



Borough of Middlesex
Mayor and Council Special Meeting
~ Agenda ~

1200 Mountain Ave
Middlesex, NJ

Kathleen Anello
732-356-7400 x236
www.middlesexboro-nj.gov

Tuesday, July 17, 2018

7:00 PM

Municipal Building

- I. MAYOR'S STATEMENT:** Under the provisions of N.J.S.A. 10:4-6 et seq., notice of the time and place of this meeting was given by way of a special meeting notice on June 28, 2018 to the Star Ledger, Courier News and Home News, website and posted at Borough Hall.
- II. SALUTE TO FLAG**
- III. ROLL CALL**

Attendee Name	Present	Absent	Late	Arrived
Mayor Ron DiMura	☐	☐	☐	
Council Member Kevin Dotey	☐	☐	☐	
Council Member Dan Parenti	☐	☐	☐	
Council Member Sean Kaplan	☐	☐	☐	
Council Member John Madden	☐	☐	☐	
Council President Robert Schueler	☐	☐	☐	
Council Member Jack Mikolajczyk	☐	☐	☐	
Administrator Brandon Goldberg	☐	☐	☐	
Attorney Aravind Aithal	☐	☐	☐	

- IV. PRESENTATIONS**
- V. APPOINTMENTS**
- VI. PROCLAMATIONS**
- VII. ORDINANCE(S) FOR INTRODUCTION**

- 1. **Ordinance 1946-18** AN ORDINANCE TO AMEND THE CODE OF THE BOROUGH OF MIDDLESEX IN CHAPTER 407, VEHICLES AND TRAFFIC; ARTICLE VIII, COMMERCIAL VEHICLES, SECTION 407-22 TRUCKS RESTRICTED
- 2. **Ordinance 1947-18** 2018 Capital Budget

VIII. ORDINANCE(S) FOR PUBLIC HEARING AND FINAL ADOPTION

IX. ADOPTION OF MINUTES

- 1. Approval of the June 26, 2018 Regular & Executive Session Meeting Minutes

X. MAYOR'S REPORT

- 1. Letter from Bound Brook

XI. REPORTS - STANDING COMMITTEES

- A. Finance/Taxation/Real Estate/Insurance/Public Utilities
- B. Fire/OEM/Rescue Squad
- C. Recreation/Recreation Fields/Swim Pool/Community Celebrations
 - 1. Approval of the June, 2018 Recreation Trust Account & July, 2018 Director's Report
- D. Public Works/Buildings & Grounds/Recycling
- E. Police/Legal/Code Enforcement & Zoning/Shade Tree/Construction/Municipal Court
 - 1. Approval of the Monthly Police Report for June 2018
- F. Administration/Department of Senior Services/Legislation/Licensing

XII. PRIVILEGE OF THE FLOOR

During the conduct of the meeting, unless a Public Hearing is held or the Regular Order of Business is waived, the audience does not participate. A Public Portion is held at the end of the meeting. Individuals commenting from the audience will be provided an opportunity to address the Council but will not be permitted to speak again until everyone has had an opportunity to speak. If a group is represented by an attorney, the attorney will be given an opportunity to speak on behalf of all of the members of the group. The Council, pursuant to the Open Public Meeting Act, will not publicly discuss personnel matters and may choose not to respond to comments made by members of the public during this portion of the meeting; however, the Council will give all comments appropriate consideration and will refer all individual complaints to the Mayor or appropriate Borough representative for resolution.

XIII. NEW BUSINESS/CONSENT AGENDA/RESOLUTIONS: Matters listed within the Consent Agenda have been referred to members of the Borough Council for reading and study, are considered to be routine and will be enacted by one motion of the Council. If separate discussion is desired, the item may be removed from the Consent Agenda by Council action. The Resolutions listed below were submitted to the Borough Council for review and will be adopted by one motion.

- 1. **Resolution 171-2018** Approving a Contract with Direct Development for Municipal Marketing/PR/Design Services May, 2018 - April, 2019
- 2. **Resolution 172-2018** Awarding the Bid for the Ruynon Avenue Improvement Project to Top Line Construction Corp. in the Amount of \$209,262.35
- 3. **Resolution 173-2018** Temporary Closing of Baekeland Avenue
- 4. **Resolution 174-2018** Grade Advancement for Patrolman Anthony Painchaud to Patrolman Class "E" effective July 20, 2018
- 5. **Resolution 175-2018** Grade Advancement of Patrolman Sean Flanagan to Patrolman Class "B" effective July 10, 2018
- 6. **Resolution 176-2018** Redeeming Tax Sale Certificate #16-00054 in the Amount of \$10,242.52 for Block 283, Lot 6
- 7. **Resolution 177-2018** Increasing the Hourly Rate for Senior Bus Drivers Retroactive to June 26, 2018

