

TOWNSHIP OF LOWER, COUNTY OF CAPE MAY, STATE OF NEW JERSEY

RESOLUTION #2015-33

TITLE: APPOINTMENT OF BOND COUNSEL FOR THE YEAR 2015 WITHOUT PUBLIC BIDDING

WHEREAS, because of the general election and short turnaround time thereafter, the Township did not have enough time to prepare a bid package for Bond Counsel Services for the year 2015, but will in fact put the Bond Counsel Services out to bid for the year 2016; and

WHEREAS, the Township of Lower ("Township") has a need to acquire bond counsel as a non-fair and open contract pursuant to the provisions of N.J.S.A. 19:44A-20.5; and

WHEREAS, the Township has determined and certified in writing that the value of the contract may exceed \$17,500, and Archer & Greiner, P.C. has submitted a proposal indicating that they will provide the goods or services described above; and

WHEREAS, the term of this contract is one year; and the CFO has determined sufficient funds will be available in the current budget as follows:

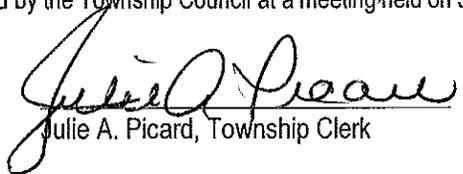
Appropriation: Applicable Bond Ordinances

Signature: 

WHEREAS, Archer & Greiner has completed and submitted a Business Entity Disclosure Certification which certifies that Archer & Greiner has not made any reportable contributions to a political or candidate committee in the Township of Lower in the previous one year, and that the contract will prohibit Archer & Greiner from making any reportable contributions through the term of the contract.

NOW, THEREFORE, BE IT RESOLVED that the Township Council of the Township of Lower hereby approves a contract with Archer & Greiner for the goods and services herein described and that the Business Disclosure Entity Certification and the Determination of Value be placed on file with this resolution and that a notice of Award of Professional Contract for the above appointment shall be published in the Township's Official paper.

I hereby certify the foregoing to be the original Resolution adopted by the Township Council at a meeting held on January 5, 2015.


Julie A. Picard, Township Clerk

	MOTION	SECOND	AYE	NAY	ABSTAIN	ABSENT
CONRAD		X	X			
PERRY			X			
SIMONSEN	X		X			
CLARK				X		
BECK				X		

Proposal:
Municipal Bond Counsel
for the
Township of Lower

Submitted by:
Archer & Greiner
A Professional Corporation
One Centennial Square
Haddonfield, NJ 08033
856-795-2121
www.archerlaw.com

December 2, 2014

Archer & Greiner P.C.
ATTORNEYS AT LAW

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LEGAL SERVICES PROPOSAL

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Attachments:

Proposed Bond Counsel Services Agreement

Attorney Résumés

ARCHER & GREINER, a Professional Corporation, is pleased to submit this proposal to the Township of Lower ("the Township") for Municipal Bond Counsel services. John M. Cantalupo, the practice group leader of our Public Finance & Economic Development Practice Group, will have primary responsibility for all bond counsel services to the Township. Mr. Cantalupo has served as bond counsel to numerous municipalities in Atlantic, Bergen, Cumberland, Hudson, Hunterdon, Middlesex, Monmouth, Ocean, Salem, Somerset, Sussex and Union Counties, as well as to the Southeast Monmouth Municipal Utilities Authority, the Bergen County Improvement Authority, the Middlesex County Improvement Authority, the Sussex County Municipal Utilities Authority, the Rahway Redevelopment Agency, and eight (8) counties in 2013 and 2014, including Atlantic County, Bergen County, Cumberland County, Hudson County, Middlesex County, Monmouth County, Salem County and Sussex County.

Archer & Greiner attorneys have decades of experience serving as bond counsel to public entities in New Jersey, including many municipalities. Archer & Greiner has compiled a record of successful results and exceptional client service during decades of representing public entities in New Jersey. The firm currently represents dozens of public sector clients, including but not limited to the Township of East Brunswick, the Township of Wall, the Township of Middletown, the Township of Alloway, the Township of Hopewell, the Township of Pittsgrove, the City of Philadelphia, the City of Atlantic City, the City of Rahway, the City of Jersey City, the City of Bayonne, the City of Hackensack, the Borough of Bradley Beach, the Borough of North Arlington, the Borough of Englishtown, the Borough of Fair Haven, the Borough of Hopatcong, the Borough of Lake Como, the Borough of Tinton Falls, the Borough of Highlands, the Borough of Lake Como, the Borough of Monmouth Beach, the State of New Jersey, the County of Atlantic, the County of Salem, the County of Bergen, the County of Monmouth, the County of Sussex, the Passaic Valley Sewerage Commission, the Rahway Redevelopment Agency, the Salem County Improvement Authority, the Southeast Monmouth Municipal Utilities Authority, the Western Monmouth Utilities Authority, the Sussex County Municipal Utilities Authority, the Cumberland County Improvement Authority, the Camden County Improvement Authority, the Gloucester County Improvement Authority, the Pollution Control Financing Authority of Salem County, the Cumberland Empowerment Zone Corp., the New Jersey Housing and Mortgage Finance Agency, the New Jersey Economic Development Authority and the Delaware River Port Authority.

As one of New Jersey's largest law firms and the largest headquartered in Southern New Jersey, Archer & Greiner has more than sufficient resources to provide all services required to serve as the Township's bond counsel and accommodate any required meetings for the Township. The size and support offered at Archer & Greiner allows us to be responsive to our clients in many ways. Archer's depth of experience with respect to municipal bond financing and the public finance practice will allow us to work closely with the Township's finance team to develop finance strategies that are most advantageous to the Township and its taxpayers. Additionally, this depth of experience allows Archer & Greiner to prepare all documents necessary and incidental to the issuance of bonds and other municipal obligations.

This proposal sets forth the information requested and outlines Archer & Greiner's comprehensive qualifications to serve as bond counsel.

OVERVIEW OF ARCHER & GREINER

Archer & Greiner comprises approximately 190 attorneys and 36 paralegals in eight offices, including five New Jersey locations. Of our 190 attorneys, the Township will have five (5) attorneys that work exclusively for the Public Finance Team and will be available at all times for any of the Township's public finance needs.

The firm's attorneys are assisted by support staff employees consisting of secretaries, administrative staff, couriers, copying staff, a technology staff, a library staff and clerical personnel. Our dedicated support staff ensures quality and cost-efficient service to our clients.

As a full-service law firm, Archer & Greiner is organized into six primary departments: Corporate and Tax, Real Estate, Litigation, Labor and Employment, Estates and Trusts, and Family Law. In addition, we have a number of interdisciplinary practice groups, including Public Finance, which bring the full measure of our expertise to bear on behalf of our clients.

INTRODUCTION

Archer & Greiner attorneys named in this proposal are all fully licensed and in good standing to practice law in the State of New Jersey. John M. Cantalupo, who will have primary responsibility for all bond counsel services to the Township, has more than 17 years of experience serving as bond counsel to government agencies in New Jersey, and our other attorneys have well in excess of ten years of experience representing New Jersey Municipalities, and in some cases decades of experience.

Additional information about John Cantalupo and the experience of other Archer & Greiner attorneys are included throughout this proposal, as well as in résumés appended under Tab 2.

Description of Services

Archer & Greiner's public finance attorneys have years of experience in municipal bonding, pooling financial procedures, bond law and arbitrage. The firm and individual attorneys included in this proposal all meet and possess all certifications necessary to practice as bond counsel in the State of New Jersey. Archer & Greiner attorneys have a high degree of knowledge and experience with municipal bonds of at least five (5) million dollars, pooled financing with an improvement authorities, refinancing of existing bonds and helping towns to restructure debt to minimize tax impact. Mr. Cantalupo and other members of the Public Finance Team have years of experience appearing before the Local Finance Board. We will attend Township Council meetings as requested and have the experience, knowledge and skills to interface successfully with the Chief Finance Officer and Township Clerk. As part of our services, we will prepare resolutions and ordinances for the Township as requested by the Township Council or Clerk, as we have for numerous municipalities and other government agencies. Archer & Greiner public finance attorneys are available on short notice for consultation with various Township Officials, and carry smart phones in order to ensure their prompt availability during business hours and, for emergent matters, after hours. We have the expertise needed to assist the Council in all aspects of procuring and remaining compliant with any and all bond issuances or payments.

