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

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.

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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, July 27, 2016.

Carmen Lozano
CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY AUTHORIZING RENEWAL OF AN AGREEMENT TO PROVIDE GOVERNMENTAL AFFAIRS CONSULTING SERVICES AND INTERLOCAL AGREEMENTS FOR SHARED SERVICES WITH COUNTY OF HUDSON, HUDSON COUNTY COMMUNITY COLLEGE AND HUDSON COUNTY VOCATIONAL-TECHNICAL SCHOOL

WHEREAS, Winning Strategies Washington, LLC, 409 7th Street NW, Suite 450, Washington, DC, 20004 has been providing Governmental Relations services at the federal level on behalf of the Authority and through Interlocal Agreement for Shared Services on behalf of the County of Hudson, the Hudson County Community College and the Hudson County Vocational Technical School; and

WHEREAS, all parties concerned have determined that utilizing these services have resulted in improved opportunities to be heard and has provided each with needed advocates for inclusion of federal funded dollars in appropriate bills; and

WHEREAS, Winning Strategies Washington, LLC has agreed to provide these services in accordance with their written proposal to Norman M. Guerra, Chief Executive Officer of the Hudson County Improvement Authority dated July 21, 2016 for an amount not to exceed Ninety Six Thousand ($96,000.00) Dollars for one year term beginning July 1, 2016 and ending June 30, 2017; and

WHEREAS, the County of Hudson, the Hudson County Vocational-Technical School and the Hudson County Community College have agreed to enter into Interlocal Services Agreements with the Authority to share equally in the cost of and utilize the benefits and services to be provided by Winning Strategies Washington, LLC; and

WHEREAS, the Local Public contracts law N.J.S.A. 40A:11-1 et seq. requires that the Resolution authorizing the awarding of a Contract for professional services, without competitive bids and the Contract itself be available for public inspection; and

WHEREAS, the Executive Director/CFO has certified that sufficient funds are available for this Contract in the Authority’s 2016 Operating Budget Accounts; and

WHEREAS, Winning Strategies Washington, LLC have submitted the appropriate Business Entity Disclosure Certification required pursuant to N.J.S.A. 19:44A-20.9.

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 with Winnings Strategies Washington, LLC to provide Federal Government Relations Consulting Services for an amount not to exceed Ninety Six Thousand ($96,000.00) Dollars, inclusive of out-of-pocket expenses, subject to the availability of funds for the period of July 1, 2016 to June 30, 2017 consistent with the Local Public Contracts Law or any other law.

3. The Authority hereby authorizes the Chairman, Vice-Chairman, Chief Executive Office and/or Executive Director/CFO in consultation with the Chairman, to enter into an Interlocal Government Services Agreements with the County of Hudson, the Hudson County Community College and the Hudson County Vocational-Technical Schools whereby each of the entities will share equally in the cost of this Agreement as well as in the service provided.

4. A copy of this Resolution together with a copy of the executed Contract, 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.

5. This Resolution shall take effect immediately.

6. Notice of this action shall be published as required by 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, July 27, 2016.

CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
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 TGA-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 11-87) for the period of March 1, 2016 through February 28, 2017, in a total 
amount of Two Million, Two Hundred Fifty Eight, Four Hundred Forty Eight ($2,258,448.00) 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. 335-6-2016 and Resolution No. 336-6-2016 a total amount of One Hundred 
Seventy Five Thousand, Six Hundred ($175,600.00) Dollars of said Grant has been allocated to the 
Hudson County Improvement Authority/Planning Council Support for the period of March 1, 2016 
through February 28, 2017; 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, 2016, 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, 2016 through February 28, 2017, 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, 2016.

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.

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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, July 27, 2016.

CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT
AUTHORITY AUTHORIZING PAYMENT FOR
A SEWER CONNECTION
AT LAUREL HILL, BLOCK 5, LOT 2.03

WHEREAS, the Hudson County Improvement Authority is the lead agency on behalf of the
County of Hudson and the Hudson County Schools of Technology Board of Education for the
construction of a new Hudson County Schools of Technology and Campus in the Town of
Secaucus; and

WHEREAS, Hudson County Improvement Authority (hereinafter “HCIA”) with offices at
830 Bergen Avenue, 9th floor, Jersey City, New Jersey, has applied to the Secaucus Municipal
Utilities Authority to connect the property located at Laurel Hill, Block 5, Lot 2.03 to the
Authority’s sanitary sewer system as part of the new site of Hudson County Schools of Technology;
and

