

# **NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

## **REORGANIZATION MEETING**

February 20, 2018

1. Meeting called to Order.
2. Chairman's statement in accordance with C. 231, PL 1975.
3. Roll Call.
4. Salute to the Flag.
5. Election of Officers:
  - a) Report of Nominating Committee
  - b) Election of Chairman for ensuing year
  - c) Election of Vice-Chairman for ensuing year
6. Chairman's Remarks.
7. Approval of Minutes – Regular Meeting – January 9, 2018  
Special Meeting – January 9, 2018
8. Public Comments (any subject).
9. Consideration for approval list of Resolutions attached dated February 20, 2018.
10. Report of Committees:
  - a. Finance Committee
  - b. Personnel Committee
  - c. Insurance Committee
  - d. Operating Committee
  - e. Strategic Plan Subcommittee
  - f. Buildings and Grounds Committee
  - g. Safety and Security Committee
11. Report of Treasurer.
12. Report of Counsel.
13. Report of Engineer.
14. Report of Executive Director
15. Report of Superintendent
16. Old Business
17. New Business
18. Public Comments (on subjects 5 through 17).
19. Adjournment.

# **NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

## **LIST OF RESOLUTIONS**

### **REORGANIZATION MEETING**

**February 20, 2018**

#### **RESOLUTIONS**

- 08-2018 Approval of vouchers, payroll and tax deposits
- 09-2018 Approval of 2018 Meeting Schedule
- 10-2018 Designation of Authority Newspapers for 2018
- 11-2018 Designation of Depositories for 2018
- 12-2018 Resolution authorizing Contracts with Certain Approved State Contract Vendors for Contracting Units pursuant to N.J.S.A.40A:11-12a
- 13-2018 Approval of Change Order No. 1 – Contract No. 280 – Trunk Sewer East Interceptor Rehabilitation
- 14-2018 Award of Contract – VX-456
- 15-2018 Qualification of Individuals/Firms for provision of Legal Services
- 16-2018 Qualification of Individuals/Firms for provision of Engineering Services
- 17-2018 Qualification of Individuals/Firms for provision of Auditing Services
- 18-2018 Qualifications of Individuals/Firms for provision of Bond Counsel
- 19-2018 Retention of Authority Auditor for 2018
- 20-2018 Retention of Authority General Counsel for 2018
- 21-2018 Retention of Authority Labor Counsel for 2018
- 22-2018 Retention of Bond Counsel for 2018
- 23-2018 Retention of Authority Engineer 2018
- 24-2018 Retention of Authority Engineer for General Incinerator Advice for 2018
- 25-2018 Retention of Authority Engineer for Instrumentation, Automation and Computer Systems for 2018
- 26-2018 Retention of Authority Engineer for 2019 Service Charges
- 27-2018 Resolution Authorizing Agreement with Residual Management Services, LLC, DBA Earthcare

#### **MOTIONS**

18-01 Authorization for attendance to the AEA Conference

Rev. Feb. 20, 2018

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

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**RESOLUTION**

**No. 08-2018**

**Date: February 20, 2018**

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

**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 Pensions & Benefits transfers for the month of January 2018 and Health Benefits and Dental Benefits transfers for February 2018; and

**WHEREAS**, the Commissioners of the Authority have reviewed the vouchers, payroll transfers, payroll tax deposits, Pensions 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,**

**RESOLVED**, by the Commissioners of the Northwest Bergen County Utilities Authority, that all vouchers, payroll transfers, payroll tax deposits, Pensions & Benefits and Health and Dental Benefits transfers listed and reports attached hereto, dated February 20, 2018 be and they hereby are approved for payment from the proper accounts as follows:

ACCOUNT: Payroll Account  
Net Payroll: \$330,592.75

ACCOUNT: Tax Deposit Account  
Total: \$157,250.40

ACCOUNT: Health Benefits Contribution Employer  
Total Transfer: \$97,868.66

ACCOUNT: Health Benefits Contribution Employee  
Total: \$19,512.87

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**No. 08-2018**

**Date: February 20, 2018**

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

ACCOUNT: Dental Benefits  
Total Transfer: \$4,196.64

ACCOUNT: PERS and Contributory Insurance  
Total Transfer: \$33,471.90

ACCOUNT: Defined Contribution Retirement Program – Employer  
Total Transfer: \$12.50

ACCOUNT: Defined Contribution Retirement Program – Employee  
Total Transfer: \$22.92