Compensation

Please see our proposed Bond Counsel Services Agreement appended under Tab 1 for a complete description of our fees and scope of services. We have incorporated the fee only section of the agreement immediately below for your convenience

A. For services rendered or in connection with each bond sale, a fee of \$3,500, plus \$1.00 per thousand dollars of bonds issued. Time relating to the review of the Official Statement, the continuing disclosure document or other disclosure document will be billed at the hourly rates described in Section F below.

B. For services rendered in connection with the preparation of each bond ordinance, a fee of \$400 for each single purpose ordinance and \$550 for each multipurpose ordinance. If the preparation of the ordinance involves consultations, meetings or discussions that are out of the ordinary, that is, services that are not described in Section 2 of the proposed Bond Counsel Services Agreement, such as attendance at meetings, attention to litigation or other matters described in Section F, there will be additional fees to be charged at the hourly rates of the attorneys in effect at the time of providing the services. The fees for services in connection with the ordinances will be charged periodically during the course of the year.

C. The fee for any temporary financing involving a private placement and not involving numerous notes, preparation of an Official Statement, complicated arbitrage analysis, investment yield restrictions or attendance at the closing shall be \$1,000.00 for Bond Counsel's approving legal opinion in connection with such a financing and \$.50 per thousand dollars of bond or tax anticipation notes or emergency notes issued. If additional services are required, such as with issues involving advance refundings or the combination of numerous ordinances, the additional time required will be billed at the hourly rates in effect when the services are performed.

D. In the event that a Letter of Credit or similar credit enhancement facility is used in connection with either a bond or note issue, an additional fee based on the responsibility assumed and time involved will be billed at the hourly rates described in Section F below.

E. In the event of a refunding bond issue providing for an escrow agreement and an investment of the proceeds consistent with the restrictions of the Internal Revenue Code to provide for the payment of a prior issue of bonds, there will be a fee of \$5,000 in addition to the fees described herein.

F. Services rendered beyond the scope of those described above will be billed at the hourly rates in effect when the services are rendered. The present hourly rates range from \$75 to \$150 per hour depending on the paralegal or attorney involved. Such services include, but are not limited to, attendance at meetings, work involved in the preparation or review of the Official Statement and a continuing disclosure agreement, if applicable, for a bond sale or the review or the preparation of an Official Statement and a continuing disclosure agreement, if applicable, for a bond anticipation note sale, diligence for a bond

ordinance, review of authorization proceedings for a bond ordinance, preparation of prequalification packages for bond insurance, preparation of a rating agency package, analysis of any credit enhancement facility, the preparation or review of a Local Finance Board application, attention to or services rendered with regard to any litigation that may occur or any legal question posed by the Township, tax work, complicated arbitrage analysis or applications to the Federal Reserve Bank for investments of bond or note proceeds in State and Local Government Series federal obligations and legal services, the preparation of the necessary documentation and reviewing and commenting upon all documentation in connection with any capital equipment lease financing, pooled loan financing or federal or state department/agency/authority financing undertaken by the Township.

G. In the event that a bond sale is held but all bids are rejected or the sale is cancelled, or this Agreement is terminated prior to the sale of bonds, the fee to be charged shall be a reasonable one, based on the services performed.

H. Customary at-cost disbursements shall be added to the fees referred to in this Agreement. These may include photocopying, express or overnight delivery charges and postage costs, newspaper publication costs and the costs of printing official statements, travel expenses, telecommunications, filing fees, book binding, messenger service or other costs advanced on behalf of the Township.

About our Public Finance Team

As noted above, Archer & Greiner's public finance attorneys far exceed the minimum requirements to serve as bond counsel to the Township. All members of the Public Finance Team are admitted to practice and in good standing in New Jersey. Individual members of the team all have at least 10 years of experience and up to 25 years and more of experience representing municipal and other government agencies in New Jersey.

In addition to the brief professional profiles below of our Public Finance Team attorneys, please see attorney biographies attached under Tab 2 for further information regarding their education, experience and qualifications.

John M. Cantalupo – Mr. Cantalupo has seventeen (17) years of experience in all aspects of municipal finance with particular experience serving as bond counsel to New Jersey counties, municipalities, boards of education and local authorities. He is the practice group leader of the firm's Public Finance & Economic Development Practice Group. In 2013 and 2014, Mr. Cantalupo served as bond counsel to numerous municipalities in the State, as well as, Atlantic, Bergen, Cumberland, Hudson, Hunterdon, Middlesex, Monmouth, Salem, Somerset, Sussex and Union Counties. Mr. Cantalupo has also been involved in varying capacities in public finance projects undertaken across and by the State. Mr. Cantalupo received his B.A. from Marshall University and his J.D. from Rutgers School of Law – Camden. He is licensed to practice in New Jersey and New York. **Mr. Cantalupo would have primary responsibility with respect to bond counsel services for the Township.**

Robert R. Kugler – Mr. Kugler has participated, in one capacity or another, in hundreds of tax-exempt financings since approximately 1978. He has served as counsel to borrowers, lenders and issuers in matters running a broad range of size, type and level of sophistication. Mr. Kugler has participated in various public and private placement transactions involving different types of qualifying projects, both through the NJEDA and through other issuers, in and outside of New Jersey, giving him a working knowledge of the areas of law surrounding both taxable and tax-exempt financings. Mr. Kugler serves as General Counsel to the Housing Loan Committee of The Reinvestment Fund (“TRF”) and has closed, as lender’s counsel, Low Income Housing Tax Credit (“LIHTC”) and New Markets Tax Credit transactions. As counsel to TRF, Mr. Kugler has extensive experience with economic and housing development in the Delaware Valley region. Mr. Kugler is a member of the National Association of Bond Lawyers. Mr. Kugler received his B.A. from Dartmouth College and his J.D. from University of Pennsylvania Law School. He is licensed to practice in New Jersey and Pennsylvania.

Frances A. McElhill – Ms. McElhill has taken a lead role in the tax-exempt financing practice of the firm, including providing legal services to borrowers of the NJEDA as bond counsel. Ms. McElhill served as bond counsel in the NJEDA’s first Enterprise Zone bond financings. She has more than 25 years of involvement in tax-exempt bond financing in New Jersey and Pennsylvania. Her practice also has a concentration in economic and community development financing. Ms. McElhill is a member of the National Association of Bond Lawyers and the Pennsylvania Association of Bond Lawyers. Ms. McElhill received her B.A. from St. Joseph’s University and her J.D. from Villanova University School of Law. She is licensed to practice in New Jersey and Pennsylvania.

Gordon F. Moore, II – Mr. Moore is Chair of Archer & Greiner’s Tax Group. He has practiced tax law for more than 25 years, and holds an LL.M. in Taxation from New York University. Formerly a Senior Trial Attorney with the Office of District Counsel, Internal Revenue Service, in Philadelphia, whose practice centered on investigations and prosecutions of abusive tax shelters, Mr. Moore is the lead tax counsel on the firm’s bond matters. Mr. Moore is also a Certified Public Accountant. Mr. Moore received his B.S. from Ohio State University, his J.D. from Capital University Law School, and his LL.M. in Taxation from New York University. He is licensed to practice in New Jersey, Pennsylvania and Ohio.

