

OFFICE

GLENPOINTE CENTRE WEST
500 FRANK W. BURR BLVD. SUITE 31
TEANECK, NEW JERSEY 07666
T: 201.928.1100 F: 201.928.0588
WWW.DECOTIISLAW.COM

DIRECT

JOSEPH M. DECOTIIS
JDECOTIIS@DECOTIISLAW.COM
201.907.5203

June 2, 2014

One (1) Original
via UPS Overnight Delivery _____
James J. Damato, Esq.
General Counsel _____
Township of Union Board of Education
2369 Morris Avenue
Union, NJ 07083

**Re: Township of Union Public Schools Board of Education
Request for Proposal for Legal (Bond Counsel) Services**

Dear Mr. Damato,

DeCotiis, FitzPatrick & Cole, LLP ("DeCotiis" or the "Firm") is pleased to submit our Proposal in response to the Request for Proposal ("RFP") for Bond Counsel services to the Township of Union Public Schools Board of Education (the "Board" or "BOE"). We are committed to providing our clients with high quality service at a reasonable cost and believe that the experience and credentials of the attorneys in the Firm's Public Finance Practice Group and the firm itself demonstrates our ability to provide superior legal counsel to the Board in the area of public finance law. The following pages offer a summary of our experience and are an expression of our sincere interest in being appointed to serve as Bond Counsel to the BOE.

DeCotiis is a full service, general practice law firm with approximately sixty (60) attorneys located in our office located at Glenpointe Centre West, 500 Frank W. Burr Boulevard, Suite 31, Teaneck, New Jersey. The depth of experience of the attorneys at the Firm advising public sector clients on a wide-range of legal matters sets us apart from most law firms in the State of New Jersey. In addition to a very active Public Finance Practice Group, DeCotiis offers a spectrum of legal services to its clients, including the following areas of practice: banking, bankruptcy, commercial real estate, construction law, corporate law, education law, environmental law, government and regulatory affairs, green practice, healthcare law, insurance, labor and employment, litigation, mergers and acquisitions, municipal law, public procurement, public utilities, redevelopment, tax, trusts and estates, white collar and corporate investigations. Our firm has represented entities at every level of government, including boards of education,

municipalities, counties, municipal and county public authorities, regional authorities, state agencies and authorities and the State of New Jersey itself.

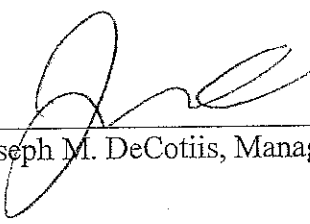
Although the firm is divided into practice groups, DeCotiis' attorneys are best viewed as a team of dedicated professionals that work together to provide prompt, efficient and effective legal services of the highest quality, as they work together to devise and implement effective, often novel, approaches to legal issues. All of DeCotiis' attorneys are licensed to practice law in the State of New Jersey, and all are members of the New Jersey State Bar in good standing, with no suspensions or revocations. Many of our attorneys are licensed in other jurisdictions.

Our attorneys get results and offer straightforward solutions to our clients based on their experience, expertise and astuteness, which has been acknowledged by Martindale-Hubbell, the premiere legal directory and attorney peer-rating service, naming DeCotiis, FitzPatrick & Cole, LLP, to its 2013 list of the "Top Ranked Law Firm" in the United States. DeCotiis is part of a small percentage of law firms selected for the "Top Ranked Law Firm" list, and we are regularly featured in the New Jersey Law Journal's annual listing of the twenty (20) largest New Jersey firms.

We have the talent, experience and diversity to handle virtually any legal issue, while providing the Board with the attention, personalized service and commitment it deserves. Thank you for the opportunity to submit our firm's Proposal. We would be honored to serve the Board in this capacity. Please feel free to contact our office should you have any questions or to discuss your legal needs as they pertain to public finance law matters.

Thank you.

