



**REQUEST FOR QUALIFICATIONS FOR
BOND COUNSEL FOR THE
NEW JERSEY INFRASTRUCTURE BANK – ENVIRONMENTAL INFRASTRUCTURE
FINANCING PROGRAM
TO SERVE FOR A THREE-YEAR PERIOD (FY 2019, FY 2020 AND FY 2021)**

Date Issued: March 26, 2018

Question & Answer Cut-off Date: April 11, 2018

Proposals Due: April 25, 2018

GURBIR S. GREWAL

ATTORNEY GENERAL OF NEW JERSEY

MICHELLE L. MILLER

DIRECTOR, DIVISION OF LAW

STATE OF NEW JERSEY, DEPARTMENT OF LAW AND PUBLIC SAFETY, DIVISION OF LAW

Richard J. Hughes Justice Complex, 25 Market Street, P.O. Box 112 Trenton, N.J. 08625-0112

**REQUEST FOR QUALIFICATIONS (“RFQ”)
FOR BOND COUNSEL FOR THE
NEW JERSEY INFRASTRUCTURE BANK – ENVIRONMENTAL INFRASTRUCTURE
FINANCING PROGRAM
APPOINTMENT AS BOND COUNSEL FOR A THREE-YEAR PERIOD
FY 2019, FY 2020 AND FY 2021**

1.0 PURPOSE AND INTENT

The Attorney General of New Jersey, through the Department of Law and Public Safety, Division of Law (the “Attorney General”) serves as the legal representative and counsel for the departments, boards, offices, commissions and other instrumentalities of State government, its officers and employees, and represents the New Jersey Infrastructure Bank (the “NJIB”). Proposals are being sought by the Attorney General on behalf of the NJIB for bond counsel services in connection with the Environmental Infrastructure Financing Program (the “Environmental Financing Program”) for State Fiscal Year (“SFY”) 2019, SFY 2020 and the SFY 2021. You are invited to submit a proposal for appointment as Bond Counsel to provide legal advice and representation to the NJIB and the Department of Environmental Protection (“DEP”) in connection with the Environmental Financing Program for SFY 2019, SFY 2020 and SFY 2021 as described herein.

- 1.2 The Attorney General will designate one or more attorneys from the Division of Law in the Department of Law and Public Safety who will be the sole point(s) of contact for all matters pertaining to this engagement and who will oversee and coordinate the activities of Bond Counsel.
- 1.3 The firm selected to serve as Bond Counsel must comply with all local, State and federal laws, rules and regulations applicable to the engagement and to the services to be performed thereunder.
- 1.4 Compensation for the firm selected as Bond Counsel for this engagement shall be negotiated based upon the provisions set forth in Sections 4.0 and 5.0 below.
- 1.5 While the Attorney General and the NJIB are seeking Bond Counsel to serve for a three-year period, the Attorney General and the NJIB reserve the right to terminate the engagement of Bond Counsel at any time.

2.0 MINIMUM QUALIFICATIONS

AT A MINIMUM, RESPONDING FIRMS MUST HAVE THE FOLLOWING QUALIFICATIONS:

- (1) Experience as bond counsel for complex pooled financings.

- (2) Expertise in Federal Tax Law Matters as applicable to the types of obligations described herein.
- (3) Expertise in Federal Securities Law applicable to the types of obligations described herein.

Failure by a firm to meet these minimum requirements will result in the proposal's immediate rejection.

3.0 DETAILS OF PROPOSED TRANSACTIONS

3.1 General Description

The purpose of the NJIB's Environmental Financing Program is to provide financial assistance to New Jersey local government units and private water companies authorized to construct, operate and maintain environmental infrastructure systems. One way the NJIB fulfills its purpose is by participating with the DEP in the Environmental Financing Program. The NJIB makes loans to finance a portion of the costs of environmental infrastructure system projects that local governments and private water companies in New Jersey are authorized to undertake and which they may lawfully finance through borrowings. The DEP provides companion loans for these same projects.

The Environmental Financing Program has developed into several components: a highly complex and sophisticated pooled program with multiple issues based on the types of borrowers to be financed in any given year, a direct loan program for small unsophisticated borrowers, wherein the cost of participating in the pooled program may be unnecessarily onerous or costly, and a short-term loan program (any loans of limited duration entered into by the NJIB pursuant to N.J.S.A. 58:11B-9 et seq.). A short-term loan for the entirety of the estimated project cost is entered into upon a borrower's receipt of certification of an eligible project component, either at the planning stage of a contract (typically an engineering contract for project planning and design) or upon the DEP's issuance of an authorization to award the project construction contract. A short-term loan matures upon the earlier of completion of construction or the maximum term defined by statute (currently, three full fiscal years). The sources of funds for short-term loans are typically funds of the DEP appropriated to the NJIB and cash funds of the NJIB. In addition to these funds, the NJIB is in the process of establishing a short-term private line of credit (e.g., a bank line of credit), a commercial paper program or other similar short-term borrowing program (the "CP Program") supported by collateral that may include a liquidity facility or such other alternative funding vehicle. At maturity, the short-term loan is typically refinanced through two corresponding long-term loans, funded through the DEP from State funds and federal State Revolving Funds ("SRF") grant funds, and through NJIB bond proceeds. In the event of excess proceeds, or a desire on the part of borrowers to prepay their loans, existing long-term loans may need to be defeased upon request of the borrower and approval of the NJIB Board. When advisable, outstanding bond issues may be refunded through the issuance of refunding bonds. At times, bond

issues may be necessary for large complex projects, sold separate and apart from the annual pooled program.

The Environmental Financing Program's success is dependent upon the efforts and cooperation of many parties, inclusive of borrowers, their counsel and financial advisors, NJIB staff, NJIB's bond counsel and NJIB's financial advisor. The NJIB expects its Bond Counsel to play a key role in coordinating the efforts of the borrower's bond counsel and to assume full responsibility for managing the financing transactions to a successful conclusion. Bond Counsel will be expected to work on an on-going basis with the NJIB's staff, the NJIB's financial advisor and the Attorney General's office.

The Initial Project Lists containing information on prospective borrowers who may participate in the SFY 2019 Environmental Financing Program are attached hereto as Exhibit C. To obtain more information concerning the NJIB Environmental Financing Program, the following documents are available upon request to aid in the preparation of your firm's proposal from the person listed in Section 3.5 below:

- The NJIB's Environmental Financing Program SFY 2019 Financial Plan (May Report)
- The NJIB Act, N.J.S.A. 58:11B-1 et seq.
- Appropriation bills for the NJIB's Environmental Financing Program
- Financial addendum forms
- Examples of two (2) of the required escrow agreements
- Examples of loan agreements
- The 2017A-2 Official Statement
- Sample bond resolution

3.2 Method of Sale and Type of Obligations

Borrower Loans - Pursuant to N.J.S.A. 58:11B-9a.(4), all Borrowers in the Environmental Financing Program are required to pledge either a note, a bond or other obligation to each of the NJIB and the DEP to secure that Borrower's short-term and long-term loan payment obligations respectively to the NJIB and the DEP.

NJIB Bonds - It is anticipated that each issue of the NJIB's bonds will consist of fixed rate term bonds. Each issue of Bonds is required to be sold by public competitive sale. However, the NJIB has the authority to enter into a commercial paper program via negotiated sale.

3.3 Participation of Other Entities

The Initial Project Lists identifies the prospective borrowers who may be participating in the SFY 2019 Environmental Financing Program. These lists may be used for purposes of your conflict check. It should be noted that these lists do not include all the possible borrowers for the SFY 2019 Environmental Financing Program. Public Financial Management, Inc., Philadelphia, PA currently acts as financial advisor to the NJIB.

3.4 Applicable Laws and Regulations

Bond Counsel must be familiar with and perform its duties in accordance with the NJIB Act, N.J.S.A. 58:11B-1 et seq. and applicable regulations as they pertain to the issuance of bonds and the Environmental Financing Program.

3.5 Transcripts of Prior Proceedings

Copies of the entire transcript of the record of proceedings with respect to the NJIB's prior bond issues are available for inspection at the offices of the NJIB. For an appointment to review sample transcripts please contact:

David Zimmer, Executive Director
New Jersey Infrastructure Bank
3131 Princeton Pike
Building Four, Suite 216
Lawrenceville, N.J. 08648
(609) 219-8600

4.0 SELECTION OF BOND COUNSEL

4.1 Bond Counsel will be selected by the Attorney General, after consultation with the NJIB, in accordance with Executive Order No. 26 (Whitman 1994) and the Attorney General's Guidelines for the Selection of Bond Counsel and as further described in Section 8.0 herein.

4.2 If a firm is selected to serve as Bond Counsel for a transaction and such transaction does not close, the firm will not be permitted to submit a bill for the work done.

5.0 SCOPE OF SERVICES

In connection with the Bonds, which may be sold annually in one or more series, Bond Counsel will be expected to provide legal advice and representation concerning all aspects of the proposed financing transactions, including, but not limited to, the following:

5.1 Participation each year in two or more annual seminars held in January and/or February and April for expected participants in the Environmental Financing Program. The Presentation is to focus on Environmental Financing Program structure, loan covenants and Financial Addendum Form preparation.

5.2 Preparation of bond resolutions. Depending on the credit strength of the pool of borrowers and the need for bond insurance and/or loan insurance, it is anticipated that the NJIB will issue at least two tax-exempt bond issues in each State fiscal year, and

possibly at least one AMT bond issue and a taxable bond issue, each requiring a separate bond resolution, although the form of those resolutions, in all other respects, would be similar. The NJIB typically conducts two bond sales each year, one sale generally in May and the other sale generally in November.

- 5.3 Preparation (camera ready) of all notices of sale, summary notices of sale, preliminary official statements and official statements for bonds sold by the NJIB to fund the Environmental Financing Program, including review of all disclosure materials submitted by each borrower. Preparation of all necessary closing documents and delivery of all required opinions. Preparation and submission of all Uniform Commercial Code initial filings, with copies of the filings to be provided to NJIB staff. Providing the bond trustee and NJIB staff with all UCC filing information, including filing numbers, dates and jurisdictions.
- 5.4 In response to Security and Exchange Commission (“SEC”) requirements regarding secondary disclosure, evaluation and recommendations on the existing POS and OS disclosure and the procedure which the NJIB follows in meeting the SEC secondary disclosure requirements. Preparation of the continuing disclosure section of the NJIB’s preliminary and final official statements, in conjunction with NJIB compliance staff. Filing of all official statements and notices of termination on the Municipal Securities Rulemaking Board’s Electronic Municipal Market Access site, and providing copies of confirmation of filing to NJIB staff. Monitoring of any amendments to Rule 15c2-12 by the SEC and informing NJIB staff of the same.
- 5.5 Negotiation and preparation of all loan agreements and related documents required in connection with the closing of all NJIB and DEP loans to borrowers under the Environmental Financing Program. This includes the coordination with local bond counsel for each borrower of all aspects of the loan transactions including the issuance of the borrower’s bonds to the NJIB and the DEP and negotiation of opinions to be obtained for the NJIB and the DEP from the borrower’s bond counsel and general counsel.
- 5.6 Preparation and negotiation of escrow agreements and the conduct of escrow closings with respect to the pooled financing during the months of April and May for the bond sale generally held in May of each year and during the months of September and October for the bond sale generally held in November of each year. Note that the NJIB reserves the right to conduct escrow closings during any time of the year.
- 5.7 Preparation and negotiation of all short-term loan agreements and direct loan agreements and the conduct of all closings. Such documents include, but are not limited to, the following: short-term environmental financing program financial addendum form; long term environmental financing program financial addendum form; certified copy of proceedings by the borrower; specimen borrower note; form of bond resolution; form of resolution authorizing execution of escrow agreement; NJIB and Fund loan agreements; Fund loan exhibits; and form of award certificate and confirmatory resolution with respect to final terms of the bond sale.

