

NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION

No. 24-2019

Date: March 19, 2019

RETENTION OF GENERAL COUNSEL FOR 2019 PURSUANT TO N.J.S.A. 19:44A-20.4

WHEREAS, the Northwest Bergen County Utilities Authority (the “Authority”) has adopted the fair and open process pursuant to N.J.S.A. 19:44A-20.7 with respect to the retention of the following professional:

LEGAL SERVICES FOR 2019

WHEREAS, the Authority issued a Request for Qualifications for such position and notice thereof was published on **January 11, 2019**; and

WHEREAS, the Authority received responses to the Request for Qualifications for the aforementioned position by the deadline date of **January 29, 2019**; and

WHEREAS, the Authority convened to evaluate the Request for Qualifications; and

WHEREAS, the Authority structured a competitive procurement process that sought to assure that each person and/or firm was provided an equal opportunity to submit a Qualification Statement in response to the Statements for Request for Qualifications; and

WHEREAS, the Authority intended to qualify a person and/or firm that: (i) possessed the professional, financial and administrative capabilities to provide the proposed legal services, and (ii) would agree to work under the compensation, terms and conditions determined by the Authority to provide the greatest benefit to the ratepayers of the Authority’s service area; and

WHEREAS, by **Resolution 18-2019**, the Authority identified a number of firms as qualified to perform the legal services required by the Authority; and

WHEREAS, the firm of Meyerson, Fox, Mancinelli, & Conte, PA (the “Firm”) is deemed to be highly qualified and capable of providing legal services to the Authority based upon the extensive experience of members and associates of the firm; and

WHEREAS, the Authority has determined that the Firm, shall provide professional legal services to the Authority, including all matters which, in the opinion of the Commissioners of the Authority, shall be referred to General Counsel, including, but not limited to the following:

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- a. Attendance at work sessions, regular, special and emergency meetings of the Authority Commissioners, including meetings outside of Bergen County, at municipal offices, County offices, State government offices and non-governmental offices;
- b. Attendance at all other meetings which the Commissioners or Executive Director deem necessary that General Counsel attend;
- c. Attendance at all public hearings (budget, rates, plan amendments, amendments to Wastewater Rules and Regulations, etc.);
- d. Attendance at all Commissioners' standing committee meetings as requested;
- e. Consultation (in person and/or by telephone) with Commissioners, staff, department heads and Authority personnel requiring the performance of legal services relating to Authority matters;
- f. Representation in any and all regulatory proceedings before State agencies, including but not limited to the New Jersey Department of Environmental Protection and the Office of Administrative Law ('OAL');
- g. Consultation and legal services related to Open Public Records Act and Open Public Meetings Act compliance;
- h. Representation in any and all litigation in which the Commissioners authorize General Counsel to represent the Authority's interest(s);
- i. Research and preparation of legal opinions requested by the Commissioners, Executive Director or his designee, or initiated by General Counsel in the performance of requisite legal services on behalf of the Authority;
- j. Review of correspondence referred to General Counsel by the Commissioners, Executive Director, Authority staff or consultants, and preparation of correspondence initiated by General Counsel in the performance of General Counsel's requisite legal services on behalf of the Authority;
- k. Legal Services relating to the preparation and/or review of agreements, resolutions, bid specifications, bid proposals and contracts, as required by the Commissioners or the Authority's Executive Director, or his designee;
- l. Attention to non-routine contract issues as may be assigned by the Authority from time to time with respect to special projects;
- m. Any and all other matters for which the services of General Counsel are deemed necessary by the Commissioners of the Authority;
- n. Review and/or preparation of routine (i.e. transmittal) correspondence (excluding, e.g., legal opinions);
- o. Preparation of monthly synopsis of General Counsel's legal services performed on behalf of the Authority

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- p. Upon receipt, review of draft meeting minutes of work session, regular, special, and emergency meeting minutes of the Authority Commissioners;
- q. Review certification of meeting minutes of the Authority subject to the approval of the Bergen County Executive pursuant to N.J.S.A. 40:14B-14(b);
- r. Preparation and review of public bidding specifications for compliance with Local Public Contracts Law;
- s. Drafting and preparation of Authority Resolutions as requested and review of all in-house prepared Resolutions;
- t. Review and interpretation of contracts, resolutions and other legal documents as required to ensure the proper conduct of the Authority;
- u. Provide legal advice when required that deal with day-to-day operation of the Authority;
- v. Consultation with Board officers and staff, in person, or by telephone, when required;
- w. Attend to matters involving municipal relations and issues involving the Department of Environmental Protection and other State and Federal Agencies.