WHEREAS, the Secaucus Municipal Utilities Authority (hereinafter “Authority”) is a
public body, duly formed under the Municipal and County Utilities Authority Law, constituting
Chapter 183 of the Laws of 1957, as amended (Chapter 14B of Title 40 of the New Jersey Statutes
Annotated) and possesses the powers set forth therein; and

WHEREAS, the Secaucus Municipal Utilities Authority has determined; after a full
engineering review, that a connection fee of Eight Hundred Six Thousand, Seven Hundred Sixty Six
Dollars and Sixty Seven cents ($806,766.67) is due and has requested payment of the amount of
Four Hundred Three Thousand, Three Hundred Eighty Three Dollars and Thirty Four cents
($403,383.34) upon approval of the application for connection to the treatment plant of the Utilities
Authority; and

WHEREAS, the HCIA is desirous of moving this project as quickly as possible and is
prepared to pay the connection fee from the Bond Proceeds received in connection with this project
to be paid one half now and the remaining half on or before issuance of a Certificate of Occupancy
by the Town of Secaucus in this matter, subject to adjustment to the connection fee as calculated by
the fee applicable as of the date of connection, not the date of approval; and

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 payment of one half of the estimated sewer connection fee to the Secaucus Municipal Utilities Authority in the amount of Four Hundred Three Thousand, Three Hundred Eighty Three Dollars and Thirty Four cents ($403,383.34) immediately and a similar amount as adjusted by the rates in effect at the time of connection prior to the issuance of a Certificate of Occupancy.

3. A copy of this Resolution shall be forwarded to the Clerk of the Board of Chosen Freeholders for public inspection and will also be available for public inspection at the offices of the Authority located at 830 Bergen Avenue, 9th floor, Jersey City, New Jersey, 07306 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.

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CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING EXECUTION OF SETTLEMENT AGREEMENT AND RELEASE,
AND MATERIALS RECOVERY AGREEMENT WITH ALLEGRO SANITATION,
INC. FOR MATERIALS RECOVERY SERVICES FOR SOLID WASTE GENERATED
WITHIN HUDSON COUNTY IN ACCORDANCE WITH THE HUDSON COUNTY
DISTRICT SOLID WASTE MANAGEMENT PLAN

WHEREAS, the Solid Waste Management Act, N.J.S.A. 13:1E-1 et seq. ("Act"),
designated each of the twenty-one counties in the State of New Jersey, and the Hackensack
Meadowlands District, as solid waste management districts, and required each such district to
adopt a solid waste management plan; and

WHEREAS, the Board of Chosen Freeholders ("Freeholders") of the County of Hudson
("County") has adopted the Hudson County District Solid Waste Management Plan, as amended
from time to time (the "County Plan"); and

WHEREAS, the Hudson County Improvement Authority ("Authority") is a public body
corporate and politic of the State of New Jersey, organized pursuant to and in accordance with
the County Improvement Authorities Law, N.J.S.A. 40:37A-44 et seq., and exercises essential
governmental functions for the public health, benefit and welfare of the citizens of the County;
and

WHEREAS, the Freeholders designated the Authority as the implementing agency for
the County Plan and the Authority has been charged with implementing and recommending
updates and amendments to the County Plan from time to time, to plan, acquire, construct,
maintain and operate facilities for the processing and disposal of County solid waste and/or the
recovery of recyclable materials; and

WHEREAS, the Authority was granted a franchise in accordance with N.J.S.A.
48:13A-5 for solid waste disposal in the County by Order of the New Jersey Board of Public
Utilities issued on or about February 4, 1991; and

WHEREAS, in anticipation of the United States Supreme Court’s denial of certiorari in
Atlantic Coast Demolition and Recycling, Inc. v. Board of Chosen Freeholders of Atlantic
County, the County adopted a Plan Amendment in November 1997 that reaffirmed regulatory
waste flow, and the Plan Amendment was certified by New Jersey Department of
Environmental Protection ("NJDEP") on December 30, 1997; and
WHEREAS, in accordance with the Act and regulations promulgated thereunder, the Authority has continued to develop, implement and finance the existing Hudson County Solid Waste Management System ("County System") as included in the County Plan, premised upon regulatory waste flow control requiring all solid waste generated within the County to be delivered to the County System for disposal; and

