



103 COLLEGE ROAD EAST • PRINCETON, NEW JERSEY 08540
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**MINUTES OF THE MEETING OF THE
NEW JERSEY EDUCATIONAL FACILITIES AUTHORITY
HELD AT 103 COLLEGE ROAD EAST, PRINCETON, NEW JERSEY
ON TUESDAY, APRIL 28, 2015**

The meeting was called to order at 9:04 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 6, 2014, 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., Chair (via phone)
Rochelle Hendricks, Secretary of Higher Education, Vice Chair (via phone)
Joshua Hodes, Treasurer (via phone)
Ridgeley Hutchinson (via phone)
Louis Rodriguez (via phone)
Andrew P. Sidamon-Eristoff, State Treasurer (represented by Steven Petrecca) (via phone)

AUTHORITY MEMBERS ABSENT:

Katherine Ungar

STAFF PRESENT:

Sheryl A. Stitt, Acting Executive Director
Katherine Newell, Esq., Director of Risk Management
Marie P. Mueller, Controller
Steven Nelson, Project Manager (via phone)
Jacqueline McFadyen, Associate Project Manager
Jamie O'Donnell, Project and Communications Specialist
Sheila Toles, Exec. Assistant/Human Resources Manager

ALSO PRESENT:

Amy Herbold, Esq., Governor's Authorities Unit (via phone)
Clifford Rones, Esq., Deputy Attorney General

ITEMS OF DISCUSSION

1. Resolution Appointing Professionals in Connection with the Issuance of Revenue Bonds by the Authority on Behalf of Montclair State University

Ms. Stitt reported that Montclair State University wishes to refund their 2003 E, 2006 A and 2008 J bonds and requested the Authority procure professionals for the transaction, which would be brought to the Members for their consideration at the Authority's May 19, 2015 meeting. She reported that the Attorney General's Office had selected Gluck Walrath, LLP to serve as bond counsel.

Ms. Stitt reported that staff was seeking to procure an underwriter, co-managers, if needed, trustee, and verification agent. She reported that on March 30, 2015, an RFP for underwriter services was distributed to 13 members of the Authority's senior manager underwriting pool. The evaluation team for the selection of a senior manager consisted of the University, Treasury and the Authority. She advised that Treasury and the Authority reviewed ten proposals, the University reviewed the top five from the initial review, and based on the highest score of all three evaluators, staff recommended that Barclays Capital, Inc., be selected senior manager. Ms. Stitt noted that Barclays had been the highest ranked firm of two of the three evaluators.

Ms. Stitt reported that the Authority received a total of six responses from firms seeking appointment as co-manager. She advised that in accordance with the Authority's regular procurement processes, which includes an evaluation committee consisting of two members of the Authority's staff, the resolution would provide for the delegation to the Executive Director or Acting Executive Director, the ability to designate one or more co-managers on the transaction if necessary. She reported that currently, the size of the transaction appeared to be approximately \$80 million in par amount with potential net present value savings of \$10.6 million or 13.6% of refunded par and if it stayed that size, staff would expect two or more co-managers on the transaction.

Ms. Stitt reported that the Authority received four responses to its RFP for trustee and based on the fees proposed, staff recommended US Bank be selected. She reported that staff received two proposals for verification agent and recommended The Mercadien Group. Ms. Stitt noted that both firms were the low bid in the process.

Ms. Stitt invited Steven Nelson, Project Manager and Donald Cipullo, Vice President for Finance and Treasurer of Montclair State University, to provide comments. Mr. Cipullo thanked the Members and commented on the transaction.

Ms. Hendricks 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 MONTCLAIR
STATE UNIVERSITY**

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

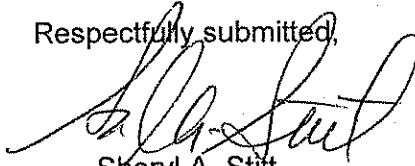
The procurement memo and adopted resolution is appended as Exhibit I.

2. **Next Meeting Date**

Mr. Jacobs reminded everyone that the next regularly scheduled meeting would be on Tuesday, May 19th at 9 a.m. at the Authority offices and requested a motion to adjourn.

Mr. Hutchinson moved that the meeting be adjourned at 9:10 a.m.; the motion was seconded by Ms. Hendricks and passed unanimously.

Respectfully submitted,

A handwritten signature in black ink, appearing to read 'Sheryl A. Stitt', written in a cursive style.

Sheryl A. Stitt
Acting Secretary



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Date: April 28, 2015

To: Members of the Authority

Issue: Montclair State University, Series 2015 D

Below please find the procurement procedures that were undertaken with respect to the various professional appointments in connection with the Montclair State University, Series 2015 D 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 GluckWalrath, LLP to serve as bond counsel for this transaction.

Senior Managing and Co-Managing Underwriter

On March 30, 2015, the staff of the New Jersey Educational Facilities Authority (the "Authority") distributed a Request for Proposals for Senior Managing and Co-Managing Underwriter Services (the "RFP") to a distribution list of 13 firms which are members of the Authority's Senior Manager Pool and nine firms which are members of the Authority's Co-Managing Underwriter Pool.