8. **Resolution 178-2018** Awarding Bid to North American Pipeline Services, LLC for the Rehabilitation of Sanitary Sewer System in the Amount of \$952,580.08

XIV. NON- CONSENT AGENDA/RESOLUTIONS

1. **Resolution 179-2018** RESOLUTION AUTHORIZING THE ISSUANCE OF A NON-RECOURSE REDEVELOPMENT AREA BOND (LINCOLN BOULEVARD PROJECT) OF THE BOROUGH OF MIDDLESEX, IN THE COUNTY OF MIDDLESEX, NEW JERSEY IN AN AGGREGATE PRINCIPAL AMOUNT OF \$30,000
2. **Resolution 180-2018** Pay All Claims
3. **Resolution 181-2018** Executive Session

XV. AGENDA WORKSHOP ITEMS

1. Streetscape Requirements in the Lincoln Boulevard Redevelopment Area for Non-Redevelopment Projects

XVI. PRIVILEGE OF THE FLOOR ON AGENDA WORKSHOP ITEMS

During the conduct of the meeting, unless a Public Hearing is held or the Regular Order of Business is waived, the audience does not participate. A Public Portion is held at the end of the meeting. Individuals commenting from the audience will be provided an opportunity to address the Council but will not be permitted to speak again until everyone has had an opportunity to speak. If a group is represented by an attorney, the attorney will be given an opportunity to speak on behalf of all of the members of the group. The Council, pursuant to the Open Public Meeting Act, will not publicly discuss personnel matters and may choose not to respond to comments made by members of the public during this portion of the meeting; however, the Council will give all comments appropriate consideration and will refer all individual complaints to the Mayor or appropriate Borough representative for resolution.

XVII. EXECUTIVE SESSION

1. Hiring of Prospective DPW Part Time Employees
2. Addendum to Contract for Police Chief
3. Creating of a New Position for the DPW
4. Emergency Medical Dispatch Outsourcing Contract

XVIII. ADJOURNMENT

1. The next Regular Meeting is August 14, 2018

ORDINANCE #1946-18**AN ORDINANCE TO AMEND THE CODE OF THE BOROUGH OF MIDDLESEX IN
CHAPTER 407, VEHICLES AND TRAFFIC; ARTICLE VIII, COMMERCIAL
VEHICLES, SECTION 407-22 TRUCKS RESTRICTED**

**BE IT ORDAINED BY THE MAYOR AND COUNCIL OF THE BOROUGH OF MIDDLESEX
THAT:**

Section 407-22 shall be amended to include the following street:

§ 407-22 Trucks restricted.

All trucks having a combined gross weight of vehicle plus load in excess of four tons are prohibited from traversing the following roadways except for the purpose of making pickups or deliveries along such roadways:

Sherman Avenue

This ordinance shall take effect upon final adoption and publication as required by law.

I Hereby Certify that the above Ordinance was introduced by the Governing Body of the Borough of Middlesex, at a meeting of said Borough Council on July 17, 2018.

INTRODUCED: July 17, 2018

DATE OF PUBLICATION:
OF INTRODUCTION

ORDINANCE #1947-18**2018 CAPITAL BUDGET**

I Hereby Certify that the above Ordinance was introduced by the Governing Body of the Borough of Middlesex, at a meeting of said Borough Council on July 17, 2018.

INTRODUCED: July 17, 2018

DATE OF PUBLICATION:
OF INTRODUCTION July 19, 2018

Be it Resolved, by the Mayor and Council of the Borough of Middlesex, New Jersey that:

Resolution #171-2018

**APPROVING A CONTRACT WITH DIRECT DEVELOPMENT FOR MUNICIPAL
MARKETING/PR/DESIGN SERVICES MAY, 2018 - APRIL, 2019**

The Governing Body hereby approves a contract with Direct Development, Tinton Falls, New Jersey for Municipal Marketing/PR/Design Services from May, 2018 - April, 2019 in the amount of \$2,500 per month.

I Hereby Certify that the above resolution was duly adopted by the Governing Body of the Borough of Middlesex, at a meeting of said Borough Council on July 17, 2018.

Be it Resolved, by the Mayor and Council of the Borough of Middlesex, New Jersey that:

Resolution #172-2018

AWARDING THE BID FOR THE RUYNON AVENUE IMPROVEMENT PROJECT TO TOP LINE CONSTRUCTION CORP. IN THE AMOUNT OF \$209,262.35

WHEREAS, four (4) bids were received on June 27, 2018, for the 2017 NJDOT Runyon Avenue Improvements; and

WHEREAS, the following bids listed below were received for this project:

- | | |
|---|------------------------|
| 1) Top Line Construction Corp.
Somerville, NJ | Base Bid: \$209,262.35 |
| 2) S Brothers, Inc.
South River | Base Bid: \$212,236.15 |
| 3) Lucas Construction Group
Red Bank, NJ | Base Bid: \$214,214.00 |
| 4) Black Rock Enterprises, LLC
Englishtown, NJ | Base Bid: \$247,182.23 |

WHEREAS, the Borough Engineer, Remington & Vernick Engineers, recommends awarding the bid to Top Line Construction Corp. in the total bid amount of \$209,262.35 contingent upon the Borough Attorney's review and availability of funds for this project.

