



Direct: (201) 807-5801  
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# BERGEN COUNTY UTILITIES AUTHORITY

Box 9, Foot of Mehrhof Road, Little Ferry, New Jersey 07643

ROBERT E. LAUX  
Executive Director

ANDREW "CHUCK" VACCARO, Chairman  
RONALD PHILLIPS, Vice Chairman  
CATHERINE T. BENTZ  
JAMES L. CASSELLA  
LOUIS J. DeLISIO

PAUL A. JULIANO  
DAVID J. LORENZO  
RICHARD D. SCHOOLER  
GEORGE P. ZILOCCHI

February 28, 2014

The Honorable Kathleen A. Donovan  
Bergen County Executive  
One Bergen County Plaza  
Hackensack, New Jersey 07601

Dear County Executive Donovan:

Pursuant to N.J.S.A. 40:14B-14(b), enclosed please find minutes and certification of the BCUA Secretary regarding the Regular Meeting of the Commissioners of The Bergen County Utilities Authority held on February 27, 2014 and action, consistent with the applicable provisions of the aforementioned legislation.

Thank you for your attention.

Very truly yours,

Robert E. Laux  
Executive Director

REL.bb

Enclosure

c: All Commissioners

**BERGEN COUNTY UTILITIES AUTHORITY  
MINUTES OF THE REGULAR MEETING  
FEBRUARY 27, 2014**

**In the matter of the 421<sup>st</sup> Regular Meeting of  
The Bergen County Utilities Authority**

1. The **proof of meeting notice** calling the February 27, 2014 meeting was read into the record by Richard Wierer, Acting Secretary.
2. Roll Call:

**COMMISSIONERS PRESENT:**

Andrew "Chuck" Vaccaro, Chairman  
Ronald Phillips, Vice Chairman  
Catherine T. Bentz, Commissioner  
James L. Cassella, Commissioner  
Louis J. DeLisio, Commissioner  
Paul A. Juliano, Commissioner  
David J. Lorenzo, Commissioner  
Richard D. Schooler, Commissioner  
George P. Zilocchi, Commissioner

**ALSO PRESENT:** Robert E. Laux, Executive Director  
Richard D. Wierer, Deputy Executive Director  
Authority Staff and Professional Consultants

3. Chairman Vaccaro led the Commissioners and others present in the salute to the flag.
4. BY-LAWS COMMITTEE:

The Chairman requested that the Executive Director conduct the appointment of Chairman and Vice Chairman for the **2014 Reorganization** portion of the regular meeting. The Executive Director asked for nominations for Chairman. Commissioner Bentz nominated Commissioner Vaccaro for the position of Chairman. The nomination was seconded by Commissioner Juliano. The Executive Director asked for additional nominations for Chairman. Hearing no further response, the Executive Director closed the meeting to Chairman nominations. The Executive Director asked for nomination for Vice Chairman. Commissioner Zilocchi nominated Commissioner Phillips for Vice Chairman. Commissioner Bentz seconded the nomination. The Executive Director asked for additional nominations for Vice Chairman. Hearing not further response, the Executive Director closed the meeting to Vice Chairman nominations.

Resolution 14-4-001 – Resolution to elect the Chairman and Vice Chairman.  
Motion to adopt the resolution was made by Commissioner Schooler and

Seconded by Commissioner Juliano. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-4-002 – Resolution to adopt By-Laws. Motion to adopt the resolution was made by Commissioner Schooler and Seconded by Commissioner Juliano. A roll call was taken and the resolution was adopted as reflected in these minutes.

5. Motion that the Minutes covering the January 23, 2014 Work Session be approved was moved by Commissioner Schooler and seconded by Commissioner DeLisio and was carried.
6. Chairman Vaccaro opened the meeting to the public and asked if anyone present wished to be heard. Hearing no further response, the meeting was closed to the public.
7. FINANCE AND LEGAL COMMITTEE;

Resolution 14-1-009 – Approve bills and the claims supported by vouchers totaling \$ 5,045,897.14 and authorize the Chief Financial Officer to issue the necessary checks therefor, and to charge the accounts indicated, all as more fully set forth on the Chief Financial Officer's check list. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-010 – Resolution to adopt the 2014 Reorganization – Adoption of Cash Management Plan. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-011 – Resolution to Authorize Professional Services Agreement- Audit and Accounting - Lerch, Vinci & Higgins, LLP. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-012 – Resolution to Authorize Professional Services Agreement – Financial Advisor - Acacia Financial Group, Inc. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-013 – Resolution to Authorize Professional Services Agreement –

Grants/Government Services Consultant - Gibbons P.C. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-014 – Resolution to Authorize Professional Services Agreement – Health Insurance Consulting Service - LaMendola Associates, Inc. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-015 – Resolution to Authorize Professional Services Agreement – General Legal Counsel - Kaufman, Semeraro & Leibman, L.L.P. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-016 – Resolution to Authorize Professional Services Agreement – Bond Counsel – McManimon, Scotland & Baumann, L.L.C. Motion to adopt the resolution was made by Commissioner Lorenzo and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-017 – Resolution to Authorize Professional Services Agreement – Special Counsel – Florio, Perrucci, Steinhardt & Fader, L.L.C. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-018 – Resolution to Authorize Professional Services Agreement – Special Counsel – Waters, McPherson, McNeill, P.C. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-019 – Resolution to Authorize Professional Services Agreement – Special Counsel – Stephen P. Sinisi, Esq., L.L.C. Motion to adopt the resolution was made by Commissioner Lorenzo and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-020 – Resolution to Authorize Professional Services Agreement –

Public Relations – Catania Consulting Group. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-021 – Resolution for Qualification of firms pursuant to N.J.S.A. 19:44A-20 et seq. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-022 – Resolution of the Bergen County Utilities Authority Concerning Review of Findings and Recommendations of the Local Finance Board Made in Accordance with N.J.S.A. 40A:5A-6. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-023 – Resolution of the Bergen County Utilities Authority, in the County of Bergen, State of New Jersey Authorizing the Local Unit's Participation in the Bond Financing Program of the Bergen County Improvement Authority. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-024 – Series 2014 Supplemental Bond Resolution of the Bergen County Utilities Authority Supplementing and Amending Certain Provisions of the Authority's General Bond Resolution Duly Adopted October 31, 1985, as Amended and Supplemented, and Providing for the Issuance of Not to Exceed \$4,700,000 Principal Amount of 2014 Water Pollution Control System Revenue Refunding Bonds, in One or More Series, of the Bergen County Utilities Authority. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-025 – Series 2014 Supplemental Bond Resolution of the Bergen County Utilities Authority Supplementing and Amending Certain Provisions of the Authority's General Bond Resolution Duly Adopted October 31, 1985, as Amended and Supplemented, and Providing for the Issuance of Not to Exceed \$25,300,000 Principal Amount of 2014 Water Pollution Control System Revenue Refunding Bonds, in One or More Series, of the Bergen County Utilities Authority. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-026 – Resolution Authorizing Application with New Jersey Environmental Infrastructure Trust Loan Program and Designation of Authorized Representative. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-1-027 – Resolution to Approve donation to the Little Ferry First Aid Corps, Little Ferry Hook & Ladder 1 and Little Ferry Hose Company #1. Motion to adopt the resolution was made by Commissioner Zilocchi and Seconded by Commissioner Schooler. A roll call was taken and the resolution was adopted as reflected in these minutes.

8. CONSTRUCTION & ENGINEERING COMMITTEE:

Resolution 14-2-006 – Resolution to Authorize Professional Services Agreement - Energy Management and Related Air Pollution Control Permit Engineering Services – Remington, Vernick & Arango Engineers. Motion to adopt the resolution was made by Commissioner Phillips and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-2-007 – Resolution to Authorize Professional Services Agreement - Site Work /Land Surveying Engineer – Neglia Engineering Associates. Motion to adopt the resolution was made by Commissioner Phillips and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-2-008 – Resolution to Authorize Professional Services Agreement - Environmental Consulting Engineers – ARCADIS U.S. Motion to adopt the resolution was made by Commissioner Phillips and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-2-009 – Resolution to Authorize Professional Services Agreement - Consulting Engineers – Alaimo Group. Motion to adopt the resolution was made by Commissioner Phillips and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-2-010 – Resolution to Award Contract No. 14-04 to David Weber Oil Co to Furnish and Deliver Brad Penn Oil (Two Years). Motion to adopt the resolution was made by Commissioner Phillips and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-2-011 – Resolution to Award Contract No. 95152-14 to Pumping Services, Inc. for the Rebuilding of Morris Pump at Harrington Park. Motion to adopt the resolution was made by Commissioner Phillips and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 14-2-012 – Resolution Authorizing the Executive Director to Commence Negotiations with DCO Energy, LLC for a Contract for the Little Ferry Water Pollution Control Facility Cogeneration Facility Expansion. Motion to adopt the resolution was made by Commissioner Phillips and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

9. A motion was made by Commissioner Vaccaro and Seconded by Commissioner Cassella to go into closed session to discuss personnel matters. A roll call was made with all Commissioners in favor.
10. The Commissioners resumed the Regular Meeting.
11. Chairman Vaccaro announced a short recess to allow time for the Acting Secretary to prepare minutes of this Regular Meeting.
12. Chairman Vaccaro announced the Regular Meeting would reconvene.
13. The Acting Secretary then distributed proposed minutes of the February 27, 2014 Regular Meeting for review by the Commissioners.
14. Move to approve the Minutes of the Regular Meeting of February 27, 2014 as distributed by the Acting Secretary, such minutes to include this motion approving the minutes, without the requirement of further review or approval at a subsequent Regular Meeting. Motion to adopt the Minutes of the Regular Meeting of February 27, 2014 was made by Commissioner Vaccaro and second by Commissioner Schooler and was unanimously carried.
15. Upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

BERGEN COUNTY UTILITIES AUTHORITY  
 Minutes of the Regular Meeting  
 February 27, 2014

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Resolution #	14-4-001	14-4-002
Chairman Vaccaro	Y	Y
Comm. Phillips	Y	Y
Comm. Bentz	Y	Y
Comm. Cassella	Y	Y
Comm. DeLisio	Y	Y
Comm. Juliano	Y	Y
Comm. Lorenzo	Y	Y
Comm. Schooler	Y	Y
Comm. Zilocchi	Y	Y

Resolution #	14-1-009	14-1-010	14-1-011	14-1-012	14-1-013	14-1-014	14-1-015
Chairman Vaccaro	Y	Y	Y	Y	Y	Y	Y
Comm. Phillips	Y	Y	Y	Y	Y	Y	Y
Comm. Bentz	Y	Y	Y	Y	Y	Y	Y
Comm. Cassella	Y	Y	Y	Y	Y	Y	Y
Comm. DeLisio	Y	Y	Y	Y	Y	Y	Y
Comm. Juliano	A	Y	Y	Y	Y	Y	Y
Comm. Lorenzo	Y	Y	Y	Y	Y	Y	Y
Comm. Schooler	Y	Y	Y	Y	Y	Y	Y
Comm. Zilocchi	Y	Y	Y	Y	Y	Y	Y

Resolution #	14-1-016	14-1-017	14-1-018	14-1-019	14-1-010	14-1-021	14-1-022
Chairman Vaccaro	Y	Y	Y	Y	Y	Y	Y
Comm. Phillips	Y	Y	Y	Y	Y	Y	Y
Comm. Bentz	Y	Y	Y	Y	Y	Y	Y
Comm. Cassella	A	Y	Y	A	Y	Y	Y
Comm. DeLisio	Y	Y	Y	Y	Y	Y	Y
Comm. Juliano	Y	Y	Y	Y	Y	Y	Y
Comm. Lorenzo	Y	Y	Y	Y	Y	Y	Y
Comm. Schooler	Y	Y	Y	Y	Y	Y	Y
Comm. Zilocchi	Y	Y	Y	Y	Y	Y	Y

Resolution #	14-1-023	14-1-024	14-1-025	14-1-026	14-1-027
Chairman Vaccaro	Y	Y	Y	Y	Y
Comm. Phillips	Y	Y	Y	Y	Y
Comm. Bentz	Y	Y	Y	Y	Y
Comm. Cassella	Y	Y	Y	Y	Y
Comm. DeLisio	Y	Y	Y	Y	Y
Comm. Juliano	Y	Y	Y	Y	Y
Comm. Lorenzo	Y	Y	Y	Y	Y
Comm. Schooler	Y	Y	Y	Y	Y
Comm. Zilocchi	Y	Y	Y	Y	Y

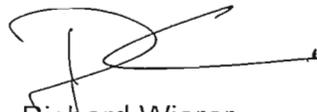
BERGEN COUNTY UTILITIES AUTHORITY  
Minutes of the Regular Meeting  
February 27, 2014

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Resolution #	14-2-006	14-2-007	14-2-008	14-2-009	14-2-010	14-2-011	14-2-012
Chairman Vaccaro	Y	Y	Y	Y	Y	Y	Y
Comm. Phillips	Y	Y	Y	Y	Y	Y	Y
Comm. Bentz	Y	Y	Y	Y	Y	Y	Y
Comm. Cassella	A	A	Y	A	Y	Y	Y
Comm. DeLisio	Y	Y	Y	Y	Y	Y	Y
Comm. Juliano	Y	Y	Y	Y	Y	Y	Y
Comm. Lorenzo	Y	Y	Y	Y	Y	Y	Y
Comm. Schooler	Y	Y	Y	Y	Y	Y	Y
Comm. Zilocchi	Y	Y	Y	Y	Y	Y	Y

Y = Yes  
R = Recuse  
A = Abstain  
N = No  
- = Absent

Respectfully submitted,



Richard Wierer  
Acting Secretary

February 27, 2014

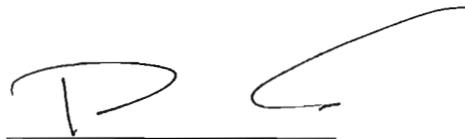
14-4-001

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**BE IT RESOLVED** that Andrew "Chuck" Vaccaro is hereby elected **Chairman** of the Board of Commissioners of The Bergen County Utilities Authority, and Ronald Phillips is hereby elected **Vice Chairman** of the Board of Commissioners of The Bergen County Utilities Authority for the Year 2014 or until the Authority's annual 2015 reorganization meeting.

The above action is made in accordance with the By-Laws of The Bergen County Utilities Authority, Article 5, Section 1.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.

A handwritten signature in black ink, appearing to read 'R. Wierer', is written above a horizontal line.

Richard Wierer  
Acting Secretary

**DATED: February 27, 2014**

14-4-002

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

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

1. The annexed By-Laws shall be and they are hereby adopted as the By-Laws of the Authority for use by the Authority, effective upon adoption and shall continue thereafter, unless revised or modified or repealed.

2. The formal action(s) of the Commissioners of The Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



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Richard Wierer  
Acting Secretary

**DATED: February 27, 2014**

# THE BERGEN COUNTY UTILITIES AUTHORITY

## BY-LAWS

### Article 1. By-Laws and Organization

#### **Section 1. By-Laws**

These By-Laws shall constitute the By-Laws of The Bergen County Utilities Authority (the "Authority"). Amendments to these By-Laws shall be incorporated herein as if more fully set forth at length herein and shall constitute the By-Laws of the Authority.

#### **Section 2. Organization**

The Authority is a public body politic and corporate, constituting a political subdivision of the State, established as an instrumentality exercising public and essential governmental functions, to provide for the public health and welfare, having perpetual succession and having express and implied powers by virtue of and under N.J.S.A. 40:14b-1 et seq., more commonly known as the "Municipal and County Utilities Authorities Law."

### Article 2. Seal

#### **Section 1. Seal**

The Seal of the Authority shall be as follows:

### Article 3. Office

The office of The Bergen County Utilities Authority shall be at:

Foot of Mehrhof Road  
Little Ferry, New Jersey 07643

Mailing Address: P. O. Box 9, Little Ferry, NJ 07643

## **Article 4. Members**

### **Section 1. Members**

The powers of the Authority shall be vested in the Members thereof in office, from time to time. Each Member shall hold office for the term for which he or she was appointed until his or her successor has been appointed and has qualified.

### **Section 2. Removal**

A Member of the Authority may be removed only by the governing body by which he or she was appointed and only for inefficiency or negligence of duty or misconduct in office, and after he or she shall have been given a copy of the charges against him or her and not sooner than ten (10) days thereafter, had opportunity in person or by counsel to be heard thereon by such governing body.

## **Article 5. Officers**

### **Section 1. Election of Chair and Vice Chair**

The Chair and Vice Chair of the Authority shall be elected by the Membership of the Authority at the Authority's annual reorganization meeting or such meeting called for the purpose of electing the Chair and Vice Chair and/or reorganizing generally. The Chair and Vice Chair shall serve until February 1 of the ensuing year and thereafter, until their successors have been appointed and qualified.

Notwithstanding anything to the contrary herein, in the event the Chair and Vice Chair die, become disabled or otherwise become incapable of performing their duties, the balance of the Members of the Authority shall be entitled to convene a special and/or emergency meeting, in conformity with the notice requirements of N.J.S.A.

10:4-6, et seq. (more commonly referred to as the "Open Public Meetings Act"), to fill the unexpired terms of the immediate past Chair and Vice Chair.

**Section 2. Officers**

The Authority's officers shall be the Chair, Vice Chair and Secretary.

**Section 3. Duties**

The duties and powers of the Chair, Vice Chair and Secretary are as follows:

**Chair**

The Chair shall cause to be called all meetings of the Authority; the Chair shall preside at all meetings of the Authority; the Chair shall be responsible for opening the meetings at the time the meetings are supposed to be opened by calling the Members to order; to ascertain then and throughout the meeting, that a quorum is present; the Chair shall preside over the deliberations of the Authority and conduct the meetings thereof; the Chair shall, on all occasions, preserve order and decorum in a clear, concise and courteous manner, and may cause the removal of all persons who interrupt the orderly proceedings of the Authority; the Chair shall enforce all rules, including these By-Laws and rules of debate; the Chair shall maintain order and respond to parliamentary inquiries, point of order and any other motions that require the action of the Chair; the Chair shall endeavor to alternate between pro and con when conducting a debate on a motion; the Chair shall at all times uphold the By-Laws, rules of order, and standing rules and other documents relevant to the business of the Authority and, in general, to represent the Authority, declaring its will and obeying its command in all matters and regards. The Chair shall not only be familiar with the By-Laws of the Authority, but also set an example of conformity to such rules.

The Chair shall serve as the ex-officio Member of all committees, standing or special, and shall be informed in advance of the meetings of standing or special committees.

Unless otherwise provided, the Chair, or anyone acting in his or her stead, shall sign all contracts and other agreements and obligations of the Authority. The Chair, or anyone acting in her stead, together with the Authority's Executive Director and Chief Financial Officer, shall sign all checks, drafts, notes and/or requisitions of the Authority.

The Chair shall, at the annual reorganization meeting of the Authority, receive nominations from any Member(s) of the Authority for the positions of Chair and Vice Chair for the ensuing year. The Members present shall thereafter vote to select the Chair and Vice Chair from among the nominations received by the Chair.

#### **Vice Chair**

The Vice Chair, in the absence of the Chair, shall have all of the powers to perform all of the duties of the Chair.

#### **Secretary**

The Secretary shall attend all meetings of the Authority and shall be responsible for verification and confirmation of the notification of Authority meetings and the roll of the Members of the Authority, together with such other matters incidental to the performance of duties of the Secretary.

The Secretary's duties shall include attendance at all Authority meetings; the taking and retention of the minutes of the Authority's meetings and the meetings of special or sub-committees thereof; to cause to be issued written notices of the

meetings of the Authority; to maintain a roster of the Membership of the Authority; to provide for and execute copies of the Authority's documents, where necessary, and to produce such minutes and organizational documents available to the Members of the Authority at reasonable times and places and to call the roll, when required.

The Secretary shall also provide to the Chair and Vice a list of all committees, their chairs and Members.

## **Article 6. Meetings**

### **Section 1. Annual Meetings**

The Annual Meeting of the Authority shall be held at the Authority's office on or after the first day of February of each year, on the date and at the time and place established by the Authority for such meetings.

### **Section 2. Work Session Meetings**

Unless otherwise designated and established by law, work session meetings shall be held at the Authority's offices on the fourth Thursday of the month at 6:00 p.m., or at such other times and dates as may, from time to time, be established by the Authority.

### **Section 3. Regular Meetings**

Unless otherwise designated and established by law, regular meetings shall be held at the Authority's offices on the fourth Thursday of each month, commencing immediately upon completion of the regular meeting work session that evening.

### **Section 4. Special Meetings**

Special Meetings of the Authority may be called by the Chair. The Chair shall also call such a meeting upon the written request of the majority of the regular

Members of the Authority. Notice of such meetings shall be served personally, or sent by mail, not less than 48 hours before the date and time set for the meeting. The notices shall comply with the notice requirements of N.J.S.A. 10:4-6, et seq., which may, from time to time, be amended.

**Section 5. Emergency Meetings**

Emergency Meetings may be convened only upon the affirmative vote of three-quarters of the Members present, to deal with matters of such urgency and importance that a delay for the purpose of providing adequate notice would be likely to result in substantial harm to the public interest; provided however, that the notice requirements for such meeting as set forth in N.J.S.A. 10:4-9 of the Open Public Meetings Act, which may from time to time be amended, are satisfied.

**Section 6. Quorum**

A majority of the entire authorized Membership shall constitute a quorum at any meeting.

**Section 7. Voting**

Questions shall be determined by vote of the Members present. Formal action may be taken and motions and resolutions adopted by the Authority at any meeting of the Members thereof by a vote of a majority of the Members present except where the election of the Chair and Vice Chair may be by ballot, if a majority of the Members present elect to establish a ballot procedure to elect the Chair and Vice Chair.

**Section 8. Orders of Business**

Unless suspended or other wise ordered by the Chair or Vice Chair, as the case may be, the order of business at regular meetings shall be as follows:

1. Proof of Notice of Meeting, or Waiver and Notice;
2. Roll Call;
3. Pledge of allegiance;
4. Approval of Minutes;
5. Public Participation;
6. Report of Committees;
7. Unfinished Business;
8. New Business; and
9. Adjournment

## **Article 7. Presumption of Powers**

### **Section 1. Presumption**

Consistent with the powers conferred upon the Authority by virtue of N.J.S.A. 40:14B-20, the Authority shall exercise all enumerated and necessary and implied powers in the broadest possible sense in order to fulfill its responsibilities as a public body politic and corporate, discharging essential governmental functions to provide for the public health, safety and welfare, and having perpetual succession.

### **Section 2. Liberal Construction**

These By-Laws shall be construed liberally to effectuate and implement the Authority's actions in exercising its powers under these By-Laws and N.J.S.A. 40:14B-1, et seq.

## **Article 8. Mission Statement**

Section 1. The Members of the Authority shall formulate and establish the policies and objectives of the Authority for the management and regulation of its

business and affairs and for the use, maintenance and operation of its utilities systems and any other of its properties.

Section 2. In Authority staff and employees is reposed the responsibility for the day-to-day implementation and/or management of Authority policy, not otherwise reserved by the Members of the Authority pursuant to N.J.S.A. 40:14B-1, et seq. or these By-Laws, or where such matters involved or effect the interpretation of the Members' decisions and/or policies. The Members of the Authority deem such matters within their jurisdiction.

## **Article 9. Committees**

### **Section 1. Committees; Appointment**

The Chair shall appoint such standing or special committees as the Chair deems necessary and designate the chair and Members thereof. Standing Committees shall be the Construction & Engineering Committee, the Legal & Finance Committee, the Personnel & Administration Committee, the Security & Safety Committee, the Strategic Planning Committee and the By-Laws Committee.

