

THIS AGREEMENT, made this 1st day of January, 2017 BY AND BETWEEN

ROCKAWAY VALLEY REGIONAL SEWERAGE AUTHORITY,
a public corporation in the County of Morris and State of New Jersey, hereinafter referred to the "Authority",

AND

HAWKINS, DELAFIELD & WOOD, LLP with offices at One Gateway Center,
Newark, New Jersey 07102, hereinafter referred to as "CONTRACTOR"

WITNESSETH:

For and in consideration of these presents, and their mutual promises and other good and valuable consideration in hand paid by one party to the other, the receipt of which is hereby acknowledged, the parties hereto agree as follows:

1. Contractor agrees to provide Bond Counsel Services, to the Rockaway Valley Regional Sewerage Authority (Authority), as more specifically set forth in the Proposal for Appointment ("Proposal"), dated November 21, 2016 incorporated herein by reference and made a part hereof for the period of January 1, 2017 to December 31, 2017.
2. Upon performance by Contractor, the Authority agrees to pay to Contractor in accordance with the terms and conditions set forth in said Proposal attached hereto and made a part hereof.
3. Termination - Either the AUTHORITY or the CONTRACTOR may terminate this Agreement without advance notice and effective immediately for cause which, on the part of the CONTRACTOR shall be for breach of the terms and conditions of this Agreement, and, on the part of the AUTHORITY, shall be for failure to make the payments under the terms of this Agreement; or, otherwise, with or without cause, upon ten (10) days advance written notice to the other party. Upon delivery of such notice by AUTHORITY, CONTRACTOR shall immediately cease work and deliver to AUTHORITY all work in progress and return all AUTHORITY

Information and any AUTHORITY-owned materials and/or equipment. If the AUTHORITY exercises its right to terminate this Agreement, any obligation it may otherwise have under this Agreement shall cease immediately, provided that the AUTHORITY shall only be obligated to pay CONTRACTOR monies owed CONTRACTOR up to the time of termination for services actually performed.

4. 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.

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 ensure that equal employment opportunity is afforded to such applicants in recruitment and employment, 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 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. 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 an 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 will send to each labor union, with which it has a

collective bargaining agreement, a notice, to be provided by the agency contracting officer, advising the labor union of the contractor's commitments under this chapter 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 meet targeted county employment goals established in accordance with 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, 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.

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 targeted 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, 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.

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

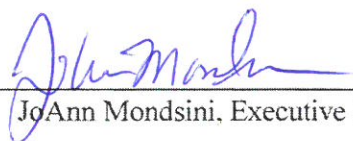
Employee Information Report Form AA302 (electronically provided by the Division and distributed to the public agency through the Division's website at www.state.nj.us/treasury/contract_compliance)

The contractor and its subcontractors shall furnish such reports or other documents to the Division of Public Contracts Equal Employment Opportunity Compliance 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 Division of Public Contracts Equal Employment Opportunity Compliance for conducting a compliance investigation pursuant to Subchapter 10 of the Administrative Code at N.J.A.C. 17:27.

IN WITNESS WHEREOF, said Authority has caused these presents to be signed by its Executive Director, and attested by its Secretary, and has caused its official seal to be affixed hereto and said Contractor has caused the corporate seal to be affixed and attested thereto, and these presents to be signed by its Partner, the day and date first above written.

ROCKAWAY VALLEY REGIONAL
SEWERAGE AUTHORITY

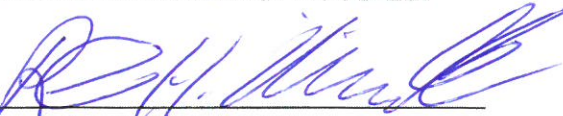
ATTEST: 

BY: 
JoAnn Mondsini, Executive Director

(SEAL)

HAWKINS DELAFIELD & WOOD LLP

ATTEST: 
(SEAL)

BY: 
Robert H. Beinfield, Partner



A NEW YORK LIMITED LIABILITY PARTNERSHIP

PHONE (973) 642-8584
FAX (973) 642-6773

ONE GATEWAY CENTER
NEWARK, NJ 07102
WWW.HAWKINS.COM

DIRECT DIAL: (973) 642-1307
E-MAIL: RBEINFELD@HAWKINS.COM

NEWARK
NEW YORK
WASHINGTON
HARTFORD
LOS ANGELES
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C. STEVEN DONOVAN
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ERIC J. SAPIR
CHARLES G. TOTO
KRISTINE L. FLYNN
PATRICIA A. GOINS
MICHELLE A. LOUCOPOLES
DAVID S. HANDLER
ROBERT A. ERNST
MEGAN I. FELICIANO
DONGYU "EDDIE" WANG
NILES B. MURPHY

