RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY AUTHORIZING PAYMENT OF CERTAIN COSTS AND EXPENSES OF THE AUTHORITY FOR THE MONTH OF MARCH

WHEREAS, the costs and expenses set forth on the attached list, having been reviewed and authorized for payment by the Finance Committee with the Chief Executive Officer from funds available for such purpose, are herewith presented to the Authority's Board for final approval and authorization to pay.

RECORDED VOTE:

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<th>YES</th>
<th>NO</th>
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<td>Fred M. Bado</td>
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The foregoing is a true and complete copy of a resolution of the Hudson County Improvement Authority adopted at a meeting thereof duly called and held on Wednesday, March 25, 2015.

CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
ADOPTED BUDGET RESOLUTION
2015

AUTHORITY BUDGET

HUDSON COUNTY IMPROVEMENT AUTHORITY

FISCAL YEAR PERIOD January 1, 2015 to December 31, 2015

WHEREAS, the Annual Budget and Capital Budget for the Hudson County Improvement Authority for the fiscal year period beginning January 1, 2015 and ending December 31, 2015 has been presented for approval before the Commissioners of the Hudson County Improvement Authority at its meeting of January 28, 2015; and

WHEREAS, the Annual Budget and Capital Budget as presented for adoption reflects each item of revenue and appropriation in the same amount and title as set forth in the introduced and approved budget, including all amendments thereto, if any, which have been approved by the Director of the Division of Local Government Services; and

WHEREAS, the Annual Budget as presented for adoption reflects Total Revenues of $263,214,771 (Administrative $226,824,971 and Solid Waste $36,389,800), Total Appropriations of $262,288,654 (Administrative $226,824,974 and Solid Waste $35,463,683) and No Total Unreserved Net Assets utilized; and

WHEREAS, the Solid Waste Capital Budget as presented for adoption reflects Total Appropriations of $450,000 and Utilizing Unreserved Net Assets of $450,000; and

NOW, THEREFORE BE IT RESOLVED, by the Commissioners of the Hudson County Improvement Authority, at a meeting held on February 25, 2015 that the Annual Budget and Capital Budget of the Hudson County Improvement Authority for the fiscal year period beginning January 1, 2015 and ending December 31, 2015 is hereby adopted and shall constitute an appropriation for the purposes stated; and

BE IT FURTHER RESOLVED, that the Annual Budget and Capital Budget as presented for adoption reflects each item of revenue and appropriation in the same amount and title as set forth in the introduced and approved budget, including all amendments thereto, if any, which have been approved by the Director of the Division of Local Government Services.

Carmen Lozano (Assistant Secretary)

March 25, 2015
(Date)

RECORDED VOTE:

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RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY
RENEWING A SUB-CONTRACT WITH THE COUNTY OF HUDSON
UNDER THE RYAN WHITE HIV/AIDS TREATMENT EXTENSION ACT OF
2009 AND CONTINUING THE EMPLOYMENT OF A DIRECTOR OF
HUDSON COUNTY HIV/AIDS SERVICES PLANNING COUNCIL

WHEREAS, the United States Department of Health and Human Services, through its Health Resources and Services Administration (HRSA), has notified the County of Hudson that it has been awarded an HIV Emergency Relief Grant under the Ryan White HIV/AIDS Treatment Extension Act of 2009 (Public Law 111-87) for the period of March 1, 2015 through February 29, 2016, in the amount of Two Million Five Hundred Twenty Seven Thousand and Twenty (2,527,020.00) Dollars in formula funds for distribution to various medical and social service agencies; and

WHEREAS, pursuant to a Resolution of the Hudson County Board of Chosen Freeholders Resolution No. 91-2-2015, Eighty Six Thousand, Three Hundred ($86,300.00) Dollars of said Grant has been allocated to the Hudson County Improvement Authority/Planning Council Support for the period of March 1, 2015 through February 29, 2016; and

WHEREAS, Health Resources and Services Administration (HRSA) policy dictates that the staff to the HIV/AIDS Planning Council be independent of the grantee (Hudson County) and thereby necessitating the establishment of a host (sub grantee) situation; and

WHEREAS, the County of Hudson has requested this Authority to continue to act as a sub grantee for the purposes of supplying staff assistance to the HIV/AIDS Planning Council; and

WHEREAS, the Planning Council has recommended the continued employment of Marvin W. Krieger as Director of Hudson County HIV/AIDS Service Planning Council; and

WHEREAS, funding for the staff position and all related costs to the operation are covered by the Ryan White Grant Funds awarded to the County of Hudson and there will be no cost to this Authority; and

WHEREAS, this Authority shall be allowed an administrative cost, not to exceed 5% of the grant allocation; and

WHEREAS, it is the desire of this Authority to renew the Sub grant Agreement with the County of Hudson to provide for the needed staff services for the HIV/AIDS Planning Council subject to the continued allocation of funds by the County to cover these costs; and

WHEREAS, it is the further desire of this Authority, subject to the execution of an Agreement with the County of Hudson, to continue the employment of Marvin W. Krieger at the position of Director of Hudson County HIV/AIDS Services Planning Council effective March 1, 2015, subject to the continued allocation of funds by the County to cover these costs; and

WHEREAS, the Agreement between this Authority and the County of Hudson is exempt from the bidding provisions of the Local Public Contracts Law pursuant to N.J.S.A. 40:A:11-5(2).
NOW, THEREFORE, BE IT RESOLVED by the Hudson County Improvement Authority as follows:

1. The aforesaid recitals are incorporated herein as though fully set forth at length.

2. The Chairman, Vice-Chairman, Chief Executive Office and/or the Executive Director/CFO of the Authority in consultation with the Chairman, is hereby authorized and directed to execute an Agreement with the County of Hudson to provide staff services for the HIV/AIDS Planning Council for the period of six months beginning on March 1, 2015 through February 29, 2016 subject to the continued allocation of funds by the County to cover these costs; and

3. The Authority, subject to the execution of an Agreement with the County of Hudson, hereby authorizes the continuation of employment with Marvin W. Krieger in the position of Director of Hudson County HIV/AIDS Services Planning Council effective March 1, 2015.

