



New Jersey Infrastructure Bank
 3131 Princeton Pike
 Building 4 Suite 216
 Lawrenceville, NJ 08648-2201

Robert A. Briant, Jr., Vice Chairman
 Roger Ellis, Treasurer
 Mark Longo, Secretary
 Elizabeth M. Muoio, State Treasurer
 Catherine R. McCabe, DEP Commissioner
 Diane Gutierrez-Scaccetti, DOT Commissioner
 Sheila Oliver, DCA Commissioner
 David E. Zimmer, Executive Director



November 14, 2019

Honorable Phil Murphy
 Governor of the State of New Jersey
 State House
 PO Box 001
 Trenton, New Jersey 08625

Dear Governor Murphy:

In accordance with the provisions of the New Jersey Environmental Infrastructure Trust Act, I hereby transmit for your review and consideration the executive session minutes of the November 14, 2019 Trust Board meeting of the New Jersey Environmental Infrastructure Trust. The New Jersey Environmental Infrastructure Trust Act provides that the Governor has ten days from the delivery of the minutes, excluding weekends and holidays, to review and accept such minutes. In the event that the minutes are not acted upon within the statutory time frame by you, the minutes become effective automatically.

Sincerely,

David E. Zimmer, CFA
 Assistant Secretary

Enclosure

Cc: Honorable Stephen Sweeney, President of the Senate
 Honorable Craig Coughlin, Speaker of the General Assembly

Minutes
Date: 11/14
Meeting: 11/14
Veto: 11/29
Memo: 11/21



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11/14/2019

NEW JERSEY INFRASTRUCTURE BANK

OPEN PUBLIC MEETING
 Thursday, November 14, 2019

1. CALL TO ORDER:

A meeting of the New Jersey Infrastructure Bank was convened on Thursday, November 14, 2019 in the conference room of 3131 Princeton Pike, Building 4, Suite 216, Lawrenceville, New Jersey. Vice Chairman Briant called the meeting to order at 10:00 a.m.

2. OPEN PUBLIC MEETING ACT STATEMENT:

Executive Director Zimmer read the Open Public Meeting Act Statement into the record.

3. ROLL CALL:

Ms. Nancy Collazo conducted roll call to which Mr. Briant, Ms. Rankin, Ms. Brogle, Mr. Longo, Mr. Ellis, and Mr. Kanef, all responded affirmatively.

DIRECTORS

Robert A. Briant, Jr., Vice Chairman
 Mark Longo, Secretary*
 Roger Ellis, Treasurer*
 Janice Brogle
 (for DEP Commissioner Catherine R. McCabe)
 Michael Kanef*
 (for State Treasurer Elizabeth M Muoio)
 Laine Rankin
 (for DOT Commissioner Diane Gutierrez-Scaccetti)

OTHERS

David E. Zimmer, Executive Director
 Lauren Seidman Kaltman, Chief Financial Officer
 Judy Karp, Legal and Compliance Officer
 Leigh Peterson, Chief Operating Officer
 Christopher Bruther, Comptroller
 Gene Chebra, DEP, Municipal Finance &
 Construction Element
 Bill Machotka, DEP, Municipal Finance &
 Construction Element
 Joy Johnson, Governor's Authorities Unit
 Aimee Manocchio Nason, Deputy Attorney General
 Richard Nolan, McCarter & English LLP
 Geoffrey Stewart, Public Financial Management
 Tricia Gasparine, Chiesa Shahinian Giantomasi PC
 Bob Lamb, Lamont Financial Services Corp.

(*) Participated via teleconference

4. APPROVAL OF THE MINUTES:

Vice Chairman Briant opened discussion of the Minutes of the I-Bank's October 2019 Board meeting.

There were no comments or questions. Vice Chairman Briant requested a motion for approval.

Mr. Longo moved for the approval of the minutes. Ms. Brogle seconded the motion. The motion was carried with all 6 members voting in favor of the motion.