ACCOUNT: Operating Account  
Total: \$426,817.48

ACCOUNT: General Improvement Account  
Total: \$549,822.80

ACCOUNT: 2015 WWT Project Account  
Total: \$3,120.00

\_\_\_\_\_  
VICE-CHAIRMAN

\_\_\_\_\_  
SECRETARY

	Bonagura	Chewcaskie	Danubio	DePhillips	Gabbert	Kelاهر	Lo Iacono	Plumley	Kasparian
Offered									
Seconded									
Aye									
Nay									
Absent									
Abstain									
Recuse									



**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**  
**MEETING SCHEDULE FOR 2018**

Regularly scheduled meetings and Work Sessions will take place on the 3<sup>rd</sup> Tuesday of the month at 7:00pm at the Authority Offices located at 30 Wyckoff Avenue, Waldwick, New Jersey, unless otherwise noted on the schedule outlined below.

<b>Month</b>	<b>TUESDAY</b> Work Session & Regular Meetings	<b>WEDNESDAY</b> Work Session & Regular Meetings	<b>Notes</b>
March	20 <sup>th</sup>		
April	17 <sup>th</sup>		
May	15 <sup>th</sup>		
June	19 <sup>th</sup>		
July	17 <sup>th</sup>		
August	No meetings scheduled		
September		12 <sup>th*</sup>	*2 <sup>nd</sup> Wednesday of the month.
October	16 <sup>th</sup>		A special meeting will be held to adopt the introduced budget to send to the Div. of Local Govt. & set date for the Public Hearing
November	20 <sup>th</sup>		
December	11 <sup>th*</sup>		*2 <sup>nd</sup> Tuesday of the Month Public Hearing for Budget will be held this day.
January 2019	8 <sup>th*</sup>		*2 <sup>nd</sup> Tuesday of the month
February 2019	19 <sup>th</sup>		Reorganization Meeting





**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

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**RESOLUTION**

**No. 12-2018**

**Date: February 20, 2018**

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**RESOLUTION AUTHORIZING CONTRACTS WITH CERTAIN APPROVED  
STATE CONTRACT VENDORS FOR CONTRACTING UNITS  
PURSUANT TO N.J.S.A.40A:11-12a**

**WHEREAS**, the Northwest Bergen County Utilities Authority, pursuant to N.J.S.A.40A:1-12a and N.J.A.C.5:34-7.29(c), may by resolution and without advertising for bids, purchase any goods or services under the State of New Jersey Cooperative Purchasing Program for any State contracts entered into on behalf of the State by the Division of Purchase and Property in the Department of the Treasury; and

**WHEREAS**, the Northwest Bergen County Utilities Authority has the need on a timely basis to purchase goods or services utilizing State contracts; and

**WHEREAS**, the Northwest Bergen County Utilities Authority intends to enter into contracts with the attached Referenced State Contract Vendors, but not limited to the attached, through this resolution and properly executed contracts, which shall be subject to all the conditions applicable to the current State contracts.

**NOW, THEREFORE, BE IT**

**RESOLVED**, by the Commissioners of the Northwest Bergen County Utilities Authority the following:

1. The Northwest Bergen County Utilities Authority authorizes the Purchasing Agent to purchase certain goods or services from those approved New Jersey State Contract Vendors on the attached list, but not limited to the attached, pursuant to all conditions of the individual State contracts; and
2. The governing body of the Northwest Bergen County Utilities Authority pursuant to N.J.A.C.5:30-5.5(b), the certification of available funds, shall either certify the full maximum amount against the budget at the time the contract is awarded, or no contract amount shall be chargeable or certified until such time as the goods or services are ordered or otherwise called for prior to placing the order, and a certification of availability of funds is made by the Chief Financial Officer; and

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

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**RESOLUTION**

**No. 12-2018**

**Date: February 20, 2018**

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**RESOLUTION AUTHORIZING CONTRACTS WITH CERTAIN APPROVED  
STATE CONTRACT VENDORS FOR CONTRACTING UNITS  
PURSUANT TO N.J.S.A.40A:11-12a**

3. The duration of the contracts between the Northwest Bergen County Utilities Authority and the Referenced State Contract Vendors shall be from January 1, 2018 to December 31, 2018.