4. A copy of this Resolution together with a copy of the Agreement shall be forwarded to the Clerk of the Board of Chosen Freeholders for public inspection. The Resolution and the Agreement are also available for public inspection at the offices of the Authority located at 830 Bergen Avenue, 9th floor, Jersey City, New Jersey from 9:00 a.m. to 5:00 p.m.

5. This resolution shall take effect immediately.

RECORDED VOTE:

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The foregoing is a true and complete copy of a resolution of the Hudson County Improvement Authority adopted at a meeting thereof duly called and held on Wednesday, March 25, 2015.

Carmen Lozano, Assistant Secretary
(SEAL)
BOARD OF CHOSEN FREEHOLDERS
COUNTY OF HUDSON

RESOLUTION

No. 91-2-2015

On Motion of Freeholder Balmir
Seconded by Freeholder Kopicz

RYAN WHITE PART “A” FORMULA GRANT
AUTHORIZING FY2015 PARTIAL AWARD ALLOCATIONS TO
VARIOUS PROFESSIONAL SERVICES PROVIDERS
AND
PROVIDERS AWARDED THROUGH A COMPETITIVE PROCESS
MARCH 1, 2015 THROUGH FEBRUARY 29, 2016
($2,527,020.00)

WHEREAS, the United States Department of Health and Human Services through its Health
Resources and Services Administration (HRSA), has notified the County of Hudson that it has been
awarded an HIV Emergency Relief Grant under the Ryan White HIV/AIDS Treatment Extension Act of
2009 (Public Law 111-87) for the period of March 1, 2015 through February 29, 2016, in the amount of
TWO MILLION FIVE HUNDRED TWENTY SEVEN THOUSAND and TWENTY ($2,527,020.00) Dollars in
Formula funds for distribution to various medical and social service agencies; and

WHEREAS, the Hudson County Department of Health and Human Services has recommended
that said funds be distributed to the following agencies in the amounts listed below, consistent with the
guidelines developed by the HIV/AIDS Services Planning Council, for the period of March 1, 2015
through February 29, 2016, as follows:

AGENCIES

1. CarePoint Health Foundation, Inc. at Hoboken University Medical Center (HUMC)
   - Medical Case Management—General
     $360,488
   - Medical Case Management—Incarcerated Discharge
     $ 59,000

2. Jersey City Medical Center (JCMC)
   - Medical Case Management
     $368,882
   - Oral Health Care
     $ 87,090
   - Primary Medical Care (including HCV / Ophthalmic Specialists)
     $ 642,175

3. Planning Council / HCIA
   $ 86,300

4. H.C. Administration
   $ 2,000

WHEREAS, the local Public Contract Law, N.J.S.A. 40A:11-1, et. seq. permits the awarding of a
contract for professional services without public advertising for bids and requires that resolution and
terms be available for public inspection and are on file with the Clerk of this Board; and

WHEREAS, the aforesaid funding of agencies disclosed in categories 1 through 3 are not subject
to “Pay to Play” regulations as they are being awarded as professional services to not-for-profit
agencies providing medical and social services; and
WHEREAS, the Hudson County Department of Health and Human Services has recommended that funds be awarded to the following agencies in categories 5 through 6 in the amount listed below, consistent with the priorities set by the HIV/AIDS Services Planning Council, for the period of March 1, 2015 through February 29, 2016 as follows:

<table>
<thead>
<tr>
<th>Agency</th>
<th>Amount</th>
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<tbody>
<tr>
<td>5. Hyacinth AIDS Foundation</td>
<td>$24,250</td>
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<td>6. Quality Management &amp; Supportive Services – To Be Determined by RFQ</td>
<td>$175,000</td>
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<td>7. Unallocated Formula Amount</td>
<td>$721,835</td>
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<tr>
<td><strong>FY15 PARTIAL FORMULA AWARD TOTAL</strong></td>
<td><strong>$2,527,020</strong></td>
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</table>
RESOLUTION

On Motion of Freeholder __________
Seconded by Freeholder __________

WHEREAS, the foregoing medical and social service agencies in categories 5 through 6 were secured through a competitive contracting process pursuant to N.J.S.A. 40A:11-4.1et.seq., and

WHEREAS, the aforesaid funding in categories numbered 5 through 6 are not subject to “Pay to Play” regulations as they were awarded pursuant to a fair and open process; and

WHEREAS, the Director of Finance and Administration has certified in writing that funds are available for this purpose in Account No. 02-213-40-860-15-6721.

NOW, THEREFORE, BE IT RESOLVED by the Board of Chosen Freeholders of the County of Hudson, that:

1. The aforesaid recitals are incorporated herein as though fully set forth at length.

2. The Board hereby authorizes the County Executive, Thomas A. DeGise or County Administrator, Abraham Antun or Deputy County Administrator, Laurie Cotter or their lawfully appointed designee, to execute any and all documents and take any and all actions necessary to complete and realize the intent and purpose of this resolution.

3. This resolution shall take effect immediately.

<table>
<thead>
<tr>
<th>Freeholder</th>
<th>Aye</th>
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<th>N.P.</th>
<th>Freeholder</th>
<th>Aye</th>
<th>Nay</th>
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<th>N.P.</th>
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<td>Kopacz</td>
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<td>Romano</td>
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<td>Balmar</td>
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It is hereby certified that at a regular meeting of the Board of Freeholders of the County of Hudson held on the ___ day of ___, A.D. 2015, the foregoing resolution was adopted with ___ members voting in the affirmative and ___ in the negative.

APPROVED AS TO LEGAL FORM

BY:
DONATO J. Battista
Hudson County Counsel
Source: Health and Human Services
COUNTY OF HUDSON
DEPARTMENT OF HEALTH AND HUMAN SERVICES
595 COUNTY AVE., BLDG. #2
SECAUCUS, NEW JERSEY 07094

THOMAS A. De GISE
County Executive

DARICE TOON
Director

PHONE: (201) 369-5280
FAX: (201) 369-5281

March 2, 2015

Mr. Norman M. Guerra, Executive Director
Hudson County Improvement Authority (HCIA)
830 Bergen Avenue, 9th Floor
Jersey City, N.J. 07306

Dear Mr. Guerra,

Please be advised that the Hudson County Board of Chosen Freeholders, at its February 26, 2015 meeting, approved a Ryan White HIV/AIDS Treatment Extension Act Part A contract for HCIA to continue to provide host agency support to the Hudson County HIV/AIDS Services Planning Council for the first six months of FY 2015.

