

**BERGEN COUNTY UTILITIES AUTHORITY
MINUTES OF THE REGULAR MEETING
SEPTEMBER 26, 2013**

**In the matter of the 416TH Regular Meeting of
The Bergen County Utilities Authority**

1. The **proof of meeting notice** calling the September 26, 2013 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
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. Motion that the Minutes covering the July 25, 2013 Work Session be approved was moved by Commissioner Schooler and seconded by Commissioner Phillips and was carried.
5. 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.
6. FINANCE AND LEGAL COMMITTEE:

Resolution 13-1-036 – Approve bills and the claims supported by vouchers totaling \$ 3,981,730.56 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 Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 13-1-037 – Approve bills and the claims supported by vouchers totaling \$ 3,715,413.37 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 Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 13-1-038 – Authorizing the issuance of a Request for Proposals for Underwriting Services for the issuance of 2013 Bonds. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 13-1-039 – 2013 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 \$12,000,000 principal amount of Water Pollution Control System Revenue Bonds, series 2013, of the Bergen County Utilities Authority. Motion to adopt the resolution was made by Commissioner Cassella and Seconded by Commissioner Bentz. A roll call was taken and the resolution was adopted as reflected in these minutes.

7. CONSTRUCTION & ENGINEERING COMMITTEE:

Resolution 13-2-058 - Award Contract No. 13-14 to Raritan Group Inc. to Furnish and Deliver Actuators/Valves (2 years). Motion to adopt the resolution was made by Commissioner Phillips and Seconded by Commissioner DeLisio. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 13-2-059 – Authorize rejection and re-advertisement of Contract No. 13-26 for the Purchase of Eight (8) Sud-Chemie Replacement Catalysts (1 Year). Motion to adopt the resolution was made by Commissioner Phillips and

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

Resolution 13-2-060 - Award Contract No. 13-27 to Fred A. Cook, Jr., Inc. for On-Call Sanitary Sewer Cleaning and TV Inspection (2 Years). Motion to adopt the resolution was made by Commissioner Phillips and Seconded by Commissioner DeLisio. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 13-2-061 - Authorize the Exercise of One Year Option for Contract EW4-2011R with GTS Welco to Furnish and Deliver Bulk Liquid Oxygen to the Edgewater Plant. Motion to adopt the resolution was made by Commissioner Phillips and Seconded by Commissioner DeLisio. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 13-2-062 - Authorize the Exercise of One Year Option for Contract 10-15A with Spectraserve Inc. for Liquid Sewage Sludge Barge Transport. Motion to adopt the resolution was made by Commissioner Phillips and Seconded by Commissioner DeLisio. A roll call was taken and the resolution was adopted as reflected in these minutes.

Resolution 13-2-063 - Authorize the Amendment of the Boswell Engineering Contract for RDI/I Reduction Plan within South Hackensack. Motion to adopt the resolution was made by Commissioner Phillips and Seconded by Commissioner DeLisio. A roll call was taken and the resolution was adopted as reflected in these minutes.

8. STRATEGIC PLANNING COMMITTEE

Resolution 13-6-001 - Waste Management of New Jersey, Inc. – Application for the Solid Waste Management Plan Amendment. Motion to adopt the resolution was made by Commissioner Schooler and Seconded by Commissioner Zilocchi. A roll call was taken and the resolution was adopted as reflected in these minutes.

9. Chairman Vaccaro announced a short recess to allow time for the Acting Secretary to prepare minutes of this Regular Meeting.

10. Chairman Vaccaro announced the Regular Meeting would reconvene.

11. The Acting Secretary then distributed proposed minutes of the September 26, 2013 Regular Meeting for review by the Commissioners.
12. Move to approve the Minutes of the Regular Meeting of September 26, 2013 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 September 26, 2013 was made by Commissioner Juliano and second by Commissioner Zilocchi and was unanimously carried.
13. Upon motion duly made, seconded and unanimously carried, the meeting was adjourned.

BERGEN COUNTY UTILITIES AUTHORITY
 Minutes of the Regular Meeting
 September 26, 2013

Resolution #	13-1-036	13-1-037	13-1-038	13-1-039
Chairman Vaccaro	Y	Y	Y	Y
Comm. Phillips	Y	Y	Y	Y
Comm. Bentz	Y	Y	Y	Y
Comm. Cassella	Y	Y	Y	Y
Comm. DeLisio	Y	Y	Y	Y
Comm. Juliano	R	R	Y	Y
Comm. Lorenzo	-	-	-	-
Comm. Schooler	Y	Y	Y	Y
Comm. Zilocchi	Y	Y	Y	Y

Resolution #	13-2-058	13-2-059	13-2-060	13-2-061	13-2-062	13-2-063
Chairman Vaccaro	Y	Y	Y	Y	Y	Y
Comm. Phillips	Y	Y	Y	Y	Y	Y
Comm. Bentz	Y	Y	Y	Y	Y	Y
Comm. Cassella	Y	Y	Y	Y	Y	Y
Comm. DeLisio	Y	Y	Y	Y	Y	Y
Comm. Juliano	Y	Y	Y	Y	Y	Y
Comm. Lorenzo	-	-	-	-	-	-
Comm. Schooler	Y	Y	Y	Y	Y	Y
Comm. Zilocchi	Y	Y	Y	Y	Y	Y