### **Section 2. Duties of the Committee Chair**

The committee chair shall call the committee together, from time to time or as directed by the Authority to review or initiate, as the case may be, recommendations to the Authority, with regard to the specific issues, questions, policies and planning relating to matters falling under the jurisdiction of the committee. The committee chair and Members shall develop and formulate a "mission" statement and define the objectives of the committee. Thereafter, the committee chair shall call the committee together from time to time to formulate and/or review, as the case may be,

recommendations to the Authority with regard to the matters subject to the jurisdiction of the committee. Whatever is not agreed to by the majority of the Membership present and not voted on at a committee meeting cannot form part of that committee's report(s) to the Authority.

The committee chair shall be responsible to call the Members of the committee to order, ascertain that a quorum is present, and to announce that the business of the committee is in correct order; to ensure that the business of the committee is addressed and completed expeditiously so that committee recommendations are made to the Authority for further consideration; the committee chair shall also enforce all rules to maintain order, decorum, and debate, and to respond to parliamentary inquiries and point of order, to declare, when appropriate, when the committee is recessed or adjourned, and in general, to exercise the functions of the committee chair of the Authority limited, however, to the business before his or her committee.

The committee chair shall present to the Authority his or her report of the committee's recommendations and respond to any questions or comments when it is appropriate to do so, during the meetings of the Authority at which committee reports are presented.

All Committee meetings shall comply with all requirements of the Open Public Meetings Act, N.J.S.A. 10:4-1 et seq.

## **Article 10. Fiscal Year**

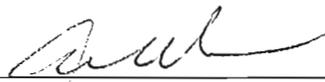
### **Section 1. Fiscal Year**

The fiscal year of the Authority shall begin on January 1 and end on December 31 of each year.

**Article 11. Modification and Repeal**

**Section 1. Procedure**

These By-laws may be modified or repealed, in whole or in part, by the affirmative vote of at least five (5) Members of the Authority at any regular meeting of the authority, or at a special meeting at which the modification or repeal of the By-Laws, in whole or in part, shall be considered, provided however, that written notice of any such special meeting shall have been sent to each Member in accordance with the notice requirements of the Open Public Meetings Act (N.J.S.A. 10:4-6, et seq.).

  
\_\_\_\_\_  
Chairman

**ADOPTED: February 27, 2014**

**Resolution 14-4-002**

14-1-010

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, N.J.S.A. 40:5:14 requires the governing body of each local authority to cause the adoption of a **Cash Management Plan**; and

**WHEREAS**, in accordance with N.J.S.A. 40:5-14, the Chief Financial Officer has developed a **Cash Management Plan** for use by the Authority, a copy of which is on file at the Authority; and

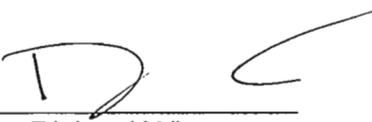
**WHEREAS**, the Commissioners of the Authority have reviewed the **Cash Management Plan** prepared by the Authority's Chief Financial Officer and desire to continue its usage during 2014; and

**WHEREAS**, the implementation and usage of the Authority's **Cash Management Plan** is necessary for the efficient operation of the Authority;

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

1. The Commissioners of the Authority do hereby approve the continued use of the Authority's **Cash Management Plan** prepared by the Chief Financial Officer.
2. The formal action(s) of the Commissioners of The Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.

  
\_\_\_\_\_  
Richard Wierer  
Acting Secretary

**DATED: February 27, 2014**

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, there exists the need to engage the services of a certified public accountant/registered municipal accountant to provide **Audit and Accounting Services** to the Authority; and

**WHEREAS**, said services are recognized as "professional services" as same shall be rendered by person(s) authorized by law to practice a recognized profession, whose practice is regulated by law, and the performance of which services requires knowledge of an advanced type of learning acquired by a prolonged formal course of specialized instruction and study, pursuant to and in accordance with N.J.S.A. 40A:11-2(6); and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. provides that a contract for professional auditing services may be awarded without competitive bidding as a "professional service"; and

**WHEREAS**, this contract was awarded through a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq. through a publicly advertised Request for Qualifications; and

**WHEREAS**, **Lerch, Vinci & Higgins, LLP** has submitted a proposal to provide **Audit and Accounting Services**, dated **February 14, 2014**, which proposal has been reviewed by the Authority; and

**WHEREAS**, the Authority desires to appoint and retain **Lerch, Vinci & Higgins, LLP** to provide **Audit and Accounting Services** to the Authority for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively; and

**WHEREAS**, the Authority Commissioners have determined that **Lerch, Vinci & Higgins, LLP** is competent, qualified and experienced to provide the Authority's **Audit and Accounting Services**; and

**WHEREAS**, the Authority has determined, on the basis of the foregoing, that it is necessary for its efficient operation to retain the services of **Lerch, Vinci & Higgins, LLP** to provide **Audit and Accounting Services** to the Authority; and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. requires that the resolution authorizing the award of contracts for professional services and the contract itself be available for public inspection; and

**WHEREAS**, the Chief Financial Officer of the Authority has certified that funds are available for this purpose.

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

1. **Lerch, Vinci & Higgins, LLP** shall be and is hereby appointed to provide **Audit and Accounting Services** to The Bergen County Utilities Authority for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively.

2. The Chairman shall be and is hereby authorized to execute an agreement, similar in form and substance to the agreement on file on the Office of the Executive Director, by and between the Authority and **Lerch, Vinci & Higgins, LLP** memorializing the scope of services and compensation to be paid for such services, in such final form as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.

3. A copy of this resolution and the agreement retaining **Lerch, Vinci & Higgins, LLP** shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by the Authority.

4. The total amount authorized to be paid pursuant to the contract herein awarded shall not exceed **\$225,000.00** without further action by the Board of Commissioners.

5. The Chief Financial Officer's Certification that funds are available shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by the Authority.

6. A notice of this contract award shall be published in the form prescribed by law.

7. The formal action(s) of the Commissioners of The Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



Richard Wierer  
Acting Secretary

**Dated: February 27, 2014**

BERGEN COUNTY UTILITIES AUTHORITY  
CERTIFICATE OF FUNDS

RESOLUTION DATE: 02/27/2014  
RESOLUTION #: 14-1-011

THIS IS TO CERTIFY TO THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES  
AUTHORITY THAT THERE ARE:

FUNDS AVAILABLE X  
\_\_\_\_\_

FUNDS ARE NOT AVAILABLE  
\_\_\_\_\_

BUDGET ACCOUNT W-350-51000-000  
\_\_\_\_\_

VENDOR LERCH, VINCI & HIGGINS, L.L.P.  
\_\_\_\_\_

CONTRACT NUMBER  
\_\_\_\_\_

REASON AUDIT & ACCOUNTING SERVICES  
\_\_\_\_\_

AMOUNT \$225,000.00  
\_\_\_\_\_

CONTRACT LENGTH MARCH 1, 2014 - FEBRUARY 28, 2015  
\_\_\_\_\_

  
\_\_\_\_\_  
TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, there exists the need for the Authority to engage the services of a **Financial Advisor**; and

**WHEREAS**, N.J.S.A. 40A:11-5(1)(a)(ii) authorizes and permits the procurement of **Financial Advisory Services** without competitive bidding, where said services are in the nature of an "extraordinary unspecifiable service"; and

**WHEREAS**, **Financial Advisory Services** are recognized as "extraordinary unspecifiable services" as said services are specialized and qualified in nature, requiring expertise, extensive training and proven reputation in the field of endeavor, pursuant to and in accordance with N.J.S.A. 40A:11-2(7); and

**WHEREAS**, the Authority's Chief Financial Officer has determined that the engagement of a **Financial Advisor** is necessary to provide for the efficient operation of the Authority; and

**WHEREAS**, pursuant to and in accordance with N.J.A.C. 5:34-2.3, the Authority's Chief Financial Officer has provided the Authority's Commissioners with a Certification, dated February 27, 2014, describing the nature of the work to be done, stating that it is not reasonably possible to draft specifications, and describing why the contract satisfies the Statutory and Administrative Code requirements for extraordinary unspecifiable services; and

**WHEREAS**, **Acacia Financial Group, Inc.** has submitted a proposal to provide **Financial Advisory Services**, dated **February 14, 2014**, which proposal has been reviewed by the Authority's Executive Director and Chief Financial Officer and determined to be fair and reasonable; and

**WHEREAS**, the Authority has determined, based upon the foregoing, that it is necessary for its efficient operation to retain the services of **Acacia Financial Group, Inc.** to provide **Financial Advisory Services** for the year 2014 until the Authority's annual 2015 reorganization meeting, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively; and

**WHEREAS**, the Commissioners of the Authority have determined that **Acacia Financial Group, Inc.** is competent, qualified, experienced and has a proven reputation in the field of **Financial Advisory Services**; and

**WHEREAS**, this contract was awarded through a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq. through a publicly advertised Request for Qualifications, and **Acacia Financial Group, Inc.** was found to be qualified to provide these services.

**WHEREAS**, the Authority is desirous of retaining **Acacia Financial Group, Inc.** to provide **Financial Advisory Services**; and

**WHEREAS**, the Authority's Chief Financial Officer's Certificate of Available Funds, maintained on file at the Authority, sets forth that sufficient funds for the procurement of the **Financial Advisory Services** have been allotted in the Authority's budget; and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. requires that the resolution authorizing the award of a contract for extraordinary unspecifiable services without public bidding and the contract itself be available for public inspection.

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

1. **Acacia Financial Group, Inc.** shall be and is hereby selected by the Authority to perform **Financial Advisory Services** to the Bergen County Utilities Authority for the year 2014, until the Authority's annual 2015 reorganization meeting, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively.

2. The Chairman shall be and is hereby authorized to execute an Agreement by and among the Authority and **Acacia Financial Group, Inc.** memorializing the scope of services to be performed and compensation to be paid therefor, in substantially the form and substance on file in the office of the Executive Director, and satisfactory to the Authority as evidenced by the Chairman's signature thereon.

3. The Chief Financial Officer's Certification that funds are available shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by the Authority.

4. The total amount authorized to be paid for services provided on an hourly basis pursuant to the contract herein awarded shall not exceed \$27,000.00 without further action by the Board of Commissioners. For all services with respect to the authorization and the issuance of a permanent bond issue or other financing, the amount paid shall be in accordance with the aforesaid proposal.

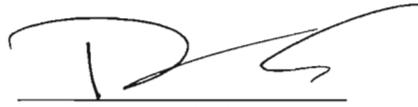
14-1-012

5. A copy of this resolution and the Agreement retaining **Acacia Financial Group, Inc.** for the aforesaid services shall be placed on file and made available for public inspection in the office of the Executive Director, upon execution by the Authority.

6. A Notice of Contract Award shall be published in the form prescribed by law.

7. The formal action(s) of the Commissioners of The Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.

A handwritten signature in black ink, appearing to read 'Richard Wierer', is written over a horizontal line.

Richard Wierer  
Acting Secretary

Dated: February 27, 2014

**CERTIFICATION FOR AN EXTRAORDINARY  
UNSPECIFIABLE SERVICES CONTRACT**

**TO:** Members of the Board of Commissioners  
**FROM:** Wallace Nowosielecki  
CFO, Bergen County Utilities Authority  
**DATE:** February 27, 2014  
**SUBJECT:** Award of Contract for Financial Consultant

This is a contract for the Provision of Consulting - Financial Consultant

This certification is submitted to request your approval of a resolution authorizing a contract to be executed as follows:

**Firm:** Acacia Financial Group ("Contractor")  
**Duration:** Until the Authority's 2015 Reorganization Meeting.  
**Purpose:** To provide services to the Authority in regards to the provision of Financial Consulting Services.

---

This is to request an award of a contract without the receipt of formal bids as an Extraordinary Unspecifiable Service pursuant to N.J.S.A. 40A:11-5(1)(a)(ii) and N.J.A.C. 5:34-2.3(b).

I do hereby certify to the following:

**I. Provide a clear description of the nature of the work to be done.**

The contract will be for the provision of financial consulting services. As CFO, I am familiar with the nature of the work to be done under the contract for Financial Consultant which is to be performed by an entity with expertise, extensive training, and a proven reputation in the field of endeavor. It is critical to the efficient operations of the BCUA, that the financial consulting be performed by an entity with expertise, extensive training and a proven reputation in the field of endeavor of providing such consulting service.

**II. Describe in detail why the contract meets the provisions of the statute and rules:**

This contract is a contract for extraordinary unspecifiable services, as provided for under N.J.S.A. 40A:11-5, as such services are of such a qualitative nature that the performance of the services cannot be reasonably described by written specifications, and services requiring financial expertise in the rendering of advice, have been recognized by the Division of Local Government Services, (Local Finance Notice AU 2002-2) as within the statutory definition of Extraordinary Unspecifiable Services.

**III. The service(s) is of such a specialized and qualitative nature that the performance of the service(s) cannot be reasonably described by written specifications because:**

It is not reasonably possible to draft specifications for these services adequately defining the expertise and skill requires in such complex type matters as covered by

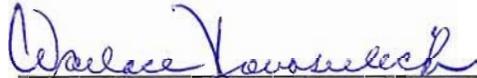
the contract to be let, such services being of such a qualitative nature as well as an endeavor, the scope of which is not reasonably determinable in advance of the receipt of proposals from those with required expertise and skill.

**IV. Describe the informal solicitation of quotations:**

Pursuant to the New Jersey Pay to Play Law, N.J.S.A. 19:44A-20.5 et seq., a Request for Qualifications ("RFQ") for the Provision of Financial Consultant services was advertised on December 23, 2013, and statements of qualifications were received. The Contractor was duly qualified by resolution of the Authority dated January 23, 2014. Informal Quotations from at least two qualified providers of Financial Consultant services were informally solicited, and the BCUA has determined the proposal of the Contractor to be fair and reasonable. It is my recommendation that an award for the Provision of Financial Consultant services be provided to the Contractor, price and other factors considered.

**I have reviewed the rules of the Division of Local Government Services pursuant to N.J.A.C. 5:34-2.1 et seq. and certify that the proposed contract may be considered an extraordinary unspecifiable service in accordance with the requirements thereof.**

Respectfully,

  
\_\_\_\_\_  
Wallace Nowosielecki, CFO

*(Original to be retained by governing body's Clerk with the affirmed copy of the resolution; signed duplicate to be kept by appropriate official.)*



**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, there exists the need to engage the services of a Legal/Government/Service Consultant to serve as **Grants/Government Service Consultant** to the Authority; and

**WHEREAS**, said services are recognized as "professional services" as same shall be rendered by person(s) authorized by law to practice a recognized profession, whose practice is regulated by law, and the performance of which services requires knowledge of an advanced type of learning acquired by a prolonged formal course of specialized instruction and study, pursuant to and in accordance with N.J.S.A. 40A:11-2(6); and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. provides that a contract for professional Grants/Government Service Consultant services may be awarded without competitive bidding as a "professional service"; and

**WHEREAS**, this contract was awarded through a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq. through a publicly advertised Request for Qualifications; and

**WHEREAS**, **Gibbons P.C.** has submitted a proposal to serve as **Grants/Government Service Consultant**, dated **February 14, 2014**, which proposal has been reviewed by the Authority; and

**WHEREAS**, the Authority desires to appoint and retain **Gibbons P.C.** to serve as **Grants/Government Service Consultant** to the Authority for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively; and

**WHEREAS**, the Authority Commissioners have determined that **Gibbons P.C.** is competent, qualified and experienced to serve as the Authority's **Grants/Government Service Consultant**; and

**WHEREAS**, the Authority has determined, on the basis of the foregoing, that it is necessary for its efficient operation to retain the services of **Gibbons P.C.** to serve as **Grants/Government Service Consultant** to the Authority; and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. requires that the resolution authorizing the award of contracts for professional services and the contract itself be available for public inspection; and

**WHEREAS**, the Chief Financial Officer of the Authority has certified that funds are available for this purpose.

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

1. **Gibbons P.C.** shall be and is hereby appointed to serve as **Grants/Government Service Consultant** to The Bergen County Utilities Authority for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively.
2. The Chairman shall be and is hereby authorized to execute an agreement, similar in form and substance to the agreement on file in the Office of the Executive Director, by and between the Authority and **Gibbons P.C.** memorializing the scope of services and compensation to be paid for such services, in such final form as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.
3. A copy of this resolution and the agreement retaining **Gibbons P.C.** shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by the Authority.
4. The total amount authorized to be paid pursuant to the contract herein awarded shall not exceed **\$65,460.00** without further action by the Board of Commissioners.
5. The Chief Financial Officer's Certification that funds are available shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by the Authority.
6. A notice of this contract award shall be published in the form prescribed by law.
7. The formal action(s) of the Commissioners of The Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



Richard Wierer  
Acting Secretary

**Dated: February 27, 2014**

**CERTIFICATION FOR AN EXTRAORDINARY  
UNSPECIFIABLE SERVICES CONTRACT**

**TO:** Members of the Board of Commissioners  
**FROM:** Robert E. Laux  
Executive Director, Bergen County Utilities Authority  
**DATE:** February 27, 2014  
**SUBJECT:** Award of Contract for Grants / Government Services Consultant

This is a contract for the Provision of Consulting - Grants Consultant. This certification is submitted to request your approval of a resolution authorizing a contract to be executed as follows:

**Firm:** Gibbons, P.C. ("Contractor")  
**Duration:** Until the Authority's 2015 reorganization meeting.  
**Cost:** Monthly amount of \$5,455.00 not to exceed \$65,460.00 annually.  
**Purpose:** To provide services to the Authority for provision of Grants Consulting Services.

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This is to request an award of a contract without the receipt of formal bids as an Extraordinary Unspecifiable Service pursuant to N.J.S.A. 40A:11-5(1)(a)(ii) and N.J.A.C. 5:34-2.3(b).

I do hereby certify to the following:

**I. Provide a clear description of the nature of the work to be done.**

The contract will be for the provision of grants consulting services. Contractor will assist the Authority with the identification of grant opportunities and the formulation and processing of grant applications to obtain grant monies for the Authority's benefit and use in furtherance of its operations. As Executive Director, I am familiar with the nature of the work to be done under the contract for Grants Consultant which is to be performed by an entity with expertise, extensive training, and a proven reputation in the field of endeavor. It is critical to the efficient operations of the BCUA, that the services related to grants consulting be performed by an entity with expertise, extensive training and a proven reputation in the field of endeavor of providing such consulting service.

**II. Describe in detail why the contract meets the provisions of the statute and rules:**

This contract is a contract for extraordinary unspecifiable services, as provided for under N.J.S.A. 40A:11-5, as such services are of such a qualitative nature that the performance of the services cannot be reasonably described by written specifications. Written specifications cannot be drafted because the services to be undertaken will evolve depending upon the availability of grants. Furthermore, identifying which grants may be available to the Authority will also require expertise, knowledge and the experience to identify when grants may be available to the Authority and their benefit to the Authority and its ratepayers.

**III. The service(s) is of such a specialized and qualitative nature that the performance of the service(s) cannot be reasonably described by written specifications because:**

It is not reasonably possible to draft specifications for these services adequately defining the expertise and skill requires in such complex type matters as covered by the contract to be let, such services being of such a qualitative nature as well as an endeavor, the scope of which is not reasonably determinable in advance of the receipt of proposals from those with certain expertise and skill. Written specifications cannot be drafted because the contracted services depend heavily upon expertise, knowledge and the experience to identify when grants may be available to the Authority and their benefit to the Authority and its ratepayers.

**IV. Describe the informal solicitation of quotations:**

Pursuant to the New Jersey Pay-to-Play Law, N.J.S.A. 19:44A-20.5 et seq., a Request for Qualifications ("RFQ") for the Provision of Grants Consultant Services was advertised on December 23, 2013, and statements of qualifications were received. The Contractor was duly qualified by resolution of the Authority dated January 23, 2014. Informal Quotations from qualified providers of Grants Consultant Services were informally solicited, and the BCUA has determined the proposal of the Contractor to be fair and reasonable. It is my recommendation that an award for the Provision of Grants Consultant services be provided to the Contractor, price and other factors considered.

**I have reviewed the rules of the Division of Local Government Services pursuant to N.J.A.C. 5:34-2.1 et seq. and certify that the proposed contract may be considered an extraordinary unspecifiable service in accordance with the requirements thereof.**

Respectfully,

  
\_\_\_\_\_  
Robert E. Laux, Executive Director

*(Original to be retained by governing body's Clerk with the affirmed copy of the resolution; signed duplicate to be kept by appropriate official.)*



**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, there exists the need to engage the services of a **Health Insurance/Employee Benefits Consultant**; and

**WHEREAS**, the BCUA has utilized a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq. through a publicly advertised Request for Qualifications; and

**WHEREAS**, **LaMendola Associates Inc.** has submitted a proposal to serve as **Health Insurance/Employee Benefits Consultant**, dated **February 14, 2014**, which proposal has been reviewed by the Authority; and

**WHEREAS**, the Commissioners of the Authority have determined that **LaMendola Associates Inc.** is competent, qualified and experienced to serve as **Health Insurance/Employee Benefits Consultant**; and

**WHEREAS**, the Authority desires to enter into a contract with **LaMendola Associates Inc.** to serve as **Health Insurance/Employee Benefits Consultant** for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively; and

**WHEREAS**, the **Health Insurance/Employee Benefits Consultant** services to be performed by **LaMendola Associates Inc.** are "extraordinary unspecifiable services", pursuant to and in accordance with N.J.S.A. 40A:11-2(7), and this contract is awarded without competitive bidding as an "extraordinary unspecifiable service", pursuant to and in accordance with the Local Public Contracts Law, N.J.S.A. 40A:11-1, et seq.; and

**WHEREAS**, the Chief Financial Officer of the Authority has certified that funds are available for this purpose; and

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

1. That **LaMendola Associates Inc.** shall be and is hereby appointed to serve as **Health Insurance/Employee Benefits Consultant** for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively.

2. The Chairman shall be and is hereby authorized to execute, an agreement, similar in form and substance to the agreement attached hereto, by and among the Authority and **LaMendola Associates Inc.** memorializing the scope of services and compensation to be paid for such services as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.

**14-1-014**

3. A copy of this resolution and the agreement retaining **LaMendola Associates Inc. as Health Insurance/Employee Benefits Consultant** shall be placed on file and made available for public inspection in the office of the Executive Director, upon execution by the Authority.

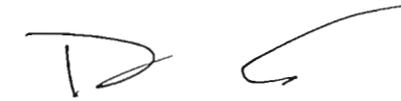
4. The total amount authorized to be paid pursuant to the contract herein awarded shall not exceed **\$45,000.00** without further action by the Board of Commissioners.

5. The Chief Financial Officer's Certification that funds are available shall be placed on file and made available for public inspection at the Authority and made a part hereof.

6. A notice of this contract award shall be published in the form prescribed by law.

7. The formal action(s) of the Commissioners of the Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



Richard Wierer  
Acting Secretary

**DATED: February 27, 2014**

**CERTIFICATION FOR AN EXTRAORDINARY  
UNSPECIFIABLE SERVICES CONTRACT**

**TO:** Members of the Board of Commissioners

**FROM:** Robert E. Laux  
Executive Director, Bergen County Utilities Authority

**DATE:** February 27, 2014

**SUBJECT:** **Award of Contract for Health Insurance/Employee Benefits Consultant**

This is a contract for the Provision of Consulting - Health Insurance/Employee Benefits Consultant

This certification is submitted to request your approval of a resolution authorizing a contract to be executed as follows:

**Firm:** LaMendola Associates, Inc. ("Contractor")

**Duration:** Until the Authority's 2015 reorganization meeting.

**Cost:** Not to exceed \$45,000 annually.

**Purpose:** To provide services to the Authority in regards to the provision of consulting services - Health Insurance/Employee Benefits Consultant

---

This is to request an award of a contract without the receipt of formal bids as an Extraordinary Unspecifiable Service pursuant to N.J.S.A. 40A:11-5(1)(a)(ii) and N.J.A.C. 5:34-2.3(b).