WHEREAS, the Authority has undertaken various public procurements pursuant to the Local Public Contracts Law, N.J.S.A. 40A:11-1 et seq., in order to maintain regulatory waste flow control, and NJDEP has approved contracts enabling the Authority to continue to provide safe, adequate and proper disposal services for Solid Waste Types 10, 13, 13C, 23, 25 and 27 generated within the County, subject to regulatory flow control under the County Plan; and

WHEREAS, consistent with and in order to effectuate the State's policy to maximize recycling, the Authority has implemented a program whereby fully-permitted material recovery facilities ("MRFs") may accept certain solid waste types generated within the County for recycling and deliver the residue to the disposal facilities designated in the County Plan, subject to execution of an agreement with the Authority containing, at a minimum, the following material terms and conditions:

a) MRFs shall guarantee the delivery of all residue resulting from recycling of solid waste generated within the County and accepted at the MRF to the disposal facility designated in the County Plan.

b) All residue delivered to the designated disposal facility by or on behalf of the MRF shall be tipped at the Authority’s full tariff rate.

c) MRFs shall allow the Authority to station enforcement personnel at the MRFs to ensure compliance with the County Plan and/or the agreement, and upon reasonable notice, MRFs shall allow the Authority access to the facility’s daily records and Origination & Destination forms; and

WHEREAS, the County Plan provides that County municipalities and commercial haulers collecting solid waste generated within the County may only deliver such waste to a fully-permitted MRF that has executed an agreement with the HCIA; and

WHEREAS, by Certification, dated February 4, 2008, the Commissioner of NJDEP authorized this provision of the County Plan Update in a Certification of the August 9, 2007 amendment to the County Plan; and
WHEREAS, Allegro Sanitation, Inc. ("Allegro") is the owner of a MRF located in Secaucus, New Jersey, where it performs recycling and solid waste disposal operations in accordance with its solid waste facility permit issued by NJDEP; and

WHEREAS, Allegro has maintained that it is entitled by its Solid Waste Facility Permit to receive and perform materials recovery services on Solid Waste Type 10 generated within the County in order to remove recyclable materials; and

WHEREAS, on prior occasion, the Authority sent correspondence to Allegro directing it to cease and desist from accepting, processing and recovering recyclable materials from Solid Waste Type 10 and issued notices to commercial solid waste collectors to cease and desist from delivering Solid Waste Type 10 generated within the County to any solid waste facility other than the AERI facility in Newark, which is designated in the county Plan, and

WHEREAS, the Authority also directed Allegro to cease and desist from accepting, processing and recovering recyclable materials from solid waste generated within the County until such time as the Authority and Allegro are able to reach an accord as to the terms and conditions for the acceptance by Allegro of such solid waste; and

WHEREAS, on prior occasion pursuant to duly adopted resolution, the Authority authorized its Executive Director and counsel to pursue any and all legal remedies available in the event that they are unable to reach an accord with Allegro as to compliance with the County Plan for the delivery of Solid Waste Type 10 to the County-designated facility and for the acceptance, processing and recovery of recyclable materials from solid waste generated within the County; and

WHEREAS, on August 28, 2015, the Authority commenced an action against Allegro in the Superior Court of New Jersey, Law Division, Hudson County, Docket No. HUD-L-3599-15 ("Complaint"), and Allegro filed an Answer to the Complaint on October 23, 2015, and asserted certain counterclaims against the Authority; and

WHEREAS, after engaging in extensive discovery and motion practice, the Authority and Allegro have negotiated a settlement of the litigation and the Notices of Violations issued by the Authority; and

WHEREAS, prior to and during the pendency of the litigation, the Authority deemed it to be in its best interests and the best interests of the citizens of the County to enter into an agreement with Allegro to establish the terms and conditions for the performance of materials recovery services on solid waste generated within the County consistent with the provisions of the County Plan; and
WHEREAS, the Authority and Allegro have successfully concluded negotiations of the terms and conditions of a materials recovery agreement for the acceptance by Allegro of solid waste generated within the County; and

WHEREAS, the Authority deems it to be in its best interests to settle the litigation with Allegro by authorizing the execution of a Settlement Agreement and Release, substantially in the form attached hereto, and to also authorize the execution of a Materials Recovery Agreement, substantially in the forms attached hereto, in order to bring about full compliance with the requirements of the County Plan for the recovery of recyclable materials and disposal of solid waste generated within the County;

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

1. That the aforesaid recitals are incorporated herein as if 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 execute the Settlement Agreement and Release by and between the Authority and Allegro, in substantially the form which is attached hereto as Exhibit A, with such revisions as may be deemed necessary by General Counsel and Special Counsel, in consultation with the Chairman of the Authority.

