

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**Offered by** Commissioner Chewcaskie

**No. CSMAY1-2012.**

**Seconded by** Commissioner Kelaher

**Date: May 1, 2012.**

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**AUTHORIZATION TO GO INTO CLOSED SESSION  
TO DISCUSS PENDING AND 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: (i) 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; (ii) the County Executive's purported termination of seven (7) Commissioners; (iii) the filing of an Order to Show Cause by the Authority against the County Executive; (iv) the adoption by the Freeholders of Resolution #562-12; and (v) the lawsuit filed by the County Executive against the Authority and seven of its commissioners individually.

**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 matters set forth above; and be it

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**Offered by** Commissioner Chewcaskie

**No.** CSMAY1-2012.

**Seconded by** Commissioner Kelaher

**Date:** May 1, 2012.

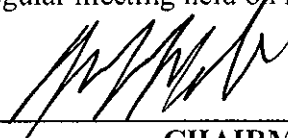
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**AUTHORIZATION TO GO INTO CLOSED SESSION  
TO DISCUSS PENDING AND POTENTIAL LITIGATION**

**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.

**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 members of all Commissioners of the Authority eligible to vote at a regular meeting held on May 1, 2012.

  
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**SECRETARY**

  
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**CHAIRMAN**

**Roll Call:** AYES: Commissioners Chewcaskie, Dachnowicz, Gabbert, Kasparian,  
Kelaher, Plumley, Salazer, Dator  
NAYES: None  
ABSENT: None

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

Offered by Commissioner Chewcaskie No. 35-2012.

Seconded by Commissioner Kelaher Date May 1, 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 Apr. 2012 and Health and Dental Benefits transfers for May 2012; and**

**WHEREAS, approval of payroll & tax deposits dealing with salary of Commissioners should not be paid. Direct deposits discontinued & payroll checks held at the Authority until there is an order of the court or further review of the matter that is pending in litigation, in order to comply with the law.**

**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 May 1, 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>\$189,567.28</b>

<b>ACCOUNT:</b>	<b>TAX DEPOSIT ACCOUNT</b>
<b>TOTAL:</b>	<b>\$ 76,019.51</b>

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**Offered by:** Commissioner Chewcaskie

**No. 35-2012. page 2**

**Seconded by:** Commissioner Kelaher

**Date: May 1, 2012**

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**ACCOUNT: PERS AND CONTRIBUTORY INSURANCE**  
**TOTAL TRANSFER: \$ 26,133.06**

**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 - APR.**  
**TOTAL: \$ 27.08**

**ACCOUNT: DCRP EMPLOYER CONTRIBUTION - APR.**  
**TOTAL: \$ 12.50**

**ACCOUNT: OPERATING ACCOUNT**  
**TOTAL: \$580,519.37**

**ACCOUNT: 2009A PROJECT ACCOUNT**  
**TOTAL: \$ 5,405.59**

**ACCOUNT: 2010 WWT PROJECT ACCOUNT**  
**TOTAL: \$ 8,870.75**

  
**SECRETARY**

  
**CHAIRMAN**

**Roll Call:** As Amended: Ayes: Commissioners Chewcaskie, Dachnowicz, Gabbert,  
Kasparian, Kelaher, Plumley, Salazer, Dator  
Nays: None  
Absent: None

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

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**RESOLUTION**

**OFFERED BY** Commissioner Chewcaskie

**No. 36-2012**

**SECONDED BY** Commissioner Kelaher

**DATE** May 1, 2012

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**CERTIFICATION OF AUDIT**

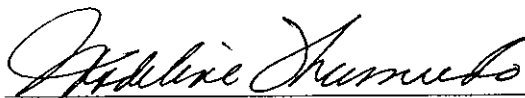
**RESOLVED,**

The Commissioners of the Northwest Bergen County Utilities Authority reviewed, discussed and considered the Resolution entitled:

**RESOLUTION CERTIFYING TO THE LOCAL FINANCE BOARD OF THE STATE OF NEW JERSEY THAT EACH COMMISSIONER HAS PERSONALLY REVIEWED THE ANNUAL AUDIT REPORT FOR THE FISCAL YEAR ENDED DECEMBER 2011 AND SPECIFICALLY HAS REVIEWED THE SECTION OF THE AUDIT REPORT ENTITLED "GENERAL COMMENTS" AND "RECOMMENDATIONS" AND HAS EVIDENCED SAME BY GROUP AFFIDAVIT IN THE FORM PRESCRIBED BY THE LOCAL FINANCE BOARD.**



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**CHAIRMAN**



\_\_\_\_\_  
**SECRETARY**

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

## RESOLUTION

WHEREAS, N.J.S.A. 40A:5A-15 requires the governing body of each local authority to cause an annual audit of its accounts to be made, and

WHEREAS, the annual audit report for the fiscal year ended December 2011 has been completed and filed with the NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY PURSUANT TO N.J.S.A. 40A:5A-15, and

WHEREAS, N.J.S.A. 40A:5A-17 requires the governing body of each Authority to, within 45 days of receipt of the annual audit, certify by resolution to the Local Finance Board that each member thereof has personally reviewed the annual audit report, and specifically the sections of the audit report entitled "general Comments" and "Recommendations", and has evidenced same by group affidavit in the form prescribed by the Local Finance Board, and

WHEREAS, the members of the governing body have received the annual audit and have personally reviewed the annual audit, and have specifically reviewed the sections of the annual audit report entitled "General Comments" and "Recommendations" in accordance with N.J.S.A 40A:5A-17,

NOW, THEREFORE BE IT RESOLVED, that the governing body of the NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY hereby certifies to the Local Finance Board of the State of New Jersey that each governing body member has personally reviewed the annual audit report for the fiscal year ended DECEMBER 2011 and specifically has reviewed the sections of the audit report entitled "General Comments" and "Recommendations", and has evidenced same by group affidavit in the form prescribed by the Local Finance Board.

BE IT FURTHER RESOLVED that the Secretary of the Authority is hereby directed to promptly submit to the Local Finance Board the aforesaid group affidavit, accompanied by a certified true copy of this resolution.

IT IS HEREBY CERTIFIED THAT THIS IS A TRUE COPY OF THE RESOLUTION PASSED AT THE MEETING HELD ON May 1, 2012.

  
SECRETARY

May 1, 2012  
DATE

**LOCAL AUTHORITIES**  
**GROUP AFFIDAVIT FORM**


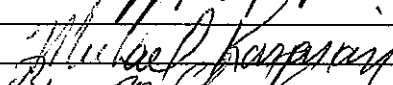
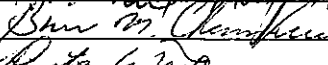
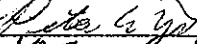
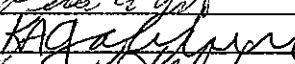
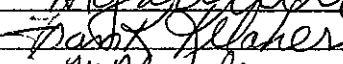
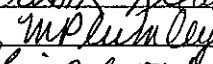
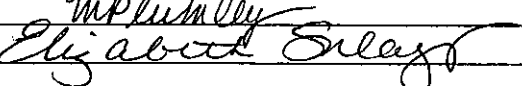
**PRESCRIBED BY**  
**THE NEW JERSEY LOCAL FINANCE BOARD**

**AUDIT REVIEW CERTIFICATE**

We the members of the governing body of the NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY, being of full age and being duly sworn according to law, upon our oath depose and say:

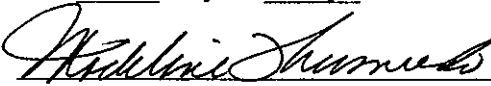
1. We are duly appointed members of the NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY .

2. We certify, pursuant to N.J.S.A. 40A:5A-17, that we have each reviewed the annual audit report for the fiscal year ended December 2011 , and specifically the sections of the audit report entitled "General Comments" and "Recommendations."

