### RESOLUTION 22- 19 AUTHORIZING PAYMENT TO BILLS

Commissioner	offered the following Resolution and moved its adoption:
WHEREAS, the Monmout expenses in the normal course of its	h County Improvement Authority has incurred the following s Authority business; and
	he vendors listed below, and in the amounts set forth are e listed herein pursuant to the invoices/vouchers properly hority"; and
WHEREAS, the services relawfully received and accepted by t	endered, or the material supplied, as the case may be, has been he Authority."
Authority that the following bills be Chairman, Vice Chairman, or duly	IT RESOLVED by the Monmouth County Improvement e and are hereby approved for payment, and that the authorized persons be and are hereby directed and authorized to forward same to the listed vendors.
<u>VENDORS</u>	<u>AMOUNT</u>
NW Financial Group, LLC Invoice	# 29231 \$875.00
Asbury Park Press-Publishing Costs	\$140.80
Seconded by Commissioner AYES: NAYS: ABSTAIN: ABSENT:	and adopted by the following roll call vote:
	I hereby certify the above to be a true copy of a Resolution adopted by the Monmouth County Improvement Authority at a meeting held on August 11, 2022
	Dennis A. Collins, Acting Board Secretary



## Invoice

Date	Invoice #
6/30/2022	29309

Bill To	
Monmouth County Improvement Author Hall of Records Main Street Freehold, NJ 07728	rity

P.O. No.	Terms	Project
June 2022	30 days	

Quantity	Description	Rate	Amount
	Financial Advisory Services-General	875.00	875.00
		,	
udson Place	020	Total	\$07 <i>E</i>
ooken, NJ 07 -656-0115	UJU	i Otal	\$875.

### **NWFinancial Group LLC**

2 Hudson Place Hoboken, NJ 07030 Phone: 201-656-0115



### **Monmouth County Improvment Authority**

Hall of Records Main Street Freehold, NJ 07728

### Invoice 29309

Date	Jun 30, 2022
Service Thru	Jun 30, 2022

In Reference To: Billable (Labor)

Project ID: Billable

Date	Ву	Services	Hours	Rates	Amount
06/08/2022	Heather Litzebauer	Document prep - Document prep: Send out emand on signatures for Ocean First document, discussion with Andy on signatures. 2021 CELP processing for 1. Manalapan Req #7 2. Neptune Twp Req #4 3. Holmdel BOE Req #2 2019 CELP substituation signatures for Keansburg Send info to the Clerk requesting additional information.	n r:	\$ 175.00/hr	\$ 350.00
06/30/2022	Heather Litzebauer	<b>Document prep - Document prep:</b> Processing 3 requisitions for Red Bank, 1 for Howell, 1 for Howel BOE, 1 for Manalapan, 4 for Neptune Twp. Call to Mike Bascom on discrepancy on Exhibit A for one req. Send signature pages and summary to Bill for sign-off.	3.00	\$ 175.00/hr	\$ 525.00
			T	otal Hours	5.00 hrs
			To	otal Labor	\$ 875.00
			Total Invoic	e Amount	\$ 875.00

### - MEMORANDUM-

TO:

Craig Marshall

Director of Finance

FROM:

Susan Trembley/Office of Clerk of the Board

DATE:

August 8, 2022

RE:

Mail Received

Enclosed you will find mail received by our office. They are the Notices for the Guaranty Resolutions (first reading) that were on the meeting of July 26, 2022 meeting. The Monmouth County Improvement Authority is responsible for payment of these notices.

Thank you, Susan Comey Trembley Office of Clerk of the Board

Agency:
COUNTY OF MONMOUTH
1 E MAIN ST
FREEHOLD, NJ 07728
ATTN:

Acct: ASB-0000001215

Client: COUNTY OF MONMOUTH 1 E MAIN ST.