3. The Chairman of the Authority, or the Executive Director in consultation with the Chairman of the Authority, is hereby authorized to execute the Settlement Agreement and Release on behalf of the Authority.

4. The Authority hereby approves the Materials Recovery Agreement for materials recovery services by and between the Authority and Allegro, in substantially the form which is attached hereto as Exhibit B, with such revisions as may be deemed necessary by General Counsel and Special Counsel, in consultation with the Chairman of the Authority.

5. The Chairman of the Authority, or the Executive Director in consultation with the Chairman of the Authority, is hereby authorized to execute the Materials Recovery Agreement for materials recovery services on behalf of the Authority.

6. A copy of this Resolution, together with copies of the Settlement Agreement and Release, and the Materials Recovery Agreement for materials recovery services, shall be forwarded to the Clerk of the County of Hudson, and shall also be made available for public inspection at the offices of the Authority at 830 Bergen Avenue, Ninth Floor, Jersey City, New Jersey.
7. This resolution shall take effect immediately.

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_Carmen Lozano_  
CARMEN LOZANO, ASSISTANT SECRETARY  
(SEAL)
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE NEGOTIATION AND EXTENSION OF AN EXTENSION OF LEASE WITH GREAT LAKES DOCK AND DREDGE COMPANY

WHEREAS, the Hudson County Improvement Authority (hereinafter the Authority) and Great Lakes Dock and Dredge Company, (hereinafter Great Lakes), as a result of a public process seeking processed dredge materials for the Authority’s Koppers Site, entered into a Lease Agreement dated June 2004 (the Original Lease), as amended by that

WHEREAS, the Authority and Great Lakes Dock and Dredge Company entered into a certain Lease Agreement dated June 2004 (the “Original Lease”), as amended by that certain Amendment to PDM Placement Plan signed on November 5, 2009 (the “First Amendment”) further amended by that certain Second Amendment to Lease and Payment for Leasehold Improvements signed on May 12, 2010 and as further amended by that Third Amendment authorized by Resolution No. 6-2013-6 on June 26, 2013 (the “Third Amendment”, and collectively with the Original Lease and First, Second and Third Amendment being referred to herein as the “Existing Lease”), whereby Great Lakes leased the Leased Premises at the Site (each as defined in the Original Lease”), which Site consists of a 173.34 acre parcel commonly referred to as Lots 32.01, 54, 55, 56, 60, 61 B, 61C, 62, 62R, 63, &0, 70R, 71,71R, 73 and 80, Block 287 on the Tax Map of the Township of Kearny; and

WHEREAS, Great Lakes Dock and Dredge Company with the cooperation of the Authority received in 2004 all regulatory approvals for it to construct and operate the PDM processing facility which facility was thereafter constructed; and

WHEREAS, since the execution of the Third Amendment to the Lease, the Authority has entered into a Purchase and Sale Agreement for the property which is the subject of the Lease with Morris Koppers Urban Renewal Associates, LLC; and

WHEREAS, the Purchase and Sale Agreement contains a representation on the part of the Authority that the “Lease” will not be extended without the approval of the Purchaser; and
WHEREAS, GLDD has requested from the Authority an extension of the "Lease" for a period of twelve months and Morris Koppers Urban Renewal Associates, LLC has agreed to that extension in exchange for a chance to participate in potential revenues generated during the extension of the lease; and

WHEREAS, the Authority has determined that the extension of the "Lease" for the additional term will result in an economic benefit to the Authority and thus to the citizens of Hudson County by assisting the Authority with the costs connected with continued ownership of the Koppers Site and will not interfere with the purchase of the site by Morris Koppers Urban Renewal Associates, LLC; and

WHEREAS, in order to accomplish the foregoing the Authority desires to modify and extend the term of the Original Lease with Great Lakes Dock and Dredge Company; and

WHEREAS, based on discussions between the Authority and Great Lakes Dock and Dredge Company representatives the parties are agreeable to modify and extend the Original Lease on the basis of the terms and conditions negotiated; and

WHEREAS, the Authority has determined that it has the authority to adopt this Resolution without further action or processes, including, without limitation based on the decision and findings of the Superior Court of New Jersey, Appellate Division, in Clean Earth Dredging Technologies, Inc. v. Hudson County Improvement Authority, 379 N.J. Super. 261 (NJ App. 2005), concerning the Original Lease.