David A. Weinstein – Mr. Weinstein has represented numerous school districts, municipalities, counties, and public authorities as bond counsel. He has experience in numerous deals involving the NJEDA, including as bond counsel to the authority as well as borrower’s counsel and other capacities for NJEDA financings. He has experience structuring and financing commercial transactions covering a wide range of financing structures. He has negotiated, structured and closed general obligation bonds, lease revenue bonds, multifamily housing bonds, 501(c)(3) conduit financings, mortgage-backed facilities, and general revenue bonds. Mr. Weinstein has experience in both public offerings and private placements, and has assisted issuers in compliance with the Securities and Exchange Commission Rule 15c2-12. He also has experience acting in the capacity of borrower’s counsel, underwriter’s counsel, and trustee’s counsel in numerous bond financings. Mr. Weinstein has performed extensive work on behalf of The Reinvestment Fund in numerous financings, having drafted, reviewed and counseled on the full

gamut of documentation involved in the transactions. Mr. Weinstein is a member of the National Association of Bond Lawyers. Mr. Weinstein received his B.A. from Ithaca College and his J.D. from Rutgers School of Law-Camden. He is licensed to practice in New Jersey and Pennsylvania.

Public Finance Qualifications and Experience

Archer & Greiner is nationally recognized for its bond counsel expertise and is listed in the *Bond Buyer's Municipal Marketplace Directory*, commonly known as the "Red Book." The firm's Public Finance Team was formally established in 1981, although the firm has been actively engaged in tax-exempt financing since 1961. Archer & Greiner attorneys have decades of experience serving as bond counsel for public, private and nonprofit entities, including municipalities, state government agencies and hospitals, and are thoroughly familiar with the bond counsel services required by the Township.

Each member of our Public Finance Team has more than a decade of experience on matters pertaining to the Local Bond Law, the Local Budget Law and the Local Fiscal Affairs Law and regularly appears and makes presentations before the Local Finance Board in matters pertaining to referenda, project financings and the issuance of bonds. All members of the Public Finance Team have been and are eligible to appear before all state and federal courts and administrative offices of the State of New Jersey.

The members of our Public Finance Team individually have been involved in the issuance of approving opinions for tax-exempt municipal obligations for more than 30 years. The Public Finance Team's broad experience provides a foundation that enables the firm to analyze and react to the complex types of financing issues with which a governmental entity frequently finds itself confronted in today's municipal market.

Our professional services have involved the issuance of virtually all types of municipal debt obligations, including general obligation bonds; tax/bond anticipation notes; various types of revenue bonds; refunding/restructuring bonds; lease-purchase certificates of participation; health and university facility bonds and other 501(c)(3) corporation bonds; student loan bonds; housing bonds; and bonds additionally secured by credit enhancement, including insured bonds and letter-of-credit-backed commercial paper programs and bonds. Types of capital projects financed include school, water, sewer, solid waste, resource recovery, pollution control, parking, college, hospital and various other types of capital improvements and public works purposes, and various redevelopment projects, including public/private partnerships. We have participated in both competitively bid and negotiated transactions, and have served in various roles, including bond counsel, underwriter's counsel, trustee's counsel and company/developer's/borrower's counsel. Our Public Finance attorneys have structured and closed advance, forward and current refundings of existing obligations, including swaps and variable rate issuances, and have experience in structuring and administrating pooled bond financings.

We currently serve or have served as bond counsel to numerous public entities across the State. Mr. Cantalupo has served as bond counsel to numerous municipalities in Atlantic, Bergen, Cumberland, Hudson, Hunterdon, Middlesex, Monmouth, Ocean, Salem, Somerset, Sussex and

Union Counties, as well as to the Southeast Monmouth Municipal Utilities Authority, the Bergen County Improvement Authority, the Middlesex County Improvement Authority, the Sussex County Municipal Utilities Authority, the Rahway Redevelopment Agency, and eight (8) counties in 2013 and 2014, including Atlantic County, Bergen County, Cumberland County, Hudson County, Middlesex County, Monmouth County, Salem County and Sussex County.

In Mr. Cantalupo's capacity as bond counsel to numerous counties and municipalities, he has regularly assists such entities in developing creative financing techniques to provide for capital infrastructure and operations and maintenance at the lowest possible cost to the taxpayers.

In addition, the firm has worked closely with the State of New Jersey in bond matters for decades, including serving as bond counsel to the New Jersey Economic Development Authority ("NJEDA") for more than 25 years, as well as borrower's counsel and other capacities for NJEDA financings. Archer & Greiner has also served in several capacities, including bond counsel and underwriter's counsel, in financings for the New Jersey Health Care Facilities Financing Authority ("NJHCFFA"), the New Jersey Housing and Mortgage Finance Agency ("NJHMFA"), and the New Jersey Educational Facilities Authority ("NJEFA"). The firm also served as authority counsel to the New Jersey Higher Education Student Assistance Authority ("NJHESAA") for the issuance of \$350 million in Student Loan Revenue Bonds. In addition, we have served as counsel in numerous bond financing transactions for a variety of institutions and handled New Jersey transactions for some of the nation's largest investment banking and financial firms.

Archer & Greiner's Public Finance Team works closely with the firm's Tax Law Group, which addresses all aspects of federal and state laws in relation to public finance transactions, including rules related to the issuance of debt, instruments, maintenance of the tax-exempt nature of the interest, and modifications or exchanges of existing debt.

With decades of experience in tax-exempt bond offerings, Archer & Greiner's Public Finance Team attorneys have expertise in disclosure obligations relating to municipal securities offerings mandated by Rule 15c2-12 (the "Rule") promulgated under the Securities Exchange Act of 1934, as amended. We are also knowledgeable as to the amendments to the Rule adopted in Release No. 34-34961 on November 10, 1994 (the "Amendments").

As part of our representation as bond counsel, we traditionally prepare and deliver opinions regarding the validity of the bonds and opine as to the tax-exempt status of bonds and notes issued for both state and federal tax purposes. We also traditionally prepare an opinion regarding the adequacy of the disclosure contained in the Official Statement, and request the same from counsel to all transaction participants. We also will draft a Continuing Disclosure Agreement between the issuer and the trustee or dissemination agent in order to assure compliance with SEC Rule 15c2-12 requirements.

We also provide advice with respect to post-sale Internal Revenue Code compliance, continuing disclosure requirements, and any other post-closing issues that may arise with respect to the bonds.

Virtually every public finance transaction in which the Public Finance Team participates now includes participation by our corporate and tax attorneys. Additionally, when serving as counsel on financings for redevelopment projects, our public finance attorneys also regularly work closely with our land use and redevelopment attorneys.

We believe our in-depth experience across these related practice areas, coupled with our synergistic firm structure, uniquely situate us to provide the most comprehensive public finance services available in New Jersey.

**Statewide Municipal and Authority Entities References for John M. Cantalupo
(Including References While At His Prior Firm):**

a. Stephen Mayer, Chief Financial Officer, Township of Wall, 2700 Allaire Road, Wall, NJ 08822, telephone number (732) 449-8444 extension 228; email smayer@townshipofwall.com;

b. L. Mason Neely, Chief Finance Officer, Township of East Brunswick, P.O. Box 1081, 1 Jean Walling Civic Center, East Brunswick, New Jersey 08818, telephone number (732) 390-6860; email Lou.Neely@eastbrunswick.org;

c. Michael J. Bascom, Chief Financial Officer, Township of Neptune, Neptune Township Municipal Complex, 25 Neptune Boulevard, Neptune, New Jersey 07753, telephone number (732) 988-5200 extension 241; email mbascom@neptunetownship.org;

d. John Antonides, Chief Financial Officer, Borough of Avon-By-The-Sea, 301 Main Street, Avon-By-The-Sea, New Jersey, telephone number (973) 502-4510; Borough of Monmouth Beach, 22 Beach Road, Monmouth Beach, New Jersey 07750, telephone number (732) 229-2204, and the Township of Colts Neck, New Jersey, 124 Cedar Drive, Colts Neck, New Jersey 07722, telephone number (732) 462-5470; email: jda0928@aol.com (Mr. Antonides can be reached most often at the Township of Colts Neck.)