I do hereby certify to the following:

**I. Provide a clear description of the nature of the work to be done.**

The contract will be for the provision of Health Insurance/Employee Benefits Consultant services. As Executive Director, I am familiar with the nature of the work to be done under the contract for which is to be performed by an entity with expertise, extensive training, and a proven reputation in the field of endeavor. It is critical to the efficient operations of the BCUA, that Health Insurance/Employee Benefits Consultant services be performed by an entity with expertise, extensive training and a proven reputation in the field of endeavor.

**II. Describe in detail why the contract meets the provisions of the statute and rules:**

This contract is a contract for extraordinary unspecifiable services as provided for under N.J.S.A. 40A:11-5, as such services are of such a qualitative nature that the performance of the services cannot be reasonably described by written specifications, and such services, being insurance consulting and administrative services, are automatically Extraordinary Unspecifiable Services. See also Local Finance Notice, and N.J.S.A. 40A:11-5(1)(m).

**III. The service(s) is of such a specialized and qualitative nature that the performance of the service(s) cannot be reasonably described by written specifications because:**

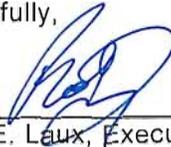
See II. Insurance consulting and administrative service contracts satisfy the criteria of Extraordinary Unspecifiable Services.

**IV. Describe the informal solicitation of quotations:**

Pursuant to the New Jersey Pay to Play Law, N.J.S.A. 19:44A-20.5 et seq., a Request for Qualifications ("RFQ") for the Provision of Health Insurance/Employee Benefits Consultant services was advertised on December 23, 2013, and statements of qualifications were received. Only one vendor responded to the Request for Qualifications. Under the circumstances the solicitation of competitive quotations from more than one vendor is impracticable. The Contractor was duly qualified by resolution of the Authority dated January 23, 2014. Informal Quotations from the Contractor for Health Insurance/Employee Benefits Consultant services were solicited, and the BCUA has determined the proposal of the Contractor to be fair and reasonable. It is my recommendation that an award for the Provision of Health Insurance/Employee Benefits Consultant be provided to the Contractor, price and other factors considered.

**I have reviewed the rules of the Division of Local Government Services pursuant to N.J.A.C. 5:34-2.1 et seq. and certify that the proposed contract may be considered an extraordinary unspecifiable service in accordance with the requirements thereof.**

Respectfully,



\_\_\_\_\_  
Robert E. Laux, Executive Director

*(Original to be retained by governing body's Clerk with the affirmed copy of the resolution; signed duplicate to be kept by appropriate official.)*



**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, there exists the need to retain legal counsel to perform requisite legal services to represent the Authority as its **General Legal Counsel**; and

**WHEREAS**, the professional legal services performed by **General Legal Counsel** are recognized as "professional services" as such services shall be rendered by person(s) authorized by law to practice a recognized profession, whose practice is regulated by law, and the performance of which services requires knowledge of an advanced type of learning acquired by a prolonged formal course of specialized instruction and study, pursuant to and in accordance with N.J.S.A. 40A:11-2(6); and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. provides that a contract for legal services may be awarded without competitive bidding as a "professional service"; and

**WHEREAS**, this contract was awarded through a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq. through a publicly advertised Request for Qualifications; and

**WHEREAS**, **Kaufman, Semeraro & Leibman, L.L.P** has submitted a proposal to serve as **General Legal Counsel**, dated February 14, 2014, which proposal has been reviewed by the Authority; and

**WHEREAS**, the Authority's Commissioners have determined that **Kaufman, Semeraro & Leibman, L.L.P** is competent and qualified to serve as the Authority's **General Legal Counsel**; and

**WHEREAS**, the Authority desires to appoint and retain **Kaufman, Semeraro & Leibman, L.L.P** to serve as the Authority's **General Legal Counsel** for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively; and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. requires that the resolution authorizing the award of contracts for professional services and the contract itself be available for public inspection; and

**WHEREAS**, the Chief Financial Officer of the Authority has certified that funds are available for this purpose;

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

14-1-015

1. **Kaufman, Semeraro & Leibman, L.L.P** shall be and is hereby appointed to serve as **General Legal Counsel** to the Authority for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively.

2. The Chairman shall be and is hereby authorized to execute an agreement, similar in form and substance to the agreement on file at the Authority by and between the Authority and **Kaufman, Semeraro & Leibman, L.L.P**, memorializing the scope of services and compensation to be paid for such services, in such final form as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.

3. A copy of the Agreement retaining **Kaufman, Semeraro & Leibman, L.L.P** to serve as **General Legal Counsel** to the Authority shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by the Authority.

4. The Hourly Rate for General Legal Counsel Services shall be \$145.00 per hour as set forth in the Proposal dated **February 14, 2014**, on file at the Authority. The total amount authorized to be paid pursuant to the contract herein awarded shall not exceed **\$85,000**, without further action by the Board of Commissioners.

5. The Chief Financial Officer's Certification that funds are available shall be placed on file and made available for public inspection at the Authority and made a part hereof.

6. A notice of this contract award shall be published in the form prescribed by law.

7. The formal action(s) of the Commissioners of The Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



Richard Wierer  
Acting Secretary

DATED: **February 27, 2014**

BERGEN COUNTY UTILITIES AUTHORITY  
CERTIFICATE OF FUNDS

RESOLUTION DATE: 02/27/2014  
RESOLUTION #: 14-1-015

THIS IS TO CERTIFY TO THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES AUTHORITY THAT THERE ARE:

FUNDS AVAILABLE X  
\_\_\_\_\_

FUNDS ARE NOT AVAILABLE  
\_\_\_\_\_

BUDGET ACCOUNT W-350-50800-000  
\_\_\_\_\_

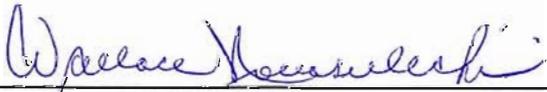
VENDOR KAUFMAN, SEMERARO & LEIBMAN, L.L.P.  
\_\_\_\_\_

CONTRACT NUMBER  
\_\_\_\_\_

REASON GENERAL LEGAL COUNSEL  
\_\_\_\_\_

AMOUNT \$85,000.00  
\_\_\_\_\_

CONTRACT LENGTH MARCH 1, 2014 - FEBRUARY 28, 2015  
\_\_\_\_\_

  
\_\_\_\_\_  
TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, there exists the need to retain legal counsel to perform requisite legal services to represent the Authority as its **Bond Counsel**, in connection with the authorization and issuance of obligations for projects the Authority elects to undertake, and for other related legal services the Authority may request; and

**WHEREAS**, the legal services performed by **Bond Counsel** are recognized as "professional services" as such services shall be rendered by person(s) authorized by law to practice a recognized profession, whose practice is regulated by law, and the performance of which services requires knowledge of an advanced type of learning acquired by a prolonged formal course of specialized instruction and study, pursuant to and in accordance with N.J.S.A. 40A:11-2(6); and

**WHEREAS**, N.J.S.A. 40A:11-1 et seq., provides that a contract for legal services may be awarded without competitive bidding as a "professional service"; and

**WHEREAS**, this contract was awarded through a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq. through a publicly advertised Request for Qualifications; and

**WHEREAS**, **McManimon, Scotland & Baumann, LLC** has submitted a proposal to serve as **Bond Counsel**, dated **February 14, 2014**, which proposal has been reviewed by the Authority; and

**WHEREAS**, the Authority desires to appoint and retain **McManimon, Scotland & Baumann, LLC** to serve as the Authority's **Bond Counsel** for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively; and

**WHEREAS**, the Authority Commissioners have determined that **McManimon, Scotland & Baumann, LLC** is competent, qualified and experienced to serve as the Authority's **Bond Counsel**; and

**WHEREAS**, the Authority has determined on the basis of the foregoing, that it is necessary for its efficient operation to retain the services of **McManimon, Scotland & Baumann, LLC** to serve as **Bond Counsel** to the Authority; and

**WHEREAS**, N.J.S.A. 40A:11-1 et seq. requires that the resolution authorizing the award of contracts for professional services and the contract itself be available for public inspection; and

**WHEREAS**, the Chief Financial Officer of the Authority has certified that funds are available for this purpose.

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

1. **McManimon, Scotland & Baumann, LLC** shall be and is hereby appointed to serve as **Bond Counsel** to The Bergen County Utilities Authority for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively.

2. The Chairman shall be and is hereby authorized to execute an Agreement in form and substance similar to the agreement on file at the Authority, by and between the Authority and **McManimon, Scotland & Baumann, LLC**, memorializing the scope of services to be rendered and compensation to be paid for such services, in such final form as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.

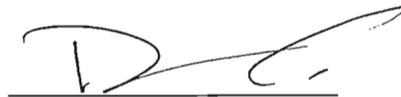
3. A copy of the agreement engaging **McManimon, Scotland & Baumann, LLC** as **Bond Counsel**, shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by the Authority.

4. The total amount authorized to be paid pursuant to the contract herein awarded shall not exceed **\$17,500.00** for services billed on an hourly basis, without further action by the Board of Commissioners. For all legal services with respect to the authorization and the issuance of a permanent bond issue or other financing, the amount paid shall be in accordance with the aforesaid proposal.

5. A notice of this contract award shall be published in the form prescribed by law.

6. The formal action(s) of the Commissioners of The Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



Richard Wierer  
Acting Secretary

**DATED: February 27, 2014**

BERGEN COUNTY UTILITIES AUTHORITY  
CERTIFICATE OF FUNDS

RESOLUTION DATE: 02/27/2014

RESOLUTION #: 14-1-016

THIS IS TO CERTIFY TO THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES AUTHORITY THAT THERE ARE:

FUNDS AVAILABLE

X

FUNDS ARE NOT AVAILABLE

BUDGET ACCOUNT

W-350-50800-000

VENDOR

MC MANIMON, SCOTLAND & BAUMANN, L.L.C.

CONTRACT NUMBER

REASON

BOND COUNSEL

AMOUNT

\$17,500.00

CONTRACT LENGTH

MARCH 1, 2014 - FEBRUARY 28, 2015



TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, there exists the need to continue to engage **Special Legal Counsel** to represent the Authority in various labor and employment matters, related litigation, and performing such additional legal services which may, from time to time, be requested by the Authority; and

**WHEREAS**, legal services are recognized as "professional services" as such services shall be rendered by person(s) authorized by law to practice a recognized profession, whose practice is regulated by law, and the performance of which services requires knowledge of an advanced type of learning acquired by a prolonged formal course of specialized instruction and study, pursuant to and in accordance with N.J.S.A. 40A:11-2(6); and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. provides that a contract for legal services may be awarded without competitive bidding as a "professional service"; and

**WHEREAS**, this contract was awarded through a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq. through a publicly advertised Request for Qualifications; and

**WHEREAS**, **Florio Perrucci Steinhardt & Fader, LLC** has submitted a proposal to continue to serve as **Special Legal Counsel**, dated **February 14, 2014**, which proposal has been reviewed by the Authority; and

**WHEREAS**, the Authority has determined on the basis of the foregoing, that it is necessary for its efficient operation to retain the services of **Florio Perrucci Steinhardt & Fader, LLC** as **Special Legal Counsel** to represent the Authority in various labor and employment matters, related litigation, and performing such additional legal services which may, from time to time, be requested by the Authority; for a One (1) Year Term, until a successor is selected, or at the pleasure of the Authority, whichever first occurs or be exercised, respectively; and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. requires that the resolution authorizing the award of contracts for professional services and the contract itself be available for public inspection; and

**WHEREAS**, the Chief Financial Officer of the Authority has certified that funds are available for this purpose;

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

1. **Florio Perrucci Steinhardt & Fader, LLC** shall be and it is hereby engaged as **Special Legal Counsel** to represent the Authority in various labor and employment matters, related litigation, and performing such additional legal services which may, from time to time, be requested by the Authority; for a One (1) Year Term, until a successor is selected, or at the pleasure of the Authority, whichever first occurs or be exercised, respectively.

2. The Chairman shall be and is hereby authorized to execute an Agreement in form and substance similar to the agreement on file at the Authority, by and between the Authority and **Florio Perrucci Steinhardt & Fader, LLC** memorializing the scope of services to be rendered and compensation to be paid for such services, in such final form as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.

3. A copy of the agreement engaging **Florio Perrucci Steinhardt & Fader, LLC** to serve as **Special Legal Counsel** to the Authority shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by the Authority.

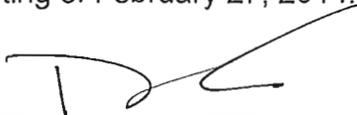
4. The total amount authorized to be paid pursuant to the contract herein awarded shall not exceed **\$75,000.00** without further action by the Board of Commissioners. The hourly rate shall not exceed **\$145.00 per hour**.

5. The Chief Financial Officer's Certification that funds are available shall be placed on file and made available for public inspection at the Authority and made a part hereof.

6. A notice of this contract award shall be published in the form prescribed by law.

7. The formal action(s) of the Commissioners of The Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.

  
\_\_\_\_\_  
Richard Wierer  
Acting Secretary

**DATED: February 27, 2014**



**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, there exists the need to continue to engage **Waters, McPherson, McNeill, P.C.** as **Special Legal Counsel** to represent the Authority in completing various matters in dispute, performing requisite legal services in connection with the implementation of various regulatory matters, pending administrative consent orders and plans, and performing such additional legal services which may, from time to time, be requested by the Authority; and

**WHEREAS**, the legal services performed by **Waters, McPherson, McNeill, P.C.** are recognized as "professional services" as such services shall be rendered by person(s) authorized by law to practice a recognized profession, whose practice is regulated by law, and the performance of which services requires knowledge of an advanced type of learning acquired by a prolonged formal course of specialized instruction and study, pursuant to and in accordance with N.J.S.A. 40A:11-2(6); and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. provides that a contract for legal services may be awarded without competitive bidding as a "professional service"; and

**WHEREAS**, this contract was awarded through a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq. through a publicly advertised Request for Qualifications; and

**WHEREAS**, **Waters, McPherson, McNeill, P.C.** has submitted a proposal to serve as **Special Legal Counsel**, dated **February 14, 2014** which proposal has been reviewed by the Authority; and

**WHEREAS**, the Authority has determined on the basis of the foregoing, that it is necessary for its efficient operation to retain the services of **Waters, McPherson, McNeill, P.C.** as **Special Legal Counsel** to represent the Authority for a One (1) Year Term, until a successor is selected, or at the pleasure of the Authority, whichever first occurs or be exercised, respectively; and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. requires that the resolution authorizing the award of contracts for professional services and the contract itself be available for public inspection; and

**WHEREAS**, the Chief Financial Officer of the Authority has certified that funds are available for this purpose;

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

1. **Waters, McPherson, McNeill, P.C.** shall be and it is hereby engaged as **Special Legal Counsel** to represent the Authority in various matters in dispute, performing requisite legal services in connection with the implementation of various regulatory matters, administrative consent orders and plans, and performing such additional legal services which may, from time to time, be requested by the Authority, for a One (1) Year Term, until a successor is selected, or at the pleasure of the Authority, whichever first occurs or be exercised, respectively.

2. The Chairman shall be and is hereby authorized to execute an Agreement in form and substance similar to the agreement on file at the Authority, by and between the Authority and **Waters, McPherson, McNeill, P.C.** memorializing the scope of services to be rendered and compensation to be paid for such services, in such final form as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.

3. A copy of the agreement engaging **Waters, McPherson, McNeill, P.C.** to serve as **Special Legal Counsel** to the Authority shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by the Authority.

4. The total amount authorized to be paid pursuant to the contract herein awarded shall not exceed **\$ 37,500.00** without further action by the Board of Commissioners. The Hourly Rate shall not exceed **\$145.00 per hour**.

5. The Chief Financial Officer's Certification that funds are available shall be placed on file and made available for public inspection at the Authority and made a part hereof.

6. A notice of this contract award shall be published in the form prescribed by law.

7. The formal action(s) of the Commissioners of The Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



Richard Wierer  
Acting Secretary

DATED: February 27, 2014

BERGEN COUNTY UTILITIES AUTHORITY  
CERTIFICATE OF FUNDS

RESOLUTION DATE: 02/27/2014  
RESOLUTION #: 14-1-018

THIS IS TO CERTIFY TO THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES  
AUTHORITY THAT THERE ARE:

FUNDS AVAILABLE X  
\_\_\_\_\_

FUNDS ARE NOT AVAILABLE  
\_\_\_\_\_

BUDGET ACCOUNT W-350-50800-000  
\_\_\_\_\_

VENDOR WATERS, MC PHERSON, MC NEILL, P.C.  
\_\_\_\_\_

CONTRACT NUMBER  
\_\_\_\_\_

REASON SPECIAL LEGAL COUNSEL  
\_\_\_\_\_

AMOUNT \$37,500.00  
\_\_\_\_\_

CONTRACT LENGTH MARCH 1, 2014 - FEBRUARY 28, 2015  
\_\_\_\_\_

  
\_\_\_\_\_  
TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, there exists the need to continue to engage **Law Offices of Stephen P. Sinisi, Esq., LLC** as **Special Legal Counsel** to represent the Authority in completing various matters in dispute, performing requisite legal services in connection with the implementation of various regulatory matters, pending administrative consent orders and plans, and performing such additional legal services which may, from time to time, be requested by the Authority; and

**WHEREAS**, the legal services performed by **Law Offices of Stephen P. Sinisi, Esq., LLC** are recognized as "professional services" as such services shall be rendered by person(s) authorized by law to practice a recognized profession, whose practice is regulated by law, and the performance of which services requires knowledge of an advanced type of learning acquired by a prolonged formal course of specialized instruction and study, pursuant to and in accordance with N.J.S.A. 40A:11-2(6); and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. provides that a contract for legal services may be awarded without competitive bidding as a "professional service"; and

**WHEREAS**, this contract was awarded through a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq. through a publicly advertised Request for Qualifications; and

**WHEREAS**, **Law Offices of Stephen P. Sinisi, Esq., LLC** has submitted a proposal to serve as **Special Legal Counsel**, dated **February 14, 2014** which proposal has been reviewed by the Authority; and

**WHEREAS**, the Authority has determined on the basis of the foregoing, that it is necessary for its efficient operation to retain the services of **Law Offices of Stephen P. Sinisi, Esq., LLC** as **Special Legal Counsel** to represent the Authority for a One (1) Year Term, until a successor is selected, or at the pleasure of the Authority, whichever first occurs or be exercised, respectively; and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. requires that the resolution authorizing the award of contracts for professional services and the contract itself be available for public inspection; and

**WHEREAS**, the Chief Financial Officer of the Authority has certified that funds are available for this purpose;

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

1. **Law Offices of Stephen P. Sinisi, Esq., LLC** shall be and it is hereby engaged as **Special Legal Counsel** to represent the Authority in various matters in dispute, performing requisite legal services in connection with the implementation of various regulatory matters, administrative consent orders and plans, and performing such additional legal services which may, from time to time, be requested by the Authority, for a One (1) Year Term, until a successor is selected, or at the pleasure of the Authority, whichever first occurs or be exercised, respectively.

2. The Chairman shall be and is hereby authorized to execute an Agreement in form and substance similar to the agreement on file at the Authority, by and between the Authority and **Law Offices of Stephen P. Sinisi, Esq., LLC** memorializing the scope of services to be rendered and compensation to be paid for such services, in such final form as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.

3. A copy of the agreement engaging **Law Offices of Stephen P. Sinisi, Esq., LLC** to serve as **Special Legal Counsel** to the Authority shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by the Authority.

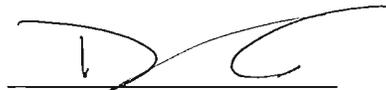
4. The total amount authorized to be paid pursuant to the contract herein awarded shall not exceed **\$37,500.00** without further action by the Board of Commissioners. The Hourly Rate shall not exceed **\$145.00 per hour**.

5. The Chief Financial Officer's Certification that funds are available shall be placed on file and made available for public inspection at the Authority and made a part hereof.

6. A notice of this contract award shall be published in the form prescribed by law.

7. The formal action(s) of the Commissioners of The Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



Richard Wierer  
Acting Secretary

DATED: February 27, 2014

BERGEN COUNTY UTILITIES AUTHORITY  
CERTIFICATE OF FUNDS

RESOLUTION DATE: 02/27/2014

RESOLUTION #: 14-1-019

THIS IS TO CERTIFY TO THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES AUTHORITY THAT THERE ARE:

FUNDS AVAILABLE

X

FUNDS ARE NOT AVAILABLE

BUDGET ACCOUNT

W-350-50800-000

VENDOR

LAW OFFICES OF STEPHEN P. SINISI, ESQ., L.L.C.

CONTRACT NUMBER

REASON

SPECIAL LEGAL COUNSEL

AMOUNT

\$37,500.00

CONTRACT LENGTH

MARCH 1, 2014 - FEBRUARY 28, 2015

  
\_\_\_\_\_  
TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, there exists the need for the Authority to engage the services of a consultant to provide **Public Relations Consultant Services**; and

**WHEREAS**, N.J.S.A. 40A:11-5(1)(a)(ii) authorizes and permits the procurement of public relations services without competitive bidding, where said services are in the nature of "extraordinary unspecifiable services", and

**WHEREAS**, **Public Relations Consultant Services** are considered "extraordinary unspecifiable services," as said services are specialized and qualified in nature requiring expertise, extensive training and proven reputation in the field of endeavor, pursuant to and in accordance with N.J.S.A. 40A:11-2(7); and

**WHEREAS**, pursuant to and in accordance with N.J.A.C. 5:34-2-3, the Authority's Executive Director has provided the Authority's Commissioners with a Certification, dated **February 27, 2014**, attached hereto and made a part hereof, describing, inter alia, the nature of the work to be done and describing in detail why the contract satisfied the Statutory and Administrative Code requirements for "extraordinary unspecifiable services;" and

**WHEREAS**, this contract was awarded through a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq. through a publicly advertised Request for Qualifications; and

**WHEREAS**, **The Catania Consulting Group, Inc.** has submitted a proposal to serve as **Public Relations Consultant**, dated **February 14, 2014**, which proposal has been reviewed by the Authority; and

**WHEREAS**, the Authority desires to appoint and retain **The Catania Consulting Group, Inc.** to serve as **Public Relations Consultant** to the Authority for the year 2014, until the Authority's annual 2015 reorganization meeting, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively; and

**WHEREAS**, the Authority Commissioners have determined that **The Catania Consulting Group, Inc.** is competent, qualified and experienced to serve as the Authority's **Public Relations Consultant**; and

**WHEREAS**, the Authority has determined, on the basis of the foregoing, that it is necessary for its efficient operation to retain the services of **The Catania Consulting Group, Inc.** to serve as **Public Relations Consultant** to the Authority; and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. requires that the resolution authorizing the award of contracts for professional services and the contract itself be available for public inspection; and

**WHEREAS**, the Chief Financial Officer of the Authority has certified that funds are available for this purpose.

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

1. **The Catania Consulting Group, Inc.** shall be and is hereby appointed to serve as **Public Affairs and Media Relations Consultant** to The Bergen County Utilities Authority for the year 2014, until the Authority's annual 2015 reorganization meeting, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively.

