

GLOUCESTER COUNTY UTILITIES AUTHORITY

RESOLUTION NO. 2022-054

RESOLUTION OF THE GLOUCESTER COUNTY UTILITIES AUTHORITY AUTHORIZING THE EXECUTION AND DELIVERY OF A SHARED SERVICES AGREEMENT WITH THE GLOUCESTER COUNTY IMPROVEMENT AUTHORITY IN CONNECTION WITH THE UNDERTAKING OF THE COUNTY REGIONAL WASTEWATER PROJECT; AND AUTHORIZING AND APPROVING CERTAIN ACTIONS IN CONNECTION THEREWITH

WHEREAS, the Gloucester County Utilities Authority ("Authority" or "GCUA"), the Gloucester County Improvement Authority ("GCIA"), the Township of Woolwich ("Woolwich") and the Borough of Swedesboro ("Swedesboro"; and, together with the Authority, the GCIA and Woolwich, the "Parties"), in an effort to meet their respective wastewater management plan requirements, have been working diligently to design, develop, construct and implement a cooperative, regional, governmental wastewater conveyance and treatment plan the will accommodate the significant wastewater management planning needs of all of the Parties now and into the future; and

WHEREAS, for such purpose, the Parties have heretofore entered into a Memorandum of Understanding (the "MOU") to, among other things, set for the outline for the development, construction and funding of a regional sewerage system, including pipes, pump stations and force mains to convey waste water, via a regional sewer conveyance system (the "Project"); and

WHEREAS, the Project includes, among other things: (i) in lieu of trucking leachate and other solid waste to the GCUA treatment plant, the construction of a pumping station and force main that will convey sewerage from the GCIA landfill to a new pump station to be constructed in Swedesboro ("GCIA Project"); (ii) the construction of a new pump station in Swedesboro, together with the construction of a new force main that will convey sewerage from the GCIA landfill and Swedesboro ("Swedesboro Project") to a to connect into a new force main (known as the "Mantua Main") located at the terminus of Route 322 and Garwin Road; (iii) the construction of a new pump station and fore main in Woolwich to convey sewerage through the Route 322 corridor in Woolwich to connect into the Mantua Main at the terminus of Route 322 and Garwin Road ("Woolwich Project"); and (iv) the construction of the new "Mantua Main" starting at the terminus of Route 322 and Garwin Road and extending along King's Highway to terminate at the GCUA's Edwards Run Interceptor, which Mantua Main will convey sewerage from the GCIA and Swedesboro as well as sewerage from the Woolwich ("Mantua Main Project"), 45% of the costs of which shall be specifically paid for by Woolwich ("Woolwich Share"), in each case as located and identified in the attached map included as Exhibit "A" to this resolution; and

WHEREAS, pursuant to the MOU, the Parties have agreed to certain terms related to the undertaking of construction for the various portions of the Project and the source of funding for same; and

WHEREAS, in particular, the Parties have each determined to contribute certain funding (borrowed or otherwise) to complete the Project and have, in the case of the GCIA Project, the Swedesboro Project and that portion of the Mantua Main Project not otherwise funded by the Woolwich Share (such projects are collectively referred to herein as the "Shared Projects"), previously authorized the GCIA to serve as project manager, on its own behalf, and on behalf of the other Parties; and

WHEREAS, in connection with the Shared Projects, the GCUA, the GCIA and Swedesboro have since made certain preliminary determinations relative to: (i) the initial sources of funding for such Shared Projects; and (ii) the relevant entity specifically authorized to procure, undertake and complete such Shared Projects; and

WHEREAS, specifically, the GCUA and the GCIA have determined that: (i) the GCUA shall provide preliminary funding for the Mantua Main Project not otherwise paid for by the Woolwich Share (referred to herein as the "Remaining Mantua Main Project"), with the understanding that the GCIA shall reimburse the GCUA for such preliminary funding upon the terms described in the Shared Serviced Agreement (as hereinafter defined); (ii) the GCUA shall coordinate with the GCIA for the design of and drawings for, and shall procure all contracts for the undertaking and completion of, the Remaining Mantua Main Project; (iii) the GCIA shall, if so requested, act as project manager on behalf of the GCUA for the completion of the Remaining Mantua Main Project; (iv) if so requested by the GCIA, (a) the GCUA shall provide preliminary funding for the GCIA Project and the Swedesboro Project, (b) the GCUA shall coordinate with the GCIA for the design of and drawings for, and shall procure all contracts for the undertaking and completion of, the GCIA Project and the Swedesboro Project; and (v) the GCIA, if so requested, shall act as project manager for the GCIA Project and the Swedesboro Project; and

WHEREAS, the Uniform Shared Services and Consolidation Act, N.J.S.A. 40A:65-1, et seq. ("Act") permits local units, including the GCUA and the GCIA to enter into contracts with each other for services that each are empowered to render within their jurisdiction; and

