

103 COLLEGE ROAD EAST • PRINCETON, NEW JERSEY 08540
PHONE 609-987-0880 • FAX 609-987-0850 • dhansel@njefa.com

DEREK S. HANSEL
Executive Director

**MINUTES OF THE MEETING OF THE
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
HELD AT 103 COLLEGE ROAD EAST, PRINCETON, NEW JERSEY
ON TUESDAY, SEPTEMBER 24, 2013**

The meeting was called to order at 9:17 a.m. by Chairman Jacobs. The New Jersey Educational Facilities Authority gave notice of the time, place and date of this meeting via fax and email on June 14, 2013 to The Star Ledger, The Times and the Secretary of State and by posting the notice at the offices of the Authority in Princeton, New Jersey. Pursuant to the New Jersey Open Public Meetings Act, a resolution must be passed by the New Jersey Educational Facilities Authority in order to hold a session from which the public is excluded.

AUTHORITY MEMBERS PRESENT:

Roger B. Jacobs, Esq., Chairman
Ridgeley Hutchinson, Vice Chairman
Joshua Hodes, Treasurer
Andrew P. Sidamon-Eristoff, State Treasurer (represented by Steven Petrecca)
Rochelle Hendricks, Secretary of Higher Education

AUTHORITY MEMBERS ABSENT:

None

STAFF PRESENT:

Derek S. Hansel, Executive Director
Katherine Newell, Esq., Director of Risk Management
Marie P. Mueller, Controller
Sheryl A. Stitt, Director of Legislative Strategy and Public Communications
Jennifer Soyka, Project Manager
Gary Vencius, Senior Accountant
Jamie O'Donnell, Accountant
Sheila Toles, Exec. Assistant/Human Resources Specialist

ALSO PRESENT:

Amy Herbold, Esq., Governor's Authorities Unit
Clifford Rones, Esq., Deputy Attorney General

ITEMS OF DISCUSSION

1. Approval of the Minutes of the Meeting of July 23, 2013

The minutes of the meeting of July 23, 2013 were hand delivered to Governor Chris Christie under the date of July 24, 2013. Mr. Hutchinson moved that the minutes of the meeting be approved as presented; the motion was seconded by Mr. Hodes and passed unanimously.

2. Executive Director's Report

Mr. Hansel reported that the Authority is starting to work with three separate bond counsel firms on the implementation of the five grant programs: Saul Ewing, LLP on the Higher Education Technology Infrastructure and the Higher Education Equipment Leasing Fund; Gluck Walrath, LLP on the Higher Education Facilities Trust Fund and the Higher Education Capital Improvement Fund; and Wolff & Samson PC has already been selected by the State with respect to the Building Our Future Bond Program. He reported that staff had a full working group meeting and is working on development of grant agreements and tax due diligence questionnaires for the Institutions for all of the programs.

Mr. Hansel reported that the Authority is working on several transactions as well as planning a financing seminar. He also reported that staff is also working on possibly having an off site board meeting in November.

Mr. Hansel announced that a new staff accountant would be joining the Authority in early October. He advised that Lisa Walker is very experienced and will make an excellent addition to the Authority team.

3. Project Management Report – List of Pending Projects

Ms. Soyka reported that there are several projects for which various colleges and universities have requested Authority financing. Ms. Soyka briefly described the projects and reported that the projects are under review and at various stages of development.

A summary of the projects to be financed, together with estimated financing amounts and proposed sale dates, is appended as Exhibit I.

4. Resolution Consenting to Montclair State University's Agreement to Sublease Space in Floyd Hall Arena

Ms. Newell reported that the Authority owns the land on which Floyd Hall Arena is constructed. She reported that the Authority acquired the land, which was vacant at the time, in connection with a bond financing. The Arena was constructed on the land with financing from Floyd Hall Enterprises (FHE). Montclair State University leases the Arena to FHE which also operates the facility. Ms. Newell reported that FHE has requested that the University allow it to sub-lease part of the Arena to a firm that will provide sports rehabilitation services to the University community and the community at large. The resolution consents to that sub-leasing arrangement and provides all other authorizations to implement the consent.

Mr. Hutchinson moved the adoption of the following entitled resolution:

RESOLUTION CONSENTING TO MONTCLAIR STATE UNIVERSITY'S
AGREEMENT TO PERMIT FLOYD HALL ENTERPRISES, INC. TO
SUBLEASE SPACE IN FLOYD HALL ARENA

The motion was seconded by Mr. Petrecca and passed unanimously.

The term sheet and adopted resolution is appended as Exhibit II.

5. **Resolution Consenting to a Conservation Easement Agreement for Certain Property Owned by the Authority and Leased to The College of New Jersey**

Ms. Newell reported that the Delaware & Raritan Canal Commission is requiring The College of New Jersey to provide a stream corridor conservation easement on certain parcels of land on the campus as a condition to giving its approval for the current campus town development and for future development in that area. Ms. Newell advised that the Authority owns certain parcels of that land and the resolution approves the conservation easement and authorizes appropriate officers of the Authority to execute and implement the easement.

Mr. Hodes moved the adoption of the following entitled resolution:

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY AUTHORIZING THE EXECUTION AND RECORDING OF A
CONSERVATION EASEMENT AGREEMENT BY AND BETWEEN THE NEW
JERSEY EDUCATIONAL FACILITIES AUTHORITY AND THE DELAWARE
AND RARITAN CANAL COMMISSION ON CERTAIN PROPERTY OWNED
BY THE AUTHORITY AND LEASED TO THE COLLEGE OF NEW JERSEY

The motion was seconded by Ms. Hendricks and passed unanimously.

The adopted resolution is appended as Exhibit III.

6. **Resolution Appointing Professionals in Connection with the Issuance of Bonds by the Authority on Behalf of The College of New Jersey**

Ms. Soyka reported that upon review of the RFP's for senior managing underwriters, Citigroup Global Markets, Inc. had the highest score and that staff recommended appointment of the firm. Ms. Soyka advised that staff also requested that the Members delegate appointment of co-managing underwriters to the Authority's Executive Director, which the Authority had done in the past. She explained that the Authority handles the co-manager procurement in the same manner when the appointment is delegated. The responses are reviewed by two Authority staff members and scored on a point basis but the delegation would allow for flexibility, based on par amount and timing, to appoint the co-managers at a later date.

Ms. Soyka reported that The College of New Jersey asked that the Authority appoint US Bank, NA trustee as they are currently the trustee on all of the College's outstanding debt. She advised that the Authority requested a quote from US Bank and it is in line with the usual procurement.

Mr. Hodes advised that he needed more time to review the material. Mr. Jacobs asked if the matter could be tabled until the next meeting or for a special meeting. Mr. Hansel explained that the Authority had only received the College's scores the day before and that if the Members wished to carry the matter over to the next meeting it would obviously delay the transaction. Secretary Hendricks suggested after the discussion that unless there was a profound concern, it seems advantageous to the College to make a decision today.

Mr. Petrecca moved the adoption of the following entitled resolution:

RESOLUTION APPOINTING PROFESSIONALS IN CONNECTION WITH
THE ISSUANCE OF REVENUE BONDS BY THE NEW JERSEY
EDUCATIONAL FACILITIES AUTHORITY ON BEHALF OF THE COLLEGE
OF NEW JERSEY

The motion was seconded by Ms. Hendricks and passed.

Mr. Hodes abstained from the vote.

The adopted resolution and procurement memo is appended as Exhibit IV.

7. **Resolution Authorizing the Execution and Delivery of Grant Agreements in Connection with the Authority's Higher Education Facilities Trust Fund Program**

Mr. Hansel reported that the next four resolutions are similar and would allow Authorized Officers to execute grant and lease agreements with the Colleges and Universities for the state backed bond programs that the Authority administers in conjunction with the Secretary of Higher Education. He explained that the execution of the grant and lease agreements would be done once due diligence is completed with the individual Institutions and upon finalization and authorization of the grant and lease agreements that would be subject to sign off from bond counsel and the State Attorney General's Office.

Mr. Hansel explained that staff believes the execution of the grant and lease agreements is a necessary and important step in order to facilitate the expedition and execution of more than 230 separate agreements for 176 projects and to provide greater certainty and clarity to those Institutions that wish to advance their projects prior to receipt of funding from the State contract bonds. Mr. Hansel advised that it is important to note that the resolutions do not authorize the bonds and that those resolutions would be presented to the Members at a later date. Mr. Hansel advised that in attendance at today's meeting were Bond Counsels Howard Eichenbaum of Gluck Walrath, LLP and Brian Kowalski of Saul Ewing LLP, who had drafted the forms of grant agreements and were available to answer any questions. Mr. Hansel noted that his explanation referred to all four of the state backed bond program resolutions being presented today.

Mr. Hutchinson moved the adoption of the following entitled resolution:

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF GRANT
AGREEMENTS TO BE ENTERED INTO IN CONNECTION WITH THE
AUTHORITY'S HIGHER EDUCATION FACILITIES TRUST FUND PROGRAM

The motion was seconded by Mr. Hodes and passed unanimously.

The adopted resolution is appended as Exhibit V.

8. **Resolution Authorizing the Execution and Delivery of Lease Agreements in Connection with the Authority's Higher Education Equipment Leasing Fund Program**

Mr. Jacobs requested a motion for the execution and delivery of lease agreements in connection with the Authority's Higher Education Equipment Leasing Fund.

Mr. Hodes moved the adoption of the following entitled resolution:

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF LEASE

AGREEMENTS TO BE ENTERED INTO IN CONNECTION WITH THE
AUTHORITY'S HIGHER EDUCATION EQUIPMENT LEASING FUND

The motion was seconded by Mr. Hutchinson and passed unanimously.

The adopted resolution is appended as Exhibit VI.

9. **Resolution Authorizing the Execution and Delivery of Grant Agreements in Connection with the Authority's Higher Education Capital Improvement Fund Program**

Mr. Jacobs requested a motion for the execution and delivery of grant agreements in connection with the Authority's Higher Education Capital Improvement Fund.

Ms. Hendricks moved the adoption of the following entitled resolution:

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF GRANT
AGREEMENTS TO BE ENTERED INTO IN CONNECTION WITH THE
AUTHORITY'S HIGHER EDUCATION CAPITAL IMPROVEMENT FUND
PROGRAM

The motion was seconded by Mr. Petrecca and passed unanimously.

The adopted resolution is appended as Exhibit VII.

10. **Resolution Authorizing the Execution and Delivery of Grant Agreements in Connection with the Authority's Higher Education Technology Infrastructure Fund Program**

Mr. Jacobs requested a motion for the execution and delivery of grant agreements in connection with the Authority's Higher Education Technology Infrastructure Fund.

Mr. Petrecca moved the adoption of the following entitled resolution:

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF GRANT
AGREEMENTS TO BE ENTERED INTO IN CONNECTION WITH THE
AUTHORITY'S HIGHER EDUCATION TECHNOLOGY INFRASTRUCTURE
FUND

The motion was seconded by Ms. Hendricks and passed unanimously.

The adopted resolution is appended as Exhibit VIII.

11. **Adoption of Reimbursement Resolution for Montclair State University**

Ms. Soyka reported that the reimbursement resolution expresses the intent of the Authority to reimburse the University for funds spent on the projects that they intend to issue bonds to fund. The resolution gives the University the flexibility to use funds now and be reimbursed from bond proceeds upon issuance.

Mr. Hodes moved the adoption of the following entitled resolution:

RESOLUTION OF BOARD OF TRUSTEES OF THE NEW JERSEY
EDUCATIONAL FACILITIES AUTHORITY DECLARING ITS OFFICIAL

INTENT WITH RESPECT TO THE REIMBURSEMENT OF EXPENDITURES
FOR PROJECT COSTS FROM PROCEEDS OF TAX-EXEMPT BOND
OBLIGATIONS

The motion was seconded by Mr. Hutchinson and passed unanimously.

The adopted resolution is appended as Exhibit IX.

12. **Adoption of Resolution Establishing a Personnel Committee for Authority Staff Performance Reviews**

Mr. Jacobs advised that the resolution had been pulled for further review and would be presented to the Members again after further review.

13. **Adoption of Resolution Appointing an External Auditor to the Authority**

Mr. Hodes reported for the Audit Committee that staff distributed a Request for Proposals for auditing services and received responses from six firms, one of which did not meet the minimum selection criteria. The top three firms based on review of written responses were invited for interviews. Mr. Hodes reported that the Evaluation Committee that consisted of Mr. Jacobs, Ryan Feeney, Manager of the Office of Public Finance and himself delivered a written summary to the Authority's Audit Committee consisting of Mr. Feeney, Mr. Hutchinson and himself and upon review of the report, the Committee recommends CliftonLarsonAllen, LLP be appointed as the Authority's external auditors for a period of three years with the option to extend the engagement for two additional one-year periods pending the Members' approval.

Mr. Hutchinson moved the adoption of the following entitled resolution:

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
ENGAGING A FIRM TO PROVIDE OUTSIDE AUDITING SERVICES

The motion was seconded by Mr. Hodes and passed unanimously.

The adopted resolution is appended as Exhibit X.

14. **Report on Operating and Construction Fund Statements and Disbursements**

Ms. Mueller reviewed the Results of Operations and Budget Variance Analysis and reported on the status of construction funds and related investments for August 31, 2013.

Ms. Hendricks moved that the reports be accepted as presented; the motion was seconded by Mr. Petrecca and passed unanimously.

The reports are appended as Exhibit XI.

15. **Executive Session**

Mr. Petrecca moved the adoption of a resolution of the Authority permitting an Executive Session to discuss potential litigation; the motion was seconded by Ms. Hendricks and passed unanimously.

Mr. Hutchinson moved that the public session be reconvened; the motion was seconded by Mr. Hodes and passed unanimously.

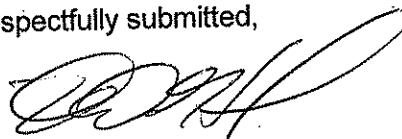
16. Next Meeting Date

Ms. Hendricks gave a brief update on the State's activities and future plans for higher education.

Mr. Jacobs reminded everyone that the next scheduled Authority meeting would be on Tuesday, November 19, 2013 at 9:00 a.m. at the Authority's offices and requested a motion to adjourn.

Mr. Hutchinson moved that the meeting be adjourned at 10:10 a.m.; the motion was seconded by Mr. Petrecca and passed unanimously.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Derek S. Hansel', written in a cursive style.

Derek S. Hansel
Secretary

**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
 REPORT ON PENDING PROJECTS
 September 24, 2013**

<u>Institution</u>	<u>Project</u>	<u>Estimated Size of Issue</u>	<u>Estimated Pricing Date</u>
<u>Private Institutions</u>			
Fairleigh Dickinson University	Refunding of certain outstanding indebtedness	\$65 Million	On Hold
<u>Public Institutions</u>			
The College of New Jersey	Construction of a new STEM academic facility and renovation of an existing academic building	\$50 Million	December 2013
Montclair State University	Construction of a new science building and business school; construction, equipping and renovation of several campus facilities; and the replacement and upgrade of networking equipment	\$160 Million	December 2013

**RESOLUTION CONSENTING TO MONTCLAIR STATE UNIVERSITY'S
AGREEMENT TO PERMIT FLOYD HALL ENTERPRISES, INC. TO SUBLEASE
SPACE IN FLOYD HALL ARENA**

Adopted: September 24, 2013

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority"), is a public body corporate and politic of the State of New Jersey pursuant to the New Jersey Educational Facilities Authority Law (being Chapter 72A of Title 18A of the New Jersey Statutes, as amended and supplemented), *N.J.S.A. 18A:72A-1 et seq.* (the "Act"); and

WHEREAS, by Resolution duly adopted on April 16, 1997, the Authority approved the interim financing, construction and operation by Floyd Hall Enterprises, LLC ("Floyd Hall") of an arena and stadium on real property owned by the Authority and leased to Montclair State University (the "University"); and

WHEREAS, ultimately, Floyd Hall provided permanent financing and to effect the transaction, the Authority leased the real property to the University pursuant to a Lease and Agreement dated as of May 1, 1997 and the University, the Authority and Floyd Hall entered into an agreement for the Development, Acquisition and Use of a Baseball Stadium (the "Stadium") and Ice Hockey Arena (the "Arena") at the University dated as of May 1, 1997 (the "Three-Party Agreement") and related agreements for joint use of the Stadium and Arena by the University and Floyd Hall; and

WHEREAS, The Stadium (known as Yogi Berra Stadium) and the Arena (known as Floyd Hall Arena) are subleased by the University to Floyd Hall Enterprises, LLC each under a Sublease dated as a May 1, 1997 and are operated by Floyd Hall Enterprises, LLL under an Operating Agreement with the University dated as of May 1, 1997; and

WHEREAS, Floyd Hall has requested the University to allow it to sub-sublease an existing fitness/dance space within the Arena to Parabolic Performance & Rehabilitation to develop an athletic training and rehabilitation program consistent and complementary with other programs offered within the Arena which will be available to current patrons of the facility, the University community and the surrounding community; and

WHEREAS, Parabolic Performance & Rehabilitation has provided the terms for the arrangement attached to this Resolution as Exhibit A; and (Is a clean form of available?)

WHEREAS, the University has determined that the sub-sublease requested is beneficial to the University and its students and has requested the Authority as owner of the property to consent to the arrangement; and

WHEREAS, the Members of the Authority have determined that the sub-sublease is beneficial to the University and that it is advisable for the Authority to consent;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY AS FOLLOWS:

Section 1. Authorization of Approval and Consent. The Members hereby consent to a sub-sublease of the Arena to Parabolic Performance & Rehabilitation under substantially the terms and conditions set forth in Exhibit A (the "Arrangement").

Section 2. Authorization of Action by Authorized Officers. The Members hereby authorize and direct the Chair, Vice Chair, Executive Director, or Director of Risk Management of the Authority and any such officers designated as "acting" or "interim" (each an "Authorized Officer") to execute and deliver all documents necessary to evidence the Authority's consent to the Arrangement in substantially the form approved by the Authorized Officer executing same with the advice of the Attorney General and take any and all such other actions as may be necessary or appropriate to implement the Authority's consent. The Authorized Officers and the Secretary and any Assistant Secretary are hereby authorized to execute, attest and affix the official common seal of the Authority, as applicable, to any documents, certificates and notices necessary for to evidence the Authority's consent.

Section 3. Effective Date. This Resolution shall take effect in accordance with the provisions of the Act.

___ Mr. Hutchinson ___ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ___ Mr. Petrecca ___ and upon roll call the following members voted:

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Rochelle Hendricks

NAY: None

ABSTAIN: None

ABSENT: None

The Chair thereupon declared said motion carried and said resolution adopted.



One Hall Drive
Little Falls, NJ 07424

March 25, 2013

Floyd Hall Arena

Lease Term Sheet

1. Location: One Hall Drive, Little Falls, NJ 07424
2. Space: Mezanine level (Approximately 2,587 square feet)
3. Lease Term: Ten (10) years
4. Extension Term: Five (5) year option
5. Rent: _____ per square foot, with 3% escalation for Term of the Lease
6. Rent Abatement: Ninety (90) days from receipt of building permits.
7. Additional Rent: None. Utilities and garbage removal included
8. Commencement: Date to be mutually agreed upon
9. Insurance: Tenant must provide liability insurance and workers compensation coverage, with limits of coverage to be determined.
10. Late Payment: If rent is received more than ten (10) days late, a \$200 charge will be assessed.
11. Improvements: Space is provided As Is, and all improvements are the responsibility of the tenant. Landlord must approve all improvements. Landlord's consent will be upfront, and will be formalized upon receipt of final approved plans from the tenant.
12. Contingencies: Tenant may terminate the Agreement if unable to acquire permits/approvals for use, occupancy, construction; financing; or Montclair State University's consent, if required.
13. Signage: All signage must be approved by Landlord. A detailed signage plan will be submitted by tenant, for Landlord approval, with final construction plans.

Lease Term Sheet (cont.)

Page 2.

14. Operating Hours: To be mutually agreed upon; however, tenant will operate within the timeframe of the current standard operating hours of Floyd Hall Arena.
15. Exclusivity: Tenant will be the exclusive physical therapy/fitness center at Floyd Hall Arena. In addition, Landlord will not open a competing facility at Yogi Berra Stadium.

Gregory L. Lockard
Floyd Hall Enterprises, LLC

Date

Steven Frohlich
Parabolic Sports Therapy

Date

RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY (THE "AUTHORITY") AUTHORIZING THE EXECUTION AND RECORDING OF A CONSERVATION EASEMENT AGREEMENT BY AND BETWEEN THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY AND THE DELAWARE AND RARITAN CANAL COMMISSION ON CERTAIN PROPERTY OWNED BY THE AUTHORITY AND LEASED TO THE COLLEGE OF NEW JERSEY (THE "COLLEGE")

Adopted: September 24, 2013

- WHEREAS:** The New Jersey Educational Facilities Authority (the "Authority") was created pursuant to the New Jersey Educational Facilities Authority Law, P.L. 1967, c. 271, N.J.S.A. 18A:72A-1 et seq., as amended and supplemented (the "Act") and authorized to issue its obligations to assist New Jersey's public and private colleges and universities to finance educational facilities as defined in the Act; and
- WHEREAS:** On April 30, 2008, the Authority issued its \$287,790,000 aggregate principal amount of Revenue Refunding Bonds, The College of New Jersey Issue, Series 2008 D (the "Series 2008 D Bonds") to finance, *inter alia*, the current refunding of the outstanding Series 1999 A and Series 2002 D bonds previously issued by the Authority on behalf of The College of New Jersey (the "College"); and
- WHEREAS:** On January 14, 2010, the Authority issued its \$44,500,000 aggregate principal amount of Revenue Bonds, consisting of The College of New Jersey Issue, Series 2010 A (Tax-Exempt) (the "Series 2010 A Bonds") and The College of New Jersey Issue, Series 2010 B (Build America Bonds – Direct Payment) (the "Series 2010 B Bonds", and together with the Series 2010 A Bonds, the "Series 2010 Bonds") to finance, *inter alia*, the construction of a three story, approximately 70,000 square foot facility to house the College's School of Education; and
- WHEREAS:** On April 5, 2012, the Authority issued its \$26,255,000 aggregate principal amount of Revenue Refunding Bonds, The College of New Jersey Issue, Series 2012 A (the "Series 2012 A Bonds") to finance, *inter alia*, the current refunding of the outstanding Series 2002 C bonds previously issued on behalf of the College; and
- WHEREAS:** In connection with the issuance of the Series 2008 D Bonds, Series 2010 Bonds and the Series 2012 A Bonds, the Authority entered into a Lease and Agreement dated as of April 1, 2008 with the College (the "2008 D Agreement"), a Lease and Agreement dated as of January 1, 2010 with the College (the "2010 Agreement"), and a Lease and Agreement dated as of April 1, 2012 with the College (the "2012 A Agreement" and together with the 2008 D Agreement and the 2010 Agreement, the "Agreements") pursuant to which the Authority leases to the College various properties previously acquired or

retained by the Authority in connection with the issuance of the Series 2008 D Bonds, the Series 2010 Bonds and the Series 2012 A Bonds, respectively; and

WHEREAS: The College has advised the Authority that in connection with the development, construction and renovation of projects on the campus, the Delaware and Raritan Canal Commission (the "DRCC") is requiring that DRCC be provided with a stream corridor conservation easement on certain parcels of land on the campus in order to avoid any adverse impacts on the stream corridor and to otherwise comply with the DRCC's requirements and with the master plan for the Delaware and Raritan Canal State Park; and

WHEREAS: The College has advised the Authority that the Delaware and Raritan Canal Commission (the "DRCC"), in accordance with the DRCC's regulations set forth at *N.J.A.C. 7.45-1.1 et seq.* (the "Regulations") has approved a plan designating certain parcels of land on the College's campus for a stream corridor conservation easement (the "Subject Property"), in order to avoid any adverse impacts on the stream corridor and to otherwise comply with the DRCC's requirements and with the master plan for the Delaware and Raritan Canal State Park; and

WHEREAS: The College has advised the Authority that DRCC has advised the College that any approvals required of DRCC for current or future construction or reconstruction projects on the campus will be contingent upon the grant to DRCC of the stream corridor conservation easement; and

WHEREAS: The College has advised the Authority that it will grant a stream corridor conservation easement to the DRCC on the portions of the Subject Property owned by the College (the "College-Owned Subject Property") and that the College has determined that granting this conservation easement to the DRCC will not have an adverse effect on the College campus and is necessary and beneficial to the ongoing development of the College; and

WHEREAS: De minimis portions of the Subject Property lie within real property designated as Block 215, Parts of Lots 129, 134, 135, 144 and 153 in the Township of Ewing, County of Mercer, which is property owned by the Authority and leased to the College pursuant to the Agreements (the "Authority-Owned Subject Property"); and

WHEREAS: The College has requested the Authority to execute and deliver a stream corridor easement conservation agreement on the Authority-Owned Subject Property in the form attached hereto as Exhibit A (the "Easement Agreement"); and

WHEREAS: The College has advised the Authority that the Authority's execution and recording of the Easement Agreement is in the best interest of the College and will not have an adverse affect on the Authority-Owned Subject Property, the College campus, any of the Authority-owned property or the respective projects

financed and refinanced by the Bonds that are subject to the Agreements; and that the College has further determined that the execution of the Easement Agreement by the Authority is beneficial and necessary for the ongoing development of the College; and

WHEREAS: The College has advised the Authority that the College will be responsible for the recording of the Easement Agreement and all costs incurred in implementing the Easement Agreement and in granting and implementing the conservation easement on property owned by the College; and

WHEREAS The Members of the Authority have determined that it is necessary and advisable to approve the Easement Agreement and authorize the execution and recording thereof as requested by the College; and

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY:

SECTION 1. The Authority hereby approves the Easement Agreement and authorizes the Executive Director, the Director of Risk Management, the Secretary and any Assistant Secretary (each, an "Authorized Officer") to execute and deliver, to attest, if necessary, and to cause to be recorded the Easement Agreement as it relates to the Authority-Owned Subject Property, substantially in the form appended to Exhibit A attached hereto, including any additional documentation that may be necessary to effectuate the Easement Agreement; with such changes (including any changes necessary to protect the rights of the Authority under the Easement Agreement) as the Authorized Officer executing the same deems necessary or appropriate with advice of the Office of the New Jersey Attorney General, such approval to be conclusively evidenced by execution of the Easement Agreement.

SECTION 2. The Authority hereby authorizes the Authorized Officers to take any and all actions necessary and appropriate for the Authority to implement the Easement Agreement, including the execution and delivery of any additional documents in the form approved by the Authorized Officer executing same, such execution to be conclusive evidence of the approval thereof.

SECTION 3. This resolution shall take effect in accordance with *N.J.S.A. 18A:72A-4(i)*.

____ Mr. Hodes ____ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ____ Ms. Hendricks ____ and upon roll call the following members voted:

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Rochelle Hendricks

NAY: None

ABSTAIN: None

ABSENT: None

The Chair thereupon declared said motion carried and said resolution adopted.

Prepared by: _____
Deputy Attorney General

CONSERVATION EASEMENT AGREEMENT

This Conservation Easement Agreement (the Agreement), made as of the ____ day of October, 2013, by and between the New Jersey Educational Facilities Authority (the Authority), having a mailing address of 103 College Road East, 2nd Floor, Princeton, New Jersey 08540-6612, (the Owner), and the Delaware and Raritan Canal Commission of the State of New Jersey, with offices located in Stockton, New Jersey (the Commission).

WITNESSETH:

WHEREAS, the Owner is a public authority of the State of New Jersey duly existing and authorized to do business under the laws of the State of New Jersey; and

WHEREAS, on behalf of The College of New Jersey (the TCNJ), the Authority: (a) on April 30, 2008 issued its Revenue Refunding Bonds, The College of New Jersey Issue, Series 2008 D (the Series 2008 D Bonds); (b) on January 14, 2010, issued its Revenue Bonds, The College of New Jersey Issue, Series 2010 A (Tax-Exempt) and Series 2010 B (Build America Bonds) (the Series 2010 Bonds); and (c) on April 5, 2012 issued its Revenue Bonds, Series 2012 A (the Series 2012 A Bonds and together with the Series 2008 D Bonds and the Series 2010 Bonds, the Bonds) to finance and refinance, *inter alia*, construction projects and improvements on the campus of TCNJ, including the Property (as hereinafter defined); and

WHEREAS, the Owner, in connection with the issuance of the Bonds, has entered into the following lease and agreements with TCNJ: a Lease and Agreement dated as of April 1, 2008; a Lease and Agreement dated as of January 1, 2010; and a Lease and Agreement dated as of April 1, 2012 (collectively, the Leases) pursuant to which the Owner leases to TCNJ various properties

previously acquired or retained by Owner in connection with the issuance of the Bonds, and to which properties Owner holds title, including certain real property on the campus of TCNJ in the Township of Ewing, Mercer County, located at 2000 Pennington Road, Ewing, New Jersey 08628, designated as Block 215, Part of Lots 38, 129, 134, 135, 144 and 153, respectively on the tax map of the Township of Ewing, County of Mercer as evidenced by a Deed dated February 26, 1992 and recorded on March 2, 1992 at Volume 2594, Page 467; and a Deed dated as of June 19, 2002 and recorded on December 18, 2002 at Volume 4430, Page 055; and a Deed dated June 18, 2002 and recorded on January 6, 2003 at Volume 4436, Page 090 (collectively, the Authority Property); and

WHEREAS, TCNJ is owner of certain real property in the Township of Ewing, Mercer County, located at 2000 Pennington Road, Ewing, New Jersey 08628 designated as Block 193, Lot 21, Block 215, Lots 130 and 143 and Block 223 Lot 74 on the tax map of the Township of Ewing, County of Mercer (the TCNJ Property) as evidenced by Deed dated _____, and recorded at _____, and the TCNJ Property is being made subject to a separate conservation easement agreement simultaneously herewith; and

WHEREAS, pursuant to the Commission's regulations set forth at N.J.A.C. 7:45 *et seq.* (the Regulations), the Commission has reviewed and issued an approval (the Approval) on _____, for a project located on the TCNJ Property which is known as _____, and identified by the Commission as DRCC # 13-2789E; and

WHEREAS, the Approval granted by the Commission requires that both the Owner and TCNJ enter into separate Stream Corridor conservation easement agreements with the Commission to assure against any adverse impacts on the stream corridor and to otherwise comply with the

Commission's requirements and with the Master Plan for the Delaware and Raritan Canal State Park; and

WHEREAS, a portion of the stream corridor (such portion, the Corridor) of Shabakunk Creek, which is subject to Stream Corridor Impact review by the Commission, is located on the Property, and the Corridor is shown on the plan(s) entitled Stream Corridor Metes and Bounds Plan, prepared by Langan Engineering and Environmental Services, and dated March 13, 2009 and revised through February 8, 2011 (the Plan), and is more fully described in **Exhibit A**, which is attached hereto and incorporated herein by reference. The information on the Plan shall supersede any descriptive information in this Agreement. The legal descriptions of the Property are attached hereto as **Exhibit B** (the Legal Description).

