

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**Offered by** Commissioner Kasparian

**No.**CS-Apr -2012,

**Seconded by** Commissioner Kelaher

**Date:** Apr. 3, 2012

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**AUTHORIZATION TO GO INTO CLOSED SESSION  
TO DISCUSS POTENTIAL LITIGATION**

**WHEREAS**, the meetings of the Commissioners of the Northwest Bergen County Utilities Authority (the “Authority”) are subject to the Open Public Meetings Act, N.J.S.A. 10:4-1, et seq. (“OPMA”); and

**WHEREAS**, in accordance with the OPMA, the Authority may exclude the public from that portion of any meeting in which the Commissioners discuss pending and/or anticipated litigation in which the Authority is or may become a party or any matters falling within the attorney/client privilege; and

**WHEREAS**, the Commissioners wish to review and discuss the Authority’s appeal to the Local Finance Board from an order dated March 19, 2012 issued by the Director of the Division of Local Government Services and/or the County Executive’s veto of the Authority’s minutes of its special meetings held the last two weeks.

**NOW, THEREFORE, BE IT RESOLVED** that the Commissioners of the Northwest Bergen County Utilities Authority go into closed session to discuss pending and/or anticipated litigation over the matter set forth above; and be it

**FURTHER RESOLVED**, that the matters to be discussed in closed session may be disclosed to the public at a time in the future when these issues have been resolved and such disclosure will not harm the Authority.

NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION

Offered by Commissioner Kasparian

No.CS-Apr -2012, Pg.2

Seconded by Commissioner Kelaher

Date: Apr. 3, 2012

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AUTHORIZATION TO GO INTO CLOSED SESSION  
TO DISCUSS POTENTIAL LITIGATION

IT IS HEREBY CERTIFIED that this is a true copy of a Resolution adopted by the Northwest Bergen County Utilities Authority upon a roll call vote of all Commissioners of the Authority eligible to vote at a regular meeting held on April 3, 2012.



CHAIRMAN



SECRETARY

Roll Call: Ayes: Commissioners Chewcaskie, Gabbert, Kasparian, Kelaher,  
Plumley, Salazer, Shafron, Dator  
Naves: None  
Absent: Commissioner Dachnowicz

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

Offered by Commissioner Chewcaskie

No. 32-2012.

Seconded by Commissioner Kelaher

Date Apr. 3, 2012

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**APPROVAL OF VOUCHERS, PAYROLL TRANSFERS, PAYROLL TAX DEPOSITS  
AND PENSIONS & BENEFITS TRANSFERS**

**RESOLVED,**

**WHEREAS, the Northwest Bergen County Utilities Authority has received vouchers in claim for payment of materials supplied and/or rendered; and**

**WHEREAS, the said vouchers have been reviewed and the amount indicated on each voucher has been determined to be due and owing; and**

**WHEREAS, the Northwest Bergen County Utilities Authority has made payroll transfers, payroll tax deposits and Pension & Benefits transfers for the month of Mar. 2012 and Health and Dental Benefits transfers for April 2012; and**

**WHEREAS, the Commissioners of the Authority have reviewed the vouchers, payroll transfers, payroll tax deposits, Pension and Benefits, and Health and Dental Benefits transfers listing on the attached reports and have found them to be in order.**

**NOW, THEREFORE, BE IT**

**RESOLVED, by the Commissioners of the Northwest Bergen County Utilities Authority, that all vouchers, payroll transfers, payroll tax deposits, Pension & Benefits and Health and Dental Benefits transfers listed and reports attached hereto, dated Apr. 3, 2012 be and they hereby are approved for payment from the proper accounts as follows:**

<b>ACCOUNT:</b>	<b>PAYROLL ACCOUNT</b>
<b>NET PAYROLL:</b>	<b>\$186,599.50</b>

<b>ACCOUNT:</b>	<b>TAX DEPOSIT ACCOUNT</b>
<b>TOTAL:</b>	<b>\$ 76,251.12</b>

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

Offered by: Commissioner Chewcaskie No. 32-2012. page 2

Seconded by: Commissioner Kelaher Date: Apr. 3, 2012

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ACCOUNT: PERS AND CONTRIBUTORY INSURANCE  
TOTAL TRANSFER: \$ 26,190.58