e. Frank C. Ruggiero, Chief Financial Officer, City of Rahway and Rahway Redevelopment Agency, 1 City Hall Plaza, Rahway, New Jersey 07065, telephone number (732) 827-2019; email fruggiero@cityofrahway.com;

f. Louise A. Mekosh, Business Administrator/Chief Financial Officer, Borough of Lake Como, 1740 Main Street, Lake Como, New Jersey 07719, telephone number (732) 681-3232 extension 202; email lmekosh@boro.lake-como.nj.us;

g. Joyce Wilkins, Chief Financial Officer, Borough of Bradley Beach, 701 Main Street, Bradley Beach, New Jersey 07720, telephone number (732) 776-2999; email jwilkins@bradleybeachnj.gov;

h. Donna M. Jacobs, Chief Municipal Finance Officer, Township of Pittsgrove, 989 Centerton Road, Pittsgrove, New Jersey 08318, telephone number (856) 358-2300; email djacobs@pittsgrovetownship.org;

i. Patrick DeBlasio, Borough of Highlands, 42 Shore Drive, Highlands, New Jersey 07732, telephone number (732) 872-1224; email: financehighlands@gmail.com. (Mr. DeBlasio can be reached most often at the Borough of Carteret at 732 541-3820 x3101.)

j. Lois R. Buttner, Chief Financial Officer, Township of Hopewell, 590 Shiloh Pike, Bridgeton, New Jersey 08302, telephone number (856) 455-1230; email loisbuttner@comcast.net

k. Marie Stout, Chief Municipal Finance Officer, Township of Alloway, Post Office Box 425, 49 South Greenwich Street, Alloway, New Jersey 08001-0425, telephone number (856) 935-4080; maries@allowaytownship.com or maries@carneyspointtwp.org ;

l. Kelleyanne McGann, Chief Financial Officer, Borough of Hopatcong, 111 River Styx Road, Hopatcong, New Jersey 07843, telephone number (973) 770-1200; email kmcgann@hopatcong.org;

m. Laurie Finger, Administrator/Chief Financial Officer, Borough of Englishtown, 15 Main Street, Englishtown, New Jersey 07726, telephone number (732) 446-9235;

n. Joseph F. Kelly, Chief Financial Officer, Passaic Valley Sewerage Commissioners, 600 Wilson Avenue, Newark, New Jersey 07105, telephone number (973) 817-5998; email: jkelly@pvsc.nj.gov;

o. Stephen P. Sanzari, Chief Financial Officer, Borough of North Arlington, 214 Ridge Road, North Arlington, New Jersey 07031, telephone number 201-991-6060 x116; email ssanzari@northarlington.org or sps1021@aol.com;

p. James Mangin, Chief Financial Officer, City of Hackensack, 65 Central Avenue, Hackensack, New Jersey 07601, telephone number (201) 646-3935; email jmangin@hackensack.org;

q. Terence Wall, Township Administrator, Township of Cranford, 8 Springfield Avenue, Cranford, New Jersey 07016, telephone number (908) 709-7205; email administration@cranfordnj.org (John Cantalupo served as bond counsel to the Boroughs of North Arlington and Keansburg, where Mr. Wall previously served as Borough Administrator, respectively);

r. Thomas P. Fallon, Chief Financial Officer, Borough of Keyport, 70 West Front Street, Keyport, New Jersey 07735, telephone number (732) 616-4990; and Chief Financial Officer, Borough of Tinton Falls, 556 Tinton Avenue, Tinton Falls, New Jersey 07724, telephone number (732) 542-3200 extension 224; email finance@tintonfalls.com. (Mr. Fallon can be reached most often at the Borough of Tinton Falls.)

s. Theresa Casagrande, Business Administrator, Borough of Fair Haven, 748 River Road, Fair Haven, New Jersey 07704, telephone number (732) 747-0241 extension 201; email tcasagrande@fhboro.net;

t. George Lang, Chief Financial Officer, Township of Monroe, 1 Municipal Plaza, Monroe, New Jersey 08831, telephone number (732) 521-4400; email glang@monroetwp.com;

u. Frederick Ebenau, Chief Financial Officer, Township of Berkeley, 627 Pinewald-Keswick Road, Bayville, New Jersey 08721, telephone number (732) 244-7400; email treas@twp.berkeley.nj.us;

v. Kathleen Kovach, Chief Financial Officer, Borough of Highland Park, 221 South Fifth Avenue, Highland Park, New Jersey 08904, telephone number (732) 819-3789; email kkovach@hpboro.com;

w. William J. Hance, Chief Financial Officer, Borough of Flemington and Borough of Watchung, 38 Park Avenue, Flemington, New Jersey 08822, telephone number (908) 403-1569; email bhance@historicflemington.com;

x. Himanshu R. Shah, Chief Financial Officer, Township of Old Bridge, 1 Old Bridge Plaza, Old Bridge, New Jersey 08857, telephone number (732) 721-5600 extension 2905; email Finance@oldbridge.com;

y. Marie Stout, Chief Municipal Finance Officer, Township of Alloway, Post Office Box 425, 49 South Greenwich Street, Alloway, New Jersey 08001-0425, telephone number (856) 935-4080; maries@allowaytownship.com or maries@carneyspointtwp.org ;

z. Donna M. Jacobs, Chief Municipal Finance Officer, Township of Pittsgrove, 989 Centerton Road, Pittsgrove, New Jersey 08318, telephone number (856) 358-2300; email djacobs@pittsgrovetownship.org;

aa. Patrick DeBlasio, Borough of Highlands, 42 Shore Drive, Highlands, New Jersey 07732, telephone number (732) 872-1224; email: financehighlands@gmail.com. (Mr. DeBlasio can be reached most often at the Borough of Carteret at 732 541 3820 x3101.)

bb. Lois R. Buttner, Chief Financial Officer, Township of Hopewell, 590 Shiloh Pike, Bridgeton, New Jersey 08302, telephone number (856) 455-1230; email loisbuttner@comcast.net

cc. Lisa Mooney, CPA, Business Administrator, Atlantic County Institute of Technology, 5080 Atlantic Avenue, Mays Landing, New Jersey 08330, telephone number (609) 625-2249;

dd. Lory Cattano, Certifying Finance Officer, Middlesex County Improvement Authority, 101 Interchange Plaza, Suite 202, Cranbury, New Jersey 08512, telephone number (609) 655-5141, email lc@mciauth.com;

ee. John Hatzelis, Administrator, Sussex County Municipal Utilities Authority, 34 South Route 94, Lafayette, New Jersey 07848, telephone number (973) 579-6998, email jhatzelis@scmua.org;

ff. W. Bryan Dempsey, Chairman, Southeast Monmouth Municipal Utilities Authority and Administrator Borough of Spring Lake, 423 Warren Avenue, Spring Lake, New Jersey 07762, telephone number (732) 449-0800, email bdempsey@springlakeboro.org;

**Counties References for John M. Cantalupo
(Including References While At His Prior Firm):**

gg. Katie Coleman, County Treasurer, County of Salem, 94 Market Street, Salem, New Jersey 08079, telephone number (856) 935-7510;

hh. Joseph Luppino, County Treasurer, County of Bergen, One Bergen County Plaza, Room 501, Hackensack, New Jersey 07601, telephone number (201) 336-6560; email jluppino@co.bergen.nj.us;

ii. Bernie Re, Treasurer, County of Sussex, One Spring Street, Newton, New Jersey 07860, telephone number (973) 579-0300 x1155; email bre@sussex.nj.us;

jj. Bonnie Lindaw, County Treasurer, County of Atlantic, 1333 Atlantic Avenue, Atlantic City, New Jersey 08401, telephone number (609) 343-2221; email lindaw_bonnie@aalink.org;

kk. Joseph Pruiti, Chief Financial Officer and Treasurer, County of Middlesex, Middlesex County Administration Building, Third Floor, John F. Kennedy Square, 75 Bayard Street, New Brunswick, New Jersey 08901, telephone number (732) 745-3235

ll. Cheryl G. Fuller, Director of the Department of Finance and Administration/County Treasurer, County of Hudson, Hudson County Administration Annex, Second Floor, 567 Pavonia Avenue, Jersey City, New Jersey 07306, telephone number (201) 795-6077; email cfuller@hcnj.us; and

mm. Ken Mecouch, County Administrator, County of Cumberland, 790 E. Commerce Street, Bridgeton, New Jersey 08302, telephone number (856) 453-2138; and

nn. Craig Marshall, Director of Finance, County of Monmouth, 1 East Main Street, Hall of Records, 3rd Floor Finance, P.O. Box 1256, Freehold, New Jersey 07728, telephone number (732) 431-7391; email Craig.Marshall@co.monmouth.nj.us.