<table>
<thead>
<tr>
<th>Contract Allocation Amount</th>
<th>$ 86,300</th>
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<tbody>
<tr>
<td>Contract Term</td>
<td>3/1/15 through 2/29/16</td>
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<tr>
<td>Service(s) Funded in this Contract</td>
<td>Hudson County HIV/AIDS Services Planning Council Staff &amp; Activities Support</td>
</tr>
<tr>
<td>Source of Dollars</td>
<td>FORMULA PART A</td>
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This award includes six month salary and fringe benefit costs for the Planning Council’s Director, Marvin Krieger, for March 1, 2015 through August 31, 2015.

Please note that these funds are Formula Dollars; HRSA requires that at least 95% of all Formula dollars be spent by the Hudson TGA, or the County may suffer reductions in future Awards and will be ineligible for Supplemental Ryan White funds in FY 2017. Please take steps necessary to ensure HCIA’s expenditure of all of your Formula dollars.

HCIA’s executed agreement with the County’s Department of Health and Human Services should be received by the Office on AIDS in Secaucus by March 23, 2015. We appreciate HCIA’s continued support of the Planning Council. If you have questions, please do not hesitate to contact my office at 201-369-5280 x0.

Very truly yours,

Darice Toon, Director, Hudson DHHS

cc: Marvin Krieger, Planning Council Director
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY CONCERNING REVIEW OF THE FINDINGS OF THE LOCAL FINANCE BOARD MADE AT A MEETING OF SAID BOARD ON MARCH 11, 2015 IN ACCORDANCE WITH THE PROVISIONS OF N.J.S.A. 40A:5A-7 WITH RESPECT TO THE ISSUANCE OF COUNTY-GUARANTEED POOLED NOTES (LOCAL UNIT LOAN PROGRAM)

WHEREAS, the Local Finance Board (the “Board”) has issued findings in connection with a resolution (the “Resolution”) of the Hudson County Improvement Authority (the “Authority”) providing for the issuance of not to exceed $300,000,000 aggregate principal amount of the Authority’s County-Guaranteed Pooled Notes (Local Unit Loan Program) with respect to a $35,500,000 project financing on behalf of the City of Union City, the Town of Weehawken, and the Hudson County Improvement Authority on behalf of the Weehawken Special Improvement District, through the Authority’s County-Guaranteed Pooled Note Local Unit Loan Program; and

WHEREAS, N.J.S.A. 40A:5A-7 requires that the governing body of the Authority, within 45 days of receipt of the Board's findings and recommendations, certify by resolution to the Board that the members of the Authority have personally reviewed the findings and recommendations; and

WHEREAS, the members of the governing body of the Authority have personally reviewed the Board's findings on the proposed financing, as set forth in the form resolution of the Board attached hereto, as evidenced by a group affidavit of the governing body; and

WHEREAS, failure to comply with this requirement may subject the members of the Authority to the penalty provisions of R.S. 52:27BB-52; and

NOW THEREFORE, BE IT RESOLVED that the members of the Authority hereby state that the Authority has complied with the requirements of N.J.S.A. 40A:5A-6 and does hereby submit a certified copy of this resolution and the required affidavit to the Board to show evidence of compliance with N.J.S.A. 40A:5A-7.
**RECORDED VOTE:**

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The foregoing is a true and complete copy of a resolution of the Hudson County Improvement Authority adopted at a meeting thereof duly called and held on Wednesday, March 25, 2015.

CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
Group Affidavit Form

Certification of Governing Body

State of New Jersey
County of Hudson

We, the members of the governing body of the Hudson County Improvement Authority, being of full age and being duly sworn according to law, upon our oath depose and say:

1. We are duly appointed members of the Hudson County Improvement Authority.

2. We certify that, pursuant to N.J.S.A. 40A:5A-7, we have personally reviewed the form of the findings and recommendations of the Local Finance Board issued at a meeting of the Board on March 11, 2015 with respect to the proposed issuance of not to exceed $35,500,000 pooled notes of the Authority, as set forth in the form of resolution of the Board attached hereto.

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<th>Name</th>
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<th>Signature</th>
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<td>Frank Pestana</td>
<td>Chairperson</td>
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<td>James P. Doran, ED.D.</td>
<td>Vice Chairperson</td>
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<td>Stephen J. Gallo</td>
<td>Treasurer</td>
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<tr>
<td>Frank Lorenzo</td>
<td>Secretary</td>
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<td>Fred M. Bado, Esq.</td>
<td>Commissioner</td>
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<td>John A. Peneda</td>
<td>Commissioner</td>
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Sworn to and subscribed before me this 25th day of March, 2015

WILLIAM J. NETCHERT, ESQ.
Attorney at Law
State of New Jersey

37902.135  574353.1
[Note: The Corporate Secretary of the Authority shall set forth the reason for the absence of signature of any members of the governing body.]