NOW THEREFORE BE IT RESOLVED, by the Mayor and Council of the Borough of Middlesex that:

1. At the recommendation of the Borough Engineer, the Mayor and governing body hereby awards the bid for the 2017 NJDOT Runyon Avenue Improvements to Top Line Construction Corp. in the amount of \$209,262.35 contingent upon the Borough Attorney's review and availability of funds for this project.

NOW FURTHER BE IT RESOLVED, that the Treasurer hereby certifies funds are available in the 2018 in the Capital Budget.

I Hereby Certify that the above resolution was duly adopted by the Governing Body of the Borough of Middlesex, at a meeting of said Borough Council on July 17, 2018.

Be it Resolved, by the Mayor and Council of the Borough of Middlesex, New Jersey that:

Resolution #173-2018

TEMPORARY CLOSING OF BAEKELAND AVENUE

WHEREAS, on March 12, 2018 the Borough of Middlesex (the "Borough") submitted a Certification Report (the "Report"), prepared by Gerard C. Kroner, P.E., of Mott MacDonald, LLC, consulting engineers for the County of Middlesex, to the New Jersey Department of Transportation Bureau of Traffic Engineering; and

WHEREAS, said Report stated that it would be necessary to temporarily close a portion of Baekeland Avenue, a municipal street in the Borough of Middlesex and Township of Piscataway, for the purpose of replacement of Middlesex County Bridge 2- B-160 over Ambrose Brook; and

WHEREAS, the Borough, pursuant to N.J.A.C. § 16-27-4, submitted the Report to the New Jersey Department of Transportation Bureau of Traffic Engineering seeking approval to close a non-State highway for a duration of more than 48 hours; and

WHEREAS, pursuant to a letter dated May 2, 2018, the New Jersey Department of Transportation Bureau of Traffic Engineering conducted a field investigation and a review of the submitted documentation and recommended approval of the Borough request to temporarily close Baekeland Avenue, between Cedar Avenue and Clawson Street, in the Borough of Middlesex; and

WHEREAS, pursuant to N.J.S.A. § 39:4-8(c)(6), approval by the Commissioner of Transportation is required to close a non-State highway for a period of more than 48 hours; and

WHEREAS, the Borough recommends the temporary closing of Baekeland Avenue, between Cedar Avenue and Clawson Street, to begin on September 1, 2018, for a period of ten (10) months, or until such time as construction has been completed, for the replacement of Middlesex County Bridge 2-B-160 over Ambrose Brook, and that the detour route during the proposed closing will utilize a portion of Lincoln Boulevard (CR 607), Cedar Avenue, and River Road (CR 622), within the Borough of Middlesex.

NOW, THEREFORE, BE IT RESOLVED by the Borough Council of Middlesex that the Borough of Middlesex hereby authorizes the temporary closing of Baekeland Avenue, between Cedar Avenue and Clawson Street; to begin on September 1, 2018, for a period of ten (10) months, or until such time as construction has been completed, for the replacement of Middlesex County Bridge 2-B-160 over Ambrose Brook, and that the detour route for traffic shall be along a portion of Lincoln Boulevard (CR607), Cedar Avenue, and River Road (CR622), within the Borough of Middlesex.

I Hereby Certify that the above resolution was duly adopted by the Governing Body of the Borough of Middlesex, at a meeting of said Borough Council on July 17, 2018.

Be it Resolved, by the Mayor and Council of the Borough of Middlesex, New Jersey that:

Resolution #174-2018

**GRADE ADVANCEMENT FOR PATROLMAN ANTHONY PAINCHAUD TO
PATROLMAN CLASS "E" EFFECTIVE JULY 20, 2018**

WHEREAS, Police Officer Anthony Painchaud is eligible for advancement in grade pursuant to Article XV of the Police Department Ordinance; and

WHEREAS, On July 2, 2018 Chief Geist recommended Police Officer Anthony Painchaud be advanced in grade.

NOW THEREFORE BE IT RESOLVED, by the Mayor and Council of the Borough of Middlesex, County of Middlesex, State of New Jersey that Police Officer Anthony Painchaud be and is hereby advanced in grade to Patrolman Class "E" effective July 20, 2018 at an annual salary of \$72,155.

