

Resolution Delegating Authority to the President and Other College Officers to Approve and Sign Contracts

- Whereas:** Pursuant to Chapter 64 of Title 18A of the New Jersey Statutes, the Board of Trustees (“Board”) of The College of New Jersey (the “College”) has the power and duty to supervise and oversee the conduct of the College; and
- Whereas:** Pursuant to N.J.S.A. 18A:64-8 the President of the College “shall have such powers as shall be requisite, for the executive management and conduct of the college in all departments, branches and divisions, and for the execution and enforcement of the bylaws, rules, regulations and orders governing the management, conduct and administration of the college”; and
- Whereas:** By resolution dated July 8, 2014 (the “2014 Delegation”), the Board delegated its statutory authority to invest and reinvest funds of the institution; retain legal counsel of the institution’s choosing; accept grants or contributions of money or property; and make, negotiate, enter into and/or award contracts or agreements, or do such other acts related to such contracts or agreements in the manner described in the Board of Trustees Delegation of Authority incorporated therein (the “2014 Delegation”); and
- Whereas:** Since the time of the 2014 Delegation, the committee structure of the Board of Trustees and other aspects of College governance have changed pursuant to a revision of the Bylaws; and
- Whereas:** Since the time of the 2014 Delegation, the Higher Education Restructuring Act of 1994 has been amended, notably with the addition of 18A:3B-6.2 (effective March 13, 2017) regarding the regulation of certain real property by public institutions of higher education; and
- Whereas:** The Board wishes to ratify, clarify and expand upon the 2014 Delegation, consistent with current applicable law.
- Therefore,
Be It
Resolved:** The Board of Trustees of The College of New Jersey hereby delegates its statutory authority to: invest and reinvest funds of the institution;

retain legal counsel of the institution's choosing; accept grants or contributions of money or property; and make, negotiate, enter into and/or award contracts or agreements, including without limitation those involving acquisition or disposal or other conveyance of an interest in real property; or do such other acts related to such investment, reinvestment, retention, acceptance, contracts or agreements in the manner described in the document entitled "Board of Trustees Delegation of Authority" attached hereto as "Attachment 1A" and incorporated herein by reference (the "2018 Delegation"), which 2018 Delegation hereby replaces and supersedes the 2014 Delegation.

BOARD OF TRUSTEES DELEGATION OF AUTHORITY

The Board of Trustees of The College of New Jersey hereby delegates its statutory authority to: invest and reinvest funds of the institution; retain legal counsel of the institution's choosing; accept grants or contributions of money or property; and make, negotiate, enter into and/or award contracts or agreements, including without limitation those involving acquisition or disposal or other conveyance of an interest in real property; or do such other acts related to such investment, reinvestment, retention, acceptance, contracts or agreements in the manner described below.

1. Limitations on Delegations: The below delegations of authority are made subject to the required approval and signature authorizations as set forth in "Schedule A" and any other approval, restriction or requirement mandated by: (i) the State College Contracts Law, *N.J.S.A. 18A:64-52 et seq.* (e.g., Board approval of waiver of public bidding for certain contracts involving excepted subject matter); (ii) applicable public contracting laws, rules and regulations, including *N.J.S.A. 52:15C-10* (advance notification to the State Comptroller of the commencement of any procurement process involving consideration or an expenditure of \$10,000,000 or more); and (iii) other applicable law.
2. To the President: Requisite executive and administrative power is vested in the President by *N.J.S.A. 18A:64-8* for the management and conduct of the college in all departments, branches and divisions, and for the execution and enforcement of the bylaws, rules, regulations and orders governing the management, conduct and administration of the College. Inherent within this power is the authority to sign contracts binding the College, and to delegate and permit the further delegation of such authority not otherwise retained by the Board of Trustees or other State administrative agencies or officials.