Representative Transactions

Municipal Transactions

(Including Transactions Mr. Cantalupo Served On While At His Prior Firm):

- Borough of Englishtown
\$230,000 Bond Anticipation Notes
Closing Date: January 11, 2013
- Township of Wall
\$15,425,000 General Obligation Bonds
Closing Date: June 5, 2013
- Borough of Lake Como
\$734,000 Bond Anticipation Notes
Closing Date: June 28, 2013
- Borough of Hopatcong
\$14,671,000 Bond Anticipation Notes
Closing Date: August 1, 2013
- Borough of Bradley Beach
\$1,158,176 Bond Anticipation Notes
Closing Date: August 8, 2013
- City of Rahway
\$17,384,000 Bond Anticipation Notes
Closing Date: August 9, 2013
- Borough of North Arlington
\$7,634,000 General Obligation Bonds
Closing Date: August 16, 2013
- City of Rahway
\$7,425,000 General Obligation Bonds
Closing Date: September 30, 2013
- City of Rahway
\$3,470,000 Bond Anticipation Notes
Closing Date: September 30, 2013
- Township of Wall
\$950,000 Special Emergency Notes
Closing Date: December 23, 2013
- Township of East Brunswick
\$9,880,000 Bond Anticipation Notes
Closing Date: March 20, 2014

- Borough of Bradley Beach
\$2,170,000 Bond Anticipation Notes
Closing Date: April 22, 2014
- City of Hackensack
\$3,784,000 Bond Anticipation Notes
Closing Date: April 28, 2014
- City of Hackensack
\$251,000 Bond Anticipation Notes
Closing Date: April 28, 2014
- Borough of North Arlington
\$510,000 Special Emergency Note
Closing Date: May 22, 2014
- Township of Alloway
\$242,750 Bond Anticipation Notes
Closing Date: May 30, 2014
- Borough of Bradley Beach
\$2,535,000 Bond Anticipation Notes
Closing Date: June 19, 2014
- Township of Wall
\$8,048,000 Bond Anticipation Notes
Closing Date: July 3, 2014
- City of Hackensack
\$2,074,434 Bond Anticipation Notes
Closing Date: July 11, 2014
- Borough of Bradley Beach
\$200,000 Special Emergency Notes
Closing Date: July 22, 2014
- Borough of Lake Como
\$2,812,500 Bond Anticipation Notes
Closing Date: July 23, 2014
- Township of East Brunswick
\$19,863,000 Bond Anticipation Notes
Closing Date: July 29, 2014

- Borough of Hopatcong
\$11,589,405 Bond Anticipation Notes
Closing Date: July 31, 2014
- Borough of Hopatcong
\$3,227,000 Bond Anticipation Notes
Closing Date: July 31, 2014
- City of Rahway
\$22,813,000 Bond Anticipation Notes
Closing Date: August 8, 2014
- Township of Pittsgrove
\$440,740 Bond Anticipation Notes
Closing Date: August 22, 2014
- Borough of Fair Haven
\$1,159,500 Bond Anticipation Notes
Closing Date: September 23, 2014
- City of Rahway
\$3,390,000 General Obligation Refunding Bonds
Closing Date: September 29, 2014
- City of Rahway
\$3,703,000 Bond Anticipation Notes
Closing Date: September 29, 2014
- Borough of North Arlington
\$4,750,000 Tax Anticipation Notes
Closing Date: October 23, 2014
- Borough of Bradley Beach
\$493,750 Special Emergency Notes
Closing Date: November 12, 2014
- Borough of Monmouth Beach
\$1,565,484 Special Emergency Notes
Closing Date: November 12, 2014
- Borough of Highlands
\$1,644,000 Special Emergency Notes
Closing Date: November 13, 2014

- Borough of Highlands
\$2,765,000 Bond Anticipation Notes
Closing Date: November 13, 2014

County Transactions

(Including Transactions Mr. Cantalupo Served On While At His Prior Firm):

County of Atlantic

- \$9,505,000 General Obligation Bonds of 2012
Closing Date: October 10, 2012
- \$10,000,000 Chapter 12 Bonds
Closing Date: March 19, 2013
- \$15,694,000 General Obligation Bonds
Closing Date: June 30, 2014

County of Bergen

- \$28,180,000 Bond Anticipation Notes
Closing Date: June 30, 2014
- \$44,250,000 General Obligation Bonds
Closing Date: June 30, 2014

County of Monmouth

- The Monmouth County Improvement Authority
\$9,405,000 Wastewater Treatment Facilities Lease Revenue Refunding
Bonds, Series 2014 (Asbury Park Project)
Closing Date: September 10, 2014

County of Salem

- \$11,190,000 Bond Anticipation Notes
Closing Date: June 19, 2012
- \$2,100,000 Chapter 12 Bonds and \$11,190,000 Bond Anticipation Notes
Closing Date: June 26, 2012
- \$8,590,000 Bond Anticipation Notes
Closing Date: June 27, 2014
- \$2,700,000 County College Bonds
Closing Date: June 27, 2014
- \$4,765,000 General Obligation Refunding Bonds
Closing Date: November 13, 2014

County of Sussex

- \$2,380,000 General Obligation Refunding Bonds, Series 2012
(Pension Refunding Project) (Federally Taxable)
Closing Date: January 11, 2012
- \$3,400,000 Chapter 12 Bonds
Closing Date: June 20, 2012
- \$1,500,000 Chapter 12 Bonds and \$34,000,000 Bond Anticipation Notes
Closing Date: June 20, 2013
- \$47,394,000 General Obligation Bonds
Closing Date: June 27, 2014
- \$10,305,000 General Obligation Refunding Bonds
Closing Date: June 16, 2014

County of Hudson

- 32,353,000 Chapter 12 Bonds
Closing Date: February 18, 2010
- \$20,700,000 County Improvement Bonds (financing through HCIA)
Closing Date: December 8, 2010
- \$12,995,000 County-Guaranteed Lincoln Park Golf Bonds (financing through HCIA)
Closing Date: June 2, 2011
- \$6,446,000 Open Space Bonds
Closing Date: July 13, 2011
- \$800,000 Bond Anticipation Notes
Closing Date: December 7, 2012
- \$5,765,000 Chapter 12 Refunding Bonds
Closing Date: May 9, 2013
- \$19,425,000 General Obligation Bonds
(including \$8,500,000 Chapter 12 Bonds)
Closing Date: June 19, 2012
- \$17,835,000 County-Guaranteed Special Acquisition Bonds (financing through HCIA)
Closing Date: June 19, 2012
- \$18,960,000 General Obligation Bonds
(including \$1,500,000 Chapter 12 Bonds and \$8,750,000 Vo-Tech Bonds)
Closing Date: June 25, 2013

- \$17,155,000 Correctional Facility Refunding Certificates of Participation
Closing Date: August 8, 2013