WHEREAS, the Firm's rates for performing these legal services shall be \$150 per hour;
and

WHEREAS, the Authority's Certifying Finance Officer has certified that funds are available for the award of a professional services agreement with the Firm.

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

1. The Authority hereby retains the firm of Meyerson, Fox, Mancinelli & Conte, PA for the twelve-month term commencing on the date of this resolution.
2. The Chairman or Vice-Chairman of the Authority is hereby authorized to execute the Professional Services Agreement required for execution and delivery by the Authority and the professional, with compensation to the professional in an amount not to exceed **\$75,000**.

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3. In the event that the Firm anticipates it will exceed the amount set forth herein, it shall seek further authorization from the Authority at such time.
4. The Certifying Finance Officer's Certification of Available Funds shall be maintained on file at the Authority and made a part hereof.
5. Notice of the contract award shall be advertised in accordance with applicable law.
6. This Resolution shall take effect immediately upon adoption.

IT IS HEREBY CERTIFIED that this is a true copy of a Resolution adopted by the Board of Commissioners of the Northwest Bergen County Utilities Authority on March 19, 2019.


SECRETARY


CHAIRMAN

RECORDED VOTE:

	Bonagura	Chewcaskie	Duch	Kelaher	Lo Iacono	Mongelli	Ortega	Plumley	Kasparian
Offered		✓							
Seconded					✓				
Aye	✓	✓	✓	✓	✓		✓	✓	✓
Nay									
Absent						✓			
Abstain									
Recuse									

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:

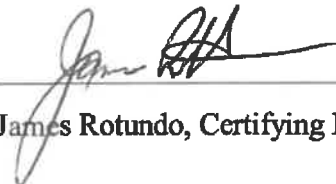
CONTRACT: General Counsel for 2019

VENDOR: Meyerson, Fox, Mancinelli & Conte, PA

AMOUNT: \$75,000

ACCOUNT NO.: 2100-4020

Date: February 15, 2019



James Rotundo, Certifying Finance Officer

NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION

No. 31-2019

Date: March 19, 2019

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 February 2019 and Health Benefits and Dental Benefits transfers for March 2019; 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 listed 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 March 19, 2019 be and they hereby are approved for payment from the proper accounts as follows:

ACCOUNT: Payroll Account
Net Payroll: \$206,829.55

ACCOUNT: Tax Deposit Account
Total: \$94,181.80

ACCOUNT: Health Benefits Contribution Employer
Total Transfer: \$108,538.37

ACCOUNT: Health Benefits Contribution Employee
Total: \$4,540.21

ACCOUNT: Dental Benefits
Total Transfer: \$4,171.85

NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION

No. 31-2019

Date: March 19, 2019

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

ACCOUNT: PERS and Contributory Insurance
 Total Transfer: \$32,955.78

ACCOUNT: Operating Account
 Total: \$182,064.62

ACCOUNT: General Improvement Account
 Total: \$525,191.10


 SECRETARY


 CHAIRMAN

RECORDED VOTE:

	Bonagura	Chewcaskie	Duch	Kelاهر	Lo Iacono	Mongelli	Ortega	Plumley	Kasparian
Offered		✓							
Seconded					✓				
Aye	✓	✓	✓	✓	✓		✓	✓	✓
Nay									
Absent						✓			
Abstain									
Recuse									

NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION

No. 33-2019

Date: March 19, 2019

**AUTHORIZATION TO ENTER INTO A SHARED SERVICES AGREEMENT WITH
THE BOROUGH OF UPPER SADDLE RIVER**

WHEREAS, the State of New Jersey encourages local units to enter into agreements for the joint provision of municipal services; and

WHEREAS, the State of New Jersey authorizes entering into such agreements for shared services pursuant to NJSA 40A:65-1 et. seq.; and