I Hereby Certify that the above resolution was duly adopted by the Governing Body of the Borough of Middlesex, at a meeting of said Borough Council on July 17, 2018.

Be it Resolved, by the Mayor and Council of the Borough of Middlesex, New Jersey that:

Resolution #175-2018

**GRADE ADVANCEMENT OF PATROLMAN SEAN FLANAGAN TO PATROLMAN
CLASS "B" EFFECTIVE JULY 10, 2018**

WHEREAS, Police Officer Sean Flanagan is eligible for advancement in grade pursuant to Article XV of the Police Department Ordinance; and

WHEREAS, On July 2, 2018 Chief Geist recommended Police Officer Sean Flanagan be advanced in grade.

NOW THEREFORE BE IT RESOLVED, by the Mayor and Council of the Borough of Middlesex, County of Middlesex, State of New Jersey that Police Officer Sean Flanagan be and is hereby advanced in grade to Patrolman Class "B" effective July 10, 2018 at an annual salary of \$99,878.

I Hereby Certify that the above resolution was duly adopted by the Governing Body of the Borough of Middlesex, at a meeting of said Borough Council on July 17, 2018.

Be it Resolved, by the Mayor and Council of the Borough of Middlesex, New Jersey that:

Resolution #176-2018

**REDEEMING TAX SALE CERTIFICATE #16-00054 IN THE AMOUNT OF \$10,242.52
FOR BLOCK 283, LOT 6**

The Tax Collector is hereby authorized to issue a check in the amount of \$10,242.52 to redeem Tax Sale Certificate #16-00054, Block 283 Lot 6, 711 Drake Avenue. Check is made payable to:

Green Knight Capital, LLC
474 Mary Allen Way
Mountainside, NJ 07092

I Hereby Certify that the above resolution was duly adopted by the Governing Body of the Borough of Middlesex, at a meeting of said Borough Council on July 17, 2018.

Be it Resolved, by the Mayor and Council of the Borough of Middlesex, New Jersey that:

Resolution #177-2018

**INCREASING THE HOURLY RATE FOR SENIOR BUS DRIVERS RETROACTIVE TO
JUNE 26, 2018**

The governing body hereby authorizes the following Senior Bus Driver's hourly rate to increase to \$18.00 per hour effective June 26, 2018:

1. Phil Lore
2. Laura Meixner
3. Gregg Steffen
4. Sheila Sullivan

I Hereby Certify that the above resolution was duly adopted by the Governing Body of the Borough of Middlesex, at a meeting of said Borough Council on July 17, 2018.

Be it Resolved, by the Mayor and Council of the Borough of Middlesex, New Jersey that:

Resolution #178-2018

**AWARDING BID TO NORTH AMERICAN PIPELINE SERVICES, LLC FOR THE
REHABILITATION OF SANITARY SEWER SYSTEM IN THE AMOUNT OF
\$952,580.08**

WHEREAS, two (2) bids were received on July 12, 2018, for the Rehabilitation of Sanitary Sewer system; and

WHEREAS, the following bids listed below were received for this project:

- 1) National Water Main Cleaning Co. Base Bid: \$988,077.50
Kearny, NJ
- 2) North American Pipeline Services, LLC Base Bid: \$952,580.08
South River

WHEREAS, the Borough Engineer, Remington & Vernick Engineers, recommends awarding the bid to North American Pipeline Services, LLC in the total bid amount of \$952,580.08 contingent upon the Borough Attorney's review and availability of funds for this project.

NOW THEREFORE BE IT RESOLVED, by the Mayor and Council of the Borough of Middlesex that:

1. At the recommendation of the Borough Engineer, the Mayor and governing body hereby awards the bid for the Rehabilitation of Sanitary Sewer system to North American Pipeline Services, LLC in the amount of \$952,580.08 contingent upon the Borough Attorney's review and availability of funds for this project.

NOW FURTHER BE IT RESOLVED, that the Treasurer hereby certifies funds are available in the 2018 in the Capital Budget.

I Hereby Certify that the above resolution was duly adopted by the Governing Body of the Borough of Middlesex, at a meeting of said Borough Council on July 17, 2018.