5. ANNOUNCEMENTS:

Executive Director Zimmer summarized a number of the substantive events and correspondence that have occurred since the last Board meeting issued over the same time period:

- On **November 13, 2019**, Executive Director Zimmer and Project Manager Rolon participated on a conference call with representatives from the US RDA to discuss opportunities for financing transportation projects at regional airports in rural NJ;
- On **November 8, 2019**, Executive Director Zimmer presented the Water and Transportation Bank Financing Programs' projected construction activities for SFY2020-2021 at the Alliance for Action's 35th Annual Construction Forecast Seminar in Monroe, NJ;
- On **October 31, 2019**, Executive Director Zimmer and Project Manager Rolon presented NJIB Financing Program updates to members of the NJ Bond Council Meeting in Union, NJ;
- On **October 30, 2019**, Members of the NJIB's Senior Staff, along with consultants from PFM, Lamont Financial Services Corp., McCarter & English, and CSG conducted the RFQ for Banking Facility Provider(s) Pre-Bid Conference Call via GoToMeeting to describe the RFQ and answer questions from call participants. The transcription and audio from the call were posted on the I-Bank's website under the procurement tab;
- On **October 28, 2019**, Members of the NJIB's Senior Staff, members of DEP's MF&C Element, and Program Bond Counsel Richard Nolan of McCarter & English met with representatives of Hudson County Improvement Authority and their legal and engineering consultants at the NJIB's office to discuss potential financing for the Koppers Peninsula Project;
- On **October 18, 2019**, COO Peterson and Project Manager Rolon presented an overview of the Transportation Bank's Financing Program to the NJ State Association of County Engineers fall meeting at Rutgers University (as an aside, members of the T-Bank Engineering Advisory Committee, which was approved by the Board at its October Board meeting, were appointed last week. A doodle poll invite was sent out to schedule the first meeting);
- On **October 17 & 18, 2019**, Executive Director Zimmer participated in EPA's Environmental Financial Advisory Board (EFAB) meeting in Kansas City, MO; and
- The next I-Bank Board meeting is scheduled for Thursday, December 12, 2019 at 10:00 am at the I-Bank's offices.

A copy of the announcements is available on the I-Bank's webpage <https://www.njib.gov/nj/Board+Information.3> (locate under "Board Information", "2019 Board Meetings", then select "Minutes", the announcements will be at the end of the file.)

There were no comments or questions.

6. PUBLIC COMMENTS:

Vice Chairman Briant invited comments from the public. There were no comments.

7. UNFINISHED BUSINESS:

A₁. COO Peterson discussed the status of review for Water Bank Loan applications reporting that 35 projects had been certified or received Authorization to Award since July 1, 2019 totaling \$78.8 million, and an additional 17 projects had received Authorization to Advertise totaling \$450 million.

There were no comments or questions.

A₂. COO Peterson discussed the status of Transportation Bank Loan applications reporting that 6 projects had received either concurrence of construction award or certification since July 1, 2019 totaling \$25.8 million and an additional 4 projects with a total value of \$28.1 million are under design review.

There were no comments or questions.

B₁. Mr. Bill Machotka, of the DEP's MF&C Element, gave the Water Bank Construction status updates stating that there are 298 active projects totaling \$1.6 million and 1,343 closed projects with loans totaling \$6,063,626,725 for a grand total of 1,643 projects at \$7,761,240,719.

There were no comments or questions.

B₂. COO Peterson discussed the status of the Transportation Bank Construction process.

A total of 11 projects have received funding allocations; 4 of which are fully certified and under construction and the remaining 7 are in the process of finalizing and submitting their contracts for review and certification.

There were no comments or questions.