WHEREAS, the Northwest Bergen County Utilities Authority (the “Authority”) and the Borough of Upper Saddle River (the “Borough”) desire to enter into a Shared Services Agreement for a one (1) year duration with a termination date of December 31, 2019 for the Authority to 1) act as the New Jersey Licensed Collection System Operator for the Borough in the sanitary sewer system collection area defined on the sewer map attached and as more specifically defined in the attached Agreement 2) respond to sanitary sewer collection emergencies 24 hours a day, 7 days a week 3) coordinate all third party repairs of the collections system 4) coordinate, participate and correspond to any and all NJDEP inspections and actions regarding the sanitary sewer collection system 5) coordinate with the Borough any NJDEP hotline calls and correspondence regarding the sanitary collection system 6) upon request, coordinate and conduct a manhole inspection program and 7) upon request, can conduct New Jersey State Certified Backflow Preventer tests; and

WHEREAS, the Authority desires to enter into this agreement with the Borough for a commencing March 8, 2019 subject to the terms and conditions set forth in said agreement attached hereto.

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

1. The Authority agrees to enter into a Shared Services Agreement with the Borough of Upper Saddle River for effective March 8, 2019 and expiring December 31, 2019 to provide the services described in Paragraph 3 above; and

NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY

RESOLUTION

No. 33-2019

Date: March 19, 2019

**AUTHORIZATION TO ENTER INTO A SHARED SERVICES AGREEMENT WITH
THE BOROUGH OF UPPER SADDLE RIVER**

2. The Chairman or Vice-Chairman of the Authority be and is hereby authorized on behalf of the Authority to execute the Shared Services Agreement with the Borough of Upper Saddle River annexed hereto and made a part thereof.

IT IS HEREBY CERTIFIED that this is a true copy of a Resolution adopted by the Commissioners of the Authority on **March 19, 2019**.


SECRETARY


CHAIRMAN

RECORDED VOTE:

	Bonagura	Chewcaskie	Duch	Kelahr	Lo Iacono	Mongelli	Ortega	Plumley	Kasparian
Offered		✓							
Seconded					✓				
Aye	✓	✓	✓	✓	✓		✓	✓	✓
Nay									
Absent						✓			
Abstain									
Recuse									

SHARED SERVICES AGREEMENT

THIS SHARED SERVICES AGREEMENT, made and entered into this _____ day of _____, 20____, by and among:

THE BOROUGH OF UPPER SADDLE RIVER, a Municipal Corporation of the State of New Jersey, in the County of Bergen, hereinafter referred to as “USR” and the NORTHWEST BERGEN COUNTY UTILITIES AUTHORITY, doing business at 30 Wyckoff Avenue, P.O. Box 255, Waldwick, New Jersey 07463, hereinafter referred to as “NBCUA”.

WHEREAS, the State of New Jersey encourages local units to enter into agreements for the joint provision of services; and

WHEREAS, the Uniform Shared Services and Consolidation Act (N.J.S.A. 40A:65-1 et. seq.) promotes the broad use of shared services as a technique to reduce local expenses funded by property taxpayers; and

WHEREAS, the Uniform Shared Services and Consolidation Act (N.J.S.A. 40A:65-1 et. seq.) allows for any local unit to enter into an agreement with any other local unit or units to provide or receive any services that each local unit participating in the agreement is empowered to provide or receive within its own jurisdiction; and

WHEREAS, USR and the NBCUA have researched the feasibility of entering into an agreement under the authority of Uniform Shared Services and Consolidation Act, whereby the NBCUA would provide to USR the services of a licensed collection system operator, in addition to other services as outlined more specifically in Paragraph 3 of this Agreement; and

WHEREAS, USR has adopted Resolution # _____, which authorizes USR to enter into an agreement with the NBCUA, for the services as outlined in Paragraph 3.