Be it Resolved, by the Mayor and Council of the Borough of Middlesex, New Jersey that:

Resolution #179-2018

RESOLUTION AUTHORIZING THE ISSUANCE OF A NON-RECOURSE REDEVELOPMENT AREA BOND (LINCOLN BOULEVARD PROJECT) OF THE BOROUGH OF MIDDLESEX, IN THE COUNTY OF MIDDLESEX, NEW JERSEY IN AN AGGREGATE PRINCIPAL AMOUNT OF \$30,000

WHEREAS, pursuant to the Local Redevelopment and Housing Law, *N.J.S.A. 40A:12A-1 et seq.* (the “**Redevelopment Law**” or the “**Act**”), and that certain redevelopment plan adopted by ordinance of the Council (the “**Borough Council**”) of the Borough of Middlesex, a public body corporate and politic of the State of New Jersey (the “**Borough**”) on September 18, 2007, as amended through December 13, 2016 (as the same may be further amended from time to time, the “**Redevelopment Plan**”), the Borough and Midmarket Urban Renewal, LLC (the “**Redeveloper**”) entered into that certain Redevelopment Agreement in May 2018 (as the same may be amended from time to time, the “**Redevelopment Agreement**”) with respect to the property known as Block 349, Lot 10 on the Borough’s tax map (the “**Project Area**”) and designated by resolution of the Borough Council as an “area in need of redevelopment” in accordance with the Redevelopment Law; and

WHEREAS, pursuant to the Redevelopment Agreement, the Redeveloper will construct, on the Project Area, a project consisting of a retail food market along with supporting parking and related improvements (collectively, the “**Project**”); and

WHEREAS, the provisions of the Long Term Tax Exemption Law, *N.J.S.A. 40A:20-1 et seq.* (the “**Long Term Tax Exemption Law**”) authorize the Borough to accept, in lieu of real property taxes, an annual service charge paid by the Redeveloper; and

WHEREAS, on May 29, 2018, the Borough Council adopted Ordinance No. 1941-18, (the “**Financial Agreement Ordinance**”), approving the Redeveloper’s application for tax exemption in connection with the Project pursuant to the Long Term Tax Exemption Law, in exchange for which the Redeveloper agreed to make payments to the Borough of an annual service charge in lieu of taxes; and

WHEREAS, pursuant to the Financial Agreement Ordinance, on June 27, 2018, the Borough and the Redeveloper entered into that certain Financial Agreement (the “**Financial Agreement**”) pursuant to which the Redeveloper will make the above-described payments to the Borough, known as an “annual service charge” in the amounts and at the times set forth in the Financial Agreement (the “**Annual Service Charge**”); and

WHEREAS, pursuant to the Redevelopment Area Bond Financing Law, *N.J.S.A. 40A:12A-64 et seq.* (the “**RAB Law**”), a municipality may issue bonds to finance redevelopment projects pursuant to a redevelopment plan within an area in need of redevelopment, which bonds may be secured by an annual service charge; and

WHEREAS, pursuant to *N.J.S.A. 40A:12A-29(a)(3)* and *N.J.S.A. 40A:12A-67(g)*, the Borough Council authorized by resolution the application (the “**Application**”) to the Local Finance Board for the Borough’s issuance of a \$30,000 Non-Recourse Redevelopment Area Bond in support of the Project; and

WHEREAS, on July 11, 2018, the Local Finance Board met, reviewed and approved the Application; and

WHEREAS, as an inducement to the Redeveloper to construct the Project, and in furtherance of the purposes of the Act and the RAB Law, the Borough intends to issue a Non-Recourse Redevelopment Area Bond (Lincoln Boulevard Project), in the principal amount of \$30,000, in one series (the “**Bond**”), which Bond shall be secured by a pledge of the Annual Service Charge in the amount of \$1,000 per year for each year in which the Annual Service Charge is paid in full; and

WHEREAS, the Bond is hereby authorized to be issued and executed and secured by a pledge of the Annual Service Charge for the payment of the principal of the Bond.

NOW THEREFORE BE IT RESOLVED BY THE MAYOR AND BOROUGH COUNCIL OF THE BOROUGH OF MIDDLESEX, IN THE COUNTY OF MIDDLESEX, NEW JERSEY, AS FOLLOWS:

Section 1. Determination to Issue. To accomplish the purposes and objectives of the Redevelopment Law and the RAB Law, the Borough hereby determines to finance a portion of the costs associated with the Project. In order to finance the Project as set forth herein, the Bond is hereby authorized to be issued in the principal amount of \$30,000. The Bond will fund certain sidewalk, curbing and other improvements in the public right of way. The Bond shall be issued in one series, shall be dated its date of delivery, shall not bear interest and shall be payable as to principal as set forth therein. The Bond shall be issued in the form, shall mature and shall have such other details and provisions as are set forth in the form of the Bond attached hereto as Exhibit A.