Sincerely yours,
DeCotiis, FitzPatrick & Cole, LLP

By: 
Joseph M. DeCotiis, Managing Partner

cc: William R. Mayer, Esq

BRIEF DESCRIPTION OF THE FIRM

DeCotiis, FitzPatrick & Cole, LLP is a Limited Liability Partnership under the laws of the State of New Jersey. The Firm has been operating under its current name since January 1, 2010 and has been under the current management since January 1, 2003. Our Teaneck office complies with the requirements for a "bona fide office" under the applicable provisions of the New Jersey Court Rules. We do not subcontract work out. All work will be performed directly by the Firm. We employ non-union labor. The Firm is not a partially owned or fully owned subsidiary of another firm. DeCotiis is not now, nor has it ever been, in violation of any regulatory rules or regulations that would impact its operation. DeCotiis is fully compliant with the New Jersey Law against Discrimination, N.J.S.A. 10:5-1, et. Seq., and the Affirmative Action Law of the State of New Jersey, P.L. 1975, c. 127 (N.J.S.A. 10:5-31 through 10:5-38), and all duly adopted Affirmative Action Regulations (N.J.A.C. 17:27), P.L. 1963, c. 150 (Prevailing Wage), Americans with Disabilities Act of 1990 (42 U.S.C. 12101, et seq.) and N.J.S.A 19:44A-20.4, et. Seq. (Pay to Play).

The Firm was established in the City of Hackensack in 1986 and founded by M. Robert DeCotiis, our firm's current Chairman. From its beginning as a small firm with a handful of attorneys, Mr. DeCotiis led the firm through a period of unprecedented growth. The firm is guided by two (2) Managing Partners, Michael R. DeCotiis and Joseph M. DeCotiis, and we are regularly featured in the New Jersey Law Journal's annual listing of the twenty (20) largest New Jersey firms. Our firm offers a full spectrum of legal services to our clients. Our management structure is comprised of our firm Chairman, Managing Partners and our Executive Committee.

The depth of the experience of the attorneys at the Firm advising public sector clients on a wide-range of legal matters sets us apart from most law firms in the State of New Jersey. In addition to a very active Public Finance Practice Group, DeCotiis offers a spectrum of legal services to its clients, including the following areas of practice: banking, bankruptcy, commercial real estate, construction law, corporate law, education law, environmental law, government and regulatory affairs, green practice, healthcare law, insurance, labor and employment, litigation, mergers and acquisitions, municipal law, public procurement, public utilities, redevelopment, tax, trusts and estates, white collar and corporate investigations. Our firm has represented entities at every level of government, including municipalities, counties, municipal and county public authorities, regional authorities, state agencies and authorities and the State of New Jersey itself.

Contact Information for the Firm and the Key Contact Person for this Engagement

| | |
|---------------------------------|--|
| Firm Name: | DeCotiis, FitzPatrick & Cole, LLP |
| Address: | Glenpointe Centre West 500 Frank W. Burr Boulevard, Suite 31 Teaneck, NJ 07666 |
| General Telephone Number: | (201) 928-1100 |
| Key Contact Person: | William R. Mayer, Esq. |
| Key Contact's Direct Phone No.: | (201) 347-2139 |
| Email: | WMayer@decotiislaw.com |

QUALIFICATIONS TO PROVIDE BOND COUNSEL SERVICES TO THE BOE

DeCotiis is a multifaceted law firm, offering a wide variety of legal services to our clients and is one of the leading firms in the State in the area of public finance. Our size, combined with the diverse nature of our public sector practice, permits us to offer teams of highly skilled professionals who provide expert legal guidance to our clients. Our Public Finance Practice Group is one of those teams, and its members have been involved in virtually every form of public finance transaction in every conceivable capacity and have years of experience representing boards of education in the State of New Jersey, and have the requisite knowledge and experience to perform the requested services as Bond Counsel to the Board.

SCHOOL LAW EXPERIENCE

In addition to a very active Public Finance Practice Group, the Firm has decades of experience representing educational institutions in the State of New Jersey, including local boards of education and institutions of higher education. Our attorneys have experience counseling on numerous legal issues facing a school district, including federal and state constitutional requirements, statutes and regulations particular to education, board governance, public procurements and contracting, labor and collective bargaining matters, administrative law and practice before the Department of Education (including the Office of the Commissioner, Bureau of Controversies and Disputes and the Office of Administrative Law), general and special education litigation, interpretation of changes in law that impact the public school community, and general advice as to matters involving the public school's special education population. The firm also strongly believes in providing training to school personnel on issues of education law to limit the exposure of the school district with regard to matters that can become adversarial (i.e., labor disputes, special education matters, disciplinary proceedings).