This affidavit must be sent to the Division of Local Government Services, CN 803, Trenton, New Jersey 08625 within 45 days of receipt of the Local Finance Board's findings and recommendations on the proposed project financing.
RESOLUTION

WHEREAS, a proposed project financing has been submitted to the Local Finance Board for review pursuant to N.J.S.A. 40A:5A-6 by the officials of the Hudson County Improvement Authority (the "Authority"); and

WHEREAS, the County has created the Authority for the express purpose, among other things, of facilitating the development and financing of public facilities and development projects within the County; and

WHEREAS, pursuant to the terms of the Act, the Authority is authorized to provide public facilities, as such term is defined therein, within the County, including the financing of the acquisition of same; and

WHEREAS, the Authority is authorized by law to, among other things, make loans to any governmental unit (a "Local Unit") or person for the planning, design, acquisition, construction, equipping and furnishing of public facilities in the County and/or pooled loans for governmental units within the County in order to achieve more favorable interest rates and terms for those local governmental units (collectively, the "Projects"); and

WHEREAS, the Authority is authorized by law to finance public facilities through the acquisition of debt, including, without limitation, any notes (the "Authority Notes") issued pursuant to a resolution of the Authority entitled "Note Resolution - County-Guaranteed Pooled Notes (Local Unit Loan Program)" adopted on August 12, 2009 (the "Note Resolution"); and

WHEREAS, the Authority proposes to issue $35,500,000 aggregate principal amount of County-Guaranteed Pooled Notes, Series 2015 W (Local Unit Loan Program) and which, along with prior outstanding obligations issued pursuant to the Note Resolution, shall constitute "Authority Notes"; and

WHEREAS, through the pooled note loan program, the Authority issues its Authority Notes to purchase and/or refinance, on a pooled basis, notes of the Local Units (the "Local Unit Notes"); and

WHEREAS, pursuant to N.J.S.A. 40:37A-80, the County is authorized, upon such terms and conditions as may be agreed to by the County and the Authority, to unconditionally guaranty the punctual payment of the principal of and interest on any Authority Notes by ordinance duly adopted or by instruments or other action authorized by such ordinance; and

WHEREAS, the County shall provide assistance in the financing of the Authority Project by unconditionally guarantying the principal of and interest on the Authority Notes in one or more series, including renewals, if any, in an aggregate principal amount not exceeding $300,000,000 at such rates and such terms as approved by the Authority consistent with the exercise of its public responsibilities (the "County Guaranty"); and

WHEREAS, the County Guaranty shall be severable and applicable to the Authority Notes to the extent the proceeds of the Authority Notes are used to purchase the Local Unit Notes of each Local Unit, such that in the event of a failure of a particular Local Unit (or a series of Local Units, as the case
may be) to pay debt service for its Local Unit Notes (or their Local Unit Notes, as the case may be) to the Authority, the County Guaranty shall solely be applicable and become available for that portion of Authority Notes equivalent to the nonpayment of debt service by said Local Unit (or said Local Units, as the case may be) on its Local Unit Notes (or their Local Unit Notes, as the case may be); and

WHEREAS, the County and the Authority desire to take advantage of such Act by providing for the County Guaranty as provided herein; and

WHEREAS, in accordance with Section 13 of the Act (N.J.S.A. 40:37A-56), an improvement authority may not undertake any project for the acquisition, development or construction of a public facility or the making of agreements in connection therewith unless said project is consented to by the Board of Chosen Freeholders; and

WHEREAS, prior to the issuance of the Authority Notes, the Authority will have made a detailed report to the Board, which report will include, without limitation, this note resolution, the Authority Notes, and such other financing documents as are central to the issuance of the Authority Notes (collectively, the "Financing Documents"); and

WHEREAS, the Local Finance Board has held a hearing pursuant to N.J.S.A. 40A:5A-7 on March 11, 2015 to review the Bond Resolution; and

WHEREAS, the Local Finance Board has given consideration to those matters, to the extent applicable, as provided for by law, and has examined estimates, computations or calculations made in connection with such submissions, and has required the production of such papers, documents, witnesses or information and taken such action which it has deemed necessary for its review of such submissions.

NOW, THEREFORE, BE IT RESOLVED that the Local Finance Board does hereby make the following findings:

(a) that the project costs have been determined by reasonable and accepted methods;

(b) that the method proposed for the funding of the project costs and the proposed maximum terms and provisions of the financing and of a proposed financing agreement are not unreasonable or impractical, and would not impose an undue and unnecessary financial burden on the local inhabitants within the Authority's jurisdiction or would not materially impair the ability to pay promptly the principal of and the interest on the outstanding indebtedness thereof or to provide essential public services to the inhabitants thereof;

(c) that the proposed or maximum terms and conditions of the sale are, in light of current market conditions for obligations of similar quality, reasonable;

BE IT FURTHER RESOLVED that the Local Finance Board does not deem it necessary to make any of the recommendations with regard to this project financing which the Board is authorized to make pursuant to N.J.S.A. 40A:5A-8; and

BE IT FURTHER RESOLVED that the details of the issuance of any obligations associated with this application, as included in the term sheet (closing statement), shall be promptly provided to the Executive Secretary by forwarding a copy of said term sheet (closing statement); and
BE IT FURTHER RESOLVED that the Executive Secretary of the Local Finance Board is hereby authorized and directed to certify or to endorse such documents or instruments as may be necessary, convenient or desirable in order to carry out the purpose and provisions of the Law and this Resolution; and

BE IT FURTHER RESOLVED that pursuant to N.J.S.A. 40A:5A-7 that the governing body of the Authority shall provide the Executive Secretary within 15 days the required resolution and affidavit; and

BE IT FURTHER RESOLVED that this Resolution shall take effect immediately.

Patricia Parkin McNamara,
Executive Secretary
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY AUTHORIZING ENTRY OF A SETTLEMENT & RELEASE AGREEMENT WITH GREAT LAKES DREDGE & DOCK COMPANY, LLC RELATED TO THE LINCOLN PARK WEST PROJECT

WHEREAS, the Hudson County Improvement Authority (the “Improvement Authority”) was duly created by resolution of the Board of Chosen Freeholders of the County of Hudson (the “County”), State of New Jersey, duly adopted September 25, 1974, as a public body corporate and politic of the State of New Jersey pursuant to and in accordance with the County Improvement Authorities Law, N.J.S.A. 40:37A-44 et seq.; and

WHEREAS, the County created the Improvement Authority for the express purpose, among other things, of facilitating the development and financing of public facilities and development projects within the County; and

WHEREAS, the County is the fee simple owner of approximately 160 acres of property located along the Hackensack River near the intersection of Duncan Avenue and Routes 1 & 9 (also known as Route 440), known as Block 16002, Lot 1 in Jersey City, New Jersey (the “Lincoln Park West Site”); and