NOW THEREFORE, in consideration of the Approval granted by the Commission, Owner and the Commission agree as follows:

1. The Corridor is regulated by the Commission pursuant to the Regulations in effect on the date of the issuance of the Commission's Approval.
2. Notwithstanding anything to the contrary contained herein, any structures or uses approved by the Commission as part of this Approval and/or as depicted and/or described on Exhibit C and in Note 10 of the Plan (hereinafter collectively referred to as the Permitted Uses) shall be permitted within the Corridor.
3. Except for the Permitted Uses, all other uses are prohibited within the Corridor. Notwithstanding anything else to the contrary in this Agreement or in the depiction of the Corridor on the Plan or the metes and bounds description of the Corridor on the Legal Description, this Agreement does not cover or extend to, and the easement and other rights granted to the Commission herein shall not pertain to, the

Permitted Uses, including without limitation those listed on **Exhibit C** attached hereto.

4. This Agreement shall not preclude Owner or TCNJ from entering upon the Property and taking action that, with mitigating action if needed, does not result in any material adverse impacts on the Corridor or otherwise violate the Regulations. If Owner or TCNJ shall have a need to modify the boundaries of the Corridor in such a way that, with mitigating action if needed, does not result in any material adverse impacts on the Corridor, TCNJ, on behalf of the Owner, may seek the approval of Commission to so modify the boundaries and such approval shall not be unreasonably withheld, conditioned or delayed. The rights granted herein to the Commission do not include the right to alter any Permitted Uses on the Property or to disturb the use thereof.
5. The Commission acknowledges and agrees that: (a) pursuant to the Leases, solely TCNJ, and not Owner, shall be obligated hereunder to maintain the Authority Property and the TCNJ Property, and (b) the Commission will not interfere with or impede the exercise by TCNJ or the Owner of any of its rights under the Leases, provided the Leases remain subject and subordinate to this Agreement.
6. Owner acknowledges and agrees that this Agreement shall be treated as part of the Lease for purposes of determining Owner's obligations under the Lease. Owner, as landlord under the Lease, hereby agrees to subordinate its rights as landlord thereunder to the rights of the Commission hereunder and to subordinate the Leases to this Agreement, notwithstanding the earlier dates of the respective Leases.

ATTEST:

DELAWARE AND RARITAN CANAL
COMMISSION

By: _____
Name:
Title:

By: _____
Name:
Title:

ATTEST:

NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY

By: _____

Derek S. Hansel
Executive Director

ACKNOWLEDGED BY:

THE COLLEGE OF NEW JERSEY

By: _____
Name:
Title:

RECORD AND RETURN:

STATE OF NEW JERSEY)

SS:

COUNTY OF MIDDLESEX)

I CERTIFY that on the _____ day of _____, 2013, _____, personally came before me and this person acknowledged under oath, to my satisfaction, that:

(a) This person signed, sealed and delivered the attached document as Executive Director of the New Jersey Educational Facilities Authority, a public authority of New Jersey named in this document; and

(b) This document was signed and made by the public authority as its voluntary act and deed by virtue of authority from its members.

Notary Public

STATE OF NEW JERSEY)

SS:

COUNTY OF HUNTERDON)

BE IT REMEMBERED that on the _____ day of _____, 2013, before me the subscriber, personally appeared Marlene Dooley, Executive Director of the Delaware and Raritan Canal Commission of the State of New Jersey, who I am satisfied is the person named in and who executed the within instrument, and thereupon she acknowledged that she signed, sealed and delivered the same as her voluntary act and deed, for the purposes therein expressed, and that the full and actual paid for this easement, as such consideration is defined in P.L. 1968, c. 49, Sec 1(c), is for the approval of the Delaware and Raritan Canal Commission of the State of New Jersey, of the Conservation Easement Agreement for a certain project located within the Delaware and Raritan Canal State Park review zone proposed by the owner.

Notary Public

EXHIBIT A

STREAM CORRIDOR METES AND BOUNDS PLAN

EXHIBIT B

LEGAL DESCRIPTIONS OF AUTHORITY PROPERTY

PHONE: (215) 493-5546
FAX: (215) 493-5663

PENNSYLVANIA
NEW JERSEY
DELAWARE

J. G. PARK ASSOCIATES, INC.
1084 TAYLORSVILLE ROAD
P.O. BOX 518
WASHINGTON CROSSING, PENNSYLVANIA 18977

CONSULTING ENGINEERS
PLANNING
SURVEYING

January 2, 1992
REVISED JANUARY 23, 1992
Job #E124-1/1599

BRANCH OFFICE
458 FOURTH STREET
EASTON, PA 18042
PHONE: (215) 253-4308

DESCRIPTION OF PROPERTY
AREA FOR MAINTENANCE AND
POWER BUILDING
P/O TAX LOT 38, BLOCK 215 (AKA Lot 144)
(EWING TOWNSHIP TAX ATLAS DATA)

ALL THAT CERTAIN lot, tract or parcel of land, situate
in the Township of Ewing, County of Mercer and State of New
Jersey, being more particularly bounded and described as
follows to wit:

BEGINNING at a point on the concrete curb on the
southerly side of Metzger Drive (25' wide cartway) said
point distant N 79° 59' 50" E, 83.76 feet from the easterly
corner of Decker Hall, and from said point of BEGINNING,
running, thence:

1) N 21° 57' 27" W, 3.50 feet along the northeasterly
line of area for Crowell and Decker Halls, along or near the
curb to a point of curvature, thence:

2) Along a curve to the left in a northwesterly
direction, having a radius of 575.00 feet, an arc distance
of 173.45 feet, subtended by a chord bearing N 30° 35' 58"
W, a chord distance of 172.80 feet along the same to a point
of tangency, thence:

3) N 39° 14' 28" W, 87.74 feet along the same and
beyond, along the northeasterly line of area for Tennis
Courts to a point of curvature, thence:

SCHEDULE A

J. G. PARK ASSOCIATES, INC.

January 2, 1992
REVISED JANUARY 23, 1992
Job #6124-1/1599
Page Two

4) Along a curve to the right in a northwesterly direction, having a radius of 250.00 feet, an arc distance of 78.76 feet, subtended by a chord bearing N 30° 12' 58" W, a chord distance of 78.43 feet along the same to a point of tangency, thence:

5) N 21° 11' 27" W, 19.68 feet along the same to a point of curvature, thence:

6) Along a curve to the left in a northwesterly direction, having a radius of 190.00 feet, an arc distance of 116.57 feet, subtended by a chord bearing N 38° 46' 01" W, a distance of 114.75 feet along the same to a point of tangency, thence:

7) N 56° 20' 34" W, 25.49 feet along the same to a point of curvature, thence:

8) Along a curve to the left in southwesterly direction, having a radius of 10.81 feet, an arc distance of 26.69 feet, subtended by a chord bearing, S 52° 56' 10" W, a chord distance of 20.41 feet along the same to a point, thence:

9) N 17° 47' 32" W, 48.54 feet (non-radial to the preceding curve) leaving existing curb along the northerly line of area of the Norworthy Building to a point of curve in the bed of said Metzger Drive, thence:

J. G. PARK ASSOCIATES, INC.

January 2, 1992
REVISED JANUARY 23, 1992
Job #6124-1/1599
Page Three

10) Along a curve to the right in a northwesterly direction, having a radius of 157.52 feet, an arc distance of 84.68 feet, subtended by a chord bearing N 66° 10' 39" W, a chord distance of 83.67 feet along the same, partially along or near the existing curb to a point on or near the curb, thence;

11) N 39° 13' 23" E, 25.00 feet (radial to the preceding curve) leaving said line of Norsworthy Building and said curb on the southerly side of Metzger Drive crossing the bed of said Metzger Drive, to a point in the existing curb in the northerly side of said road, thence;

12) Along a curve to the left in a southeasterly direction, having a radius of 132.52 feet, an arc distance of 99.11 feet, subtended by a chord bearing S 72° 12' 03" E, a chord distance of 96.81 feet along southerly line of the lake areas, along or near existing curb, partially along said Metzger Drive to a point of tangency, thence;

13) N 86° 22' 30" E, 44.09 feet along the same, along or near existing curb to a point, thence;

14) N 84° 09' 57" E, 9.38 feet along the same to a point, thence;

15) N 44° 31' 51" E, 138.85 feet along the same, leaving the said curb and partially along or near existing curb to a point in the said curb, thence;

16) S 45° 47' 49" E, 15.53 feet along the same to a point of curvature, thence;

17) Along a curve to the left in a northeasterly direction, having a radius of 5.00 feet, an arc distance of 7.80 feet, subtended by a chord bearing N 89° 34' 15" E, a chord distance of 7.03 feet along the same to a point of tangency, thence;

18) N 44° 54' 08" E, 13.26 feet along the same to a point of curvature, thence;

19) Along a curve to the right in a northeasterly direction, having a radius of 49.27 feet, an arc distance of 77.12 feet, subtended by a chord bearing N 89° 46' 52" E, a chord distance of 69.49 feet along the same to a point of tangency, thence;

20) S 45° 22' 34" E, 162.97 feet along the same to a point, thence;

21) S 35° 46' 01" E, 77.12 feet along the same to a point, said point being a drill hole set in top of existing curb, thence;

22) S 16° 12' 39" E, 36.71 feet along lands of State of New Jersey, along or near said curb to a point, thence;

23) Along a curve to the left in southeasterly direction, having a radius of 5.00 feet, an arc distance of 2.56 feet, subtended by a chord being S 30° 50' 47" E, a chord length of 2.53 feet along the same to a point of tangency, thence;

24) S 45° 35' 06" E, 150.24 feet along the same to a point, said point being a drill hole set in top of existing curb, thence;

J. G. PARK ASSOCIATES, INC.

January 2, 1992
REVISED JANUARY 23, 1992
Job #6124-1/1599
Page Five

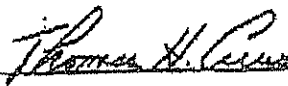
25) S 46° 17' 54" W, 124.15 feet along the same, leaving said existing curb, along or near the edge of bituminous pavement, thence;

26) S 49° 17' 18" W, 224.36 feet along the same and beyond, crossing the bed of said Metzger Drive, to the point and place of BEGINNING.

CONTAINING 3.5524 ACRES of land more or less.

Subject to documents and easements (recorded and unrecorded).

The above is intended to describe that parcel of land shown as P.O Lot 38, Block 215, on a plan entitled. "Plan of Survey of area for Maintenance and Power Building Site, prepared for Trenton State College, situate in Ewing Township, Mercer County, New Jersey", prepared by J.G. Park Associates, Inc., Engineers and Surveyors, Washington Crossing, PA, dated January 2, 1992, Job Number 6124-1.



Thomas H. Crews, NJ - P.L.S. #GS 31733



Consulting, Municipal & Environmental Engineers
Planners • Surveyors • Landscape Architects

4621 Nottingham Way, Hamilton Sq., NJ 08690
Tel: 609.587.8200 • Fax: 609.587.8260
www.maserconsulting.com

DESCRIPTION OF PROPERTY
EWING TOWNSHIP
MERCER COUNTY, NEW JERSEY

LOTS 133.01, 134 & 135
PART OF LOT 129
BLOCK 215
PROJECT NO. 98483G
JUNE 10, 2002

All those certain lots, tracts or parcels of land situate lying and being in the Township of Ewing in the County of Mercer and State of New Jersey and Part of Lot 153 Block 215 said lots as shown on Sheet No.'s 22 & 24 of the Official Tax Map of the Township of Ewing and being more particularly bounded and described as follows to wit:

BEGINNING at the point of intersection of the northerly line of Green Lane (Variable Width R.O.W.) with the westerly line of Lot 133, Block 215, said lot as shown on the aforesaid Official Tax Map, said point also having a New Jersey State Plane Coordinate of N 522,983.8575 E 1,971,993.6470 and running, thence –

- 1.) S 47° 33' 14" W, 37.00 feet along the aforesaid northerly line of Green Lane to a point in the easterly line of Lot 41, Block 215, said lot as shown on the aforesaid Official Tax Map, thence –
- 2.) N 42° 26' 46" W, 251.41 feet along the aforesaid easterly line of Lot 41, Block 215 to a point in the northerly line of the same, thence –
- 3.) S 47° 34' 20" W, 278.00 feet along the aforesaid northerly line of Lot 41, Block 215 to a point in the westerly line of the same, thence –
- 4.) S 42° 26' 47" E, 251.50 feet along the aforesaid westerly line of Lot 41, Block 215 to a point in the aforesaid northerly line of Green Lane, thence –
- 5.) S 47° 33' 13" W, 615.83 feet along the aforesaid northerly line of Green Lane to an angle point in the same, thence –
- 6.) S 34° 38' 20" E, 13.63 feet still along the aforesaid northerly line of Green Lane to an angle point in the same, thence –
- 7.) S 47° 33' 13" W, 253.99 feet still along the aforesaid northerly line of Green Lane to an angle point in the same, thence –
- 8.) N 28° 44' 34" W, 13.90 feet still along the aforesaid northerly line of Green Lane to an angle point in the same, thence –



**DESCRIPTION OF PROPERTY
EWING TOWNSHIP
MERCER COUNTY, NEW JERSEY**

**LOTS 133.01, 134 & 135
PART OF LOT 129
BLOCK 215
PROJECT NO. 98483 G
JUNE 10, 2002
PAGE 2**

- 9.) S 47° 33'17" W, 13.26 feet still along the aforesaid northerly line of Green Lane to a point of curvature in the same, thence -
- 10.) **SOUTHWESTWARDLY** on an arc having a radius of 470.07 feet and curving to the right an arc distance of 117.71 feet (central angle 14° 20' 52") said arc being connected by a chord bearing of S 54° 43' 43" W, and a chord distance of 117.41 feet, still along the aforesaid northerly line of Green Lane to a point of tangency in the same, thence -
- 11.) S 61° 54' 13" W, 331.03 feet still along the aforesaid northerly line of Green Lane to an angle point in the same said point being in the middle of the Shabakunk Creek common with the easterly line of Lot 153 Block 215 said lot as shown on the aforesaid Official Tax Map, thence -
- 12.) **NORTHWESTWARDLY** 1,650 feet more or less along the aforesaid middle of the Shabakunk Creek common with the aforesaid easterly line of Lot 153 Block 215 to a point, thence-
- 13.) N 44° 31' 04" E, 825.81 feet along the southerly line of Lot 130, Block 215 and beyond, along the southerly line of Lot 17, Block 582 and beyond, along the southerly line of Lot 15, Block 582, said adjoining lots as shown on the aforesaid Official Tax Map, to an angle point, thence -
- 14.) S 45° 28' 56" E, 426.39 feet through a portion of the aforesaid Lot 129, Block 215 to a point in the southerly line of the same, thence -
- 15.) N 44° 31' 05" E, 144.11 feet along the southerly line of aforesaid Lot 129, Block 215 to a point in the westerly line of the same, thence -
- 16.) S 42° 24' 54" E, 297.50 feet along the aforesaid westerly line of Lot 129, Block 215, to a point in the aforesaid westerly line of Lot 133, Block 215, thence -
- 17.) S 46° 09' 04" E, 302.00 feet along the aforesaid westerly line of Lot 133, Block 215 to an angle point in the same, thence -
- 18.) S 45° 09' 06" E, 278.06 feet still along the aforesaid westerly line of Lot 133, Block 215 to the Point having a New Jersey State Plane Coordinate of N 522,983.8575 E 1,971,993.6470 and Place of **BEGINNING**.



DESCRIPTION OF PROPERTY
EWING TOWNSHIP
MERCER COUNTY, NEW JERSEY

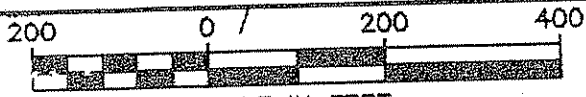
LOTS 133.01, 134 & 135
PART OF LOT 129
BLOCK 215
PROJECT NO. 98483G
JUNE 10, 2002
PAGE 3

CONTAINING 1,623,050.39 square feet of land more or less and/or 37.263 acres of land more or less.

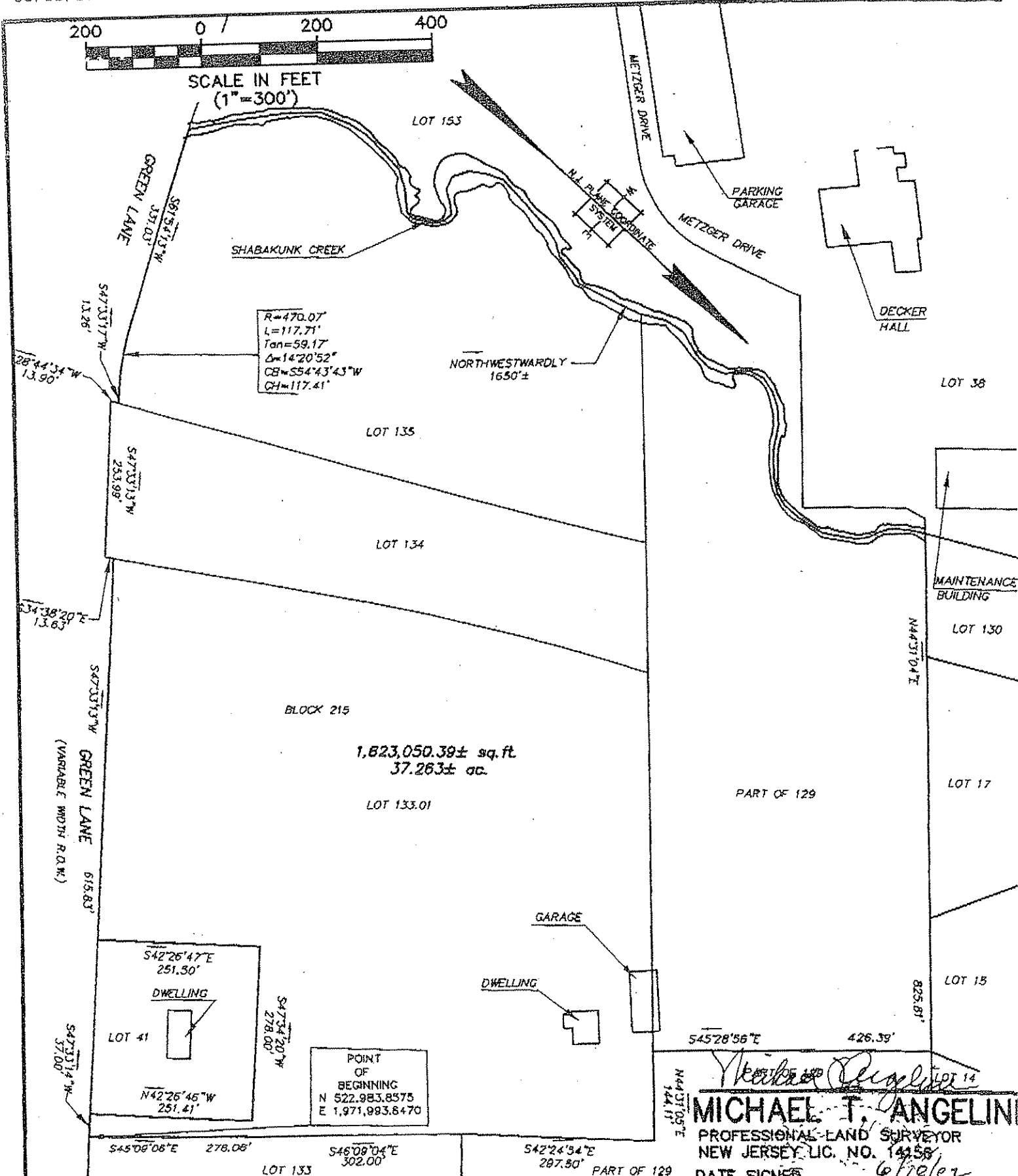
The foregoing description was prepared by the undersigned professional for the firm of Maser Consulting P.A. and is based on a plan entitled "Map Of Property Conveyed to New Jersey Educational Facilities Authority By College of New Jersey of Lots 133.01 & 134 and Part of Lot 129 Block 215, situate in Ewing Township, Mercer County, New Jersey" dated June 10, 2002.

6/10/02
DATED

MICHAEL T. ANGELINE
NEW JERSEY PROFESSIONAL LAND SURVEYOR
LICENSE NO. 14156



SCALE IN FEET
(1"=300')



Michael T. Angelini
MICHAEL T. ANGELINI
PROFESSIONAL LAND SURVEYOR
NEW JERSEY LIC. NO. 14458
DATE SIGNED 6/10/02

MASER
CONSULTING P.A.

Consulting, Municipal & Environmental Engineers
Planners • Surveyors • Landscapes Architects

HAMILTON SQUARE OFFICE
4621 Nottingham Way, Suite 8
Hamilton Square, N.J. 08690
Phone (609) 587-8200
Fax (609) 587-8260
E-mail - solutions@maserconsulting.com

MAP OF PROPERTY CONVEYED TO NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY BY COLLEGE OF N.J.
OF
LOTS 133.01, 134 & 135 AND PART OF LOT 129 BLOCK 215
SITUATE IN
EWING TOWNSHIP MERCER COUNTY NEW JERSEY
DATE: 6/10/02 SCALE: 1"=300' DRAWN BY: JOB NO. INDEX NO.



Consulting, Municipal & Environmental Engineers
Planners • Surveyors • Landscape Architects

4621 Nottingham Way, Hamilton Sq., NJ 08590
Tel: 609.587.8200 • Fax: 609.587.8280
www.maserconsulting.com

DESCRIPTION OF PROPERTY
EWING TOWNSHIP
MERCER COUNTY, NEW JERSEY

PART OF LOT 153
BLOCK 215
PROJECT NO. 98483G
JUNE 10, 2002

All that certain lot, tract or parcel of land situate lying and being in the Township of Ewing in the County of Mercer and State of New Jersey and being Part of Lot 153 Block 215 said lot as shown on Sheet No.'s 22 & 24 of the Official Tax Map of the Township of Ewing and being more particularly bounded and described as follows to wit:

BEGINNING at the point said point being the intersection of the westerly line Lot 135, Block 215 with the middle of the Shabakunk Creek, said lot as shown on the aforesaid Official Tax Map, said point also having a New Jersey State Plane Coordinate of N 521,952.5460 E 1,970,722.7619 and running, thence -

- 1.) S 64° 03' 04" W, 280.69 feet along the northerly line of Green Lane to a point in the easterly line of Lot 152, Block 215, said lot as shown on the aforesaid Official Tax Map, thence-
- 2.) N 81° 44' 06" W, 91.99 feet along the aforesaid easterly line of Lot 152, Block 215 to an angle point in the same, thence-
- 3.) S 84° 03' 31" W, 30.58 feet along the aforesaid easterly line of Lot 152, Block 215 to an angle point in the same, thence-
- 4.) N 82° 17' 44" W, 26.11 feet still along the same to an angle point in the same, thence-
- 5.) N 77° 14' 56" W, 23.72 feet still along the same to an angle point in the same, thence-
- 6.) N 70° 11' 43" W, 37.61 feet still along the same to an angle point in the same, thence-
- 7.) N 87° 01' 39" W, 20.90 feet still along the same to an angle point in the same, thence-
- 8.) N 36° 35' 24" W, 44.35 feet still along the same to an angle point in the same, thence-
- 9.) N 14° 02' 12" W, 38.64 feet still along the same to an angle point in the same, thence-
- 10.) N 08° 20' 55" W, 29.03 feet still along the same to an angle point in the same, thence-
- 11.) N 11° 07' 41" W, 50.68 feet still along the same to an angle point in the same, thence-
- 12.) N 80° 53' 04" W, 31.37 feet still along the same to an angle point in the same, thence-
- 13.) N 78° 13' 41" W, 26.74 feet still along the same to an angle point in the same, thence-

VOL 4436 PG 092



DESCRIPTION OF PROPERTY
EWING TOWNSHIP
MERCER COUNTY, NEW JERSEY

PART OF LOT 153
BLOCK 215
PROJECT NO. 98483G
JUNE 10, 2002
PAGE 2

- 14.) S 42° 30' 16" W, 21.83 feet still along the same to an angle point in the same, thence-
- 15.) N 54° 38' 54" W, 15.77 feet still along the same to an angle point in the same, thence-
- 16.) N 82° 37' 00" W, 31.17 feet still along the same to an angle point in the same, thence-
- 17.) S 46° 35' 20" W, 12.89 feet still along the same to an angle point in the same, thence-
- 18.) N 62° 12' 24" W, 18.05 feet still along the same to an angle point in the same, thence-
- 19.) N 38° 38' 27" W, 14.58 feet still along the same to an angle point in the same, thence-
- 20.) N 16° 40' 06" E, 6.60 feet still along the same to an angle point in the same, thence-
- 21.) N 29° 24' 43" W, 9.23 feet still along the same to an angle point in the same, thence-
- 22.) N 10° 53' 27" E, 15.64 feet still along the same to an angle point in the same, thence-
- 23.) N 39° 31' 34" E, 19.83 feet still along the same to an angle point in the same, thence-
- 24.) N 18° 57' 06" E, 36.59 feet still along the same to an angle point in the same, thence-
- 25.) N 55° 38' 05" W, 62.37 feet still along the same and beyond through a portion of Lot 38, Block 215, said lot as shown on the aforesaid Official Tax Map, to a point in the easterly curb line of Metzger Drive, thence-
- 26.) NORTHEASTWARDLY on an arc having a radius of 864.14 feet and curving to the right an arc distance of 72.59 feet (central angle 04° 48' 47") said arc being connected by a chord bearing of N 31° 57' 33" E, a chord distance of 72.57 feet, still through a portion of the aforesaid Lot 38, Block 215, also being along the curb line of Metzger Drive to a point of tangency in the same, thence-
- 27.) N 34° 21' 56" E, 43.95 feet still through the same and along the same to an angle point in the same, thence-
- 28.) N 38° 02' 57" E, 308.64 feet still through the same and along the same to a point of curvature in the same, thence-
- 29.) NORTHEASTWARDLY on an arc having a radius of 200.00 feet and curving to the left an arc distance of 193.07 feet (central angle 55° 18' 37") said arc being connected by a chord bearing of N 10° 23' 38" E, and a chord distance of 185.66 feet, still through the same and along the same to a point of tangency in the same, thence-



DESCRIPTION OF PROPERTY
 EWING TOWNSHIP
 MERCER COUNTY, NEW JERSEY

PART OF LOT 153
 BLOCK 215
 PROJECT NO. 98483G
 JUNE 10, 2002
 PAGE 3

- 30.) N 17° 15' 41" W, 103.61 feet still through the same and along the same to a point of curvature in the same, thence --
- 31.) NORTHWESTWARDLY on an arc having a radius of 530.00 feet and curving to the left an arc distance of 54.37 feet (central angle 05° 52' 40") said arc being connected by a chord bearing of N 20° 12' 01" W, and a chord distance of 54.35 feet, still through the same and along the same to a point in the same, thence --
- 32.) N45° 03' 05" E, 339.47 feet still through the same and along the edge of pavement to an angle point in the same, thence --
- 33.) N45° 23' 23" W, 151.96 feet still through the same and along the edge of pavement to an angle point in the same, thence --
- 34.) N15° 47' 38" W, 33.53 feet still through the same and along the same to an angle point in the same, thence -
- 35.) N 44° 31' 04" E, 23.56 feet still through the same and beyond, along the southerly line of Lot 130, Block 215 to a point in the aforesaid middle of the Shabakunk Creek, said point in common with the westerly line of Lot 129, Block 215, thence --
- 36.) SOUTHEASTWARDLY 1,650 feet more or less along the aforesaid middle of the Shabakunk Creek and common with the aforesaid westerly line of Lot 129, and the aforesaid westerly line of Lot 135 to the Point having a New Jersey State Plane Coordinate of N 521,952.5463 E 1,970, 722.7619 and Place of BEGINNING.

