

**RESOLUTION OF THE ATLANTIC
COUNTY IMPROVEMENT AUTHORITY
APPROVING THE EXPENDITURES CONTAINED IN THE
FINANCIAL REPORT FOR JANUARY 2014**

WHEREAS, the Atlantic County Improvement Authority, hereafter, the "Authority", is a political subdivision of the State of New Jersey and an instrumentality of Atlantic County, established pursuant to N.J.S.A. 40:37A-44 et seq.; and

WHEREAS, the Authority is subject to rules and regulations promulgated by the State of New Jersey, Department of Community Affairs, Division of Local Government Services, including N.J.A.C. 5:31-4.1(c) regarding the approval and payment of claims which requires the "governing body (of the Authority) shall approve or disapprove all claims in accordance with Regulations adopted by the Authority;" and

WHEREAS, such claims and the expenditures thereto for the month of January 2014, are contained in the Financial Report submitted hereto for approval by the Board of Commissioners.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Atlantic County Improvement Authority, that the expenditures contained in the Financial Report for the month of January 2014, are approved pursuant to N.J.A.C. 5:31-4.1(c).



Roy M. Foster, Chairperson



Edwin G. Blake, Secretary

ADOPTED: March 12, 2014

ATLANTIC COUNTY IMPROVEMENT AUTHORITY

I, _____, Assistant Secretary of the Atlantic County Improvement Authority, State of New Jersey, do hereby certify that the foregoing is a correct and true copy of a resolution adopted by the Board at a meeting duly held on the 12th day of March 2014.

**RESOLUTION OF THE ATLANTIC COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A CONTRACT WITH
COOPER LEVENSON ATTORNEYS AT LAW TO SERVE AS THE AUTHORITY'S GENERAL
COUNSEL FROM MARCH 1, 2014 TO AUGUST 31, 2014**

WHEREAS, the Atlantic County Improvement Authority, hereafter, the "Authority", is a political subdivision of the State of New Jersey and an instrumentality of the County of Atlantic established pursuant to N.J.S.A. 40:37A-44, et seq.; and

WHEREAS, the Authority has the right, pursuant to said Act, to hire legal counsel for its essential purposes; and

WHEREAS, on January 27, 2014, the Authority advertised in accordance with the requirements of N.J.S.A. 19: 44A-20.4 through a fair and open process soliciting firms to submit qualifications and fee proposals for the provision of Legal Services based on its current level of activities; and

WHEREAS, on February 12, 2014, the Authority received proposals from two of the six firms that requested the package, Cooper Levenson Attorneys at Law and Youngblood, Franklin, Sampoli & Coombs, P.A. who currently serves as legal counsel to the Authority ; and

WHEREAS, Cooper Levenson Attorneys At Law submitted a proposal designating Randolph C. Lafferty, Esq. as Lead Counsel to the Authority and proposed to provide such service at an hourly rate of \$175 for Partners, \$150 for Associates and \$75 for non-technical personnel; and

WHEREAS; based on the current level of activities being undertaken by the Authority staff evaluated the related experience, capabilities, fee proposal and level of service proposed by each and conducted an interview with Lead Counsel Randolph C. Lafferty, Esquire; and

WHEREAS; based on the recommendation of staff, the Board's review of the proposals, and an evaluation of knowledge and experience, the Authority has determined that Randolph C. Lafferty, Esquire and Cooper Levenson Attorneys At Law offer the most advantageous mix of cost and experience consistent with the objectives of the Authority; and

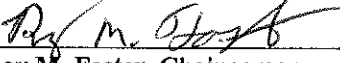
WHEREAS; the Authority will expand the scope of its activities by taking advantage of the powers provided in NJSA 40:37A-44 through A-135 known as the County Improvement Authorities Law and among other things assume a leadership role in the planning and implementation of Economic Development and Redevelopment activities in the region; and

WHEREAS, staff recommends entering into an agreement for a six month period after which the Authority can re-evaluate its legal needs based on its expanded level of activity; and

WHEREAS; the Authority is desirous of entering into a contract with the firm of Cooper Levenson Attorneys At Law for the purposes of serving as Counsel to the Authority for the period from March 1, 2014 to August 31, 2014 with the understanding that Randolph C. Lafferty will serve as Lead Counsel for an amount not to exceed \$12,500.00; and