ACCOUNT: PERS EMPLOYER LIABILITY  
TOTAL TRANSFER: \$378,934.00

ACCOUNT: HEALTH BENEFITS CONTRIBUTION EMPLOYER  
TOTAL TRANSFER: \$ 91,848.31

ACCOUNT: HEALTH BENEFITS CONTRIBUTION EMPLOYEE  
TOTAL: \$ 1,364.41


ACCOUNT: DENTAL BENEFITS  
TOTAL TRANSFER: \$ 4,524.87

ACCOUNT: DCRP EMPLOYEE CONTRIBUTION - MAR.  
TOTAL: \$ 27.08

ACCOUNT: DCRP EMPLOYER CONTRIBUTION - MAR.  
TOTAL: \$ 12.50

ACCOUNT: OPERATING ACCOUNT  
TOTAL: \$116,786.54

ACCOUNT: 2010 WWT PROJECT ACCOUNT  
TOTAL: \$ 25,241.02

  
SECRETARY

  
CHAIRMAN

**Roll Call:** Ayes: Commissioners Chewcaskie (abstained on payments to Kuiken Bros., Gabbert, Kasparian, Kelaher, Plumley, Salazer, Shafron, Dator  
Nays: None  
Absent: Commissioner Dachnowicz

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**Offered by:** Commissioner Chewcaskie

**No. 33-2012.**

**Seconded by:** Commissioner Kélaher

**Date: Apr. 3, 2012**

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**RESOLUTION TO AMEND RESOLUTION NO. 21-2012 ENTITLED: “RESOLUTION OF THE NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY APPROVING AND AUTHORIZING THE 2012 PROJECT; AUTHORIZING THE ISSUANCE, SALE AND DELIVERY OF UTILITY SYSTEM SUBORDINATED REVENUE BONDS, SERIES 2012 TO THE NEW JERSEY ENVIRONMENTAL INFRASTRUCTURE TRUST 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” ADOPTED ON FEBRUARY 7, 2012.**

WHEREAS, the Northwest Bergen County Utilities Authority (the “Authority”) is a body politic and corporate of the State of New Jersey, presently existing under the Municipal and County Utilities Law, constituting Chapter 183 of the Laws of 1957 of New Jersey (*N.J.S.A. 40:14B-1, et seq.*), as amended and supplemented (the “Act”) to provide sewage collection and disposal services and water sanitation services to residents of the district served by the Authority; and

WHEREAS, the Authority entered into a Trust Indenture, dated as of November 1, 2010, as most recently supplemented by a Second Supplemental Trust Indenture, dated as of March 1, 2012, between the Authority and The Bank of New York Mellon (the “Trust Indenture”), which Trust Indenture provides for the issuance from time to time by the Authority of its revenue bonds

to finance the costs of improvements and expansions to the System (as defined in the Trust Indenture); and

WHEREAS, the Authority has determined to finance various sewer improvements, including construction of a new sanitary sewer pump station, force main and collection system; and

WHEREAS, the State of New Jersey, acting by and through the New Jersey Department of Environmental Protection (the "State") has made funds available to local governmental entities, including the Authority, for the construction and rehabilitation of new and existing sewage conveyance and treatment systems pursuant to the New Jersey Environmental Infrastructure Trust Act, Chapter 334 of the Laws of 1985 of the State of New Jersey (the "Trust Act") and pursuant to the Wastewater Treatment Bond Act, Chapter 329 of the Laws of 1985 of the State of New Jersey ("Fund Act"); and

WHEREAS, after reviewing the economic feasibility of such loan program, the Authority desired to permanently finance all or a portion of the costs of the 2012 Project through the procurement of loans available from the New Jersey Environmental Infrastructure Trust (the "Trust") established pursuant to the Trust Act and from the State pursuant to the Fund Act; and

WHEREAS, in order to obtain such loans from the Trust and the State, the Authority is required to enter into a loan agreement with each of the Trust (the "2012 Trust Loan Agreement") and the State ("2012 State Loan Agreement") and to issue its bonds to the Trust and the State to evidence its obligation to repay each respective loan as provided in each such loan agreement; and

WHEREAS, the Authority adopted Resolution No. 21-2012 on February 7, 2012 (the "Bond Resolution") which authorized (i) the issuance, sale and delivery of its Utility System Subordinated Revenue Bonds, Series 2012-A, in an aggregate principal amount not to exceed \$1,540,000 (the "Series 2012-A Bonds") to the Trust in order to evidence its obligation to repay the loan made to the Authority by the Trust to finance the 2012 Project, (ii) the issuance, sale and delivery of its Utility System Subordinated Revenue Bonds, Series 2012-B, in an aggregate principal amount not to exceed \$4,290,000 (unless a higher amount is required by the State but in no event shall the 2012 Bonds in the aggregate exceed \$6,000,000) (the "Series 2012-B Bonds") to the State in order to evidence its obligation to repay the loan made to the Authority by the State to finance the 2012 Project, and (iii) certain Authority officers to do all things necessary or desirable to carry out the transactions contemplated by this Resolution; and