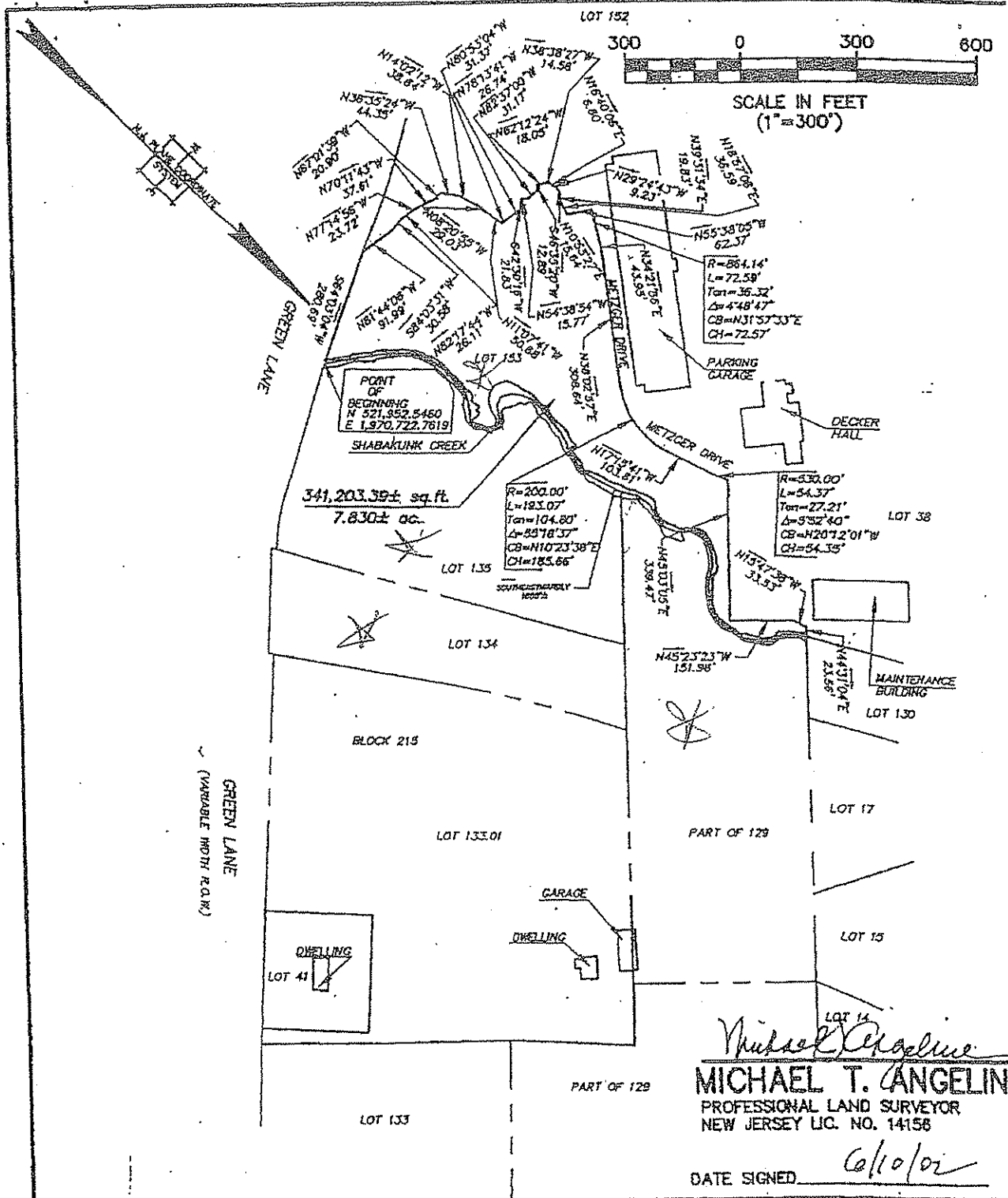
CONTAINING 341,203.39 square feet of land more or less and/or 7.830 acres of land more or less.

The foregoing description was prepared by the undersigned professional for the firm of Maser Consulting P.A. and is based on a plan entitled "Map Of Property Conveyed to New Jersey Educational Facilities Authority By State of New Jersey/College of New Jersey of Part of Lot 153 Block 215, situate in Ewing Township, Mercer County, New Jersey" dated June 10, 2002.

Michael T. Angelina
 MICHAEL T. ANGELINE
 NEW JERSEY PROFESSIONAL LAND SURVEYOR
 LICENSE NO. 14156

6/10/02
 DATED

\\hacxch\Projects\1998\98483g\Descriptions\0607\polot153blk.215.doc



Michael T. Angelini
MICHAEL T. ANGELINI
 PROFESSIONAL LAND SURVEYOR
 NEW JERSEY LIC. NO. 14158
 DATE SIGNED *6/10/02*

MASER CONSULTING P.A.
 Consulting, Municipal & Environmental Engineers
 Planning, Landscape Architects

HAMILTON SQUARE OFFICE
 4821 Nottingham Way, Suite 8
 Hamilton Square, N.J. 08690
 Phone (609) 587-8200
 Fax (609) 587-8260
 E-mail - solutions@maseerconsulting.com

MAP OF PROPERTY CONVEYED TO NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY BY STATE OF N.J./ COLLEGE OF N.J.
 OF
PART OF LOT 153 BLOCK 215
 SITUATE IN
 EWING TOWNSHIP MERCER COUNTY NEW JERSEY
 DATE: 6/10/02 SCALE: 1"=300' DRAWN BY: RCK JOB NO. 041170 INDEX NO. 441181

EXHIBIT C
PERMITTED USES

DELAWARE AND RARITAN CANAL COMMISSION

Conservation Easement

Revised 10 September 2013

The following list of items, buildings, operations and activities will be preserved or "grandfathered" and deemed allowable in the conservation easement between The College of New Jersey and The Delaware and Raritan Canal Commission:

1. Buildings, structures and improvements
 - 1.1. All existing hardscape including existing roadways, walkways, curbs and pathways;
 - 1.2. All existing structures such as buildings, dams, bridges, boathouses or gazebos;
 - 1.3. All existing piping, utilities, outflows, grates, culverts and similar structures;
 - 1.4. All existing site furnishings including fences, sports equipment, lamp poles and bases, benches, seating, signage, and security devices;
 - 1.5. All existing athletic fields, lawns, and gardens;
2. Operations, maintenance and repairs. The College reserves the right to continue the following:
 - 2.1. Mowing of lawn areas around the lakes and the Green Lane Athletic Fields;
 - 2.2. Landscape maintenance including tree and bush trimming, planting and mulching;
 - 2.3. Existing hardscape maintenance including patching, repairing, and repaving of existing roadways, walkways, curbs and pathways;
 - 2.4. Any and all maintenance, repairs and replacement of dam structures;
 - 2.5. Any and all maintenance, repairs and replacement of piping, utilities, outflows, grates, culverts and similar structures;
 - 2.6. Any and all maintenance, repairs and replacement of existing site furnishings including fences, sports equipment, lamp poles and bases, benches; seating, signage, and security devices;
 - 2.7. Any and all maintenance, repairs and replacement of existing bridge structures, boat houses, gazebos and other built structures;
 - 2.8. Wildlife and pest control activities such as "goosebusters" or "geesepolice";
 - 2.9. Any and all maintenance, repairs or replacement necessary for health and life safety.
3. Uses and activities
 - 3.1. All current and historic recreational and leisure activity uses including walking, cycling, boating, picnicking, swimming, photography, and assembly;
 - 3.2. All current and existing educational and research activities including water sampling, study of flora and fauna, sample taking, photography, and specimen collection;
 - 3.3. All current and existing athletic and sports activities including team sports such as soccer, baseball, football, lacrosse, softball, and track activities on the Green Lane Fields;
 - 3.4. Cultivation of existing gardens and planting areas.

EXHIBIT D

NJEFA BONDS

\$287,790,000 aggregate principal amount of Revenue Refunding Bonds, The College of New Jersey Issue, Series 2008 D (the Series 2008 D Bonds) issued April 30, 2008 to finance, *inter alia*, the current refunding of the outstanding Series 1999 A and Series 2002 D bonds previously issued by the Authority on behalf of The College of New Jersey (the College)

\$44,500,000 aggregate principal amount of Revenue Bonds, consisting of The College of New Jersey Issue, Series 2010 A (Tax-Exempt) (the Series 2010 A Bonds) and The College of New Jersey Issue, Series 2010 B (Build America Bonds – Direct Payment) (the Series 2010 B Bonds, collectively with the Series 2010 A Bonds, the Series 2010 Bonds) issued January 14, 2010 to finance, *inter alia*, the construction of a three story, approximately 70,000 square foot facility to house the College's School of Education

\$26,255,000 aggregate principal amount of Revenue Refunding Bonds, The College of New Jersey Issue, Series 2012 A (the Series 2012 A Bonds) issued April 5, 2012 to finance, *inter alia*, the current refunding of the outstanding Series 2002 C bonds previously issued on behalf of the College



103 COLLEGE ROAD EAST • PRINCETON, NEW JERSEY 08540
 PHONE 609-987-0880 • FAX 609-987-0850 • dhansel@njefa.com

DEREK S. HANSEL
Executive Director

Date: September 24, 2013

To: Members of the Authority

Issue: The College of New Jersey, Series 2013 A

Below please find the procurement procedures that were undertaken with respect to the various professional appointments in connection with The College of New Jersey Series 2013 A transaction and staff's recommendations with respect thereto.

Bond Counsel

In accordance with Executive Order No. 26 (1994), the Attorney General's office has selected McCarter & English, LLP to serve as bond counsel for this transaction.

Senior Managing and Co-Managing Underwriter

Senior Managing Underwriter

On September 3, 2013, the Authority circulated an RFP for Senior Managing and Co-Managing Underwriting Services to the 13 members of the Authority's Senior Managing Underwriter pool and the 14 members of the Authority's Co-Managing Underwriter pool. On September 10, 2013, 7 responses were received from firms seeking appointment as Senior Managing Underwriter for this transaction. This number includes only those firms in the Senior Managing Underwriter pool previously approved to serve as Senior Managing Underwriter. The responsive firms and their respective scores are as follows:

<u>Firm</u>	<u>Evaluator #1</u>	<u>Evaluator #2</u>	<u>Evaluator #3</u>	<u>Fee</u>	<u>Total</u>
Citi	85.92	81.67	89.67	3.28	257.26
Morgan Stanley	84.81	75.81	91.81	3.965	252.43
BAML	82.95	84.95	76.45	3.056	244.35
JP Morgan	79.04	90.04	57.04	2.74	226.12
RBC	78.5	76.5	69	3.33	224
Wells Fargo	74.81	75.31		3.675	150.12
Jefferies	66.68	60.68		4.29	127.36

Recommendation: Citigroup Global Markets, Inc.

Co-Managing Underwriter

On September 10, 2013, 18 responses were received from firms seeking appointment as Co-Managing Underwriter for this transaction. This number includes firms from both the Senior Managing Underwriter pool and the Co-Managing Underwriter pool, previously approved to serve as Co-Managing Underwriter. Based on the size and timing of the transaction, the Authority requests that the Board delegate the ability to designate one or more co-managers, if necessary, to the Executive Director in accordance with the Authority's standard procurement policies.

Trustee

US Bank, National Association is the current trustee on all of the College's outstanding bond issues and it is the College's strong preference to continue their relationship with US Bank as trustee. On September 4, 2013, the Authority requested a fee quote from US Bank to serve as trustee for this transaction. On September 10, 2013, US Bank provided a fee quote of \$350 annually which is in line with fee quotes the Authority has received in response to recent Trustee RFPs. It is the Authority's recommendation to select US Bank, National Association to serve as trustee for this transaction.

The Authority's staff involvement in the procurement processes related to the above referenced professionals was completed as of the 23rd day of September, 2013.

By: 

Derek S. Hansel
Executive Director

**RESOLUTION APPOINTING PROFESSIONALS IN CONNECTION WITH THE
ISSUANCE OF REVENUE BONDS BY THE NEW JERSEY EDUCATIONAL
FACILITIES AUTHORITY ON BEHALF OF THE COLLEGE OF NEW JERSEY**

ADOPTED SEPTEMBER 24, 2013

- WHEREAS** the New Jersey Educational Facilities Authority (the "Authority") was created as a public body corporate and politic of the State of New Jersey pursuant to the New Jersey Educational Facilities Authority Law (being Chapter 72A of Title 18A of the New Jersey Statutes, as amended and supplemented), N.J.S.A. 18A:72A-1 et seq. (the "Act"); and
- WHEREAS** The College of New Jersey (the "College") has requested that the Authority begin the process of procuring professionals in connection with the issuance of bonds by the Authority to financing a capital project on behalf of the College (the "Financing"); and
- WHEREAS** the Authority Board has been provided with a memorandum summarizing the procurement procedures and Authority staff's recommendations with respect thereto.

**NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW
JERSEY EDUCATIONAL FACILITIES AUTHORITY, AS FOLLOWS:**

- 1. Appointment of Trustee, Bond Registrar and Paying Agent.**
US Bank, National Association is hereby appointed as the initial Trustee, Bond Registrar and Paying Agent in connection with the Financing.
- 2. Appointment of Senior Managing Underwriter.**
Citigroup Global Markets, Inc. is hereby appointed as the Senior Managing Underwriter in connection with the Financing.
- 3. Appointment of Co-Managing Underwriters.**
The Authority hereby authorizes the Executive Director of the Authority to appoint one or more co-managing underwriters, if necessary, in connection with the Financing.
- 4. Effective Date.** This Resolution shall take effect in accordance with the Act.

_____ Mr. Petrecca _____ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by _____ Ms. Hendricks _____ and upon roll call the following members voted:

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Rochelle Hendricks

NAY: None

ABSTAIN: Joshua Hodes

ABSENT: None

The Chair thereupon declared said motion carried and said resolution adopted.

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF
GRANT AGREEMENTS TO BE ENTERED INTO IN CONNECTION
WITH THE AUTHORITY'S HIGHER EDUCATION FACILITIES TRUST
FUND PROGRAM**

Adopted: September 24, 2013

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority") is authorized pursuant to the New Jersey Higher Education Facilities Trust Fund Act, N.J.S.A. 18A:72A-49 et seq. (the "HEFT Act") to issue bonds to finance the construction, reconstruction, development, extension and improvement of certain facilities of New Jersey's public and private institutions of higher education (the "HEFT Bonds"); and

WHEREAS, on April 29, 2013, the Secretary of Higher Education of New Jersey (the "Secretary") certified the list of approved projects and award amounts (the "HEFT Projects") for the New Jersey public and private institutions of higher education (collectively, the "Grantees") identified on Exhibit A attached hereto and incorporated herein to be financed pursuant to the HEFT Act; and

WHEREAS, on April 29, 2013, pursuant to N.J.S.A. 18A:72A-54, the Secretary submitted the list of HEFT Projects and Grantees identified on Exhibit A attached hereto to the New Jersey Legislature (the "Legislature") for review during the statutorily prescribed 60 day period (the "Review Period"); and

WHEREAS, the Legislature did not adopt a concurrent resolution disapproving the grants for the HEFT Projects with the Review Period and the approval of the HEFT Projects and Grantees identified on Exhibit A is final; and

WHEREAS, on July 23, 2013, the Authority adopted a resolution declaring its official intent to issue the HEFT Bonds and to use a portion of the proceeds thereof to reimburse certain expenditures made prior to the issuance of such HEFT Bonds; and

WHEREAS, in connection with the issuance of the HEFT Bonds, the Authority will enter into a Grant Agreement with each Grantee with respect to each HEFT Project (collectively, the "Grant Agreements"), pursuant to which each Grantee will, inter alia, agree to comply with the provisions of the HEFT Act and other applicable law with respect to such HEFT Project(s); and

WHEREAS, the Authority now wishes to authorize the execution and delivery of the Grant Agreements, which may be executed by Authority and the Grantees prior to the issuance of the HEFT Bonds, which HEFT Bonds shall be authorized by subsequent resolution of the Authority in accordance with the HEFT Act;

WHEREAS, the execution of any Grant Agreement by the Authority prior to the issuance of the HEFT Bonds does not obligate the Authority to finance the HEFT Projects other than from

the proceeds of the HEFT Bonds, if and when issued.

NOW THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY AS FOLLOWS:

Section 1. The form of Grant Agreement presented to the meeting at which this Resolution is adopted (a copy of which shall be filed with the records of the Authority) is hereby approved. Any of the Chair, Vice Chair, Executive Director, Deputy Executive Director, Director of Project Management, and Director of Risk Management and any other person authorized by resolution of the Authority, or any such officers designated as “acting” or “interim” (each an “Authorized Officer”) is hereby authorized and directed, from time to time, to execute, acknowledge and deliver, and any other Authorized Officer of the Authority is hereby authorized and directed to affix and attest the official common seal of the Authority to, a Grant Agreement with each Grantee with respect to each HEFT Project identified on Exhibit A attached hereto, in substantially such form, with such changes therein (including, without limitation, the date thereof, the inclusion of additional representations, warranties and/or covenants on the part of the Grantee, and any other provisions that may be necessary or convenient) and any supplements thereto, all as the Authorized Officer executing the same may approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced by such Authorized Officer's execution thereof.

Section 2. This resolution will take effect as provided for under the Act.

_____ Mr. Hutchinson _____ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by _____ Mr. Hodes _____ and upon roll call the following members voted:

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Rochelle Hendricks

NAY: None

ABSTAIN: None

ABSENT: None

The Chair thereupon declared said motion carried and said resolution adopted.

EXHIBIT A

HEFT PROJECTS AND GRANTEES

EXHIBIT A

HEFT GRANTS

HEFT Institution	App #	Project Name	Amount
New Jersey Institute of Technology	035-01	Transforming NJIT's Central King Building; A Hub for STEM Education & Research	\$ 20,000,000
Rutgers University	047-26	305 Cooper, Writers House	\$ 4,250,000
Rutgers University	047-38	Academic Building	\$ 17,250,000
Rutgers University	047-39	15 Washington Street - Newark	\$ 10,750,000
Rutgers University	047-41	Pharmacy	\$ 16,750,000
UMDNJ	058-02	Clinical Laboratory Science and Interprofessional Health Laboratories at the UMDNJ-School of Health Related Professions	\$ 4,030,705
UMDNJ	058-03	Oral Health Sciences Laboratory Renovation	\$ 16,000,000
UMDNJ	058-04	UH Infrastructure Renewal and Upgrades	\$ 37,000,000
Kean University	027-03	Performing Arts Instructional Facility Expansion and Renovations	\$ 1,000,000
Kean University	027-05	Kean Highlands Environmental Sciences Education Center	\$ 1,500,000
New Jersey City University	034-03	Science Building Addition and Renovation	\$ 32,000,000
Ramapo College of New Jersey	042-01	STEM Building Upgrade	\$ 16,912,000
The College of NJ	013-04	Science Building Renovation	\$ 6,000,000
Drew University	018-01	Renovation and Expansion of the Hall of Sciences at Drew University	\$ 759,240
Georgian Court University	024-05	Arts and Sciences Building: Innovations in STEM Education	\$ 5,000,000
Seton Hall University	050-01	Construction of Academic Building Stafford Hall	\$ 1,200,000
Stevens Institute of Technology	052-05	Using Integrative and Interactive Technologies to Enhance Student-Centered STEM Education: The Unified Communications and Collaboration Environment (UCCE) Project	\$ 750,000
Burlington County College	009-03	Center for the Advancement of Science and Technology	\$ 2,640,000
County College of Morris	015-04	Biology, Chemistry and Physics Lab Renovations	\$ 1,490,400
Cumberland County College	016-01	Phase 1 Facilities Master Plan Implementation	\$ 1,364,000
Essex County College	021-02	Health Sciences Nursing Simulation Laboratory	\$ 55,250
Gloucester County College	025-04	Adult Center for Transition	\$ 4,015,800
Hudson County Community College	026-01	Science Center	\$ 2,376,000
Mercer County Community College	028-02	Expanding Capabilities in Advanced Mfr	\$ 855,000
Middlesex County College	030-01	Academic Science Building	\$ 2,992,000
Ocean County College	036-02	Nursing Building Upgrade	\$ 1,692,769
Passaic County Community College	037-03	Center for STEM Innovation	\$ 2,068,000
Raritan Valley Community College	043-02	Workforce Training Center	\$ 8,000,000
Sussex County Community College	054-01	Dark Fiber Install	\$ 1,276,000

The New Jersey Educational Facilities Authority
Higher Education Facilities Trust Fund

GRANT AGREEMENT

[Institution]

THIS GRANT AGREEMENT, is executed by and between the New Jersey Educational Facilities Authority (the "Authority"), a public body corporate and politic of the State of New Jersey (the "State") and [NAME OF INSTITUTION] (the "Institution"), [public institution of higher education] [private institution of higher education]¹ as defined in N.J.S.A. 18A:72A-3 (collectively, "the Parties"), pursuant to the provisions of the Higher Education Capital Improvement Fund Act, N.J.S.A. 18A:72A-49 *et seq.*, as amended (the "Act"), for the purpose of providing funds for construction, reconstruction, development, extension and improvement of instructional, laboratory communication, and research facilities for the State's public and private non-profit institutions of higher education.

TERMS AND CONDITIONS:

1. The Institution has been awarded a grant in the amount of _____ (\$ _____) (the "Grant Amount") to be used to finance _____ (the "Project") as certified by the Secretary of Higher Education (the "Secretary"). A description of the Project as so approved is attached hereto and incorporated herein by reference. The grant herein made is expressly conditioned upon the issuance of the hereinafter-defined Bonds in an amount sufficient to fund the Grant Amount, and also upon the Institution's execution and delivery of all documents, certificates, opinions and other items as may be required by the Authority in connection with the issuance of the Bonds. The issuance of the Bonds is subject to Authority board approval and final review by bond counsel as to the eligibility and tax exempt status of the Project.
2. The Institution represents and warrants that (i) it is a [private] [public] institution of higher learning duly accredited and (ii) all of the statements and representations made in its application for the Grant Amount were on the date made and shall continue to be true and correct in all material respects.

¹ An institution representing that it is a "public institution of higher education" as defined in N.J.S.A. 18A:72A-3, is representing that it one of Rutgers, NJIT, UMDNJ, Kean, Montclair State, New Jersey City University, Ramapo, Richard Stockton, Rowan, The College of New Jersey, Thomas Edison, William Paterson and the county colleges. An institution representing that it is a "private institution of higher education" as defined in N.J.S.A. 18A:72A-3 is representing that it is an independent college or university incorporated and located in New Jersey, which by virtue of law or character or license, is a nonprofit educational institution authorized to grant academic degrees and which provide a level of education which is equivalent to the education provided by the State's public institutions of higher education as attested by the receipt of and continuation of regional accreditation by the Middle States Association of Colleges and Schools, and which is eligible to receive State aid.

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF
LEASE AGREEMENTS TO BE ENTERED INTO IN CONNECTION
WITH THE AUTHORITY'S HIGHER EDUCATION EQUIPMENT
LEASING FUND**

Adopted: September 24, 2013

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority") is authorized pursuant to the New Jersey Higher Education Equipment Leasing Fund Act, N.J.S.A. 18A: 72A-40 *et seq.* (the "Leasing Fund Act") to issue bonds to finance the purchase of higher education equipment for lease to New Jersey public and private institutions of higher education ("ELF Bonds"); and

WHEREAS, on April 29, 2013, the Secretary of Higher Education of New Jersey (the "Secretary"), certified the list of approved projects and award amounts (the "ELF Projects") for the New Jersey public and private institutions of higher education (collectively, the "Lessees") identified on Exhibit A attached hereto and incorporated herein to be financed pursuant to the Leasing Fund Act; and

WHEREAS, on June 28, 2013, pursuant to N.J.S.A. 18A:72A-45.1, the Authority submitted the list of ELF Projects and Lessees identified on Exhibit A to the Joint Budget Oversight Committee of the New Jersey legislature ("JBOC") for review during the statutorily prescribed 10 working day period (the "Review Period"); and

WHEREAS, the Review Period has expired without adverse action by JBOC and the approval of the ELF Projects and Lessees identified on Exhibit A is final; and

WHEREAS, in accordance with the Leasing Fund Act, the Authority intends to issue ELF Bonds to finance the ELF Projects for lease to the Lessees; and

WHEREAS, on July 23, 2013, the Authority adopted a resolution declaring its official intent to issue the ELF Bonds and to use a portion of the proceeds thereof to reimburse certain expenditures made prior to the issuance of such ELF Bonds; and

WHEREAS, in connection with the issuance of the ELF Bonds, the Authority will enter into a Lease Agreement with each Lessee with respect to each ELF Project (collectively, the "Lease Agreements"), pursuant to which the Lessee will, *inter alia*, agree to lease its respective ELF Project and to contribute a portion of the debt service on the ELF Bonds allocable to such Lessee's ELF Project in the form of rental payments under the Lease; and

WHEREAS, the Authority now wishes to authorize the execution and delivery of the Lease Agreements, which may be executed by the Authority and the Lessees prior to the issuance of the ELF Bonds, which ELF Bonds shall be authorized by subsequent resolution of the Authority in accordance with the Leasing Fund Act; and

WHEREAS, the execution of any Lease Agreement by the Authority prior to issuance of the ELF Bonds does not obligate the Authority to finance the ELF Projects other than from the proceeds of the ELF Bonds, if and when issued.

NOW THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY AS FOLLOWS:

Section 1. The form of Lease Agreement presented to the meeting at which this Resolution is adopted (a copy of which shall be filed with the records of the Authority) is hereby approved. Any of the Chair, Vice Chair, Executive Director, Deputy Executive Director, Director of Project Management and Director of Risk Management or any other person authorized by resolution of the Authority, or any such officers designated as "acting" or "interim" (each an "Authorized Officer") is hereby authorized and directed, from time to time, to execute, acknowledge and deliver, and any other Authorized Officer of the Authority is hereby authorized and directed to affix and attest the official common seal of the Authority to, a Lease Agreement with each Lessee with respect to each ELF Project identified on Exhibit A attached hereto, in substantially such form, with such changes therein (including, without limitation, the date thereof, the inclusion of additional representations, warranties and/or covenants on the part of the Lessee, debt service schedules and any other provisions that may be necessary or convenient) and any supplements thereto, all as the Authorized Officer executing the same may approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced by such Authorized Officer's execution thereof.

Section 2. This resolution will take effect as provided for under the Act.

____ Mr. Hodes ____ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ____ Mr. Hutchinson __ and upon roll call the following members voted:

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Rochelle Hendricks

NAY: None

ABSTAIN: None

ABSENT: None

The Chair thereupon declared said motion carried and said resolution adopted.