Our public finance experience representing New Jersey boards of education is significant and covers the full range of New Jersey public finance at the board of education level. We have prepared bond referendums, have appeared regularly before the Local Finance Board, and have participated in bond, temporary note, refunding bond, including refunding bonds to finance an energy savings improvement program, and lease purchase financings on behalf of numerous boards of education located throughout the State.

DeCotiis currently serves as Bond Counsel to the Barnegat Township, Beverly City, Millstone Township and Roosevelt Borough Boards of Education and has served as Bond Counsel to various other boards of education throughout the State of New Jersey. We are certain that this experience will provide effective communication with and service for the BOE. We understand the BOE's needs and have the requisite knowledge and experience to provide all services as Bond Counsel on all matters that pertain to public finance law. We will work diligently to assist the BOE in planning, structuring and implementing all of its public finance objectives.

In brief, in connection with our bond work, the attorneys in DeCotiis' Public Finance Practice Group (i) are knowledgeable with regard to public finance law as provided for in the New Jersey statutes and administrative regulations, (ii) have extensive experience with the statutory framework applicable to New Jersey boards of education and local governments, (iii) pledge to provide prompt and responsive bond counsel services to meet all of the BOE's needs

and goals, and (iv) have the ability and possess the knowledge to advise the BOE as to the form and sufficiency of all actions contemplated by the BOE with reference to public finance law matters.

Adding to the above experience, the attorneys in the Firm's Public Finance Practice Group are experienced in the issuance of bonds and notes for the financing of renewable energy programs for Boards of Education. The Firm represented the Board of Education of the Township of Barnegat as Bond Counsel for its \$4,135,000 School District Refunding Bond, Series 2012, issued on May 10, 2012, to finance the Board of Education's energy savings improvement program. Bill Mayer participated as Bond Counsel on behalf of the Firm.

In 2012, as Bond Counsel to the Hopatcong Board of Education, we identified an opportunity to refinance a 2006 Master Equipment Financing Agreement for the Board in connection with the June 2012 amendment to the Board's 2006 Master Equipment Financing Agreement, as previously amended in 2007. The amendment reduced the interest rate on the principal component of the rental payments under the agreement from 4.928% to 3.17%, resulting in considerable savings to the Board.

The attorneys in the Firm's Public Finance Practice Group have the experience and proven ability to perform the following Bond Counsel services including, but not limited to:

- Prepare or review all referendum authorizations and refunding bond ordinances adopted or to be adopted by the BOE;
- Assist in the review of the preliminary official statement and official statement;
- Assist in relationship management with rating agencies and credit enhancement facilities;
- Provide advice on arbitrage, continuing disclosure and other legal and financial matters to ensure the BOE's fiscal strength;
- Attend meetings when requested;
- Review legal issues relating to the public finance matters;
- Prepare the bonds and notes for execution;
- Attend to any litigation that may occur;
- Review and prepare documentation necessary to complete each transaction; and
- Provide such other services to assist the BOE in planning structuring and implementing all of its objectives pertaining to public finance matters as requested by the Business Administrator, Board Secretary, the members of the Board of Education, the Superintendent and the BOE's staff and professionals.

We are certain that our past and present experience in representing New Jersey boards of education and other public entities throughout the State of New Jersey, and our familiarity with the services required by the Board, will enable us to perform the tasks assigned by the BOE in a timely, efficient and professional manner.

ATTORNEY QUALIFICATIONS

DeCotiis' public finance practice is conducted by our Public Finance Practice Group, which consists of four Partners: William R. Mayer, M. Jeremy Ostow, Jeffrey G. Kramer and Matthew Karrenberg, all of who devote all or a substantial portion of their time to public finance practice. These attorneys are assisted by two legal assistants, Diane Cappiello and Teresa Zaleski, who devote all or a substantial amount of their time to the public finance practice. Additional associates and partners assist this practice group as needed.