- 5.8 Preparation and negotiation of bond defeasance documents when necessary.
- 5.9 Preparation and negotiation of a separate series for large single issue borrowers.
- 5.10 Preparation of various board action resolutions required for NJIB meetings in connection with the Environmental Financing Program.
- 5.11 Preparation of customary bond, arbitrage, tax and disclosure certificates required in connection with, and arrangement for, as well as management and conduct of the escrow closings, bond sale, the pre-closings and closings for the bonds and the underlying borrower loans.
- 5.12 Rendering of customary opinions to the NJIB, the DEP (if necessary), and various other parties (if necessary) in connection with the issuance of the bonds and the making of the loans, including the approving opinions, tax opinions and securities laws opinions, including opinions with respect to compliance with Rule 15c2-12, as amended.
- 5.13 Day-to-day advice on any issue relating to the Environmental Financing Program, the development of bond issues and related projects and transactions including all federal and state tax advice.
- 5.14 Day-to-day advice on any bond counsel issue in connection with any previously issued bonds, loans or projects of the NJIB, and attendance at all NJIB meetings and other functions involving the NJIB's activities.
- 5.15 Day-to-day advice on any issue relating to the establishment, implementation and management of the CP Program and of the direct purchase program to serve similar needs as the CP Program but allows that the NJIB the ability to draw funds as needed. Drafting of all required documents relating to the NJIB Program.
- 5.16 Day-to-day advice on any issues relating to the establishment of new financing programs (exclusive of the NJIB's transportation financing program).
- 5.17 The NJIB provides construction loans (a category of short-term Loans) for the majority of projects. Such projects receiving construction loans will receive long-term financing upon completion of construction or the maturity of the construction loan. The NJIB's current bond counsel is currently closing construction loans, many of which construction loans will mature in SFYs 2019, 2020 and 2021. The firm selected in accordance to this RFQ will be responsible for closing the long-term loans for such projects which received construction loans and will be required to provide the necessary opinions for such long-term financings.
- 5.18 Rendering of advice and opinions on federal and State tax implications which may arise with regard to the Environmental Financing Program or related projects.
- 5.19 Rendering of advice and opinions to the NJIB, and be available as necessary to confer with the NJIB's outside auditors, with regard to legal matters, bond issues, litigation or

any other issues that may arise in any of the annual audits of the NJIB's and/or the Environmental Financing Program.

- 5.20 Make available to the NJIB, on a daily basis, NJIB and Environmental Financing Program relevant data (e.g. borrower and project-related data in preparation of loan agreements and related documentation) in a digitally stored format. If available, the data will need to be accessible through one of the following suggested methods: (a) web services requests or API calls 24/7/365, with a minimum of 99.99% uptime over a one-year period or (b) XML or CSV daily export of data into a cloud storage service.

6.0 **REQUIRED COMPONENTS OF THE RFQ PROPOSAL**

Proposals must respond to each of the following requests in the order indicated. Please provide the information requested below for all counsel who may perform any of the requested services.

- 6.1 Complete the cover sheet attached as Exhibit B with the name, address of your firm, contact information for this proposal and the number attorneys in your firm.

6.2 Firm Profile and Experience

- A. Indicate the date your firm was established.
- B. Describe the legal services provided by your firm.
- C. Describe your firm's specialty and/or area(s) of expertise.
- D. Identify the number of employees in your firm (licensed attorneys; legal support staff; other support staff).
- E. Indicate whether you are a small firm. For the purposes of this RFQ, a small firm has less than twenty (20) full or part-time attorneys. Any firm with twenty (20) or more full or part-time attorneys will be deemed a medium/large firm.
- F. Describe the participation of women and minorities in your firm. Please note the number of women partners and associates and minority partners and associates and indicate the percentage of your firm that is owned by women and by minorities.
- G. Describe any special training or experience members of your firm possess that may assist in providing the requested legal services.
- H. Provide a description of your firm's presence in New Jersey. Note the location of each office, the number of attorneys resident in each office, whether they are

partners or associates and whether attorneys not licensed in the State of New Jersey will be assigned to provide any of the requested legal services if your firm is engaged as Bond Counsel pursuant to this RFQ.

- I. Identify any State agencies or departments represented by the firm during the last five (5) years. For each matter, provide the name of the State agency or department, a description of the matter, the dates of the engagement and the name and contact information of the State employee responsible for overseeing the work of the firm on that matter.
- J. Identify any State agencies or departments before or against which the firm has regularly appeared on behalf of other clients. Please note that the NJIB, as a public entity, is precluded by the Rules of Professional Conduct from waiving conflicts of interest. See RPC 1.7(a)(2) and RPC 1.7(b) (2).
- K. Describe the firm's approach to maintaining responsive communication with the Attorney General and keeping the State informed of problems and progress.
- L. Provide a representative listing of the firm's major private sector clients.
- M. Provide the name, address, telephone number, e-mail address, and facsimile number for the contact person in your firm.

6.3 Qualifications and Experience in Area of Law

Firms should provide the information set forth below for the issuance of the Bonds. Failure to meet the Minimum Qualifications will result in rejection of your proposal.

- A. Demonstrate specifically how the firm meets the Minimum Qualifications set forth above.
- B. Identify and give the office location of each attorney who practices in the areas of the law which are necessary in order to carry out the transactions described in this RFQ. Please indicate what percentage of your firm's practice is in these areas.
- C. List all attorneys in your firm that have at least five (5) years experience pertaining to these areas.
- D. The qualifications and experience of your firm to perform the required services in connection with this engagement: list and describe in detail up to three (3) examples in which your firm served as bond counsel or underwriter's counsel and which are representative of the qualifications of your firm to undertake the proposed assignment.
- E. State the qualifications and experience of the particular attorneys proposed to staff the assignment, including that of your tax counsel. These attorneys should have

worked on at least one of the matters mentioned in response to paragraph 6.3(D). Identify and describe in detail up to three (3) examples that demonstrate the qualifications of these individuals relevant to the anticipated assignment; indicate in each case the role the individual had in the matter and whether or not the individual participated in the matter on behalf of your firm; indicate in what jurisdictions such individuals are admitted to practice law.

In addition, for each member of your firm that would be involved in handling the matter as Bond Counsel on behalf of the NJIB, provide a detailed resume including information as to:

- (i) Education, including advanced degrees;
- (ii) Years and jurisdictions of admission to practice;
- (iii) Number of years engaged in practice pertaining to tax-exempt bonds;
- (iv) General work experience;
- (v) Any professional distinctions (e.g., certifications, teaching experience); and
- (vi) Office location of the attorney.

- F. Describe your firm's experience with short-term funding programs. Provide at least one (1) example of where your firm has been a participant in creating a short-term funding program for a municipal issuer.
- G. As to the members of your firm who would be involved in handling the representation as Bond Counsel, describe the role each would play in the representation and the approximate percentage of the work that each would perform. Percentages for junior lawyers may be listed separately or in the aggregate.

6.4 Other Qualification Information

- A. Identify all adverse determinations against your firm or any of its partners, associates or employees or persons acting on its behalf, with respect to actions, proceedings, claims or complaints of any kind under any local, state or Federal laws, regulations, court rules, or Rules of Professional Conduct.
- B. Identify and describe in detail any indictments, convictions or civil offenses arising directly or indirectly from the conduct of business by your firm or any of its partners, associates, employees, or agents.
- C. Identify any material arrangements, relationships, associations, employment or other contacts that may cause a conflict of interest or the appearance of a conflict of interest if your firm acts as counsel to the NJIB. Disclosure of any professional relationship which your firm may have with any of the prospective borrowers listed on the attached Initial Project Lists, with particular attention to any engagement as bond counsel or trustee's counsel in regard to any bond issue of

any such borrowers and identify any prior work that your firm participated in with the NJIB. The Initial Project Lists contain lists of the prospective borrowers who may be participating in the SFY 2019 Environmental Financing Program and may be used for purposes of your conflict check. It should be noted that these lists do not include all the possible borrowers for the SFY 2019 Environmental Financing Program. When these borrowers are identified subsequent to award, you will be precluded from representing them.

- D. Identify your firm's malpractice insurer and describe the insurance limits.
- E. Outside Counsel Guidelines. Counsel designated as Bond Counsel and retained on any specific matter shall be required to comply with the Outside Counsel Guidelines ("Guidelines") available for review at: <http://www.nj.gov/oag/law/pdf/rfqs/oag-dol-Outside-Counsel-Guidelines.pdf>. The Guidelines may be updated from time to time. Such updates will be available at the same link. If your firm is designated as Bond Counsel, by submitting a proposal, you agree that whenever your firm is retained, it shall abide by the Guidelines as written, as well as with any updates that may be made during the term.
- (a) Conflict of Interest. Section III of the Guidelines requires that counsel be free of any conflict of interest. Please note that the NJIB, as a public entity, is precluded by the Rules of Professional Conduct from waiving conflicts of interest. See RPC 1.7(a)(2) and RPC 1.7(b)(2). If your firm is designated as Bond Counsel, you have a continuing obligation during the term to disclose to the Attorney General of New Jersey any actual or potential conflicts. Additionally, retained counsel shall not disclose any confidential information learned or received in any way as part of a retention, either during the retention or at any time after the retention has concluded.
- (b) Monthly Billing. Bond Counsel is expected to submit invoices for services rendered to the NJIB on a monthly basis. All submitted invoices must comply with the Guidelines.
- (c) Costs. Special Counsel shall have resources sufficient to advance all costs, including the costs of any necessary experts. Billing for costs shall be done in accordance with the Guidelines.
- F. Confirm that upon selection as special counsel your firm will provide the updated Ownership Disclosure, Affirmative Action Supplement with Affirmative Action Employee Information Report and the certifications required by Public Law 2005, Chapters 51 and 271, Executive Order 117 (Corzine 2005) and Public Law 2012, Chapter 25 as further explained in Exhibit A. These forms are initially required by the RFQ and then required by law again at any designation or retention.

6.5 Additional Requirements for all Office of the Attorney General, Division of Law Retention Agreements

The Additional Requirements set forth in Exhibit A are material terms of any retention resulting from this RFQ.

6.6 Fees

A. Firms should submit their proposed fee for attorneys, paralegals or other persons, such as law clerks, to be charged on an hourly basis, including the percentage discount the proposed hourly fee represents from your customary hourly fee for similar work. Bond Counsel fees do not include reimbursables, such as computer time, telephone charges, postage, travel, duplicating, etc. Reasonable expenses will be reimbursed to your firm in accordance with the Outside Counsel Guidelines. The Outside Counsel Guidelines available for review at: <http://www.nj.gov/oag/law/pdf/rfqs/oag-dol-Outside-Counsel-Guidelines.pdf>. If the fee proposals submitted by all qualified responders are in excess of those deemed reasonable by the Attorney General, a lower fee may be negotiated.

B. Evaluation Assumptions:

Each proposal submitted in response to this RFQ, should assume that in each fiscal year there will be 100 short-term loans, of which 60 will receive long-term loan financing via a pooled financing within the same fiscal year and that remaining 40 short-term loans will be converted to long-term financing subsequent to the expiration of the three-year term of this engagement. Additionally, in each fiscal year, assume that there will be: (1) two pooled financing consisting of 60 bond and escrow closings representing 55 borrowers; (2) 5 direct loan agreements; (3) 10 defeasances; and (4), if market conditions warrant, a single refunding transaction consisting of 20 current NJIB loans.

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C. Indicate by year your proposed upper limit (“cap”) on the amount of the fees for legal services:

	SFY 2019	SFY 2020	SFY 2021
1. Base fee cap for each short-term Loan issued (assume 100 borrowers)	\$	\$	\$
2. Fee cap for each Bond sale	\$	\$	\$
3. Base fee cap for additional simultaneous new issue bond sale.	\$	\$	\$
4. Base fee cap for each borrower within a bond pooled financing for the first 80 borrowers	\$	\$	\$
5. Incremental fee cap for each borrower identified in #3 above in excess of 80 borrowers (i.e. borrowers 81 and above)	\$	\$	\$
6. Base fee cap for additional bond sale for large private borrowers	\$	\$	\$
7. Fee cap for legal services relevant to pooled financings and short-term loans	\$	\$	\$
8. Fee cap for each defeasance (assume 15 defeasances)	\$	\$	\$
9. Fee cap for each direct loan (assume 10 direct loans)	\$	\$	\$
10. Fee cap for each CP Program closing	\$	\$	\$
11. Fee cap for each refunding issue (assume up to 20 borrowers)	\$	\$	\$
12. Fee cap for each refunding issue (assume more than 20 borrowers)	\$	\$	\$

Please understand that any deviation from the fee caps established for the scope of services described in Section 5.0 of this RFQ will be considered only as the result of unforeseeable substantial changes in the structure or circumstances of the

transaction as agreed upon and approved by the NJIB and the Attorney General or his/her designee.

