

BURLINGTON COUNTY BRIDGE COMMISSION

MEETING MINUTES

MARCH 18, 2019

Vice-Chairman Fattorini called the meeting to order. The Compliance Statement was read by the Commission Secretary:

“This meeting is to be conducted in accordance with notice requirements of P.L. 1975, CH. 231. A ‘Notice of Meeting’ was posted in a public place on December 14, 2018 at the entrance to the Administration Building, Headquarters of this Commission, with copies of such notice being delivered to the Camden *Courier Post* and *Burlington County Times* for publication and posted on the Burlington County Bridge Commission Website.”

Commissioners Present: Chairman John B. Comegno II (*via phone conference*)
Vice-Chairman James D. Fattorini
Commissioner Troy E. Singleton

Others Present: John D. Jeffers, Executive Director
Christine J. Nociti, Chief Financial Officer
Kathleen M. Wiseman, Secretary/Office Mgr/Mgr of Records
Anthony T. Drollas Jr., Solicitor
Elizabeth Verna, Chief of Staff
James Fletcher, Director, Projects & Engineering
Stanley Ozalis, Manager, Technical Operations
John Moore, Director, Palmyra Cove Nature Park
Michael McCarron, Director of Tolls and Tower Operations
Ellen Brennan, Manager, HR/Health Benefits
Dennis Stewart, Assistant Manager, Burlington-Bristol Bridge
Stephanie Brandt, Accounting Manager
John Zarsky, Pennoni Engineering
Miles Powell, Alaimo Group

Vice-Chairman Fattorini led the flag salute followed by a moment of silence.

APPROVAL OF THE MINUTES

Commissioner Singleton moved to approve the minutes of February 1, 2019. Vice-Chairman Fattorini seconded the motion. The motion passed unanimously.

DISBURSEMENTS LIST

Commissioner Singleton moved to approve disbursements made from February 2, 2019 through March 18, 2019 as included in the list as presented. Vice-Chairman Fattorini seconded the motion. The motion passed with the following abstentions:

Vice-Chairman Fattorini abstained from Voucher Numbers 19-00898 and 19-

00581; Commissioner Singleton abstained from Voucher Numbers 19-00898, 19-00646, 19-00890, 19-00143, 19-00144, 19-00145, 19-00730, 19-00888, 19-00668, 19-00669 and 19-00889.

Chairman Comegno invoked the Doctrine of Necessity for Voucher Number 19-00898. Chairman Comegno moved to approve and affirm Voucher Number 19-00898.

VOTE: **Yeas - Comegno**
 Abstain - Fattorini
 Singleton

EXECUTIVE DIRECTOR'S REPORT

Executive Director Jeffers asked the Commission to consider the following resolutions:

RESOLUTION NO. 2019-20

RESOLUTION AWARDING A CONTRACT TO MALAMUT & ASSOCIATES LLC. TO ACT AS SOLICITOR, GENERAL COUNSEL AND BOND COUNSEL.

WHEREAS, the Burlington County Bridge Commission ("Commission") has determined that it requires the services of a solicitor to provide legal services to the Commission including general supervision over the problems of law which concern the Commission; attendance at official Commission meetings; furnishing of such legal opinions and the rendering of such legal advice as may be requested pertaining to Commission business; the examination of certain contracts to which the Commission is or may become a party when that shall be necessary; the oversight of litigation to which the Commission may become a party; expertise in certain legal matters involving the Commission's economic development authority and initiatives, including serving as bond counsel, and such other matters as shall be assigned by the Commission; and

WHEREAS, the Commission has determined that it requires the legal advice and services of a law firm with expertise in certain legal matters involving the Commission in the areas primarily consisting of serving as the Commission's general counsel to include general representation of the Commission in matters involving its economic development authority and initiatives; providing advice and representation on matters involving: administrative, governmental, and regulatory issues; contractual and personnel matters; employment-related matters including workers' compensation, labor negotiations and collective bargaining issues; litigation matters; real estate and related matters; and insurance and related matters; and

WHEREAS, upon receipt and review of the proposals submitted in response to the RFP, it was determined that Malamut & Associates LLC. ("Malamut") submitted a proposal that provided favorable contract terms and conditions for the Commission; and

WHEREAS, this contract is being awarded through a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq.; and

WHEREAS, the Commission is satisfied that Malamut has the required knowledge and expertise to perform the requisite professional legal services; and

WHEREAS, the maximum amount of this contract is Eight Hundred Thousand Dollars (\$800,000.00), and sufficient funds are available for payment for those services as evidenced by the Certificate of Availability of Funds, attached hereto; and

WHEREAS, the Local Public Contracts Law (N.J.S.A. 40A:11-1 et seq.) requires that the resolution authorizing the award of such professional services and the contract itself must be made available for public inspection.

NOW, THEREFORE, BE IT RESOLVED by the Burlington County Bridge Commission as follows:

1. The Executive Director and Secretary of the Commission are hereby authorized to execute an Agreement with Malamut.

2. This contract is awarded through a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq.

3. The amount of the contract shall not exceed Eight Hundred Thousand Dollars (\$800,000.00), and the contract shall extend for the period of one year, from March 18, 2019 to and until March 18, 2020.

Vice-Chairman Fattorini moved to approve. Chairman Comegno seconded the motion.

VOTE:	Yeas -	Comegno
		Fattorini
	Abstain -	Singleton

RESOLUTION NO. 2019-21
RESOLUTION AMENDING THE CONTRACT WITH THE VAUGHN
COLLABORATIVE FOR ARCHITECTURAL SERVICES.

WHEREAS, the Burlington County Bridge Commission ("Commission") has determined that it requires the services of an architectural firm to prepare design plans and architectural renderings for renovations to be completed within various Commission facilities; and

WHEREAS, pursuant to Resolution No. 2016-97, the Commission entered into a contract with The Vaughn Collaborative ("TVC") to provide those professional architectural services; and

WHEREAS, the Commission has determined that additional design services are required to administer the repair and/or replacement of the Palmyra Cove Nature Building roof, replacement of existing windows and door in the Tacony-Palmyra Toll Building Cash Room, and the replacement of the Garage Bay threshold at the receiving area in the Commissions Police Building, and it is therefore necessary to increase the appropriation for such services by an additional Twenty-Six Thousand, Three Hundred Fifty Dollars (\$26,350.00).

NOW, THEREFORE, BE IT RESOLVED by the Burlington County Bridge Commission as follows:

1. The terms, conditions and duties outlined in Resolution No. 2016-97 appointing TVC are incorporated herein by reference, and for the reasons hereinabove expressed, an additional sum of Twenty-Six Thousand, Three Hundred Fifty Dollars (\$26,350.00) be and hereby is appropriated to pay the fees, expenses and costs pursuant to the existing contract between the Commission and TVC.

2. Sufficient funds are available for payment for those services as evidenced by the Certificate of Availability of Funds, attached hereto.

Vice-Chairman Fattorini moved to approve. Commissioner Singleton seconded the motion. The motion passed unanimously.

RESOLUTION NO. 2019-22

RESOLUTION AMENDING THE CONTRACT WITH MASER CONSULTING P.A. FOR CONSTRUCTION MANAGEMENT/INSPECTION SERVICES FOR THE BURLINGTON-BRISTOL BRIDGE (BRIDGE AND TOLL PLAZA) AND THE TACONY-PALMYRA BRIDGE (TOLL PLAZA) COMMERCIAL COATING REMOVAL, REHABILITATION AND PAINTING PROJECT.

