

**TOMS RIVER MUNICIPAL UTILITIES AUTHORITY**

**RESOLUTION APPOINTING JOSEPH D. CORONATO, ESQ. AS CONFLICT  
COUNSEL TO NON-FAIR AND OPEN CONTRACT**

**WHEREAS**, the Authority Attorney has advised the Board of Commissioners that from time-to-time there exists a potential for conflict of interest regarding legal representation of the Toms River Municipal Utilities Authority ("TRMUA") and the TRMUA Commissioners that require the appointment of a Conflict Counsel through a non-fair and open contract in accordance with N.J.S.A. 19:44A-20.5 ; and

**WHEREAS**, N.J.S.A. 40A:11-1 et seq. requires that notice of a resolution authorizing the award of contracts for "Professional Services" without competitive bids be publicly advertised; and

**WHEREAS**, Joseph D. Coronato, Esq. is a qualified, experienced municipal services attorney who has completed a Business Entity Disclosure Certification which certifies that neither he, nor his firm, have made any reportable contributions to any political or candidate committee in the Township of Toms River in the previous one year and that the contract will prohibit them from making any reportable contributions through the term of the contract; and

**WHEREAS**, the amount of this contract shall not exceed \$17,500.00 and the Authority Chief Financial Officer has certified that funds are available for this purpose in the 2020 budget per the attached certification.

**NOW, THEREFORE, BE IT RESOLVED**, by the TRMUA Commissioners, County of Ocean, State of New Jersey, as follows:

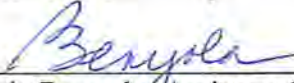
1. Joseph D. Coronato, Esq. is hereby appointed to the position of Conflict Counsel. Said appointee shall be paid on the fee basis at the rate of \$165.00 per hour for legal services. The total amount of this contract shall not exceed \$17,500.00.
2. This appointment is made without competitive bidding for "Professional Services" to be performed by a person authorized by law to practice a recognized profession.
3. A notice of this appointment shall be advertised in a newspaper of general circulation within the boundaries of the TRMUA not more than ten (10) days after the adoption of this resolution.
4. The Executive Director is authorized to execute and the Assistant Secretary to attest a Professional Services contract with Joseph D. Coronato, Esq. in connection with the aforesaid services.
5. The appointment is effective for the period March 24, 2020 through January 31, 2021.

**BE IT FURTHER RESOLVED**, that a certified copy of this Resolution be forwarded to the following:

1. Chairman and Commissioners;
2. Robert J. DiBiase, Executive Director;
3. Rosemary Rosetto, Chief Financial Officer
4. James J. Gluck, Esq., Authority Attorney;
5. Joseph D. Coronato, Esq.; and
6. All other parties in interest.

**CERTIFICATION**

I, Georgia Benyola, Assistant Secretary of the Toms River Municipal Utilities Authority, County of Ocean, State of New Jersey, hereby certify that the foregoing resolution is a true and correct copy of a resolution adopted at a Public Meeting held on March 24, 2020.

  
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Georgia Benyola, Assistant Secretary

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**TOMS RIVER MUNICIPAL UTILITIES AUTHORITY**

**RESOLUTION DECLARING AN EMERGENCY AND AWARDING A  
CONTRACT FOR SEWER AND ROADWAY REPAIRS TO MONTANA  
CONSTRUCTION CORPORATION, INC.**

**WHEREAS**, the Toms River Municipal Utilities Authority (hereinafter "TRMUA"), County of Ocean, State of New Jersey has determined that an emergency exists with regard to the health and safety of the residents, ratepayers and the general population as a result of a sewer main and roadway collapse at Windsor Avenue as a result of a failure of an 8" outside drop connection; and

**WHEREAS**, on March 2, 2020 the TRMUA Staff determined that an imminent emergent condition existed and the emergency could not reasonably have been foreseen; and

**WHEREAS**, in conjunction with the TRMUA and Ocean County Utilities Authority (OCUA), Montana Construction Corporation, Inc., 80 Contant, Lodi, NJ 07644 has the available equipment, supplies and manpower to repair the collapsed pipe and roadway; and