7.0 PROPOSAL SUBMISSION

7.1 A. One (1) original executed copy and five (5) sealed copies of the proposal must be marked “Bond Counsel RFQ for NJIB – Environmental Infrastructure Financing Program” and delivered no later than 3:00 p.m. on Wednesday, April 25, 2018 to the following:

Kavin K. Mistry (1 original and 3 copies)
Assistant Attorney General
DIVISION OF LAW
ROBERT J. HUGHES JUSTICE COMPLEX
First Floor-West Wing
P.O. Box 112
25 Market Street
Trenton, New Jersey 08625-0112

David Zimmer, Executive Director (2 copies)
New Jersey Infrastructure Bank
3131 Princeton Pike
Building Six, Suite 201
Lawrenceville, NJ 08648
(609) 219-8600

Proposals may not be delivered by fax or e-mail.

B. An electronic copy of the proposal must also be submitted Assistant Attorney General Kavin K. Mistry in PDF format on a CD.

7.2 The Attorney General will accept questions pertaining to this RFQ from all potential bidders electronically. Questions shall be directed to Kavin K. Mistry, Assistant Attorney General, Division of Law at the following e-mail address:

RFQUESTIONS@DOL.LPS.STATE.NJ.US

Please note that the “subject” line of your e-mail must specifically reference this RFQ as follows: “Bond Counsel RFQ for NJIB – EIFP.”

Questions will be accepted until **3:00 pm on Wednesday, April 11, 2018.**

- 7.3 In the event the Attorney General determines that additional clarification to this RFQ or additional information is necessary, the Attorney General reserves the right to hold a conference call with eligible firms for the purpose of providing the same.
- 7.4 In the event that it becomes necessary to clarify or revise this RFQ, such clarification or revision will be by addendum. Any addendum to this RFQ will become part of this RFQ and part of any designation of a firm as Bond counsel as a result of this RFQ.

ALL RFQ ADDENDA WILL BE POSTED ON THE DEPARTMENT OF LAW AND PUBLIC SAFETY'S WEBSITE.

It is the sole responsibility of the bidder to be knowledgeable of all addenda related to this RFQ.

- 7.5 The Attorney General reserves the right to interview the most qualified firms responding to this RFQ prior to making a final selection.
- 7.6 The Attorney General reserves the right to reject any and all proposals received in response to this RFQ, when determined to be in the State's best interest, and to waive minor noncompliance in a proposal, modify or amend, with the consent of the submitting firms, any statement, and to effect any agreement deemed by the Attorney General to be in his best interest, or in the best interests of the Division of Law. The Attorney General further reserves the right to make such investigations as he deems necessary as to the qualifications of any and all firms submitting proposals in response to this RFQ. In the event that all proposals are rejected, the Attorney General reserves the right to re-solicit proposals.
- 7.7 All documents and information submitted in response to this RFQ generally shall be made available to the general public as required by applicable law.
- 7.8 The State will not be responsible for any expenses in the preparation and/or presentation of the proposals and oral interviews, if any, or for the disclosure of any information or material received in connection with the solicitation, whether by negligence or otherwise.
- 7.9 Failure by a firm to meet the Minimum Qualifications set forth in Section 2.0 will result in the proposal's immediate rejection.

8.0 SELECTION PROCESS

- 8.1 All proposals will be reviewed to determine responsiveness. The Attorney General may reject non-responsive proposals without evaluation, but may waive minor non-compliance. An Evaluation Committee will evaluate responsive proposals. The Evaluation Committee will have a minimum of three (3) members and may include a representative(s) from NJIB. The following evaluation criteria categories, separate or combined in some manner, and not necessarily listed in order of significance, will be used to evaluate proposals received in response to this RFQ.

- Knowledge and experience of named attorneys as applicable with:
 - State laws relevant to bonds;
 - Federal securities, tax and other laws relevant to bonds;
 - Experience with complex pooled financings;
- Knowledge and experience of the firm with bond work and similar transactions;
- Resources of the firm;
- Approach to communication with the Division of Law;
- Past experience of the State and the NJIB (formerly known as the New Jersey Environmental Infrastructure Trust) with the firm and/or named attorneys; and
- Fees.

8.2 Proposals will be ranked based on the above criteria. Bond Counsel will be selected by the Attorney General in consultation with the NJIB. The Attorney General reserves the right to reject any and all responses to the RFQ; waive any requirements or minor informalities; modify or amend, with the consent of the submitting firms, any statement; and to effect any agreement deemed by the Attorney General to be in his best interest, or in the best interests of the NJIB.

9.0 ADDITIONAL TERMS

9.1 No endorsement: Designation as Bond Counsel does not constitute an endorsement by the State of New Jersey, the Attorney General nor the Department of Law and Public Safety.

9.2 Effect of RFQ response: A response to this RFQ will not bind or otherwise obligate the State of New Jersey to engage the responding firm as Bond Counsel.

9.3 Attorney General's Authority Not Constrained: Nothing in this RFQ is intended to limit or constrain the discretion of the Attorney General in exercising any authority, duty, prerogative or power established or recognized by the State Constitution, statutes, Executive Orders, regulations, or case law.

9.4 Designation as Bond Counsel: Selection of a firm as Bond Counsel will not bind or otherwise obligate the State to retain the listed firm for legal services. Selection of a firm as Bond Counsel will not guarantee any other form of employment or engagement.

10.0 SPECIAL COUNSEL DESIGNATIONS AND RETAINER AGREEMENTS

A firm selected pursuant to this RFQ with the approval of the Attorney General and the Governor, will be the subject of a special counsel designation, pursuant to N.J.S.A. 52:17A-13.

10.1 Special Counsel Designation. A firm selected pursuant to this RFQ with the approval of the Attorney General and the Governor, will be the subject of a special counsel designation, pursuant to N.J.S.A. 52:17A-13. A firm may not represent the NJIB unless it is given a special counsel designation. A special counsel designation, however, is not a

retention for a specific matter and does not entitle a firm to be retained for a specific matter. The terms and conditions set forth in this RFQ shall be the terms and conditions of the special counsel designation.

11.0 **REMOVAL**

The Attorney General determines, in his sole discretion, may remove the selected law firm from the engagement as Bond Counsel, after written notice is provided to the law firm. Other than this written notice, nothing in this RFQ creates any rights, entitlements, privileges, or presumptions in favor of a law firm that would constrain the Attorney General's authority to remove a firm from being Bond Counsel.

Attachments: Exhibit A – Additional Requirements for all Office of the Attorney General,
Division of Law Retention Agreements
Exhibit B – Cover Sheet
Exhibit C – Initial Project Lists

Exhibit A to Special Counsel Retention Agreements

These additional terms and conditions are required by law, as indicated herein (Additional Terms) and shall be executed by the Special Counsel prior to the Division of Law executing any Special Counsel Retention Agreement with the Division of Law on behalf of any of its clients. These Additional Terms shall be incorporated into any Special Counsel Retention Agreement (Retention Agreement) executed by the Division of Law and Special Counsel.

I. Special Counsel shall complete the following forms or otherwise satisfy the following requirements prior to the State executing a Retention Agreement with Special Counsel:

A. Ownership Disclosure

The Ownership Disclosure addresses the requirements of N.J.S.A. 52:25-24.2, for any contract or retention agreement and must be completed and submitted either with the proposal or with the signed Retention Agreement. The Retention Agreement cannot be finalized by the Division of Law unless and until the Ownership Disclosure is properly completed and accepted. The form can be downloaded from the Department of Treasury website under the heading Vendor Forms. It is located at:

<http://www.state.nj.us/treasury/purchase/forms/OwnershipDisclosure.pdf>

B. Affirmative Action Supplement with Affirmative Action Employee Information Report

The Affirmative Action Supplement with Affirmative Action Employee Information Report addresses the requirements of N.J.S.A. 10:5-31 to -34 and N.J.A.C. 17:27.3.1 et seq., for any contract or retention agreement. The Special Counsel agrees that and the Special Counsel must either:

1. complete and submit the Employee Information Report either with the proposal or with the signed Retention Agreement. The Retention Agreement is not completed unless and until the form is properly completed and submitted to the Division of Law, as well as to the Contract Compliance and Audit Unit within the New Jersey Department of Treasury, Division of Purchase and Property and long with a \$150.00 check. The form can be downloaded from the Department of Treasury website under the heading Vendor Forms:

http://www.state.nj.us/treasury/purchase/forms/AA_%20Supplement.pdf

The instructions for the form are available at:

<http://www.state.nj.us/treasury/purchase/forms/EmployeeInformationReportInstructions-aa302ins.pdf>;

or

2. present a currently Certificate of Employee Information Report issued by the Contract Compliance and Audit Unit within the New Jersey Department of Treasury, Division of Purchase and Property; or
3. present a copy of its existing federally approved or sanctioned affirmative action report.

C. New Jersey Business Registration

Pursuant to N.J.S.A. 52:32-44 (b), Special Counsel must either

1. submit with the signed Retention Agreement a copy of a valid New Jersey Business Registration. If the business is not already registered with the New Jersey Division of Revenue, registration can be completed on line at the Division of Revenue website:

<http://www.state.nj.us/treasury/revenue/busregcert.shtml>;

or

2. advise that a copy of the valid New Jersey Business Registration is on file with the Division of Law.

D. Certification of Non-Involvement in Prohibited Activities in Iran

Pursuant to N.J.S.A. 52:32-58, Special Counsel must certify that neither Special Counsel, nor one of its parents, subsidiaries, and/or affiliates (as explained in N.J.S.A. 52:32-56(e)(3)), is listed on the Department of the Treasury's List of Persons or Entities Engaging in Prohibited Investment Activities in Iran and that neither is involved in any of the

investment activities set forth in N.J.S.A. 52:32-56(f). If Special Counsel is unable to so certify, Special Counsel shall provide a detailed and precise description of such activities. The form is on the fifth page of the pdf available at: <http://www.state.nj.us/treasury/purchase/forms/StandardRFPForms.pdf>

E. New Jersey State W-9 and Vendor Questionnaire – NJStart Vendor Registration

No Special Counsel shall be paid unless Special Counsel has properly completed New Jersey State W-9 and Vendor Questionnaire on file with the State.

If Special Counsel has previously submitted a State of New Jersey W-9 and Vendor Questionnaire, it need not be submitted again. If at any time Special Counsel will need to revise its W-9 for any reason, including firm name, address, TIN, Special Counsel shall be required to register to use NJStart and make the revisions to the W-9 and Vendor Questionnaire in the NJSmart system.

If Special Counsel does not have a New Jersey State W-9 and Vendor Questionnaire on file with the State, the Special Counsel shall be required to register to use NJStart and make the revisions to the W-9 and Vendor Questionnaire in the NJSmart system.

General Information, including an explanatory video about NJSmart is available at:

<http://www.state.nj.us/treasury/purchase/vendor.shtml>

Use this link to register for or access the NJSmart system:

<https://www.njstart.gov/bs/>

F. Two-Year Chapter 51/Executive Order 117 Certification and Disclosure of Political Contributions

Prior to entering any Retention Agreement retention agreement under which the State will pay more than \$17,500 to the Business Entity proposed as the Special Counsel, the Business Entity shall submit the Certification and Disclosure form, certifying that no contributions prohibited by Chapter 51 have been solicited or made by the Business Entity and reporting all contributions the Business Entity made during the preceding four years to any political organization organized under 26 U.S.C. §527 of the Internal Revenue Code that also meets the definition of a “continuing political committee” within the mean of N.J.S.A. 19:44A-3(n) and N.J.A.C. 19:25-1.7. Additional information about Chapter 51 and Executive Order 117 is available at:

<http://www.state.nj.us/treasury/purchase/forms/eo134/CH51-FAQ.pdf>

<http://www.state.nj.us/treasury/purchase/forms/eo134/PayToPlay.pdf>

The required form and instructions for completion and submission to the Deputy Attorney General prior to the finalization of the Retention Agreement are available for on the New Jersey Division of Purchase and Property’s website, under the heading “Political Contributions Compliance” at:

<http://www.state.nj.us/treasury/purchase/forms/eo134/Chapter51.pdf>

If the Special Counsel has a currently valid Two-Year Chapter 51/Executive Order 117 Vendor Certification it may be submitted instead of a new form.

Special Counsel is required, on a continuing basis, to report any contributions and solicitations Special Counsel makes during the term of the Retention Agreement, and any extension(s) thereof, at the time any such contribution or solicitation is made. Failure to do so is a breach of the Retention Agreement.

