

RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT AUTHORITY

TITLE:

**RESOLUTION OF THE MORRIS COUNTY IMPROVEMENT
AUTHORITY APPROVING AND AUTHORIZING THE
EXECUTION OF A LEASE AGREEMENT WITH ALLAIRE
HEALTHCARE GROUP FOR THE LEASE OF THE MORRIS
VIEW HEALTHCARE CENTER**

WHEREAS, the Morris County Improvement Authority (the "Authority") has been duly created by resolution of the County of Morris (the "County"), State of New Jersey (the "State") and exists in good standing as a public body corporate and politic under and pursuant to all applicable law, including the county improvement authorities law, constituting Chapter 183 of the Pamphlet Laws of 1960 of the State, as amended from time to time (codified at N.J.S.A. 40:37A-44 et seq., the "Act"); and

WHEREAS, by resolution number 32, adopted on July 27, 2016, the Board of Chosen Freeholders of the County (the "*Freeholders*"), directed the Authority to prepare and issue a request for proposals to lease the Morris View Healthcare Center, a 283 bed long-term care skilled nursing facility and sub-acute rehabilitation facility ("*Morris View*"), to an experienced, privately managed healthcare organization capable of providing nursing home services equal to or better than the County; and

WHEREAS, Morris View is housed within the Morris View Healthcare Facility, a multi-faceted healthcare facility currently owned and operated by the County (the "*Facility*"), which consists of, among other things, (i) Morris View, (ii) an adult day care center, (iii) a Head Start child care center, (iv) the Morris County Vocational School Adult Licensed Professional Nursing (LPN) program and (v) the Morris Area Paratransit System (MAPS); and

WHEREAS, on March 3, 2017, the Authority issued the "Morris County Improvement Authority Request for Proposals for Lease of the Morris View Healthcare Center" (as amended by Addendum #1 issued March 10, 2017 and Addendum #2 issued April 7, 2017, the "RFP"); and

WHEREAS, the RFP and the lease agreement contemplated therein, were reviewed by the Office of the State Comptroller and approved for release and advertisement on or about February 17, 2017; and

WHEREAS, by resolution number 17-13, adopted on March 15, 2017, the Authority established the Morris County Improvement Authority Morris View Advisory

Committee (the "Committee") to evaluate all RFP Responses (as defined herein) in accordance with the evaluation criteria set forth in the RFP and to summarize such evaluations in a report to the Authority and the Freeholders (the "Evaluation Report"); and

WHEREAS, pursuant to the terms of the RFP, eight (8) respondent organizations submitted responses to the RFP on or prior to the RFP Bid Submission Deadline of April 19, 2017 (each an "RFP Response"), including Allaire Healthcare Group, Caring Health Systems, Concord Healthcare Group, MB HealthCare, Premier Healthcare Resources, Regency Nursing & Rehab, The Homestead Group and VestraCare; and

WHEREAS, the Committee evaluated the RFP Responses in accordance with the evaluation criteria set forth in the RFP and prepared the Evaluation Report recommending that the Authority enter into lease negotiations with Allaire Healthcare Group, which Evaluation Report is on file in the office of the Secretary to the Authority and available for public inspection; and

WHEREAS, by resolution number 17-25, adopted on May 24, 2017, the Authority authorized the lease of the Facility from the County with the express understanding that the Authority would further lease Morris View, and the transfer of the license issued by the New Jersey Department of Health for the 283 long-term beds inside Morris View in connection with such lease; and

WHEREAS, by resolution number 17-22, adopted on May 24, 2017, the Authority recognized the findings of the Committee set forth in the Evaluation Report and authorized commencement of exclusive negotiations with Allaire Healthcare Group (together with any affiliate or single purpose entity created solely for the purposes contemplated herein and under the control of Allaire Healthcare Group, "*Allaire*"), with respect to an agreement to lease Morris View; and

WHEREAS, the Authority and Allaire have agreed upon the terms of a lease agreement (in the form attached hereto as Exhibit A, the "Lease Agreement") and the Lease Agreement has been presented to the Board of Commissioners for review and consideration; and

WHEREAS, the Board of Commissioners, having reviewed the Lease Agreement, desires to approve the Lease Agreement, authorize the execution of the Lease Agreement and authorize delivery of same to Allaire.

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

Section 1. The aforementioned recitals are incorporated herein as though set forth at length.

Section 2. The lease of Morris View to Allaire is hereby approved. The Chairperson of the Authority (including his designees, each an "Authorized Officer"), is hereby authorized and directed, in consultation with counsel to the Authority, to execute and deliver the Lease Agreement in the form set forth in Exhibit A attached hereto, with such additions, modifications or deletions recommended by counsel to the Authority and agreed by the parties to such Lease Agreement. The Authorized Officer's signature on the Lease Agreement shall conclusively evidence the Authority's approval of such Lease Agreement in the form as executed.

Section 3. The Secretary of the Authority is hereby authorized to attest to the execution of the Lease Agreement and affix the Authority seal onto same.

Section 4. Each Authorized Officer of the Authority is hereby authorized to take all action deemed necessary, useful or convenient in connection with the foregoing and in furtherance of the Lease Agreement.

Section 5. This resolution shall take effect in accordance with applicable law.

MOVED/SECONDED:

Resolution moved by Commissioner _____.

Resolution seconded by Commissioner _____.

VOTE:

Commissioner	Yes	No	Abstain	Absent
Gallopo				
Kovalcik				
Ramirez				
Sandman				
Bonanni				

This Resolution was acted upon at the Regular Meeting of the Authority held on June 28, 2017 at the Authority's principal corporate office in Morristown, New Jersey.

Attested to this ___ day of June, 2017

By: _____
Secretary of the Authority

FORM and LEGALITY:

This Resolution is approved as to form and legality as of June 28, 2017.

By: _____
Matthew D. Jessup, Member, McManimon, Scotland & Baumann, LLC
Counsel to the Authority
Resolution No. 17-28

EXHIBIT A

Form of Lease Agreement