2. The Chairman shall be and is hereby authorized to execute an agreement, similar in form and substance to the agreement on file at the Authority, by and between the Authority and **The Catania Consulting Group, Inc.** memorializing the scope of services and compensation to be paid for such services, in such final form as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.

3. A copy of this resolution and the agreement retaining **The Catania Consulting Group, Inc.** shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by the Authority.

4. The total amount authorized to be paid pursuant to the contract herein awarded shall not exceed **\$42,000.00** without further action by the Board of Commissioners.

5. The Chief Financial Officer's Certification that funds are available shall be placed on file and made available for public inspection at the Authority and made a part hereof.

6. A notice of this contract award shall be published in the form prescribed by law.

**14-1-020**

7. The formal action(s) of the Commissioners of The Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.

  
\_\_\_\_\_  
Richard Wierer  
Acting Secretary

**DATED: February 27, 2014**

**CERTIFICATION FOR AN EXTRAORDINARY  
UNSPECIFIABLE SERVICES CONTRACT**

**TO:** Members of the Board of Commissioners  
**FROM:** Robert E. Laux  
Executive Director, Bergen County Utilities Authority  
**DATE:** February 27, 2014  
**SUBJECT:** Award of Contract for Public Relations Services Consultant

This is a contract for the Provision of Consulting – Public Relations. This certification is submitted to request your approval of a resolution authorizing a contract to be executed as follows:

**Firm:** The Catania Consulting Group Inc. (“Contractor”)  
**Duration:** Until the Authority’s 2015 reorganization meeting.  
**Cost:** Monthly amount of \$3,500.00 not to exceed \$42,000.00 annually.  
**Purpose:** To provide services to the Authority for provision of Public Relations Consulting Services.

---

This is to request an award of a contract without the receipt of formal bids as an Extraordinary Unspecifiable Service pursuant to N.J.S.A. 40A:11-5(1)(a)(ii) and N.J.A.C. 5:34-2.3(b).

I do hereby certify to the following:

**I. Provide a clear description of the nature of the work to be done.**

The contract will be for the provision of public relations consulting services. Contractor will assist the Authority with the identification of public relations opportunities and the formulation and processing of public outreach and education for the Authority's benefit and use in furtherance of its operations. As Executive Director, I am familiar with the nature of the work to be done under the contract for Public Relations Consultant which is to be performed by an entity with expertise, extensive training, and a proven reputation in the field of endeavor. It is critical to the efficient operations of the BCUA, that the services related to public relations consulting be performed by an entity with expertise, extensive training and a proven reputation in the field of endeavor of providing such consulting service.

**II. Describe in detail why the contract meets the provisions of the statute and rules:**

This contract is a contract for extraordinary unspecifiable services, as provided for under N.J.S.A. 40A:11-5, as such services are of such a qualitative nature that the performance of the services cannot be reasonably described by written specifications. Written specifications cannot be drafted because the services to be undertaken will evolve depending upon the rapidly changing landscape that shapes public perception through the media.

**III. The service(s) is of such a specialized and qualitative nature that the performance of the service(s) cannot be reasonably described by written specifications because:**

It is not reasonably possible to draft specifications for these services adequately defining the expertise and skill required in such complex type matters as covered by the contract to be let, such services being of such a qualitative nature as well as the scope of which is not reasonably determinable in advance of the receipt of proposals from those with certain expertise and skill. Written specifications cannot be drafted because the contracted services depend heavily upon expertise, knowledge and the experience in Public Communications.

**IV. Describe the informal solicitation of quotations:**

Pursuant to the New Jersey Pay-to-Play Law, N.J.S.A. 19:44A-20.5 et seq., a Request for Qualifications ("RFQ") for the Provision of Grants Consultant Services was advertised on December 23, 2013, and statements of qualifications were received. The Contractor was duly qualified by resolution of the Authority dated January 23, 2014. Informal Quotations from qualified providers of Public Relations Services were informally solicited, and the BCUA has determined the proposal of the Contractor to be fair and reasonable. It is my recommendation that an award for the Provision of Public Relations Consultant services be provided to the Contractor, price and other factors considered.

**I have reviewed the rules of the Division of Local Government Services pursuant to N.J.A.C. 5:34-2.1 et seq. and certify that the proposed contract may be considered an extraordinary unspecifiable service in accordance with the requirements thereof.**

Respectfully,



---

Robert E. Laux, Executive Director

*(Original to be retained by governing body's Clerk with the affirmed copy of the resolution; signed duplicate to be kept by appropriate official.)*



**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, the Authority has followed the fair and open process pursuant to N.J.S.A. 19:44A-20 et seq. for receiving Requests for Qualifications; and

**WHEREAS**, the Authority issued a Request For Qualifications for Appraisal Services and Title Services in accordance with the requirements of N.J.S.A. 19:44A-20, et. seq.; on January 31, 2014 and,

**WHEREAS**, the Authority received and opened Qualifications for the above listed positions on **February 11, 2014**; and

**WHEREAS**, pursuant to the Request For Qualifications, the Authority's Review Team conducted a review of the responses received and recommends that the firms listed below be deemed qualified for the following positions; and

**WHEREAS**, the Authority's Finance & Legal Committee recommends that the firms listed below be deemed qualified for the following positions.

**NOW, THEREFORE, BE IT RESOLVED**, by the Commissioners of the Bergen County Utilities Authority that the following firms be and are hereby qualified to render services on behalf of the Authority for the year of 2014:

**Appraisal Services**

McNerney & Associates, Inc.

**Title Services**

Main Street Title & Settlement Services, LLC  
Two Rivers Title Company, LLC.

**BE IT FURTHER RESOLVED** that the formal action(s) of the Commissioners of The Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14b.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



Richard Wierer  
Acting Secretary

**Dated: February 27, 2014 .**

14-1-022

**RESOLUTION OF THE BERGEN COUNTY UTILITIES  
AUTHORITY CONCERNING REVIEW OF FINDINGS AND  
RECOMMENDATIONS OF THE LOCAL FINANCE  
BOARD MADE IN ACCORDANCE WITH N.J.S.A. 40A:5A-6**

**RESOLUTION NO. 14-1-022**

**WHEREAS**, the findings and recommendations issued by the Local Finance Board (the "Board") at meetings held by said Board on September 11, 2013, relating to the issuance of (i) not to exceed \$12,000,000 of tax-exempt Water Pollution Control System Revenue Bonds, (the "New Money Bonds") of The Bergen County Utilities Authority (the "Authority"), and (ii) not to exceed \$30,000,000 of tax-exempt Water Pollution Control System Revenue Refunding Bonds, (the "Refunding Bonds" and with the New Money Bonds, the "Bonds") by the Authority to provide for (i) the costs of various capital improvements and studies for the benefit of the Authority and related expenses (the "Capital Project") and (ii) the refunding of certain outstanding bonds of the Authority (the "Refunding Project" and with the Capital Project, the "Project"), respectively, having been filed with the Secretary of the Authority, and a copy been received by each member of the governing body of the Authority and is attached hereto as Exhibit A; and

**WHEREAS**, N.J.S.A. 40A:5A-7 requires that the governing body of the Authority, within 45 days of receipt of the Board's findings and recommendations, shall certify by resolution to the Board that the members thereof have personally reviewed the findings and recommendations; and

**WHEREAS**, the Authority received the Board's findings on February 20, 2014 after a request was made by the Authority to the Board for receipt of such findings; and

**WHEREAS**, the members of the governing body of the Authority have personally reviewed the Board's findings and recommendations on the proposed Project financings as evidenced by group affidavit of the governing body; and

**WHEREAS**, failure to comply with this requirement may subject the members of the Authority to the penalty provisions of R.S. 52:27BB-52.

**NOW THEREFORE, BE IT RESOLVED** that the governing body of The Bergen County Utilities Authority hereby states that it has complied with the requirements of N.J.S.A. 40A:5A-7 and does hereby submit a certified copy of this resolution and the required affidavit to the Board to show evidence of said compliance.

14-1-022

Recorded Vote

	<u>YES</u>	<u>NO</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Andrew "Chuck" Vaccaro	<u>X</u>	_____	_____	_____
Ronald Phillips	<u>X</u>	_____	_____	_____
Catherine T. Bentz	<u>X</u>	_____	_____	_____
James L. Cassella	<u>X</u>	_____	_____	_____
Louis J. DeLisio	<u>X</u>	_____	_____	_____
Paul A. Juliano	<u>X</u>	_____	_____	_____
David J. Lorenzo	<u>X</u>	_____	_____	_____
Richard Schooler	<u>X</u>	_____	_____	_____
George P. Zilocchi	<u>X</u>	_____	_____	_____

The foregoing is a true copy of a resolution adopted by the governing body of The Bergen County Utilities Authority on February 27, 2014.



Richard D. Wierer, Acting Secretary

14-1-022

GROUP AFFIDAVIT FORM  
CERTIFICATION OF GOVERNING BODY

State of New Jersey  
County of Bergen

We, the members of the governing body of THE 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 Bergen County Utilities Authority (the "Authority").
2. We certify that, pursuant to N.J.S.A. 40A:5A-7, we have personally reviewed the findings and recommendations of the Local Finance Board at the meetings on September 11, 2013, relating to the issuance of (i) not to exceed \$12,000,000 of tax-exempt Water Pollution Control System Revenue Bonds, (the "New Money Bonds") of The Bergen County Utilities Authority (the "Authority"), and (ii) not to exceed \$30,000,000 of tax-exempt Water Pollution Control System Revenue Refunding Bonds, (the "Refunding Bonds" and with the New Money Bonds, the "Bonds") by the Authority to provide for (i) the costs of various capital improvements and studies for the benefit of the Authority and related expenses (the "Capital Project") and (ii) the refunding of certain outstanding bonds of the Authority (the "Refunding Project" and with the Capital Project, the "Project"), respectively, by the Authority.

Name

Andrew "Chuck" Vaccaro

Ronald Phillips

Catherine T. Bentz

James L. Cassella

Louis J. DeLisio

Paul A. Juliano

David J. Lorenzo

Richard Schooler

George P. Zilocchi

Signature

[Note: The Corporate Secretary of the Authority shall set forth the reason for the absence of signature of any members of the governing body.]

Sworn to and subscribed before me  
this 27 day of February, 2014.

Paul Kay  
Notary Public, State of New Jersey  
PAUL KAYMAJ  
Attorney at Law of NJ  
14-1-022

14-1-022

EXHIBIT A

14-1-022



State of New Jersey  
DEPARTMENT OF COMMUNITY AFFAIRS  
101 SOUTH BROAD STREET  
PO Box 803  
TRENTON, NJ 08625-0803

CHRIS CHRISTIE  
*Governor*

KIM GUADAGNO  
*Lt. Governor*

RICHARD E. CONSTABLE, III  
*Commissioner*

**LOCAL FINANCE BOARD  
RESOLUTION**

**WHEREAS**, a proposed project financing has been submitted to the Local Finance Board for review pursuant to N.J.S.A. 40A:5A-6 by the Bergen County Utilities Authority; and

**WHEREAS**, the Local Finance Board has held a hearing pursuant to N.J.S.A. 40A:5A-7 on September 11, 2013, to review a proposed project financing in an amount not to exceed \$30,000,000 for the issuance of Water Pollution Control System Revenue Refunding Bonds, Series 2013; and

**WHEREAS**, the Local Finance Board has given consideration to those matters, to the extent applicable, as provided for by Law, and has examined estimates, computations or calculations made in connection with such submissions and has required the production of such papers, documents, witnesses or information and taken such action which it has deemed necessary for its review of such submission;

**NOW, THEREFORE, BE IT RESOLVED** that the Local Finance Board does hereby make the following findings:

- a) that the project cost has been determined by reasonable and accepted methods;
- b) that the method proposed for the funding of the project cost, proposed or maximum terms and provision of the financing and of a proposed service contract are not unreasonable nor impracticable, and would not impose an undue and unnecessary financial burden on the local inhabitants within the Authority's jurisdiction or would not materially impair the ability to pay promptly the principal of and the interest on the outstanding indebtedness thereof or to provide essential public services to the inhabitants thereof;
- c) that the proposed or maximum terms and conditions of the sale are, in light of current market conditions for obligations of similar quality, reasonable;

**BE IT FURTHER RESOLVED** that the Local Finance Board does not deem it necessary to make any of the recommendations with regard to this project financing which the Board is authorized to make pursuant to N.J.S.A. 40A:5A-8 provided that all refunding bonds issued achieve at a minimum a 3% present value savings and that the refunding must take place within twelve months from the date of this resolution; and



Local Finance Board  
Bergen County Utilities Authority  
September 11, 2013

**BE IT FURTHER RESOLVED** that the Bergen County Utilities Authority shall, within 30 days of the closing date of the financing that is the subject of this resolution, file with the Executive Secretary of the Local Finance Board a statement setting forth a complete accounting of the actual issuance costs incurred by the Bergen County Utilities Authority in undertaking the financing which statement shall include the following: the name of the Bergen County Utilities Authority; the closing date of the financing; the total amount of the financing; the name of the professionals or others who provided services to the Bergen County Utilities Authority in undertaking the financing; the estimated dollar amount for each type of issuance cost as set forth in the application submitted by the Bergen County Utilities Authority to the Local Finance Board with regard to the financing; and the actual dollar amount for each type of issuance cost incurred by the Bergen County Utilities Authority in undertaking the financing; and

**BE IT FURTHER RESOLVED** that the details of the issuance of any permanent bonds associated with this application as included in the term sheet (closing statement) shall be promptly provided to the Executive Secretary by forwarding a copy of said term sheet (closing statement); and

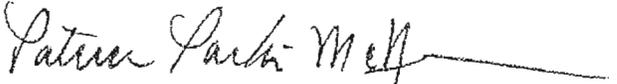
**BE IT FURTHER RESOLVED** that the Executive Secretary of the Local Finance Board is hereby authorized and directed to certify or endorse such documents or instruments as may be necessary, convenient or desirable in order to carry out the purpose and provisions of the Law and this Resolution; and

**BE IT FURTHER RESOLVED** that pursuant to N.J.S.A. 40A:5A-7, the governing body of the Authority shall provide to the Executive Secretary within 45 days of receipt of this resolution, the required Authority resolution and affidavit; and

**BE IT FURTHER RESOLVED** that this Resolution shall take effect immediately.

APPROVED BY:  
THE LOCAL FINANCE BOARD

DATE: September 11, 2013

  
PATRICIA PARKIN MCNAMARA  
EXECUTIVE SECRETARY  
LOCAL FINANCE BOARD



## State of New Jersey

DEPARTMENT OF COMMUNITY AFFAIRS  
101 SOUTH BROAD STREET  
PO BOX 803  
TRENTON, NJ 08625-0803

CHRIS CHRISTIE  
*Governor*

KIM GUADAGNO  
*Lt. Governor*

RICHARD E. CONSTABLE, III  
*Commissioner*

### LOCAL FINANCE BOARD RESOLUTION

**WHEREAS**, a proposed project financing has been submitted to the Local Finance Board for review pursuant to N.J.S.A. 40A:5A-6 by the Bergen County Utilities Authority; and

**WHEREAS**, the Local Finance Board has held a hearing pursuant to N.J.S.A. 40A:5A-7 on September 11, 2013, to review a proposed project financing in an amount not to exceed \$12,000,000 for the issuance of Water Pollution Control System Revenue Bonds; and

**WHEREAS**, the Local Finance Board has given consideration to those matters, to the extent applicable, as provided for by Law, and has examined estimates, computations or calculations made in connection with such submissions and has required the production of such papers, documents, witnesses or information and taken such action which it has deemed necessary for its review of such submission;

**NOW, THEREFORE, BE IT RESOLVED** that the Local Finance Board does hereby make the following findings:

- a) that the project cost has been determined by reasonable and accepted methods;
- b) that the method proposed for the funding of the project cost, proposed or maximum terms and provision of the financing and of a proposed service contract are not unreasonable nor impracticable, and would not impose an undue and unnecessary financial burden on the local inhabitants within the Authority's jurisdiction or would not materially impair the ability to pay promptly the principal of and the interest on the outstanding indebtedness thereof or to provide essential public services to the inhabitants thereof;
- c) that the proposed or maximum terms and conditions of the sale are, in light of current market conditions for obligations of similar quality, reasonable;

**BE IT FURTHER RESOLVED** that the Local Finance Board does not deem it necessary to make any of the recommendations with regard to this project financing which the Board is authorized to make pursuant to N.J.S.A. 40A:5A-8; and



Local Finance Board  
Bergen County Utilities Authority  
September 11, 2013

**BE IT FURTHER RESOLVED** that the Bergen County Utilities Authority shall, within 30 days of the closing date of the financing that is the subject of this resolution, file with the Executive Secretary of the Local Finance Board a statement setting forth a complete accounting of the actual issuance costs incurred by the Bergen County Utilities Authority in undertaking the financing which statement shall include the following: the name of the Bergen County Utilities Authority; the closing date of the financing; the total amount of the financing; the name of the professionals or others who provided services to the Bergen County Utilities Authority in undertaking the financing; the estimated dollar amount for each type of issuance cost as set forth in the application submitted by the Bergen County Utilities Authority to the Local Finance Board with regard to the financing; and the actual dollar amount for each type of issuance cost incurred by the Bergen County Utilities Authority in undertaking the financing; and

**BE IT FURTHER RESOLVED** that the details of the issuance of any permanent bonds associated with this application as included in the term sheet (closing statement) shall be promptly provided to the Executive Secretary by forwarding a copy of said term sheet (closing statement); and

**BE IT FURTHER RESOLVED** that the Executive Secretary of the Local Finance Board is hereby authorized and directed to certify or endorse such documents or instruments as may be necessary, convenient or desirable in order to carry out the purpose and provisions of the Law and this Resolution; and

**BE IT FURTHER RESOLVED** that pursuant to N.J.S.A. 40A:5A-7, the governing body of the Authority shall provide to the Executive Secretary within 45 days of receipt of this resolution, the required Authority resolution and affidavit; and

**BE IT FURTHER RESOLVED** that this Resolution shall take effect immediately.

APPROVED BY:  
THE LOCAL FINANCE BOARD

DATE: September 11, 2013



PATRICIA PARKIN MCNAMARA  
EXECUTIVE SECRETARY  
LOCAL FINANCE BOARD

**RESOLUTION OF THE BERGEN COUNTY UTILITIES  
AUTHORITY, IN THE COUNTY OF BERGEN, STATE OF  
NEW JERSEY (THE “LOCAL UNIT”) AUTHORIZING  
THE LOCAL UNIT’S PARTICIPATION IN THE BOND  
FINANCING PROGRAM OF THE BERGEN COUNTY  
IMPROVEMENT AUTHORITY**

**WHEREAS**, the Bergen County Utilities Authority, in the County of Bergen, State of New Jersey (the “Local Unit”), has previously duly adopted various bond resolutions authorizing the issuance of bonds or notes to finance the costs of various capital improvements or the refunding of existing bonds of the Local Unit (the “Local Unit Projects”); and

**WHEREAS**, the Local Unit desires to issue bonds to permanently finance the Local Unit Projects; and

**WHEREAS**, the Local Unit has reviewed the Bond Financing Program proposed by The Bergen County Improvement Authority (the “BCIA”), whereby the Local Unit would issue Bonds (collectively, the “Local Unit Bonds”) through the Bond Financing Program of the BCIA; and

**WHEREAS**, the Local Unit believes that participation in the BCIA’s Bond Financing Program will benefit the Local Unit due to reduced interest costs as a result of a guaranty by the County of Bergen, State of New Jersey (the “County Guaranty”) on the debt service of the BCIA Bond Financing Program; and

**WHEREAS**, the Local Unit further believes that any savings the Local Unit can achieve for its taxpayers is of utmost importance to its community and accordingly, the Local Unit desires to issue its Local Unit Bonds through the Bond Financing Program of the BCIA; and

**WHEREAS**, such Local Unit Bonds shall be issued in accordance with the provisions of the Municipal and County Utilities Authorities Law, N.J.S.A. 40:14B-1 et seq.

**NOW, THEREFORE, BE IT RESOLVED BY THE GOVERNING BODY OF THE BERGEN COUNTY UTILITIES AUTHORITY THAT:**

**Section 1.** The Local Unit hereby authorizes the Local Unit’s participation in the BCIA Bond Financing Program.

**Section 2.** The Local Unit consents to the BCIA’s application to the Local Finance Board of the Division of Local Government Services, in the New Jersey Department of Community Affairs (the “Local Finance Board”) in connection with the Bond Financing Program.

**Section 3.** The Chairman, Executive Director and Chief Financial Officer of the Local Unit are hereby authorized to, or direct the appropriate party to, enter into one or more loans with the BCIA and are further authorized to execute one or more bond purchase contracts, loan agreements and any and all documents, certificates, opinions and other instruments that are necessary and as may be reasonably required by the BCIA in connection with such loan, after consultation with counsel to the Local Unit.

**Section 4.** This resolution shall take effect immediately.

RECORDED VOTE

	<u>YES</u>	<u>NO</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Andrew "Chuck" Vaccaro	<u>X</u>	_____	_____	_____
Ronald Phillips	<u>X</u>	_____	_____	_____
Catherine T. Bentz	<u>X</u>	_____	_____	_____
James L. Cassella	<u>X</u>	_____	_____	_____
Louis J. DeLisio	<u>X</u>	_____	_____	_____
Paul A. Juliano	<u>X</u>	_____	_____	_____
David J. Lorenzo	<u>X</u>	_____	_____	_____
Richard Schooler	<u>X</u>	_____	_____	_____
George P. Zilocchi	<u>X</u>	_____	_____	_____

**CERTIFICATION**

I, Richard Wierer, Secretary of the Bergen County Utilities Authority, in the County of Bergen, State of New Jersey (the "Local Unit"), DO HEREBY CERTIFY that the attached resolution entitled, "RESOLUTION OF THE BERGEN COUNTY UTILITIES AUTHORITY, IN THE COUNTY OF BERGEN, STATE OF NEW JERSEY (THE "LOCAL UNIT") AUTHORIZING THE LOCAL UNIT'S PARTICIPATION IN THE BOND FINANCING PROGRAM OF THE BERGEN COUNTY IMPROVEMENT AUTHORITY", is a copy of a resolution which was duly adopted by the Local Unit's governing body at a meeting duly called and held on February 27, 2014 in full compliance with the Open Public Meetings Act, N.J.S.A. 10:4-6 et seq., at which meeting a quorum was present and acting throughout and which resolution has been compared by me with the original thereof as contained in the minutes as officially recorded in my office in the Minute Book of such governing body and is a true, complete and correct copy thereof and of the whole of the original minutes so far as they relate to the subject matters referred to within and the aforesaid resolution has not been repealed, amended or rescinded but remains in full force and effect on and as of the date hereof.

IN WITNESS WHEREOF, I have hereunto set my hand and affixed the official seal of said Local Unit this 27th day of February, 2014.