Special Counsel’s failure to submit the form will preclude the Division of Law’s countersignature of the Retention Agreement. The State Treasurer or his designee shall review the Disclosures submitted by the Special Counsel pursuant to this section, as well as any other pertinent information concerning the contributions or reports thereof by the intended Special Counsel, prior to award, or during the term of the retention agreement. If the State Treasurer determines that any contribution or action by the Special Counsel violated Chapter 51 and EO 117 the State Treasurer shall disqualify the Special Counsel from award of such contract. If the State Treasurer or his designees determines that any contribution or action constitutes a breach of contract that poses a conflict of interest, pursuant to Chapter 51 or EO 117, the State Treasurer shall disqualify the Special Counsel from award of such contract.

G. Disclosure Requirement of P.L. 2005, c. 271

Pursuant to P.L. 2005, c.271 ("Chapter 271") every Business Entity contracting with the State is required to disclose its (and its principals') political contributions within the immediately preceding twelve (12) month period. No prospective Special Counsel will be precluded from being retained by virtue of the information provided in the Chapter 271 disclosure, provided the form is fully and accurately completed. Prior to being retained, the Special Counsel anticipated to be selected will be required to submit Chapter 271 disclosures if the cost of Retention Agreement is anticipated to be in excess of \$17,500. This requirement is in addition to the requirements of Chapter 51 and EO 117. The form is available for your review at:

<http://www.state.nj.us/treasury/purchase/forms/CertandDisc2706.pdf>

II. Special Counsel Certification

A. Source Disclosure Certification

Special Counsel's execution of these Additional Terms to the Retention Agreement will confirm that Special Counsel agrees, in accordance with Executive Order 129 (2004) and N.J.S.A. 52:34-13.2 (P.L.2005, c. 92), that all services performed for the Retention Agreement shall be performed within the United States. In the event that all services performed for the Retention Agreement shall NOT be performed within the United States, Special Counsel shall send the Deputy Attorney General who executes the Retention Agreement a letter that states with specificity the reasons why the services cannot be so performed. Any such letter shall require review and approval pursuant to N.J.S.A. 52:34-14.2 prior to execution of this Retention Agreement or the delivery of the services which will not be performed within the US.

III. The Special Counsel acknowledges that the Retention Agreement is subject to the following terms and conditions:

A. Breach of Requirements of Chapter 51 and Executive Order 117 (2008) (Also referred to as "Pay to Play Restrictions," N.J.S.A. 19:44A-20.13 to -20.25, or Executive Order 134(2004))

In order to safeguard the integrity of State government procurement by imposing restrictions to insulate the negotiation and award of State contracts, including retention agreements, from political contributions that pose the risk of improper influence, purchase of access, or the appearance thereof, the Legislature enacted P.L. 2005, c.51 (codified at N.J.S.A. 19:44A-20.13 to -20.25) (Chapter 51), on March 22, 2005, effective retroactive to October 15, 2004, superseding the terms of Executive Order 134(2004). In addition, on September 24, 2008, Executive Order 117 was issued and made effective on November 15, 2008 (EO 117) which set forth additional limitations on the ability of executive branch agencies to contract with business entities that have made or solicited certain contributions.

Thus, pursuant to the requirements of Chapter 51 and EO 117, it shall be a material breach of the terms of the Retention Agreement for Special Counsel to do any of the following during the term of the Retention Agreement:

1. make or solicit a contribution in violation of the Chapter 51 or EO 117;
2. knowingly conceal or misrepresent a contribution given or received;
3. make or solicit contributions through intermediaries for the purpose of concealing or misrepresenting the source of the contribution;
4. make or solicit any contribution on the condition or with the agreement that it will be contributed to a campaign committee or any candidate of holder of the public office of Governor, or of Lieutenant Governor, or to any State, county or municipal party committee, or any legislative leadership committee;
5. engage or employ a lobbyist or Special Counsel with the intent or understanding that such lobbyist or Special Counsel would make or solicit any contribution, which if made or solicited by the business entity itself, would subject that entity to the restrictions of Chapter 51 or EO117;
6. fund contributions made by third parties, including Special Counsels, attorneys, family members, and employees;

7. engage in any exchange of contributions to circumvent the intent of the Chapter 51 or EO 117;or
8. directly or indirectly through or by any other person or means, do any act which would subject that entity to the restrictions of the Chapter 51 or EO 117.

B. New Jersey Conflict of Interest Law

The New Jersey Conflict of Interest Law, N.J.S.A. 52:13D-12 et seq. and Executive Order 189 (1988), prohibit certain actions by persons or entities which provide goods or services to any State Agency. Specifically:

1. No Special Counsel shall pay, offer to pay, or agree to pay, either directly or indirectly, any fee, commission, compensation, gift, gratuity, or other thing of value of any kind to any State officer or employee or special State officer or employee, as defined by N.J.S.A. 52:13D-13b. and e., in the Department of the Treasury or any other agency with which such Special Counsel transacts or offers or proposes to transact business, or to any member of the immediate family, as defined by N.J.S.A. 52:13D-13i., of any such officer or employee, or any partnership, firm, or corporation with which they are employed or associated, or in which such officer or employee has an interest within the meaning of N.J.S.A. 52:13D-13g.
2. The solicitation of any fee, commission, compensation, gift, gratuity or other thing of value by any State officer or employee or special State officer or employee from any Special Counsel shall be reported in writing forthwith by Special Counsel to the Attorney General and the Executive Commission on Ethical Standards.
3. No Special Counsel may, directly or indirectly, undertake any private business, commercial or entrepreneurial relationship with, whether or not pursuant to employment, contract or other agreement, express or implied, or sell any interest in such Special Counsel to, any State officer or employee or special State officer or employee having any duties or responsibilities in connection with the purchase, acquisition or sale of any property or services by or to any State agency or any instrumentality thereof, or with any person, firm or entity with which he is employed or associated or in which he has an interest within the meaning of N.J.S.A. 52:13D-13g. Any relationships subject to this provision shall be reported in writing forthwith to the Executive Commission on Ethical Standards, which may grant a waiver of this restriction upon application of the State officer or employee or special State officer or employee upon a finding that the present or proposed relationship does not present the potential, actuality or appearance of a conflict of interest.
4. No Special Counsel shall influence, or attempt to influence or cause to be influenced, any State officer or employee or special State officer or employee in his official capacity in any manner which might tend to impair the objectivity or independence of judgment of said officer or employee.
5. No Special Counsel shall cause or influence, or attempt to cause or influence, any State officer or employee or special State officer or employee to use, or attempt to use, his official position to secure unwarranted privileges or advantages for the Special Counsel or any other person.
6. The provisions cited above in paragraph H(I). through H(V) shall not be construed to prohibit a State officer or employee or special State officer or employee from receiving gifts from or contracting with Special Counsel under the same terms and conditions as are offered or made available to members of the general public subject to any guidelines the Executive Commission on Ethical Standards may promulgate.

C. Obligation to Maintain Records

Special Counsel shall maintain all records for products and/or services delivered against the contract for a period of five (5) years from the date of final payment under the Retention Agreement unless otherwise specified in the Retention Agreement. Such records shall be made available to the State, including the Comptroller, for audit and review upon request.

D. Affirmative Action and Equal Employment Requirements:

Pursuant to N.J.A.C. 17:27-3.5 Special Counsel agrees that:

1. Special Council or its or subcontractor, where applicable, will not discriminate against any employee or applicant for employment because of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Except with respect to affectional or sexual orientation and gender identity or expression, Special Counsel will ensure that equal employment opportunity is afforded to such applicants in recruitment and employment, and that all employees are treated during employment, without regard to their age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex. Such equal employment opportunity shall include, but not be limited to, the following: employment, upgrading, demotion, or transfer; recruitment or recruitment advertising; layoff or termination; rates of pay or other forms of compensation; and selection for training, including apprenticeship. Special Counsel agrees to post in conspicuous places, available to employees and applicants for employment, notices to be provided by the public agency compliance officer setting forth provisions of this nondiscrimination clause;
2. Special Counsel or subcontractor, where applicable, will, in all solicitations or advertisements for employees placed by or on behalf of Special Counsel, state that all qualified applicants will receive consideration for employment without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex;
3. Special Counsel or subcontractor will send to each labor union, with which it has a collective bargaining agreement, if any, a notice, to be provided by the agency contracting officer, advising the labor union of the Special Counsel's commitments under this chapter and shall post copies of the notice in conspicuous places available to employees and applicants for employment; and
4. Special Counsel or subcontractor, where applicable, agrees to comply with any regulations promulgated by the Treasurer pursuant to N.J.S.A.10:5-31 et seq., as amended and supplemented from time to time, and codified at N.J.A.C. 17:27-1.1 et seq.

Further, pursuant to N.J.A.C. 17:27-3.7, Special Counsel agrees that:

1. Special Counsel and its subcontractor, if any, agrees to make good faith efforts to meet targeted county employment goals established in accordance with N.J.A.C. 17:27-5.2.
2. Special Counsel and its subcontractor, if any, agrees to inform in writing its appropriate recruitment agencies including, but not limited to, employment agencies, placement bureaus, colleges, universities, and labor unions, that it does not discriminate on the basis of age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, and that it will discontinue the use of any recruitment agency which engages in direct or indirect discriminatory practices.
3. Special Counsel and its subcontractor, if any, agrees to revise any of its testing procedures, if necessary, to assure that all personnel testing conforms with the principles of job-related testing, as established by the statutes and court decisions of the State of New Jersey and as established by applicable Federal law and applicable Federal court decisions.
4. In conforming with the targeted employment goals, Special Counsel and its subcontractor, if any, agrees to review all procedures relating to transfer, upgrading, downgrading and layoff to ensure that all such actions are taken without regard to age, race, creed, color, national origin, ancestry, marital status, affectional or sexual orientation, gender identity or expression, disability, nationality or sex, consistent with the statutes and court decisions of the State of New Jersey, and applicable Federal law and applicable Federal court decisions.

IV. Special Counsel is hereby notified of the following:

A. Chapter 271 Annual Disclosure Statement Filing Requirement

If Special Counsel receives contracts in excess of \$50,000 from a public entity during a calendar year, Special Counsel is responsible to file an annual disclosure statement on political contributions with the New Jersey Election Law Enforcement Commission (ELEC), pursuant to N.J.S.A. 19:44A-20.13 (P.L. 2005, c. 271, section 3) It is Special Counsel's responsibility to determine if filing is necessary. Failure to so file can result in the imposition of financing penalties by ELEC. Additional information about this requirement is available from ELEC at (888)313-3532 or <https://wwwnet1.state.nj.us/lpd/elec/ptp/p2p.html>

The form to be filed annually is available at: <https://wwwnet1.state.nj.us/lpd/elec/ptp/Filing.aspx>

B. Set-off for State Taxes

Pursuant to N.J.S.A. 54:49-19 et seq. (P.L. 1995, c159), and notwithstanding the provision of any other law to the contrary, whenever any taxpayer, partnership or S corporation under contract to provide goods or services or construction projects to the State of New Jersey or its agencies or instrumentalities, including the legislative and judicial branches of State government, is entitled to payment for those goods or services at the same time a taxpayer, partner or shareholder of that entity is indebted for any State tax, the Director of the Division of Taxation shall seek to set off so much of that payment as shall be necessary to satisfy the indebtedness. The amount set-off shall not allow for the deduction of any expense or other deduction which might be attributable to the taxpayer, partner, or shareholder subject to set-off under this Act.

The Director of the Division of Taxation shall give notice of the set-off to the taxpayer, partner or shareholder and provide an opportunity for a hearing within thirty (30) days of such notice under the procedures for protests established under N.J.S.A. 54:49-19. No request for conference, protest, or subsequent appeal to the Tax Court from any protest shall stay the collection of the indebtedness.

Special Counsel hereby agrees to these Additional Term and Conditions:

Special Counsel Signature: _____

Special Counsel Name: _____

Special Counsel Firm: _____

Date: _____



EXHIBIT B:
COVERSHEET, AGREEMENT AND CERTIFICATION FOR
STATE OF NEW JERSEY DEPARTMENT OF LAW & PUBLIC SAFETY, DIVISION OF LAW
PROPOSAL FOR SPECIAL COUNSEL DESIGNATION

Name of Special Counsel RFQ to which you are responding:

PROPERTY ACQUISITION AND CONDEMNATION PROPOSAL

Firm Name: _____

Firm Address: _____

Number of Attorneys in the Firm: _____

Attorney to Contact for this Proposal: _____

Telephone Number of Contact for this Proposal: _____

Email Address of Contact for this Proposal: _____

AGREEMENT AND CERTIFICATION

By submitting this proposal:

I agree, on behalf of my firm, that my firm will abide by the Outside Counsel Guidelines available at: <http://www.nj.gov/oag/law/rfqs.htm> and with any updates thereto during the term of a Special Counsel Designation and in the event that my firm is retained by the Division of Law.

