



**MINUTES
REORGANIZATIONAL MEETING
FEBRUARY 7, 2012**

1. **The Vice-Chairman called the Reorganization Meeting to order at 7:40 p.m.**
2. **The Vice-Chairman read the statement in compliance with C.231, PL 1975.**
3. **Proof of Notice – Reorganization Meeting. (Attached)**
4. **Roll Call: The following Commissioners were present: Chewcaskie, Dachnowicz, Kasparian, Kelaher, Plumley, Rotonda and Shafron. Commissioner Dator was absent.**
5. **Salute to the Flag was led by the Vice-Chairman.**
6. **Chairman’s remarks. No remarks at this time.**
7. **Approval of Minutes – Regular Meeting of Jan.10, 2012. Commissioner Rotonda made a motion to accept the minutes as presented and seconded by Commissioner Shafron. All Commissioners present voted in favor of accepting the minutes as presented.**
8. **Election of Officers – Report was given by Commissioner Chewcaskie**
 - a) **Report of Nominating Committee – The Nominating Committee has met and reported that they unanimously nominate Commissioner Dator for the office of Chairman and Commissioner Kasparian for the position of Vice-Chairman.**
 - b) **Election of Chairman for ensuing year – There were no other nominations for the slate at this time. Commissioner Chewcaskie moved the nomination of Chairman, seconded by Commissioner Kelaher. All Commissioners voted in favor of Commissioner Dator as Chairman.**
 - c) **Election of Vice-Chairman for ensuing year – There were no other nominations for the slate at this time. Commissioner Chewcaskie moved the nomination of Vice-Chairman, seconded by Commissioner Kelaher. All Commissioners voted in favor of Commissioner Kasparian as Vice-Chairman.**
9. **Consideration for approval – list of Resolutions dated February 7, 2012.**

Commissioner Chewcaskie noted that the only question on the Resolutions was for Resolution #22-2012 Amendment of the contract where there is an increase. The Executive Director commented that the original bid had a base bid and an alternate bid to extend the interceptor. In the original resolution it was adopted for the base bid only and it should have been for the base bid plus the alternate. We accepted the bid for both but the original resolution did not have the correct amount.

Based upon the explanation of Resolution #22-2012 Commissioner Chewcaskie made a motion to accept the Resolutions #08-2012 thru #22-2012 by consent. Seconded by Commissioner Shafron. All Commissioners present voted in favor of these Resolutions.

Resolution #08-2012. Approval of vouchers, payroll transfers, payroll tax Deposits and pensions & benefits transfers for Jan. 2012. Payroll Account \$202,944.29; Tax Deposit Account \$80,781.23; PERS and Contributory Insurance \$25,579.28; Employer Health Benefits Contribution, \$91,475.61; Employee Health Benefits Contribution, \$1,364.41; Dental Benefits \$4,482.09; DCRP Employee Contribution \$27.08; DCRP Employer Contribution \$12.50; Operating Account \$354,856.51; Improvement Account \$1,160.75; 2009A Project Account \$244,445.02; 2010 WWT Project Account, \$36,216.25.

Resolution #09-2012. 2012 Schedule of Meetings. Approval of Meeting Calendar for 2012.

Resolution #10-2012. Authority's official Newspapers for 2012. Approval Of The Record and Ridgewood News as the Official newspapers for the Authority for 2012.

Resolution #11-2012. Resolution authorizing contracts with certain approved State Contract vendors for contracting units pursuant to N.J.S.A.40A:11-12a.

Resolution #12-2012. Qualification of individuals/firms for provision of engineering services for 2012. The Authority identified the following firms as qualified to provide consulting engineering services: Boswell Engineering; Cerenzio & Panaro PC; CH2M Hill; CME Consulting and Municipal Engineers; Hatch Mott MacDonald; Remington, Vernick & Arango Engineers; T&M Associates; Tighe & Bond, Inc.; and URS.

Resolution #13-2012. Qualification of individual/firms for provision of Legal Services. The Authority qualified the following firms for legal services for 2012: Eric M. Bernstein & Assocs., Kaufman, Bern, Deutsch & Leibman, LLP and Sokol, Behot & Fiorenzo.

Resolution #14-2012. Retention of Auditor for 2012 pursuant to N.J.S.A.19:44A-20.4 This resolution was to appoint Lerch, Vinci & Higgins as the Authority Auditors for 2012.

Resolution #15-2012. Retention of Bond Counsel pursuant to N.J.S.A.19:44A-20.4. This resolution was to appoint Gibbons P.C. as Bond Counsel for 2012 at a not to exceed compensation of \$65,000.