C. Executive Director Zimmer next reported on the status of the Water Bank Construction and SAIL Loan Program noting that the I-Bank received 1 new application in October of 2019 for a loan totaling \$3.4 million. The Program received 37 Water Bank Loan applications through October 31, 2019 totaling \$297.5 million. The Water Bank closed 3 Construction Loans in October of 2019 totaling \$2.2 million. The Program has closed 154 Construction and SAIL Loans to-date totaling \$956.6 million. The Program disbursed \$27.2 million of funds to 22 projects in October of 2019. 151 projects with open Construction and SAIL Loans have received disbursements from the Water Bank through October 31, 2019 totaling \$459.1 million, or approximately 48% of the outstanding short-term loan balance.

Executive Director Zimmer next reported on the status of the Transportation Construction Loan Program noting that the Transportation Bank received no new applications for financing in October of 2019. The Transportation Bank has 1 Loan application outstanding as of October 31, 2019 for \$10.5 million. The Transportation Bank did not close any loans in October of 2019. The Transportation Bank has 7 closed loans outstanding totaling \$30.6 million. The Transportation Bank did not disburse any

funds since October 1, 2019. 7 projects with open Construction Loans have received disbursements from the Transportation Bank in fiscal year to date totaling \$570,981.

There were no comments or questions.

- D. Executive Director Zimmer reported one outstanding Requests for Proposals.

Banking Facility Provider RFQ

Pursuant to Resolution Nos. 19-09 and 19-10, I-Bank published an RFQ for a short-term borrowing program for the Transportation and Water Bank Financing Programs. Responses were due Wednesday, November 13. 4 submissions were received. The Review Committee will make a recommendation for final pool participants and the Executive Director will present a recommendation to the Board for pool approval.

There were no comments or questions.

8. NEW BUSINESS:

- A. Executive Director Zimmer introduced the I-Bank's Comptroller Chris Bruther to present Resolution No. 19-55 accepting the September 2019 Treasurer's Report.

After presenting the report, Mr. Bruther asked if there were any comments or questions. Hearing none, Vice Chairman Briant requested a motion for approval.

The resolution was moved for adoption by Ms. Rankin and seconded by Ms. Brogle.
The motion was carried with all 6 members voting in favor of the motion.

- B. Executive Director Zimmer introduced Resolution No. 19-56 approving the I-Bank's SFY2019 Annual Report. Mr. Zimmer advised that the I-Bank staff prepared the Report which includes the Audited Financials. The I-Bank will file the Report with the Governor, the Governor's Authorities Unit, the State Treasurer, Senate and Assembly and post the Report on the I-Bank website.

There were no comments or questions. Vice Chairman Briant requested a motion for approval.

The resolution was moved for adoption by Ms. Rankin and seconded by Ms. Brogle.
The motion was carried with all 6 members voting in favor of the motion.

- C. Executive Director Zimmer introduced Assistant Director/Legal and Compliance Officer (AD/LCO) Karp to present Resolution No. 19-57. AD/LCO Karp advised that pursuant to Resolution No. 17-61 the I-Bank executed a contract with BLX Group ("BLX") to provide Arbitrage Rebate Compliance Services to the Water Bank for a 2-year term with the potential for a one-year contract extension, subject to Board approval. This resolution authorizes such an extension.

AD/LCO Karp asked if there were any comments or questions. Hearing none, Vice Chairman Briant requested a motion for approval.

The resolution was moved for adoption by Ms. Rankin and seconded by Ms. Brogle.

The motion was carried with all 6 members voting in favor of the motion.

9. EXECUTIVE SESSION:

Vice Chairman Briant asked if there was a need for an Executive Session. Executive Director Zimmer responded there was not.

Vice Chairman Briant asked Executive Director Zimmer if there was any further action required by the Board. Executive Director Zimmer answered there was not.

Vice Chairman Briant then asked for a motion for an adjournment.

Ms. Rankin moved to adjourn the meeting. The motion was seconded by Ms. Brogle. The motion was carried with all 6 members voting in favor of the motion.

The meeting was adjourned at 10:30 am.