I understand that in the event that my firm is selected and receives a Special Counsel Designation, the Special Counsel Designation is not a guarantee that my firm will be retained for any matter.

I agree that in the event that my firm receives a Special Counsel Designation and is retained, my firm shall bill at the rates [set forth in the RFQ/set forth in the Special Counsel Designation], and that the rates shall not increase during the term of the Special Counsel Designation.

I am confirming all of the Statements in the RFQ that my firm is required to confirm.

I warrant that I have the authority to bind my firm to the Proposal submitted and to any retention my firm may receive as a result.

I certify that the information in this proposal has been reviewed by me and is true and accurate to the best of my knowledge.

Signature of Contact Attorney

Date

EXHIBIT C
INITIAL PROJECTS LIST

**Combined Base SFY2019/Superstorm Sandy Interim Clean Water Financing Program
Disaster Relief Emergency Financing (Statewide Assistance Infrastructure Loan (SAIL)) Program
Fourth Amended SFY2018 Clean Water Interim Financing Program
Project Priority List**

Alphabetical Order

Rank	Applicant	Project Number	Project Name	Appropriation Amount
Supplemental Loans				
	Burlington Township	S340712-14-1	Sewer Rehabilitation	\$ 200,000
	Manasquan Borough	S340450-01-1	Electrical system, Bulkheads, Stormwater, PS Improvement	\$ 2,110,000
	Mendham Township	S340477-01-1	Effluent Disposal Repair	\$ 2,154,000
	North Hudson Sewer Authority	S340952-19-1	Combined Sewer Improvements	\$ 700,000
	Ventnor City	S340667-02-1	Stormwater Management	\$ 5,000,000
	Wanaque Valley Reg. Sewer Authority	S340780-04-1	2013 Proposed Improvements	\$ 1,500,000
	Warren Township Sewer Authority	S340964-02-1	Fox Hill West & Heather Lane Pump Station	\$ 350,000
	Supplemental Loans: #	7	Subtotal:	\$ 12,014,000

Sandy and Base Projects				
661	Aberdeen Township	S340869-02	Sanitary Sewer and PS Upgrades	\$ 9,000,000
199	Allentown Borough	S340567-05	Sewer Plant Modifications	\$ 3,112,994
915	Asbury Park City	S340883-08	Sewer Plant	\$ 63,000,000
77	Atlantic County Utilities Authority	S340809-23	Treatment Plant Resiliency Project (SANDY)	\$ 11,040,000
312	Atlantic County Utilities Authority	S340809-24	Pump Station Resiliency	\$ 800,000
77	Atlantic County Utilities Authority	S340809-25	Seawall (SANDY)	\$ 17,520,000
77	Atlantic County Utilities Authority	S340809-26	Sewage Treatment Plant Mitigation Projects	\$ 1,500,000
524	Atlantic County Utilities Authority	S340809-28	Sewer Sludge Incinerator Improvements	\$ 4,100,000

312	Atlantic County Utilities Authority	S340809-29	Replace a portion of Brigantine Force Main	\$ 4,300,000
813	Avon By The Sea Borough	S340335-03	Sylvan Lake Water Quality Project	\$ 12,488,850
58	Bayonne City	S340399-31	Stormwater Management Facilities and Park Improvements	\$ 1,618,539
74	Bayshore Regional Sewer Authority	S340697-05	Waste Water Treatment Plant Restoration and Resiliency (SAIL)	\$ 28,200,000
74	Bayshore Regional Sewer Authority	S340697-06	Restoration / Mitigation of Blower Bldg. & Power Distribution System (SAIL)	\$ 15,100,000
166	Beach Haven Borough	S344220-01	Stormwater Pump replacement and drainage	\$ 2,038,640
837	Bellmawr Borough	S342011-02	Waterfront Development Remediation	\$ 68,400,000
197	Berkeley Township	S344020-02	Water Quality Retention Basin at Moorage Park	\$ 905,063
726	Berkeley Township	S340969-12	Stormwater/Equipment	\$ 706,150
476	Bradley Beach Borough	S340472-01	Sewer Main Installation and Repairs - Phase I	\$ 2,700,000
799	Bradley Beach Borough	S340472-02	Bradley Boulevard Stormwater Rehab	\$ 2,590,050
329	Brick Township Municipal Utilities Authority	S340448-11	Wastewater Pump Station Rehabilitation - Phase II	\$ 5,278,297
329	Brick Township Municipal Utilities Authority	S340448-12	Sanitary Sewer Manhole Rehabilitation a	\$ 4,824,000
435	Brigantine City	S340827-04	Emergency Generators (SANDY)	\$ 3,300,000
765	Brigantine City	S340827-05	Flood Control and Pump Station Improvements (SANDY)	\$ 4,600,000
765	Brigantine City	S340827-06	Municipal System Improvements	\$ 1,001,066
692	Burlington City	S340140-01	Stormwater Pump upgrades	\$ 1,700,000
383	Burlington Township	S340712-16	Sanitary Sewer Rehabilitation	\$ 960,000
27	Camden City	S340366-07	2014 Sanitary/Combined Sewer Rehab / Replacement Project	\$ 59,000,000
27	Camden City	S340366-12	Cooper Street Pump Station	\$ 2,300,000
27	Camden City	S340366-13	Rehabilitation of Arch Street Pump Station	\$ 12,000,000
27	Camden City	S340366-14	Rehabilitation of Ten (10) Combined Sewer Outfalls.	\$ 9,370,000

27	Camden City	S340366-15	Rehabilitation of Combined Sewer Outfalls and Regulator Chambers	\$ 13,330,000
19	Camden County Municipal Utilities Authority	S340640-16	Wastewater Treatment Plant Improvements	\$ 13,300,000
3	Camden County Municipal Utilities Authority	S340640-17	Reduce Potential for CSOs within City	\$ 3,500,000
33	Camden County Municipal Utilities Authority	S340640-18	Phase I upgrades, improve/sustain optimal wastewater performance (SANDY)	\$ 84,030,000
1	Camden County Municipal Utilities Authority	S340640-19	Camden City Green and Grey Infrastructure Project, Phase 4	\$ 11,500,000
2	Camden County Municipal Utilities Authority	S340640-20	Camden City Green Infrastructure	\$ 6,500,000
11	Camden County Municipal Utilities Authority	S340640-21	Camden City Waterfront Stormwater Pumping Station	\$ 32,500,000
11	Camden County Municipal Utilities Authority	S340640-22	Upgrades to Camden City's Combined Sewer Overflow System	\$ 13,000,000
11	Camden County Municipal Utilities Authority	S340640-23	Dredging Of Camden City's Combined Sewer Overflows To Reduce Combined Sewage Flooding	\$ 13,000,000
4	Camden County Municipal Utilities Authority	S340640-24	Upgrade of Camden County Wastewater Treatment Plant to Increase Wet Weather Capacity	\$ 6,500,000
4	Camden County Municipal Utilities Authority	S345040-01	Camden City and Gloucester City Long Term CSO Control Plan	\$ 1,049,636
936	Camden County PCFA	S342025-01	Pennsauken Sanitary Landfill Expansion and Liner Enhancement Project	\$ 14,060,804
918	Carteret Borough	S340939-07	Dredge sediment & construct bulkhead / slope stabilization	\$ 9,000,000
740	Carteret Borough	S340939-09	Noe Street Stormwater Pump Station Construction (SANDY)	\$ 15,010,000
625	Cinnaminson Sewerage Authority	S340170-08	Taylor's Lane Sewer Extension (SANDY)	\$ 1,160,000
92	Cliffside Park Borough	S340847-04	Combined Sewer Separation	\$ 5,300,000
697	Cranford Township	S340858-04	Stormwater constr. various locations to improve drainage/prevent flooding	\$ 12,000,000
629	Cumberland County	S340438-01	Downe Wastewater Infrastructure	\$ 16,000,000

136	Delran Township	S340794-08	Replace existing sand filter @ Waste Water Treatment Plant & rehab Twps. Fifth St Pump Station	\$ 2,000,000
702	Dunellen Borough	S340916-03	Flood Mitigation Project	\$ 2,599,998
847	Edison Township	S342020-01	Edison Landfill Closure	\$ 13,000,000
356	Egg Harbor Township Municipal Utilities Authority	S340753-06	FAA Pump Station Reconstruction	\$ 700,000
53	Elizabeth City	S340942-13	Western Interceptor Modifications	\$ 13,146,000
53	Elizabeth City	S340942-17	South Street Flood Control Project (SANDY)	\$ 5,500,000
32	Elizabeth City	S340942-19	Trumbull Street Flood Control Project	\$ 7,700,000
53	Elizabeth City	S345070-01	City of Elizabeth Combined Sewer Overflow Long Term Control Plan	\$ 4,000,001
454	Emerson Borough	S340497-01	Small System Asset Management Plan	\$ 100,000
341	Franklin Township Sewerage Authority	S340839-07	Foxwood Drive Area - South Crossing I&I Reduction	\$ 1,960,000
451	Glen Ridge Borough	S340861-03	GR-Procurement-Sewer Cleaning Truck	\$ 445,849
179	Gloucester City	S345090-01	Combined Sewer Overflow Asset Management Plan	\$ 1,000,000
171	Gloucester City	S340958-08	Various Sewer Projects	\$ 2,100,000
922	Gloucester County Improvement Authority	S342016-03	Cell 14 Construction	\$ 13,893,240
520	Gloucester County Utilities Authority	S340902-13	Incinerator #2 Upgrades	\$ 14,040,000
189	Gloucester County Utilities Authority	S340902-14	Bio-Solids Handling Facility Upgrade to CHP (SANDY)	\$ 45,000,000
193	Gloucester County Utilities Authority	S340902-15	Combined Heat & Power	\$ 7,250,000
213	Gloucester County Utilities Authority	S340902-16	Primary Clarifier Equipment Replacement	\$ 2,100,000
515	Gloucester County Utilities Authority	S340902-17	Sludge Drying System	\$ 10,000,000
720	Gloucester Township	S340364-11	Flood Mitigation (SANDY)	\$ 1,700,000
720	Gloucester Township	S340364-15	Gloucester Township Stormwater Improvements	\$ 1,450,000
630	Greenwich Township	S340359-02	Installation of a collector sewer in vicinity of the Village of Stewartville	\$ 2,200,000
126	Hackensack City	S340923-12	Combined Sewer Separation, Phase 2	\$ 6,000,000

789	Highlands Borough	S340901-03	Stormwater System Improvements (Current Project)	\$ 6,250,000
226	Hightstown Borough	S340915-05	UV Disinfection System	\$ 1,400,000
86	Hoboken City	S340635-06	Acquisition, Remediation, & Construction on 6 Acre Park & Outfall (SANDY)	\$ 33,000,000
86	Hoboken City	S340635-07	Resilient Green Infrastructure for CSO Reduction	\$ 5,000,000
37	Hoboken City	S340635-08	Southwest Resiliency Park - Acquisition, Rehabilitation	\$ 6,600,000
214	Howell Township	S344040-02	Freewood Acres & Route 9 Sanitary Sewer Extension	\$ 14,500,000
98	Jersey City	S340928-30	Street Cleaning Equipment	\$ 2,711,000
44	Jersey City Municipal Utilities Authority	S340928-15	Phase 3 & 4 Sewer Improvements (SANDY)	\$ 41,000,000
44	Jersey City Municipal Utilities Authority	S340928-16	Sixth Street Combined Sewer Outfall (SANDY)	\$ 9,500,000
44	Jersey City Municipal Utilities Authority	S340928-17	Regulator, Outfall and Solid Flow (SANDY)	\$ 14,160,000
44	Jersey City Municipal Utilities Authority	S340928-18	Claremont Carteret outfall replacement (SANDY)	\$ 5,600,000
44	Jersey City Municipal Utilities Authority	S340928-19	East Side Plant repairs, improve (SANDY)	\$ 7,500,000
44	Jersey City Municipal Utilities Authority	S340928-20	Outfall Chambers (SANDY)	\$ 7,200,000
167	Jersey City Municipal Utilities Authority	S340928-21	Sewer Pipe Replacement / Phase V Combined Sewage Overflow Study	\$ 12,000,000
609	Jersey City Municipal Utilities Authority	S340928-22	Green Infrastructure	\$ 750,000
123	Jersey City Municipal Utilities Authority	S340928-23	3 Pump Stations Flood Hardening Improvements	\$ 1,846,000
123	Jersey City Municipal Utilities Authority	S340928-24	Phase 1/2 Sewer Rehabilitation	\$ 22,200,000
123	Jersey City Municipal Utilities Authority	S340928-27	Green Infrastructure- Martin Luther King Drive Tree Trenches	\$ 500,000
167	Jersey City Municipal Utilities Authority	S340928-28	Van Winkle Ave. San. Sewer Rehab.	\$ 2,700,000
167	Jersey City Municipal Utilities Authority	S340928-29	Carteret Ave. Sewer Replacement	\$ 15,360,000