WHEREAS, such services are classified as Professional Services pursuant to N.J.S.A. 40A:11-5 (1)(a)(i) and as such are exempt from the public bidding requirements of the New Jersey Local Public Contracts Law.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Atlantic County Improvement Authority that the Executive Director is authorized to execute a contract with Cooper Levenson Attorneys At Law to serve as Counsel to the Authority, for the period from March 1, 2014 to August 31, 2014, for a gross contract not to exceed \$12,500.00 with the provision that Randolph C. Lafferty will serve in the capacity of Lead Counsel.



Roy M. Foster, Chairperson



Edwin G. Blake, Secretary

ADOPTED: March 12, 2014

ATLANTIC COUNTY IMPROVEMENT AUTHORITY

I, _____, Assistant Secretary of the Atlantic County Improvement Authority, State of New Jersey, do hereby certify that the foregoing is a correct and true copy of a resolution adopted by the Board at a meeting duly held on the 12th day of March, 2014.

**RESOLUTION OF THE ATLANTIC COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING THE EXECUTIVE DIRECTOR TO EXECUTE A CONTRACT WITH
YOUNGBLOOD, FRANKLIN, SAMPOLI & COOMBS TO SERVE AS SPECIAL COUNSEL TO
THE AUTHORITY FOR THE BARLINVIS MATTER**

WHEREAS, the Atlantic County Improvement Authority, hereafter, the "Authority", is a political subdivision of the State of New Jersey and an instrumentality of the County of Atlantic established pursuant to N.J.S.A. 40:37A-44, et seq.; and

WHEREAS, the Authority has the right, pursuant to said Act, to hire legal counsel for its essential purposes; and

WHEREAS; based on the Request for Qualifications/Fee Proposals issued by the Authority on January 27, 2014 the Authority adopted a previous resolution on this date replacing Youngblood, Franklin, Sampoli & Coombs as General Counsel and appointing the firm of Cooper Levenson Attorneys At Law to serve as in that capacity for the period of March 1, 2014 to February 28, 2015; and

WHEREAS; substantial progress has been made to date in a legal matter regarding the acquisition of the Barlinvis Apartments and consummation is anticipated in the near future; and

WHEREAS; the firm of Youngblood, Franklin, Sampoli & Coombs in their capacity as former Counsel has provided legal services related to this acquisition; and

WHEREAS; in recognition that substantial progress has been made and the process is close to completion the Authority has determined that it would not be in its best interests to incur additional costs or time that would be caused by changing legal counsel at this time for this purpose; and

WHEREAS, such services are classified as Professional Services pursuant to N.J.S.A. 40A:11-5 (1)(a)(i) and as such are exempt from the public bidding requirements of the New Jersey Local Public Contracts Law.

NOW, THEREFORE, BE IT RESOLVED, by the Board of Commissioners of the Atlantic County Improvement Authority that the Executive Director is authorized to execute a contract with Youngblood, Franklin, Sampoli and Coombs P.A to serve as Special Counsel to the Authority to provide continued services specifically to bring the matter of the acquisition of the Barlinvis Apartments to conclusion for the period from March 1, 2014 to June 30, 2014 for an amount not to exceed \$10,000.00.



Roy M. Foster, Chairperson



Edwin C. Blake, Secretary

ADOPTED: March 12, 2014

ATLANTIC COUNTY IMPROVEMENT AUTHORITY

I, _____, Assistant Secretary of the Atlantic County Improvement Authority, State of New Jersey, do hereby certify that the foregoing is a correct and true copy of a resolution adopted by the Board at a meeting duly held on the 12th day of March, 2014.