Resolution #	13-6-001
Chairman Vaccaro	Y
Comm. Phillips	Y
Comm. Bentz	Y
Comm. Cassella	Y
Comm. DeLisio	Y
Comm. Juliano	R
Comm. Lorenzo	-
Comm. Schooler	Y
Comm. Zilocchi	Y

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

Respectfully submitted,

 Richard Wierer
 Acting Secretary

September 26, 2013

RESOLUTION OF THE BERGEN COUNTY UTILITIES AUTHORITY AUTHORIZING THE ISSUANCE OF A REQUEST FOR PROPOSALS FOR UNDERWRITING SERVICES FROM THE AUTHORITY'S LIST OF QUALIFIED UNDERWRITERS FOR THE ISSUANCE OF A SERIES OF BONDS, AND THE SELECTION OF AN UNDERWRITER BASED ON THE RESPONSE TO THE REQUEST FOR PROPOSALS.

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, the Authority will issue a series of bonds in 2013 (the "2013 Bonds") to finance certain necessary capital improvements of the Authority; and

WHEREAS, the Authority has pre-approved certain underwriting firms as being qualified to provide underwriting services to the Authority; and

WHEREAS, the Authority has decided to issue a request for proposals (the "RFP"), in substantially the form attached hereto, from such pre-approved underwriters for underwriting services for the 2013 Bonds; and

WHEREAS, the Authority would like to authorize the Executive Director, with assistance from the professional staff serving the Authority, to recommend the best qualified underwriter from the respondents to the RFP to the Board of Commissioners for the provision of underwriting services for the 2013 Bonds;

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

Section 1. The issuance of the RFP for underwriting services, in substantially the form attached hereto is approved.

Section 2. The Executive Director, after consultation with the Board of Commissioners and the professional staff working on behalf of the Authority is hereby authorized to recommend the best qualified underwriter to the Board of Commissioners based on the response to the RFP, for the provision of underwriting services for the 2013 Bonds.

Section 3. This resolution shall take effect immediately

CERTIFICATE

I, Richard Wierer, Secretary of The Bergen County Utilities Authority (the "Authority"), a public body corporate and politic of the State of New Jersey, HEREBY CERTIFY that the foregoing resolution entitled "Resolution Of The Bergen County Utilities Authority Authorizing The Issuance Of A Request For Proposals For Underwriting Services From The Authority's List Of Qualified Underwriters For The Issuance Of A Series Of Bonds, And The Selection Of An Underwriter Based On The Response To The Request For Proposals", is a true copy of the original resolution that was duly adopted by the Authority at a meeting thereof duly called and held on September 26, 2013, at which a quorum was present and acted throughout, that such resolution is duly recorded in the minutes of the Authority for such meeting, that the original resolution has not been altered, amended or repealed and is in full force and effect and that such resolution was moved and seconded and adopted as set forth below.

Moved by: Commissioner Cassella

Seconded by: Commissioner Bentz

Recorded Vote:

Commissioners	YES	NO	ABSTAIN	NOT VOTING	NOT PRESENT
Andrew Vaccaro	X				
Ronald Phillips	X				
Catherine T. Bentz	X				
Louis J. DeLisio	X				
Paul A. Juliano	X				
David J. Lorenzo					X
Richard D. Schooler	X				
George P. Zilocchi	X				

13-1-038

IN WITNESS WHEREOF, I have hereunto set my hand this 26th day of September, 2013.

**THE BERGEN COUNTY
UTILITIES AUTHORITY**

By: 

Richard Wierer
Acting Secretary

Dated: September 26, 2013

2013 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 \$12,000,000 PRINCIPAL AMOUNT OF WATER POLLUTION CONTROL SYSTEM REVENUE BONDS, SERIES 2013, 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 to provide for the payment of the costs of construction of any project; and

WHEREAS, the Authority has determined to issue its long-term revenue bonds pursuant to the General Bond Resolution in the principal amount not exceeding \$12,000,000 (the "Bonds") to provide for (i) the funding of certain capital projects attached hereto on Exhibit A (the "2013 Capital Projects"), (ii) the funding of the Bond Reserve Requirement relating to the Bonds and (iii) the payment of the costs of issuance associated with the issuance of the Bonds (collectively, the "Project"); now therefore

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, "2013 Supplemental Resolution".

Section 102. **Authorization for Series 2013 Supplemental Resolution.** This Series 2013 Supplemental 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) For the purpose of this Series 2013 Supplemental Resolution, the term "Bond Insurer" shall mean the bond insurer, if any, selected by the Authority prior to the issuance of the Bonds described in Section 201 hereof.

ARTICLE II

Authorization and Issuance of Bonds

Section 201. **Amount, Title and Purpose of Bonds.** Not to exceed \$12,000,000 principal amount of the Bonds are hereby authorized to be issued and sold by the Authority in accordance with the provisions of the General Bond Resolution and this 2013 Supplemental Resolution. Such Bonds shall be designated "Water Pollution Control Revenue Bonds, Series 2013", or such other title as shall be determined in a certificate of an Authority Officer. designate. The purpose for which the Bonds are being issued is to fund the Project.