167	Jersey City Municipal Utilities Authority	S340928-31	54 inch JCMUA/PVSC FORCEMAIN REPAIR	\$	11,059,600
834	Jersey City Redevelopment Agency	S340928-25	Jersey Avenue Park Redevelopment Plan - Phase 1/2	\$	14,069,063
834	Jersey City Redevelopment Agency	S340928-26	Jersey Avenue Park Redevelopment Plan - Phase 2	\$	12,600,000
258	Kearny Municipal Utilities Authority	S340259-07	Pump Station Rehabilitation (SAIL)	\$	6,500,000
61	Kearny Town	S340259-11	Dukes St Stormwater Pump Station	\$	17,000,000
905	Kearny Town	S340259-12	Redev of recreational complex as a modern artificial turf complex	\$	18,200,000
284	Little Egg Harbor Municipal Utilities Authority	S340579-02	Twin Lakes Blvd Sewer Main Replacement	\$	4,250,000
284	Little Egg Harbor Municipal Utilities Authority	S340579-03	Little Egg Harbor Sewer Main Replacement	\$	7,700,000
284	Little Egg Harbor Township	S340579-04	Mystic Island Drainage Improvements - Phase 2	\$	1,714,000
224	Little Egg Harbor Township	S344060-02	Twin Lakes Blvd. Drainage Improvements	\$	4,200,000
682	Logan Township Municipal Utilities Authority	S340123-01	0.50 MGD Water Reclamation Facility Expansion	\$	8,100,000
487	Long Beach Township	S340023-07	Sewer Main Replacement	\$	4,600,000
280	Manasquan River Regional Sewerage Authority	S340911-03	Equipment Replacement	\$	660,000
645	Marlboro Township	S340268-02	Harbor Rd. Wastewater Pump Station	\$	964,250
479	Medford Lakes Borough	S340319-03	Collection System Lining Improvements	\$	11,000,000
265	Mendham Township	S340477-01	Mendham East Wastewater Treatment Facility Conversion	\$	2,500,000
415	Middlesex Borough	S340698-02	Sanitary Sewer Main Improvements	\$	2,568,750
302	Middlesex County Utilities Authority	S340699-12	Restoration and Flood Mitigation (SAIL)	\$	93,000,000
302	Middlesex County Utilities Authority	S340699-13	Restoration and Flood Mitigation (SAIL)	\$	40,000,000
302	Middlesex County Utilities Authority	S340699-14	Main Truck Sewer Rehab Phase II	\$	18,250,000
717	Middletown Township	S340097-01	Shadow Lake Restoration Project	\$	4,500,000
934	Milltown Borough	S340102-01	Milltown Ford Ave Redevelopment	\$	21,000,000
934	Milltown Borough	S340102-04	Ford Avenue Redevelopment	\$	5,500,000
133	Millville City	S340921-07	Wastewater Treatment Plant Upgrade Phase II	\$	12,000,000

309	Monmouth County Bayshore Outfall Authority	S340325-04	Force Main Assessment and Rehabilitation	\$ 2,600,000
361	Montclair Township	S340837-03	Sanitary Sewer Collection System Rehabilitation-SFY 2016	\$ 1,700,000
296	Montclair Township	S340837-04	Sanitary Sewers refurbishment 2017	\$ 1,700,000
704	New Jersey Water Supply Authority	S340421-01	D&R Canal Dredging	\$ 56,800,000
250	New Jersey Water Supply Authority	S340421-02	Round Valley Reservoir Structures Refurbishment and Resource Preservation	\$ 82,822,000
21	Newark City	S340815-22	Queen Ditch Restoration	\$ 10,500,000
21	Newark City	S340815-24	Structural evaluation & rehab of 350 miles of small diameter sewers	\$ 21,000,000
15	Newark City	S340815-25	Green Infrastructure for the Sewer System	\$ 400,000
21	Newark City	S340815-26	Improvements to the Peddie Combined Sewer Overflow	\$ 3,300,000
15	Newark City	S340815-27	Greenstreet Projects for the City of Newark	\$ 3,800,000
35	North Bergen Municipal Utilities Authority	S340652-14	Woodcliff Additional Improvements	\$ 23,000,000
444	North Haledon Borough	S340229-02	Small System Asset Management Plan	\$ 100,000
99	North Hudson Sewer Authority	S340952-22	W1234 Solids/Floatables (CSO)	\$ 18,000,000
99	North Hudson Sewer Authority	S340952-23	Phase II Sanitary Sewer System Upgrades	\$ 3,100,000
99	North Hudson Sewer Authority	S340952-24	Rehabilitate sewers @ Hamilton Ave & JFK Blvd	\$ 3,000,000
107	North Hudson Sewer Authority	S340952-28	Collection System Improvements	\$ 1,700,000
107	North Hudson Sewer Authority	S340952-29	2017 River Road Wastewater Treatment Plant Improvements	\$ 1,300,000
107	North Hudson Sewer Authority	S340952-30	2017 Adams Street Wastewater Treatment Plant Improvements	\$ 23,200,000
107	North Hudson Sewer Authority	S345190-01	Combined Sewer Long Term Control Plan	\$ 6,000,000
206	North Wildwood City	S340663-07	Street and Utility Reconstruction - Sewer (SANDY)	\$ 32,872,570

534	North Wildwood City	S340663-08	Street and Utility Reconstruction - Stormwater (SANDY)	\$ 32,872,570
439	Northfield City	S340508-01	Davis Avenue Pump Station Upgrade	\$ 270,000
160	Northwest Bergen County Utilities Authority	S340700-13	STP Upgrades	\$ 5,200,000
331	Northwest Bergen County Utilities Authority	S340700-14	Midland Park Force Main Installation	\$ 3,694,000
331	Northwest Bergen County Utilities Authority	S340700-15	Wastewater Pump Station Improvements	\$ 7,000,000
160	Northwest Bergen County Utilities Authority	S340700-16	Wastewater Treatment Plant Improvements	\$ 3,900,000
255	Northwest Bergen County Utilities Authority	S340700-17	Security System Upgrades	\$ 800,000
236	Ocean County	S344080-09	Manufactured Treatment Devices	\$ 1,300,000
232	Ocean County	S344080-10	Camera Pipe Line Inspection Truck System - Equipment	\$ 250,000
232	Ocean County	S344080-11	Mechanical Street Sweeper - Equipment	\$ 350,000
378	Ocean County Utilities Authority	S340372-58	AW1610 South Island Beach Interceptor (CI-1A) and South Island Interceptor (SI-11) Rehabilitation	\$ 4,431,000
76	Ocean County Utilities Authority	S340372-59	AW1611 Area Wide Clarifier Rehabilitation	\$ 6,956,586
245	Ocean Gate Borough	S344180-01	Storm Sewer MTD	\$ 2,600,000
369	Ocean Township Sewer Authority	S340750-12	Interlaken Pump Station reconstruction (SANDY)	\$ 4,100,000
366	Ocean Township Sewer Authority	S340750-13	2016 Collection System Improvements	\$ 550,000
366	Ocean Township Sewer Authority	S340750-14	Asbury Avenue and Longview Pump Stations Rehabilitation	\$ 2,500,000
338	Old Bridge Municipal Utilities Authority	S340945-14	2015 Sewage Pump Station Upgrades	\$ 2,610,000
139	Passaic Valley Sewerage Commission	S340689-23	Standby Power Generating Facility (SAIL)	\$ 150,000,000
149	Passaic Valley Sewerage Commission	S340689-25	Administration Building Rehab	\$ 9,100,000
149	Passaic Valley Sewerage Commission	S340689-30	Sump Pump Relocation (SAIL)	\$ 3,700,000
149	Passaic Valley Sewerage Commission	S340689-31	Sodium Hypochlorite Storage Replacement	\$ 4,000,000
149	Passaic Valley Sewerage Commission	S340689-32	Newark Bay Outfall (SANDY)	\$ 10,000,000
149	Passaic Valley Sewerage Commission	S340689-33	Weatherproof tunnel locations incl HVAC for ventilation (SAIL)	\$ 80,000,000

149	Passaic Valley Sewerage Commission	S340689-34	Waste Pump Station Upgrades	\$ 2,900,000
114	Passaic Valley Sewerage Commission	S340689-35	Administration Building Green Infrastructure Entry Plaza	\$ 400,000
114	Passaic Valley Sewerage Commission	S340689-36	Green Car Wash	\$ 250,000
<i>139</i>	<i>Passaic Valley Sewerage Commission</i>	<i>S340689-37</i>	<i>Substation "M" Replacement (SAIL)</i>	<i>\$ 13,400,000</i>
139	Passaic Valley Sewerage Commission	S340689-38	Final Clarifier Concrete Rehabilitation Project (SANDY)	\$ 21,000,000
139	Passaic Valley Sewerage Commission	S340689-39	Heat Treatment Plant Supernatant Return Pipe Lining (SANDY)	\$ 4,816,000
<i>139</i>	<i>Passaic Valley Sewerage Commission</i>	<i>S340689-40</i>	<i>Plant wide Replacement & Relocation of Electrical Switchgear and MCCs (SAIL)</i>	<i>\$ 123,300,000</i>
<i>148</i>	<i>Passaic Valley Sewerage Commission</i>	<i>S340689-41</i>	<i>Perimeter Flood Wall (SAIL)</i>	<i>\$ 97,000,000</i>
<i>139</i>	<i>Passaic Valley Sewerage Commission</i>	<i>S340689-42</i>	<i>Storm Water Collection Systems (SAIL)</i>	<i>\$ 21,500,000</i>
<i>139</i>	<i>Passaic Valley Sewerage Commission</i>	<i>S340689-43</i>	<i>Storm Water Pumping Stations (SAIL)</i>	<i>\$ 43,600,000</i>
138	Passaic Valley Sewerage Commission	S340689-44	Wallington Pump Station Rehabilitation Project	\$ 852,605
510	Passaic Valley Sewerage Commission	S340689-45	Sludge Storage Improvements	\$ 1,457,000
510	Passaic Valley Sewerage Commission	S340689-46	Decant Facility Improvements	\$ 1,936,731
137	Passaic Valley Sewerage Commission	S340689-47	Headworks Reconstruction Project	\$ 94,965,434
139	Passaic Valley Sewerage Commission	S345200-01	Combined Sewer Overflow Long Term Control Planning (SANDY)	\$ 8,000,000
139	Passaic Valley Sewerage Commission	S345200-02	Asset Management Plan (SANDY)	\$ 2,000,000
40	Paterson City	S340850-05	CSO 023 Elimination- Sewer Separation at Second Avenue	\$ 1,935,000
40	Paterson City	S340850-06	21st Avenue Sewer Reconstruction	\$ 2,161,100
40	Paterson City	S340850-07	West Railway Sewer Reconstruction	\$ 2,137,200
69	Paterson City	S345210-01	Investigation of Tributary Sewers from Adjacent Municipalities (SANDY)	\$ 200,000
782	Paulsboro Borough	S340164-01	Replace storm sewer along Thomson & Wood Aves.	\$ 2,750,000
117	Perth Amboy City	S340435-11	Replace pumps, relocate elect equip, to improve resiliency	\$ 6,459,351
95	Perth Amboy City	S340435-13	The Paving of Parking Lots C and RDH (GI)	\$ 850,000