EXHIBIT A
ELF PROJECTS AND LESSEES

EXHIBIT A
ELF GRANTS

ELF Institution	ELF App #	Project Name	Amount
New Jersey Institute of Technology	035-01	Transforming NJIT's Central King Building; A Hub for STEM Education & Research	\$ 3,107,902
New Jersey Institute of Technology	035-03	Integrative Life Science and Engineering Laboratory Building	\$ 4,000,000
Rowan University	046-11	Data Storage	\$ 750,000
Rutgers University	047-03	Molecular Imaging and Control Facility for Brain Research	\$ 1,500,000
Rutgers University	047-04	Polymer and Nanomaterials Characterization Facility (Poli RU-N)	\$ 2,075,000
Rutgers University	047-05	A High Performance Computing Facility for a High Profile Campus	\$ 700,000
Rutgers University	047-10	Transforming Biology Lab for Undergraduate students	\$ 513,173
Rutgers University	047-12	Rutgers University Advanced Compute and Data Cloud	\$ 10,000,000
Rutgers University	047-14	GE IN CELL Analyzer 6000 System	\$ 525,000
Rutgers University	047-15	A Mass Spectrometry System for Quantitative Proteomics	\$ 561,294
Rutgers University	047-18	Advanced Infrastructure for Computational Biomedicine, Informatics and Modeling	\$ 5,000,000
Rutgers University	047-28	Camden Data Center Infrastructure Update	\$ 900,000
Rutgers University	047-30	RU Camden Computers and Printers	\$ 1,298,900
Rutgers University	047-32	Transforming Education, Research, and Training in the Biological	\$ 3,025,000
Rutgers University	047-33	RU Camden Nursing	\$ 820,000
Rutgers University	047-34	RU Camden Enhanced Learning Space	\$ 1,977,608
Rutgers University	047-36	Ubiquitous Wireless Coverage	\$ 5,000,000
Rutgers University	047-37	Commercial Tier III Data Center	\$ 7,000,000
Rutgers University	047-46	Camden Chemistry	\$ 2,313,100
Rutgers University	047-47	Camden Access Switches	\$ 547,000
Kean University	027-01	North Avenue Multipurpose Academic Building	\$ 1,150,000
Kean University	027-02	East Campus Classroom	\$ 100,000
Kean University	027-03	Performing Arts Instructional Facility Expansion and Renovation	\$ 250,000
Kean University	027-05	Kean Highlands Environmental Sciences Education Center	\$ 937,500
Montclair State University	032-10	Conversion to IP Telephone Operations	\$ 700,000
Montclair State University	032-11	Installation of High Availability Uninterrupted Power Source Devices	\$ 700,000
New Jersey City University	034-04	Instructional Technology Upgrades	\$ 1,718,215
Ramapo College of New Jersey	042-01	STEM Building Upgrade	\$ 750,000
Ramapo College of New Jersey	042-05	Technology Infrastructure Upgrade	\$ 534,000

EXHIBIT A
ELF GRANTS

ELF Institution	ELF App #	Project Name	Amount
Richard Stockton College of NJ	044-04	Education Technology Project	\$ 1,195,000
Richard Stockton College of NJ	044-07	Science Building Teaching Laboratory Equipment	\$ 6,400,000
The College of NJ	013-03	Project to Advance Systemic, Integrated Upgrade and Expansion of Equipment-Intensive, Science and Technology-Rich Programs	\$ 6,900,035
Thomas Edison State College	056-02	Instructional Equipment Purchase for the W. Cary Edwards School of Nursing	\$ 585,000
William Paterson University Centenary College	061-04 012-01	Communicating in the 21st Century Renovations of Science Labs at Trevorrow Hall and the Hackettstown Fish Hatchery	\$ 1,739,521 \$ 125,000
Drew University	018-01	Renovation and Expansion of the Hall of Sciences at Drew University	\$ 703,754
Felician College	023-01	Education Commons	\$ 550,000
Georgian Court University	024-05	Arts and Sciences Building: Innovations in STEM Education	\$ 686,040
Seton Hall University	050-02	Campus Connectivity Improvements	\$ 1,511,931
Stevens Institute of Technology	052-01	Stevens Institute Virtualized Learning Environment	\$ 2,500,000
Stevens Institute of Technology	052-05	Using Integrative and Interactive Technologies to Enhance Student-Centered STEM Education: The Unified Communications and Collaboration (UCCE) Project	\$ 2,000,000
Atlantic Cape Community College	002-03	Enabled Technology Upgrades	\$ 803,542
Bergen Community College	004-03	Infrastructure Enhancement Project	\$ 2,023,000
Brookdale Community College	008-01	The Wall Project	\$ 1,730,398
Brookdale Community College	008-02	Technology Upgrade	\$ 993,905
Burlington County College	009-02	Next Generation Educational Technology Project (NGET)	\$ 1,427,852
Camden County College	011-02	The Instructional, Technology and Lab Equipment Modernization Project "INTEL"	\$ 1,281,890
County College of Morris	015-06	Instruction Equipment Acquisition Project	\$ 1,274,387
Cumberland County College	016-02	Information Technology and Equipment Upgrades	\$ 737,800
Essex County College	021-02	Health Sciences Nursing Simulation Laboratory	\$ 640,967
Hudson County Community College	026-01	Science Center	\$ 651,910

EXHIBIT A
ELF GRANTS

ELF Institution	ELF App #	Project Name	Amount
Mercer County Community College	28	Renovating Labs and Instructional Space to Improve Teaching of STEM Disciplines	\$ 473,400
Mercer County Community College	028-02	Expanding Capabilities in Advance Mfr	\$ 401,250
Middlesex County College	030-01	Academic Science Building	\$ 1,618,400
Ocean County College	036-04	Classroom Technology Project	\$ 1,549,603
Passaic County Community College	037-04	Extended Learning Beyond the Campus Walls	\$ 1,118,416
Sussex County Community College	054-02	Technology Infrastructure Advancement Initiative	\$ 690,200
Warren County Community College	060-01	Technology Upgrade Project	\$ 500,000

DRAFT

LEASE AGREEMENT

Between the

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY,
as Lessor

and

[NAME OF INSTITUTION],
as Lessee

Dated as of _____, 20__

HIGHER EDUCATION EQUIPMENT LEASING FUND PROGRAM

Lease Amount: \$ _____

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF
GRANT AGREEMENTS TO BE ENTERED INTO IN CONNECTION
WITH THE AUTHORITY'S HIGHER EDUCATION CAPITAL
IMPROVEMENT FUND PROGRAM**

Adopted: September 24, 2013

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority") is authorized pursuant to the New Jersey Higher Education Capital Improvement Fund Act, N.J.S.A. 18A:72A-72 et seq. (the "CIF Act") to issue bonds to finance the renewal, renovation, improvement, expansion, construction and reconstruction of certain facilities, or technology infrastructure, of New Jersey's four-year public and private institutions of higher education (the "CIF Bonds"); and

WHEREAS, on April 29, 2013, the Secretary of Higher Education of New Jersey (the "Secretary") certified the list of approved projects and award amounts (the "CIF Projects") for the four-year public and private colleges and universities of New Jersey (collectively, the "Grantees") identified on Exhibit A attached hereto and incorporated herein to be financed pursuant to the CIF Act; and

WHEREAS, on April 29, 2013, pursuant to N.J.S.A. 18A:72A-77, the Secretary submitted the list of CIF Projects and Grantees identified on Exhibit A attached hereto to the New Jersey Legislature (the "Legislature") for review during the statutorily prescribed 45 day period (the "Review Period"); and

WHEREAS, the Legislature did not adopt a concurrent resolution disapproving the grants for the CIF Projects with the Review Period and the approval of the CIF Projects and Grantees identified on Exhibit A is final; and

WHEREAS, on July 23, 2013, the Authority adopted a resolution declaring its official intent to issue the CIF Bonds and to use a portion of the proceeds thereof to reimburse certain expenditures made prior to the issuance of such CIF Bonds; and

WHEREAS, in connection with the issuance of the CIF Bonds, the Authority will enter into a Grant Agreement with each Grantee with respect to each CIF Project (collectively, the "Grant Agreements"), pursuant to which each Grantee will, inter alia, agree to comply with the provisions of the CIF Act and other applicable law with respect to such CIF Project(s), and to provide one-third, in the case of public institutions of higher education, or one-half, in the case of private institutions of higher education, of the debt service on the CIF Bonds allocable to finance that Grantee's CIF Project in accordance with the CIF Act; and

WHEREAS, the Authority now wishes to authorize the execution and delivery of the Grant Agreements, which may be executed by Authority and the Grantees prior to the issuance of the CIF Bonds, which CIF Bonds shall be authorized by subsequent resolution of the Authority in accordance with the CIF Act; and

WHEREAS, the execution of any Grant Agreement by the Authority prior to issuance of the CIF Bonds does not obligate the Authority to finance the CIF Projects other than from the proceeds of the CIF Bonds, if and when issued.

NOW THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY AS FOLLOWS:

Section 1. The form of Grant Agreement presented to the meeting at which this Resolution is adopted (a copy of which shall be filed with the records of the Authority) is hereby approved. Any of the Chair, Vice Chair, Executive Director, Deputy Executive Director, Director of Project Management, and Director of Risk Management and any other person authorized by resolution of the Authority, or any such officers designated as "acting" or "interim" (each an "Authorized Officer") is hereby authorized and directed, from time to time, to execute, acknowledge and deliver, and any other Authorized Officer of the Authority is hereby authorized and directed to affix and attest the official common seal of the Authority to, a Grant Agreement with each Grantee with respect to each CIF Project identified on Exhibit A attached hereto, in substantially such form, with such changes therein (including, without limitation, the date thereof, the inclusion of additional representations, warranties and/or covenants on the part of the Grantee, debt service schedules and any other provisions that may be necessary or convenient) and any supplements thereto, all as the Authorized Officer executing the same may approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced by such Authorized Officer's execution thereof.

Section 2. In the case of any Grant Agreement executed prior to the date of issuance of the CIF Bonds, any Authorized Officer is hereby authorized and directed to cause to be thereafter appended to such Grant Agreement a schedule reflecting the applicable percentage of the debt service on the CIF Bonds allocable to finance that Grantee's CIF Project, which amount shall be payable by the Grantee as provided in the CIF Act.

Section 3. This resolution will take effect as provided for under the Act.

_____ Ms. Hendricks _____ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by _____ Mr. Petrecca _____ and upon roll call the following members voted:

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Rochelle Hendricks

NAY: None

ABSTAIN: None

ABSENT: None

The Chair thereupon declared said motion carried and said resolution adopted.

EXHIBIT A
CIF PROJECTS AND GRANTEES

EXHIBIT A

CIF GRANTS

CIF Institution	App #	Project Name	Amount
New Jersey Institute of Technology	035-01	Transforming NJIT's Central King Building: A Hub for STEM Education & Research	\$ 30,000,000
Rowan University	046-05	Westby Hall and Bozorth Hall HVAC Renovation and Replacement	\$ 7,934,403
Rowan University	046-07	Wilson Hall Window Replacement	\$ 1,030,885
Rowan University	046-09	Camden Bank Renovations - Phase II	\$ 17,622,760
Rutgers University	047-42	Academic Building	\$ 38,300,000
Rutgers University	047-45	Life Sciences Center - Phase II Building - Newark Campus	\$ 59,000,000
Kean University	027-05	Kean Highlands Environmental Sciences Education Center	\$ 7,800,000
Ramapo College of New Jersey	042-06	Copy Center/Public Safety Relocation	\$ 900,000
Richard Stockton College of NJ	044-01	Arts and Science Renovation Project	\$ 4,200,000
Richard Stockton College of NJ	044-09	Energy Management Project	\$ 6,400,000
Thomas Edison State College	056-03	Capital Improvements at 102-104 West State St	\$ 1,397,000
Thomas Edison State College	056-04	Capital Improvements to the Kelsey/Townhouse Complex	\$ 1,913,000
Caldwell College	010-02	Strengthening Academic Capacity and Outcomes (SACO)	\$ 239,715
Caldwell College	010-03	Capital Improvement Project	\$ 1,750,718
Drew University	018-01	Renovation and Expansion of the Hall of Sciences at Drew University	\$ 3,202,615
Fairleigh Dickinson University	022-01	Science Building Roof Replacement and Restroom Renovation	\$ 582,000
Felician College	023-01	Education Commons	\$ 1,000,000
Princeton University	039-01	Andlinger Center Project/Andlinger Center Fit-Out Project	\$ 3,202,500
Princeton University	039-02	20 Washington Road Fit-Out Project	\$ 3,250,000
Seton Hall University	050-03	Facility Improvements	\$ 2,180,000

The New Jersey Educational Facilities Authority
Higher Education Capital Improvement Fund

GRANT AGREEMENT

[Institution]

THIS GRANT AGREEMENT, is executed by and between the New Jersey Educational Facilities Authority (the "Authority"), a public body corporate and politic of the State of New Jersey (the "State") and [NAME OF INSTITUTION] (the "Institution"), [public institution of higher education]. [private institution of higher education]¹ as defined in N.J.S.A. 18A 72A-3 (collectively, "the Parties"), pursuant to the provisions of the Higher Education Capital Improvement Fund Act, N.J.S.A. 18A:72A-72 *et seq.*, as amended (the "Act"), for the purpose of providing funds for the renewal, renovation, improvement, expansion, construction and reconstruction of certain facilities, or technology infrastructure, of the State's four year public and private institutions of higher education.

TERMS AND CONDITIONS:

1. The Institution has been awarded a grant in the amount of _____ (\$ _____) (the "Grant Amount") to be used to finance _____ (the "Project") as certified by the Secretary of Higher Education (the "Secretary"). A description of the Project as so approved is attached hereto and incorporated herein by reference. The grant herein made is expressly conditioned upon the issuance of the hereinafter-defined Bonds in an amount sufficient to fund the Grant Amount, and also upon the Institution's execution and delivery of all documents, certificates, opinions and other items as may be required by the Authority in connection with the issuance of the Bonds. The issuance of the Bonds is subject to Authority board approval and final review by bond counsel as to the eligibility and tax exempt status of the Project.
2. The Institution represents and warrants that (i) it is a four-year [private] [public] institution of higher learning duly accredited and (ii) all of the statements and representations made in its application for the Grant Amount were on the date made and shall continue to be true and correct in all material respects.

¹ An institution representing that it is a "public institution of higher education" as defined in N.J.S.A. 18A:72A-3, is representing that it one of Rutgers, NJIT, UMDNJ, Kean, Montclair State, New Jersey City University, Ramapo, Richard Stockton, Rowan, The College of New Jersey, Thomas Edison, William Paterson. An institution representing that it is a "private institution of higher education" as defined in N.J.S.A. 18A: 72A-3 is representing that it is an independent college or university incorporated and located in New Jersey, which by virtue of law or character or license, is a nonprofit educational institution authorized to grant academic degrees and which provide a level of education which is equivalent to the education provided by the State's public institutions of higher education as attested by the receipt of and continuation of regional accreditation by the Middle States Association of Colleges and Schools, and which is eligible to receive State aid.

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES
AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF
GRANT AGREEMENTS TO BE ENTERED INTO IN CONNECTION
WITH THE AUTHORITY'S HIGHER EDUCATION TECHNOLOGY
INFRASTRUCTURE FUND**

Adopted: September 24, 2013

WHEREAS, the New Jersey Educational Facilities Authority (the "Authority") is authorized pursuant to the New Jersey Higher Education Technology Infrastructure Fund Act, N.J.S.A. 18A:72A-59 *et seq.* (the "HETI Act") to issue bonds to finance technology infrastructure within and among New Jersey's institutions of higher education ("HETI Bonds") to provide access effectively and efficiently to information, education opportunities and workforce training; and

WHEREAS, on April 29, 2013, the Secretary of Higher Education of New Jersey (the "Secretary"), certified the list of approved projects and award amounts (the "HETI Projects") for the New Jersey public and private institutions of higher education (collectively, the "Grantees") identified on Exhibit A attached hereto and incorporated herein to be financed pursuant to the HETI Act; and

WHEREAS, on June 28, 2013, pursuant to N.J.S.A. 18A:72A-64.1, the Authority submitted the list of HETI Projects and Grantees identified on Exhibit A to the Joint Budget Oversight Committee of the New Jersey legislature ("JBOC") for review during the statutorily prescribed 10 working day period (the "Review Period"); and

WHEREAS, the Review Period has expired without adverse action by JBOC and the approval of the HETI Projects and Grantees identified on Exhibit A is final; and

WHEREAS, in accordance with the HETI Act, the Authority intends to issue HETI Bonds to finance grants to the Grantees to pay a portion of the costs of the HETI Projects; and

WHEREAS, on July 23, 2013, the Authority adopted a resolution declaring its official intent to issue the HETI Bonds and to use a portion of the proceeds thereof to reimburse certain expenditures made prior to the issuance of such HETI Bonds; and

WHEREAS, in connection with the issuance of the HETI Bonds, the Authority will enter into a Grant Agreement with each Grantee with respect to each HETI Project (collectively, the "Grant Agreements"), pursuant to which each Grantee will, *inter alia*, agree to comply with the provisions of the HETI Act and other applicable law with respect to such HETI Project(s); and

WHEREAS, the Authority now wishes to authorize the execution and delivery of the Grant Agreements, which may be executed by the Authority and the Grantees prior to the issuance of the HETI Bonds, which HETI Bonds shall be authorized by subsequent resolution of the Authority in accordance with the HETI Act; and

WHEREAS, the execution of any Grant Agreement by the Authority prior to issuance of the HETI Bonds does not obligate the Authority to provide funds to the Grantees for the HETI Projects other than from the proceeds of the HETI Bonds, if and when issued.

NOW THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY AS FOLLOWS:

Section 1. The form of Grant Agreement presented to the meeting at which this Resolution is adopted (a copy of which shall be filed with the records of the Authority) is hereby approved. Any of the Chair, Vice Chair, Executive Director, Deputy Executive Director, Director of Project Management and Director of Risk Management or any other person authorized by resolution of the Authority, or any such officers designated as "acting" or "interim" (each an "Authorized Officer") is hereby authorized and directed, from time to time, to execute, acknowledge and deliver, and any other Authorized Officer of the Authority is hereby authorized and directed to affix and attest the official common seal of the Authority to, a Grant Agreement with each Grantee with respect to each HETI Project identified on Exhibit A attached hereto, in substantially such form, with such changes therein (including, without limitation, the date thereof, the inclusion of additional representations, warranties and/or covenants on the part of the Grantee, and any other provisions that may be necessary or convenient) and any supplements thereto, all as the Authorized Officer executing the same may approve with the advice of Bond Counsel and the Attorney General of the State, such approval to be evidenced by such Authorized Officer's execution thereof.

Section 2. This resolution will take effect as provided for under the Act.

_____ Mr. Petrecca _____ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by _____ Ms. Hendricks _____ and upon roll call the following members voted:

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Rochelle Hendricks

NAY: None

ABSTAIN: None

ABSENT: None

The Chair thereupon declared said motion carried and said resolution adopted.

EXHIBIT A
HETI PROJECTS AND GRANTEES

EXHIBIT A
HETI GRANTS

HETI Institution	App #	Project Name	Amount
New Jersey Institute of Technology	035-01	Transforming NJIT's Central King Building: A Hub for STEM Education & Research	\$ 2,575,524
New Jersey Institute of Technology	035-03	Integrative Life Science and Engineering Laboratory Building	\$ 500,000
Rowan University	046-10	Web Site Rebuild	\$ 350,000
Rowan University	046-12	Data Warehouse	\$ 260,859
Rowan University	046-13	Voice Over Internet Protocol	\$ 106,250
Rowan University	046-14	Upgrade of Technology Enhanced Classrooms	\$ 101,060
Rowan University	046-16	Banner Upgrade	\$ 468,575
Rowan University	046-17	Dark Fiber Network Upgrade	\$ 578,986
Rowan University	046-18	CAVE Technology	\$ 978,161
Rowan University	046-19	Swipe Card System	\$ 1,280,000
Rowan University	047-29	Camden Data Center Infrastructure Upgrades - Camden Back-up Generator	\$ 150,000
Rutgers University	047-31	Camden Data Center Infrastructure Upgrades - Camden Network 10GB/Sec Upgrade	\$ 250,000
Rutgers University	047-35	Network Equipment Replacement and Refresh	\$ 2,250,000
Rutgers University	047-36	Ubiquitous Wireless Coverage	\$ 650,000
Kean University	027-01	North Avenue Multipurpose Academic Building	\$ 112,500
Kean University	027-05	Kean Highlands Environmental Sciences Education Center	\$ 125,000
Montclair State University	032-07	Networking Equipment and Systems	\$ 6,250,000
New Jersey City University	034-02	Information Technology Infrastructure Improvements	\$ 866,789
Ramapo College of New Jersey	042-05	Technology Infrastructure Upgrade	\$ 786,000
Richard Stockton College of NJ	044-12	Educational Technology Infrastructure Project	\$ 775,000
The College of NJ	013-05	STEM Building	\$ 1,000,000
The College of NJ	013-06	Technology Plan	\$ 3,550,000
William Paterson University	061-04	Communicating in the 21st Century	\$ 244,000
Bloomfield College	007-01	Technology Infrastructure Project	\$ 317,500
Caldwell College	010-02	Strengthening Academic Capacity and Outcomes (SACO)	\$ 171,477
Centenary College	012-01	Renovations of Science Labs at Trevor Hall and the Hackettstown Fish Hatchery	\$ 37,000
The College of Saint Elizabeth	014-01	Technology Infrastructure Upgrades	\$ 401,500
Drew University	018-01	Renovation and Expansion of the Hall of Sciences at Drew University	\$ 51,500
Fairleigh Dickinson University	022-06	Network Infrastructure Enhancement	\$ 806,188

EXHIBIT A
HETI GRANTS

Institution	App #	Project Name	Amount
HETI			
Felician College	023-01	Education Commons	\$ 375,000
Princeton Theological Seminary	038-01	Enhanced IT Infrastructure for Renovated Luce Library	\$ 241,722
Princeton Theological Seminary	038-02	Learning Spaces: Training Room	\$ 113,712
Princeton Theological Seminary	038-03	Revamped Cooper Conference Room	\$ 289,889
Rider University	045-01	Westminster Choir College New Academic Bldg	\$ 355,000
Seton Hall University	050-02	Campus Connectivity Improvements	\$ 485,601
Stevens Institute of Technology	052-01	Stevens Institute Virtualized Learning Environment	\$ 1,000,000
Stevens Institute of Technology	052-05	Using Integrative and Interactive Technologies to Enhance Student-Centered STEM Education: The Unified Communications and Collaboration Environment (UCCE) Project	\$ 1,000,000
Atlantic Cape Community College	002-05	Technology Infrastructure Project	\$ 567,000
Bergen Community College	004-04	Institutional Improvement Project	\$ 1,071,000
Brookdale Community College	008-01	The Wall Project	\$ 192,518
Brookdale Community College	008-02	Technology Upgrade	\$ 968,044
Burlington County College	009-01	Next Generation Enterprise Network	\$ 506,029
Camden County College	011-03	Communications and Data Storage and Transmission Infrastructure Survival Project "CODIS"	\$ 828,996
County College of Morris	015-07	Technology Infrastructure Project	\$ 172,725
Cumberland County College	016-01	Phase 1 Facilities Master Plan Implementation	\$ 390,600
Essex County College	021-03	Information Commons	\$ 340,315
Essex County College	021-05	Foundation for Instructional Technologies (FIT)	\$ 3,073,220
Hudson County Community College	026-01	Science Center	\$ 202,075
Hudson County Community College	026-04	HETI	\$ 286,000
Mercer County Community College	28	Renovating Labs and Instructional Space to Improve Teaching of STEM Disciplines	\$ 617,400
Ocean County College	036-01	Technology Infrastructure	\$ 718,200
Passaic County Community College	037-04	Extended Learning Beyond the Campus Walls	\$ 268,645
Passaic County Community College	037-05	Digital Tools for 21st Century Learners	\$ 323,638
Raritan Valley Community College	043-03	New Generation Tools for Instruction	\$ 1,093,183
Raritan Valley Community College	043-06	Supporting Mobile Access and B.Y.O.D.	\$ 425,611
Sussex County Community College	054-02	Technology Infrastructure Advancement Initiative	\$ 365,400
Warren County Community College	060-01	Technology Upgrade Project	\$ 417,000

DRAFT

GRANT AGREEMENT

Between the

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY,
as grantor

and

[NAME OF INSTITUTION],
as grantee

Dated as of _____, 20__

HIGHER EDUCATION TECHNOLOGY INFRASTRUCTURE FUND PROGRAM

Grant Amount: \$ _____

RESOLUTION OF BOARD OF TRUSTEES OF THE NEW
JERSEY EDUCATIONAL FACILITIES AUTHORITY
DECLARING ITS OFFICIAL INTENT WITH RESPECT TO THE
REIMBURSEMENT OF EXPENDITURES FOR PROJECT COSTS
FROM PROCEEDS OF TAX-EXEMPT BOND OBLIGATIONS

WHEREAS, Montclair State University (the "University"), has advised the New Jersey Educational Facilities Authority (the "Authority") that the University intends to implement a project (the "Project") consisting of: (a) the construction, equipping, redesign and renovation of Morehead Hall, College Hall, Partridge Hall, School of Communication and a facility for programs in art and design and filmmaking; (b) the construction of the Center for Environmental and Life Sciences; (c) the construction of a new building to house the School of Business; (d) replacement and upgrade of wired and wireless networking equipment and systems (the "Project"); and

WHEREAS, the University intends to finance a portion of the Project through the issuance by the Authority of bonds (the "Tax-exempt Bonds"), the interest on which is expected to be excluded from gross income under Section 103 of the Internal Revenue Code of 1986, as amended (the "Code") in one or more series and in one or more transactions, the proceeds of which will be loaned to the University; and

WHEREAS, the University may pay for certain costs of the Project ("Project Costs") prior to the issuance of the Tax-exempt Bonds with funds of the University which are not proceeds of the Tax-exempt Bonds; and

WHEREAS, the University desires to preserve its right to treat an allocation of proceeds of the Tax-exempt Bonds to the reimbursement of Project Costs paid prior to the issuance of the Tax-exempt Bonds as an expenditure for such Project Costs to be reimbursed for purposes of Sections 103 and 141-150 of the Code.

NOW, THEREFORE, BE IT RESOLVED by the Members of the Authority as follows:

Section 1. The Authority reasonably expects to reimburse its expenditure of Project Costs paid prior to the issuance of the Tax-exempt Bonds with proceeds of the Tax-exempt Bonds.

Section 2. This resolution is intended to be and hereby is a declaration of official intent to reimburse the expenditures for Project Costs paid prior to the issuance of the Tax-exempt Bonds with the proceeds of the Tax-exempt Bonds in accordance with Treasury Regulations Section 1.150-2.

Section 3. The maximum principal amount of Tax-exempt Bonds expected to be issued to finance the Project is \$160,000,000 (including financing costs), which Tax-exempt Bonds may be issued in one or more series and in one or more transactions.

Section 4. The Project Costs to be reimbursed with the proceeds of the Tax-exempt Bonds will be costs that satisfy the requirements of Section 150 of the Code for reimbursement.

Section 5. No reimbursement allocation will employ an "abusive arbitrage device" under Treasury Regulations Section 1.148-10 to avoid the arbitrage restrictions or to avoid the restrictions under Sections 142 through 147 of the Code. The proceeds of the Tax-exempt Bonds used to reimburse for Project Costs, or funds corresponding to such amounts, will not be used in a manner that results in the creation of "replacement proceeds," including "sinking funds," "pledged funds," or funds subject to a "negative pledge" (as such terms are defined in Treasury Regulations Section 1.148-1) of the Tax-exempt Bonds or another issue of debt obligations of the Authority, other than amounts deposited into a "bona fide debt service fund" (as defined in Treasury Regulations Section 1.148-1).

Section 6. All reimbursement allocations will occur not later than 18 months after the later of (i) the date the expenditure from a source other than the Tax-exempt Bonds is paid; or (ii) the date the Project is "placed in service" (within the meaning of Treasury Regulations Section 1.150-2) or abandoned, but in no event more than 3 years after the expenditure is paid.

Section 7. This resolution will take effect immediately.

___ Mr. Hodes ___ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ___ Mr. Hutchinson ___ and upon roll call the following members voted:

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Rochelle Hendricks

NAY: None

ABSTAIN: None

ABSENT: None

The Chair thereupon declared said motion carried and said resolution adopted.

**RESOLUTION OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
ENGAGING A FIRM TO PROVIDE OUTSIDE AUDITING SERVICES**

- WHEREAS:** The New Jersey Educational Facilities Authority (the "Authority") was created pursuant to the New Jersey Educational Facilities Authority Law, P.L. 1967, c. 271, N.J.S.A. 18A:72A-1 et seq., as amended and supplemented (the "Act") and authorized to issue its obligations to provide a means for New Jersey public and private colleges and universities to obtain financing to construct educational facilities as defined in the Act; and
- WHEREAS:** The policies and procedures of the Authority with regard to the selection of professionals are governed, inter alia, by Executive Order No. 26 (Whitman 1994) ("EO 26") which took effect on January 1, 1995 and which supersedes Executive Orders No. 79 and 92 and Executive Order No. 37 (Corzine 2006) ("EO 37") which took effect on November 25, 2006; and
- WHEREAS:** Pursuant to N.J.S.A. 18A: 72A-21, the Authority is required to cause an audit of its books and accounts to be made at least once a year by certified public accountants; and
- WHEREAS:** The Authority's contract for such audit services has expired and it is necessary for the Authority to enter into a new contract for such services; and
- WHEREAS:** In accordance with Executive Order No. 122 (McGreevey 2004) ("EO 122"), Section 12 of the By-Laws of the Authority (the "By-Laws") establishes an Audit Committee having the responsibility to assist in the financial reporting and audit processes of the Authority, and to provide a recommendation for auditor selection to the Authority's Members and to issue a report to the State Treasurer thereon, all in accordance with Executive Order No. 122; and
- WHEREAS:** In accordance with EO 122, Section 12 of the By-Laws establishes an Evaluation Committee having the responsibility to conduct the solicitation and evaluation of eligible independent auditors, and to provide a recommendation to the Audit Committee; and
- WHEREAS:** In accordance with EO 122 and EO 37, prior to the solicitation of the engagement of the auditor, criteria were established for the selection of an auditor (the "Selection Criteria") including the following: (i) cost; (ii) the firm's qualifications to provide the requested services and the experience of the firm's personnel in doing so; (iii) the firm's general approach and plans to meet the requirements of the RFP; (iv) the firm's performance on projects of similar scope and size; (v) the ability of the firm to successfully complete the project within the proposed schedule; and (vi) presence in New Jersey; and

- WHEREAS:** In order to satisfy the requirement in the Authority's bond documents that the Authority's books and records be audited by a "nationally recognized independent public accountant", the Evaluation Committee established "Minimum Qualifications" for a firm to be selected, i.e.: (i) offices in at least three states; (ii) existence for at least five years; and (iii) net revenues in 2012 of at least \$100 million; and
- WHEREAS:** On behalf of the Evaluation Committee, the staff of the Authority distributed a Request for Proposals for Auditing Services dated July 2013 (the "RFP"), which is attached hereto as Exhibit "A" and incorporated herein by reference to a distribution list of 13 firms and posted the RFP on the web sites of the Authority and the State of New Jersey and advertised in The Star Ledger and The Trenton Times; and
- WHEREAS:** The Evaluation Committee received responses from 6 firms to the RFP (the "Responses"); and
- WHEREAS:** The Evaluation Committee reviewed the Responses and evaluated the Responses based on the Minimum Qualifications and the Selection Criteria; and
- WHEREAS:** On the basis of the Selection Criteria and in accordance with EO 122, the Evaluation Committee scored the responses and prepared and delivered a written summary to the Audit Committee (the "Evaluation Committee Report"); and
- WHEREAS:** In accordance with EO 122, the Audit Committee reviewed the Evaluation Committee Report and determined to accept the Evaluation Committee's ranking of the Responses and based on this review and determination, recommended to the Members of the Authority, that it would in the best interests of the Authority to accept the Response of CliftonLarsonAllen (the "Proposal") and appoint CliftonLarsonAllen (the "Firm") as the Authority's auditor to provide the outside auditing services described in the RFP under the terms and conditions set forth in this Resolution, the RFP and the Proposal which is attached hereto as Exhibit "B" and incorporated herein by reference;

NOW, THEREFORE, BE IT RESOLVED BY THE MEMBERS OF THE NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY THAT:

- SECTION 1.** The Authority hereby accepts the Proposal and engages the Firm to provide the outside auditing services requested in the RFP under the terms and conditions set forth in this Resolution, the RFP and the Response for a period of three (3) years commencing with the audit for the year ending December 31, 2013 with the option to extend the engagement for two (2) additional one-year periods by mutual consent; provided however, that any such extension must be approved by the Authority's Members.