William R. Mayer, a partner in the Firm and the Chairman of the Public Finance Practice Group, has been a practicing bond attorney for over thirty-four (34) years and has been the lead attorney for the majority of the DeCotiis' board of education and municipal bond counsel transactions. He has over thirty (30) years of experience serving as the appointed bond counsel to New Jersey boards of education, and counties and municipalities. He was involved with one of the first lease purchase transactions in the State of New Jersey, as counsel to the Millstone Board of Education in 1986, and has been involved in a variety of lease purchase and bond, refunding bond and temporary note financings on behalf of boards of education over the last thirty (30) years. He currently serves as bond counsel to the Barnegat Township, Beverly City, Millstone Township and Roosevelt City Boards of Education. He previously served as bond counsel to the Berkley, Brick, Caldwell/West Caldwell, Central Regional, Hackensack, Hamilton, Hopatcong, Howell, Manchester, Pleasantville, Point Pleasant Beach, Toms River Regional, Totowa and Upper Saddle River Boards of Education.

Mr. Mayer's experience includes the preparation of bond referendums, the issuance and sale of bonds, refunding bonds (including refunding bonds to finance energy savings in energy savings improvement programs) and temporary notes, board of education lease purchase financings and the preparation of applications to and appearing before the Local Finance Board.

M. Jeremy Ostow, a partner in the Firm, has particular expertise in the area of complex transactions for the State of New Jersey and numerous State agencies and authorities. He is well known to issuers, underwriters, financial advisors and other public finance professionals in New Jersey and has been appointed as bond counsel for the State of New Jersey and for the New Jersey Economic Development Authority, the New Jersey Transportation Trust Fund Authority, the New Jersey Turnpike Authority and the Higher Education Student Assistance Authority, among others. He has provided services to municipal entities in the State of New Jersey for over twenty-nine (29) years. Mr. Ostow has served as bond counsel on bond issues totaling in excess of \$35 billion in aggregate principal amount at issuance.

Jeffrey G. Kramer is DeCotiis' "Section 103 tax partner," with particular expertise in connection with the federal tax requirements imposed on tax-exempt bonds and has provided "Section 103 tax advice" and advice regarding rebate and the arbitrage private use rules to numerous boards of education. Since joining DeCotiis in 2005, Mr. Kramer has been primarily responsible for tax analyses in connection with all bond issues for which we have served as bond

counsel. Mr. Kramer is one of the most experienced Section 103 tax lawyers in the State. In addition to having his law degree, Mr. Kramer holds an LL.M.-Taxation from New York University School of Law (the preeminent program in the country), is a Certified Public Accountant (albeit inactive) and has an MBA.

Matthew C. Karrenberg specializes in public finance and redevelopment. He joined the firm in 2002 and became a partner in 2005. He is a member of the Public Finance, Redevelopment, and Green practice groups. As part of his public finance practice, he has been engaged as bond counsel at each of the State, county and local levels. In addition, he has acted as underwriters' counsel, borrowers' counsel and disclosure counsel in numerous public finance transactions. He has represented private developers and government entities as redevelopment counsel in over fifteen separate redevelopment projects.

Resumes of all members of our Public Finance Practice Group setting forth details as to number of years with our firm, experience, education, bar admissions, professional memberships, associations and activities are attached hereto and made a part hereof under Exhibit "A," along with their Certificates of Good Standing and the status reports for each of the attorneys, indicating their current status as "active" and that they are at liberty to practice law in the State of New Jersey and none of their licenses have ever been suspended or revoked in New Jersey or any other State.

ATTORNEY ACHIEVEMENTS

In addition to the vast experience of the attorneys in our firm's Public Finance Practice Group to serve our public sector clients, as illustrated above, the attorneys in this group have achieved professional excellence by their achievements in the following areas:

For the first quarter of 2013, DeCotiis was ranked 7th nationally for underwriters' counsel; for calendar year 2012, DeCotiis was ranked 1st in the State for underwriters' counsel for long term issues; for calendar year 2011, DeCotiis was named 5th nationally as bond counsel for short-term notes; in the first and second quarter of 2011, DeCotiis was nationally ranked in the top ten under the category "Top Underwriters Counsel"; for the first half of 2007, DeCotiis was rated number seven (7) in the country as underwriter's counsel; for the year 2005, DeCotiis was ranked number one (1) in the New Jersey Bond Counsel Rankings for Bond Issues in New Jersey, as measured in par value of bonds issued; and for the year 2004, DeCotiis was rated number three (3) in the New Jersey Bond Counsel Rankings, as measured in par value of bonds issued.