Section 2. Bond Constitutes a Special, Limited Obligation. The Bond shall be a special, limited obligation of the Borough, payable solely out of the Annual Service Charge, and all such Annual Service Charge is hereby irrevocably pledged to the payment of the Bond. The payment of the principal of the Bond shall be secured by the pledge of the Annual Service Charge and certain rights of the Borough as provided in the Financial Agreement. Neither the members of the Borough Council nor any person executing the Bond issued pursuant to this Resolution, the Redevelopment Law and the RAB Law shall be liable personally for the Bond by reason of the issuance thereof. The Bond shall not be in any way a debt or liability of the Borough other than to the limited extent set forth herein. **NEITHER THE FULL FAITH AND CREDIT NOR TAXING POWER OF THE BOROUGH IS PLEDGED TO THE PAYMENT OF THE PRINCIPAL OF THE BOND.**

Section 3. Authorization and Execution of Bond. (a) The Bond shall mature not more than 30 years from the date of its issuance and, in any event, not prior to the termination of the Financial Agreement and shall be issued in an aggregate principal amount of \$30,000. The Bond shall not bear interest. A certificate evidencing the terms of the sale of the Bond to the purchaser (the “**Purchaser**”) shall be executed by the Chief Financial Officer (the “**Award**”).

Certificate”). The Bond shall be sold as a direct private purchase to the Redeveloper or an affiliate of the Redeveloper.

(b) The Mayor, Borough Clerk and Chief Financial Officer (each an **“Authorized Officer”**) are each hereby authorized to execute and deliver the Bond on behalf of the Borough. The Bond shall be executed by the Mayor, the Chief Financial Officer and the Clerk of the Borough and shall be issued in the form of one physical certificate registered in the name of the Purchaser.

Section 4. Delivery of the Bond. Following execution of the Bond, each Authorized Officer is each hereby authorized to deliver the Bond to the Purchaser against receipt of the purchase price or unpaid balance thereof (the **“Closing”**). At the Closing, the Borough shall distribute the net proceeds from the sale and issuance of the Bond to the Redeveloper for the Project.

Section 5. Conditions Precedent to Issuance of the Bonds. The obligations of the Borough and the Purchaser to consummate the transactions contemplated hereby are subject to (i) the execution and delivery of the Bond, Financial Agreement, Redevelopment Agreement and instruments executed in connection herewith or therewith, and all amendments and modifications thereto, which shall be in full force and effect on and as of the date of issuance of the Bond and shall be in form and substance satisfactory to the Borough and Purchaser and no default or event of default (however denominated) shall exist under any such documents and (ii) such financing statements, legal opinions, certificates and other documents as the Purchaser and Bond Counsel to the Borough may reasonably deem necessary to evidence compliance by the Borough and the Purchaser with the Bond, Financial Agreement and Redevelopment Agreement.

Section 6. Transfer of Bond. The Bond may only be transferred to (a) an affiliate of the Purchaser, (b) a trust or custodial arrangement established by the Purchaser or one of its affiliates, the owners of the beneficial interests in which are limited to qualified institutional buyers, as defined in Rule 144A promulgated under the Securities Act of 1933, as amended (the “1933 Act”), or (c) to a Person that is a qualified institutional buyer and a commercial bank having capital and surplus of \$5,000,000,000 or more; each of which has executed and delivered to the Borough an Investor Letter in the form of Exhibit B attached hereto.

Section 7. Limitations of Liability of Borough. The Borough shall not incur any responsibility in respect of the Bond other than in connection with the duties or obligations explicitly set forth herein, in the Bond and the Financial Agreement. No provision of this Resolution, the Bond, the Financial Agreement or any agreement, document, instrument or certificate executed, delivered or approved in connection with the issuance, sale, delivery or administration of the Bond shall require the Borough to expend or risk its own general funds, the obligations and liabilities of the Borough hereunder being payable solely from the Annual Service Charge.

In the event of any default by the Borough hereunder, the liability of the Borough to the any person who shall be the registered owner of the Bond (the **“Bondholder”**) shall be enforceable only against the Annual Service Charge that may be made available for such purposes under the RAB Law, and there shall be no other recourse for damages by the Bondholder against the Borough, its officers, members, agents and employees, or any of the property now or hereafter owned by it or them.

Section 8. The Borough covenants to take such action as the Bondholder shall reasonably request, in order that the Bondholder may realize the benefits of the right to receive the Annual Service Charge; such actions may include, but shall not be limited to, conducting an *in rem* tax foreclosure action in accordance with the provisions of N.J.S.A. 54:5-1 *et seq.*

Upon the happening and continuance of any Default under the Financial Agreement beyond applicable cure periods and upon receipt of the written request of the Bondholder, the Borough shall proceed to protect and enforce its rights and the rights of the Bondholder under the laws of the State and the terms of the Financial Agreement, by such suits, actions or special proceedings in equity or at law, including, without limitation, directing the Borough to commence an *in rem* tax foreclosure pursuant to the Financial Agreement or mandamus, or by proceedings in the office of any board or office having jurisdiction, either for the specific performance of any covenant, condition or agreement contained in the Bond or the Financial Agreement or for the enforcement of any proper legal or equitable remedy.