SECTION 2. The Authority hereby authorizes the Executive Director, Deputy Executive Director or Controller and any of such officers designated as “acting” or “interim” to do any and all acts and things as may be necessary or desirable in connection with engagement of the Firm including without limitation to execute any documents or agreements in the form approved by the Authorized Officer executing same with the advice of the office the Attorney General of New Jersey.

SECTION 3. This resolution shall take effect immediately in accordance with the Act.

___ Mr. Hutchinson ___ moved that the foregoing resolution be adopted as introduced and read, which motion was seconded by ___ Mr. Hodes ___ and upon roll call the following members voted:

AYE: Roger B. Jacobs
Ridgeley Hutchinson
Joshua Hodes
Andrew Sidamon-Eristoff (represented by Steven Petrecca)
Rochelle Hendricks

NAY: None

ABSTAIN: None

ABSENT: None

The Chair thereupon declared said motion carried and said resolution adopted.

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
REQUEST FOR PROPOSAL
FOR AUDITING SERVICES

July 2013

I. Introduction

The New Jersey Educational Facilities Authority (the "Authority") is soliciting proposals for the performance of annual auditing services, in accordance with generally accepted auditing standards. This RFP process is being administered in accordance with Executive Orders No. 26 (1994), 122 (2004), 129 (2004), 134 (2004), 37 (2006), related guidelines and applicable statutes and regulations.

The New Jersey Educational Facilities Authority (the "Authority") was created pursuant to the New Jersey Educational Facilities Authority Law, P.L. 1967, c.271, N.J.S.A. 18A:72A-1 et seq.; as amended and supplemented (the "Act"), to provide a means for New Jersey public and private colleges and universities to construct facilities through the financial resources of a public authority empowered to sell taxable and tax-exempt bonds, notes and other obligations. The Authority also, from time to time, issues bonds for various purposes that are secured by a contract with the State Treasurer to pay principal and interest upon such bonds subject to appropriations by the State Legislature.

The Authority finances and refinances various types of projects for public and private colleges and universities, including but not limited to, the acquisition and construction of residential, academic and auxiliary service facilities, renovation and rehabilitation of existing facilities and capital equipment and utilities-related projects. The Authority is also authorized to provide financing for capital improvements at qualified public libraries. Additional information about the Authority and its activities, including historical financial statements, can be found at www.njefa.com.

The Authority is required under its bond documents to engage a "nationally recognized independent public accountant" to conduct its audits.

II. Key Events

The term of the Contract shall be for three years, commencing with the audit for the year ending December 31, 2013. The Contract may be extended for two additional one year periods with mutual consent.

Five sealed copies of your firm's proposal must be delivered to the Evaluation Committee, New Jersey Educational Facilities Authority, 103 College Road East, 2nd Floor, Princeton, New Jersey 08540-6612 no later than 12:00 noon, Monday, August 12, 2013.

Selection will be made in early September.

III. Scope of Work

The audit period will be the Authority's fiscal year, which ends December 31. The first year to be audited will be the year ending December 31, 2013.

The auditors shall be available to meet with the staff of the Authority, the Audit Committee and the Authority Board, as necessary to insure full and proper communications.

The audit and opinion shall be provided for all of the Authority's financial statements covering all of the Authority's funds and accounts, including the Operating Fund and Trustee held Funds, as required by bond resolutions.

A separate management letter including findings and recommendations shall be provided, if appropriate, based upon a review of internal controls and procedures.

The auditors shall also be required to certify to the bond Trustees and to the Authority that:

- Balances in the Reserve Funds and the Renewal and Replacement Accounts meet the requirements of the Bond documents.
- The insurance in force meets all requirements of the Bond documents.
- In performing the audit, no knowledge of any default in the fulfillment of any of the terms, covenants, or provisions of the Bond documents was obtained, or if knowledge of any such default was obtained, a statement thereof.

The financial statements and auditor's opinions will be incorporated in the Authority's Annual Reports. Any fees related to publication of the auditor's opinion in the Annual Report must be clearly disclosed in the bidder's proposal.

All audit work is to be completed by such time to permit distribution of the Financial Statements and Auditor's opinion by March 20 of each year.

IV. Minimum Qualifications

- offices in at least three states;
- firm in existence for at least five years, and
- net revenues in 2012 of at least \$100 million.

V. Proposal Format and Content

Proposals shall provide, at a minimum, the types of information described below:

Technical

A description of the bidder's approach and plans for accomplishing the work, outlined in the scope of work stated in sufficient detail to permit a fair evaluation. In addition, the bidder should describe the effort in total estimated hours and skills necessary to complete the project.

Organizational Support and Experience

This shall include all pertinent information relating to the bidder's organization, background and personnel to be assigned and a brief description of relevant experience that would substantiate the bidder's qualifications and capabilities to perform the services described above. In addition, please provide information regarding the provider and the amount of the bidder's errors and omissions insurance.

Also include a description of the Auditor's internal quality control procedures, any material issues raised by peer/governmental/professional quality control reviews, and steps taken to address such issues.

Cost

Each Proposal shall include an approximation of the number of hours per professional skill level needed to complete the engagement, and the corresponding hourly rates.

Each Proposal shall also include a firm, fixed-price base quote for each year of the original three years of the contract period.

Material submitted in response to this RFP will become the property of the Authority. Respondents are responsible for all costs incurred in preparing the Proposals and will not be reimbursed by the Authority. The Authority reserves the right to request additional information or oral presentations if necessary.

The proposal of the successful bidder, and this RFP, will become part of the contract awarded as a result of the RFP.

NOTE: P.L. 2005, c. 51, enacted March 22, 2005, which codified Executive Order No. 134 (McGreevey 2004), as amended by Executive Order No. 117 (Corzine 2008), limits the ability of State agencies and independent authorities, such as the Authority, to enter into contracts with business entities that have made certain political contributions. If your firm has not previously submitted the certification form(s) and disclosure form(s) pursuant to P.L. 2005, c. 51/Executive Order No. 117, they must be completed and are attached to this RFP as "Attachment 1".

If your firm has previously submitted the certification form(s) and disclosure form(s) pursuant to Executive Order No. 134, codified by P.L. 2005, c. 51, as amended by Executive Order No. 117 (Corzine 2008) you are required only to submit the P.L. 2005, c. 51/Executive Order No. 117 Certification of No Change, "Exhibit A" attached hereto, with your response to this RFP.

If you have previously provided the required information but cannot submit the Certification of No Change, you should complete and submit the form(s) attached as "Attachment 1". For information about submitting the Certification of No Change or the updated form(s), please call Jennifer LaMarsh, Project/Communications Assistant, at 609-987-0880.

If your firm has questions concerning the requirements of P.L. 2005, c. 51/Executive Order No. 117, please contact Jennifer LaMarsh, Associate Project Manger, at 609 987-0880.

Failure to submit the required certification form(s) and disclosure form(s) pursuant to P.L. 2005, c. 51/Executive Order No. 117 shall be cause for automatic rejection of your proposal.

FURTHER NOTE: Pursuant to P.L. 2005, c. 271, at least ten (10) days prior to entering into any agreement or contract with a value of over \$17,500 with the Authority, business entities (as defined in P.L. 2005, c. 271 attached hereto as "Attachment 2") and also described in the Public Law 2005 c. 271 Vendor Certification and Political Contribution Disclosure Form attached hereto as "Attachment 3") are required to submit a disclosure of certain political contributions.

FURTHER NOTE: Firms are also advised of their responsibility to file an annual disclosure statement on political contributions with the New Jersey Election Law Enforcement Commission ("ELEC") pursuant to *N.J.S.A. 19:44A-20.13* (P.L. 2005, c. 271, section 3) if the firm receives contracts with public entities, such as the Authority, in excess of \$50,000 or more in the aggregate from public entities, such as the Authority, in a calendar year. It is the firm's responsibility to determine if filing is necessary. Failure to so file can result in the imposition of financial penalties by ELEC. Additional information about this requirement is available from ELEC at 888-313-3532 or at www.elect.state.nj.us.

FURTHER NOTE: In compliance with P.L. 2005, c. 92, each firm submitting a response to this RFP is required to indicate in their response the location by country where the services under the contract will be performed.

FURTHER NOTE: Pursuant to *N.J.S.A. 52:32-58*, each bidder must certify that neither such bidder, nor one of its parents, subsidiaries, and/or affiliates (as defined in *N.J.S.A. 52:32-56(e)(3)*), is listed on the Department of the Treasury's List of Persons or Entities Engaging in Prohibited Investment Activities in Iran and that neither is involved in any of the investment activities set forth in *N.J.S.A. 52:32-56(f)*. If a bidder is unable to so certify, such bidder shall provide a detailed and precise description of such activities. The form is available at:
www.state.nj.us/treasury/purchase/forms/StandardRFPForms.pdf

FINAL NOTE: Pursuant to *N.J.S.A. 52:32-44*, entities providing goods or services to the Authority must be registered with the New Jersey Department of the Treasury, Division of Revenue. Effective September 1, 2004, pursuant to an amendment to *N.J.S.A. 52:32-44*, State and local entities (including the Authority) are prohibited from entering into a contract with an entity unless the firm has provided a copy of its business registration certification (or interim registration) as part of its response.

VI. Evaluation Criteria

The following general criteria, not necessarily listed in order of significance, will be used to evaluate proposals.

- The bidder's general approach and plans to meet the requirements of the RFP;
- The firm's qualifications and experience of personnel;
- The bidder's past performance on projects of similar scope and size;
- The ability of the bidder to successfully complete the project within the proposed schedule;
- Cost;
- New Jersey presence.

The Authority reserves the right to reject any or all proposals, or to waive any irregularities, if deemed to be in the best interest of the Authority. Incomplete proposals and conditional acceptances may be rejected as non-responsive. In the event that all proposals are rejected, the Authority reserves the right to resolicit proposals.

The Authority will not be responsible for any expenses in the preparation and/or presentation of the proposals or for the disclosure of any information or material received in connection with the solicitation, whether by negligence or otherwise.

Five copies of your proposal must be received by the Authority no later than 12:00 noon on Monday, August 12, 2013 at the location listed below. Responses received after this time and date will not be considered. E-mailed and/or faxed proposals will not be accepted.

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
103 College Road East
Princeton, New Jersey 08540-6612

Attention: Evaluation Committee

All information submitted in response to this RFP will become the property of the Authority and may be open to inspection by members of the public pursuant to the Open Public Records Act and Executive Order No. 26 (Whitman 1994) and Executive Order No. 37 (Corzine 2006).

Attachment 1

Public Law 2005, Chapter 51
(Information and Instructions - 4 pages; Form - 3 pages)

Public Law 2005, Chapter 51

(formerly Executive Order 134) and Executive Order 117 (2008)

**INFORMATION AND INSTRUCTIONS
For Completing The "Two- Year Vendor Certification and Disclosure of Political
Contributions" Forms**

Background Information

On September 22, 2004, then-Governor James E. McGreevey issued Executive Order 134, the purpose of which was to insulate the negotiation and award of State contracts from political contributions that posed a risk of improper influence, purchase of access or the appearance thereof. To this end, Executive Order 134 prohibited State departments, agencies and authorities from entering into contracts exceeding \$17,500 with individuals or entities that made certain political contributions. Executive Order 134 was superseded by Public Law 2005, c. 51, signed into law on March 22, 2005 ("Chapter 51").

On September 24, 2008, Governor Jon S. Corzine issued Executive Order No. 117 ("E.O. 117"), which is designed to enhance New Jersey's efforts to protect the integrity of procurement decisions and increase the public's confidence in government. The Executive Order builds upon the provisions of Chapter 51.

Two-Year Certification Process

Upon approval by the State, the Certification and Disclosure of Political Contributions form (CH51.1R1/21/2009) is valid for a two (2) year period. Thus, if a vendor receives approval on Jan 1, 2009, the certification expiration date would be Dec 31, 2011. Any change in the vendor's ownership status and/or political contributions during the two-year period will require the submission of new Chapter 51/EO117 forms to the State Review Unit. Please note that it is the vendor's responsibility to file new forms with the State should these changes occur.

Prior to the awarding of a contract, the agency should first send an e-mail to CD134@treas.state.nj.us to verify the certification status of the vendor. If the response is that the vendor is NOT within an approved two-year period, then forms must be obtained from the vendor and forwarded for review. If the response is that the vendor is within an approved two-year period, then the response so stating should be placed with the bid/contract documentation for the subject project.

Instructions for Completing the Forms

NOTE: Please refer to the next section, "Useful Definitions for Purposes of Ch. 51 and E.O. 117," for guidance when completing the forms.

Part 1: VENDOR INFORMATION

Business Name -- Enter the full name of the Vendor, including trade name if applicable.

Business Type -- Select the vendor's business organization from the list provided.

Address, City, State, Zip and Phone Number -- Enter the vendor's street address, city, state, zip code and telephone number.

Vendor Email -- Enter the vendor's primary email address.

Vendor FEIN -- Please enter the vendor's Federal Employment Identification Number.

INFORMATION AND INSTRUCTIONS
For Completing The "Two- Year Vendor Certification and Disclosure of Political Contributions" Forms

Part 2: PUBLIC LAW 2005, Chapter 51 / EXECUTIVE ORDER 117 (2008) DUAL CERTIFICATION

Read the following statements and verify that from the period beginning on or after October 15, 2004, no contributions as set forth at subsections 1(a)-(c) have been made by either the vendor or any individual whose contributions are attributable to the vendor pursuant to Executive Order 117 (2008).

NOTE: Contributions made prior to November 15, 2008 are applicable to Chapter 51 only.

Part 3: DISCLOSURE OF CONTRIBUTIONS MADE

Check the box at top of page 2 if no reportable contributions have been made by the vendor. If the vendor has no contributions to report, this box must be checked.

Name of Recipient Entity – Enter the full name of the recipient entity.

Address of Recipient Entity – Enter the recipient entity's street address.

Date of Contribution – Indicate the date of the contribution.

Amount of Contribution – Enter the amount of the reportable contribution.

Type of Contribution – Select the type of contribution from the list provided.

Contributor Name – Enter the full name of the contributor.

Relationship of Contributor to the Vendor – Indicate relationship of the contributor to the vendor, e.g. officer or partner of the company, spouse of officer or partner, resident child of officer or partner, parent company of the vendor, subsidiary of the vendor, etc.

NOTE: If form is being completed electronically, click "Add a Contribution" to enter additional contributions. Otherwise, please attach additional pages as necessary.

Part 4: CERTIFICATION

Check box A if the person completing the certification and disclosure is doing so on behalf of the vendor and all individuals and/or entities whose contributions are attributable to the vendor.

Check box B if the person completing the certification and disclosure is doing so on behalf of the vendor only.

Check box C if the person completing the certification and disclosure is doing so on behalf of an individual and/or entity whose contributions are attributable to the vendor.

Enter the full name of the person authorized to complete the certification and disclosure, the person's title or position, date and telephone number.

INFORMATION AND INSTRUCTIONS For Completing The "Two-Year Vendor Certification and Disclosure of Political Contributions" Forms

USEFUL DEFINITIONS FOR THE PURPOSES OF Ch. 51 and E.O. 117

- "Vendor" means the contracting entity.
- "Business Entity" means any natural or legal person, business corporation, professional services corporation, limited liability company, partnership, limited partnership, business trust, association or any other legal commercial entity organized under the laws of New Jersey or any other state or foreign jurisdiction. The definition also includes (i) if a business entity is a for-profit corporation, any officer of the corporation and any other person or business entity that owns or controls 10% or more of the stock of the corporation; (ii) if a business entity is a professional corporation, any shareholder or officer; (iii) if a business entity is a general partnership, limited partnership or limited liability partnership, any partner; (iv) if a business entity is a sole proprietorship, the proprietor; (v) if the business entity is any other form of entity organized under the laws of New Jersey or any other state or foreign jurisdiction, any principal, officer or partner thereof; (vi) any subsidiaries directly or indirectly controlled by the business entity; (vii) any political organization organized under 26 U.S.C.A. § 527 that is directly or indirectly controlled by the business entity, other than a candidate committee, election fund, or political party committee; and (viii) with respect to an individual who is included within the definition of "business entity," that individual's spouse or civil union partner and any child residing with that person.¹
- "Officer" means a president, vice-president with senior management responsibility, secretary, treasurer, chief executive officer, or chief financial officer of a corporation or any person routinely performing such functions for a corporation. Please note that officers of non-profit entities are excluded from this definition.
- "Partner" means one of two or more natural persons or other entities, including a corporation, who or which are joint owners of and carry on a business for profit, and which business is organized under the laws of this State or any other state or foreign jurisdiction, as a general partnership, limited partnership, limited liability partnership, limited liability company, limited partnership association, or other such form of business organization.
- "Reportable Contributions" are those contributions, including in-kind contributions, in excess of \$300.00 in the aggregate per election made to or received by a candidate committee, joint candidates committee, or political committee; or per calendar year made to or received by a political party committee, legislative leadership committee, or continuing political committee.
- "In-kind Contribution" means a contribution of goods or services received by a candidate committee, joint candidates committee, political committee, continuing political committee, political party committee, or legislative leadership committee, which contribution is paid for by a person or entity other than the recipient committee, but does not include services provided without compensation by an individual volunteering a part of or all of his or her time on behalf of a candidate or committee.
- "Continuing Political Committee" includes any group of two or more persons acting jointly, or any corporation, partnership, or any other incorporated or unincorporated association, including a political club, political action committee, civic association or other organization, which in any calendar year contributes or expects to contribute at least \$4,300 to aid or promote the candidacy of an individual, or the candidacies of individuals, for elective public office, or the passage or defeat of a public question, and which may be expected to make contributions toward such aid or promotion or passage or defeat during a subsequent election, provided that the group, corporation, partnership, association or other organization has been determined by the Commission to be a continuing political committee in accordance with N.J.S.A. 19:44A-8(b).

¹ Contributions made by a spouse, civil union partner or resident child to a candidate for whom the contributor is eligible to vote or to a political party committee within whose jurisdiction the contributor resides are permitted.

INFORMATION AND INSTRUCTIONS For Completing The "Two- Year Vendor Certification and Disclosure of Political Contributions" Forms

- "Candidate Committee" means a committee established by a candidate pursuant to N.J.S.A. 19:44A-9(a), for the purpose of receiving contributions and making expenditures.
- "State Political Party Committee" means a committee organized pursuant to N.J.S.A. 19:5-4.
- "County Political Party Committee" means a committee organized pursuant to N.J.S.A. 19:5-3.
- "Municipal Political Party Committee" means a committee organized pursuant to N.J.S.A. 19:5-2.
- "Legislative Leadership Committee" means a committee established, authorized to be established, or designated by the President of the Senate, the Minority Leader of the Senate, the Speaker of the General Assembly, or the Minority Leader of the General Assembly pursuant to N.J.S.A. 19:44A-10.1 for the purpose of receiving contributions and making expenditures.
- "Political Party Committee" means:
 1. The State committee of a political party, as organized pursuant to N.J.S.A. 19:5-4;
 2. Any county committee of a political party, as organized pursuant to N.J.S.A. 19:5-3; or
 3. Any municipal committee of a political party, as organized pursuant to N.J.S.A. 19:5-2.

Agency Submission of Forms

The agency should submit the completed and signed Two-Year Vendor Certification and Disclosure forms, together with a completed Ownership Disclosure form, either electronically to cd134@treas.state.nj.us or regular mail at Chapter 51 Review Unit, P.O. Box 039, 33 West State Street, 9th Floor, Trenton, NJ 08625. Original forms should remain with the Agency and copies should be sent to the Chapter 51 Review Unit.

Questions & Answers

Questions regarding the interpretation or application of Public Law 2005, Chapter 51 (N.J.S.A. 19:44A-20.13) or Executive Order 117 (2008) may be submitted electronically through the Division of Purchase and Property website at <http://www.state.nj.us/treasury/purchase/execorder134.shtml>. Responses to previous questions are posted on the website, as well as additional reference materials and forms.

NOTE: The Chapter 51 Q&A on the website **DOES NOT** address the expanded pay-to-play requirements imposed by Executive Order 117. The Chapter 51 Q&A are only applicable to contributions made prior to November 15, 2008. There is a separate, combined Chapter 51/E.O. 117 Q&A section dealing specifically with issues pertaining to contributions made after November 15, 2008, available at <http://www.state.nj.us/treasury/purchase/execorder134.shtml#state>.



State of New Jersey
 Division of Purchase and Property
 Two-Year Chapter 51 / Executive Order 117 Vendor Certification and
 Disclosure of Political Contributions

For AGENCY USE ONLY	
General Information	
Solicitation, RFP, or Contract No.	Award Amount
Description of Services	
Agency Contact Information	
Agency	Contact Person
Phone Number	Agency E-mail

Part 1: Vendor Information

Full Legal Business Name _____
 (Including trade name if applicable)

Business Type Corporation Limited Partnership Professional Corporation General Partnership
 Limited Liability Company Sole Proprietorship Limited Liability Partnership

Address 1 _____ Address 2 _____
 City _____ State _____ Zip _____ Phone _____

Vendor Email _____ Vendor FEIN _____

Part 2: Public Law 2005, Chapter 51/ Executive Order 117 (2008) Certification

I hereby certify as follows:

1. On or after October 15, 2004, neither the below-named entity nor any individual whose contributions are attributable to the entity pursuant to Executive Order 117 (2008) has solicited or made any contribution of money, pledge of contribution, including in-kind contributions, company or organization contributions, as set forth below that would bar the award of a contract to the vendor, pursuant to the terms of Executive Order 117 (2008).
 - a) Within the preceding 18 months, the below-named person or organization has not made a contribution to:
 - (i) Any candidate committee and/or election fund of any candidate for or holder of the public office of Governor or *Lieutenant Governor*,
 - (ii) Any State, county, *municipal* political party committee; OR
 - (iii) Any *legislative leadership committee*.
 - b) During the term of office of the current Governor(s), the below-named person or organization has not made a contribution to
 - (i) Any candidate, committee and/or election fund of the Governor or *Lieutenant Governor*, OR
 - (ii) Any State, county or *municipal* political party committee nominating such Governor in the election preceding the commencement of said Governor's term.
 - c) Within the 18 months immediately prior to the first day of the term of office of the Governor(s), the below-named person or organization has not made a contribution to
 - (i) Any candidate, committee and/or election fund of the Governor or *Lieutenant Governor*, OR
 Any State, county, *municipal* political party committee of the political party nominating the successful gubernatorial candidate(s) in the last gubernatorial election.

PLEASE NOTE: Prior to November 15, 2008, the only disqualifying contributions include those made by the vendor or a principal owning or controlling more than 10 percent of the profits or assets of a business entity (or 10 percent of the stock in the case of a business entity that is a corporation for profit) to any candidate committee and/or election fund of the Governor or to any state or county political party within the preceding 18 months, during the term of office of the current Governor or within the 18 months immediately prior to the first day of the term of Office of Governor.

Part 3: Disclosure of Contributions Made

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient _____	Address of Recipient _____
Date of Contribution _____	Amount of Contribution _____
Type of Contribution (i.e. currency, check, loan, in-kind) _____	
Contributor Name _____	
Relationship of Contributor to the Vendor _____	
Contributor Address _____	
City _____	State _____ Zip _____

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Part 4: Certification

I have read the instructions accompanying this form prior to completing this certification on behalf of the above-named business entity. I certify that, to the best of my knowledge and belief, the foregoing statements by me are true. I am aware that if any of the statements are willfully false, I am subject to punishment.

I understand that this certification will be in effect for two (2) years from the date of approval, provided the ownership status does not change and/or additional contributions are not made. If there are any changes in the ownership of the entity or additional contributions are made, a new full set of documents are required to be completed and submitted. By submitting this Certification and Disclosure, the person or entity named herein acknowledges this continuing reporting responsibility and certifies that it will adhere to it.

(CHECK ONE BOX A, B or C)

- (A) I am certifying on behalf of the above-named business entity and all individuals and/or entities whose contributions are attributable to the entity pursuant to Executive Order 117 (2008).
- (B) I am certifying on behalf of the above-named business entity only
- (C) I am certifying on behalf of an individual and/or entity whose contributions are attributable to the vendor

Signed Name _____ Print Name _____
Phone Number _____ Date _____
Title/Position _____

Agency Submission of Forms

The agency should submit the completed and signed Two-Year Vendor Certification and Disclosure forms, together with a completed Ownership Disclosure form, either electronically to cd134@treas.state.nj.us, or regular mail at Chapter 51 Review Unit, P.O. Box 039, 33 West State Street, 9th Floor, Trenton, NJ 08625. The agency should save the forms locally and keep the original forms on file, and submit copies to the Chapter 51 Review Unit.

Exhibit A

P.L. 2005, c. 51 / Executive Order No. 117
Certification of No Change

I, _____ the _____ of _____ (the "Auditor") in connection with the Request for Proposal for Auditing Services (the "RFP") issued by the New Jersey Educational Facilities Authority (the "Authority") does hereby certify that all information, certifications and disclosure statements previously provided in connection with P.L. 2005, c. 51, which codified Executive Order No. 134 (McGreevey 2004), as amended by Executive Order No. 117 (Corzine 2008) are true and correct as of the date hereof and that all such statements have been made with full knowledge that the Authority and the State of New Jersey shall rely upon the truth of the statements contained therein and herein in connection with the RFP.

IN WITNESS WHEREOF, we have executed this certificate as of this _____ day of _____ 2013.

[NAME OF AUDITOR]

By: _____
Name:
Title:

Attachment 2

Public Law 2005, Chapter 271

P.L. 2005, c.271

(Unofficial version, Assembly Committee Substitute to A-3013, First Reprint⁴)

AN ACT authorizing units of local government to impose limits on political contributions by contractors and supplementing Title 40A of the New Jersey Statutes and Title 19 of the Revised Statutes.

BE IT ENACTED by the Senate and General Assembly of the State of New Jersey:

40A:11-51 1. a. A county, municipality, independent authority, board of education, or fire district is hereby authorized to establish by ordinance, resolution or regulation, as may be appropriate, measures limiting the awarding of public contracts therefrom to business entities that have made a contribution pursuant to P.L.1973, c.83 (C.19:44A-1 et seq.) and limiting the contributions that the holders of a contract can make during the term of a contract, notwithstanding the provisions and parameters of sections 1 through 12 of P.L.2004, c.19 (C.19:44A-20.2 et al.) and section 22 of P.L.1973, c.83 (C.19:44A-22).

b. The provisions of P.L.2004, c.19 shall not be construed to supersede or preempt any ordinance, resolution or regulation of a unit of local government that limits political contributions by business entities performing or seeking to perform government contracts. Any ordinance, resolution or regulation in effect on the effective date of P.L.2004, c.19 shall remain in effect and those adopted after that effective date shall be valid and enforceable.

c. An ordinance, resolution or regulation adopted or promulgated as provided in this section shall be filed with the Secretary of State.

52:34-25 2. a. Not later than 10 days prior to entering into any contract having an anticipated value in excess of \$17,500, except for a contract that is required by law to be publicly advertised for bids, a State agency, county, municipality, independent authority, board of education, or fire district shall require any business entity bidding thereon or negotiating therefor, to submit along with its bid or price quote, a list of political contributions as set forth in this subsection that are reportable by the recipient pursuant to the provisions of P.L.1973, c.83 (C.19:44A-1 et seq.) and that were made by the business entity during the preceding 12 month period, along with the date and amount of each contribution and the name of the recipient of each contribution. A business entity contracting with a State agency shall disclose contributions to any State, county, or municipal committee of a political party, legislative leadership committee, candidate committee of a candidate for, or holder of, a State elective office, or any continuing political committee. A business entity contracting with a county, municipality, independent authority, other than an independent authority that is a State agency, board of education, or fire district shall disclose contributions to any State, county, or municipal committee of a political party; any legislative leadership committee; or any candidate committee of a candidate for, or holder of, an elective office of that public entity, of that county in which that public entity is located, of another public entity within that county, or of a legislative district in which that public

⁴ Note: *Bold italicized* statutory references of new sections are anticipated and not final as of the time this document was prepared. Statutory compilations of N.J.S.A. 18A:18A-51 is anticipated to show a reference to N.J.S.A. 40A:11-51 and to N.J.S.A. 52:34-25.

entity is located or, when the public entity is a county, of any legislative district which includes all or part of the county, or any continuing political committee.