**RESOLUTION OF THE ATLANTIC COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING A CONSULTING SERVICES CONTRACT FOR COMMUNITY DEVELOPMENT
BLOCK GRANT DISASTER RECOVERY**

WHEREAS, the Atlantic County Improvement Authority, hereafter the "Authority", is a political subdivision of the State of New Jersey and an instrumentality of the County of Atlantic established pursuant to N.J.S.A. 40:37A-44, et seq.; and

WHEREAS, pursuant to N.J.S.A. 40:37-A-54(I) the Authority is empowered to provide "public facilities" in Atlantic County and;

WHEREAS, by resolution adopted August 7, 2013 the Board of Commissioners of the Atlantic County Improvement Authority authorized an agreement with Buena Borough, hereafter the "Municipality," to administer its FY 2013 Community Development Block Grant Disaster Recovery Funds (CDBG-DR) funds for the Acquisition and Demolition of Flood Prone Property to provide additional Storm Water Drainage Capacity for the Municipality its Grant and will reimburse the Authority in the amount of \$16,207.00; and

WHEREAS, the Authority has determined in order to fulfill its obligations to provide certain deliverables and meet required milestones in accordance with the scope of services under the agreement it requires the assistance of an outside firm with the prerequisite expertise; and

WHEREAS, by resolution adopted February 5, 2014 the Board of Commissioners of the Atlantic County Improvement Authority authorized the renewal an agreement with Mullin & Lonergan Associates, as Consultant for the 2014 HOME Consortium Program and the 2014 Community Development Block Program in accordance with their proposal for an amount not to exceed \$35,300.00; and

WHEREAS, Mullin & Lonergan Associates proposed to amend that existing agreement to include the additional required services related to the Authority's agreement with the Municipality for an amount not to exceed not to exceed \$11,120.00 which includes \$3,620.00 for the preparation of certain deliverables and an amount not to exceed \$7,500.00 for technical assistance to be billed hourly in accordance with the agreement; and

WHEREAS, such services are classified as Extraordinary Unspecifiable Services pursuant to N.J.S.A. 40:11—5(I)(a)(ii) and as such is exempt from the New Jersey Local Public Contracts Law; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Atlantic County Improvement Authority that the Executive Director is hereby authorized to execute an amendment to the agreement with Mullin & Lonergan Associates, for additional services required by the Authority in its administration of the Buena Borough CDBG-DR Grant for an amount not to exceed \$11,120.00.



Roy M. Foster, Chairperson



Edwin G. Blake, Secretary

ADOPTED: March 12, 2014

ATLANTIC COUNTY IMPROVEMENT AUTHORITY

I, _____, Assistant Secretary of the Atlantic County Improvement Authority, State of New Jersey, do hereby certify that the foregoing is a correct and true copy of a resolution adopted by the Board at a meeting duly held on the 12th day of March, 2014.

**RESOLUTION APPROVING AND RATIFYING ACTIONS TAKEN AND TO BE
TAKEN BY THE EXECUTIVE DIRECTOR AND SPECIAL COUNSEL TO
ACCOMPLISH THE SALE OF BARLINVIS APARTMENTS TO THE ATLANTIC
COUNTY IMPROVEMENT AUTHORITY, TO OBTAIN ALL REQUIRED
APPROVALS, AND TO RETAIN PV COMMUNITY DEVELOPMENT
CORPORATION AS MANAGING AGENT TO MANAGE THE PROPERTY
AFTER THE SALE HAS BEEN CONSUMMATED**

Whereas, in 1984 the Atlantic County Improvement Authority "ACIA") lent to Barlinvis Associates, a New Jersey Limited Dividend Association ("Barlinvis") the sum of One Million Six Hundred Thousand Dollars (\$1,600,000.00) (the "ACIA Financing") for the purpose of partially funding the acquisition and renovation of a 68 unit affordable housing project situated at 2006 Beach Avenue in Atlantic City, New Jersey and now designated as Block 716, Lot 1 in the City of Atlantic City, Atlantic County, New Jersey (the "Property"); and

Whereas, prior to the acquisition of the Property, the Property was owned by Massachusetts Avenue Housing Corporation, a NJ non-for-profit corporation as Sponsor and was subject to a First Mortgage and Mortgage Note dated March 17, 1970 in the principal amount of One Million Four Thousand Nine Hundred Dollars (\$1,004,900.00) which had obtained through the United States Department of Housing and Urban Development ("HUD") (the "HUD Financing"); and