WHEREAS, subsequent to the adoption of Resolution No. 21-2012, the Authority was granted principal forgiveness in the amount of \$1,025,545 on a portion of its loan through the State which modified the allocation of loan funds to be received from each the Trust and the State, and thus modified the allocation between the Series 2012-A Bonds and the Series 2012-B Bonds, respectively (without impacting the aggregate not to exceed \$6,000,000 of 2012 Bonds);

WHEREAS, the Authority desires to provide for the modified allocation of loan funds to be received from each the Trust and the State, and the respective amounts to be issued as Series 2012-A Bonds and Series 2012-B Bonds;


NOW, THEREFORE, BE IT RESOLVED BY THE NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY, as follows:

SECTION 1. Amendment. All references in the Bond Resolution to “\$1,540,000” are hereby amended and shall hereafter read as “\$1,540,000 (unless a higher amount is required by the Trust but in no event shall the 2012 Bonds in the aggregate exceed \$6,000,000)”.

SECTION 2. Definitions. All words, terms and phrases which are capitalized in this resolution shall be deemed to have the meanings given to them by the definitions set forth in the Trust Indenture, unless the context clearly indicates otherwise.

SECTION 3. Effective Date. This resolution shall take effect immediately upon its adoption.

  
SECRETARY

  
CHAIRMAN

Roll Call: Ayes: Commissioners Chewcaskie, Gabbert, Kasparian, Kelaher, Plumley,  
Salazer, Shafron, Dator  
Nayes: None  
Absent: Commissioner Dachnowicz

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**Offered by** Commissioner Chdwcaskie

**No.** 34 -2012. Pg.2

**Seconded by** Commissioner Kasparian

**Date:** April 3, 2012

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**AUTHORIZATION TO CONTINUE APPEAL TO  
THE LOCAL FINANCE BOARD**

**WHEREAS**, the Northwest Bergen County Utilities Authority (the “Authority”), by Resolution #29-2012 dated March 22, 2012, authorized an appeal to the Local Finance Board from a certain letter dated March 19, 2012 (the “Order”) from the Director of the Division of Local Government Services which Order: (1) determined that the Bergen County Executive’s veto message of the Authority’s FY 2012 budget is valid and binding; and (2) ordered the Authority to adopt an amendment to its FY 2012 budget to conform with the requirements of the veto message, including elimination of the salary appropriation and health benefit appropriation for the Authority’s Commissioners; and

**WHEREAS**, the County Executive by letter dated March 23, 2012, vetoed the Resolution because the County Executive asserted various defects in the proceedings including violations of the Open Public Meetings Act (“OPMA”); and

**WHEREAS**, the Authority at a special meeting on March 28, 2012, although not required, cured any violations alleged by the County Executive in her letter of March 23, 2012 and by Resolution #31-2012, dated March 28, 2012 reauthorized an appeal to the Local Finance Board from the Order; and

**WHEREAS**, the County Executive, by letter dated March 29, 2012, vetoed that Resolution notwithstanding the Authority’s “curing” the alleged violations; and

**WHEREAS**, the Authority timely filed its appeal with the Local Finance Board; and



**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**Offered by** Commissioner Chewcaskie

**No.** 34-2012

**Seconded by** Commissioner Kasparian

**Date:** Apr. 3, 2012

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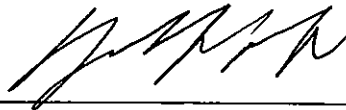
**AUTHORIZATION TO CONTINUE APPEAL TO  
THE LOCAL FINANCE BOARD**

**WHEREAS**, the Authority maintains that the County Executive's budget veto would require a reduction in compensation of the Commissioners contrary to N.J.S.A. 40:14B-17 and other law; and

**WHEREAS**, the Commissioners maintain that as independent Authority, it has the right to appeal the Order and not be denied its due process.

**NOW, THEREFORE, BE IT RESOLVED** that the Commissioners of the Northwest Bergen County Utilities Authority authorize its General Counsel to continue to prosecute the Authority's appeal with the Local Finance Board contesting the validity of the Order; and

**IT IS HEREBY CERTIFIED** that this is a true copy of a Resolution adopted by the Northwest Bergen County Utilities Authority upon a roll call vote of all Commissioners of the Authority eligible to vote at a regular meeting held on April 3, 2012.



CHAIRMAN



SECRETARY

**Roll Call:** AS AMENDED: Ayes: Commissioners Chewcaskie, Gabbert, Kasparian,  
Kelaher, Plumley, Salazer, Shafron, Dator  
Nays: None  
Absent: Commissioner Dachnowicz