Without limiting such powers of the President, the Board hereby expressly delegates the following powers to the President or his/her designee:

- a. The authority to accept from any government or governmental department, agency, or other public or private body or from any other source grants or contributions of money or property on behalf of the college;
- b. The authority to make, negotiate, enter into and/or award without public advertising for bids or bidding any and all contracts or agreements not relating

to the performance of any work or the furnishing or hiring of materials or supplies;

- c. The authority to dispose of personal property not needed for College purposes pursuant to Subdivision I of the State College Contracts Law, *N.J.S.A. 18A:64-78*; and
- d. The authority to enter into a public-private partnership agreement for certain building and facilities projects approved by the Board in accordance with *N.J.S.A. 18A:64-85*.

The above powers may be further sub-delegated by the President, in his/her discretion, to appropriate officers of the College having responsibility for the respective areas to which the powers relate.

The Board also hereby ratifies and reaffirms its prior delegation of authority to the President set forth in current Board of Trustees policies and resolutions (including, without limitation, the *Governance Document*, *Reappointment and Promotions Document* and *Settlement of Litigation, Claims and Separation Agreement Policy*) that are not inconsistent with this delegation of authority or the Delegation of Authority and Signatory Authority Policy

- 3. To the Contracting Agent: In accordance with the “State College Contracts Law,” *N.J.S.A. 18A:64-52, et seq.*, the Board hereby designates the Treasurer or, in the Treasurer’s absence, the Treasurer’s deputy in charge, as the College’s Contracting Agent.

The Contracting Agent is authorized to perform the following, consistent with applicable purchasing and contracting policies and procedures of the College:

- a. Make, negotiate, enter into and/or award without public advertising for bids or bidding any purchase, contract or agreement for the performance of any work or the furnishing or hiring of materials or supplies pursuant to Section 3 of Subdivision B of the State College Contracts Law, *N.J.S.A. 18A:64-54*; and
- b. Make, negotiate, enter into and/or award after public advertising for bids and bidding any purchase, contract or agreement for the performance of any work or the furnishing or hiring of materials or supplies pursuant to Section 4 of Subdivision B of the State College Contracts Law, *N.J.S.A. 18A:64-55*; and
- c. Make, negotiate, enter into and/or award without public advertising for bids or bidding any purchase, contract or agreement for the performance of any work or

the furnishing or hiring of materials or supplies pursuant to Section 5 of Subdivision B of the State College Contracts Law, *N.J.S.A. 18A:64-56* and to prepare the appropriate resolution for approval by this Board to award such contracts or agreements; and

- d. Make, negotiate, enter into and/or award, without public advertising for bids or bidding, any purchase, contract or agreement when an emergency affecting the health, safety or welfare of occupants of college property requires the immediate delivery of the materials or supplies or the performance of work in accordance with Section 6 of Subdivision B of the State College Contracts Law, *N.J.S.A. 18A:64-57*; provided that the Board is presented with a report of any such purchase, contract or agreement at the next regularly scheduled Board meeting; and
 - e. Make, negotiate, enter into and/or award any purchase, contract or agreement for materials; supplies or equipment pursuant to a contract or contracts entered into on behalf of the State of New Jersey pursuant to Section 9 of Subdivision B of the State College Contracts Law, *N.J.S.A. 18A:64-60*; and
 - f. Prepare public advertising for the solicitation of bids and bidding, to receive bids and bidding and to award purchases, contracts and/or agreements for the performance of any work or the furnishings of any materials or supplies related thereto; and
 - g. Evaluate and make a final determination regarding any protest of the award or denial of a contract, bid, or proposal.
4. To the Vice President for Facilities Management: The Board hereby delegates to the Vice President for Facilities Management (or, in the absence of the Vice President for Facilities Management, such other officer designated by the President) the authority to approve change orders for construction contracts and, in accordance with Subdivision H of the State College Contracts Law, *N.J.S.A. 18A:64-75*, the authority to oversee, prepare, develop and/or draw all plans and specifications for the erection, alteration, improvement or repair of College buildings.
- a. With the prior approval of the President, the above powers may be further sub-delegated by the Vice President of Facilities Management; and
 - b. The Board hereby ratifies and reaffirms any prior delegations of authority to the Vice President for Facilities Management set forth in current Board of Trustees

policies and resolutions that are not inconsistent with this delegation of authority or the Delegation of Authority and Signatory Authority Policy.

