

PROFESSIONAL SERVICES AGREEMENT

THIS AGREEMENT, made and entered into this Eighteenth Day of June, 2008 between the **County of Salem**, acting by and through the Salem County Planning and Transportation for and on behalf of the Salem County Board of Chosen Freeholders, principally located at 94 Market Street, Salem, New Jersey, 08079, hereinafter referred to as the "County," and **MWW Group**, a Government Affairs Service firm with principal offices located at One Meadowlands Plaza, East Rutherford, New Jersey, 07073, hereafter referred to as the "Consultant."

WHEREAS, the County desires that the Consultant to work on the items identified in the scope of services during the period of June 19, 2008 to June 18, 2009.

NOW THEREFORE, it is agreed and understood as follows:

Scope of Services

1. The Consultant will provide on-going technical assistance in support of revisions to or implementation of the following services:
 - Government affairs and Lobbying – Federal, State, Local
 - Public Affairs and Community Relations
 - Legislative issues monitoring and rapid response
 - Appropriations, grants and community investment support
 - Media relations

Compensation

1. In consideration of the faithful performance by the Consultant of its agreements hereunder, and in conformance with the administrative procedures set forth herein, the County covenants and agrees to pay the Consultant a not to exceed amount of \$80,000.00 (Eighty Thousand Dollars and Zero Cents)
2. Payment is conditioned upon conformity of the Consultant to provide the Professional Services within the following administrative procedures:
 - A. Function as an independent principal and not as an employee or agent of the County. The Consultant agrees not to enter into any agreement or commitment on the County's behalf.
 - B. Make no assignments of this Contract or any monies due hereunder without the prior written approval of the County.

Terms and Conditions

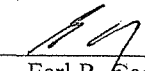
3. It is understood and agreed by and between parties hereto that:

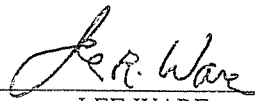
- A. This Contract shall become effective on June 19, 2008 and will continue in effect until June 18, 2009.
- B. This Contract shall be governed and construed, and the rights and obligations of the parties hereto shall be determined, in accordance with the laws of the State of New Jersey.

POLITICAL CONTRIBUTION DISCLOSURE: This contract has been awarded to **MWW Group** based on merits and abilities of **MWW Group**. to provide the goods and services as described herein. This contract was not awarded through a "fair and open process" pursuant to N.J.S.A. 19:44A-20.4 et seq. As such, the undersigned does hereby attest that (contractor), its subsidiaries, assigns or principals controlling in excess of 10% of the company has neither made a contribution, that is reportable pursuant to the Election Law Enforcement Commission pursuant to N.J.S.A. 19:44A-8 or 19:44A-16, in the one year period preceding the award of the contract that would, pursuant to P.L. 2004, c19, affect its eligibility to perform this contract, nor will it make a reportable contribution during the term of the contract to any political party committee in the County of Salem if a member of that political party is serving in a elective public office of that County when the contract is awarded, or to any candidate committee of any person serving in an elective public office of Salem County when the contract is awarded.

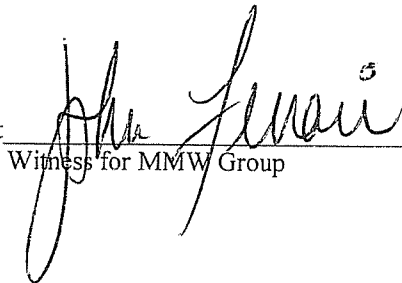
IN WITNESSETH WHEREOF, the parties hereto have caused their Official Representatives to execute this Government Affairs Service Contract.


Attest


 Earl R. Gage
 Clerk of the Board/Administrator


 LEE WARE
 Director, Board of Chosen Freeholders
 County of Salem

Attest


 Witness for MWW Group


 MWW Group
 One Meadowlands Plaza
 East Rutherford, New Jersey 07073

**BUSINESS ENTITY DISCLOSURE CERTIFICATION
FOR NON-FAIR AND OPEN CONTRACTS
REQUIRED PURSUANT TO N.J.S.A. 19:44A-20.8
COUNTY OF SALEM**

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 a 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.

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**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)

**BUSINESS ENTITY DISCLOSURE CERTIFICATION  
FOR NON-FAIR AND OPEN CONTRACTS  
Required Pursuant To N.J.S.A. 19:44A-20.8  
COUNTY OF SALEM**

**Part 1 – Vendor Affirmation**

The undersigned, being authorized and knowledgeable of the circumstances, does hereby certify that the "MWW Group" 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 SOB to any of the following named candidate committee, joint candidates committee, or political party committee representing the elected officials of the COUNTY OF SALEM as defined pursuant to N.J.S.A. 19:44A-3(p), (q) and (r).

|                                                                                |  |
|--------------------------------------------------------------------------------|--|
| Salem County Democratic Committee, Lindenmuth, Bobbitt and Cresenzi Candidates |  |
| Salem County Republican Organization, Cross, Ford and Laury, Candidates        |  |
|                                                                                |  |
|                                                                                |  |
|                                                                                |  |

**Part 2 – 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 |
|------------------------------|--------------|
| N/A                          |              |
|                              |              |
|                              |              |
|                              |              |
|                              |              |
|                              |              |

**Part 3 – Signature and Attestation:**

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

Name of Business Entity: MWW Group  
Signed: [Signature] Title: CFO  
Print Name: SOB Date: 5/29/08

Subscribed and sworn before me this 29 day of May 2008.  
My Commission expires: \_\_\_\_\_  
[Signature]  
(Affiant)  
VINCENT P. O'BRIEN  
(Print name & title of affiant) (Corporate Seal)

VINCENT P. O'BRIEN  
NOTARY PUBLIC  
STATE OF NEW JERSEY  
NO #2215763  
MY COMMISSION EXPIRES 07/15/08



Board of Chosen Freeholders

POLITICAL CONTRIBUTION DISCLOSURE: This contract has been awarded to (contractor) based on merits and abilities of MWW Group to provide the goods and services as described herein. This contract was not awarded through a "fair and open process" pursuant to N.J.S.A. 19:44A-20.4 et seq. As such, the undersigned does hereby attest that (contractor), its subsidiaries, assigns or principals controlling in excess of 10% of the company has neither made a contribution, that is reportable pursuant to the Election Law Enforcement Commission pursuant to N.J.S.A. 19:44A-8 or 19:44A-16, in the one year period preceding the award of the contract that would, pursuant to P.L. 2004, c19, affect its eligibility to perform this contract, nor will it make a reportable contribution during the term of the contract to any political party committee in the County of Salem if a member of that political party is serving in a elective public office of that County when the contract is awarded, or to any candidate committee of any person serving in an elective public office of Salem County when the contract is awarded.

I, Seth Rosenstem, do solemnly swear that I as CFO of MWW Group did not in 2008 and will not for the

duration of this contract make a reportable contribution over \$300 to any political party, candidate or candidate committee within Salem County.

Seth Rosenstem CFO 5/19/08