Section 202. **Description of Bonds.**

(1) **Amount and Term.** The Bonds shall be in such amount, shall be dated and shall bear interest from such date, and shall mature on such date 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 an Officer's Certificate adopted or executed, as applicable, prior to delivery of the Bonds.

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

(3) **Denomination and Place of Payment.** The Bonds shall be issued in fully registered form, without coupons, and are issuable in the denomination of \$5,000 each, or any integral multiple thereof. The principal or Redemption Price of the 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 Bonds at the principal corporate trust office of the Paying Agent. Interest on the 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 Bonds shall be as provided in the General Bond Resolution.

(4) **Form of Bonds.** The 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 Bonds shall be The Depository Trust Company, New York, New York ("DTC") and the Bonds shall be registered in the name of Cede & Co., as nominee of DTC. Payment of interest on any 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 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 Bonds shall be issued initially in the form of one authenticated fully registered Bonds for each separate stated maturity of the Bonds in the principal amount of each such maturity. Upon initial issuance, the ownership of each such 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 Bonds registered in its name for the purposes of payment of the principal or Redemption Price of and interest on the Bonds, selecting the 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 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 Bonds under or through DTC or any DTC participant, or any other person which 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 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 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 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 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 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 2013 Supplemental 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 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 Bond certificates. In such event, the trustee shall authenticate, transfer and exchange 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 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 Bond certificates as described in the General Bond Resolution. In the event 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 Bonds to any DTC participant having Bonds credited to its DTC account or (b) to arrange for another securities depository to maintain custody of certificates evidencing the Bonds.

(4) Notwithstanding any other provision of the General Bond Resolution to the contrary, so long as any 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 Bonds and all notices with respect to such 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 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 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 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 Bonds.** The 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 the 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 Bonds shall cease to be such officer of the Authority before the Bonds so executed, sealed or attested shall have been authenticated and delivered upon original issuance, such Bonds may nevertheless be authenticated and delivered as herein provided as if the person who so executed, sealed or attested such Bonds had not ceased to be such officer.

Section 206. **Authentication of Bonds.** The 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 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 Bond shall be valid or obligatory for any purpose unless such certificate of authentication upon such Bond shall have been duly executed by the Trustee, and such certificate of authentication by the Trustee upon any Bond executed on behalf of the Authority shall be conclusive and the only evidence that the Bond so authenticated has been duly authenticated and delivered under this 2013 Supplemental Resolution and that the holder thereof is entitled to the benefits of the General Bond Resolution.

Section 207. **Application of Proceeds of Bonds.** The proceeds which are derived from the sale of the 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 an Officer's Certificate adopted or executed, as applicable, prior to delivery of the Bonds.

Section 208. **Appointment of Underwriter.** The Executive Director is hereby authorized to appoint the underwriter (the "Underwriter") for the Bonds. The Underwriter shall be compensated in accordance with the Purchase Agreement authorized below.

Section 209. **Approval of Purchase Agreement.** The 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 an Officer's Certificate adopted or executed, as applicable, prior to delivery of the Bonds, shall determine the terms and conditions relating to the sale of the Bonds, including the rate(s) of interest to be borne by the Bonds and the underwriter's discount, which is payable to the Underwriter in connection with the sale of the Bonds. The 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, 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 to the end that the Authority may carry out its obligations under the terms of said Purchase Agreement.

ARTICLE III

Miscellaneous

Section 301. **Payments Under Bond Insurance Policy.** 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 obtained, the Bond Insurer shall be deemed to be the sole holder of the 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 Bonds are entitled to take pursuant to the General Bond Resolution.

Section 302. **Continuing Market Disclosure.** The Authority shall enter into a Continuing Disclosure Undertaking in such form as approved by Bond Counsel and shall comply with all requirements of SEC Rule 15c2-12 so long as any Bonds remain outstanding.

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 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 Bonds and authorizes the Underwriter to distribute the Preliminary Official Statement, in electronic or hard copy form, to prospective purchasers of the Bonds.

(b) **Official Statement.** The Authority hereby authorizes the preparation of an official statement (the "Official Statement") relating to the 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 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 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 Bonds from gross income under the provisions of the Code.

Section 305. **Supplemental Resolutions; Amendment of 2013 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 2013 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 2013 Supplemental Resolution shall be fully effective in accordance with its terms upon the filing with the Trustee of a copy of this 2013 Supplemental Resolution.

Section 307. **Prior Filing.** This 2013 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 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 September 26, 2013 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 26th day of September, 2013.

**THE BERGEN COUNTY UTILITIES
AUTHORITY**

By: _____


**Richard Wierer
Acting Secretary**

13-1-039

Moved by:

Seconded by:

RECORDED VOTE:

Commissioners	YES	NO	ABSTAIN	NOT VOTING	NOT PRESENT
Andrew Vaccaro	X				
Ronald Phillips	X				
Catherine T. Bentz	X				
Louis J. DeLisio	X				
Paul A. Juliano	X				
David J. Lorenzo					X
Richard D. Schooler	X				
George P. Zilocchi	X				

EXHIBIT A- LIST OF PROJECTS TO BE FINANCED

The Authority proposes to fund infrastructure improvements as described below:

- Hackensack River Anti-Degradation Sampling and Modeling Program
 - Ongoing water quality monitoring program in support of reduced regulatory capital improvement program aimed at savings million of dollars over the next 5-10 years
- Little Ferry/Edgewater Wastewater Management Amendments/Facilities Plan
 - Wastewater management plan updates required every six years to meet regulatory requirements which is due in 2014
- Equipment Replacement At Little Ferry WPCF
 - Miscellaneous improvements to repair/replace antiquated and inefficient equipment
- Infiltration and Inflow Reduction/SSO Elimination
 - Studies to identify and prioritize areas targeted for construction rehabilitation to remove extraneous flows. Construction costs to be developed based on results of studies and anticipated to require approximately \$25 million of capital investment
- Energy Conservation and Management Master Plan
 - Plan to reduce energy consumption and cost associated with operation and maintenance of facilities with renewable sources, to be updated every 5-10 years
- Third CHP Engine
 - Design and construction of the third CHP engine to increase onsite generation of electricity therefore leading to cost savings from less electricity to be purchased. Total Project cost is estimated to be \$6.6 million, with \$2.5 million is anticipated to be funded through a grant
- Phase III Buried Infrastructure Assessment and Rehabilitation Plan
 - Condition assessment of over 30 years old existing force mains. Design and construction costs to be developed based on the results of the assessment and is anticipated to be \$2 million of capital investment

BERGEN COUNTY UTILITIES AUTHORITY RESOLUTION

WHEREAS, on prior occasion, upon advertisement and pursuant to specifications, the Authority solicited bid proposals to **Furnish and Deliver Actuators/Valves(Two Years)**, pursuant to and in accordance with **Contract No. 13-14**; and

WHEREAS, the following bid proposals were received by the Authority on **August 22, 2013** for **Contract No.13-14**:

Vendor	Total Amount Bid for Two Years
Raritan Group Inc. New Brunswick, NJ	\$978,642.00
Technical Components Co., Inc. Brooklyn, NY	\$993,683.26

WHEREAS, the Authority's **Plant Manager** has reviewed the bid proposals and has recommended that **Raritan Group Inc.** be awarded **Contract No. 13-14** 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 **Raritan Group Inc.** constitutes the lowest complying and responsible bidder for **Contract No.13-14**, 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. **Raritan Group Inc.** shall be and is hereby determined to be the lowest complying and responsible bidder to **Furnish and Deliver Actuators/Valves (Two Years)**, constituting **Contract No.13-14** for a Two (2) year period for a total of **\$978,642.00**.
2. The Chairman is hereby authorized to execute an agreement with **Raritan Group Inc. of PO Box 10120, New Brunswick, NJ 08906** to **Furnish and Deliver Actuators/Valves (Two Years)**, constituting **Contract No.13-14** for a total of **\$978,642.00**.
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.
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 September 26, 2013.



Richard Wierer
Acting Secretary

Dated: September 26, 2013

BERGEN COUNTY UTILITIES AUTHORITY
CERTIFICATE OF FUNDS

RESOLUTION DATE: 9/26/2013
RESOLUTION #: 13-2-058

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

FUNDS AVAILABLE

FUNDS WILL BE CERTIFIED WHEN THE
PURCHASE ORDERS ARE ISSUED

FUNDS ARE NOT AVAILABLE

BUDGET ACCOUNT

W-630-63100-000

VENDOR

RARITAN GROUP INC.

CONTRACT NUMBER

13-14

REASON

FURNISH AND DELIVER
ACTUATORS/VALVES

AMOUNT

\$978,642.00

CONTRACT LENGTH

OCT 1, 2013 - SEPT 30,2015


TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

WHEREAS, on prior occasion, upon advertisement and pursuant to specifications, the Authority solicited bid proposals for **Purchase of Eight (8) SUD-CHEMIE Replacement Catalysts (One Year)**, pursuant to and in accordance with **Contract No. 13-26**; and

WHEREAS, the following bid proposals were received by the Authority on September 12, 2013 for **Contract No. 13-26**:

Vendor	Total Amount Bid for One Year
Clariant Corporation Needham, MA	\$53,264.00

WHEREAS, the Authority's **Qualified Purchasing Agent** has reviewed the bid proposal and has indicated that the bid proposal submitted by the sole bidder Clariant Corporation was incomplete, including but not limited to the failure to submit a Bid Bond, and is therefore deficient; and

WHEREAS, the bid proposal also omitted certain required provisions, particularly with regard to the liquidated damages, thereby rendering the bid proposal as a non-conforming bid, and constituting a non-waivable, incurable, material deviation from the Contract Documents and Bid Specifications constituting **Contract No. 13-26**; and

WHEREAS, the Authority's **Qualified Purchasing Agent** and **Purchasing Assistant** have recommended that the bid proposal be rejected for the reasons aforementioned; and

WHEREAS, no acceptable or responsive bid proposals were received by the Authority as of September 12, 2013, which was the date set forth in the Invitation to Bid for the receipt of bid proposals pursuant to and in accordance with **Contract 13-26**; and

WHEREAS, the Contract Documents and Bid Specifications constituting **Contract No. 13-26**, provide at Section 0010015.1, that the Authority as the contracting unit, reserves the right to reject any and all bids, including but not limited to, all non-conforming, non-responsive or conditional bids; and

WHEREAS, the Commissioners of the Authority are desirous of re-advertising for the solicitation of bid proposals for **Contract No. 13-26** pursuant to N.J.S.A. 40A:11-4, as an award of this Contract 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 bid of **Clariant Corporation** shall be and is hereby rejected as a non-conforming bid, constituting a non-waivable, incurable, material deviation from **Contract No. 13-26**.