(SEAL)

Name:   
Richard Wierer, Acting Secretary

**SERIES 2014 SUPPLEMENTAL BOND RESOLUTION OF THE BERGEN COUNTY UTILITIES AUTHORITY SUPPLEMENTING AND AMENDING CERTAIN PROVISIONS OF THE AUTHORITY'S GENERAL BOND RESOLUTION DULY ADOPTED OCTOBER 31, 1985, AS AMENDED AND SUPPLEMENTED, AND PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED \$4,700,000.00 PRINCIPAL AMOUNT OF 2014 WATER POLLUTION CONTROL SYSTEM REVENUE REFUNDING BONDS, IN ONE OR MORE SERIES, OF THE BERGEN COUNTY UTILITIES AUTHORITY**

**WHEREAS**, The Bergen County Utilities Authority (the "Authority"), was duly created by resolution of the County of Bergen, State of New Jersey (the "County"), duly adopted February 19, 1947, as a public body corporate and politic of the State of New Jersey and has been reorganized and is existing under the Municipal and County Utilities Authorities Law, constituting Chapter 183 of the Pamphlet Laws of 1957 of the State of New Jersey and the acts amendatory thereof and supplemental thereto (the "Act"); and

**WHEREAS**, on March 19, 1992, the Authority adopted a resolution entitled "Resolution Authorizing the Issuance of Water Pollution Control System Revenue Bonds of the Bergen County Utilities Authority" (said resolution as amended and supplemented hereinafter referred to as the "General Bond Resolution") amending a resolution of the Authority adopted October 31, 1985 (the "Original General Bond Resolution"), providing for, among other things, the construction, acquisition, improvement or replacement of all or any part of the Authority's water pollution control system and the issuance of obligations for the purpose of refunding any Bonds (as defined in the General Bond Resolution) of the Authority; and

**WHEREAS**, the Authority has determined to issue its revenue refunding bonds pursuant to the General Bond Resolution in the principal amount not exceeding \$4,700,000.00 (the "2014 Bonds"), in one or more series, which along with the premium on the bonds and transferred proceeds of the Prior Bonds as hereinafter defined, is to provide for (i) the advance or current refunding of all or a portion of the \$4,490,000.00 outstanding principal amount of the Authority's 2004 Water Pollution Control System Revenue Bonds, Series A, which bonds are callable on December 15, 2014 (the "Prior Bonds"), (ii) the funding of the Bond Reserve Requirement, if necessary, and (iii) the payment of the costs of issuance associated with the issuance of the 2014 Bonds (collectively, the "Project"); and

**BE IT RESOLVED BY THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES AUTHORITY**, as follows:

ARTICLE I

**Definitions and Interpretations**

Section 101. **Short Title.** This resolution may hereinafter be cited by the Authority and is hereinafter sometimes referred to as the “2014 Supplemental Refunding Resolution”.

Section 102. **Authorization for Supplemental Resolution.** This 2014 Supplemental Refunding Resolution is authorized by and adopted pursuant to the provisions of Section 317 of the General Bond Resolution.

Section 103. **Certain Definitions and Amendments to General Bond Resolution.**

(1) Terms which are used as defined terms herein shall, unless specifically defined herein or unless the context clearly requires otherwise, have the meanings assigned to such terms in the General Bond Resolution.

(2) Unless otherwise stated, for the purpose of this 2014 Supplemental Refunding Resolution, the term “Bond Insurer” shall mean the bond insurer selected by the Authority, if any, prior to the issuance of the 2014 Bonds described in Section 201 hereof.

ARTICLE II

Authorization and Issuance of 2014 Bonds

Section 201. Amount, Title and Purpose of 2014 Bonds. Not to exceed \$4,700,000.00 principal amount of 2014 Bonds are hereby authorized to be issued and sold by the Authority in accordance with the provisions of the General Bond Resolution and this 2014 Supplemental Refunding Resolution. Such 2014 Bonds shall be designated “2014 Water Pollution Control Revenue Refunding Bonds”, or such title as shall be determined in a certificate of an Authority Officer. The purpose for which the 2014 Bonds are being issued is to fund the Project.

Section 202. Description of 2014 Bonds.

(1) Amount and Term. The 2014 Bonds shall be in such series, such amount, shall be dated and shall bear interest from such dates, and shall mature on December 15 in each of the years and in the respective principal amounts and shall be subject to prior redemption as set forth in a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2014 Bonds.

(2) Interest Payment Dates and Interest Rates Per Annum. Interest on the 2014 Bonds shall be payable on the fifteenth day of June and December (each such date being an “Interest Payment Date”) in each year, commencing on such date as set forth in a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2014 Bonds, until the Authority’s obligation with respect to the payment of the principal of and interest on the 2014 Bonds shall be discharged. The 2014 Bonds shall bear interest at the interest rates per annum as set forth in a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2014 Bonds.

(3) Denomination and Place of Payment. The 2014 Bonds shall be issued in fully registered form, without coupons, and are issuable in the denomination of \$5,000.00 each, or any integral multiple thereof. The principal or Redemption Price of the 2014 Bonds shall be payable to the Registered Owner thereof, or registered assigns, at maturity or on the applicable date fixed for redemption upon presentation and surrender of the 2014 Bonds at the corporate trust office of the Paying Agent. Interest on the 2014 Bonds will be paid to the Registered Owner by check and such payment will be mailed by the Paying Agent to such Registered Owner (as determined on the Record Date) at the most recent address appearing on the registration books of the Authority. All other terms and conditions with respect to the payment of the principal or Redemption Price of and interest on the 2014 Bonds shall be as provided in the General Bond Resolution.

(4) Form of Bonds. The 2014 Bonds shall be in substantially the form described in Section 1207 of the General Bond Resolution.

Section 203. **Book-Entry System.**

(1) Except as provided in paragraph (3) of this Section 203, the Registered Owner of all of the 2014 Bonds shall be The Depository Trust Company, New York, New York (“DTC”) and the 2014 Bonds shall be registered in the name of Cede & Co., as nominee of DTC. Payment of interest on any 2014 Bond registered as of each Record Date in the name of Cede & Co. shall be made by wire transfer to the account of Cede & Co. on the interest payment date for the 2014 Bonds at the address indicated on the Record Date for Cede & Co. in the registry books of the Authority kept by the Bond Registrar.

(2) The 2014 Bonds shall be issued initially in the form of one authenticated fully registered 2014 Bond for each separate stated maturity of the 2014 Bonds in the principal amount of each such maturity. Upon initial issuance, the ownership of each such 2014 Bond shall be registered in the registry book of the Authority kept by the Bond Registrar in the name of Cede & Co., as nominee of DTC. The Trustee and the Authority may treat DTC (or its nominee) as the sole and exclusive owner of the 2014 Bonds registered in its name for the purposes of payment of the principal or Redemption Price of and interest on the 2014 Bonds, selecting the 2014 Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to the Bondholders under the General Bond Resolution, registering the transfer of 2014 Bonds, obtaining any consent or other action to be taken by Bondholders and for all other purposes whatsoever; and neither the Trustee nor the Authority shall be affected by any notice to the contrary. Neither the Trustee nor the Authority shall have any responsibility or obligation to any DTC participant any person claiming a beneficial ownership interest in the 2014 Bonds under or through DTC or any DTC participant, or any other person that is not shown on the registration books of the Authority kept by the Bond Registrar as being a Bondholder. The Authority, the Trustee, the Bond Registrar and the Paying Agent shall have no responsibility with respect to the accuracy of any records maintained by DTC, Cede & Co. or any DTC participant with respect to any ownership interest in the 2014 Bonds; the payment by DTC or any DTC participant to any beneficial owner of any amount in respect of the principal or Redemption Price of or interest on the 2014 Bonds; the delivery to any DTC participant or any beneficial owner of any notice which is permitted or required to be given to Bondholders under the General Bond Resolution; the selection by DTC or any DTC participant of any person to receive payment in the event of a partial redemption of the 2014 Bonds; or any consent given or other action taken by DTC as the Bondholder. The Paying Agent shall pay the principal or Redemption Price of and interest on the 2014 Bonds only to or “upon the order of” (as that term is used in the Uniform Commercial Code as adopted in the State of New Jersey) Cede & Co., as nominee of DTC, and all such payments shall be valid and effective to fully satisfy and discharge the Authority’s obligations with respect to the principal or Redemption Price of and interest on the 2014 Bonds to the extent of the sum or sums so paid. Upon delivery by DTC to the Trustee of

written notice to the effect that DTC had determined to substitute a new nominee in place of Cede & Co., and subject to the provisions herein with respect to record dates, the words “Cede & Co.” in this 2014 Supplemental Refunding Resolution shall refer to such new nominee of DTC.

(3) In the event the Authority determines that it is in the best interest of the beneficial owners of the 2014 Bonds that they be able to obtain Bond certificates, the Authority may notify DTC and the Trustee, whereupon DTC will notify the DTC participants of the availability through DTC of 2014 Bond certificates. In such event, the trustee shall authenticate, transfer and exchange 2014 Bond certificates as requested by DTC and any other Bondholders in appropriate amounts. DTC may determine to discontinue providing its services with respect to the 2014 Bonds at any time by giving notice to the Authority and the Trustee and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor securities depository), the Authority and Trustee shall be obligated to deliver 2014 Bond certificates as described in the General Bond Resolution. In the event 2014 Bond certificates are issued to Bondholders other than DTC, the provisions of the General Bond Resolution shall apply to, among other things, the transfer and exchange of such certificates and the method of payment of principal or Redemption Price of and interest on such certificated Bonds. Whenever DTC requests the Authority and the Trustee to do so, the Trustee and the Authority will cooperate with DTC in taking appropriate action after reasonable notice (a) to make available one or more separate certificates evidencing the 2014 Bonds to any DTC participant having 2014 Bonds credited to its DTC account or (b) to arrange for another securities depository to maintain custody of certificates evidencing the 2014 Bonds.

(4) Notwithstanding any other provision of the General Bond Resolution to the contrary, so long as any 2014 Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal or Redemption Price of and interest on such 2014 Bonds and all notices with respect to such 2014 Bonds shall be made and given to DTC as provided in the representation letter to be entered into on or prior to the date of issuance and delivery of the 2014 Bonds by and among DTC, the Authority and the Trustee.

(5) In connection with any notice or other communication to be provided to the Bondholders pursuant to the General Bond Resolution by the Authority or the Trustee with respect to any consent or other action to be taken by the Bondholders, so long as any 2014 Bond is registered in the name of Cede & Co., as nominee of DTC, the Authority or the Trustee, as the case may be, shall establish a record date for such consent or other action and give DTC notice of such record date not less than 15 calendar days in advance of such record date to the extent possible.

Section 204. **Appointment of Trustee, Paying Agent and Registrar.** In accordance with the provisions of Article XI of the General Bond Resolution, the appointment of The Bank of New York Mellon, Woodland Park, New Jersey (the “Bank”) as Trustee, (the “Trustee”), Paying Agent (the “Paying Agent”) and Registrar (the “Registrar”) for the 2014 Bonds is hereby

confirmed, ratified and approved. The Bank shall accept and shall carry out its duties and obligations as Trustee, Paying Agent and Registrar as provided in and as required by the terms of the General Bond Resolution.

Section 205. **Execution of 2014 Bonds.** The 2014 Bonds shall be executed in the name and on behalf of the Authority by the manual or facsimile signature of its Chairman or Vice-Chairman, or Executive Director and its corporate seal (or a facsimile thereof) shall be affixed, imprinted, engraved or otherwise reproduced thereon, and such seal and 2014 Bonds shall be attested by the manual or facsimile signature of its Secretary or Assistant Secretary. In case any officer of the Authority who shall have executed, sealed or attested any of the 2014 Bonds shall cease to be such officer of the Authority before the 2014 Bonds so executed, sealed or attested shall have been authenticated and delivered upon original issuance, such 2014 Bonds may nevertheless be authenticated and delivered as herein provided as if the person who so executed, sealed or attested such 2014 Bonds had not ceased to be such officer.

Section 206. **Authentication of 2014 Bonds.** The 2014 Bonds shall bear thereon a certificate of authentication, substantially in the form set forth in Section 1207 of the General Bond Resolution, duly executed by the Trustee. Only such 2014 Bonds as shall bear thereon such certificate of authentication, duly executed, shall be entitled to any right or benefit under the General Bond Resolution. No 2014 Bond shall be valid or obligatory for any purpose unless such certificate of authentication upon such 2014 Bond shall have been duly executed by the Trustee, and such certificate of authentication by the Trustee upon any 2014 Bond executed on behalf of the Authority shall be conclusive and the only evidence that the 2014 Bond so authenticated has been duly authenticated and delivered under this 2014 Supplemental Refunding Resolution and that the holder thereof is entitled to the benefits of the General Bond Resolution.

Section 207. **Application of Proceeds of 2014 Bonds.** The proceeds which are derived from the sale of the 2014 Bonds, including any accrued interest thereon, shall be applied by the Trustee, upon receipt, in the manner set forth in a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2014 Bonds.

Section 208. **Appointment of Underwriter.** The 2014 Bonds shall be sold to an underwriter or purchaser (the "Underwriter") as determined in a certificate of an Authority Officer. The Underwriter shall be compensated in accordance with the Purchase Agreement authorized below.

Section 209. **Approval of Purchase Agreement.** The Chairman, Vice-Chairman, Executive Director and Secretary of the Authority are, and each of them is hereby, authorized and directed to negotiate, execute and deliver a purchase agreement (the "Purchase Agreement") with the Underwriter. Such Purchase Agreement, along with a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the

2014 Bonds, shall determine the terms and conditions relating to the sale of the 2014 Bonds, including the rate of interest to be borne by the 2014 Bonds and the underwriter's discount, if any, which is payable to the Underwriter in connection with the sale of the 2014 Bonds. The 2014 Bonds shall be delivered to the Underwriter at such time and place as shall be determined by the Authority, subject to the terms and conditions of the Purchase Agreement. The Chairman, Vice-Chairman, Executive Director and Secretary of the Authority are, and each of them is, hereby authorized and directed to do and perform all things and execute all papers in the name of the Authority, and to make all payments necessary or in their opinion convenient, to the end that the Authority may carry out its obligations under the terms of said Purchase Agreement.

Section 210. **Appointment of Escrow Agent, Verification Agent and Other Professionals.** The Bank is hereby appointed to serve as Escrow Agent (the "Escrow Agent") under the Escrow Agreement (as hereinafter defined) pursuant to which the refunding of the Prior Bonds will be accomplished. The Escrow Agent shall accept and shall carry out its duties and obligations as Escrow Agent as provided in and as required by the terms of the Escrow Agreement, including the redemption of the Prior Bonds. A Verification Agent and such other professionals may be determined in a certificate of an Authority Officer, if deemed necessary by such Authority Officer for the issuance of the 2014 Bonds.

Section 211. **Prior Bonds and Redemption Thereof; Escrow Deposit Agreement.** The Authority hereby authorizes the refunding of the Prior Bonds. The refunding of the Prior Bonds will be effected pursuant to the terms and provisions of an irrevocable escrow deposit agreement in such form as shall be approved by the Chairman, Vice-Chairman or the Executive Director with the advice of Bond Counsel to the Authority, between the Authority and the Escrow Agent (the "Escrow Agreement"). The entry by the Authority into such Escrow Agreement is hereby approved and the Chairman or the Executive Director of the Authority is hereby authorized and directed to execute the Escrow Agreement. An Authority Officer is hereby directed to give irrevocable notice to the Escrow Agent to call the Prior Bonds for redemption. The Chairman, Vice-Chairman or the Executive Director of the Authority are hereby authorized to take whatever additional actions may be required, on the advice of Bond Counsel to the Authority, to effect the refunding of the Prior Bonds.

Section 212. **Bergen County Improvement Authority.** Notwithstanding anything stated herein, the Authority reserves the right and is hereby authorized to issue the 2014 Bonds to or through the Bergen County Improvement Authority (the "BCIA") for the Project, upon a showing that such conduit financing through the BCIA for the Project would be advantageous to the Authority. In such event, the Authority Officers are hereby severally authorized and, after consultation with the professionals working on behalf of the Authority, are hereby severally directed to execute or acknowledge, as the case may be, or cause to be executed or acknowledged such other certificates, notices, instruments, agreements and other documents in such form as the Executive Director, after consultation with the professionals working on behalf of the Authority, shall determine to be necessary, desirable or convenient in order to effect the

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issuance of the 2014 Bonds through the BCIA, which respective forms thereof shall be dispositively evidenced by the Authority Officer's execution or acknowledgment, as the case may be, and delivery thereof or with respect to such documents of a party other than the Authority, shall be evidenced by an Authority Officer's execution thereof. Such documents shall include, but not be limited to, the Preliminary Official Statement(s), the Official Statement(s), Supplemental Indenture if necessary, Continuing Disclosure Agreement, Bond Purchase Agreement(s), tax certificate, escrow agreement, services agreements, investment agreements, related certifications, bond insurance agreement and the DTC Representation Letter.

**14-1-024**

ARTICLE III

Miscellaneous

Section 301. **Payments Under Bond Insurance Policy.** If necessary, the Executive Director shall arrange for any necessary bond insurance in order to obtain the best possible interest rates and the most cost effective financing in accordance with the recommendation of the Underwriter. To the extent that bond insurance is necessary, the Bond Insurer shall be deemed to be the sole holder of the 2014 Bonds for the purpose of exercising any voting right or privilege or giving any consent or direction or taking any other action that the holders of the 2014 Bonds are entitled to take pursuant to the General Bond Resolution.

Section 302. **Continuing Market Disclosure.** Solely for purposes of complying with Rule 15c2-12 of the Securities and Exchange Commission, as amended and interpreted from time to time (the "Rule"), and provided that the 2014 Bonds are not exempt from the Rule and provided that the 2014 Bonds are not exempt from the following requirements in accordance with paragraph (d) of the Rule, for so long as the 2014 Bonds remain outstanding (unless the 2014 Bonds have been wholly defeased), the Authority shall provide for the benefit of the holders of the 2014 Bonds and the beneficial owners thereof all information required under the Rule.

If all or any part of the Rule ceases to be in effect for any reason, then the information required to be provided under this 2014 Supplemental Refunding Resolution, insofar as the provision of the Rule no longer in effect required the provision of such information, shall no longer be required to be provided.

The Executive Director is hereby authorized to enter into additional written contracts or undertakings to implement the Rule and is further authorized to amend such contracts or undertakings or the undertakings set forth in this 2014 Supplemental Refunding Resolution, provided such amendment is, in the opinion of nationally recognized bond counsel, in compliance with the Rule or would have been in compliance with the Rule if such amended undertaking had been entered into at the time of the issuance of the 2014 Bonds.

In the event that the Authority fails to comply with the Rule or the written contracts or undertakings specified in this 2014 Supplemental Refunding Resolution, the Authority shall not be liable for monetary damages, remedy being hereby specifically limited to specific performance of the Rule requirements or the written contracts or undertakings therefor.

Section 303. **Distribution of Preliminary Official Statement; Approval of Official Statement.**

(a) Preliminary Official Statement. The Authority hereby authorizes the preparation and distribution of a preliminary official statement (the "Preliminary Official Statement") relating to the 2014 Bonds, substantially in such form as shall be approved by the Executive Director of the Authority in consultation with Bond Counsel. As of the date of such Preliminary Official Statement, the Executive Director of the Authority, in consultation with Bond Counsel, shall make the determination that the Authority deems such Preliminary Official Statement "final", as that term is used in paragraph (b)(1) of Rule 15c2-12 of the Securities Exchange Act of 1934 (the "Rule"), except for the omission of no more than the information permitted by paragraph (b)(1) of the Rule. The Authority hereby authorizes said Preliminary Official Statement and the information contained therein to be used in connection with the offering and sale of the 2014 Bonds and authorizes the Underwriter to distribute the Preliminary Official Statement, in electronic or hard copy form, to prospective purchasers of the 2014 Bonds.

(b) Official Statement. The Authority hereby authorizes the preparation of an official statement (the "Official Statement") relating to the 2014 Bonds, to be dated the date of execution of the Purchase Contract and to be substantially in the form of the Preliminary Official Statement with such changes therein as shall be approved by the Executive Director of the Authority, in consultation with Bond Counsel, and by the Underwriter. The Authority hereby authorizes the execution of the Official Statement by the Executive Director of the Authority, the delivery thereof to the Underwriter and the distribution of the Official Statement in connection with the offering and sale of the 2014 Bonds.

Section 304. Covenant of Authority as to Compliance with Federal Tax Matters. The Authority hereby covenants that it will take all actions within its control that are necessary to assure that interest on the 2014 Bonds is excludable from gross income under the Internal Revenue Code of 1986, as amended (the "Code"), and the Authority will refrain from taking any action that would adversely affect the exclusion of interest on the 2014 Bonds from gross income under the provisions of the Code.

Section 305. Supplemental Resolutions; Amendment of Supplemental Resolution. At any time or from time to time, a Supplemental Resolution of the Authority may be adopted for the purpose of supplementing or amending the General Bond Resolution or amending or supplementing this Supplemental Resolution in each case upon the terms and conditions which are set forth in Articles VIII and IX of the General Bond Resolution.

Section 306. Effective Date. In accordance with the terms of Section 809 of the General Bond Resolution, this Supplemental Resolution shall be fully effective in accordance with its terms upon the filing with the Trustee of a copy of this 2014 Supplemental Resolution.

Section 307. Prior Filing. This Supplemental Resolution, or a draft hereof, has been filed with Moody's Investors Service, Inc. and Standard & Poor's Rating Services, a division of the McGraw-Hill Companies, Inc. at least fifteen days prior to the adoption hereof or a waiver of

such 15 day notice will be obtained.

Section 308. **Signing Powers.** The Authority Officers are hereby severally authorized and, after satisfaction of all conditions precedent thereto and after consultation with the professionals working on behalf of the Authority, are hereby severally directed to execute or acknowledge, as the case may be, or cause to be executed or acknowledged such other certificates, notices, instruments, agreements and other documents in such form as the Executive Director, after consultation with the professionals working on behalf of the Authority, shall determine to be necessary, desirable or convenient in order to effect the issuance of 2014 Bonds or any other transaction contemplated hereby and thereby, which respective forms thereof shall be dispositively evidenced by the Authority Officer's execution or acknowledgment, as the case may be, and delivery thereof or with respect to such documents of a party other than the Authority, shall be evidenced by an Authority Officer's execution thereof. Such documents shall include, but not be limited to, the Preliminary Official Statement(s), the Official Statement(s), Supplemental Indenture if necessary, Continuing Disclosure Agreement, Bond Purchase Agreement(s), tax certificate, escrow agreement, services agreements, investment agreements, related certifications, bond insurance agreement and the DTC Representation Letter.

CERTIFICATE

I, the undersigned of The Bergen County Utilities Authority, a body corporate and politic of the State of New Jersey, HEREBY CERTIFY that the foregoing resolution is a true copy of an original resolution which was duly adopted by said Authority at a meeting duly called and held on February 27, 2014 and at which a quorum was present and acted throughout, and that said copy has been compared by me with the original resolution recorded in the records of the Authority and that it is a correct transcript thereof and of the whole of said resolution, and that said original resolution has not been altered, amended or repealed but is in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand this 27 day of February, 2014.