CA bar only

November 21, 2016

The Rockaway Valley Regional Sewerage Authority

Ms. JoAnn Mondsinì
Executive Director
The Rockaway Valley Regional Sewerage Authority
R.D. #1, 99 Green Bank Road
Boonton, New Jersey 07005-9602

Dear JoAnn:

Thank you for your letter of November 14, 2016 inviting Hawkins Delafield & Wood LLP to submit a schedule of charges for bond counsel services. As you know, during the year bond counsel is often consulted for advice on various matters that are not necessarily related to a bond issue. For example, questions frequently arise requiring interpretation of legal documents drafted by bond counsel such as service contracts and bond resolutions or guidance may be sought with respect to requirements imposed by either the federal continuing disclosure regulations or the existing federal tax, arbitrage and rebate regulations.

Hawkins Delafield & Wood LLP is proud to have served as bond counsel to the Authority in connection with all bond and project bond issues of the Authority to date, including the 2007 Subordinate Bonds, the 2010 Subordinate Bonds and the 2012 Subordinate Bonds issued in connection with the NJEIT financing program, to have drafted the Authority's General Bond Resolution and all ten of the Authority's Supplemental Resolutions, to have drafted the Authority's 2007 Subordinate Bond Resolution, 2010 Subordinate Bond Resolution, the 2012 Subordinate Bond Resolution and the 2014 Subordinate Bond Resolution, to have participated in the drafting of the Authority's 1976 Service Contract and to have assisted in the preparation of the Authority's disclosure documents (i.e., Official Statements) which were distributed to the public bond markets and the investment banking community. We respectfully believe that this continued, extensive and unique experience with the Authority and its professionals will allow Hawkins Delafield & Wood LLP to respond efficiently, effectively and accurately to any matter requiring bond counsel attention.

Our fee for general bond counsel advisory services would be based on work undertaken and actual time expended plus out-of-pocket disbursements, which are usually minimal, for items such as duplicating, express mail, postage and telephone expenses. We would propose the following hourly billing rates (which reflect no increase from our 2016 rates and are

identical to rates we have had in effect for several years): partner/counsel \$295 per hour, associate \$195 per hour and paralegal \$95 per hour.

For bond counsel work in connection with a bond issue, we would typically propose a fixed "all in" fee based upon, among other things, the type of bonds being issued (*i.e.*, short-term, long-term, fixed rate, variable rate, refunding, capital appreciation, etc.), the documentation in addition to the standard bond resolutions that we may be asked to prepare (*i.e.*, the Local Finance Board Application, Preliminary and Final Official Statements, NJEIT application, etc.), any additional contracts or paperwork that we may be asked to review or comment upon (*i.e.*, letters of credit, insurance documentation, surety bonds, investment contracts, derivative products, etc.), special federal tax or securities law matters, and other unique issues. For example, for an NJEIT financing our fee is usually \$35,000.

As requested, I am enclosing the Business Entity Disclosure Certification, the Chapter 271 Political Contribution Disclosure Form and the Stockholder Disclosure Certification. In addition, I am enclosing a proposed form of Professional Services Agreement that contains certain State recommended statutory references and the Mandatory Equal Employment Opportunity Language, our New Jersey Business Registration Certificate and a copy of our Certificate of Employee Information Report from the State Treasurer.

We have had the privilege of serving the Authority and working with its professionals for many years and look forward to the opportunity to continue our long-standing relationship this year. If you have any questions with regard to the above or if there is anything further we can do or provide at this time, please do not hesitate to contact me.

With best regard, I am

Very truly yours,



Robert H. Beinfield

RHB:gn
Enclosures
Federal Express

**BUSINESS ENTITY DISCLOSURE CERTIFICATION
FOR NON-FAIR AND OPEN CONTRACTS
Required Pursuant To N.J.S.A. 19:44A-20.8
THE ROCKAWAY VALLEY REGIONAL SEWERAGE AUTHORITY**

Part I – Vendor Affirmation

The undersigned, being authorized and knowledgeable of the circumstances, does hereby certify that **Hawkins Delafield & Wood LLP** 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 1, 2017** to any of the following named candidate committee, joint candidates committee; or political party committee representing the elected officials of the **Rockaway Valley Regional Sewerage Authority, New Jersey**, as defined pursuant to N.J.S.A. 19:44A-3(p), (q) and (r).

| | |
|-------------------|--|
| See attached list | |
| | |
| | |
| | |

Part II – 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.