5. To the Treasurer: The Board hereby delegates to the Treasurer (or, in the absence of the Treasurer, the Treasurer's deputy in charge):
 - a. The authority to invest and reinvest funds of the College pursuant to *N.J.S.A. 18A:3B-6(g)*; and
 - b. The authority to prepare and certify financial statements of the institution in accordance with *N.J.S.A. 18A:3B-6(k)*; and
 - c. The above powers are in addition to any powers that may have been delegated to the Treasurer acting within the capacity of the Contracting Agent; and
 - d. The Board hereby ratifies and reaffirms any prior delegations of authority to the Treasurer set forth in current Board of Trustees policies and resolutions that are not inconsistent with this delegation of authority or the Delegation of Authority and Signatory Authority Policy.
6. To the General Counsel: The Board hereby delegates to the General Counsel (or, in the absence of the General Counsel, the General Counsel's deputy in charge):
 - a. The authority to retain legal counsel of the institution's choosing in accordance with *N.J.S.A. 18A:3B-6(h)*; and
 - b. The Board hereby ratifies and reaffirms any prior delegation of authority to the General Counsel set forth in set forth in current Board of Trustees policies and resolutions (including, without limitation, the *Settlement of Litigation, Claims and Separation Agreement Policy* and *Policy Framework*) that are not inconsistent with this delegation of authority or the Delegation of Authority and Signatory Authority Policy.

REQUIRED APPROVAL AND SIGNATURE AUTHORIZATIONS

Notes

1. Subject Matter Category I covers subject matter that is subject to the State College Contracts Law, generally purchase of goods or services by the College.
2. Subject Matter Category II covers any offer, acceptance or contract for the sale, purchase, lease or other conveyance of an interest in real property, including leasehold interests and easements, but excluding subject matter included in Category III.
3. Subject Matter Category III covers construction contract change orders.
4. Subject Matter Category IV covers subject matter not included in Category I or II or III, e.g., sale by the College of intellectual property.
5. "CA" means the Contracting Agent. The Board has designated as the Contracting Agent the Treasurer or, in the Treasurer's absence, the Treasurer's deputy in charge.
6. "RO" means the "Responsible Officer", which is the cognizant Vice President.
7. Irrespective of the required approval for a contract or purchase, the Contracting Agent shall make the final determination of any bid protest for contracts of any amount, after consultation with the General Counsel.
8. Listed Required approvals are in addition to and not in lieu of any other approval, restriction or requirement mandated by: (i) the State College Contracts Law, N.J.S.A. 18A:64-52 *et seq.* (e.g., Board approval of waiver of public bidding for certain contracts involving excepted subject matter); (ii) applicable public contracting laws, rules and regulations, including N.J.S.A. 52:15C-10 (advance notification to the State Comptroller of the commencement of any procurement process involving consideration or an expenditure of \$10,000,000 or more); (iii) other applicable law; (iv) applicable College procurement policy; and (v) other applicable College policy.
9. Certain subject matter may fall within the exceptions to the requirement of public advertising for bids and public bidding therefor if approved by the Board. N.J.S.A. 18A:64-56.
10. The statutory public bidding threshold is determined pursuant to N.J.S.A. 18A:64-54. The amount set by the State Treasurer as of July 1, 2017 was \$33,300, and is subject to periodic revision (See: <http://www.state.nj.us/treasury/purchase/adjpubbid052yr.shtml>). Contracts in excess of 20% of the public bidding threshold amount are subject to additional procurement requirements.
11. Conveyances of real property are subject to applicable College policies (e.g., any such policies regarding a relationship of price to appraised value, requirement for an environmental report, requirement for a title report, funding availability, consistency with a strategic acquisition reserve, etc.).
12. For subject matter categories II and III (real property or construction projects), the RO is the Vice President for Facilities Management, except in transactions of real property between the College and Trenton State College Corporation, in which case the RO shall be the Provost.
13. "CO" or "Change Order" means a change order in connection with a construction contract. For purposes of this Schedule and the Delegation of Authority to which it is appended, a Change Order is an amendment to a construction contract that results in a change to the terms of that contract.