NOW, THEREFORE, this Agreement is entered into by and among Upper Saddle River and the NBCUA for the purpose of defining and specifying the obligations of the parties and Upper Saddle River and the NBCUA hereby agree as follows:

1. Pursuant to N.J.S.A. 40A:65-1 et. seq., both USR and the NBCUA shall adopt the appropriate Resolution, which will formally authorize the entering into of this Agreement between the parties.
2. The duration of this Agreement shall be for a period of one (1) year following the commencement date. The commencement date shall be March 8, 2019.
3. The NBCUA shall provide the following services to the Borough of Upper Saddle River:
 - a. **The NBCUA shall act as the New Jersey Licensed Collection System Operator for the Borough of Upper Saddle River in the sanitary sewer system collection area defined on the enclosed sewer map as “THE COMMONS” and “PORCELNOSA”. In the future, at any time**

during the length of this agreement, the need arises to expand the aforementioned collection system area, USR will notify NBCUA in writing. NBCUA will respond, in kind, with an amended cost. If agreed upon, said agreement will be amended to include the expanded sewer areas.

- b. NBCUA will respond to sanitary sewer collection emergencies 24 hours a day, seven days a week.
 - c. NBCUA will coordinate all third party repairs of the collections system.
 - d. NBCUA will, when necessary, coordinate, participate and correspond to any and all NJDEP inspections and actions regarding the sanitary collection system.
 - e. NBCUA will coordinate with USR any NJDEP Hotline calls and correspondence regarding the sanitary collection system.
 - f. NBCUA, upon request, can coordinate and conduct a manhole inspection program that will involve the physical inspection of every manhole within USR.
 - g. NBCUA, upon request, can conduct annual NJ State Certified Backflow Preventer tests on all of your backflow prevention devices.
4. In consideration for the services to be rendered by the NBCUA to USR, pursuant to Paragraph 3 above, USR shall pay to NBCUA:
- a. Four (4) equal installments of \$1,000.00 on or before March 1st, June 1st, September 1st and December 1st of each year, for a total annual compensation of \$4,000.00. Additional cost will be billed as follows:
 - b. Non-Business hours – emergency responses (per man) \$109.51/hr
 - c. Business hours emergency/non-basic repair and catch basin maintenance (per man) \$ 87.62/hr
 - d. Third Party Contractors for repairs and/or spare parts \$Direct Cost
 - e. Manhole Inspection Program \$ 45.00/MH
 - f. Backflow Preventer Tests \$150.00/unit
5. The NBCUA shall provide USR with an invoice reflecting all time and work provided by its staff for repairs and response service during the previous month. Said invoices shall be paid by USR within 45 days of receipt.
6. The parties agree to be bound by this Agreement for a minimum of twelve (12) months. Starting six (6) months from the Commencement Date, either party may terminate this Agreement by giving at least six (6) months written notice to the other party.
7. Each party to this Agreement represents to the other party thereto that the Officials executing this Agreement are fully authorized and empowered to do so and to bind the parties to the terms of this Agreement, pursuant to law.
8. The parties recognize that the individuals who shall be designated as the Primary Contact Persons are, the Licensed Collection System Operator and Superintendent of the NBCUA for the NBCUA and the _____,

for USR. The Primary Contact individual shall be noticed on all issues of importance and shall be responsible for initiating all requests for repairs and corrective actions to be carried out by NBCUA or USR, as applicable.

8. The Primary Contact Persons shall jointly and cooperatively implement and complete a reporting form to memorialize and record all required and/or performed repairs, corrective actions and responses to USR's collection system.
9. The NBCUA will provide a certificate of insurance designating USR as an additional insured, with the same limits and coverage as the NBCUA has in place with their current insurance program.
10. USR assumes all liability for, and agrees to indemnify and hold the NBCUA and its agents, servants, employees, guests, licensees and invitees, harmless against any and all claims, losses, damages, injuries and expenses, arising out of, resulting from, or incurred in connection with any acts or omissions by USR, its agents, servants or employees.
11. The effective date of this Agreement shall be March 8, 2019 and the expiration shall be December 31, 2019, unless the agreement is terminated pursuant to paragraph 6 above.
12. The NBCUA agrees to comply with all applicable federal, state, county and municipal laws, rules and regulations.
13. The terms of this Agreement shall constitute the entire understanding between the parties and may only be amended by a written document executed by both parties.

IN WITNESS WHEREOF, the parties have hereunto set their hands and seals, this month, day and year first above written.