WHEREAS, the Burlington County Bridge Commission ("Commission") determined that it requires the services of an engineering firm capable of performing construction inspection services of the Burlington-Bristol Bridge (Bridge and Toll Plaza) and the Tacony-Palmyra Bridge (Toll Plaza) Commercial Coating, Removal, Rehabilitation and Painting Project; and

WHEREAS, pursuant to Resolution No. 2016-53, the Commission entered into a contract with Maser Consulting P.A. ("Maser") to provide those professional engineering services; and

WHEREAS, construction progress has moved at a slower rate due to weather conditions and the United States Coast Guard temporary rule and limited lane closures creating additional delays in the construction schedule, and it is therefore necessary to

increase the appropriation for the additional construction time by an additional Four Hundred Forty-Five Thousand, Seven Hundred Eight Dollars and Seven Cents (\$445,708.07).

NOW, THEREFORE, BE IT RESOLVED by the Burlington County Bridge Commission as follows:

1. The terms, conditions and duties outlined in Resolution No. 2016-53 appointing Maser are incorporated herein by reference, and for the reasons hereinabove expressed, an additional sum of Four Hundred Forty-Five Thousand, Seven Hundred Eight Dollars and Seven Cents (\$445,708.07) be and hereby is appropriated to pay the fees, expenses and costs pursuant to the existing contract between the Commission and Maser.

2. Sufficient funds are available for payment for those services as evidenced by the Certificate of Availability of Funds, attached hereto.

Commissioner Singleton moved to approve. Vice-Chairman Fattorini seconded the motion. The motion passed unanimously.

RESOLUTION NO. 2019-23

RESOLUTION AUTHORIZING THE COMMISSION TO PARTICIPATE IN A SHARED PUBLICLY ADVERTISED REQUEST FOR QUALIFICATIONS TO CREATE A SHARED POOL OF QUALIFIED PROFESSIONALS FOR USE BY THE VARIOUS SHARED SERVICES ENTITIES.

WHEREAS, the Burlington County Bridge Commission ("Commission") places the public trust above all else, and remains steadfast in its commitment to adhering to the highest ethical standards in the conduct of its business on behalf of its users, toll payers, and the taxpayers of Burlington County; and

WHEREAS, in furtherance of those standards, the Commission instituted a competitive quality based, fair and open process for soliciting qualifications and/or proposals for professional services contracts pursuant to N.J.S.A. 19:44A-20.4 et. seq.; and

WHEREAS, the Commission has recurring needs for one or more of the following professional services including, but not limited to: evaluation and design of roads/highways, bridges, structures, traffic safety, transportation, soils, landscape, geotechnical, planning, land surveying and storm water design and/or management; environmental regulations including Federal, State, and local permitting, environmental analysis, and construction inspection and management and related matters within the purview of the Commission; and

WHEREAS, the Commission has entered into a Shared Services Agreement with

the Burlington County Board of Chosen Freeholders (hereinafter "County"), Rowan College at Burlington County, Burlington County Institute of Technology/Special Services School and Burlington County Library Commission (hereinafter "Shared Services Entities") whereby those entities agreed to share services as agreed to by the parties; and

WHEREAS, the Commission desires to utilize a shared publicly advertised Request for Qualifications ("RFQ") to create a shared pool of qualified professionals for use by the various Shared Services Entities for the years 2019-2020 with the County acting as the lead agency for the issuance of the RFQ and the creation of the pool; and

WHEREAS, the professionals selected for the pool shall be required to enter into open-ended contracts by the County, after which each Shared Service Entity may solicit proposals and enter into contracts for specified project assignments as needed by the respective entity.

NOW, THEREFORE, BE IT RESOLVED that the Burlington County Bridge Commission through the Shared Services Agreement authorizes the Burlington County Board of Chosen Freeholders, as lead agency to:

1. Prepare a competitive quality based, fair and open RFQ for professional services pursuant to N.J.S.A. 19:44A-20.4 et. seq. for use by the Shared Services Entities as required.
2. Make said RFQ available at no cost to professionals that desire to provide the required engineering services detailed therein.
3. Publish notice of the issuance and availability of said RFQ.
4. Establish a committee to review responses to the RFQ, which committee shall submit a written report to the County making recommendation as to which professionals shall be included in the Shared Services Pool of Qualified Professional Service Providers for the years 2019-2020.
5. Establish the Shared Services Pool of Qualified Professional Service Providers for the years 2019-2020 for use by the Shared Services Entities.

Vice-Chairman Fattorini moved to approve. Commissioner Singleton seconded the motion. The motion passed unanimously.

RESOLUTION NO. 2019-24
**RESOLUTION AUTHORIZING GROUP AFFIDAVIT TO
LOCAL FINANCE BOARD (2019 LEASE REVENUE
BONDS).**

WHEREAS, pursuant to the Local Authorities Fiscal Control Law, P.L. 1983, ch. 313 approved August 26, 1982, as amended (N.J.S.A. 40A:5A-1, et seq.) ("Act"), the Burlington County Bridge Commission ("Commission") submitted to the Local Finance Board for review the proposed issuance by the Commission of its Lease Revenue Bonds, Series 2019 (2012 County Leasing Program) ("Obligations"); and

WHEREAS, on February 13, 2019, the Local Finance Board issued positive findings regarding the proposed issuance of the Commission's Lease Revenue Bonds, Series 2019 (2012 County Leasing Program) and such findings are good for a period of one year; and

WHEREAS, pursuant to the Act, each member of the Commission must personally review the findings and recommendations of the Local Finance Board within forty-five (45) days of receipt, and a majority of the full membership of the Commission must execute a group affidavit to that effect.

NOW, THEREFORE, BE IT RESOLVED by the Burlington County Bridge Commission as follows:

- 1. The Secretary of the Commission shall obtain the signature of each member of this Commission on the group Affidavit attached hereto and incorporated herein by reference.
- 2. The Secretary of the Commission shall mail the duly signed group Affidavit to the Executive Secretary of the Local Finance Board, together with a certified copy of this Resolution.
- 3. This Resolution shall take effect immediately.

BURLINGTON COUNTY
BRIDGE COMMISSION

By: _____
John B. Comegno, II, Chairman

(SEAL)

Kathleen M. Wiseman, Secretary

AFFIDAVIT

STATE OF NEW JERSEY :
 :
 :ss
COUNTY OF BURLINGTON :

We, the members of the Burlington County Bridge Commission being of full age and being duly sworn according to law, upon our oath, depose and say:

We are duly appointed members of the Burlington County Bridge Commission.

We have personally reviewed the findings and recommendations of the Local Finance Board rendered at a meeting of said Board on March 18, 2019, with respect to the proposed issuance by the Commission of its Lease Revenue Bonds (2012 County Leasing Program), Series 2019.

John B. Comegno, II _____

James D. Fattorini _____

Troy E. Singleton _____

Sworn to and subscribed
before me this 18th day of March 2019.

Notary Public of New Jersey

Commissioner Singleton moved to approve. Vice-Chairman Fattorini seconded the motion. The motion passed unanimously.

RESOLUTION NO. 2019-25

SUPPLEMENTAL RESOLUTION OF THE BURLINGTON COUNTY BRIDGE COMMISSION AUTHORIZING THE ISSUANCE OF LEASE REVENUE NOTES, SERIES 2018B AND SUPPLEMENTING THE COMMISSION'S RESOLUTION ENTITLED 'RESOLUTION OF THE BURLINGTON COUNTY BRIDGE COMMISSION AUTHORIZING THE ISSUANCE OF LEASE REVENUE BONDS OR NOTES (GOVERNMENTAL LEASING PROGRAM), SERIES 2015, DULY ADOPTED ON MARCH 10, 2015, AS AMENDED AND SUPPLEMENTED ON OCTOBER 14, 2015, MARCH 15, 2016, MARCH 17, 2017, FEBRUARY 13, 2018 AND MARCH 18, 2019.