Resolution #16-2012 Retention of Authority Engineer for 2012 pursuant to N.J.S.A.19:44A-20.4. This resolution was to appoint T&M Associates as the Authority engineers for 2012 at a not to exceed compensation of \$85,000.
Resolution #17-2012. Retention of Authority engineer for Service Charges pursuant to N.J.S.A.19:44A-20.4. This resolution was to appoint Tighe & Bond as the engineers for the 2013 service charges at a not to exceed compensation of \$28,700.

Resolution #18-2012. Retention of Risk Manager for 2012. This resolution was to appoint Brown & Brown Insurance as the Authority's Risk Managers for 2012.

Resolution #19-2012. Retention of General Counsel for 2012 pursuant to N.J.S.A.19:44A-20.4. This resolution was to appoint Sokol, Behot & Fiorenzo as the Authority's General Counsel at a not to exceed compensation of \$60,000.

Resolution #20-2012. Retention of Authority Labor Counsel pursuant to N.J.S.A. 19:44A-20.4. This resolution was to appoint Eric M Bernstein & Associates as Labor Counsel at a not to exceed compensation of \$10,000.

Resolution #21-2012. Resolution of the NBCUA approving and authorizing the 2012 Project; authorizing the issuance, sale and delivery of Utility System Subordinated Revenue Bonds, Series 2012 to the NJEIT and the State of New Jersey, respectively, in order to evidence obligations to repay certain loans to be made to the Authority; establishing certain terms and provisions of such series 2012 Bonds and determining certain matters relating thereto; authorizing the execution and delivery of the Loan Agreements and the Escrow Agreement with the Trust and the State; authorizing the execution and delivery of the Trust Indenture and Second Supplemental Trust Indenture between the Authority and the Bank of New York Mellon; delegating to the Chairman, Vice-Chairman and Executive Director of the Authority the power and authority to determine certain terms of such series 2012 Bonds; and authorizing officers of the Authority to take all other action necessary, advisable or incidental thereto.

Resolution #22-2012. Resolution amending the Contract No.259 for the Franklin lakes Business District Sanitary Sewer Project to the amount of \$3,806,433.49. This resolution was to amend Cont.#259 which should have included the alternate bid along with the base bid.

10. Reports of Committees. (February 7, 2012 Work Session Highlights)

- a. **Finance Committee – A Resolution was adopted tonight for the**

NJEIT 2012 Series Revenue Bonds for the Franklin Lakes Sewer Project.

- b. Personnel Committee – Nothing to report.**
- c. Insurance Committee – There was a Resolution on the agenda to appoint Brown and Brown as the Authority’s Risk Manager for 2012.**
- d. Operating Committee – The Committee met and the report that was prepared for the Committee meeting is attached and made a part of these minutes.**
- e. Buildings & Grounds – Nothing to report.**

11. Officers Reports:

- a. Treasurer – Approximately \$7.5 million in short term investments of which \$1.4 million is with TD Bank at no interest in lieu of paying banking fees. \$2.5 million is with Bank of New Jersey at 1.25% interest, \$1.2 million with TD Bank at .05% and \$2.4 million with TD Bank at .13%.**
- b. Counsel – A written report was distributed to the Commissioners (copy attached).**
- c. Engineers – A written report was distributed to the Commissioners (copy attached).**

12. Report of Executive Director. Nothing further to report.

13. Report of Superintendent – No Report.

14. Old Business – Nothing to report.

15. New Business – The Vice-Chairman noted the challenges the Authority has had in the past year or so that were never encountered before, in terms of oversight from the County, which is not a bad thing, to the extent that it makes you consider what your priorities are as an Authority. The Authority has done an excellent job of servicing its towns. It may be a good idea to consider a strategic plan to the extent that we are finally now becoming, after 40 years, somewhat more in tune with the fact that we have a service area that is not being provided for, namely, Franklin Lakes and possibly Oakland. There are also towns within our service area, such as Wyckoff, that are still only 50% sewerred. This is not acceptable. The Vice-Chairman is suggesting the Operating Committee should think about putting together a strategic plan to try and integrate all of the differing responsibilities we have, both internal and external, to make sure we are not misaligned in terms of what is politically feasible versus what it is we want to do and possibly putting together a three to five year plan. It may

require us to hire a planner that is well versed in the strategic planning process and has expertise in this area. It is only a suggestion and has not been discussed before and would like to discuss this subject at the next Operating Committee meeting and possibly put together a steering committee for this plan. Once it is established what we want to accomplish it will be brought back to the Commissioners for their approval.

16. Public comments (on subject 6 through 15). No public comments.
17. Adjournment. A Motion to adjourn the meeting was made by Commissioner Kelaher, seconded by Commissioner Chewcaskie. All Commissioners were in favor of adjourning the meeting at 7:55 p.m.