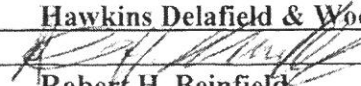
Check the box that represents the type of business entity:

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

| Name of Stock or Shareholder | Home Address |
|------------------------------|--------------|
| None | |
| | |
| | |
| | |
| | |
| | |

Part 3 – Signature and Attestation:

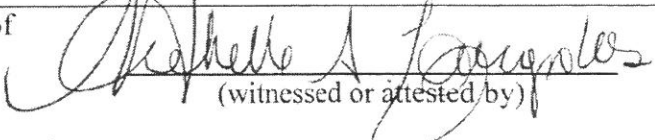
The undersigned is fully aware that if I have misrepresented in whole or part this affirmation and certification, I and/or the business entity, will be liable for any penalty permitted under law.

Name of Business Entity: Hawkins Delafield & Wood LLP
 Signature of Affiant:  Title: Partner
 Printed Name of Affiant: Robert H. Beinfield Date: 11/21/16

Subscribed and sworn before me this 21st day of November, 2016.

My Commission expires: N/A

Attorney at Law, State of New Jersey


 (witnessed or attested by)

Attachment to Business Entity Disclosure Certification
For Non-Fair and Open Contracts

For

Rockaway Valley Regional Sewerage Authority
2016 & 2017 List of Elected Officials pursuant to N.J.S.A. 19:44A-20.8

Town of Boonton

Any contribution to candidate committee or political party committee to elect the following Mayor and the Board of Aldermen:

Matthew DiLauri, Mayor
James Lynch
Daniel Piccioni
Keith Price
Michael Eoga
Scott Minitier
Anthony Scozzafava
Doris Yanez
Daniel Carey
Cyril Wekilsky
Joanne Leone
Scot Looker

And

Town of Boonton Republican Committee

Township of Boonton

Any contribution to candidate committee or political party committee to elect the following Mayor and Committee members:

Paul Allieri, Mayor
Thomas Donadio,
Paul Allieri
William Klingener
Michelle Rankin
Robert A. Rizzo

Town of Dover

Any contribution to candidate committee or political party committee to elect the following Mayor and the Board Aldermen.

James Dodd, Mayor
Cindy Romaine
James Visioli
Carolyn Blackman
Michael Picciallo
Ronald Camacho
Thomas MacDonald
William O'Conner
Christine Noriega
And

MMHS Citizens for a Good Government
Dover Democratic Committee
Dover Republican Club

Township of Denville

Any contribution to candidate committee or political party committee to elect the following Mayor and Council members:

Thomas Andes, Mayor
Christopher Golinski
Gene Fitzpatrick
Donald Kuser
John Murphy
Stephanie Lyden
Nancy White
Douglas Gabel

And

Township of Denville Republican Committee
Township of Denville Democratic Committee

Township of Randolph

Any contribution to candidate committee or political party committee to elect the following Mayor and Council members:

Roman Hirniak, Mayor
Christine Carey, Deputy Mayor
Joanne Veech
Mark Forstenhausler
James Loveys
Michael Guadagno
Allen Napoliello
Monique Johnson
Friends of Napoliello,
Fund to Elect Allen Napoliello
Randolph Republican County Committee
Randolph Democratic Committee

Borough of Rockaway

Any contribution to candidate committee or political party committee to elect the following Mayor and Council members:

Russell Greuter, Mayor
Patrick McDonald
Melissa Burnside
Joyce Kanigel
Thomas Mulligan
Robert Smith
John L. Willer, Jr.

And

Rockaway Borough Republican Committee

Township of Rockaway

Any contribution to candidate committee or political party committee to elect the following Mayor and Committee members:

Michael Dachisen Mayor

Frank Berman

Dr. Alexander Gellman

Daniel Anello

Stephen Antonelli

John J. Quinn

Jeremy Jedynek

Donald Reddin

Patricia Abrahamsen

Michael Puzio

And

Rockaway Township Republican Committee

Rockaway Township Democratic Committee

The Candidate Committee

Joint Candidate Committee

Borough of Victory Gardens

Any contribution to candidate committee or political party committee to elect the following Mayor and Council members:

David Holeman, Jr- Mayor

Wayne Jacobus

James Glass

Vera Cheatham

Ondria Garcia Montes

Ismael Lorenzo

Veronica Hedgepath

And

Victory Gardens Democratic Committee

Victory Gardens Republican Committee

Victory Gardens Committee to Elect David Holeman, Jr.