Whereas a Modification Agreement dated August 16, 1984 and a Regulatory Agreement under Section 236 of the National Housing Act between the Secretary of Housing and Urban Development and Barlinvis Associates dated August 16, 1984 was executed September 20, 1984 evidencing the First Mortgage between Barlinvis Associates and Secretary of Housing and Urban Development: and

Whereas the ACIA Financing was secured by a Second Mortgage and Second Mortgage Promissory Note dated October 1, 1984 in favor of the Atlantic County Improvement Authority ("ACIA") in the principal amount of One Million Six Hundred Thousand Dollars (\$1,600,000.00) with an interest rate of Eleven percent (11%) annual simple interest (the "Second Mortgage") which, pursuant to the terms of the Second Mortgage and underlying Second Mortgage Note, was to be paid based upon Net Cash Flow defined as "gross revenues derived from the operation from all sources, less (i) operating expenses, (ii) administrative expenses and management fees, (iii) debt service on the first mortgage note, \$16,572 (a 6% return on investment, and v) allocation for reserves to replacement, escrows and required capital expenditures with no deduction for depreciation."; and

Whereas, in June of 2011 Barlinvis satisfied in full the payment to HUD of the principal and interest due and owing on the First Mortgage Note allowing for the discharge of the First Mortgage; and

Whereas, as a result of the discharge of the First Mortgage, the Second Mortgage in favor of ACIA became the first lien upon the Property; and

Whereas, pursuant to the terms and conditions of the Second Mortgage and Second Mortgage Note the outstanding principal balance of the ACIA Financing together with accrued interest became due and owing to ACIA on June 1, 2011; and

Whereas, during the term of the Second Mortgage, payments had been made to ACIA out of the Net Cash Flow from the Property, in accordance with the terms of the Second Mortgage and Second Mortgage Note those payments were applied against interest due; and

Whereas, and of December 31, 2013 the amounts due and owing to ACIA in order to satisfy the Second Mortgage comprised unpaid Principal in the amount of One Million Six Hundred Thousand Dollars (\$1,600,000.00) and accrued unpaid interest in the amount of Four Million Five Hundred Ninety Two Thousand Twenty One Dollars and Ninety Four Cents (\$4,592,021.94)

or an aggregate amount of Six Million One Hundred Ninety Two Thousand Twenty One Dollars and Ninety Four Cents (\$6,192,021.94); and

Whereas, an appraisal of the Property undertaken at the request of ACIA determined that the appraised value of the Property as of August 25, 2011 was One Million Nine Hundred Thousand Dollars (\$1,900,000.00) with required capital improvements identified at that time by the Management of the Property in the approximate aggregate amount of One Million Five Hundred Thousand Dollars (\$1,500,000.00); and

Whereas the value of the Property is less than the aggregate amount due and owing to the ACIA; and

Whereas, on September 12, 2011 an action in Foreclosure was instituted on behalf of the ACIA against Barlinvis in Superior Court, Atlantic County, Docket Number F-007700-11 captioned "Atlantic County Improvement Authority v. Barlinvis Associates) (the "Foreclosure Action"); and

Whereas, following a series of efforts to resolve the issues to the satisfaction of ACIA, a Memorandum of Understanding was entered into between ACIA and Barlinvis whereby Barlinvis would transfer the ownership of the Property to ACIA for the sum of One Dollar (\$1.00) in exchange for dismissal by ACIA of the Foreclosure Action; and

Whereas, pursuant to the terms and conditions of the Second Mortgage and Second Mortgage Note the Second Mortgage is a non-recourse mortgage secured only by the property; and

Whereas Barlinvis is a single purpose Limited Dividend Partnership with no other asset; and

Whereas, the Net Cash Flow from the Property is insufficient to satisfy the Second Mortgage; and

Whereas, the Executive Director and his Staff have undertaken a financial analysis and determined that it is in the best interest of ACIA to acquire the property; and

Whereas, the transfer of the Property will include transfer of all personalty and all bank accounts and other assets of Barlinvis; and

Whereas, in compliance with the Memorandum of Understanding the Executive Director has reviewed, on a monthly basis, the Barlinvis income and expenses; and

Whereas, Barlinvis has secured the required consent and approval of its special and limited partners to proceed with the transfer of the Property and the Barlinvis accounts to ACIA; and