Madeline Thumudo, Secretary

NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

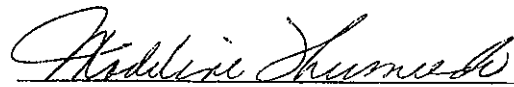
I, Madeline Thumudo, Secretary of the Northwest Bergen County Utilities Authority, do hereby CERTIFY THAT at 4:30 p.m. Wednesday, February 1, 2012, the notice of the REORGANIZATIONAL MEETING of said Authority to be held on February 7, 2012 immediately following the Work Session at 7:00 o'clock p.m. in the offices of the Authority located at 30 Wyckoff Avenue in Waldwick, New Jersey was e-mailed and/or deposited in the United States Post Office in Waldwick, New Jersey addressed to each of the following at known addresses:

Commissioners:

**Brian Chewcaskie
Peter Dachnowicz
William F. Dator
Michael Kasparian
Frank Kelaher
Marion Plumley
Nicholas Rotonda
Jason Shafron**

Notice of the Reorganizational Meeting was:

- a) **Posted in a public place.**
- b) **Mailed to two newspapers designated by the Commissioners of the Northwest Bergen County Utilities Authority to receive such notice, Namely, THE RECORD and THE RIDGEWOOD NEWS, both Published in Hackensack, New Jersey.**
- c) **Filed with the Clerk of the County of Bergen.**
- d) **Mailed to all MEMBER TOWNS.**


Madeline Thumudo, Secretary

SOKOL, BEHOT & FIORENZO

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RECEIVED FEB - 3 2012

STEVEN SIEGEL (NJ & NY BAR)
SUSAN B. BURNS (NJ & NY BAR)
ANTHONY BEDWELL (NJ & CA BAR)
DAVID RUBENSTEIN (NJ, NY & FL BAR)
MATTHEW J. COWAN (NJ, NY & FL BAR)

OF COUNSEL
SCOTT E. REKANT (NJ & PA BAR)

OF COUNSEL FOR MATTERS OF TAXATION
KULZER & DIPADOVA, P.A.

TO: Northwest Bergen County Utilities Authority Commissioners

FROM: Jeffrey A. Zenn

DATE: February 3, 2012

RE: Monthly Counsel Report

CC: Howard Hurwitz, Executive Director
Madeline Thumudo, Administrative Assistant/Board Secretary

The following is a summary of our firm's activities on behalf of the Authority for the previous month.

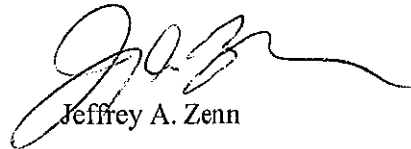
1. We continued to work on various issues regarding the budget for 2012, the implications of the County Executive's veto of the Minutes which approved the final budget and the County Executive's resignation request to the Commissioners. This included various meetings, research, correspondence and conversations with the Chairman, Executive Director, Commissioners and with the County Counsel's office ranging from the final budget, the 2012 Service Charges, the budget default provisions under the Authority's bonds, State health benefits and removal of Commissioners from office.
2. Correspondence and communication with the Division of Local Government Services concerning filing and obtaining approval of Authority budget.
3. We attended the Work Session, Public and Operating Committee meetings.
4. Review Bergen County Pay-to-Play ordinance and advise Authority with regard to that.

SOKOL, BEHOT & FIORENZO

5. Review and provide memo to Executive Director regarding FSA Plan.
6. Review and revise RFQs for Bergen County Pay-to-Play Ordinance.
7. Review Darlington utility easement and provide comments; prepare resolution authorizing Non-Exclusive Easement.

If you have any questions, please contact me.

Respectfully submitted,



Jeffrey A. Zenn

NBUA-G1102

January 31, 2012

Mr. William Dator, Chairman
Northwest Bergen County Utilities Authority
30 Wyckoff Avenue at Authority Drive
P.O. Box 255
Waldwick, New Jersey 07463

RECEIVED FEB - 6 2012

Re: Monthly Report – January 2012

Dear Mr. Dator:

The following is a brief summary of T&M's activities during the month of January.

Franklin Lakes Sewer Project – The Franklin Lakes Sewer Project was awarded to Underground Utilities in the amount of \$3,806,433.43 at the Authority's September meeting. The DEP recently granted approval and authorization to award the project. Contracts have been fully executed by the Authority and the contractor. Doug Bern has prepared and transmitted easement agreements for execution by the respective property owners (the Car Wash, the Racquet Club, and Franklin Crossing). Draft agreements were reviewed by T&M and the Authority prior to transmittal.

Preconstruction meetings (one with DEP personnel and one with affected utilities, police, Borough representatives, etc.) will be held on February 8, 2012.

Lastly, T&M has prepared a draft report for Authority review and discussion outlining Borough requested design revisions to facilitate future system expansion and associated construction cost impacts. This report is forwarded under separate cover.

Annual Report – A draft of this year's annual report is nearly complete with only one or two sections remaining to be completed. The plant inspection has been set up with Authority personnel for February 1, 2012.