Borough of Wharton

Any contribution to candidate committee or political party committee to elect the following Mayor and Committee members:

Wharton Republican Committee Members for

William J. Chegwiddden – Mayor

Glenn Corbett

Vincent Binkoski

Robert Norton

Thomas Yeager

Nicole Wickenhusser

Sandra Hayes

Republican Committee Members:

Cheryl Manna, John Manna, Karen Skelly, Stephen Skelly, Barbara Gillen, John Janin, Jean Bronock-Zaccone, Anthony D'Agostino, Sandy Hayes, Steve Machuga.

Democratic Committee Members:

Jeffrey Kazanchy, Sondra Kaufman, William Kersey, Sylvia Kersey, John Santana, Ann Schreck.

City of Jersey City

Any contribution to candidate committee or political party committee to elect the following Mayor and Council members:

Steven Fulop Mayor
Rolando R. Lavarro, Jr.
Joyce Watterman
Daniel Rivera
Frank Gajewski
John Hallanan
Richard Boggiano
Michael Yun
Candice Osborne
Diane Coleman

BUSINESS ENTITY DISCLOSURE CERTIFICATION
FOR NON-FAIR AND OPEN CONTRACTS
Required Pursuant To N.J.S.A. 19:44A-20.8
THE ROCKAWAY VALLEY REGIONAL SEWERAGE AUTHORITY

The following is statutory text related to the terms and citations used in the Business Entity Disclosure Certification form.

“Local Unit Pay-To-Play Law” (P.L. 2004, c.19, as amended by P.L. 2005, c.51)

19:44A-20.6 Certain contributions deemed as contributions by business entity.

5. When a business entity is a natural person, a contribution by that person's spouse or child, residing therewith, shall be deemed to be a contribution by the business entity. When a business entity is other than a natural person, a contribution by any person or other business entity having an interest therein shall be deemed to be a contribution by the business entity.

19:44A-20.7 Definitions relative to certain campaign contributions.

6. As used in sections 2 through 12 of this act:

“business entity” means any natural or legal person, business corporation, professional services corporation, limited liability company, partnership, limited partnership, business trust, association or any other legal commercial entity organized under the laws of this State or of any other state or foreign jurisdiction;

“interest” means the ownership or control of more than 10% of the profits or assets of a business entity or 10% of the stock in the case of a business entity that is a corporation for profit, as appropriate;