**WHEREAS**, Montana Construction Corporation, Inc. shall supply Business Entity Disclosure Certification which certifies that the firm has not made any reportable contributions to any political or candidate committee in the Township of Toms River in the previous one year and that the contract will prohibit them from making any reportable contributions through the term of the contract;

**NOW, THEREFORE, BE IT RESOLVED**, by the Commissioners of the Toms River Municipal Utilities Authority that an emergency contract is awarded pursuant to N.J.S.A. 40A:11-6 to Montana Construction Corporation, Inc., 3388 Route 22 West, Lodi, NJ 07644 in an amount not to exceed \$1,000,000.

**BE IT FURTHER RESOLVED**, that this contract is subject to a certification of the availability of funds from the Chief Financial Officer which is attached hereto.

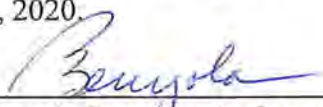
**BE IT FURTHER RESOLVED**, that the Executive Director is hereby authorized to execute, and the Assistant Secretary to attest thereto, a form of contract and any necessary and related documents pursuant to this award.

**BE IT FURTHER RESOLVED**, that a certified copy of this Resolution be forwarded to the following:

1. Chairman and Commissioners;
2. Robert J. DiBiase, Executive Director
3. Rosemary Rosetto, Chief Financial Officer
4. Montana Construction Corporation, Inc.
5. All other parties in interest.

**CERTIFICATION**

I, Georgia Benyola, Assistant Secretary of the Toms River Municipal Utilities Authority, County of Ocean, State of New Jersey, do hereby certify the forgoing to be a true and exact copy of a resolution duly adopted by the Toms River Municipal Utilities Authority at a regular meeting held on the 24th day of March, 2020.

  
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Georgia Benyola, Assistant Secretary

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TOMS RIVER MUNICIPAL UTILITIES AUTHORITY

3-24-20

RESOLUTION TO ENTER EXECUTIVE SESSION

WHEREAS, the Open Public Meetings Act provides that the TRMUA may go into Exec. Session to discuss matters that may be confidential or listed pursuant to NJSA 10:4-12; and

WHEREAS, it is recommended by the General Counsel that the TRMUA Commissioners go into Executive Session on March 24, 2020 to discuss matters set forth hereinafter which are permissible to discuss in Executive Session.

NOW THEREFORE BE IT RESOLVED that the Commissioners of the TRMUA shall go into Executive Session to discuss the following items:

**LIST**

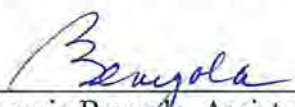
**Personnel Matters**

**Litigation/Potential Litigation**

**Contractual Matters**

I, Georgia Benyola, Assistant Secretary of the Toms River Municipal Utilities Authority, County of Ocean, State of New Jersey, do hereby certify the foregoing to be a true and correct copy of a resolution adopted by the Board of Commissions on March 24, 2020.

**IN WITNESS, WHEREOF**, I have hereunto set my hand and seal of this Authority this 24<sup>th</sup> day of March, 2020.

  
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Georgia Benyola, Assistant Secretary



**RESOLUTION AUTHORIZING THE EXECUTION AND DELIVERY OF  
LOAN AGREEMENTS TO BE EXECUTED BY THE TOMS RIVER  
MUNICIPAL UTILITIES AUTHORITY AND EACH OF THE NEW  
JERSEY INFRASTRUCTURE BANK AND THE STATE OF NEW JERSEY,  
ACTING BY AND THROUGH THE DEPARTMENT OF  
ENVIRONMENTAL PROTECTION, AND FURTHER AUTHORIZING  
THE EXECUTION AND DELIVERY OF AN ESCROW AGREEMENT,  
ALL PURSUANT TO THE NEW JERSEY INFRASTRUCTURE BANK  
FINANCING PROGRAM**