WHEREAS, the Burlington County Bridge Commission ("Commission") has been duly created by resolution of the Board of Chosen Freeholders of the County of Burlington, New Jersey ("County"), duly adopted October 22, 1948, as a public body corporate and politic of the State of New Jersey ("State") pursuant to and in accordance with the Self-Liquidating Bridges Act, constituting Chapter 17 of the Pamphlet Laws of 1934 of the

State, and the acts amendatory thereof and supplemental thereto ("Act"); and

WHEREAS, the Commission is authorized by the Act to provide within the County public facilities for use by the State, the County or any municipality in the County, or any subdivisions, departments, agencies or instrumentalities of any of the foregoing for any of their respective governmental purposes; and

WHEREAS, the Commission has the authority to issue notes pursuant to a resolution of the Commission entitled "Resolution of the Burlington County Bridge Commission Authorizing the Issuance of Lease Revenue Bonds or Notes (Governmental Leasing Program), Series 2015", duly adopted on March 10, 2015, as the same may be further amended and supplemented including by the 2015 Note Supplemental Resolution (as hereinafter defined) and this 2017B Note Supplemental Resolution (as hereinafter defined) (collectively, "Bond Resolution"); and

WHEREAS, the Bond Resolution authorized the Commission to issue not-to-exceed \$86,000,000 in Lease Revenue Bonds ("Bonds") or Lease Revenue Notes ("Notes") for the purpose of (i) temporarily or permanently financing, as the case may be, a portion of the costs the County's 2013 and 2014 Capital Budgets consisting of the construction of various infrastructure improvements (collectively "Improvements") and acquisition and installation of various items of capital equipment (collectively "Equipment" and together with the Improvements "2015 Capital Program") to be leased by the commission to the County pursuant to (x) an Improvement Lease (as hereinafter defined) and (y) an Equipment Lease (as hereinafter defined) and (ii) paying costs and expenses associated with the issuance of said Bonds or Notes.

WHEREAS, on May 5, 2015, in accordance with the Act and the Bond Resolution, the Commission issued \$29,950,000 aggregate principal amount of its Lease Revenue Notes (Governmental Leasing Program), Series 2015 ("Series 2015 Notes"), for the purpose of financing the initial costs of the 2015 Capital Program; and

WHEREAS, in connection with the issuance of the Series 2015 Notes, the Commission and the County executed an Improvement Lease and Agreement, dated May 5, 2015 ("Improvement Lease") and an Equipment Lease and Agreements, dated May 5, 2015 ("Equipment Lease" and together with the Improvement Lease "Leases"), each to finance a portion of the 2015 Capital Program, pursuant to which Leases the County agreed to make Rental Payments to the Commission to pay the principal of and interest on the Lease Revenue Notes, including the Series 2015 Notes; and

WHEREAS, the Series 2015 Notes matured on February 1, 2016; and

WHEREAS, on November 17, 2015, in accordance with the Act and a Supplemental Resolution duly adopted on October 14, 2015 ("2015 Note Supplemental Resolution"), the Commission issued \$39,870,000 aggregate principal amount of its Lease Revenue Notes (Governmental Leasing Program), Series 2015B-2 ("Series

2015B-2 Notes”), for the purpose of currently refunding the Series 2015 Notes; (ii) financing an additional \$10,000,000 of costs of construction and/or acquisition of additional Improvements and Equipment set forth in the 2015 Capital Program; and (iii) paying the costs of issuance relating to the Series 2015B-2 Notes; and

WHEREAS, to fully secure the Series 2015B-2 Notes, the commission and the County executed a First Amendment to each of the Leases, each dated November 17, 2015 (collectively “First Amendments to Leases”), to provide for the payments of Rentals by the County in connection with the issuance of the Series 2015B-2 Notes; and

WHEREAS, the Series 2015B-2 Notes matured on May 17, 2016; and

WHEREAS, on April 27, 2016, the Commission issued its \$49,870,000 Lease Revenue Notes (“Series 2016B Notes”) to temporarily refinance a \$39,870,000 portion of the Series 2015B-2 Notes and to finance \$10,000,000 in costs of construction and/or acquisition of additional Improvements and Equipment set forth in the 2015 Capital Program; and

WHEREAS, to fully secure the Series 2016B Notes, on April 27, 2016, the Commission and the County executed a Second Amendment to each of the Leases to provide for the payments of Rentals by the County in connection with the issuance of the Series 2016B Notes; and

WHEREAS, the Series 2016B Notes mature on April 26, 2017; and

WHEREAS, on April 25, 2017, the Commission issued its \$49,870,000 Lease Revenue Notes (“Series 2017B Notes”) to temporarily refinance a \$49,870,000 portion of the Series 2016B Notes and to finance \$2,500,000 in costs of construction and/or acquisition of additional Improvements and Equipment set forth in the 2015 Capital Program; and

WHEREAS, to fully secure the Series 2017B Notes, on April 25, 2017, the Commission and the County executed a Third Amendment to each of the Leases to provide for the payments of rentals by the County in connection with the issuance of the Series 2017B Notes; and

WHEREAS, the Series 2017B Notes mature on April 24, 2018; and

WHEREAS, in 2018, the County requested the Commission to issue \$29,155,000 Lease Revenue Bonds (“Series 2018 Bonds”) to (i) permanently finance a \$30,000,000 portion of the Series 2017B Notes used to pay for the projects completed (“Permanent Financed Capital”) and (ii) pay the costs of issuance relating to the Series 2018 Bonds; and

WHEREAS, on April 23, 2018, the Commission issued its \$32,370,000 Lease

Revenue Notes, Series 2018B, (as described further below, the "Series 2018B Notes") for the purpose of (i) refunding a portion of the Commission's Series 2017B Notes on a current basis, (ii) financing \$10,000,000 in additional costs of construction of the Improvements and acquisition and installation of additional items of Equipment ("2018B Capital Program") and (iii) paying the costs and expenses associated with the issuance of the Series 2019B Notes ("2018B Project"), and

WHEREAS, to fully secure the Series 2018 Bonds and the Series 2018B Notes, on April 23, 2018, the Commission and the County executed a Fourth Amendment to each of the Leases and a Fifth Amendment to each of the Leases to provide for the payments of Rentals by the County in connection with the issuance of the Series 2018 Bonds and Series 2019B Notes, respectively; and

WHEREAS, the Series 2018B Notes mature on April 22, 2019; and

WHEREAS, at the request of the County, the Commission desires to authorize the issuance of its not to exceed \$45,650,000 Lease Revenue Notes, Series 2019B ("Series 2019B Notes") to (i) temporarily refinance the Commission's \$32,370,000 Series 2019B Notes (ii) to finance \$13,000,000 in additional costs of construction of the Improvements and acquisition and installation of additional items of Equipment ("2019B Capital Program") and (iii) paying the costs and expenses associated with the issuance of the Series 2019B Notes ("2019B Project"), and

WHEREAS, the Commission desires to authorize a Sixth Amendment to the Leases to provide for the payments of Rentals by the County in connection with the issuance of the Series 2019B Notes; and

WHEREAS, payment of the principal of and interest on the Series 2019B Notes will be payable from Rental Payments to be made by the County under the terms of the Leases, as further amended by the Sixth Amendments to the Leases.

NOW, THEREFORE, BE IT RESOLVED by the Burlington County Bridge Commission as follows:

ARTICLE I

DEFINITIONS AND INTERPRETATION

Section 101. Short Title. This supplemental resolution may hereinafter be cited by the Commission, and is hereinafter sometimes referred to, as "2019B Supplemental Note Resolution".