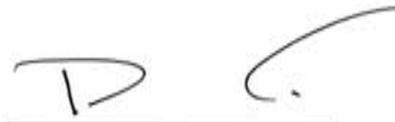
13-2-059

2. The Executive Director or his designee shall be and is hereby authorized to re-advertise for the solicitation of bid proposals for **Purchase of Eight (8) SUD-CHEMIE Replacement Catalysts (One Year) for Contract No. 13-26(Rebid)**.

3. The bid security of unsuccessful bidders shall be returned in accordance with N.J.S.A. 40A:11-1, et seq.

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-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 September 26, 2013.



Richard Wierer
Acting Secretary

Dated: September 26, 2013

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

WHEREAS, on prior occasion, upon advertisement and pursuant to specifications, the Authority solicited bid proposals for **On-Call Sanitary Sewer Cleaning and TV Inspection (Two Years)**, pursuant to and in accordance with **Contract No. 13-27**; and

WHEREAS, the following bid proposals were received by the Authority on **September 12, 2013** for **Contract No.13-27**:

Vendor	Total Amount Bid for Two Years
Fred A. Cook, Jr., Inc. Buchanan, NY	\$285,000.00
Russell Reid Waste Hauling and Disposal Service Co., Inc. Keasbey, NJ	\$326,000.00
PIM Corporation Piscataway, NJ	\$436,960.00
National Water Main Cleaning Co. Newark, NJ	\$558,000.00

WHEREAS, the Authority's **Chief Engineer/Director of Water Pollution Control and Engineering Consultant Alaimo Group** have reviewed the bid proposals and have recommended that **Fred A. Cook, Jr., Inc.** be awarded **Contract No. 13-27** 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 **Fred A. Cook, Jr., Inc.** constitutes the lowest complying and responsible bidder for **Contract No.13-27**, 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. **Fred A. Cook, Jr., Inc.** shall be and is hereby determined to be the lowest complying and responsible bidder for **On-Call Sanitary Sewer Cleaning and TV Inspection (Two Years)**, constituting **Contract No.13-27** for a Two (2) year period for a total of **\$285,000.00**.

13-2-060

2. The Chairman is hereby authorized to execute an agreement with **Fred A. Cook, Jr., Inc. of 3226 Albany Post Road, Buchanan, NY 10511** for **On-Call Sanitary Sewer Cleaning and TV Inspection (Two Years)**, constituting **Contract No.13-27** for a total of **\$285,000.00**.
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.
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 September 26, 2013.



Richard Wierer
Acting Secretary

Dated: September 26, 2013

BERGEN COUNTY UTILITIES AUTHORITY
CERTIFICATE OF FUNDS

RESOLUTION DATE: 9/26/2013
RESOLUTION #: 13-2-060

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

FUNDS AVAILABLE

FUNDS WILL BE CERTIFIED WHEN THE
PURCHASE ORDERS ARE ISSUED

FUNDS ARE NOT AVAILABLE

BUDGET ACCOUNT

W-220-52400-000

VENDOR

FRED A COOK JR., INC.

CONTRACT NUMBER

13-27

REASON

ON-CALL SANITARY SEWER
CLEANING & TV INSPECTION

AMOUNT

\$285,000.00

CONTRACT LENGTH

OCT 1, 2013 - SEPT 30,2015


TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

WHEREAS, on prior occasion, upon advertisement and pursuant to specifications, the Authority solicited bid proposals to **Furnish and Deliver Bulk Liquid Oxygen to the Edgewater Treatment Plant Facility— Two Year Contract with One, One Year Option**, pursuant to and in accordance with **Contract No. EW4-2011 REBID**; and

WHEREAS, by way of Resolution dated September 22, 2011, **GTS Welco** was determined to be the lowest complying and responsible bidder to **Furnish and Deliver Bulk Liquid Oxygen to the Edgewater Treatment Plant Facility**, constituting **Contract No. EW4-2011 REBID** for a total of \$228,000.00 at \$0.38 per cubic foot; and for the optional year for a total of \$215,000.00 at \$0.36 per cubic foot; and

WHEREAS, by way of Resolution dated September 22, 2011, the Chairman was authorized to execute an agreement with **GTS Welco** to **Furnish and Deliver Bulk Liquid Oxygen to the Edgewater Treatment Plant Facility**, constituting **Contract No. EW4-2011 REBID** for a total of **\$228,000.00 at \$0.38 per cubic foot** for the **initial two-year period**; and

WHEREAS, pursuant to the bid specifications of **Contract No. EW4-2011 REBID**, the Authority has the option to extend the contract to Furnish and Deliver Bulk Liquid Oxygen to the Edgewater Treatment Plant Facility with **GTS Welco** for an additional **one year period** in the amount of **\$.036 per cubic foot in year 3** of the contract; and

WHEREAS, pursuant to N.J.S.A. 40A:11-15(44) the Authority finds **GTS Welco** has performed **Contract No. EW4-2011 REBID** to Furnish and Deliver Bulk Liquid Oxygen to the Edgewater Treatment Plant Facility in an effective and efficient manner; and

WHEREAS, exercising the Year Three Option of **Contract No. EW4-2011 REBID** to **GTS Welco** to Furnish and Deliver Bulk Liquid Oxygen to the Edgewater Treatment Plant Facility is necessary for the efficient operation of the Authority; 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. The Executive Director shall be and he is hereby authorized to execute an agreement with **GTS Welco** to Furnish and Deliver Bulk Liquid Oxygen to the Edgewater Treatment Plant Facility pursuant to and in accordance with **Contract No. EW4-2011 REBID**, which exercises the One Year Option by the Authority to extend the contract for an additional **one year period** (from October 1, 2013 through September 31, 2014) in the amount of **\$0.36 per cubic foot**.