Temporary and Executing

12. Nothing contained in this act shall be construed as affecting the eligibility of any business entity to perform a public contract because that entity made a contribution to any committee during the one-year period immediately preceding the effective date of this act.

~~~~~  
**The New Jersey Campaign Contributions and Expenditures Reporting Act (N.J.S.A. 19:44A-1 et seq.)**

**19:44A-3 Definitions.** In pertinent part...

p. The term "political party committee" means the State committee of a political party, as organized pursuant to R.S.19:5-4, any county committee of a political party, as organized pursuant to R.S.19:5-3, or any municipal committee of a political party, as organized pursuant to R.S.19:5-2.

q. The term "candidate committee" means a committee established pursuant to subsection a. of section 9 of P.L.1973, c.83 (C.19:44A-9) for the purpose of receiving contributions and making expenditures.

r. the term "joint candidates committee" means a committee established pursuant to subsection a. of section 9 of P.L.1973, c.83 (C.19:44A-9) by at least two candidates for the same elective public offices in the same election in a legislative district, county, municipality or school district, but not more candidates than the total number of the same elective public offices to be filled in that election, for the purpose of receiving contributions and making expenditures. For the purpose of this subsection: ...; the offices of member of the board of chosen freeholders and county executive shall be deemed to be the same elective public offices in a county; and the offices of mayor and member of the municipal governing body shall be deemed to be the same elective public offices in a municipality.

**19:44A-8 and 16 Contributions, expenditures, reports, requirements.**

*While the provisions of this section are too extensive to reprint here, the following is deemed to be the pertinent part affecting amounts of contributions:*

“The \$300 limit established in this subsection shall remain as stated in this subsection without further adjustment by the commission in the manner prescribed by section 22 of P.L.1993, c.65 (C.19:44A-7.2)

# C. 271 POLITICAL CONTRIBUTION DISCLOSURE FORM


Required Pursuant To N.J.S.A. 19:44A-20.26

**This form or its permitted facsimile must be submitted to the local unit  
no later than 10 days prior to the award of the contract.**

**Part I – Vendor Information**

|              |                                            |        |            |
|--------------|--------------------------------------------|--------|------------|
| Vendor Name: | Hawkins Delafield & Wood LLP               |        |            |
| Address:     | One Gateway Center, 24 <sup>th</sup> Floor |        |            |
| City:        | Newark                                     | State: | New Jersey |
|              |                                            | Zip:   | 07102      |

The undersigned being authorized to certify, hereby certifies that the submission provided herein represents compliance with the provisions of N.J.S.A. 19:44A-20.26 and as represented by the Instructions accompanying this form.

|                                                                                   |                     |         |
|-----------------------------------------------------------------------------------|---------------------|---------|
|  | Robert H. Beinfield | Partner |
| Signature                                                                         | Printed Name        | Title   |

**Part II – Contribution Disclosure**

Disclosure requirement: Pursuant to N.J.S.A. 19:44A-20.26 this disclosure must include all reportable political contributions (more than \$300 per election cycle) over the 12 months prior to submission to the committees of the government entities listed on the form provided by the local unit.

Check here if disclosure is provided in electronic form.

| Contributor Name | Recipient Name | Date | Dollar Amount |
|------------------|----------------|------|---------------|
| None             |                |      | \$            |
|                  |                |      |               |
|                  |                |      |               |
|                  |                |      |               |
|                  |                |      |               |
|                  |                |      |               |
|                  |                |      |               |
|                  |                |      |               |
|                  |                |      |               |
|                  |                |      |               |

Check here if the information is continued on subsequent page(s)

**List of Agencies with Elected Officials Required for Political Contribution Disclosure  
N.J.S.A. 19:44A-20.26**

**County Name: Morris**

State: Governor, and Legislative Leadership Committees

Legislative District #s: 16, 21, 24, 25 & 26

State Senator and two members of the General Assembly per district.

County:

Freeholders                      County Clerk                      Sheriff                      Surrogate

Municipalities (Mayor and members of governing body, regardless of title):

|                       |                         |                                |
|-----------------------|-------------------------|--------------------------------|
| Boonton Town          | Jefferson Township      | Mount Olive Township           |
| Boonton Township      | Kinnelon Borough        | Mountain Lakes Borough         |
| Butler Borough        | Lincoln Park Borough    | Netcong Borough                |
| Chatham Borough       | Long Hill Township      | Parsippany-Troy Hills Township |
| Chatham Township      | Madison Borough         | Pequannock Township            |
| Chester Borough       | Mendham Borough         | Randolph Township              |
| Chester Township      | Mendham Township        | Riverdale Borough              |
| Denville Township     | Mine Hill Township      | Rockaway Borough               |
| Dover Town            | Montville Township      | Rockaway Township              |
| East Hanover Township | Morris Plains Borough   | Roxbury Township               |
| Florham Park Borough  | Morris Township         | Victory Gardens Borough        |