WHEREAS, pursuant to its express purpose, the Improvement Authority desired to facilitate the development of the Lincoln Park West Site with the construction of a public nine-hole golf course and closure of a landfill identified as ‘Project A’, as well as, restoration of wetlands and construction of a public walkway identified as ‘Project B’ (which collectively may also be referred to as the “Lincoln Park West Project”); and

WHEREAS, the Improvement Authority was responsible for completion of Project A and the State of New Jersey, as overseen and directed by the Department of Environmental Protection (“NJDEP”) was responsible for the completion of Project B; and

WHEREAS, Projects A and B required large quantities of fill material, in excess of 1,000,000 cubic yards, that was acquired and supplied by the Improvement Authority; and
WHEREAS, as further detailed herein, over 350,000 cubic yards of the requisite fill material was delivered to the Lincoln Park West Site by Great Lakes Dredge & Dock Company, LLC ("GLDD"), the dredging contractor for the United States Army of Corps of Engineers (the "Army Corps"), through an agreement with the Port Authority of New York and New Jersey (the "Port Authority"); and

WHEREAS, in or about 2009, the Port Authority was participating with the United States Army of Corps of Engineers (the "Army Corps") to dredge a portion of the Anchorage and Ambrose navigation channel in the lower harbor of New York (the "Harbor Deepening Project"); and

WHEREAS, the Army Corps awarded the Harbor Deepening Project to GLDD as memorialized by agreement between those two parties (the "GLDD Dredging Agreement"); and

WHEREAS, the Army Corps originally intended to place the dredged material in an area known as the Historic Area Remediation Site ("HARS") but the GLDD Dredging Agreement had an option to divert an estimated three hundred fifty-five thousand (355,000) cubic yards of HARS suitable material to a location other than the HARS (the "Subject Dredge Material"); and

WHEREAS, as the non-Federal interest pursuant to Section 101 of the Water Resources Development Act of 1986, Public Law 99-662, the Port Authority could direct the Army Corps to exercise the option and divert the Subject Dredge Material to the Lincoln Park West Site; and

WHEREAS, on or about November 2009, the Improvement Authority entered into an agreement with the Port Authority for the diversion and purchase of the Subject Dredge Material (the "Port Authority Agreement"); and

WHEREAS, in or about November 2009, in order to accept and manage the Subject Dredge Material, the Improvement Authority entered into an agreement with Persistent Construction, Inc. (the "HCIA Contractor") entitled the "Agreement to Provide Containment and Dewatering Facility Services" (the "CDF Agreement") for the Lincoln Park West Project; and

WHEREAS, following execution of the Port Authority Agreement, the Port Authority directed the Army Corps to exercise the option and the Army Corps thereafter directed GLDD to divert the Subject Dredge Material to Lincoln Park; and
WHEREAS, pursuant to the CDF Agreement, the HCIA Contractor constructed a containment and dewatering facility to accept the Subject Dredge Material at Lincoln Park West Site and secured certain equipment and personnel to manage the Subject Dredge Material upon delivery; and

WHEREAS, in or about February 2010, GLDD began delivering the Subject Dredge Material for the Lincoln Park West Project into the containment and dewatering facility; and

WHEREAS, in or about June 2010, GLDD was requested to provide emergency dredging services for construction of temporary oil spill berms in the Gulf of Mexico (the “GLDD Emergency Services”); and

WHEREAS, completion of the GLDD Emergency Services would require suspension of the delivery of the Subject Dredge Material to the Lincoln Park West Site until in or about October 2010 and extending the completion date to deliver the Subject Dredge Material to no later than December 31, 2010; and

WHEREAS, the Army Corps agreed to allow GLDD to complete the GLDD Emergency Services so long as the Improvement Authority agreed to extend the date by which it would accept delivery of the Subject Dredge Material to November/December 2010, and so long as GLDD reimbursed the Improvement Authority for costs incurred as a result of said suspension; and

WHEREAS, the Improvement Authority agreed to the temporary suspension and accept the Subject Dredge Material through the November/December 2010 timeframe and, as memorialized in a GLDD letter signed by Samuel R. Morrison and dated June 24, 2010 (the year of the letter is erroneously dated 2009), GLDD agreed to reimburse the Improvement Authority “an amount not to exceed $300,000 to cover actual costs incurred as a result of this temporary suspension”; and

WHEREAS, the Improvement Authority in fact incurred costs associated with the HCIA Contractor caused by the temporary suspension of delivery of the Subject Dredge Material; and

WHEREAS, in or about October 2010 GLDD re-initiated delivery of the Subject Dredge Material to Lincoln Park and completed said delivery prior to December 31, 2010; and

WHEREAS, the Improvement Authority and GLDD thereafter engaged in negotiations to determine the amount GLDD was required to reimburse the Improvement Authority to cover the costs incurred as a result of the temporary suspension between June and October 2010; and
WHEREAS, as a result of those negotiations, GLDD has agreed to reimburse the Improvement Authority two hundred twenty-two thousand dollars ($222,000) to cover the costs incurred as a result of the temporary suspension of delivery of the Subject Dredge Material; and

WHEREAS, as a condition of reimbursement, GLDD requires the Improvement Authority to enter into an agreement which settles, releases and indemnifies GLDD from any and all subsequent claims related to its delivery of the Subject Dredge Material to the Lincoln Park West Site (the “Settlement and Release Agreement”); and

WHEREAS, to date, neither the Improvement Authority, nor GLDD is aware of any claim filed in a court of competent jurisdiction related to the delivery of the Subject Dredge Material to the Lincoln Park West Site; and

WHEREAS, the Improvement Authority wishes to enter into a Settlement and Release Agreement with GLDD in accordance with terms and conditions described herein and accept reimbursement from GLDD in the amount of two hundred twenty-two thousand dollars ($222,000).

NOW, THEREFORE, BE IT RESOLVED BY THE HUDSON COUNTY IMPROVEMENT AUTHORITY, as follows:

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

Section 2. The Improvement Authority is hereby authorized to accept payment from GLDD in the amount of two hundred twenty-two thousand dollars ($222,000) as reimbursement of costs incurred as a result of the temporary suspension of delivery of the Subject Dredge Material to the Lincoln Park West Site.