Our Public Finance Practice Group has deep experience in handling various complex transactions, and helping complete the largest higher education merger in U.S. history proves there is no task too daunting for our attorneys. The following transaction was recently selected by The Bond Buyer as the "Healthcare Deal of the Year" for 2013.

DeCotiis, FitzPatrick & Cole, LLP was bond counsel to the New Jersey Health Care Facilities Financing Authority (the "NJHCFFA") in connection with the dissolution of the University of Medicine and Dentistry of New Jersey (the "UMDNJ") and the reapportionment of UMDNJ's \$668 million in outstanding debt to Rutgers the State University, Rowan University and University Hospital. The NJHCFFA financing was one of three simultaneous bond issuances aggregating \$1.03 billion. Proceeds of this complex transaction, which was

undertaken pursuant to the New Jersey Medical and Health Sciences Education Restructuring Act, enabled each institution to refinance its allocable share of the UMDNJ debt and raise money for other purposes.

In 2012, the Firm was presented with an award by the New Jersey Alliance for Action for its work in improving New Jersey's infrastructure, economy, environment and quality of life in connection with a New Jersey Environmental Infrastructure Trust (the "NJEIT") project. The Alliance is a not-for-profit, non-partisan coalition of more than 2,500 business, laborers, academics and other professionals dedicated to improving infrastructure in the State of New Jersey, who selected DeCotiis as a "Savior of the Environment" for its work as local bond counsel to the City of Elizabeth on a \$7 million NJEIT project to separate the City's combined sewer system in the Midtown area of the City. DeCotiis worked with the City's staff, financial advisor and engineers to coordinate the financing for this project. Ultimately, 40% of the project's costs were financed at the Trust's "AAA" market rates, 40% of the costs were financed through a zero percent (0%) loan from the New Jersey Department of Environmental Protection (the "DEP"), and the remaining 20% of the costs were financed through the NJEIT's and DEP's loan forgiveness program. Bill Mayer was the participating attorney on behalf of the Firm for this transaction.

Essentially, DeCotiis' Public Finance Practice Group has the ability to put together creative public finance transactions and get the job done.

EXPERIENCE WITH PUBLIC ENTITIES

The Firm's lengthy and distinguished history carries through in today's complex, ever-changing field of public finance. Over the course of this representation, we have encountered nearly every type of issue that such a public entity may face and have become proficient at counseling such public entities professionally and expediently. Our Public Finance Practice Group possesses the knowledge to provide our clients with a unique effective combination of the three key factors a top-flight public finance practice demands: experience, innovation and service. The attorneys in this group have expertise in all facets of local, county and state financing for public and private projects. The senior attorneys in this group all have a minimum of twenty (20) years of public finance experience and have been involved in virtually every form of public finance transaction in the State of New Jersey.

We have prepared and reviewed numerous bond ordinances and the record of proceedings for same; we appear regularly before the Local Finance Board; we have acted as local bond counsel for numerous New Jersey Environmental Infrastructure Trust and Rural Development (USDA) financings; we have participated in bond anticipation note, emergency and special emergency note, tax anticipation note, tax appeal refunding note, bond, refunding bond and fiscal year adjustment bond financings on behalf of numerous municipalities throughout New Jersey, and we have prepared arbitrage rebate reports.

Our attorneys are thoroughly familiar with federal and state statutes relating to the issuance of tax-exempt and taxable obligations, and are up to date on the various tax and disclosure requirements.

Our public clients have included the State of New Jersey and many of its independent authorities and bi-state agencies; numerous municipalities and counties and their respective independent authorities; local boards of education and fire districts; and governmentally sponsored "on behalf of" organizations. We have participated in a wide range of transactions including general obligation bonds, certificates of participation and lease revenue bonds, state "subject to appropriation" contract-based bonds, pooled loan and lease transactions, installment sale agreements, and numerous types of revenue bonds (including bonds issued for solar projects, multi-family housing projects, solid waste facilities, hospitals and nursing homes, continuing care retirement centers, colleges and schools and various other charitable, non-profit and for-profit entities). We have also assisted issuers in negotiating credit and liquidity support, governmental subsidies, investment agreements (including repurchase, float and forward sale agreements) and interest rate swap arrangements.