The provisions of this section shall not apply to a contract when a public emergency requires the immediate delivery of goods or services.

b. When a business entity is a natural person, a contribution by that person's spouse or child, residing therewith, shall be deemed to be a contribution by the business entity. When a business entity is other than a natural person, a contribution by any person or other business entity having an interest therein shall be deemed to be a contribution by the business entity. When a business entity is other than a natural person, a contribution by: all principals, partners, officers, or directors of the business entity or their spouses; any subsidiaries directly or indirectly controlled by the business entity; or any political organization organized under section 527 of the Internal Revenue Code that is directly or indirectly controlled by the business entity, other than a candidate committee, election fund, or political party committee, shall be deemed to be a contribution by the business entity.

c. As used in this section:

"business entity" means a natural or legal person, business corporation, professional services corporation, limited liability company, partnership, limited partnership, business trust, association or any other legal commercial entity organized under the laws of this State or of any other state or foreign jurisdiction;

"interest" means the ownership or control of more than 10% of the profits or assets of a business entity or 10% of the stock in the case of a business entity that is a corporation for profit, as appropriate; and

"State agency" means any of the principal departments in the Executive Branch of the State Government, and any division, board, bureau, office, commission or other instrumentality within or created by such department, the Legislature of the State and any office, board, bureau or commission within or created by the Legislative Branch, and any independent State authority, commission, instrumentality or agency.

d. Any business entity that fails to comply with the provisions of this section shall be subject to a fine imposed by the New Jersey Election Law Enforcement Commission in an amount to be determined by the commission which may be based upon the amount that the business entity failed to report.

19:44A-20.13 3. a. Any business entity making a contribution of money or any other thing of value, including an in-kind contribution, or pledge to make a contribution of any kind to a candidate for or the holder of any public office having ultimate responsibility for the awarding of public contracts, or to a political party committee, legislative leadership committee, political committee or continuing political committee, which has received in any calendar year \$50,000 or more in the aggregate through agreements or contracts with a public entity, shall file an annual disclosure statement with the New Jersey Election Law Enforcement Commission, established pursuant to section 5 of P.L. 1973, c.83 (C.19:44A-5), setting forth all such contributions made by the business entity during the 12 months prior to the reporting deadline.

b. The commission shall prescribe forms and procedures for the reporting required in subsection a. of this section which shall include, but not be limited to:

(1) the name and mailing address of the business entity making the contribution, and the amount contributed during the 12 months prior to the reporting deadline;

(2) the name of the candidate for or the holder of any public office having ultimate responsibility for the awarding of public contracts, candidate committee, joint candidates committee, political party committee, legislative leadership committee, political committee or continuing political committee receiving the contribution; and

(3) the amount of money the business entity received from the public entity through contract or agreement, the dates, and information identifying each contract or agreement and describing the goods, services or equipment provided or property sold

c. The commission shall maintain a list of such reports for public inspection both at its office and through its Internet site

d. When a business entity is a natural person, a contribution by that person's spouse or child, residing therewith, shall be deemed to be a contribution by the business entity. When a business entity is other than a natural person, a contribution by any person or other business entity having an interest therein shall be deemed to be a contribution by the business entity. When a business entity is other than a natural person, a contribution by: all principals, partners, officers, or directors of the business entity, or their spouses; any subsidiaries directly or indirectly controlled by the business entity; or any political organization organized under section 527 of the Internal Revenue Code that is directly or indirectly controlled by the business entity, other than a candidate committee, election fund, or political party committee, shall be deemed to be a contribution by the business entity.

As used in this section:

"business entity" means a natural or legal person, business corporation, professional services corporation, limited liability company, partnership, limited partnership, business trust, association or any other legal commercial entity organized under the laws of this State or of any other state or foreign jurisdiction; and

"interest" means the ownership or control of more than 10% of the profits or assets of a business entity or 10% of the stock in the case of a business entity that is a corporation for profit, as appropriate.

e. Any business entity that fails to comply with the provisions of this section shall be subject to a fine imposed by the New Jersey Election Law Enforcement Commission in an amount to be determined by the commission which may be based upon the amount that the business entity failed to report.

4. This act shall take effect immediately.

Attachment 3

Public Law 2005, Chapter 271 Vendor Certification and Political Contribution
Disclosure Form

**PUBLIC LAW 2005
CHAPTER 271**

**Vendor Certification and
Political Contribution
Disclosure Form**

Contract Reference: _____ **Vendor:** _____

At least ten (10) days prior to entering into the above-referenced contract, the Vendor must complete this Certification and Disclosure Form, in accordance with the directions below and submit it to the State contact for such contract.

Please note that the disclosure requirements under Public Law 2005, Chapter 271 are separate and different from the disclosure requirements under Public Law 2005, Chapter 51 (formerly Executive Order 134). Although no vendor will be precluded from entering into a contract by any information submitted on this form, a vendor's failure to fully, accurately and truthfully complete this form and submit it to the appropriate State agency may result in the imposition of fines by the New Jersey Election Law Enforcement Commission.

Disclosure

Following is the required Vendor disclosure of all Reportable Contributions made in the twelve (12) months prior to and including the date of signing of this Certification and Disclosure to: (i) any State, county, or municipal committee of a political party, legislative leadership committee, candidate committee of a candidate for, or holder of, a State elective office, or (ii) any entity that is also defined as a "continuing political committee" under N.J.S.A. 19:44A-3(n) and N.J.A.C. 19:25-1.

The Vendor is required to disclose Reportable Contributions by: the Vendor itself; all persons or other business entities owning or controlling more than 10% of the profits of the Vendor or more than 10% of the stock of the Vendor, if the Vendor is a corporation for profit; a spouse or child living with a natural person that is a Vendor; all of the principals, partners, officers or directors of the Vendor and all of their spouses; any subsidiaries directly or indirectly controlled by the Vendor; and any political organization organized under section 527 of the Internal Revenue Code that is directly or indirectly controlled by the Vendor, other than a candidate committee, election fund, or political party committee.

"Reportable Contributions" are those contributions that are required to be reported by the recipient under the "New Jersey Campaign Contributions and Expenditures Reporting Act," P.L. 1973, c.83 (C.19:44A-1 et seq.), and implementing regulations set forth at N.J.A.C. 19:25-10.1 et seq. As of January 1, 2005, contributions in excess of \$300 during a reporting period are deemed "reportable."

**PUBLIC LAW 2005
CHAPTER 271**

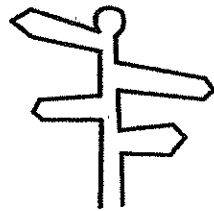
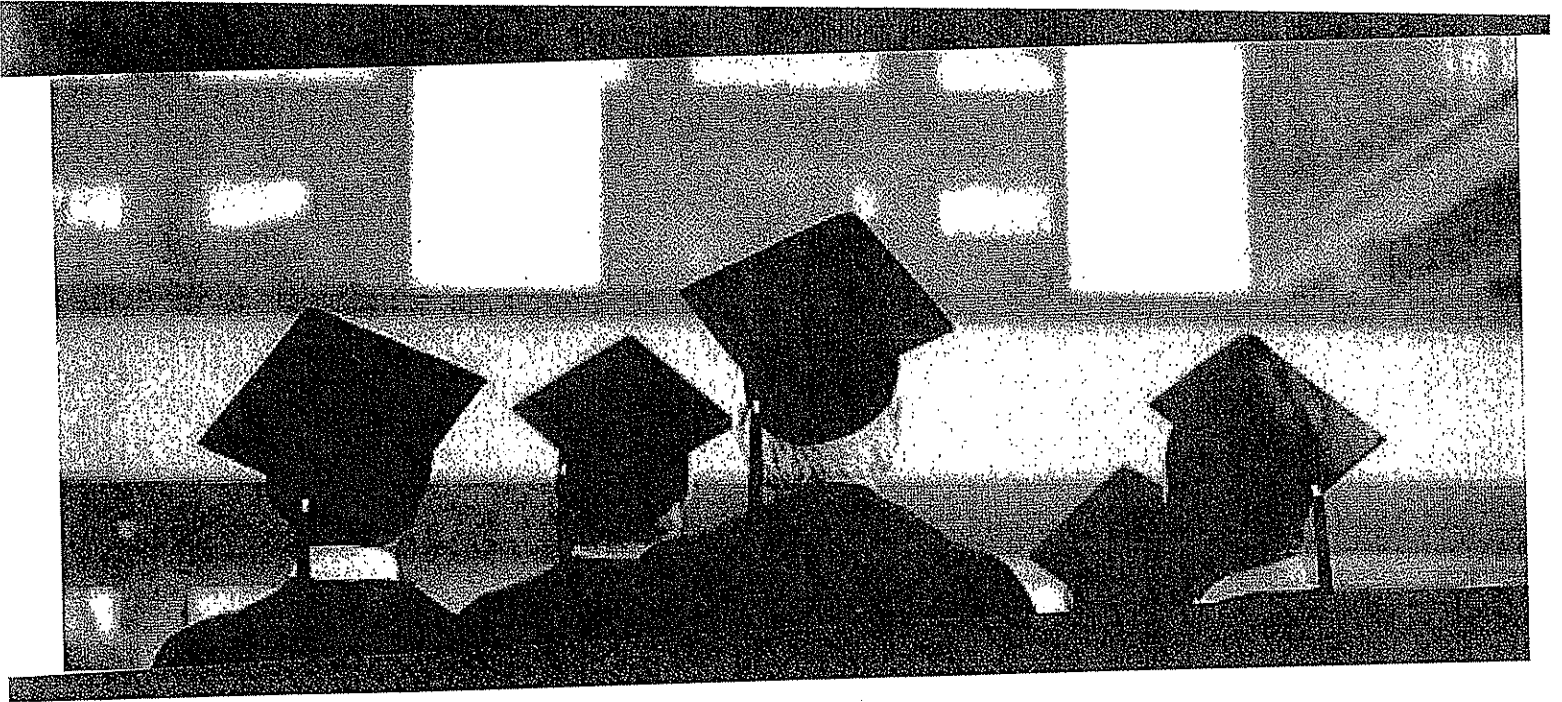
Vendor: _____

Name and Address of Committee to Which Contribution Was Made	Date of Contribution	Amount of Contribution	Contributor's Name
Indicate "none" if no Reportable Contributions were made. Attach Additional Pages As Needed			
#1			

Certification:

I certify as an officer or authorized representative of the Vendor that, to the best of my knowledge and belief, the foregoing statements by me are true. I am aware that if any of the statements are willfully false, I am subject to punishment.

#2 Name of Vendor: _____
Signed: _____
Print Name: _____
Title: _____
Date: _____



August 12, 2013

Proposal to Provide Professional
Auditing Services to:

New Jersey Educational Facilities Authority

Prepared by:

Nancy L. Gunza, CPA, Partner

gunza.nancy@claconnect.com

direct 267-419-1162 | mobile 610-996-4608

**NEW JERSEY EDUCATIONAL
FACILITIES AUTHORITY**

AUG - 9 2013

RECEIVED

CLAconnect.com

New Jersey Educational Facilities Authority
Proposal To Provide Auditing Services

August 12, 2013

Evaluation Committee
New Jersey Educational Facilities Authority
103 College Road East
2nd floor
Princeton, New Jersey 08540-6612

Reference: Request for Proposal (RFP) for Auditing Services

Evaluation Committee:

In response to the above referenced solicitation, CliftonLarsonAllen LLP (CLA) is enclosing our proposal to provide audit services to the New Jersey Educational Facilities Authority (the Authority). We appreciate the opportunity to build a valuable partnership with you and believe our strengths as an established firm align directly with the requirements outlined within the Request for Proposal (RFP).

At CLA, our greatest strengths correspond to your most critical needs; we possess the full spectrum of qualities needed to most effectively help the Authority meet their goals – all at a very competitive rate. The following differentiators are offered for your consideration:

- **Engagement Team.** We know that quality people drive quality results, which is why our commitment to you starts with the hand picked engagement team we will assign to your account. Our goal is to ensure you receive quality, client service which is achieved through the close and personal relationship our staff will have with the Authority. We are committed to providing services that are tailored specifically for your organization and the objectives you look to achieve.
- **Specialized Public Sector Resources.** We specialize in serving both government and higher education entities. In fact, our Public Sector Services Team is one of the largest of our firm's practices. With 600 government and higher education specialists and more than 3,600 professionals across the country, our extensive network of resources will be available to provide the County with exceptional depth of specialized governmental insight. We will bring the Authority our local and national leaders in auditing local governments, school boards, authorities and higher education institutions, something which we believe no other firm can provide.
- **National Reach with Local Presence.** With over 90 offices throughout the United States and more than 500 partners, CLA has both a local and national presence. We are committed to serving government entities in the State of New Jersey, and currently serve as auditor for two other state financing authorities, the New Jersey Higher Education Student Assistance Authority and the New Jersey Housing and Mortgage Financing Authority. Our clients also include four of New Jersey's public colleges.
- **A Focus on Providing Consistent, Dependable Service to Public Sector Entities.** We also differ from other national firms in that we focus on the needs of non-SEC clients, allowing us to avoid the workload compression typically experienced by firms that must meet public companies' SEC filing deadlines. CLA is organized into industry teams, affording our clients with specialized industry-specific expertise supplemented by valuable local service and insight. Therefore, the Authority will enjoy the service of members of our local Government and Higher Education Services Team who understand the issues and environment critical to governmental entities. This team is one of largest client serving teams at CLA. We have experience with a variety of governmental entities including, , finance and operating authorities, governmental colleges and universities, cities, counties, townships, boroughs, pension plans, school

New Jersey Educational Facilities Authority
Proposal To Provide Auditing Services

districts, and other specific purpose entities. This experience has given CLA the insight and experience to serve the Authority with exceptional technical expertise and client service.

- **An Efficient and Effective Workplan.** Currently, we serve approximately 1,700 governmental entities nationally, which ensures that our staff understands your complexities not just from a compliance standpoint, but also from an operational point of view. We have developed a work plan that takes into consideration your needs for high quality audit services, as well as timely deliverables. The workplan also minimizes the disruption of your staff and operations.

We are confident that our technical approach, insight and resources will result in unparalleled service.

Please note we have provided all required forms in *Appendix A: Required Forms*.

CLA meets all the minimum qualifications outlined in the RFP:

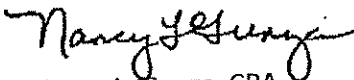
- **Offices in at least three states.** CLA has more than 90 offices across the country in 25 states.
- **Firm in existence for at least five years.** CLA is the union of Clifton Gunderson LLP (established in 1960) and LarsonAllen LLP (established in 1953), two peer firms who merged together on January 2, 2012, in order to strengthen our combined capabilities in the market and enhance deliverables to our clients.
- **Net Revenues in 2012 of at least \$100 million.** CLA is financially stable. We are one of the largest certified public accounting and consulting firms in the nation. We had over \$100 million in revenues in 2012. It is our firm's policy not to enclose confidential financial statements in documents subject to open records requests. Should CLA be selected as the successful bidder, we will provide a copy of our recent year-end financial statements for the Authority at that time.

For ease of evaluation we have structured our proposal based on the section titled *V. Proposal Format and Content*.

Thank you for this opportunity to present our proposal. Please contact me at 267-419-1162 or via email at nancy.gunza@claconnect.com with any additional questions.

Sincerely,

CliftonLarsonAllen LLP



Nancy L. Gunza, CPA
Partner

Table of Contents

Technical1
 Approach and Plans for Accomplishing the Work1
 Transition Approach7
 Engagement Schedule8
 Total Estimated Hours by Staff Level9
 Organizational Support and Experience9
 CLA’s Organization and Background11
 Personnel to be Assigned14
 CLA’s Qualifications and Capabilities15
 Higher Education Experience16
 References17
 GASB Pronouncements21
 Insurance.....21
 Internal Quality Control Procedures21
 Peer Review.....22
 Cost.....22
 Total Estimated Hours and Rates by Staff Level.....22
 Out-of-Pocket Expenses22
 Fixed Price per Year22
 Appendix A: Required Forms A-1
 Appendix B: Peer Review Reports..... A-5

Technical

CliftonLarsonAllen LLP (CLA) is one of the largest auditors of governmental entities in the Mid-Atlantic area, as well as the United States, we fully understand the scope of the work outlined in RFP. We have designed a work plan that will provide the necessary staff with expertise to conduct timely audits. On the following pages we have provided our financial statement audit and transition approaches for the New Jersey Educational Facilities Authority's (the Authority) review.

Approach and Plans for Accomplishing the Work

CLA has developed our own audit programs specifically tailored to the industries we serve. Our state and local government audit program was prepared by individuals that are active participants in the AICPA Government Audit Quality Center. In addition, the audit program for each client is adjusted based on risks identified during our assessment of internal controls and risks inherent to certain account balances or classes of transactions. Our audit program will change from year to year based on changes in your operations, personnel or control structure. CLA's audit program is specifically tailored to the Authority's audit needs.

Our audit objective extends beyond the issuing of an opinion on financial statements. We believe that a good audit yields substantial information for management, and is a valuable tool in recognizing opportunities and identifying areas that can be strengthened. An effective audit performed by our team will also provide:

- An objective look at your policies and procedures
- Valuable suggestions for improvements in your financial operations and other areas
- An analysis of trends and unusual variations from year-to-year
- Protection for current and future resources through improved internal controls
- A deterrent to embezzlement and other fraudulent activities

Benefits of CLA's Risk-Based Approach

Our audit services are designed to protect the interests of management by concentrating on high-risk areas. Risk identification is the first step of the audit process, providing the basis upon which the overall plan is developed. Our risk assessment process involves consideration of the following types of risk:

- **Inherent risk** – that an error in the accounting and reporting process may occur
- **Control risk** – that internal control systems designed to prevent/detect errors may fail
- **Audit detection risk** – the risk that audit procedures may fail to detect errors

Through careful consideration of the above risks and their interrelationships, we will develop an audit plan and related procedures that concentrate our efforts on those elements of your financial statements that involve the greatest risk. At the same time, we will avoid the unnecessary application of commonplace and traditional procedures to low-risk areas.

We expect that the majority of our audit hours will be concentrated in the high-risk audit areas. Our approach is not to review every account with extensive substantive testing. While substantive testing remains part of the process, we first identify relationships and truly learn about your operations.

Commitment to Communication with Management

As you will see, we are committed to ongoing communication throughout the engagement. Continual communication starts when an engagement letter is issued, continues until the completion or closeout of an

engagement and throughout the remainder of the year. We believe effective communication is critical to a successful engagement. This communication includes the exchange of ideas and advice as changes are considered or implemented by the entity or the accounting profession.

During the engagement we will hold regular status meetings with the Authority to ensure day-to-day operations, results, and any issues are commonly understood and addressed. The objectives of tracking and formally reporting the engagement status are to:

- Provide a consistent technique for monitoring progress against plan
- Identify any issues quickly to allow for timely corrective action
- Provide an objective rather than subjective evaluation of status
- Provide timely information on a regular basis
- Assist with obtaining buy-in of any audit recommendations on a timely basis

Our proactive measures ensure communications, both written and oral, are ongoing, relevant and routine to our engagements. Our commitment to this practice ensures open lines of communication and often prevents and/or mitigates service delivery issues. Our professionals are trained in documenting observations, recommendations, business issues and new developments as part of their daily routine.

We will conduct our audit in four primary phases, as shown in figure 1:

- Phase 1 – Planning & Strategy
- Phase 2 – Systems Evaluation
- Phase 3 – Testing & Analysis
- Phase 4 – Reporting & Follow-Up



Figure 1. Proven Methodology. Each of the above steps benefits from the possible perspectives and contributions, not only internal but also external, managed through an integrated risk management process.

Phase
1

Planning & Strategy

The main objective of the planning phase is to identify significant areas and design efficient audit procedures. We will accomplish our planning by following the methodology below:

- Conduct an entrance meeting with the Authority – Nancy Gunza and staff will meet with the Authority personnel to mutually agree on an outline of responsibilities and timeframes. The agenda will include but not be limited to the following:
 - Establish audit approach and timing schedule,

New Jersey Educational Facilities Authority
Proposal To Provide Auditing Services

- Assistance to be provided by the Authority personnel,
 - Application of generally accepted accounting principles,
 - Initial audit concerns,
 - Concerns of the Authority's management,
 - Establishment of report parameters and timetables,
 - Progress reporting process, and
 - Establish principal contacts.
- Gain an understanding of the operations of the Authority, including any changes in its organization, management style and internal and external factors influencing the operating environment. We will utilize reference materials such as the budget and related materials, organizational charts, manuals and programs, and financial and other management information systems.
 - Identify significant accounts and accounting applications, critical audit areas, significant provisions of laws and regulations, and relevant controls over operations.
 - Determine the likelihood of effective Information Systems (IS) - related controls.
 - Perform a preliminary overall risk assessment.
 - Confirm protocol for requesting information from and meeting with the business office staff.
 - Establish a timetable for the fieldwork phase of the audit.
 - Determine a protocol for using Interactive Data Extraction and Analysis (IDEA), our data extraction and analysis software, to facilitate timely receipt and analysis of reports from management.
 - Compile an initial comprehensive list of items to be prepared by the Authority, establish mutually agreed upon deadlines.

We will document our planning through preparation of the following:

- **Entity Profile.** This profile will help us gain an understanding of Authority activities, organizational structure, services, management, key employees and regulatory requirements.
- **Preliminary Analytical Procedures.** These procedures will assist in planning the nature, timing and extent of auditing procedures that will be used to obtain evidential matter. They will focus on enhancing our understanding of the financial results, and will be used to identify any significant transactions and events that have occurred since the last audit date, as well as to identify any areas that may represent specific risks relevant to the audit.
- **General Risk Analysis.** This will contain our overall audit plan, including materiality calculations, fraud risk assessments, overall audit risk assessments, effects of our IS assessment, timing, staffing, client assistance, a listing of significant provisions of laws and regulations and other key planning considerations.
- **Account Risk Analysis.** This document will contain the audit plan for the financial statements, including risk assessment and the extent and nature of testing by assertion.
- **Prepared by Client Listing.** This document will contain a listing of schedules and reports to be prepared by Authority personnel with due dates for each item.

One of the key elements in the planning of this audit engagement will be the heavy involvement of partners and managers. We will clearly communicate any issues in a timely manner, and will be in constant contact with the Authority as to what we are finding and where we expect it will lead.

We will develop our audit programs during this phase. Utilizing the information we have gathered and the risks identified we will produce an audit program specifically tailored to the Authority. This program will detail by major section the nature and types of tests to be performed. We view our programs as living documents subject to change as conditions warrant. We will hold an entrance conference with the Authority to discuss the audit timeframes, and will meet the appropriate Authority personnel at least one month prior to the start of each audit.

**Phase
2**

Systems Evaluation

During the systems evaluation phase, we will gain an understanding of the internal control structure of the Authority for financial accounting and relevant operations. Next, we will identify control objectives for each type of control that is material to the financial statements, and then identify and gain an understanding of the relevant control policies and procedures that effectively achieve the control objectives. Finally, we will determine the nature, timing and extent of our control testing and perform tests of controls.

This phase of the audit will include extensive testing of controls:

- Over electronic data, including general and application controls reviews and various user controls
- Over financial reporting and compliance with laws and regulations

We will test controls over each critical audit area. One of our audit efficiency initiatives is to rely heavily on internal controls when appropriate and to creatively look at internal control testing to make it as efficient as possible. This means not routinely performing detailed tests of transactions using large samples. We first seek to identify key controls, and then identify possible testing through alternative methods, such as observation, interviews and re-performance. These tests serve not only to gather evidence about the existence and effectiveness of internal control for purposes of assessing control risk, but also to gather evidence about the reasonableness of an account balance.

We will also develop our internal control tests to assess the compliance with certain provisions of laws, regulations, contracts and grants for which noncompliance could have a direct and material effect on the determination of financial statement amounts. Our use of multi-purpose tests allows us to provide a more efficient audit without sacrificing quality.

Our assessment of internal controls will determine whether the Authority has established and maintained internal controls to provide reasonable assurance that the following objectives are met:

- Transactions are properly recorded, processed and summarized to permit the preparation of reliable financial statements and to maintain accountability over assets
- Assets are safeguarded against loss from unauthorized acquisition, use or disposition
- Transactions are executed in accordance with laws and regulations that could have a direct and material effect on the financial statements

We will finalize our audit programs during this phase. We will also provide an updated Prepared by Client Listing based on our test results and our anticipated substantive testing.

During the internal control phase, we will also perform a review of general and application Information Systems (IS) controls for the applications that are significant to financial statements to conclude whether IS general controls are properly designed and operating effectively, and consider application controls as part of the internal control assessment in the financial statement audit. Our strategy for the IS review of the applications will involve reviewing

all of the general control activities, including the computerized and manual processes. We will determine the scope of work by applying the concepts of materiality and risk assessment to effectively reduce examination inefficiencies. When planning this examination, we will gain an understanding of the Authority's operations by reviewing its current controls and control objectives as documented, and will also review prior years audit work and the status of corrective actions.

Based on our preliminary review, we will perform an initial risk assessment of each critical element in each general control category, as well as an overall assessment of each control category. We will then proceed to assess the significant computer-related controls.

For IS-related controls that we deem to be ineffectively designed or not operating as intended, we will gather sufficient evidence to support appropriate findings and will provide recommendations to improve internal controls. For those IS controls that we deem to be effectively designed, we will perform testing to determine if they are operating as intended through a combination of procedures, including observation, inquiry, inspection and re-performance.

Phase
3

Testing & Analysis

The extent of our substantive testing will be based on results of our internal control tests. It has been our experience that governmental entities, like the Authority, often have a system of internal control that, with appropriately designed tests and correlation to account balances, can be used to limit the extent of account balance substantiation testing.

Audit sampling will be used only in those situations where it is the most effective method of testing. Before deciding to sample, we will consider all possible approaches and audit techniques. Items where, in our judgment, acceptance of some sampling risk is not justified will be examined 100 percent. These may include unusual items or items for which potential misstatements could individually equal or exceed tolerable error.

After identifying individually significant or unusual items, we will decide on the audit approach for the remaining balance of items by considering tolerable error and audit risk. This may include (1) testing a sample of the remaining balance, (2) lowering the previously determined threshold for individually significant items to increase the percent of coverage of the account balance or (3) applying analytical procedures to the remaining balance. When we elect to sample balances we will use IDEA to efficiently control and select our samples.

Our work papers during this phase will clearly document our work as outlined in our audit programs. We will also provide the Authority with status reports during the course of the audit fieldwork. As in all phases of the audit, we will be in communication with the Authority to ensure that all identified issues are resolved in a timely manner. We will also hold a final exit conference with the Authority to summarize the results of our fieldwork and review significant findings.

Phase
4

Reporting & Follow-Up

Reports to management will include oral and/or written reports regarding:

- Independent Auditor's Report
- Independent Auditor's Report on Internal Control over financial reporting and on compliance and other matters based on an audit of Financial Statements Performed in Accordance with Government Auditing Standards
- Management Letter

New Jersey Educational Facilities Authority
Proposal To Provide Auditing Services

- Written Communication to Those Charged with Governance, which includes the following areas:
 - Our responsibility under auditing standards generally accepted in the United States of America
 - Changes in significant accounting policies or their application
 - Unusual transactions
 - Management judgments and accounting estimates
 - Significant audit adjustments
 - Other information in documents containing the audited financial statements
 - Disagreements with the Authority
 - The Authority's consultations with other accountants
 - Major issues discussed with management prior to retention
 - Difficulties encountered in performing the audit
 - Fraud or illegal acts

Once the final reviews of working papers and financial statements are completed, which is a process that actually starts while the fieldwork is in process, our opinion, the financial statements and management letter will be issued.

The Authority will be provided a draft of any comments that we propose to include in the management letter, enabling you to review the comments for accuracy prior to final release. Any items that come to our attention that are not what we consider major items may be discussed verbally with management and not included in the management letter. Our management letter will include items noted during our analysis of your operations. We will also make a formal presentation of the results of the audit to those charged with governance of the Authority, if requested.

Transition Approach

An area of concern that is commonly encountered during transition to new engagements is the start-up time required to familiarize ourselves with your operations. As shown in figure 2, we mitigate transition issues.