**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 February 20, 2018.

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**VICE-CHAIRMAN**

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**SECRETARY**

	Bonagura	Chewcaskie	Danubio	DePhillips	Gabbert	Kelaheer	Lo Iacono	Plumley	Kasparian
Offered									
Seconded									
Aye									
Nay									
Absent									
Abstain									
Recuse									

**REFERENCED STATE CONTRACT VENDORS**

<u>Commodity/Service</u>	<u>Vendor</u>	<u>State Contract No.</u>
General Office Supplies	WB Mason, Inc.	A-88839 (exp. 5/6/18)
Custodial/Maintenance Supplies	Grainger, Inc.	M-0002 (exp. 6/30/2018)
Fire Extinguisher Maintenance	FYR Fyter Sales	T0576 (ext. pending)
Laboratory Supplies	T-0983 – Hach Chemical T-0115 – Fisher Scientific T-0115 – J&H Berge T-0115 – VWR Scientific	85091 (exp. 9/30/2018) 75827 (ext. pending) 75819 (ext. pending) 75846 (ext. pending)
Vehicles	T-2100 – Chase Winner Ford T-2100 – Beyer Ford	88726 (ext. pending) 88726 (ext. pending)
Heavy Construction Equipment (Through the National Joint Powers Alliance)	Caterpillar, Inc.	032515-CAT (5/19/19)
AB PLC Equipment	T-1316 – Turtle & Hughes	80801 (exp. 1/31/19)
Computer Equipment Services	Ocean Computer Gr.	PVSC CO-OP AR60988792 (5/31/19)
Motor Services	Universal Electric	PVSC CO-OP (8/18)
Electrical Services	Longo Industries	PVSC CO-OP (exp. 7/13/18)
Electrical Supply	T-0167 Jewel Electric	85578 (exp. 12/31/18)

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**NO. 13-2018**

**DATE: February 20, 2018**

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**APPROVING CHANGE ORDER NO. 1 FOR  
CONTRACT #280 – TRUNK SEWER EAST INTERCEPTOR REHABILITATION**

**WHEREAS** the Northwest Bergen County Utilities Authority (the “Authority”) entered into Contract No. 280 – Trunk Sewer East Interceptor Rehabilitation (“the Project”) with J. Fletcher Creamer & Son, Inc. (“the Contractor”) on September 14, 2017; and

**WHEREAS**, there was the addition of a supplemental item for the additional costs of labor and materials needed to perform an emergency spot repair as more particularly set forth in Change Order No. 1 attached hereto (“the Change Order”); and

**WHEREAS**, the Authority’s Engineer has prepared the Change Order and recommends that the Change Order be approved by the Authority; and

**WHEREAS**, the increase in the total cost of the Project as a result of this Change Order is **\$44,284.84**; and

**WHEREAS**, the Authority’s Certifying Finance Officer has certified that funds are available for the increased cost of the project; and

**WHEREAS** the Commissioners of the Authority have determined that the Change Order should be approved.

**NOW, THEREFORE, BE IT RESOLVED** by the Commissioners of the Authority that Change Order No. 1, to Authority Contract No. **280**, is approved.

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**NO. 13-2018**

**DATE: February 20, 2018**

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**APPROVING CHANGE ORDER NO. 1 FOR  
CONTRACT #280 – TRUNK SEWER EAST INTERCEPTOR REHABILITATION**

**IT IS HEREBY CERTIFIED** that this is a true copy of a Resolution adopted by the Authority upon a roll call vote of all Commissioners of the Authority eligible to vote at the meeting held on **February 20, 2018**.

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**SECRETARY**

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**VICE-CHAIRMAN**

	Bonagura	Chewcaskie	Danubio	DePhillips	Gabbert	Kelaheer	Lo Iacono	Plumley	Kasparian
Offered									
Seconded									
Aye									
Nay									
Absent									
Abstain									
Recuse									

T&M ASSOCIATES  
CONSULTING & MUNICIPAL ENGINEERS  
1455 BROAD STREET  
BLOOMFIELD, NEW JERSEY 07003

SHEET NO. 1 OF 2  
PROJECT NO. NBUA00643

CHANGE ORDER NO. 1

DATE: January 24, 2018

PROJECT: TRUNK SEWER EAST INTERCEPTOR REHABILITATION - CONTRACT NO. 280

OWNER: NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

CONTRACTOR: J. FLETCHER CREAMER & SON, INC.

**DESCRIPTION OF CHANGE:**

**REDUCTIONS:**

**EXTRA:**

**SUPPLEMENTARY:**

Supplementary item S-1, MH E4A Spot Repair, is for additional costs associated with the labor and material needed to perform an emergency spot repair on the existing 30" sewer upstream of MH E4a with 14' of new 30" DIP. The work also included removing, disposing of, and replacing the 5' riser section at MH E4A.