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

13-2-061

3. 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 September 26, 2013.

A handwritten signature in black ink, consisting of a stylized 'R' followed by a 'W' and a period.

Richard Wierer
Acting Secretary

Dated: September 26, 2013

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

WHEREAS, on prior occasion, upon advertisement and pursuant to specifications, the Authority solicited bid proposals for **Liquid Sewage Sludge Barge Transport– Three (3) Year Contract with Two (2) One-Year Options**, pursuant to and in accordance with **Contract No. 10-15A**; and

WHEREAS, by way of Resolution dated September 23, 2010, **Spectraserve Inc.** was determined to be the lowest complying and responsible bidder for **Liquid Sewage Sludge Barge Transport**, constituting **Contract No. 10-15A** for a total of \$29.80/1000 gallons; and for the optional year for a total of \$31.29/1000 gallons; and

WHEREAS, by way of Resolution dated September 23, 2010, the Chairman was authorized to execute an agreement with **Spectraserve Inc.** for **Liquid Sewage Sludge Barge Transport**, constituting **Contract No. 10-15A** for a total of **\$29.80/1000 gallons** for the **initial three-year period**; and

WHEREAS, pursuant to the bid specifications of **Contract No. 10-15A**, the Authority has the option to extend the contract for Liquid Sewage Sludge Barge Transport with **Spectraserve Inc.** for an additional **one year period** in the amount of **\$31.29/1000 gallons in year 4** of the contract; and

WHEREAS, pursuant to N.J.S.A. 40A:11-15(44) the Authority finds **Spectraserve Inc.** has performed **Contract No. 10-15A** for Liquid Sewage Sludge Barge Transport in an effective and efficient manner; and

WHEREAS, exercising the Year Four Option of **Contract No. 10-15A** to Spectraserve Inc. for Liquid Sewage Sludge Barge Transport is necessary for the efficient operation of the Authority; 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. The Executive Director shall be and he is hereby authorized to execute an agreement with **Spectraserve Inc.** for Liquid Sewage Sludge Barge Transport pursuant to and in accordance with **Contract No. 10-15A**, which exercises the One Year Option by the Authority to extend the contract for an additional **one year period** (from October 6, 2013 through October 5, 2014) in the amount of **\$31.29/1000 gallons**.

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

13-2-062

3. 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 September 26, 2013.



Richard Wierer
Acting Secretary

Dated: September 26, 2013

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

WHEREAS, there previously existed a need to engage professional engineering services to assist the Bergen County Utilities Authority (the "Authority") in regards to **Inflow and Infiltration Reduction Plan – Engineering Consulting Services**; and

WHEREAS, N.J.S.A. 40A:11-5(1)(a)(i) provides that a contract for professional services may be awarded without competitive bidding as a "professional service"; and

WHEREAS, said engineering 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 required 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, under the fair and open process pursuant to N.J.S.A. 19:44A-20 *et seq.*, **Boswell Engineering** responded to the Authority's publicly advertised Request for Qualifications seeking competent, qualified and experienced engineering professionals to provide the needed professional engineering services to the Authority in connection with the **Inflow and Infiltration Reduction Plan – Engineering Consulting Services**; and

WHEREAS, the Authority having determined that **Boswell Engineering** was competent, qualified and experienced to provide said professional engineering services to the Authority and having further determined that it was necessary for its efficient operations to retain the services of **Boswell Engineering** to assist the Authority with the **Inflow and Infiltration Reduction Plan – Engineering Consulting Services**, on March 25, 2010 the Commissioners of the Authority adopted Resolution # 10-2-028, retaining **Boswell Engineering** to provide said professional engineering services to the Authority for an amount not to exceed \$102,400.00, without further approval of the Commissioners of the Authority; and

WHEREAS, pursuant to Resolution # 10-2-028 awarding the contract to **Boswell Engineering** 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, the Authority and **Boswell Engineering** entered into an Agreement dated March 25, 2010, memorializing the respective rights and obligations of the parties to the Agreement; and

WHEREAS, since execution of the Agreement by the Authority and **Boswell Engineering**, it has been brought to the attention of the Commissioners of the Authority that during the performance of the project pursuant to the terms of the Agreement, **Boswell Engineering** has provided additional services which services were identified as requisite services but for which there was no budget authorized within the initial \$102,400.00 authorization contained in Resolution # 10-2-028; and