Whereas the Property is also subject to a Housing Assistance Payment Contract ("HAP Contract") which provides for tenant-based assistance under Section 8 of the U.S. Housing Act of 1937 which would have expired on February 28, 2014 but which, through the efforts of the Executive Director and management of Barlinvis, has been approved by HUD for a ten (10) year renewal term commencing on March 1, 2014; and

Whereas, one or more site inspections of the Property have been made by the Executive Director, certain of ACIA staff and representatives of PV Community Development Corporation together with representatives of Barlinvis and its Managing Agent, Interstate Realty Management ("IRM"); and

Whereas, a precondition to closing requires that HUD approve the assignment of the HAP Contract from Barlinvis to ACIA; and

Whereas, as a further condition, ACIA intends to seek approval from HUD to contract with PV Community Development Corporation to serve as Managing Agent of the Property post-closing, replacing IRM as the managing agent; and

Whereas, the Executive Director has kept key personnel at HUD and at the New Jersey Housing Finance Mortgage Agency ("NJHFMA") informed of the intent to transfer ownership of the Property, to seek approval for assignment of the HAP Contract, and to retain PV Community Development Corporation as the Managing Agent subject to HUD approval; and

Whereas, the Executive Director in consultation with Special Counsel has agreed to the terms and conditions of a Management Contract with PV

Community Development Corporation substantially in the form presented, subject to receipt of certain additional information and exhibits and further subject to HUD approval; and

Whereas, the Executive Director has worked with representatives of Barlinvis and of PV Community Development Corporation to prepare all documentation which will need to be provided to HUD, and continues to do so; and

Whereas, in order to consummate the sale of the Property from Barlinvis to ACIA is necessary to enter into an Agreement of Sale between Barlinvis and ACIA; and

Whereas, the Executive Director and Special Counsel need to continue to negotiate the terms and conditions of an Agreement of Sale for the transfer of the Property from Barlinvis to ACIA; and

Whereas, it is deemed to be in the best interest of ACIA to consummate this transaction in the manner presented; and

Whereas, prior to closing it will be necessary for the Executive Director to retain a Title Company to issue a Title Report and a Title Insurance Policy and to obtain a current Survey of the Property; and

Whereas, since the transaction contemplates the transfer of account funds from Barlinvis to ACIA which will be managed by the Managing Agent, including but not limited to operating fund accounts, Section 8 rental assistance direct deposit funds, tenant security deposit accounts, certain escrow accounts and such other accounts as may be deemed necessary; and

Whereas the Board of Commissioners has approved certain banks for the deposit of funds, in the event it shall be necessary for additional banks to be utilized as a result of the necessity of transferring accounts from Barlinvis to ACIA the Executive Director requires approval to do so with a report to the Board listing any banks not on the currently approved list

Now, therefore, the Board of Commissioners of the Atlantic County Improvement Authority hereby RESOLVES as follows:

1) It is in the best interest of the Atlantic County Improvement Authority and the public to acquire title to the Property and to the Barlinvis Accounts in the manner proposed by the Executive Director;

2) The Agreement between ACIA and PV Community Development Corporation is hereby approved and ratified substantially in the form presented subject to consummation of the transfer of the Property, approval by HUD and receipt of such other documents and Exhibits as the Executive Director and Special Counsel deem necessary or desirable;

3) The Executive Director and Special Counsel are authorized to enter into an Agreement for Sale of the Property from Barlinvis to ACIA subject to such modification or changes deemed by the Executive Director and Special Counsel to be necessary or desirable in order to consummate the sale consistent with the intent of this Board Resolution and the Memorandum of Understanding;

4) The Executive Director is authorized to retain a Title Company, a Surveyor, and such other experts or consultants as the Executive Director and Special Counsel deem necessary or desirable to consummate the sale of the Property, subject to the authority granted to the Executive Director to enter into such contracts between meeting of the Commissioners;

5) The Executive Director is authorized and directed to make all required filings with the Department of Housing and Urban Development, the New Jersey Mortgage Finance Housing Agency, the City of Atlantic City, the New Jersey Department of Community Affairs, the New Jersey Local Finance Board, and all other agencies or entities which may have jurisdiction over the Property or any element of this transaction;