Section 3. In consideration of GLDD’s payment of two hundred twenty-two thousand dollars ($222,000), the Improvement Authority hereby authorizes the Chief Executive Officer and/or Executive Director to negotiate, draft and/or execute a Settlement and Release Agreement with GLDD consistent with the terms and conditions recited herein.

Section 4. A copy of this Resolution shall be available for public inspection at the offices of the Authority.
Section 5.  This resolution shall take effect immediately in accordance with Law.

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The foregoing is a true and complete copy of a resolution of the Hudson County Improvement Authority adopted at a meeting thereof duly called and held on Wednesday, March 25, 2015.

CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
CERTIFICATE

I, Carmen Lozano, Assistant Secretary of The Hudson County Improvement Authority, a public body corporate and politic of the State of New Jersey, HEREBY CERTIFY, that the foregoing resolution entitled “RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY AUTHORIZING ENTRY OF A SETTLEMENT & RELEASE AGREEMENT WITH GREAT LAKES DREDGE & DOCK COMPANY, LLC RELATED TO THE LINCOLN PARK WEST PROJECT” is a true copy of an original resolution which was duly adopted by said Authority at a meeting thereof which was duly called and held on March __, 2015, 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 and affixed the seal of said Authority this 25th day of March, 2015.

[SEAL]

THE HUDSON COUNTY IMPROVEMENT AUTHORITY

By: Carmen Lozano, Assistant Secretary
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING AN AMENDMENT TO A POWER PURCHASE AGREEMENT
IN CONNECTION WITH THE AUTHORITY'S RENEWABLE ENERGY
PROGRAM

WHEREAS, the Hudson County Improvement Authority ("HCIA") has developed a
program ("Program") to provide for, among other things, the financing, design, construction,
installation, operation and maintenance of solar and other renewable energy projects
("Renewable Energy Projects") to be located on certain buildings, structures, and lands
("Facilities") owned by Hudson County ("County") and by municipalities, boards of education and
other public bodies and local government entities in the County (collectively, "Local Units"); and

WHEREAS, the City of Jersey City (the "City") took part in the initial round of the
Program; and

WHEREAS, the City's newly constructed Municipal Services Complex located at 13
Linden Avenue, Jersey City, New Jersey 07306 (the "Complex"), was not eligible for the initial
round of the Program because it was not yet completely constructed; and

WHEREAS, the City requested the HCIA to implement the Program for the Complex;
and

WHEREAS, the City and the Authority entered into a Shared Services Agreement under
which the City authorized the HCIA to undertake a procurement process pursuant to competitive
contracting provisions of the Local Public Contracts Law, N.J.S.A. 40A:11-1 et seq. (LPCL) by
issuing a "Request for Proposals for a Developer of Photovoltaic Systems for the City of Jersey
City" (the "RFP") seeking a developer ("Solar Developer") for Renewable Energy Projects" to be
located on the Complex, and for the sale of electricity to the City at reduced rates; and

WHEREAS, the Agreement also authorized the HCIA to provide the City with
construction and project management services in connection with the Renewable Energy
Projects, as well as the implementation of a PPA with the Successful Respondent (collectively,
the "Services"); and

WHEREAS, the HCIA executed a PPA with respondent Hudson Solar Energy Corp.
(HSE) pursuant to a resolution of the board dated April 23, 2014; and due to the extended
time that was necessary to successfully resolve certain due diligence issues related to the
subsequent acquisition of HSE by Sun Edison Corp., (SE), and the resolution of certain
technical issues; and

WHEREAS, in furtherance of the parties, including the City of Jersey, continuing
efforts to work cooperatively and diligently to move forward with the construction phase of the
project, therefore HCIA and the City of Jersey have reasonably agreed to the request of
HSE/SE to clarify certain terms and conditions of the PPA and acknowledge the potential
receipt of certain New Jersey Board of Public Utilities grant funds related to the battery storage component of the Renewable Energy Project.

WHEREAS, the City of Jersey City Municipal Council has already ratified the amended Power Purchase Agreement,

NOW, THEREFORE BE IT RESOLVED by the Hudson County Improvement Authority as follows:

1. The aforesaid recitals are incorporated herein as fully set forth at length.

2. The Chief Executive Officer of the HCIA is hereby authorized to execute an Amended Power Purchase Agreement with HSE/SE and the City of Jersey City reflecting the forgoing.

3. This Resolution shall be published as required by law.

4. This resolution shall take effect immediately.

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CARMEN LOZANO, ASSISTANT SECRETARY (SEAL)

1662961-1
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY AUTHORIZING AN AMENDMENT TO THE AGREEMENT WITH KEY ENVIRONMENTAL FOR DESIGN AND INSTALLATION OF MONITORING WELLS AND OTHER ENVIRONMENTAL REMEDIES - WESTERN AREA OF SEABOARD SITE

WHEREAS, Resolution No. 2-2015-8 adopted by this Board on February 25, 2015 authorized an agreement with Key Environmental for design and installation of monitoring wells and other environmental remedies at the Koppers Site; and

WHEREAS, subsequently the Authority’s Engineers and LSRP has determined that due to ongoing field operations at the Koppers Site, two DNAPL recovery wells have been damaged and require repairs and electric lines and conveyance lines for the two recovery wells have been damaged and are in need of replacement; and

WHEREAS, the Authority’s Engineers have obtained a proposal dated March 9, 2015 to Michael Sienska, Beazer East, Inc., the responsible party for the site and has reviewed the proposal and determined that the Authority should amend its agreement with Key Environmental to include the scope of work set forth in Option 3 of the proposal be selected; and

WHEREAS, the Chief Executive Officer and General Counsel of the Authority recommends that the Contract with Key Environmental be amended to include the scope of work set forth in Option 3 of the proposal referred to above at an additional cost not to exceed the amount of Thirty Seven Thousand ($37,000.00) Dollars.