County of Middlesex

- \$25,870,000 General Obligation Refunding Bonds
(including \$6,265,000 County-Vocational Technical
School Bonds and \$765,000 Chapter 12 Bonds)
Closing Date: December 3, 2010
- \$53,453,000 General Obligation Bonds
(including \$6,100,000 County-Vocational Technical
School Bonds and \$2,353,000 Chapter 12 Bonds)
Closing Date: June 3, 2010
- \$37,345,000 Refunding Certificates of Participation
Closing Date: November 17, 2011
- \$47,440,000 General Obligation Redevelopment Bonds
Closing Date: January 6, 2011
- \$36,600,000 Refunding Certificates of Participation
Closing Date: July 31, 2012
- \$6,260,000 General Obligation Refunding Bonds, Series 2012
Closing Date: March 1, 2012
- \$35,000,000 Bond Anticipation Notes
Closing Date: May 30, 2013
- \$47,439,000 General Obligation Bonds
(including \$1,500,000 Chapter 12 Bonds)
Closing Date: March 14, 2013

County of Cumberland

- \$3,333,000 Bond Anticipation Notes
Closing Date: December 20, 2012
- \$2,465,000 General Obligation Refunding Bonds, Series 2012
Closing Date: September 6, 2012
- \$8,500,000 Chapter 12 Bonds
Closing Date: June 21, 2012

1. Experience with regard to Resolution and Ordinance preparation.

We prepare all documents necessary and incidental to the issuance of bonds and other municipal obligations, including Resolutions and Ordinances. John M. Cantalupo, will have primary responsibility for all bond counsel services to the Township and has seventeen (17) years of experience with respect to all public financing matters, including vast experience with resolution and ordinance preparation. Mr. Cantalupo has served as bond counsel to numerous municipalities in Atlantic, Bergen, Cumberland, Hudson, Hunterdon, Middlesex, Monmouth, Ocean, Salem, Somerset, Sussex and Union Counties, as well as to the Southeast Monmouth Municipal Utilities Authority, the Bergen County Improvement Authority, the Middlesex County Improvement Authority, the Sussex County Municipal Utilities Authority, the Rahway Redevelopment Agency, and eight (8) counties in 2013 and 2014, including Atlantic County, Bergen County, Cumberland County, Hudson County, Middlesex County, Monmouth County, Salem County and Sussex County.

2. Location of Office

John M. Cantalupo works out of both our Haddonfield and Red Bank Offices, the addresses of these offices are as follows:

John M. Cantalupo, Esquire
ARCHER & GREINER
One Centennial Square
33 East Euclid Avenue
Haddonfield, New Jersey 08033
(856) 795-2121
Fax: (856) 795-0574
jcantalupo@archerlaw.com

and

John M. Cantalupo, Esquire
ARCHER & GREINER
10 Highway 35
Red Bank, New Jersey 07701
(732) 268-8009
Fax: (732) 345-8420
jcantalupo@archerlaw.com

3. Office Resources.

As the largest law firm headquartered in South Jersey and one of the largest in the State, Archer & Greiner has more than sufficient resources to provide all services required to serve as the Township's bond counsel. The firm comprises approximately 190 attorneys and 36 paralegals in eight offices, including five New Jersey locations. Of our 190 attorneys, the

Township will have five (5) attorneys that work exclusively for the Public Finance Team who will be available at all times for any of the Township's public finance needs. Information on these attorneys is contained in brief professional profiles on pp. 4-5 above and in résumés appended under Tab 2. The attorneys of the firm are also assisted by support staff employees consisting of secretaries, administrative staff, messengers, copying staff, a technology staff, a library staff and clerical personnel.

Our close proximity to the Township with our offices in Haddonfield allows us to be responsive to the needs of the Township in ways that other law firms cannot. We are only a short drive away from the Township, and we will be available to accommodate any required meetings in or for the Township.

CONCLUSION

Archer & Greiner distinguishes itself by meeting clients' needs at every level of legal complexity, while offering value in terms of rates, staffing and cost-effective file management. The firm is proactive in meeting the needs of its clients, committing resources to remain on the cutting edge of developing legal issues and technology, and managing clients' interests with an ongoing commitment to value. The firm and its members never forget that they are a service business; the interests of the clients come first. Clients expect and deserve superior legal services in return for a fair fee; Archer & Greiner meets and exceeds those expectations.

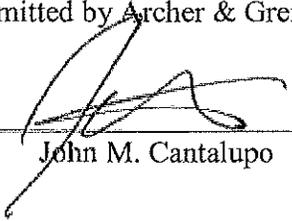
Archer & Greiner would be honored to work with the Township in connection with bond counsel matters.

CONTACT INFORMATION

John M. Cantalupo, Esquire
ARCHER & GREINER
10 Highway 35
Red Bank, New Jersey 07701
(732) 268-8009
Fax: (732) 345-8420
jcantalupo@archerlaw.com

Submitted by Archer & Greiner P.C.

By: _____


John M. Cantalupo

P.L. 1975, C. 127 (N.J.A.C. 17:27)
MANDATORY AFFIRMATIVE ACTION LANGUAGE

PROCUREMENT, PROFESSIONAL AND SERVICE CONTRACTS

During the performance of this Contract, the contractor agrees as follows:

The contractor 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, sex, affectional or sexual orientation. The contractor will take affirmative action to ensure that such applicants are recruited and employed, and that employees are treated during employment, without regard to their age, race, creed, color, national origin, ancestry, marital status, sex, affectional or sexual orientation. Such action 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. The contractor 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.

The contractor or subcontractor, where applicable will, in all solicitations or advertisements for employees placed by or on behalf of the contractor, state that all qualified applicants will receive consideration for employment without regard to age, race, creed, color, national origin, ancestry, marital status, sex, affectional or sexual orientation.

The contractor or subcontractor, where applicable, will send to each labor union or representative or workers with which it has a collective bargaining agreement or other contract or understanding, a notice, to be provided by the agency contracting officer advising the labor union or workers' representative of the contractor's commitments under this act and shall post copies of the notice in conspicuous places available to employees and applicants for employment.

The contractor or subcontractor, where applicable, agrees to comply with the regulations promulgated by the Treasurer pursuant to P.L. 1975, c.127, as amended and supplemented from time to time and the Americans with Disabilities Act.

The contractor or subcontractor agrees to attempt in good faith to employ minority and female workers consistent with the applicable county employment goals prescribed by N.J.A.C. 17:27-5.2 promulgated by the Treasurer pursuant to P.L. 1975, c.127, as amended and supplemented from time to time or in accordance with a binding determination of the applicable county employment goals determined by the Affirmative Action Office pursuant to N.J.A.C. 17:27-5.2 promulgated by the Treasurer pursuant to P.L. 1975, c.127, as amended and supplemented from time to time.

The contractor or subcontractor agrees to inform in writing appropriate recruitment agencies in the area, including employment agencies, placement bureaus, colleges, universities, labor unions, that it does not discriminate on the basis of age, creed, color, national origin, ancestry, marital status, sex, affectional or sexual orientation, and that it will discontinue the use of any recruitment agency which engages in direct or indirect discriminatory practices.

The contractor or subcontractor 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.

The contractor or subcontractor agrees to review all procedures relating to transfer, upgrading, downgrading and layoff to ensure that all such actions are taken without regard to age, creed, color, national origin, ancestry, marital status, sex, affectional or sexual orientation, and conform with the applicable employment goals, consistent with the statutes and court decisions of the State of New Jersey, and applicable Federal law and applicable Federal court decisions.

The contractor and its subcontractors shall furnish such reports or other documents to the Affirmative Action Office as may be requested by the office from time to time in order to carry out the purposes of these regulations, and public agencies shall furnish such information as may be requested by the Affirmative Action Office for conducting a compliance investigation pursuant to Subchapter 10 of the Administrative Code (N.J.A.C. 17:27).

**BOND COUNSEL SERVICES
A G R E E M E N T**

THIS AGREEMENT, made as of this __ day of January, 2015, between the TOWNSHIP OF LOWER, a body politic of the State of New Jersey, herein designated as the "Township", party of the first part, and ARCHER & GREINER, P.C., Attorneys at Law with offices at 10 Highway 35, Red Bank, New Jersey, hereinafter designated as "Bond Counsel", party of the second part:

WITNESSETH:

1. The Township desires to authorize and to issue its bonds for various capital projects and to provide for the terms and the security of such bonds in accordance with the laws of the State of New Jersey. The Township desires to finance such capital projects through temporary and permanent obligations at the most advantageous terms available to it.