THE BERGEN COUNTY UTILITIES AUTHORITY

By: [Signature]  
Richard Wierer  
Acting Secretary

Moved by: Cassella

Seconded by: Schooler

RECORDED VOTE:

	<u>YES</u>	<u>NO</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Andrew "Chuck" Vaccaro	<u>X</u>	_____	_____	_____
Ronald Phillips	<u>X</u>	_____	_____	_____
Catherine T. Bentz	<u>X</u>	_____	_____	_____
James L. Cassella	<u>X</u>	_____	_____	_____
Louis J. DeLisio	<u>X</u>	_____	_____	_____
Paul A. Juliano	<u>X</u>	_____	_____	_____
David J. Lorenzo	<u>X</u>	_____	_____	_____
Richard Schooler	<u>X</u>	_____	_____	_____
George P. Zilocchi	<u>X</u>	_____	_____	_____

**SERIES 2014 SUPPLEMENTAL BOND RESOLUTION OF THE BERGEN COUNTY UTILITIES AUTHORITY SUPPLEMENTING AND AMENDING CERTAIN PROVISIONS OF THE AUTHORITY'S GENERAL BOND RESOLUTION DULY ADOPTED OCTOBER 31, 1985, AS AMENDED AND SUPPLEMENTED, AND PROVIDING FOR THE ISSUANCE OF NOT TO EXCEED \$25,300,000.00 PRINCIPAL AMOUNT OF 2014 WATER POLLUTION CONTROL SYSTEM REVENUE REFUNDING BONDS, IN ONE OR MORE SERIES, OF THE BERGEN COUNTY UTILITIES AUTHORITY**

**WHEREAS**, The Bergen County Utilities Authority (the "Authority"), was duly created by resolution of the County of Bergen, New Jersey (the "County"), duly adopted February 19, 1947, as a public body corporate and politic of the State of New Jersey and has been reorganized and is existing under the Municipal and County Utilities Authorities Law, constituting Chapter 183 of the Pamphlet Laws of 1957 of the State of New Jersey and the acts amendatory thereof and supplemental thereto (the "Act"); and

**WHEREAS**, on March 19, 1992, the Authority adopted a resolution entitled "Resolution Authorizing the Issuance of Water Pollution Control System Revenue Bonds of the Bergen County Utilities Authority" (said resolution as amended and supplemented hereinafter referred to as the "General Bond Resolution") amending a resolution of the Authority adopted October 31, 1985 (the "Original General Bond Resolution"), providing for, among other things, the construction, acquisition, improvement or replacement of all or any part of the Authority's water pollution control system and the issuance of obligations for the purpose of refunding any Bonds (as defined in the General Bond Resolution) of the Authority; and

**WHEREAS**, the Authority has determined to issue its revenue refunding bonds pursuant to the General Bond Resolution in the principal amount not exceeding \$25,300,000 (the "2014 Bonds"), in one or more series, which along with the premium on the bonds and transferred proceeds of the Prior Bonds as hereinafter defined, is to provide for (i) the advance refunding of all or a portion of the \$23,600,000.00 outstanding principal amount of the Authority's 2006 Water Pollution Control System Revenue Bonds, Series 2006, which bonds are callable on December 15, 2015 (the "Prior Bonds"), (ii) the funding of the Bond Reserve Requirement, if necessary, and (iii) the payment of the costs of issuance associated with the issuance of the 2014 Bonds (collectively, the "Project"); and

BE IT RESOLVED BY THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES AUTHORITY, as follows:

ARTICLE I

Definitions and Interpretations

Section 101. **Short Title.** This resolution may hereinafter be cited by the Authority and is hereinafter sometimes referred to as the “2014 Supplemental Refunding Resolution”.

Section 102. **Authorization for Supplemental Resolution.** This 2014 Supplemental Refunding Resolution is authorized by and adopted pursuant to the provisions of Section 317 of the General Bond Resolution.

Section 103. **Certain Definitions and Amendments to General Bond Resolution.**

(1) Terms which are used as defined terms herein shall, unless specifically defined herein or unless the context clearly requires otherwise, have the meanings assigned to such terms in the General Bond Resolution.

(2) Unless otherwise stated, for the purpose of this 2014 Supplemental Refunding Resolution, the term “Bond Insurer” shall mean the bond insurer selected by the Authority prior to the issuance of the 2014 Bonds described in Section 201 hereof.

ARTICLE II

Authorization and Issuance of 2014 Bonds

Section 201. **Amount, Title and Purpose of 2014 Bonds.** Not to exceed \$25,300,000.00 principal amount of 2014 Bonds are hereby authorized to be issued and sold by the Authority in accordance with the provisions of the General Bond Resolution and this 2014 Supplemental Refunding Resolution. Such 2014 Bonds shall be designated “2014 Water Pollution Control Revenue Refunding Bonds”, or such title as shall be determined in a certificate of an Authority Officer. The purpose for which the 2014 Bonds are being issued is to fund the Project.

Section 202. **Description of 2014 Bonds.**

(1) **Amount and Term.** The 2014 Bonds shall be in such series, such amount, shall be dated and shall bear interest from such dates, and shall mature on December 15 in each of the years and in the respective principal amounts and shall be subject to prior redemption as set forth

in a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2014 Bonds.

(2) Interest Payment Dates and Interest Rates Per Annum. Interest on the 2014 Bonds shall be payable on the fifteenth day of June and December (each such date being an "Interest Payment Date") in each year, commencing on such date as set forth in a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2014 Bonds, until the Authority's obligation with respect to the payment of the principal of and interest on the 2014 Bonds shall be discharged. The 2014 Bonds shall bear interest at the interest rates per annum as set forth in a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2014 Bonds.

(3) Denomination and Place of Payment. The 2014 Bonds shall be issued in fully registered form, without coupons, and are issuable in the denomination of \$5,000.00 each, or any integral multiple thereof. The principal or Redemption Price of the 2014 Bonds shall be payable to the Registered Owner thereof, or registered assigns, at maturity or on the applicable date fixed for redemption upon presentation and surrender of the 2014 Bonds at the corporate trust office of the Paying Agent. Interest on the 2014 Bonds will be paid to the Registered Owner by check and such payment will be mailed by the Paying Agent to such Registered Owner (as determined on the Record Date) at the most recent address appearing on the registration books of the Authority. All other terms and conditions with respect to the payment of the principal or Redemption Price of and interest on the 2014 Bonds shall be as provided in the General Bond Resolution.

(4) Form of Bonds. The 2014 Bonds shall be in substantially the form described in Section 1207 of the General Bond Resolution.

#### Section 203. Book-Entry System.

(1) Except as provided in paragraph (3) of this Section 203, the Registered Owner of all of the 2014 Bonds shall be The Depository Trust Company, New York, New York ("DTC") and the 2014 Bonds shall be registered in the name of Cede & Co., as nominee of DTC. Payment of interest on any 2014 Bond registered as of each Record Date in the name of Cede & Co. shall be made by wire transfer to the account of Cede & Co. on the interest payment date for the 2014 Bonds at the address indicated on the Record Date for Cede & Co. in the registry books of the Authority kept by the Bond Registrar.

(2) The 2014 Bonds shall be issued initially in the form of one authenticated fully registered 2014 Bond for each separate stated maturity of the 2014 Bonds in the principal amount of each such maturity. Upon initial issuance, the ownership of each such 2014 Bond shall be registered in the registry book of the Authority kept by the Bond Registrar in the name of Cede

& Co., as nominee of DTC. The Trustee and the Authority may treat DTC (or its nominee) as the sole and exclusive owner of the 2014 Bonds registered in its name for the purposes of payment of the principal or Redemption Price of and interest on the 2014 Bonds, selecting the 2014 Bonds or portions thereof to be redeemed, giving any notice permitted or required to be given to the Bondholders under the General Bond Resolution, registering the transfer of 2014 Bonds, obtaining any consent or other action to be taken by Bondholders and for all other purposes whatsoever; and neither the Trustee nor the Authority shall be affected by any notice to the contrary. Neither the Trustee nor the Authority shall have any responsibility or obligation to any DTC participant any person claiming a beneficial ownership interest in the 2014 Bonds under or through DTC or any DTC participant, or any other person that is not shown on the registration books of the Authority kept by the Bond Registrar as being a Bondholder. The Authority, the Trustee, the Bond Registrar and the Paying Agent shall have no responsibility with respect to the accuracy of any records maintained by DTC, Cede & Co. or any DTC participant with respect to any ownership interest in the 2014 Bonds; the payment by DTC or any DTC participant to any beneficial owner of any amount in respect of the principal or Redemption Price of or interest on the 2014 Bonds; the delivery to any DTC participant or any beneficial owner of any notice which is permitted or required to be given to Bondholders under the General Bond Resolution; the selection by DTC or any DTC participant of any person to receive payment in the event of a partial redemption of the 2014 Bonds; or any consent given or other action taken by DTC as the Bondholder. The Paying Agent shall pay the principal or Redemption Price of and interest on the 2014 Bonds only to or "upon the order of" (as that term is used in the Uniform Commercial Code as adopted in the State of New Jersey) Cede & Co., as nominee of DTC, and all such payments shall be valid and effective to fully satisfy and discharge the Authority's obligations with respect to the principal or Redemption Price of and interest on the 2014 Bonds to the extent of the sum or sums so paid. Upon delivery by DTC to the Trustee of written notice to the effect that DTC had determined to substitute a new nominee in place of Cede & Co., and subject to the provisions herein with respect to record dates, the words "Cede & Co." in this 2014 Supplemental Refunding Resolution shall refer to such new nominee of DTC.

(3) In the event the Authority determines that it is in the best interest of the beneficial owners of the 2014 Bonds that they be able to obtain Bond certificates, the Authority may notify DTC and the Trustee, whereupon DTC will notify the DTC participants of the availability through DTC of 2014 Bond certificates. In such event, the trustee shall authenticate, transfer and exchange 2014 Bond certificates as requested by DTC and any other Bondholders in appropriate amounts. DTC may determine to discontinue providing its services with respect to the 2014 Bonds at any time by giving notice to the Authority and the Trustee and discharging its responsibilities with respect thereto under applicable law. Under such circumstances (if there is no successor securities depository), the Authority and Trustee shall be obligated to deliver 2014 Bond certificates as described in the General Bond Resolution. In the event 2014 Bond certificates are issued to Bondholders other than DTC, the provisions of the General Bond Resolution shall apply to, among other things, the transfer and exchange of such certificates and the method of payment of principal or Redemption Price of and interest on such certificated

Bonds. Whenever DTC requests the Authority and the Trustee to do so, the Trustee and the Authority will cooperate with DTC in taking appropriate action after reasonable notice (a) to make available one or more separate certificates evidencing the 2014 Bonds to any DTC participant having 2014 Bonds credited to its DTC account or (b) to arrange for another securities depository to maintain custody of certificates evidencing the 2014 Bonds.

(4) Notwithstanding any other provision of the General Bond Resolution to the contrary, so long as any 2014 Bond is registered in the name of Cede & Co., as nominee of DTC, all payments with respect to the principal or Redemption Price of and interest on such 2014 Bonds and all notices with respect to such 2014 Bonds shall be made and given to DTC as provided in the representation letter to be entered into on or prior to the date of issuance and delivery of the 2014 Bonds by and among DTC, the Authority and the Trustee.

(5) In connection with any notice or other communication to be provided to the Bondholders pursuant to the General Bond Resolution by the Authority or the Trustee with respect to any consent or other action to be taken by the Bondholders, so long as any 2014 Bond is registered in the name of Cede & Co., as nominee of DTC, the Authority or the Trustee, as the case may be, shall establish a record date for such consent or other action and give DTC notice of such record date not less than 15 calendar days in advance of such record date to the extent possible.

Section 204. **Appointment of Trustee, Paying Agent and Registrar.** In accordance with the provisions of Article XI of the General Bond Resolution, the appointment of The Bank of New York Mellon, Woodland Park, New Jersey (the "Bank") as Trustee, (the "Trustee"), Paying Agent (the "Paying Agent") and Registrar (the "Registrar") for the 2014 Bonds is hereby confirmed, ratified and approved. The Bank shall accept and shall carry out its duties and obligations as Trustee, Paying Agent and Registrar as provided in and as required by the terms of the General Bond Resolution.

Section 205. **Execution of 2014 Bonds.** The 2014 Bonds shall be executed in the name and on behalf of the Authority by the manual or facsimile signature of its Chairman or Vice-Chairman, or Executive Director and its corporate seal (or a facsimile thereof) shall be affixed, imprinted, engraved or otherwise reproduced thereon, and such seal and 2014 Bonds shall be attested by the manual or facsimile signature of its Secretary or Assistant Secretary. In case any officer of the Authority who shall have executed, sealed or attested any of the 2014 Bonds shall cease to be such officer of the Authority before the 2014 Bonds so executed, sealed or attested shall have been authenticated and delivered upon original issuance, such 2014 Bonds may nevertheless be authenticated and delivered as herein provided as if the person who so executed, sealed or attested such 2014 Bonds had not ceased to be such officer.

Section 206. **Authentication of 2014 Bonds.** The 2014 Bonds shall bear thereon a certificate of authentication, substantially in the form set forth in Section 1207 of the General

Bond Resolution, duly executed by the Trustee. Only such 2014 Bonds as shall bear thereon such certificate of authentication, duly executed, shall be entitled to any right or benefit under the General Bond Resolution. No 2014 Bond shall be valid or obligatory for any purpose unless such certificate of authentication upon such 2014 Bond shall have been duly executed by the Trustee, and such certificate of authentication by the Trustee upon any 2014 Bond executed on behalf of the Authority shall be conclusive and the only evidence that the 2014 Bond so authenticated has been duly authenticated and delivered under this 2014 Supplemental Refunding Resolution and that the holder thereof is entitled to the benefits of the General Bond Resolution.

Section 207. **Application of Proceeds of 2014 Bonds.** The proceeds which are derived from the sale of the 2014 Bonds, including any accrued interest thereon, shall be applied by the Trustee, upon receipt, in the manner set forth in a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2014 Bonds.

Section 208. **Appointment of Underwriter.** The 2014 Bonds shall be sold to an underwriter or purchaser (the "Underwriter") as determined in a certificate of an Authority Officer. The Underwriter shall be compensated in accordance with the Purchase Agreement authorized below.

Section 209. **Approval of Purchase Agreement.** The Chairman, Vice-Chairman, Executive Director and Secretary of the Authority are, and each of them is hereby, authorized and directed to negotiate, execute and deliver a purchase agreement (the "Purchase Agreement") with the Underwriter. Such Purchase Agreement, along with a resolution of the Authority or a certificate of an Authority Officer adopted or executed, as applicable, prior to delivery of the 2014 Bonds, shall determine the terms and conditions relating to the sale of the 2014 Bonds, including the rate of interest to be borne by the 2014 Bonds and the underwriter's discount, if any, which is payable to the Underwriter in connection with the sale of the 2014 Bonds. The 2014 Bonds shall be delivered to the Underwriter at such time and place as shall be determined by the Authority, subject to the terms and conditions of the Purchase Agreement. The Chairman, Vice-Chairman, Executive Director and Secretary of the Authority are, and each of them is, hereby authorized and directed to do and perform all things and execute all papers in the name of the Authority, and to make all payments necessary or in their opinion convenient, to the end that the Authority may carry out its obligations under the terms of said Purchase Agreement.

Section 210. **Appointment of Escrow Agent, Verification Agent and Other Professionals.** The Bank is hereby appointed to serve as Escrow Agent (the "Escrow Agent") under the Escrow Agreement (as hereinafter defined) pursuant to which the refunding of the Prior Bonds will be accomplished. The Escrow Agent shall accept and shall carry out its duties and obligations as Escrow Agent as provided in and as required by the terms of the Escrow Agreement, including the redemption of the Prior Bonds. A Verification Agent and such other

professionals may be determined in a certificate of an Authority Officer, if deemed necessary by such Authority Officer for the issuance of the 2014 Bonds.

Section 211. **Prior Bonds and Redemption Thereof; Escrow Deposit Agreement.** The Authority hereby authorizes the refunding of the Prior Bonds. The refunding of the Prior Bonds will be effected pursuant to the terms and provisions of an irrevocable escrow deposit agreement in such form as shall be approved by the Chairman, Vice-Chairman or the Executive Director with the advice of Bond Counsel to the Authority, between the Authority and the Escrow Agent (the "Escrow Agreement"). The entry by the Authority into such Escrow Agreement is hereby approved and the Chairman or the Executive Director of the Authority is hereby authorized and directed to execute the Escrow Agreement. An Authority Officer is hereby directed to give irrevocable notice to the Escrow Agent to call the Prior Bonds for redemption. The Chairman, Vice-Chairman or the Executive Director of the Authority are hereby authorized to take whatever additional actions may be required, on the advice of Bond Counsel to the Authority, to effect the refunding of the Prior Bonds.

Section 212. **Bergen County Improvement Authority.** Notwithstanding anything stated herein, the Authority reserves the right and is hereby authorized to issue the 2014 Bonds to or through the Bergen County Improvement Authority (the "BCIA") for the Project, upon a showing that such conduit financing through the BCIA for the Project would be advantageous to the Authority. In such event, the Authority Officers are hereby severally authorized and, after consultation with the professionals working on behalf of the Authority, are hereby severally directed to execute or acknowledge, as the case may be, or cause to be executed or acknowledged such other certificates, notices, instruments, agreements and other documents in such form as the Executive Director, after consultation with the professionals working on behalf of the Authority, shall determine to be necessary, desirable or convenient in order to effect the issuance of the 2014 Bonds through the BCIA, which respective forms thereof shall be dispositively evidenced by the Authority Officer's execution or acknowledgment, as the case may be, and delivery thereof or with respect to such documents of a party other than the Authority, shall be evidenced by an Authority Officer's execution thereof. Such documents shall include, but not be limited to, the Preliminary Official Statement(s), the Official Statement(s), Supplemental Indenture if necessary, Continuing Disclosure Agreement, Bond Purchase Agreement(s), tax certificate, escrow agreement, services agreements, investment agreements, related certifications, bond insurance agreement and the DTC Representation Letter.

## ARTICLE III

### Miscellaneous

Section 301. **Payments Under Bond Insurance Policy.** If necessary, the Executive Director shall arrange for any necessary bond insurance in order to obtain the best possible interest rates and the most cost effective financing in accordance with the recommendation of the Underwriter. To the extent that bond insurance is necessary, the Bond Insurer shall be deemed to be the sole holder of the 2014 Bonds for the purpose of exercising any voting right or privilege or giving any consent or direction or taking any other action that the holders of the 2014 Bonds are entitled to take pursuant to the General Bond Resolution.

Section 302. **Continuing Market Disclosure.** Solely for purposes of complying with Rule 15c2-12 of the Securities and Exchange Commission, as amended and interpreted from time to time (the "Rule"), and provided that the 2014 Bonds are not exempt from the Rule and provided that the 2014 Bonds are not exempt from the following requirements in accordance with paragraph (d) of the Rule, for so long as the 2014 Bonds remain outstanding (unless the 2014 Bonds have been wholly defeased), the Authority shall provide for the benefit of the holders of the 2014 Bonds and the beneficial owners thereof all information required under the Rule.

If all or any part of the Rule ceases to be in effect for any reason, then the information required to be provided under this 2014 Supplemental Refunding Resolution, insofar as the provision of the Rule no longer in effect required the provision of such information, shall no longer be required to be provided.

The Executive Director is hereby authorized to enter into additional written contracts or undertakings to implement the Rule and is further authorized to amend such contracts or undertakings or the undertakings set forth in this 2014 Supplemental Refunding Resolution, provided such amendment is, in the opinion of nationally recognized bond counsel, in compliance with the Rule or would have been in compliance with the Rule if such amended undertaking had been entered into at the time of the issuance of the 2014 Bonds.

In the event that the Authority fails to comply with the Rule or the written contracts or undertakings specified in this 2014 Supplemental Refunding Resolution, the Authority shall not be liable for monetary damages, remedy being hereby specifically limited to specific performance of the Rule requirements or the written contracts or undertakings therefor.

Section 303. **Distribution of Preliminary Official Statement; Approval of Official Statement.**

(a) Preliminary Official Statement. The Authority hereby authorizes the preparation and distribution of a preliminary official statement (the "Preliminary Official Statement") relating to the 2014 Bonds, substantially in such form as shall be approved by the Executive Director of the Authority in consultation with Bond Counsel. As of the date of such Preliminary Official Statement, the Executive Director of the Authority, in consultation with Bond Counsel, shall make the determination that the Authority deems such Preliminary Official Statement "final", as that term is used in paragraph (b)(1) of Rule 15c2-12 of the Securities Exchange Act of 1934 (the "Rule"), except for the omission of no more than the information permitted by paragraph (b)(1) of the Rule. The Authority hereby authorizes said Preliminary Official Statement and the information contained therein to be used in connection with the offering and sale of the 2014 Bonds and authorizes the Underwriter to distribute the Preliminary Official Statement, in electronic or hard copy form, to prospective purchasers of the 2014 Bonds.

(b) Official Statement. The Authority hereby authorizes the preparation of an official statement (the "Official Statement") relating to the 2014 Bonds, to be dated the date of execution of the Purchase Contract and to be substantially in the form of the Preliminary Official Statement with such changes therein as shall be approved by the Executive Director of the Authority, in consultation with Bond Counsel, and by the Underwriter. The Authority hereby authorizes the execution of the Official Statement by the Executive Director of the Authority, the delivery thereof to the Underwriter and the distribution of the Official Statement in connection with the offering and sale of the 2014 Bonds.

Section 304. Covenant of Authority as to Compliance with Federal Tax Matters. The Authority hereby covenants that it will take all actions within its control that are necessary to assure that interest on the 2014 Bonds is excludable from gross income under the Internal Revenue Code of 1986, as amended (the "Code"), and the Authority will refrain from taking any action that would adversely affect the exclusion of interest on the 2014 Bonds from gross income under the provisions of the Code.

Section 305. Supplemental Resolutions; Amendment of Supplemental Resolution. At any time or from time to time, a Supplemental Resolution of the Authority may be adopted for the purpose of supplementing or amending the General Bond Resolution or amending or supplementing this Supplemental Resolution in each case upon the terms and conditions which are set forth in Articles VIII and IX of the General Bond Resolution.

Section 306. Effective Date. In accordance with the terms of Section 809 of the General Bond Resolution, this Supplemental Resolution shall be fully effective in accordance with its terms upon the filing with the Trustee of a copy of this 2014 Supplemental Resolution.

Section 307. Prior Filing. This Supplemental Resolution, or a draft hereof, has been filed with Moody's Investors Service, Inc. and Standard & Poor's Rating Services, a division of the McGraw-Hill Companies, Inc. at least fifteen days prior to the adoption hereof or a waiver of

such 15 day notice will be obtained.

Section 308. **Signing Powers.** The Authority Officers are hereby severally authorized and, after satisfaction of all conditions precedent thereto and after consultation with the professionals working on behalf of the Authority, are hereby severally directed to execute or acknowledge, as the case may be, or cause to be executed or acknowledged such other certificates, notices, instruments, agreements and other documents in such form as the Executive Director, after consultation with the professionals working on behalf of the Authority, shall determine to be necessary, desirable or convenient in order to effect the issuance of 2014 Bonds or any other transaction contemplated hereby and thereby, which respective forms thereof shall be dispositively evidenced by the Authority Officer's execution or acknowledgment, as the case may be, and delivery thereof or with respect to such documents of a party other than the Authority, shall be evidenced by an Authority Officer's execution thereof. Such documents shall include, but not be limited to, the Preliminary Official Statement(s), the Official Statement(s), Supplemental Indenture if necessary, Continuing Disclosure Agreement, Bond Purchase Agreement(s), tax certificate, escrow agreement, services agreements, investment agreements, related certifications, bond insurance agreement and the DTC Representation Letter.

**CERTIFICATE**

I, the undersigned of The Bergen County Utilities Authority, a body corporate and politic of the State of New Jersey, HEREBY CERTIFY that the foregoing resolution is a true copy of an original resolution which was duly adopted by said Authority at a meeting duly called and held on February 27, 2014 and at which a quorum was present and acted throughout, and that said copy has been compared by me with the original resolution recorded in the records of the Authority and that it is a correct transcript thereof and of the whole of said resolution, and that said original resolution has not been altered, amended or repealed but is in full force and effect.

IN WITNESS WHEREOF, I have hereunto set my hand this 27 day of February, 2014.