Section 102. Authorization for 2019B Supplemental Note Resolution. This 2019B Supplemental Note Resolution further supplements the Resolution, as amended and supplemented by the 2015 Supplemental Resolution, and is authorized by, and is adopted pursuant to, the provisions of the Act and Sections 1101 of the Resolution.

Section 103. Certain Definitions. Capitalized terms used but not specifically defined herein and in the recitals hereto shall, unless the context clearly requires otherwise, have the meanings that are ascribed to such terms in the Resolution.

ARTICLE II

AUTHORIZATION OF SERIES 2019B NOTES

Section 201. Authorization of Series 2019B Notes. Pursuant to and in accordance with the provisions of Section 201 of the Resolution, the Commission hereby authorizes the issuance of a series of Lease Revenue Notes, in an aggregate principal amount not-to-exceed \$45,650,000, in order to pay: (i) the costs of refinancing a \$32,370,000 portion of the Series 2018B Notes; (ii) to finance \$13,000,000 to fund the 2019B Capital Program; and (iii) paying the costs of issuance relating to the Series 2019B Notes. The Series 2019B Notes shall be designated "Lease Revenue Notes (Governmental Leasing Program), Series 2019."

Section 202. Terms of Series 2019B Notes. (a) The Series 2019B Notes shall be dated their date of issuance, shall mature and shall bear interest at such rate of interest per annum as shall be determined by the Series Certificate delivered prior to the authentication and delivery upon original issuance of the Series 2019B Notes. The Series Certificate may contain such other terms and provisions with respect to the Series 2019B Notes that are not established by the terms of the Resolution or by the terms hereof and that are not inconsistent with the provisions thereof and hereof.

(b) The Series 2019B Notes shall be issued in fully registered form in the par amount of the Series 2019B Notes. Unless the Commission shall otherwise direct the Registrar, the Series 2019B Notes shall be lettered and numbered R-1 and/or such other letter or letters as determined by the Trustee prefixed to the number. Subject to the provisions of this 2019B Supplemental Note Resolution, the form of the Series 2019B Notes and the Trustee's certificate of authentication shall be substantially in the form set forth in Sections 1401 and 1402 of the Resolution.

(c) The Series 2019B Notes shall be dated, and shall bear interest from the dated date thereof as shall be established in the Series Certificate, except as otherwise provided in Section 301 of the Resolution. The Series 2019B Notes shall mature on the date and in the Principal Amount, and shall bear interest payable on the Note Payment Date at the rate per annum set forth in the Series Certificate relating thereto.

Section 203. Application of Proceeds of Series 2019B Notes. The proceeds from the sale of the Series 2019B Notes shall be applied by the Trustee, upon receipt, in the manner set forth in Section 201 hereof and as may be further set forth in the Series Certificate.

Section 204. Sale of Series 2019B Notes. (a) Pursuant to and in accordance with the terms of the Resolution, as further amended and supplemented by the 2015 Supplemental Resolution, the Commission hereby determines that the Authorized Commission Representatives are authorized to sell and to award the Series 2019B Notes on behalf of the Commission to the purchaser thereof, including the power to determine, among other things, (a) the amount of the Series 2019B Notes to be issued, in an amount not-to-exceed the amount of the Series 2019B Notes that are authorized to be issued pursuant to the terms of Section 201 hereof, (b) the time and manner of sale of the Series 2019B Notes, (c) the maturity date of the Series 2019B Notes (subject to the limitations contained below and in Section 202 hereof) and the provisions pertaining to redemption, if any, of the Series 2019B Notes, (d) the rate of interest for the Series 2019B Notes, and (e) such other terms and conditions as may be necessary or related to the sale of the Series 2019B Notes, and the Authorized Commission Representatives are hereby authorized to determine the details of and execute a contract of purchase or other similar document, if any, in connection with the sale of the Series 2019B Notes (the "Purchase Contract"). The Authorized Commission Representatives are hereby authorized to award the Series 2019B Notes to the purchaser or purchasers thereof. Such award shall be evidenced by the execution of a Purchase Contract and a Series Certificate.

(b) The Purchase Contract, if any, and the Series Certificate shall determine the terms and conditions relating to the sale of the Series 2019B Notes, including the maturity date for the Series 2019B Notes, the rate of interest to be borne by the Series 2019B Notes and the Underwriter's discount, if any, that is payable to the Underwriter in connection with the sale of the Series 2019B Notes; provided, however, that without the further authorization of the Commission, the final maturity date for the Series 2019B Notes shall be not later than one year from the Date of Issue, the rate of interest (or the net interest rate in the event that the Series 2019B Notes are issued as fixed interest rate obligations) or the initial rate of interest (in the event the Series 2019B Notes bear interest at a variable rate of interest), as the case may be, to be borne by the Series 2019B Notes shall not exceed four percent (4.00%) per annum, and the Underwriter's discount for the Series 2019B Notes shall not exceed \$2.50 per \$1,000 principal amount of the Series 2019B Notes. The Purchase Contract and the Series Certificate shall contain such other terms and conditions as shall be deemed necessary in connection with the sale of the Series 2019B Notes.

(c) Any Authorized Commission Representative is also authorized to accept terms and conditions relating to the Series 2019B Notes required as a condition to the issuance thereof and to make such necessary changes in this 2019B Supplemental Note Resolution to reflect such terms and conditions as such Authorized Commission Representative deems necessary and appropriate with the advice of Bond Counsel and to set forth such provisions in the Series Certificate.

(d) The sale and award of the Series 2019B Notes by the Authorized Commission Representatives shall be evidenced by the execution of the Purchase Contract and the Series Certificate as of the date of the sale and award of the Series

2019B Notes, and the Series Certificate shall be presented to the members of the Commission at the next regular meeting of the Commission following such sale and award as evidence of the terms and details of the sale of the Series 2019B Notes.

(e) The Commission's Bond Counsel and Financial Advisor and the Underwriter are hereby authorized to prepare and distribute a Preliminary Official Statement on behalf of the Commission in connection with the sale of the Series 2019B Notes. The form and content of such Preliminary Official Statement shall, prior to the distribution thereof, be approved by the Commission, or by any Authorized Commission Representative, as the case may be, acting on behalf of the Commission. Subsequent to obtaining such approval, the Preliminary Official Statement may be revised, if necessary, and may contain additional terms and information relating to the sale of the Series 2019B Notes, the Series 2018A Notes and the Series 2018 Bonds; provided, however, that the form and content of such revised Preliminary Official Statement shall have been previously approved by the Commission, or by any Authorized Commission Representative, as the case may be, acting on behalf of the Commission, prior to the distribution thereof.

(f) The Chairman or the Vice Chairman of the Commission is each hereby authorized to execute the final Official Statement and such officers, including the Chairman or the Vice Chairman, the Executive Director, the Secretary, the Treasurer and any other Authorized Commission Representative, shall execute any closing documents which are required to be executed in connection with the delivery of the Series 2019B Notes. Any actions which are not determined by this 2019B Supplemental Note Resolution or any other resolution of the Commission duly adopted prior to the authentication and delivery of the Series 2019B Notes shall be determined by an Authorized Commission Representative.

(g) The Chairman, Vice Chairman, Secretary and any other Authorized Commission Representative, be, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this 2018B Note Supplemental Resolution, the Leases (as further amended by the Sixth Amendments to the Leases), the Preliminary Official Statement, the Official Statement and the Purchase Contract and for the authorization, sale and issuance of the Series 2019B Notes. The execution by such Officers of any such documents with such changes, insertions or omissions as shall be approved by the Commission's Chairman or Vice Chairman in consultation with the Commission's Bond Counsel shall be conclusive evidence of the approval of such changes, insertions or omissions and no further ratification or other actions by the Commission members shall be required with respect thereto.