If the Bondholder shall have proceeded to enforce the rights of the Bondholder under the Bond and Financial Agreement and such proceedings shall have been discontinued or abandoned for any reason or shall have been determined adversely to the Bondholder, then the Bondholder shall be restored to its position and rights hereunder, and all rights, remedies and powers of the Bondholder shall continue as though no such proceedings had taken place.

Section 9. Incidental Action. Each Authorized Officer is hereby authorized to execute and deliver such other papers, instruments, certificates, opinions, affidavits and documents and to take such other action as may be necessary or appropriate in order to carry out the purpose of this Resolution, including effectuating the execution and delivery of any closing certificates required in connection with the issuance of the Bond, and the issuance and sale of the Bond, all in accordance with the foregoing sections hereof.

Section 10. Independent Determination by Purchaser. The Bond authorized herein is being issued to the Purchaser with the understanding that it is being held for the Purchaser's own account and that the Purchaser has made its own independent investigation and judgment about the credit and security for the payment of such Bond. Any sale or assignment by the Purchaser of such Bond shall be on the same terms and conditions as set forth herein. The Borough will act as the paying agent for the Bond. Pursuant to the terms of the Financial Agreement, the Borough will collect the Annual Service Charge in quarterly installments on February 1, May 1, August 1 and November 1 and, on each date and upon receipt of each such quarterly installment, will deposit one-fourth of the debt secured by the Bond into a separate trust account for the benefit of the Purchaser or subsequent Bondholder, as the case may be. The Borough shall make payment to the Purchaser, or subsequent Bondholder, as the case may be, of the principal amount of the Bond due, out of the Annual Service Charge. In the event of a Payment Default resulting from the failure of the Entity (as defined in the Financial Agreement) to pay the Annual Service Charge payment then due and owing, the Borough will determine the amount of the Annual Service Charge shortfall and shall deposit a pro rata amount of the quarterly Annual Service Charge into the trust account for the benefit of the Purchaser, or subsequent Bondholder, as the case may be; subject to payment of the County Share and Borough Share (as such terms are defined in the Financial Agreement).

Section 11. Construction. In case any one of more of the provisions of this Resolution, or the Bond issued hereunder shall for any reason be held illegal or invalid, such

illegality or invalidity shall not affect any other provision of this Resolution and the Bond shall be construed and enforced as if such illegal or invalid provision had not been contained therein.

Section 12. Effective Date. This Resolution shall take effect immediately upon adoption.

I Hereby Certify that the above resolution was duly adopted by the Governing Body of the Borough of Middlesex, at a meeting of said Borough Council on July 17, 2018.

Exhibit A

Form of Bond

**UNITED STATES OF AMERICA
BOROUGH OF MIDDLESEX, NEW JERSEY
REDEVELOPMENT AREA BONDS
(LINCOLN BOULEVARD PROJECT), SERIES 2018
(NON-RECOURSE)**

No. R-1

\$30,000

REGISTERED OWNER: [_____]

PRINCIPAL AMOUNT: THIRTY THOUSAND DOLLARS \$30,000

DATED DATE: [_____]

THE BOROUGH OF MIDDLESEX, a public body corporate and politic and political subdivision of the State of New Jersey, existing under and by virtue of the Constitution and the laws of the State of New Jersey (the "**Borough**"), for value received, hereby promises to pay, but only from the Annual Service Charge (as defined in the hereinafter defined Resolution) and other amounts pledged to such payment under the Resolution, to the REGISTERED OWNER or registered assigns or legal representative, the principal sums on the dates and in the amounts set forth on Schedule A attached hereto and made a part hereof, without interest thereon.

The principal of this bond is payable in lawful money of the United States of America or by check payable in such money. If any payment of the principal of this bond shall be due on a day other than a business day, such payment shall be made on the next business day with like effect as if made on the originally scheduled date.

As provided in the Act (defined herein), this bond is a special, limited obligation of the Borough payable solely from the Annual Service Charge and does not constitute a general obligation debt of the Borough or pledge of the full faith and credit or taxing power of the Borough, the State of New Jersey or any political subdivision thereof.

No transfer of this bond shall be valid unless made on the registration books of the Borough kept for that purpose and by surrender of this bond (together with a written instrument of transfer duly executed by the registered owner or by his or her duly authorized attorney) and the issuance of a new bond or bonds in the same form and tenor as the original bond except for the differences in the name of its registered owner, the denominations and the Date of Authentication. The owner of any bond or bonds may surrender same (together with a written instrument of transfer duly executed by the registered owner or by his or her duly authorized attorney), in exchange for an equal aggregate principal amount of bonds of any authorized denominations.

Attachment: RAB Exhibit A (179-2018 : RAB 249 Lincoln Blvd.)