PRINT	SIGNATURES
William Dator	
Michael Kasparian	
Brian Chewcaskie	
Peter Dachnowicz	
Kenneth Gabbert	
Frank Kelaher	
Marion Plumley	
Elizabeth Salazer	

Sworn to and subscribed before me

this 1<sup>st</sup> day of May 2012

  
Notary Public of New Jersey

**Madeline M. Thumudo**  
**Notary Public**  
**New Jersey**  
**My Commission Expires 3-27-16**

**IMPORTANT: Signatures must be original. Photocopies not accepted.**

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**Offered by:** Commissioner Chewcaskie

**No. 37-2012**

**Seconded by:** Commissioner Kelaheer

**Date: May 1, 2012**

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**ACCEPT AUDIT**

**RESOLVED,**

**WHEREAS, Lerch, Vinci & Higgins, LLP, has prepared and submitted the Annual Audit Report of the Northwest Bergen County Utilities Authority for the year ending December 31, 2011; and**

**WHEREAS, the Commissioners of the Northwest Bergen County Utilities Authority have reviewed the Audit Report and have found it to be in order; and**

**WHEREAS, the Commissioners find that it is in the best interest of the Northwest Bergen County Utilities Authority to accept the Audit Report as submitted.**

**NOW, THEREFORE, BE IT**

**RESOLVED, by the Commissioners of the Northwest Bergen County Utilities Authority, that the Audit Report for the year ending December 31, 2011 prepared by Lerch, Vinci & Higgins, LLP, be and the same hereby is accepted as submitted and that the Secretary of the Authority be and she hereby is authorized to distribute same on behalf of the Authority; and be it**

**FURTHER RESOLVED, by the Commissioners of the Northwest Bergen County Utilities Authority that the Secretary of the Authority is hereby directed to publish the synopsis and recommendations of this audit, as prepared by Lerch, Vinci & Higgins, LLP, within thirty (30) days from receipt as required by law.**

  
**SECRETARY**

  
**CHAIRMAN**

**Roll Call: Ayes: Commissioners Chewcaskie, Dachnowicz, Gabbert, Kasparian, Kelaheer, Plumley, Salazer, Dator**

**Nayes: None**

**Absent: None**



NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION

Offered by Commissioner Chewcaskie

No. 39-2012

Seconded by Commissioner Kelaher

Date: May 1, 2012

**RESOLUTION AUTHORIZING THE PURCHASE OF ENERGY GENERATION SERVICES FOR PUBLIC USE ON AN ONLINE AUCTION WEBSITE**

WHEREAS, the annual budget for electricity use by the Authority is approximately \$1.3 million; and

WHEREAS, the Local Unit Electronic Technology Pilot Program and Study Act (P.L. 201c30) provides an exception to New Jersey's Public Bid Law allowing the Authority to forego traditional RFQs when purchasing electricity and to purchase electricity through an online reverse auction process in order to reduce cost; and

WHEREAS, The NJ Department of Community Affairs has approved EMEX, LLC of Houston, TX as a vendor to offer its reverse auction platform to NJ local contracting units for the purchase of energy generation services; and

WHEREAS, the Northwest Bergen County Utilities Authority plans to utilize the online auction services of EMEX, LLC, an approved vendor pursuant to the Act, waiver number EMEX LLC-1, located at [www.energymarketexchange.com](http://www.energymarketexchange.com); and

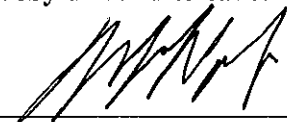
WHEREAS, the auction will be conducted pursuant to the Act.

NOW, THEREFORE, BE IT

RESOLVED, by the Commissioners of the Northwest Bergen County Utilities Authority that the staff is authorized to participate in an online reverse auction for the purpose of purchasing electricity from third party suppliers for use by the Authority; and

FURTHER RESOLVED, that the Executive Director is authorized to execute the necessary Energy Sales Agreement(s) subject to review and final approval of counsel; and

Further RESOLVED, that the Secretary is hereby directed to cause notice of the auction results to be published as required by law.