Section 205. Amendments to Leases. (a) The Sixth Amendments to Improvement Lease, substantially in the form set forth on the draft on file with the Commission's Executive Director and General Counsel, together with such changes as

may be required for such amendment to be effective in the opinion of General Counsel, is hereby approved. An Authorized Commission Representative is hereby authorized to execute the same on behalf of the Commission and the Secretary is hereby directed to seal and attest this document. Upon due execution by the Commission and the County, Exhibit A and Exhibit B of the Improvement Lease Agreement are hereby deleted in their entirety and replaced by Exhibit A and Exhibit B attached to the Sixth Amendment to Improvement Lease, and all references in the Improvement Lease Agreement to Exhibit A or Exhibit B shall be references to Exhibit A or Exhibit B, respectively, attached to the Sixth Amendment to Improvement Lease.

(b) The Sixth Amendment to Equipment Lease, substantially in the form set forth on the draft on file with the Commission's Executive Director and General Counsel, together with such changes as may be required for such amendment to be effective in the opinion of General Counsel, is hereby approved. An Authorized Commission Representative is hereby authorized to execute the same on behalf of the Commission and the Secretary is hereby directed to seal and attest this document. Upon due execution by the Commission and the County, Exhibit A of the Equipment Lease Agreement is hereby deleted in its entirety and replaced by Exhibit A attached to the Sixth Amendment to Equipment Lease, and all references in the Equipment Lease Agreement to Exhibit A shall be references to Exhibit A attached to the Sixth Amendment to Equipment Lease.

ARTICLE III MISCELLANEOUS

Section 301. Supplemental Resolutions; Amendment of 2019B Supplemental Note Resolution. At any time or from time to time, a Supplemental Resolution of the Commission may be adopted for the purpose of further supplementing or amending the Resolution or amending or supplementing this 2019B Supplemental Note Resolution, in each case upon the terms and conditions set forth in Article XI of the Resolution. Notwithstanding the foregoing, the authorization of the issuance and sale of any of the Series 2019B Notes may be modified or rescinded at any time prior to the issuance or sale thereof by resolution duly adopted by the Commission.

Section 302. Severability of Invalid Provisions. If any one or more of the provisions, covenants or agreements in this 2019B Supplemental Note Resolution on the part of the Commission or any fiduciary to be performed should be contrary to law, then such provision or provisions, covenant or covenants, or agreement or agreements shall be deemed separable from the remaining provisions, covenants and agreements and shall in no way affect the validity of the other provisions of this 2019B Supplemental Note Resolution or of the Series 2019B Notes.

Section 303. Successors and Assigns. Whenever in this 2019B Supplemental Note Resolution the Commission is named or referred to, it shall, and shall be deemed to, include its successors and assigns, whether so expressed or not. All of the covenants,

stipulations, obligations and agreements by or on behalf of, and other provisions for the benefit of, the Commission contained in this 2019B Supplemental Note Resolution shall bind and inure to the benefit of such successors and assigns and of any officer, board, commission, authority, agent or instrumentality to whom or to which there shall be transferred by or in accordance with law any right, power or duty of the Commission or of its successors or assigns, the possession of which is necessary or appropriate in order to comply with any such covenants, stipulations, obligations, agreements or other provisions of this 2019B Supplemental Note Resolution.

Section 304. No Recourse on Series 2019B Notes. No recourse shall be had for the payment of the principal or redemption price of or interest on the Series 2019B Notes or for any claim based thereon or on the Resolution or this 2019B Supplemental Note Resolution against any member, commissioner or other officer of the Commission or any person executing the Series 2019B Notes. The Series 2019B Notes are not and shall not be in any way a debt or liability of the State or of any political subdivision thereof (other than the Commission, to the limited extent set forth in the Resolution and this 2019B Supplemental Note Resolution, and the County, to the extent set forth in the Leases (as further amended by the Sixth Amendments to the Leases)), and do not and shall not create or constitute any indebtedness, liability or obligation of the State or of any political subdivision thereof (other than the Commission, to the limited extent set forth in the Resolution and this 2019B Supplemental Note Resolution, and the County, to the extent set forth in the Leases (as further amended by the Sixth Amendment to the Lease Agreements)), either legal, moral or otherwise. The Commission has no taxing power.

Section 305. Incorporation of Resolution by Reference. All other provisions of the Resolution, as heretofore amended and supplemented, are incorporated by this reference, as if the same were set forth in full herein, and such provisions shall remain in full force and effect.

Section 306. 2019B Supplemental Note Resolution to Constitute a Contract; Governing Law. This 2019B Supplemental Note Resolution shall be deemed to be a contract made under the laws of the State, and for all purposes shall be construed in accordance with the laws of the State.

Section 307. Effective Date. In accordance with the terms of Section 1101 of the Resolution, this 2019B Supplemental Note Resolution shall be fully effective in accordance with its terms upon the filing with the Trustee of a copy of this 2019B Supplemental Note Resolution, certified by an Authorized Commission Representative.

RECORDED VOTE

<u>NAME</u>	<u>AYE</u>	<u>NO</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
John B. Comegno II	X			
James D. Fattorini	X			
Troy E. Singleton	X			

The foregoing is a true copy of a resolution adopted by the governing body of the Burlington County Bridge Commission on March 18, 2019.

Kathleen M. Wiseman, Secretary

03/18/2019

Date

[SEAL]

Vice-Chairman Fattorini moved to approve. Commissioner Singleton seconded the motion. The motion passed unanimously.

RESOLUTION NO. 2019-26

SUPPLEMENTAL RESOLUTION OF THE BURLINGTON COUNTY BRIDGE COMMISSION SUPPLEMENTING THE COMMISSION'S RESOLUTION ENTITLED "RESOLUTION OF THE BURLINGTON COUNTY BRIDGE COMMISSION AUTHORIZING THE ISSUANCE OF GENERAL OBLIGATION LEASE REVENUE BONDS (GOVERNMENTAL LEASING PROGRAM), SERIES 2013, CONSISTING OF COUNTY GUARANTEED LEASE REVENUE REFUNDING BONDS AND LEASE REVENUE BONDS OR NOTES", DULY ADOPTED ON JUNE 18, 2013, AS AMENDED AND RESTATED ON MAY 13, 2014, AND AS SUPPLEMENTED ON OCTOBER 14, 2015, MARCH 15, 2016, MARCH 17, 2017, FEBRUARY 13, 2018 AND MARCH 18, 2019.