**APPROVAL RECOMMENDED:**  
  
VITO SPADAVECCHIA *1-26-18*

**ACCEPTED:**  
  
1/24/2018

**CONTRACTOR:**  
J. FLETCHER CREAMER & SON, INC.

**OWNER'S APPROVALS:**

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NOTE: All work to be done according to Contract Specifications.

SEE ATTACHED DETAIL	ADDITIONAL	REDUCTION
A. TOTAL REDUCTIONS THIS C.O.	XXXXXXXXXXXX	\$0.00
B. TOTAL EXTRAS THIS C.O.	\$0.00	XXXXXXXXXXXX
C. TOTAL SUPPLEMENTARY THIS C.O.	\$44,284.84	XXXXXXXXXXXX
TOTALS THIS C.O.	\$44,284.84	\$0.00
NET CHANGE THIS CHANGE ORDER	\$44,284.84	
PREVIOUS CHANGE ORDERS	\$0.00	\$0.00
TOTAL CHANGE ORDERS TO DATE	\$44,284.84	\$0.00
NET CHANGE IN CONTRACT	\$44,284.84	

ORIGINAL CONTRACT BID PRICE	<u>\$451,374.80</u>
CHANGE ORDERS TO DATE	<u>\$44,284.84</u>
REVISED CONTRACT PRICE	<u>\$495,659.64</u>

PROJECT: TRUNK SEWER EAST INTERCEPTOR REHABILITATION - CONTRACT NO. 280

OWNER: NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

CONTRACTOR: J. FLETCHER CREAMER & SON, INC.

ITEM NO.	DESCRIPTION	QUANTITY	UNIT PRICE	AMOUNT
R E D U C T I O N				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00

A. TOTAL REDUCTIONS \$0.00

E X T R A				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00
				\$0.00

B. TOTAL EXTRA \$0.00

S U P P L E M E N T A R Y	S-1	MH E4A Spot Repair	1.00 LS	\$44,284.84	\$44,284.84
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00
					\$0.00

C. TOTAL SUPPLEMENTARY \$44,284.84

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**CERTIFICATION OF AVAILABILITY OF FUNDS**

I hereby certify to the Board of Commissioners of the Northwest Bergen County Utilities Authority that sufficient funds are available for payment of the following:

**CONTRACT:** Trunk Sewer East Interceptor Rehabilitation – Contract No. 280

**VENDOR:** J. Fletcher Creamer & Son, Inc.

**AMOUNT:** \$44,284.84

**ACCOUNT NO.:** 7000-6610

Date: 2/13/18

  
\_\_\_\_\_  
James Rotundo, Certifying Finance Officer

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

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**RESOLUTION**

**NO. 14-2018**

**Date: February 20, 2018**

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**AWARD OF CONTRACT – VX-456®**

**WHEREAS**, the Northwest Bergen County Utilities Authority (the “Authority”) operates a wastewater treatment facility, located at 30 Wyckoff Avenue in the Borough of Waldwick, County of Bergen, State of New Jersey; and

**WHEREAS**, the Authority advertised on January 30, 2018 for the furnishing and delivery of VX-456® for a period of two (2) years; and

**WHEREAS**, on February 14, 2018, the date specified for the public opening and reading of the bids for the VX-456® contract, one (1) bid was received; and

**WHEREAS**, Evoqua Water Technologies, LLC (“Evoqua”) contained in their bid a price of \$0.994 per pound for the delivery of approximately 2,500 gallons per shipment of VX-456®; and

**WHEREAS**, the Authority’s General Counsel has reviewed the bid of Evoqua and has found same to be in legal conformance with the advertised specifications and bid requirements, and the Local Contract Law, N.J.S.A.40A:11-1 et seq.; and

**WHEREAS**, the Authority’s Superintendent, Robert Genetelli, has reviewed the bid of Evoqua and has found same, in all technical aspects, to be in conformance with the advertised specifications and bid requirements, and as such has recommended that the Authority accept said bid submitted by Evoqua; and

**WHEREAS**, the Commissioners of the Authority have determined it to be in the best interest of the Authority to accept Evoqua’s bid for the VX-456® Contract in the amount of \$0.994 per pound for the delivery of approximately 2,500 gallons per shipment of VX-456®.

**NOW, THEREFORE, BE IT RESOLVED** by the Commissioners of the Northwest Bergen County Utilities Authority the following:

1. The bid of Evoqua for the furnishing and delivery of VX-456® for a period of two (2) years commencing March 20, 2018, be and is hereby accepted.