6) To the extent necessary, the Executive Director in combination with the appropriate officer of PV Community Development Corporation is authorized to arrange for the transfer at closing of all account balances from accounts held by Barlinvis or by its Managing Agent Interstate Realty Management and, to the extent it is necessary or convenient to utilize banks other than those approved by this Board on February 5, 2014 the Executive Director is

authorized to do so with the requirement that notice be given to the members of this Board for informational purposes for ratification and approval at the meeting of this Board first following the closing on the sale of the Property. This authorization is intended to include the execution and delivery of any and all documents which may be required by the depository bank;

7) The actions taken to date by the Executive Director, ACIA staff and Special Counsel regarding this matter are hereby approved, ratified and affirmed; and

8) Upon receipt of all required approvals, transfer of the Deed to the Property from Barlinvis to ACIA and receipt of all bank account funds, Special Counsel is authorized to file a Stipulation of Dismissal with Prejudice of the Foreclosure Action pending in Docket Number F-007700-11 ;

9) The Executive Director and Special Counsel are authorized to take such other actions as may be necessary or desirable to effectuate the intent of this Resolution and the transfer of the Property.



Roy M. Foster, Chairperson



Edwin G. Blake, Secretary

ADOPTED: March 12, 2014

ATLANTIC COUNTY IMPROVEMENT AUTHORITY

I, _____, Assistant Secretary of the Atlantic County Improvement Authority, State of New Jersey, do hereby certify that the foregoing is a correct and true copy of a resolution adopted by the Board at a meeting duly held on the 12th day of March, 2014.

**RESOLUTION OF THE ATLANTIC COUNTY IMPROVEMENT AUTHORITY
AUTHORIZING THE EXECUTIVE DIRECTOR TO INCUR CERTAIN EXPENDITURES RELATED
TO THE EXPANSION OF THE AUTHORITY'S ACTIVITIES**

WHEREAS, the Atlantic County Improvement Authority, hereafter the "Authority", is a political subdivision of the State of New Jersey and an instrumentality of the County of Atlantic established pursuant to N.J.S.A. 40:37A-44, et seq.; and

WHEREAS, under N.J.S.A. 40:37-A-44 through A-135 hereafter "The County Improvement Authorities Law", the Authority has a broad grant of powers to undertake such activities as financing and carrying out projects related to development and redevelopment activities throughout Atlantic County and other Counties that do not have Improvement Authorities; and


WHEREAS, the County has requested that the Authority explore certain provisions in the County Improvement Authorities Law and put forth a plan that would allow the Authority to take advantage of the flexibility regarding the types of projects the Authority can undertake as well as the financing options it can offer; and

WHEREAS, the Authority has determined in order to complete the analysis of the enabling legislation and put forth a comprehensive plan it may need the assistance of certain outside professionals including but not limited to Bond Counsel, Financial Advisor and Planning and Economic Development Consultants with the prerequisite expertise; and


WHEREAS, it is anticipated that the cost incurred in the engagement of these professionals would not exceed \$15,000.00 and a source to provide reimbursement for those costs will be identified in the short term; and

WHEREAS, such services are classified as Extraordinary Unspecifiable Services pursuant to N.J.S.A. 40:11—5(I)(a)(ii) and as such is exempt from the New Jersey Local Public Contracts Law; and

NOW, THEREFORE, BE IT RESOLVED by the Board of Commissioners of the Atlantic County Improvement Authority that the Executive Director is hereby authorized to engage the services of certain professionals as required to provide the necessary assistance in exploring the provisions in the County Improvement Authorities Law and putting forth a plan that would allow the Authority to take full advantage of the provisions therein for a collective amount not to exceed \$15,000.00 provided a source of reimbursement is identified and funds are committed to cover those costs.



Roy M. Foster, Chairperson



Edwin G. Blake, Secretary

ADOPTED: March 12, 2014

ATLANTIC COUNTY IMPROVEMENT AUTHORITY

I, _____, Assistant Secretary of the Atlantic County Improvement Authority, State of New Jersey, do hereby certify that the foregoing is a correct and true copy of a resolution adopted by the Board at a meeting duly held on the 12th day of March, 2014.