WHEREAS, the Burlington County Bridge Commission ("Commission") has been duly created by resolution of the Board of Chosen Freeholders of the County of Burlington, New Jersey ("County"), duly adopted October 22, 1948, as a public body corporate and politic of the State of New Jersey ("State") pursuant to and in accordance with the Self-Liquidating Bridges Act, constituting Chapter 17 of the Pamphlet Laws of 1934 of the State, and the acts amendatory thereof and supplemental thereto ("Act"); and

WHEREAS, the Commission is authorized by the Act to provide within the County public facilities for use by the State, the County or any municipality in the County, or any subdivisions, departments, agencies or instrumentalities of any of the foregoing for any of their respective governmental purposes; and

WHEREAS, the Commission adopted a resolution entitled, "Resolution of the Burlington County Bridge Commission Authorizing the Issuance of General Obligation Lease Revenue Bonds (Governmental Leasing Program), Series 2013, Consisting of County Guaranteed Lease Revenue Refunding Bonds and Lease Revenue Bonds or Notes", duly adopted on June 18, 2013, as amended and restated on May 13, 2014 (collectively, "Resolution"), to authorize the issuance of not-to-exceed \$60,000,000 in Lease Revenue Notes to finance, on behalf of the County, the County's 2012 Capital Plan

("2012 Capital Project"); and

WHEREAS, on November 19, 2013, in accordance with the Resolution, the Commission issued \$30,000,000 aggregate principal amount of its Lease Revenue Notes (Governmental Leasing Program), Series 2013 ("Series 2013 Notes"), for the purpose of financing the initial costs of the 2012 Capital Project; and

WHEREAS, in connection with the issuance of the Series 2013 Notes, the Commission and the County executed an Improvement Lease Agreement dated as of November 19, 2013 ("Improvement Lease") and an Equipment Lease Agreement dated as of November 19, 2013 ("Equipment Lease" and together with the Improvement Lease, the "Leases"), each to finance a portion of the 2012 Capital Project, pursuant to which Leases the County agreed to make Rental Payments to the Commission to pay the principal of and interest on the Lease Revenue Notes, including the Series 2013 Notes; and

WHEREAS, on November 18, 2014, in accordance with the Resolution, the Commission issued \$60,000,000 aggregate principal amount of its Lease Revenue Notes (Governmental Leasing Program), Series 2014 ("Series 2014 Notes"), for the purpose of (i) refinancing the Series 2013 Notes and (ii) financing additional costs of the 2012 Capital Program and the costs of issuance relating to the Series 2014 Notes; and

WHEREAS, to fully secure the Series 2014 Notes, on November 18, 2014, the Commission and the County executed a First Amendment to each of the Leases to provide for the payments of Rentals by the County in connection with the issuance of the Series 2014 Notes; and

WHEREAS, the Series 2014 Notes matured on November 18, 2015; and

WHEREAS, on November 17, 2015, in accordance with the Resolution, the Commission issued \$54,905,000 aggregate principal amount of its Lease Revenue Notes (Governmental Leasing Program), Series 2015B-1 ("Series 2015B-1 Notes"), for the purpose of (i) refinancing a \$55,000,000 portion of the Series 2014 Notes, together with \$5,000,000 paid by the County and (ii) the costs of issuance relating to the Series 2015B-1 Notes; and

WHEREAS, to fully secure the Series 2015B-1 Notes, on November 17, 2015, the Commission and the County executed a Second Amendment to each of the Leases to provide for the payments of Rentals by the County in connection with the issuance of the Series 2015B-1 Notes; and

WHEREAS, the Series 2015B-1 Notes matured on May 17, 2016; and

WHEREAS, on April 27, 2016, the Commission issued its \$24,905,000 Lease Revenue Notes ("Series 2016A Notes") to temporarily refinance a \$25,000,000 portion of

the Series 2015B-1 Notes and at the same time to issue its \$27,660,000 in Lease Revenue Bonds ("Series 2016 Bonds") to permanently finance the remaining outstanding portion of the 2015B-1 Notes; and

WHEREAS, to fully secure the Series 2016A Notes, on April 27, 2016, the Commission and the County executed a Fourth Amendment to each of the Leases to provide for the payments of Rentals by the County in connection with the issuance of the Series 2016A Notes; and

WHEREAS, the Series 2016A notes matured on April 26, 2017; and

WHEREAS, on April 25, 2017, the commission issued its \$24,905,000 Lease Revenue Notes ("Series 2017A Notes") to temporarily refinance the Series 2016A Notes; and

WHEREAS, to fully secure the Series 2017A Notes, on April 25, 2017, the Commission and the County executed a Fifth Amendment to each of the Leases to provide for the payments of Rentals by the County in connection with the issuance of the Series 2017A Notes; and

WHEREAS, the Series 2017A Notes matured on April 24, 2018; and

WHEREAS, on April 23, 2018, the commission issued its \$24,905,000 Lease Revenue Notes, Series 2018A ("Series 2018A Notes"), to temporarily refinance the \$24,905,000 portion of the Series 2017A Notes on April 24, 2018 and (ii) paying the costs and expenses associated with the issuance of the Series 2018A Notes ("2018A Note Project"); and

WHEREAS, to fully secure the Series 2018A Notes, the Commission and the County executed the Sixth Amendments to the Improvement Lease Agreement and the Equipment Lease Agreement, each dated April 23, 2018; and

WHEREAS, the Resolution, as amended and supplemented by this 2019 Supplemental Resolution, authorizes the Commission to issue Lease Revenue Bonds or Notes and the County has requested that the Commission issue Lease Revenue Bonds to (i) permanently finance the \$24,905,000 portion of the Series 2018A Notes and (ii) the costs of issuance relating to the Series 2019A Bonds (as hereinafter defined); and

WHEREAS, the Commission has determined pursuant to the terms and conditions set forth in the Resolution, as amended and supplemented by the 2015 Supplemental Resolution and this 2019A Supplemental Bond Resolution, to issue a series of Lease Revenue Bonds in the principal amount not-to-exceed \$25,000,000 ("Series 2019A Bonds") which will be used to permanently finance the \$24,905,000 outstanding principle of the Series 2018A Notes; and

WHEREAS, the Commission desires to authorize a Seventh Amendment to the

Leases to provide for the payments of Rentals by the County in connection with the issuance of the Series 2019A Bonds; and

WHEREAS, payment of the principal of and interest on the Series 2019A Bonds will be payable from Rental Payments to be made by the County under the terms of the Leases, as further amended by the Seventh Amendments to the Leases.

NOW, THEREFORE, BE IT RESOLVED by the Burlington County Bridge Commission as follows:

ARTICLE I DEFINITIONS AND INTERPRETATION

Section 101. Short Title. This supplemental resolution may hereinafter be cited by the Commission, and is hereinafter sometimes referred to, as "2019A Supplemental Bond Resolution".

Section 102. Authorization for 2019A Supplemental Bond Resolution. This 2019A Supplemental Bond Resolution further supplements the Resolution, as amended and supplemented, and is authorized by, and is adopted pursuant to, the provisions of the Act and Sections 1101 of the Resolution.

Section 103. Certain Definitions. Capitalized terms used but not specifically defined herein and in the recitals hereto shall, unless the context clearly requires otherwise, have the meanings that are ascribed to such terms in the Resolution.

ARTICLE II AUTHORIZATION OF SERIES 2019 BONDS

Section 201. Authorization of Series 2019 Bonds. Pursuant to and in accordance with the provisions of Section 201 of the Resolution, the Commission hereby authorizes the issuance of a series of Lease Revenue Bonds, in an aggregate principal amount not-to-exceed \$25,500,000, in order to: (i) refinance a \$24,905,000 portion of the Series 2018A Notes and (ii) pay the costs of issuance relating to the Series 2019 Bonds. The Series 2019 Bonds shall be designated "Lease Revenue Bonds (Governmental Leasing Program), Series 2019."

Section 202. Terms of Series 2019 Bonds. (a) The Series 2019 Bonds shall be dated their date of issuance, shall mature and shall bear interest at such rate or rates of interest per annum as shall be determined by the Series Certificate delivered prior to the authentication and delivery upon original issuance of the Series 2019 Bonds. The Series Certificate may contain such other terms and provisions with respect to the Series 2019 Bonds that are not established by the terms of the Resolution or by the terms hereof and that are not inconsistent with the provisions thereof and hereof.