**THE BERGEN COUNTY UTILITIES  
AUTHORITY**

By:   
Richard Wierer  
Acting Secretary

14-1-025

Moved by:

Cassella

Seconded by:

Schooler

**RECORDED VOTE:**

	<u>YES</u>	<u>NO</u>	<u>ABSTAIN</u>	<u>ABSENT</u>
Andrew "Chuck" Vaccaro	<u>x</u>	<u>      </u>	<u>      </u>	<u>      </u>
Ronald Phillips	<u>+</u>	<u>      </u>	<u>      </u>	<u>      </u>
Catherine T. Bentz	<u>x</u>	<u>      </u>	<u>      </u>	<u>      </u>
James L. Cassella	<u>+</u>	<u>      </u>	<u>      </u>	<u>      </u>
Louis J. DeLisio	<u>x</u>	<u>      </u>	<u>      </u>	<u>      </u>
Paul A. Juliano	<u>+</u>	<u>      </u>	<u>      </u>	<u>      </u>
David J. Lorenzo	<u>x</u>	<u>      </u>	<u>      </u>	<u>      </u>
Richard Schooler	<u>x</u>	<u>      </u>	<u>      </u>	<u>      </u>
George P. Zilocchi	<u>+</u>	<u>      </u>	<u>      </u>	<u>      </u>

14-1-026

## BERGEN COUNTY UTILITIES AUTHORITY

### RESOLUTION

**WHEREAS**, pursuant to and in accordance with N.J.S.A. 40:14B-1, the Authority is a public utility providing sewage disposal for forty-seven (47) municipalities in Bergen County and solid waste planning services for seventy (70) municipalities in Bergen County; and

**WHEREAS**, the Authority intends to file an application with the New Jersey Department of Environmental Protection and the New Jersey Environmental Infrastructure Trust (NJEIT) to fund various BCUA WWTP System Improvements, including the BioPower/CHP Cogen Expansion Project ; and

**NOW, THEREFORE, BE IT RESOLVED** by the Commissioners of the Bergen County Utilities Authority that Robert E. Laux, Executive Director, shall be and hereby is authorized to act as the Authorized Representative to represent the Authority in all matters relating to the projects undertaken pursuant to the above-referenced New Jersey Environmental Infrastructure Loan to be executed/filed with the New Jersey Department of Environmental Protection and the New Jersey Environmental Infrastructure Trust. The Authorized Representative may be contacted at the Bergen County Utilities Authority, Foot of Mehrhof Road, Little Ferry, New Jersey 07643, (201) 807-5801.

**BE IT FURTHER RESOLVED** that the actions of the Executive Director in filing the application as aforesaid are hereby ratified and approved.

**BE IT FURTHER RESOLVED** that the formal actions of the Commissioners of the Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



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Richard Wierer  
Acting Secretary

**Dated:** February 27, 2014

14-1-026

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, the Authority wishes to make a donation to the **Little Ferry First Aid Corps, Little Ferry Hook & Ladder 1** and **Little Ferry Hose Company #1** in recognition of their dedicated services in the amount of \$2,500.00 each; and

**WHEREAS**, the Authority's Chief Financial Officer's Certificate of Available Funds, maintained on file at the Authority, sets forth that sufficient funds for the subject donations have been appropriated; and

**NOW, THEREFORE, BE IT RESOLVED** by the Commissioners of the Bergen County Utilities Authority that the sums of \$2,500.00 each be paid to the **Little Ferry First Aid Corps, Little Ferry Hook & Ladder 1**, and **Little Ferry Hose Company #1**, to support their respective services for the current year; and

**BE IT FURTHER RESOLVED** that the formal actions of the Commissioners of the Bergen County Utilities Authority embodies herein are expressly contingent upon and subject to N.J.S.A. 40:14B-4(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



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Richard Wierer  
Acting Secretary

**Dated: February 27, 2014**

BERGEN COUNTY UTILITIES AUTHORITY  
CERTIFICATE OF FUNDS

RESOLUTION DATE: 02/27/2014

RESOLUTION #: 14-1-027

THIS IS TO CERTIFY TO THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES AUTHORITY THAT THERE ARE:

FUNDS AVAILABLE X  
\_\_\_\_\_

FUNDS ARE NOT AVAILABLE  
\_\_\_\_\_

BUDGET ACCOUNT A-620-54500-000  
\_\_\_\_\_

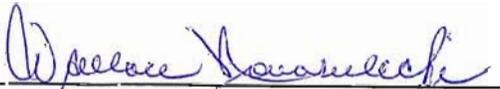
VENDOR LITTLE FERRY FIRST AID CORPS  
LITTLE FERRY HOOK & LADDER #1  
LITTLE FERRY HOSE COMPANY #1  
\_\_\_\_\_

CONTRACT NUMBER  
\_\_\_\_\_

REASON SERVICES  
\_\_\_\_\_

AMOUNT \$2,500 EACH  
\_\_\_\_\_

CONTRACT LENGTH  
\_\_\_\_\_

  
\_\_\_\_\_  
TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, the operation and maintenance of an effective and efficient water pollution control system represents a vital responsibility of government that is essential to ensuring the health, safety, and welfare of those whose daily life activities depend on such a system; and

**WHEREAS**, The Bergen County Utilities Authority ("Authority") plays an important role in providing this essential service within the Authority's sewer service district, which is comprised of fifty-two (52) municipalities in the County of Bergen serving approximately 575,000 people; and

**WHEREAS**, there exists the need to engage the services of **Remington, Vernick and Arango Engineers (RVA)** of Secaucus, New Jersey, a licensed professional engineer, to serve as **Energy Management and related Air Pollution Control Permit Engineering Consultant**; and

**WHEREAS**, said services are recognized as "professional services" as same shall be rendered by person(s) authorized by law to practice a recognized profession, whose practice is regulated by law, and the performance of which services requires knowledge of an advanced type of learning acquired by a prolonged formal course of specialized instruction and study, pursuant to and in accordance with N.J.S.A. 40A:11-2(6); and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. provides that a contract for professional engineering services may be awarded without competitive bidding as a "professional service"; and

**WHEREAS**, the Authority has adopted a qualifications-based selection policy and a fair and open process for professional services, pursuant to N.J.S.A. 19:44A-20.4 et seq. through a publicly advertised Request for Qualifications (RFQ) and Request for Proposals (RFP); and

**WHEREAS**, **RVA** has submitted a proposal to serve as **Energy Management and related Air Pollution Control Permit Engineering Consultant** dated February 12 2014, which proposal has been reviewed by the Director of Water Pollution Control Division/Chief Engineer of the Authority; and

**WHEREAS**, the Director of Water Pollution Control Division/Chief Engineer of the Authority has determined from recent services and statement of qualifications that **RVA** is competent, qualified, and experienced to serve as **Energy Management and related Air Pollution Control Permit Engineering Consultant**; and

**WHEREAS**, the Authority desires to appoint and retain **RVA** to serve as **Energy Management and related Air Pollution Control Permit Engineering Consultant** for a

**One (1) Year Term ending March 1, 2015**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively; and

**WHEREAS**, the Authority has determined, based upon the foregoing, that it is necessary for its efficient operation to retain the services of **RVA** to serve as **Energy Management and related Air Pollution Control Permit Engineering Consultant** to the Authority; and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. requires that the resolution authorizing the award of a contract for professional services and the contract itself be available for public inspection; and

**WHEREAS**, the Chief Financial Officer of the Authority has certified that funds are available for this purpose; and

**NOW, THEREFORE, BE IT RESOLVED** by the Commissioners of the Authority as follows:

1. That **RVA** shall be and is hereby appointed to serve as **Energy Management and related Air Pollution Control Permit Engineering Consultant** for a **One (1) Year Term ending March 1, 2015**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively.

2. The Chairman shall be and is hereby authorized to execute an agreement by and between the Authority and **RVA** memorializing the scope of services and hourly billing rates to be paid for such services as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.

3. A copy of this resolution and the agreement retaining **RVA** as **Energy Management and related Air Pollution Control Permit Engineering Consultant** shall be placed on file and made available for public inspection in the office of the Executive Director, upon execution by the Authority.

4. The total amount authorized to be paid pursuant to the contract herein awarded shall not exceed **\$300,000.00** without further action by the Board of Commissioners.

5. The Chief Financial Officer's Certification that funds are available shall be placed on file and made available for public inspection in the Office of the Executive Director, upon execution by the Authority.

6. A notice of this contract award shall be published in the form prescribed by law.

**14-2-006**

7. The formal action(s) of the Commissioners of Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



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Richard Wierer  
Acting Secretary

**Dated: February 27, 2014**

BERGEN COUNTY UTILITIES AUTHORITY  
CERTIFICATE OF FUNDS

RESOLUTION DATE: 02/27/2014  
RESOLUTION #: 14-2-006

THIS IS TO CERTIFY TO THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES AUTHORITY THAT THERE ARE:

FUNDS AVAILABLE X  
\_\_\_\_\_

FUNDS ARE NOT AVAILABLE  
\_\_\_\_\_

BUDGET ACCOUNT W-350-50400-000  
\_\_\_\_\_

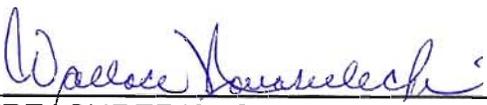
VENDOR REMINGTON, VERNICK & ARANGO ENGINEERS  
\_\_\_\_\_

CONTRACT NUMBER  
\_\_\_\_\_

REASON ENERGY MANAGEMENT AND RELATED  
AIR POLLUTION CONTROL PERMIT  
ENGINEERING CONSULTANT  
\_\_\_\_\_

AMOUNT \$300,000.00  
\_\_\_\_\_

CONTRACT LENGTH MARCH 1, 2014 - FEBRUARY 28, 2015  
\_\_\_\_\_

  
\_\_\_\_\_  
TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, the operation and maintenance of an effective and efficient water pollution control system represents a vital responsibility of government that is essential to ensuring the health, safety, and welfare of those whose daily life activities depend on such a system; and

**WHEREAS**, The Bergen County Utilities Authority ("Authority") plays an important role in providing this essential service within the Authority's sewer service district, which is comprised of fifty-two (52) municipalities in the County of Bergen serving approximately 575,000 people; and

**WHEREAS**, the Authority's water pollution control system assets are located on approximate 200 acres of land and over 100 miles of sewer maintenance easements; and

**WHEREAS**, a portion of the 200 acres of property and 100 miles of easements are located on wetlands, tidelands, waterfront, streams, and other restricted and regulated lands; and

**WHEREAS**, the Authority's capital improvement program may require the acquisition of land upon which the work is to be performed, rights-of-way for access thereto, and other such lands that may be designated for the use of construction, in addition to easements for permanent structures; and

**WHEREAS**, there exists the need to engage the services of an engineering firm authorized to provide professional engineering services in the State of New Jersey to serve as **Site Work Engineering/Land Surveying Consultant** to the Authority; and

**WHEREAS**, said services are recognized as "professional services" as same shall be rendered by person(s) authorized by law to practice a recognized profession, whose practice is regulated by law, and the performance of which services requires knowledge of an advanced type of learning acquired by a prolonged formal course of specialized instruction and study, pursuant to and in accordance with N.J.S.A. 40A:11-2(6); and

**WHEREAS**, these services were solicited through a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq. through a publicly advertised Request for Qualifications; and

**WHEREAS**, **Neglia Engineering Associates** has submitted a Statement of Qualifications and the Commissioners of the Authority have determined that **Neglia Engineering Associates** is competent, qualified and experienced to serve as the Authority's **Site Work Engineering/Land Surveying Consultant**; and

**WHEREAS, Neglia Engineering Associates** demonstrated in the Statement of Qualifications that **Neglia Engineering Associates** will provide professional staff to assist the Authority in various engineering and surveying projects. **Neglia Engineering Associates** has a modern technically advanced staff made up of managers, professional engineers, professional surveyors, a certified landscape architect, construction inspectors, etc., over fifty-five (55) years of experience in all aspects of engineering.; and

**WHEREAS, Neglia Engineering Associates** has satisfactorily served in the capacity of **Site Work Engineering/Land Surveying Consultant** for the Authority since March 2004; and

**WHEREAS,** based on **Neglia Engineering Associates'** Statement of Qualifications and prior history, the Authority issued a Request for Proposal ("RFP") dated February 3, 2014; and

**WHEREAS,** the RFP provided a scope of work that includes: attending meetings, as required, with Authority staff; provide monthly summary reports; is on call; and at the direction of the Authority performs professional engineering services in the areas of civil and other site work related engineering expertise as may be required for the day-to-day operation of the Authority's physical assets, including, but not limited to, two large secondary level water pollution control facilities, eight pump stations and associated force mains, over one hundred miles of intercepting sewers and over one hundred and fifty sewage flow meters. In addition to being responsible for site work related projects, the **Site Work Engineering/Land Surveying Consultant** shall perform land surveying work such as construction layout, deed searches, deed descriptions, easement searches, easement description, and all other land surveying related work as allowed by law, and as may be required and directed by the Authority; and

**WHEREAS,** the RFP specified that the professional engineering services (including any services that may be considered as landscape design/architectural services) are anticipated to fall within the following five phases of work.

- A. Study and Report
- B. Preliminary Design
- C. Final Design
- D. Bidding or Negotiating
- E. Construction; and

**WHEREAS,** the RFP specified that general consulting engineering, special consulting engineering, and energy and air pollution control permit management engineering may be performed by others for the Authority; and

**WHEREAS,** the RFP specified that the **Site Work Engineering/Land Surveying Consultant** indemnify the Authority and provide insurance required by the Authority; and

**WHEREAS,** the RFP specified that the proposal include a schedule of hourly billing rates; and

**WHEREAS**, the RFP specified that payment for services rendered shall be computed-based on an hourly billing rate, plus reimbursables not to exceed \$100,000.00, during a period of service of three hundred and sixty-five (365) consecutive calendars days without further written authorization by contract amendment; and

**WHEREAS, Neglia Engineering Associates** has submitted a proposal to serve as **Site Work Engineering/Land Surveying Consultant**, dated **February 18, 2014**, on a time and material basis not to exceed \$100,000.00, which proposal has been reviewed by the Authority's Director/Chief Engineer; and

**WHEREAS**, the proposal included attachments including hourly billing rates; and

**WHEREAS**, the Authority's Engineering and Construction Committee has concluded that the disruption of professional services and additional learning costs associated with a change in **Site Work Engineering/Land Surveying Consultant** will far exceed any benefit to the Authority; and

**WHEREAS**, the Authority has determined, based upon the foregoing, that it is necessary for its efficient operation to retain the services of **Neglia Engineering Associates** to serve as **Site Work Engineering/Land Surveying Consultant** to the Authority; and

**WHEREAS**, the Authority desires to appoint and retain **Neglia Engineering Associates** to serve as **Site Work Engineering/Land Surveying Consultant** to the Authority for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively; and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. provides that a contract for professional engineering services may be awarded without competitive bidding as a "professional service"; and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. requires that the resolution authorizing the award of a contract for professional services and the contract itself be available for public inspection; and

**WHEREAS**, the Chief Financial Officer of the Authority has certified that funds are available for this purpose; and

**NOW, THEREFORE, BE IT RESOLVED** by the Commissioners of the Authority as follows:

1. That **Neglia Engineering Associates** shall be and is hereby appointed to serve as **Site Work Engineering/Land Surveying Consultant** to Authority for a **One (1)**

**Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively.

2. The Chairman shall be and is hereby authorized to execute, an agreement, similar in form and substance to the agreement on file at the Authority, by and among the Authority and **Neglia Engineering Associates** memorializing the scope of services and hourly billing rates to be paid for such services as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.

3. A copy of this resolution and the agreement retaining **Neglia Engineering Associates** as **Site Work Engineering/Land Surveying Consultant** shall be placed on file and made available for public inspection in the office of the Executive Director, upon execution by the Authority.

4. The total amount authorized to be paid pursuant to the contract herein awarded shall not exceed **\$100,000.00** without further action by the Board of Commissioners.

5. The Chief Financial Officer's Certification that funds are available shall be placed on file and made available for public inspection at the Authority and made a part hereof.

6. A notice of this contract award shall be published in the form prescribed by law.

7. The formal action(s) of the Commissioners of Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



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Richard Wierer  
Acting Secretary

**DATED: February 27, 2014**

BERGEN COUNTY UTILITIES AUTHORITY  
CERTIFICATE OF FUNDS

RESOLUTION DATE: 02/27/2014  
RESOLUTION #: 14-2-007

THIS IS TO CERTIFY TO THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES  
AUTHORITY THAT THERE ARE:

FUNDS AVAILABLE X  
\_\_\_\_\_

FUNDS ARE NOT AVAILABLE  
\_\_\_\_\_

BUDGET ACCOUNT W-350-50400-000  
\_\_\_\_\_

VENDOR NEGLIA ENGINEERING ASSOCIATES  
\_\_\_\_\_

CONTRACT NUMBER  
\_\_\_\_\_

REASON SITE WORK ENGINEERING/LAND  
SURVEYING CONSULTANT  
\_\_\_\_\_

AMOUNT \$100,000.00  
\_\_\_\_\_

CONTRACT LENGTH MARCH 1, 2014 - FEBRUARY 28, 2015  
\_\_\_\_\_

  
\_\_\_\_\_  
TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, the operation and maintenance of an effective and efficient water pollution control system represents a vital responsibility of government that is essential to ensuring the health, safety, and welfare of those whose daily life activities depend on such a system; and

**WHEREAS**, The Bergen County Utilities Authority ("Authority") plays an important role in providing this essential service within the Authority's sewer service district, which is comprised of fifty-two (52) municipalities in the County of Bergen serving approximately 575,000 people; and

**WHEREAS**, there exists the need to engage the services of an engineering firm authorized to provide professional engineering services in the State of New Jersey to serve as **Special Environmental Engineer** to the Authority; and

**WHEREAS**, said services are recognized as "professional services" as same shall be rendered by person(s) authorized by law to practice a recognized profession, whose practice is regulated by law, and the performance of which services requires knowledge of an advanced type of learning acquired by a prolonged formal course of specialized instruction and study, pursuant to and in accordance with N.J.S.A. 40A:11-2(6); and

**WHEREAS**, these services were solicited through a fair and open process, pursuant to N.J.S.A. 19:44A-20.4 et seq. through a publicly advertised Request for Qualifications; and

**WHEREAS**, **ARCADIS U.S. Inc.** has submitted a Statement of Qualifications and the Commissioners of the Authority have determined that **ARCADIS U.S. Inc.** is competent, qualified and experienced to serve as the Authority's **Special Environmental Engineer**; and

**WHEREAS**, **ARCADIS U.S. Inc.** has a staff of approximately 1,500 engineers, scientists, planners, management consultants, and support personnel in the Water Division. **ARCADIS U.S. Inc.** is able to locally provide the Authority with any professional services as may be required. It offers national expertise from thousands of wastewater treatment projects throughout the country, including state-of-the-art technology and process innovations; and

**WHEREAS**, **ARCADIS U.S. Inc.** has satisfactorily served in the capacity of **Special Environmental Engineer** for the Authority since March 2004; and

**WHEREAS**, based on **ARCADIS U.S. Inc.'s** Statement of Qualifications and prior history, the Authority issued a Request for Proposal (RFP) dated February 3, 2014; and

**WHEREAS**, the RFP provided a scope of work that includes:

- attending regular monthly meetings of the Authority's commissioners and attend other meetings upon request;
- provide monthly summary reports;
- being on-call and, at the direction of the Authority, perform professional engineering services in the areas of civil and environmental expertise as may be required for water pollution control facility wastewater, sludge management, associated NJPDES, and other related permitting management and planning;
- updating the Authority's operations and maintenance manuals, safety manual, and Emergency Response Plan as may be requested and regulations require;
- assisting with engineering and administration of Authority's participation in the New Jersey Environmental Infrastructure Trust (NJEIT) Fund;
- provide FEMA support and hazard mitigation services; and
- any other special professional engineering service as may be authorized by the Authority for compliance with regulatory agencies and associated permit management and compliance; and

**WHEREAS**, the scope of work in the RFP is required for the proper planning and operation of the Authority's physical assets, including, but not limited to, two large secondary level water pollution control facilities, eight pump stations and associated force mains, and over one hundred miles of intercepting sewers and over one hundred and fifty sewage flow meters; and

**WHEREAS**, the RFP specified that the professional engineering services are anticipated to fall within the following two phases of work: 1) Study and Report and 2) Operations; and

**WHEREAS**, the RFP specified that general consulting engineering, energy and air pollution control permit management engineering, site work, and property surveying projects may be performed by others for the Authority; and

**WHEREAS**, the RFP specified that the **Special Environmental Engineer** indemnify the Authority and provide insurance required by the Authority; and

**WHEREAS**, the RFP specified that the proposal include a schedule of hourly billing rates; and

**WHEREAS**, the RFP specified that payment for services rendered shall be computed-based on an hourly billing rate, plus reimbursables not to exceed \$400,000.00, during a period of service of three hundred and sixty-five (365) consecutive calendars days without further written authorization by contract amendment; and

**WHEREAS, ARCADIS U.S. Inc.** has submitted a proposal to serve as **Special Environmental Engineer**, dated **February 18, 2014**, which proposal has been reviewed by the Authority's Director of Water Pollution Control Division/Chief Engineer; and

**WHEREAS**, the proposal included attachments including hourly billing rates, Certificate of Liability Insurance naming Authority as additional insured, New Jersey Business Registration Certificate, Ownership Disclosure Statement, Affirmative Action Compliance Notice, Certificate of Employee Information Report; and

**WHEREAS**, the Authority's Engineering and Construction Committee has concluded that the disruption of professional services and additional learning costs associated with a change in **Special Environmental Engineer** will far exceed any benefit to the Authority; and

**WHEREAS**, the Authority has determined, based upon the foregoing, that it is necessary for its efficient operation to retain the services of **ARCADIS U.S. Inc.** to serve as **Special Environmental Engineer** to the Authority; and

**WHEREAS**, the Authority desires to appoint and retain **ARCADIS U.S. Inc.** to serve as **Special Environmental Engineer** to the Authority for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively; and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. provides that a contract for professional engineering services may be awarded without competitive bidding as a "professional service"; and

**WHEREAS**, N.J.S.A. 40A:11-1, et seq. requires that the resolution authorizing the award of a contract for professional services and the contract itself be available for public inspection; and

**WHEREAS**, the Chief Financial Officer of the Authority has certified that funds are available for this purpose; and

**WHEREAS**, the health and safety of the individuals visiting, living, and working in the Authority's sewer service district necessitate the on-going operation and maintenance of the Authority's water pollution control assets, including, but not limited to, the appointment of a **Special Environmental Engineer**; and

**WHEREAS**, failure to ensure those continued operations and maintenance of the Authority's water pollution control assets would result in unacceptable threats to the health and safety of Bergen County residents, most immediately those in the Authority's sewer service district, which would be too large in scope to be handled by ordinary municipal and county entities; and

**WHEREAS**, it is the Authority's responsibility that its assets are safeguarded and maintained and that all actions are taken to insure the integrity of the operation of the Authority and the expenditure of ratepayer funds.

**NOW, THEREFORE, BE IT RESOLVED** by the Commissioners of Authority as follows:

1. That **ARCADIS U.S. Inc.** shall be and is hereby appointed to serve as **Special Environmental Engineer** to the Authority for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively.

2. The Chairman shall be and is hereby authorized to execute, an agreement, similar in form and substance to the agreement on file at the Authority, by and among the Authority and **ARCADIS U.S. Inc.** memorializing the scope of services and hourly billing rates to be paid for such services as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.

3. A copy of this resolution and the agreement retaining **ARCADIS U.S. Inc.** as **Special Environmental Engineer** shall be placed on file and made available for public inspection in the office of the Executive Director, upon execution by the Authority.