FREEHOLD, NJ 07728

Acct No: ASB-0000001215

This is not an invoice

# Col x #

Order#	Advertisement/Description		# Col x # Lines	Rate Per Line	Cost
0005355319	Middletown NOTICEOFPENDINGGUARANTYRESOLUTIONTHEGUARA SOLUTIONTHESUMMARYTERMSOFWHICHAREINCLUDE WASINTRODUCEDANDPASSEDUPONFIRSTREADINGAT		2 col x 40 lines	\$0.44	\$35.20
			Affidavit of Publication Charge	0	
			Tearsheet Charge	0	\$0.00
			Net Total Due:		\$35.20
Run Dates:	07/29/2022		•	Check #:	
				Date:	
I, HAVING KNOWLE GOODS HAVE BEE! COMPLIANCE WITH CERTIFICATION IS	Y RECEIVING AGENCY EDGE OF THE FACTS, CERTIFY AND DECLARE THAT THE N RECEIVED OR THE SERVICES RENDERED AND ARE IN H THE SPECIFICATIONS OR OTHER REQUIREMENTS, AND SAID BASED ON SIGNED DELIVERY SLIPS OR OTHER REASONABLE VERIFIABLE INFORMATION.	I CEI SUFF SHAL	TIFICATION BY APPROVAL OFFICIAL RTIFY AND DECLARE THAT THIS BILL O ICIENT FUNDS ARE AVAILABLE TO SA' L BE CHARGEABLE TO: ROPRIATION ACCOUNT(S) AND AN	TISFY THIS CLAIM.	THE PAYMENT
SIGNATURE:		SIGN/	NTURE:		
TITLE:	DATE:DATE:				
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Kindly return a copy of this bill with your payment so that we can assure you proper credit.

### **Asbury Park Press**

Ad Number: 0005355319 Run Dates: 07/29/2022

#### NOTICE OF PENDING GUARANTY RESOLUTION

The guaranty resolution, the summary terms of which are included herein, was introduced and passed upon first reading at a meeting of the governing body of the County of Monmouth, State of New Jersey, on July 26, 2022. It will be further considered for final passage, after public hearing thereon, at a meeting of the governing body to be held at the Agricultural Building, 4000 Kozloski Road, in the Township of Freehold, on August 11, 2022 at 2:00 o'clock PM. During the week prior to and up to and including the date of such meeting copies of the full guaranty resolution will be available at no cost and during regular business hours, at the Clerk's office for the members of the general public who shall request the same. The summary of the terms of such guaranty resolution follows:

Title: Resolution Authorizing The Guaranty By The County Of Monmouth, New Jersey Of Payment Of Principal Of And Interest On The Governmental Loan Revenue Bonds, Series 2022A (Monmouth County Guaranteed) (Middletown Project) Of The Monmouth County Improvement Authority In An Aggregate Principal Amount Not Exceeding \$9,466,747

Purpose(s): Guaranty by the County of Monmouth of the punctual payment of the principal of and the interest on the Governmental Loan Revenue Bonds, Series 2022A (Monmouth County Guaranteed) (Middletown Project) of The Monmouth County Improvement Authority

Appropriation: \$9,466,747 for County Guaranty Bonds/Notes Authorized: \$9,466,747 for County Guaranty Grants (if any) Appropriated: None Section 20 Costs: Not applicable Useful Life: Not applicable

TAMARA BROWN
CLERK OF THE BOARD OF COUNTY
COMMISSIONERS

This Notice is published pursuant to N.J.S.A. 40A:2-I 7. (\$35.20)

Agency:
COUNTY OF MONMOUTH
1 E MAIN ST
FREEHOLD, NJ 07728
ATTN:

Acct: ASB-0000001215

Client: COUNTY OF MONMOUTH 1 E MAIN ST,

FREEHOLD, NJ 07728

Acct No: ASB-0000001215

This is not an invoice

Order#	Advertisement/Description		# Col x # Lines	Rate Per Line	Cost
0005355308	Manalapan NOTICEOFPENDINGGUARANTYRESOLUTIONTHEGUARANT SOLUTIONTHESUMMARYTERMSOFWHICHAREINCLUDEDHI WASINTRODUCEDANDPASSEDUPONFIRSTREADINGAT		2 col x 40 lines	\$0.44	\$35.20
			Affidavit of Publication Charge	0	
			Tearsheet Charge	0	\$0.00
	4		Net Total Due:		\$35.20
Run Dates:	07/29/2022	,		Check #:	9
				Date:	
I, HAVING KNOWLE GOODS HAVE BEEN COMPLIANCE WITH CERTIFICATION IS E	RECEIVING AGENCY EDGE OF THE FACTS, CERTIFY AND DECLARE THAT THE N RECEIVED OR THE SERVICES RENDERED AND ARE IN THE SPECIFICATIONS OR OTHER REQUIREMENTS, AND SAID BASED ON SIGNED DELIVERY SLIPS OR OTHER REASONABLE VERIFIABLE INFORMATION.	I CEI SUFF SHAL	TIFICATION BY APPROVAL OFFICIAL RTIFY AND DECLARE THAT THIS BILL O ICIENT FUNDS ARE AVAILABLE TO SA' L BE CHARGEABLE TO: ROPRIATION ACCOUNT(S) AND AM	TISFY THIS CLAIM.	THE PAYMENT
SIGNATURE:		SIGNA	NTURE:		
TITLE:	DATE:	TITLE	1	DATE:	
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Kindly return a copy of this bill with your payment so that we can assure you proper credit.