WHEREAS, at the time the Authority issued its publicly advertised Request for Qualifications for said professional engineering services in 2010, the anticipated work scope of the subject project estimated 300 building inspections but since execution of the Agreement by the Authority and **Boswell Engineering**, it has also been brought to the attention of the Commissioners of the Authority that during the performance of the project pursuant to the terms of the Agreement, **Boswell Engineering** has in fact been required to undertake and complete in excess of 500 building inspections; and

WHEREAS, **Boswell Engineering** is continuing to perform the services required by the Agreement, which services include but are not limited to, completion of building inspections, tabulating all findings along with supporting field reports within a report to be submitted to the Task Force; and

WHEREAS, **Boswell Engineering** has requested that the Commissioners of the Authority authorize the allocation of additional funds to address the services provided by **Boswell Engineering** which were previously contemplated, yet not budgeted for, including but not limited to, the services outlined above and attendance at meetings of the Task Force for a 12 month period, and preparing, submitting and revising a field inspection report for further consideration and/or action by the Authority; and

WHEREAS, the Authority's Commissioners have previously determined that **Boswell Engineering** is competent and qualified to provide said professional engineering services; and

WHEREAS, Malcolm Pirnie – Arcadis US, Inc., the Authority's consultant responsible for management of the project, has advised that the increase in authorized fees is necessary to complete Inflow and Infiltration Reduction Plan and have recommended that the Authority authorize the increase requested; and

WHEREAS, the Authority has determined, based upon the foregoing, that it is necessary for its efficient operations to continue the retention of the professional engineering services of **Boswell Engineering** as permitted by Resolution # 10-2-028 to assist the Authority with **Inflow and Infiltration Reduction Plan – Engineering Consulting Services**, which continued retention requires increasing the \$102,400.00 authorization in Resolution # 10-2-028 to an amount not to exceed \$204,000.00; and

WHEREAS, pursuant to Resolution #10-2-028 and otherwise by law, the Commissioners of the Authority are authorized to increase the maximum contract amount authorized to be paid to **Boswell Engineering** by the Authority at the time of the adoption of said Resolution by the Commissioners of 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. That the retention of **Boswell Engineering** by the Authority pursuant to Resolution # 10-2-028, adopted by the Commissioners of the Authority on March 25, 2010, shall be and is hereby continued, with **Boswell Engineering** continuing to provide professional engineering services to assist the Authority with **Inflow and Infiltration Reduction Plan – Engineering Consulting Services**, for an amount not to exceed \$204,000.00 in total, without further approval of the Commissioners of the Authority.
2. The Chairman shall be and is hereby authorized to execute an addendum to the Agreement entered into by and between the Authority and **Boswell Engineering** dated as of March 25, 2010, which addendum shall memorialize the amendment and increase of the authorization from \$102,400.00 to \$204,000.00 in compensation to be paid by the Authority to **Boswell Engineering**, in such final form as is acceptable to the Authority, as evidenced by the Chairman's signature thereon.
3. A copy of this Resolution, the Agreement retaining **Boswell Engineering** and the Addendum to that Agreement shall be placed on file and made available for public inspection in the Office of the Executive Director, upon the execution by the Authority.
4. 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.
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 September 26, 2013.



RICHARD WIERER
Acting Secretary

DATED: September 26, 2013

BERGEN COUNTY UTILITIES AUTHORITY
CERTIFICATE OF FUNDS

RESOLUTION DATE: 09/26/2013
RESOLUTION #: 13-2-063

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 BOSWELL ENGINEERING

CONTRACT NUMBER

REASON INFLOW & INFILTRATION REDUCTION PLAN

AMOUNT \$101,600.00

CONTRACT LENGTH



TREASURER/CFO

**BERGEN COUNTY UTILITIES AUTHORITY
RESOLUTION**

WHEREAS, in accordance with and pursuant to the New Jersey Solid Waste Management Act (N.J.S.A. 13:1E-1, et seq.), the County of Bergen constitutes a Solid Waste Management District; and

WHEREAS, the Board of Chosen Freeholders of the County of Bergen heretofore prepared a Bergen County District Solid Waste Management Plan (the "Plan") which has been amended from time to time, in order to provide for the collection, processing and disposal of solid waste generated within Bergen County; and

WHEREAS, by Resolution dated December 23, 1980, the Board of Chosen Freeholders of the County of Bergen designated The Bergen County Utilities Authority (the "Authority") as the agency empowered to supervise the implementation of the Plan and to, inter alia, take control and responsibility for various solid waste systems and facilities operated in and by the County of Bergen; and

WHEREAS, on November 30, 2007, the New Jersey Department of Environmental Protection ("NJDEP") certified the May 16, 2007 amendment to the Bergen County District Solid Waste Management Plan (the "2007 District SWMP Amendment"), which detailed Bergen County's long-term solid waste management strategy; and

WHEREAS, pursuant to the 2007 District SWMP Amendment, the Authority has recommended and the County of Bergen has adopted a "free market disposal system" approach in Bergen County; and

WHEREAS, provision for additional private solid waste disposal capacity is consistent with the "free market system" approach adopted by the County of Bergen and approved by NJDEP in the 2007 District SWMP Amendment; and

WHEREAS, the "free market system" approach allows any solid waste generated within the Bergen County Solid Waste District to be disposed of at any duly permitted licensed solid waste facility, regardless of the location of such facility; and