WHEREAS, pursuant to the Municipal and County Utilities Authorities Law, N.J.S.A. 40:14B-1 et seq. ("Utilities Authority Law"), the GCUA is empowered to develop, construct and finance certain waste water projects within the County of Gloucester ("County"), including the Shared Projects, and to enter into contracts and agreements to facilitate the same; and

WHEREAS, pursuant to the County Improvement Authorities Law, N.J.S.A. 40:37A-44, et seq. ("Authority Act"), the GCIA is empowered to develop, construct and finance "public facilities", including the Shared Projects, within the County for the good of the public; and

WHEREAS, in order to undertake, complete and fund the Shared Projects as described above, the GCUA and the GCIA have agreed that their mutual public purpose, as well as the best interests of the public, will be promoted by execution and delivery of a shared services agreement

("Shared Services Agreement") pursuant to the powers conferred upon each other by the Utilities Authority Law, the Authorities Act and the Act; and

WHEREAS, the Board of the Authority, pursuant to N.J.S.A. 40A:65-1, et seq., is hereby desirous of: (i) authorizing and approving the execution and delivery of the Shared Services Agreement with the GCIA; and (ii) the completion of any and all other required actions in connection with the obligations of the Authority under the Shared Services Agreement or necessary or required in connection with the undertaking and completion of the Shared Projects, all as set forth in this Resolution.

NOW, THEREFORE, BE IT RESOLVED BY THE GLOUCESTER COUNTY UTILITIES AUTHORITY, AS FOLLOWS:

Section 1. The execution and delivery of a Shared Services Agreement with the GCIA in order to formally memorialize the terms and conditions by which the Authority, the GCIA and Swedesboro will undertake, complete and fund the costs of the Shared Projects is hereby authorized and approved.

Section 2. The Executive Director of the Authority, or any other officer of the Authority who shall have the power to execute contracts pursuant to the Utilities Authority Law (collectively, the "Authorized Officers"), are each hereby authorized to execute and deliver to the Shared Services Agreement, with such changes as the Authority, in consultation with its professional advisors, shall deem necessary or appropriate, together with any and all agreements, instruments, certificates and documents necessary or desirable to effectuate the Shared Projects or the purposes described in the Shared Services Agreement (referred to herein as the "Shared Project Documents").

Section 3. The execution and delivery of the Shared Services Agreement and the Shared Project Documents, with such changes, additions or deletions as may be approved or recommended by the Authority's General Counsel, Special Counsel, Bond Counsel and the other professionals of the Authority, prior to the execution thereof, is hereby authorized and approved.

Section 4. The Authorized Officers are each hereby authorized and directed to undertake and complete any and all actions necessary or desirable to effectuate and complete the Shared Projects and to execute, acknowledge and deliver the Shared Services Agreement and the Shared Project Documents on behalf of the Authority. The execution of the Shared Services Agreement and the Shared Project Documents by the Authorized Officers shall conclusively evidence the Authority's approval of the terms thereof and no further ratification or other action by the Authority shall be required with respect thereto.

Section 5. The Authorized Officers are hereby jointly and severally authorized and directed to do and perform all things and execute all documents, instruments and certifications in the name of the Authority and to make all payments necessary or, in their opinion advisable, to enable the Authority to undertake and complete its obligations under the Shared Services Agreement or the Shared Project Documents and to carry out its obligations under the terms of this Resolution.

Section 6. If and to the extent that the Authority expends its own funds to fund or finance the costs of the Shared Projects, the Authority hereby declares its intent to reimburse itself from the proceeds of the bonds, notes or other obligations issued by the Authority for such purpose pursuant to Income Tax Regulation Section 1.150-2(e), promulgated under the Internal Revenue Code of 1986, as amended ("Code"), for "original expenditures", as defined in Income Tax Regulation Section 1.150-2(c)(2), made by the Authority prior to the issuance of such bonds, notes or other obligations.

Section 7. This Resolution shall take effect immediately upon adoption.

RECORDED VOTE

BOARD MEMBERS	AYES	NAYES	ABSTAIN	ABSENT
Walter Berglund	✓			
Thomas Bianco	✓			
Howard Bruner	✓			
Edward Coryell	✓			
Ralph Cossaboon				✓
Salvatore Fogarino	✓			
Richard Giuliani	✓			
Danielle Halpin	✓			
James Sabetta	✓			

GLOUCESTER COUNTY UTILITIES AUTHORITY

BY: Howard W. Bruner
HOWARD W. BRUNER, Chairman

ATTEST:

Walter Berglund
WALTER BERGLUND, SECRETARY

CERTIFICATION

The foregoing Resolution was duly adopted at a meeting of the Gloucester County Utilities Authority conducted on March 24, 2022 at its business office located at 2 Paradise Road, West Deptford, New Jersey, all of which is hereby certified.

GLOUCESTER COUNTY UTILITIES AUTHORITY

BY:



WALTER BERGLUND, Secretary

Exhibit "A"

4861-6240-9238, v. 2

AERIAL MAP OF GCUA/GCIA - SWEDESBORO & WOOLWICH FORCE MAIN