14. “MDCO” or “Milestone Date Change Order” is a CO that results in a change to a Milestone Date (e.g., Substantial Completion Date).
15. “NMCO” or “Nonmonetary Change Order” is a CO other than an MDCO that results in a nonmonetary change to the construction contract (e.g., change in materials).
16. “CCO” or “Cost Change Order” is a CO that results in a monetary change to the construction contract (e.g., an increase or change in the scope of work resulting in an increase in the construction Contract Price). A CCO should reflect a change in a discrete item (rather than a group or aggregation of unrelated items) in the construction contract scope of work and schedule of values.

Subject Matter Category I

<u>Subject Matter Category</u>	<u>Level</u>	<u>Contract/Purchase Amount</u>	<u>Required Approval</u>	<u>Required Signatures</u>
I	1	Not more than the statutory public bidding threshold amount	CA ¹	CA ²
I	2	Greater than the statutory public bidding threshold amount, but not more than \$100,000	CA	CA
I	3	Greater than \$100,000, but not more than \$2,000,000	CA and RO	CA and RO
I	4	Greater than \$2,000,000, but less than \$10,000,000	CA and RO and President	CA and RO
I	5	Equal to or greater than \$10,000,000	CA and RO and President and Chair of Business and Infrastructure Committee ³ and Board Chair ⁴	CA and President

Subject Matter Category I covers subject matter that is subject to the State College Contracts Law, generally purchase of goods or services by the College.

¹ The CA may sub-delegate this authority consistent with applicable College procurement policies and procedures.

² The CA may sub-delegate this authority consistent with applicable College procurement policies and procedures.

³ If the Chair of the Business and Infrastructure Committee is not available, the approval of another trustee designated by the Board Chair (or the Board Vice Chair if the Board Chair is unavailable) may substitute for the approval of the Chair of the Business and Infrastructure Committee.

⁴ If the Board Chair is not available, the approval of the Board Vice Chair may substitute for the approval of the Board Chair.

Subject Matter Category II

<u>Subject Matter Category</u>	<u>Level</u>	<u>Contract/Purchase Amount</u>	<u>Required Approval</u>	<u>Required Signatures</u>
II	1	Greater than the statutory public bidding threshold amount, but not more than \$500,000	CA and RO and President	CA and President
II	2	Greater than \$500,000, but not more than \$2,000,000	CA and RO and President and Chair of Business and Infrastructure Committee ⁵ and Board Chair ⁶	CA and President
II	3	Greater than \$2,000,000, but less than \$10,000,000	Notice to General Counsel and Board of Trustees of proposed action and approval of final action ⁷ by CA and RO and President and Board of Trustees	CA and President
II	4	Not less than \$10,000,000	Notice to General Counsel and Board of Trustees of proposed action ⁸ and approval of final action ⁹ by CA and RO and President and Board of Trustees	CA and President

Subject Matter Category II covers any offer, acceptance or contract for the sale, purchase, lease or other conveyance of an interest in real property, including leasehold interests and easements, but excluding subject matter included in Category III.

⁵ If the Chair of the Business and Infrastructure Committee is not available, the approval of another trustee designated by the Board Chair (or the Board Vice Chair if the Board Chair is unavailable) may substitute for the approval of the Chair of the Business and Infrastructure Committee.

⁶ If the Board Chair is not available, the approval of the Board Vice Chair may substitute for the approval of the Board Chair.

⁷ Final action shall not include any ministerial or non-substantive changes made to a contract subsequent to the Board's approval, or any action that falls within the authority previously granted to the president or any other officer or a Board trustee by the Board.

⁸ Pursuant to N.J.S.A.18A:3B-6.2, within five days of the submission of the College's binding offer to a seller for the purchase of real property equal to or greater than \$10,000,000, the president or designee shall submit a report to the Governor, the Legislature, the Secretary of Higher Education, and the State Comptroller.

⁹ Final action shall not include any ministerial or non-substantive changes made to a contract subsequent to the Board's approval, or any action that falls within the authority previously granted to the president or any other officer or a Board trustee by the Board.