**WHEREAS**, the Toms River Municipal Utilities Authority (the "Local Unit") has determined that there exists a need within the service area of the Local Unit to acquire, construct, renovate and/or install the Project (the "Project") as defined in each of that certain Loan Agreement (the "I-Bank Loan Agreement") to be entered into by and between the Local Unit and the New Jersey Infrastructure Bank (the "I-Bank") and that certain Loan Agreement (the "Fund Loan Agreement", and together with the Trust Loan Agreement, the "Loan Agreements") to be entered into by and between the Local Unit and the State of New Jersey, acting by and through the New Jersey Department of Environmental Protection (the "State"), all pursuant to the New Jersey Infrastructure Bank Financing Program (the "Program");

**WHEREAS**, the Local Unit has determined to finance the acquisition, construction, renovation and/or installation of the Project with the proceeds of a loan to be made by each of the I-Bank (the "I-Bank Loan") and the State (the "Fund Loan", and together with the I-Bank Loan, the "Loans") pursuant to the I-Bank Loan Agreement and the Fund Loan Agreement, respectively;

**WHEREAS**, on February 26, 2019, the Local Unit adopted a resolution entitled "RESOLUTION OF THE TOMS RIVER MUNICIPAL UTILITIES AUTHORITY AUTHORIZING THE ISSUANCE AND SALE OF NOT TO EXCEED \$4,000,000 PRINCIPAL AMOUNT OF SUBORDINATED REVENUE BONDS, AND DETERMINING VARIOUS MATTERS RELATING THERETO" (the "Bond Resolution") authorizing, inter alia, the issuance of bonds in an aggregate principal amount not to exceed \$800,000 to finance the costs of the Project;

**WHEREAS**, to evidence the Loans, each of the I-Bank and the State require the Local Unit to authorize, execute and deliver the Local Unit's Subordinated Sewer Revenue Bonds, 2020 Series A to the I-Bank (the "I-Bank Loan Bond") and Subordinated Sewer Revenue Bonds, 2020 Series B to the State (the "Fund Loan Bond", and together with the I-Bank Loan Bond, the "Local Unit Bonds") in an aggregate principal amount not to exceed \$800,000 pursuant to the terms of applicable law, the Bond Resolution and the Loan Agreements; and

**WHEREAS**, the I-Bank and the State have expressed their desire to close in escrow the making of the Loans, the issuance of the Local Unit Bonds and the execution and delivery of the Loan Agreements, all pursuant to the terms of an Escrow Agreement (the "Escrow Agreement") to be entered into by and among the I-Bank, the State, the Local Unit and the escrow agent named therein.

**NOW, THEREFORE, BE IT RESOLVED** by the governing body of the Local Unit as

follows:

**Section 1.** The I-Bank Loan Agreement, the Fund Loan Agreement and the Escrow Agreement (collectively, the "Financing Documents") are hereby authorized to be executed and delivered on behalf of the Local Unit by either the Chairman, the Vice Chairman, the Executive Director or the Treasurer of the Authority (each an "Authorized Officer"), in substantially the forms attached hereto as Exhibits A, B and C, respectively, with such changes as the Authorized Officer executing same, in their respective sole discretion, after consultation with counsel and any advisors to the Local Unit (collectively, the "Local Unit Consultants") and after further consultation with the I-Bank, the State and their representatives, agents, counsel and advisors (collectively, the "Program Consultants", and together with the Local Unit Consultants, the "Consultants"), shall determine, such determination to be conclusively evidenced by the execution of such Financing Documents by an Authorized Officer as determined hereunder. The Secretary of the Local Unit is hereby authorized to attest to the execution of the Financing Documents by an Authorized Officer of the Local Unit as determined hereunder and to affix the corporate seal of the Local Unit to such Financing Documents.

**Section 2.** The Local Unit hereby authorizes the preparation and distribution of financial statements and demographic and other information concerning the Local Unit and any related government entity, if applicable, contained in a "Preliminary Official Statement" and final "Official Statement" to be issued in connection with the marketing of the I-Bank Bonds. In furtherance of such authorization, the Local Unit hereby severally directs the Authorized Officers to take such action as the particular Authorized Officer, after consultation with the Consultants, deems necessary, desirable or convenient in connection with the preparation and distribution of such information for inclusion in the Preliminary Official Statement and the final Official Statement.