ATTEST:

BOROUGH OF UPPER SADDLE RIVER

By: _____
MAYOR

Date: _____

ATTEST:

NORTHWEST BERGEN COUNTY
UTILITIES AUTHORITY

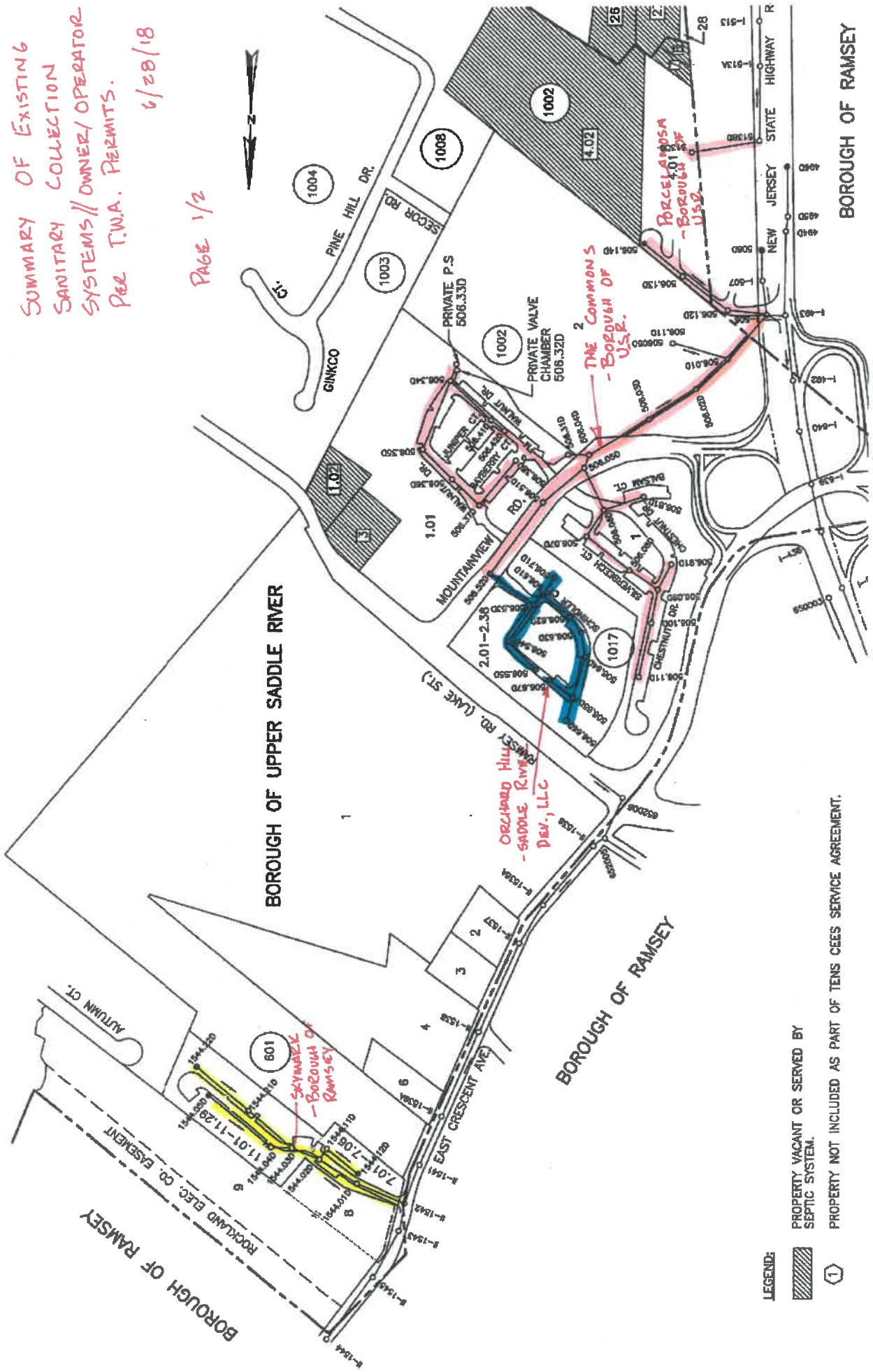
By: _____
CHAIRMAN

Date: _____

SUMMARY OF EXISTING
 SANITARY COLLECTION
 SYSTEMS // OWNER/ OPERATOR
 PER T.W.A. PERMITS.

6/28/18

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PROPERTY VACANT OR SERVED BY SEPTIC SYSTEM.

