

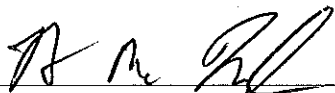
**RESOLUTION OF THE ATLANTIC  
COUNTY IMPROVEMENT AUTHORITY  
APPROVING THE EXPENDITURES CONTAINED IN THE  
FINANCIAL REPORT FOR SEPTEMBER 2012**


**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 September 2012, 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 September 2012, are approved pursuant to N.J.A.C. 5:31-4.1(c).

  
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Roy M. Foster, Chairperson

  
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Edwin G. Blake, Secretary

**ADOPTED: November 14, 2012**

**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 14<sup>th</sup> day of November 2012.

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**RESOLUTION OF THE ATLANTIC COUNTY IMPROVEMENT AUTHORITY  
ANNUAL AUDIT SERVICES FOR 2012  
HUTCHINS, FARRELL, MEYER & ALLISON, P.A.**

**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 is required, under N.J.S.A. Local Authorities Fiscal Control Act 40A:5a-10, County Improvement Authority Law 40:37A-88 and N.J.S.A. Local Finance Board Rules 5:31 et seq., to submit an annual audit to the New Jersey Local Finance Board; and

**WHEREAS**, on September 5, 2012 the Authority solicited proposals for auditing services, for up to three (3) years beginning with fiscal year 2012; and

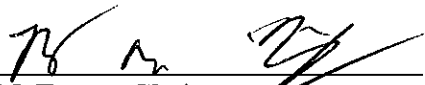
**WHEREAS**, on October 12, 2012 the Authority received five (5) responses to that RFP; and

**WHEREAS**, after review of the five (5) responses staff determined that in consideration of experience with similar audits, the professional qualifications of staff and the proposed fee, the proposal submitted by the firm of Hutchins, Farrell, Meyer & Allison, P. A. best meets the needs of the Authority; and

**WHEREAS**, staff hereby recommends that the Board authorize the execution of a contract with the firm of Hutchins, Farrell, Meyer & Allison, P. A. to perform an accounting audit for 2012 for an amount not to exceed \$23,500.00; 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 of Hutchins, Farrell, Meyer & Allison, P. A. to perform an accounting audit for 2012 for an amount not to exceed \$23,500.00.

  
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Roy M. Foster, Chairperson

  
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Edwin Blake, Secretary

**ADOPTED: November 14, 2012**

**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 14th day of November 2012.

**RESOLUTION OF THE  
ATLANTIC COUNTY IMPROVEMENT AUTHORITY  
BOARDWALK HALL LIGHTING PROJECT SHARED SERVICE AGREEMENT**

**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 Casino Reinvestment Development Authority, hereafter "CRDA", is undertaking a capital project consisting of exterior Lighting Improvements to Boardwalk Hall in Atlantic City, hereafter the "Project"; and

**WHEREAS**, in accordance with the Lease Agreement for Boardwalk Hall, CRDA has made available to the Authority the opportunity to provide project management services for the Project; and

**WHEREAS**, the Authority submitted the attached proposed scope of services and fee proposal for CRDA's review and concurrence which is pending approval; and

**WHEREAS**, staff recommends the Board of Commissioners authorize the Executive Director to execute a Shared Services Agreement with CRDA to provide these services in accordance with the proposal or to negotiate an alternate scope of services and fee that protects the Authority's rights under the lease agreement and covers all incurred costs and provides a reasonable contribution to overhead ; and

**WHEREAS**, this Agreement is classified as services provided between governmental agencies pursuant to N.J.S.A. 40A:11-5(2) and as such is 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 Shared Services Agreement with CRDA to provide these services in accordance with the proposal or to negotiate a different scope of services and fee that protects the Authority's rights under the lease agreement and covers all incurred costs and provides a reasonable contribution to overhead.