At DeCotiis, we approach each project from our client's perspective and apply our experience to obtain the best results possible. We understand that our public entity clients require high-quality legal guidance with regard to public finance matters as provided for in the New Jersey statutes and administrative regulations and in the Federal tax and securities laws, and we have extensive experience with the statutory framework applicable to local governments. We have the requisite knowledge and experience to provide prompt and responsive bond counsel services to meet all of the needs and goals of our public entity clients, and we have the ability and possess the knowledge to advise them as to the form and sufficiency of all actions contemplated by them with reference to public finance law matters.

The Public Finance Practice Group focuses primarily on serving as bond counsel for governmental issuers in New Jersey, but we also serve as underwriter's, trustee's, issuer's, borrower's, credit enhancement and special tax counsel in public finance transactions. In addition, we have served as bond counsel to the State of New Jersey and to the following New Jersey state agencies and authorities: New Jersey Transportation Trust Fund Authority, New Jersey Turnpike Authority, New Jersey Economic Development Authority, New Jersey Educational Facilities Authority, New Jersey Health Care Facilities Financing Authority, New Jersey Higher Education Student Assistance Authority, New Jersey Housing and Mortgage Finance Agency, North Jersey District Water Supply Commission, New Jersey Sports and Exposition Authority, New Jersey Water Supply Authority, Garden State Preservation Trust, South Jersey Port Corporation, Casino Reinvestment Development Authority, and the Delaware River Joint Toll Bridge Commission

DeCotiis is a member of the current pools of bond counsel firms for the State of New Jersey, the New Jersey Educational Facilities Authority and the New Jersey Health Care Facilities Financing Authority and we have represented the State and its various agencies and authorities in connection with a diverse range of transactions.

DeCotiis is listed in the current edition of The Bond Buyer's Municipal Marketplace (the "Red Book"), and a copy of this listing is available upon request.

Tax Exempt Issues: DeCotiis has served as bond counsel on several hundred tax-exempt bond and note issues for New Jersey boards of education, municipalities, counties and the State of New Jersey and State, county and municipal authorities throughout the State of New Jersey. We have prepared and reviewed numerous applications to the Local Finance Board, and

have developed a good relationship with the Board and the Division of Local Government Services.

Post Issuance Compliance: Our attorneys have assisted numerous bond issuers with post issuance compliance matters in connection with arbitrage rebate and continuing disclosure compliance matters. This includes assisting with rebate calculations and the preparation of material event notices in compliance with SEC Rule 15c2-12.

Rating Agency Experience: As bond counsel to various municipalities, state, county and local government units and their authorities as well as school districts, we have regular contact with the rating agencies and are familiar with their risk and credit evaluations. We have assisted with the assessment of the credit worthiness of the issuers of municipal debt and are aware that the credit agency rating affects the market, because investors rely on them as a reflection of the creditworthiness of the issuer. With our assistance, numerous clients have obtained the highest ratings possible for their bond issues.

Local Finance Board Experience: The attorneys in the Firm's Public Finance Practice Group, and in particular William R. Mayer, have made numerous applications and appearances before the Local Finance Board. These applications include applications for the approval of waivers of down payments, non-conforming maturity schedules, and the issuance of refunding bonds and the issuance of bonds under the Municipal Qualified Bond Act, and applications for the review of project financings in connection with bonds being issued by local authorities.

Knowledge of the Department of Community Affairs: As Bond Counsel to various state, county and local government units and their authorities, the attorneys in the Firm's Public Finance Practice Group have worked and met with representatives of the Local Finance Board and the Division of Local Government Services in the Department of Community Affairs, and the attorneys in the Firm's Public Finance Practice Group have developed a detailed knowledge of the Local Finance Board's procedures and regulations.