  
\_\_\_\_\_  
CHAIRMAN

  
\_\_\_\_\_  
SECRETARY

Roll Call: AYES: Commissioners Chewcaskie, Dachnowicz, Gabbert, Kasparian,  
Kelaher, Plumley, Salazer, Dator  
NAYES: None  
ABSENT: None

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**Offered by** Commissioner Chewcaskie

**No.** 40-2012.

**Seconded by** Commissioner Dachnowicz

**Date:** May 1, 2012

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**AUTHORIZATION TO FILE ORDER TO SHOW CAUSE  
AGAINST COUNTY EXECUTIVE**

**WHEREAS**, the Northwest Bergen County Utilities Authority (the “Authority”) is organized pursuant to the Municipal and County Utilities Authorities Law, N.J.S.A. 40:14B-1, et seq.; and

**WHEREAS**, the County Executive issued letters dated April 16, 2012 purporting to immediately terminate the following seven Authority Commissioners: William Dator, Brian Chewcaskie, Jason T. Shafron, Marion Plumley, Frank X. Kelaher, Peter A. Dachnowicz and Michael Kasparian (the “Seven Commissioners”); and

**WHEREAS**, the County Executive’s purported immediate termination of the Seven Commissioners was not based upon N.J.S.A. 40:14B-16 governing removal of utility authority commissioners. Rather, it was based upon some other law not applicable to an independent county utility authority; and

**WHEREAS**, the “immediate termination” of the Seven Commissioners puts the Authority at peril because without those Seven Commissioners, the Authority cannot continue operating and performing vital services and conducting its business such as, but not limited to, paying its bills, adopting the 2012 connection fee schedule, closing the Environmental Infrastructure Trust Bond financing for the Franklin Lakes sewer project, approving the Annual Report as required by the Authority bond covenants and the certification, acceptance and filing of the Authority’s Audit as required by statute; and

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**Offered by** Commissioner Chewcaskie

**No.** 40-2012.

**Seconded by** Commissioner Dachnowicz

**Date:** May 1, 2012

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**AUTHORIZATION TO FILE ORDER TO SHOW CAUSE  
AGAINST COUNTY EXECUTIVE**

**WHEREAS**, the Chairman authorized the filing of an Order to Show Cause because of the time sensitive nature of the problem; and

**WHEREAS**, the Bergen County Board of Freeholders adopted Resolution 562-12 on April 18, 2012 which rescinds Freeholders' Resolution 1979-31 purporting to terminate "effective immediately" all stipends and benefits previously authorized, which is contrary to N.J.S.A. 40:14B-17.

**NOW, THEREFORE, BE IT RESOLVED** that the Commissioners hereby ratify and affirm the Chairman's authorization to file a Verified Complaint and Order to Show Cause seeking injunctive relief for the unilateral termination of the Seven Commissioners, for injunctive relief concerning the County Executive's veto of portions of the Authority budget concerning salary and health benefits and injunctive relief concerning the County Executive's purported attempt to block any appeals of her underlying vetoes and from paying legal fees in connection with the Authority's prosecution of its administrative appeal to the Local Finance Board and any other appeals in connection with determination of the Authority's rights; and

**IT IS FURTHER RESOLVED** that the Commissioners authorize its General Counsel to file an Answer on behalf of the Authority in litigation commenced by the County Executive against the Authority and others;

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**Offered by** Commissioner Chewcaskie

**No.** 40-2012.

**Seconded by** Commissioner Dachnowicz

**Date:** May 1, 2012

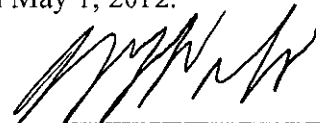
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**AUTHORIZATION TO FILE ORDER TO SHOW CAUSE  
AGAINST COUNTY EXECUTIVE**

**IT IS FURTHER RESOLVED** that the Commissioners authorize its General Counsel to seek injunctive relief and a declaration of the Authority's rights that the Freeholder Resolution 562-12 shall be effective prospectively and not with regard to incumbent Commissioners; 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 May 1, 2012.

  
\_\_\_\_\_  
**SECRETARY**

  
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**CHAIRMAN**

**Roll Call:** AYES: Commissioners Chewcaskie, Dachnowicz, Kasparian, Kelaher,  
Plumley, Dator  
NAYES: None  
ABSENT: None  
ABSTAIN: Commissioners Gabbert, Salazer