PROPERTY NOT INCLUDED AS PART OF TENS CEES SERVICE AGREEMENT.

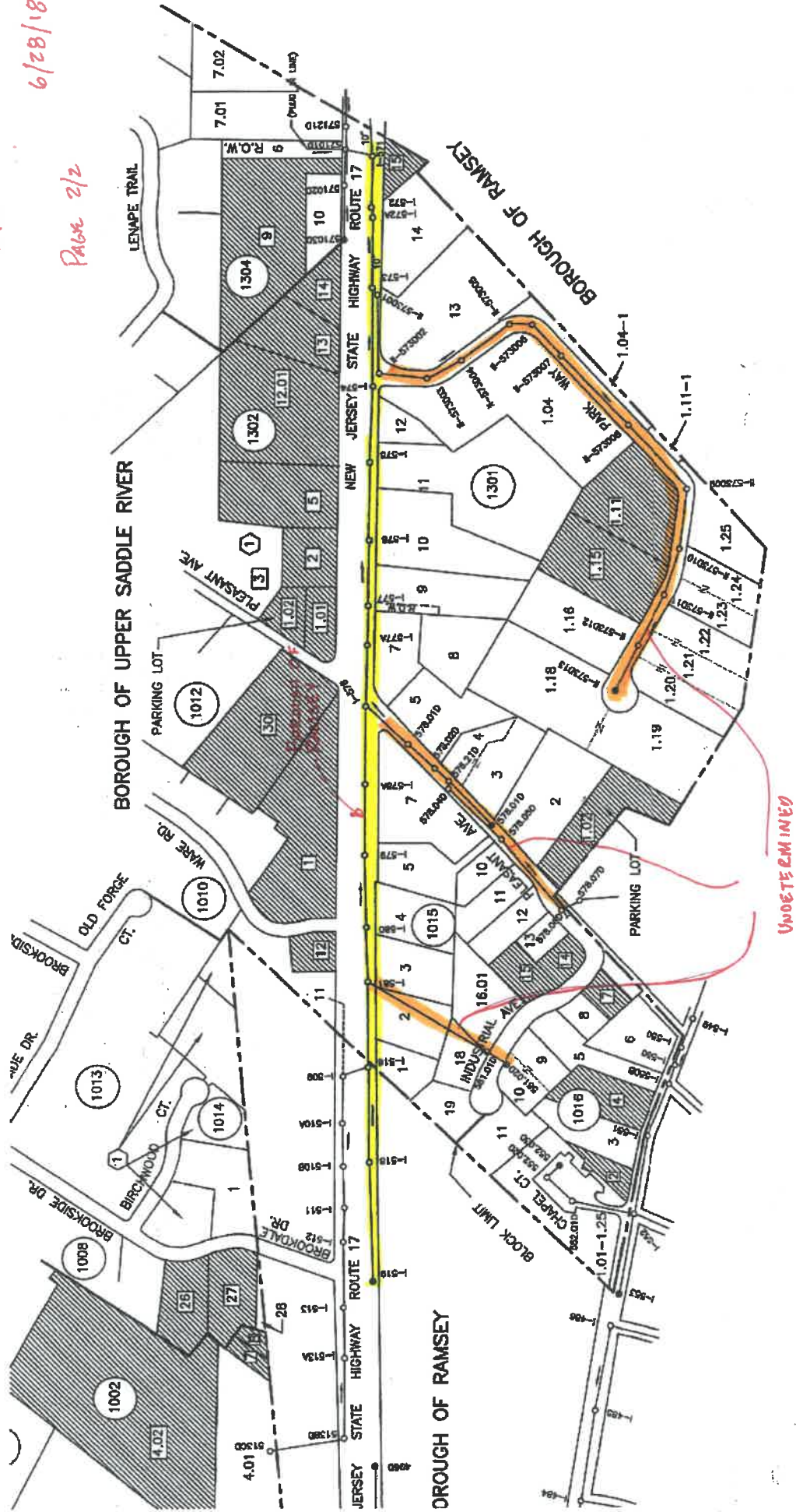
LEGEND:



SUMMARY OF EXISTING
SANITARY COLLECTION
SYSTEMS// OWNERS/OPERATOR

6/28/18

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UNDETERMINED