## **Asbury Park Press**

Ad Number: 0005355308 Run Dates: 07/29/2022

#### NOTICE OF PENDING GUARANTY RESOLUTION

The guaranty resolution, the summary terms of which are included herein, was introduced and passed upon first reading at a meeting of the governing body of the County of Monmouth, State of New Jersey, on July 26, 2022. It will be further considered for final passage, after public hearing thereon, at a meeting of the governing body to be held at the Agricultural Building, 4000 Kozloski Road, in the Township of Freehold, on August 11, 2022 at 2:00 o'clock PM. During the week prior to and up to and including the date of such meeting copies of the full guaranty resolution will be available at no cost and during regular business hours, at the Clerk's office for the members of the general public who shall request the same. The summary of the terms of such guaranty resolution follows:

Title: Resolution Authorizing The Guaranty By The County Of Monmouth, New Jersey Of Payment Of Principal Of And Interest On The Governmental Loan Revenue Bonds, Series 2022A (Monmouth County Guaranteed) (Manalapan Project) Of The Monmouth County Improvement Authority In An Aggregate Principal Amount Not Exceeding\$5,008,901

Purpose(s): Guaranty by the County of Monmouth of the punctual payment of the principal of and the interest on the Governmental Loan Revenue Bonds, Series 2022A (Monmouth County Guaranteed) (Manalapan Project) of The Monmouth County Improvement Authority

Appropriation: \$5,008,901 for County Guaranty Bonds/Notes Authorized: \$5,008,901 for County Guaranty Grants (if any) Appropriated: None Section 20 Costs: Not applicable Useful Life: Not applicable

TAMARA RA RECIVILI

TAMARA BROWN
CLERK OF THE BOARD OF COUNTY
COMMISSIONERS

This Notice is published pursuant to N.J.S.A. 40A:2-17. (\$35.20)

-0305355308-01

Agency: COUNTY OF MONMOUTH 1 E MAIN ST FREEHOLD, NJ 07728 ATTN:

Order#

Signature:

Acct: ASB-0000001215

Advertisement/Description

Client: COUNTY OF MONMOUTH 1 E MAIN ST, FREEHOLD, NJ 07728

Acct No: ASB-0000001215

Rate

Cost

### This is not an invoice

#Colx#

Official Position: Clerk

Order#	Advertisement/Description		Lines	Rate Per Line	Cost
0005355300	Aberdeen NOTICEOFPENDINGGUARANTYRESOLUTIONTHEGUARA SOLUTIONTHESUMMARYTERMSOFWHICHAREINCLUDE WASINTRODUCEDANDPASSEDUPONFIRSTREADINGAT		2 col x 40 lines	\$0.44	\$35.20
			Affidavit of Publication Charge	0	
			Tearsheet Charge	0	\$0.00
			Net Total Due:		\$35.20
Run Dates:	07/29/2022			Check #:	
				Date:	<del></del>
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	<u> </u>		ATURE		
TITLE:	DATE:	TITLE		DATE:	
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Date: OffEst	LVLL				1

Kindly return a copy of this bill with your payment so that we can assure you proper credit.