2. Bond Counsel, in consideration of the making and the signing of the within Agreement, agrees to render the following services:

A. Bond Counsel will prepare or review all bond ordinances adopted or to be adopted by the governing body.

B. Bond Counsel will assemble a certified record of proceedings to evidence the proper adoption of each bond ordinance in accordance with the provisions of the Local Bond Law and other applicable New Jersey Statutes.

C. When the Township determines to issue bonds, Bond Counsel will prepare the necessary resolutions or other operative documents authorizing the bond sale. Bond Counsel will seek the advice of the Auditor in connection with the appropriate maturity schedule for the bonds to be sold. Bond Counsel will coordinate the printing and the distribution of the Official Statement to those financial institutions that customarily submit bids for new issues of New Jersey municipal bonds of that type. It will arrange for the printing of the notice of sale in The Bond Buyer and in the local newspaper, as required by law, and will answer inquiries made by the investment community concerning the bond sale. Bond Counsel will attend the bond sale and will render legal advice as necessary concerning the submission of bids for the bonds in accordance with the notice of sale and the requirements of law. After the bond sale, Bond Counsel will prepare the bonds for execution, will prepare and see to the execution of the necessary closing certificates and will establish the time and the place for the delivery of the bonds to the successful bidder. Bond Counsel will attend the closing with the appropriate officials, at which time the bonds will be delivered, payment will be made for the bonds, and Bond Counsel will issue a final approving legal opinion with respect to the validity of the bonds.

D. When the Township determines to issue bond anticipation notes or tax anticipation notes, Bond Counsel will prepare any necessary resolutions to authorize the sale of such notes. When the purchaser and the details of the notes have been determined, Bond Counsel will prepare the notes for execution and will prepare the appropriate closing certificates and an approving legal opinion with respect to the notes. Unless requested otherwise, Bond Counsel will forward the notes, closing papers and approving legal opinion to the Township Attorney for execution and delivery.

E. Bond Counsel will provide basic advice in regard to the effect of the federal arbitrage regulations on the issuance of bonds or bond anticipation notes and the investment of the proceeds thereof.

F. Bond Counsel will provide other legal advice requested by the Township, provided such advice is within the legal expertise of Bond Counsel's law firm.

G. Bond Counsel will prepare, review and distribute the Preliminary and Final Official Statements in connection with any bond or note financing.

H. Bond Counsel will provide legal services, prepare the necessary documentation and review and comment upon all documents in connection with any capital equipment lease financing or pooled loan financing undertaken by the Township.

I. Bond Counsel will provide legal services listed in the Township's solicitation of qualifications, which are incorporated herein by this reference.

3. The Township will make payment to Bond Counsel for services rendered in accordance with the following schedule:

A. For services rendered or in connection with each bond sale, a fee of \$3,500, plus \$1.00 per thousand dollars of bonds issued. Time relating to the review of the Official Statement, the continuing disclosure document or other disclosure document will be billed at the hourly rates described in Section 3F below.

B. For services rendered in connection with the preparation of each bond ordinance, a fee of \$400 for each single purpose ordinance and \$550 for each multipurpose ordinance. If the preparation of the ordinance involves consultations, meetings or discussions that are out of the ordinary, that is, services that are not described in Section 2 hereof such as attendance at meetings, attention to litigation or other matters described in Section 3F, there will be additional fees to be charged at the hourly rates of the attorneys in effect at the time of providing the services. The fees for services in connection with the ordinances will be charged periodically during the course of the year.

C. The fee for any temporary financing involving a private placement and not involving numerous notes, preparation of an Official Statement, complicated arbitrage analysis, investment yield restrictions or attendance at the closing shall be \$1,000.00 for Bond Counsel's approving legal opinion in connection with such a financing and \$.50 per

thousand dollars of bond or tax anticipation notes or emergency notes issued. If additional services are required, such as with issues involving advance refundings or the combination of numerous ordinances, the additional time required will be billed at the hourly rates in effect when the services are performed.

D. In the event that a Letter of Credit or similar credit enhancement facility is used in connection with either a bond or note issue, an additional fee based on the responsibility assumed and time involved will be billed at the hourly rates described in Section 3F below.

E. In the event of a bond issue providing for an escrow agreement and an investment of the proceeds consistent with the restrictions of the Internal Revenue Code to provide for the payment of a prior issue of bonds, there will be a fee of \$5,000 in addition to the fees described herein.

F. Services rendered beyond the scope of those described above will be billed at the hourly rates in effect when the services are rendered. The present hourly rates range from \$75 to \$150 per hour depending on the paralegal or attorney involved. Such services include, but are not limited to, attendance at meetings, work involved in the preparation or review of the Official Statement and a continuing disclosure agreement, if applicable, for a bond sale or the review or the preparation of an Official Statement and a continuing disclosure agreement, if applicable, for a bond anticipation note sale, diligence for a bond ordinance, review of authorization proceedings for a bond ordinance, preparation of prequalification packages for bond insurance, preparation of a rating agency package, analysis of any credit enhancement facility, the preparation or review of a Local Finance Board application, attention to or services rendered with regard to any litigation that may occur or any legal question posed by the Township, tax work, complicated arbitrage analysis or applications to the Federal Reserve Bank for investments of bond or note proceeds in State and Local Government Series federal obligations and legal services, the preparation of the necessary documentation and reviewing and commenting upon all documentation in connection with any capital equipment lease financing, pooled loan financing or federal or state department/agency/authority financing undertaken by the Township.

G. In the event that a bond sale is held but all bids are rejected or the sale is cancelled, or this Agreement is terminated prior to the sale of bonds, the fee to be charged shall be a reasonable one, based on the services performed.

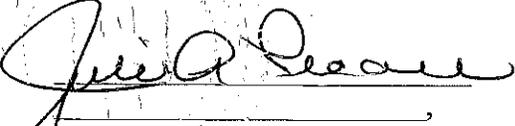
H. Customary at-cost disbursements shall be added to the fees referred to in this Agreement. These may include photocopying, express or overnight delivery charges and postage costs, newspaper publication costs and the costs of printing official statements, travel expenses, telecommunications, filing fees, book binding, messenger service or other costs advanced on behalf of the Township.

I. This Agreement shall be in full force and effect until such time as either party gives written notice to the other of termination.

4. Bond Counsel and the Township hereby incorporate into this contract the mandatory language of Subsection 3.4(a) and the mandatory language of Section 5.3 of the Regulations promulgated by the Treasurer of the State of New Jersey pursuant to P.L. 1975, c. 127, as amended and supplemented from time to time, and Bond Counsel agrees to comply fully with the terms, the provisions and the conditions of Subsection 3.4(a) and of Section 5.3, provided that Subsection 3.4(a) shall be applied subject to the terms of Subsection 3.4(d) of the Regulations.

IN WITNESS WHEREOF, the TOWNSHIP OF LOWER has caused this Agreement to be duly executed by its proper officers and has caused its corporate seal to be hereto affixed, and Bond Counsel has caused this Agreement to be duly executed by the proper party as of the day and year first above written.

TOWNSHIP OF LOWER

ATTEST:

Township Clerk

BY: Michael E Beck
Michael E Beck, Mayor
Authorized Officer

ARCHER & GREINER P.C.

BY: _____
JOHN M. CANTALUPO

BUSINESS ENTITY DISCLOSURE CERTIFICATION
 FOR NON-FAIR AND OPEN CONTRACTS
 Required Pursuant To N.J.S.A. 19:44A-20.8
 TOWNSHIP OF LOWER

Part I B Contractor Affirmation

The undersigned, being authorized and knowledgeable of the circumstances, does hereby certify that the business entity by the name Archer & Greiner, P.C. has not made and will not make any reportable contributions pursuant to N.J.S.A. 19:44A-1 et seq. that, pursuant to P.L. 2004, c. 19 would bar the award of this contract in the one year period preceding January 3, 2008 to any of the following named candidate committee, joint candidates committee; or political party committee representing the elected officials of the Township of Lower, defined pursuant to N.J.S.A. 19:44A-3(p), (q) and (r).