NOW, THEREFORE, BE IT RESOLVED by the Hudson County Improvement Authority as follows:

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

2. The Authority hereby authorizes the Chairman, Vice-Chairman, Chief Executive Officer and/or Executive Director/CFO in consultation with the Chairman to enter into a contract amendment with Key Environmental, Inc., 200 Third Avenue, Carnegie, Pennsylvania, 15106 to perform and be responsible for the repairs of recovery wells and replacement of electric and conveyance lines for two recovery wells at an additional cost not to exceed the amount of Thirty Seven Thousand ($37,000.00) Dollars.
3. This Resolution shall take effect immediately.

4. This Resolution shall be published as required by law.

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CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT
AUTHORITY DECLARING FOUR (4) VEHICLES OWNED BY
THE HUDSON COUNTY IMPROVEMENT AUTHORITY
TO BE SURPLUS

WHEREAS, as authorized by N.J.S.A. 40A:11-36, this Authority may, by resolution
of this Board, authorize the sale of its personal property not needed for public use; and

WHEREAS, it is the determination of this Authority that certain vehicles utilized for
enforcement activities are no longer suited for the Authority's needs; and

WHEREAS, the vehicles no longer needed for enforcement activities are as
follows:

2001 White Chevrolet Van – VIN #: 1GAGG25R511234426
2005 White Dodge Durango – VIN #: 1D4HB38N55F540143
2004 Pewter GMC Yukon – VIN #: 1GKEK13V74J195323
2005 White Dodge Durango – VIN #: 1D4HB38N05F540146

NOW THEREFORE, BE IT RESOLVED, by the Hudson County Improvement
Authority as follows:

1. The aforesaid recitals are incorporated herein as though fully set forth at
length.

2. The Authority hereby declares the aforesaid vehicles surplus and authorizes
the Chief Executive Officer to dispose of the equipment in accordance with N.J.S.A.
40A:11-36.

3. Notice of this action shall be published as required by law.
4. This resolution shall take effect immediately.

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CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
142250505

NEW JERSEY - MOTOR VEHICLE SERVICES
THIS IS A RECEIPT DOCUMENT ONLY

PLATE NO: CG16896   GOOD THRU: OCT 2016   VIN: 1GAGG25R511234426

45023 44590 73060
Hudson County Improve Auth
574 Summit Ave 5Th Fl
Jersey City NJ 07306

Make: CHE
Year: 2001
Type: VAN
Model: 
Color: 
PT: CG
Mileage: 
GW: 8600
EQ: 8600
Regcd: 12
Reg R:
FD REG:
Post Audit:
Plate Fee: 
Total: 0.00
JC JC20132950266
VEHICLE REGISTRATION

PLATE NO: FVV15R
GOOD THRU: DEC 2014
VIN: 1GKEK13V74J195323

MAKE: GMC
YEAR: 2004
TYPE: WAGON
MODEL: YUK
COLOR:
PT: PA
MILEAGE:
WC: 8
EQ: 8
REGCD: 08
REG R: 71.50
PD REG:
POST AUDIT:
PLATE FEE:
TOTAL: (K) 71.50
JC JC20133650091

NEW JERSEY - MOTOR VEHICLE SERVICES
THIS IS A RECEIPT DOCUMENT ONLY

PLATE NO: FVV15R
45023 44590 73060
HUDSON COUNTY IMPROVE AUTH
574 SUMMIT AVE 5TH FL
JERSEY CITY NJ 07306

GOOD THRU: DEC 2014 VIN: 1GKEK13V74J195323

HC:

NEW JERSEY - MOTOR VEHICLE SERVICES
THIS IS A RECEIPT DOCUMENT ONLY

PLATE NO: FVV15R
45023 44590 73060
HUDSON COUNTY IMPROVE AUTH
574 SUMMIT AVE 5TH FL
JERSEY CITY NJ 07306

GOOD THRU: DEC 2014 VIN: 1GKEK13V74J195323

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GOOD THRU: DEC 2014 VIN: 1GKEK13V74J195323

HC:

NEW JERSEY - MOTOR VEHICLE SERVICES
THIS IS A RECEIPT DOCUMENT ONLY

PLATE NO: FVV15R
45023 44590 73060
HUDSON COUNTY IMPROVE AUTH
574 SUMMIT AVE 5TH FL
JERSEY CITY NJ 07306

GOOD THRU: DEC 2014 VIN: 1GKEK13V74J195323

HC:
VEHICLE REGISTRATION

PLATE NO: CG10356   GOOD THRU: 01/2017
VIN: 1D4HB38N55F540143
DOD 2005 4 DR. WT DUR WC:8  AX:2
HUDSON COUNTY IMPROVE AUTH  NO FEE VEH  12
574 SUMMIT AVE 5TH FL  DL:45023 44590 73060
JERSEY CITY  NJ 07306  RENEWAL  PT:CG
EQ: 8  FEE:  JC JC20133560096

NEW JERSEY - MOTOR VEHICLE SERVICES
THIS IS A RECEIPT DOCUMENT ONLY

PLATE NO: CG10356   GOOD THRU: JAN 2017 VIN: 1D4HB38N55F540143
45023 44590 73060  MAKE:DOD
HUDSON COUNTY IMPROVE AUTH  YEAR:2005
574 SUMMIT AVE 5TH FL  TYPE:4 DR.
JERSEY CITY  NJ 07306  MODEL:DUR
COLOR:WT
PT:CG
MILEAGE:
WC:8
EQ: 8
REGCD:12
REG R :
FD REG:
POST AUDIT:
PLATE FEE:
TOTAL:() 0.00
JC JC20133560096
PLATE NO: CG10355       GOOD THRU: JAN 2014 VIN: 1D4HB38N05F540146
45023 44590 73060       REG R: 
HUDSON COUNTY IMPROVE AUTH       FD REG: 
574 SUMMIT AVE 5TH FL       POST AUDIT: 
JERSEY CITY    NJ   07306       PLATE FEE:

MAKE:DOD
YEAR:2005
TYPE:4 DR.
MODEL:DUR
COLOR:WT
PT:CG
MILEAGE:
WC:8
EQ: 8
REGCD:12
TOTAL:() 0.00
WG JC20103550222
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT
AUTHORITY CREATING A POOL OF QUALIFIED
UNDERWRITERS FOR USE BY THE AUTHORITY IN
CONNECTION WITH FUTURE BOND ISSUES BY AND
THROUGH THE AUTHORITY