NJEIT Experience: We have extensive experience with the New Jersey Environmental Infrastructure Trust financing program and are proud of the relationship's we have formed with the Trust's and the Department of Environmental Protection's staffs over the years in connection with these financings.

Arbitrage and Rebate: The attorneys in the Firm's Public Finance Practice Group specialize in undertaking some of the most sophisticated transactions closed within the State and are thoroughly familiar with the Federal statutes and regulations relating to arbitrage rebate and post-issuance tax compliance. Jeffrey G. Kramer of this group has experience in all aspects of federal and state taxation, and his practice area has included a particular emphasis on tax aspects of public finance. Jeff has over twenty-one (21) years of experience with the application of federal arbitrage and rebate rules to the issuance of bonds and notes and is one of the most experienced Section 103 tax lawyers in the State. William R. Mayer and M. Jeremy Ostow of this group each have substantial experience with the Federal tax issues applicable to municipal bonds, including the arbitrage rebate requirements.

Knowledge of Statutory Schemes: The attorneys in this group and DeCotiis' attorneys in general have wide-ranging experience with statutory schemes applicable to boards of

education and municipalities, including Title 18A and the regulations of the State Department of Education, the Public Schools Contract Law, the Local Bond Law, the Municipal Qualified Bond Act, the Local Budget Law, the Local Government Ethics Law, the Local Public Contracts Law, the Local Fiscal Affairs Law, the Open Public Meetings Act, the Open Public Records Act, the Local Lands and Building Law, the Municipal Land Use Law, the Local Redevelopment and Housing Law, the Local Election Law, and the regulations of the New Jersey Division of Local Government Services and the Local Finance Board, which ensures that the best legal advice is provided to our public entity clients. Practice areas of the firm that complement the Public Finance Practice Group, including the Municipal and Governmental Law Practice Group, the Government and Regulatory Affairs Practice Group, the Environmental, Labor and Employment Law Practice Groups and the Litigation Practice Group, substantiates the fact that DeCotiis' governmental clients are receiving comprehensive and quality legal counseling.

As indicated above, the attorneys in DeCotiis' Public Finance Practice Group have numerous years of success in the financing of public projects, including transactions for various Boards of Education and are uniquely qualified to perform the required services as set forth in the BOE's RFP.

Attached as Exhibit "B" is a comprehensive listing of the public finance transactions in which our attorneys have participated during the past several years, including transactions for various boards of education. Each of the transactions listed includes a description of the par amount, name of issue, issue date and type of service. While the majority of services were as bond counsel, there are various transactions listed in which the Firm has participated as counsel to the underwriter, purchaser, bank, master trustee, issuer and remarketing agent.

The Firm's prior appointments as general counsel, bond counsel or special counsel include over one hundred seventy (180) New Jersey public entities, a list of which is attached as Exhibit "C".

TIMELY PROVISION OF SERVICES

DeCotiis' sixty (60) attorneys are supported by a full complement of skilled and experienced staff members that include ABA certified paralegals, legal assistants, administrative assistants, accounting administrators and office management personnel. Our staff includes fifteen (15) administrative assistants, two (2) paralegals, three (3) law clerks, four (4) accounting administrators, one (1) information technology specialist, two (2) office management personnel, one (1) receptionist and one (1) office staff member who works in and manages the copy and document reproduction center.

We use technology-based communications to provide instant and constant communication with our clients, using the latest hardware and software from leading vendors. All of our attorneys have handheld devices and remote access to our email server; many also have laptop computers and tablets that allow for wireless computing and we are constantly improving and upgrading our technology to keep up with industry standards.

Our firm is just off the northern terminus of the New Jersey Turnpike at the intersection of Interstates 95 and 80 with convenient access to the entire State. If appointed to serve as Bond Counsel to the BOE, Bill Mayer or another member of our Public Finance Practice Group will be

available to attend all BOE and Committee meetings, including any meetings as requested by the BOE's Business Administrator, Board Secretary, Superintendent, the President or members of the Board of Education or the BOE's staff and professionals, whether scheduled or emergent, concerning all matters as directed by the BOE with reference to DeCotiis' services as Bond Counsel.

REFERENCES

A listing of Board of Education references with addresses, telephone numbers and e-mail addresses of persons who have direct knowledge relating to the Firm's experience as it relates to public finance law for boards of education is attached hereto and made a part hereof under Exhibit D".