117	Perth Amboy City	S340435-14	CSO Reparation (Pulaski Ave / Parker St. / State Street)	\$	2,608,000
70	Perth Amboy City	S340435-17	Second Street Corridor Project	\$	4,418,400
117	Perth Amboy City	S345220-01	CSO Permit Development of Long Term Control Plan	\$	1,000,000
722	Plainfield Municipal Utilities Authority	S340240-06	Transfer Station Improvement	\$	11,675,000
298	Pleasantville City	S340752-03	Pleasantville Various Projects	\$	3,135,562
543	Plumsted Township	S340607-03	Advanced WW treatment & collection system	\$	27,000,000
244	Point Pleasant Beach Borough	S344190-02	Little Silver Lake Drainage Improv. Project	\$	3,000,000
270	Princeton Borough	S340656-08	System-wide Sanitary Sewer Rehabilitation	\$	4,300,000
748	Princeton Borough	S340656-10	Cherry Valley Road Improvement Project	\$	2,068,160
7	Rahway Valley Sewerage Authority	S340547-14	Replace existing digester tank covers & mixers; replacing gas flares	\$	9,500,000
10	Rahway Valley Sewerage Authority	S340547-15	Trucked-in Waste Receiving Station	\$	2,588,518
385	Raritan Township Municipal Utilities Authority	S340485-11	HCRHS Sewer Relocation Project	\$	500,308
186	Raritan Township Municipal Utilities Authority	S340485-12	Main Treatment Plant Improvements 2016	\$	4,900,000
65	Ridgefield Park Village	S345230-01	Planning for Long Term Control Plan CSO	\$	800,002
809	Riverdale Borough	S340729-02	Equipment Purchase	\$	289,789
113	Riverside Sewerage Authority	S340490-01	Primary Digester Mixing System	\$	840,000
323	Rockaway Valley Regional Sewer Authority	S340821-06	Old Jersey Trunk Sewer Replacement	\$	8,000,000
234	Rockaway Valley Regional Sewer Authority	S340821-07	Rehab four existing final clarifiers	\$	8,200,000
333	Rockaway Valley Regional Sewer Authority	S340821-09	West Main Street Sewer Repair	\$	2,200,000
394	Roselle Borough	S340332-02	Cleaning & lining of sanitary sewer	\$	3,800,000
185	Roxbury Township	S340381-07	Treatment Plant & Pump Station Improvements	\$	7,500,000
443	Runnemede Borough	S340363-06	Sanitary Sewer slip-lining at various locations	\$	1,800,000
217	Rutgers University	S340500-01	Busch Cogeneration Plant Upgrade	\$	32,400,000

217	Rutgers University	S340500-02	Upgrade of RBHS co-Generation Plant	\$ 44,501,400
838	Seaside Park Borough	S340083-03	Decommissioning of Well #7	\$ 103,000
207	Seaside Park Borough	S344200-02	Barnegat Bay Watershed. Green Infra. Reconstruction of Parking Lots 1-3	\$ 2,800,000
618	Secaucus Town	S340029-04	Born street pump station Improvements (SANDY)	\$ 2,600,000
827	Secaucus Town	S342021-01	Malanka Landfill Closure	\$ 22,600,000
506	Ship Bottom Borough	S340311-03	Sewer Main Replacement Project	\$ 4,700,000
759	Somers Point City	S340618-02	Stormwater Improvements	\$ 5,500,000
129	Somerset Raritan Valley Sewer Authority	S340801-07	Stormwater control facility to eliminate sewage discharge	\$ 20,134,080
528	Somerset Raritan Valley Sewer Authority	S340801-08	Rehab of Sludge Incinerator #2	\$ 16,500,000
946	Somerville Borough	S342013-01	Green Seam Restoration	\$ 11,500,000
352	<i>South Monmouth Regional Sewer Authority</i>	<i>S340377-04A</i>	<i>Pump Station Improvements (SAIL)</i>	<i>\$ 6,981,600</i>
194	Stafford Township	S344100-03	Neptune Basin Expansion	\$ 5,600,000
200	Stony Brook Regional Sewer Authority	S340400-10	Dewatered Sludge Handling Pump Replacement Project	\$ 5,100,000
498	Sussex Borough	S340155-02	Sewer Force Main	\$ 550,000
934	Sussex County Municipal Utilities Authority	S342008-05	Landfill Life Extension Project	\$ 13,000,000
293	Tuckerton Borough	S340034-03	Heron Road Sewer Main Replacement Project	\$ 1,405,206
763	Ventnor City	S340667-03	Flood Walls (SANDY)	\$ 2,000,000
380	Vernon Township	S340745-03	Vernon Township Asset Management Assessment and Plan Plan	\$ 100,000
390	West Deptford Township	S340947-05	Replacement of Pump Stations 4 and 6	\$ 1,300,000
121	West Milford Municipal Utilities Authority	S340701-12	Emergency Power Generator Install (SANDY)	\$ 350,000
696	West Wildwood Borough	S340626-05	Storm Sewer Improvements to Avenues P, Q, R, S & Mueller Avenue	\$ 1,890,000
336	Western Monmouth Utilities Authority	S340128-05	Route 79 Pump Station and Force Main Replacement	\$ 4,300,000
237	Western Monmouth Utilities Authority	S340128-06	Pine Brook Sewage Treatment Plant Improvements	\$ 12,100,000

695	Wildwood City	S340664-05	Stormwater Remediation of Pacific Avenue	\$ 15,300,000
281	Willingboro Municipal Utilities Authority	S340132-08	Collection System Resiliency (SANDY)	\$ 1,900,000
359	Winslow Township	S340895-10	Various Sanitary Sewer System Rehab	\$ 1,517,473
607	Woolwich Township	S340432-01	New Collection System & Treatment	\$ 15,092,956
	Sandy and Base Amended SFY2018 SFY2019			
	CW Projects: #	231	Subtotal	\$ 2,753,690,441
	Total Clean Water Projects: #	238	Total Clean Water Projects:	\$ 2,765,704,441

**Combined Base SFY2019/Superstrom Sandy Interim Drinking Water Financing Program
and Fourth Amended SFY2018 Drinking Water Interim Financing Program Project Priority List
Project Priority List**

Alphabetical Order

Rank	Applicant	Project Number	Project Name	Appropriation Amount
Supplemental Loans				
	North Jersey District Water Supply Commission	1613001-017-1	Wanaque South Pump Station Upgrade	\$ 3,600,000
	Supplemental Loans: #	1	Subtotal:	\$ 3,600,000

Sandy and Base Projects				
343	Aberdeen Township	1330004-001	Woodfield Area Water System Rehabilitation	\$ 3,900,000
14	ADTI Housing Corporation	2103002-001	Chlorination system	\$ 400,000
373	Allentown Borough	1302001-002	Elevated Water Tank Improvements	\$ 549,100
504	Allentown Borough	1302001-003	Water Meter Replacement	\$ 664,938
189	Allentown Borough	1302001-004	Water Treatment Plant Improvements	\$ 2,328,960
44	Atlantic City Municipal Utilities Authority	0102001-006	1 MG Storage Tank Sand Blasting and painting	\$ 2,100,000
339	Bayonne Municipal Utilities Authority	0901001-006	Aqueduct Replacement	\$ 12,000,000
144	Bellmawr Borough	0404001-005	Improvements to WTP	\$ 500,000
220	Bellmawr Borough	0404001-006	Various Water System Improv.	\$ 2,300,000

183	Berkeley Township Municipal Utilities Authority	1505004-009	Installation of new well #4 with WM to connect to WTP	\$ 2,200,000
183	Berkeley Township Municipal Utilities Authority	1505004-007	Well #4 Phase II Production Well	\$ 700,000
28	Bordentown City	0303001-008	Upgrade Treatment Plant	\$ 2,200,000
466	Brick Township Municipal Utilities Authority	1506001-012	Meter Replacement	\$ 5,420,000
178	Brick Township Municipal Utilities Authority	1506001-009	Breton Woods Water Main Replacement - Phase I	\$ 5,928,760
247	Brick Township Municipal Utilities Authority	1506001-007	Chlorine Disinfection System Relocation	\$ 3,800,000
280	Brick Township Municipal Utilities Authority	1506001-010	Hydrant Replacement in Baywood Section	\$ 1,160,000
179	Brick Township Municipal Utilities Authority	1506001-011	Granular Activated Carbon Treatment Addition	\$ 20,890,000
278	Brick Township Municipal Utilities Authority	1506001-008	Undersized Water Main Replacement Cedar Park East and West	\$ 6,550,000
336	Brick Township Municipal Utilities Authority	1506001-013	Water Main Stream Crossings Replacement	\$ 4,188,419
434	Brielle Borough	1308001-004	Brielle Drinking Water Storage Tanks Project	\$ 4,876,800
242	Brigantine City	0103001-501	Installation of generators @ well (SANDY)	\$ 2,900,000
7	Buttonwood Mobile Home Park	0301001-001	Buttonwood system	\$ 318,000
94	Camden City	0408001-022	Install potable wells/flr elevations @ Morris Delair WTP	\$ 1,400,000
73	Camden City	0408001-021	New Auto Meter Reading Equip for entire City	\$ 1,800,000
194	Cape May City	0502001-004	Well 5 Replacement for the Sands Aquifer	\$ 2,200,000
240	Clementon Borough	0411001-001	Rehab of Gibbsboro Water Main (White Horse Pike & White Horse Rd.)	\$ 500,000
279	Clementon Borough	0411001-002	Rehab of well 9 including slip lining to improve conveyance	\$ 1,400,000
357	Clinton Town	1005001-006	Lebanon Borough Water Main Replacements - Phase II through Phase V	\$ 4,300,000
549	Clinton Town	1005001-007	Replace Water Meters	\$ 4,277,804
259	Clinton Town	1005001-008	Well #4 Water Production Facility	\$ 1,500,000

565	Clinton Town	1005001-009	Well #7 Improvements & Well #14 Decommissioning	\$ 1,200,000
262	East Greenwich	0803001-004	Installation of Filtration System at Well #3	\$ 2,280,200
32	East Orange City	0705001-014	Water System Improvement and Resiliency Project 2017	\$ 33,000,000
378	Elmer Borough	1702001-001	Water Storage Tower Repaint and Repairs	\$ 800,000
252	Evesham Municipal Utilities Authority	0313001-001	Wells 13 & 14 Treatment Improvements	\$ 2,100,000
292	Flemington Borough	1009001-009	Water Tank Construction and Various Improvements	\$ 4,500,000
233	Gloucester City	0414001-022	Replacement of 1,200 LF of 8" cast iron main on Brown Street	\$ 1,200,000
482	Hampton Borough	1013001-001	New back up well 5 to address firm capacity requirements	\$ 1,800,000
503	Hardyston Municipal Utility Authority	1911006-001	Water Meter Replacement	\$ 477,400
294	Hardyston Municipal Utility Authority	1911006-002	Water Tank Refurbishment	\$ 966,000
592	Hardyston Municipal Utility Authority	1911006-003	Asset Management Plan	\$ 100,000
567	Harvey Cedars Borough	1509001-002	Installation of a Water Monitoring Well	\$ 1,100,000
589	Highbridge Borough	1014001-001	Asset Management Plan for the High Bridge	\$ 75,000
371	Hightstown Borough	1104001-010	2017 Water Main Improvements	\$ 1,775,678
193	Hoboken City	0905001-001	Washington St. Water Main / Green Infrastructure Drainage Improv.	\$ 8,500,000
299	Hoboken City	0905001-002	Water Main Upgrades	\$ 5,570,625
197	Jackson Township Municipal Utilities Authority	1511001-010	Demolition of Facilities, Replace Storage Tank, Well #3	\$ 8,200,000
451	Jackson Township Municipal Utilities Authority	1511001-011	Improvements to Manhattan St Complex, Garage & Admin Bldg.	\$ 1,600,000
180	Jackson Township Municipal Utilities Authority	1511001-013	Six Flags Great Adventure Water Treatment Plant Replacement	\$ 20,000,000
403	Jackson Township Municipal Utilities Authority	1511001-012	Western Water Main Extension	\$ 11,000,000
76	Jersey City Municipal Utilities Authority	0906001-017	Boonton Plant Centrifuge	\$ 1,566,216
177	Jersey City Municipal Utilities Authority	0906001-016	Large Valve Replacement Program-Phase 2	\$ 7,321,200