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

**RESOLUTION**

**NO. 14-2018**

**Date: February 20, 2018**

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**AWARD OF CONTRACT – VX-456®**

2. The not to exceed cost of all the VX-456® supplied to the Authority by Evoqua pursuant to the Contract hereby awarded, shall be, and hereby is \$0.994 per pound regardless of the amount of VX-456® ultimately demanded by and delivered to the Authority.
3. In all respects relating to the performance of the VX-456® Contract hereby awarded, Evoqua is hereby directed to comply with the requirements of P.L. 1975, Chapter 127, and all other applicable statutes and regulations dealing with anti-discrimination and/or equal opportunity in public contracts.
4. The Chairman or Vice-Chairman of the Authority shall be and hereby is authorized to execute on behalf of the Authority any such contract with Evoqua.
5. Notice of the contract award shall be advertised in accordance with applicable law.

**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 February 20, 2018.

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**VICE-CHAIRMAN**

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**SECRETARY**

	Bonagura	Chewcaskie	Danubio	DePhillips	Gabbert	Kelاهر	Lo Iacono	Plumley	Kasparian
Offered									
Seconded									
Aye									
Nay									
Absent									
Abstain									
Recuse									

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

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**RESOLUTION**

**No. 27-2018**

**Date: February 20, 2018**

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**RESOLUTION AUTHORIZING AGREEMENT WITH RESIDUAL MANAGEMENT SERVICES, DBA EARTHCARE**

**WHEREAS**, Residual Management Services, DBA Earthcare (“Earthcare”) is a major sewage hauler that has been delivering large volumes of sewage to the Northwest Bergen County Utilities Authority (‘Authority’) for several years; and

**WHEREAS**, the Authority wishes to continue doing business with Earthcare; and

**WHEREAS**, it is in the Authority’s best interests to enter into the attached two year agreement with Earthcare.

**NOW, THEREFORE, BE IT RESOLVED**, by the Commissioners of the Northwest Bergen County Utilities Authority, as follows:

1. The Chairman, Vice Chairman or Executive Director of the Authority is authorized to execute the attached Agreement with Earthcare, whereby the Authority will accept waste hauled by Earthcare.
2. The Executive Director of the Authority is authorized to execute such other documents and undertake such other tasks that are reasonably required to carry out and consummate the transactions contemplated by the attached Agreement; and
3. Upon execution, a fully executed and confirmed copy of the Agreement shall be placed on file in the office of the Executive Director and available for public inspection.

**NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY**

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**RESOLUTION**

**No. 27-2018**

**Date: February 20, 2018**

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**RESOLUTION AUTHORIZING AGREEMENT WITH RESIDUAL MANAGEMENT SERVICES, DBA EARTHCARE**

I hereby certify 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 February 20, 2018.

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FRANK KELAHER  
VICE-CHAIRMAN

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ALISON GORDON  
SECRETARY

	Bonagura	Chewcaskie	Danubio	DePhillips	Gabbert	Kelaheer	Lo Iacono	Plumley	Kasparian
Offered									
Seconded									
Aye									
Nay									
Absent									
Abstain									
Recuse									

## **SLUDGE DISPOSAL AGREEMENT**

This agreement is entered into on the \_\_\_\_ day of \_\_\_\_\_ 2018 between Northwest Bergen County Utilities Authority (hereinafter "NBCUA") and Residual Management Services LLC, DBA Earthcare (Earthcare).

### **ACCEPTANCE OF SLUDGE**

1. For the period January 1, 2018 to December 31, 2019 NBCUA agrees to accept sludge delivered to NBCUA by Earthcare generated at the City of Beacon, NY sewage treatment facility.
2. The acceptance of this product by NBCUA from the City of Beacon, NY is subject to all the terms, conditions and representations contained in this agreement. Each of those terms, conditions and representations is hereby agreed to be material to this agreement.
3. The times and dates for delivery of sludge will be scheduled by the plant superintendent of NBCUA on the convenience of NBCUA's operations and demand requirements, but will normally be allowed during normal work hours of 8:00 AM thru 5:00 PM Monday thru Friday and 8:30 AM thru 4:00 pm Saturday thru Sunday .
4. Earthcare shall not deliver to NBCUA for acceptance, and NBCUA shall not be required by this agreement to accept delivery of sludge containing an excess of 12% solids.
5. Earthcare represents, warrants and agrees that it shall deliver to NBCUA only sludge originating from the treatment facilities located in the City of Beacon, NY and of domestic origin. Upon each delivery to NBCUA Earthcare shall execute a certification attesting to the specific source of the sludge contained in that delivery.
6. Each load of sludge delivered by Earthcare to NBCUA shall fall within the allowable limitations set forth in the USEPA Guidance Manual for preventing interference at POTW's.
7. For purposes of odor control, when requested by NBCUA, Earthcare shall treat each load of septage delivered to NBCUA with one pound of KMNO4 (potassium permanganate) per 1,000 gallons of sludge.

