to submit to each member of the Board of Freeholders, by the end of the fifth business day following this meeting, a copy of the minutes of this meeting. The Secretary is hereby further authorized and directed to obtain from the Clerk of the Board of Freeholders a certification from the Clerk stating that the minutes of this meeting have not been vetoed by the Director of the Board of Freeholders.

MOVED/SECONDED:

Resolution moved by Commissioner _____.

Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Pinto				
Ramirez				
Roe				
Sandman				
Bonanni				

ATTESTATION:

This Resolution was acted upon at the Regular Meeting of the Authority held on April 19, 2012 at the Authority’s principal corporate office in Morristown, New Jersey.

Attested to this 19th day of April, 2012

By: _____

Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of April 19, 2012

By: _____

**Stephen B. Pearlman, Esq.,
Counsel to the Authority**