**Section 3.** The Authorized Officers of the Local Unit are hereby further severally authorized to (i) execute and deliver, and the Secretary of the Local Unit is hereby further authorized to attest to such execution and to affix the corporate seal of the Local Unit to, any document, instrument or closing certificate deemed necessary, desirable or convenient by the Authorized Officers or the Secretary of the Local Unit, as applicable, in their respective sole discretion, after consultation with the Consultants, to be executed in connection with the execution and delivery of the Financing Documents and the consummation of the transactions contemplated thereby, which determination shall be conclusively evidenced by the execution of each such certificate or other document by the party authorized hereunder to execute such certificate or other document, and (ii) perform such other actions as the Authorized Officers deem necessary, desirable or convenient in relation to the execution and delivery thereof. Such closing certificates shall include, without limitation, (a) a determination that any information provided by the Local Unit in connection with the preparation and distribution of the (i) Preliminary Official Statement is "deemed final" for the purposes and within the meaning of Rule 15c2-12 and (ii) Official Statement constitutes a final Official Statement for the purposes and within the meaning of Rule 15c2-12, and (b) a determination that any information provided by or on behalf of the Local Unit or relating to the Local Unit, the Loan Agreements, the Escrow Agreement or the transactions contemplated thereby in connection with the preparation and distribution of the Preliminary Official Statement and the Official Statement complies with Section 10 and Rule 10b-5 of the Securities Exchange Act.

**Section 4.** This resolution shall take effect immediately.

**Section 5.** Upon the adoption hereof, the Secretary of the Local Unit shall forward certified copies of this resolution to James G. Fearon, Esq. of GluckWalrath LLP, bond counsel to the Local Unit, and Richard T. Nolan, Esq., McCarter & English, LLP, Bond Counsel to the Trust.

#### CERTIFICATION

I, Robert J. DiBiase, Executive Director, Secretary-Treasurer of the Toms River Municipal Utilities Authority, in the Township of Toms River, County of Ocean, hereby certify that the above is a true copy of a resolution adopted by the Toms River Municipal Utilities Authority on the 24<sup>th</sup> day of March, 2020.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of this Authority this 24<sup>th</sup> day of March, 2020.

  
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Robert J. DiBiase, Executive Director, Secretary-Treasurer



## RESOLUTION

### **RESOLUTION OF THE Toms River Municipal Utilities Authority County of Ocean, State of New Jersey Authorizing the Execution of a Schedule C Agreement With the County of Ocean for 2020**

WHEREAS, the Interlocal Services Act, N.J.S.A. 40:8a-1 et seq. authorizes the Toms River Municipal Utilities Authority to enter into a contract for the provisions of certain government services with the County of Ocean; and

WHEREAS, N.J.S.A. 40:8a requires such a contract to be authorized by resolution or ordinance; and

WHEREAS, it is the desire of the Board of Commissioners to authorize the execution of a contract with the County of Ocean for the provision of services, materials and equipment as set forth in Schedule "C" attached hereto.

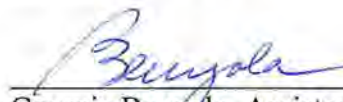
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE TOMS RIVER MUNICIPAL UTILITIES AUTHORITY, COUNTY OF OCEAN AND STATE OF NEW JERSEY, as follows:

1. That Robert DiBiase, Executive Director of the Toms River Municipal Utilities Authority is hereby authorized to execute a Schedule "C" agreement with the County of Ocean in accordance with the provisions of the law to include \$5,000.00 for the Engineering Department and \$5,000.00 for Vehicle Services, for a total sum not to exceed \$10,000.00. A copy of the said agreement is on file in the office of the Assistant Secretary and made part hereof as Schedule "C".
2. That this agreement is for the period January 1, 2020 to December 31, 2020.
3. That a copy of this Agreement referenced herein shall be kept on file and made available for public inspection in the Assistant Secretary office during normal business hours.
4. That a certified copy of this resolution shall be forwarded to the Clerk of the Ocean County Board of Chosen Freeholders, the Ocean County Road Department, the Ocean County Department of Finance, the Executive Director, the Chief Financial Officer and the Purchasing Agent.