RESOLUTION NO. 19 - 55

**RESOLUTION AUTHORIZING APPROVAL OF THE
SEPTEMBER 2019 TREASURER'S REPORT**

WHEREAS, the New Jersey Infrastructure Bank (the "I-Bank") has reviewed the Treasurer's Report for September 2019; and

WHEREAS, the I-Bank has placed in its files certain correspondence relating to expenses incurred in relation to the I-Bank.

NOW THEREFORE, BE IT RESOLVED, that the I-Bank hereby accepts the Treasurer's Report for September 2019 and requests that the same be entered into the record.

Adopted Date: November 14, 2019

Motion Made By: Laine Rankin

Motion Seconded By: Janice Brogle

Ayes: 6

Nays: 0

Abstentions: 0

RESOLUTION NO. 19 - 56

**RESOLUTION APPROVING THE STATE FISCAL YEAR 2019
ANNUAL REPORT**

WHEREAS, a comprehensive Report concerning the New Jersey Infrastructure Bank's ("I-Bank") operations (hereafter "Annual Report") is required to be prepared annually pursuant to Executive Order No. 37 (Corzine) (hereafter "EO 37"); and

WHEREAS, EO 37 requires the I-Bank Board of Directors to approve the I-Bank's Annual Report prior to submission to the Governor's Authorities Unit and the Legislature; and

WHEREAS, I-Bank staff has presented the Board with the SFY2019 Annual Report.

NOW THEREFORE BE IT RESOLVED, the Board hereby approves the I-Bank's SFY2019 Annual Report.

Adopted Date: November 14, 2019

Motion Made By: Laine Rankin

Motion Seconded By: Janice Brogle

Ayes: 6

Nays: 0

Abstentions: 0

RESOLUTION NO. 19 - 57

**RESOLUTION OF THE I-BANK AUTHORIZING A ONE YEAR
EXTENSION OF ITS AGREEMENT WITH BLX GROUP FOR ARBITRAGE REBATE COMPLIANCE
SERVICES**

WHEREAS, pursuant to Section 5(1) of the New Jersey Infrastructure Trust Act, constituting Chapter 334 of the Pamphlet Laws of 1985 of the State of New Jersey (codified at N.J.S.A. 58:11B-1 et seq.) the New Jersey Infrastructure Bank (the "I-Bank") is authorized to enter agreements necessary to the performance of its duties; and

WHEREAS, pursuant to Resolution No. 17-42, the Board of Directors of the I-Bank (the "Board") authorized the Executive Director of the I-Bank to solicit proposals for Arbitrage Rebate Compliance Services; and

WHEREAS, the I-Bank competitively procured Arbitrage Rebate Compliance Services through formal advertisement and distribution of a Request for Proposals ("RFP") pursuant to I-Bank Policy and Procedure 4.0; and

WHEREAS, pursuant to Resolution No. 17-61, the Board authorized the appointment of the highest ranked firm, BLX Group ("BLX") for commencing January 1, 2018 through December 31, 2019 with an option for a one year extension subject to Board approval; and

WHEREAS, on November 29, 2017, an agreement was entered between the I-Bank and BLX ("Original Contract") appointing BLX as provider of Arbitrage Rebate Compliance Services for the Environmental Infrastructure Financing Program for the contract term from January 1, 2018 through December 31, 2019; and

WHEREAS, the Original Contract approved by the Board pursuant to Resolution 17-61 provides for an extension for up to one year, subject to Board authorization; and

WHEREAS, it is the desire of the Board to exercise the one-year option for renewal of its Original Contract with BLX as outlined in the Original Contract as the Board deems the continued appointment of BLX as provider of Arbitrage Rebate Compliance Services to be appropriate.