Wastewater Management Plan Amendment – The final Wastewater Management Plan Amendment document was sent in to the NJDEP on January 27, 2012 for final review. The NJDEP is reviewing and is initiating the Public Notice process. Washington Township were reinstated to the NBCUA sewer service area plan based on recent revised regulations and DEP direction.

Oakland Sewer Service – During January, there was no further action required of T&M regarding the Borough's efforts to investigate sewer service by NBCUA.

Ultraviolet Disinfection System Improvements – Installation of the new UV equipment is nearly complete except for the lamps and some electrical work. There have been some control questions from the equipment supplier and the contractor and once those are resolved the contractor can complete the work and testing and startup.



NBUA-G1102
January 31, 2012
Page 2

*Le: Mr. William Dator, Chairman
Northwest Bergen County Utilities Authority*

Re: Monthly Report – January 2012

Aeration Blower Improvements – As directed, T&M investigated the viability of utilizing Atlas Copco positive displacement screw blowers vs. the previous options considered (VFDs and turbine blowers). T&M is preparing a report on this matter for Authority review and discussion.

Grease Separation Facility Pilot Test – In November, T&M forwarded the grease separation facility concept plan to the DEP to request approval on behalf of the Authority to move forward with the pilot test. On January 4, 2012, NJDEP approved the Authority request to proceed with the pilot test.

If you have any questions or require additional information, please advise.

Very truly yours,



KEITH W. HENDERSON, P.E.
SR. VICE PRESIDENT

KWH:JJM:scb

cc: Authority Commissioners
Howard Hurwitz, Executive Director
Robert Genetelli, Superintendent
Jeffrey Zenn, Esq.

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Northwest Bergen County Utilities Authority
Operating Report January 2012

- 1) Plant Operations – Plant flows for the month of January averaged 10.64 million gallons per day (mgd) compared with 12.12 mgd for December. Operation continues to be satisfactory.

- 2) Franklin Lakes Interceptor
 - a) A preconstruction meeting is scheduled with Underground Utilities Corporation and the NJDEP for February 8, 2012 at 10:30 AM in our office. A second preconstruction meeting with Underground, local utilities and the Franklin Lakes Police Department will be held on February 8 in the afternoon.

 - b) Bond counsel has scheduled the interim financial closing with NJEIT for February. Approval required from County Executive.

 - c) Easement requirements for project:
 - i) Franklin Crossing – Agreement under review. Owner has requested more details on the impact of construction on the day-today operation (traffic, deliveries, etc.)
 - ii) Racquet Club - Agreement under review. Awaiting attorney approval.
 - iii) Car Wash – Filed declaration of taking. Little communication with Owner.

 - d) Franklin Lakes has proposed a supplemental agreement with the Authority. Attorney is reviewing the draft. One issue is the degree to which recommendations by the Borough Engineer for changes to the design have been incorporated in the contract. T&M has prepared a DRAFT summary of the requested changes and the estimated impact on the project cost.

 - e) Franklin Lakes has suggested a public meeting to present the project details. Dates and venue to be discussed.

- 3) RFQ for Professional Services – The Authority has received responses to RFQs for the following professional services:
 - Auditor
 - Bond Counsel
 - Consulting Engineer
 - Consulting Engineer for 2013 Service Charges
 - JIF Risk Management
 - Legal Services

- Resolutions for the February Reorganization meeting will be reviewed by our attorney.

- 4) Incinerator Rebuild Project Status – Rebuilt Niro incinerator has been in operation for mid December. Minor mechanical and software issues have been identified, but none of these prevent operation of the incinerator. All are being addressed by the contractor.

- 5) Authority Improvement Projects
 - a) UV Treatment System – Equipment has been delivered and installation is very nearly complete.

- b) Additional Projects – Aeration air blower improvements are under consideration. Options will be discussed with T&M.
- 6) Waldwick/Allendale I&I Investigations – Authority has authorized Boswell Engineering to conduct investigation into I&I in both municipalities and has provided flow data for Boswell review.
- 7) Trap Grease Pilot Test Program – NJ DEP has approved a 6 month test program. Manufacturer has still not been able to fund the pilot test equipment production.
- 8) Personnel – Health benefit contributions and a Flexible Spending Account program have been implemented.
- 9) Miscellaneous
 - a) Meeting with Freeholder Chairman Mitchell – Schedule and attendees.
 - b) 2012 Operating Committee Meetings -- Proposed schedule.
 - c) Budget Comments – Attorney input.
 - d) 12 Month Financials -- Auditor has begun year end review. Preliminary financial statement is expected by mid February.
 - e) Annual Report – Plant inspection is scheduled for 2/1/12.
 - f) Oakland Sewer Update -
 - g) EPA Air Permit Issues -
 - h) NJPDES Permit Appeal -