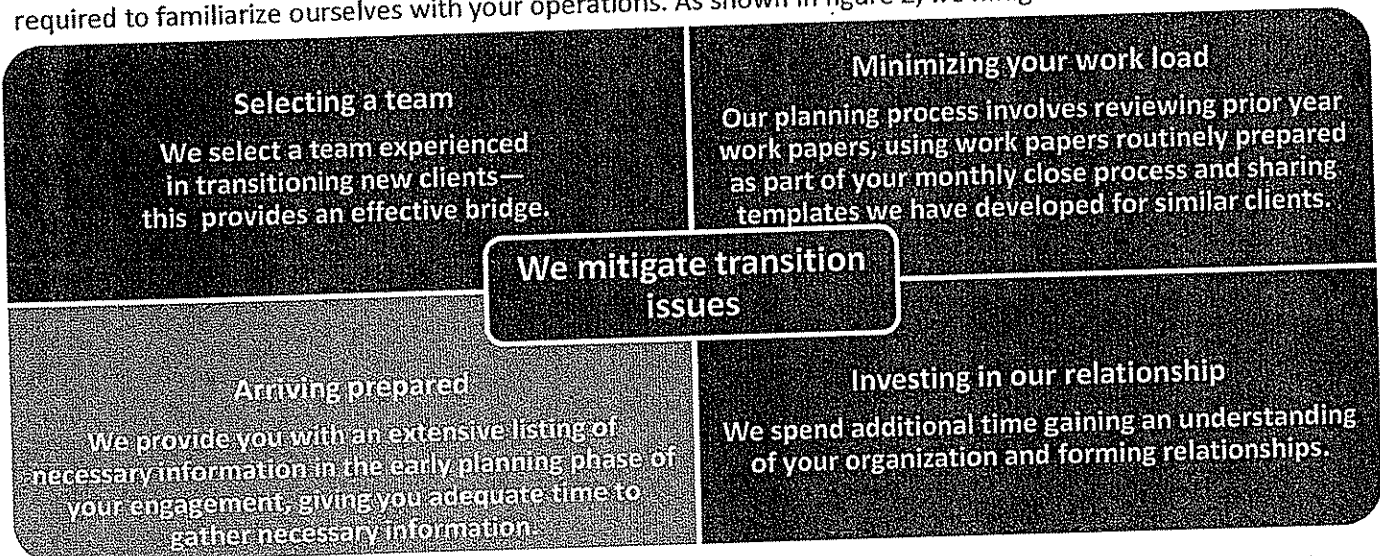


Figure 2. We Mitigate Transition Issues. Transition issues are minimized through our use of thoughtful information requests and our staff's experience. This experience allows a thorough understanding of your field, so transitional time is focused on getting to know the unique culture, personnel, and control environment specific to the Authority.

Upon appointment as auditors, we will initiate a planning meeting with the appropriate management of the Authority, shortly after we are notified about your selection. The purpose of the meeting will be to:

- Review our approach and roles, and solicit comments and concerns
- Schedule work
- Establish key meeting and reporting dates
- Review the audit requirements

Management may be concerned about the potential disruption of its personnel during the transition period while the new firm becomes familiar with your operations. We have addressed this concern by structuring our transition process to gain a thorough understanding of your operations. That process has been successfully applied for numerous organizations in the past.

Our approach to transition includes:

- A well-structured, experienced engagement team
- More intensive involvement by partners and managers in the transition year
- Careful and complete communications at all levels of the team to resolve issues and concerns
- User-friendly audit tools
- Use of review of prior auditor's work papers as a way to gather pertinent historical accounting information and documents to limit your team's time in producing them for us

All transition activities will involve the on-site participation of the audit service team in order to:

- Focus our efforts only upon relevant matters
- Avoid unnecessary efforts by your personnel
- Make the audit process more responsive

We recognize changing accounting firms presents an opportunity as well as a challenge. Our service approach effectively minimizes the impact of client transition issues.

Engagement Schedule

CLA is committed to performing the engagement on time, meeting all the Authority's deadlines. Below we have provided our tentative schedule for the engagement. If awarded, we will meet with the Authority to make sure this is mutually agreed upon.

Description	Timing
Planning meeting with management personnel	As soon as feasible upon notification of award
Preliminary fieldwork	Audit planning conference with Board to be scheduled during November. Preliminary fieldwork to be scheduled in November/December
Fieldwork	February
Delivery of Preliminary Drafts and Final Reports	Preliminary drafts no later than March 15th
Presentation to Management and Board	March/April

Total Estimated Hours by Staff Level

The following chart provides estimated hours by staff level for the Authority's engagement.

Staff Level	Total Estimated Hours
Partner	35
Manager/Engagement Director	65
Senior Associate	120
Associate	100
Total	320

Organizational Support and Experience

CLA's Organization and Background

CLA's 3,600 people are dedicated to helping businesses, governments, nonprofits, and the individuals who own and lead them. From offices coast to coast, our professionals practice in specific industries to deliver assurance, tax, advisory, and outsourcing capabilities best aligned with our clients' needs. Figure 3 illustrates CLA's capabilities to handle the Authority's auditing needs.

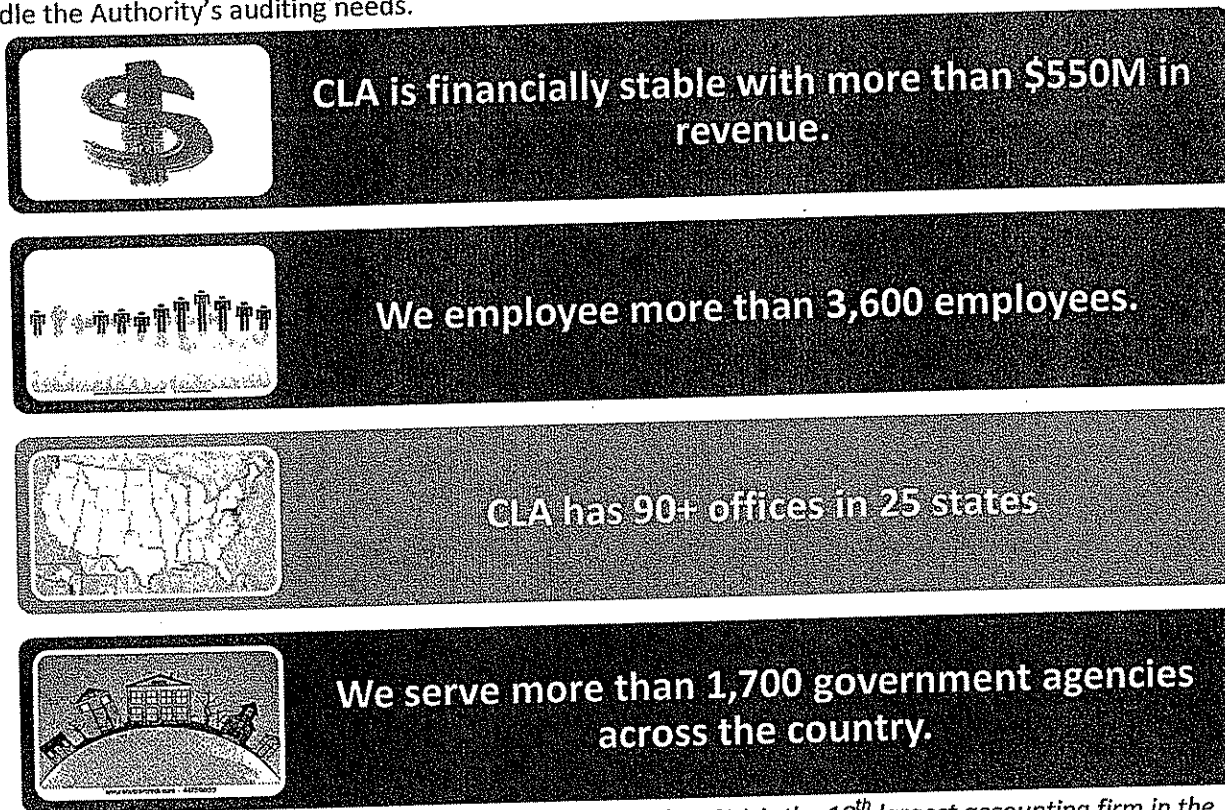


Figure 3. Firm Overview. According to *Accounting Today*, CLA is the 10th largest accounting firm in the United States by revenue. With a nationwide network of government professionals, CLA is here to help support the Authority's needs.

CLA is structured as a limited liability partnership, depicted in figure 4 is an organizational chart of our leaders.

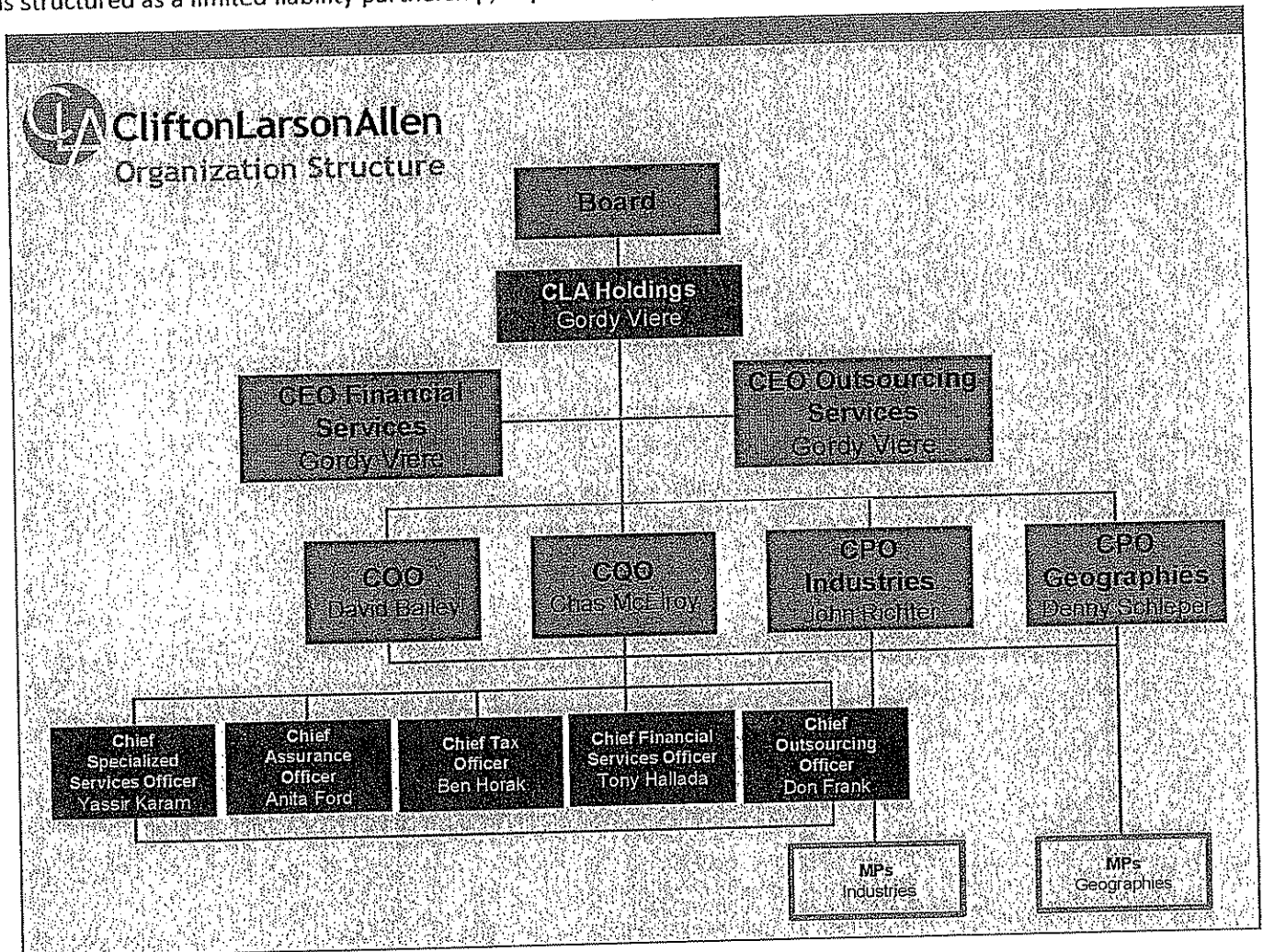


Figure 4. Organization Structure. Above is the structure and titles of CLA's leading members and the duties they fulfill to ensure the growth and continuity of CLA.

Personnel to be Assigned

The professionals at CLA have extensive experience serving governmental entities nationwide. Therefore, while you will be served by a dedicated team of professionals, you will have access to the wealth of governmental resources and insight of the entire CLA network.

The client service team we have assembled for you include key members of our local Governmental Services Team. Additional associates will be assigned as deemed necessary with relevant experience. These staff members will be determined based on the final scheduling of audit tasks with management.

Below, we have provided resumes of the key members of the Authority's engagement team.

Nancy L. Gunza, CPA	
Position	Engagement Partner-in-Charge
Project Responsibilities	Nancy will assume the overall responsibility for all work performed on this engagement. This includes maintaining frequent communication with the client and overseeing every aspect of the audit from planning to reporting.
Professional Certifications	Certified Public Accountant
Professional Organizations	<ul style="list-style-type: none"> • American Institute of Certified Public Accountants • Pennsylvania Institute of Certified Public Accountants • Government Finance Officers' Association (GFOA) – Pa East Chapter • National Association of College and Organization Business Officers • Eastern Association of College and Organization Business Officers • PICPA Not for Profit Committee –Chair • PICPA/DCED Working Group Member • United Way of Southeastern Pennsylvania Women's Initiative Leadership Committee
Years of Experience	28
Education	Bachelor of Science, Commerce and Engineering Sciences and a concentration in Accounting, Drexel University
Key Clients	<ul style="list-style-type: none"> • New Jersey Higher Education Student Assistance Authority • Hospitals and Higher Education Facilities Authority of Philadelphia* • Pennsylvania Intergovernmental Cooperation Authority* • Bergen Community College • Ocean County College • Thomas Edison State College • Harrisburg Area Community College and Foundation • Thaddeus Stevens State College • Universities within the Pennsylvania State System of Higher Education (PASSHE) beginning June 30, 2013 • City of Philadelphia, Office of the Controller • Delaware Department of Homeland Security • Delaware River and Bay Authority <p><i>* Experience with previous accounting firm</i></p>

New Jersey Educational Facilities Authority
 Proposal To Provide Auditing Services

J. Michael (Mike) Stephens, CPA, CFE, CGFM	
Position	Quality Review Partner
Project Responsibilities	Mike will perform the second, independent partner review of the financial statements and audit reports to ensure all technical and professional requirements are met.
Professional Certifications	<ul style="list-style-type: none"> • Certified Public Accountant • Certified Fraud Examiner • Certified Governmental Financial Manager
Professional Organizations	<ul style="list-style-type: none"> • American Institute of Certified Public Accountants • Maryland Association of Certified Public Accountants • Association of Government Accountants • Association of Certified Fraud Examiners
Years of Experience	28
Education	Bachelor of Arts, Accounting, Loyola College
Key Clients	<ul style="list-style-type: none"> • New Jersey Housing and Mortgage Finance Agency • Virginia Resources Authority • Allentown (Pa) Housing Authority • Housing Authority of Baltimore City • Housing Opportunities Commission of Montgomery County • District of Columbia Housing Authority • Richmond Redevelopment and Housing Authority • Fairfax County Housing and Redevelopment Authority • Memphis Housing Authority • Southern Nevada Regional Housing Authority • Housing Authority of the City of Miami Beach • East St. Louis Housing Authority • DuPage Housing Authority

New Jersey Educational Facilities Authority
Proposal To Provide Auditing Services

Andrew D. Lee	
Position	Audit Manager
Project Responsibilities	Andrew will be responsible for the planning, execution and management of the audit fieldwork and will serve as one of the primary day to day contacts.
Professional Certifications	Andrew is actively pursuing his CPA.
Professional Organizations	Association of Government Accountants
Years of Experience	9
Education	Bachelor of Science, Accounting, Penn State University Park
Key Clients	<ul style="list-style-type: none"> • Bergen Community College • Cecil County Community College • City of Philadelphia, Office of the Controller • New Jersey Higher Education Student Assistance Authority • New Jersey Division of Pension and Benefits • Ocean County College • Office of Tax and Analysis, U.S. Department of the Treasury • Administrative Offices of the U.S. Courts • U.S. Army

Mandy McGowan	
Position	Senior Audit Associate
Project Responsibilities	Mandy will assist in the day-to-day audit tasks for the Authority
Professional Certifications	Mandy is actively pursuing her CPA
Professional Organizations	American Institute of Certified Public Accountants, student member
Years of Experience	4
Education	Bachelor of Science, Accounting, Elon University
Key Clients	<ul style="list-style-type: none"> • New Jersey Housing and Mortgage Finance Agency • Allentown Housing Authority • Housing Opportunities Commission of Montgomery County • Southern Nevada Regional Housing Authority • Memphis Housing Authority • Fairfax County Redevelopment and Housing Authority • Housing Authority of the City of Miami Beach • Housing Authority of the City of East St. Louis

CLA's Qualifications and Capabilities

As a CPA firm experienced in serving state and local units of government, both in the state of New Jersey and nationally, we are very aware of the financial and legal compliance requirements that governmental officials are faced with daily.

We bring valuable experience to bear in helping our governmental clients meet the complexities of satisfying their financial and legal obligations. Our highly qualified professionals concentrate on the kind of accounting, auditing and management advisory services required by government entities.

As shown in figure 5, CLA has the capabilities and the resources to provide audit services to the Authority.

Our professionals have deep technical experience in serving governmental entities similar to the Authority. Our professionals' experience dates back to the 1970s when the National Council on Governments Accounting (NCGA) was formed, through the 1980s Single Audit Act and the formation of GASB. During this time, **CLA has grown from serving a handful of government clients to more than 1,700 annual GASB financial statement engagements.**

The partners and staff of CLA have extensive experience performing audits completed in accordance with Generally Accepted Accounting Principals (GAAP) for governmental entities. Our experience results in fewer audit adjustments, better documentation of reporting issues and facilitates the audit process. Any CPA firm can audit financial statements, but few specialize in the area of audits for local government entities. We know local government entities and our specialty will result in significant time and cost savings to our clients.

In performing financial audits, we go beyond the traditional approach, concentrating our efforts on those areas that are important to your particular unit of government to assess performance, evaluate results, and develop recommendations for improvement to your financial management system.

In connection with single audits performed in accordance with OMB Circular A-133, we perform various audit programs to verify compliance with laws and regulations applicable to numerous other Federal and State funded programs. Furthermore, we perform A-133 single audits for hundreds of organizations annually, ranking top in the nation for the number of single audits performed by any CPA firm.

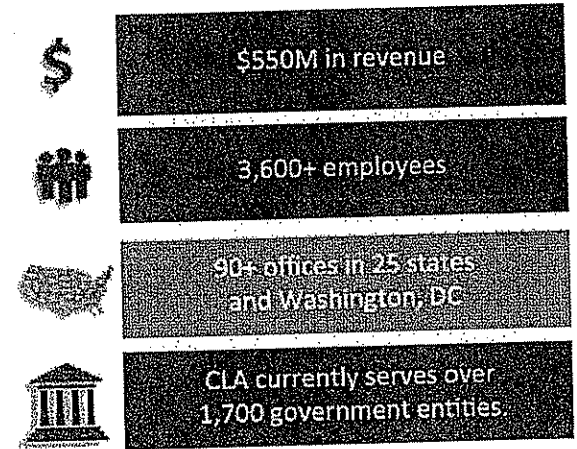


Figure 5. Firm Overview. According to Accounting Today, CLA is the ninth largest firm in the United States by revenue. With a nationwide network of government professionals, CLA is here to help support the Authority's needs.

Higher Education Experience

We developed a niche in higher education and have been serving institutions of higher education for more than 35 years. CLA's leadership is continuing to add resources to our higher education group given the belief this is one of three industries, along with health care and financial institutions, that has the highest growth potential for our firm.

A sampling of institutions of higher education* and associated foundation clients that our Northeast region professionals have provided audit, tax, and consulting services for is listed below:

- Baltimore City Community College Foundation, Maryland
- **Bergen Community College, New Jersey**
- Cabrini College, Pennsylvania
- Carroll Community College and Foundation, Maryland
- Cecil Community College and Foundation, Maryland
- College of Southern Maryland
- Community Colleges of Baltimore County, Maryland
 - Catonsville Campus
 - Dundalk Campus
 - Essex Campus
- **County College of Morris, New Jersey**
- **Cumberland County College, New Jersey (served through 2012)**
- Delaware County Community College, Pennsylvania and Foundation (served through 2011)
- East Carolina University Foundations (we currently serve five different foundations for ECU), North Carolina
- Frederick Community College and Foundation, Maryland
- Gratz College
- Harford Community College, Maryland
- Harrisburg Area Community College, Pennsylvania and Foundation
- Marlboro College, Vermont
- Montgomery College and Foundation, Maryland
- Mount Ida College, Massachusetts
- Naval Academy Athletic Association, Maryland
- **Ocean County College, New Jersey**
- Pennsylvania State System of Higher Education (14 Universities- beginning June 30, 2013)
- Thaddeus Stevens College of Technology, Pennsylvania
- The Medical Alumni Association of the University of Maryland (a University of Maryland affiliated foundation)
- **Thomas Edison State College, New Jersey**
- West Virginia University (NCAA Compliance)
- St. Mary's College Foundation, Maryland

References

Quality of service will be a key factor as you prepare to select a CPA consulting firm to serve the Authority. We strongly encourage you to reach out to the references provided so that you are able to receive personal confirmation as it relates to our successful past performance.

New Jersey Higher Education Student Assistance Authority	
Date of the Engagement	2011 – present
Client Contact	Robert Clark, Controller, 609-588-7371
Address	4 Quakerbridge Plaza, Trenton, New Jersey 08625
Scope of Work	We perform annual financial audits of HESAA's funds and accounts that are not recorded on the State of New Jersey's accounting system, including separate financial and compliance audits for its Student Loan Revenue Bond issues used to fund loans issued under the New Jersey College Loans to Assist State Students (NJCLASS) loan program and the Federal Family Education Loan Program (FFELP).

New Jersey Housing and Mortgage Finance Agency	
Date of the Engagement	2010 – present
Client Contact	Terry Fink, Director of Finance, 609-278-7467
Address	673 South Clinton Avenue, Trenton New Jersey 08611
Scope of Work	We perform audits of financial statements in accordance with Government Auditing Standards and A-133.

Bergen Community College	
Date of the Engagement	2012 – present
Client Contact	Diane Mandrafina, Senior Financial Officer, 201-447-7887
Address	400 Paramus Road; Paramus, New Jersey 07652
Scope of Work	We perform financial statement audit of the College, single audit in accordance with OMB Circular A-133 and attestation engagement for credit hour enrollments.

Ocean County College, New Jersey	
Date of the Engagement	2011 - present
Client Contact	Sara Winchester, Chief Financial Officer, (732) 255-0400 ext 2062
Address	P.O. Box 2001; Toms River, New Jersey 08754
Scope of Work	We perform financial statement audit of the College, single audit in accordance with OMB Circular A-133 and attestation engagement for credit hour enrollments.

GASB Pronouncements

We have the knowledge and the expertise to assist the Authority with understanding and interpreting new GASB, and other regulatory body statements issued during the term of the contract.

We take a very proactive approach related to new GASB pronouncements. We routinely review pronouncements in the exposure draft stage to determine their effect on our clients. When indicated, we work with clients and other organizations to help develop responses. We review final pronouncements and discuss the impact of them with clients well in advance of the annual audit. We also develop update presentations for various groups.

The Authority wants to work with someone who's been there before. An advisor with the experience you need, a partner with reasonable fees, and a knowledge leader. CLA's unique combination of experience, and lower fees, has made us the market leader for GASB knowledge leadership. Anyone can claim knowledge leadership; however, we have built our firm on it. Our professionals are frequent speakers on numerous GASB pronouncements.

For your convenience, we have broken down the recent and pending changes by source, and the potential impact they may have on the Authority in the following chart:

GASB – Recent and Pending	
Description of Statement	Potential Impact on the Authority
<p>GASB Statement No. 65 "Reporting Items Previously Recognized as Assets and Liabilities" – The objective of this Statement is to reclassify certain items reported as assets and liabilities to deferred outflows of resources or deferred inflows of resources. This Statement also provides financial reporting guidance related to the impact of the financial statement elements deferred outflow of resources and deferred inflows of resources, such as changes in major fund calculation and use of the term deferred. This Statement is effective for fiscal year 2013.</p>	<p>This will be effective for the Authority for the fiscal year ended December 31, 2013 unless earlier adopted. This standard will result in the reclassification of certain assets and liabilities to deferred inflows and outflows. Additionally, it will require the write-off of previously deferred debt issuance costs.</p>
<p>GASB Statement No. 66 "Technical Corrections – an Amendment of GASB Statements No. 10 and 62" – The objective of this Statement is to improve accounting and financial reporting for a governmental financial reporting entity by resolving conflicting guidance that resulted from the issuance of two recent pronouncements, Statements No. 54, Fund Balance Reporting and Governmental Fund Type Definitions, and No. 62, Codification of Accounting and Financial Reporting Guidance Contained in Pre-November 30, 1989 FASB and AICPA Pronouncements. This statement is effective for fiscal year 2013.</p>	<p>This Statement should have limited impact on the Authority</p>
<p>GASB statement No. 67, Financial Reporting for Pension Plans – This Statement revises and replaces Statement nos. 25, Financial Reporting for Defined Pension Plans and Note Disclosures for Defined Contribution Plans, as well as 50, Pension Disclosures as they relate to governmental pension plans that are administered as trusts or equivalent arrangements that meet certain criteria. This Statement establishes standards for financial reporting that outlines the basic framework for separately issued financial reports</p>	<p>This Statement is applicable to the State's PERS, not to the Authority</p>

GASB – Recent and Pending	
Description of Statement	Potential Impact on the Authority
<p>and specifies the required approach to measuring the liability of employers(s) and certain non-employer contributing entities, about which information is required to be disclosed.</p> <p>The Statement distinguishes between the following types of plans and provides specific guidance:</p> <ul style="list-style-type: none"> • Single-employer plans • Agent multiple-employer plans • Cost sharing multiple-employer plans <p>The Statement also provides details on the required note disclosures for defined contribution pension plans administered through trusts that meet the required criteria. This Statement is effective for fiscal year 2013.</p>	
<p>GASB statement No. 68, –Accounting for Pension by State and Local Governmental Employers – This Statement revises and replaces Statement nos. 27, Accounting for Pensions by State and Local Government Employers, as well as 50, Pension Disclosures as they relate to governmental employers that account for pensions that are provided through pension plans administered as trusts or equivalent arrangements that meet certain criteria. The objective of this Statement is to establish standards for governmental employer recognition, measurement, and presentation of information about their liability for governmental defined benefit pension plans. This Statement will have profound impact on requiring acceleration of the recognition of the pension liability and added disclosures. Liabilities would be recorded based on actuarial liabilities, net of actuarial assets instead of the current requirement to only record a liability based on the deficiency of annual required contributions. This statement is effective for fiscal year 2014.</p>	<p>This Statement will have a significant impact on the Authority as the Authority will have to record its share of the net actuarial liability of the State's PERS.</p>
<p>GASB Statement No. 69 – Government Combinations and Disposals of Government Operations – This Statement would provide guidance for identifying government combinations. This Statement would require identification of whether a government combination is a government merger or a government acquisition. The distinction between a government merger and a government acquisition would be based upon whether an exchange of significant consideration is present within the combination transaction. Government mergers include combinations of legally separate entities without the exchange of significant consideration.</p> <p>This Statement would require the use of carrying values to measure the assets and liabilities in a government merger. Conversely, government acquisitions are transactions in which a government acquires another entity, or its operations, in exchange for</p>	<p>This Statement should have minimal impact on the Authority, unless there are future plans for merger or acquisition of other entities.</p>

GASB – Recent and Pending Description of Statement	Potential Impact on the Authority
<p>significant consideration. This Statement would require measurements of assets acquired and liabilities assumed generally to be based upon their acquisition values. This Statement also would provide accounting and financial reporting guidance for combinations that occur in the government environment that do not involve combinations of legally separate entities and in which no significant consideration is provided. These arrangements are combinations that include transfers of operations to continuing governments or that form the basis of new governments.</p> <p>This Statement would define the term operations for purposes of determining the applicability of this Statement. This Statement would require the use of carrying values to measure the assets and liabilities in a transfer of operations.</p> <p>Because disposals of a government's operations result in the removal of those specific activities of a government, this Statement would provide accounting and financial reporting guidance for disposals of government operations that have been transferred or sold.</p> <p>This Statement requires disclosures to be made about government combinations and disposals of government operations to enable financial statement users to evaluate the nature and financial effects of those transactions. The requirements of this Statement are effective for financial statements for periods beginning after December 15, 2013, and should be applied on a prospective basis. Earlier application is encouraged.</p>	
<p>GASB Statement No. 70 - Accounting and Financial Reporting for Non-exchange Financial Guarantee Transactions – This Statement would require a government that extends a non-exchange financial guarantee to recognize a liability and an expense in financial statements prepared using the economic resources measurement focus, when qualitative factors or historical data indicate that it is more likely than not that the government will make a payment on the guarantee. The amount of the liability would be the best estimate of the future outflows expected to be incurred. When there is no best estimate but a range of the estimated future outflows can be established, the amount of the liability would be the minimum amount within the range.</p> <p>This Statement would require a government that is required to repay a guarantor for making a payment on a guaranteed obligation or legally assuming the guaranteed obligation to continue to report a liability until legally released as an obligor. When a government is</p>	<p>This Statement should have limited impact on the Authority since it does not currently extend financial guarantees.</p>

GASB – Recent and Pending	
Description of Statement	Potential Impact on the Authority
<p>released as an obligor, the government would recognize revenue as a result of being relieved of the obligation. This Statement also would clarify the information required to be disclosed by governments that extend and receive non-exchange financial guarantees.</p> <p>The provisions of this Statement became effective for reporting beginning after June 15, 2013. Earlier application would be encouraged. Except for disclosures related to cumulative amounts paid or received in relation to a financial guarantee, the provisions of this Statement would be required to be applied retroactively. Disclosures related to cumulative amounts paid or received in relation to a financial guarantee may be applied prospectively.</p>	

As of the date of the proposal, the GASB is in the midst of due process on the following projects that may effect the financial reports of the Authority in the future:

Description of Statement
<p>Conceptual Framework – Recognition and Measurement Approaches – This project may affect financial statements in the future. The concepts being discussed include when to recognize transactions and on what basis to measure them (historical cost, fair value, etc.) It is speculated that these two phases of an eventual concepts statement will lead to an updated financial reporting model.</p>
<p>Fair Value Measurement and Application – The objective of this project is to review and consider alternatives for the further development of the definition of fair value, the methods used to measure fair value, the applicability of fair value guidance to investments and other items currently reported at fair value, and potential disclosures about fair value measurements. A final statement will potentially effect how investments, natural resources, derivatives and other elements are valued and disclosed.</p>
<p>GAAP Hierarchy – The objective of this project is to align the current GAAP hierarchy to current practice, especially with regard to GASB's <i>Comprehensive Implementation Guide</i>.</p>
<p>Lease Accounting – Reexamination of NCGA Statement 5 and GASB Statement 13. This important project will reexamine issues associated with lease accounting, considering improvements to existing guidance. This project will provide a basis for the GASB to consider whether current operating leases meet the definitions of assets or liabilities (in alignment with the current FASB project on lease accounting.)</p>
<p>Other Post Employment Benefit (OPEB) Accounting and Financial Reporting. This project largely involves aligning the provisions of GASB-67 and 68 to OPEB. However, a debate will ensue as to whether a liability exists for post-employment health care benefits and how the provisions of the Patient Protection and Affordable Care Act (PL 111-148) will affect OPEB Accounting and Financial Reporting.</p>
<p>Pensions – Technical Correction. An issue has arisen in the transition of employers to GASB-68. The current provisions require that, if determination of the amounts of all deferred outflows of resources and deferred inflows of resources related to pensions is not practical at the beginning of the period when the provisions of GASB-68 are adopted, beginning balances of deferred outflows of resources and deferred inflows of resources should not be reported. GASB68 also permits an employer to recognize a net pension liability measured as of a date one year prior to its fiscal year end and requires that, on an ongoing basis employer contributions made subsequent to the measurement date but before the end of the employer's fiscal year be reported as a deferred outflow of resources until the contributions are reflected in the net pension liability. GASB-68 also prohibits</p>

Description of Statement

recognizing the effect of employer contributions in pension expense. However, in circumstances in which all deferred outflows of resources and deferred inflows of resources related to pensions cannot be determined as the beginning of the initial implementation period, the application of the Statement provision could result in a significant understatement of the restated net position (even though the deferred outflows of financial resources associated with these contributions can be readily determined) and a significant understatement of expense in the first year of implementation.