WHEREAS, the "free market system" approach enables private market facilities to compete for solid waste generated by Bergen County municipalities through the public bidding prices; and

WHEREAS, such competition enables municipalities to obtain the best prices for their solid waste disposal needs with resulting savings for their taxpayers; and

WHEREAS, Authority reviews any proposed modifications or amendments to the Plan and makes recommendations regarding those proposed modifications or amendments to the Board of Chosen Freeholders of the County of Bergen; and

WHEREAS, on April 24, 2013, the Authority received an application for a solid waste plan amendment ("Plan Amendment") for a proposed increase in solid waste capacity at the Waste Management of New Jersey, Inc. Transfer Station/Material Recovery Facility located at 61 Broad Street, Fairview, New Jersey (the "Facility"); and

WHEREAS, under the proposed Plan Amendment, the Facility would increase its current permitted daily capacity from 950 tons per day to 1,400 tons per day; and

WHEREAS, on May 29, 2013, the Authority conducted a public hearing regarding the proposed Waste Management of New Jersey, Inc. Transfer Station/Material Recovery Facility Plan Amendment; and

WHEREAS, members of the public attended the public hearing and spoke to the proposed Amendment; and

WHEREAS, on February 26, 2013, the Authority received a letter from Diane Testa, Borough of Fairview Administrator/Clerk stating that "the Borough of Fairview has no objection to Waste Management's application to seek approval from the New Jersey Department of Environmental Protection for an increase in the transfer station's permitted capacity, from 950 tons per day to 1,400 tons per day."; and

WHEREAS, the public record remained open after public hearing for the submission of written comments, and one written comment was received by the Authority; and

WHEREAS, on August 27, 2013, a public hearing response document was distributed to all members of the public who were in attendance at the May 29, 2013 public hearing, residents who submitted written comments, and all seventy Bergen County municipalities; and

WHEREAS, the Authority has completed its review of the proposed Plan Amendment; and

WHEREAS, the Plan provides the following standard for consideration of proposed amendments to the Plan:

The BCUA's sole basis for accepting or rejecting a proposed amendment to the Bergen County District Solid Waste Management Plan is consistency with the existing Solid Waste Management Plan. (underlining and italics in the Plan); and

WHEREAS, in considering proposed amendments to the Plan, the Authority is required to limit its evaluation to the question of whether the proposal will be consistent with the Plan, i.e., the goals, requirements and approaches in the Plan; and

WHEREAS, the Authority finds that an increase in permitted solid waste capacity at the proposed Facility is consistent with the "free market disposal system" approach adopted by the County of Bergen and approved by NJDEP in the 2007 District SWMP Amendment"; and

WHEREAS, the Authority finds that the proposed Plan Amendment will be consistent with the overall goals, requirements and approaches of the Plan and that it should be approved and included in the Plan, subject to the following conditions:

- a. The Plan Amendment is expressly subject to the receipt of all permits, approvals, consent orders, registrations, and/or certificates issued by the governmental subdivisions/agencies exercising jurisdiction over the proposed capacity increase of the Waste Management of New Jersey Inc. Transfer Station/Material Recovery Facility;
- b. A transcript of the public hearing and copies of all written comments and concerns expressed by the general public shall remain a part of the record and forwarded to NJDEP for its consideration, in the event that the Plan Amendment is approved and an application for the proposed Facility is submitted to NJDEP for a permit to operate.

WHEREAS, the Authority is desirous of recommending to the Bergen County Board of Chosen Freeholders that the proposed Plan Amendment be adopted, subject to the foregoing conditions; and

WHEREAS, the Authority is cognizant that, prior to consideration of the Plan Amendment by the Bergen County Board of Chosen Freeholders, the proposed Plan Amendment may be reviewed by the Bergen County Solid Waste Advisory Council, which may likewise offer recommendations to the Freeholders concerning the proposed Plan Amendment; and

WHEREAS, the Authority is further cognizant that the proposed Plan Amendment is subject to consideration and acceptance by the Bergen County Board of Chosen Freeholders, and only if and when such acceptance has been given can the proposed Plan Amendment be forwarded to NJDEP for final approval and certification; and

WHEREAS, the Authority is further cognizant that, if the proposed Plan Amendment is adopted by the Bergen County Board of Chosen Freeholders and is approved by NJDEP, Waste Management of New Jersey, Inc. must obtain a permit modification to increase the capacity of the Facility from NJDEP before the Facility can increase its capacity.

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

1. The Authority hereby finds that the proposed Plan Amendment is consistent with the Bergen County District Solid Waste Management Plan and recommends to the Bergen

County Board of Chosen Freeholders that the proposed Plan Amendment be considered and adopted, with the following conditions.

- a. The Plan Amendment is expressly subject to the receipt of all permits, approvals, consent orders, registrations, and/or certificates issued by the governmental subdivisions/agencies exercising jurisdiction over the proposed capacity increase of the Waste Management of New Jersey Inc. Transfer Station/Material Recovery Facility;
- b. A transcript of the public hearing and copies of all written comments and concerns expressed by the general public shall remain a part of the record and forwarded to NJDEP for its consideration, in the event that the Plan Amendment is approved and an application for the proposed Facility is submitted to NJDEP for a permit to operate.

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 September 26, 2013.



Richard Wierer
Acting Secretary

Dated: September 26, 2013