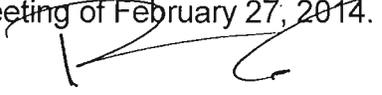
4. The total amount authorized to be paid pursuant to the contract herein awarded shall not exceed **\$400,000.00** without further action by the Board of Commissioners.

5. The Chief Financial Officer's Certification that funds are available shall be placed on file and made available for public inspection at the Authority and made a part hereof.

6. A notice of this contract award shall be published in the form prescribed by law.

7. The formal action(s) of the Commissioners of Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.

  
\_\_\_\_\_  
Richard Wierer  
Acting Secretary

**DATED: February 27, 2014**

BERGEN COUNTY UTILITIES AUTHORITY  
CERTIFICATE OF FUNDS

RESOLUTION DATE: 02/27/2014

RESOLUTION #: 14-2-008

THIS IS TO CERTIFY TO THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES AUTHORITY THAT THERE ARE:

FUNDS AVAILABLE X  
\_\_\_\_\_

FUNDS ARE NOT AVAILABLE  
\_\_\_\_\_

BUDGET ACCOUNT W-350-50400-000  
\_\_\_\_\_

VENDOR ARCADIS U.S., INC.  
\_\_\_\_\_

CONTRACT NUMBER  
\_\_\_\_\_

REASON SPEICAL ENVIRONMENTAL ENGINEER  
\_\_\_\_\_

AMOUNT \$400,000.00  
\_\_\_\_\_

CONTRACT LENGTH MARCH 1, 2014 - FEBRUARY 28, 2015  
\_\_\_\_\_

  
\_\_\_\_\_  
TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, the operation and maintenance of an effective and efficient water pollution control system represents a vital responsibility of government that is essential to ensuring the health, safety, and welfare of those whose daily life activities depend on such a system; and

**WHEREAS**, The Bergen County Utilities Authority ("Authority") plays an important role in providing this essential service within the Authority's sewer service district, which is comprised of fifty-two (52) municipalities in the County of Bergen serving approximately 575,000 people; and

**WHEREAS**, there exists the need to engage the services of an engineering firm authorized to provide professional engineering services in the State of New Jersey to serve as **General Consulting Engineer** to the Authority; and

**WHEREAS**, said services are recognized as "professional services" as same shall be rendered by person(s) authorized by law to practice a recognized profession, whose practice is regulated by law, and the performance of which services requires knowledge of an advanced type of learning acquired by a prolonged formal course of specialized instruction and study, pursuant to and in accordance with *N.J.S.A. 40A:11-2(6)*; and

**WHEREAS**, these services were solicited through a fair and open process, pursuant to *N.J.S.A. 19:44A-20.4 et seq.* through a publicly advertised Request for Qualifications; and

**WHEREAS**, **Alaimo Group** has submitted a Statement of Qualifications and the Commissioners of the Authority have previously determined that **Alaimo Group** is competent, qualified and experienced to serve as the Authority's **General Consulting Engineers**; and

**WHEREAS**, **Alaimo Group** has satisfactorily served in the capacity of **General Consulting Engineer** for the Authority since March 2004; and

**WHEREAS**, based on Alaimo Group's Statement of Qualifications and prior history, the Authority issued a Request for Proposal (RFP) dated February 3 2014; and

**WHEREAS**, the RFP provided a scope of work including meeting preparation and attendance; monthly reports; user charge and connection change calculations and supporting report assistant; and completion of pre-existing general consulting projects; and

**WHEREAS**, the RFP specified that the **General Consulting Engineer** indemnify the Authority and provide insurance required by the Authority; and

**WHEREAS**, the RFP specified that the proposal include a schedule of hourly billing rates; and

**WHEREAS**, the RFP specified that payment for services rendered shall be computed-based on an hourly billing rate, plus reimbursables not to exceed \$100,000, during a period of service of three hundred and sixty-five consecutive calendars days without further written authorization by contract amendment; and

**WHEREAS**, **Alaimo Group** has submitted a proposal to serve as **General Consulting Engineer**, dated **February 11, 2014**, on a time and material basis, not to exceed \$100,000, which proposal has been reviewed by the Authority's Director/Chief Engineer; and

**WHEREAS**, the proposal included attachments including hourly billing rates, Certificate of Liability Insurance naming Authority as additional insured, New Jersey Business Registration Certificate, Ownership Disclosure Statement, Affirmative Action Compliance Notice, Certificate of Employee Information Report, Exhibit A, Mandatory Equal Employment Opportunity Language, and Certificate of Authorization; and

**WHEREAS**, previously the Authority's Engineering and Construction Committee has concluded that the disruption of professional services and additional learning costs associated with a change in **General Consulting Engineer** will far exceed any benefit to the Authority; and

**WHEREAS**, the Authority has determined, based upon the foregoing, that it is necessary for its efficient operation to retain the services of **Alaimo Group** to serve as **General Consulting Engineer** to the Authority; and

**WHEREAS**, the Authority desires to appoint and retain **Alaimo Group** to serve as **General Consulting Engineer** to the Authority for a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively; and

**WHEREAS**, *N.J.S.A. 40A:11-1, et seq.* provides that a contract for professional engineering services may be awarded without competitive bidding as a "professional service"; and

**WHEREAS**, *N.J.S.A. 40A:11-1, et seq.* requires that the resolution authorizing the award of a contract for professional services and the contract itself be available for public inspection; and

**WHEREAS**, the Chief Financial Officer of the Authority has certified that funds are available for this purpose; and

**WHEREAS**, the health and safety of the individuals visiting, living, and working in the Authority's sewer service district necessitate the on-going operation and maintenance

of the Authority's water pollution control assets, including, but not limited to, the appointment of a **General Consulting Engineer**; and

**WHEREAS**, failure to ensure those continued operations and maintenance of the Authority's water pollution control assets would result in unacceptable threats to the health and safety of Bergen County residents, most immediately those in the Authority's sewer service district, which would be too large in scope to be handled by ordinary municipal and county entities.

**NOW, THEREFORE, BE IT RESOLVED** by the Commissioners of Authority as follows:

1. That **Alaimo Group** shall be and is hereby appointed to serve as **General Consulting Engineer** to Authority or a **One (1) Year Term**, until a successor is selected, or at the pleasure of the Authority, whichever shall first occur or be exercised, respectively.

2. The Chairman shall be and is hereby authorized to execute, an agreement, similar in form and substance to the agreement on file at the Authority, by and among the Authority and **Alaimo Group** memorializing the scope of services and hourly billing rates to be paid for such services as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.

3. A copy of this resolution and the agreement retaining **Alaimo Group** as **General Consulting Engineer** shall be placed on file and made available for public inspection in the office of the Executive Director, upon execution by the Authority.

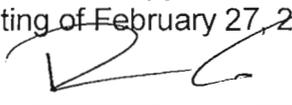
4. The total amount authorized to be paid pursuant to the contract herein awarded shall not exceed **\$100,000** without further action by the Board of Commissioners.

5. The Chief Financial Officer's Certification that funds are available shall be placed on file and made available for public inspection at the Authority and made a part hereof.

6. A notice of this contract award shall be published in the form prescribed by law.

7. The formal action(s) of the Commissioners of Authority embodied herein are expressly contingent upon and subject to the provisions of *N.J.S.A. 40:14B-14(b)*.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.

  
Richard Wierer  
Acting Secretary

Dated: February 27, 2014

BERGEN COUNTY UTILITIES AUTHORITY  
CERTIFICATE OF FUNDS

RESOLUTION DATE: 02/27/2014  
RESOLUTION #: 14-2-009

THIS IS TO CERTIFY TO THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES AUTHORITY THAT THERE ARE:

FUNDS AVAILABLE X  
\_\_\_\_\_

FUNDS ARE NOT AVAILABLE  
\_\_\_\_\_

BUDGET ACCOUNT W-350-50400-000  
\_\_\_\_\_

VENDOR ALAIMO GROUP  
\_\_\_\_\_

CONTRACT NUMBER  
\_\_\_\_\_

REASON GENERAL CONSULTING ENGINEER  
\_\_\_\_\_

AMOUNT \$100,000.00  
\_\_\_\_\_

CONTRACT LENGTH MARCH 1, 2014 - FEBRUARY 28, 2015  
\_\_\_\_\_

  
\_\_\_\_\_  
TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, on prior occasion, upon advertisement and pursuant to specifications, the Bergen County Utilities Authority (the "Authority") solicited bid proposals to **Furnish and Deliver Brad Penn Oil (Two Years)**, pursuant to and in accordance with **Contract No. 14-04**; and

**WHEREAS**, the following bid proposal was received by the Authority on **February 11, 2014** for **Contract No.14-04**:

Vendor	Total Amount Bid (2 Years)
David Weber Oil Co. Carlstadt, NJ	\$25,828.00

**WHEREAS**, the Authority's **Qualified Purchasing Agent** has reviewed the sole bid proposal and has recommended that **David Weber Oil Co.** be awarded **Contract No. 14-04** in accordance with N.J.S.A. 40:11-4, as the lowest complying and responsible bidder; and

**WHEREAS**, on the basis of the foregoing, the Authority has determined that **David Weber Oil Co.** constitutes the lowest complying and responsible bidder for **Contract No.14-04**, in accordance with N.J.S.A. 40A:11-4; and

**WHEREAS**, publicly bid contracts are in compliance with the fair and open process pursuant to N.J.S.A. 19:44A-20.4 et seq.; and

**WHEREAS**, the award of this Contract is necessary for the efficient operation of the Authority; and

**WHEREAS**, the Authority's Chief Financial Officer has certified that funds are available for this purpose; and

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

1. **David Weber Oil Co.** shall be and is hereby determined to be the lowest complying and responsible bidder to **Furnish and Deliver Brad Penn Oil (Two Years)**, constituting **Contract No.14-04** for a Two (2) year period for a total of **\$25,828.00**.
2. The Chairman is hereby authorized to execute an agreement with **David Weber Oil Co. of 601 Industrial Rd., Carlstadt, NJ 07072** to **Furnish and Deliver Brad Penn Oil (Two Years)**, constituting **Contract No.14-04** for a total of **\$25,828.00**.
3. The bid security of all unsuccessful bidders shall be returned in accordance with N.J.S.A. 40A:11-1, et seq.
4. The Chief Financial Officer's Certification that funds are available shall be on file at the Authority and made a part hereof.

14-2-010

5. The formal action(s) of the Commissioners of the Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14b.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



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Richard Wierer  
Acting Secretary

Dated: February 27, 2014

BERGEN COUNTY UTILITIES AUTHORITY  
CERTIFICATE OF FUNDS

RESOLUTION DATE: 02/27/2014  
RESOLUTION #: 14-2-010

THIS IS TO CERTIFY TO THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES AUTHORITY THAT THERE ARE:

FUNDS AVAILABLE	<u>FUNDS WILL BE CERTIFIED WHEN THE PURCHASE ORDERS ARE ISSUED</u>
FUNDS ARE NOT AVAILABLE	<u> </u>
BUDGET ACCOUNT	<u>W-370-59300-000</u>
VENDOR	<u>DAVID WEBER OIL CO.</u>
CONTRACT NUMBER	<u>14-04</u>
REASON	<u>FURNISH &amp; DELIVER BRAD PENN OIL</u>
AMOUNT	<u>\$25,828.00</u>
CONTRACT LENGTH	<u>MARCH 1, 2014 - FEBRUARY 29, 2016</u>

  
TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, on prior occasion, upon advertisement on the website of the Bergen County Utilities Authority (the "Authority") and pursuant to specifications, the Authority solicited proposals for **Rebuilding of Morris Pump at Harrington Park**, pursuant to and in accordance with **Requisition No. 95192-14**, and

**WHEREAS**, the following proposal was received by the Authority on February 18, 2014:

<u>Vendor</u>	<u>Total Amount Bid</u>
Pumping Services, Inc. Middlesex, NJ	\$33,357.50

**WHEREAS**, this procurement item is below the Authority's bid threshold of \$36,000.00; and

**WHEREAS**, this contract has been solicited through a fair and open process and it was publicly advertised and opened pursuant to N.J.S.A. 19:44A-20.4; and

**WHEREAS**, the Authority's Qualified Purchasing Agent has reviewed the proposal and has recommended that **Pumping Services, Inc.** should be awarded **Requisition No.95192-14**, as the lowest complying and responsible vendor, as defined under N.J.S.A. 40A:11-2 and allowable under the fair and open process pursuant to N.J.S.A. 19:44A-20.4 et seq.; and

**WHEREAS**, on the basis of the foregoing, the Authority has determined that the proposal from **Pumping Services, Inc.** constitutes the lowest complying and responsible proposal for **Requisition No. 95192-14**, in accordance with N.J.S.A. 40A:11-3 and N.J.S.A. 19:44A-20.4; and

**WHEREAS**, the award of the Contract is necessary for the efficient operation of the Authority; and

**WHEREAS**, the Authority's Chief Financial Officer has certified that funds are available for this purpose; and

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

1. The proposal of Pumping Services, Inc.in the amount of **\$33,357.50** shall be and is hereby determined to be the lowest complying and responsible proposal for **Rebuilding of Morris Pump at Harrington Park** constituting **Requisition No.95192-14**.

2. The Executive Director shall be and he is hereby authorized to execute an agreement with **Pumping Services, Inc.** of **201 Lincoln Blvd, Middlesex, NJ 08809** for **Rebuilding of Morris Pump at Harrington Park**, constituting **Requisition No. 95192-14** for the total amount of **\$33,357.50**.

3. The Chief Financial Officer's Certification that funds are available shall be on file at the Authority and made a part hereof.

4. The formal action(s) of the Commissioners of the Bergen County Utilities Authority embodied herein are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14B-14b.

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



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Richard Wierer  
Acting Secretary

**Dated: February 27, 2014**

BERGEN COUNTY UTILITIES AUTHORITY  
CERTIFICATE OF FUNDS

RESOLUTION DATE: 02/27/2014  
RESOLUTION #: 14-2-011

THIS IS TO CERTIFY TO THE COMMISSIONERS OF THE BERGEN COUNTY UTILITIES AUTHORITY THAT THERE ARE:

FUNDS AVAILABLE X  
\_\_\_\_\_

FUNDS ARE NOT AVAILABLE  
\_\_\_\_\_

BUDGET ACCOUNT W-220-52300-000  
\_\_\_\_\_

VENDOR PUMPING SERVICES, INC.  
\_\_\_\_\_

CONTRACT NUMBER REQ. 95192-14  
\_\_\_\_\_

REASON PUMPING SERVICES  
\_\_\_\_\_

AMOUNT \$33,357.50  
\_\_\_\_\_

CONTRACT LENGTH  
\_\_\_\_\_

  
\_\_\_\_\_  
TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY  
RESOLUTION**

**WHEREAS**, The Bergen County Utilities Authority (the "Authority") has been desirous to Implement the Expansion of the Gas Fired Combined Heat and Power (CHP) Cogeneration Project within its facilities; and

**WHEREAS**, The Expansion consisting of the addition of a third engine to the CHP Cogeneration Unit is necessary to satisfy the potential increase of biogas that will be generated from the intended processing of the Fats, Oils and Grease(FOG) collected by Municipalities serviced by the Authority and other entities; and,

**WHEREAS**, The estimated cost of the project as accepted by New Jersey Board of Public Utilities (NJBP) in an application for the Renewable Energy Incentive Program (REIP) is \$6.592 million; and,

**WHEREAS**, The potential annual cost savings and credits based on increased electrical and heat energy output is as follows:

- Energy Cost Annual Savings - \$1.030 million;
- Annual Renewable Energy Credit (REC) - \$19,094; and,

**WHEREAS**, The Authority also recognizes the impact of recent extreme weather and the power interruptions and quality fluctuations in the PJM electrical grid during these public emergency events. In response, the Authority is implementing this project as long-term back-up power during power outages by the proposed expansion of its existing CHP Cogeneration System including black-start capabilities. The presence of this CHP Cogeneration microgrid will serve to protect the water environment and public from exposure to untreated or partly treated wastewater; and

**WHEREAS**, by resolution dated November 26, 2013, the Authority retained the services of **Remington, Vernick & Arango Engineers ("RVA")** to provide professional engineering services to assist the Authority in preparing the initial request for proposals documentation, evaluating the proposals received, recommending the contract award and negotiating the contract necessary for the Authority's Implementation of the Expansion of the Gas Fired CHP Cogeneration Project; and

**WHEREAS**, pursuant to and in accordance with N.J.S.A. 40A:11-4.4a, **RVA**, prepared a Request for Qualifications, (the "RFQ"); and

**WHEREAS**, the RFQ was drafted to qualify three (3) Energy Service Companies ("ESCO"), as referenced in N.J.S.A. 40A:11-4.6, for the submission of proposals for the Implementation of the Expansion of the Gas Fired CHP Cogeneration Project; and

14-2-012

**WHEREAS**, N.J.S.A. 40A:11-4.6 permits the Authority to “determine to enter into an energy savings services contract either through public advertising for bids and the receipt of bids therefor or through competitive contracting in lieu of public bidding”; and

WHEREAS, the RFQ included all requirements deemed appropriate and necessary to allow for full and free competition between qualified firms, information necessary for qualified firms to submit a proposal, and a methodology by which **RVA** would evaluate and rank proposals received from qualified firms, as required by N.J.S.A. 40A:11-4.4(a); and

**WHEREAS**, , on or about November 15, 2013, the Authority forwarded a copy of the RFQ to New Jersey- qualified ESCOs, and published a notice of the availability of the RFQ in the Authority’s official newspaper, the Record, which was twenty (20) days prior to the date established for the submission of proposals, pursuant to and in accordance with N.J.S.A. 40A:11-4.5(a); and

**WHEREAS**, on December 6, 2013, the Authority received five (5) responses to the RFQ from the following firms (the “Responders”). Four (4) of which are ESCOs:

1. DCO Energy, LLC (hereinafter referred to as “DCO”);
2. Ameresco, Inc. (hereinafter referred to "Ameresco");
3. Energy Systems Group (hereinafter referred to as "ESG"); and
4. H. T. Lyons Contractors and Engineers (hereinafter referred to as "H. T. Lyons")

One (1) which was not an ESCO:

1. Eneractive Solutions (hereinafter referred to as "Eneractive"); and,

**WHEREAS**, on or about December 19, 2013, **RVA** recommended to the Authority three (3) of the five (5) respondents as qualified to receive Request for Proposals (“RFP”). They are DCO, Ameresco and ESG; and,

**WHEREAS**, on or about January 10, 2014, **RVA** forwarded correspondence to DCO, Ameresco and ESG, informing them that they were qualified to participate in the RFP process and outlined the criteria for the RFP submissions which were to include, among other things, technical descriptions of proposed strategy, and completion of mandatory forms; and

**WHEREAS**, on January 28, 2014, the Authority conducted a mandatory site visit with the two of the three qualified firms, which were DCO and Ameresco. ESG did not attend and was presumed that they were not to submit a proposal. DCO and Ameresco submitted technical questions to the Authority. **RVA**, with the assistance of the Authority’s staff and consultants, prepared responses to the technical questions; and,

**WHEREAS**, on January 31, 2014, the Authority conducted a second site visit with DCO in which they submitted additional technical questions to the Authority. **RVA**, with

14-2-012

**14-2-012**

the assistance of the Authority's staff and consultants, prepared responses to the additional technical questions; and,

**WHEREAS**, on February 6, 2014, the Authority conducted a second site visit with Ameresco in which they submitted additional technical questions to the Authority. **RVA**, with the assistance of the Authority's staff and consultants, prepared responses to the additional technical questions; and,

**WHEREAS**, on February 7, 2014, the Authority issued Addendum 1 of the RFP to DCO and Ameresco answering all questions issued on site visits or other contacts and providing requirements for the New Jersey Environmental Infrastructure Financing Program; and,

**WHEREAS**, on February 13, 2014, the Authority issued a postponement of the due date of the proposals from February 14, 2014 at 4:00 p.m. to February 18, 2014 at 2:00 p.m. in accordance with N.J.A.C. 5:34-9.3(b). The postponement was issued via email to DCO and Ameresco; and,

**WHEREAS**, on February 18, 2014, the proposals of DCO and Ameresco were received by the Authority. ESG did not submit a proposal; and,

**WHEREAS**, on February 21, 2014, **RVA** requested additional information from both responders regarding their proposals and the responders submitted their responses to those technical questions to the Authority; and

**WHEREAS**, other than the additional information referenced in this resolution, the Authority conveyed no other information to the responders and all additional information was conveyed to the responders in Addendum 1 of the RFP; and

**WHEREAS**, following the final submissions from the responders, **RVA** engaged in a comprehensive evaluation of the responses to the RFP in accordance with the following criteria set forth in the RFP:

1. Understanding of the Project;
2. Adherence to the RFP Process;
3. Subcontractors;
4. Technical Approach;
5. Scheduling;
6. Pricing and Other Factors (not necessarily the lower cost); and
7. Experience at the BCUA; and,

**WHEREAS**, as a result of the comprehensive evaluation of the responders' proposals in accordance with the aforestated criteria, **RVA**, submitted its Overall Assessment and Recommendation for the Expansion of the Gas Fired CHP Cogeneration Project dated February 25, 2014 (the "Report"), setting forth the details of said evaluation, summarizing each of the responders' proposals, ranking each of the responders' proposals, and recommending the selection of the number one (1) ranked responder, pursuant to and in accordance with N.J.S.A.40A:11-4.5(d); and

**WHEREAS**, the Report has been available to the public pursuant to and in accordance with N.J.S.A. 40A:11-4.5d; and

**WHEREAS**, the Report ranks the Responders as follows:

1. DCO;
2. Ameresco; and,

**WHEREAS**, the report recommends that DCO be awarded the contract; and

**WHEREAS**, on February 25, 2014, the Authority reviewed the Report along with legal counsel and concluded that DCO is to be awarded the contract; and

**WHEREAS**, on the basis of the foregoing, **RVA** along with the Authority has recommended that the Executive Director be permitted to negotiate the terms of an agreement with **DCO** for the **Expansion of the Gas Fired Combined Heat and Power (CHP) Cogeneration Project**.

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

1. The Executive Director shall be and is hereby authorized to negotiate the terms of an agreement with **DCO** for the **Expansion of the Gas Fired Combined Heat and Power (CHP) Cogeneration Project** which agreement shall be subject to the Commissioner's approval.

2. The response submitted by Ameresco shall be and is hereby retained by the Authority for the purpose of potential negotiations with the Authority, in accordance with their ranking, in the event that the Authority is unsuccessful in negotiating the terms of an agreement with **DCO** for the **Expansion of the Gas Fired Combined Heat and Power (CHP) Cogeneration Project**, which agreement shall be subject to the Commissioners' approval.

3. The Executive Director, and/or his designee, shall be and is hereby authorized to publish notice of the Authority's selection of the qualified firm subject to the above-referenced negotiations, in the form and manner prescribed by N.J.S.A. 40A:11-4.5g.

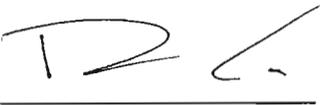
14-2-012

4. A copy of this resolution shall be placed on file and made available for public inspection in the office of the Executive Director, upon execution by the Authority.

5. An agreement reached between the Authority and anyone of the responders shall be subject to the rules concerning the certification of the availability of funds, pursuant to and in accordance with N.J.S.A. 40A:11-4.5h.

6. The formal action(s) of the Commissioners of the Authority embodied hereby are expressly contingent upon and subject to the provisions of N.J.S.A. 40:14(b).

I hereby certify the foregoing to be a true copy of the Resolution adopted by the Bergen County Utilities Authority at its meeting of February 27, 2014.



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Richard Wierer  
Acting Secretary

**DATED: February 27, 2014**

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