Insurance

CLA maintains or exceeds levels of insurance as required by the Authority.

It is our firm's policy not to disclose specific liability coverage details during the proposal process. If chosen as the successful bidder, we will provide certificates of coverage for the amounts specified by the Authority.

Internal Quality Control Procedures

CLA has developed extensive internal quality control plans to meet generally accepted government auditing standards and the requirements of the AICPA and PCAOB. Our systems include detailed policies for each of the six elements of quality control over our audit and accounting practice (Leadership Responsibilities for Quality within the Firm, Relevant Ethical Requirements, Acceptance and Continuance of Client Relationships and Specific Engagements, Human Resources, Engagement Performance and Monitoring). Our plan is extensive (almost 100 pages), but we would be happy to provide key elements upon request.

Our policies and procedures for engagement performance and management provide reasonable assurance that the conduct and supervision of the work at all organization levels are adequately planned and supervised, and meet both the professional standards and the firm's standard of quality. Each engagement requires that a partner-in-charge be involved in the planning, fieldwork and post fieldwork reviews. A second partner reviews the audit prior to the issuance of the reports. If an issue arises that cannot be resolved at the partner level, it then elevates to our firm-wide director of assurance services. Employees are also encouraged to seek assistance on accounting and auditing issues from experienced staff throughout the firm who possess the appropriate knowledge, competence, judgment and authority.

In accordance with our monitoring procedure, we also adhere to an annual internal inspection program with inter-office reviews of the quality of our audit and accounting practice. Each year, at least one engagement subject to *Government Auditing Standards* is selected in every office that performs this type of work. This program utilizes audit and accounting partners and managers throughout the firm.

Peer Review

CLA is the union of Clifton Gunderson LLP (Clifton Gunderson) and LarsonAllen LLP (LarsonAllen), two peer firms who merged together on January 2, 2012, in order to strengthen our combined capabilities in the market and enhance deliverables to our clients.

Both Clifton Gunderson and LarsonAllen received external quality control reviews every three years and will continue to as one firm, CLA. Prior to the merger, both firms received a pass rating (previously an **unqualified opinion**) in their most recent external quality (peer) reviews.

We have included a copy of Clifton Gunderson's and LarsonAllen's most recent peer review reports in *Appendix B: Peer Review Reports*. Both firms received a **pass rating**, which is the highest form of report under the new (2009)

New Jersey Educational Facilities Authority
Proposal To Provide Auditing Services

peer review standards. In order to receive a pass rating, a firm's quality control system must be of the **highest standards**. Letters of comment are no longer issued in connection with peer reviews. Firms that would have received a letter of comment under the previous standards, receive a *pass with deficiencies* rating under the new standards with those deficiencies included in the report. As you can see from the reports, **no deficiencies** were identified by the reviewers. This quality control review included a review of specific government engagements. Our next peer review will be performed in December 2013.

Cost

Total Estimated Hours and Rates by Staff Level

The following chart provides estimated hours and rates by staff level for the Authority's engagement.

Staff Level	Estimated Hours	Hourly Rate	Total
Partner	35	\$250	\$8,750
Manager/Engagement Director	65	\$170	\$11,050
Senior Associate	120	\$140	\$16,800
Associate	100	\$100	\$10,000
Total			\$46,600

Out-of-Pocket Expenses

Please note that these are firm-fixed fees and include out-of-pocket costs associated with the engagement such as local travel. We understand that clients do not want fee surprises; our fee and billing practices reflect this understanding.

Fixed Price per Year

The following chart provides a firm fixed price for each year of the contract for the Authority's engagement.

Year	Total Fixed Fee
2013	\$46,600
2014	\$48,000
2015	\$50,500
Total	\$145,100

Appendix A: Required Forms



State of New Jersey
 Division of Purchase and Property
 Two-Year Chapter 51 / Executive Order 117 Vendor Certification and
 Disclosure of Political Contributions

FOR AGENCY USE ONLY	
General Information	
Solicitation, REP or Contract No.	Award Amount
Description of Services	
Agency Contact Information	
Agency	Contact Person
Phone Number	Agency Email

Part 1: Vendor Information

Full Legal Business Name CliftonLarsonAllen LLP
 (Including trade name if applicable)

Business Type Corporation Limited Partnership Professional Corporation General Partnership
 Limited Liability Company Sole Proprietorship Limited Liability Partnership

Address 1 610 W Germantown Pike, Suite 400 Address 2 _____
 City Plymouth Meeting State PA Zip 19462 Phone 215-643-3900
 Vendor Email nancy.gunza@CLAconnect.com Vendor FEIN 41-0746749

Part 2: Public Law 2005, Chapter 51/ Executive Order 117 (2008) Certification

I hereby certify as follows:

1. On or after October 15, 2004, neither the below-named entity nor any individual whose contributions are attributable to the entity pursuant to Executive Order 117 (2008) has solicited or made any contribution of money, pledge of contribution, including in-kind contributions, company or organization contributions, as set forth below that would bar the award of a contract to the vendor, pursuant to the terms of Executive Order 117 (2008).
 - a) Within the preceding 18 months, the below-named person or organization has not made a contribution to:
 - (i) Any candidate committee and/or election fund of any candidate for or holder of the public office of Governor or Lieutenant Governor;
 - (ii) Any State, county, *municipal* political party committee; OR
 - (iii) Any legislative leadership committee.
 - b) During the term of office of the current Governor(s), the below-named person or organization has not made a contribution to
 - (i) Any candidate, committee and/or election fund of the Governor or Lieutenant Governor; OR
 - (ii) Any State, county or *municipal* political party committee nominating such Governor in the election preceding the commencement of said Governor's term.
 - c) Within the 18 months immediately prior to the first day of the term of office of the Governor(s), the below-named person or organization has not made a contribution to
 - (i) Any candidate, committee and/or election fund of the Governor or Lieutenant Governor; OR
 Any State, county, *municipal* political party committee of the political party nominating the successful gubernatorial candidate(s) in the last gubernatorial election

PLEASE NOTE: Prior to November 15, 2008, the only disqualifying contributions include those made by the vendor or a principal owning or controlling more than 10 percent of the profits or assets of a business entity (or 10 percent of the stock in the case of a business entity that is a corporation for profit) to any candidate committee and/or election fund of the Governor or to any state or county political party within the preceding 18 months, during the term of office of the current Governor or within the 18 months immediately prior to the first day of the term of Office of Governor.

Part 3: Disclosure of Contributions Made

Check this box if no reportable contributions have been made by the above-named business entity or individual.

Name of Recipient _____	Address of Recipient _____
Date of Contribution _____	Amount of Contribution _____
Type of Contribution (i.e. currency, check, loan, in-kind) _____	
Contributor Name _____	
Relationship of Contributor to the Vendor _____	
Contributor Address _____	
City _____	State _____ Zip _____

If this form is not being completed electronically, please attach pages for additional contributions as necessary. Otherwise click "Add a Contribution" to enter additional contributions.

Part 4: Certification

I have read the instructions accompanying this form prior to completing this certification on behalf of the above-named business entity. I certify that, to the best of my knowledge and belief, the foregoing statements by me are true. I am aware that if any of the statements are willfully false, I am subject to punishment.

I understand that this certification will be in effect for two (2) years from the date of approval, provided the ownership status does not change and/or additional contributions are not made. If there are any changes in the ownership of the entity or additional contributions are made, a new full set of documents are required to be completed and submitted. By submitting this Certification and Disclosure, the person or entity named herein acknowledges this continuing reporting responsibility and certifies that it will adhere to it.

(CHECK ONE BOX A, B or C)

- (A) I am certifying on behalf of the above-named business entity and all individuals and/or entities whose contributions are attributable to the entity pursuant to Executive Order 117 (2008).
- (B) I am certifying on behalf of the above-named business entity only
- (C) I am certifying on behalf of an individual and/or entity whose contributions are attributable to the vendor

Signed Name Nancy L. Gunza Print Name Nancy L. Gunza
Phone Number 267-419-1162 Date 08/08/2013
Title/Position Partner

Agency Submission of Forms

The agency should submit the completed and signed Two-Year Vendor Certification and Disclosure forms, together with a completed Ownership Disclosure form, either electronically to cd134@treas.state.nj.us, or regular mail at Chapter 51 Review Unit, P.O. Box 039, 33 West State Street, 9th Floor, Trenton, NJ 08625. The agency should save the forms locally and keep the original forms on file, and submit copies to the Chapter 51 Review Unit.





System Review Report

To the Partners of
Clifton Gunderson LLP
and the National Peer Review Committee of the AICPA

We have reviewed the system of quality control for the accounting and auditing practice of Clifton Gunderson LLP (the firm) applicable to non-SEC issuers in effect for the year ended July 31, 2010. Our peer review was conducted in accordance with the Standards for Performing and Reporting on Peer Reviews established by the Peer Review Board of the American Institute of Certified Public Accountants. The firm is responsible for designing a system of quality control and complying with it to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Our responsibility is to express an opinion on the design of the system of quality control and the firm's compliance therewith based upon our review. The nature, objectives, scope, limitations of, and the procedures performed in a System Review are described in the standards at www.aicpa.org/prsummary.

As required by the standards, engagements selected for review included engagements performed under *Government Auditing Standards*, audits of employee benefit plans and audits performed under FDICIA.

In our opinion, the system of quality control for the accounting and auditing practice of Clifton Gunderson LLP applicable to non-SEC issuers in effect for the year ended July 31, 2010, has been suitably designed and complied with to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Firms can receive a rating of *pass*, *pass with deficiency(ies)* or *fail*. Clifton Gunderson LLP has received a peer review rating of *pass*.

Weaver and Tidwell, LLP

WEAVER AND TIDWELL, L.L.P.

Dallas, Texas
December 3, 2010

AN INDEPENDENT
MEMBER OF BAKER TILLY
INTERNATIONAL

WEAVER AND TIDWELL LLP
CERTIFIED PUBLIC ACCOUNTANTS AND CONSULTANTS
WWW.WEAVERLLP.COM

DALLAS
12221 MERIT DRIVE, SUITE 1400, DALLAS, TX 75251
P: (972) 498 1970 F: (972) 702 8321

Appendix B: Peer Review Reports



**Clifton
Gunderson LLP**
Certified Public Accountants & Consultants

System Review Report

To the Principals of LarsonAllen LLP
and the AICPA National Peer Review Committee

We have reviewed the system of quality control for the accounting and auditing practice of LarsonAllen LLP (the firm) applicable to non-SEC issuers in effect for the year ended March 31, 2010. Our peer review was conducted in accordance with the Standards for Performing and Reporting on Peer Reviews established by the Peer Review Board of the American Institute of Certified Public Accountants. The firm is responsible for designing a system of quality control and complying with it to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Our responsibility is to express an opinion on the design of the system of quality control and the firm's compliance therewith based on our review. The nature, objectives, scope, limitations of, and the procedures performed in a System Review are described in the standards at www.aicpa.org/prsummary.

As required by the standards, engagements selected for review included engagements performed under the *Government Auditing Standards*; audits of employee benefit plans, and an audit performed under FDICIA.

In our opinion, the system of quality control for the accounting and auditing practice applicable to non-SEC issuers of LarsonAllen LLP in effect for the year ended March 31, 2010 has been suitably designed and complied with to provide the firm with reasonable assurance of performing and reporting in conformity with applicable professional standards in all material respects. Firms can receive a rating of *pass*, *pass with deficiency(ies)* or *fail*. LarsonAllen LLP has received a peer review rating of *pass*.

Clifton Gunderson LLP

August 13, 2010

Offices in 17 states and Washington, DC



**NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
2013 BUDGET VARIANCE ANALYSIS
FOR EIGHT MONTHS ENDED AUGUST 31, 2013**

Executive Summary

The NJEFA concluded August with year-to-date net operating income in the amount of \$674,845, based on revenues of \$2,244,909 and expenses of \$1,570,064. As a result, net operating income is higher than budgeted by \$341,386. This difference is a result of less than budgeted expenses in the amount of \$367,491, partially offset by lower than expected revenues in the amount of \$26,105.

Revenues

Revenues were below the budgeted amount through August due primarily to less than expected Annual Administrative Fee income.

Expenses

Operating expenditures for the year were favorable as compared to budget by \$367,491. Most of the line items display positive deviations and are primarily the result of staff vacancies and timing.

NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
ACTUAL vs. BUDGET REPORT
AUGUST 2013

	Month Ended August 31, 2013			Eight Months Ended August 31, 2013		
	Actual	Budget	Variance	Actual	Budget	Variance
<u>Operating Revenues</u>						
Annual Administrative Fees	\$219,120	\$229,627	\$ (10,507)	\$2,053,200	\$2,074,214	\$ (21,014)
Initial Fees	-	28,750	(28,750)	188,354	195,000	(6,646)
Investment Income	540	225	315	3,355	1,800	1,555
	<u>\$ 219,660</u>	<u>\$ 258,602</u>	<u>\$ (38,942)</u>	<u>\$2,244,909</u>	<u>\$2,271,014</u>	<u>\$ (26,105)</u>
<u>Operating Expenses</u>						
Salaries	\$121,266	\$154,851	\$ 33,585	\$ 746,540	\$ 919,265	\$ 172,725
Employee Benefits	25,114	33,713	8,599	309,821	370,419	60,598
Provision for Post Ret. Health Benefits	15,142	15,142	-	121,136	121,136	-
Office of The Governor	2,167	2,167	-	17,336	17,336	-
Office of The Attorney General	200	4,667	4,467	3,926	37,336	33,410
Sponsored Programs	-	500	500	-	4,000	4,000
Telephone	1,175	1,667	492	8,617	13,336	4,719
Gasoline & Auto Maintenance	342	417	75	2,736	3,336	600
Rent	19,283	20,500	1,217	152,426	164,000	11,574
Utilities	1,686	1,792	106	13,493	14,336	843
Postage	503	375	(128)	1,202	3,000	1,798
Office Supplies & Expenses	3,569	3,250	(319)	13,565	26,000	12,435
Travel & Official Receptions	33	1,667	1,634	2,390	13,336	10,946
Staff Training & Tuition Reimbursement	(1,696)	1,750	3,446	(416)	14,000	14,416
Insurance	2,102	2,399	297	16,980	17,404	424
Annual Report & Newsletters	400	2,333	1,933	12,120	18,664	6,544
Public Relations	-	625	625	189	5,000	4,811
Professional Services	299	417	118	45,632	52,336	6,704
Dues & Subscriptions	3,884	3,045	(839)	38,557	45,315	6,758
Data Processing	3,500	3,750	250	24,500	30,000	5,500
Maintenance of Equipment	195	3,417	3,222	18,650	27,336	8,686
Depreciation	2,583	2,583	-	20,664	20,664	-
Contingency	-	-	-	-	-	-
	<u>201,747</u>	<u>261,027</u>	<u>59,280</u>	<u>1,570,064</u>	<u>1,937,555</u>	<u>367,491</u>
Net Operating Income	<u>\$ 17,913</u>	<u>\$ (2,425)</u>	<u>\$ 20,338</u>	<u>\$ 674,845</u>	<u>\$ 333,459</u>	<u>\$ 341,386</u>

New Jersey Educational Facilities Authority
Summary of Construction Funds
As of August 31, 2013

<u>Institution</u>	<u>Issue</u>	<u>Description</u>	<u>Bond Proceeds</u>	<u>Net Disbursed</u>	<u>Balance</u>	<u>% Complete</u>
<u>Private</u>						
Rider University	2012 Series A	Capital Improv. for energy efficiency	\$ 10,411,400.27	\$ (4,273,125.87)	\$ 6,138,274.40	41%
Caldwell College	2013 Series E	Residence Hall Renov & Student Ctr Improv	1,435,381.63	(181,319.15)	1,254,062.48	13%
Seton Hall University	2013 Series D	Aquinas, Stafford Halls, Garage, Improv.	36,990,339.71	(1,348,073.12)	35,642,266.59	4%
Sub Total			\$ 48,837,121.61	\$ (5,802,518.14)	\$ 43,034,603.47	
<u>Public</u>						
Kean University	Series 2007 D	2 Residence Halls, Dining, Parking	\$ 124,287,050.02	\$ (95,145,063.99)	\$ 29,141,986.03	77%
The College of New Jersey	Series 2010 A&B	Construct School of Education	44,293,116.12	(35,689,851.23)	8,603,264.89	81%
New Jersey City University	Series 2010 F	Various Capital Improvements	14,717,070.83	(9,125,828.88)	5,591,241.95	62%
New Jersey City University	Series 2010 G	Various Capital Improvements	18,201,075.23	(15,924,503.23)	2,276,572.00	87%
Ramapo College of New Jersey	Series 2011 A	Renovation of Student Center	8,165,446.46	(7,708,261.79)	457,184.67	94%
Thomas Edison State College	Series 2011 D	Renovation of Kuser Mansion	8,000,000.00	(6,336,784.96)	1,663,215.04	79%
Ramapo College of New Jersey	Series 2012 B	Refunds & Renov to Coll. Park Apts	48,212,359.94	(7,506,964.64)	40,705,395.30	16%
William Paterson University of New Jersey	Series 2012 C&D	Var. Cap. Improv & Ref. 2002 E & 2004 A	22,296,561.18	(5,295,214.06)	17,001,347.12	24%
Sub Total			\$ 288,172,679.78	\$ (182,732,472.78)	\$ 105,440,207.00	
<u>Other Programs</u>						
* Public Library Grant Program	Series 2002 A	Library Grants	\$ 45,380,714.58	\$ (45,308,109.58)	\$ 72,605.00	> 99%
Sub Total			\$ 45,380,714.58	\$ (45,308,109.58)	\$ 72,605.00	
Grand Total			\$ 382,390,515.97	\$ (233,843,100.50)	\$ 148,547,415.47	

* This issue has reached a completion rate of 95% or higher and will not appear on future reports.

NJEFA Operating Account - Vendor Payments July 2013

Type	Date	Num	Name	Memo	Account	Amount
Check	07/01/2013	9869	100 & RW CRA, LLC	Inv 081876, 081877, 081878	Rent, Utilities	21,759.60
Check	07/03/2013	EFT	NJSHBP	ID 150400 07/13	Employee Benefits	17,405.11
Check	07/03/2013	EFT	NJSHBP	ID 150400 07/13	Post Retirement Benefits	5,018.59
Check	07/09/2013	9870	The Times	Inv 103597064-06152013	Office Supplies and Expenses	13.34
Check	07/09/2013	9871	The Star-Ledger	Inv 103597037-06182013	Office Supplies and Expenses	32.48
Check	07/09/2013	9872	Innovative Awards	Inv 21659	Office Supplies and Expenses	177.00
Check	07/09/2013	9873	SS&C Technologies, Inc	INV366154	Data Processing	3,500.00
Check	07/09/2013	9874	DocuSafe	Inv 56941	Office Supplies and Expenses	101.08
Check	07/09/2013	9875	Roger Jacobs	Expense Reimbursement - Travel 3/29/13-7/3/13	Travel	284.48
Check	07/09/2013	9876	UPS	Inv 2Y687X263, 2Y687X253	Postage	52.94
Check	07/09/2013	9877	Government News Network	Inv 64979-G	Dues & Subscriptions	295.00
Check	07/09/2013	9878	Newell, Katherine	Employee Reimbursement - Travel 6/5/13	Travel & Official Receptions	8.00
Check	07/09/2013	9879	Creative Source, Inc	Inv 9259	Annual Report	11,255.00
Check	07/09/2013	9880	NJ Economic Development Authority	July 2013 coverage	Employee Benefits	1,375.06
Check	07/09/2013	9881	Staples Business Advantage	Inv 3202639170, 3202855857	Office Supplies and Expenses	250.86
Check	07/09/2013	9882	Thomson Reuters (Markets) LLC	Inv 91404027	Dues & Subscriptions	631.00
Check	07/09/2013	9885	The Hartford	Acct #12566813 WC 7/1/13-7/1/14	Prepaid Insurance	3,691.00
Check	07/10/2013	9884	Willis of New Jersey	Inv. 262535, 263585, 251062	Insurance Coverage	114,580.58
Check	07/19/2013	9886	Ricoh USA, Inc.	Inv 5026701986	Equipment Maintenance	301.64
Check	07/19/2013	9887	O'Donnell, Jamie	Employee Reimbursement - Travel 7/8/13	Travel	12.52
Check	07/19/2013	9888	Soyka, Jennifer M.	Employee Reimbursement - Travel 5/29/13 - 6/20/13	Telephone, Travel & Official Receptions	180.00
Check	07/19/2013	9889	UPS	Inv 2Y687X283	Postage	18.20
Check	07/19/2013	9890	20/20 Business Solutions, Inc.	Inv 487400	Equipment Maintenance	603.51
Check	07/19/2013	9891	Line Systems, Inc.	Inv 66054130715	Telephone	1,037.76
Check	07/19/2013	9892	Carroll, Denise K.	Employee Reimbursement - Travel 6/13/13-6/27/13	Travel & Official Receptions	7.44
Check	07/19/2013	9893	Treasurer, State of New Jersey - Auto	Acct No. 100-997-0029-001 - June 2013	Accounts Payable	342.00
Check	07/19/2013	9894	Lexis Nexis	Inv 1306228517	Dues & Subscriptions	292.00
Check	07/19/2013	9895	Verizon Wireless	Inv 9707633152	Telephone	257.85
Check	07/19/2013	9896	Paterson, Debra L.	Employee Benefits	Employee Benefits	42.50
Check	07/19/2013	9897	Hawkins, Delafield & Wood	12 Invoices	Proj Adv Receivable: Rebate	18,850.00
Check	07/19/2013	9898	Omnicap	Inv Q31306, Q31307, Q31305, Q31308, Q31309	Proj Adv Receivable: Rebate	6,500.00
Check	07/23/2013	9899	Bond Logistix, LLC.	43 Invoices	Proj Adv Receivable: Rebate	60,000.00
Check	07/23/2013	9901	Panera Bread	Check No. 218145	Travel & Official Receptions	109.40
Check	07/23/2013	9902	Hanseil, Derek S.	Employee Reimbursement - Travel 2/28/13-6/20/13	Travel & Official Receptions	515.43
						<u>269,501.37</u>

NJFEFA Operating Account - Vendor Payments August 2013

Type	Date	Num	Name	Memo	Account	Amount
Check	08/01/2013	9900	100 & RW CRA, LLC	Inv 082410, 082411, 082412	Rent, Utilities	21,759.67
Check	08/02/2013	EFT	United States Postal Service - Neopost	Replenish Postage Meter	Postage	400.00
Check	08/09/2013	EFT	NJSHBP	ID 150400 08/13	Employee Benefits	17,405.11
Check	08/09/2013	EFT	NJSHBP	ID 150400 08/13	Post Retirement Benefits	5,018.59
Check	08/09/2013	9904	UPS	Inv 2Y687X293, 2Y687X303, 2Y687X313	Postage	90.72
Check	08/09/2013	9905	The Princeton Packet	Ref #101242997	Office Supplies and Expenses	133.01
Check	08/09/2013	9906	Lexis Nexis	Inv 1307229314	Dues & Subscriptions	292.00
Check	08/09/2013	9907	Drew and Rogers, Inc.	Inv 349251, 349935	Office Supplies and Expenses	1,721.18
Check	08/09/2013	9908	NAHEFFA	Annual Membership Dues	Dues & Subscriptions	3,000.00
Check	08/09/2013	9909	Government News Network	Annual Membership Dues	Dues & Subscriptions	295.00
Check	08/09/2013	9910	DocuSafe	Inv 57730	Office Supplies and Expenses	159.83
Check	08/09/2013	9911	AT Conference	Inv 585631-0713	Telephone	100.05
Check	08/09/2013	9912	NJ Economic Development Authority	August Coverage	Employee Benefits	1,220.10
Check	08/09/2013	9913	Newell, Katherine	Employee Reimbursement (5yr Tradmk. Reg. Renewal)	Annual Report & Newsletters	400.00
Check	08/09/2013	9914	Neopost	Inv 14000001 (Mail Machine)	Data Processing Equipment	3,610.00
Check	08/09/2013	9915	Ricoh USA, Inc.	Inv 1040883455	Office Supplies and Expenses	11.50
Check	08/09/2013	9916	Bank of America - Acct Analysis	Inv 13060006337	Office Supplies and Expenses	190.06
Check	08/09/2013	9917	Karsay Coffee Dist.	Inv IN174403	Office Supplies and Expenses	150.22
Check	08/09/2013	9918	Staples Business Advantage	Inv 3204356730, 3204356734, 3204684461, 3205941002	Office Supplies and Expenses	514.70
Check	08/09/2013	9919	The Star-Ledger	Inv 103609742-07222013	Office Supplies and Expenses	226.20
Check	08/09/2013	9920	The Times	Inv 103609918-07222013	Office Supplies and Expenses	73.08
Check	08/28/2013	9921	CCH Incorporated	Inv #4800377230 Gov GAAP Guide 2014	Office Supplies and Expenses	297.26
Check	08/28/2013	9922	Reliable	Inv #DTQ58801	Dues & Subscriptions	114.99
Check	08/28/2013	9923	Newell, Katherine	Travel Reimbursement 8/14/13	Office Supplies and Expenses	32.87
Check	08/28/2013	9924	Verizon Wireless	Inv 9709260709	Telephone	68.97
Check	08/28/2013	9925	Northside News Service	July-Aug / 13	Office Supplies and Expenses	56.00
Check	08/28/2013	9927	Line Systems, Inc.	Inv 66054130815	Telephone	1,026.30
Check	08/28/2013	9928	SS&C Technologies, Inc	Inv 368564	Data Processing	3,500.00
Check	08/28/2013	9929	UPS	Inv 2Y687X323	Postage	12.00
Check	08/28/2013	9930	Bank of America - Acct Analysis	Inv 13070006165	Office Supplies and Expenses	143.59
Check	08/28/2013	9931	AP Technology LLC	Inv IN20133019	Equipment Maintenance	195.00
Check	08/28/2013	9932	100 & RW CRA, LLC	Inv 82692	Office Supplies and Expenses	27.50
Check	08/28/2013	9933	State Of New Jersey Department Of Labor	EIN 0-221-829-51/000-00 YE 12/2012	Office Supplies and Expenses	21.00
Check	08/28/2013	9935	Staples Business Advantage	Inv 3206935096, 3206945400	Office Supplies and Expenses	25.78
						62,292.28