(b) The Series 2019 Bonds shall be issued in fully registered form in Authorized Denominations. Unless the Commission shall otherwise direct the Registrar, the Series 2019 Bonds shall be lettered and numbered from one upward in order of maturities preceded by the letter "R" and/or such other letter or letters as determined by the Trustee prefixed to the number. Subject to the provisions of this 2019A Supplemental Bond Resolution, the form of the Series 2019 Bonds and the Trustee's certificate of authentication shall be substantially in the form set forth in Sections 1401 and 1402 of the Resolution.

(c) The Series 2019 Bonds shall be dated, and shall bear interest from the dated date thereof as shall be established in the Series Certificate, except as otherwise provided in Section 301 of the Resolution. The Series 2019 Bonds shall mature on the dates and in the respective Principal Amounts, and shall bear interest payable on the Interest Payment Dates at the rates per annum set forth in the Series Certificate relating thereto.

Section 203. Application of Proceeds of Series 2019 Bonds. The proceeds from the sale of the Series 2019 Bonds shall be applied by the Trustee, upon receipt, in the manner set forth in Section 201 hereof and as may be further set forth in the Series Certificate.

Section 204. Sale of Series 2019 Bonds. (a) Pursuant to and in accordance with the terms of the Resolution as further amended and supplemented by this 2019A Supplemental Bond Resolution, the Commission hereby determines that the Authorized Commission Representatives are authorized to sell and to award the Series 2019 Bonds on behalf of the Commission to the purchaser(s) thereof, including the power to determine, among other things, (a) the amount of the Series 2019 Bonds to be issued, in amounts not-to-exceed the amount of the Series 2019 Bonds that are authorized to be issued pursuant to the terms of Section 201 hereof, (b) the time and manner of sale of the Series 2019 Bonds, (c) the maturity dates of the Series 2019 Bonds (subject to the limitations contained below and in Section 202 hereof) and the provisions pertaining to redemption, if any, of the Series 2019 Bonds, (d) the rate or rates of interest for the Series 2019 Bonds, and (e) such other terms and conditions as may be necessary or related to the sale of the Series 2019 Bonds, and the Authorized Commission Representatives are hereby authorized to determine the details of and execute a contract of purchase or other similar document, if any, in connection with the sale of the Series 2019 Bonds (the "Purchase Contract"). The Authorized Commission Representatives are hereby authorized to award the Series 2019 Bonds to the purchaser or purchasers thereof. Such award shall be evidenced by the execution of the Purchase Contract and a Series Certificate.

(b) The Purchase Contract, if any, and the Series Certificate shall determine the terms and conditions relating to the sale of the Series 2019 Bonds, including the maturity dates for the Series 2019 Bonds, the rate or rates of interest to be borne by the Series 2019 Bonds and the Underwriter's discount, if any, that is payable to the Underwriter in connection with the sale of the Series 2019 Bonds; provided, however, that without the further authorization of the Commission, (i) the final maturity date for the Series 2019 Bonds shall be not later than December 31, 2039, (ii) the true interest cost of the Series 2019 Bonds shall not exceed six and twenty-five one hundredths percent (6.25%), (iii) the Underwriter's discount for the Series 2019 Bonds shall not exceed \$6 per \$1,000 principal amount thereof (exclusive of counsel fees and expenses) and (iv) the Redemption Price of any Series 2018 Bond subject to redemption shall not be greater than one hundred two percent (102%) per annum of the principal amount of Series 2019 Bonds or a portion thereof to be redeemed, plus accrued interest to the date of redemption. The amount and due date of each Sinking Fund Installment, if any, for the Series 2019 Bonds shall be as set forth in the Series Certificate awarding such Series 2019 Bonds to the initial purchasers thereof. The Purchase Contract and the Series Certificate shall contain such other terms and conditions as shall be deemed necessary in connection with the sale of the Series 2019 Bonds.

(c) Any Authorized Commission Representative is also authorized to accept terms and conditions relating to the Series 2019 Bonds required as a condition to the issuance thereof and to make such necessary changes in this 2019A Supplemental Bond Resolution to reflect such terms and conditions as such Authorized Commission Representative deems necessary and appropriate with the advice of Bond Counsel and to set forth such provisions in the Series Certificate.

(d) The sale and award of the Series 2019 Bonds by the Authorized Commission Representatives shall be evidenced by the execution of the Purchase Contract and the Series Certificate as of the date of the sale and award of the Series 2019 Bonds, and the Series Certificate shall be presented to the members of the Commission at the next regular meeting of the Commission following such sale and award as evidence of the terms and details of the sale of the Series 2019 Bonds.

(e) The Commission's Bond Counsel and Financial Advisor and the Underwriter are hereby authorized to prepare and distribute a Preliminary Official Statement on behalf of the Commission in connection with the sale of the Series 2019 Bonds. The form and content of such Preliminary Official Statement shall, prior to the distribution thereof, be approved by the Commission, or by any Authorized Commission Representative, as the case may be, acting on behalf of the Commission. Subsequent to obtaining such approval, the Preliminary Official Statement may be revised, if necessary, and may contain additional terms and information relating to the sale of the Series 2019 Bonds, the Series 2018A Notes and the Series 2018B Notes; provided, however, that the form and content of such revised Preliminary Official Statement shall have been previously approved by the Commission, or by any Authorized Commission Representative, as the case may be, acting on behalf of the Commission, prior to the

distribution thereof.

(f) The Chairman or the Vice Chairman of the Commission is each hereby authorized to execute the final Official Statement and such officers, including the Chairman or the Vice Chairman, the Executive Director, the Secretary, the Treasurer and any other Authorized Commission Representative, shall execute any closing documents which are required to be executed in connection with the delivery of the Series 2019 Bonds. Any actions which are not determined by this 2019A Supplemental Bond Resolution or any other resolution of the Commission duly adopted prior to the authentication and delivery of the Series 2019 Bonds shall be determined by an Authorized Commission Representative.

(g) The Chairman, Vice Chairman, Secretary and any other Authorized Commission Representative, be, and each of them hereby is, authorized and directed to execute and deliver any and all documents and instruments and to do and cause to be done any and all acts and things necessary or proper for carrying out the transactions contemplated by this 2019A Supplemental Bond Resolution, the Leases (as further amended by the Seventh Amendments to the Leases), the Preliminary Official Statement, the Official Statement and the Purchase Contract and for the authorization, sale and issuance of the Series 2019 Bonds. The execution by such Officers of any such documents with such changes, insertions or omissions as shall be approved by the Commission's Chairman or Vice Chairman in consultation with the Commission's Bond Counsel shall be conclusive evidence of the approval of such changes, insertions or omissions and no further ratification or other actions by the Commission members shall be required with respect thereto.

Section 205. Amendments to Leases. (a) The Seventh Amendment to the Improvement Lease, substantially in the form set forth on the draft on file with the Commission's Executive Director and General Counsel, together with such changes as may be required for such amendment to be effective in the opinion of General Counsel, is hereby approved. An Authorized Commission Representative is hereby authorized to execute the same on behalf of the Commission and the Secretary is hereby directed to seal and attest this document. Upon due execution by the Commission and the County, Exhibit A and Exhibit B of the Improvement Lease Agreement are hereby deleted in their entirety and replaced by Exhibit A and Exhibit B attached to the Seventh Amendment to Improvement Lease, and all references in the Improvement Lease Agreement to Exhibit A or Exhibit B shall be references to Exhibit A or Exhibit B, respectively, attached to the Seventh Amendment to Improvement Lease.

