



SPECIAL EMERGENCY MEETING

MARCH 28, 2012

1. Meeting called to order by Chairman Dator at 4:10 p.m.
2. The Chairman read the statement in compliance with C.231, PL 1975.
3. Roll Call: the following Commissioners were present: Chewcaskie (arrived at 4:17 p.m.), Dachnowicz, Kasparian, Kelaher, Plumley, Salazer, Shafron, Dator. The following Commissioner was absent: Gabbert.
4. Salute to the Flag. The salute to the flag was led by Chairman Dator.
5. Chairman's remarks:

I have called this Special Emergency Meeting of the Authority in response to the County Executive's veto of the Authority Meeting held on March 22, 2012.

First, it is important to note that every reason given by the County Executive in her veto message of March 23, 2012 is incorrect.

- She states that the notice of the Special Meeting was defective because it did not include a statement that a closed session may be held. There is no requirement in the Open Public Meetings Act that a notice of closed session or the possibility of a closed session is required.
- County Executive asserted that there was no offer of a public comment session, alleging that it violated the Open Public Meetings Act. On the contrary, the Act is very clear stating that a public comment session is not required, and the Authority acted well within its discretion under the law to not have a public comment session.
- Next, she asserted that participation by two Commissioners by telephone was a "clear violation of the Open Public Meetings Act and New Jersey case law." The Open Public Meetings Act specifically authorizes telephonic participation, particularly with regard to special meetings called on short notice, and there is no case law that holds to the contrary.
- Lastly, the County Executive complained that the recent appointment of Elizabeth Salazer required her to be sworn in at the Meeting. As the swearing in of Ms.

Salazer was scheduled for the next public meeting scheduled for April 3, 2012, and the Special Meeting of March 22 was specifically called to address only one issue, the March 19, 2012 order of the Division of Local Government Services, swearing in Ms. Salazer was not required, but would have deprived her of the proper respect by having her sworn in at a regular meeting with due notice so she could invite anyone that she wished to attend the meeting.

Despite the fact that there is no legal basis for the County Executive's veto, I have decided to hold another Special Emergency Meeting to address the County Executive's unfounded allegations, eliminating any doubt as to the legitimacy of the actions taken by the Authority, and most especially, that no member of the public can question the integrity of this Authority.

The purpose of this Meeting is the same as that of our previous meeting, to consider authorizing an appeal of the order from the Director of the Division of Local Government Services to the Local Finance Board. The purpose was never, as alleged by the County Executive in her Press Release of March 23, "the filing of a lawsuit by the NBCUA against the County Executive's Office."

Accordingly, I have called this Special Emergency Meeting and asked our Counsel and Executive Director to comply with all the issues raised in the County Executive's veto message. An appeal to the Local Finance Board must be filed by March 29.

6. Swearing in of new Commissioner: Commissioner Salazer was sworn in by attorney Jeffrey Zenn.
7. Discussion on the March 19, 2012 order of the Division of Local Government Services to adopt an amendment to the FY 2012 budget to conform with the County Executive's veto message including elimination of the salary appropriation and health benefit appropriation for the Authority's Commissioners.

There was a Resolution to go into Closed Session to discuss potential litigation concerning the director's order to adopt an amendment to the FY2012 Budget. Further the Resolution provides that the matters discussed in Closed Session will be disclosed in the future when such disclosure will not harm the Authority.

Resolution was offered by Commissioner Kasparian, seconded by Commissioner Kelaher. All Commissioners present voted in favor of the Resolution. (copy attached and made a part of the minutes).

Commissioners went into Closed Session at 4:17 p.m.

Commissioners went back into Open Public Session at 4:30 p.m.

8. Public Comments. The record shows that there was one member of the public present and also a member of the County Counsel office. Neither had any comments and a motion to close the public comment period was offered by

Commissioner Kasparian, seconded by Commissioner Kelaher. All Commissioners present were in favor of closing the public comment period.

The Chairman asked if any Commissioner had any comments to make for the record.

Commissioner Kelaher comments concerning the situation.

When all of this started months ago he was under the impression and of the belief that this could be worked out through logic and common sense. After months of going through having our minutes vetoed and our budgets vetoed he realized that it would not come to pass.

What has happened now, from his experience on the board, is we have a board of Commissioners, and a Utilities Authority that is loaded with workhorses (people that get the job accomplished). We are all tax payers and are appointed to represent the taxpayers, which from his observations have been done impeccably. The problems that arise are workhorses get whipped and show horses are untouchable. The Chairman has been the hardest worker of this Authority for the past two decades and will consequently bear the brunt of the recourse of the County Executive. It is an unfair situation.