## **Asbury Park Press**

Ad Number: 0005355300 Run Dates: 07/29/2022

#### NOTICE OF PENDING GUARANTY RESOLUTION

The guaranty resolution, the summary terms of which are included herein, was introduced and passed upon first reading at a meeting of the governing body of the County of Monmouth, State of New Jersey, on July 26, 2022. It will be further considered for final passage, after public hearing thereon, at a meeting of the governing body to be at the Agricultural Building, 4000 Kozloski Road, in the Township of Freehold, on August 11, 2022 at 2:00 o'clock PM. During the week prior to and up to and including the date of such meeting copies of the full guaranty resolution will be available at no cost and during regular business hours, at the Clerk's office for the members of the general public who shall request the same. The summary of the terms of such guaranty resolution follows:

Title: Resolution Authorizing The Guaranty By The County Of Monmouth, New Jersey Of Payment Of Principal Of And Interest On The Governmental Loan Revenue Bonds, Series 2022A (Monmouth County Guaranteed) (Aberdeen Project) Of The Monmouth County Improvement Authority In An Aggregate Principal Amount Not Exceeding \$14,094,835

Purpose(s): Guaranty by the County of Monmouth of the punctual payment of the principal of and the interest on the Governmental Loan Revenue Bonds, Series 2022A (Monmouth County Guaranteed) (Aberdeen Project) of The Monmouth County Improvement Authority

Appropriation: \$14,094,835 for County Guaranty Bonds/Notes Authorized: \$14,094,835 for County Guaranty Grants (if any) Appropriated: None Section 20 Costs: Not applicable Useful Life: Not applicable

TAMARA BROWN CLERK OF THE BOARD OF COUNTY COMMISSIONERS

This Notice is published pursuant to N.J.S.A. 40A:2-17. (\$35.20)

-0005355300-01

Agency: COUNTY OF MONMOUTH 1 E MAIN ST FREEHOLD, NJ 07728 ATTN:

Order#

Acct: ASB-0000001215

Advertisement/Description

Client: COUNTY OF MONMOUTH 1 E MAIN ST,

FREEHOLD, NJ 07728

Acct No: ASB-0000001215

Rate

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Cost

### This is not an invoice

# Col x #

Lines

IEGUARANTY NCLUDEDHEI DINGAT	2 col x 40 lines	\$0.44	\$35.20
	Affidavit of Publication Charge	0	
	Tearsheet Charge	0	\$0.00
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		Date:	· · · · · · · · · · · · · · · · · · ·
SUFI	RTIFY AND DECLARE THAT THIS BILL O FICIENT FUNDS ARE AVAILABLE TO SAT LL BE CHARGEABLE TO:	TISFY THIS CLAIM.	THE PAYMENT
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	E I CE SUFI D SAID SHA NABLE APP	Tearsheet Charge  Net Total Due:  CERTIFICATION BY APPROVAL OFFICIAL I CERTIFY AND DECLARE THAT THIS BILL O SUFFICIENT FUNDS ARE AVAILABLE TO SA' SHALL BE CHARGEABLE TO: APPROPRIATION ACCOUNT(S) AND AM SIGNATURE.	Tearsheet Charge 0  Net Total Due:  Check #:  Date:  CERTIFICATION BY APPROVAL OFFICIAL I CERTIFY AND DECLARE THAT THIS BILL OR INVOICE IS COR SUFFICIENT FUNDS ARE AVAILABLE TO SATISFY THIS CLAIM. SHALL BE CHARGEABLE TO:

PERSONS WITHIN THE KNOWLEDGE OF THIS CLAIMANT IN CONNECTION WITH THE ABOVE CLAIM; THAT THE AMOUNT HEREIN STATED IS JUSTLY DUE AND OWING; AND THAT THE AMOUNT CHARGED IS A REASONABLE ONE.

Date: 07/29/2022

Federal ID #: 061032273

Signature:

Official Position: Clerk

Kindly return a copy of this bill with your payment so that we can assure you proper credit.

## **Asbury Park Press**

Ad Number: 0005355333 Run Dates: 07/29/2022

#### NOTICE OF PENDING GUARANTY RESOLUTION

The guaranty resolution, the summary terms of which are included herein, was introduced and passed upon first reading at a meeting of the governing body of the County of Monmouth, State of New Jersey, on July 26, 2022. It will be further considered for final passage, after public hearing thereon, at a meeting of the governing body to be held at the Agricultural Building, 4000 Kozloski Road, in the Township of Freehold, on August 11, 2022 at 2:00 o'clock PM. During the week prior to and up to and including the date of such meeting copies of the full guaranty resolution will be available at no cost and during regular business hours, at the Clerk's office for the members of the general public who shall request the same. The summary of the terms of such guaranty resolution follows:

Title: Resolution Authorizing The Guaranty By The County Of Monmouth, New Jersey Of Payment Of Principal Of And Interest On The Governmental Loan Revenue Bonds, Series 2022A (Monmouth County Guaranteed) (Oceanport Project) Of The Monmouth County Improvement Authority In An Aggregate Principal Amount Not Exceeding \$5,461,960

Purpose(s): Guaranty by the County of Monmouth of the punctual payment of the principal of and the interest on the Governmental Loan Revenue Bonds, Series 2022A (Monmouth County Guaranteed) (Oceanport Project) of The Monmouth County Improvement Authority

Appropriation: \$5,461,960 for County Guaranty Bonds/Notes Authorized: \$5,461,960 for County Guaranty Grants (if any) Appropriated: None Section 20 Costs: Not applicable Useful Life: Not applicable

TAMARA BROWN
CLERK OF THE BOARD OF COUNTY
COMMISSIONERS

This Notice is published pursuant to N.J.S.A. 40A:2-I 7. (\$35.20)

-0005355333-01

### RESOLUTION NO. 2022- 20

A RESOLUTION OF THE MONMOUTH COUNTY IMPROVEMENT AUTHORITY APPROVING THE FORM AND AUTHORIZING THE

EXECUTION AND DELIVERY OF A CONTRACT OF PURCHASE, COUNTY GUARANTY AGREEMENTS, BOND PURCHASE AGREEMENTS AND A CONTINUING DISCLOSURE AGREEMENT, ALL IN CONNECTION WITH THE ISSUANCE AND SALE OF THE AUTHORITY'S GOVERNMENTAL POOLED LOAN REVENUE BONDS, SERIES 2022A; APPROVING THE FORM OF A PRELIMINARY OFFICIAL STATEMENT, APPROVING THE DISTRIBUTION THEREOF AND FURTHER AUTHORIZING THE EXECUTION OF A FINAL OFFICIAL STATEMENT IN CONNECTION THEREWITH; APPOINTING A TRUSTEE, BOND REGISTRAR AND PAYING AGENT; AND AUTHORIZING THE AUTHORIZED OFFICERS OF THE AUTHORITY TO DO ALL OTHER THINGS DEEMED NECESSARY OR ADVISABLE IN CONNECTION WITH THE ISSUANCE, SALE AND DELIVERY OF SUCH BONDS.

Motion made by:

WHEREAS, The Monmouth County Improvement Authority (the "Authority") is authorized to issue its bonds pursuant to the provisions of the County Improvement Authorities Law, constituting Chapter 183 of the Laws of 1960 of the State of New Jersey, as amended and supplemented, and other applicable provisions of law; and

WHEREAS, the Authority adopted its 2022A Governmental Pooled Loan Revenue Bond Resolution on August 11, 2022 (the "Bond Resolution"), authorizing the issuance of not to exceed \$34,032,443 aggregate principal amount of its Governmental Pooled Loan Revenue Bonds, Series 2022A (the "Bonds"); and

WHEREAS, the Authority has adopted bond resolutions on August 11, 2022, authorizing the issuance of four separate series of Governmental Loan Revenue Bonds, Series 2022A (Monmouth County Guaranteed) in an aggregate principal amount not to exceed \$34,032,443 (collectively, the "Local Unit Bonds"), which Local Unit Bonds will be purchased and held for the benefit of the holders of the Bonds by the trustee for the Bonds; and

WHEREAS, the payment of principal of and interest when due on each series of Local Unit Bonds will be guaranteed by the County of Monmouth (the "County") pursuant to a County Guaranty Agreement; and

WHEREAS, the Authority is now desirous of authorizing the sale of the Bonds in the aggregate principal amount of not to exceed \$34,032,443; and