## CERTIFICATION

I, Georgia Benyola, Assistant Secretary of the Toms River Municipal Utilities Authority, County of Ocean and State of New Jersey, do certify the foregoing to be a true and correct copy of a resolution adopted by the Board of Commissioners of the Toms River Municipal Utilities Authority at a meeting of said Commissioners on March 24, 2020.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of this Authority this 24<sup>th</sup> day of March, 2020.

  
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Georgia Benyola, Assistant Secretary

**RESOLUTION OF THE TOMS RIVER MUNICIPAL  
UTILITIES AUTHORITY AMENDING RESOLUTIONS  
AUTHORIZING THE ISSUANCE OF CERTAIN  
SUBORDINATED REVENUE BONDS AND PROJECT  
NOTES**

**WHEREAS**, the Toms River Municipal Utilities Authority (the "Authority") is a municipal utilities authority organized and existing under the provisions of the Municipal and County Utilities Authorities Law, N.J.S.A. 40:14B-1 et seq. (the "Act"); and

**WHEREAS**, the Township of Toms River (the "Township") and the Authority have previously entered into a Service Contract dated as of June 1, 1975 (the "Service Contract"), by which the Township agrees, inter alia, to pay certain "Annual Charges" to the Authority in the event the revenues of the Authority are not sufficient to pay the expenses of the Authority (including debt service on the Authority's bonds and notes); and

**WHEREAS**, on February 26, 2019, the Authority adopted (i) Resolution No. 9A-6A (the "Subordinated Bond Resolution") authorizing the issuance of not to exceed \$4,000,000 principal amount of subordinated revenue bonds and (ii) Resolution No. 9A-6B (the "Project Note Resolution") authorizing the issuance of not to exceed \$3,900,000 principal amount of project notes; and

**WHEREAS**, each of the Subordinated Bond Resolution and the Project Note Resolution authorized the undertaking and financing of certain capital projects, defined by reference to attached Exhibit C-1 and Exhibit C-2 (in the case of the Subordinated Bond Resolution), or attached Exhibit A-1 and Exhibit A-2 (in the case of the Project Note Resolution); and

**WHEREAS**, each of said Exhibit C-1 and Exhibit A-1 included various project components, including, inter alia, project components described generally as "Dig/Replace Pipe", "Lakehurst Road Force Main", "Foster Road Pipe Replacement" and "Sewer/Manhole Rehabilitation" (collectively, the "Pipes and Manholes Projects"); and

**WHEREAS**, each of said Exhibit C-2 and Exhibit A-2 included various equipment purchases, including, inter alia, the acquisition of "(ii) one replacement generator for Pump Station #10 (Homestead Run)"; and

**WHEREAS**, on June 19, 2019, the Authority issued to the NJIB its "Note Relating to the Construction Loan Financing Program of the New Jersey Infrastructure Bank (f/k/a New Jersey Environmental Infrastructure Trust)" in the principal amount of \$754,000 under the Project Note Resolution, representing an interim construction loan to finance the costs of the various equipment purchases referenced in said Exhibit A-2 (the "Construction Loan"); and

**WHEREAS**, by resolution adopted on June 25, 2019, the Authority authorized the acquisition of an additional replacement generator for Pump Station #26; and



WHEREAS, the Authority has determined that the cost of said additional replacement generator may be financed within the budget of the Construction Loan, and has accordingly requested that the NJIB permit the proceeds of the Construction Loan to be used, in part, to finance the cost of said additional replacement generator; and

WHEREAS, the loan schedules pertaining to the Construction Loan have since been amended by the NJIB, effective September 3, 2019, to include said additional replacement generator; and

WHEREAS, the Authority now desires to amend the provisions of each of the Subordinated Bond Resolution and the Project Note Resolution so as to include said additional replacement generator within the list of various equipment purchases contained in said Exhibit C-2 and Exhibit A-2, respectively; and

WHEREAS, the Authority has recently determined to undertake certain emergency repairs to the Windsor Avenue sewer line, and has determined to finance the cost thereof under the NJIB financing program; and