This bond is one of a duly authorized series of bonds of the Borough designated "Redevelopment Area Bonds (Lincoln Boulevard Project) Series 2018 (NON-RECOURSE)", aggregating Thirty Thousand Dollars (\$30,000) in principal amount, dated as of the DATED DATE, and duly issued by the Borough under and pursuant to (i) the provisions of the Long Term Tax Exemption Law of 1992, constituting Chapter 431 of the Pamphlet Laws of 1991 of the State, and the acts amendatory thereof and supplemental thereto (the "**Tax Exemption Law**", as codified in N.J.S.A. 40A:20-1 et seq.) and the Redevelopment Area Bond Financing Law, constituting Chapter 310 of the Pamphlet Laws of 2001 of the State, and the acts amendatory thereof and supplemental thereto (the "**Act**", as codified in N.J.S.A. 40A:12A-64 et seq., and together with the Tax Exemption Law, the "**Acts**"), and (ii) certain proceedings of the Borough, including a Resolution adopted by the Borough on [•], 20[•], entitled "Resolution Authorizing the Issuance of a Non-Recourse Redevelopment Area Bond (Lincoln Boulevard Project) of the Borough of Middlesex, In the County of Middlesex, New Jersey In An Aggregate Principal Amount of \$30,000" (the "**Resolution**"). The terms of this bond include those stated in the Resolution, and this bond is subject to all such terms. Capitalized terms used herein and not otherwise defined have the meanings set forth in the Resolution. By the acceptance of this bond, the holder hereof assents to all of the provisions of the Resolution. Certified copies of the Resolution are on file at the office of the Borough in Middlesex, New Jersey.

In the Resolution, the Borough has pledged the Annual Service Charge to pay the principal of the Bond.

This bond is not subject to redemption prior to its stated maturity.

The Borough may deem and treat the person in whose name this bond is registered as the absolute owner hereof (whether or not this bond shall be overdue and notwithstanding any notation of ownership or other writing hereon made by anyone other than the Borough) for the purpose of receiving payment of or on account of the principal of this bond, and for all other purposes, and the Borough shall not be affected by any notice to the contrary. All such payments so made to any such registered owner, or upon his order, shall be valid and, to the extent of the sum or sums so paid, effectual to satisfy and discharge the liability for moneys payable under this bond.

This bond shall be and is deemed to be for all purposes a negotiable instrument subject only to the provisions for registration and registration of transfer stated herein.

This bond shall be governed by and construed in accordance with the laws of the State of New Jersey.

All acts, conditions and things required by the Constitution and laws of the State of New Jersey and the rules and regulations of the Borough to happen, exist and be performed precedent to and in the issuance of this bond have happened, exist and have been performed as so required.

No recourse shall be had for the payment of the principal of this bond or for any claims based thereon against any member or other officer of the Borough or any person executing this

bond, all such liability, if any, being expressly waived and released by the registered owner of this bond by the acceptance of this bond.

Be it Resolved, by the Mayor and Council of the Borough of Middlesex, New Jersey that:

Resolution #180-2018

PAY ALL CLAIMS

THE DISBURSING OFFICERS BE AND THEY ARE HEREBY AUTHORIZED TO PAY THE ATTACHED CLAIM LIST AS PRESENTED, IF FOUND CORRECT, AND APPROVED BY THE FINANCE COMMITTEE. EXCLUDED VOUCHERS MAY BE PAID UPON BEING FOUND ACCEPTABLE.

I Hereby Certify that the above resolution was duly adopted by the Governing Body of the Borough of Middlesex, at a meeting of said Borough Council on July 17, 2018.

Be it Resolved, by the Mayor and Council of the Borough of Middlesex, New Jersey that:

Resolution #181-2018

EXECUTIVE SESSION

WHEREAS, N.J.S.A. 10:4-12 allows for a Public Body to go into closed session during a Public Meeting; and

WHEREAS, the Governing Body of the Borough of Middlesex has deemed it necessary to go into closed session to discuss certain matters which are exempted from the Public; and

WHEREAS, the regular meeting of this Governing Body will reconvene.

NOW, THEREFORE, BE IT RESOLVED that the Governing Body of the Borough of Middlesex will go into closed session for the following reason listed below as outlined in N.J.S.A. 10:4-12 and the minutes will be kept, and once the matter involving the confidentiality of the items no longer require confidentiality, the minutes can be made public.

1. Hiring of Prospective DPW Part Time Employees.
2. Addendum to Contract for Police Chief
3. Creating of a New Position for the DPW
4. Emergency Medical Dispatch Outsourcing Contract

I Hereby Certify that the above resolution was duly adopted by the Governing Body of the Borough of Middlesex, at a meeting of said Borough Council on July 17, 2018.