Subject Matter Category III

<u>Subject Matter Category</u>	<u>Level</u>	<u>Contract/Purchase Amount and/or Other Classification Criteria</u>	<u>Required Approval</u>	<u>Required Signatures</u>
III	1	MDCO	RO ¹⁰	RO
III	2	NMCO	RO ¹¹	RO
III	3	CCO not more than \$100,000 ¹²	RO	RO
III	4	CCO greater than \$100,000 but not more than \$250,000 ¹³	CA and RO ¹⁴ and President ¹⁵	CA and RO
III	5	CCO greater than \$250,000, but not more than \$500,000 ¹⁶	CA and RO ¹⁷ and President and Chair of Business and Infrastructure Committee ¹⁸ and Board Chair ¹⁹	CA and RO
III	6	CCO greater than \$500,000	CA and RO ²⁰ and President and Executive Committee	CA and RO

Subject Matter Category III covers construction contract change orders.

¹⁰ The RO shall notify the President and Chair of the Business and Infrastructure Committee immediately and the Business and Infrastructure Committee at its next meeting of any material MDCO (changes to a project Milestone Date that may adversely affect use or occupancy in a significant way).

¹¹ The RO shall notify the President and Chair of the Business and Infrastructure Committee immediately and the Business and Infrastructure Committee at its next meeting of any material NMCO (nonmonetary change to a project that is likely to detract from its overall utility or aesthetics in a significant way (e.g., a notable reduction in building size)).

¹² Provided that if the aggregate amount of the project CCOs exceeds 10% of the original construction Contract Price, Category III Level 4 Required Approval and Required Signatures and notification requirements shall apply.

¹³ Provided that if the aggregate amount of the project CCOs exceeds 10% of the original construction Contract Price, Category III Level 5 Required Approval and Required Signatures and notification requirements shall apply.

¹⁴ The RO shall notify the Business and Infrastructure Committee at its next meeting.

¹⁵ The President may sub-delegate this authority consistent with applicable College policies and procedures.

¹⁶ Provided that if the aggregate amount of the project CCOs exceeds 10% of the original construction Contract Price, Category III Level 6 Required Approval and Required Signatures and notification requirements shall apply.

¹⁷ The RO shall notify the Business and Infrastructure Committee at its next meeting.

¹⁸ If the Chair of the Business and Infrastructure Committee is not available, the approval of another trustee designated by the Board Chair (or the Board Vice Chair if the Board Chair is unavailable) may substitute for the approval of the Chair of the Business and Infrastructure Committee.

¹⁹ If the Board Chair is not available, the approval of the Board Vice Chair may substitute for the approval of the Board Chair.

²⁰ The RO shall notify the Business and Infrastructure Committee at its next meeting.

Subject Matter Category IV

<u>Subject Matter Category</u>	<u>Level</u>	<u>Contract/Purchase Amount</u>	<u>Required Approval</u>	<u>Required Signatures</u>
IV	1	Not more than \$100,000	CA and RO and President ²¹	RO or CA or President ²²
IV	2	Greater than \$100,000, but not more than \$500,000	CA and RO and President ²³	CA or President ²⁴
IV	3	Greater than \$500,000, but not more than \$10,000,000	CA and RO and President and Chair of Business and Infrastructure Committee ²⁵	CA and President
IV	4	Greater than \$10,000,000	CA and RO and President and Chair of Business and Infrastructure Committee and Board Chair ²⁶	CA and President

Subject Matter Category IV covers subject matter not included in Category I or II or III, e.g., sale by the College of intellectual property.

²¹ The President may sub-delegate this authority consistent with applicable College policies and procedures.

²² The President may sub-delegate this authority consistent with applicable College policies and procedures.

²³ The President may sub-delegate this authority consistent with applicable College policies and procedures.

²⁴ The President may sub-delegate this authority consistent with applicable College policies and procedures.

²⁵ If the Chair of the Business and Infrastructure Committee is not available, the approval of another trustee designated by the Board Chair (or the Board Vice Chair if the Board Chair is unavailable) may substitute for the approval of the Chair of the Business and Infrastructure Committee.

²⁶ If the Board Chair is not available, the approval of the Board Vice Chair may substitute for the approval of the Board Chair.