This Authority is coming into an era where our debt reduction is going to be enormous over the next few years, which is a benefit to the taxpayers that we represent. This is being overshadowed by the stipends and benefits. The logic and commonsense dictates that the benefits have already been taken care of through attrition that any new appointee will not receive benefits and the other is that the County Executive has the right to enjoin the Freeholders to have the 1979 mandate for stipends that was passed by the Freeholders at that time, modified or rescinded. That option commonsense wise or logically has not been taken. Now we are left with the final alternative where this is turning from logic and commonsense to absurd because this was done under the guise of saving taxpayer money.

Both sides have engaged legal counsel and coming along with the engaging of legal counsel for both sides entails legal fees and bills which will make the stipend that was originally discussed a small amount of money for the taxpayers. The absurd part is the hypocritical guise of saving the taxpayers money is going to cost them more because they, in the long run, pay these bills. Hopefully logic and reason will come back into play sometime soon.

The Chairman thanked Commissioner Kelaher for his comments.

- 9. Formal Action to be taken. Resolution #31-2012 – Authorization to file Appeal to the Local Finance Board. Commissioner Chewcaskie had offered the resolution at the last meeting and agrees with Commissioner Kelaher’s comments about the**

work that is done by the members of this Authority which is an autonomous Authority and not an agency of the County. We have the duties to our ratepayers to do what is necessary and based upon what has happened in the past, the way the system has been setup, the creation of the Authority and determination of the Freeholders several years back support the independence of this Authority.

Resolution #31-2012 was offered by Commissioner Chewcaskie, seconded by Commissioner Kasparian. All Commissioners present voted in favor of the Resolution. (copy attached and made a part of the minutes).

10. Adjournment. Commissioner Kasparian made the motion to adjourn the meeting, seconded by Commissioner Kelaher. All Commissioners voted to adjourn the meeting at 4:40 p.m.


Madeline Thumudo, Secretary

NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION

Offered by Commissioner Kasparian

No. 30-2012.

Seconded by Commissioner Kelaher

Date: Mar. 28, 2012

**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 anticipated litigation in which the Authority may become a party or any matters falling within the attorney/client privilege; and

WHEREAS, the Commissioners wish to review and discuss the March 19, 2012 order (the "Director's Order") issued by the Director of the Division of Local Government Services: (1) determining the County Executive's Veto Message of the Authority's FY 2012 budget is valid and binding; and (2) ordering the Authority to adopt an amendment to its FY 2012 budget to conform with the Veto Message including elimination of the salary appropriation and health appropriation for the Authority's Commissioners.

NOW, THEREFORE, BE IT RESOLVED that the Commissioners of the Northwest Bergen County Utilities Authority go into closed session to discuss 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 the issues concerning the Director's Order have been resolved and such disclosure will not harm the Authority.

NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION

Offered by Commissioner Kasparian

No. 30-2012.

Seconded by Commissioner Kelaheer

Date: Mar. 28, 2012

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 members of all Commissioners of the Authority eligible to vote at a special emergency meeting held on March 28, 2012.



CHAIRMAN



SECRETARY

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

NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION

Offered by Commissioner Chewcaskie

No. 31 – 2012.

Seconded by Commissioner Kasparian

Date: Mar. 28, 2012

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

WHEREAS, the Northwest Bergen County Utilities Authority (the “Authority”) received a certain letter dated March 19, 2012 from the Director of the Division of Local Government Services (“Order”) wherein the Director: (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 Commissioners relying upon: (a) the Municipal and County Utilities Authorities Law which provides that no reduction in compensation shall be effective to any member of the Authority then in office; and (b) the State Health Benefits Program which does not permit the unilateral termination of health benefits, dispute the validity of the County Executive’s veto message and the order of the Director; and

WHEREAS, an appeal of an order of the Director is to be filed with the Local Finance Board within ten (10) days of the order.

NOW, THEREFORE, BE IT RESOLVED more than two-thirds (2/3) of the Commissioners determine that this is an emergency situation as the deadline to act pursuant to the Order is March 23, 2012 and an appeal must be filed by March 29, 2012; and

NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION

Offered by Commissioner Chewcaskie

No. 31 – 2012.

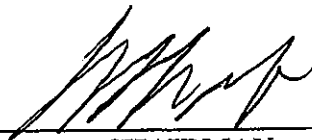
Seconded by Commissioner Kasparian

Date: Mar. 28, 2012

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

IT IS FURTHER RESOLVED that the Commissioners of the Northwest Bergen County Utilities Authority authorize the filing of an 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 members of all Commissioners of the Authority eligible to vote at a special emergency meeting held on March 28, 2012.



CHAIRMAN



SECRETARY

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