| Hanover Township      | Morristown Town         | Washington Township            |
| Harding Township      | Mount Arlington Borough | Wharton Borough                |

Boards of Education (Members of the Board):

|                       |                         |                                |
|-----------------------|-------------------------|--------------------------------|
| Boonton Town          | Lincoln Park Borough    | Netcong Borough                |
| Boonton Township      | Long Hill Township      | Parsippany-Troy Hills Township |
| Butler Borough        | Madison Borough         | Pequannock Township            |
| Chester Township      | Mendham Borough         | Randolph Township              |
| Denville Township     | Mendham Township        | Riverdale Borough              |
| Dover Town            | Mine Hill Township      | Rockaway Borough               |
| East Hanover Township | Montville Township      | Rockaway Township              |
| Florham Park Borough  | Morris                  | Roxbury Township               |
| Hanover Park Regional | Morris Hills Regional   | Sch Dist Of The Chathams       |
| Hanover Township      | Morris Plains Borough   | Victory Gardens                |
| Harding Township      | Mount Arlington Borough | Washington Township            |
| Jefferson Township    | Mount Olive Township    | West Morris Regional           |
| Kinnelon Borough      | Mountain Lakes Borough  | Wharton Borough                |

(continued on next page)

Fire Districts (Board of Fire Commissioners):

Hanover Township Fire District No. 2  
Hanover Township Fire District No. 3  
Montville Township Fire District No. 1  
Montville Township Fire District No. 2  
Montville Township Fire District No. 3  
Parsippany-Troy Hills Township Fire District No 1  
Parsippany-Troy Hills Township Fire District No 2

Parsippany-Troy Hills Township Fire District No 3  
Parsippany-Troy Hills Township Fire District No 4  
Parsippany-Troy Hills Township Fire District No 5  
Parsippany-Troy Hills Township Fire District No 6  
Parsippany-Troy Hills Township Fire District No. 7  
Parsippany-Troy Hills Township Fire District No. 8

STOCKHOLDER DISCLOSURE CERTIFICATION

Name of Business: HAWKINS DELAFIELD & WOOD LLP

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

OR

I certify that no one stockholder owns 10% or more of the issued and outstanding stock of the undersigned.

Check the box that represents the type of business organization:

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

Sign and notarize the form below, and, if necessary, complete the stockholder list below.

Stockholders:

Table with 2 columns (Name, Home Address) and 3 rows for stockholders.

Notary section containing date (21st day of November, 2016), notary name (Michelle A. Laupolo), and affiant name (Robert H. Beinfield, Partner) with signature and corporate seal.



CERT-1

08/23/04

Taxpayer Identification# 135-513-990/000

Dear Business Representative:

Congratulations! You are now registered with the New Jersey Division of Revenue.

Use the Taxpayer Identification Number listed above on all correspondence with the Divisions of Revenue and Taxation, as well as with the Department of Labor (if the business is subject to unemployment withholdings). Your tax returns and payments will be filed under this number, and you will be able to access information about your account by referencing it.

Additionally, please note that State law requires all contractors and subcontractors with Public agencies to provide proof of their registration with the Division of Revenue. The law also amended Section 92 of the Casino Control Act, which deals with the casino service industry.

We have attached a Proof of Registration Certificate for your use. To comply with the law, if you are currently under contract or entering into a contract with a State agency, you must provide a copy of the certificate to the contracting agency.

If you have any questions or require more information, feel free to call our Registration Hotline at (609)292-1730.

I wish you continued success in your business endeavors.

Sincerely,

*John E. Tully*  
John E. Tully, CPA  
Acting Director

|                                                                  |                                    |                                                                                                           |
|------------------------------------------------------------------|------------------------------------|-----------------------------------------------------------------------------------------------------------|
| <b>STATE OF NEW JERSEY<br/>BUSINESS REGISTRATION CERTIFICATE</b> |                                    | <small>DEPARTMENT OF TREASURY/<br/>DIVISION OF REVENUE<br/>PO BOX 252<br/>TRENTON, N J 08646-0252</small> |
| <b>TAXPAYER NAME:</b><br>HAWKINS, DELAFIELD & WOOD               | <b>TRADE NAME:</b>                 |                                                                                                           |
| <b>TAXPAYER IDENTIFICATION#:</b><br>135-513-990/000              | <b>SEQUENCE NUMBER:</b><br>0099428 |                                                                                                           |
| <b>ADDRESS:</b><br>ONE GATEWAY CENTER<br>NEWARK NJ 07102-5311    | <b>ISSUANCE DATE:</b><br>08/23/04  |                                                                                                           |
| <b>EFFECTIVE DATE:</b><br>06/02/88                               |                                    |                                                                                                           |
| <b>FORM-BRC(08-01)</b>                                           |                                    |                                                                                                           |

*John E. Tully*  
Acting Director

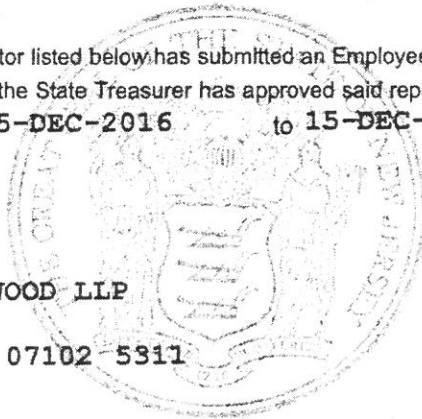
This Certificate is NOT assignable or transferable. It must be conspicuously displayed at above address.

Certification 4140

**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-DEC-2016** to **15-DEC-2019**

**HAWKINS, DELAFIELD & WOOD LLP  
ONE GATEWAY CENTER  
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