(b) The Seventh Amendment to the Equipment Lease, substantially in the form set forth on the draft on file with the Commission's Executive Director and General Counsel, together with such changes as may be required for such amendment to be effective in the opinion of General Counsel, is hereby approved. An Authorized Commission Representative is hereby authorized to execute the same on behalf of the Commission and the Secretary is hereby directed to seal and attest this document. Upon

due execution by the Commission and the County, Exhibit A of the Equipment Lease Agreement is hereby deleted in its entirety and replaced by Exhibit A attached to the Seventh Amendment to Equipment Lease, and all references in the Equipment Lease Agreement to Exhibit A shall be references to Exhibit A attached to the Seventh Amendment to Equipment Lease.

ARTICLE III MISCELLANEOUS

Section 301. Supplemental Resolutions; Amendment of 2019A Supplemental Bond Resolution. At any time or from time to time, a Supplemental Resolution of the Commission may be adopted for the purpose of further supplementing or amending the Resolution or amending or supplementing this 2019A Supplemental Bond Resolution, in each case upon the terms and conditions set forth in Article XI of the Resolution. Notwithstanding the foregoing, the authorization of the issuance and sale of any of the Series 2019 Bonds may be modified or rescinded at any time prior to the issuance or sale thereof by resolution duly adopted by the Commission.

Section 302. Severability of Invalid Provisions. If any one or more of the provisions, covenants or agreements in this 2019A Supplemental Bond Resolution on the part of the Commission or any fiduciary to be performed should be contrary to law, then such provision or provisions, covenant or covenants, or agreement or agreements shall be deemed separable from the remaining provisions, covenants and agreements and shall in no way affect the validity of the other provisions of this 2019A Supplemental Bond Resolution or of the Series 2019 Bonds.

Section 303. Successors and Assigns. Whenever in this 2019A Supplemental Bond Resolution the Commission is named or referred to, it shall, and shall be deemed to, include its successors and assigns, whether so expressed or not. All of the covenants, stipulations, obligations and agreements by or on behalf of, and other provisions for the benefit of, the Commission contained in this 2019A Supplemental Bond Resolution shall bind and inure to the benefit of such successors and assigns and of any officer, board, commission, authority, agent or instrumentality to whom or to which there shall be transferred by or in accordance with law any right, power or duty of the Commission or of its successors or assigns, the possession of which is necessary or appropriate in order to comply with any such covenants, stipulations, obligations, agreements or other provisions of this 2019A Supplemental Bond Resolution.

Section 304. No Recourse on Series 2019 Bonds. No recourse shall be had for the payment of the principal or redemption price of or interest on the Series 2019 Bonds or for any claim based thereon or on the Resolution or this 2019A Supplemental Bond Resolution against any member, commissioner or other officer of the Commission or any person executing the Series 2019 Bonds. The Series 2019 Bonds are not and shall not be in any way a debt or liability of the State or of any political subdivision thereof (other than the Commission, to the limited extent set forth in the Resolution and this 2019A

Supplemental Bond Resolution, and the County, to the extent set forth in the Leases (as further amended by the Seventh Amendments to Leases)), and do not and shall not create or constitute any indebtedness, liability or obligation of the State or of any political subdivision thereof (other than the Commission, to the limited extent set forth in the Resolution and this 2019A Supplemental Bond Resolution, and the County, to the extent set forth in the Leases (as further amended by the Seventh Amendments to Leases)), either legal, moral or otherwise. The Commission has no taxing power.

Section 305. Incorporation of Resolution by Reference. All other provisions of the Resolution, as heretofore amended and supplemented, are incorporated by this reference, as if the same were set forth in full herein, and such provisions shall remain in full force and effect.

Section 306. 2019A Supplemental Bond Resolution to Constitute a Contract: Governing Law. This 2019A Supplemental Bond Resolution shall be deemed to be a contract made under the laws of the State, and for all purposes shall be construed in accordance with the laws of the State.

Section 307. Effective Date. In accordance with the terms of Section 1101 of the Resolution, this 2019A Supplemental Bond Resolution shall be fully effective in accordance with its terms upon the filing with the Trustee of a copy of this 2019A Supplemental Bond Resolution, certified by an Authorized Commission Representative.

RECORDED VOTE

<u>NAME</u>	<u>AYE</u>	<u>NO</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
John B. Comegno II	x			
James D. Fattorini	x			
Troy E. Singleton	x			

The foregoing is a true copy of a resolution adopted by the governing body of the Burlington County Bridge Commission on March 18, 2019.

Kathleen M. Wiseman, Secretary

03/18/2019

Date

[SEAL]

Commissioner Singleton moved to approve. Vice-Chairman Fattorini seconded the motion. The motion passed unanimously.

HUMAN RESOURCES

Executive Director Jeffers reported on the following personnel issues for Commission approval:

<u>NEW HIRES – Requires Commission Approval</u>		<u>Effective</u>
Denise Westenberger	PT Tolls	2/12/19
Stephanie Brandt	FT Administration-Finance	2/25/19
Todd Batten, Jr.	FT Police	2/26/19
Zachary Ozalis	PT Administration-Admin Asst	2/28/19
Brianna Dubois	PT Cove Receptionist	3/16/19
Daniel Mackafee III	PT Toll Collector	4/08/19
Roberto Sanchez	FT Police	4/09/19

<u>PROBATION – Requires Commission Approval</u>	<u>Effective</u>
Stephen Wiseman	PT Maintenance 3/10/19

<u>RESIGNATIONS — Requires Commission Approval</u>	<u>Effective</u>
Michael Pinkston	Seasonal – Delanco 2/14/19
Morgan McBrearty	PT Cove Receptionist 2/17/19

Vice-Chairman Fattorini requested to approve by block the New Hires of Todd Batten, Jr., Zachary Ozalis, Brianna Dubois, Daniel Mackafee III and Roberto Sanchez. Vice-Chairman Fattorini moved to approve. Commissioner Singleton seconded the motion. The motion passed unanimously.

Vice-Chairman Fattorini moved to approve the new hire of Denise Westenberger. Commissioner Singleton seconded the motion.

**VOTE: Yeas - Fattorini
 Singleton
 Comegno
 Abstain -**

Vice-Chairman Fattorini moved to approve the new hire of Stephanie Brandt. Chairman Comegno seconded the motion.

**VOTE: Yeas - Comegno
 Fattorini
 Abstain - Singleton**

Vice-Chairman Fattorini moved to approve the removal of probation of Stephen Wiseman. Commissioner Singleton seconded the motion. The motion passed unanimously.

Commissioner Singleton moved to approve the resignations of Michael Pinkston and Morgan McBrearty. Vice-Chairman Fattorini seconded the motion. The motion passed unanimously.

Executive Director Jeffers requested permissions: 1) to participate in ACEC EEA Gala program on May 7, 2019 in Washington, D.C. for award presentation "Burlington-Bristol Bridge Scan & Model"; 2) to advertise for Deputy Executive Director and Deputy Director of Economic Development and Regional Planning and 3) to attend the Burlington County Regional Chamber of Commerce's "Voice of Business" awards reception on April 29, 2019.

Vice-Chairman Fattorini requested to approve by block. Vice-Chairman Fattorini moved to approve. Commissioner Singleton seconded the motion. The motion passed unanimously.

OLD BUSINESS

Vice-Chairman Fattorini called for any old business to come before the Commission.

NEW BUSINESS


Vice-Chairman Fattorini called for any new business to come before the Commission.

PUBLIC COMMENT

Vice-Chairman Fattorini called for any additional public comment to come before the Commission.

Vice-Chairman Fattorini asked for any further business to come before the Commission. Hearing none, Commissioner Singleton moved to adjourn the meeting. Vice-Chairman Fattorini seconded the motion. The motion passed unanimously.

Respectfully submitted,


Kathleen M. Wiseman
Secretary