8. Earthcare represents and warrants that it has received and possesses all permits and approvals required by all Local, State or Federal governments, and all agencies or subdivisions thereof, for the hauling, and disposal at NBCUA, of septage to be delivered pursuant to this agreement. (Enclose copies of permits or letter listing permit numbers, including NJDEP Form R).

#### PAYMENT

9. Earthcare agrees to pay to NBCUA for NBCUA's acceptance of sludge, the rate of six (6) cents per gallon, in accordance with this agreement providing the volume of sludge delivered in each calendar year is equal to or greater than 4.5 million gallons. If Earthcare fails to deliver the above specified volume in any calendar year, Earthcare agrees to pay to NBCUA a charge of 6.5 cents per gallon for all deliveries that year.
10. Earthcare shall be billed monthly for the deliveries made during that month. Bills shall be due and payable upon receipt of same. In addition to all other remedies provided by law and this contract, if any bill remains unpaid for an excess of seven days interest shall be charged at the rate of 1 ½ % per month from the date of the bill.

#### INDEMNITY, HOLD HARMLESS AND INSURANCE

11. Earthcare agrees to indemnify NBCUA for, and hold NBCUA harmless against, any and all loss, damage, claims for damages including reasonable attorney fees, of any nature whatsoever, in any legal action or suits, recoveries, judgements, or executions which may be had, brought, or recovered by reason of bodily injury, personal injury or property damage, including death resulting therefrom, to any person or property whatsoever, arising out of any act or omission of Earthcare and/or its agents, servants or employees or sub-contractors.

12. Earthcare shall, at its own cost and expense secure and maintain, for the life of this Agreement, and shall cause its sub-contractors to obtain and maintain for the life of their sub-contracts, insurance coverage as follows;
- a) Commercial General Liability with a minimum of \$1,000,000 Combined Single Limit for Bodily Injury and Property Damage. Policy must include Products Liability with a minimum of \$1,000,000.
  - b) Commercial Auto Insurance with a minimum of \$1,000,000 combined single limit for Bodily Injury and Property Damage.
  - c) Workers Compensation Insurance, statutory limits.
  - d) Pollution Liability Insurance for both first party and third party claims, must be provided with minimum \$1,000,000 limit.
14. Earthcare shall provide evidence of required insurance coverage by supplying NBCUA with a Certificate of Insurance naming NBCUA as "Additional Insured". Additional Insured status must be primary and non-contributory.

#### CANCELLATION OF AGREEMENT

15. NBCUA shall have the right to cancel, terminate and/or suspend this agreement, prior to the termination date set forth in paragraph 1, upon providing 30 days notice of the intent to cancel, terminate and/or suspend to Earthcare.
16. In the event of any breach of any of the terms, conditions, representations or warranties of this agreement by Earthcare, NBCUA shall have the right, in addition to all other remedies provided by law, to immediately cancel this agreement.
17. NBCUA shall have the right, even in the absence of a breach by Earthcare, and in addition to any other remedies provided by law, to immediately cancel or suspend this agreement whenever, in the sole discretion of NBCUA, immediate cancellation or suspension is warranted and/or necessary to protect the interests of NBCUA and/or those municipalities with whom NBCUA has a service agreement for the treatment of sewage (hereinafter "participating

municipalities”). Earthcare acknowledges that situations where such immediate cancellation or suspension shall be warranted and/or necessary include, but shall not be limited to, those situations in which NBCUA, in its sole discretion, determines that acceptance of sludge, threatens, impairs or in any way effects the ability of NBCUA to: a) provide service and facilities to participating municipalities; b) insure compliance by NBCUA with any permits held or to be held by NBCUA; or c) comply with any Local, State or Federal laws or regulations, or requirements.

**NORTHWEST BERGEN COUNTY  
UTILITIES AUTHORITY**

**BY:** \_\_\_\_\_  
**Howard Hurwitz, Exec. Dir.**

**DATE** \_\_\_\_\_

**BY:** \_\_\_\_\_  
**Earthcare**

**DATE:** 2/12/2018

*David Bower, VP*