WHEREAS, the Hudson County Improvement Authority (the
"Authority") has been duly created by resolution of the Board of Chosen
Freeholders of the County of Hudson (the "County"), duly adopted
September 25, 1974, as a public body corporate and politic of the State of
New Jersey pursuant to and in accordance with the "County Improvement
Authorities Law", N.J.S.A. 40:37A-44 et seq. (the "Act"); and

WHEREAS, the Authority was reorganized by ordinance adopted by
the Board of Chosen Freeholders of the County at a meeting thereof duly
held on August 8, 1991; and

WHEREAS, pursuant to the terms of the Act, the Authority is
authorized to provide "public facilities" (as such term is defined in the Act)
within the County by lease or purchase, to construct, reconstruct and
rehabilitate improvements thereon, and to lease same; and

WHEREAS, pursuant to the above referred to Authority, the Authority
issues various Bonds in order to facilitate these public facilities as well as in
connection with other statutorily authorized purposes; and

WHEREAS, the Authority has recently published and distributed a
request for expression of qualifications to underwriters interested in and
qualified to perform underwriting services; and

WHEREAS, the Authority has received responses from and the
Authority's Financial Advisor in conjunction with the Chief Executive Officer
and Executive Director/Chief Financial Officer and General Counsel have
reviewed and recommend the approval of the following companies to serve
as underwriters for the Authority in connection with the performance of it’s
statutory powers of providing public facilities within the County, including
the financing of construction of same, as needed and as selected by the
Authority based upon the experience and expertise required for each issue
as it arises.
Barclays Capital, Inc.
Janney Montgomery Scott, LLC.
Jefferies, LLC.
Loop Capital Markets
Morgan Stanley
NW Capital Markets, Inc.
Oppenheimer & Co. Inc.
Powell Capital Markets
PNC Capital Markets, LLC.
Raymond James
RBC Capital Markets
Roosevelt & Cross, Inc.
TD Securities (USA) LLC.
Well Fargo Securities

NOW, THEREFORE, BE IT RESOLVED by the Hudson County Improvement Authority as follows:

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

2. The above providers of Underwriting Services are hereby approved as those firms designated by the Authority as qualified to perform underwriting services to the Authority.

3. A copy of this Resolution shall be forwarded to the Clerk of the Board of Chosen Freeholders for public inspection and is also available for public inspection at the offices of the Authority located at 830 Bergen Avenue, 9th floor, Jersey City, New Jersey between the hours of 9:00 a.m. and 5:00 p.m.

4. Notice of this action shall be published as required by law.
5. This Resolution shall take effect immediately.

**RECORDED VOTE:**

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<td>Fred M. Bado</td>
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<td>Oren K. Dabney, Sr.</td>
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The foregoing is a true and complete copy of a resolution of the Hudson County Improvement Authority adopted at a meeting thereof duly called and held on Wednesday, March 25, 2015.

_CARMEN LOZANO, ASSISTANT SECRETARY (SEAL)_
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY APPROVING THE EXECUTION OF THE THIRD AMENDMENT TO THE PARKING ADMINISTRATION AGREEMENT WITH HARRISON BUILDING 1 URBAN RENEWAL, LLC ET AL.

WHEREAS, in accordance with the procedures set forth in the Local Redevelopment and Housing Law, N.J.S.A. 40A:12A-1 et seq. (the “Redevelopment Law”), the Town of Harrison (the “Town”) appointed the Hudson County Improvement Authority (the “Authority”) to develop and construct a 1,440 space parking facility adjacent to the PATH station located within the Town (the “Parking Facility”); and

WHEREAS, the Parking Facility qualified as redevelopment work and the Parking Facility is a public facility within the meaning of the county improvement authorities law, N.J.S.A. 40:37A-44 et seq. (the “Improvement Authorities Law”); and

WHEREAS, on June 23, 2011, in furtherance of its operation of the Parking Facility, the Authority entered into that certain Parking Administration Agreement (the “Initial Agreement”) with Harrison Building 1 Urban Renewal, L.L.C. establishing certain terms and conditions with respect to usage of the Parking Facility by residential and retail customers; and

WHEREAS, on February 28, 2013, the Authority entered into that certain “First Amendment to Parking Administration Agreement” (the “First Amendment”) with Harrison Building 1 Urban Renewal, L.L.C. and Harrison Hotel 1 Urban Renewal, L.L.C. to reflect the use of the Parking Facility by hotel customers; and

WHEREAS, on February 6, 2014, the Authority entered into that certain “Second Amendment to Parking Administration Agreement” (the “Second Amendment”, and together with the Initial Agreement and the First Amendment, the “Parking Agreement”) with Harrison Building 1 Urban Renewal, L.L.C. and Harrison Hotel 1 Urban Renewal, L.L.C. to provide that customers of retail facilities in the hotel are eligible for parking validation, with the validation program to remain in effect for a period of five years from the execution of the Second Amendment; and

WHEREAS, the Authority wishes to further amend the Parking Agreement to: (i) provide for the addition of Harrison Building 3 Urban Renewal, LLC as an additional signatory to the Parking Agreement; (ii) reduce the minimum number of spaces to be reserved for retail tenants to thirty (30) spaces; and (iii) establish that the validation program shall end on March 1, 2020.
NOW, THEREFORE, BE IT RESOLVED BY THE BOARD OF COMMISSIONERS OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY AS FOLLOWS:

Section 1. The recitals hereto are hereby incorporated herein as if set forth at length.

Section 2. The third amendment to the Parking Agreement (the “Third Amendment,” in the form of a letter agreement) is hereby approved substantially in the form on file with the Secretary of the Authority at the Authority’s offices. The Chairman, Vice-Chairman, Chief Executive Officer and Executive Director of the Authority are each hereby authorized to execute such Third Amendment, together with such changes as deemed necessary or desirable in consultation with counsel, and the Secretary and Assistant Secretary of the Authority are each hereby authorized to impress the seal of the Authority upon the Third Amendment as executed.

Section 3. This resolution shall take effect immediately.

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\[Signature\]
CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)