



Resolution No. 28-2023
Adoption Date March 7, 2023

Sufficiency of Funds Pete Taylor
Form and Legality David Minchella

RESOLUTION AUTHORIZING THE EXECUTION OF AN ASSIGNMENT AGREEMENT BETWEEN THE UNION COUNTY IMPROVEMENT AUTHORITY, TERMINAL CONSTRUCTION CORPORATION, DIGROUP ARCHITECTURE, AND RSC ARCHITECTS

WHEREAS, the Union County Improvement Authority (hereinafter referred to as “Authority”) has been duly created by ordinance of the Board of Chosen Commissioners of the County of Union, a public body corporate and politic of the State of New Jersey pursuant to and in accordance with the County Improvement Authority Law, N.J.S.A. 40:37A-44, *et. seq.*; and

WHEREAS, pursuant to N.J.S.A. 40:37A-55(t), a County Improvement Authority is empowered to enter into any and all agreements or contracts, execute any and all instruments, and do and perform any and all acts or things necessary, convenient, or desirable for the purposes of the authority subject to the “Local Public Contracts Law,” N.J.S.A. 40A:11-1, *et. seq.*; and

WHEREAS, the County and the Authority entered into a Memorandum of Agreement for the Authority to undertake a redevelopment project in order to meet the County’s long-term occupancy requirements, specialized space and security needs for County owned properties for a new Union County Government Complex (hereinafter referred to as the “Project”); and

WHEREAS, on April 14, 2021, the Authority’s Board of Commissioners via Resolution, designated Terminal Construction Corporation (hereinafter referred to as “Terminal Construction”) as the Redeveloper relative to the planning, design, and construction the Project; and

WHEREAS, Terminal Construction utilized the services of RSC Architects for this project; and

WHEREAS, the Authority and Terminal Construction mutually agreed to terminate the Contract for the Project; and

Commissioner	Motion	Second	Yes/Aye	No-Nay	Abstain	Absent
David Barnett			X			
Jonathan Boguchwal			X			
Steve Hockaday	X		X			
Terri Riley Hudak			X			
Andrea Mojica			X			
Ahmed Shehata						X
Jenny Davis Toth			X			
Scott Huff, Vice Chairman			X			
Christopher Kolibas, Chairman		X	X			



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WHEREAS, Terminal Construction previously submitted a proposal, inclusive of the following documents as prepared by RSC Architects: 1) drawing Revit model: LOD300 Level; 2) Specifications (word format for editing); 3) HVAC load calculation (Trane or Carrier software); 4) Major MEP equipment cuts; 5) Electrical load calculations; 6) Voltage drop calculations; 7) Natural gas load and pipe sizing calculations; 8) Power study (if previously performed); and 9) Fire protection sprinkler calculations. (the referenced documents shall be referred to as “proposal documents”); and

WHEREAS, the Authority will be using DIGroup Architecture for this project; and

WHEREAS, the Authority and DIGroup Architecture and desires to continue utilizing the final proposal documents of Terminal Construction and RSC Architects; and

WHEREAS, Terminal Construction hereby agrees to provide the Authority with a Limited Copyright License to complete the Project; and

WHEREAS, the Authority and DIGroup Architecture hereby agrees to provide a General Release from any and all liability or responsibility of Terminal Construction and RSC Architects relating to the final proposal documents for the Project, and thus, assume all professional and legal responsibility for the final proposal documents; and

WHEREAS, the Authority and DIGroup Architecture hereby agree to indemnify Terminal Construction and RSC Architects from any and all claims related to the final proposal documents for the Project as set forth in this Agreement; and

NOW, THEREFORE, IT IS HEREBY RESOLVED BY THE COMMISSIONERS OF THE UNION COUNTY IMPROVEMENT AUTHORITY AS FOLLOWS:

1. The Authority authorizes the Chairman to execute an assignment agreement for release of claims, indemnity, and limited copyright between the following parties, DIGroup Architecture, Terminal Construction Corporation, and RSC Architects in substantially the form attached with such changes as shall be approved by the Chairman on advice of counsel.
2. Such execution by the Chairman shall be deemed approved by the Authority and no further action or approval shall be required.
3. This Resolution shall take effect immediately.