WHEREAS, the Authority has determined that the cost of said emergency repairs to the Windsor Avenue sewer line may be financed within the amount of short-term debt obligations that may issued under the NJIB financing program in respect of the Pipes and Manholes Projects, and has accordingly requested that the NJIB permit the proceeds of such future short-term debt obligations to be used, in part, to finance the cost of said emergency repairs to the Windsor Avenue sewer line; and

WHEREAS, the NJIB has agreed to such request, and the Authority intends to cause the loan schedules for such short-term debt obligations to reflect the addition of said emergency repairs to the Windsor Avenue sewer line and the deletion of the "Lakehurst Road Force Main" and "Foster Road Pipe Replacement" project components; and

WHEREAS, the Authority now desires to amend the provisions of each of the Subordinated Bond Resolution and the Project Note Resolution so as to include said emergency repairs to the Windsor Avenue sewer line within the description of the approved Pipes and Manholes projects contained in said Exhibit C-1 and Exhibit A-1, respectively; and

WHEREAS, the Authority also desires amend certain provisions of the Subordinated Bond Resolution and to memorialize its intent that the "declaration of official intent" contained in the resolution of the Authority adopted on December 18, 2018 extend not merely to the specific proposed project components identified therein but also to functionally similar additional or replacement project components, including the additional replacement generator for Pump Station #26 and the emergency repairs to the Windsor Avenue sewer line;

**NOW, THEREFORE, BE IT RESOLVED BY THE TOMS RIVER MUNICIPAL UTILITIES AUTHORITY, AS FOLLOWS:**

Section 1. Exhibit A-1 of the Project Note Resolution is hereby amended to add at the end thereof an additional approved purpose, to read as follows:

Emergency Repair of Windsor Avenue Sewer: Replacement of one (1) failed 25 ft deep Manhole, two (2) 48-inch diameter (48" Ø) Pipe sections, one (1) 8-inch diameter (8" Ø) Pipe section, and conversion of 8-inch (8" Ø) Outside Manhole Drop Connection to Inside Manhole Drop Connection.

Section 2. Clause (ii) of Exhibit A-2 of the Project Note Resolution is hereby amended to read as follows: "(ii) replacement generators for Pump Station #10 (Homestead Run) and Pump Station #26".

Section 3. Exhibit C-1 of the Subordinated Bond Resolution is hereby amended to add at the end thereof an additional approved purpose, to read as follows:

Emergency Repair of Windsor Avenue Sewer: Replacement of one (1) failed 25 ft deep Manhole, two (2) 48-inch diameter (48" Ø) Pipe sections, one (1) 8-inch diameter (8" Ø) Pipe section, and conversion of 8-inch (8" Ø) Outside Manhole Drop Connection to Inside Manhole Drop Connection.

Section 4. Clause (ii) of Exhibit C-2 of the Subordinated Bond Resolution is hereby amended to read as follows: "(ii) replacement generators for Pump Station #10 (Homestead Run) and Pump Station #26".

Section 5. Clause (c) of Section 502(2) of the Subordinated Bond Resolution is hereby amended to read as follows: "(c) the interest rate on any Bond shall be as determined by the I-Bank and/or the State".

Section 6. The Authority hereby memorializes its intent that the "declaration of official intent" contained in the resolution of the Authority adopted on December 18, 2018 extends not merely to the specific proposed project components identified therein but also to functionally similar additional or replacement project components, including the additional replacement generator for Pump Station #26 and the emergency repairs to the Windsor Avenue sewer line.

Section 7. This resolution shall take effect immediately.

#### Certification

I, Robert J. DiBiase, Executive Director, Secretary-Treasurer of the Toms River Municipal Utilities Authority, in the Township of Toms River, County of Ocean, hereby certify that the above is a true copy of a resolution adopted by the Toms River Municipal Utilities Authority on the 24th day of March, 2020.

IN WITNESS WHEREOF, I have hereunto set my hand and seal of this Authority this 24th day of March, 2020.

  
Robert J. DiBiase, Executive Director, Secretary-Treasurer