191	Jersey City Municipal Utilities Authority	0906001-015	Van Winkle Ave. Water Main Replacement	\$ 3,589,266
281	Jersey City Municipal Utilities Authority	0906001-018	Tonnele Avenue Water Main Replacement and Relining	\$ 7,442,800
295	Jersey City Municipal Utilities Authority	0906001-009	Burma Road Area Water System Improvements	\$ 2,770,000
138	Jersey City Municipal Utilities Authority	0906001-010	Journal Square North Cleaning	\$ 16,900,000
398	Jersey City Municipal Utilities Authority	0906001-013	Remote Meter Reading (AMI)	\$ 9,300,000
138	Jersey City Municipal Utilities Authority	0906001-006	Transmission Main Install	\$ 19,000,000
138	Jersey City Municipal Utilities Authority	0906001-012	Water Main Replacement	\$ 18,000,000
87	Jersey City Municipal Utilities Authority	0906001-019	Route 139 Water Main Replacement Proj	\$ 6,060,000
195	Kearny Town	0907001-001A	Water Facility and ground Improv. program	\$ 29,000,000
89	Lakehurst Borough	1513001-002	Water Main Replacement Project Phase I	\$ 1,084,633
320	Lakewood Township Municipal Utilities Authority	1514002-003	Administration building addition	\$ 1,440,000
369	Lavallette Borough	1515001-001	Water Storage Tank Repainting	\$ 1,331,000
103	Little Egg Harbor Municipal Utilities Authority	1516001-004	Twin Lakes Water Main Replacement	\$ 3,000,000
105	Little Egg Harbor Municipal Utilities Authority	1516001-005	Little Egg Harbor Water Improvements Phases I	\$ 6,609,594
521	Little Egg Harbor Municipal Utilities Authority	1516001-500	Radio Road Water Treatment Plant (SANDY)	\$ 1,000,000
521	Little Egg Harbor Municipal Utilities Authority	1516001-003	Water Treatment Plant at High Ridge Rd (SANDY)	\$ 4,750,000
309	Long Beach Township	1517001-015	Water Main Replacement Project	\$ 4,159,201
254	Long Beach Township	1517001-501	Brant Beach Water Plant (SANDY)	\$ 2,300,000
254	Long Beach Township	1517001-502	Raise Well 4, reconstruct filter room & pumps	\$ 11,500,000
104	Lower Township Municipal Utilities Authority	0505002-003	Villas East Phase 2 and Lower Cape May Regional water main extensions	\$ 6,923,406
307	Manasquan Borough	1327001-002	Construction of 600 LF of WM on Perrine Blvd & Mallard Park Area (SANDY)	\$ 1,469,468
214	Manchester Township	1518005-003	Install automated meters	\$ 3,000,000

102	Manchester Township	1518005-002	Repaint and repair one MG elevated storage facility	\$ 5,500,000
216	Mantua Township MUA	0810004-003	Water Tank Rehabilitation	\$ 1,400,000
564	Mantua Township MUA	0810004-002	Well Rehabilitation	\$ 1,800,000
175	Maple Shade Township	0319001-006	Maple Shade Township Meter Upgrade	\$ 2,600,000
560	Marlboro Twp	1328002-004	New Stand-by Well 5A	\$ 1,385,000
152	Middlesex Water Company	1225001-028	RENEW 2018 - Carteret	\$ 11,200,000
249	Middlesex Water Company	1225001-029	CJO Plant Upgrade - DBP Removal Treatment	\$ 27,244,974
148	Middlesex Water Company	1225001-026	Renew 2017	\$ 13,000,000
248	Middlesex Water Company	1225001-025	Western Transmission Main	\$ 52,000,000
290	Milltown Borough	1212001-002	Ford Ave Redevelopment	\$ 1,606,000
331	Milltown Borough	1212001-003	Ford Ave Redevelopment Agency Borough	\$ 1,384,000
370	Milltown Borough	1212001-005	Water Storage Tank Rehabilitation	\$ 1,800,000
448	Montclair Township	0713001-011	New 1.0MG High Zone Tank	\$ 3,600,000
554	Montclair Township	0713001-008	Nishuane Well Production & Treatment Facility	\$ 2,300,000
453	Mount Arlington Borough	1426005-001	Mount Arlington Asset Management Plan	\$ 103,000
293	National Park Borough	0812001-004	Replacement of Wells 5 & 6	\$ 1,700,000
166	Netcong Borough	1428001-009	Meter Upgrades	\$ 400,000
127	Netcong Borough	1428001-008	Rehabilitate existing storage facilities	\$ 1,100,000
98	Netcong Borough	1428001-007	Replace WM on Rte. 46, extend WM on Rte. 80, replace meters	\$ 3,700,000
21	New Brunswick City	1214001-005	Water Treatment Plant Improvements	\$ 15,500,000
22	Newark City	0714001-016	Pequannock Water Treatment Plant Rehab	\$ 14,000,000
84	Newark City	0714001-018	Replacement of Water Distribution Mains	\$ 4,800,000
33	Newark City	0714001-017	Water Distribution System Upgrades	\$ 2,000,000
66	Newark City	0714001-500	Wayne & Clifton PS Generators (SANDY)	\$ 5,100,000
205	NJ American Water Company	1345001-021	Swimming River WTP 2nd Clearwell	\$ 22,117,195
114	NJ American Water Company, Incorporated	1345001-016	Sunset Road Treatment Plant Expansion	\$ 13,500,000

318	NJ American Water Company, Incorporated	1345001-019	Howell-Lakewood Transmission Main	\$	60,000,000
395	NJ American Water Company, Incorporated	2004002-013	RM WTP Emergency Generator	\$	16,000,000
114	NJ American Water Company, Incorporated	1345001-018	Oak Glenn Treatment Plant Expansion	\$	36,994,400
10	NJ American Water Company, Incorporated	1345001-017	Oak Street Treatment Plant Improvements	\$	10,100,000
101	NJ American Water Company, Incorporated	0712001-016	NJ American Water Lead Service Line Replacement Program PWSID 0712001	\$	6,576,000
446	NJ American Water Company, Incorporated	2004002-500	Raritan Millstone WTP Flood Wall	\$	36,000,000
142	NJ American Water Company, Incorporated	2004002-011	Raw Water Pump Improvements (Treatment Plant)	\$	12,800,000
276	NJ American Water Company, Incorporated	2004002-012	NJ American Water Lead Service Line Replacement Program PWSID 2004002	\$	8,974,000
51	North Jersey Dist. Water Supply Comm.	1613001-029	Basins 1-4 Flocculator Rehabilitation	\$	2,900,000
51	North Jersey Dist. Water Supply Comm.	1613001-022	Basins 5 & 6 Rehabilitation	\$	17,000,000
51	North Jersey Dist. Water Supply Comm.	1613001-027	Expansion of Aeration System	\$	2,300,000
51	North Jersey Dist. Water Supply Comm.	1613001-028	Filter Bldg. Pipe Gallery Dehumidify	\$	2,000,000
51	North Jersey Dist. Water Supply Comm.	1613001-026	Low Lift Gas Pump (SANDY)	\$	12,900,000
203	North Jersey Dist. Water Supply Comm.	1613001-030	Modify and Expand Central Receiving Building	\$	2,364,000
51	North Jersey Dist. Water Supply Comm.	1613001-031	Purchase and Install New Dewatering System	\$	3,800,000
51	North Jersey Dist. Water Supply Comm.	1613001-025	Recycle Clear Phase to the Head of the Treatment Plant	\$	7,300,000
91	North Jersey Dist. Water Supply Comm.	1613001-035	Rehabilitation of Pump Stations	\$	3,800,000
51	North Jersey Dist. Water Supply Comm.	1613001-032	Rehabilitation of Treatment Facility	\$	3,600,000
110	North Jersey Dist. Water Supply Comm.	1613001-033	Security Enhancements Project - Orechio Dr Complex	\$	4,100,000
110	North Jersey Dist. Water Supply Comm.	1613001-034	Security, IT and Safety Projects	\$	1,600,000
12	North Shore Water Association	1904004-001	Existing Well Requires Replacement	\$	500,000
392	North Shore Water Association	1904004-002	Water System Refurb	\$	453,900
12	North Shore Water Association	1904004-004	Water System Refurb	\$	200,000
245	Oak Ridge Senior Housing Community	1414008-001	Water Line Upgrades	\$	530,300
563	Oakland Borough	0220001-001	Construct new well 10A as backup for well 10	\$	3,133,000
473	Oakland Borough	0220001-003	diesel generator for well 9 (SANDY)	\$	3,133,000

428	Oakland Borough	0220001-004	Rehab of Iroquois Pumping Station	\$	3,133,000
548	Oakland Borough	0220001-002	Replace 4600 water meters	\$	3,133,000
280	Ocean Township	1520001-007	Pebble Beach Water Main Replacement	\$	1,400,000
337	Old Bridge Municipal Utilities Authority	1209002-013	Knollcroft Water Main Rehabilitation	\$	3,562,000
580	Old Bridge Municipal Utilities Authority	1209002-014	Perrine Road Carbon Absorber Facility	\$	1,750,000
4	Passaic Valley Water Commission	1605002-014	Phase I - Levine Reservoir Water Storage Improvements	\$	26,100,000
2	Passaic Valley Water Commission	1605002-025	Water Storage Improvements Phase 1 - Standby Emergency Generators (SANDY)	\$	36,600,000
106	Paulsboro Borough	0814001-003	Water Main Replacement (Thomson, Wood, Eliz. and Commerce St.)	\$	2,800,000
372	Pennington Borough	1108001-002	Water Distribution Upgrades	\$	1,250,000
341	Perth Amboy City	1216001-500	Install New Stand-by Generator for Runyon Water Treat. Plant (SANDY)	\$	2,750,000
167	Perth Amboy City	1216001-009	The Replacement of Water Meters Project	\$	1,770,000
551	Point Pleasant Beach Borough	1525001-001	Water Meter Replacement Project	\$	1,930,000
173	Rahway City	2013001-007	Water Treatment Plant Filter System Upgrade	\$	18,200,000
474	Red Bank Borough	1340001-002	Water Plant Improvements at Chestnut Street and Tower Hill	\$	2,000,000
31	Saddle Brook Township	0257001-002	North Fifth Street Water Main	\$	1,900,000
21	Sea Village Marina LLC/NJ American Water Co.	0108021-002	Water Main Extension	\$	1,202,000
590	Seaside Park Borough	1527001-004	Well #10 Treatment Facility	\$	900,900
241	Ship Bottom Borough	1528001-002	Water main Replacement Project	\$	3,750,000
513	South Orange Village	0719001-004	Farrell Field (Walton Ave & Audley St.) Interconnection Rehab.	\$	150,000
513	South Orange Village	0719001-003	South Orange Ave and Holland Road Interconnection Rehabilitation	\$	150,000
556	South Orange Village	0719001-001	Well 17 Rehabilitation	\$	250,000
586	Spotswood Borough	1224001-002	Water Master Pan	\$	85,265
368	Spotswood Borough	1224001-001	Cleaning and lining of approximately 3,600 LF of water mains	\$	3,443,914

123	Stafford Township	1530004-018	Mill Creek Road and Paul Boulevard Water Main Replacement	\$ 2,400,000
283	Stafford Township	1530004-019	Mill Creek Water Main Replacement Phase II	\$ 1,900,000
107	Sussex Borough	1921001-005	Lake Rutherford Water Line Installation Project	\$ 1,221,600
188	Sussex Borough	1921001-004	Water Meter Replacement Project	\$ 450,000
107	Sussex Borough	1921001-006	Water Systems Enhancements	\$ 250,000
242	Tuckerton Borough	1532002-006	Heron Road Water Main Replacement Project	\$ 1,470,150
211	Vineland City	0614003-017	2016 Water Distribution Rehabilitation Project	\$ 3,100,000
519	Vineland City	0614003-016	Well No. 17 Treatment Facility	\$ 9,000,000
157	Wall Township	1352003-001	Route 138 Water Main Improvements	\$ 1,800,000
157	Wall Township	1352003-002	Route 34 Water Main Improvements	\$ 3,700,000
169	Willingboro Municipal Utilities Authority	0338001-011	Well No. 6 Water Treatment Plant Upgrade	\$ 10,621,600
445	Wonder Lakes Properties, Inc.	1615017-003	Replace hydro-pneumatic tank and install new tank	\$ 30,000
78	Woodbine Borough	0516001-001	WTP Upgrade and water main extension	\$ 3,239,500
393	Woodland Heights Homeowners Association	1615022-001	Well Rehabilitation/System Improvements	\$ 560,000
	Sandy and Base Amended SFY2018/SFY22019			
	DW Projects: #	163	Subtotal	\$ 1,006,866,166
	Total Drinking Water Projects: #	164	Total Drinking Water Projects:	\$ 1,010,466,166
	TOTAL NUMBER OF PROJECTS (CW,DW and Supplemental):	402	TOTAL PROJECT COSTS (CW,DW and Supplemental):	\$ 3,776,170,607

Key	
Red Text	SAIL Program (Disaster Relief Projects)
Green Text	Cost and/or New Project Update
Bold	Updated information