- (a) a draft Preliminary Official Statement relating to the Bonds (the "Preliminary Official Statement"), attached hereto as Exhibit A, to be used in connection with the marketing of the Bonds;
- (b) the Contract of Purchase (the "Contract of Purchase"), attached hereto as Exhibit B, providing the determination of certain terms of the Bonds and for the sale of the Bonds to Raymond James & Associates, Inc. (the "Underwriter");
- (c) the form of Guaranty Agreements by and among the Authority, the trustee for the Local Unit Bonds and the County (the "County Guaranty Agreements"), attached hereto as Exhibit C, providing for the guaranty of the payment of the principal of and interest on each series of Local Unit Bonds when due by the County;
- (d) the form of Continuing Disclosure Agreement (the "Continuing Disclosure Agreement"), attached hereto as Exhibit D, to be used to demonstrate compliance with Rule 15c2-12 of the Securities and Exchange Commission;
- (e) the form of the Bond Purchase Agreements (the "Bond Purchase Agreements"), attached hereto as Exhibit E, providing for the purchase by the Authority from the proceeds of its Local Unit Bonds of the Borrower Bonds (as defined in the Bond Resolution); and

WHEREAS, the Authority is now desirous of appointing the Trustee, Paying Agent and Bond Registrar under the Bond Resolution for the Bonds;

NOW, THEREFORE, BE IT RESOLVED BY THE MONMOUTH COUNTY IMPROVEMENT AUTHORITY, AS FOLLOWS:

SECTION 1. That the Contract of Purchase, in substantially the form presented to this meeting, be and the same is hereby approved, and the Bonds shall be sold to the Underwriter at a purchase price of not less than ninety-seven percent (97%) of the aggregate principal amount of the Bonds, which Bonds shall mature, bear interest at the rates not to exceed six percent (6%) per annum and be subject to redemption as shall be set forth in Exhibit I to the Contract of Purchase. The Underwriter shall receive an underwriting fee of not in excess of \$6.00 per \$1,000 principal amount of Bonds issued. The Chairman and Vice Chairman (the "Authorized Officers") of the Authority are each hereby authorized and directed, upon the finalization of such terms in accordance with the parameters established in the Bond Resolution, to approve such terms and to execute the Contract of Purchase, with such additions, deletions or modifications as such Authorized Officer shall approve, and to deliver the same to the Underwriter, such approval to be conclusively evidenced by the execution and delivery thereof by either of the Authorized Officers; provided, however, that the authority to execute the Contract of Purchase as set forth herein shall only be effective until 5:00 p.m., New York time, on December 31, 2022.

SECTION 2. That the draft Preliminary Official Statement, in the form presented to this meeting, be and the same is hereby approved. The distribution and use of the Preliminary Official Statement in connection with the marketing of the Bonds is hereby approved. The Underwriters are hereby authorized and directed to prepare a final Official Statement relating to the Bonds with such changes, insertions and omissions to the Preliminary Official Statement as may be approved by an Authorized Officer.

SECTION 3. That the County Guaranty Agreements, in substantially the form presented to this meeting, be and the same are hereby approved, and an Authorized Officer is hereby authorized and directed to enter into the County Guaranty Agreements, with such additions, deletions or modifications as such Authorized Officer shall approve, and thereupon to cause the County Guaranty Agreements to be delivered to the County, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 4. That the Continuing Disclosure Agreement, in substantially the form presented to this meeting, be and the same is hereby approved, and an Authorized Officer is hereby authorized and directed, upon the finalization of the terms therein, to approve such terms and to execute the Continuing Disclosure Agreement, with such additions, deletions or modifications thereto as such Authorized Officer shall approve, such approval to be conclusively evidenced by the execution and delivery thereof.

SECTION 5. TD Bank, National Association, Cherry Hill, New Jersey, is hereby appointed to act as Trustee, Paying Agent and Bond Registrar under the Bond Resolution.

SECTION 6. That any Authorized Officer, the Secretary of the Authority and any other representative or agent of the Authority are hereby authorized and directed to execute and deliver any and all documents and instruments, and to do and cause to be done any and all acts and things necessary or proper for carrying out the sale, issuance and delivery of the Bonds and all related transactions contemplated by this resolution.

SECTION 7. All resolutions or proceedings, or parts thereof, in conflict with the provisions of this resolution are to the extent of such conflict hereby repealed.

SECTION 8. This resolution shall become effective in accordance with applicable law.

Seconded by:

Ayes:

Nays:

Abstentions:

Absent:

Adopted: August 11, 2022

I hereby certify the above to be a true copy of a Resolution adopted by the Monmouth County Improvement Authority at a meeting held on

August 11, 2022

### Resolution 2022-21

### 2022A GOVERNMENTAL POOLED LOAN REVENUE BOND RESOLUTION

Under Separate Cover