HOURLY RATES/FEE SCHEDULE

We propose the following fee structure, we will, however, be more than willing to tailor a fee structure that meets the Board's needs:

A. For services rendered in connection with preparation of a bond referendum, and the compilation and review of the record of proceedings in connection therewith and the preparation of the certified copy of the proposal and the submission thereof to the Commissioner of Education, the fee will be \$3,500.00. If there were separate elections authorizing the bonds, which bonds are combined with others authorized by separate elections, there will be an additional fee of \$2,500.00 for each such proposal for which Bond Counsel reviewed a certified record of proceedings in connection therewith. In the event that an election is held but the proposal is defeated, the fee will be \$2,500.00. If the referendum involves consultations, meetings or discussions that are out of the ordinary, there will be additional fees to be charged at the hourly rates of \$195.00 for attorneys and \$120.00 for paralegals.

B. For services rendered or in connection with a permanent bond sale, the fee will be \$4,500.00 plus \$1.00 per thousand dollars of bonds issued for the first \$15,000,000 of bonds issued and \$.75 per thousand dollars of bonds issued in excess of \$15,000,000, with a minimum fee of \$5,500.00.

C. The fee for services rendered or in connection with any temporary financing shall be billed at the hourly rate of \$195.00 for attorney time and \$120.00 for paralegal time, with a minimum fee of \$.50 per thousand dollars of notes issued up to \$15,000,000 and \$.40 per thousand dollars of notes issued in excess of \$15,000,000.

D. The fee for services rendered in connection with a capital lease, including drafting of necessary documents such as the ground lease, the lease, the assignment, the trust indenture and the necessary resolutions, the applications to the Commissioner of Education and to the Local Finance Board, review of the disclosure document, attendance at meetings to discuss the financing and the documents, preparation of the closing documents and attendance at the closing, shall be billed at the hourly rate of \$195.00 for attorney time and \$120.00 for paralegal time, with a minimum fee of \$17,500.00, plus \$1.00 per thousand dollars of securities issued. In the event that the transaction cannot be completed, the fee to be charged shall be a reasonable one, based on the services performed.

E. The following services will be rendered at an hourly rate of \$195.00 for attorney time and \$120.00 for paralegal and legal assistant time: attendance at meetings, preparation or review of a Preliminary Official Statement and Official Statement, attention to any litigation that may occur, arbitrage and tax analysis, review of applications for investments of bond or note proceeds in State and Local Government Series federal obligations, services in connection with an application to the Local Finance Board, bond insurance, a letter of credit or other credit enhancement and unique research and analysis services rendered beyond the scope of the services described in the fee agreement.

F. In the event of a refunding bond issue providing for an escrow agreement to provide for the payment of a prior issue of bonds, there will be a fee of \$5,000.00 for a single refunded bond issue and \$2,500.00 for each additional bond issue refunded in addition to the fees described herein.

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

H. Customary disbursements for postage, telephone, document production and reproduction, travel and out-of-pocket expenses shall be added to the fees referred to above.

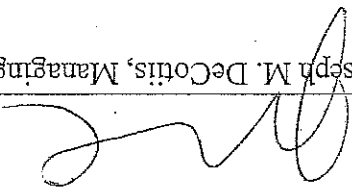
REQUIRED DOCUMENTATION

Attached hereto as Exhibit "E." please find a copy of our firm's: (1) Certificate of Employee Certification Report; (2) Business Registration Certificate; and (3) Certificate of Insurance.

CONCLUSION

We are pleased to submit our Qualification Statement and Proposal outlining Decotius' experience and qualifications to serve as Bond Counsel to the Township of Union Board of Education. Given our experience representing New Jersey boards of education, we believe that we are uniquely qualified to serve as bond counsel to the Board and would be honored to be appointed in this capacity. If more information is needed, or if you would like us to meet with you or any of the members of the BOE to discuss our qualifications, please feel free to contact my office.

Very truly yours,
Decotius, FitzPatrick & Cole, LLP

By: 
Joseph M. DeCotius, Managing Partner

cc: William R. Mayer, Esq.