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 an amendment to lease agreement substantially in accordance with the terms set forth in the term sheet agreed to by the parties.

3. Notice of this action shall be published as required by law.
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, July 27, 2016.

*CARMEN LOZANO, ASSISTANT SECRETARY (SEAL)*
RESOLUTION AUTHORIZING THE EXECUTION OF A MEMORANDUM OF UNDERSTANDING BETWEEN THE HUDSON COUNTY IMPROVEMENT AUTHORITY, NEW JERSEY TURNPIKE AUTHORITY, COUNTY OF HUDSON AND SECAUCUS BROWNFIELDS REDEVELOPMENT, LLC IN CONNECTION WITH THE REDEVELOPMENT OF THE FORMER MALANKA LANDFILL SITE

WHEREAS, Secaucus Brownfields Redevelopment, LLC (the "Developer") is the owner of certain real property in the Town of Secaucus, County of Hudson, State of New Jersey, known as the former Malanka Landfill site (the "Site") designated as Block 7, Lot 4 and Block 3, Lot 4 on the tax maps of the Town of Secaucus (the "Town"); and

WHEREAS, Developer is in the process of closing the landfill and desires to redevelop the Site consisting of, among other things, improvements to a portion of Seaview Drive, including a new signalized intersection; construction of a new roadway, including a vehicular bridge over Penhorn Creek and a vehicular overpass over the Turnpike Ramp, NJ Transit rail lines, and adjacent property owned by NJ Transit (collectively, the "Project"); and a pedestrian overpass to be constructed and operated by Developer and maintained by New Jersey Transit under a separate agreement between Developer and New Jersey Transit (which agreement shall be provided to County of Hudson and New Jersey Turnpike Authority ("NJTA") and annexed to the Definitive Agreement (as hereinafter defined) as an exhibit thereto; and

WHEREAS, Seaview Drive becomes the entrance/exit ramp for Interchange 15X of the New Jersey Turnpike ("Turnpike"), and the portion of Seaview Drive south of Penhorn Creek that would be included in and affected by the Project is under the jurisdiction of the NJTA; and

WHEREAS, NJTA, by letter dated October 17, 2014, has indicated that it has no objection to the Project; and

WHEREAS, among the conditions articulated by NJTA is that the County would be responsible for the new signalized intersection and for the maintenance of the new vehicular overpasses to be constructed as part of the Project, thereby necessitating an amendment to the Jurisdictional Agreement dated March 25, 2006 by and between the NJTA, the County, and the Town of Secaucus; and

WHEREAS, the County, by letter dated September 29, 2014, has expressed its willingness to accept jurisdiction over, and to assume the responsibility for providing maintenance for the proposed roadway and vehicular structures and signalized intersection, once construction thereof is completed at the sole cost and expense of Developer, with that acceptance being specifically conditioned upon the fact that the County costs and expenses relating to its involvement in the Project including future maintenance, costs or expenses related thereto will be at no cost or expense to the County; and
WHEREAS, the County has requested that the Hudson County Improvement Authority (the “Authority”) assist the County in connection with the implementation of the Project including, among other things, the negotiation of (i) a non-binding memorandum of understanding by and among the Developer, NJTA, the County and the Authority (collectively, the “Parties”) (the “MOU”) to establish a general framework for cooperation and information exchange to serve as a vehicle through which the Parties will openly communicate to work cooperatively on the Project, and (ii) a definitive agreement formalizing the Parties’ responsibilities as outlined in the MOU (the “Definitive Agreement”) assuring, among other things, that the Developer will pay and/or reimburse the County, as the case may be, from a secure funding source for any and all costs associated with the Project and in connection therewith, the County will adopt a resolution formalizing such request to the Authority; and

WHEREAS, in furtherance of the Authority's work in connection with the Project, including the negotiation of the MOU and the Definitive Agreement, the Developer has entered into and funded an escrow agreement to pay Authority costs and expenses relating thereto.

WHEREAS, the Parties desire to establish a general framework for cooperation and information exchange and have drafted the MOU to serve as a vehicle through which the Parties will openly communicate to work cooperatively on the Project; and

WHEREAS, on February 24, 2015, the NJTA Board of Commissioners approved the MOU and authorized the Executive Director to sign it on behalf of NJTA; and

WHEREAS, on April 23, 2015 the Hudson County Board of Chosen Freeholders approved the MOU and authorized the County Executive, County Administrator, or Deputy County Administrator to sign it on behalf of the County.