  
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Roy M. Foster, Chairperson

  
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Edwin Blake, Secretary

Adopted: November 14, 2012

**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 14<sup>th</sup> day of November, 2012.

**RESOLUTION OF THE ATLANTIC  
COUNTY IMPROVEMENT AUTHORITY  
AUTHORIZING AN ESCROW AGREEMENT WITH REVEL  
REGARDING SOUTH INLET MIXED USE PROJECT**

**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**, N.J.S.A. 40:37A-44 et seq. grants County Improvement Authorities the powers to act as housing finance agencies to promote construction of low and moderate income housing, and to act as a redevelopment agency to plan and carry out redevelopment of blighted areas, and

**WHEREAS**, Revel Entertainment Group, LLC, hereafter Revel proposes to develop a mixed use project in the South Inlet area of Atlantic City (the "Project"), and

**WHEREAS**, the Authority is responsible for the administration of the Atlantic City Development Fund (the "Fund"), which among other purposes, provides loans and other financial assistance for qualifying development projects in Atlantic City, and

**WHEREAS**, REVEL intends to apply, to the Authority for a loan from the Fund, to be utilized for payment of certain Project costs (the "Application"), and

**WHEREAS**, The Authority will incur costs in reviewing and processing the Application, including but not limited to administrative expenses, legal fees and fees for professional financial consulting services (the "the Authority's Costs"), and

**WHEREAS**, in order to facilitate the Authority's review of the Application, Revel is willing to create and pre-fund an Escrow account in the amount of \$20,000.00 and enter into an Escrow agreement providing for reimbursement of the Authority's Costs from that Escrow account.

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Commissioners of the Atlantic County Improvement Authority, that the Executive Director is authorized to execute an Escrow Agreement with Revel in the amount of \$20,000.00 for reimbursement for the Authority's Costs incurred in reviewing and processing the Loan application.

  
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Roy M. Foster, Chairperson

  
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Edwin G. Blake, Secretary

**ADOPTED: November 14, 2012**

**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 14<sup>th</sup> day of November 2012.

**RESOLUTION OF THE ATLANTIC COUNTY IMPROVEMENT AUTHORITY  
AUTHORIZING THE ENLISTMENT OF A "CONFLICT ATTORNEY"  
FOR THE REVEL DEVELOPMENT FUND APPLICATION**

**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 responsible for the administration of the Atlantic City Development Fund (the "Fund"), which among other purposes, provides loans and other financial assistance for qualifying development projects in Atlantic City, and

**WHEREAS**, Revel Entertainment Group, LLC, hereafter Revel, intends to apply to the Authority for a loan from the Fund to be utilized for payment of certain costs associated with a mixed use development project in the South Inlet area of Atlantic City (the "Project"), and

**WHEREAS**, Revel proposes to utilize funds from the "Economic Development and Growth Grant" (ERG) to repay the loan, and

**WHEREAS**, the Authority will require Legal services to assist in the review and evaluation of the application and proposal in the context of the ERG and assistance in structuring the loan agreement if it is approved, and

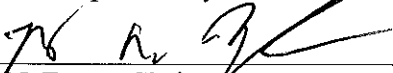
**WHEREAS**, a conflict of interest exist due to the fact that the Authority's current Legal Counsel, Cooper, Levenson, Attorneys-at-Law, provides Legal representation to Revel, and

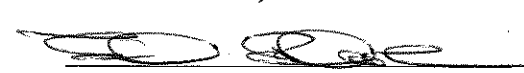
**WHEREAS**, due to this conflict of interest is necessary for the Authority to enlist another firm to provide the services, and

**WHEREAS**, the firm of McManimon, Scotland & Baumann, LLC, has certain expertise with the ERG and has in the past satisfactorily provided a variety of services to the Authority including some related to certain aspects of this Project and Application, and

**WHEREAS**, in order to facilitate the Authority's review of the Application, Revel has agreed to create and pre-fund an Escrow account and enter into an Escrow agreement providing for reimbursement of the Authority's Costs from that Escrow account.

**NOW, THEREFORE, BE IT RESOLVED**, by the Board of Commissioners of the Atlantic County Improvement Authority, that the Executive Director is authorized to enlist the services of McManimon, Scotland & Baumann, LLC to provide Legal Services required specifically for this Application and Project and that any and all cost incurred be paid solely from the Escrow Account Funded by Revel Entertainment Services, LLC.

  
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Roy M. Foster, Chairperson

  
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Edwin G. Blake, Secretary

**ADOPTED: November 14, 2012**

**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 14<sup>th</sup> day of November 2012.