Michael E. Beck	
Norris Clark	Any present or future candidate committee or
Erik Simonsen	joint candidate committee or local political party
Thomas Conrad	committee formed for the election of members of
David Perry	the Lower Township governing body.

Part II B Ownership Disclosure Certification

I certify that the list below contains the names and home addresses of all owners holding 10% or more of the issued and outstanding stock of the undersigned.

Check the box that represents the type of business entity:

- Partnership
 Corporation
 Sole Proprietorship
 Subchapter S Corporation
 Limited Partnership
 Limited Liability Corporation
 Limited Liability Partnership

Name of Stock or Shareholder	Home Address
N/A	

Part 3 B Signature and Attestation:

The undersigned is fully aware that if I have misrepresented in whole or part this affirmation and certification, I and/or the business entity, will be liable for any penalty permitted under law.

Name of Business Entity: Archer & Greiner, P.C.

Signed: [Signature] Title: Partner

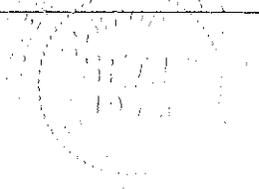
Print Name: James H. Carl Date: 1.2.15

Subscribed and sworn before me this 2 day of January, 2015.

My Commission expires: [Signature]

[Signature]
 (Affiant)
James H. Carl, Partner
 (Print name & title of affiant) (Corporate Seal)

CHERYL HUBERT
 NOTARY PUBLIC OF NEW JERSEY
 My Commission Expires January 21, 2016



**LOWER TOWNSHIP
2600 BAYSHORE ROAD
VILLAS, NJ 08251
(609) 886-2005**

AFFIDAVIT OF PAY-TO-PLAY COMPLIANCE

The Undersigned, being duly sworn, of full age according to law, upon my oath, depose and say:

1. I am a duly authorized representative of (the "Business Entity"), which for the purposes of this Affidavit includes all entities of which the Business Entity owns, directly or indirectly, a more than 50% equity interest.

2. The Business Entity is seeking the award of a Professional Services Contract or Unspecifiable Services Contract pursuant to the exceptions from public bidding under Sections 5(1) of the Local Public Contracts Law, N.J.S.A. 40A:11-1, et seq.

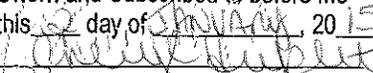
3. In accordance with Lower Township Ordinance No. 2004-10 (the "Pay-to-Play Ordinance"), I am making this Affidavit under penalties of perjury to represent to the Township of Lower that neither I nor the Business Entity have made any political contributions in violation of Section 95-2 of the Pay-to-Play Ordinance.

4. Also in accordance with the Pay-to-Play Ordinance, I am disclosing that the following represents all of the contributions that were made by the Business Entity and, to the best of my knowledge, all principals owning 10% more of the Business Entity's equity, their respective spouses, and all of the Business Entity's employees and officers and their respective spouses, to all New Jersey State and County political party committees commencing on the later of the effective date of the Pay-to-Play Ordinance (October 4, 2004) or twelve (12) months from date of this Affidavit and ending on the date of this Affidavit:

<u>Date</u>	<u>Name of Organization</u>	<u>Amount</u>
	<i>Please see attached list.</i>	

4. I represent and acknowledge that I have received, read and fully understand the Pay-to-Play Ordinance and that my violation of the Pay-to-Play Ordinance will disqualify me and the Business Entity from receiving any additional contract from the Township of Lower for a period of four (4) years and, in the event any statements made in this Affidavit are willfully false, that I and the Business Entity would be subject to criminal prosecution for perjury.


James H. Carll, Partner

Sworn and Subscribed to before me
this 22 day of SEPTEMBER, 2015

Notary Public

**CHERYL HUBERT
NOTARY PUBLIC OF NEW JERSEY
My Commission Expires January 21, 2016**

ARCHER GREINER, P.C.
POLITICAL CONTRIBUTIONS
LOWER TOWNSHIP, CAPE MAY COUNTY

<u>CONTRIBUTOR NAME</u>	<u>RECIPIENT NAME</u>	<u>DATE</u>	<u>AMOUNT</u>
Archer & Greiner, P.C.	Morey & Gabor for Freeholder	1/31/2014	1,000.00

EXHIBIT A

MANDATORY EQUAL EMPLOYMENT OPPORTUNITY LANGUAGE N.J.S.A. 10:5-31 et seq. (P.L. 1975, C. 127) N.J.A.C. 17:27

GOODS, PROFESSIONAL SERVICE AND GENERAL SERVICE CONTRACTS

During the performance of this contract, the contractor agrees as follows:

The contractor 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, the contractor will take affirmative action to ensure that such applicants are recruited and employed, and that 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 action 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. The contractor 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.

The contractor or subcontractor, where applicable will, in all solicitations or advertisements for employees placed by or on behalf of the contractor, 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.

The contractor or subcontractor, where applicable, will send to each labor union or representative or workers with which it has a collective bargaining agreement or other contract or understanding, a notice, to be provided by the agency contracting officer advising the labor union or workers' representative of the contractor's commitments under this act and shall post copies of the notice in conspicuous places available to employees and applicants for employment.

The contractor 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 the Americans with Disabilities Act.

The contractor or subcontractor agrees to make good faith efforts to employ minority and women workers consistent with the applicable county employment goals established in accordance with N.J.A.C. 17:27-5.2, or a binding determination of the applicable county employment goals determined by the Division, pursuant to N.J.A.C. 17:27-5.2.

The contractor or subcontractor agrees to inform in writing its appropriate recruitment agencies including, but not limited to, employment agencies, placement bureaus, colleges, universities, labor unions, that it does not discriminate on the basis of age, 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.

The contractor or subcontractor 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.

In conforming with the applicable employment goals, the contractor or subcontractor agrees to review all procedures relating to transfer, upgrading, downgrading and layoff to ensure that all such actions are taken without regard to age, 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.

The contractor shall submit to the public agency, after notification of award but prior to execution of a goods and services contract, one of the following three documents:

Letter of Federal Affirmative Action Plan Approval

Certificate of Employee Information Report

Employee Information Report Form AA302

The contractor and its subcontractors shall furnish such reports or other documents to the Div. of Contract Compliance & EEO as may be requested by the office from time to time in order to carry out the purposes of these regulations, and public agencies shall furnish such information as may be requested by the Div. of Contract Compliance & EEO for conducting a compliance investigation pursuant to **Subchapter 10 of the Administrative Code at N.J.A.C. 17:27.**

Firm Name: Archer & Greiner, P.C. _____

Name of Agent: James H. Carl _____

Title: Partner _____

Date: 1.2.15 _____

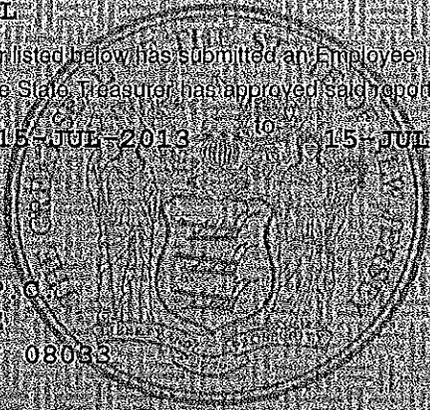
Certification 11582

CERTIFICATE OF EMPLOYEE INFORMATION REPORT

RENEWAL

This is to certify that the contractor listed below has submitted an Employee Information Report pursuant to N.J.A.C. 17:27-1.1 et. seq. and the State Treasurer has approved said report. This approval will remain in effect for the period of 15-JUL-2013 to 15-JUL-2016.

ARCHER & GREYNER, P.C.
ONE CENTENNIAL SQUARE
HADDONFIELD NJ 08033



Andrew R. Sidamon-Eristoff
State Treasurer