NOW THEREFORE BE IT RESOLVED THAT the Board hereby approves and authorizes the renewal of its Original Contract with BLX appointing BLX as provider of Arbitrage Rebate Compliance Services for an additional term of one year, from January 1, 2020 through December 31, 2020; and

BE IT FURTHER RESOLVED THAT the Vice Chairman of the I-Bank is hereby authorized to issue a contract extension to BLX to provide the services set forth in the Original Contract pursuant to the terms and conditions thereof. The terms and conditions of the amended agreement shall include, but not be limited to:

- a. The provision of services as outlined in the I-Bank's RFP distributed on August 31, 2017 and the proposal submitted by BLX dated September 27, 2017; and
- b. The payment of all fees for all services as detailed in the October 26, 2017 Best and Final Offer submittal; and
- c. The annual cost of services is not to exceed \$50,000.00; and
- d. Such other terms and conditions as may be contemplated by the RFP and the materials enclosed therewith as deemed necessary and appropriate by the Executive Director of the I-Bank.

Adopted Date: November 14, 2019

Motion Made By: Laine Rankin

Motion Seconded By: Janice Brogle

Ayes: 6

Nays: 0

Abstentions: 0

SUMMARY OF ANNOUNCEMENTS:

Executive Director Zimmer summarized the substantive events and correspondence issued since the last I-Bank Board meeting.

- On **November 13, 2019**, Executive Director Zimmer and Project Manager Rolon participated on a conference call with representatives from the US RDA to discuss opportunities for financing transportation projects at regional airports in rural NJ;
- On **November 8, 2019**, Executive Director Zimmer presented the Water and Transportation Bank Financing Programs projected construction activities for SFY2020-2021 at the Alliance for Action's 35th Annual Construction Forecast Seminar in Monroe, NJ;
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- On **October 18, 2019**, COO Peterson and Project Manager Rolon presented an overview of the Transportation Bank's Financing Program to the NJ State Association of County Engineers Fall meeting at Rutgers University;
- On **October 17 & 18, 2019**, Executive Director Zimmer participated in EPA's Environmental Financial Advisory Board (EFAB) in Kansas City, MO;
- Program staff participated in various conference calls to discuss pre-planning and prospective financing program participation with:
 - Water Bank
 - BCUA,
 - Rutgers University/University Hospital,
 - Hanover Twp SA,
 - Covanta,
 - City of Orange,
 - East Orange City,
 - HCIA/Kopper's Peninsula,
 - Newark City, and
 - The Pinelands Infrastructure Trust Fund.
- Executive Director Zimmer continues to serve as a Steering Committee member and co-Chair of the Jersey Water Works Asset Management and Finance Committee and co-host quarterly Finance Committee meetings;
- Assistant Director/Legal and Compliance Officer Karp is serving as the point person for the I-Bank, holding regular meetings with counterparts at NJDOT and NJDEP regarding the development and adoption of Program regulations for the Transportation Bank and Water Bank respectively; and
- Executive Director Zimmer, CFO Kaltman, COO Peterson, and bond counsel Tricia Gasparine and Dorit Kressel of CSG PC continue to participate in bi-weekly calls with representatives from FHWA and the

US DOT's Build America Bureau to establish the I-Bank as the first participant in TIFIA's Rural Project Fund Loan program;

- The next Board meeting is scheduled for **Thursday, December 12, 2019 at 10:00 a.m.** at the I-Bank's offices.

SUMMARY OF CORRESPONDENCE:

During the past month, the I-Bank received or sent the noteworthy correspondence listed below. Pursuant to the I-Bank's Green Initiative, the agenda package does not include copies of the following correspondence. Board members should contact the I-Bank Administrative Assistant if they wish to receive hard copies.

- 5.02 Certificates were sent to the following Program borrowers:

2019A-1	Somerset Raritan Valley SA	S340801-08
2018A-1	Sussex County MUA	S342008-05
2016A-1	Milltown Borough	S340102-03
2016A-1	Milltown Borough	S340102-03

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<https://www.njib.gov/nj/Board+Information.3>.