The Authority received a total of ten responses from firms seeking appointment as Senior Managing Underwriter for this transaction (three firms from the Senior Manager Pool declined to respond). The Authority received a total of six responses from firms seeking appointment as Co-Managing Underwriter for this transaction. Three firms from the Co-Manager Pool declined to respond.

Senior Managing Underwriter

As highlighted in the RFP, the evaluation of the Senior Manager responses was performed by three evaluators (one staff member from the Authority, one staff member from Treasury, and one staff member from the University). The Authority and Treasury evaluators reviewed and scored all Senior Manager responses. The University evaluator chose to review and score only the top five highest scoring responses based on the scores of the Authority and Treasury evaluators.

The responsive firms and their respective scores are as follows:

Firm	Evaluator #1	Evaluator #2	Evaluator #3	Evaluator	Evaluator	All	All	Proposed Fee
				#2 and #3	#2 and #3	Evaluators Scores of	Evaluators	
				Scores	Rankings	Top 5	Rankings	
BAML	71.84	86.84	89.84	176.68	3	248.51	3	2.79
Barclays	80.23	89.23	88.23	177.46	2	257.69	1	3.11
Citi	79.27	88.27	89.27	177.54	1	256.81	2	2.08
Janney		70.27	62.27	132.53				3.10
JP Morgan	72.66	79.66	87.16	166.83	5	239.49	4	3.13
Loop		68.36	74.86	143.21				2.49
Morgan Stanley	67.55	80.55	88.55	169.09	4	236.64	5	3.31
PNC		73.62	82.12	155.73				2.85
Raymond James		76.63	80.63	157.26				3.14
RBC		78.59	75.09	153.67				4.32

Recommendation: Barclays

Co-Managing Underwriter

The Authority requests that the Board delegate to the Executive Director or any such officer designated “acting” or “interim” the ability to designate one or more co-managers, if necessary, in accordance with the Authority’s standard procurement policies and procedures for co-managers.

Trustee, Bond Registrar and Paying Agent

On April 2, 2015, the Authority requested proposals from our Trustee Pool. We received five responses from firms seeking appointment as Trustee for this transaction. The responsive firms and their respective fees may be found below:

Firm	Acceptance Fee	Annual Fees
US Bank, National Association	Waived	\$350 per series
BNY Mellon	Waived	\$1,250 per series
TD Bank	Waived	\$4,500 per series
Wells Fargo	\$5,000	\$5,000 per series

US Bank, National Association provided the lowest fee quote of \$350 annually and waived the acceptance fee, 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, Bond Registrar and Paying Agent for this transaction.

Verification Agent

On April 2, 2015, the Authority circulated an RFP to three nationally recognized independent certified public accountant firms that regularly perform verification agent services. By the April 10, 2015 due date, two responses were received. The responsive firms and their respective fee may be found below:

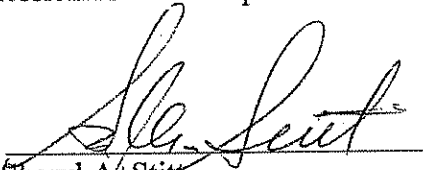
Firm	Fee
Mercadien	\$2,850
Causey Demgen & Moore	\$2,950

Mercadien provided the lowest fee quote of \$2,850 which is in line with fee quotes the Authority has received in response to recent verification agent RFPs. It is the Authority's recommendation to select Mercadien to serve as Verification Agent for this transaction.

Escrow Agent

The Escrow Agent is the Trustee on the bonds being refunded. The Escrow Agent for this transaction is U.S. Bank National Association. This role is not the subject of an RFP process.

The Authority's staff involvement in the procurement processes related to the above referenced professionals was completed as of the 17th day of April, 2015.

By: 
Sheryl A. Stitt
Acting Executive Director

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

ADOPTED: APRIL 28, 2015

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: Montclair State University (the "University") has requested that the Authority begin the process of procuring professionals in connection with the issuance of bonds by the Authority to finance a refunding project on behalf of the University (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 Senior Managing Underwriter.**
Barclays is hereby appointed as the Senior Managing Underwriter in connection with the Financing.
- 2. Appointment of Co-Managing Underwriter.**
The Executive Director of the Authority or any such officer designated "acting" or "interim" is hereby authorized to appoint one or more co-managing underwriters, if necessary, in connection with the financing in accordance with the Authority's standard procurement policies and procedures for co-managers.
- 3. Appointment of Trustee, Bond Registrar and Paying Agent.**
US Bank, National Association is hereby appointed as the Trustee, Bond Registrar and Paying Agent in connection with the Financing.
- 4. Appointment of Verification Agent.**
Mercadien is hereby appointed as the Verification Agent in connection with the Financing.
- 5. Effective Date.** This Resolution shall take effect in accordance with the Act.

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

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

NAY: None

ABSTAIN: None

ABSENT: Katherine Ungar

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