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

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

Section 2. The Authority authorizes its Chairman, Vice Chairman, Chief Executive Officer or Executive Director/CFO (each, an “Authority Officer”) to execute the MOU substantially in the form attached hereto as Exhibit A, subject to such further edit, modification, addition or deletion as such Authorized Officer shall determine in consultation with Authority professionals.

Section 3. The Authority authorizes its Authority Officer to do all things necessary, or useful and convenient, in connection with the foregoing, including, among other things, reviewing and executing term sheets, letters of intent, and other exploratory documents and authorizing Authority Professionals to negotiate the Definitive Agreement in order to effectuate the intent stated herein.
Section 4. The authorizations set forth in Sections 2 and 3 of this resolution are contingent upon the Board of Chosen Freeholders’ resolution formerly designating the Authority for the purposes referred to in the seventh Whereas clause above.

Section 5. This resolution shall be effective upon adoption.

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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, July 27, 2016.

CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)
RESOLUTION OF THE HUDSON COUNTY IMPROVEMENT AUTHORITY AUTHORIZING THE SETTLEMENT OF A TEMPORARY TAKING BY THE NJDOT OF A PORTION OF BLOCK 287, LOT 73, AS DESIGNATED ON THE TAX MAP OF THE TOWN OF KEARNY, HUDSON COUNTY, NEW JERSEY

WHEREAS, in connection with the New Jersey Department of Transportation's ("NJDOT") Route 7 Witt Penn Bridge Project ("the Project"), NJDOT has made an offer to purchase a temporary easement to be located on the property owned by the Hudson County Improvement Authority (the "Authority"), designated as Block 287, Lot 73, in the Town of Kearny, Hudson County, New Jersey ("the Property"); and

WHEREAS, pursuant to the Eminent Domain Act ("the Act") , NJDOT, by letter dated May 26, 2016, had made an offer of $198,000.00 supported by disclosed appraisal opinion as to the fair market value of the temporary private easement; and

WHEREAS, in the course of, good faith negotiations pursuant to the Act, which included direct meetings attended on behalf of the Authority, by Authority officers, Authority Special Counsel, and by the Authority's expert appraiser, with the NJDOT Acquisition Agents, Assigned Deputy Attorney Generals, and NJDOT’s appraiser, attending on behalf of NJDOT, and the parties having thereby agreed, subject to approval of the Authority's Board of Commissioners, to a settlement of the compensation to be paid by NJDOT to the Authority for the temporary easement over portions of the Property; and

WHEREAS, under the terms of settlement, a temporary easement will be granted by HCIA to NJDOT, making the Property exclusively available to NJDOT for a period of twenty (20) months ("the Easement"), for which NJDOT will pay the Authority a lump sum total of $260,000.00, ("the Settlement Payment") in furtherance of the Project, which is of vital importance to the County and its residents, that is necessitating NJDOT’s temporary use of the Property

NOW THEREFORE, BE IT RESOLVED BY THE HUDSON COUNTY IMPROVEMENT AUTHORITY AS FOLLOWS:

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

2. The Authority hereby approves the settlement of the NJDOT temporary taking and the grant of the Easement to NJDOT for the Settlement Payment, subject to the execution of an easement agreement in a form acceptable to the Chief Executive Officer, Executive Director, and General Counsel in consultation with special counsel to the Authority.
3. The Chief Executive Officer, Executive Director, General Counsel and Secretary of the Authority are, and each of them hereby is, authorized to take such actions as may be necessary or desirable to execute and deliver all documents, take all actions, and do all things necessary to effectuate this Resolution as are necessary to facilitate the transactions contemplated hereby, and to take such actions or refrain from such actions as are necessary to facilitate the transactions contemplated hereby, in consultation with, as applicable, General Counsel in consultation with special counsel to the Authority, and any and all actions taken heretofore with respect to the transactions contemplated hereby are hereby ratified and confirmed.

4. All prior actions taken by the Chief Executive Officer, Executive Director, and Secretary of the Authority in connection with the negotiation and preparation of the First Amendment are hereby ratified.

5. This Resolution shall take effect upon adoption and the aforementioned approval of the County.

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[Signature]
CARMEN LOZANO, ASSISTANT SECRETARY
(SEAL)